

## **HYDRO ONE LIMITED**

### **POSITION DESCRIPTION FOR THE CHAIR OF THE BOARD OF DIRECTORS**

The primary responsibility of the Chair of the board of directors (the “**Board**”) of Hydro One Limited (including its subsidiaries, the “**Company**”) is to provide leadership to the Board to enhance the Board’s effectiveness. The Board is ultimately accountable for the supervision of management of the Company and for oversight of the relationships between the Board, management, shareholders, customers and other stakeholders. The Board Chair, as the presiding member, must ensure that the management of these relationships is effective, efficient and furthers the best interests of the Company. The Board Chair shall be “independent” (a) within the meaning of all Canadian securities laws governing the disclosure of corporate governance practices as in effect and applicable to Hydro One Inc. from time to time; and (b) of the Province of Ontario within the meaning of the Governance Agreement between the Company and the Province of Ontario, as amended, revised or replaced from time to time.

#### **Specific Responsibilities**

In fulfilling his or her responsibilities, the Board Chair will:

#### **Corporate Governance**

1. oversee the Board’s discharge of the duties assigned to it by law, in the constating documents of the Company, the Board mandate, the committee mandates, and the Company’s corporate governance guidelines;
2. oversee the responsibilities delegated to all Board committees, including, but not limited to, financial reporting, compensation, governance, nominations, performance evaluations and internal control systems;
3. work with the committees appointed by the Board so that they have a proper structure, mandates, appropriate assignments and work plans;
4. oversee the functions delegated to the committees and monitor each committee’s work to see that these functions are carried out, work and decision-making is co-ordinated between committees and results are reported to the Board;

5. provide input and assistance to committees and committee chairs to facilitate their work;
6. ensure that an appropriate system is in place to annually evaluate the performance of the Board as a whole, the committees of the Board and individual directors;
7. support and assist in the orientation of new directors and continuing education opportunities for the Board;

### **Relationship with Management**

8. take steps to foster the Board's understanding of its responsibilities and boundaries with management;
9. assist in reviewing and monitoring the business plans, strategies and policies of the Company, Company practices for monitoring and managing risks, management's performance and the achievement of Company objectives;
10. oversee appropriate communication by management to the Board respecting the Company's strategy, objectives and goals and Company and management performance;
11. act as a liaison between the Board and management;

### **Board and Committee Meetings**

12. establish procedures to govern the effective and efficient conduct of the Board's work;
13. schedule meetings of the Board and work with committee chairs to co-ordinate the schedule of meetings for committees;
14. in collaboration with management of the Company, organize and present agendas for Board meetings based on input from directors and management;
15. oversee the distribution of information to the Board, including the quality, quantity and timelines of the information provided;

16. preside over Board meetings and *in camera* meetings of the independent directors and conduct the meetings in an efficient, effective and focused manner;
17. help the Board fulfil the goals it sets by assigning specific tasks to members of the Board;

### **Relationship with Shareholders, Customers and Other Stakeholders**

18. communicate with senior management of the Company so that they are aware of concerns of the Board, shareholders, customers and other stakeholders;
19. chair meetings of the shareholders;
20. in coordination with the Chief Executive Officer, represent the Company to external groups, including, without limitation, shareholders, customers, creditors, consumer groups, local communities where the Company operates and all levels of government;
21. engage with the Company's stakeholders, including: (a) its key institutional shareholders and the Province of Ontario (as the Company's largest shareholder); and (b) in coordination with the Chief Executive Officer and the Governance Committee, the Company's regulators and with the Province of Ontario on public policy matters related to the business of the Company; and

### **General**

22. carry out other duties as requested by the Board as needs and circumstances arise.

**Approved by the Board on November 6, 2019.**