

Senior Independent Director Responsibilities

Title	Senior Independent Director
Accountable to	Board of Directors
Job Summary	
<p>The Senior Independent Director (SID) will be a non-executive director (NED) with all the general duties of a NED in common with other NEDs, but with the enhanced duties of the SID. These duties are required under business as usual, but become vitally important should the board experience a period of stress. The SID is expected to work with the chairman, other Directors and shareholders to resolve major issues. To fulfil this role, the SID should maintain healthy and active relationships with both fellow directors and investors.</p>	
Criteria for Eligibility	
<p>A NED who is appointed to the Board of Directors and who is considered to be independent.</p>	
Principle Duties and Areas of Responsibility	
<ul style="list-style-type: none"> • The SID will be available to shareholders if they have concerns which contact through the normal channels of chair, chief executive or finance director has failed to resolve or for which such contact is inappropriate. • The SID will provide a sounding board for the chair and serve as an intermediary for the other directors and shareholders. The SID will act as conduit for other Directors, as and when necessary, and will take the initiative in discussion with the chair, or other board members, if it should seem that the Board is not functioning effectively. • The SID will attend sufficient meetings with major shareholders and financial analysts to obtain a balanced understanding of the issues and concerns of such shareholders. • The SID will chair the nomination committee when it is considering succession to the role of chair of the board. • The SID will lead a meeting with the non-executive directors at least once a year to appraise the chair's performance and on such other occasions as are deemed appropriate. 	
Time Commitment	
<p>The SID should ensure he/she will have sufficient time to meet the rigours of the role and the additional responsibilities. The Board will consider the</p>	

other demands on the SID's time and take into account when deciding on appointment.

Approval

The role description was approved by the Board of Directors at its meeting held on 11 December 2018.

Any subsequent changes to the role description will be agreed by the Board of Directors and the role description will be reviewed on an annual basis.