

Responsibilities of the Chair

The Chair has particular duties and responsibilities. In carrying them out, they must always remember they are acting for the Board, not in isolation.

- 1 The responsibilities of the Chair will be formally recorded and must include as a minimum to:
 - make sure BHP's business and its board meetings are conducted efficiently.
 - make sure all Board Directors are given the chance to express their views before any important decision is taken and that appropriate standards of behaviour are maintained in accordance with the Code Of Conduct approved by the Board.
 - establish a constructive working relationship with and support the Chief Executive and make sure the Board as a whole acts in partnership with the staff.
 - make sure the Board delegates sufficient authority to its Sub Committees, the Chair, the Chief Executive and others to enable the business to be carried on effectively between Board meetings and also to make sure the Board monitors the use of these delegated powers.
 - make sure the Board receives professional advice when needed, either from its senior staff or from outside sources.
 - make sure BHP complies with the other appropriate recommendations of this Code.
 - represent BHP on occasion.

The Chair will work in consultation with other Board Directors, for instance with a small group, to:

- take decisions delegated to the Chair with the advice of the Chief Executive.
- make sure the Board makes proper arrangements to appraise the Chief Executive's performance and to determine the pay of the Chief Executive and other senior staff.
- make sure, when needed, the Chief Executive is replaced in a timely and orderly fashion.
- make sure the Board makes proper arrangements for its appraisal, including the Chair's own appraisal.
- agree the role of the Vice Chair and the Chairs of the Sub Committees.