

# Role of the Chairman

## Introduction

The Chairman's position is established under Clause 17.4 of the company's constitution, whereby "the Board may elect a Chairman and a Deputy Chairman of its meetings and determine the period for which each is to hold office". The Constitution is silent on the role of the Chairman, other than to provide for a second or casting vote by the Chairman under certain circumstances at meetings of the Board.

The purpose of this document is to clearly establish the role of the Chairman in relation to:

- Meetings of the Board;
- Leadership and Responsibilities; and
- Board Direction.

## 1. Chairing the Board

The Chairman's role is to:

- 1.1 settle Board agendas in liaison with the Chief Executive Officer (CEO) and Company Secretary, and convene meetings of the Board;
- 1.2 ensure that appropriate matters are brought before the Board for information, discussion, deliberation and decision, including matters which directors may wish to raise;
- 1.3 chair Board meetings in a manner which results in consensus and a commitment to clear and unambiguous Board decisions;
- 1.4 ensure Board discussions effectively address the matters before the Board and the critical issues (if any) facing the business;
- 1.5 foster a climate of openness, common purpose and debate where contributions from all members are encouraged and valued; and
- 1.6 ensure Board minutes properly record Board decisions and the business conducted at the meeting.

## 2. Leadership and Responsibilities

The Chairman's role is to:

- 2.1 develop a productive, ongoing relationship with the CEO;
- 2.2 act as mentor for the CEO;
- 2.3 ensure that the CEO is aware of the Board's expectations in terms of performance and information;
- 2.4 ensure appropriate relationships exist between individual directors and the executive team;
- 2.5 chair the Annual General Meeting and any other formal meetings of the company;
- 2.6 assist in finalising the company's annual and half-yearly report;
- 2.7 develop a draft annual calendar of Board activities, including Board meeting dates for the coming year, for Board consideration;
- 2.8 authorise and/or make public announcements pertaining to the operations of the business;
- 2.9 oversee, and where appropriate participate directly in, the relationship between the company and its shareholders;
- 2.10 actively represent the company in the wider public domain, including acting as spokesman in matters that have a significant bearing on the company's activities.

## 3. Board Direction

The Chairman's role is to:

- 3.1 be primarily responsible for the direction and effectiveness of the Board;
- 3.2 monitor and review the adequacy of the information presented to the Board for decision making;
- 3.3 obtain further information which members of the Board consider necessary for decision making by the Board, including obtaining external advice or the making of independent enquiries;

- 3.4 ensure the timely dissemination of information relevant to the Board's deliberations;
- 3.5 oversee the establishment and operation of Board Committees, including their composition, terms of reference, effectiveness and remuneration;
- 3.6 ensure that the Board has defined its role and relationship with management to enable both to function efficiently and effectively;
- 3.7 act as a link between Board and senior management between Board meetings;
- 3.8 ensure that the Board's performance is reviewed annually to ensure that the Board as a whole performs effectively;
- 3.9 ensure that a robust process is in place for reviewing Board membership and the balance of competencies among directors;
- 3.10 consider requests from a director or the directors collectively or from a Committee of the Board for obtaining independent advice and make the necessary arrangements for the provision of that advice, including authorising payments for the advice and/or services provided.