



Corporate governance

GRI 102-18; 102-19; 102-20; 102-22; 102-23; 102-24; 102-31; 102-32; 102-37

Enbridge is committed to strong and sustainable corporate governance, which promotes the long-term interests of our shareholders, strengthens the accountability of our Board and management and builds stakeholder and public trust.

The framework for our corporate governance can be found in our [Corporate Governance Principles and Guidelines](#), our [Statement on Business Conduct](#) and in the written [Terms of Reference](#) for our Board, each of the five Board committees, the President & CEO and the Chair of the Board. Our articles and by-laws also set out certain matters that govern our business activities. All of these documents are available on our website at enbridge.com, and information regarding our corporate governance can be found in our Notice of 2020 Annual Meeting of Shareholders and Management Information Circular ([Proxy Statement](#)).

Board and Board committee structure

The Board is ultimately responsible for governance at Enbridge and for stewardship of the Company, including review and approval of our strategic plan. It has full power to oversee the management of our business and affairs. It carries out many of its responsibilities through its five standing Board committees: Audit, Finance and Risk; Corporate Social Responsibility (CSR); Governance; Human Resources and Compensation; and Safety and Reliability.

Each Board committee has its own Terms of Reference setting out its oversight role. For information on each Board committee's risk oversight role in relation to ESG topics, see the [Risk Management](#) chapter of this report. For example, the CSR Committee has responsibility for corporate social responsibility and sustainability matters, including: climate and energy, government relations, Indigenous Peoples' rights and relations, stakeholder engagement, CSR reporting and disclosure, social, political and environmental trends and our progress on integrating ESG factors into business strategy and decision-making. For more information on each Board committee's area of responsibility and highlights of each Board committee's activities in 2019, please see our Proxy Statement.

Sustainability governance

We recognize that driving continuous improvement in ESG performance requires an effective and accountable internal governance structure. Our approach to sustainability governance engages all levels of the Company from the Board to our employees.

Board and Board committees	<ul style="list-style-type: none"> Reviews and approves our strategic plan, provides guidance and monitors our progress and oversees the Company's approach to corporate governance and our culture of Safety, Integrity and Respect. Ensures appropriate systems are implemented to monitor, manage and mitigate our principal risks, including sustainability-related risks and oversees our sustainability-related and ESG matters and performance.
Chief Executive Officer and Executive Leadership Team	<ul style="list-style-type: none"> Responsible for the Company's sustainability performance, integration of sustainability considerations into strategic and financial plans and operational and functional responsibilities and performance and long-term success of the Company.
Chief Sustainability Officer	<ul style="list-style-type: none"> Responsible for the development and implementation of our sustainability strategy and ensures our sustainability commitments are communicated and embedded into business practices across the organization. Responsible for overseeing our annual Sustainability Report and our policies and reporting on climate change, energy transition and Indigenous Peoples. In September 2019, Enbridge appointed a Chief Sustainability Officer. Our CSO has responsibility for the Company's sustainability strategies and policies, and management of Enbridge's reporting and disclosure of ESG performance. The CSO also has responsibility for internal and enterprise-wide public policy. Our CSO has accountability to the CSR Committee of the Board.
Management	<ul style="list-style-type: none"> Establishes, oversees and ensures adherence to corporate policies and programs, integrates sustainability strategy and risk management into day-to-day operations. Includes Diversity and Inclusion Steering Committee, Indigenous Steering Committee and Operations and Integrity Committee, with executive oversight.
Employees	<ul style="list-style-type: none"> Implement departmental initiatives and conduct our business in a socially responsible and ethical manner consistent with our policies and our values of Safety, Integrity and Respect.

Board composition and diversity

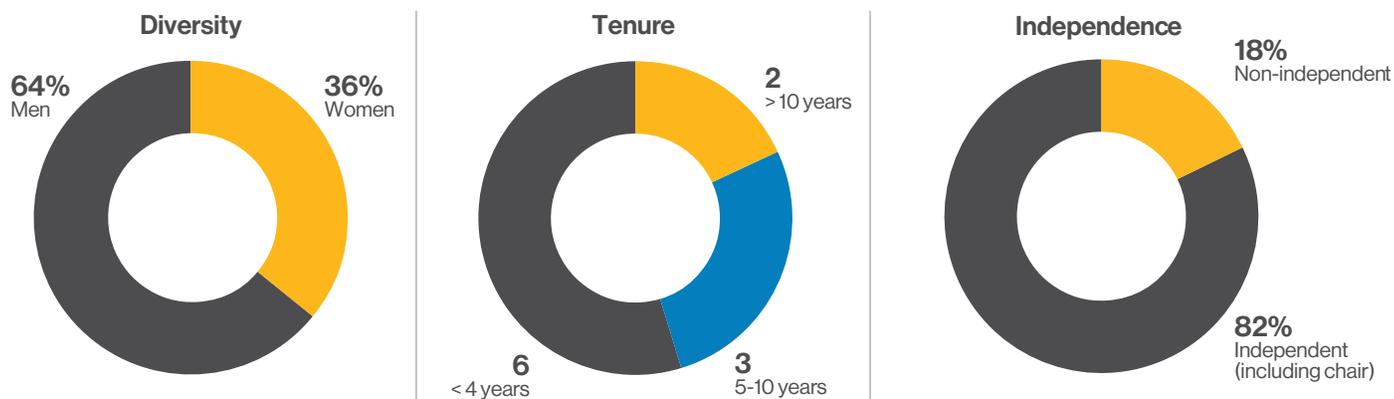
Enbridge is committed to leadership in corporate governance and recognizes the importance of independent directors with a range of diverse perspectives, expertise and experience. Our Board possesses a wide range of skills, experience and qualifications. The Governance Committee of the Board oversees Board succession planning and recommendations for new directors. We maintain a skills and experience matrix for our directors in areas relevant to our business and use it to annually assess our Board composition and in the recruitment of new directors.

Enbridge's Corporate Governance Principles and Guidelines set out general principles with respect to key corporate governance issues for Enbridge, including director independence, nominations, qualifications and diversity, annual Board performance evaluations,

our majority voting policy and tenure limits to enable continued Board refreshment. Directors stand for election each year at the annual meeting of shareholders. In 2019 and 2020, the Board continued its refreshment with the addition of four new directors, two in each year, respectively.

Our Board has adopted a written Diversity and Inclusion Policy applicable to the Board and senior management of the Company. The Diversity and Inclusion Policy highlights our approach to diversity and the importance we place on differences in skills and experience as well as diversity and inclusion considerations. The Diversity and Inclusion Policy sets out key criteria for the composition of the Board and senior management, including an objective that each gender comprise at least one-third of the directors.

Board profile¹



¹ As at June 30, 2020

As of the publication date of this report, four of our 11 directors are women and nine of our 11 directors are independent, including the Chair of the Board. Further, four of our five Board committee chairs are women. See Enbridge's Proxy Statement for more information.

For information on diversity and inclusion in our workforce, including our diversity and inclusion strategy, please see the [Building an Engaged and Energized Workforce](#) chapter of this report.

The Board also recognizes that proper orientation and continuing education are important for directors to fulfill their duties effectively. It has delegated these responsibilities to the Governance Committee, which has developed a comprehensive program for new directors and for directors who join a committee for the first time.

Our continuing education program for directors focuses on providing information relating to our business, industry, competitive environment and key risks and opportunities, which is inclusive of ESG topics. We offer education sessions for directors on key topics and encourage them to participate in associations and organizations that can broaden their awareness and knowledge of developments related to our business.

See Enbridge's Proxy Statement for more information on director skills, experience and continuing education.

Throughout their tenure, directors have discussions with the Chair of the Board, receive quarterly presentations from senior management on strategic issues and participate in tours of our operations. Quarterly briefings include reviews of the competitive environment, our performance relative to our peers and any other developments that could materially affect our business. Internal seminars and other presentations for directors in 2019 included: global energy trends/transition to a lower carbon economy, inside the minds of citizens, diversity, pipeline integrity, energy marketing and tour, emerging new worlds of petroleum and natural gas, mainline contracting and Texas Eastern rate case.

Please see page 35 of our Proxy Statement for more information.

Executive compensation programs and philosophy

Our executive compensation program is grounded in a pay-for-performance philosophy and designed to attract and retain a highly effective executive team, align executives' actions with achievement of Enbridge's business strategy and the interests of Enbridge shareholders and other stakeholders, and reward executives for short-, medium- and long-term performance. Enbridge's approach to executive compensation is set by the Human Resources and Compensation Committee and approved by the Board.

Sustainability is integrated into the compensation structure of leadership in the form of expectations to meet strategic priorities and business unit goals that focus on the critical safety, system reliability, environmental, customer, employee and financial aspects of the business. Executive compensation is directly related to the achievement of these and other goals and aims to motivate management to deliver exceptional value to Enbridge shareholders through strong corporate performance and investing capital in ways that minimize risk and maximize return, while always supporting the core business goal of delivering energy safely and reliably.

Each year since 2011, we have provided shareholders with the opportunity to vote on our approach to executive compensation through an advisory vote commonly known as "say-on-pay". This advisory vote is an important part of the ongoing process of shareholder engagement. See Enbridge's Proxy Statement for details on our executive compensation.