

The Board

The Board is collectively responsible for the sustainable long-term success of the Group. The key roles of the Board are:

- Setting the strategic direction of the Group
- Overseeing implementation of the strategy and ensuring that the Group is suitably resourced to achieve its objectives and effectively engages with stakeholders, and
- Overall responsibility for the management of risk and for reviewing the effectiveness of the framework for internal control and risk management

Chairperson

- Responsible for overall leadership and governance of the Board and ensures constructive relations between Executive and Non-Executive Directors
- Sets the agenda, ensures adequate time is available for discussion of agenda items and promotes a culture of openness and debate at Board meetings
- Provides support and advice to the Chief Executive Officer
- Ensures effective communications with shareholders

Senior Independent Director

- Deputises for the Chairman and acts as intermediary for other Directors, if needed
- Meets with the Non-Executive Directors, without the Chairman present, when considered appropriate, and leads the appraisal of the Chairman's performance
- Available to respond to shareholder concerns if they have concerns which contact through the normal channels has failed to resolve

Non-Executive Directors

- Share full responsibility for the execution the Board's duties
- Scrutinise and challenge strategic proposals
- Monitor the performance of management on an ongoing basis

Audit Committee

- Oversees and monitors the Company's financial statements, accounting processes and audits (internal and external)
- Ensures that risks are identified and assessed, and that sound systems of risk management and internal control are in place
- Reviews matters relating to fraud and whistleblowing reports

Remuneration Committee

- Reviews and recommends the framework and policy for the remuneration of the Executive Directors and senior executives
- Reviews workforce remuneration and related policies
- Considers how the remuneration policy supports the business strategy of the Group

Nomination Committee

- Reviews the structure, size and composition of the Board and its Committees
- Identifies and nominates suitable executive candidates to be appointed to the Board
- Considers wider aspects of succession planning

Environmental Social & Governance

- Oversee the Companies ESG Strategy and that it is fit for purpose
- Monitor progress against the ESG Strategy and performance against targets and key performance indicators
- Ensure the Group maintains appropriate policies to effectively support the ESG framework and compliant with legislation

Group Chief Executive

- Responsible for the executive management of the Group as a whole and delivering the strategic and commercial objectives agreed by the Board
- Leads the Executive management team
- Maintenance and protection of the Group's reputation
- Ensures the affairs of the Group are conducted with the highest standards of integrity
- Builds positive relationships with the Group's stakeholders