

Non-executive director role description

The role of the non-executive directors of the Company is to lead the process for development of the Company's strategy and vision and to provide entrepreneurial leadership of the Company within a framework of prudent and effective controls.

In doing so they must:

- act in the best interests of the Company at all times, in accordance with its constitution
- agree the strategic direction of the Company with input from the executive directors and other management of the Company
- set and maintain the Company's values and standards
- scrutinise the performance of management in meeting agreed goals and objectives
- act to protect the Company's property and resources and to ensure the solvency and effective running of the Company, including effective controls and records relating to accounts and financial matters
- ensure that all risks to the Company are identified and appropriate actions taken to mitigate against those risks
- take responsibility for the appointment and ongoing management of the Chief Executive Officer and any other executive directors of the Company

Non-executive directors should:

- Attend all meetings of the Board, either in person or by remote arrangements allowing them to participate fully in the meeting, except where unavoidably absent
- Prepare for Board meetings by reading the circulated agenda and papers, and raising any additional matters for discussion with the Chair, in advance of the meeting
- At Board meetings, provide constructive challenge and input on all matters pertaining to the Company
- Between meetings, make themselves available to management and other directors as required to deal with urgent matters which cannot await the next meeting
- Support the work of any committees which may be established from time to time
- Provide mentoring and support to individual members of the management team as agreed with the Board
- Provide open and constructive feedback to other directors and management on all aspects of the Board's activities
- Familiarise themselves with the Company's constitution and applicable law and regulation both at the time of their appointment and subsequently



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In addition, all directors of the Company have the following general duties under company law

- To act within the Company's constitution and only exercise powers for their intended purposes
- To promote the success of the Company
- To exercise independent judgement
- To exercise reasonable care, skill and diligence
- To avoid conflicts of interests
- Not to accept benefits from third parties
- To declare their interest in proposed transactions or agreements to the Board at the earliest opportunity

Chair role description

In addition to the Chair's responsibilities as a non-executive director of the Company, they are responsible for the leadership of the Board and ensuring its effectiveness on all aspects of its role through the adoption and maintenance of sound principles of governance. Specifically, they are responsible for:

- Setting the Board's agenda and ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues, with the support of the Secretary
- Attending and chairing Board meetings and general meetings, together with any committees to which he or she may be appointed
- Promoting a culture of openness and debate by facilitating the contribution of all directors and ensuring constructive relations between executive and non-executive directors
- Board succession planning, to include leading the process for selection and induction of new directors, subject to Board approval, in order to ensure that the Board retains the skills, experience and diversity required to fulfil its role
- Defining arrangements for the periodic evaluation of the effectiveness of the Board
- Providing mentoring and support to the Chief Executive Officer and leading the appraisal of their performance by the Board
- Maintaining effective relationships with all the Company's stakeholders



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