

## Chair of the Board Role Profile

### Overall Responsibilities

#### Leadership

- Provides ethical leadership of the Board, promoting and upholding the highest standards of corporate governance (including seeking to comply with the provisions of the UK Corporate Governance Code where it applies to a building society), integrity and probity.
- Ensures the effective running of the Board and that the Board, as a whole, plays a full and constructive part in the development and determination of the Society's strategy, with subsequent ongoing oversight.
- Sets clear expectations concerning the Society's culture and behaviours and the style and tone of Board discussions.
- Ensures that the Board has appropriate engagement with and seeks feedback from its key stakeholders, including but not limited to members, customers and colleagues, ensuring that their views are taken into account as part of decision making as appropriate.

#### Board and Committee Stewardship

- Ensures the Board operates efficiently and effectively and identifies the development needs of the Board as a whole to enhance its overall effectiveness.
- Ensures the performance of the Board, its Committees and individual directors is evaluated at least once a year, including considering an external evaluation every three years, and that the results are acted upon.
- Chairs Board, General Meetings of members and meetings of the Chair's Committee and becomes a member of any other Committee as required by the Board.
- Sets the Board agenda and ensures that it contains any issues reserved to the Board together with an appropriate balance between:
  - strategic issues;
  - monitoring and oversight of current performance and other business matters;
  - forward looking.
- Ensures that there is appropriate delegation of authority from the Board to the executive team and other appropriate members of the leadership team.
- Ensures that management information provided to the Board is reviewed periodically and that it is comprehensive, timely and clear so that the Board has sufficient time and information to make sound decisions, monitor effectively and provide advice to promote the success of the Group.
- Ensures that the Board and other relevant Committees:
  - meet with sufficient frequency and devote sufficient time and attention to the matters in their remit;
  - have the information necessary to make sound decisions and give appropriate advice its and their tasks;
  - provide independent oversight and sufficient challenge of executive decisions.
- Ensures that there are clear expectations concerning the style and tone of discussions ensuring:
  - there is full, open discussion at meetings the views of all directors aired through full and effective contributions;
  - all risks and issues are considered before proposals are accepted by the Board;
  - the Board is broadly supportive of decisions reached.
- Approves the minutes following each Board meeting.

#### People Leadership

- Provides a focus for liaison between the Chief Executive, other Executive Directors and Chief Officers and the Non-Executive Directors.
- Ensures that meetings are held at least bi-annually with the Non-Executive Directors without the executives present.
- Ensures that there is regular consideration of succession planning and composition of the Board and the senior executive team.
- Ensures that new directors receive appropriate induction on appointment and that all directors and the Board as a whole receive ongoing training and development.
- Ensures that planning takes account of the overall Group strategy.

#### Representing the Society

- Provides leadership of the Society and, in conjunction with the Chief Executive, represents the Society externally, focusing on members (particularly at the Annual General Meeting), the Regulators and liaising with Chair of the Society's peer group.