



Corporate Governance

# Role of the Chair

<b>Authorised by</b>	SIG plc Board
<b>Adopted</b>	12 November 2024
<b>Version</b>	7

The Chair leads the Board and is responsible for its overall effectiveness in directing the Company:

## 1. MEETINGS

- Chairing Board and General Meetings and those of the Nominations Committee;
- Running the Board and ensuring its effectiveness in all aspects of its role, including regularity and frequency of meetings;
- Setting the Board agenda, taking into account the issues and concerns of all Board members. The agenda should be forward looking, primarily focused on strategy, performance, value creation, culture, governance, stakeholders and accountability and ensuring that issues relevant to these areas are reserved for board decision;
- Ensuring that there is appropriate delegation of authority from the Board to Executive Management;
- Ensuring that Directors receive a timely flow of accurate, and clear, information including that on the Company's current performance, to enable the Board to take sound decisions, monitor effectively and provide advice to promote the success of the Company;
- Ensuring the Board determines the nature, and extent, of the significant risks the Company is willing to embrace in the implementation of its strategy;
- Ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues, and that debate is not truncated. The Chair should ensure that Directors (particularly Non-Executive Directors) have sufficient time to consider critical issues and obtain answers to any questions or concerns they may have and are not faced with unrealistic deadlines for decision making;
- Promoting a culture of openness and debate within the boardroom.

## 2. DIRECTORS

- Facilitating the effective contribution of Non-Executive Directors and encouraging active engagement by all Members of the Board, drawing on their skills, experience and knowledge;
- Ensuring all Directors are aware of and able to discharge their statutory duties;
  - Fostering relations based on trust, mutual respect and open communication between the Executive and Non-Executive Directors;
  - Holding meetings as may be appropriate with the Non-Executive Directors without the Executive Directors present.

### 3. INDUCTION, DEVELOPMENT AND PERFORMANCE

- Providing guidance and mentoring to new Directors as appropriate;
- Ensuring that all Directors receive a full, formal and tailored induction on joining the Board;
- Ensuring that the development needs of Directors are identified and, with the Company Secretary having a key role, that these needs are met. Ensuring that all Directors continually update their skills, knowledge and familiarity with the Company to fulfil their role on the Board and its Committees;
- Identifying the development needs of the Board as a whole to enhance its overall effectiveness as a team;
- Leading the annual board performance evaluation and each of its committees with support from the Senior Independent Director as appropriate, acting on the results and reporting in the annual report the effectiveness of the Board's performance and initiatives to improve wherever necessary;
- Considering having regular externally facilitated Board performance evaluations;
- Overseeing the recruitment and succession planning of the Executive Leadership Team;
- Where appropriate, through the Nominations Committee, proposing that new members be appointed to the Board or seeking the resignation of others.

### 4. RELATIONS WITH SHAREHOLDERS AND OTHER STAKEHOLDERS

- Ensuring consideration of an appropriate balance between the interests of shareholders and other stakeholders in the Company (such as employees, customers, suppliers and the community);
- Ensuring effective communication and regular engagement with shareholders and other key stakeholders;
- Maintaining sufficient contact with major shareholders to understand their issues and concerns, in particular discussing governance, strategy and remuneration with them;
- Assisting Committee Chairs in their engagement with shareholders on significant matters related to their areas of responsibility;
- Ensuring that the views of shareholders and other key stakeholders are communicated to the Board as a whole so that all Directors develop a clear understanding of their views.

### 5. AGM

- Arranging for the Chairs of Board Committees to be available to answer questions at

the AGM and for all Directors to attend.

**B. In addition, the Chair should:**

- Demonstrate objective judgement throughout their tenure and uphold the highest standards of integrity and probity;
- Set the agenda, style and tone of Board discussions and promote a culture of openness and debate;
- Ensure that they are fully informed about all issues on which the Board will have to make a decision, through briefings with the Chief Executive Officer, the Company Secretary, and members of executive management as appropriate;
- Ensure clear structure for, and the effective running of, Board Committees;
- Ensure effective implementation of Board decisions;
- Promote effective relationships and open communication between Executive and Non-Executive Directors both inside and outside the Boardroom, ensuring an appropriate balance of skills;
- Build an effective and complementary Board and, with the Nominations Committee, initiate change and plan succession in Board appointments (except that of a successor as Chair) subject to Board and shareholder approval;
- With the assistance of the Company Secretary, promote the highest standards of corporate governance, seeking compliance with the UK Corporate Governance Code. If full compliance is not possible, ensure that the reasons for non-compliance are fully understood, agreed by the Board and explained to shareholders;
- Ensure the long term sustainability of the business;
- Ensure the continual improvement in quality and calibre of the executives;
- Develop a productive working relationship with the Chief Executive Officer and Chief Financial Officer, providing support and advice while respecting executive responsibility;
- Provide coherent leadership of the Company, including, in conjunction with the Chief Executive Officer, representing the Company to customers, suppliers, governments, shareholders, financial institutions, the media, the community and the public.

## Version control

<b>Version</b>	<b>Date Approved</b>	<b>Approved By</b>	<b>Description</b>
1	5 August 2015	Board	Annual Review
2	10 November 2016	Board	Annual Review
3	6 October 2017	Board	Annual Review
4	12 November 2019	Board	Annual Review
5	9 November 2022	Board	Annual Review
6	22 September 2023	Board	Annual Review
7	12 November 2024	Board	Annual Review