

CHAIRMAN OF THE BOARD - Position Description

The Chairman of the Board of Directors (Chairman) of Perpetual Energy Inc. (PEI):

1. Provides leadership to enhance Board effectiveness and is explicitly accountable for ensuring that the Board carries out its responsibilities effectively including ensuring that:
 - the responsibilities of the Board, as outlined in PEI's Board mandate and committee mandates are well understood by both the Board and senior management and that the boundaries between Board and management responsibilities are clearly understood and respected;
 - the Board works as a cohesive team and provides the leadership essential to achieve this;
 - the resources available to the Board (in particular timely and relevant information, as will be emphasized below) are adequate to support its work; and
 - a process is in place by which the effectiveness of the Board and its committees is assessed on a regular basis.
2. Thinks, acts and votes independently from the Chief Executive Officer (CEO) and other members of management.
3. Ensures that relationships between the Board and management are conducted in a professional and constructive manner.
4. Serves as the "hub" of all Board activity and provides effective Board leadership, overseeing all aspects of its direction and administration and ensuring that PEI's Board is building a healthy corporate governance culture.
5. Ensures the Board's discharge of its principal areas of responsibilities as articulated in the Board mandate.
6. Adopts procedures to ensure that the Board can conduct its work effectively and efficiently, including committee structure and composition, agenda setting, scheduling and management of meetings.
7. Schedules Board and committee meetings in consultation with committee chairs, the legal assistant and the CEO.
8. Oversees the mandate, structure, membership and composition of committees and the work delegated to such committees.
9. Evaluates the CEO's performance and meets with the Chairman of the Compensation and Corporate Governance Committee and the CEO to discuss the evaluation.
10. Chairs the directors' annual strategic planning meeting.
11. Allots sufficient time during Board meetings for serious discussion of agenda items and relevant issues of importance to directors.
12. Encourages independent directors to ask questions and express viewpoints during Board meetings.
13. Deals effectively with dissent and works constructively towards achieving consensus and arriving at decisions.

14. Facilitates effective communication between independent directors and management, both inside and outside of Board meetings.
15. Has a very effective working relationship with the CEO.
16. Works with and assists the CEO in representing PEI to its external stakeholders, such as shareholders, investors, strategic partners, creditors, customers, suppliers, the media, governments and the public generally.
17. Recommends to the Board the appointment of the corporate secretary.
18. Oversees the administration of the annual Board, committee and director assessments.
19. Participates in the orientation of new directors and continuing education of current directors.
20. Retains expert consultants on behalf of the Board when needed.
21. Responds to potential conflict of interest situations.