



CHAIR OF THE BOARD OF DIRECTORS AND COMMITTEE CHAIR GENERAL GUIDELINES

CHAIR OF THE BOARD OF DIRECTORS

GENERAL

The fundamental responsibility of the Chair of the Board of Directors (the "Board") of Cenovus Energy Inc. ("Cenovus" or the "Corporation") is to effectively manage the affairs of the Board.

SPECIFIC

Board Structure

- Ensure that the Board is properly organized, functions effectively and meets its obligations and responsibilities including those relating to corporate governance matters.
- Establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board, including periodic meetings of unrelated directors.

Board Management

- Chair Board meetings.
- Lead the Nominating and Corporate Governance Committee in developing strategic criteria for Director recruitment and succession planning; and in preparing an annual slate of directors to be nominated for election to the Board.
- In conjunction with the Nominating and Corporate Governance Committee and the President & Chief Executive Officer ("CEO"), recommend Board committee members and committee chair appointments to the Board for approval and assist in the review of the need for, and the performance and suitability of, those committees.
- Assist the CEO and Corporate Secretary in the co-ordination of the agenda, information packages and related matters for Board meetings.
- Establish a system that provides for maintaining a liaison and communication with all directors and committee chairs to co-ordinate input from directors, and optimize the effectiveness of the Board and its committees.
- In conjunction with the relevant committees of the Board, review and assess director attendance, performance and compensation and the size and composition of the Board.

Advisory

- Work with the CEO to ensure effective relations with the members of the Board, shareholders, other stakeholders and the public.
- Act as the principal sounding board, counselor and confidant for the CEO, including helping to review strategies, define issues, maintain accountability, and build relationships.
- At the request of the CEO, provide advice to the CEO on major issues.
- Communicate with the CEO regarding concerns of the Board, shareholders, other stakeholders and the public.
- Work closely with the CEO to ensure management strategies, plans and performance are appropriately represented to the Board.
- Respond to questions from officers and directors regarding the Code of Business Conduct & Ethics.

CEO Performance

Lead the Board in monitoring and evaluating the performance of the CEO, and reviewing the management succession and development plans by the CEO.

- Assess, in conjunction with the Human Resources and Compensation Committee, the performance of the CEO and provide input with respect to compensation.
- Provide input to the Nominating and Corporate Governance Committee with respect to CEO succession.

Annual Meeting and Other Communication

- At the request of the CEO, assist in representing the Corporation in a general industry and community context.
- Chair meetings of shareholders of the Corporation.
- At the request of the CEO, or where appropriate, represent the Board at official functions and meetings with major shareholder groups and other stakeholder groups.

COMMITTEE CHAIR

GENERAL

The fundamental responsibility of the Chair of any committee of the Board of Directors of the Corporation is to effectively manage the duties of the committee.

SPECIFIC

Committee Structure and Management

- Ensure that the Committee is properly organized, functions effectively and meets its obligations and responsibilities.
- Establish the frequency of Committee meetings and review such frequency from time to time, as considered appropriate or as requested by the Board, including periodic meetings of independent directors.
- Chair Committee meetings.
- Assist the management representative in the co-ordination of the agenda and related matters for Committee meetings.
- Liaise and communicate with the Chair of the Board to co-ordinate input from the Committee for Board of Director meetings.

Approved: November 30, 2009