

The Role of the Chairman

The Chairman is ultimately responsible for the performance of the Group to its key stakeholders. His responsibilities include:

- Leading and managing the business of the board to provide clear direction and focus; ensuring that there is a clear structure for the effective operation of the Board and its committees; and ensuring that Board Committees are properly chaired, structured and run, consistent with their terms of reference.
- Encouraging a culture which upholds the highest standards of integrity and probity.
- Setting the agenda, style and tone of Board discussions to promote effective decision-making and constructive debate in Board meetings; ensuring that the Board receives accurate, timely and clear information, in particular, about the Company's performance, to enable the Board to monitor effectively, take sound decisions and provide advice to promote the success of GSK.
- Building an effective and complementary Board whose capability is appropriate for the scale, complexity and strategic positioning of the business; initiating change and planning for succession in Board appointments, subject to Board and shareholder approval, as required.
- Ensuring the Board contributes fully in identifying, addressing and agreeing all major strategic issues.
- Ensuring that the strategies and actions agreed by the Board are effectively implemented by the CEO. The Chairman should lead the Board in monitoring performance of the CEO and should review this annually.
- Working closely with the CEO providing support and advice, whilst respecting the CEO's executive responsibility for managing the GSK Group.
- Promoting the highest standards of corporate governance and seeking compliance with the provisions of the Combined Code wherever possible. The Chairman discusses governance and overall performance issues with major shareholders .
- Encouraging active engagement by all directors and managing the Board to ensure that sufficient time is allowed for meaningful discussion of significant strategic issues. Where appropriate, arranges informal meetings to enable thorough preparation in advance of Board discussion. Ensures in conjunction with the CEO that non-executive directors have sufficient time and information to consider critical issues and are not faced with unrealistic deadlines for decision-making.
- Seeing that GSK has effective communication with shareholders and ensuring that each director develops an understanding of the views of GSK's major investors .

- Addressing the development needs of the Board as a whole with a view to enhancing its overall effectiveness as a team. With the assistance of the Company Secretary, the Chairman leads the identification of any development needs for members of the Board.
- Ensuring that the performance of the Board as a whole, its committees and directors is evaluated at least once a year.
- Leading the induction programme for new directors which is facilitated by the Company Secretary.

The Chairman has an office and appropriate support at GSK's UK corporate headquarters.