



Charter of Expectations and Role Profiles

Barclays Corporate Secretariat
Approved by the Board on 21 April 2016

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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 can rightly demand of each of us. This 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 Chairman

Role Profile - Chairman

Main Accountabilities

Board Leadership and Management

- Lead the development of the Group's culture by the Board as a whole¹.
- 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 Board², 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 Chief Executive.
- 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.

¹ Senior Managers Regime prescribed responsibility (i)

² Senior Managers Regime prescribed responsibility (f)

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 Regime³.
 - the Group’s performance of its obligations under *Fitness and Propriety* (in the PRA Rulebook) in respect of its Notified non-executive Directors⁴.

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 Chairman 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 Chief Executive, 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.
- Meet with the Barclays Africa Chairman at least annually and contact any external chairmen of principal subsidiaries annually.

³ Senior Managers Regime prescribed responsibility (e)

⁴ Senior Managers Regime prescribed responsibility (u)

Chairman - Charter of Expectations

Role Requirements

- **Time commitment** - The Chairman is expected to commit to expend whatever time is necessary to fulfil his duties. It is expected this will be equivalent to approximately 80% of a full time position. Chairmanship 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 Chairman and able to operate effectively in such a role at the highest level. Relevant financial industry experience is desirable.
- **Knowledge** - The Chairman 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 Chairman 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 Chairmanship 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 Chairman

The Barclays Deputy Chairman will deputise for and support the Chairman in respect of the authorities and responsibilities conferred or delegated to the Chairman by the Board, as set out in the Chairman's Role Profile, and any other authority or responsibility that the Board, the Shareholders or the 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 Barclays 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 Chairman of Barclays PLC; 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 Chairman will support the Chairman as required in carrying out the following areas of his 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 Chairman 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 Chairman or the Board. The Deputy Chairman will report in the execution of his responsibilities to the Chairman.

Deputy Chairman - Charter of Expectations

Role Requirements

- **Time commitment** - The Deputy Chairman 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 Chairman and able to conduct such a role effectively at the highest level.
- **Knowledge** - The Deputy Chairman must have a good understanding and experience of UK boardroom and corporate governance issues.

Key Competencies and Behaviours

- **Ambassador** - The Deputy Chairman must be able to act as an ambassador for the Group, being comfortable dealing with political and regulatory interests.
- **Public speaking** - The Deputy Chairman must have the skills to be able to chair an Annual General Meeting and answer challenging shareholder questions.
- **Representing the Chairman** - When representing the Chairman, the Deputy Chairman should reflect the competencies and behaviours expected of the Chairman as described in the Charter of Expectations for that role.
- **Supporting the Chairman** - The Deputy Chairman should, at all times, be prepared to support, and where necessary, provide counsel to the Chairman on the achievements of his 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 Chairman and provide support for the Chairman in the delivery of his 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 Chairman, Chief Executive or Finance 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 Chairman in ensuring the Board are aware of the views of major shareholders.
- Meet with the non-executive Directors without the Chairman 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 Chairman, including assessing⁵
 - the extent to which the Chairman has fulfilled his responsibilities under the PRA and FCA Senior Managers Regime; and
 - the quality and sufficiency of the resources allocated to the Chairman's officeand communicating results of the evaluation to the Chairman.
- Together with the Board Nominations Committee, take responsibility for an orderly succession process for the Chairman.

If the Board is undergoing a period of stress, the Senior Independent Director will work with the Chairman and other Directors or shareholders, as required, to resolve significant issues.

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.

Key Competencies and Behaviours

- **Trust/respect** - Must be able to command the trust and respect of his 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.

⁵ PRA Supervisory Statement SS 28/15, s2.31

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 the objectives and policies of the Group to deliver such 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, 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 Barclays.

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 Barclays 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 and constructive challenge, helping to develop proposals on strategy and then fully empowering the executive Directors to implement the strategy.
2. Uphold high standards of integrity and probity and support the Chairman 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.⁶
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.

⁶ This responsibility is discharged by the Board Remuneration Committee but the Board will receive an annual report on the design and implementation of remuneration policy.

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 (e.g., serving CEO)⁷. Certain non-executive Directors, including the Deputy Chairman, Committee Chairmen 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.
- **Meetings** - Attends all Board and Board Committee meetings 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 agreed by the Board in December 2004 and by 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 Chairman and agree a personalised development statement.

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.

⁷ a time commitment of at least 20 days a year would be acceptable, assuming there is no Board Committee membership.

“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.
- 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 Barclays 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 Chief Executive) 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 Chairman of that Committee.
- **Meetings** – Is well prepared for all Board meetings.
- **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 guidelines adopted by the Board Remuneration Committee.

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.
- 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 Chairmen - Charter of Expectations

The Chairmen of Board Committees fulfil an important leadership role similar to that of the Chairman of the Board, particularly in creating the conditions for overall committee and individual director effectiveness. The Chairmen 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 Chairman 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 Chairman and the Board Nominations Committee, high quality Committee membership with an appropriate balance of skills 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 Chairmanship 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.

Board Audit Committee Chairman - Specific Responsibilities and Requirements

- Safeguards the independence of and oversees the performance of Barclays Internal Audit (BIA), including the performance of Barclays Chief Internal Auditor, in accordance with SYSC 6.2 (*Internal Audit*) of the PRA Handbook⁸
- Meets regularly with Barclays 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 Barclays Chief Internal Auditor as part of his/her dual reporting line to the Committee Chairman and Chief Executive, including approving his/her objectives and performance review.
- Recommends the annual remuneration of Barclays 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.⁹
- 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.

Role Requirements

- **Time commitment** - The Board Audit Committee Chairman 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 Barclays 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 Barclays Board prior to appointment as Committee Chairman.

⁸ Senior Managers Regime prescribed responsibility (j)

⁹ Senior Managers Regime prescribed responsibility (n)

Board Nominations Committee Chairman - Specific Responsibilities and Requirements

- Safeguards the independence and oversees 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 PRA 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.¹⁰

Role Requirements

- **Time commitment** - Time commitment is included in the overall time commitment of the Group Chairman.
- **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 Barclays Board prior to appointment as Committee Chairman.

¹⁰ FCA Handbook Code of Conduct: Guidance on the role and responsibilities of NEDs, s3.2

Board Remuneration Committee Chairman - 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 PRA Handbook¹¹.
- 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 Chairman 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 Chairman and Chief Executive 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. This could be achieved by serving a period of time on the Barclays Board prior to appointment as Committee Chairman.

¹¹ Senior Managers Regime prescribed responsibility (m)

Board Risk Committee Chairman - Specific Responsibilities and Requirements

- Safeguards the independence of and oversees the performance of Barclays Risk function, including the performance of Barclays Chief Risk Officer, in accordance with SYSC 7.1.21R and SYSC7.1.22R (Risk Control) of the PRA Handbook.¹²
- Meets regularly with Barclays 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 Barclays Chief Risk Officer as part of his/her dual reporting line to the Committee Chairman and Chief Executive, including approving his/her objectives and performance review.
- Recommends the annual remuneration of Barclays 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 Chairman 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 Barclays 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 Barclays Board prior to appointment as Committee Chairman.

¹² Senior Managers Regime prescribed responsibility (I)

Board Reputation Committee Chairman - Specific Responsibilities and Requirements

- Safeguards the independence of and oversees the performance of Barclays Compliance function, including the performance of Barclays Head of Compliance, in accordance with SYSC 6.1 (*Compliance*) of the PRA Handbook¹³
- Meets regularly with Barclays Head of Compliance 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 Barclays Head of Compliance as part of his/her dual reporting line to the Committee Chairman and Chief Executive, including approving his/her objectives and performance review.
- Recommends the annual remuneration of Barclays Head of Compliance and Compliance as a whole, subject to final approval of the Board Remuneration Committee.

Role Requirements

- **Time commitment** - The Board Reputation Committee Chairman will be expected to commit at least 60 days per year. Where the Group Chairman chairs the Board Reputation Committee, the time commitment is included in the overall time commitment of the Group Chairman.
- **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 Barclays Head of Compliance 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 Barclays Board prior to appointment as Committee Chairman.

¹³ Senior Managers Regime prescribed responsibility (k)

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 Chairman and help the Board and its Committees to function effectively.
- Work with the Chairman, Chief Executive and management to ensure the presentation of accurate, timely and high-quality supporting information to the Board and to Board Committees.
- Support the Chairman in delivering Director induction and development programmes.
- Support the Chairman of the Board and the Chairmen of Board Committees in delivering the Board Evaluation process and implementing any resulting action plan.
- Periodically review with the Chairman, 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.

The Company Secretary will

- Report to the Chairman on all matters of Board governance but will report to the Group Finance Director in relation to his other executive management responsibilities.
- Be expected to build relationships of mutual trust with the Chairman, the Senior Independent Director and the non-executive Directors, while maintaining the confidence of the Chief Executive and executive Directors.