ALGONQUIN POWER & UTILITIES CORP.

POSITION DESCRIPTION FOR CHAIR OF THE BOARD

1. RESPONSIBILITY

1.1 The fundamental responsibility of the chair (the “Chair”) of the board of directors (the “Board”) of Algonquin Power & Utilities Corp. (the “Company”) is to lead the Board to fulfill its duties effectively, efficiently and independent of Management. The Chair provides leadership to the Board in reviewing and deciding upon matters which exert major influence on the manner in which the Company’s business is conducted and takes steps to support the effective operation of the Board.

1.2 The Chair shall act in a general advisory capacity to the Chief Executive Officer and other officers in all matters concerning the interests and management of the Company.

1.3 The Chair shall have the functions and responsibilities set out in this mandate as well as any other matters required in the Company’s Articles of Incorporation and applicable legislation.

2. GENERAL

2.1 Appointment and Removal of the Chair - The Chair shall be appointed by the Board and shall serve at the pleasure of the Board.

2.2 Qualifications - The Chair shall be a member of the Board and satisfy the independence standards established by the Board and any additional independence standards required for a chairman of a board of directors under the binding requirements of any stock exchanges on which the Corporation’s securities are traded and all other applicable laws (collectively, the “Applicable Requirements”).

2.3 Access to Management - The Chair shall have unrestricted access to the management and employees of the Corporation and its subsidiary entities (collectively, “Corporation Personnel”).

2.4 Access to Management and Outside Advisors - On an ongoing basis, the Chair shall assess whether the Board and their committees have appropriate administrative support, access to the Corporation Personnel and access to outside advisers for the purposes of the Board fulfilling its mandate.
3. FUNCTIONS AND RESPONSIBILITIES

3.1 Meetings

3.1.1 The Chair shall chair Board and shareholder meetings of the Corporation. The Chair may vote at a meeting of the Board and if a shareholder or proxy holder for any shareholder, on any matter requiring a vote.

3.1.2 In consultation with members of the Board and management of the Corporation, the Chair shall set the agenda for each meeting of the Board. Each meeting agenda shall include appropriate strategic issues and any other matters requiring approval of, or consideration by, the Board.

3.1.3 Review and provide input to meeting agendas and allocate sufficient time during Board meetings to fully discuss agenda items.

3.1.4 Oversee that the independent Directors have adequate and regularly scheduled opportunities to meet to discuss issues without Management present.

3.2 Board Leadership

3.2.1 Counsel collectively and individually with members of the Board, utilizing their capacities to the fullest extent necessary to optimize the effectiveness of the Board and its Committees.

3.2.2 Oversee and monitor Committees’ work to see that delegated Committee functions are carried out and reported to the Board.

3.2.3 Provide the Board, Committees and individual Directors with leadership to assist them in their duties and responsibilities. The Chair shall actively oversee the succession planning for Committee Chairs and individual Directors.

3.2.4 Board Nominations - The Chair shall provide input to the Corporate Governance Committee on its recommendation to the Board for approval of candidates for nomination or appointment to the Board.

3.2.5 Board Committees - The Chair shall determine members and chairs of committees of the Board.

3.3 Strategic Planning - At least annually, the Chair shall oversee the presentation to the Board of management’s strategies, plans and performance in a clear manner and that the Board adequately reviews and approves management’s strategic plan.
3.4 **Succession** - The Chair shall participate and provide input, as required, to the Corporate Governance Committee on succession plans in respect of the Chair position.

3.5 **CEO Performance** - Assess, in conjunction with the Human Resources and Compensation Committee, the performance of the Chief Executive Officer and provide input with respect to compensation and succession.

3.6 **Communication with Shareholders** - In conjunction with the Board and management, the Chair shall periodically review the effectiveness of the Corporation’s shareholder communications plan.

3.7 **Board Management Relationship**

3.7.1 Manage and clarify the boundaries between Board and Management responsibilities while fostering a constructive and professional working relationship.

3.7.2 Facilitate effective communication between Directors and Management, both inside and outside of Board meetings.

3.7.3 Oversee the Board’s independence from Management.

3.7.4 Act as the principal liaison between the Board and management working closely with the Chief Executive Officer with a view to ensuring that management strategies, plans and performance are clearly represented to the Board.

3.8 **Director and Board Performance**

3.8.1 In conjunction with the Board’s Corporate Governance Committee, support and assist in the conduct of a periodic assessment of the effectiveness of the overall Board and its members.

3.8.2 Provide advice, counsel and mentorship to individual Directors, to assist them to improve performance or, when appropriate, to transition them from the Board.

3.9 **Other**

3.9.1 At the request of the Chief Executive Officer, or where appropriate, represent the Board at official functions and meetings with major shareholder groups and other stakeholder groups.

3.9.2 Execution of Documents – The Chair shall sign all contracts, documents or instruments in writing which require his or her signature.
3.9.3 Carry out any other appropriate duties and responsibilities assigned by the Board.

4. REPORTING STRUCTURE

4.1 The Chair shall report to the Board on material matters arising in undertaking his or her functions and responsibilities under this position description and, if necessary, shall make recommendations to the Board for their approval.

5. CURRENCY

5.1 This position description was approved by the Board of Directors of Algonquin Power & Utilities Corp. as of February 27, 2020.