



Chair of the Board of Directors

Position Description

Introduction

This position description describes the roles and responsibilities of the Chair of the Board of Directors of Keyera Corp. This position description should be read together with the written mandate (the “Mandate”) of the Board of Directors, the position description of the Independent Lead Director, the written Terms of Reference for each of the Committees of the Board of Directors and the job description for the Chief Executive Officer. In this document Keyera Corp. and its subsidiaries are collectively referred to as “Keyera”.

Responsibilities of the Chair

1. Leadership

The Chair, in collaboration with the Independent Lead Director, provides leadership to the Board of Directors to enable it to act as an effective team in fulfilling its responsibilities in the Mandate. In this leadership role, the Chair:

- a. recognizes that the Board of Directors is responsible for overseeing Keyera’s management and for supervising the management of the business and affairs of Keyera;
- b. strives to manage and organize the Board of Directors in a manner consistent with the approach to corporate governance adopted by the Board of Directors from time to time;
- c. promotes understanding amongst the Directors about the duties and responsibilities of the Board of Directors and its Committees; and
- d. encourages open, constructive dialogue and cohesiveness among the Directors.

The specific responsibilities of the Chair in fulfilling this leadership role include:

- a. leading and facilitating the effective operation and management of the Board of Directors;
- b. assisting in reviewing and monitoring long-term business plans, strategies and policies;
- c. providing advice, counsel and mentorship to the members of the Board of Directors, the Chairs of the Committees of the Board of Directors, the Chief Executive Officer, the Corporate Secretary and senior management of Keyera;
- d. coordinating the integration of the activities of the Committees of the Board of Directors with the work of the Board of Directors;
- e. working with the Compensation and Governance Committee in assessing the performance of the Board of Directors;
- f. working with the Compensation and Governance Committee in monitoring and evaluating the performance of the Chief Executive Officer;
- g. working with the Compensation and Governance Committee on succession planning for the Board of Directors and Keyera’s senior management;

- h. presiding over meetings of the Board of Directors (other than meetings of the independent Directors) and meetings of the shareholders of Keyera Corp.; and
- i. collaborating with the Independent Lead Director with respect to the foregoing as appropriate.

2. Communication and Information Liaison

The Chair, in collaboration with the Independent Lead Director:

- a. encourages the flow of information between the Board of Directors, Committees of the Board of Directors, Keyera's management and outside advisors retained by the Board of Directors.
- b. promotes an environment conducive to free, open, constructive discussions between individual Directors and Keyera's management and, where appropriate, acts as a liaison between the Board of Directors and Keyera's management with respect to issues or concerns raised by the Board.
- c. promotes the proper flow of information to the Board of Directors in order to assist Directors in becoming and remaining informed about matters which are material to Keyera and which are relevant to the discharge by the Board of Directors of its responsibilities.
- d. works with the Chief Executive Officer in facilitating the flow of information between shareholders of Keyera Corp., the Board of Directors and Keyera's management.
- e. represents Keyera to external groups, including shareholders, creditors, consumer groups, local communities and all levels of government as appropriate, including upon request of the Chief Executive Officer.

3. Meetings of the Board of Directors

The Chair collaborates with the Independent Lead Director and the Corporate Secretary in the planning and organization of meetings of the Board of Directors, including:

- a. the scheduling of regular and special meetings of the Board of Directors;
- b. the establishment, preparation and distribution of the agenda for Board of Directors meetings, taking into account input from the Directors;
- c. the quality, quantity and timeliness of information provided to the Board of Directors in light of the Mandate; and
- d. extending invitations to members of Keyera's management and outside consultants and advisors to attend Board meetings as appropriate.

The Chair presides over the meetings of the Board of Directors, other than meetings of the independent Directors, and is responsible for establishing meeting procedures that enhance the efficiency and effectiveness of the Board's work. The Chair supports the Independent Lead Director in ensuring that there are sufficient opportunities for the independent Directors to meet in the absence of management and non-independent Directors.

4. Ongoing Evaluation

The Chair, in consultation with the Independent Lead Director and the Compensation and Governance Committee, monitors:

- a. the effectiveness, performance, composition, mandate and terms of reference of the Committees;
- b. the composition, mandate and terms of reference of the other Committees and the Board as a whole;
- c. the effectiveness, performance, composition, mandate and terms of reference of the Board as a whole;
- d. the relationship between the Board and Management; and
- e. the performance and effectiveness of the Chief Executive Officer.

The Chair meets from time to time with the Independent Lead Director to discuss the effectiveness, performance, composition and mandate of the Board. The Chair also meets from time to time with the Chairs of the Board Committees with respect to the effectiveness, performance, composition and terms of reference for those Committees.

5. Other Responsibilities

The Chair performs other functions ancillary to the duties and responsibilities described above and carries out such responsibilities as may be delegated to the Chair by the Board of Directors from time to time.