Division of Responsibilities between Chair and Chief Executive Officer

	Chair	Chief Executive Officer ("CEO")
1	**Accountability**	
1.1	The Chair is appointed by and is accountable to the Board.	The CEO is appointed by the Board and is accountable to the Chair and the Board.
2	**Key Responsibilities**	
2.1	The Chair's principal responsibility is to create the conditions to ensure the Board's effectiveness in all aspects of its role including promotion of the long-term sustainable success of the Group and generating value for shareholders.	The CEO's principal responsibility is the day-to-day decision making relating to and management of the affairs of the Group, for delivering financial performance in line with the Group's agreed budget and for organisational design of the Group's operations.
2.2	The Chair is responsible for ensuring that the Board takes an active and constructive part in supporting and challenging Management on the development of the Group's strategy and overall commercial objectives.	The CEO is responsible for developing and executing the Company's strategy and overall commercial objectives for consideration by the Board.
2.3	The Chair should take an active role in Board and CEO succession planning including in relation to the structure, size and composition of the Board and its Committees.	The CEO is responsible for the recruitment, leadership and development of the Group's executive management team below Board level and provision of information and advice on executive management succession planning to the Board.
3.	**Other Responsibilities**	
3.1	Setting the Board agenda, Chairing the Board Meetings and General Meetings. Creating the right conditions to ensure sufficient time for constructive discussion and challenge at Board.	Providing input to the Board's agenda, providing a Chief Executive Officer's Report and encouraging participation in Board discussions by executive management.
3.2	Promoting effective communication between the Non-Executive Directors and Executive Directors in and outside of Board Meetings.	Ensuring an open and constructive dialogue is maintained with the Chair on the important and strategic issues facing the Company.
3.3	Ensuring that the Board receives accurate, timely and clear information, working with the CEO and the Group Company Secretary including in accordance with the Schedule	Ensuring that the executive team gives appropriate priority to providing reports to the Board which contain accurate, timely and clear information in accordance with agreed

	of Matters Reserved to the Board for decision.	protocols and the Schedule of Matters Reserved to the Board for decision.
3.4	Arranging informal meetings of the Directors, including meetings of the non-executive directors at which the executive directors are not present. Ensuring an open and constructive dialogue between the executive and non-executive directors, promoting transparency and strong collaboration.	Attending certain Non-Executive Director Sessions during the year to promote transparency and strong collaboration.
3.5	Seeking regular engagement with major shareholders to understand their views on governance and performance against the strategy agreed by the Board and to ensure the Board has a clear understanding of the views of shareholders.	Engaging in constructive dialogue with shareholders following the release of the half year and full year results or otherwise as agreed in discussion with the Chair or as determined by the Board. Also engaging in Regulatory stakeholder management.
3.6	Taking the lead in seeking to meet the development needs both of individual Directors and of the Board as a whole, assisted by the Group Company Secretary.	Ensuring that the development needs of senior management are identified and met.
3.7	Ensuring that the performance of the Board as a whole, its Committees, and individual Directors is formally and rigorously evaluated at least once a year, acting on the results of the evaluation by addressing any weaknesses identified.	Providing input to the wider Board evaluation process.
3.8	Conduct annual performance evaluations of the Non-Executive Directors and the CEO.	Ensuring that performance reviews are carried out at least once a year for each of the Executive Directors and other direct reports.
3.9	Promoting the highest standards of integrity, probity and Corporate Governance throughout the Company and particularly at Board level.	Promoting, and conducting the affairs of the Company with the highest standards of integrity, probity and Corporate Governance. Proposing the Group's approach to vision, values, culture, diversity and inclusion.