



February 17th, 2020

Roy Wilkins – Chairman of the Directors of the Gryphon Trust

Dear Roy,

I am writing to you on behalf of the Members of the Gryphon Trust.

The current five Members of the Trust are mostly new to the role, and after the AGM decided to hold an informal meeting to ensure a consistent understanding of the role and how we would carry it out. Our informal discussion with you in January was helpful; we met as a group on February 13th.

The basis for the discussion was the various documents provided including the 'Scheme of Delegation'.

We are clear our role is one of 'Governance'; it is not our role to make 'Decisions' other than those noted in the Scheme of Delegation as 'Determine' and 'Ratify'.

1. Unless there is a specific requirement, we expect to meet formally once/year before the AGM and at the AGM itself. We will meet before the AGM to review the agenda items and add any of our own items. We would request that we are sent the proposed agenda and back-up papers three weeks before the AGM to give time for review, seek clarification, or additional information. This will enable a more informed AGM process.
2. There is one item in the Scheme of Delegation we believe should be amended, viz: Performance of Directors/Board; according to the Schedule we do not have a role. Whilst the Directors determine the performance of individual Directors and make appropriate recommendations to the Members, we feel that as our role is that of Governance, it is for the Members to determine whether the Board has performed satisfactorily and/or competently. We recommend splitting this item into two separate parts.
3. The Schedule requires Members to 'Determine' appointments of Members and Directors including policy/criteria for selection. Whilst it is for the Directors to recommend appointments, we should know whether there is a policy, process and selection criteria by which recommendations are made. As far as we are aware that has not been the case. We would be grateful if the director's recruitment policy is provided to us and if there is not one, that this be put on the director's agenda forthwith.
4. We do not believe that is appropriate that Members review and provide input to the Strategic Plan as was suggested at the AGM. Individuals may be consulted based on their expertise, but it is for the Directors to formulate and approve the Plan. Our role is to review the performance of the Directors to deliver the expected outcome and KPI's of the Plan.

If you have any concerns with the above, please contact me, or any Member.

Yours sincerely,

Mac Hall

On behalf of all Members

Roy Wilkins
Chairman of the Directors of the Gryphon Trust
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