



# PensionBee Group plc Charter of Expectations and Role Profiles

Company Secretariat

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## Introduction from the Chair

This document sets out the key positions on the board of directors (the 'Board') of PensionBee Group plc (the 'Company') and their role profiles. It outlines the expectations of each of the Company's Board members. This document has been adopted by the Board's nomination committee (the 'Nomination Committee') and approved by the Board. This document is published on the Company's website for transparency of the standards the Company maintains. The performance of the Board, its committees and each of us individually will be measured against these expectations.

## 1. Chair's Role Profile

### Principles

The Chair is responsible for leadership of the Board and for ensuring its overall effectiveness in directing the Company and in all aspects of its role, including the satisfaction of its legal, regulatory and shareholder responsibilities, and for promoting the highest standards of integrity, probity and corporate governance.

### Responsibilities of the Chair

The Chair is responsible for the leadership of the Board. In particular, the Chair will:

## Board Meetings

- Chair Board meetings.
- Demonstrate objective judgement, providing an independent perspective and constructive challenge.
- Promote a culture of openness and debate within the Board by facilitating constructive board relations and the effective contribution of all directors and encourage active engagement and appropriate challenge by Board members.
- Shape the culture of Board meetings.
- In conjunction with the Chief Executive and Company Secretary, set the Board's agenda and ensure that adequate time is available for full and open discussion of all agenda items, in particular for strategic, complex or contentious issues. The Chair will ensure that Board agendas have a focus on strategy, performance, value creation, culture, stakeholders and accountability.
- Hold meetings with the non-executive directors, without the executive directors present, in order to facilitate a full and frank airing of views (at least once per year).
- Ensure that directors receive accurate, timely, high-quality and clear information on the basis of which they can make sound decisions.
- Effectively monitor and provide advice to management to promote the success of the Company.
- Ensure the non-executive directors are kept fully informed (in a timely manner) of strategic or important developments affecting the Company.

## Development, Induction and Performance Evaluation

- Foster constructive relationships between the non-executive directors and the executive directors.
- Build an effective and complementary Board and, in conjunction with the Company's Nomination Committee, initiate change and consider succession planning (except that of a successor to the Chair) and Board composition.
- Review and agree, with each director, their training and development, and ensure that all directors continually update their skills and knowledge and familiarity with the Company and its subsidiaries, so as to enable them to fulfil their role on the Board and its committees and to discharge their statutory duties.
- Consider ways of seeking feedback from the workforce and other stakeholders on the performance of the Board and individual directors.
- Ensure, with the assistance of the Company Secretary, that new directors participate in a full, formal and tailored induction programme.
- Provide guidance and mentoring to new directors.
- Select an appropriate approach for the Board evaluation process (at least once a year), involving the senior independent director, as appropriate.
- Consult with the senior independent director of the Company on Board matters.

- Manage the process of any external Board evaluation, which shall happen at least once every three years.
- Share the outcome of the Board evaluation with the Board for discussion.
- Ensure any necessary action is taken on the results of the annual performance evaluation of the performance of the Board, its committees and the individual directors.
- Summarise the outcomes and actions of the Board evaluation process in the annual report.
- Report on Board leadership and effectiveness in the annual report.

#### **Relationship with Shareholders and other Stakeholders**

- Represent the Company externally with key stakeholders.
- Chair shareholder meetings.
- Arrange for all directors to attend and for the chair of the Board committees to be available to answer questions at the AGM.
- Ensure that the Board listens to the views of shareholders, the workforce, customers and other key stakeholders by ensuring effective communication with them in order to understand their issues and concerns (in particular discussing governance, strategy and remuneration with them), and communicating issues to the Board.

## **1.1 Chair's Charter of Expectations**

#### **Term**

The Chair will be appointed for a specific term of three years subject to annual reappointment and statutory provisions relating to the removal of a director. The Chair should not remain in post beyond nine years from the date of their first appointment to the Board. This period can be extended for a limited period of time to facilitate effective succession planning and development of a diverse Board, particularly in cases where the Chair was an existing non-executive director on appointment.

#### **Role Requirements**

##### *Time Commitment:*

The Chair is expected to dedicate the necessary time to fulfil their duties. It is expected that this will be equivalent to approximately sixty days per year.

##### *Other Positions:*

The Chair is not expected to hold any executive positions elsewhere with a listed company or to hold more than one other listed company Chair position. The Chair may hold up to

three other Non-Executive Directorships at listed companies or one if they hold two Chair positions.

#### *Experience:*

The Chair is expected to have prior experience on the Board of a UK-listed organisation and a solid understanding of the role of a Chair. The Chair is expected to operate effectively within their role and maintain the highest standards of corporate governance.

#### *Knowledge:*

The Chair will have a sound understanding of corporate governance and UK boardroom experience.

### **Key Competencies and Behaviours**

In addition to the required competencies and behaviours of a non-executive director, the Chair must demonstrate the following:

- Sets the agenda for the Board and proactively manages the annual calendar of business to ensure the most appropriate use of the Board's time.
- Ensures the Board operates effectively as a team.
- Promotes effective communication between the executive directors and non-executive directors.
- Provides the Board with effective leadership.
- Supports and engages with individual Board members to enhance discussion and activities.
- In conjunction with the Nomination Committee, ensures high-quality Board composition with an appropriate balance of skill and experience in line with the Company's agreed strategic priorities.

### **Effective Chairing of Meetings**

- Empowers all Board members to challenge issues openly whilst preventing unnecessary or acrimonious conflict.
- Encourages and manages vigorous debate whilst achieving closure on issues.
- Ensures time is allocated appropriately, ensuring the business of the meeting is completed, whilst allowing appropriate discussion of individual items.
- Facilitates, encourages and expects informed and critical contributions from directors in discussion and decision-taking, particularly on matters of risk and strategy.
- Ensures directors receive all information in an accurate, timely and clear form.

## 2. Senior Independent Director's Role Profile

### General Duties

The Senior Independent Director (the 'SID') shall be an independent non-executive director, appointed from the Company's current Board of Directors.

The SID will have the same legal responsibilities, and owe the same general duties, as any other director of the Company and must have regard to the relevant obligations under law and regulation.

### Responsibilities of the SID

In "steady state" times, the role of the SID is to:

#### **Board**

- Provide a sounding board for the Chair and support the Chair in the delivery of their objectives.
- Serve as an intermediary between the Chair and the other directors when necessary, and ensure that the views of all directors are conveyed to, and given due consideration by, the Chair.
- Chair meetings of the Board in the absence of the Chair.
- At least annually and on such other occasions as are deemed appropriate, lead meetings with the non-executive directors without the Chair present to appraise the Chair's performance, taking into account the views of the executive committee and the Chief Executive, and communicate the results of the evaluation to the Chair.
- When applicable, support the Nomination Committee in ensuring an orderly succession process for the Chair.
- Provide feedback to the Board on the independent non-executive directors' collective views on the management, leadership and effectiveness of the Board.

#### **Shareholders**

- Be available to shareholders if they have concerns which have not been resolved through the normal channels of the Chair or the Chief Executive, or for which such contact is inappropriate, and pass on their views and concerns to the other Directors.
- More broadly, keep aware of the views or concerns of the Company's shareholders and other stakeholders, and attend meetings with them if so requested by the Chair.

### **Periods of Stress**

If the Board is undergoing a period of stress, the SID:

- Shall work with the Chair, the other directors, and/or the Company's shareholders (as necessary) to resolve any significant issues that may arise.
- Shall maintain stability and cohesion within the Board and the Company, particularly during periods of stress; for example, intervening if there is a disagreement between the Chair and the Chief Executive; if the strategy being proposed by the Chair and the Chief Executive is not supported by the entire Board; if decisions are being made without the approval of the full Board, or if succession planning is being ignored.

## **2.1 Senior Independent Director's Charter of Expectations**

### **Role Requirements**

#### *Time Commitment:*

The Senior Independent Director will be expected to commit at least seven additional days per year to this role in addition to their Board non-executive director duties, but to be available to commit more time to the role in exceptional circumstances if required.

#### *Experience:*

The SID is expected to have prior experience on the Board of a UK-listed organisation.

### **Personal standards and behaviour**

The SID shall:

- endeavour to command the trust and respect of the other Directors and major shareholders so that they are able to raise any concerns which usual channels have not resolved or for which usual channels may not be appropriate;
- promote constructive relations between the Chair and the non-executive Directors;
- exercise good judgement and manage sensitive situations; and
- promote the highest standards of corporate governance and adhere to the spirit of the principles of the Company and its subsidiaries, including fully evaluating

the impact of decisions on customers, shareholders, colleagues, corporate partners and the community.

## 3. Chief Executive's Role Profile

### Principles

The Chief Executive leads the team with executive responsibility for running the businesses of the Company, PensionBee Limited and any subsidiaries the Company may have from time to time (the 'Group'). The Chief Executive has responsibility for the operational management of all the Group's stakeholders. On a day-to-day basis, the Chief Executive's primary stakeholder focuses are 'colleagues', ensuring that they can deliver high-performance results in line with the Company's values and culture, and 'customers', ensuring consistent and high operational performance to deliver on the Company's vision to help customers achieve a happy retirement in the form of financial freedom, good health and social inclusion.

In particular, the Chief Executive will:

### Business and Strategy

- Work closely with the Chair and the Board to propose, develop and implement the Company's strategy and overall commercial objectives.
- Represent the Company and oversee and manage all business activities, operations and performance of the Group within the authority delegated by the Board.
- Lead the executive management of the Group in the day-to-day running of the Group's business.
- Ensure that the Board's strategies, objectives and decisions are implemented in a timely and effective manner.
- Regularly review the Group's operational performance and strategic direction and report accurately in agreed formats to the Board and the committees.
- Evaluate opportunities for growth through acquisitions identified internally or brought to the Group.
- Create and oversee the implementation of new product/market development for the business, ensuring that the appropriate outcomes for customers have been considered.
- Review and manage cost control and operating efficiencies throughout the Group.
- Recommend the annual budget and financial plans for the Group.

### Communication with the Board, Shareholders and the Workforce

- Attend Board meetings to report to the Board on matters affecting the Group.



- Maintain a dialogue with the Chair and the Board on important and strategic issues facing the Group, and propose Board meeting agenda items to the Chair that reflect these issues. Alert the Chair to forthcoming complex, contentious or sensitive issues affecting the Group.
- Support the Chair to make certain that appropriate standards of governance permeate through all parts of the Group.
- Ensure that the Board knows the views of the executive committee on business issues and ensure the executive committee gives appropriate priority to providing reports to the Board which contain accurate, timely and clear information.
- Lead the investor relations programme, and ensure that the Board is made aware of shareholders' views on relevant issues.
- Provide a structure for timely and accurate disclosure of information, including an escalation route for key issues as they arise.
- Set an example to the workforce, communicating to them the Company's expectations in respect of the Company's culture and ensuring the operational policies and practices drive appropriate behaviour.
- Ensure that the Board is made aware of views gathered via engagement between executive management and the workforce.
- Represent the Group externally with other key stakeholders.
- Ensure that the Chair is appropriately informed of their current areas of activities and work closely together as a team to promote the long-term success of the Group.
- Agree with the Chair on their respective roles in setting major tasks and in taking new initiatives.
- Ensure that there is clear articulation of responsibilities among members of the executive team with a clear organisational design.
- Ensure succession plans are put in place for the executive team (in conjunction with the Nomination Committee) and arrange appropriate development.
- Approve the appointment and termination of the employment of executive team members.

## **Risk Management and Governance**

- Oversee safety management processes, including the system for reporting incidents and safety training programmes.
- Monitor and maintain high standards of corporate governance.
- Conduct the affairs of the Group with the highest standards of integrity and having regard to the Group's responsibilities. Safeguard the reputation of the Group.
- Manage the Group's risk profile in line with the extent and categories of risk identified as acceptable by the Board and the audit and risk committee.

- Provide oversight of the Company's financial functions and resourcing including for their motivation, development and succession.
- Act as custodian of the Company's financial resources.

## 4. Directors' Role Profile

### Introduction

The Board is responsible to shareholders for creating and delivering shareholder value through the management of the Company's businesses. It should therefore determine the objectives and policies of the Group to deliver such long-term value, providing overall strategic direction within a framework of rewards, incentives and controls. The Board must ensure that executive management strikes an appropriate balance between promoting long-term growth and delivering short-term objectives. Directors have a duty to act in a way that they consider, in good faith, would promote the success of the Company for the benefit of the shareholders as a whole and in doing so have regard (amongst other matters) to:

- a. The likely consequences of any decision in the long term;
- b. The interests of the Group's employees;
- c. The need to foster business relationships with suppliers, customers and others;
- d. The impact of the Group's operations on the community and the environment;
- e. The desirability of the Group, maintaining a reputation for high standards of business conduct; and
- f. The need to act fairly as between shareholders of the Company.

The Board is also responsible for ensuring that executive management maintains a system of internal control which provides assurance of effective and efficient operations, internal financial controls and compliance with law and regulation. In carrying out this responsibility, the Board must have regard to what is appropriate for the Group's business and reputation, the materiality of the financial and other risks inherent in the business and the relative costs and benefits of implementing specific controls.

The Board is also the decision-making body for all other matters of such importance considered to be of significance to the Group as a whole because of their strategic, financial or reputational implications or consequences.

The principle of collective responsibility shall apply to all Board decisions such that all Directors will support consensus decisions, unless to do so would be illegal, or a breach of their duties as a director.

## General to all Directors

All directors have general responsibilities which include to:

- Provide entrepreneurial leadership of the Company, within a framework of prudent and effective controls that enable risk to be assessed and managed.
- Approve the Company's strategic aims, ensuring that the necessary financial and human resources are in place for the Company to meet its objectives and reviewing executive management performance against these objectives.
- Set the Company's values and standards and ensure that its obligations to its shareholders, customers, regulators and other stakeholders are understood and met.
- Act in accordance with the general Duties of Directors in Sections 171 to 177 of the Companies Act 2006.

Under English Law, the key duties of Directors include:

- Only exercising powers within the authority given and acting in accordance with the Company's constitution.
- At all times, acting not only in good faith and honestly, but also in the Company's best interests and to promote the success of the company for all its members, whilst having regard to the impact on the long-term consequences of any decisions on employees, suppliers and customers, the community and the environment, and the need to act fairly as between members of the Company.
- Exercising independent judgement in carrying out their duties.
- Exercising reasonable care, skill and diligence in carrying out their duties commensurate with their knowledge and experience.
- Avoiding a conflict of interest between their personal interests and their duties to the Company (although a conflict or potential conflict may be authorised by the directors in accordance with the Company's Articles of Association and the Company's Directors' Conflicts of Interest Policy), including not accepting a benefit from a third party and declaring an interest, direct or indirect, in a proposed transaction or arrangement with the Company.

In addition, directors must ensure that the Company does everything that is required of it by law and regulation e.g. ensuring the preparation of accounts which give a true and fair view of the state of affairs of the Company at the end of each financial year.

## Specific to Non-Executive Directors

Non-executive directors have responsibilities which include to:

- Uphold high standards of integrity and probity and support the Chair and executive directors in instilling the appropriate culture, values and behaviours in the boardroom and throughout the Company.
- Constructively challenge and help develop proposals on strategy and then fully empower the executive directors to implement the strategy.
- Scrutinise the performance of executive management in meeting agreed goals and objectives and monitor the reporting of performance.
- Apply their judgement to the business of the Board, leveraging their knowledge of the business and their other business experience.
- Demonstrate the financial literacy required for a proper understanding of the Group's activities and associated risks.
- Satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible.
- Determine appropriate levels of remuneration for executive directors, and have a prime role in appointing and, where necessary, removing executive directors and in succession planning for these roles.
- Complement the skills and experience of the executive directors, in particular by bringing to bear a diverse range of knowledge, experience and insight from other industries.
- Ensure that individual business decisions conform to agreed strategies and policies.

#### Specific to Executive Directors

Executive directors bear the responsibility (under the leadership of the Chief Executive) for making and implementing operational decisions and running the Company's business on a day to day basis. The duties of an executive director include the general duties applicable to all directors, as set out above. These duties extend to the whole of the business and not just that part of it covered by their individual executive responsibilities.

## 4.1 Non-Executive Directors' Charter of Expectations

#### Term

Non-executive directors will be appointed for a specific term of three years, subject to annual reappointment and statutory provisions relating to the removal of a Director.

#### Role Requirements

*Time Commitment:*

Expected time commitment will be agreed on an individual basis with each non-executive director, with the average time commitment for the non-executive directors as a whole, being in the range of forty eight days per year. Certain non-executive directors, including the Senior Independent Director, Committee Chairs and Committee members will be expected to commit additional time in order to fulfil these extra responsibilities. All non-executive directors are expected to make sufficient time available to discharge their responsibilities.

### *Other Positions:*

Non-executive directors who do not hold executive or chair positions at a listed company may hold up to four other non-executive directorships at listed companies.

### *Meetings:*

Attends all Board and Board committee meetings and Board dinners unless exceptional circumstances prevail. Is well prepared for all Board and Committee meetings.

### *Independence:*

Maintenance of own independence as measured by the independence criteria for non-executive directors pursuant to the UK Corporate Governance Code.

### *Conflict of Interest:*

Takes all reasonable actions to avoid potential conflicts of interest and must promptly disclose any actual or potential conflicts that may arise, in line with the PensionBee Group plc Directors' Conflicts of Interest Policy.

### *Business Awareness:*

Ensure they have the knowledge and understanding of the business to enable them to contribute effectively. On appointment, a non-executive director should devote a sufficient amount of time to a comprehensive formal and tailored induction programme to acquire an understanding of the main areas of business activity, in particular those that involve significant risk. Each non-executive director will review their training and development annually with the Chair and agree any development needs.

### *Competencies:*

Non-executive directors who are appointed to the Company's audit and risk committee ('Audit and Risk Committee') should have competence relevant to the sector in which the

Company operates, and at least one member should have recent and relevant financial experience.

### Key Competencies and Behaviours

Indicators of strong performance on the part of non-executive directors ('High Performance Indicators') as regards the objectives, include the following:

#### **"Committed to maximising long-term shareholder value"**

High Performance Indicators:

- Effectively leads the Group towards the achievement of its strategic objectives.
- Prepared to challenge established thinking on current strategy or practice for the longer-term benefit of the Company.
- Draws on real life examples from experience in a way that illustrates possible directions.
- Is focused on ensuring that the Company performs to the highest levels of shareholder expectations.

#### **"Helps Shape Corporate Strategy"**

High Performance Indicators:

- Is well informed about the Company and the external environment, bringing that knowledge to bear in the development of Company strategy.
- Raises relevant strategic issues (such as competition and sector-wide issues), influencing the shaping of strategy.
- Tests proposals on strategy put forward by the executive directors.
- Effectively contributes to the evolution of the corporate strategy and assists in its implementation through advice and counsel.
- Utilises full breadth of skills and experience to add value to all strategic discussions.

#### **"Demonstrates independence of judgement"**

High Performance Indicators:

- Willing to stand up for and defend own beliefs and values in the face of opposition.
- Able to challenge effectively outside own area of expertise.
- Demonstrates the courage to take a stand and challenge others' assumptions, beliefs or viewpoints as necessary, for the good of the organisation.

## **“Questions intelligently, debates constructively, challenges rigorously and decides dispassionately”**

High Performance Indicators:

- Asks searching questions which are focused on the key value at risk issues for the Company.
- Willing to challenge openly and rigorously, without causing unnecessary conflict.
- Takes difficult decisions dispassionately, whilst also being aware of the political implications.
- Able to deal effectively with complexity and assimilates knowledge quickly.
- Satisfies themselves that Board discussion and decision-taking on risk matters is based on accurate and appropriately comprehensive information and draws, as far as they believe it to be relevant or necessary, on external analysis and input.
- Takes into account the views of shareholders and other stakeholders which may provide different perspectives on the Company and its performance.

## **“Has the trust and respect of other members of the Board”**

High Performance Indicators:

- Commands the respect of their Board colleagues.
- Comments and observations are valued by executive directors and executive management alike.
- Is seen as even-handed in all their dealings with the Board and executive management.
- Supports executives in their leadership of the business whilst monitoring their conduct and performance.
- Is well informed about the Company and has a strong command of the issues relevant to the business.

## **“Effective member of the Board”**

High Performance Indicators:

- Demonstrates openness to being challenged on assumptions, beliefs, viewpoints and is willing to re-examine them in order to reach new conclusions.
- Will participate in robust and rigorous debates and then work with peers to arrive at consensus solutions.
- Listens sensitively to the views of others, inside and outside the Board.
- Shows willingness to enhance their contribution through receipt of feedback.
- Fully empowers the executive directors to implement the strategic decisions taken by the Board.

**“Uses network of contacts effectively”**

High Performance Indicators:

- Always alert to how their network of contacts may be utilised for the benefit of the Company.

**“Upholds high standards of integrity”**

High Performance Indicators:

- Actively promotes and demonstrates the appropriate culture, values and behaviours of the boardroom and beyond.

## 4.2 Executive Directors’ Charter of Expectations

*Time Commitment:*

Executive directors are expected to attend all Board meetings and scheduled dinners and be available to attend meetings of Board committees when required to do so by the Chair of that committee.

*Other Positions:*

Executive directors are not permitted to hold other executive or chair positions in listed companies. They may, however, hold up to two other non-executive directorships in listed companies, one of which may be in respect of a FTSE-100 company.

*Meetings:*

Is well prepared for all Board meetings.

*Company View:*

Be able to take a ‘Company’ shareholder value viewpoint notwithstanding personal responsibility for a function.

*Knowledge:*

Be knowledgeable of own areas of responsibility as well as understanding the strategic priorities facing the Company.

*Shareholding:*



Executive directors are expected to maintain a shareholding (or interest in shares) in line with the shareholding guidelines adopted by the Company's remuneration committee ('Remuneration Committee').

### Key Competencies and Behaviours

Executive directors are expected to:

- Effectively lead the Company towards the achievement of its strategic objectives and implement the strategy decisions taken by the Board.
- Use their specialist knowledge, skills and experience, generally to assist the Board in consideration of strategic issues, and ensuring that decisions taken are in the Group's best interests.
- Help ensure that the Board receives relevant, accurate, timely and high quality supporting information and presentations necessary for it to fulfil its duties.
- Put the interests of the Group before those of their specific area of responsibility, in particular being prepared to participate fully in the Board's collective and consensus decision-taking as a team member, rather than as a functional advocate.
- Be open to constructive challenge from non-executive directors.
- Manage any conflicts of interest between their role as a Board member and as an executive.
- Be sensitive to the collective responsibility of the Board for creating shareholder value and be mindful of having all the responsibilities of a Director.
- Be aware of their wider responsibilities when they join the Board and ensure that they receive appropriate training to enable them to fulfil their role.
- Be willing to enhance their contribution through receipt of feedback.

## 5. Committee Chairs' Charter of Expectations

The Chairs of Board committees fulfil an important leadership role, similar to that of the Chair of the Board, particularly in creating conditions for overall committee and individual director effectiveness. The Chairs of the Board committees will preside at all meetings of the committees and ensure that the work of the Committee is performed in an efficient and timely manner.

The key duties of a committee Chair will include the following:

- Provision of effective leadership to the committee.
- Ensures, in conjunction with the Company Chair and the Nomination Committee, high quality committee membership with an appropriate balance of skills and experience.
- Pro-actively manages the annual calendar of business to ensure most appropriate use of the committee's time.
- Engages and supports individual members to enhance Board activities and discussions.

- Ensures that the committee operates effectively as a team.
- Ensures that membership of the committee is a stimulating and enjoyable experience.
- Ensures that the committee's performance is evaluated annually.

#### **Effective Chairing of Meetings**

- Empowers all committee members to challenge issues openly whilst preventing unnecessary or acrimonious conflicts.
- Encourages and manages vigorous debate, whilst achieving closure on issues.
- Ensures time is allocated appropriately and ensures the business of the meeting is completed, whilst allowing appropriate discussions of individual items.
- Ensures the committee works in accordance with the best practice so that the committee is able to discharge its duties and comply with statutory/regulatory requirements.
- Ensures appropriate flow of timely and high-quality information to the committee.
- Ensures the committee is able to provide appropriate assurance to the Board on the issues within its terms of reference.
- Ensures committee members receive appropriate induction and ongoing training.

#### **Reporting to the Board**

Ensures high quality reporting to the Board on the work of the committee including identification of solutions to issues and concerns identified by the committee. Requires full Board consideration of committee areas of remit where considered appropriate, in conjunction with the Board's Chair.

## **6. Board Support and the Company Secretary**

The Board will be supported by the Company Secretary, whose role in ensuring good governance is to:

- Support the Chair and help the Board and its committees to function effectively.
- Work with the Chair, Chief Executive and executive management to ensure the presentation of accurate, timely and high quality supporting information to the Board and Board committees.
- Support the Chair in delivering director induction and development programmes.
- Support the Chair of the Board and the chairs of Board committees in delivering the Board and Board committee evaluation process and implementing any resulting action plan.
- Periodically review with the Chair of the Board, the effectiveness of the Board and Board committee governance framework including the remit of each Board committee and the process of interaction between committees and each committee to the Board.

The Company Secretary will:

- Report to the Chair on all matters of Board governance but will report to the relevant member of executive management in relation to their management responsibilities.
- Be expected to build relationships of mutual trust and respect with the Chair, SID and the non-executive directors, whilst maintaining the confidence of the Chief Executive and the other executive directors.