



**KELLER GROUP PLC (the “Company”)**

**CHARTER OF EXPECTATIONS AND ROLE PROFILES**

**approved by the Board on 26 January 2021**

**Introduction from the Chairman**

This document sets the role profiles for all of the key positions on the Keller Group plc Board, and states the expectations that are demanded of each of us. This will be published on our website so that there is complete transparency of the standards we set ourselves for all our stakeholders. The performance of the Board and Board Committees and of each of us individually will be measured against these expectations.

**Peter Hill CBE**  
**Chairman**

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## **Chairman – Role Profile**

### **Main Accountabilities**

#### **Board Leadership and Management**

- Demonstrate ethical leadership and uphold the highest standards of integrity and probity, setting clear expectations concerning the Group's culture, values and behaviours.
- Is the ultimate custodian of stakeholder interests.
- Provide leadership of the Board and manage the business of the Board through setting its agenda and taking full account of the issues and the concerns of Board members.
- Ensure that Board agendas are primarily focused on strategy, performance and key value creation issues.
- Ensure that members of the Board receive accurate, timely and high quality supporting information, in particular about the Company's performance, to enable the Board to take sound decisions, monitor effectively and provide advice to promote the success of the company.
- Ensure that Board decision-making processes are effective.
- Manage Board process to ensure that sufficient time is allowed for discussion of complex or contentious issues, where appropriate arranging for informal meetings beforehand to enable thorough preparation for the Board's discussion.
- Facilitate and encourage active engagement and appropriate challenge by members of the Board, particularly on matters of risk and strategy or other major proposals; by drawing on Directors' skill, diverse experience, knowledge and where appropriate, independence.
- Ensure that there are no impediments to the Board's effective oversight of risk.
- Build an effective and complementary Board, initiating change and regularly considering succession planning and Board composition, working with the Nominations Committee.
- Foster relationships founded on mutual respect and trust, and open communication between the Non-Executive Directors and management, both inside and outside the Boardroom.
- Ensure Board Committees are clearly structured with appropriate Terms of Reference.
- Ensure that there is sufficient time at Board meetings for discussion of all major issues considered by Board Committees.

The Chairman will also:

- Provide effective leadership for the company, including representing the company and understanding the views of shareholders, and engaging as appropriate.
- Establish and develop effective working relationships with management, in particular, striving to develop a relationship of trust with the Chief Executive Officer, providing support and advice, while respecting executive responsibility.
- Lead any recruitment for a new Chief Executive, working with the Nominations Committee.
- Set goals for the Chief Executive and hold him or her to account for their delivery.
- Monitor the performance of the Chief Executive and make any recommendations, working with the Nomination Committee, to the Board in relation to succession planning.

- Consult with the Senior Independent Director on Board matters in accordance with the UK Corporate Governance Code (the UK Code).
- Establish good working relations and open lines of communication with other Company Executive Committee members.

### **Board Induction, Evaluation and Development**

- Ensure that a properly constructed induction programme is provided for new Directors.
- Consider and address the development needs of individual Directors and the Board as a whole to maintain the necessary depth and breadth of knowledge and skills, and enhance the effectiveness of the Board as a team.
- Lead the Board in the ongoing monitoring and annual evaluation of the performance of the Chief Executive Officer.
- Ensure that the performance of individual Board members, and of the Board and Board Committees as a whole, is evaluated at least once a year.
- Ensure appropriate action plans are put in place and implemented as a result of the Board Evaluation.

### **Governance**

- Keep under review, with the Board, the general progress and long term development of the Company.
- Promote the highest standards of corporate governance, seeking compliance with the provisions of the UK Code wherever possible.
- Ensure that the Board is able to discharge its duties and comply with the requirements of statutory/regulatory bodies that affect the functioning and responsibilities of the Board.

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

- Maintain effective communication with shareholders and other stakeholders and ensure that members of the Board develop and maintain an understanding of the views of major investors and other key stakeholders, and report on the nature and extent of the communication with major shareholders.

## **Chairman – Charter of Expectations**

### **Term**

The Chairman will be appointed for a specific term of three years subject to annual re-election and statutory provisions relating to the removal of a director. The Chairman 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 Chairman was an existing Non-Executive Director on appointment.

### **Role Requirements**

#### *Time Commitment:*

The Chairman is expected to commit to expend whatever time is necessary to fulfil their duties. It is expected this will, under normal circumstances, be equivalent to approximately 60 days per year.

#### *Other Positions:*

The Chairman is not expected to hold an executive position elsewhere with a listed company, or, under normal circumstances, hold more than one other listed company Chairman position. The Chairman may, however, hold up to three other Non-Executive Directorships at listed companies, or one if they hold two Chairman positions.

#### *Experience:*

Experience on the Board of a major, UK listed organisation. Good understanding of the role of Chairman and able to operate effectively in such a role at the highest level. Relevant operational and financial experience is necessary. Should be UK resident although not necessarily of UK nationality.

#### *Knowledge:*

The Chairman must have a good understanding and experience of UK boardroom and corporate governance issues.

### **Key Competencies and Behaviours**

In addition to the required competencies and behaviours of a Non-Executive Director, the Chairman must demonstrate the following:

- Provision of effective leadership to the Board
- In conjunction with the Nominations Committee ensures high quality Board composition with an appropriate balance of diverse skills and experience in the context of the Company's agreed strategic priorities.

- Sets the Board agenda and pro-actively manages the annual calendar of business to ensure the most appropriate use of the Board's time.
- Engages and supports individual members to enhance board activities and discussions.
- Ensures that the Board operates effectively as a team.
- Promotes effective communication between Executive Directors and Non-Executive Directors.

### **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 contribution 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.
- Be a respected ambassador for the Company.
- Be comfortable dealing with political and regulatory interests.
- Be able to command respect of key opinion formers.
- Have the skills to Chair an Annual General Meeting and deal with challenging and diverse shareholder questions.

The above expectations are to be read in addition to the Charter of Expectations for Directors and any other Board positions held.

## Senior Independent Director – Role Profile

In “steady state” times, the role of the Senior Independent Director is to:

- Provide a sounding board for the Chairman and provide support for the Chairman in the delivery of their objectives.
- Serve as a trusted intermediary for all Directors when necessary.
- Be available to shareholders if they have concerns relating to matters which contact through the normal channels of Chairman, Chief Executive Officer or Chief Financial Officer has failed to resolve, or for which such contact is inappropriate.
- Maintain contact as required with major shareholders to understand their issues and concerns, including attending meetings where necessary with shareholders to listen to their views in order to help develop a balanced understanding of the issues and concerns of major shareholders.
- Support the Chairman in ensuring the Board is aware of the views of major shareholders and especially that any concerns are conveyed to all Directors (unless a Director is the reason for the concern).
- Meet with Non-Executive Directors without the Chairman present at least annually and, taking into account the views of the Executive Directors, lead the Non-Executive Directors in the ongoing monitoring and annual evaluation of the performance of the Chairman, including communicating the results of such.
- Together with the Nominations Committee, take responsibility for an orderly succession process for the role of Chairman and ensure that appropriate succession planning procedures are in place in relation to Board succession in general.

If the Board is undergoing a period of stress, which might include those circumstances detailed below, the Senior Independent Director will work with the Chairman and other Directors or shareholders as required to attempt to resolve significant issues such as:

- A dispute between the Chairman and Chief Executive Officer;
- Where shareholders or Non-Executive Directors have expressed concerns that are not being addressed by the Chairman or Chief Executive Officer;
- If the strategy being followed by the Chairman and Chief Executive Officer is not supported by the full Board;
- Where the relationship between the Chairman and the Chief Executive Officer is particularly close and decisions are being made without the approval of the full Board; and
- Where Executive or Board succession planning is not being carried out.

## **Role Requirements**

### *Time Commitment:*

The Senior Independent Director will be expected to commit at least 10 days per year to this role in addition to his or her Board Non-Executive Director duties, but be able to commit significantly more time to the role in exceptional circumstances.

### *Experience:*

Significant experience of serving on the Boards of UK listed organisations. Preferably UK resident although not necessarily of UK nationality.

## **Key Competencies and Behaviours**

### *Trust/respect:*

Must be able to command the trust and respect of his/her fellow Directors and be seen as an individual to whom Directors and institutional shareholders can raise concerns which contact through normal channels has failed to resolve, or if such contact is inappropriate.

### *Political awareness:*

Must have experience in managing politically sensitive situations in a large and complex organisation.

### *Judgment:*

Must have the ability to demonstrate excellent judgment under pressure.

The above expectations are to be read in addition to the Charter of Expectations for Directors and any other Board positions held.



## **Chief Executive Officer – Role Profile**

Responsible for the formulation of strategy, and the operational and financial business of the Company.

The Chief Executive Officer is also responsible for the following matters:

- Formulating strategy proposals for the Board.
- Formulating annual and medium-term plans charting how this strategy will be delivered.
- Appraising the Board of all matters which materially affect the group and its performance, including any significantly underperforming business activities.
- For the company's compliance with all relevant laws, statutes and regulations.
- For the reputational management aspects of all matters affecting the company.
- For the ethical standards and the purpose of the company.
- Leading executive management in order to enable the group's businesses to meet the requirements of shareholders.
- For the operational and financial performance of the company as reasonably expected by the Board and shareholders.
- For the business processes within the company to enable the above.
- For the appointment and, where necessary the removal, of members of the management team, including overseeing their motivation, development and succession.

## **Chief Financial Officer – Role Profile**

A key contributor to the group's strategy and its implementation, the Chief Financial Officer has full responsibility for financial management and control, budgeting and forecasting, tax and treasury and investor relations.

The Chief Financial Officer is also responsible for:

- For the adherence within the company to all applicable accounting standards.
- For the internal financial controls within the company.
- As custodian of the company's financial resources.
- For oversight of the company's financial functions and staffing including for their motivation, development and succession.
- For maintaining the adequate financial liquidity and viability of the company.

## Director – Role Profile

### Introduction

The Board is responsible to shareholders for creating and delivering sustainable shareholder value through the management of the Company's businesses. It should therefore determine the objectives and policies of the Company to deliver such long-term value, providing overall strategic direction within a framework of rewards, incentives and controls. The Board must ensure that management strikes an appropriate balance between promoting long-term growth and delivering short-term objectives.

Directors must 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 Keller's employees;
- (c) The need to foster Keller's business relationships with suppliers, customers and others;
- (d) The impact of Keller's operations on the community and the environment;
- (e) The desirability of Keller maintaining a reputation for high standards of business conduct; and
- (f) The need to act fairly as between shareholders of Keller.

The Board is also responsible for ensuring that 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 Company'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 as to be of significance to the Company as a whole because of their strategic, financial or reputational implications or consequences and these areas for its decision-making are set out in the Matters reserved to the Board.

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**

- Provide entrepreneurial leadership of the company, within a framework of prudent and effective controls which 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 review management performance.
- 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; and
- 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 Keller's Articles of Association), 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**

The role of the Non-Executive Director is to:

- Uphold high standards of integrity and probity and support the Chairman 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 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 Company'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 Officer) 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.

## **Non-Executive Director – Charter of Expectations**

### **Term**

Non-Executive Directors will be appointed for an initial specific term of three years subject to annual re-election and statutory provisions relating to the removal of a director and reviewed thereafter. The minimum commitment is expected to be six years, or two three-year terms; the absolute maximum is nine years, other than in exceptional circumstances, such as Committee Chair succession, in which case a determination of independence will need to be carried out, and with a normal maximum tenure of approximately eight years.

### **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 24 days per year or 2 days per month. Certain Non-Executive Directors, including the Senior Independent Director, Committee Chairmen 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 Chairman positions at a listed company may hold up to three 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 Code.

#### *Conflict of Interest:*

Takes all reasonable actions to avoid potential conflicts of interest and promptly disclose any that may arise.

#### *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 development annually with the Chairman and agree any development needs.

### *Competencies:*

Audit Committee Membership – Non-Executive Directors who are appointed to the Audit Committee should have competence relevant to the sector in which the company operates, be independent and at least one member should have recent and relevant financial experience.

## **Key Competencies and Behaviours**

### **“Committed to maximising long-term shareholder value”**

High Performance Indicators:

- Effectively leads Keller 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 focussed on ensuring that the Company performs to the highest levels of shareholder expectation.

### **“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 Company or cluster level 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 him/herself that Board discussion and decision taking on risk matters is based on accurate and appropriately comprehensive information and draws, as far as he/she believes 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 perspective on the Company and its performance.

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

- High Performance Indicators:
- Commands the respect of his/her Board colleagues.
- Comments and observations are valued by Executive Directors and management alike
- Is seen as even-handed in all his/her dealings with the Board and 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.
- Is willing 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:

- Is always alert to how his or her network of contacts may be utilised for the benefit of Keller.

#### **“Uphold high standards of integrity”**

High Performance Indicators:

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

## **Executive Director – Charter of Expectations**

### **Role Requirements**

#### *Time Commitment:*

Executive Directors are expected to attend all Board meetings and scheduled dinners each year and be available to attend meetings of Board Committees, when required to do so by the Chairman of that Committee.

#### *Other Positions:*

Executive Directors are not expected to hold other executive or Chairman positions in listed companies. They may, however, hold a Non-Executive Directorships in one other listed 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 Remuneration Committee.

### **Key Competencies and Behaviours**

Executive Directors are expected to:

- Effectively lead Keller towards the achievement of its strategic objectives and implement the strategy decisions taken by the Board.
- Use their specialist knowledge and experience, generally to assist the Board in consideration of strategic issues, and ensuring that decisions taken are in the Company’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 Company 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.

## **Committee Chairmen – Charter of Expectations**

The Chairmen of the Board Committees fulfil an important leadership role similar to that of the Chairman of the Board, particularly in creating conditions for overall Committee and individual Director effectiveness.

The Chairmen 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 Chairman will be:

- Provision of Effective Leadership to the Committee
- Ensures, in conjunction with the Company Chairman and the Nominations Committee, high quality Committee membership with an appropriate balance of skills and experience.
- Pro-actively manages 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 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 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 Chairman.

## **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 Chairman and help the Board and its Committees to function effectively.
- Work with the Chairman, Chief Executive Officer and management to ensure the presentation of accurate, timely and high quality supporting information to the Board and Board Committees.
- Support the Chairman in delivering Director induction and development programmes.
- Support the Chairman of the Board and the Chairmen of the Board Committees in delivering the Board and Board Committee evaluation process and implementing any resulting action plan.
- Periodically review with the Chairman, 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 Chairman on all matters of Board Governance but will report to the Chief Executive in relation to his/her other executive management responsibilities.
- Be expected to build relationships of mutual trust with the Chairman, the Senior Independent Director and the Non-Executive Directors, whilst maintaining the confidence of the CEO and Executive Directors.