



CHAIR OF A COMMITTEE

TERMS OF REFERENCE

AGRIUM INC.

CHAIR OF A COMMITTEE

TERMS OF REFERENCE

TABLE OF CONTENTS

	Page
PART I APPOINTMENT OF COMMITTEE CHAIR	1
1. Appointment.....	1
2. Qualifications of a Committee Chair	1
PART II PROCEDURES	1
3. Vacancy.....	1
PART III COMMITTEE CHAIR DUTIES	2
4. General Duties.....	2
5. Specific Duties	2
6. Non-Exhaustive List	3

AGRIUM INC.

CHAIR OF A COMMITTEE

TERMS OF REFERENCE

PART I

Appointment of Committee Chair

1. Appointment

The Chair of each Committee shall be appointed annually by the Board of Directors upon recommendation of the Corporate Governance & Nominating Committee.

2. Qualifications of a Committee Chair

Each Committee Chair shall:

- (a) be an independent director for the purposes of and pursuant to the Corporation's Corporate Governance Guidelines;
- (b) be an "unrelated" and "independent" director as defined in and for the purposes of any applicable governance guidelines or listing standards of any stock or securities exchange upon which the securities of the Corporation are from time to time listed;
- (c) be an "independent" director for the purposes of any applicable corporate, securities or other legislation or any rule, regulation, instrument, policy, guideline or interpretation under such legislation; and
- (d) meet all specific criteria required generally for members of the Committee of which he or she is Chair.

PART II

Procedures

3. Vacancy

Where a vacancy occurs at any time in the position of a Committee Chair, it shall be filled by the Board upon recommendation of the Corporate Governance & Nominating Committee. The Board may remove and replace a Committee Chair at any time.

PART III

Committee Chair Duties

4. General Duties

Generally the Chair of a Committee shall lead the Committee and, in particular, shall:

- (a) organize the Committee to function independently of management;
- (b) set the “tone” for the Committee and its members so as to foster ethical and responsible decision making, appropriate oversight of management and best practices in corporate governance.

5. Specific Duties

The Chair of a Committee shall have specific responsibility for:

- (a) ensuring that the Committee has an opportunity to meet separately without management present;
- (b) ensuring that directors understand the boundaries between the Committee and management responsibilities;
- (c) determining, in consultation with the Committee and management, the time and places of the meetings of the Committee;
- (d) managing the affairs of the Committee, including ensuring that the Committee is organized properly, functions effectively and meets its obligations and responsibilities;
- (e) co-ordinating with management and the secretary to the Committee to ensure that matters to be considered by the Committee are properly presented and given the appropriate opportunity for discussion;
- (f) providing advice and counsel to the Chief Executive Officer and other senior members of management in the areas covered by the Committee's mandate;
- (g) presiding as chair of each meeting of the Committee;
- (h) leading the Committee in monitoring and evaluating, in consultation with the Corporate Governance & Nominating Committee, the effectiveness of the Committee as a whole and the contributions to the Committee of individual directors; and
- (i) communicating with all members of the Committee to co-ordinate their input, ensure their accountability and provide for the effectiveness of the Committee.

6. Non-Exhaustive List

The foregoing list of duties is not exhaustive, and the Chair of a Committee may, in addition, perform such other functions as may be necessary or appropriate in the circumstances. The Chair of a Committee shall have the power to delegate his or her authority and duties to an individual member of the Committee as he or she considers appropriate.