

## **Summary of the Board's key roles and responsibilities**

### **Chair<sup>1</sup>**

- leads our Board and is responsible for its effectiveness;
- is responsible for setting agendas for Board meetings and for timely dissemination of information to the Board, in consultation with the chief executive, chief financial officer and company secretary;
- facilitates contributions from all directors; and
- ensures effective communication with our shareholders and other stakeholders.

### **Chief executive<sup>1</sup>**

- develops and implements the Group strategy and commercial objectives as approved by the Board;
- leads the Group management team;
- ensures the Company's core values and culture are embedded throughout the Group; and
- promotes and conducts the affairs of the Company to the highest standards of integrity, probity and corporate governance.

### **Chief Financial Officer**

- manages the Group's financial affairs;
- oversees the Group's relationship with investors and analysts; and
- supports the chief executive in the implementation and achievement of Group strategy.

### **Senior independent director**

In addition to his responsibilities as a non-executive director, the senior independent director:

- supports the chair in the delivery of his objectives;
- is available to shareholders should they have a concern which has not been resolved through the chair or chief executive or for which contact through those channels is not appropriate;
- together with the nomination committee is responsible for ensuring that an orderly succession planning process is in place for the Board; and
- leads the appraisal of the chair's performance with the non-executive directors.

### **Non-executive directors**

- constructively challenge the executive directors in all areas and help develop proposals on strategy;
- monitor delivery of the strategy within the risk and control framework set by the Board;
- satisfy themselves on the integrity of the financial information and the effectiveness of financial controls and risk management systems; and
- are responsible for determining appropriate levels of remuneration for the executive directors.

### **Company secretary**

- acts as secretary to the Board and its committees, ensuring sound information flows to the Board and between senior management and the non-executive directors;
- is responsible for advising the Board on corporate governance matters;
- facilitates a comprehensive induction for newly appointed directors tailored to individual requirements;
- is responsible for compliance with Board procedures;

- coordinates the performance evaluation of the Board; and
- provides advice and services to the Board.

<sup>1</sup> There is a clear division of responsibilities between the chair and the chief executive, which is set out in writing and agreed by the Board.