

Size and Structure of the Board

The Board should number a maximum of nine in total with a majority of non-executives. Executive Directors should include the Chief Executive and Chief Financial Officer, and not exceed four in total.

Non-Executive Directors can come from any background with no constitutional requirement for farmer directors. No positive or negative discrimination on equality or diversity grounds.

Role of the Board and its principal officers

The role of the Board is as follows:

- Providing entrepreneurial leadership within a framework of prudent and effective controls which enables risk to be assessed and managed;
- Setting strategy;
- Ensuring the human and financial resources are available to achieve objectives;
- Reviewing management performance;
- Setting the company's values and standards;
- Ensuring that obligations to shareholders and other stakeholders are understood & met;
- Ensuring that the interests of Members in their capacity as *suppliers* to OGL as distinct to those in respect of their capacity as *shareholders* are central to the strategy and activities of the Company;
- Ensuring that the Company acts with integrity, openness and transparency towards its Members to promote trust and confidence in the co-operative;
- Pursuing the determined strategy in a manner that takes account of the commitment and exposure of Members' and their assets such as to manage Members' risk in respect of their transactions with the Company, i.e. managing the Member's risk in so far as his dealings with the co-operative are concerned, as distinct from managing the Company's risk; and
- Ensuring effective communication and reporting to the Members of the Company's activities.