

Governance framework

The Board is appointed by shareholders, who are the owners of the company. The Board's principal responsibility is to act in the best interests of shareholders as a whole, within the legal framework of the 2006 Act and taking into account the interests of all stakeholders, including employees, customers, suppliers and communities. Ultimate responsibility for the management and long-term success of the Group rests always with the Board, notwithstanding the delegated authorities framework detailed below.

Board

Develops strategy, grows shareholder value, provides oversight and corporate governance, and sets the tone from the top.

Provides entrepreneurial leadership of the Group, driving it forward for the benefit, and having regard to the views, of its shareholders and other stakeholders.

Governs the Group within a framework of prudent and effective controls, which enable risks to be assessed and managed to an appropriate level.

Approves the Group's strategic objectives.

Ensures that sufficient resources are available to the Group to enable it to meet strategic objectives.

The Board delegates authority to manage the business to the Chief Executive Officer (CEO) and also delegates other matters to its Committees and management as appropriate. The Board has formally adopted a schedule of matters reserved to it for its decision, which is available on our website. Details about the principal decisions the Board made during the year can be found on page 75.

The CEO in turn chairs the Executive Committee for day to day management matters and delegates other matters to various Management Committees.

Main Board Committees

Committees	Remit	Membership	Quorum
Audit and Risk Committee	Oversight of the Group's financial and non-financial reporting, risk management (including TCFD) and internal control procedures and the work of its internal and external auditor.	Independent Non-executive Directors (NEDs)	Two
Nomination and Governance Committee	Review of the composition of the Board and senior management, and plans for its progressive refreshing with regard to balance and structure as well as succession planning, taking account of evolving legal and regulatory requirements as well as stakeholders' expectations. Responsibility for governance matters.	Chairman and independent NEDs	Two
Remuneration Committee	Framework, policy and levels of remuneration of the Executive Directors and senior executives.	Independent NEDs	Two
Disclosure Committee	Inside information determination and advice on scope and content of disclosures to the market.	Any two Directors (incl. CEO or Chief Financial Officer) and the Group Company Secretary and Legal Advisor	Two
Environment Committee	Oversight of the Board's responsibilities in relation to environmental matters, incl. climate-related matters and TCFD.	Independent NEDs and CEO	Two
Social and Community Committee	Understanding of the key concerns of the workforce and wider stakeholders, apart from shareholders.	Independent NEDs and CEO	Two

The terms of reference for each of the Main Board Committees are reviewed on an annual basis and can be found on our website.

Other Board Committees

Committees	Summary	Membership	Quorum
Share Plans Committee	Consideration of administrative matters related to the provision of share-based employee benefits for the company and its subsidiaries.	All Directors and the Group Company Secretary and Legal Advisor	Two
Bank Guarantees and Facilities Committee	Consideration of matters related to the provision of bank guarantees and facilities for the company and its subsidiaries.	All Directors and the Group Company Secretary and Legal Advisor	Two

The terms of reference for each of these Other Board Committees can be found on our website.

Main Management Committees

Committees	Remit	Membership	Chair	Quorum
Executive Committee	Day-to-day management	CEO, CFO, Group Company Secretary and Legal Advisor and any other officers as invited by the CEO. Minimum of six.	CEO or Chief Financial Officer (CFO) in CEO's absence	Four (incl. CEO or CFO)
Safety Leadership Committee	Safety culture	CEO, Divisional Presidents of Europe, North America and AMEA, Group HSEQ Director, Group Company Secretary and Legal Advisor and any other direct reports as required by the CEO. Minimum of six.	CEO	Four (incl. CEO or Group HSEQ Director)
Sustainability Steering Committee	Mostly climate-related and environmental matters but also people, community, governance and reputational matters.	A minimum of six representatives of each division and Group's relevant functions.	Group Engineering and Operations Director	Four (incl. Group Engineering and Operations Director)

Other Management Committees

Committees	Remit	Membership	Chair	Quorum
Treasury Committee	Management of the Company's financial risks in accordance with the objectives and policies approved by the Board.	CFO, Group Financial Controller, Group Head of Treasury, Group Head of Tax	Group Head of Treasury	Two (incl. CFO)
Data Protection Steering Committee	Implementation of Keller's strategy for compliance with data protection laws.	Legal representatives from each division (Europe, North America, AMEA) and Group	n/a	n/a