

Cricket Scotland Limited ("CSL")
Role Description for Chair

1. ROLE SCOPE

The Chair is responsible for the leadership of the Board of CSL as the company to which the responsibility for governing cricket in Scotland has been delegated by its parent body, Cricket Scotland Holdings Limited ("CSHL"). CSL also has the responsibility for proposing the strategic direction for cricket in Scotland for the approval of the board of CSHL and for ensuring the delivery of the key objectives of that strategy delegated to it.

The Chair plays a key role in the strategic development of cricket in Scotland but does not become involved in day-to-day executive and operational management of CSL, which is the responsibility of the Chief Executive of CSL. The Chair is expected to maintain a constructive working relationship with the Chief Executive. These relationships are mutually supportive, but each office must also recognise the separation and distinctiveness of the other's roles and the checks and balances incorporated within each by the constitutional arrangements of CSHL and CSL.

The Chair plays a key role in ensuring that CSL abides by and performs its duties under the Statement of Primary Responsibilities approved by the members of CSHL on [28 February 2016] which describes the respective responsibilities of CSHL and CSL.

The Chair seeks to ensure that Board operates to the highest standards of corporate governance (including in accordance with any prevailing or relevant codes of good governance) and observes the principles of conduct as defined by the Committee on Standards in Public Life.

The Chair also ensures that CSL is well connected with its stakeholders and is expected to represent the company and cricket in Scotland externally at meetings with funders and other bodies.

The Chair also serves as a non-executive director of CSHL and at the meetings of that board is expected, with the Chief Executive, to report and answer questions on the performance of CSL in delivering the strategy approved by the Board of CSHL and delegated to CSL.

The role is unremunerated but reasonable travel and subsistence expenses will be reimbursed in accordance with the company's expenses policy.

2. ROLE DESCRIPTION

2.1 Leadership

- a) The Chair is responsible for the leadership of the Board and should ensure that it acts in accordance with its memorandum and articles of association and approved policies as well as the Statement of Primary Responsibilities, and should seek advice in any case of uncertainty.
- b) The Chair should seek to ensure that the powers and responsibilities of the Board are exercised collectively by all members acting as a body. The Chair encourages all members to work together effectively, contributing their skills and expertise as appropriate, and seeks to build consensus among them.
- c) The Chair is responsible for seeking to ensure that the Board conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- d) The Chair chairs the nominations committee responsible for the process for the recruitment of new independent members of the Board with any new members being appointed by the Board itself.

- e) The Chair ensures new members receive a full induction on joining the Board and that opportunities for further development for all Board members are provided regularly in accordance with their individual needs.
- f) The Chair proposes Chairs of the committees of the Board to the Board for approval.
- h) The Chair, after input from the Board, agrees the Chief Executive's annual objectives and carries out an annual appraisal of his/her performance, taking into account the views of the members of the Board.

2.2 Conduct of Board Business

- a) The Chair, in consultation with the Chief Executive, agrees an appropriate meeting schedule to enable the Board to discharge its responsibilities in relation to its own activities and delegated responsibilities.
- b) The Chair, in consultation with the Chief Executive, agrees an annual work plan and agendas for Board meetings and the agenda for any strategic planning event.
- c) The Chair ensures that Board meetings are run efficiently and effectively and that all members are encouraged and able to participate and contribute.
- d) The Chair ensures that the Board keeps its performance under annual review and carries out a formal review not less than every three years.
- e) The Chair ensures the composition and skills balance of the independent members of the Board is regularly reviewed.
- g) The Chair is required to act as a formal signatory to certain documents on behalf of the organisation in accordance with its memorandum and articles of association and approved policies as well as the Statement of Primary Responsibilities (see 6 below).

2.3 External Role

- a) The Chair represents the Board and Cricket Scotland externally as required.
- b) The Chair attends meetings of international cricket bodies on behalf of Cricket Scotland as a whole.

3. PERSON SPECIFICATION

3.1 Personal Attributes and Skills

The Chair should demonstrate:

- a) A strong personal commitment to the mission, values, aims and objectives of CSHL and CSL;
- b) An understanding of cricket and how it is structured domestically and internationally;
- c) Effective chairing and leadership skills;
- d) A strong intellect;
- e) Diplomacy and sensitivity;
- f) Sound judgement ;
- g) Political awareness;
- h) Strong communication skills
- i) The ability to deal with conflicting views in a constructive manner;
- j) Networking, influencing and advocacy skills including the ability to represent Cricket Scotland and cricket in Scotland to a diverse range of stakeholders;
- k) The ability to establish good working relationships with diverse constituencies;
- l) The ability to be an ambassador and represent CSL and Cricket Scotland as a whole; and
- m) The ability to act fairly and impartially in the interests of Cricket Scotland as a whole.

3.2 Knowledge and Experience

The Chair is likely to have experience of chairing a senior body and engaging with a Chief Executive within an organization in the private, public or third sectors or of having held senior office in an

organization and having worked with a Board. In any event, the Chair's knowledge and expertise should be relevant to the successful operation of an organisation of at least a similar size to CSHL and CSL.

The Chair will need to demonstrate:

- a) A capacity for strategic thinking;
- b) An understanding of the principles and experience of applying good corporate governance; and
- c) Local understanding and an international outlook.

4. REVIEW OF PERFORMANCE

The performance of the Chair will be reviewed annually by the Board.

5. TIME COMMITMENT

This is an important role which requires commitment and flexibility. In addition to the formal responsibilities of the role, the Chair must be available to provide informal support to the Chief Executive, and other members of the Board as required. There may be occasions when the Chair has to be contacted or attend meetings at short notice and outside normal office hours.

The actual time spent will depend on the way in which an individual approaches the role but it is expected to not be less than the equivalent of 1 day per week.

In addition to approximately six Board meetings a year of CSL and three to four board meetings of CSHL, the Chair attends certain committee meetings; strategic planning events; induction programmes for new Board members; regular informal meetings with the Chief Executive and other Board members; and internal and external meetings and events, some of which will be overseas.

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

6. 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.