

## **Role and Responsibilities of the Chair and Chief Executive**

### **CHAIRMAN**

The Chairman leads the Board and is responsible for its overall effectiveness. The Chairman is specifically responsible for the following:

#### **Governance and Culture**

- Ensuring the effective running of the Board and Committees.
- Setting the Board agenda, focussing primarily on strategy, performance, value creation, culture, stakeholders and accountability.
- Ensuring adequate time for discussion of all agenda items, in particular strategic issues.
- Ensuring that Board members receive on a timely basis, accurate, high-quality and clear information that is sufficient to enable the directors to fully discharge their duties.
- Shaping the culture in the boardroom, promoting a culture of openness and debate by encouraging active engagement by all members of the Board and facilitating the effective contribution of non-executive directors.
- Ensuring the Board determines the nature, and extent, of the significant risks the Company is willing to embrace in the implementation of its strategy.
- Ensuring constructive relations between executive and non-executive directors.
- Developing a productive working relationship with the Chief Executive, acting as a sounding board, providing support and advice, while respecting executive responsibility.
- Chairing meetings with non-executive directors without executive directors present.
- Chairing the Nomination Committee.
- Liaising with the Remuneration Committee on proposals for the remuneration of executive directors.
- Regularly considering succession planning and the composition of the Board.
- Leading Board governance matters, assisted by the Head of Group Legal and the Company Secretary, to ensure they are concluded in accordance with best practice.

#### **Shareholders and Other Stakeholders**

- Ensuring effective communication between the Board and shareholders.
- Maintaining sufficient and regular contact with major shareholders in order to understand their views on governance and performance against strategy.
- Ensuring all directors have a clear understanding of the views of shareholders.
- Ensuring the Board understands the views of the Company's key stakeholders.
- In conjunction with the Chief Executive, represent, where appropriate, the Company to external stakeholders, including shareholders, customers, suppliers, regulatory and governmental authorities and the community.

### **Training and Performance Evaluation**

- Provide guidance and mentoring to new directors as appropriate.
- Ensuring all directors are aware of and able to discharge their statutory duties.
- Ensuring that the performance of individual directors, the Board as a whole and its Committees is evaluated at least annually and arrange for regular, at least three-yearly, externally facilitated board evaluations.
- Ensure that the evaluation of the Board considers the balance of skills, experience, independence and knowledge of the Company on the Board, its diversity, including gender, and Board cohesion.
- Regularly review and agree with each director their training and development needs, addressing the development needs of the Board as a whole.

## **CHIEF EXECUTIVE**

The Chief Executive's primary role is the running of the Company's businesses, proposing Company strategy and delivering the strategy as agreed by the Board. The Chief Executive is specifically responsible for the following:

### **Strategy and Culture**

- Developing (in conjunction with the Board) the Company's overall strategy and leading the Company's strategic direction.
- Keeping the Board as a whole updated on the progress made against the agreed strategy.
- Facilitating the Company's operating divisions in developing their own strategic plans, ensuring they are properly evaluated and benchmarked, and built into corporate strategy.
- Chairing the Executive Committee to ensure implementation of the corporate strategy.
- Recommending the annual budget and financial plans for the Group.
- Taking the lead on major initiatives, such as expansion strategies, acquisitions, disposals and major capital and revenue expenditure.
- Setting an example to the Company's workforce, communicating expectations in respect of Company culture and ensuring that operational policies and practices drive appropriate behaviour.
- Ensuring the Board knows the views of Senior Management on business issues.
- Ensuring that managements fulfil its obligation to provide Board directors with: accurate, timely and clear information sufficiently adequate to enable them to discharge their duties.

### **Risk Management**

- Ensuring that reporting lines within the Company are clearly established and effective.
- Ensuring that procedures to ensure compliance with all relevant legislation and regulation.
- Ensuring the identification and evaluation of risks faced by the Company for consideration by the Board.
- Ensuring the design, operation and monitoring of suitable systems of internal control, which implement Board policies on risk and control.
- Ensuring suitable systems and policies for the timely and accurate disclosure of information in accordance with regulatory requirements.
- Keeping the Chairman promptly informed on all matters that may be of importance to the Board or of which the Board should be aware.

### **People**

- Setting performance targets for senior management and establishing systems for monitoring performance against targets.
- Ensuring effective policies for management development and succession planning for senior executives.
- Approving the appointment and termination of senior executives.
- Ensuring effective procedures for setting the remuneration policy and procedures for employees, including informing and consulting with them, including ensuring effective whistleblowing procedures.

### **Shareholder and Stakeholder Relations**

- Overseeing investor relations, keeping the Board informed about investor relations issues (in conjunction with the Chair)
- Ensuring effective communications with shareholders and other stakeholders.

## **SENIOR INDEPENDENT DIRECTOR**

The Senior Independent Director's primary role is to work closely with the Chairman, serving as a sounding board, providing them with support in the delivery of their objectives, and serving as an intermediary for other directors and shareholders. The Senior Independent Director is specifically responsible for the following:

- Be available to shareholders and other non-executive directors to address any concerns or issues they feel have not been adequately dealt with through the usual channels of communication (ie through the Chairman, Chief Executive or Chief Financial Officer), or for which such contact is inappropriate.
- Leading meetings of the non-executive directors, without the Chairman present, at least annually to appraise the Chairman's performance.
- When the Board or Company is undergoing a period of stress, intervening in order to maintain Board and Company stability, resolving significant issues, for example where:
  - There is a dispute between the Chair and Chief Executive;
  - Shareholders or non-executive directors have expressed concerns that are not being addressed by the Chair or Chief Executive;
  - The corporate strategy is not approved by the entire Board;
  - Decisions are being made without the approval of the full Board;
  - Succession planning is being ignored.