



## POSITION DESCRIPTION FOR THE CHAIR OF THE BOARD

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### 1.0 OBJECTIVES AND PRINCIPLES

- 1.1 The Board of Directors (the "**Board**") of Fortis Inc. (the "**Corporation**") will meet annually to nominate the Chair of the Board (the "**Chair**") for the ensuing year.
- 1.2 The Chair will qualify as "Independent" of the Corporation, as such term is defined in National Instrument 52-110, and in accordance with requirements set forth in Section 303A.02 of the New York Stock Exchange Listed Company Manual.
- 1.3 The Chair serves as the external representative and spokesperson of the Board.
- 1.4 The Chair, in conjunction with the President and Chief Executive Officer (the "**CEO**"), will be the liaison between the Board and management, and together will ensure the flow of information between management and the Board.
- 1.5 The Chair shall serve as a member of every committee of the Board, unless otherwise directed by the Board.
- 1.6 The Chair will foster and promote the integrity and effective governance of the Board and a culture where the Board works harmoniously for the long-term benefit of the Corporation and its key stakeholders.

### 2.0 RESPONSIBILITIES

The fundamental responsibility of the Chair is to manage the effective performance of the Board and provide leadership to the Board in fulfilling its mandate. The Chair shall act in a general advisory capacity to the CEO in all matters concerning the management of the business and affairs of the Corporation.

#### A. Board Leadership

- 2.1 In leading and managing the Board, the Chair shall:
  - (a) oversee the Board's discharge of its duties and responsibilities under applicable laws and under the Corporation's internal policies and practices, including the Board Mandate and Board Governance Guidelines, and ensure that the Board fulfills its obligations to the Corporation and its key stakeholders;

- (b) conduct and preside over all meetings of the Board;
- (c) schedule Board meetings and *in camera* sessions in a manner that enables the Board and its committees to perform their duties and responsibilities while not interfering with the flow of operations of the Corporation;
- (d) in consultation with the CEO, the Corporate Secretary, committee chairs, and other directors of the Corporation ensure the agendas for Board meetings are prepared in accordance with the Board's objectives and with management's needs and priorities, and ensure the quality, quantity and timeliness of information prepared for communication to the Board;
- (e) communicate with and be available for discussion with members of the Board between meetings of the Board;
- (f) consult with committee chairs and oversee and monitor the work of the committees of the Board to ensure that committee functions are effectively carried out and reported to the Board in a timely manner;
- (g) provide the Board, the committees of the Board and individual directors of the Corporation with leadership to assist them in their duties and responsibilities, and actively participate in the selection of the members and chairs of the committees of the Board;
- (h) participate in the annual director assessment process and meet with each director individually to provide feedback and solicit peer evaluation and general feedback;
- (i) actively participate in the recruitment, selection and orientation of new director nominees;
- (j) approve, in consultation with the other directors of the Corporation, the retention of consultants and advisors who report directly to the Board, other than those independently retained by a committee of the Board in accordance with such committee's mandate;
- (k) ensure that the responsibilities and duties outlined in the position descriptions of the Chair and the CEO have been appropriately defined and are carried out; and
- (l) as and when required, coordinate the appointment of *ad hoc* or special committees of the Board.

## **B. Relationship between Board and Management**

- 2.2 In managing the relationship between the Board and management of the Corporation, the Chair shall:

- (a) act as the principal liaison between the Board and the CEO on sensitive issues, material developments and new strategic initiatives or opportunities;
- (b) in consultation with the CEO, ensure that the Board is well informed of all material matters in a timely manner and, in consultation with the Board, ensure the CEO is aware of concerns of the Board and the Corporation's key stakeholders;
- (c) oversee the activities of the Corporate Secretary relating to the functioning of the Board;
- (d) where appropriate, review presentations and information to be communicated to the Board, and provide feedback to management so as to assist management in meeting the Board's expectations;
- (e) oversee the Board's independence from management and ensure that the independent directors of the Corporation have adequate and regularly scheduled opportunities to meet without management present; and
- (f) manage the boundaries between Board and management responsibilities while fostering a constructive and professional working relationship.

### **C. Communications and Relationships with Shareholders and Key Stakeholders**

2.3 In overseeing relations and communications with shareholders, other stakeholders and the general public, the Chair shall:

- (a) conduct and preside over all annual and special meetings of the shareholders of the Corporation;
- (b) review and approve minutes of all meetings of the shareholders of the Corporation;
- (c) receive concerns addressed to the Board from key stakeholders about the Corporation's governance, strategy, corporate conduct, business ethics, sustainability, capital and financial structure and executive compensation programs, and consult with management, where appropriate, to determine suitable responses; and
- (d) at the request of the CEO, or where appropriate, speak on behalf of the Board or the Corporation and represent the Board at official functions and meetings with major shareholders, governments and other key stakeholders.

### **D. General**

2.4 The Chair shall take such steps as are reasonably required to ensure that the Board fulfills its mandate and perform such other duties and responsibilities as may be delegated to the Chair by the Board from time to time.