

TERMS OF REFERENCE FOR THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

I. INTRODUCTION

The President and Chief Executive Officer (“President”) is the senior management officer of Yukon Energy.

II. DUTIES AND RESPONSIBILITIES

The President has the responsibility to:

- A.** Lead and manage Yukon Energy within the parameters established by the Board and its Committees.
- B.** Report to the Board.
- C.** Develop and recommend the strategic business plan to the Board and successfully implement corresponding corporate operational plans, capital plans, and other supporting initiatives.
- D.** Ensure the Corporation’s public policy responsibilities that have been assigned by the Shareholder and Government have been incorporated into the strategic business plan.
- E.** Direct and monitor the Corporation’s activities in a manner that ensures the assets of Yukon Energy are safeguarded and optimized.
- F.** Develop and implement operational policies to guide Yukon Energy within the limits prescribed by the framework of the strategic directions adopted by the Board.

- G.** Ensure the integrity of Yukon Energy's internal control and management systems.
- H.** Identify and report to the Board principal risks of the business and ensure the implementation of systems to manage these risks.
- I.** Ensure the safe efficient operation of Yukon Energy and ensure compliance with Yukon Energy's environment, health and safety policies, and practices.
- J.** Ensure Yukon Energy achieves and maintains a satisfactory competitive position within its industry and a high standard for its products and services.
- K.** Develop and recommend to the Board the overall corporate organizational structure.
- L.** Prior to appointing Vice-Presidents and or Senior Management, review their appointment with the Board.
- M.** Annually establish and maintain a Board approved plan for senior management development and succession.
- N.** Provide the Board, at Board and Committee meetings, with exposure to the Corporation's key management.
- O.** Together with the Chair, act as primary spokesperson for Yukon Energy and oversee the Corporation's interfaces with the Shareholder, Government and other stakeholders including:
 - developing and implanting a communications program; and
 - representing the Corporation in its interface with the Shareholder, Government, regulatory bodies, and other stakeholders.
- P.** Collaborate closely and rigorously exchange information with the Chair:

- to maintain a close liaison regarding communication strategies with the Shareholder, Government, and other stakeholders; and
 - to review material issues and to ensure the Chair and other Directors are provided with relevant and timely information.
- Q.** Foster a corporate culture that promotes ethical practices and encourages individual integrity and social responsibility.
- R.** Seek Board approval for expenditures, revenue measures, leases or other actions or transactions falling outside the plans approved by the Board.