

## **Cricket Scotland Limited (“CSL”)**

### **Role description for Non-Executive Directors (covering the independent directors sourced by the nominations committee, the President and the two members elected from the parent company board)**

#### **1. General**

1.1 All directors (both non-executive and non-executive) should: -

- Offer to the Board the appropriate levels of expertise, information and advice in pursuit of achievement of the strategic aims of CSL and Cricket Scotland Holdings Limited (“CSHL”), the parent company.
- Question business before the Board and debate constructively.
- Conduct themselves in accordance with the accepted standards of behaviour in public life.
- Attend the meetings of the Board and serve on other committees reporting to the Board as the Board may require.
- Share collectively in the responsibility for the decisions made by the Board.
- Declare any interest whether personal or business which may conflict with their role as a member of the Board or with any particular item of business under discussion.
- Respect confidentiality.
- Act independently and not as if representing any particular group or body, even when they may have been nominated or elected by a particular group.

#### 1.2 Non-executive directors

Non-executive directors bring to the Board’s deliberations knowledge, expertise, judgement and balance from their own experiences which may not be available to other Board members. Their assets will also include their detachment and the provision of an external view. Their principal contributions will include:

- To challenge constructively and rigorously;
- To contribute at a strategic level:
- To decide dispassionately and to give an independent view on possible internal conflicts of interest:
- To listen sensitively to the views of others:
- To bring their particular skills:
- To provide useful contacts.

#### 1.3 Independent non-executive directors

In respect of the independent non-executive directors: -

- “Independent non-executive director” means that the individual is not currently a member of, or involved in an official capacity in, a cricket club in Scotland.
- An interest in cricket is not necessary but is preferred.

#### **2. The Qualities Required of all Board Members**

- Commitment to CSL and the achievement of its objectives.
- Integrity and high ethical standards.

- Sound judgement.
- The expertise and knowledge to discharge their responsibilities.
- The ability to demonstrate an interest in and commitment to cricket. Board members must be well informed about the environment in which the organisation operates and the issues it faces.
- Strong interpersonal skills and ability to command respect.
- Networked in their area of expertise.

### **3. Key responsibilities of non-executive Board Members**

- Accept the duties attached to the role of board member and abide by the company law governing the conduct of directors and the conduct of the business of the Board.
- Attend meetings of the Board on a regular basis and be well prepared by reading relevant papers in advance.
- Be willing to serve on committees of the Board, as required.
- Be willing to serve on occasional short-life working groups or panels, as required.
- Undertake such training and induction as may be required to carry out the role of a board member and to keep up-to-date with relevant developments.
- Recognise and respect the difference between governing (the Board's primary responsibility) and managing (the Chief Executive's and senior management's primary responsibility).
- Participate in the life of the Scottish cricketing community by being willing to attend agreed events and taking an active interest in cricket in Scotland.
- Promote cricket in the wider community.

### **4. Estimated time commitment and terms**

It is expected that CSL will hold at six Board meetings a year (principally in Edinburgh but sometimes elsewhere in Scotland) which would typically last from 2 to 3 hours. In addition directors could be asked to be members of one or more of the joint audit, risk, nominations and remuneration committees of CSL and/or CSHL. Typically a committee would hold one or two meeting of 2 or 3 hours each year.

Video conferencing and telephone conferencing options would normally be available to enable directors to attend board and committee meetings remotely if required.

The position of a director of CSL is unremunerated but reasonable expenses (in accordance with the company's expenses policy) will be reimbursed.

The maximum period an individual can normally serve as a director of CSL is two consecutive terms of four years.

### **5. Statement of Primary Responsibilities**

A Statement of Primary Responsibilities approved by the members of CSHL on 28 February 2016 describes the respective responsibilities of CSHL and CSL. A copy of the Statement is attached.

## **CRICKET SCOTLAND**

### **BOARD OF CRICKET SCOTLAND HOLDINGS LIMITED (“CSHL”) STATEMENT OF PRIMARY RESPONSIBILITIES**

#### **General**

1. To develop, promote and foster the game of cricket in Scotland and in particular to advance the game by encouraging the playing, coaching and officiating of cricket in all its formats involving people of all ages and whatever backgrounds in Scotland.
2. To approve the Mission, Vision, Values and Strategy for CSHL and CSL on the recommendation of the Board of CSL and receive, for noting, the annual budget for CSL set by its board.
3. To delegate to the Board of CSL the management of all matters falling within the remit of CSHL as the governing body for cricket in Scotland.
4. To review (and, where appropriate, advise the Board of CSL on) matters of policy and strategy with particular regard to cricket.
5. To ensure that the business of CSL is being properly managed by regular reviews of its activities and performance (including performance against its strategic plan and agreed key performance indicators as well as against its peers) as reported upon by the Chair and Chief Executive of CSL, and informed by the other directors of CSHL who are also on the Board of CSL.
6. To endeavour to contribute to the success of cricket in Scotland through the creation of harmonious relationships between the various clubs, associations, other stakeholders, CSHL and CSL.
7. To co-operate in ensuring that a structure is in place to establish good governance based on sound financial principles as determined by CSL.
8. To meet formally at least three times a year (with additional formal or informal meetings as required).
9. To carry on its business in compliance with the articles of association of CSHL.
10. To abide by any resolution of the members of CSHL in general meeting.

#### **Monitoring performance and effectiveness**

11. To monitor and review the performance and effectiveness of the Board, its members and its committees.
12. To ensure that the proceedings of the Board are conducted in accordance with corporate governance good practice and with the principles of public life drawn up by the Committee on Standards in Public Life as applicable in Scotland.

### **BOARD OF CRICKET SCOTLAND LIMITED (“CSL”) STATEMENT OF PRIMARY RESPONSIBILITIES**

#### **General**

1. To support the achievement of the first two primary responsibilities of CSHL.
2. To manage the whole affairs of the game of cricket in Scotland and of CSL itself.
3. To report regularly to the Board of CSHL on the performance of and outlook for CSL.
4. To appoint the Chief Executive of CSL (including the term and conditions of such appointment and to put in place suitable arrangements for the monitoring of his/her performance) and to propose to the Board of CSHL that person for appointment as Chief Executive also of CSHL.
5. To carry on its business in compliance with the articles of association of CSL.
6. To abide by any resolution of the members of CSL in general meeting.

**Strategic responsibilities**

7. To set (subject to CSHL Board approval) the Mission, Vision, Values and Strategy of CSL and to ensure that these meet the legitimate interests of the stakeholders.
8. To approve and implement all necessary substantive policies (or delegate such approval, where appropriate, to the Chief Executive).
9. To manage and be responsible for all international relations pertaining to cricket in Scotland.

**Financial responsibilities**

10. To ensure the solvency and sustainability of CSL and to safeguard its assets.
11. To prepare, receive and/or approve (where appropriate) regular financial and other reporting in relation to CSL and CSHL including the annual report and accounts.
12. To receive, at least twice per annum, a report from the Audit Committee of CSL and CSHL.
13. To ensure the proper use of funds provided to CSL and to ensure any conditions to funding are observed.
14. To approve the annual operating plans and budgets and to ensure that these reflect the CSHL and CSL strategy.

**Controls**

15. To ensure that CSL operates in accordance with all Scottish, UK and EC legislation as well as international sporting body requirements as applicable.
16. To ensure that adequate systems are in place for the assessment and management of risk.
17. To receive, at least twice per annum, a report from the Risk Committee of CSL and CSHL.
18. To ensure the existence and integrity of financial and other control systems and to monitor these through the Audit Committee.
19. To ensure that appropriate arrangements are in place for the proper management of health and safety.

**Monitoring performance and effectiveness**

20. To monitor CSL's performance against its strategic plan and agreed key performance indicators as well as against its peers.
21. To monitor and review the performance and effectiveness of the Board, its members and its committees.
22. To ensure that the proceedings of the Board are conducted in accordance with corporate governance good practice and with the principles of public life drawn up by the Committee on Standards in Public Life as applicable in Scotland.