



The principal role of the Board of Directors (the “**Board**”) is the stewardship and guidance of ENMAX Corporation and its direct and indirect subsidiaries (the “**Corporation**” or “**ENMAX**”). The Board’s composition requirements and areas of accountability and responsibility are outlined in the **ENMAX Board of Directors’ Mandate**.

All Directors must act honestly and in good faith with a view to the best interests of the Corporation, and in accordance with the **ENMAX Director Mandate**, the constating documents of the Corporation and applicable law. The following further outlines the Corporation’s expectations of its Directors in Board leadership roles including the Board Chair and Committee Chairs (including, but not limited to, Chairs of the Audit; Safety, Environment and Sustainability; Human Resources and Corporate Governance Committees).

1. BOARD CHAIR EXPECTATIONS

- a. The Board Chair, appointed by the Board from time to time from among its independent members, provides leadership in guiding the Board and its activities in the best interests of ENMAX. The Board Chair facilitates the operations and deliberations of the Board, ensuring the roles and responsibilities specified in the **Board of Directors’ Mandate** are fulfilled. The Board Chair is accountable to the Board and acts as a direct liaison between the Board, the Chief Executive Officer (the “**CEO**”), and the management of ENMAX, and ensures effective relations with ENMAX’s Shareholder.
- b. Without limitation to the foregoing, the Board Chair is responsible for the following duties and responsibilities:
 - i. Manage the affairs of the Board, ensuring the Board is organized, collegial, and functions effectively.
 - ii. Preside as Chair at Board meetings (other than in camera meetings, or portions of such meetings, in respect of which the Chair is conflicted), including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual Directors and confirming that clarity regarding decision-making is reached and accurately recorded.
 - iii. Attend to appropriate communications between the Board and the Shareholder in connection with Shareholder meetings and otherwise, and preside as Chair at annual general and special shareholder meetings.
 - iv. Coordinate meeting schedules, agendas, and related events for Board meetings in collaboration with the CEO and Corporate Secretary, or their designee.
 - v. Serve as the interface between the Board and CEO to ensure Management is aware of the concerns of the Board and its Shareholder.
 - vi. Work with the CEO to ensure strategic plans are presented to the Board.
 - vii. Communicate openly and effectively with the CEO regarding strategy, corporate governance matters, corporate performance and feedback from Board members.
 - viii. Maintain regular contact with the CEO and other senior officers to keep well informed on the major affairs and operations of the Corporation, and generally act as advisor to the CEO and other senior officers.
 - ix. Assist the Board in reviewing and monitoring ENMAX’s plans, performance, and achievement of objectives.
 - x. In collaboration with the Human Resources Committee, lead the Board of Directors in monitoring and evaluating the CEO’s performance and ensuring senior management succession plans are in place.

- x. In collaboration with the Corporate Governance Committee Chair, recommend the Committees of the Board and their composition.
- xi. In collaboration with the Corporate Governance Committee Chair and the CEO, recruit new Directors, as needed, in order that the Board is comprised with an appropriate mix of skills and abilities.
- xii. In collaboration with the Corporate Governance Committee Chair, lead an annual review and assessment of Board performance.
- xiii. Ensure the effective orientation of new Board members and mentor and counsel Board members where appropriate.
- xiv. Provide additional leadership or coordination services as required by the Board from time to time.

2. COMMITTEE CHAIR EXPECTATIONS

- a. The Committee Chairs, appointed by the Board from time to time, facilitate the operations and effective functioning of their respective Committees and ensure that the roles and responsibilities of the **Committee Mandates** are fulfilled.
- b. Without limitation to the foregoing, a Committee Chair is responsible for the following duties and responsibilities for their respective committee (in each case, the **“Committee”**):
 - i. Provide leadership to foster the effectiveness of the Committee.
 - ii. Approve the agenda, collaborate with management on the preparation of materials, and preside as Chair over each Committee meeting.
 - iii. Ensure that there is an effective relationship between the Board and the Committee, including by providing a report to the Board on material matters considered by the Committee at the next regular Board meeting following each Committee meeting.
 - iv. Ensure that the Committee is provided with the resources to permit it to carry out its responsibilities and bring to the attention of senior management any issues that are preventing the Committee from being able to carry out its responsibilities.
 - v. Ensure that any external advisors retained by, or reporting to, the Committee are appropriately qualified and, where applicable, independent.
 - vi. Ensure the proper flow of information occurs from the Committee to the Board.
 - vii. Attend meetings of the Shareholder and respond to Shareholder questions as appropriate.
 - viii. Together with the Corporate Governance Committee, ensure that an appropriate system is in place to evaluate the performance of the Committee as a whole and the Committee’s individual members, and make recommendations to the Corporate Governance Committee for changes when appropriate.
 - ix. Perform other duties and responsibilities as requested by the Board or the Committee from time to time.

3. AMENDMENTS

- a. The Corporate Governance Committee will review the Board Leadership Expectations annually or otherwise as it deems appropriate, and recommend to the Board any changes it considers necessary or desirable.
- b. Minor administrative and typographical amendments to the Board Leadership Expectations may be made by the Corporate Secretary.