

# HENDERSON HIGH INCOME TRUST PLC

## Role of the Chair of the Board

### Board leadership

- Provide leadership of the Board and manage the business of the Board through setting its agenda and taking account of the issues and concerns of Board members.
- Ensure that members of the Board receive accurate, timely and high-quality supporting information enabling them to monitor performance effectively and make sound decisions.
- Ensure that the Board meets with sufficient frequency to fulfil its oversight duties and fully discuss any matters requiring in-depth discussion.
- Facilitate honest and constructive debate amongst directors which challenges the Manager and other third-party service providers in their delivery of services to the Company.
- Build an effective and complementary Board, initiating change and regularly considering succession planning and Board composition working collaboratively with the Nominations and Remuneration Committee.

### Membership and composition of the Board

- Consider the developmental needs of the directors so that they continually update their skills and knowledge and ensure that a comprehensive induction is provided to new directors in conjunction with the Corporate Secretary.
- Ensure the performance of the Board, its Committees and individual directors is evaluated at least annually and act on the results of such evaluation.

### Relationship with the Manager

- Maintain the relationship with the Manager, and Fund Manager, ensuring effective engagement with the Company whilst providing robust challenge to the Manager's proposals.
- Ensure the performance of the Manager is evaluated formally at least annually and act on the results of such evaluation.

### Governance and culture

- Lead the Board's determination of appropriate corporate governance and business values, including culture.
- Consider and approve requests from directors for dealing in the Company's shares.
- Consider and approve requests from directors regarding other appointments.

### Shareholders and other stakeholders

- Represent the Board's views and positions to shareholders, other stakeholders and the wider community.
- Ensure that the Manager provides effective and appropriate communication of performance and other information to the Company's shareholders through the Fund Manager, sales and/or marketing teams and the Company's corporate broker.
- Engage with shareholders and ensure the Board is aware of their views.
- Balance the interests of the different stakeholders, while preserving an independent view.
- Act as Chair of shareholder meetings.