
Position Description – Chair of the Board

Introduction

The board of directors (the “**Board**”) of Enerflex Ltd. (the “**Corporation**”) has ultimate accountability for the management of the Corporation. Critical to discharging this accountability are the relationships between the Board, management, shareholders, and among individual directors of the Corporation.

The Chair of the Board (the “**Chair**”) is the presiding Board member. The Chair is responsible for promoting the functioning of the Board effectively, efficiently, and harmoniously. The Chair is responsible for promoting excellent relationships between the Board, management, shareholders, and other stakeholders.

The Chair's primary responsibility is to manage the Board and meetings of the Board.

The Chair is responsible for ensuring that the Board consists of highly qualified and competent members, that it is cohesive and effective.

Dealing with Management

The Chair, as the primary communication link between the Board and the President & Chief Executive Officer, is responsible for:

- (a) Promoting effective communication between the directors, shareholders, and other stakeholders and the President & Chief Executive Officer.
- (b) Encouraging the President & Chief Executive Officer to communicate directly with the Board and to meet individually with directors.
- (c) Reviewing with the President & Chief Executive Officer, all formal communications before dissemination to all directors.
- (d) In conjunction with the Human Resources and Compensation Committee, leading the Board in monitoring and evaluating the performance of the President & Chief Executive Officer, in ensuring the accountability of the President & Chief Executive Officer, and in ensuring implementation of the succession and development plans by the President & Chief Executive Officer.
- (e) Coordinating with the President & Chief Executive Officer to ensure that management strategy, plans, and performance are appropriately presented to the Board, shareholders, and other stakeholders as appropriate.
- (f) Ensuring that all matters requiring Board approval are brought to the board in a timely and appropriate manner.
- (g) In conjunction with management, the Board, and the Audit Committee, ensuring that approval levels are appropriate.

Managing the Board

The Chair is also responsible for:

- (a) Ensuring that the Board has full oversight of the Corporation's business and affairs, and that the Board is aware of its obligations to the Corporation, shareholders, management, and other stakeholders; and under the law.
- (b) Providing leadership of the Board, and arranging for it to review and monitor the aims, strategy, policy, and directions of the Corporation and the achievement of its objectives.
- (c) Communicating with the Board to keep it up-to-date on major developments, in order to avoid surprises through timely discussion of potential developments and ensuring the Board is provided with sufficient information to permit it to make major decisions in a considered manner based on full information.
- (d) In conjunction with the Nominating and Corporate Governance Committee, setting the frequency of the Board meetings and reviewing such frequency from time to time as considered appropriate or as requested by the Board.
- (e) Coordinating the agenda, information packages, and related events for Board meetings with the President & Chief Executive Officer and the Associate General Counsel & Corporate Secretary.
- (f) Chairing all Board meetings.
- (g) Facilitating a candid and full discussion of all key matters that come before the Board.
- (h) In conjunction with the Nominating and Corporate Governance Committee, directing the search for, and selection of, new directors.
- (i) Ensuring that new directors are fully informed of the Corporation's business and affairs.
- (j) Liaising and communicating with all directors and committee chairs to coordinate input from directors and optimize effectiveness of the Board and its committees.
- (k) In conjunction with the Nominating and Corporate Governance Committee, recommending the committees of the Board and their composition, reviewing the need for, and the performance and suitability of, those committees and the various member's participation thereon, and making such adjustments as are deemed necessary from time to time.
- (l) Reviewing any change in the circumstances of individual directors and determine whether a director's other commitments conflict with his or her duties as a director of the Corporation.
- (m) Attending committee meetings where appropriate or otherwise at the request of the committee chair.
- (n) Reviewing and approving the minutes of Board meetings.
- (o) In conjunction with the committee chairs, coordinating the frequency, agenda, and information packages for all committee meetings.

- (p) Ensuring that Board and committee meetings are conducted in an efficient, effective, and focused manner; calling special meetings of the Board, where appropriate; and holding regular in camera sessions at Board meetings.
- (q) Reviewing and assessing annually director attendance, performance and compensation and the size and composition of the Board, and management's performance in interacting with the Board and its committees, all in conjunction with the Nominating and Corporate Governance Committee and the other relevant committees of the Board.

Relations with Shareholders, Other Stakeholders & the Public

The Chair's responsibilities with respect to shareholders, other stakeholders and the public include:

- (a) Chairing all meetings of shareholders and ensuring that all items set out in the notice of meeting are properly discussed, considered, and resolved.
- (b) Reviewing and approving the minutes of shareholder meetings.
- (c) In consultation with the President & Chief Executive Officer, ensuring the Corporation's management and, where applicable, the Board are appropriately represented at official functions and meetings with major shareholder groups, other stakeholder groups (including suppliers, customers, employees, governments, regulators, and local communities), financial analysts, financial press, and debt and equity providers.

The Chair shall perform such other functions as may be ancillary to the duties and responsibilities described above.

The Nominating and Corporate Governance Committee, with input from all Board members and management, will review and assess the adequacy of this position description at least annually or, where circumstances warrant, at such shorter intervals as is necessary, and recommend to the Board any changes it deems appropriate.