

Introduction

The Chairman's primary responsibility is to lead the Board and ensure that it is independent and effective and maintains high standards of corporate governance.

The Managing Director's primary responsibility is the overall management of the Company, to formulate and propose strategy for the Board's consideration and implement the strategic objectives agreed with the Board.

The Chairman reports to the Board. The Managing Director reports to the Chairman, and other members of the senior management team report to the Managing Director.

Chairman's responsibilities

- Chairing the Board, Annual General Meeting and other shareholder meetings;
- Promoting best practice in corporate governance, including ensuring that a robust governance framework is in place;
- Setting the agenda for Board meetings following the recommendation from the executive directors and Company Secretary, and ensuring that Board members receive accurate and timely information to enable the Board to make sound decisions;
- Chairing Board meetings effectively to manage Board discussions and ensure there is sufficient time for discussion of complex matters;
- Ensuring the effectiveness of the Board as a whole and each individual director, including: encouraging active engagement and involvement by all Board members, ensuring good communications between Board members, with open and constructive Board discussions, providing challenge where necessary to the decisions or proposals of the senior management team / executive directors;
- Ensuring effective communication with shareholders, including ensuring availability of Chairman and Managing Director to meet with shareholders;
- Ensuring that Board members develop an understanding of the views of the shareholders;
- Addressing the development needs of the Board on the whole, ensuring appropriate succession planning and that the Board and committees have the correct blend of skills and experience;
- Conducting an annual appraisal of the Managing Director's executive performance, having obtained input from all directors and the SMT;
- Ensuring that biennial performance evaluations for individuals and the Board as a whole are conducted, and that the results of such evaluations are acted upon;
- Ensuring that non-executive directors meet at least once annually without the presence of executive directors and the senior management team;
- Ensuring that an effective induction programme is available for new Board appointments, and helping to identify the possible training and development needs of the directors;
- Ensuring clear structure for and effective running of Board committees, and that the terms of reference for each committee are appropriate;
- Ensuring strategic objectives are agreed with the Board and monitored and reviewed regularly, including identifying and monitoring any significant risks in pursuing the agreed strategic objectives;

- Ensuring effective implementation by the Managing Director and senior management team of Board decisions; and
- Providing support and advice to the Managing Director.

Managing Director's responsibilities

- Responsibility for the day-to-day running and management of the business;
- Leading and managing the senior management team;
- Developing strategic aims and objectives for the business for discussion by the Board and delivering the strategic objectives agreed and set by the Board;
- Ensuring the Board's decisions are effectively implemented, and reporting back to the Board;
- With the exception of the list of Matters Reserved for the Board, ensuring the Company has the necessary human and financial resources in order to achieve the aims and objectives set for the business within the framework of the Delegated Authorities agreed by the Board;
- Monitoring the performance of the business and reporting to the Board;
- Reporting timely and accurate information to the Board on the performance of the business and key market factors;
- Providing an induction into the Company for all new Board members on the recommendation of the Chairman;
- Conducting an annual appraisal of the Finance Directors' executive performance, having obtained input from all directors, the SMT and the Company's audit partner;
- Ensuring good communication between the senior management team and non-executive directors;
- Identifying key areas of risk and reporting to the Board;
- Ensuring compliance with the Company's governance procedures;
- Proposing and ensuring implementation of Company policies, as agreed and set by the Board;
- Providing a framework of effective and prudent controls;
- Acting as a liaison between the Company and the public, investors and shareholders in accordance with the Communications policy agreed and set by the Board;
- Ensuring that key relationships with suppliers, developers, competitors, brokers, landlords, communities, clients, customers, debt providers, advisors, existing and potential investors and shareholders are fostered.

DIRECTORS' RESPONSIBILITIES STATEMENT (from Annual Report 2016)

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the Group financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and the parent company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and parent company and of the profit or loss of the Group and parent company for that period. In preparing the parent company financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable IFRS's as adopted by the European Union have been followed for the Group financial statements and United Kingdom Accounting Standards, comprising FRS 101, have been followed for the company financial statements, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and parent company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that the financial statements comply with the Companies Act 2006 and, as regards the financial statements, Article 4 of the IAS Regulation.

The Directors are also responsible for safeguarding the assets of the Group and parent company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the parent company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.