



## Board Roles and Responsibilities

### Executive Chair

The Executive Chair is responsible for the leadership of the Board and ensuring its effectiveness. The Executive Chair responsibilities include:

1. To set the agenda, style and tone of Board discussions to promote effective decision making and constructive debate, in consultation with the Senior Independent Director;
2. To Chair the Board and general meetings of the Company;
3. To promote effective relationships, open communication and encourage active engagement, both inside and outside the Boardroom, between non-Executive Directors and the executive team;
4. To promote the highest standards of corporate governance and seek compliance with the provisions of the UK Corporate Governance Code, as far as practicable;
5. Supported by the Company Secretary, ensure the Board's committees are properly structured with appropriate terms of reference;
6. To ensure that members of the Board develop an understanding of the views of major investors and ensure communications with shareholders are effective;
7. To ensure the Board Directors receive accurate, timely and clear information;
8. In conjunction with the Senior Independent Non-Executive Director and with support of the Company Secretary, to initiate regular reviews of the Board and its Committees, and act on the results of Board evaluations;
9. To consult the Senior Independent Non-Executive Director when appropriate;
10. To make certain that the Board determines the nature, and extent, of the significant risks the Company is willing to embrace in the implementation of its strategy, and that there are no 'no go' areas which prevent Directors from operating effective oversight in this area;
11. To ensure that the Board has effective decision-making processes and applies sufficient challenge to major proposals; and
12. To encourage all Board members to engage in Board and Committee meetings by drawing on their skills, experience, knowledge and where appropriate, independence.



### **Senior Independent Non- Executive Director**

The Senior Independent Non-Executive Director ('SID') responsibilities are to:

1. Serve as a sounding board for the Executive Chairman and act as intermediary for other Directors;
2. Lead the Board in matters of composition, effectiveness, and evaluation, particularly in relation to the performance of the Executive Chairman
3. Act as a point of contact for shareholders and other stakeholders with concerns that have not been resolved through normal of the Executive Chair or Group Chief Financial Officer, or through which such contact is inappropriate;
4. Develop and maintain a balanced understanding of major shareholder issues and concerns; and
5. Meet with the other Directors without the Executive Chair being present at least annually to discuss and evaluate the Executive Chair's performance and to communicate the results of the evaluation with the Executive Chair.

### **Independent Non-Executive Directors**

The Independent Non-Executives Directors responsibilities include:

1. Scrutinising the strategy, risk planning and operations of management, providing advice and external perspective;
2. Constructively challenging and assisting in the development of strategy and empowering the management to implement the strategy;
3. Reviewing succession plans for the Board and key members of senior management;
4. Monitoring actions to support diversity and inclusion in line with Board and Group Policy;
5. Satisfy themselves of the integrity of financial information and that financial controls and systems of risk management are robust and defensible;
6. Engaging with key stakeholders and feeding back insights as to their views, including employees in relation to culture; and
7. Setting executive remuneration policy.