

## Terms of Reference

### Chair of AJ Bell plc

<b>Job Title</b>	Chair, AJ Bell plc
<b>Based at</b>	4 Exchange Quay, Salford Quays, Manchester M5 3EE
<b>Role</b>	Leadership of the board of AJ Bell plc ( <b>Board</b> ) with responsibility for its overall effectiveness in directing AJ Bell plc.
<b>Key responsibilities</b>	<ul style="list-style-type: none"> <li>• Promoting a culture of openness and debate in order to facilitate constructive Board relations and the effective contribution of all directors drawing on their skills, experience and knowledge;</li> <li>• ensuring the Board has effective decision-making processes and applies sufficient challenge to major proposals;</li> <li>• ensuring all directors are aware of, and discharge, their responsibilities as a director of AJ Bell plc, including their statutory duties;</li> <li>• ensuring that the Board determines the nature, and extent, of the significant risks AJ Bell plc is willing to embrace in the implementation of its strategy;</li> <li>• holding meetings with the non-executive directors without the executive directors being present in order to facilitate a full and frank airing of views;</li> <li>• setting an agenda for discussion at Board meetings which is primarily focused on strategy, performance, value creation, culture, stakeholders and accountability, and ensuring that issues relevant to those areas are reserved for Board decision;</li> <li>• ensuring that adequate time is available for discussion of agenda items, particularly those of a strategic or critical nature, and that debate is not cut short;</li> <li>• ensuring that all directors receive the information that is required for the proper performance of their duties in a timely manner and that such information is accurate, of high quality and clear;</li> <li>• shaping the culture in the Boardroom;</li> <li>• encouraging all Board members to engage in Board committee meetings by drawing on their skills, experience and knowledge;</li> <li>• fostering relationships based on trust, mutual respect and open communication, both inside and outside the Boardroom, between non-executive directors and executive directors and other members of the Senior Management Team;</li> <li>• developing a productive working relationship with the CEO, providing support and advice, while respecting executive responsibility;</li> <li>• leading the annual evaluation of the Board, with support from the Senior Independent Director (SID), as appropriate, and acting on the results of such evaluation by recognising the strengths and addressing the weaknesses of the Board;</li> <li>• considering having regular externally-facilitated Board evaluations;</li> <li>• ensuring that the Board has a clear understanding of the views of shareholders, the workforce, customers, their advisers and other key stakeholders;</li> <li>• providing guidance and mentoring to new directors as appropriate;</li> <li>• ensuring that new directors participate in a full, formal and tailored induction programme; and</li> <li>• ensuring that the non-executive directors and CEO continually update their skills, knowledge and familiarity with AJ Bell plc to fulfil their role on both the Board and its committees.</li> </ul>

## **AJ Bell Board roles – key points of note**

### **Terms of appointment**

Any offer made to candidates is subject to regulatory approval. All Board members are put forward for re-election every three years, with a view to serving on the Board for a period of six years.

### **Director's fee**

Chair fees are currently under review; these will be commensurate with the time commitment needed for the role. For further information about the current fees for the Chair role, please contact Julia Fearn of Warren Partners for a confidential discussion.

AJ Bell will reimburse you for all reasonable and properly documented expenses you incur in performing the duties of your office, in accordance with its expenses policy.

For the avoidance of doubt, there is no entitlement to any other benefits in relation to this appointment.

### **Time commitment**

It is essential that Chair candidates are confident in being able to commit to up to 80 days per annum. This will comprise of Group Board Meetings, Board Committees and other ad hoc meetings.

### **Other directorships/interests**

It is accepted and acknowledged that individuals have other business interests and should declare any conflicts that are apparent at present. In the event that you become aware of any potential conflicts of interest, or take on new commitments, these should be disclosed as soon as apparent and before taking up any outside interests.