



## Independence and Interlocking Directorships

To ensure that Board and shareholder interests are aligned, and that no Board member's judgment is potentially compromised, the majority of Encana Board members are independent of the Corporation. This means they have no material relationships with the Corporation such as business, family or other relationships, other than their director's fee and share ownership.

Encana's Board is responsible for the determining whether or not each director is independent. In making this determination, the Board has adopted the definition of "independent" as set out in Section 1.4 of Multilateral Instrument 52-110 adopted by the Canadian securities regulatory authorities.

Pursuant to Encana's By-Laws, the Chairman and the Chief Executive Officer of the Corporation shall not be the same person, except in very limited circumstances. The Chairman of the Board of Encana, David O'Brien, is independent. The Chairman of the Board is required to ensure that the Board is properly organized, functions effectively and meets its obligations and responsibilities including those relating to corporate governance matters. Encana's independent directors hold *in-camera* sessions without non-independent directors and management members in attendance, at all regularly scheduled Board meetings. The Chairman of the Board acts as the chair of such meetings.

## Non-Encana Directorships

The table below indicates which Board members are independent of the Corporation. The table also indicates interlocking relationships where Board members serve also as directors on the boards of other corporations listed on a North American stock exchange and exclude Encana.

The Board has not adopted a formal policy limiting the number of outside directorships of Encana's directors. The Board does not believe these interlocking board relationships impact on the ability of these directors to act in the best interests of the Corporation.

Current Directors	Management	Independent	Interlocking	Company
Peter Dea		√		
Randall Eresman	√			
Claire Farley		√		
Fred Fowler		√		
Barry Harrison		√		
Suzanne Nimocks		√		
David O'Brien		√	1	Enerplus Corporation
Jane Peverett		√		
Allan Sawin		√		
Bruce Waterman		√		
Clayton Woitas		√	1	Enerplus Corporation