

**POSITION DESCRIPTION  
LEAD INDEPENDENT DIRECTOR**

**WASTE CONNECTIONS, INC.**

**GENERAL**

When the Chairman (the “Chairman”) of the Board of Directors (the “Board”) is an affiliated director, a member of management of Waste Connections, Inc., an Ontario corporation (the “Corporation”), or otherwise not independent under applicable securities laws (as such term is defined in the Corporation’s Corporate Governance Guidelines and Board Mandate), or when the independent directors determine that it is in the best interests of the Corporation, the independent directors will appoint from among themselves a lead independent director (the “Lead Independent Director”) of the Board. If the Chairman is an independent director, then the duties of the Lead Independent Director, as described herein, shall be part of the duties of the Chairman.

The primary responsibility of the Lead Independent Director is to ensure that the Board acts independently of management of the Corporation.

The Lead Independent Director must be independent under applicable securities laws (as such term is defined in the Corporation’s Corporate Governance Guidelines and Board Mandate).

The Lead Independent Director is expected to maintain frequent communication with the Chairman of the Board (the “Chair”), the Chief Executive Officer (the “CEO”), other directors (“Directors”) and the corporate secretary (“Secretary”).

**MANDATE**

The Lead Independent Director’s specific duties and responsibilities include, but are not limited to, the following:

1. preside at all meetings of the Board at which the Chair is not present;
2. preside over each meeting of non-employee Directors;
3. have the authority to call meetings of non-employee Directors;
4. help facilitate communication between the Chair, the CEO and the non-employee Directors;
5. advise with respect to the Board’s agenda;
6. ensure that the Board is able to function independently of management;
7. serve as the leader of the Board on matters of corporate governance;
8. if requested by major shareholders, ensure his or her availability for direct communication;

9. ensure that all Directors have an independent contact on matters of concern to them and ensure that the Board successfully discharges its fiduciary duties;
10. provide guidance on, and monitor, the independence of each Director to ensure the independence of the Board;
11. provide leadership to the Board if circumstances arise in which the Chair has, or may be perceived to have, a conflict;
12. ensure that functions delegated to Board committees are carried out as represented and results are reported to the Board;
13. work with the Chair and CEO, including helping to review strategies, define issues, maintain accountability and build relationships;
14. in conjunction with the Nominating and Corporate Governance Committee, facilitate the review and assessment of individual Director attendance and performance and the size, composition and overall performance of the Board and its committees;
15. in collaboration with the Chair and the Secretary, ensure that information requested by Directors or Board committees is provided and meets their needs; and
16. together with the Chair, ensure the Directors are alert to their obligations to the Corporation, securityholders, management, other stakeholders and pursuant to applicable law.

## **REVIEW**

The Nominating and Corporate Governance Committee, with input from all Board members, will review this position description at least annually or, where circumstances warrant, at such shorter intervals as is necessary, to determine if further additions, deletions or amendments are required.

Adopted by the Board on April 23, 2020.