

Job Title - Senior Independent Non-Executive Director  
Company - Openfield Group Limited  
Responsible to - The Board of Directors

#### Fiduciary Duties

1. To act within the powers of the Group, ensuring that he complies with all his obligations as a Director required by law, the Society's Rules, and decisions of the members as approved in a general meeting.
2. To act as a Director of Openfield Group with honesty and good faith and to promote the success of the Group for the benefit of its members as a whole, whilst having regard to the following, non-exhaustive list of matters:
  - the likely consequences of any decision in the long term;
  - the interests of the Group's members;
  - the interests of the Group's employees;
  - the need to foster the Group's business relationships with suppliers, customers and others;
  - the impact of the Group's operation on the community and the environment;
  - the desirability of the Group maintaining a reputation of high standards of business conduct; and
  - The need to act fairly as between members of the Group.
3. To use such personal and professional skills together with such contacts, experience and judgement as they may possess with integrity and independence to optimise both the short and long term performance of the Group.
4. To avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Group. This applies in particular to the exploitation of any property, information or opportunity.
5. Not to accept a benefit from a third party conferred by reason of his being a director, or his doing (or not doing) anything as a director.
6. To declare immediately the nature and extent of any interests in a proposed or existing transaction or arrangement with the Group, where he may in any way, directly or indirectly interested and take no further part in any Board or committee discussion of the matter.
7. To play a full part in enabling the Board to arrive at balanced and objective decisions in the performance of its agreed role and functions.
8. To ensure that the objectives of the Group, as agreed by the Board, are fully, promptly and properly carried out.

#### Directors' Obligations

9. In particular the Director shall:
  - attend all Board meetings called during the year, unless prevented by exceptional circumstances;
  - attend the annual general meeting and such other shareholders' meetings as may be necessary;
  - act as a member of such committees of the Board as the Board shall decide, attending all meetings unless prevented by exceptional circumstances;
  - place on the agenda for meetings of the Board or committees of the Board any matter relating to the Group's business which the Senior Independent Non-Executive Director considers should be discussed including but not limited to the matters stated to be decided by or referred to the Board in the Group's Corporate Framework.

## Board Obligations

### 10. The Senior Independent Non-Executive Director will:

- in the absence of the Chairman to perform the functions of non-executive Chairman of the Board as set out in the Job Description for the Chairman;
- at least once a year chair a meeting of the non-executive directors without the Chairman present to appraise the Chairman's performance;
- ensure that the decisions of the Board are fully, promptly and properly carried out;
- constructively challenge and contribute to the development of strategy;
- scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- satisfy himself that the integrity of financial information and that financial controls and systems of risk management are robust and defensible;
- ensure that he is consulted upon and participates in:
  - \_ The appointment and dismissal of Executive Directors and other senior managers
  - \_ The appointment and dismissal of all non-executive Directors
  - \_ the appointment and removal of the Company Secretary
  - \_ Succession planning;
- ensure that he is consulted upon and, insofar as the task is not delegated to the Remuneration Committee, participates in the fixing of all aspects of the remuneration of Directors other than himself;
- ensure that he is consulted upon and receives adequate information in a timely fashion about the finances, proposed strategy plans and activities which would have a material effect on the Group;
- ensure that he has access to such key managers and professional advisers of the Group as may be required to enable the Director to perform his duties;
- ensure that he is acquainted with:
  - \_ The business of the Group and its products, being prepared to visit any of the Group's locations
  - \_ the industries and territories in which the Group operates
  - \_ the key senior managers in the Group
  - \_ the Group's organisation, structure and methods of working;
- ensure that he understands the views of members;
- insist on a comprehensive, formal and tailored induction;
- seek continually to develop and refresh knowledge and skills to ensure any contribution to the Board remains informed and relevant;
- Ensure that any concerns which cannot be resolved about the running of the Group or a proposed action are recorded in the Board minutes; on resignation provide a written statement to the Chairman, for circulation to the Board, with regard to any such concerns.

## Board Responsibilities

### 11. In particular the Senior Independent Non-Executive Director will:

- in the absence of the Chairman carry out the responsibilities to the Board stated in the Job Description for the Chairman;
- be available for discussion with any member of the Board;
- be available to members of the Group;
- report to the Board annually on the effectiveness of Board procedures taking account of the views of individual directors.

## Board Obligations

### 12. The Director will:

- obtain independent professional advice at the Group's expense should he consider that this is required in order to enable him to discharge his duties as a Director provided that

he first obtains the permission (not to be unreasonably withheld) of the Chairman who shall promptly report such request to the Board;

- accept such outside appointments as shall be agreed by the Board:
  - \_ to be compatible with the Group's demands on the Director's time; and not to be detrimental to the interests of the Group