

## **BARONSMEAD SECOND VENTURE TRUST PLC**

### **RESPONSIBILITIES OF THE CHAIRPERSON OF THE BOARD**

1. The Chairperson leads the Board and is responsible for its overall effectiveness in directing the Company. The Chairperson:
  - 1.1. demonstrates objective judgement throughout his/her tenure;
  - 1.2. promotes a culture of openness and debate;
  - 1.3. facilitates constructive board relations and the effective contribution of all non-executive Directors;
  - 1.4. ensures that Directors receive accurate, timely and clear information;
  - 1.5. in addition to formal general meetings, seeks regular engagement with major shareholders in order to understand their views on governance and performance against the Company's investment objective and investment policy;
  - 1.6. ensures that the Board as a whole has a clear understanding of the views of shareholders;
  - 1.7. represents the Company to its stakeholders; and
  - 1.8. acts on the results of the annual evaluation of the performance of the Board, its Committees and individual Directors by recognising the strengths and addressing any weaknesses of the Board.
2. The Chairperson of the Board should not chair Board meetings when the Board is dealing with the appointment of his/her successor.
3. The Chairperson should be independent on appointment when assessed against the circumstances set out in Provision 13 of the AIC Code of Corporate Governance.
4. The Chairperson may be a member of the Audit and Risk Committee if they were independent on appointment, but cannot be the chairperson of the Committee.
5. The Chairperson may be a member of, and may chair, the Management Engagement Committee, provided that they are independent of the Investment Manager.
6. The Chairperson may be a member of the Remuneration Committee if they were independent on appointment, but cannot be the chairperson of the Committee.
7. The Chairperson may be a member of, and may chair, the Nomination Committee if they were independent on appointment, but shall not act as chairperson when the Committee is dealing with the appointment of their successor.

## RESPONSIBILITIES OF SENIOR INDEPENDENT DIRECTOR

Provision 6 of the AIC Corporate Governance Code states that the Board should appoint one of the independent Non-Executive directors to be the Senior Independent Director.

1. The Senior Independent Director should:
  - 1.1 provide a sounding board for the Chairman of the Board;
  - 1.2 lead the evaluation of the Chairman on behalf of the other Directors as part of the annual evaluation process;
  - 1.3 serve as an intermediary for the other Directors, in particular when the Board or Company is undergoing a period of stress. The Senior Independent Director is expected to work with the Chairman and other Directors, and/or shareholders, to resolve significant issues. Board should ensure they have a clear understanding of when the Senior Independent Director might intervene in order to maintain Board and Company stability. Examples might include situation where:
    - I. there is a dispute between the Chairman and the Investment Manager
    - II. shareholders or Non-Executive directors have expressed concerns that are not being addressed by the chair, the Board or the Investment Manager;
    - III. the strategy is not supported by the entire Board;
    - IV. the relationship between the chair and the Investment Manager is particularly close;
    - V. decisions are being made without the approval of the full board;
    - VI. succession planning is being ignored.
  - 1.4 serve as an intermediary for shareholders. When called upon, the Senior Independent Director should seek to meet a sufficient range of major shareholders in order to develop a balanced understanding of their views.
  - 1.5 Be available to shareholders if they have concerns that contact through the normal channels of chair, other directors or the Investment Manager has failed to resolve or for which such contact is inappropriate.

*The above listed responsibilities are in addition to any Directors' statutory of regulatory duties, as well as other provisions of the AIC Code in relation to the role of the Non-Executive Directors.*

Last reviewed by the Board on 16 November 2022.