



## **POSITION STATEMENT OF CHAIRPERSON**

The Chairperson is responsible for:

### **1. Meetings**

- (a) Chairing board and general meetings;
- (b) Upholding rigorous standards of preparation for meetings;
- (c) Running the board and ensuring its effectiveness in all aspects of its role, including regularity and frequency of meetings;
- (d) Setting the board agenda, taking into account the issues and concerns of all board members. Ensuring that there is appropriate delegation of authority from the board to executive management and board committees;
- (e) Ensuring the board's committees are properly structured with appropriate terms of reference;
- (f) Encouraging all board members to engage in board and committee meetings by drawing on their skills, experience and knowledge;
- (g) Ensuring that directors receive accurate, timely and clear information to enable the board to take sound decisions;
- (h) Managing the board to allow enough time for discussion of complex and contentious issues;
- (i) Ensuring that the decisions taken by the board are executed.

### **2. Directors**

- (a) Facilitating the effective contribution of non-executive directors and encouraging active engagement by all members of the board;
- (b) Ensuring constructive relations between all board members.

### **3. Induction, development, succession and performance evaluation**

- (a) Ensuring that new directors participate in a full, formal and tailored induction programme, facilitated by the Company Secretary;
- (b) Encouraging directors to make an active contribution at meetings;
- (c) Identifying the development needs of the board as a whole to enhance its overall effectiveness as a team;
- (d) Overseeing a formal succession plan for the board, the Managing Director and senior management appointments;

- (e) Ensuring the performance of the board is evaluated every two years and acting on the results of such evaluation by recognizing the strengths and addressing the weaknesses of the board. Where appropriate, through the corporate governance committee, proposing that new members be appointed or seeking the resignation of others.

**4. Relations with shareholders**

- (a) Ensuring effective communication with shareholders;
- (b) Maintaining sufficient contact with major shareholders to understand their issues and concerns, in particular discussing governance and strategy with them.

**5. AGM**

The Chairperson is responsible for arranging for (i) the Chairpersons of the board committees to be available to answer questions at the AGMs and (ii) all directors to attend.

**In addition**

The Chairperson should:

- (a) Set the ethical tone for the board and the company and uphold the highest standards of integrity and probity;
- (b) Ensure clear structure for the effective running of board committees;
- (c) Promote effective relationships of open communication between executive and non-executive directors both inside and outside the boardroom, ensuring an appropriate balance of skills and personalities;
- (d) With the Company Secretary, promote the highest standards of corporate governance;
- (e) Ensure that an appropriate balance is maintained between the interests of shareholders and other stakeholders (employees, customers, suppliers and the community);
- (f) Ensure the long-term sustainability of the business;
- (g) Establish a close relationship of trust with the Managing Director and Chief Finance Officer, providing support and advice while respecting executive responsibility;
- (h) Building and maintaining stakeholders’ trust and confidence in the company and, in conjunction with the Managing Director, representing the company to key stakeholders.

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