

**ITV plc**  
**Executive Chairman**  
**Job Description**

**PURPOSE**

The Executive Chairman is responsible for ensuring that the board of ITV is effective in setting and implementing the group's direction and strategy and to act as the Company's leading representative.

**REPORTING LINE**

The Executive Chairman is responsible to the shareholders and he reports to the board.

**AREAS OF RESPONSIBILITY**

**Leadership and strategic direction**

- To lead the board, ensuring its overall effectiveness in all aspects of its role
- To plan effectively and to be forward thinking by concentrating on strategic matters
- To take the chair at general meetings, board meetings and strategy meetings
- To represent the Company at the highest level
- To foster good relations amongst board members
- To ensure that the board agrees a corporate strategy for the group and thereafter monitors the implementation of that strategy
- To ensure that a formal schedule of matters is specifically reserved for the decision of the board
- To represent the Company to the City, government, regulatory authorities, the media, shareholders and the general public
- To ensure that succession plans are in place for all key executives
- To formulate and propose to the board for approval a corporate strategy for the group which is directed towards the profitable growth and operation of the group
- To be accountable for the overall performance of the group's businesses

**Board meetings**

- To plan a schedule, set agendas and conduct board meetings effectively, with the support of the company secretary. The agenda for board meetings should take full account of the issues and concerns of all board members and sufficient time should be allowed for discussion of complex or contentious issues.
- To ensure that relevant information is provided to the board which is accurate, timely and clear, particularly in relation to company performance in order that the board may make sound decisions, monitor issues effectively and provide appropriate advice
- To ensure that the board makes timely decisions

- To ensure that all directors are involved in the work of the board by encouraging their active engagement and contribution to board discussions and to ensure constructive relations between executive and non-executive directors
- To direct discussions towards a consensus view and sum up discussions for a complete understanding of what has been agreed

### **Delegation**

- To ensure that the board focuses on the key issues facing the Company (as set out in the matters reserved for the board's decision)
- To ensure that the board delegates appropriately to its key committees
- To ensure that the board sets appropriate levels of authority for the Chief Operating Officer and other individual executives

### **Board composition**

- To propose to the nomination committee suitable candidates for the role of executive director and to consult with the committee on senior executive appointments
- With the support of the nomination committee, to keep under regular review the composition of the board
- To ensure that processes are in place for the appointment, rotation, retirement, succession and, if necessary, removal of directors
- To ensure that a succession plan is in place for all directors and key executives

### **Board performance**

- To ensure that the board remains focused on its role and the achievement of key tasks
- To establish a process for the carrying out of a rigorous annual evaluation of the board, its members and its committees
- To ensure that appropriate objectives are established for the Chief Operating Officer and to monitor performance against those objectives
- To ensure that the board satisfactorily oversees and evaluates the implementation of the group's strategy, policies, business plans and the board decisions
- To hold the Chief Operating Officer to account for executive actions and performance

### **Support and development**

- To provide support and advice to the Chief Operating Officer as appropriate and ensure effective liaison and continuity of communication on developments occurring between formal board meetings
- To oversee the induction and development of directors ensuring that a properly constructed full, formal and tailored induction process is in place for new directors and that the ongoing development needs of individual directors are identified and met

## **Communication with shareholders**

- To ensure effective communication with all shareholders and maintain a positive ongoing dialogue with the Company's major shareholders
- Promote the goodwill and support of shareholders and relevant stakeholders
- To ensure, in conjunction with the Chief Operating Officer, that the views of major shareholders are communicated to the board and that members of the board develop an understanding of those views
- To ensure that all directors are available to attend the Company's annual general meeting and that the chairmen of the audit, nomination and remuneration committees are fully briefed to answer questions at the meeting if required to do so

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