The Role of the Deputy Chair

The Deputy Chair helps to create the conditions for overall board and individual director effectiveness, working closely with the Executive Chair to ensure strong board leadership.

The Deputy Chair should demonstrate the highest standards of integrity and probity, and set clear expectations concerning the company's culture, values and behaviours, and the style and tone of board discussions, acting as a counterbalance to the Executive Chair.

The Deputy Chair will, as required, deputise for the Executive Chair in respect of all matters, including chairing board and general meetings.

The Deputy Chair's role includes:

- demonstrating ethical leadership;

- supporting the Executive Chair in setting a board agenda which is primarily focused on strategy, performance, value creation and accountability, and ensuring that issues relevant to these areas are reserved for board decision;

- providing a sounding board for the Executive Chair and serving as an intermediary for other directors when necessary;

- monitoring the relationship between the Executive Chair and the Chief Executive Officer to help ensure it remains a well-functioning working relationship, given the executive nature of the Chair's role;

- regularly considering succession planning and the composition of the board;

- making certain that the board has effective decision-making processes and applies sufficient challenge to major proposals;

- ensuring the board's committees are properly structured with appropriate terms of reference;

- encouraging all board members to engage in board and committee meetings by drawing on their skills, experience, knowledge and, where appropriate, independence;

- fostering relationships founded on mutual respect and open communication – both in and outside the boardroom – between the non-executive directors and the executive team;

- developing productive working relationships with all executive directors, and the CEO and Executive Chair in particular, providing support and advice while respecting executive responsibility;

- leading the annual assessment of the CEO and Executive Chair's performance, undertaken in conjunction with the non-executive directors;

• consulting the senior independent director on board matters in accordance with the UK Corporate Governance Code;

• taking the lead on issues of director development, including through induction programmes for new directors and regular reviews with all directors;

• acting on the results of board evaluation;

• being aware of, and responding to, his or her own development needs, including people and other skills, especially when taking on the role for the first time; and

• in conjunction with the Executive Chair, ensuring effective communication with shareholders and other stakeholders and, in particular, that all directors are made aware of the views of those who provide the company's capital.