

Key roles in our governance framework

A clear division of responsibilities

Chairman of the board

- Leads the board, promoting the Group's values, good corporate governance and ensuring board compliance with statutory and regulatory requirements
- Ensures the smooth and effective operation of the board to promote the long-term sustainable success of the company
- Ensures that directors receive accurate, timely and clear information. Promotes a culture of challenge, debate, openness and support to facilitate constructive board relations and the effective contribution of all non-executive directors
- Ensures that the development needs of the directors are identified and addressed and directors continually update their skills, knowledge and familiarity with the company. Maintains regular contact with major shareholders and conveys their views to the board
- Ensures the board understands the views of the company's other key stakeholders

Senior Independent Director

- Acts as a sounding board for the chairman providing support in the delivery of their objectives
- Maintains a balanced understanding of the views of major shareholders
- Maintains regular and effective communication with other directors
- Leads the yearly appraisal of the chairman's performance
- Chairs the Nomination Committee when it is considering issues directly affecting the chairman

Chief Executive Officer

- Responsible for developing and implementing the Group's strategy and plans
- Responsible for the overall management and promotion of the Group
- Manages the Group's risk profile in accordance with the risk appetite set by the board
- Ensures effective communication between the board and the business and other key stakeholders
- Responsible for setting an example to the company's workforce, for communicating to them the expectations in respect of the company's culture and values, and for ensuring that operational policies and practices drive appropriate behaviour

Independent non-executive directors (NEDs)

- Provide a range of outside perspectives to the Group and encourage robust debate, constructive challenge, provide strategic guidance and offer specialist advice
- Monitor management's performance against agreed targets
- Satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible
- Design and determine appropriate levels of remuneration for the chair, executive directors and the next level of senior management
- Key role in appointing and, when necessary, removing executive directors and in board succession planning

Chief Financial Officer

- Manages financial risks in accordance with the risk appetite set by the board and implements effective internal financial control processes across the Group
- Responsible for financial planning to support the company's strategic objectives
- Leads the Group's finance, internal audit, procurement, information technology, tax and treasury functions
- Provides regular financial reporting to the board and its committees

Company Secretary

- Secretary to the board and responsible for advising the board through the chairman on all governance, regulatory and legislative matters
- Ensures all directors have access to the advice and services of the company secretariat
- Responsible for ensuring compliance with board procedures and processes
- Supports the chairman and chief executive officer in preparing and organising induction programmes for NEDs