

## **ROLES OF THE CHAIRMAN AND CEO**

### Chairman

The Chairman is responsible for creating the conditions for the effective working of the Board. The Chairman is specifically responsible for the following:

- Setting the agenda and conduct of Board meetings. In doing so he shall take full account of the issues and concerns of all Directors and encourage their active engagement in Board discussion
- Leading the Board in ensuring a coherent strategic plan or framework is agreed
- Promoting the highest standards of corporate governance, including compliance with the UK Corporate Governance Code 2016 [as updated from time to time] wherever possible
- Ensuring that the Board and its committees comprise individuals with an appropriate mixture of skills, experience and knowledge to support the needs of the business
- Ensuring that the Company maintains effective communication with shareholders and other key stakeholders, and that their views and any concerns are understood by the Board
- Working with the Chief Executive to ensure that the Board receives accurate and timely information on the performance of the Company
- Leading the evaluation of the performance of the Board, its committees and individual Directors as required and at least annually
- Establishing an effective working relationship with the Chief Executive providing support and advice whilst respecting executive responsibility
- Ensuring that a well constructed induction programme is provided for new Directors, that all Directors have the opportunity to develop their understanding of the Company and that they are kept informed of matters affecting the Company
- Representing the Company at the highest level and in conjunction with the Chief Executive developing strategic relationships with key stakeholders and political leaders

### Chief Executive

The Chief Executive is responsible for the leadership and operational management of the Company within the strategy and business plan agreed by the Board.

The Chief Executive is specifically responsible for the following in respect of the relationship with the Board:

- Developing the business strategy for the Company to be approved by the Board on an annual basis
- Implementing, with the Executive team, the decisions of the Board and its committees
- Producing a business plan and a budget for the Company to be approved by the Board on an annual basis, and ensuring the implementation of same
- Ensuring the highest standards of Health, Safety, and Environment are set throughout the Company on behalf of the community and the Company's employees
- Ensuring that the Company's reputation for customer service is maintained at the highest level, and that a culture of customer service is embedded throughout the Company

- Overseeing the management of the executive resource and succession planning processes and presenting annually the output from these to the Board (including advice to the Remuneration Committee on the remuneration and appointment of Senior Managers and Executives)
- Ensuring that effective business and financial controls and risk management processes are in place across the Company and that all relevant laws and regulations are complied with making recommendations to the Board on the appropriate delegation of authority with the group
- Keeping the Board informed regularly of the performance of the Company and bringing promptly to the Board's attention all matters that materially affect, or are capable of materially affecting, the performance of the Company and the achievement of its strategy
- Developing for the Board's approval appropriate values and standards to guide all activities undertaken by the Company
- Representing the Company at the highest level and, in conjunction with the Chairman, developing strategic relationships with key stakeholders, political leaders, and customers.

**Approved by the Board on 27 April 2018**