

Corporate Governance Report

BOARD OF DIRECTORS

The Board is structured to ensure that there is a clear distinction between the strategic functions of the Board and the operational management of the Company. The Board currently comprises two Executive Directors, the Chairman and six Non-Executive Directors.

The Non-Executive Directors have been selected for the diversity of their backgrounds as well as their personal attributes and experience. The current Board members bring a wide range of skills and experience to the Board.

MATTHEW INGLE
Chief Executive Officer



Length of Tenure
Executive Director: 18.9 years
CEO: 11.4 years

Skills and Experience
Matthew set up Howdens in 1995 and has been responsible for its growth into a successful business today. Prior to joining the Company he had been Managing Director of the Magnet Trade operation. He was elected to the Board of the Company in 1998.

Current External Appointments
None

MARK ROBSON
Deputy Chief Executive and Chief Financial Officer



Length of Tenure
DCEO: 2.8 years
CFO: 11.9 years

Skills and Experience
Mark is a Chartered Accountant and qualified with Price Waterhouse. Prior to joining Howdens, he spent six years as Group Finance Director at Delta plc and between 1985 and 1998 he held a number of senior financial positions with ICI.

Current External Appointments
None

RICHARD PENNYCOOK
Chairman



Length of Tenure
Chairman: 0.8 years
NED: 3.4 years

Skills and Experience
Richard was a public company director for over 20 years. He is currently Chief Executive Officer of the Co-operative Group, but will step down from this role at the beginning of March. From May 2017, he will serve as Non-Executive Chairman of Fenwick. Richard has previously held Finance Director roles at Wm Morrison Supermarkets plc, RAC Group plc, H P Bulmer Holdings plc, Laura Ashley Holdings plc and J D Wetherspoon plc. His other past roles include Senior Independent Director and Chairman of the Audit Committee of Persimmon plc, Non-Executive Director of Richer Sounds plc, President of Allders International North America and Chief Executive Officer of Welcome Break Holdings Ltd. He is a fellow of the Institute of Chartered Accountants in England and Wales.

Current External Appointments

- Non-Executive Chairman of The Hut Group Limited.
- Chairman of the Institute For Turnaround.

MICHAEL WEMMS
Senior Independent Director (SID)



Length of Tenure
SID: 10.0 years
NED: 10.3 years

Skills and Experience
Michael was Chairman of House of Fraser plc from 2001 until November 2006 and was an Executive Director of Tesco plc from 1989 to 2000. He was Chairman of the British Retail Consortium from 2004 until 2006 and has also held Non-Executive Director positions with Moneysupermarket.com plc, Majid al Futtaim, A&D Pharma and Coles Myer Ltd.

Current External Appointments

- Chairman of the Board of Trustees of E-ACT, the independent academy sponsor.

MARK ALLEN
Non-Executive Director



Length of Tenure
NED: 5.7 years

Skills and Experience
After a period at Shell, Mark joined Dairy Crest in 1991 as a general manager and, after being promoted through a variety of roles including Sales & Operations Director and two divisional Managing Director roles, he was appointed to Dairy Crest's main Board in 2002, and became Chief Executive Officer in 2006.

Current External Appointments

- Chief Executive Officer of Dairy Crest Group plc.
- Trustee for The Prince's Countryside Fund.
- Non-Executive Director of Warburtons Limited.
- Director for The GLF Schools Board.

ANDREW CRIPPS
Non-Executive Director



Length of Tenure
NED: 1.2 years

Skills and Experience
Andrew qualified as a Chartered Accountant with KPMG. His consumer product experience includes Executive Director roles in the UK and Europe with Rothmans International, where he was Corporate Finance Director. More recently, he has been Non-Executive Director of a number of public companies with consumer-facing and manufacturing businesses.

Current External Appointments

- Deputy Chairman of Swedish Match AB.
- Non-Executive Director of Booker Group plc.
- Senior Independent Director and Chairman of the Audit Committee at the 2 Sisters Food Group.

GEOFF DRABBLE
Non-Executive Director



Length of Tenure
NED: 1.6 years

Skills and Experience
Geoff was appointed Chief Executive Officer of Ashtead Group Plc, the FTSE100 international equipment rental company, in January 2007, having served as Chief Executive Designate from October 2006 and as a Non-Executive Director since April 2005. Geoff was previously an Executive Director of The Laird Group plc where he was responsible for its Building Products division. Prior to joining The Laird Group, he held a number of senior management positions at Black & Decker.

Current External Appointments

- Chief Executive Officer of Ashtead Group Plc.

TIFFANY HALL
Non-Executive Director



Length of Tenure
NED: 6.8 years

Skills and Experience
Tiffany was previously Managing Director at BUPA Home Healthcare, UK Marketing Director at BUPA and Head of Marketing at British Airways. She has also served as Chairman of Airmiles and BA Holidays. Prior to that, she held various positions at British Airways including Head of Global Sales and Distribution and Head of UK Sales and Marketing. Tiffany was previously a Non-Executive Director of Think London.

Current External Appointments
None

DEBBIE WHITE
Non-Executive Director



Length of Tenure
NED: <0.1 years

Skills and Experience
Debbie is currently Global Chief Executive Officer of Sodexo Healthcare, Defence and Justice Services. She has held various positions within Sodexo since 2004, including CFO in the UK & Ireland, CFO of Sodexo Inc. (the North American subsidiary of Sodexo), and later CEO for Sodexo UK & Ireland. Debbie started her career with Arthur Andersen in the UK before joining AstraZeneca where she held a range of financial roles. She later became a director at PwC Consulting where she worked across a number of sectors in a global capacity.

Current External Appointments

- Global Chief Executive Officer of Sodexo Healthcare, Defence and Justice Services.
- Trustee and Chairman of the Audit Committee of Wellbeing of Women.

INDEPENDENCE

In compliance with Provision B.1.2 of the UK Corporate Governance Code, at least half of the Directors were independent throughout the year. The Board considered that all of the Non-Executive Directors were deemed to be independent for the duration of the period.

The Board considered that Richard Pennycook was independent upon his appointment as Chairman on 5 May 2016.

DIRECTORS' INDEMNITY & INSURANCE

Howdens has provided indemnities to the Directors (to the extent permitted by the Companies Act 2006) in respect of liabilities incurred as a result of their office. Howdens also maintains appropriate insurance cover against legal action brought against it or its subsidiaries, Directors and Officers. Neither the indemnity nor insurance provides cover in the event that the Director is proved to have acted dishonestly or fraudulently.

Corporate Governance Report continued

EXECUTIVE COMMITTEE AND COMPANY SECRETARY

The principal purpose of the Executive Committee, which generally meets twice a month, or more frequently if required, is the implementation of the Group's strategy and operational plans. The Committee monitors the operational and financial performance of the business, as well as being responsible for the optimisation of resources and the identification and control of operational risk within the Group.

KEVIN BARRETT
Group Development Director



Length of Tenure

With Howdens: 1.5 years
Member of the Executive Committee: 1.5 years

Skills and Experience

Before joining Howdens, Kevin spent 10 years at Sainsbury's where he held a variety of roles including Director of Strategy for the whole company, and Head of Distribution for Sainsbury's Bank. He started his career as a management consultant at Accenture.

CLIVE COCKBURN
Chief Information Officer



Length of Tenure

With Howdens: 14.4 years
Member of the Executive Committee: 1.1 years

Skills and Experience

Clive was appointed as CIO in January 2016 having joined Howdens in 2002 as Head of IT Infrastructure and Service Delivery. Prior to joining, he held senior IT positions in Hays Logistics UK, United Transport Limited and Exel Logistics plc.

ROB FENWICK
Chief Operating Officer:
Howden Joinery Supply Division



Length of Tenure

With Howdens: 16.1 years
Member of the Executive Committee: 11.8 years

Skills and Experience

Rob joined Howdens in January 2001 and has held various supply chain positions. Since October 2005, he has been responsible for transforming the Supply Division from a vertically integrated operation to a commercial organisation. Prior to joining Howdens, Rob worked in the automotive, FMCG and other industry sectors.

GARETH HOPKINS
Interim Group HR Director



Length of Tenure

With Howdens: 1.9 years
Member of the Executive Committee: 1.9 years

Skills and Experience

Gareth was appointed Interim Group HR Director in April 2015 having previously worked in the business as a HR consultant for 15 months. He has worked as an interim HR Director in FTSE 250 companies for 15 years and was previously Group HR Director at Dairy Crest and Whitworths.

THERESA KEATING
Group Finance Director



Length of Tenure

With Howdens: 16.5 years
Member of the Executive Committee: 5.0 years

Skills and Experience

Theresa was appointed Finance Director in May 2014, having been Group Financial Controller since 2007. She joined the Group Finance team in 2000 having previously held various commercial finance roles at Waterstones, HMV and Heals.

ANDY WITTS
Chief Operating Officer:
Howden Joinery Trade Division



Length of Tenure

With Howdens: 21.6 years
Member of the Executive Committee: 8.5 years

Skills and Experience

Andy was one of the founding members of the Howdens depot management team, having joined from Magnet in 1995. He was promoted from the Regional team to become Sales Director in January 2007 and was appointed Chief Operating Officer of the Trade Division in January 2014.

FORBES MCNAUGHTON
Company Secretary



Length of Tenure

With Howdens: 4.6 years
Company Secretary: 2.7 years

Skills and Experience

Forbes was appointed Group Company Secretary in May 2014 having joined the Company as Deputy Company Secretary following a period of secondment from KPMG. He is a member of the Institute of Chartered Secretaries and Administrators (ICSA) and is Secretary to the Executive Committee as well as to the Board of Directors.

Matthew Ingle, the CEO, and Mark Robson, DCEO and CFO, are also members of the Executive Committee.