

Responsibilities Of The Chairman

The Chairman's principal responsibility is the effective running of the Board by setting an agenda that is focused on strategic matters, forward looking and evaluates and oversees current business. The Chairman reports to the Board but is not responsible for executive matters regarding the Group's business.

General Responsibilities

- Provides leadership and governance of the Board so as to create the conditions for overall Board's and individual Director's effectiveness and ensures that all key and appropriate issues are discussed by the Board in a timely manner.
- Ensures that the Board as a whole plays a full and constructive part in the development and determination of the Group's strategies and policies, and that Board decisions taken are in the Group's best interests and fairly reflect Board's consensus.
- Establishes good corporate governance practices and procedures and promotes the highest standards of integrity, probity and corporate governance throughout the Group and particularly at Board level.
- The Chairman is the guardian of the Board's decision-making processes. The Chairman should ensure:-
 - In conjunction with management, the Board and the Audit Committee, that approval levels are appropriate.
 - that the strategies and policies agreed by the Board are effectively implemented by the Chief Executive and the management.
 - all matters requiring Board approval are brought to the board in a timely and appropriate manner.

Specific Responsibilities

- Sets, in consultation with the Chief Executive and Company Secretary, the Board meeting schedule and agenda to take full account of the important issues facing the Group and the concerns of all Directors, and ensures that adequate time is available for thorough discussion of critical and strategic issues. Coordinating with the Chief Executive to ensure that management strategy, plans and performance are appropriately presented to the Board, shareholders and other stakeholders as appropriate.
- To take the chair at general meetings and board meetings. With regard to the latter this will involve: the determination of the order of the agenda; ensuring that the board receives accurate, timely and clear information to fulfil its duties, such as reports on the Group's performance, the issues, challenges and opportunities facing the Group; keeping track of the contribution of individual directors and ensuring that they are all involved in discussions and decision-making. At all meetings the chairman should direct discussions towards the emergence of a consensus view and sum up discussions so that everyone understands what has been agreed.

- Ensuring, with the advice of the Company Secretary where appropriate, compliance with the Board's approved procedures, including the Schedule of Matters Reserved to the Board and each Committee's Terms of Reference.
- Arranges informal meetings of the Directors at least annually, including meetings of the Non-executive Directors at which the Chief Executive is not present, and ensures that sufficient time and consideration is given to complex, contentious or sensitive issues.
- Promotes effective relationships and open communication and creates an environment that allows constructive debates and challenges, both inside and outside the boardroom, between Non-executive Directors and the management.
- Ensures that there is effective communication with stakeholders, and that each Director develops and maintains an understanding of the stakeholders' views.
- As well as being Chairman of the board, they are expected to act as the Group's leading representative which will involve the presentation of the Group's aims and policies to the outside world.
- To take a leading role in determining the composition, development and succession planning for the Board. This will involve
 - regular reviews of the overall size of the board.
 - the balance between executive and non-executive directors and the balance of age, experience and personality of the directors.
 - In conjunction with the Nominations Committee, directing the search for and selection of new directors.
 - Overseeing the induction and development of directors.
 - Taking the lead in identifying and seeking to meet the development needs of both individual directors and of the Board.
 - Ensuring that new directors are fully informed of the Group's business and affairs.
 - Reviewing any change in the circumstances of individual directors and determine whether a director's other commitments conflict with his or her duties as a director of the Group.
- Proposing the membership of Board Committees and their Chairmen liaising and communicating with all directors and committee chairs to coordinate input from directors and optimise effectiveness of the Board and its committees.
- Supporting the Chief Executive by being for example a sounding board and mentor.

- In conjunction with the Remuneration Committee, leading the Board in monitoring and evaluating the performance of the Chief Executive, in ensuring the accountability of the Chief Executive and in ensuring implementation of the succession and development plans by the Chief Executive.
- Ensuring the Board focuses on its key tasks and assesses its own performance arranging for it to review and monitor the aims, strategy, policy and directions of the Group and the achievement of its objectives.
- Reviewing and approving the minutes of Board meetings.
- Attending committee meetings where appropriate or otherwise at the request of the committee chair.
- Ensuring that Board and committee meetings are conducted in an efficient, effective and focused manner; calling special meetings of the Board, where appropriate.