

## SPECTRIS PLC

### THE ROLE OF THE CHAIRMAN

The Chairman is a Non-Executive Director of the Company who is responsible for building an effective and complementary Board to lead the Company and ensure the long-term sustainability of the business. The Chairman should be independent on appointment and is responsible for demonstrating objective judgement throughout their tenure. As a Director of the Company, the Chairman has the same statutory and regulatory responsibilities as all the other Directors.

#### **In addition, other responsibilities of the Chairman include:**

#### **1. Meetings**

- 1.1 Chairing Board and general meetings and those of the Nomination Committee.
- 1.2 Running the Board and ensuring its effectiveness in all aspects of its role, including the regularity and frequency of meetings and the effective running of the Board Committees.
- 1.3 Encouraging a culture of openness and debate amongst the members of the Board.
- 1.4 Setting the Board agenda, taking into account the issues and concerns of all Board members. The agenda should be forward looking, concentrating on strategy, performance, value creation, stakeholders and accountability.
- 1.5 Allowing sufficient time for Board committees to report on their activities, recommendations and actions to be taken.
- 1.6 Ensuring that there is appropriate delegation of authority from the Board to executive management.
- 1.7 Ensuring that the Board receives accurate, timely, high quality and clear information to enable it to:
  - 1.7.1 take sound decisions;
  - 1.7.2 monitor effectively;
  - 1.7.3 determine the Company's risk appetite in the implementation of its strategy; and
  - 1.7.4 provide advice to promote the success of the Company.
- 1.8 Managing the Board to allow enough time for discussion of complex or contentious issues. The Chairman should ensure that Directors (particularly Non-Executive 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.
- 1.9 Ensuring the effective implementation of Board decisions.

#### **2. Directors**

- 2.1 Facilitating constructive Board relations and the effective contribution of all members of the Board, drawing on their skills, experience and knowledge.
- 2.2 Holding meetings with the Non-Executive Directors without the Executive Directors present.
- 2.3 Having line management responsibility for the Chief Executive and, in respect of Board governance matters, the Company Secretary.
- 2.4 Promoting effective relationships based on trust and open communication between Executive and Non-Executive Directors both inside and outside the Boardroom, ensuring an appropriate balance of skills and personalities.
- 2.5 Establishing a productive working relationship with the Chief Executive and Chief Financial Officer, providing support and advice where appropriate, while respecting executive responsibility.

#### **3. Induction, development and evaluation**

- 3.1 Providing guidance and mentoring to new Directors as appropriate and ensuring that they participate in a full, formal and tailored induction programme.
- 3.2 Identifying the development needs of the Board as a whole and, with the Company Secretary having a key role, ensuring that these needs are met.
- 3.3 Ensuring the performance of the Board, its committees and individual Directors is evaluated at least once a year, with support from the Senior Independent Director as appropriate, and acting on the results of such evaluation by recognising the strengths and addressing the weaknesses of the Board.
- 3.4 Ensuring that there is a regular, externally-facilitated Board evaluation.
- 3.5 Ensuring that Board Committee membership is periodically refreshed and that individual Non-Executive Directors are not over-burdened when deciding the chairmen and membership of committees

#### **4. Relations with shareholders and other stakeholders**

- 4.1 Being accessible to shareholders should they wish to engage directly with the Chairman.
- 4.2 Seeking regular engagement with major shareholders in order to understand their views on governance and performance against the strategy.
- 4.3 Ensuring that the views of shareholders, the workforce and other key stakeholders (such as customers, suppliers and the community) are appropriately balanced and communicated to the Board as a whole so that all Directors develop an understanding of their views.
- 4.4 Being available to support the Chief Executive and senior executive team in the ongoing management of the Company including, in conjunction with, and at the request of, the Chief Executive, representing the Company to its key stakeholders, including customers, suppliers, governments, shareholders, financial institutions, the media, the community and the public.
- 4.5 Promoting high standards of corporate governance, seeking compliance with the UK Corporate Governance Code.

#### **5. Annual General Meeting**

- 5.1 Ensuring that wherever possible, all members of the Board attend the Annual General Meeting and that the chairmen of the Board Committees are available to answer questions.

Approved by the Board: December 2021