

Governance at a glance

An experienced leadership team

Governance framework

Board of Directors

The Board's responsibility for leading the Group towards achievement of its purpose is supported by a robust governance framework.

The Board has established a corporate governance structure with clearly defined responsibilities, designed to safeguard and enhance the long-term sustainable success of Xaar, creating value and benefit for its shareholders and other stakeholders.

Biographies

 [Read more about the Board on pages 60 and 61](#)

Corporate Governance

 [Read more about Corporate Governance on pages 71 to 76](#)

The Board delegates certain matters to its Principal Committees

Audit Committee

The Audit Committee is responsible for monitoring and reviewing the integrity of the financial reporting process, including the appropriateness and effectiveness of the Internal Controls and Risk Management procedures of the Group.

Chris Morgan Chair
Appointed 1 April 2020

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Nomination Committee

The Nomination Committee is responsible for reviewing the size, structure and composition of the Board and providing advice to the Board on Board and senior management appointments and succession planning, monitoring of the composition of the Board and its Committees.

Andrew Herbert Chair
Appointed 1 April 2020

 [Read more on page 60](#)

Remuneration Committee

The Remuneration Committee is responsible for the development and implementation of the Group's remuneration framework and policies for Directors including all incentives and bonuses.

Alison Littley Chair
Appointed 1 July 2020

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Board composition in 2021

Composition



● Executive Director 2
● Non-Executive Director 2
● Chair 1

Diversity








● Male 4
● Female 1

Tenure



● 0-3 years 3
● 3-6 years 1
● 6-9 years 1

Division of responsibilities

Directors	Responsibilities
 <p>Andrew Herbert Chairman</p>	<ul style="list-style-type: none"> Primary responsibility is to lead the Board to ensure the Board functions properly to meet its obligations and responsibilities, by facilitating efficient Board discussion, challenge and debate Nomination Committee Chair.
 <p>John Mills Chief Executive Officer</p>	<ul style="list-style-type: none"> Leads the Executive Committee responsible for proposing and implementing Group strategy, and managing the operational and financial performance of the Group Engages with various stakeholders of the Group, providing feedback to the Board.
 <p>Ian Tichias Chief Financial Officer</p>	<ul style="list-style-type: none"> Evaluates the financial performance of the business in line with strategy implementation, operational objectives, forecasts and budgets Ensures integrity of reported financial information, and maintaining robust accounting systems and internal controls.
 <p>Chris Morgan Non-Executive Director</p>	<ul style="list-style-type: none"> As an independent Non-Executive Director, provides constructive challenge and strategic guidance to the Board, monitors achievement of objectives and Executive Director performance Audit Committee Chair.
 <p>Alison Littley Senior Independent Director</p>	<ul style="list-style-type: none"> As the Senior Independent Director, acts as a sounding board for the Chairman and an intermediary for other Directors, and is available to discuss any concerns with shareholders that cannot be resolved through communication with the Chairman or Executive Directors Remuneration Committee Chair.

Board meeting attendance

The Board held 11 scheduled Board meetings in 2021, with three additional unscheduled meetings held to cover specific items.

Chairman, Non-Executive and Independent Directors	Scheduled Board meetings attended	Additional Board meetings attended
Andrew Herbert – Chairman	100%	100%
Chris Morgan – Non-Executive Director	100%	100%
Alison Littley – Senior Independent Director	100%	100%
Executive Directors		
John Mills – Chief Executive Officer	100%	100%
Ian Tichias – Chief Financial Officer	100%	100%

Highlights

Key governance activities

During 2021, the Board undertook the following key governance activities:

- + Further developed Board meeting structure, format, agenda and material
- + Ensured compliance with the 2018 UK Corporate Governance Code, agreeing actions to address any non-compliance.

Read more on pages 71 to 76

- + Reviewed and updated the Committee Terms of Reference
- + Conducted an internal review of Board and Committee effectiveness and performance during the year
- + Reviewed progress of the action plan addressing the remediation of significant deficiencies in internal control at EPS during the year.

Board focus areas

During 2021, the Board focused on the following key operational and strategic activities:

- + Printhead ImagineX product roadmap progress and customer engagement
- + Mitigation of supply chain constraints
- + Strategy progress and operational improvements at EPS
- + IT infrastructure improvements, including the ERP upgrade
- + Capital and equity strategy
- + Development of the Sustainability Roadmap.

Read more about the Sustainability Roadmap on page 37

- + FFEI acquisition and integration implementation
- + Completion of the divestment of the Xaar 3D investment.