

## **SYNCONA LIMITED**

### **ROLE OF CHAIR**

**Approved 8 June 2020**

In addition to complying with the requirements of a non-executive director and all legal requirements, the specific responsibilities of the Chair are to:

1. chair the Board and general meetings of the Company, including setting the agenda of such meetings;
2. lead the Board and be responsible for its overall effectiveness in directing the company in conformity with the highest standards of corporate governance;
3. promote the highest standards of integrity, probity and corporate governance throughout the Company and particularly at Board level;
4. ensure that the Board receives accurate, timely and clear information;
5. set an agenda that is focused on strategic matters and forward looking, and ensure that adequate time is allowed for discussion of all agenda items (in particular strategic matters) and to ensure that complex or contentious issues are effectively dealt with;
6. promote a culture of openness and debate, facilitate the effective contribution of all of the directors of the Company, ensure constructive relations between the management team and the directors of the Company;
7. act as a sounding board for, and more broadly support and advise, the senior members of the management team, particularly on proposals on strategy;
8. ensure that the new directors of the Company participate in a full, formal and tailored induction programme;
9. ensure that the performance of the Board, its committees and individual directors is evaluated at least once a year and acting on the results of the evaluation;
10. regularly consider succession planning and the composition of the Board;
11. regularly review and agree with each director their training and development needs and address the development needs of the Board as a whole;
12. ensure effective communication with shareholders of the Company and that all directors are made aware of the major shareholders' issues and concerns; and
13. lead all governance matters to ensure they are conducted in accordance with best practice.