



## **STATEMENT OF RESPONSIBILITIES OF THE SENIOR INDEPENDENT DIRECTOR**

### PRIMARY RESPONSIBILITIES

The primary responsibility of the Senior Independent Director is to provide a sounding board for the Chair and serve as an intermediary for the other directors and shareholders.

### RESPONSIBILITIES

#### *Shareholders*

1. Keeping up to date with shareholder issues and sentiment and gaining a balanced understanding of their concerns.
2. Being available to meet with major shareholders as required.
3. Discussing with shareholders any concerns they have been unable to resolve through the normal channels of the Chair, Chief Executive Officer or Chief Financial Officer, or for which such contact is inappropriate.
4. Ensuring that such concerns are communicated to and understood by the Board.

#### *Board*

5. Developing a strong working relationship with Executive and Non-executive Directors.
6. Being available to and acting as an intermediary for other Directors in order to address concerns that cannot be raised through the normal channels.
7. Acting as a principal point of contact for communications with the Non-executive Directors and leading discussions without the presence of the Chair where required.

#### *Chair*

8. Providing a sounding board for the Chair and providing advice to the Chair on any Board related matters.
9. Leading the annual performance evaluation of the Chair and providing feedback to the Chair.
10. Chairing the Nominations & Governance Committee when it is considering succession to the role of Chair of the Board.