



Johnson Matthey

The Role of Our Board Members

Chairman

Our Chairman leads the board. He is responsible for ensuring an effective board and effective contributions from individual directors, particularly non-executive directors, based on a culture of mutual respect, openness, debate and constructive challenge. To achieve this, he seeks to facilitate and encourage open communication and constructive working relations between the executive and non-executive directors. He also seeks to ensure that the executive directors are responsive to constructive challenge on their proposals by the non-executive directors. Our Chairman is in frequent contact with our Chief Executive. They meet in person or by telephone at least once a week. Our Chairman also keeps the non-executive directors up to date with significant developments between board meetings.

The Chairman is responsible for setting the board's agenda and ensuring that there is adequate time to discuss all agenda items. In addition, the Chairman monitors, with assistance from the Company Secretary, the information distributed to the board to ensure it is of high quality, accurate, clear and timely.

The Chairman is also responsible for ensuring that Johnson Matthey maintains effective communications with our shareholders and that the views of shareholders are communicated to the board so that all directors develop an understanding of the views of the major investors in the group.

There is a clear division between the Chairman's responsibilities for running the Board and the Chief Executive's role for the running of the business. This division of responsibilities is established in a written statement which can be found [here](#).

Chief Executive

Our Chief Executive has day to day management responsibility for running the group's operations, for implementing the group's strategy as approved by the board, for applying group policies and for promoting the company's culture and standards, including those on governance. He has the broad authority from the board to run the company and he is accountable for, and reports to the board on, how it is performing. Our Chief Executive also has a key role in the process for the setting and review of strategy. In addition, he ensures that the executive directors' views on business issues and employees' view on relevant issues are shared with the board in a balanced way.

Senior Independent Director

The Senior Independent Director's role is to provide a sounding board for the Chairman, to act, if necessary, as a focal point and intermediary for the other non-executive directors and to ensure that any key issues that are not being addressed by the Chairman or the executive management are taken up. The Senior Independent Director and the Chairman maintain a regular dialogue regarding current issues. The board recognises that, should any significant issues arise which threaten the stability of Johnson Matthey or its board, the Senior Independent Director may be required to work with the Chairman or others or to intervene to resolve them.

The Senior Independent Director is available to shareholders should they have concerns which have not been resolved from contact through the normal channels of the Chairman, Chief Executive or other executive directors or if the normal channels may be inappropriate. He is also available to attend meetings with major shareholders to listen to their views in order to help develop a balanced understanding of their issues and concerns.

The Senior Independent Director is responsible for leading the annual appraisal of the Chairman's performance and plays an important role by ensuring there is an orderly succession process for succession to the chairmanship of Johnson Matthey.

Non-Executive Directors

The role of our non-executive directors is to scrutinise management's performance in meeting agreed goals and objectives and to monitor how that performance is reported. They must also be satisfied with the integrity of the group's financial information on the effectiveness of financial controls and risk management systems.

As members of the board, the non-executive directors bring independent judgment and a range of experience to the board and therefore have a key role in constructively challenging in all areas. This is vital to the independence and objectivity of the board's deliberations and decision making and is particularly important in helping develop proposals on strategy. The Chief Executive and the other executive directors welcome, and are responsive to, constructive challenge by the non-executive directors on their proposals. The non-executive directors' role is to support the decisions that have been taken and to support the executive team in their delivery. Non-executive directors also play an important part in supporting the Chairman and the executive directors in embracing and representing the company's culture, values and standards within the board and throughout Johnson Matthey.

The non-executive directors are responsible for determining appropriate levels of remuneration for the executive directors and have a prime role in appointing and, where necessary, removing executive directors, and in succession planning.

Executive Directors

Our executive directors have specific responsibilities relating to the group's business. However, as directors, their duties extend beyond their own businesses to include the whole of the group's operations and activities.

Company Secretary

Our Company Secretary is secretary to the board and its committees. He reports to our Chairman on board governance matters and, together with the Chairman, he keeps the efficacy of the company's and the board's governance processes under review and recommends improvements where necessary. He is also responsible to the board for compliance with board procedures. He is responsible, through the Chairman, for advising and keeping the board up to date on all legislative, regulatory and governance matters and developments. Under the Chairman's direction, the Company Secretary's responsibilities include ensuring good information flows within the board and its committees and between senior management and non-executive directors. He also facilitates induction and assists with professional development as required. His advice, services and support are available to each director.