

ITV plc (“the Company”) – Role and responsibilities of the Chairman

The Chairman leads the Board and is responsible for its overall effectiveness in directing the Company. He/she is not responsible for the day-to-day management of the Company. The Chairman is responsible to the shareholders and reports to the Board.

RESPONSIBILITIES

Leadership of the Board

- To chair the Board meetings and facilitate constructive Board relations and the effective contribution of all Non-Executive directors, by encouraging active participation and drawing upon Directors' skills, experience and knowledge. To manage Board meetings to allow enough time for discussion of all agenda items, in particular any complex or contentious issues.
- To set the Board's agenda, taking into account the issues and concerns of all Board members and the Company Secretary and General Counsel. The agenda should be primarily focused on strategy, performance, value creation, culture, stakeholders, accountability, risk and governance.
- To promote a culture of openness to promote effective decision making, constructive debate and effective challenge, and foster relationships based on trust, mutual respect and open communication, both in and outside the boardroom, between Non-Executive Directors and the executive team.

Strategy

- To ensure the Company has an effective vision, strategy, purpose and set of values, which are aligned, and which ensure the long-term sustainability of the business.
- Together with the Board, to constructively challenge and help develop proposals regarding strategy and to monitor the implementation of strategy.
- To ensure that the Board determines the nature, and extent, of the significant risks the Company is willing to embrace in the implementation of its strategy.

Individual Director and Board performance

- To lead an objective and rigorous annual evaluation of the Board, its Committees and individual directors, with support from the Senior Independent Director as appropriate, and to act on the results of the evaluation by recognising the strengths and addressing any weaknesses, in accordance with the Corporate Governance Code.
- To ensure, with the support of the Company Secretary and General Counsel, that all Directors receive a full, formal and tailored induction on joining the Board, and to provide guidance and mentoring to new Directors, as appropriate.
- To address the development needs of the Board collectively and individually. To ensure that all Directors are aware of and able to discharge their statutory duties, and that they continually update their skills, knowledge and familiarity with the Company to fulfil their role both on the Board and its Committees.

- To regularly consider the composition of the Board that promotes diversity of gender, social and ethnic backgrounds, cognitive and personal strengths, and ensure that clear and timely Board and Committee succession plans are in place.

Relations with stakeholders

- To ensure that the views of shareholders, the workforce, viewers and other key stakeholders are communicated to the Board as a whole so that Directors have a clear understanding of their views.
- To gain insights into the culture and concerns at different levels of the business through communicating and engaging with the workforce.
- To seek regular engagement with major shareholders in order to foster constructive relations, understand their views on governance and performance against strategy and remuneration, and convey their views to the Board as a whole.
- To chair annual general meetings, to arrange for all Directors to attend the annual general meetings and for the Chairs of the Committees to be available to answer questions at the annual general meetings.

Other

- To ensure effective governance processes are in place, including: (i) the effective running of the Board and its Committees in conformity with the highest standards of corporate governance, (ii) appropriate delegation of authority from the Board to executive management (iii) effective decision-making processes and implementation of Board decisions; (iv) that Board Committees are properly structured with appropriate terms of reference.
- To ensure, with the support of the Company Secretary and General Counsel, that Directors receive a timely flow of accurate, high-quality and clear information to support effective decision-making and enable individual Directors to fulfil their duties as Directors.
- To hold meetings appropriately throughout each year with the Non-Executive Directors without Executive Directors or senior management present.
- To develop a productive working relationship with the Executive Directors and the Chief Executive in particular, providing support and advice while respecting executive responsibility.

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