

## **Appendix 2**

### **Chairman and Chief Executive - Roles and Responsibilities**

#### **Chairman**

The Chairman is responsible for creating the conditions for overall Board and individual Director effectiveness. The essential tasks of a Chairman are as follows:

- Providing leadership to the Board
- Taking responsibility for the Board's composition and development
- Ensuring the Board receive proper information
- Planning and conducting Board meetings effectively
- Ensuring all Directors are involved and focus on the key tasks
- Engaging the Board in assessing and improving its performance
- Overseeing the induction and development of Directors
- Provide advice and assistance to the Chief Executive
- Chair the Nomination Committee
- Member of the Remuneration Committee
- Attend the Audit Committee by invitation

#### **Chief Executive ('CEO')**

The CEO is responsible for the performance of the Company, as dictated by the Board's overall strategy. The CEO reports to the Board. The responsibilities of the CEO include:

- Developing strategic operating plans that reflect the longer-term objectives and priorities established by the Board
- Closely monitoring the operating and financial results against plans and budgets and taking remedial action where necessary and informing the Board of significant changes
- Putting in place adequate operational planning control systems
- Building and maintaining an effective executive management team
- Ensuring that the operating objectives and standards of performance are not only understood but owned by the management and other employees
- Maintaining an ongoing dialogue with the Chairman of the Board
- Attend the Nomination, Remuneration and Audit Committees by invitation