

Responsibilities of non-executive Chairman, Chief Executive Officer and Senior Independent Director

Non-executive Chairman	Chief Executive Officer	Senior Independent Director
Leadership – leading the board, ensuring the board's effectiveness in all aspects of its role, upholding the highest standards of integrity and probity and maintaining focus on the long-term sustainability of the business.	Leadership – day-to-day running of the Group's business and profitability and representing the Group to its stakeholders.	Support to the Chairman and other directors – e.g. deputising for the Chairman, if necessary; acting as a sounding board; and working to resolve any significant issues which may arise.
Meetings – including setting the board agenda; ensuring a timely flow of accurate information within the board and committees and between senior management and non-executive directors; ensuring appropriate delegation of authority from the board to executive management and overseeing effective implementation of board decisions; maintaining a culture of openness, trust, respect and debate; chairing board, nomination committee and general meetings; and arranging for committee Chairs to be available to answer questions at the AGM.	Business Strategy and Management – including development and achievement of objectives, having regard to stakeholders and long-term stability; budgets; optimisation of resources; networking with current and prospective major customers; overseeing delegation from the board to the Executive Management Team ("EMT"); regular review of operational performance, strategic direction and organisational structure; identifying strategic opportunities for the Group; ensuring board decisions are implemented and the EMT complies with terms on which matters are delegated to it.	Lead the orderly succession process for the appointment of a Chairman, including chairing the relevant nomination committee meetings.
	Investment and Financing – including examining all trade investments and major capital expenditure; identifying and executing acquisitions and disposals; leading geographic diversification initiatives; and identifying and executing new business and strategic opportunities outside of current core activities.	
Directors – including facilitating the effective contribution of non-executive directors; ensuring constructive relations between executive and non-executive directors; holding meetings with the non-executive directors without the executive directors present; planning board succession and reviewing composition of board committees.	Directors and management team – ensuring performance of the directors and the EMT is monitored by the board and providing counsel, advice and support to those persons; formalising the roles of the executive directors and the EMT; and ensuring management provide the Board with the necessary information and knowledge of the Company.	Governance – including assisting in maintaining the stability of the board and Company, particularly during periods of stress – e.g. in the event of dispute between the Chairman and the CEO; monitoring the Chairman's performance and leading his performance evaluation; and acting as an intermediary for other non-executive directors.
Risk management and controls – ensuring the Board determines the type of risks the Company may take to implement its strategy, that the directors are aware of, and able to discharge their statutory duties and that high standards of corporate governance are promoted.	Risk management and controls – including managing the Group's risk profile, including health and safety performance; ensuring appropriate internal controls and policies are in place, are followed and conform to the highest standards; and setting Group HR policies.	
Induction, development and performance evaluation – including guiding and mentoring new directors, ensuring directors' development needs are monitored; identifying development needs of the board as a whole to enhance its overall effectiveness; and overseeing board, committee and directors' performance evaluation (at least annually) including external evaluations.	Board committees – including making recommendations to the remuneration committee on remuneration policy, executive remuneration and terms of employment of other executive directors and the EMT; and making recommendations to the nomination committee on succession planning and replacement of key personnel.	
Relations with stakeholders and regulators – including ensuring effective communication with stakeholders; maintaining sufficient contact with major shareholders; ensuring that the views of shareholders are communicated to the board as a whole; balancing the interests of shareholders with other stakeholders; and acting as a conduit for regulators.	Communication – including timely and accurate disclosure of information; communicating expected culture and behaviours to the workforce; ensuring effective communication with shareholders; and ensuring the board is fully briefed on the views of management and the workforce and fully informed about all issues on which it will have to make a decision.	Relations with stakeholders and regulators (where the normal channels of Chairman, CEO or CFO have failed to resolve the concern or are inappropriate). Attend sufficient meetings with major shareholders and financial analysts to obtain a balanced understanding of the issues and concerns of such shareholders.
Relationships with CEO and CFO – developing productive working relationships.	Relationship with Chairman – maintain dialogue with the Chairman on important and strategic issues.	