

The Co-operative Group – Director Roles and Responsibilities

ROLE OF THE CHAIR

The Chair leads the Board and is responsible for its overall effectiveness and its obligations to Co-op members.

The responsibilities of the Chair include:

- Providing leadership to the Board
- Taking responsibility for the composition, contribution and skills of the Board (including deciding the appropriate number of Directors in accordance with the Board Composition Charter), ensuring an appropriate balance of skills, experience, diversity and gender
- Setting the Board agenda, and planning and conducting Board meetings effectively
- Ensuring the Board receives accurate, timely and high-quality information
- Facilitating constructive Board relations, engagement and participation
- Promoting a culture of open and inclusive discussion, with appropriate levels of challenge to the executive, debate and effective decision-making
- Establishing constructive, professional relationships of trust with the Chief Executive Officer and other members of the management team, providing support and advice while recognising that the Chair and Board are not responsible for executive matters
- Promoting effective communication and acting as the primary link between the Board, the Chief Executive Officer and the Group Secretary
- Ensuring that there is appropriate delegation of authority from the Board to management
- With the other Board members, holding the Chief Executive Officer and management accountable for the performance of their duties, including the execution and delivery of business plans and strategy, taking into account the views of Council
- Conducting the annual performance review of the Chief Executive Officer
- Promoting the highest standards of corporate governance
- Engaging the Board in assessing and improving its performance (together with the Nominations Committee), including commissioning annual Board Evaluations
- Ensuring that appropriate action is taken as a result of the recommendations arising from annual Board Evaluations
- Holding an annual meeting with each Director to discuss individual performance
- Chairing general meetings
- Ensuring that the Board has a clear understanding of the views of Co-op's members and communicates effectively with all stakeholders
- Providing ethical leadership, setting clear expectations of integrity, culture, diversity and inclusion and ensuring that the business is carried on for the benefit of members in accordance with the Co-operative values and principles
- With the Group Secretary, overseeing induction and development of the Directors
- Chairing the Nominations Committee
- Being a member of, or attending, other Board committees where appropriate

ROLE OF THE SENIOR INDEPENDENT DIRECTOR

The responsibilities of the Senior Independent Director include:

- Providing a sounding board for the Chair
- Serving as an intermediary for the other Directors and members

- Being available for Directors, the Council and management to raise issues which cannot appropriately or conveniently be raised with the Chair
- Leading the annual appraisal of the Chair's performance, including chairing the Nomination Committee when it is considering Chair succession
- Being available to stakeholders if they have concerns which contact through the normal channels of Chairman, Chief Executive or Finance Director has failed to resolve or for which such contact is inappropriate
- In the absence of the Group Chair, chairing Board meetings and general meetings

ROLE OF THE CHIEF EXECUTIVE

The responsibilities of the Chief Executive Officer include:

- Leading the development of strategy in line with the Values and Principles
- Delivering against the business plans and strategy
- Understanding the rules and regulations governing the business and maintaining an effective framework of internal controls
- Building and maintaining an effective management team including, in consultation with the Board, deciding the composition and appointing the members of the executive (apart from the Group Secretary who is a member by virtue of his or her office)
- Understanding relevant business sectors, economic issues, industry and political dynamics and other issues that will affect the business
- Maintaining ongoing dialogue with the Chair and keeping the Chair informed on all important matters
- Attending relevant committees by invitation