

## **Division of Responsibilities between Non-Executive Chair and Chief Executive Officer (CEO)**

### **Role of Non-Executive Chair**

The Non-Executive Chair is responsible for leadership of the Board and for ensuring the effectiveness of the board in directing the Company. The Non-Executive Chair is also responsible for promoting the highest standards of integrity probity and corporate governance.

#### **Responsibilities:**

1. Management and effective running of the Board, including chairing its meetings.
2. Ensuring constructive relations between the directors both executive and non – executive.
3. Facilitating the induction, development, and performance evaluation of directors.
4. Ensuring effective communication with shareholders.
5. Chairing the AGM

#### **Duties include:**

- Setting the agenda, style, and tone of Board discussions in a manner that promotes effective decision making and constructive debate.
- Ensuring directors are fully informed on the topics that are being discussed, through briefings with the CEO, the Company Secretary, and members of the executive management as appropriate.
- Ensuring clear structure for and the effective running of Board Committees.
- Ensuring effective implementation of Board decisions.
- Promoting effective relationships and open communication between executive and non-executive directors both inside and outside the Board room, ensuring an appropriate balance of skills and personalities.
- Building an effective and complementary Board and initiating change with the help of the Nomination Committee through succession planning and Board appointments (except that of a successor as Non-Executive Chair) subject to Board and shareholder approval.
- Liaising with the Company Secretary to promote the highest standards of corporate governance, seeking compliance with the QCA Corporate

Governance Code. Ensuring that reasons for non-compliance are fully understood and agreed on by the Board and explained to shareholders.

- Ensuring an appropriate balance is maintained between the interests of all stakeholders (Shareholders, employees, customers, suppliers, and the community).
- Ensuring the long-term sustainability of the business.
- Establishing a close relationship of trust with the CEO and Chief Finance Officer (CFO), providing support and advice while respecting executive responsibility.
- Providing coherent leadership of the Company and employees, including, in conjunction with the CEO, representing the Company to customers, suppliers, governments, shareholders, financial institutions, the media, the community, and the public.

## **Role of Chief Executive Officer (CEO)**

The CEO reports to the Non-Executive Chair (acting on behalf of the Board) and to the Board directly. The CEO is responsible for running the Group's Business.

**The CEO is responsible for the following, within the authority limits delegated by the Board.**

1. Developing the business strategy and overseeing the management of business activities.
2. Overseeing the investment and financing of the company.
3. Overseeing risk management and appropriate internal controls.
4. Making recommendations to the Board / Committees on policies, remuneration and succession planning.
5. Ensuring effective communication with shareholders and other stakeholders.
6. Overseeing management development and succession planning for the senior team and ensuring effective procedures are in place for consulting with Companies employees regarding remuneration, policies, and procedures.

### **Duties include:**

- Leading the executive directors and the senior executive team in the day to day running of the Group's business. Including chairing the Operating Board and communicating its decisions/ recommendations to the Board.
- Ensuring effective implementation of Board decisions
- Regularly reviewing the operational performance and strategic direction of the Group's business.
- Regularly reviewing the Group's organisational structure and recommending changes as appropriate.
- Formalising the roles and responsibilities of the senior executive team, including clear delegation of authorities.
- To assist in developing policies for Board approval and then implementing them, including:
  - Code of Business Conduct
  - Inside Information and Share Dealing Policy
  - Anti-bribery and corruption policy
  - Whistleblowing policy
  - Third Party Due Diligence Policy
  - Information Security Policy

- Fraud Policy
  - Anti-tax evasion policy
  - Modern Slavery Act Statement
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- Ensuring that all Group policies and procedures are followed and conform to high standards.
  - Together with the Non-Executive Chair, providing coherent leadership of the Company, including representing the Group to customers, suppliers, government, shareholders, financial institutions, employees, the media, the community, and the public.
  - Keeping the Non-Executive Chair informed on all important matters.