

# ONTARIO POWER GENERATION INC.

## POSITION DESCRIPTION CHAIR OF THE BOARD

### GENERAL

This position description describes the appointment, role and responsibilities of the Chair (the "Chair") of the Board of Directors of Ontario Power Generation Inc. ("OPG"). It should be read together with the written charter of the Board (the "Charter") as such documents may be amended from time to time.

A "Director" means any member of the Board.

### OFFICE OF THE CHAIR

The shareholder of OPG (the "Shareholder") shall appoint the Chair to hold office for the period designated by the Shareholder. If the office of the Chair becomes vacant, the Chair of the Compensation, Leadership and Governance Committee shall serve as the interim Chair until a successor is appointed.

The Chair shall receive such remuneration as the Shareholder may determine from time to time.

### RESPONSIBILITIES OF THE CHAIR

#### ***Board Leadership***

The Chair will provide leadership to Directors in discharging their mandate as set out in the Charter, including by:

- (a) leading, managing and organizing the Board consistent with the approach to corporate governance adopted by the Board from time to time;
- (b) promoting cohesiveness among the Directors;
- (c) being satisfied that the responsibilities of the Board and its Committees are well understood by the Directors; and
- (d) overseeing the evaluation by the Directors of the effectiveness of the Board, its Committees and the Directors.

#### ***Stewardship***

The Chair will assist the Board in discharging its stewardship function, which includes:

- (a) satisfying itself as to the integrity of the CEO, other senior officers and that the CEO and other senior officers created a culture of integrity throughout the organization;
- (b) strategic planning;
- (c) identifying and managing risks;
- (d) succession planning, performance and talent management;
- (e) communication and public affairs;
- (f) internal control and management information systems;
- (g) financial reporting and related disclosures; and
- (h) OPG's approach to corporate governance.

#### ***Relationship with Chief Executive Officer***

The Chair shall provide advice, counsel and mentorship to the CEO.

#### ***Information Flow***

The Chair shall work with management to determine the information necessary for the Chair and the Board to discharge their responsibilities effectively. Management shall administer the

flow of information to the Chair and the Board required to keep the Chair and the Board fully apprised at all times of all matters which are material to the Board's responsibilities.

***Meetings of the Board***

OPG's Corporate Secretary (the "Corporate Secretary") shall be responsible for scheduling meetings of the Board, in consultation with the Chair and shall send notices of all such meetings to the members of the Board and to appropriate members of management. The Corporate Secretary shall be responsible for keeping minutes of all meetings and all resolutions of the Board.

In connection with meetings of the Board, the Chair shall be responsible for:

- (a) reviewing and approving agendas presented by management for Board meetings such that:
  - (i) all of the responsibilities assigned to the Board under the terms of its Charter are discharged on a timely and diligent basis; and
  - (ii) members of the Board have input into the agendas.
- (b) monitoring the adequacy of materials provided to the Board by management in connection with the Board's deliberations;
- (c) ensuring that all business required to come before the Board is brought before the Board, such that the Board is able to carry out all of its duties to manage or supervise the management of the business and affairs of the Corporation;
- (d) ensuring that the Directors have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Board;
- (e) presiding over meetings of the Directors; and
- (f) encouraging free and open discussion at meetings of the Board.

***Relationship with Shareholder***

The Board Chair shall engage in discussions as necessary or desirable with representatives of the Shareholder. The CEO may also engage in discussions with representatives of the Shareholder and shall apprise the Chair of the nature and substance of those discussions as appropriate. The Chair shall have ultimate responsibility for OPG's relationship with the Shareholder.

The OPG Board Chair shall report to the Minister annually on the effectiveness of the Memorandum of Agreement. Such report shall be provided to the Minister in writing within 90 days after the end of each fiscal period.

***Other Responsibilities***

The Chair shall be responsible for the interface with Directors on matters of Director compensation, approving Directors' timesheets and expenses, and approving submissions from Directors for additional compensation.

The Chair shall perform such other functions:

- (a) as may be ancillary to the duties and responsibilities described above; and
- (b) as may be delegated to the Chair by the Board from time to time.

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This position description is subject to the *Business Corporations Act* (Ontario) and to OPG's articles and by-laws, all as amended from time to time.

*Effective: November 10, 2005*

*Revised: February 10, 2016*

*Last Reviewed: November 8, 2016*