The Company Secretary is responsible for:

**Leadership**

 ensuring the Group makes appropriate corporate governance disclosures (including relevant statements in the Annual Report and Accounts and publication of the Matters Reserved for Decision by the Board, Committee Terms of Reference and details of the roles of the Chairman, Chief Executive and Senior Independent Director);

 ensuring that appropriate Directors’ and Officers’ insurance cover is arranged for directors;

 assisting the Chairman and Committee Chairmen in setting the Board and Committee agendas and ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues;

 supporting the Chairman in promoting a culture of openness and debate by ensuring constructive relations between the executive and non-executive directors;

**Effectiveness**

 supporting the Nominations Committee and the Board in succession planning to maintain an appropriate balance of skills and experience among board members and senior management. This should also include ensuring appointments are made on merit, against objective criteria and with regard to the benefits of diversity;

 ensuring that all directors receive a full, formal and tailored induction on joining the Board. This should include their duty to promote the success of the Group for the benefit of shareholders, taking into account the interests of wider stakeholders;

 assisting the Chairman in ensuring that directors receive accurate, timely and clear information;

 advising the Board and Committees on all governance matters and processes;

 communicating procedures for directors to take independent professional advice at the Group’s expense if required;

 supporting Board, Committee and individual Director performance evaluations, which are facilitated externally every three years;

 supporting the on-going development of the non-executive directors through the delivery of tailored training and development programmes, as agreed with the Chairman;

**Accountability**

 ensuring compliance with all legal and regulatory matters relating to the Group including filing requirements and other statutory requirements in the UK;

 maintaining up-to-date Company records including the shareholder register, minutes of Board, Committee and General meetings, Articles of Association/Rules and service contracts;

 ensuring that the Audit Committee is familiar with the Code principles and provisions, and the good practice guidance on Audit Committees;

 supporting the Audit Committee in putting the external audit contract out to tender at least every ten years;

**Remuneration**

 ensuring that the Remuneration Committee is familiar with the relevant Governance Code (Code) principles and provisions on remuneration;

 ensuring that non-executive remuneration is determined in line with Code provisions and within the limits set by the articles of association;

 contributing to the drafting of the directors’ remuneration report and ensuring its compliance with the full range of disclosure requirements;

**Relations with shareholders**

 assisting (where appropriate) the Chairman, Senior Independent Director and Chief Executive with institutional investor engagement;

 keeping the Board informed on regulatory issues especially in relation to governance, strategy and remuneration; and

 providing a high quality service for shareholders including convening and managing the Annual General Meeting.