In addition to the principal Committees and the RSWG, the Board has established a Standing Committee which can meet as required to assist with any business of the Board. It is typically used for ad hoc urgent matters which cannot be delayed until the next scheduled Board meeting. All Directors are members of the Standing Committee and have the right to attend all meetings and receive papers. Before taking decisions on any matter, the Standing Committee must first determine that the business it is intending to consider is appropriate for a Committee of the Board and does not need to be properly brought before the whole Board. All Standing Committee meetings are reported in full to the next scheduled Board meeting.

The Standing Committee allows for fast decision-making where necessary, while ensuring that the full Board has oversight of all matters under consideration and all Directors can contribute. During 2021, the Standing Committee met twice.

Delegation to management

Responsibility for the day-to-day management of the business and implementation of strategy has been delegated to the Group Chief Executive, within certain limits, for execution or further delegation by him in respect of matters which are necessary for the effective day-to-day running and management of the business. The Group Chief Executive delegates responsibility to certain senior executives through management reporting lines (principally to other GEC members, including the Chief Executive, Asia and Africa). The Chief Executive of each local business has authority (subject to the Delegated Authorities) for the management of the respective business.

Board size and roles

The Board's size allows for decision-making to reflect a broad range of views and perspectives while allowing all Directors to participate effectively in meetings. At the date of publication, the Board comprised 12 Non-executive Directors and three Executive Directors. At each scheduled meeting of the Board, the Non-executive Directors meet without the Executive Directors present.

The roles of Chair and Group Chief Executive are clearly segregated. The Chair has overall responsibility for the leadership of the Board while the Group Chief Executive manages and leads the business. The Senior Independent Director acts as a sounding board for the Chair, and provides support in the delivery of her objectives. The Chair, Group Chief Executive and Senior Independent Director all have written terms of reference which are approved by the Board and kept under regular review. A summary is available to view on the Company's website.

Chair

The Chair has overall responsibility for the leadership of the Board and succession planning. She sets the Board's agenda, with a primary focus on strategy, performance and value creation and ensures effective communication with shareholders and, together with the Group Chief Executive, represents the Group externally.

Group Chief Executive The Group Chief Executive is accountable to and reports to the Board. He is responsible for the day-to-day management of the Group, recommending an overall strategic plan to the Board for approval and executing the approved strategy.

Senior Independent Director The Senior Independent Director (SID) acts as a sounding board for the Chair, and support in the delivery of her objectives. The SID also acts as an intermediary for other Directors and shareholders when necessary and leads the annual performance evaluation of the Chair.

Committee Chairs Committee Chairs are responsible for the leadership and governance of their respective Committee. They set the agenda for Committee meetings and report to the Board on the Committee activities.

Nonexecutive Directors Non-executive Directors offer constructive challenge to management, holding them to account for the performance of the business. They also provide strategic guidance, offer specialist advice and serve on at least one of the Board's principal Committees.