

**Caribbean Utilities Company, Ltd.  
Chairman of the Board of Directors Description  
Adopted August 25, 2006**

In addition to the responsibilities and specific duties set out in the Board Mandate, the Chairman of the Board of Directors (the “Board Chair”) Caribbean Utilities Company, Ltd. (“the Company”) has the responsibilities and specific duties described below.

**Appointment**

The Board Chair will be a duly elected or appointed member of the Board of Directors (“the Board”) and be appointed as the Board Chair by the Board each year. The Board Chair will be an independent, non-executive officer of the Company and will have the competencies and skills determined by the Board.

**Responsibility**

The Board Chair provides independent, effective leadership to the Board in the governance of the Company. The Board Chair sets the “tone” for the Board and its members to foster ethical and responsible decision making, appropriate oversight of management and strong corporate governance.

**Specific Duties**

The Board Chair will:

**A. Leadership**

1. Provide overall leadership to enhance the effectiveness of the Board.
2. Provide the Board, the Board Committees and individual Directors with leadership to assist them to effectively carry out their duties and responsibilities.
3. Provide advice, counsel and mentorship to the Chief Executive Officer, Committee Chairs and fellow Directors.
4. Ensure that the responsibilities of the Board, Board Committees and individual Directors, as set out in the Mandates, are well understood by the Board and individual Directors and are executed as effectively as possible.

**B. Board Meetings**

5. Ensure that the Board meets at least four times annually and as many additional times as necessary to carry out its duties effectively.

6. Ensure that all business required to come before the Board is brought to a meeting in a timely manner.
7. Establish the agenda for each Board meeting with Committee Chairs, other Directors, the Company Secretary and members of Management.
8. Assist the Committees and Committee Chairs to bring important issues forward to the Board for consideration and resolution.
9. Ensure that all business set out in the agendas of Board meetings is discussed and brought to resolution as required.
10. Ensure sufficient time during Board meetings to fully discuss agenda items.

### **C. Shareholder Meetings**

11. Ensure that the shareholders meet at least once annually and as many additional times as required by law.
12. Ensure that all business set out in the agenda of each shareholder meeting is discussed and brought to resolution as required.
13. Chair all annual general meetings and special meetings of shareholders except as otherwise authorized by the Articles of Association.

### **D. Director Recruitment and Retention**

14. Actively participate in the recruitment and retention of Directors with the Nominating and Corporate Governance Committee.

### **E. Orientation / Education**

15. Support the orientation of new Directors.
16. Support the continuing education of Directors.

### **F. Other**

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