

## **Group Chairman**

The Group Chairman provides leadership for the Board; he chairs the Board of HSBC Holdings plc and is responsible for:

- The overall stewardship of the business and reporting thereon to investors and other key stakeholders;
- Top level relationships with regulators/Governments/investors and, in conjunction with the Group Chief Executive ('CEO'), major clients of the Group;
- The performance management of the CEO;
- Planning for the orderly and timely succession of the CEO, including having a detailed succession plan in place in case the CEO becomes unavailable or fails to meet performance expectations;
- In conjunction with, and following recommendations from the CEO, detailed succession planning for all Group Managing Director and Group General Manager roles;
- Maintaining HSBC's corporate reputation and character at the highest level as part of which the Group Chairman will chair the Group Reputational Risk Committee;
- In conjunction with the CEO, building sustainability into the way HSBC conducts business, tracking progress against Board determined priorities and reporting thereon in a transparent way to stakeholders;
- In consultation with the Senior Independent Director and the Nomination Committee, leading the planning for a smooth succession of independent directors, identifying skills and attributes necessary to balance the Board and facilitating the nomination and interview of director candidates;
- Organising periodic monitoring and evaluation of the Board's own performance and thereafter taking actions designed to deliver progressive improvement in Board performance;
- Leading the Group's interactions on matters of Public Policy and Regulatory Reform with regard to the banking and financial services industry and representing the Group on key industry, multilateral and supranational groupings and bodies which have influence in such matters;.
- The independence, adequate resourcing and budget availability of the Group Internal Audit Function;

- The effectiveness of Board meetings, setting the Board agenda, balancing the allocation of time between strategic discussions, performance and risk review and corporate governance matters;
- Maintaining a close working relationship with the CEO keeping him routinely informed of stakeholder and regulatory interactions and developments and providing counselling support and guidance;
- Ensuring, in conjunction with the CEO, that all material risks, including contingent risks and stress events are brought to the attention of the Board in a timely and coherent manner;
- Direct Reports: Group Chief Executive Officer, Group Company Secretary, Head of Regulatory Policy and Development (jointly with the CEO), Group General Manager and Head of Internal Audit (jointly with the CEO), Group Finance Director (in relation to external stewardship reporting), Adviser to the Board (on matters concerning reputation).