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**AQUATERA UTILITIES INC.****POSITION DESCRIPTION - CHAIR OF THE BOARD****Introduction**

The Board of Directors is responsible for the stewardship of the Company. It establishes the key policies and standards for the Company and it reviews and approves strategic plans. The Board monitors and assesses performance and progress in meeting the Company's long and short term goals and it ensures that the highest ethical standards are observed at all levels in all operations of the Company.

The Board recommends its Chair to the shareholders from among its members to lead the Board in the course of its work. The Chair is appointed for up to a three-year term. The Chair is an independent member of the Board who reports to the Board, and is responsible for the overall process involved in the work of the Board, as well as the development and effective performance of the Board.

The Chair is responsible for the overall effectiveness and efficiency of the Board of the Company. The Chair provides advice and counsel to the CEO on issues of importance to the CEO or to the Board.

**Key Responsibilities:**

The Chair:

1. is an ex-officio member of all Board committees; the Chair may be called upon to vote on committee matters, if due to the composition of the committee, a tie occurs;
  2. in consultation with the CEO, assists in the preparation of the agendas for all Board and Shareholder meetings;
  3. chairs all Board and Shareholder meetings;
  4. ensures that the Board reviews and approves the corporate strategy as developed by management, and follows up, on a regular basis, on the implementation of the strategy;
  5. ensures that the Board receives regular updates on all issues important to the Company;
  6. together with the CEO, ensures that Board members understand major issues, strategy and risks;
  7. works closely with the Chairs of the Board's committees to ensure that all of the committees' responsibilities are carried out;
  8. communicates with the CEO to provide the CEO with feedback on issues raised by the Board and reports to the Board on the resolution of such issues;
  9. facilitates healthy dynamics (i.e., relates well with other Directors and Management, deals effectively with dissent and works constructively towards consensus) and works collectively and individually with members of the Board to ensure optimum performance of the Board;
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10. as part of the Board evaluation process, meets annually with each director individually to discuss their views about various matters, including the effectiveness of the Board, board committees, management, the Board management relationship, their own performance, contributions of individual directors, strategy and related matters, and prepares a report summarizing these conversations and delivers the report to both the GEC and the Board for consideration;
  11. in consultation with the CEO, represents the Company at meetings and events that are deemed important to the Company (Community, Shareholders and other meetings and events benefiting the Company);
  12. at the request of the CEO or the Board, carries out special assignments;
  13. in collaboration with the Board, evaluates the performance of the CEO and the performance of the Company in achieving its purpose;
  14. is responsible for the continuous improvements of Board Corporate Governance;
  15. fosters a positive relationship with Shareholders;
  16. in consultation with the CEO, develops and presents to the Shareholders quarterly strategic metrics and items deemed of importance to both the Shareholders and the Company; and
  17. works closely with the GEC on the new Director recruitment process including the facilitation of initial and any follow-up discussions with Shareholders.
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