

Chair & CEO Role Distinctions

Overview

In a UK public limited company, the **Chair** and **CEO** roles must remain **distinct and complementary**, ensuring effective governance, robust oversight, and avoidance of concentrated power. The Quoted Companies Alliance Corporate Governance Code (the “Code”) requires that the roles and responsibilities of the chair, chief executive officer and any other directors who have specific responsibilities or remits are described within a disclosure on the Company’s website. The Code also sets out that:

- The primary responsibility of the chair is to lead the board effectively and to oversee the adoption, delivery and communication of the company's corporate governance model.
- The chair must have adequate separation from the day-to-day business to be able to make independent decisions.
- The chair and the chief executive should work well together, but the chair should always be able to hold the chief executive to account - the chair runs the board, and the chief executive runs the company day-to-day.
- The executive directors of a company are charged with the delivery of the business model within the strategy set by the board and will typically be led by the chief executive.
- All executive directors should work with the chair and NEDs in an open and transparent way. Executive directors must keep the chair and NEDs up-to-date with operational performance, risks and other issues to ensure that the company remains aligned with the strategy.

In accordance with the Code and with the Nichols plc Schedule of Matters Reserved for the Board, below we have set out the division of responsibilities between the Chair and the CEO.

Area	Chair	CEO
Core Purpose	Leads the Board; ensures high-quality governance, oversight, and long-term sustainable success.	Leads the company; responsible for performance, operations, culture, and strategy execution.
Governance Status	Non-executive role. Independent on appointment (best practice). Not involved in day-to-day operations.	Executive role. Authority delegated by the Board to run the organisation.
Strategy	Facilitates strategic debate and challenge; ensures strategy aligns with purpose, values, and shareholder expectations.	Develops strategic proposals and executes the agreed strategy. Accountable for results and delivery.
Board Leadership	Chairs the Board; sets agendas; ensures effective information flow; leads NEDs; fosters productive Board dynamics.	Reports to the Board; provides insight, data, and recommendations; accountable for transparency and performance.
People & Succession	Oversees CEO appointment, NED appointments, performance, and succession (NomCo). Ensures Board composition is effective.	Leads the Executive Committee; accountable for organisational structure, talent, performance, and culture.
Risk & Controls	Ensures the Board oversees risk, internal controls, and compliance frameworks. (Audit & RemCo)	Implements and manages operational risk systems, controls, and reporting.
Stakeholder Engagement	Engages with shareholders and regulators on governance matters; represents the Board.	Engages operationally with customers, regulators, investors, partners, and employees.
Crisis Management	Ensures Board oversight, support, and challenge during issues or crises.	Leads operational and strategic response; responsible for decision-making and execution.