

NALCOR ENERGY
DIRECTOR'S CHARTER

November 2012

**Nalcor Energy
(the “Corporation”)**

DIRECTOR’S CHARTER

Purpose

Directors owe a duty to the Corporation, the shareholder, other directors, employees and stakeholders. The Board of Directors functions as a unit in discharging its responsibilities to the Corporation and individual directors must act in a forthright and collegial manner and not represent specific constituencies. Decisions made by the Board of Directors are collective decisions and each director will take responsibility for decisions of the Board of Directors.

Each director shall participate and contribute to the best of their ability in discharging their fiduciary duties and roles and responsibilities to and on behalf of the Corporation.

In addition to the respective mandates of the Board of Directors and its Committees the roles and responsibilities of each member of the Board of Directors include but are not limited to the following:

1. Act honestly and in good faith with a view to the best interests of the Corporation and its shareholder(s).
2. Exercise the degree of care, diligence and skill equivalent to that which a reasonably prudent person would be expected to take in comparable circumstances. A director need not demonstrate a greater degree of skill than may be expected from a person with similar knowledge and experience.
3. Exercise independent judgment.
4. Maintain the confidentiality of and take appropriate action to protect Corporate information and intellectual property received and not disclose this information or property to third parties unless the Corporation has consented in writing to such disclosure.
5. Avoid conflicts between Corporate duties and personal interests and in so doing comply with the Code of Business Conduct and Ethics and promptly report any actual or potential conflicts of interest to the Board Chair, the Corporate Secretary and the President and CEO.
6. Promptly disclose and declare any significant information within their knowledge to the Corporation including completion of the Directors’ Interests Form.
7. Participate in standing and ad hoc committees of the Board of Directors as required to facilitate discharging the Board’s responsibilities.

8. Review all Board of Director and Committee meeting papers and material in advance of each meeting.
9. Attend and participate in Board of Director and Committee meetings in a timely manner whenever reasonably able to do so.