

## **Role and Responsibilities of the Chairman**

(Updated on 11 December 2018)

The Chairman of the Board is responsible for the following matters:

### **1. Leadership**

Providing effective leadership of the Company, including, in conjunction with the Group Chief Executive, representing the Company to shareholders, financial institutions, customers, suppliers, governments, the media, the community and other stakeholders.

### **2. Meetings**

Chairing Board and general meetings and those of the Nominations Committee (except when considering successors to the role of Chairman).

Running the Board and ensuring its effectiveness in all aspects of its role, including regularity, frequency of meetings, constructive debate and decision making.

Setting the Board agenda, taking into account the issues and concerns of all Board members.

Ensuring that Board meetings have the right balance of time dedicated to reviewing long-term strategy (including strategic risks) and ongoing operational performance.

Ensuring that there is appropriate and clear delegation of authority from the Board to executive management.

Ensuring that the Directors receive accurate, timely and clear information, including that on the Company's current performance, to enable the Board to take sound and informed decisions, monitor effectively and provide advice to promote the success of the Company.

Managing the Board to allow enough time for discussion of business. The Chairman should ensure that Directors (particularly the Non-Executive Directors) have sufficient time to consider critical issues and obtain answers to any questions or concerns they may have and are not faced with unrealistic deadlines for decision making.

To consider and invite senior management (principally Operations Executive members) to attend Board meetings on a regular basis to enable the full Board to gain a greater knowledge of senior management and enable the development of long term succession plans.

### **3. Directors**

Facilitating the effective contribution of Non-Executive Directors and encouraging active engagement by all members of the Board.

Ensuring constructive and open relations between the Executive and Non-Executive Directors.

Holding meetings with the Non-Executive Directors without the executives present.

Develop an effective and complementary Board with the appropriate balance of skills, experience, independence and knowledge.

Establish a close working relationship with the Group Chief Executive and Group Finance Director, providing support and advice.

### **4. Induction, development and performance evaluation**

Ensuring that new Directors participate in a full, formal and tailored induction programme, facilitated by the Group Company Secretary.

Ensuring that the development needs of Directors are identified and, with the Group Company Secretary having a key role, that these needs are met. The Chairman should ensure that Directors continually update their skills and the knowledge and familiarity with the Company required to fulfil their role on the Board and its Committees.

Identifying the development needs of the Board as a whole to enhance its overall effectiveness as a team.

Regularly review and agree with each Director their training and development needs.

Ensuring the performance of the Board, its Committees and individual Directors is evaluated at least annually and acting on the results of such evaluation by recognising the strengths and addressing the weaknesses of the Board. Where appropriate, through the Nomination Committee, proposing that new members be appointed to the Board or seeking the resignation of others.

With assistance from the Group Company Secretary, facilitating the external evaluation of the Board at least every three years.

## **5. Relations with Shareholders and Other Stakeholders**

Ensuring effective communications with shareholders.

Maintaining sufficient contact with major shareholders to understand their issues and concerns, in particular discussing governance, strategy and remuneration with them.

Ensuring that the views of shareholders are communicated to the Board as a whole so that all Directors develop an understanding of their views.

Ensure that the views and interests of other stakeholders are considered by the Board in its decision making.

## **6. AGM**

Arranging for the Chairmen of Board Committees to be available to answer questions at the AGM and for all Directors to attend.

Chairing the AGM and ensure that it provides an effective opportunity for communicating with shareholders and to encourage their participation.

## **7. Governance**

With the assistance of the Group Company Secretary, promote the highest standards of corporate governance, including compliance with the UK Corporate Governance Code or if full compliance with the UK Corporate Governance Code is not possible, ensuring that the Board understands why non-compliance is possible and that a full explanation is given to shareholders.

The Chairman's direct reports are the Group Chief Executive and the Group Company Secretary.

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