



The Role of the Chair

In the role as Chair of the Company, the Chair is responsible for leadership of the Board and ensuring its effectiveness in all aspects of its role. The Chair must:

- (A) meet the standards of independence set out in provision 10 of the UK Corporate Governance Code (UK Code);
- (B) demonstrate objective judgement, the highest standards of integrity and probity, and ethical leadership;
- (C) chair the Board and general meetings of the Company;
- (D) set the agenda for Board deliberations, with the help of the executive directors and the company secretary, to be primarily focused on strategy, performance, culture, value creation and accountability, and ensure that issues relevant to these areas are reserved for board decision;
- (E) ensure that directors receive accurate, timely, clear and high-quality information;
- (F) ensure 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;
- (G) regularly consider succession planning and the composition of the Board;
- (H) make certain that the Board has effective decision-making processes and applies sufficient challenge to major proposals;
- (I) supported by the company secretary, ensure the Board's committees are properly structured with appropriate terms of reference;
- (J) promote a culture of openness and debate by facilitating the contribution of non-executive directors in particular;
- (K) encourage all Board members to engage in Board and committee meetings by drawing on their skills, experience, knowledge and independence;
- (L) foster relationships founded on mutual respect and open communication, both in and outside the boardroom, between the non-executive directors and the executive team;
- (M) develop productive working relationships with all executive directors, the company secretary and the CEO in particular, providing support and advice while respecting executive responsibility;
- (N) consult the senior independent director on board matters in accordance with the UK Code;
- (O) supported by the company secretary, take the lead on issues of director development, including through induction programmes for new directors and regular reviews with all directors;
- (P) initiate regular reviews of the Board and its Committees, with the support of the Company Secretary, and act on the results of Board evaluations;
- (Q) be aware of, and respond to, his own development needs, including people and other skills, especially when taking on the role for the first time; and
- (R) ensure effective communication with shareholders and other stakeholders and, in particular, that all directors are made aware of the views of those who provide the Company's capital.