



## **DUTIES AND RESPONSIBILITIES OF THE CHAIRMAN OF THE BOARD OF DIRECTORS OF PIPELINE MANAGEMENT INC. (the “Board”)**

The Chairman of the Board shall effectively manage the affairs of the Board, taking into account the following specific duties and responsibilities:

- A. providing guidance and assistance to the Board in the discharge of its mandate and responsibilities;
- B. ensuring that the Board is properly organized, effective and meets its duties and responsibilities, including those relating to corporate governance matters;
- C. acting as the chair, unless absent, at all meetings of the unitholders of Inter Pipeline Fund and the Board;
- D. establishing the frequency of Board meetings and reviewing such frequency from time to time, as appropriate or as requested by the Board or the independent directors of the Board;
- E. acting as the spokesperson for the Board;
- F. assisting the President and Chief Executive Officer and the Corporate Secretary in the coordination of the agenda, information materials and other matters in respect of each meeting of the Board;
- G. in conjunction with the Governance Committee and the President and Chief Executive Officer, recommending Board committee members and committee chair appointments to the Board for approval and assisting in the review of the performance of those committees and chairs thereof;
- H. in conjunction with the appropriate Board committees, reviewing and assessing director performance and the size and composition of the Board; and
- I. leading the Board in monitoring and evaluating the performance of the President and Chief Executive Officer and other executive officers of Pipeline Management Inc.