

## **RESPONSIBILITIES OF THE PIN SENIOR INDEPENDENT DIRECTOR**

- 1. Supporting the Chair:** Acts as a sounding board for the Chair, providing support in the delivery of their objectives.
- 2. Stakeholder Engagement:** Acts as an intermediary for stakeholders, particularly where contact through normal channels of the Chair or the Investment Manager is inappropriate or has failed to resolve concerns. When required, meets a range of major stakeholders to understand their views and concerns.
- 3. Addressing Board or Governance Concerns:** Acts as an escalation point and intermediary for the other Directors. Works with the Chair and other Directors (and stakeholders) to resolve significant issues including (i) disputes between the Chair and the Investment Manager, (ii) major disagreements between Board Members, (iii) governance failings and (iv) concerns from stakeholders or Directors that have not been adequately addressed by the Chair or Investment Manager
- 4. Evaluating the Chair:** Leads the annual performance review of, and provides feedback to, the Chair as part of the Board performance review process. Meets with the other Directors as required to appraise the Chair's performance.
- 5. Chair Succession Planning:** Leads the process for an orderly Chair succession, in consultation with the Nomination Committee. Ensures that the process is robust, independent, and aligned with best-practice.
- 6. Acting During Times of Stress:** Provides leadership and a stabilising influence when the Company or Board is under pressure. Works collaboratively with the Chair, other Directors, and stakeholders to resolve significant issues.