

## **ROLE DESCRIPTION: CHAIRMAN, CAMELOT UK LOTTERIES LIMITED**

**Reports to:** The Board

**Role Purpose:** To act as a Director of Camelot UK Lotteries Limited in the best interests of the Company and its shareholder in accordance with his/her duties as a director under the Companies Act 2006 (which include having regard to the interests of the Company's employees and to the need to foster the Company's business relationships with the Gambling Commission and all participants and other stakeholders in The National Lottery).

To act as non-executive Chairman of the Board so as to ensure:

1. leadership of the Board, ensuring its effectiveness on all aspects of its role and setting its agenda;
2. the Board takes balanced and objective decisions in performing its agreed role and functions;
3. high standards of integrity;
4. the Gambling Commission, the Company's shareholder and the Board are kept properly and accurately informed on all important matters in a timely manner;
5. the membership of the Board is appropriate to the needs of the Company's business and its statutory duties;
6. the effective contribution of non-executive directors in particular, and constructive relations between executive and non-executive directors.

### **Principal Responsibilities**

1. Represent the Company at the highest level with Government and the Gambling Commission including the Secretary of State and other stakeholders, with particular focus on building a constructive relationship with the Gambling Commission both formally and informally;
2. Chair meetings of the Board, setting an unambiguous direction of travel (including by (a) framing complex problems and prioritising important questions for the Board in advance of discussions, as well as sharing personal views (without colouring the tone), and summarising conclusions and actions; (b) guiding senior management in their definition and presentation of strategic and tactical information to the Board; and (c) communicating with non-executive Directors between meetings, and with the Gambling Commission as appropriate, in due course); settle the agenda for each meeting with the Company Secretary; ensure that such meetings are convened and that all members of the Board receive accurate, timely and clear information; ensure that adequate time is available for discussion of all agenda items, in particular strategic issues; promote a culture of openness and debate and mutual trust and respect by facilitating the effective contribution of non-executive directors in particular (including through balancing presentation by senior management with opportunities for Board debate) and ensuring constructive relations between executive and non-executive Directors; hold regular meetings with the non-executive Directors only

without the executives present (to encourage Directors to establish clarity round the action points following Board meetings, voice concerns, align points of view, and deliver messages to the CEO in a constructive way; demonstrate resilience to short-term pressures and confidence in dealing with ambiguity and uncertainty, whilst preparing the Board for longer term challenges); hold regular CEO/non-Executive Director meetings (to provide opportunities to build relationships and address sensitive issues); plan informal time (such as Board dinners), dedicated strategy and training sessions, and individual/collective site visits, in order to establish relationships between Board members, the CEO and the senior management and increase the visibility of the business to Board members and their understanding of it;

3. Chair meetings of those Committees of the Board of which he/she is, or may become, a member unless the Board appoints another Director for that purpose;
4. Ensure that the Board makes clear what role and responsibilities it reserves for itself and what it has delegated to the Chief Executive or other executive directors, in the context of matters that have been reserved to the Company's shareholder by the shareholder;
5. Ensure that strategies, plans and policies relating to the Company's finances and proposed activities which would have a material effect on the company are proposed for the Board's approval in a timely fashion and ensure they are implemented by the Chief Executive;
6. Ensure effective communication with the Company's shareholder; that appropriate matters are referred to the shareholder; that the views of the shareholder are communicated to the Board as a whole so that that all Directors are aware of the shareholder's issues and concerns; that the Company maintains contact as required with the shareholder about remuneration;
7. Discuss governance and strategy with the Company's shareholder; ensure that non-executive Directors are offered the opportunity to attend scheduled meetings with the shareholder;
8. Ensure that the directors continually update their skills, and the knowledge and familiarity with the Company required to fulfil their role both on the Board and on Board Committees;
9. Lead and act on the results of the annual evaluation (including where externally facilitated) of the Board's own effectiveness and that of its Committees and individual Directors, by recognising the strengths and addressing the weaknesses of the Board and, where appropriate, proposing new members be appointed to the Board or seeking the resignation of Directors and leading the implementation of any recommendations identified and approved by the Board in the course of such annual evaluation;
10. Ensure that new directors receive a full, formal and tailored induction on joining the Board;
11. Regularly review and agree with each Director their training and development needs and provide feedback on individual contributions<sup>1</sup>;

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<sup>1</sup> Themes for open and constructive discussion may include: relevant knowledge and experience; demonstration of values and principles; diversity of view; relationships with the Chair, CEO, senior management and the Board; time commitment and preparation; and opportunities for improvement.

12. Direct the Company Secretary to ensure good information flows within the Board and its Committees, and between senior management and non-executive directors, as well as facilitating induction and assisting with professional development as required;
13. Take personal responsibility for and ensure the Company complies with the UK Corporate Governance Code and other applicable corporate governance recommendations;
14. Develop a strong, informal (and mentoring and coaching) relationship with the Chief Executive<sup>2</sup> and the senior executives, recognising the need to maintain the channel of accountability through the Chief Executive;
15. Develop a strong informal relationship with the Company's shareholder, recognising the need to ensure that all matters of importance to the Company, its executive team and the shareholder are well understood and communicated to ensure strong efficacy in the governance of the Company, and to act as a liaison between the Company and its shareholder as and when needed;
16. Ensure that he/she complies with all his/her obligations as a director required by law or regulation;
17. Be seen as a valuable source of counsel who takes part in the development of major policies.

Approved by the Board on 22<sup>nd</sup> March 2018

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<sup>2</sup> Themes for open and constructive discussion may include ongoing performance and results; effectiveness in developing and implementing strategy; shaping organisational culture and succession planning; leadership style and approach; relationships with the Board; effectiveness in shaping reputation and relationships with key stakeholders, including the Gambling Commission; and opportunities for improvement.