

Role description for Chair of the Board

Outline of role – areas for non-executive directors plus:

- Ensuring that the Board acts as the Shareholder's agent and that there is constructive and effective dialogue between the company and the Shareholder, including attendance at Shareholder Committee meetings
- Leading the Board's strategic planning process and ensuring focus is on the long term success of the company
- Ensuring that the company maintains a healthy organisational culture based on high standards of integrity and propriety and that a positive culture is embedded in Board and senior management behaviours and processes
- Acting as the company's lead representative at Board level and demonstrating behaviours that are aligned to company values
- Chairing the Board meetings and ensuring that meetings remain focussed on key strategic matters rather than operational issues
- Encouraging contribution at meetings from all non-executive directors and that Board decisions are clear, based on a consensus view, evidenced with a clear rationale and are taken in line with the governance framework
- Holding pre-meetings for non-executive directors to ensure that Board meetings remain focussed and challenged is channelled appropriately
- Conducting annual Board and Managing Director / Chief Executive appraisals to ensure that those leading the organisation have the skills, behaviours and experience required for organisational success
- Dealing with any HR matters in relation to senior management as appropriate and in line with the governance framework, agreed processes and advice

Skills and experience – those for non-executive directors plus:

- Clear focus on strategic thinking
- A good listener and disciplined speaker
- Able to promote discussion and challenge
- Able to weigh up arguments and summarise for others
- Meeting management skills
- Able to objectively and handle sensitive and difficult situations

Obligations - those for non-executive directors plus:

- Preparing for annual appraisals and liaising with the Council's HR support
- Regularly liaising with the Company Secretary including preparing for Board meetings

Training – minimum required for non-executive directors plus the following training / resources:

- Chairing the Board