

**ROLE STATEMENT  
CHAIRMAN OF THE BOARD (NON-EXECUTIVE)**

**Reporting to:** The Board

**Purpose:** To lead the Board

**Responsibilities:** Conduct Board meetings and general meetings.

In conjunction with the CEO, plan the agenda items and timings for Board meetings so as to enable the Board to fulfil its role.

Lead the Board and ensure its effectiveness in all aspects of its role, including to:

- provide entrepreneurial leadership of the Company within a framework of prudent and effective controls which enable risk to be assessed and managed;
- determine the Company's strategic aims, ensure that the necessary financial and human resources are in place for the Company to meet its objectives and review management performance;
- establish the Company's values and standards for which the Board has responsibility (either legal, regulatory or as part of best practice) and ensure that its obligations to its shareholders and others are understood and met;
- ensure adequate succession planning is in place for the Group's most senior management;
- establish and monitor the Group's policies and performance in the area of corporate social responsibility;
- carry out an annual assessment of its performance.

Ensure the membership of the Board is appropriate to the needs of the business and that Board members are given the information necessary to take a full and constructive part in Board discussions and to discharge their responsibilities.

Ensure Board committees carry out their appropriate duties and report to the Board.

Assess and provide feedback to the CEO on his performance including ensuring that appropriate personal

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objectives are established and advising him towards their achievement.

Participate in the establishment and development of outside contacts with the business community, the City, shareholders, potential investors and the public including attendance at Company results announcements and discussions with existing shareholders to maintain understanding of their views on the Company's performance and management.

Act as an experienced and trusted source of guidance and counsel to the CEO across the complete range of his responsibilities.

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