

**The Chairperson is responsible for:**

**1. Meetings**

- Chairing Board and meetings of Shareholders.
- Upholding rigorous standards of preparation for meetings.
- Running the Board and ensuring its effectiveness in all aspects of its role, including regularity and frequency of meetings.
- Setting the Board agenda, taking into account the issues and concerns of all Board members.
- Ensuring that there is appropriate delegation of authority from the Board to executive management and Board Committees.
- Ensuring the Board's Committees are properly structured with appropriate terms of reference.
- Encouraging all Board members to engage in Board and Committees meetings by drawing on their skills, experience, knowledge and, where appropriate, independence.
- 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 decisions, monitor effectively and provide advice to promote the success of the Company.
- Managing the Board to allow enough time for discussion of complex or contentious issues.
- Ensure effective implementation of Board decisions.
- The Chairperson should ensure that directors (particularly 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.

**2. Directors**

- Facilitating the effective contribution of non-executive directors and encouraging active engagement by all members of the Board.
- Ensuring constructive relations between the executive and non-executive directors.

### **3. Induction, Development, Succession and Performance Evaluation**

- Ensuring that new directors participate in a full, formal and tailored induction programme, facilitated by the Company Secretary.
- Ensuring that the development needs of directors are identified and, with the Company Secretary having a key role, that these needs are met. The directors should be able to continually update their skills and the knowledge and familiarity with the Company required to fulfil their role on the Board and its Committees.
- Mentoring to develop skills and encourage them to speak up and make an active contribution at meetings.
- Identifying the development needs of the Board as a whole to enhance its overall effectiveness as a team.
- Overseeing a formal succession plan for the Board, Group CEO and key senior management appointments.
- Ensuring the performance of the Board, its Committees and individual directors is evaluated at least once a year and acting on the results of such evaluation by recognising the strengths and addressing the weaknesses of the Board. Where appropriate, through the Corporate Governance Committee, proposing that new members be appointed to the Board or seeking the resignation of others.

### **4. Relations with Shareholders**

- Ensuring effective communication with Shareholders.
- Maintaining sufficient contact with major Shareholders to understand their issues and concerns.
- Ensuring that the views of Shareholders are communicated to the Board as a whole so that all directors develop an understanding of their views.

### **5. Annual Meeting of Shareholders**

Arranging for the Chairperson of Board Committees, if required, to be available to answer questions at the Annual Meeting of Shareholders and for all directors to attend, where reasonably practicable.

**12 September 2018**