Division of *responsibilities*

There is a clear and distinct division between the roles of the Chair and the Chief Executive Officer, with each having a clearly defined remit approved by the Board. During the year, there was a temporary departure from this arrangement when Michael Findlay was appointed Executive Chair during Dirk Hahn's medical leave. At this time the Board approved an updated, temporary division of responsibilities which was published on the Group's website. Further details can be found on page 77.

Executive and Non-Executive Directors share the same statutory duties but perform distinct roles on the Board, providing appropriate accountability and oversight.

Non-Executive Directors

Chair	Senior Independent Director	Non-Executive Directors
Michael Findlay	**Cheryl Millington**	**Helen Cunningham, Joe Hurd, Anthony Kirby, Susan Murray, Zarin Patel**
• Leadership and effective operation of the Board • Chairs the Board and the Nomination Committee and sets Board agendas • Encourages constructive challenge and facilitates effective communication between Board members • Ensures effective two-way communication with shareholders and stakeholders • Ensures that all Directors receive clear and accurate information on a timely basis • Ensures the views of all stakeholders are understood and considered appropriately in Board discussions and decision-making • Ensures the effectiveness of the Board and enables the annual review of effectiveness • Responsible for the composition and evolution of the Board, together with Nomination Committee and Senior Independent Director	• Acts as a sounding board for the Chair • Serves as an alternative contact and intermediary for other Directors and shareholders • Leads the Chair's annual performance appraisal and succession in due course	• Provide strong, independent and external perspectives to Board discussions and enhance robust and constructive debate • Bring independent judgement and oversight on issues of strategy, performance and, through the Board's Committees, on matters such as remuneration, risk management systems, financial controls, financial reporting and the appointment of new Directors • Scrutinise the executive management in meeting agreed objectives and monitoring the reporting of performance

Executive Directors

Chief Executive Officer	Chief Financial Officer
Mark Dearnley	**James Hilton**
• Day-to-day management of the Group's business • Formulates strategic business objectives for Board approval and implements approved strategic objectives and policies • Manages and optimises the operational and financial performance of the business in conjunction with the CFO • Fosters a good working relationship with the Chair • Chairs the ELT and develops senior talent within the business for succession planning	• Manages the Group's financial affairs • Supports the CEO in the implementation and achievement of the Group's strategic objectives • Oversees Hays' relationships with the investment community • Represents Hays externally to all stakeholders, including governments and regulators, clients, pension trustees for the Company's defined benefit pension schemes, lenders, suppliers and the communities we serve

General Counsel & Company Secretary

Rachel Ford

- Secretary to the Board, its Committees and the Executive Leadership Team
- All Directors have access to the advice of the General Counsel & Company Secretary
- Responsible for advising the Board on all governance matters and ensuring that Board procedures are followed
- Supports the Chair in ensuring that the Directors receive accurate, timely and clear information
- Advises and keeps the Board updated on any changes to the Listing and Transparency Rules requirements and best practice corporate governance developments