

Guardian Media Group plc (the *company*)
Corporate Governance Code

Approved by the Board on 9 October 2020

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Introduction and background

The purpose of corporate governance is to facilitate effective, entrepreneurial and prudent management that can deliver the long-term success of a company. As an organisation we seek to hold ourselves to the highest standards of corporate governance.

Whilst as an unquoted plc we were not required to do so, the company has adopted its own corporate governance code (the **GMG Code**), modelled on the UK Corporate Governance Code (July 2018) (the **UKCGC**), adapted more closely to reflect the characteristics of our organisation and the nature of the relationship between the company and its sole shareholder, The Scott Trust Limited (**STL**). We will continue to be openly accountable and transparent—this is at the core of Guardian values—and we will comply with Companies Act requirements and applicable accounting standards and practice in regard to the preparation of our annual accounts.

The company follows the ‘comply or explain’ approach envisaged by the UKCGC – that is, if in any respect we do not comply with the GMG Code we will explain the non-compliance.

The GMG Code should be read in conjunction with The Scott Trust and Guardian Media Group plc Governance Framework.

Stephen Godsell

Company Secretary

9 October 2020

1. Board leadership and company purpose

Principles

- A The company should be led by an effective and entrepreneurial board, whose role is to promote the long-term sustainable success of the company, generating value for its sole shareholder (i.e. STL) and contributing to wider society.
- B The board should establish the company's purpose, values and strategy, and satisfy itself that these and its culture are aligned. All directors must act with integrity, lead by example and promote the desired culture.
- C The board should ensure that the necessary resources are in place for the company to meet its objectives and measure performance against them. The board should also establish a framework of prudent and effective controls, which enable risk to be assessed and managed.
- D In order for the company to meet its responsibilities to STL and stakeholders, the board should ensure effective engagement with, and encourage participation from, these parties.
- E The board should ensure that workforce policies and practices are consistent with the company's values and support its long-term sustainable success. The workforce should be able to raise any matters of concern.

Provisions

1. The board should assess the basis on which the company generates and preserves value over the long-term. It should describe in the annual report how opportunities and risks to the future success of the business have been considered and addressed, the sustainability of the company's business model and how its governance contributes to the delivery of its strategy.
2. The board should assess and monitor culture. Where it is not satisfied that policy, practices or behaviour throughout the business are aligned with the company's purpose, values and strategy, it should seek assurance that management has taken corrective action. The annual report should explain the board's activities and any action taken. In addition, it should include an explanation of the company's approach to investing in and rewarding its workforce.
3. In addition to formal general meetings, there should be regular engagement with STL in order to understand its views on governance and performance against the strategy. Committee chairs should seek engagement with STL on significant matters related to their areas of responsibility. The board as a whole has responsibility for ensuring that a satisfactory dialogue takes place. The chair and chief executive will normally be the principal interface with STL (via the chair of STL) for discussion of governance and strategy, but the board should keep in touch with the opinion of STL in whatever ways are most practical and efficient. The chair should ensure that the views of STL are communicated to the board as a whole.

4. The board should understand the views of the company's other key stakeholders and describe in the annual report how their interests and the matters set out in section 172 of the Companies Act 2006 have been considered in board discussions and decision making.¹ The board should keep engagement mechanisms under review so that they remain effective.

For engagement with the workforce,² one or a combination of the following methods should be used:

- a director appointed from the workforce;
- a formal workforce advisory panel; or
- a designated non-executive director.

If the board has not chosen one or more of these methods, it should explain what alternative arrangements are in place and why it considers that they are effective.

5. There should be a means for the workforce to raise concerns in confidence and – if they wish – anonymously. The board should routinely review this and the reports arising from its operation. It should ensure that arrangements are in place for the proportionate and independent investigation of such matters and for follow-up action.
6. The board should take action to identify and manage conflicts of interest, including those resulting from significant shareholdings, and ensure that the influence of third parties does not compromise or override independent judgement.
7. Where directors have concerns about the operation of the board or the management of the company that cannot be resolved, their concerns should be recorded in the board minutes. On resignation, a non-executive director should provide a written statement to the chair, for circulation to the board, if they have any such concerns.

¹ The Companies (Miscellaneous Reporting) Regulations 2018 require directors to explain how they have had regard to various matters in performing their duty to promote the success of the company in section 172 of the Companies Act 2006. The Financial Reporting Council's Guidance on the Strategic Report supports reporting on the legislative requirement.

² See the Guidance on Board Effectiveness Section 1 for a description of 'workforce' in this context.

2. Division of responsibilities

Principles

- F The chair leads the board and is responsible for its overall effectiveness in directing the company. They should demonstrate objective judgement throughout their tenure and promote a culture of openness and debate. In addition, the chair facilitates constructive board relations and the effective contribution of all non-executive directors and ensures that directors receive accurate timely and clear information.
- G The board should include an appropriate combination of executive and non-executive (and in particular, independent non-executive) directors, such that no one individual or small group of individuals dominates the board's decision-making. There should be a clear division of responsibilities between the leadership of the board and the executive leadership of the company's business.
- H Non-executive directors should have sufficient time to meet their board responsibilities. They should provide constructive challenge, strategic guidance, offer specialist advice and hold management to account.
- I The board, supported by the company secretary, should ensure that it has the policies, processes, information, time and resources it needs in order to function effectively and efficiently.

Provisions

8. The chair should be independent on appointment when assessed against the circumstances set out in Provision 9. The roles of chair and chief executive should not be exercised by the same individual.
9. The board should identify in the annual report each non-executive director it considers to be independent. Circumstances which are likely to impair, or could appear to impair, a non-executive director's independence include but are not limited to, whether a director:
- is or has been an employee of the company or group within the last five years;
 - has, or has had within the last three years, a material business relationship with the company, either directly or as a partner, shareholder, director or senior employee of a body that has such a relationship with the company;
 - has received or receives additional remuneration from the company apart from a director's fee, participates in any incentive arrangements or is a member of the company's pension scheme;
 - has close family ties with any of the company's advisers, directors or senior employees;
 - holds cross-directorships or has significant links with other directors through involvement in other companies or bodies;

- represents a significant shareholder; or
- has served on the board for more than nine years from the date of their first appointment.

Where any of these or other relevant circumstances apply, and the board nonetheless considers that the non-executive director is independent, a clear explanation should be provided.

10. At least half the board, excluding the chair, should be non-executive directors whom the board considers to be independent.
11. The board should appoint one of the independent non-executive directors to be the senior independent director to provide a sounding board for the chair and serve as an intermediary for the other directors and STL. Led by the senior independent director, the non-executive directors should meet without the chair present at least annually to appraise the chair's performance, and on other occasions as necessary.
12. The appointment of the chair is made by STL. The appointment of the CEO is made by the board on advice from the nominations committee and in consultation with the STL Chair and Editor-in-Chief. Subject thereto, non-executive directors have a prime role in appointing and removing executive directors (other than the Editor-in-Chief). Non-executive directors should scrutinise and hold to account the performance of management and individual executive directors against agreed performance objectives (subject to protocols as may be agreed with STL from time to time). The chair should hold meetings with the non-executive directors without the executive directors present.
13. The responsibilities of the chair, chief executive, senior independent director, board and committees should be clear, set out in writing, agreed by the board and made publicly available. The annual report should set out the number of meetings of the board and its committees, and the individual attendance by directors.
14. When making new appointments, the board should take into account other demands on directors' time. Prior to appointment, significant commitments should be disclosed with an indication of the time involved. Additional external appointments should not be undertaken without prior approval of the board, with the reasons for permitting significant appointments explained in the annual report. Full-time executive directors should not take on more than one non-executive directorship in a FTSE100 company or other significant appointment.
15. All directors should have access to the advice of the company secretary, who is responsible for advising the board on all governance matters. Both the appointment and removal of the company secretary should be a matter for the whole board.

3. Composition, succession and evaluation

Principles

- J Appointments to the board should be subject to a formal, rigorous and transparent procedure and an effective succession plan should be maintained for board and senior management.³ Both appointments and succession plans should be based on merit and objective criteria⁴ and, within this context, should actively promote diversity of gender, social and ethnic backgrounds cognitive and personal strengths.
- K The board and its committees should have a combination of skills, experience and knowledge. Consideration should be given to the length of service of the board as a whole and membership regularly refreshed.
- L Annual evaluation of the board should consider its composition, diversity and how effectively members work together to achieve objectives. Individual evaluation should demonstrate whether each director continues to contribute effectively.

Provisions

16. The board should establish a nomination committee to lead the process for appointments, ensure plans are in place for orderly succession to both the board and senior management positions, and oversee the development of a diverse pipeline for succession. A majority of members of the committee should be independent non-executive directors.
17. All directors should be subject to retirement by rotation in accordance with the provisions of the company's articles of association.
18. The chair should not hold the post of chair for longer than nine years, nor remain on the board beyond fifteen years from the date of their first appointment to the board. To facilitate effective succession planning and the development of a diverse board, this period can be extended for a limited time, particularly in those cases where the chair was an existing non-executive director on appointment. A clear explanation should be provided.
19. Open advertising and/or an external search consultancy should generally be used for the appointment of the chair and non-executive directors. If an external search consultancy is engaged that has any other connection with the Company or individual directors, it should be identified in the annual report alongside a statement about any other connection it has with the company or individual directors.

³ The definition of 'senior management' for this purpose should be the executive committee or the first layer of management below board level, including the company secretary.

⁴ Which protect against discrimination for those with protected characteristics within the meaning of the Equalities Act 2010.

20. There should be a formal and rigorous annual evaluation of the performance of the board, its committees, the chair and individual directors. The chair should consider having a regular externally facilitated board evaluation.
21. The chair should act on the results of the evaluation by recognising the strengths and addressing any weaknesses of the board. Each director should engage with the process and take appropriate action when development needs have been identified.
22. The annual report should describe the work of the nomination committee, including:
 - the process used in relation to appointments, its approach to succession planning and how both support developing a diverse pipeline;
 - how the board evaluation has been conducted, the nature and extent of the external evaluator's contact with the board and individual directors (if any), the outcomes and actions taken, and how it has or will influence board composition;
 - the policy on diversity and inclusion, its objectives and linkage to company strategy, how it has been implemented and progress on achieving the objectives; and
 - the gender and ethnic balance of those in the senior management and their direct reports.

4. Audit, risk and internal control

Principles

- M The board should establish formal and transparent policies and procedures to ensure the independence and effectiveness of internal and external audit functions and satisfy itself on the integrity of financial and narrative statements.
- N The board should present a fair, balanced and understandable assessment of the company's position and prospects.
- O The board should establish procedures to manage risk, oversee the internal control framework and determine the nature and extent of the principal risks the company is willing to take in order to achieve its long-term strategic objectives.

Provisions

23. The board should establish an audit committee of at least two independent non-executive directors. The chair of the board should not, without due consideration being given to this, be a member. The board should satisfy itself that at least one member has recent and relevant financial experience. The committee as a whole shall have competence relevant to the sector in which the company operates.
24. The main roles and responsibilities of the audit committee should include:
- monitoring the integrity of the financial statements of the company and any formal announcements relating to the company's financial performance, and reviewing significant financial reporting judgements contained in them;
 - providing advice (where requested by the board on whether the annual report and accounts, taken as a whole, is fair, balanced and understandable, and provides the information necessary for STL to assess the company's position and performance, business model and strategy;
 - reviewing the company's internal financial controls and internal control and risk management systems, unless expressly addressed by a separate board risk committee composed of independent non-executive directors, or by the board itself;
 - monitoring and reviewing the effectiveness of the company's internal audit function or, where there is not one, considering annually whether there is a need for one and making a recommendation to the board;
 - conducting the tender process and making recommendations to the board, about the appointment, reappointment and removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor;

- reviewing and monitoring the external auditor’s independence and objectivity;
 - reviewing the effectiveness of the external audit process, taking into consideration relevant UK professional and regulatory requirements;
 - developing and implementing policy on the engagement of the external auditor to supply non-audit services, ensuring there is prior approval of non-audit services, considering the impact this may have on independence, taking into account the relevant regulations and ethical guidance in this regard, and reporting to the board on any improvement or action required; and
 - reporting to the board on how it has discharged its responsibilities.
25. The annual report should describe the work of the audit committee, including:
- the significant issues that the audit committee considered relating to the financial statements, and how these issues were addressed;
 - an explanation of how it has assessed the independence and effectiveness of the external audit process and the approach taken to the appointment or reappointment of the external auditor, information on the length of tenure of the current audit firm, when a tender was last conducted and advance notice of any retendering plans;
 - in the case of a board not accepting the audit committee’s recommendation on the external auditor appointment, reappointment or removal, a statement from the audit committee explaining its recommendation and the reasons why the board has taken a different position (this should also be supplied in any papers recommending appointment or reappointment);
 - where there is no internal audit function, an explanation for the absence, how internal assurance is achieved, and how this affects the work of external audit; and
 - an explanation of how auditor independence and objectivity are safeguarded, if the external auditor provides non-audit services.
26. The directors should explain in the annual report their responsibility for preparing the annual report and accounts, and state that they consider the annual report and accounts, taken as a whole, is fair, balanced and understandable, and provides the information necessary for shareholders to assess the company’s position, performance, business model and strategy.
27. The board should carry out a robust assessment of the company’s emerging and principal risks.⁵ The board should confirm in the annual report that it has

⁵ Principal risks should include, but are not necessarily limited to, those that could result in events or circumstances that might threaten the company’s business model, future performance, solvency or liquidity and reputation. In deciding which risks are principal risks companies should consider the

completed this assessment, including a description of its principal risks, what procedures are in place to identify emerging risks, and an explanation of how these are being managed or mitigated.

28. The board should monitor the company's risk management and internal control systems and, at least annually, carry out a review of their effectiveness and report on that review in the annual report. The monitoring and review should cover all material controls, including financial, operational and compliance controls.
29. In annual and half-yearly financial statements, the board should state whether it considers it appropriate to adopt the going concern basis of accounting in preparing them, and identify any material uncertainties to the company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements.
30. Taking account of the company's current position and principal risks, the board should explain in the annual report how it has assessed the prospects of the company, over what period it has done so and why it considers that period to be appropriate. The board should state whether it has a reasonable expectation that the company will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, drawing attention to any qualifications or assumptions as necessary.

potential impact and probability of the related events or circumstances, and the timescale over which they may occur.

5. Remuneration

Principles

- P Remuneration policies and practices should be designed to support strategy and promote long-term sustainable success. Executive remuneration should be aligned to company purpose and values, and be clearly linked to the successful delivery of the company's long-term strategy.
- Q A formal and transparent procedure for developing policy on executive remuneration and determining director and senior management remuneration should be established. No director should be involved in deciding their own remuneration outcome.
- R Directors should exercise independent judgement and discretion when authorising remuneration outcomes, taking account of company and individual performance, and wider circumstances.

Provisions

31. The board should establish a remuneration committee of at least two independent non-executive directors. In addition, the chair of the board can only be a member if they were independent on appointment and cannot chair the committee. Before appointment as chair of the remuneration committee, the appointee should have served on a remuneration committee for at least 12 months.
32. The remuneration committee should have delegated responsibility for determining the policy for executive director remuneration (other than the Editor-in-Chief) and setting remuneration for the chair, executive directors (other than the Editor-in-Chief) and senior management. It should review workforce remuneration and related policies and the alignment of incentives and rewards with culture, taking these into account when setting the policy for executive director remuneration.
33. The remuneration of non-executive directors should be determined in accordance with the articles of association or, alternatively, by the board. Levels of remuneration for the chair and all non-executive directors should reflect the time commitment and responsibilities of the role. Remuneration for all non-executive directors should not include performance-related elements.
34. Where a remuneration consultant is appointed, this should be the responsibility of the remuneration committee. If the consultant has any other connection with the Company or individual directors, it should be identified in the annual report alongside a statement about that connection. Independent judgement should be exercised when evaluating the advice of external third parties and when receiving views from executive directors and senior management.
35. Remuneration schemes and policies should enable the use of discretion to override formulaic outcomes. They should also include provisions that would enable the company to recover and/or withhold sums and specify the circumstances in which it would be appropriate to do so.

36. Only basic salary should be pensionable. The pension contribution rates for executive directors, or payments in lieu, should be aligned with those available to the workforce. The pension consequences and associated costs of basic salary increases and any other changes in pensionable remuneration, or contribution rates, particularly for directors close to retirement, should be carefully considered when compared with workforce arrangements.
37. Notice or contract periods should be one year or less. If it is necessary to offer longer periods to new directors recruited from outside the company, such periods should reduce to one year or less after the initial period. The remuneration committee should ensure compensation commitments in directors' terms of appointment do not reward poor performance. They should be robust in reducing compensation to reflect departing directors' obligations to mitigate loss.
38. When determining executive director remuneration policy and practices, the remuneration committee should address the following:
- **clarity** – remuneration arrangements should be transparent and promote effective engagement with STL and the workforce;
 - **simplicity** – remuneration structures should avoid complexity and their rationale and operation should be easy to understand;
 - **risk** – remuneration arrangements should ensure reputational and other risks from excessive rewards, and behavioural risks that can arise from target-based incentive plans, are identified and mitigated;
 - **predictability** – the range of possible values of rewards to individual directors and any other limits or discretions should be identified and explained at the time of approving the policy;
 - **proportionality** – the link between individual awards, the delivery of strategy and the long-term performance of the company should be clear. Outcomes should not reward poor performance and;
 - **alignment to culture** – incentive schemes should drive behaviours consistent with company purpose, values and strategy.
39. There should be a description of the work of the remuneration committee in the annual report, including:
- an explanation of the strategic rationale for executive directors' remuneration policies, structures and any performance metrics;
 - reasons why the remuneration is appropriate using internal and external measures, including pay ratios and pay gaps, with a line of sight to the Company's Pay Principles;
 - a description, with examples, of how the remuneration committee has addressed the factors in Provision 38;

- whether the remuneration policy operated as intended in terms of company performance and quantum, and, if not, what changes are necessary;
- what engagement has taken place with STL and the impact this has had on remuneration policy and outcomes;
- what engagement with the workforce has taken place to explain how executive remuneration aligns with wider company pay policy; and
- to what extent discretion has been applied to remuneration outcomes and the reasons why.