

**EMERA INCORPORATED
CHAIR OF THE BOARD OF DIRECTORS
CHARTER**

Responsibility

The fundamental responsibility of the Chair of the Board of Directors (the “Chair”) of 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 ensure effective operation of the Board. The Chair acts in a general advisory capacity to the President and Chief Executive Officer and other officers in all matters concerning the interests and management of the Company.

Independence

The Chair shall be an independent Director in accordance with the Company’s Articles of Association and applicable legislation.

Specifically, the Chair shall perform the duties as required in the Company’s Articles of Association and shall:

Meetings

1. Oversee the discharge by the Board in an efficient and effective manner the Board’s obligations and responsibilities including those relating to corporate governance matters.
2. Preside at, determine that a quorum is present to conduct business, and manage Board meetings and shareholder meetings.
3. Plan and organize the activities of the Board in consultation with the Chief Executive Officer and Corporate Secretary and with Committee Chairs and individual directors as necessary.
4. Oversee the distribution of information to the Board to support decision making in manageable form and sufficiently in advance of the meeting to allow adequate lead time for effective study and discussion of business under consideration.
5. Review and provide input to meeting agendas and ensure sufficient time during Board meetings to fully discuss agenda items.

Leadership

6. 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.
7. Oversee and monitor Committees’ work to see that delegated Committee functions are carried out and reported to the Board.
8. Provide the Board, Committees and individual Directors with leadership to assist them in their duties and responsibilities, and actively participate in the selection of Committee members and Committee Chairs. The Chair shall actively oversee the succession planning for Committee Chairs.

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

Board Management Relationship

10. Manage and clarify the boundaries between Board and Management responsibilities while fostering a constructive and professional working relationship.
11. Facilitate effective communication between Directors and Management, both inside and outside of Board meetings.
12. Oversee the Board's independence from Management and ensure that the independent Directors have adequate and regularly scheduled opportunities to meet to discuss issues without Management present.
13. 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.

Director Recruitment, Retention, Education

14. With the Nominating and Corporate Governance Committee, actively participate in the recruitment and retention of Directors, and oversee appropriate processes to determine that the Board of Directors has the requisite skill sets needed by the Company.
15. Support the orientation of new Directors and the continuing education of existing Directors.

Assessment/Evaluation

16. In conjunction with the Board's Nominating and Corporate Governance Committee, support and assist in the conduct of an annual assessment of the effectiveness of the overall Board and its members.
17. Assess, in conjunction with the Management Resources and Compensation Committee, the performance of the Chief Executive Officer and provide input with respect to compensation and succession.

Other

18. 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.
19. Carry out any other appropriate duties and responsibilities assigned by the Board.