

## Role of the Senior Independent Director ('SID')

The SID is a non-executive Director of the Company and as such has the same statutory and regulatory responsibilities as all other Directors. These responsibilities include:

- To act in good faith and promote the long term success of the Company for all members and wider stakeholders.
- To exercise independent judgment, reasonable care, skill and diligence when carrying out their duties.
- To challenge and contribute constructively to Board decision making, using the skills and experience they possess and those generally expected of a Director.
- To provide effective oversight of the Group's operations, controls and financial performance.
- To avoid conflicts of interest between their personal interests and their duties.

In addition:

- 1.1 The SID will be appointed by the Board from amongst the independent non-executive Directors.
- 1.2 The SID shall act as a sounding board for the Chairman, providing them with support in the delivery of their objectives and serving as an intermediary for the other Directors when necessary.
- 1.3 The SID shall provide support for the Chairman in the delivery of Board objectives, including oversight of expenses.
- 1.4 The SID shall lead the orderly succession process for the Chairman, unless the SID is a candidate in the process, working closely with the Nomination & Governance Committee. If the SID is a candidate, the process shall be led by a Director nominated by the Board for this purpose.
- 1.5 The SID should be available to shareholders if they have concerns which have not been resolved through the normal channels of Chairman, Chief Executive or other executive Directors, or for which such contact is inappropriate.

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- 1.6 Led by the SID, the non-executive Directors should meet without the Chairman present at least annually to appraise the Chairman's performance (and on such other occasions as are deemed appropriate).
- 1.7 When the Board is undergoing a period of stress, the SID shall work with the Chairman and other directors, and/or shareholders, to resolve significant issues. Boards should ensure they have a clear understanding of when the SID might act as mediator in order to maintain Board and Company stability.  
  
Examples of significant issues include disputes between the Chairman and the Chief Executive; where shareholders or non-executive Directors have expressed concerns that are not being addressed by the Chairman or the Chief Executive; the strategy is not supported by the entire Board; the relationship between the Chairman and Chief Executive is particularly close; decisions are being made without the approval of the full Board; or succession planning is being ignored.
- 1.8 The Company Secretary shall ensure the SID receives appropriate training and guidance.

This Role Profile was approved by the Board on 20 March 2019.