

**URBAN&CIVIC PLC**  
**ROLES AND RESPONSIBILITIES OF THE CHAIRMAN, SENIOR INDEPENDENT DIRECTOR AND EXECUTIVE DIRECTORS**

**Note: All development and investment projects will have clear operating and Board reporting responsibility assigned to an Executive Director**

<b>1</b>	<b>Business strategy and Investment</b>				
1.1	Developing group objectives and strategy having regard to the group's responsibilities to its shareholders, employees and other stakeholders.		Chief Executive	Managing Director	
1.2	The successful achievement of objectives and execution of strategy following presentation to, and approval by, the board.		Chief Executive		
1.3	Regularly reviewing the operational performance of the group's business.			Managing Director	Finance Director
1.4	Recommending to the board a five year financial plan and ensuring its achievement following board approval.			Managing Director	Finance Director
1.5	Optimising as far as is reasonably possible the use and adequacy of the group's resources.			Managing Director	Finance Director
1.6	Identifying and executing acquisitions and disposals, proposing major projects or bids and identifying new business opportunities			Managing Director	
1.7	Examining all investments and major capital expenditure proposed by subsidiary companies			Managing Director	
1.8	Approving new investments, major project expenditure, acquisitions and disposals and, where outside delegated authority limits, recommending to the Board		Chief Executive		
1.9	Providing advice and guidance on financial strategy.				Finance Director
1.10	Managing the Company's annual budget to ensure that all financial targets are met.				Finance Director
1.11	Providing strategic and financial guidance to ensure that the Company's financial commitments are met.				Finance Director

1.12	Responsibility for ensuring that the Company meets its statutory obligations.				Finance Director
<b>2</b>	<b>Financial Management</b>				
2.1	Responsibility for banking and debt management and the presentation to the Board of banking proposals where required.				Finance Director
2.2	Responsibility for ensuring that the Company meets its financial and tax obligations.				Finance Director
2.3	Responsibility for the production of the Report and Accounts.				Finance Director
2.4	Overseeing the preparation of the Company's annual and half year accounts to ensure that these are presented accurately and on time.				Finance Director
2.5	Joint responsibility for the announcement of annual and half year results.		Chief Executive		Finance Director
2.6	In conjunction with the Company Secretary, ensuring that the publication of any financial information complies with the relevant regulatory and governance requirements.				Finance Director
2.7	Ensuring that reporting to the Board on all financial matters is carried out in an accurate and timely fashion.				Finance Director
<b>3</b>	<b>Leadership</b>				
3.1	Provide coherent leadership of the company, including representing the company to stakeholders, including government, shareholders, financial institutions, the media, the community and the public.	Chairman	Chief Executive		
3.2	Ensure the long term sustainability of the business.		Chief Executive		
3.3	Uphold the highest standards of integrity and probity.	Chairman	Chief Executive	Managing Director	Finance Director
3.4	With the assistance of the company secretary, promote the highest standards of corporate governance, seeking compliance with the UK	Chairman			Finance Director

	Corporate Governance Code. If full compliance is not possible, ensure that the reasons for non-compliance are fully understood, agreed by the board and explained to shareholders.				
<b>4</b>	<b>Management</b>				
4.1	Chairing board and general meetings and those of the Nomination Committee.	Chairman			
4.2	Running the board and ensuring its effectiveness in all aspects of its role, including regularity and frequency of meetings.	Chairman			
4.3	Set the agenda, style and tone of board discussions to promote effective decision making and constructive debate, taking into account the issues and concerns of all board members. The agenda should be forward looking, concentrating on strategic matters.	Chairman			
4.4	Ensuring that there is appropriate delegation of authority from the board to executive management.	Chairman			
4.5	Ensuring effective implementation of relevant board decisions.		Chief Executive		
4.6	Ensuring that the directors receive accurate, timely and clear information, including that on the company's current performance, to enable the board to take sound decisions, monitor effectively and provide advice to promote the success of the company.		Chief Executive		
4.7	Managing the board to allow enough time for discussion of complex or contentious issues. The chairman should ensure that directors (particularly Non-Executive directors) have sufficient time to consider critical issues and obtain answers to any questions or concerns they may have and are not faced with unrealistic deadlines for decision making.	Chairman			
4.8	Making recommendations on remuneration policy, executive remuneration and terms of employment of the senior executive team, including the company secretary, to the Remuneration Committee.		Chief Executive	Managing Director	Finance Director

4.9	Leading the Executive Directors and the senior executive team in the day to day running of the group's business, including attending executive meetings.			Managing Director	
4.10	Regularly reviewing the group's organisational structure and recommending changes as appropriate.			Managing Director	Finance Director
4.11	Formalising the roles and responsibilities of the senior executive team.			Managing Director	
4.12	Supervising the activities of the Group's most senior executives.			Managing Director	
4.13	Developing senior executives and ensuring they are of appropriate high standards with succession planning a consideration.			Managing Director	Finance Director
4.14	Managing the finance team to ensure that they are appropriately motivated and developed and so that they carry out their responsibilities to the required standard.				Finance Director
4.15	Management and supervision of staff in the regional offices to ensure that they are appropriately motivated and developed and so that they carry out their responsibilities to the required standard.			Managing Director	
4.16	Make recommendations to the Chairman on remuneration levels for staff in the regional offices, including Catesby.			Managing Director	
<b>5</b>	<b>Directors</b>				
5.1	Establishing and maintaining a close relationship of trust with the Executive Directors, providing support and advice.	Chairman			
5.2	Facilitating the effective contribution of Non-Executive directors and encouraging active engagement by all members of the board.	Chairman			
5.3	Ensuring constructive relations and open communications between the Executive and Non-Executive directors.	Chairman			
5.4	Holding meetings with the Non-Executive directors without the Executive Directors present.	Chairman			

5.5	Making recommendations to the Nomination Committee on the role and capabilities required in respect of the appointment of Executive Directors.		Chief Executive		
5.6	Making recommendations, through the Nomination Committee, for change and succession planning in board appointments (except that of a successor as chairman) subject to board and shareholder approval.	Chairman			
5.7	Chairing the Nomination Committee when it is considering succession to the role of Chairman of the Board.				Senior Independent Director
5.8	Meeting with the Non-Executive Directors at least once a year to appraise the Chairman's performance and on such other occasions as are deemed appropriate.				Senior Independent Director
<b>6</b>	<b>Induction, development and performance evaluation</b>				
6.1	Ensuring that new directors participate in a full, formal and tailored induction programme, facilitated by the company secretary.	Chairman			
6.2	Ensuring that the development needs of directors are identified and, with the company secretary having a key role, that these needs are met. The directors should be able to continually update their skills and the knowledge and familiarity with the company required to fulfil their role on the board and its committees.	Chairman			
6.3	Ensuring the performance of the board, its committees and individual directors is evaluated at least once a year and acting on the results of such evaluation by recognising the strengths and addressing the weaknesses of the board. Where appropriate, through the Nomination Committee, proposing that new members be appointed to the board or seeking the resignation of others.	Chairman			
6.4	Encouraging the continual improvement in quality and calibre of the executives.	Chairman	Chief Executive		

<b>7</b>	<b>Risk management and controls</b>					
7.1	Responsibility for group risk management, in line with the extent and categories of risk identified as acceptable by the board.		Chief Executive	Managing Director	Finance Director	
7.2	Responsibility for ensuring appropriate internal controls to manage and where possible mitigate risks are in place.			Managing Director	Finance Director	
<b>8</b>	<b>Investor Relations</b>					
8.1	Ensuring effective communication with investors, maintaining sufficient contact to understand their issues and concerns, in particular discussing governance, strategy and remuneration with them.	Chairman	Chief Executive			Senior Independent Director
8.2	Be available to shareholders if they have concerns which contact through the normal channels of Chairman, Chief Executive or Finance Director has failed to resolve or for which such contact is inappropriate.					Senior Independent Director
8.3	Ensuring an appropriate balance is maintained between the interests of investors and other stakeholders (employees, suppliers and the community).		Chief Executive			
8.4	Maintain strong relationships with analysts, at all times furthering the Company's profile.		Chief Executive		Finance Director	
8.5	Ensuring that the views of investors and analysts are communicated to the board as a whole so that all directors develop an understanding of their views.	Chairman	Chief Executive			
8.6	AGM - Arranging for the chairmen of board committees to be available to answer questions at the AGM and for all directors to attend.	Chairman				

<b>9</b>	<b>Policies and Procedures</b>				
9.1	<p>Taking primary responsibility for developing the following policies for board approval and then implementing them.</p> <ul style="list-style-type: none"> <li>• Share dealing code</li> <li>• Communications policy (including procedures for the release of price sensitive information)</li> <li>• Investor relations policy</li> <li>• Charitable donations policy</li> <li>• Diversity and Equal Opportunities policy</li> </ul>		Chief Executive		
9.2	<p>Taking primary responsibility for developing the following policies for board approval and then implementing them.</p> <ul style="list-style-type: none"> <li>• Codes of ethics and business practice</li> <li>• Health and safety policy</li> <li>• Corporate social responsibility policy (including environmental, employee communications and employee disability)</li> <li>• Anti-Bribery/Whistleblowing policy</li> </ul>			Managing Director	
9.3	Setting group HR policies, including management development for the senior executive team and approving the appointment and termination of employment of members of that team.			Managing Director	
9.4	Developing all necessary procedures to ensure the sound financial management and control of the Company's business.				Finance Director
9.5	Developing and implementing an internal audit programme to ensure that the Company complies with financial procedures and regulations.			Managing Director	
9.6	Ensuring the Company has an appropriate Business Continuity Plan in place.			Managing Director	Finance Director
<b>10</b>	<b>Communication</b>				
10.1	Keeping the Chairman informed on all important matters.		Chief Executive	Managing Director	Finance Director

10.2	Jointly with the Company Secretary, ensuring that the Company complies at all times with the disclosure requirements of the FCA Handbook.				Finance Director
10.3	Keeping the Chief Executive informed of any staff issues of concern, in particular relating to regional offices.			Managing Director	
<b>11</b>	<b>IT</b>				
11.1	Responsible for the IT strategy and for overseeing its implementation				Finance Director