

**NETWORK INTERNATIONAL HOLDINGS PLC  
CHAIRMAN - ROLE PROFILE**



**NETWORK INTERNATIONAL HOLDINGS PLC**

(the **Company**)

**CHAIRMAN: ROLE PROFILE**

**1. BOARD LEADERSHIP AND MANAGEMENT**

1.1 The chairman of the board of directors of the Company (the **Chair**) shall:

- (a) ensure the effectiveness of the board of directors of the Company (the **Board**) in all aspects of its role, including the satisfaction of its legal, regulatory and shareholder responsibilities;
- (b) facilitate the effective contribution of the non-executive directors of the Company (the **Non-Executive Directors**) and encourage active engagement and appropriate challenge by Board members;
- (c) in conjunction with the Chief Executive Officer and Company Secretary, set the Board's agenda and the regularity, frequency and timing of meetings, ensuring that the agenda is forward-looking and reflects the important issues facing the Company and its subsidiaries (the **Group**), and that adequate time is available for full and open discussions, in particular for strategic, complex or contentious issues;
- (d) ensure that the directors of the Company (the **Directors**) receive accurate, timely and good quality information on which to base sound decisions, monitor effectively and provide advice to management to promote the success of the Company, and that the Non-Executive Directors are kept fully informed (in a timely manner) of strategic or important developments affecting the Company;
- (e) facilitate resolution of any differences of opinion or approach between Directors and ensure that Directors have the opportunity, and are encouraged, to participate in open and frank debate and discussion in Board meetings and otherwise;
- (f) build an effective and complementary Board and, in conjunction with the Company's nomination committee (the **Nomination Committee**), initiate change and consider succession planning (except that of a successor to the Chair) and Board composition;
- (g) keep under review, with the Board, the general progress and long-term development of the Company and ensure that effective strategic planning for the Company is undertaken by the Chief Executive Officer and endorsed by the Board after discussion, consistent with creating shareholder value and promoting the long-term success of the Company for the benefit of its stakeholders as a whole;
- (h) ensure that the Board determines the nature and extent of the Group's risk appetite and that there are no impediments to the effective oversight of risk;
- (i) ensure, subject to the view of the Company's remuneration committee, that the Company's executive directors (the **Executive Directors**) are appropriately rewarded;
- (j) lead the Board in monitoring the Chief Executive Officer's performance, set his/her objectives and undertake the Chief Executive Officer's performance appraisal; and

- (k) ensure he/she is fully informed about all issues on which the Board will be required to make a decision.

## **2. GOVERNANCE**

### 2.1 The Chair shall:

- (a) ensure appropriate governance arrangements for the Board and its committee structure;
- (b) ensure that all of the Board's committees (the **Committees**) operate effectively with appropriate terms of reference and that there is sufficient time allowed at Board meetings for discussion of audit, risk, nomination, remuneration and balance sheet issues considered by the Committees;
- (c) promote high standards of corporate governance, seeking to achieve compliance with the UK Corporate Governance Code (the **Code**) where possible;
- (d) devote as much of his/her time, attention, ability and skills as are reasonably required for the performance of his/her duties; and
- (e) ensure that in carrying out their responsibilities, the Directors are able to comply with all relevant legislative and regulatory rules applicable to directors, and any other relevant factors.

## **3. BOARD INDUCTION, DEVELOPMENT AND EVALUATION**

### 3.1 The Chair shall:

- (a) foster relationships between the non-executive directors and the executive directors;
- (b) ensure, with the assistance of the Company Secretary, that new Directors are provided with a comprehensive and tailored induction programme and that on-going training is provided for all Directors, taking into account the needs of individual Directors and the Board collectively;
- (c) ensure that the development and on-going training needs of individual Directors and the Board as a whole are reviewed at least annually;
- (d) provide guidance and mentoring to new directors;
- (e) consider ways of seeking feedback from the workforce and other stakeholders on the performance of the Board and individual directors;
- (f) ensure that the performance of the Board, its Committees and each Director are evaluated at least annually, and externally every three years;
- (g) ensure appropriate action plans are put in place and implemented as a result of the evaluation;
- (h) hold meetings with the Non-Executive Directors, where the Executive Directors are not present (at least once per year); and
- (i) report on board leadership and effectiveness in the annual report.

#### **4. SHAREHOLDER AND STAKEHOLDER RESPONSIBILITIES**

4.1 The Chair shall:

- (a) ensure effective communication with shareholders and other stakeholders, in order to understand their issues and concerns (in particular discussing governance, strategy and remuneration with them), and communicate issues to the Board;
- (b) ensure an appropriate balance is maintained between the interests of shareholders and other stakeholders; and
- (c) arrange for all the Directors to attend annual general meetings of the Company and ensure that the chair of each Committee is available to answer questions.

#### **5. PERSONAL STANDARDS AND BEHAVIOURS**

5.1 The Chair shall:

- (a) uphold the highest standards of integrity and probity and set clear expectations in respect of the Group's culture, values and behaviours;
- (b) provide an independent perspective and constructive challenge;
- (c) promote a culture of openness and debate, facilitating effective contributions from Non-Executive Directors;
- (d) ensure constructive relations between Executive Directors and Non-Executive Directors;
- (e) establish a close relationship of trust with the chief executive officer of the Company (the **CEO**) and chief financial officer of the Company, providing support and advice whilst respecting executive responsibility;
- (f) consult with the senior independent non-executive director of the Company on Board matters;
- (g) represent the Group externally with key stakeholders; and
- (h) promote the highest standards of corporate governance and adhere to the spirit of the principles of the Group.

#### **6. RELATIONSHIP OF THE CEO AND THE CHAIR**

6.1 The roles of the CEO and the Chair must be complementary and shall not be occupied by the same individual. The CEO is responsible for running the business within the authority delegated by the Board, whilst the Chair is responsible for the leadership, management and effectiveness of the Board.

6.2 The CEO and the Chair must ensure that each is appropriately informed of the other's current areas of activities. They must work closely together as a team to promote the long-term success of the Group.

6.3 The relationship of the CEO and the Chair must be based on mutual respect and trust, with problem areas being addressed openly.

- 6.4 The Chair must have such direct access to senior executives and senior management of the Company as he/she deems necessary.
- 6.5 The CEO and the Chair must agree on their respective roles in setting major tasks and in taking new initiatives.
- 6.6 These guiding principles must only be modified by mutual agreement between the CEO and the Chair and with the prior approval of the Board.