

The following principles shape the position description and duties for each Chair of a committee ("Committee Chair") of the Board of Directors (the "Board") of Suncor Energy Inc.:

1. The Board's overarching duty is to supervise the management of Suncor's business and affairs. The Board of Directors discharges its responsibilities with the assistance of Board committees.
2. The Board committees advise and formulate recommendations to the Board, but except in limited and specifically identified circumstances, do not have the authority to approve matters on behalf of the Board of Directors.
3. Each Board committee has a written mandate, setting out the scope of its operations, and its key roles and responsibilities.
4. The Board has four standing committees: The Audit Committee, the Governance Committee, the Human Resources and Compensation Committee ("HR&CC"), and the Environment, Health, Safety & Sustainable Development Committee ("EHS&SD Committee"). Committee guidelines are set out in the Terms of Reference of Suncor's Board of Directors.
5. Suncor is committed to establishing and maintaining a well developed governance process involving the Board, Board committees and management.

**With the foregoing in mind, the framework for the Committee Chair will be:**

- The Committee Chair is appointed annually by the Board with remuneration as determined by the Board. Like the Chairman of the Board, the Committee Chair is not an employee or officer of the Corporation and will be independent of management.
- The Committee Chair will preside at committee meetings, as provided for in the by-laws of the Corporation.
- The Committee Chair will be kept well informed on the major affairs and operations of the Corporation and the economic and political environment in which it operates, with a particular emphasis on those elements that fall within the mandate of his/her committee. The Committee Chair will be familiar with the Board Terms of Reference, including the committee guidelines, and with the committee mandate.
- The Committee Chair will maintain regular contact with the Board Chairman, the Chief Executive Officer, and the senior executive officer of the Corporation who has been designated as Secretary of his/her committee.

**The accountabilities of the Committee Chair include:****Managing the Committee**

- Chair an “in camera” session of the committee meeting without management present. At least once annually, chair an “in camera” meeting without management or any director/member who is not independent, as determined under the Board independence criteria.
- Subject to the Corporation’s by-laws, chair all meetings of his/her committee.
- Provide leadership to the committee in all of its processes.
- Review and approve minutes of all committee meetings prior to presentation to the committee for approval.
- With the assistance of the committee Secretary, oversee the management of administrative activities that support the committee’s work (forward agendas, meeting agendas, information flow, documentation).
- Facilitate communication between committee members, among committees and their respective Chairs, and with the Board Chairman.
- Report out to the full Board on the affairs of the committee ensuring those matters requiring Board approval are brought forward.

**Develop a More Effective Committee**

- Ensure that the committee maintains a written mandate and reviews that mandate annually.
- Liaise with the Governance Committee and other affected committees with respect to recommended mandate changes, which are approved by the full Board.
- In conjunction with the Chairman of the Board, and the Governance Committee, ensure that processes to govern the Committee’s work are effective to enable the Committee to exercise oversight and due diligence in the fulfillment of its mandate.

**Work with Management**

- Support and influence strategies of the Corporation within the mandate of the committee.
- Serve as an advisor to senior management and, in particular, to the CEO and Secretary of the committee concerning the matters within the committee mandate.