

Non-Executive Directors

The Non-Executive Directors strengthen the Board and provide an independent viewpoint, using their experience and expertise to provide independent advice and objectivity, and they have a role in monitoring executive management. They provide outside experience of the workings of other companies and industries and should have beneficial sector contacts & experience gained in previous businesses. This should provide comfort to a company's suppliers, Bankers and funders.

The Non-Executive Directors have letters of appointment stating their annual fee and that their appointment is subject to satisfactory performance and their re-election at forthcoming AGMs.

Their appointment may be terminated within a maximum of six months written notice at any time. Copies of the letters of appointment will be available for inspection prior to and during the AGM and are also available for inspection at the Company's registered office during normal business hours.

The remuneration of the Chairman and the Non-Executive Directors is determined by the Board within the limits set out in the articles of association, including reviewing the level of fees paid by comparator companies.

The Chairman and the Non-Executive Directors do not participate in any meeting at which discussions in respect of matters relating to their own position take place. There is not currently a Senior Independent Director although there is a deputy Chairman. The Board will review annually the need for a Senior Independent Director.

Their specific responsibilities include:

- providing an independent viewpoint;
- contributing to the creation of a sound business plan, policy and strategy;
- reviewing plans and budgets which will implement policy and strategy;
- being a confidential sounding board for the CEO and to keep the focus of the CEO;
- objectively assess the company's overall performance;
- to stand firm when he or she believes the Executive Directors are acting in an inappropriate manner;
- to ensure good Corporate Governance
- providing outside experience of the workings of other companies and industries and should have beneficial sector contacts & experience gained in previous businesses;
- clearly communicating with fellow directors;
- gaining the respect of the other directors, and it helps if he or she is liked, but is not essential.
- possessing the tact and skill to work with the executive directors, providing support and encouragement where difficult decisions are being made;
- providing contacts with third parties such as financial sources, grant availability, potential clients etc. and
- providing comfort to a company's suppliers, Bankers and funders.