



## HYVE GROUP PLC

### BOARD DIVISION OF RESPONSIBILITIES

#### CHAIRMAN

The Chairman leads the Board and is responsible for its overall effectiveness.

#### **Key Responsibilities**

- To shape the culture of the Board and lead meetings that promote open and constructive debate amongst all directors.
- To set an agenda focused on strategy, performance, people and governance.
- To ensure the CEO brings forward Hyve's annual plan and also the three-year strategy plan for review, approval and subsequent monitoring by the Board.
- To ensure that the Board plays a full and constructive part in the development of strategy and that adequate time is allowed for consideration of strategic and contentious issues.
- To ensure directors receive high-quality, accurate, timely and clear information.
- To promote and conduct the affairs of Hyve with high standards of integrity and corporate governance.
- To provide support, advice and constructive challenge to the CEO.
- To ensure that there is effective communication with shareholders.
- To ensure processes are in place that enable the Board to develop an understanding of the views of major investors, the workforce, customers and other key stakeholders.
- To take the lead in providing appropriate guidance, mentoring and a properly constructed induction programme for new directors.
- To take the lead in identifying and meeting the development needs of individual directors.
- To ensure that the performance of individual directors, the Board and its Committees is evaluated at least once a year and to act on the results of the evaluations.
- To chair the Nomination Committee, and in doing so to review and consider whether the composition of the Board and its Committees is optimised to meet their purpose and responsibilities, taking account of the Board's existing skills, knowledge, experience, diversity and alignment with Hyve's strategy.
- To ensure appropriate delegation of authority from the Board to executive management.



## **CHIEF EXECUTIVE OFFICER**

The Chief Executive Officer is responsible for the executive management of Hyve and the development and implementation of strategy. The Chief Executive may make decisions in all matters affecting the operations, performance and strategy of the Group's businesses, with the exception of those matters reserved to the Board or specifically delegated by the Board to its committees or the boards of subsidiaries. The Chief Executive is specifically responsible for the following:

### **Key Responsibilities**

- To develop and propose Hyve's strategy and annual plan to the Board.
- To deliver Hyve's strategy and annual plan as approved by the Board.
- To keep the Board updated on progress against agreed strategy and plans (including the three-year plan), and to ensure that the flow of information to the Board is high-quality, accurate, timely and clear.
- To maintain a dialogue with the Chairman and the Board on important and strategic issues facing Hyve.
- To welcome constructive challenge from non-executive directors.
- To make the Board aware of views gathered via engagement between the Hyve leadership team, the workforce and other stakeholders and of the views of the Hyve leadership team on business issues.
- To lead by example and promote Hyve's desired culture, values and behaviour.
- To communicate to Hyve's workforce the expectations in respect of culture, and to ensure that operational policies and practices drive appropriate behaviour.
- To support the Chairman to ensure that appropriate standards of governance permeate through all parts of the company.
- To lead investor relations activity with shareholders.
- To develop Hyve's environmental, social and governance strategy for review and approval by the ESG Committee and oversee its implementation.
- To oversee the implementation of a comprehensive risk management and internal control framework in accordance with the Board's risk appetite and policies.

## **SENIOR INDEPENDENT DIRECTOR**

The principal role of the Senior Independent Director (SID) is to support the Chairman in their role. The SID leads the non-executive directors in the review of the Chairman and acts as a trusted intermediary for other non-executive directors when necessary.



## **Key Responsibilities**

- To provide a sounding board to the Chairman.
- To act as a trusted intermediary for the other non-executive directors as and when required.
- To be available for confidential discussions with other non-executive directors if they are concerned that strategies are being followed or decisions being made which have not been considered by the board as a whole.
- To be the focal point for board members with any concerns regarding the relationship between the Chairman and the CEO and, if necessary, intervene and facilitate the resolution of any disputes between the Chairman and the CEO.
- To lead the non-executive directors in the oversight and annual performance evaluation of the Chairman (taking into account the view of the executive directors).
- To lead a meeting with the non-executive directors without the executive directors and Chairman present at least annually.
- To lead an orderly succession process for the Chairman and, as and when required, chair the meetings of the Nomination Committee when that committee is considering succession to the role of Chairman.
- To intervene if succession planning for other board positions is being ignored.
- To be available to address shareholders' concerns which have failed to be resolved by the Chairman, CEO or CFO or for which such contact is inappropriate.
- To chair meetings of the directors in the absence of the Chairman.

## **DESIGNATED NED FOR GATHERING VIEWS OF HYVE'S WORKFORCE**

Hyve has designated a non-executive director responsible for gathering the views of our workforce and communicating them to the Board.

## **Key Responsibilities**

- To ensure the views and concerns of all employees are considered by the Board, especially when they are making decisions that could affect them.
- To feedback to employees on what steps have been taken to address their concerns or explain why particular steps have or have not been taken.
- To ensure that employee feedback gets appropriate attention and ensure that employee interests and feedback are structured into Board deliberations and the setting of KPIs.
- To ensure that, even where delegated to management, the issues raised with them have been resolved or closed off appropriately.



- To oversee the development and implementation of an engagement plan, working with HR, to gather the views of the workforce and communicate these to the Board, for the purpose of improving Board decision making.
- To monitor the effectiveness of employee wellbeing, engagement and communication activities.
- To monitor the outcome of employee surveys and provide input on their design.

Version: 28 January 2022