



# Charter of Expectations and Role Profiles

Barclays Corporate Secretariat  
Approved by the Board with effect on and from 1 January 2019

## Table of Contents

	Page
Introduction from Chair .....	3
Chair	
Role Profile .....	4
Charter of Expectations .....	6
Deputy Chair	
Role Profile .....	7
Charter of Expectations .....	8
Senior Independent Director	
Role Profile .....	9
Charter of Expectations .....	9
Directors	
Role Profile .....	11
Non-Executive Directors	
Role Profile .....	13
Charter of Expectations .....	14
Executive Directors	
Role Profile .....	16
Charter of Expectations .....	16
Committee Chair	
Charter of Expectations .....	17
Board Audit Committee Chair's Specific Responsibilities.....	18
Board Nominations Committee Chair's Specific Responsibilities.....	19
Board Remuneration Committee Chair's Specific Responsibilities.....	20
Board Risk Committee Chair's Specific Responsibilities .....	21
Board Reputation Committee Chair's Specific Responsibilities .....	22
Board Support and the Company Secretary .....	23

## Introduction

This document sets out role profiles for all of the key positions on our Board, including my own, and states the expectations that the Board of Barclays PLC (the "Board" and the "Company" respectively) can rightly demand of each of us. This document has been endorsed by the Board Nominations Committee and it is published on our website so that there is complete transparency for our stakeholders of the standards we set for ourselves. When each of our performances is assessed, it will be against these expectations.

Many of you hold a number of positions on the Board and will therefore be expected to meet the expectations set for all of the roles you hold, as they are all crucial to the long-term success of Barclays.

John McFarlane  
Group Chair

## Role Profile - Chair

### Main Accountabilities

#### *Board Leadership and Management*

- Lead the development by the Board of the culture as a whole of the Company and its subsidiaries and their business units (the "Group").
- Provide leadership of the Board and manage the business of the Board through setting its agenda and taking full account of the issues and the concerns of Board members.
- Ensure that Board agendas are primarily focused on strategy, performance and key value creation issues.
- Ensure that members of the Board receive accurate, timely and high-quality supporting information, in particular about the company's performance, to enable the Board to take sound decisions, monitor effectively and provide advice to promote the success of the company.
- Ensure that the Board decision-making processes are effective, including facilitating the running of the Board to assist it in providing independent oversight of executive decisions.
- Ensure that the Board meets with sufficient frequency and manage the Board to ensure that sufficient time is allowed for discussion of complex or contentious issues, where appropriate arranging for informal meetings beforehand to enable thorough preparation for the Board discussion.
- Facilitate and encourage open and inclusive discussion, which challenges executives, where appropriate, particularly on matters of risk and strategy or other major proposals by drawing on Directors' skills, experience, knowledge and, where appropriate, independence.
- Ensure that the Board determines the nature and extent of the Group's risk appetite and that there are no impediments to the Board's effective oversight of risk.
- Build an effective and complementary Board, initiating change and regularly considering succession planning and Board composition, working with the Board Nominations Committee.
- Foster relationships founded on mutual respect and open communication between non-executive Directors and management, both inside and outside the Boardroom.
- Ensure Board Committees are clearly structured with appropriate Terms of Reference.
- Ensure, subject to the views of the Board Remuneration Committee, that members of the Board are appropriately rewarded.
- Ensure that there is sufficient time at Board meetings for discussion of audit, risk and remuneration issues considered by Board Committees.

#### *Board Induction, Evaluation and Development*

- Lead the development of and monitor the effective implementation of policies and procedures for the induction, training and professional development of all members of the Board, including:
  - Ensuring that a properly constructed induction programme is provided for new Directors.
  - Considering and addressing the development needs of individual Directors, and the Board as a whole, to maintain the necessary depth and breadth of knowledge and skills and enhance the effectiveness of the Board as a team.
- Lead the Board in the ongoing monitoring, and annual evaluation, of the performance of the Group Chief Executive Officer.
- Ensure that the performance of individual Board members, and of the Board as a whole, is evaluated at least once a year.
- Ensure appropriate action plans are put in place and implemented as a result of the Board evaluation.

#### *Governance*

- Keep under review, with the Board, the general progress and long-term development of the Group.

- Promote the highest standards of corporate governance, seeking compliance with the provisions of the UK Corporate Governance Code (the “UK Code”) wherever possible.
- Ensure that the Board is able to discharge its duties and comply with the requirements of statutory/regulatory bodies that affect the functioning and responsibilities of the Board, including:
  - allocating all prescribed responsibilities under the Prudential Regulation Authority (PRA) and Financial Conduct Authority (FCA) Senior Managers Regime.
  - the Group’s performance of its obligations under *Fitness and Propriety* (in the PRA Rulebook) in respect of its Notified non-executive Directors.

#### *Relationship with Shareholders and other Stakeholders*

- Ensure effective communication with shareholders and other stakeholders and ensure that members of the Board develop and maintain an understanding of the views of major investors and other key stakeholders, and report annually on the nature and extent of the communication with major shareholders

The Chair will also

- Demonstrate ethical leadership and uphold the highest standards of integrity and probity setting clear expectations concerning the Group’s culture, values and behaviours.
- Provide effective leadership for the company, including representing the company and understanding the views of shareholders.
- Establish and develop effective working relationships with management, in particular, developing a close relationship of trust with the Group Chief Executive Officer, providing support and advice while respecting executive responsibility.
- Consult with the Senior Independent Director on Board matters in accordance with the UK Code.
- Establish good working relations and open lines of communication with other Group Executive Committee members.
- Chair the Board Nominations Committee.
- Subject to the provisions of the UK Code, if required be a member of the Board Remuneration Committee.

## Chair - Charter of Expectations

### *Role Requirements*

- **Time commitment** - The Chair is expected to commit to expend whatever time is necessary to fulfil his/her duties. It is expected this will be equivalent to up to 80% of a full time position. Chairship of the Group has priority over any other business time commitment.
- **Experience** - Experience on the Board of a major international organisation. Good understanding of the role of a Chair and able to operate effectively in such a role at the highest level. Relevant financial industry experience is desirable.
- **Knowledge** - The Chair must have a good understanding and experience of UK boardroom and corporate governance issues.

### *Key Competencies and Behaviours*

In addition to the required competencies and behaviours of a non-executive Director, the Chair must demonstrate the following:

#### *Provision of effective leadership to the Board*

- In conjunction with the Board Nominations Committee, ensures high quality Board composition with an appropriate balance of skills and experience in the context of the Group's agreed strategic priorities
- Sets the Board agenda and pro-actively manages the annual calendar of business to ensure the most appropriate use of Board's time.
- Engages and supports individual members to enhance Board activities and discussions.
- Ensures that the Board operates effectively as a team.
- Ensures that membership of the Board is a stimulating and enjoyable experience for Board members.
- Promotes effective communication between executive Directors and non-executive Directors.

#### *Effective Chairship of meetings*

- Empowers all Board members to challenge issues openly whilst preventing unnecessary or acrimonious conflict.
- Encourages and manages vigorous debate whilst achieving closure on issues.
- Ensures time is allocated appropriately, ensuring the business of the meeting is completed whilst allowing appropriate discussion of individual items.
- Facilitates, encourages and expects informed and critical contribution from Directors in discussion and decision-taking, particularly on matters of risk and strategy.
- Ensures Directors receive all information in an accurate, timely and clear form that is relevant to discharge their obligations.

#### *Be a respected Ambassador for the Group*

- Be comfortable dealing with political and regulatory interests.
- Be able to command respect of key opinion formers.
- Has the skills to chair an Annual General Meeting and deal with challenging and diverse shareholder questions.

***The above expectations are to be read in addition to the Charter of Expectations for Directors and any other Board positions held.***

## Role Profile - Deputy Chair

The Deputy Chair will deputise for and support the Chair in respect of the authorities and responsibilities conferred or delegated to the Chair by the Board, as set out in the Chair's Role Profile, and any other authority or responsibility that the Board, the shareholders or the Company's Articles of Association may, from time to time, confer.

The key areas of focus for this role will include:

- Acting as an ambassador for the Group, particularly in terms of developing and maintaining relationships with clients, politicians, regulators, industry representatives and key opinion formers;
- Providing support and guidance to the Chair of the Company; and
- Act as a host at business events for major clients, business contacts and key representatives of governments, regulators and other opinion formers.

In addition, the Deputy Chair will support the Chair as required in carrying out the following areas of his/her responsibilities:

- Managing the business of the Board and ensuring that the Board operates effectively in driving forward the Group's strategic objectives;
- Keeping under review, with the Board, the general progress and long term development of the Group;
- Ensuring that the Group's financial position is properly presented to the Board and shareholders; and
- Representing the company and the collective views of the Board externally and overseeing the Group's public relations, including relations with Governments, other public organisations and the public generally.

The Deputy Chair will also attend and answer questions as appropriate at the Annual General Meeting and serve on such Board Committees, subsidiary Boards, or perform any additional task as agreed with the Chair or the Board. The Deputy Chair will report in the execution of his/her responsibilities to the Chair.

## Deputy Chair - Charter of Expectations

### *Role Requirements*

- **Time commitment** - The Deputy Chair will be expected to commit a minimum of 1/2 day per week to the role.
- **Experience** - Significant experience of serving on the Board of a major international organisation. Good understanding of the role of a Chair and able to conduct such a role effectively at the highest level.
- **Knowledge** - The Deputy Chair must have a good understanding and experience of UK boardroom and corporate governance issues.

### *Key Competencies and Behaviours*

- **Ambassador** - The Deputy Chair must be able to act as an ambassador for the Group, being comfortable dealing with political and regulatory interests.
- **Public speaking** - The Deputy Chair must have the skills to be able to chair an Annual General Meeting and answer challenging and diverse shareholder questions.
- **Representing the Chair** - When representing the Chair, the Deputy Chair should reflect the competencies and behaviours expected of the Chair as described in the Charter of Expectations for that role.
- **Supporting the Chair** - The Deputy Chair should, at all times, be prepared to support, and where necessary, provide counsel to the Chair on the achievements of his/her own role and Charter of Expectations.

*The above expectations are to be read in addition to the Charter of Expectations for Directors and any other Board position held.*

## Role Profile - Senior Independent Director

In normal times, the role of the Senior Independent Director is to:

- Provide a sounding board for the Chair and provide support for the Chair in the delivery of his/her objectives.
- Serve as a trusted intermediary for the Directors, when necessary.
- Be available to shareholders if they have concerns relating to matters which contact through the normal channels of Chair, Group Chief Executive Officer, Group Finance Director or other executive Director has failed to resolve, or for which such contact is inappropriate.
- Maintain contact as required with major shareholders to understand their issues and concerns, including attending meetings where necessary with shareholders to listen to their views in order to help develop a balanced understanding of the issues and concerns of major shareholders.
- Support the Chair in ensuring the Board are aware of the views of major shareholders.
- Meet with the non-executive Directors without the Chair present at least annually and taking into account, the views of the executive Directors, lead the non-executive Directors in the ongoing monitoring and annual evaluation of the Chair, including assessing
  - the extent to which the Chair has fulfilled his/her responsibilities under the PRA and FCA Senior Managers Regime; and
  - the quality and sufficiency of the resources allocated to the Chair's officeand communicating results of the evaluation to the Chair.
- Together with the Board Nominations Committee, take responsibility for an orderly succession process for the Chair.

If the Board is undergoing a period of stress, the Senior Independent Director and/or the Deputy Chair will work with the Chair and other Directors and/or shareholders, as required, to resolve significant issues. Circumstances in which the Senior Independent Director and/or Deputy Chair might intervene in order to maintain board and company stability might include where:

- there is a dispute between the Chair and the Group Chief Executive Officer;
- shareholders or non-executive Directors have concerns that are not being addressed by the Chair or Group Chief Executive Officer;
- the strategy is not supported by the entire Board;
- the relationship between the Chair and Group Chief Executive Officer is particularly close;
- decisions are being made without the full approval of the Board;
- succession planning is being ignored.

## Senior Independent Director - Charter of Expectations

### *Role Requirements*

- **Time commitment** - The Senior Independent Director will be expected to commit time as required to the role, which will include committing significantly more time to the role in exceptional circumstances.
- **Experience** - Significant experience of serving on a Board of a major international organisation.
- **Knowledge** - The Senior Independent Director must have a good understanding and experience of UK boardroom and corporate governance issues.

### *Key Competencies and Behaviours*

- **Trust/respect** - Must be able to command the trust and respect of his/her fellow Directors and be seen as an individual to whom Directors and Institutional Shareholders can raise concerns which contact through normal channels has failed to resolve or for which such contact is inappropriate.
- **Political awareness** - Must have experience in managing politically sensitive situations in a large and complex organisation.
- **Judgement** – Must have ability to demonstrate excellent judgement under pressure.

*The above expectations are to be read in addition to the Charter of Expectations for Directors and any other Board positions held.*

## Role Profile - Directors

### Introduction

The Board is responsible to shareholders for creating and delivering sustainable shareholder value through the management of the Group's businesses. It should therefore determine that the purpose, values, strategy, objectives and policies of the Group are aligned with the delivery of long-term value, providing overall strategic direction within a framework of rewards, incentives and controls. The Board must ensure that management strikes an appropriate balance between promoting long-term growth and delivering short-term objectives.

The Board, in order to be effective, should demonstrate ethical leadership and promote the company's collective vision of its purpose, values, strategy, culture and behaviours, referred to as 'Barclays Values'. The Directors should lead by example and ensure that good standards of behaviour permeate throughout all levels of the Group. This will help prevent misconduct, unethical practices and support the delivery of long-term success.

Directors must act in a way they consider, in good faith, would promote the success of the company for the benefit of the shareholders as a whole and, in doing so, have regard (amongst other matters) to:-

- (a) the likely consequences of any decision in the long-term;
- (b) the interests of Barclays' employees;
- (c) the need to foster Barclays' business relationships with suppliers, customers and others;
- (d) the impact of Barclays' operations on the community and the environment;
- (e) the desirability of Barclays maintaining a reputation for high standards of business conduct; and
- (f) the need to act fairly as between shareholders of the Company.

The Board is also responsible for ensuring that management maintain a system of internal control which provides assurance of effective and efficient operations, internal financial controls and compliance with law and regulation. In carrying out this responsibility, the Board must have regard to what is appropriate for the Group's business and reputation, the materiality of the financial and other risks inherent in the business and the relative costs and benefits of implementing specific controls.

The Board is also the decision-making body for all other matters of such importance as to be of significance to the Group as a whole because of their strategic, financial or reputational implications or consequences.

### General to all Directors

1. Provide entrepreneurial leadership of the company, within a framework of prudent and effective controls which enable risk to be assessed and managed.
2. Approve the company's strategic aims, ensuring that the necessary financial and human resources are in place for the company to meet its objectives and review management performance.
3. Set the company's values and standards and ensure that its obligations to its shareholders and others are understood and met.
4. Act in accordance with the General Duties of Directors in Sections 171 to 177 of the Companies Act 2006. Under English Law the key duties of Directors include:
  - Only exercising powers within the authority given and acting in accordance with the company's constitution;
  - At all times acting not only in good faith and honesty, but also in the company's best interests and to promote the success of the company for all its members, whilst having regard to the impact on the long-term consequences of any decisions on employees, suppliers and customers, the community and the environment, and the need to act fairly as between members of the company;
  - Exercising independent judgment in carrying out their duties;
  - Exercising reasonable care, skill and diligence in carrying out their duties commensurate with their knowledge and experience;
  - Avoiding a conflict of interest between their personal interests and their duties to the Company (although a conflict or potential conflict may be authorised by the Directors in accordance with Company's Articles of Association), including not accepting a benefit from a third party and declaring an interest, direct or indirect, in a proposed transaction or arrangement with the company.

In addition, Directors comply with all legal and regulatory obligations applicable to them and must ensure that the company does everything that is required of it by law and regulation, e.g., ensuring the preparation of accounts which give a true and fair view of the state of affairs of the Group at the end of each financial year.

Where Directors have concerns that cannot be resolved about the running of the company or a proposed action, they should ensure that their concerns are recorded in the Board minutes.

Directors must at all times be and remain fit and proper to carry out their roles in accordance with the criteria issued from time to time by the company's regulators, as assessed by the company and/or any regulator by whom the Director must be approved to carry out their role.

#### *Senior Manager and Individual Conduct Rules*

All Directors (including Notified non-executive Directors) are required to observe the Senior Manager and Individual Conduct Rules mandated by the FCA and PRA as applicable to Senior Managers from time to time when acting in their capacity as a Director. That means a Director must

##### ***Senior Manager Conduct Rules***

1. take reasonable steps to ensure that the business of Barclays for which they are responsible is controlled effectively;
2. take reasonable steps to ensure that the business of Barclays for which they are responsible complies with the relevant requirements and standards of the regulatory system;
3. take reasonable steps to ensure that any delegation of their responsibilities is to an appropriate person and that they oversee the discharge of the delegated responsibility effectively; and
4. disclose appropriately any information of which the FCA or PRA would reasonably expect notice

##### ***Individual Conduct Rules***

1. act with integrity;
2. act with due skill, care and diligence;
3. be open and co-operative with the FCA, the PRA and other regulators;
4. pay due regard to the interests of customers and treat them fairly; and
5. observe proper standards of market conduct.

Should a Director consider that he or she may be in breach of any conduct rule at any time, they should report this promptly to the Company Secretary.

##### ***Specific to Senior Managers***

A Director who is a Senior Manager must

1. maintain appropriate records to evidence the discharge of his or her Senior Manager responsibilities
2. ensure a full and timely handover of his or her Senior Manager responsibilities.

### *Specific to non-executive Directors*

The role of the non-executive Directors is to:

1. Provide effective oversight, strategic guidance and constructive challenge, helping to develop proposals on strategy and then fully empowering the executive Directors to implement the strategy whilst holding the executive Directors to account.
2. Uphold high standards of integrity and probity and support the Chair and executive Directors in instilling the appropriate culture, values and behaviours in the Boardroom and throughout the Group.
3. Scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.
4. Apply their judgement to the business of the Board, leveraging on their knowledge of the business.
5. Demonstrate the financial literacy required for a proper understanding of the Group's activities and associated risks.
6. Satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible.
7. Scrutinising the design and implementation of remuneration policy, including determining appropriate levels of remuneration for executive Directors.
8. Providing objective views on resources, appointments and standards of conduct, having a prime role in appointing and, where necessary, removing executive Directors and in succession planning for these positions.
9. Complement the skills and experience of the executive Directors, in particular by bringing to bear a different range of knowledge, experience and insight from other industries.
10. Ensure that individual business decisions conform to agreed strategies and policies.

## Non-executive Director - Charter of Expectations

### Role Requirements

- **Time Commitment** – Expected time commitment will be agreed on an individual basis with each non-executive Director. The expected time commitment for a non-executive Director is normally at least 30 days a year, including membership of one Board Committee, increasing to 40 days a year for membership of two Board Committees, except in exceptional circumstances. Certain non-executive Directors, including the Deputy Chair, the Senior Independent Director, Committee Chair and Committee members, will be expected to commit additional time in order to fulfil their extra responsibilities. All non-executive Directors are expected to make sufficient time available to discharge their responsibilities. No additional external appointment should be undertaken without the prior approval of the Board.
- **Meetings** - Attends all Board and Board Committee meetings and the Company's Annual General Meeting unless exceptional circumstances prevail. Is well prepared for and contributes to all Board and Board Committee meetings and discussions, taking part in collective Board and Board Committee decisions.
- **Independence** - Maintenance of own independence as measured by the independence criteria for non-executive Directors as referenced in the UK Code.
- **Conflict of Interest** - Takes all reasonable actions to avoid potential conflicts of interest and discloses any that may arise.
- **Shareholding** - 2,000 ordinary shares held within two months of appointment to meet Directors' share qualification requirement. Directors must comply with the Group Share Dealing Code. A proportion of non-executive fees are paid in shares to align their interests to those of the Company's shareholders.
- **Business Awareness** – Ensure they have the knowledge and understanding of the business to enable them to contribute effectively. On appointment, a non-executive Director should devote sufficient time to a comprehensive, formal and tailored induction programme to acquire an understanding of the main areas of business activity, in particular those that involve significant risk. Each non-executive Director will review their development annually with the Chair and agree a personalised development statement. Each non-executive Director should devote time to developing and refreshing their knowledge and skills.
- **Stakeholder Engagement** – In order to have a good understanding of the business and its relationships with significant stakeholders, take opportunities to meet shareholders, key customers and other stakeholders and members of the workforce from all levels of the organisation.

### Key Competencies and Behaviours

#### “Committed to maximising long-term shareholder value”

##### High Performance Indicators

- Effectively leads Barclays towards the achievement of its strategic objectives.
- Prepared to challenge established thinking on current strategy or practice for the longer-term benefit of the Group.
- Draws on real-life examples from experience in a way that illustrates possible directions.
- Is focused on ensuring that the Group performs to the highest levels of shareholder expectation.

#### “Helps shape corporate strategy”

##### High Performance Indicators

- Is well informed about the company and the external environment, bringing that knowledge to bear in the development of Group strategy.
- Raises relevant strategic issues (such as competition and marketplace issues), influencing the shaping of Group or cluster level strategy.
- Tests proposals on strategy put forward by the executive.
- Effectively contributes to the evolution of the corporate strategy and assists in its implementation through advice and counsel.
- Utilises full breadth of skills and experience to add value to all strategic discussions.

### “Demonstrates independence of judgement”

#### High Performance Indicators

- Willing to stand up for and defend own beliefs and values in the face of opposition.
- Able to challenge effectively outside own area of expertise.
- Demonstrates the courage to take a stand and challenge others’ assumptions, beliefs or viewpoints as necessary for the good of the organisation.

### “Questions intelligently, debates constructively, challenges rigorously and decides dispassionately”

#### High Performance Indicators

- Asks searching questions which are focused on the key value at risk issues for the Group.
- Willing to challenge openly and rigorously, without leading to unnecessary conflict.
- Takes difficult decisions dispassionately whilst also being aware of the political implications.
- Able to deal effectively with complexity and assimilates knowledge quickly.
- Satisfies him/herself that Board discussion and decision-taking on risk matters is based on accurate and appropriately comprehensive information and draws, as far as he/she believes it to be relevant or necessary, on external analysis and input.
- Seeks clarification or amplification where information provided for Board discussions and decision-taking is inadequate or lacks clarity.
- Takes into account, the views of shareholders and other stakeholders which may provide different perspective on the Group and its performance.

### “Has the trust and respect of other members of the Board”

#### High Performance Indicators

- Immediately commands the respect of his/her Board colleagues.
- Comments and observations are valued by executive Directors and management alike.
- Is seen as even-handed in all his/her dealings with the Board and management.
- Supports executives in their leadership of the business whilst monitoring their conduct and performance.
- Is well-informed about the Group and has a strong command of the issues relevant to the business, ensuring he/she is sufficiently and appropriately informed of relevant matters prior to taking part in Board or Board Committee discussions and decisions

### “Effective member of the Board team”

#### High Performance Indicators

- Demonstrates openness to being challenged on assumptions, beliefs, viewpoints and is willing to re-examine them in order to reach new conclusions.
- Will participate in robust and rigorous debates and then work with peers to arrive at new solutions.
- Listens sensitively to the views of others, inside and outside the Board.
- Is willing to enhance their contribution through receipt of feedback.
- Fully empowers the executive Directors to implement the strategic decisions taken by the Board.

### “Uses network of contacts effectively”

#### High Performance Indicators

- Is always alert to how network of contacts may be utilised for the benefit of the Group.

## “Upholds high standards of integrity”

### High Performance Indicators

- Actively promotes and demonstrates the appropriate culture, values and behaviours of the Boardroom and beyond, including upholding Barclays Values.

## Role Profile - Executive Director

Executive Directors bear the responsibility (under the leadership of the Group Chief Executive Officer) for making and implementing operational decisions and running the Group’s business on a day-to-day basis.

The duties of an executive Director include the general duties applicable to all Directors as set out above. These duties extend to the whole of the business and not just that part of it covered by their individual executive responsibilities.

## Executive Director - Charter of Expectations

### *Role Requirements*

- **Group Executive Committee member.**
- **Time commitment** - Executive Directors are expected to attend all Board meetings each year and be available to attend meetings of Board Committees when required to do so by the Chair of that Committee.
- **Meetings** – Is well prepared for all Board meetings. Attends the Company's Annual General Meeting unless exceptional circumstances prevail.
- **Group view** - Be able to take a “Group” shareholder value viewpoint notwithstanding personal responsibility for a cluster or function.
- **Knowledge** - Be knowledgeable of own areas of responsibility as well as understanding the strategic priorities facing the Group.
- **Shareholding** – Executive Directors are expected to maintain a shareholding (or interest in shares) in line with the shareholding requirements adopted by the Board Remuneration Committee.
- **Conflicts of interest** – Take all reasonable action to disclose any conflicts of interest (as appropriate).

### *Key Competencies and Behaviours*

Executive Directors are expected to:

- Effectively lead Barclays towards the achievement of its strategic objectives and implement the strategy decisions taken by the Board.
- Use their specialist knowledge and experience, both of their own business and financial services generally, to assist the Board in consideration of strategic issues, and ensuring that decisions taken are in the Group’s best interests.
- Help ensure that the Board receives relevant, accurate, timely and high-quality supporting information and presentations necessary for it to fulfil its duties.
- Put the interests of the Group before those of their specific area of responsibility, in particular being prepared to participate fully in the Board’s collective decision-taking as a team member rather than a functional or cluster advocate.
- Be open to constructive challenge from non-executive Directors and encourage non-executive Directors to test proposals in light of their wider experience outside of the Company.
- Manage any conflicts of interest between their role as a Board member and as an executive.
- Be sensitive to the collective responsibility of the Board for creating shareholder value and be mindful of having all of the responsibilities of a Director.

- Be aware of their wider responsibilities when they join the Board and ensure that they receive appropriate training to enable them fulfil their role.
- Be willing to enhance their contribution through receipt of feedback.
- Actively promote and demonstrate the appropriate culture, values and behaviours of the Boardroom and beyond, including upholding Barclays Values.

## Committee Chair - Charter of Expectations

The Chair of Board Committees fulfil an important leadership role similar to that of the Chair of the Board, particularly in creating the conditions for overall committee and individual director effectiveness. The Chair of Board Committees will preside at meetings of the Board Committees, ensuring that the Board Committees fulfil their responsibilities as set out in their terms of reference in an efficient and timely manner.

The key duties of a Board Committee Chair will be:

### *Provision of Effective Leadership to the Committee*

- Pro-actively manages the annual calendar of business to ensure most appropriate use of the Committee's time, including ensuring that the Committee meets with sufficient frequency and devotes sufficient time and attention to the matters within its remit.
- Ensures, in conjunction with the Group Chair and the Board Nominations Committee, high quality Committee membership with an appropriate balance of skills, knowledge and experience.
- Facilitates the running of the Committee to assist it in providing independent oversight of executive decisions.
- Engages and supports individual members to enhance Committee activities and discussions.
- Ensures that the Committee operates effectively as a team.
- Ensures that membership of the Committee is a stimulating and enjoyable experience.
- Ensures that the Committee's performance is evaluated annually.

### *Effective Chairship of Meetings*

- Empowers all Committee members to challenge issues openly whilst preventing unnecessary or acrimonious conflicts, fostering open, inclusive discussion which challenges executives, where appropriate.
- Encourages and manages vigorous debate whilst achieving closure on issues.
- Ensures time is allocated appropriately and ensures the business of the meeting is completed whilst allowing appropriate discussions of individual items.
- Ensures Committee's work is in accordance with best practice so that the Committee is able to discharge its duties and comply with statutory/regulatory requirements.
- Ensures appropriate flow of timely and high-quality information to the Committee and its members. Ensures the Committee is able to provide appropriate assurance to Board on the issues within its terms of reference.
- Ensures Committee members receive appropriate induction and ongoing training.

### *Reporting to the Board*

- Ensures high quality reporting to Board on the work and activities of the Committee, including escalation of and identification of solutions to issues and concerns identified by the Committee.

### *Engagement with Board Committees of Barclays Bank PLC and Barclays Bank UK PLC*

- Engages and supports the chairs of the corresponding Board Committees of Barclays Bank PLC and Barclays Bank UK PLC to ensure the effective operation of those committees and to address any potential areas of conflict.

## Board Audit Committee Chair - Specific Responsibilities and Requirements

- Safeguards the independence of and oversees the performance of Barclays Internal Audit (BIA), including the performance of Group Chief Internal Auditor, in accordance with SYSC 6.2 (*Internal Audit*) of the FCA Handbook
- Ensures the Company has regard to the requirements of all relevant Codes of best practice, including the FRC Guidance on Audit Committees and the FRC Guidance on Risk Management, Internal Control and Related Financial and Business Reporting.
- Meets regularly with Group Chief Internal Auditor in private to receive briefings on the work of BIA and provides support when necessary to ensure that the independence and integrity of BIA is beyond reproach.
- Where an external, independent assessment of BIA is conducted, oversees and approves the appointment of the external assessor.
- Monitors the performance of Group Chief Internal Auditor as part of his/her dual reporting line to the Committee Chair and Group Chief Executive Officer, including approving his/her objectives and performance review.
- Recommends the annual remuneration of Group Chief Internal Auditor and BIA as a whole, subject to final approval of the Board Remuneration Committee.
- Act as the Whistleblower's Champion in accordance with SYSC 18.4 (*Whistleblower's Champion*) of the FCA Handbook, with responsibility for the integrity, independence and effectiveness of the Group's policies and procedures on whistleblowing, including the procedures for protection from detrimental treatment of staff who raise concerns.
- Meets regularly with the lead Audit Partner of the External Auditors in private to discuss their audit work and any issues of concerns arising in between meetings of the Committee.
- Meets regularly with the key individuals involved in the Company's governance including the Chair, the Group Chief Executive Officer and the Group Finance Director.
- Recommends interim and final financial statements to the Board for approval.
- Meets regularly with the Chair of the audit committees of Barclays Bank PLC and Barclays Bank UK PLC to discuss the matters their respective audit committees are responsible for in order to avoid duplication, repetition and inefficiency.

### Role Requirements

- **Time commitment** - The Board Audit Committee Chair will be expected to commit at least 60 days per year.
- **Financial acumen** - Must be comfortable dealing with complex financial issues and make every effort to keep up to date with international financial and accounting best practice developments.
- **Internal audit** - Must meet regularly (at least quarterly) with Group Chief Internal Auditor to review briefings on the work of BIA.
- **External auditors** - Must meet regularly (at least quarterly) with the lead Audit Partner to discuss their audit work.
- **Available in time of crisis** - Must be available outside of meetings of the Committee in case urgent issues are raised by Management, by the internal or by the external auditors.
- **AGM** - Must be able to attend the Annual General Meeting to answer shareholder questions.
- **Experience** - Experience of Boards and Board Committee work in a major organisation is preferable. This could be achieved by serving a period of time on the Board prior to appointment as Committee Chair.

## Board Nominations Committee Chair - Specific Responsibilities and Requirements

- Safeguards the independence and oversees and evaluates the performance of the Committee.
- Takes reasonable steps to ensure that the Committee complies with the requirements in *SYSC 4.3A (CRR Firms)* of the FCA Handbook that apply to the Committee and any specific and relevant requirements relating to the Committee or to the matters within the Committee's responsibilities.

### *Role Requirements*

- **Time commitment** - Time commitment is included in the overall time commitment of the Group Chair.
- **Knowledge of Corporate Governance issues** - Must have a good knowledge of Corporate Governance and make every effort to keep up to date with domestic and international best practice developments.
- **AGM** - Must be able to attend the Annual General Meeting to answer shareholder questions.
- **Experience** - Experience of Boards and Board Committee work in a major organisation is preferable. This could be achieved by serving a period of time on the Board prior to appointment as Committee Chair.

## Board Remuneration Committee Chair - Specific Responsibilities and Requirements

- Oversees the development of, and implementation of Barclays' remuneration policies and practices in accordance with *SYSC 19D (Remuneration Code)* of the FCA Handbook and the Remuneration Part of the PRA Rulebook.
- Meets regularly with the Group Human Resources Director and the Group Reward and Performance Director in private to receive briefings on the work of the Reward and Performance team and provides support when necessary.
- When a meeting of the Committee cannot be arranged in the time available, acts as a sub-committee of the Committee to approve the proposed remuneration package and ensures that a formal record of any such sub-committee decision is circulated to all the members of the Committee.

### Role Requirements

- **Time commitment** - The Board Remuneration Committee Chair will be expected to commit at least 60 days per year.
- **Knowledge** - Must be knowledgeable about current best practice in executive remuneration and understand the importance of aligning executive reward to the achievement of the Group's strategic objectives.
- **HR Best Practice** - Must be knowledgeable about current best practice in HR policies and executive recruitment and understand its role in the effective execution of the Group's strategy.
- **Regular meetings** - Must meet regularly with the Group Chair and Group Chief Executive Officer and with the Group Human Resources Director and the Group Reward and Performance Director to ensure that the Committee is effectively reviewing the remuneration of executive Directors in line with Barclays' policy.
- **AGM** - Must attend the Annual General Meeting and provide persuasive, considered answers to questions from investors on Barclays' remuneration policy.
- **Experience** - Experience of Boards and Board Committee work in a major organisation is preferable and must have served as a member of the Remuneration Committee (or that of another company) for at least 12 months prior to appointment as Committee Chair.

## Board Risk Committee Chair - Specific Responsibilities and Requirements

- Safeguards the independence of and oversees the performance of Barclays Risk function, including the performance of Group Chief Risk Officer, in accordance *with SYSC 7.1.21R and SYSC7.1.22R (Risk Control)* of the FCA Handbook.
- Meets regularly with Group Chief Risk Officer in private to receive briefings on the work of Barclays Risk function and provides support when necessary to ensure that the independence and integrity of Barclays Risk function is beyond reproach.
- Monitors the performance of Group Chief Risk Officer as part of his/her dual reporting line to the Committee Chair and Group Chief Executive Officer, including approving his/her objectives and performance review.
- Recommends the annual remuneration of Group Chief Risk Officer and Barclays Risk function as a whole, subject to final approval of the Board Remuneration Committee.
- Uses his/her discretion to decide whether the Committee should review due diligence on Barclays' transactions valued at £150m - £500m.

### Role Requirements

- **Time commitment** - The Board Risk Committee Chair will be expected to commit at least 60 days per year.
- **Financial acumen** - Must be comfortable dealing with risk issues and make every effort to keep up to date with best practice developments in risk management and measurement.
- **Risk function** - Must meet regularly (at least quarterly) with Group Chief Risk Officer to review briefings on the work of Barclays Risk function.
- **Available in time of crisis** - Must be available outside of meetings of the Committee in case urgent issues are raised by Management or by Barclays Risk function.
- **AGM** – Must be able to attend the Annual General Meeting to answer shareholder questions.
- **Experience** - Experience of Boards and Board Committee work in a major organisation is preferable. This could be achieved by serving a period of time on the Board prior to appointment as Committee Chair.

## Board Reputation Committee Chair - Specific Responsibilities and Requirements

- Safeguards the independence of and oversees the performance of Barclays Compliance function, including the performance of Group Chief Compliance Officer, in accordance with *SYSC 6.1 (Compliance)* of the FCA Handbook.
- Meets regularly with Group Chief Compliance Officer in private to receive briefings on the work of Compliance and provides support when necessary to ensure that the independence and integrity of Compliance is beyond reproach.
- Monitors the performance of Group Chief Compliance Officer as part of his/her dual reporting line to the Committee Chair and Group Chief Risk Officer, including approving his/her objectives and performance review.
- Recommends the annual remuneration of Group Chief Compliance Officer and Compliance as a whole, subject to final approval of the Board Remuneration Committee.

### Role Requirements

- **Time commitment** - The Board Reputation Committee Chair will be expected to commit at least 60 days per year. Where the Group Chair chairs the Board Reputation Committee, the time commitment is included in the overall time commitment of the Group Chair.
- **Knowledge of corporate social responsibility and sustainability** - Must have a good understanding of corporate social responsibility and sustainability principles and make every effort to keep up to date with domestic and international best practice developments.
- **Compliance function** - Must meet regularly (at least quarterly) with Group Chief Compliance Officer to review briefings on the work of Barclays Compliance function.
- **Available in time of crisis** - Must be available outside of meetings of the Committee in case urgent issues are raised by Management or by Barclays Compliance function.
- **AGM** - Must be able to attend the Annual General Meeting to answer shareholder questions.
- **Experience** - Experience of Boards and Board Committee work in a major organisation is preferable. This could be achieved by serving a period of time on the Board prior to appointment as Committee Chair.

## Board Support and the Company Secretary

The Board will be supported by the Company Secretary, whose role in ensuring good governance is to:

- Support the Chair and help the Board and its Committees to function effectively.
- Work with the Chair, Group Chief Executive Officer and management to ensure the flow of accurate, timely and high-quality supporting information within the Board and its Board Committees and between senior management and the non-executive Directors.
- Support the Chair in delivering Director induction, Board training and professional development programmes.
- Support the Chair of the Board and the Chair of Board Committees in delivering the Board Evaluation process and implementing any resulting action plan.
- Periodically review with the Chair, the effectiveness of the Board and Board Committee governance framework, including the remit of each Board Committee and the processes of interaction between Committees and each Committee and the Board.
- Enable Directors to have access to independent professional advice at the Company's expense where they judge it necessary to discharge their responsibilities as directors.

The Company Secretary will be expected to build relationships of mutual trust with the Chair, the Senior Independent Director and the non-executive Directors, while maintaining the confidence of the Group Chief Executive Officer and executive Directors.