

## **ROLE OF A NON-EXECUTIVE DIRECTOR**

A Non-Executive Director will:

- a) Contribute constructively to individual Board discussions and use their valuable range of advisory skills and varied specialist experience to enhance the overall operation of the Board.
- b) Support senior management to develop proposals on strategy and scrutinise the performance of senior management in meeting agreed goals and objectives.
- c) Monitor the reporting of performance, satisfy themselves that financial information is accurate and ensure that financial controls and systems of risk management are robust and defensible.
- d) Determine appropriate levels of remuneration of executive directors and have a prime role in appointing, and where necessary removing, executive directors and in succession planning.
- e) Commit sufficient time to attend Board meetings, relevant Board Committee meetings, the Annual General Meeting, Board dinners, and site visits, as appropriate.
- f) Devote time to developing and refreshing their own knowledge and skills.
- g) 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 beyond.
- h) Insist on receiving high-quality information sufficiently in advance of Board meetings.
- i) Promote the long-term value of the Company, considering the interests of shareholders and other stakeholders where appropriate.
- j) Meet with the Senior Independent Director and Non-executive Directors at least once a year to appraise the Chairman's performance and on such other occasions as appropriate.