

Roles of Chairman and Chief Executive Officer

Roles:	
The Chairman's role is to lead the Board of Directors. He is not responsible for executive matters regarding the Company's business. The Chief Executive Officer and the company secretary are the only executives who report to the Chairman.	The Chief Executive Officer is responsible for all executive management matters affecting the Company and senior members of executive management report to him.
Principal responsibilities:	
The Chairman's principal responsibility is the effective running of the Board and overall stewardship of the business. He ensures the Board plays an effective and constructive part in the development of the Company's strategy and objectives.	The Chief Executive Officer's principal responsibility is the running the Company's business and leading the implementation of its strategy. He is responsible for: <ul style="list-style-type: none"> • developing the Company's strategy and overall commercial objectives for recommendation to the Board; and • implementing the decisions of the Board and its Committees.
Other responsibilities:	
Running the Board and setting Board agendas, ensuring that the important issues facing the Company and the concerns of all Board members are considered.	Making proposals for the Board agendas and maintaining a dialogue with the Chairman on important strategic issues facing the Company.
Ensuring that the Board receives accurate, timely and clear information on: <ul style="list-style-type: none"> • the Company's performance • issues, challenges and opportunities facing the Company; and • matters reserved to the Board for decision. 	Ensuring that the executive team gives appropriate priority to providing reports to the Board which contain accurate, timely and clear information.
Ensuring informal meetings of the directors take place, including meetings of the non-executive directors without executive directors present, as required to ensure that sufficient time and consideration is given to complex, contentious or sensitive issues.	Ensuring that the Chairman is alerted to emerging complex, contentious or sensitive issues affecting the Company of which he might not otherwise be aware.
Succession planning for Board appointments to retain and build an effective and diverse Board and proposing the membership of each Board Committee.	Supporting the Chairman in relation to succession planning particularly in respect of executive directors.
Ensuring members of the Board develop an understanding of the views of the major investors in the Company.	Leading the communication programme with shareholders.
Supporting an appropriate induction programme for new directors, facilitated by the company secretary.	Ensuring appropriate management time is made available for the induction process.
Identifying any development needs of individual directors and of the Board as a whole, assisted by the company secretary.	Ensuring that the development needs of the executive directors and other senior management members are identified and met.
Ensuring that the performance of the Board as a whole, its Committees, and individual directors is evaluated at least once a year. Undertaking the performance appraisal of the Chief Executive Officer.	Providing input to the Board evaluation process and undertaking the performance appraisal of the Chief Financial Officer.
Promoting high standards of integrity, probity and corporate governance throughout the Company and particularly at Board level.	Promoting, and conducting the affairs of the Company with high standards of integrity, probity and corporate governance.