

DIVISION OF RESPONSIBILITIES

Whilst our Directors take collective responsibility for the activities of the Board, some of our roles are described in greater detail below.

Non-Executive Directors		
Non-Executive Chair	Senior Independent Non-Executive Director	Independent Non-Executive Directors
<ul style="list-style-type: none"> – Leadership and effective operation of the Board – Chairing the Board and the Nomination Committee and setting Board agendas – Encouraging constructive challenge and facilitating effective communication between Board members – Ensuring effective two-way communication with shareholders and stakeholders – Ensuring that all Directors receive clear and accurate information on a timely basis – Ensuring the views of all stakeholders are understood and considered appropriately in Board discussion and decision-making – Ensuring the effectiveness of the Board and enabling the annual review of effectiveness – Responsible for the composition and evolution of the Board, together with the Nomination Committee and SID 	<ul style="list-style-type: none"> – Acting as a sounding board for the Chair – Serving as an alternative contact and intermediary for other Directors and shareholders – Leading the Chair's annual performance appraisal and ultimate succession 	<ul style="list-style-type: none"> – Provide strong, independent and external perspectives to Board discussions and enhance robust and constructive debate and optimal decision-making – 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	Group Finance Director	
<ul style="list-style-type: none"> – Day-to-day management of the Group's business – Formulating strategic business objectives for Board approval and implementing approved strategic objectives and policies – Managing and optimising the operational and financial performance of the business in conjunction with the Group Finance Director – Fostering a good working relationship with the Chair – Chairing the Executive Board and developing senior talent within the business for succession planning 	<ul style="list-style-type: none"> – 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 the government and regulators, customers, Pension Trustees for the Company's defined benefit pension schemes, lenders, suppliers and the communities we serve 	
Company Secretary		
Company Secretary and General Counsel		
<ul style="list-style-type: none"> – Secretary to the Board, its Committees and the Executive Board – All Directors have access to the advice of the General Counsel and Company Secretary – Responsible for advising the Board on all governance matters and ensuring that Board procedures are followed 	<ul style="list-style-type: none"> – Support to 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 	