

Non-Executive Directors

The Functions of the Non-Executive Directors

The Non-Executive Directors will have a focus on Board matters and not stray into 'executive direction', thus providing an independent view of the Company that is removed from day-to-day running. The Non-Executive Director is appointed to bring to the Board among other things:

- independence;
- breadth of experience;
- expertise; and
- personal qualities.

The Key Responsibilities of a Non-Executive Director

The Chair and Chief Executive Officer should use their Non-Executive Directors to provide general counsel and a different perspective on matters of concern. They should also seek their guidance on particular subjects before they are raised at Directors' meetings. Indeed, some of the main specialist roles of a Non-Executive Director will be carried out in a Board Sub-Committee. The key responsibilities of Non-Executive Directors can be said to include the following:

(a) Strategic Direction

A Non-Executive Director will have a clearer or wider view of external factors affecting the Company and its business environment than the executive directors. The role of a Non-Executive Director in strategy formation is therefore to provide a creative and informed contribution; and to constructively challenge and help develop proposals on strategy, objectives and plans devised by the Chief Executive Officer and their executive team.

(b) Monitoring

A Non-Executive Director will take responsibility for monitoring the performance of executive management, especially with regard to the progress made towards achieving the determined Company strategy and objectives.

(c) Communication

The Company and the Board's effectiveness can benefit from outside contacts and opinions. An important function for a Non-Executive Director, therefore, will be to help connect the business and Board with networks of potentially useful people and organisations. In some cases, a Non-Executive Director will be called upon to represent the Company externally.

(d) Committee and sub-committee involvement

Non-Executive Directors will be required to sit on committees and sub-committees as appropriate and agreed.

(e) General

Non-Executive Directors will also be required to:

- devote time to developing and refreshing their knowledge and skills;
- uphold high standards of integrity and probity and support the Chair and executive directors in instilling the appropriate culture, values and behaviours on the Board and beyond;
- take into account the views of Members and other stakeholders where appropriate;
- make sufficient time available to discharge their responsibilities effectively;
- exercise relevant powers under, and abide by, the Articles;
- disclose the nature and extent of any direct or indirect interest they may have in any matter being considered at a Board or committee meeting and, except as permitted under the Articles, not vote on any resolution of the Board, or of one of its committees, on any matter where they have any direct or indirect interest;
- immediately report their own wrongdoing or the wrongdoing or proposed wrongdoing of any employee or other director of the Company of which they become aware;
- exercise their powers as a director in accordance with the Company's policies and procedures, relevant codes of conduct and the Companies Act 2006; and
- not do anything that would cause them to be disqualified as acting as a director.

Appointment of a Non-Executive Director

The Board shall review the skills of the elected Board members and consider against the required skills matrix of the time what qualifications would best meet the requirements to ensure a widely-skilled Board to deal with the then current challenges facing Tennis Scotland. Thereafter, if the Board decides to appoint one or more Non-Executive Director(s) in accordance with article 6.7, the Board shall, in accordance with Bye-law 4.4, seek out and appoint an appropriate person.

Time commitment

A Non-Executive Director will be expected to devote such time as is necessary for the proper performance of their duties. The nature of the role makes it impossible to be specific about the maximum time commitment. A Non-Executive Director may be required to devote additional time to the Company in respect of preparation time and ad hoc matters which may arise, and particularly when the Company is undergoing a period of increased activity. At certain times it may be necessary to convene additional committee or Directors' meetings.