

Governance structure and responsibilities *continued*

Responsibilities of those charged with governance

As at the date of this report, our Board comprised a Non-Executive Chairman, four Independent Non-Executive Directors, one additional Non-Executive Director and two Executive Directors. There is a clear division between Executive and Non-Executive responsibilities, which ensures accountability and oversight. The roles of Chairman and Chief Executive are separately held, and their responsibilities are well-defined and set out below. The Chairman and the other Non-Executive Directors meet routinely without the Executive Directors, and individual Directors engage with senior management and other members of the Group's workforce, during and outside Board meetings, in order to gain first-hand experience of our operations. The Board is supported by the Company Secretary, to whom all Directors have access for advice. The table below summarises the key responsibilities of each of the director roles on the Board.

Individual	Role
Chairman	<ul style="list-style-type: none"> Oversees Board responsibilities
CEO	<ul style="list-style-type: none"> Develops and executes the strategic plan and manages risk
Senior Independent Director	<ul style="list-style-type: none"> Oversees governance procedures
Committee Chairman	<ul style="list-style-type: none"> Oversees Committee responsibilities
Non-Executive Director	<ul style="list-style-type: none"> Carries out Board responsibilities
Company Secretary	<ul style="list-style-type: none"> Facilitates effective operation of the Board and Board Committees

Board	Key focus
Responsibility: <ul style="list-style-type: none"> Monitoring progress against the strategy of the Group and ensuring long term success for the benefit of all stakeholders; Ensuring that adequate resources are available so that strategic objectives may be achieved through the annual planning process and ongoing monitoring; Ensuring that the Group's risk management and internal control systems (both financial and operational) are fit for purpose and operating as they should be; Reporting to and maintaining relationships with stakeholders; Compliance with laws and regulations and good corporate governance; Dividend policy; Treasury policy; Insurance policy; Major capital expenditure; Acquisitions and disposals; Board structure; and Remuneration policy. 	<ul style="list-style-type: none"> Ensuring continued optimal integration across the enlarged Group and achievement of synergies. Embedding vision and values throughout the Group. Ensuring execution of Group strategy by executive team. Monitoring progress against strategic objectives. Manage the Group's growth through strategic acquisitions; managing the transition process as the business embeds the Group's governance framework, financial reporting, risks, and internal controls. Making recommendations to the Board regarding setting and approving the Group's risk appetite. Review and approval of the Groups wide risk assessment process.

Executive Directors	Key focus
Responsibility: <ul style="list-style-type: none"> Ensuring the Group strategy is executed effectively via the Group Management Boards; Monitoring Group performance; Managing the Group's financial affairs; and Implementing the system of internal control. 	Delivery of the strategic plan <ul style="list-style-type: none"> Achievement of integration and synergies. Monitoring progress against strategic objectives.

Group Management Boards	Key focus
Responsibility: <ul style="list-style-type: none"> Executing Group strategy and policies; Considering operational business issues; Reviewing risk reporting and taking necessary actions; and Managing business performance. 	Delivery of the strategic plan <ul style="list-style-type: none"> The Group Management Boards are focused on the operational delivery of the strategic plan, implementing the strategy and developing strategic opportunities to enhance the business.

Audit Committee	Key focus
Responsibility: <ul style="list-style-type: none"> Monitoring the integrity of financial reporting on behalf of the Board, including reviewing the work of Group internal audit; Overseeing the statutory audit process, monitoring quality of the audit process and resultant findings and evaluating auditor effectiveness; Monitoring independence and objectivity, including monitoring auditor rotation and developing a policy on non-audit services provided; Approving auditors' remuneration and terms of engagement and making a recommendation to the Board regarding the appointment/reappointment of the auditors on an annual basis; and Overseeing the audit tender process. 	Delivery of the strategic plan <ul style="list-style-type: none"> Supporting the Board as they grow the business through strategic acquisitions; managing how the business embeds the Group's governance framework, financial reporting, risks and internal controls.