

Role and Responsibilities of the Chair

The Chair's responsibilities:

1. General

- Uphold the highest standards of integrity and probity.
- With the assistance of the company secretary, promote the highest standards of corporate governance, seeking compliance with the AIC Code of Corporate Governance. If full compliance is not possible, ensure that the reasons for non-compliance are fully understood, agreed by the board and explained to shareholders.
- Ensure that the directors are fully informed about all issues on which the board will have to make a decision, through briefings with the company secretary, the Investment Manager and/or other advisers as appropriate.
- Ensure an appropriate balance is maintained between the interests of shareholders and other stakeholders.
- Ensure that there is appropriate delegation of authority from the board to the investment manager and other service providers.

2. Meetings

- Chair board and general meetings.
- Run the board and ensuring its effectiveness in all aspects of its role, including regularity and frequency of meetings.
- Set a board agenda primarily focused on strategy, performance, value creation, culture, stakeholders and accountability, and ensuring that issues relevant to these areas are reserved for board decision. The agenda should take into account the issues and concerns of all board members.
- Shape the culture in the boardroom. Set the style and tone of board discussions to promote effective decision making and constructive debate.
- Ensure that the directors receive accurate, timely and clear information, including that on the company's current performance, to enable the board to take sound decisions, monitor effectively and provide advice to promote the success of the company.
- Manage the board to allow enough time for discussion of complex or contentious issues. The Chair should ensure that directors have sufficient time to consider critical issues and obtain answers to any questions or concerns they may have and are not faced with unrealistic deadlines for decision making.
- Ensure clear structure for, and the effective running of, board committees.

3. Directors

- Facilitate the effective contribution of all directors and encouraging active engagement by all members of the board.
- Encourage all board members to engage in board and committee meetings by drawing on their skills, experience and knowledge.
- Promote effective relationships and open communication between non-executive directors both inside and outside the boardroom, ensuring an appropriate balance of skills and personalities.
- Foster relationships based on trust, mutual respect and open communication – both in and outside the boardroom.
- Develop a productive working relationship and ensuring a constructive relationship with the investment manager.
- Ensure all directors are aware of and able to discharge their statutory duties.
- Hold meetings with the Independent Directors without the investment manager present.

4. Induction, development and performance evaluation

- Ensure that new directors participate in a full, formal and tailored induction programme, facilitated by the company secretary.
- Provide guidance and mentoring to new directors as appropriate.
- Ensure that the development needs of directors are identified and, with the company secretary having a key role, that these needs are met. The directors should be able to continually update their skills and the knowledge and familiarity with the company required to fulfil their role on the board and its committees.
- Identify the development needs of the board as a whole to enhance its overall effectiveness as a team.
- Ensure the performance of the board, its committees and individual directors is evaluated at least once a year and acting on the results of such evaluation by recognising the strengths and addressing the weaknesses of the board. Externally facilitated board evaluations should happen every three years.
- Build an effective and complementary board, and with the nomination committee, initiate change and plan succession in board appointments (except that of a successor as Chair) subject to board and shareholder approval.

5. Relations with shareholders

- Ensure effective communication with shareholders.
- Maintain contact with major shareholders to understand their issues and concerns, in particular discussing NAV and share price performance, governance and strategy with them.
- Ensure that the views of shareholders are communicated to the board as a whole so that all directors develop an understanding of their views.
- Arrange for the chairs of board committees to be available to answer questions at the AGM and for all directors to attend.

Approved by the Board on 13 May 2020