

Statement of Division of Responsibilities Between the Chair and the Chief Executive Officer

Date **May 2022**

Classification **Public**

Document Owner **Nick Brown**

Version **v3.0**

1. Reporting Lines	
Chair	Chief Executive Officer
1.1 The Chair reports to the Board.	1.1 The Chief Executive Officer, who shall be a director of the company, reports to the Chair (acting on behalf of the Board) and to the Board directly.
1.2 The Chair is responsible for the running of the Board and the BSC Panel. The Chief Executive Officer, the company secretary and (as regards Panel business) the Panel Secretary report to the Chair. This document predominantly relates to the role of the Chair in the Board/company context, and not the Panel context.	1.2 The Chief Executive Officer is responsible for all executive management matters affecting the company. All members of the Executive Management Team report to him/her.
2. Key Responsibilities	
Chair	Chief Executive Officer
2.1 The Chair's principal responsibility is the effective running of the Board.	2.1 The Chief Executive Officer's principal responsibility is running the company's business. This involves leading the Executive Management Team in the day-to-day running of the business.
2.2 The Chair is responsible for ensuring that the Board as a whole plays a full and constructive part in: <ul style="list-style-type: none"> The development and determination of the company's overall strategy and objectives; and The development and determination of the annual BSC Business Strategy and the annual BSC Budget. 	2.2 The Chief Executive is responsible for proposing and developing: <ul style="list-style-type: none"> the company's overall strategy and objectives; and an annual BSC Business Strategy and annual BSC Budget, in close consultation with the Chair and the Board.
2.3 The Chair is the guardian of the Board's decision-making processes.	2.3 The Chief Executive is responsible, with the Executive Management Team, for implementing the decisions of the Board and its committees.
3. Other Responsibilities	
Chair	Chief Executive Officer
3.1 Running the Board and agreeing to agenda.	3.1 Providing input to the Board's agenda from himself/herself and other members of the Executive Management Team.

<p>3.2 Ensuring that Board agendas take full account of the important issues facing the company and the concerns of all Board members. There should be an emphasis on strategic, rather than routine, issues.</p>	<p>3.2 Ensuring that he/she maintains a dialogue with the Chair on the important and strategic issues facing the company, and proposing Board agendas to the Chair, which reflect these.</p>
<p>3.3 Ensuring that the Board receives accurate, timely and clear information on:</p> <ul style="list-style-type: none"> • The company's performance; • The issues, challenges and opportunities facing the group; and • Matters reserved to it for decision. 	<p>3.3 Ensuring that the Executive Management Team gives appropriate priority to providing reports to the Board, which contain accurate, timely and clear information.</p>
<p>3.4 Ensuring, with the advice of the company's secretary where appropriate, compliance with the Board's approved procedures, including the schedule of matters reserved to the Board for its decision and each committee's Terms of Reference.</p>	<p>3.4 Ensuring, in consultation with the Chair and the company secretary as appropriate, that he/she and the Executive Management Team comply with the Board's approved procedures, including the schedule of matters reserved to the Board for its decision and each committee's Terms of Reference.</p>
<p>3.5 Arranging informal meetings of the directors, including meetings of the Non-Executive Directors at which the executive directors are not present, as required to ensure that sufficient time and consideration is given to complex, contentious or sensitive issues.</p>	<p>3.5 Ensuring that the Chair is alerted to forthcoming complex, contentious or sensitive issues affecting the company of which he/she might not otherwise be aware.</p>
<p>3.6 Proposing to the Board, in consultation with the Chief Executive Officer, company secretary and committee Chairs as appropriate:</p> <ul style="list-style-type: none"> • A schedule of matters reserved to the Board for its decision; • Terms of Reference for each Board committee; and • Other Board policies and procedures. 	<p>3.6 Providing input to the Chair and company secretary on appropriate changes to the schedule of matters reserved to the Board and committee Terms of Reference.</p>
<p>3.7 Chairing the Nominations Committee, and, in that role:</p> <ul style="list-style-type: none"> • initiating change and succession planning in Board appointments to retain and build an effective and complementary Board, and to facilitate the appointment of effective and suitable members and Chairs of Board committees; and • in conjunction with the Nominations Committee, satisfying himself/herself that there are appropriate succession plans for the Executive Team. 	<p>3.7 Succession planning for the Executive Management Team and approving the appointment and termination of employment of members of that team subject to review by the Nominations Committee.</p>
<p>3.8 Ensuring that there is effective communication by the company with its stakeholders, including by the Chief Executive Officer and other members of the Executive Management Team, and ensuring that members of the Board develop an</p>	<p>3.8 Leading the communication programme with stakeholders.</p>

	understanding of the views of the stakeholders.		
3.9	Taking the lead in providing a properly constructed induction programme for new directors, facilitated by the company secretary.	3.9	Commenting on induction programmes for new directors and ensuring that appropriate management time is made available for the process.
3.10	Taking the lead in identifying and seeking to meet the development needs both of individual directors and of the Board as a whole, assisted by the company secretary.	3.10	Ensuring that the development needs of the Executive Management Team are identified and met.
3.11	Ensuring that the performance of the Board as a whole, its committees, and individual directors is formally and rigorously evaluated at least once a year.	3.11	Ensuring that performance reviews are carried out at least once a year for each of the Executive Management Team. Providing input to the wider Board evaluation process.
3.12	Promoting the highest standards of integrity, probity and corporate governance throughout the company and particularly at Board level.	3.12	Promoting, and conducting the affairs of the company with the highest standards of integrity, probity and corporate governance.

Last approved by the Board on 3 May 2023.

Any amendments to this statement are a matter reserved to the board.