

## **Roles and Responsibilities**

### **Non-Executive Chair**

Deanna Oppenheimer, as the Chair, leads the operation and governance of the Board and its Committees and is responsible for building and maintaining an effective Board.

She ensures that Directors receive timely, accurate and clear information on the Group's business and that all Directors are fully informed of relevant matters. Together with the Company Secretary, She ensures a good flow of information to the Board and its Committees and between the Executive Committee and the Non-Executive Directors.

She is responsible for promoting corporate governance. The induction of new Directors is led by the Chair and she, along with the Company Secretary, puts in place tailored induction programmes for new Directors and ensures that Directors continually update their skills and have the requisite knowledge and familiarity with the Group to fulfil their roles on the Board and its Committees.

She leads the performance and effectiveness evaluations of the Board and its Committees, evaluating the performance of Non-Executive Directors and, together with them, the performance of the Chief Executive.

She is the Chair of the Nomination Committee.

She chairs General Meetings, including the Annual General Meeting, of the Company. Her performance is evaluated by the Non-Executive Directors (facilitated by the Senior Independent Non-Executive Director).

### **Chief Executive Officer**

Elie Maalouf, as the Chief Executive Officer, leads the development of the Company's strategic direction and implementation of the agreed strategy. He oversees its business operations and manages its risks as well as building and leading an effective Executive Committee. He is accountable to the Board for all aspects of the performance and management of the Group. He keeps the Chair regularly informed on all matters that may be of importance to the Board.

He chairs the Executive Committee which considers and manages a range of strategic and business issues facing the Group and monitors IHG's performance.

He is responsible for evaluating the performance of the other Executive Directors.

His performance is evaluated by the Chair and Non-Executive Directors and his remuneration is set by the Remuneration Committee.

### **Senior Independent Non-Executive Director**

Graham Allan, as the Senior Independent Non-Executive Director, acts as a sounding board for the Chair providing advice and judgement and serves as an intermediary for the other Directors when necessary. He ensures that the views of each Non-Executive Director are given due consideration and makes himself available to liaise with shareholders who have concerns that they feel have not been addressed through the normal channels of the Chair, Chief Executive or other Executive Directors.

He facilitates the annual performance evaluation of the Chair with the other Non- Executive Directors and chairs the Nomination Committee when it is considering matters relating to the Chair's position.

His performance is evaluated by the Chair and his remuneration is set by the Chair and Executive Directors.

### **Non-Executive Directors**

Non-Executive Directors bring an independent and external dimension to the Board's activities, challenging constructively and helping to develop proposals on strategy. They scrutinise the performance of the Executive Committee in meeting agreed goals and objectives and monitor the reporting of performance.

The Non-Executive Directors (facilitated by the Senior Independent Non-Executive Director) evaluate the performance of the Chair.

Their performance is evaluated by the Chair and their remuneration is set by the Chair and Executive Directors.

### **Company Secretary**

Nicolette Henfrey, as the Company Secretary, heads the Group's Global Business Reputation and Responsibility Department and acts as Group General Counsel. Her biography is available at [www.ihgplc.com/en/about-us/our-leadership/executive-committee](http://www.ihgplc.com/en/about-us/our-leadership/executive-committee).

Her role involves assisting the Chair in promoting the highest standards of corporate governance and includes ensuring good information flows within the Board and its Committees and between the Executive and Non-Executive Directors.

She acts as secretary to the Board and its Committees and advises them through their Chairs on all governance matters. She facilitates the appointment, induction and on-going development of Directors.

All Directors have access to the Company Secretary, who is responsible to the Board for ensuring that its procedures are complied with.

The appointment and removal of the Company Secretary are considered a matter for the Board as a whole.