



## **ROLE DESCRIPTION – LEAD INDEPENDENT DIRECTOR**

### ***Mandate***

- The Lead Independent Director shall report to, and assist, the board of directors of Pipeline Management Inc. (the “Board”) in promoting the enhancement and effectiveness of the governance practices of Pipeline Management Inc. and Inter Pipeline Fund.

### ***Appointment***

- Pursuant to the Terms of Reference of the Board, the independent directors of the Board are required to appoint a Lead Independent Director on an annual basis.
- The independent directors will review annually the Role Description of the Lead Independent Director, incorporate any changes that are deemed appropriate, and advise the Board of any amendments thereto.

### ***Duties and Responsibilities***

The Lead Independent Director is responsible for:

- serving as a liaison, when necessary, between the independent directors and the Chairman of the Board with respect to issues not readily or easily discussed at meetings of the full Board;
- communicating with the Chairman and/or the President and Chief Executive Officer and/or the full Board, as appropriate, the results of discussions amongst independent directors;
- calling meetings of the independent directors, as necessary, which are in addition to the meetings held following each meeting of the Board;
- serving as Chairman of the meetings of the independent directors following each Board meeting and other meetings of the independent directors held as necessary;
- serving as Chairman of the meetings of the independent directors at which material acquisitions or divestitures are considered by the independent directors;
- ensuring that the Board understands and maintains the boundaries between Board and management responsibilities;
- serving as acting chairman of the Board, at the Chairman’s request when the Chairman is unavailable for a meeting of the Board;
- retaining advisers and consultants who report directly to the independent directors of the Board, as deemed necessary by the independent directors;
- serving as a member of the Governance Committee; and
- assisting in orienting and integrating new directors to the Board.