



## ROLE DESCRIPTION OF THE BOARD

### 2.1 BOARD

ROLE PURPOSE: To provide the overall governance and leadership for the organisation in progressing the organisation's vision, mission and values, ensure it fulfils its financial and legal responsibilities, and promotes best practice.

### MAIN RESPONSIBILITIES

#### 1. GOVERNANCE

Ensure that the organisation is effectively and accountably governed.

#### 2. PLANNING

Ensure the organisation has a clear sense of direction which is effectively articulated in agreed strategic and operational plans which are effectively implemented and regularly reviewed.

#### 3. SERVICES

Ensure the organisation provides high quality programmes which meet the needs and expectations of service-users, and the public generally, and are regularly reviewed.

#### 4. FINANCIAL

Ensure that the organisation's resources are managed prudently and accountably in achieving the aims and objectives of the organisation.

#### 5. INCOME GENERATION

Ensure the organisation generates sufficient income to achieve its aims and objectives.

#### 6. HUMAN RESOURCES

Ensure the organisation fulfils its responsibilities as a good employer of staff and volunteers.

#### 7. HEALTH & SAFETY

Ensure that the organisation fulfils its responsibilities for the safety, health and welfare of service-users, volunteers, staff and visitors.

#### 8. EXTERNAL RELATIONS

Ensure there are good relationships with other relevant agencies and stakeholders and promote public policy goals.

## **ROLE DESCRIPTION FOR ORDINARY BOARD MEMBERS**

Board members are elected by the membership of the organisation at the Annual General Meeting of the Board, normally for a cycle of three years. Additional individuals can be co-opted onto Board until the following AGM. There may be up to 11 members of the Board. Meetings are usually held bi-monthly with 1 or 2 meetings on strategy each year.

**Role Purpose:** To promote the aims, objectives and values of the organisation, and contribute to the good governance of the organisation.

### **MAIN RESPONSIBILITIES**

Each Board member agrees:

1. to take part in formulating, and monitoring progress against, the aims and priorities of the organisation;
2. to ensure that adequate policies and practices are in place to protect the organisation from risk and are in keeping with its aims and values;
3. to ensure that the organisation functions within the legal and financial requirements of a charitable organisation and company limited by guarantee and strives to achieve best practice; and
4. to act honestly, in good faith, using reasonable skill and care.

### **Main duties**

#### **1. Formulating strategic aims.**

- 1.1. Contribute to developing the organisation's strategic and operational plans and monitor their implementation.
- 1.2. Always consider the best interests of the organisation as a whole and its beneficiaries, whether as a Board member or any of its committees, sub-committees, groups etc.
- 1.3. Reflect the organisation's vision and values strategy and major policies at all times.
- 1.4. Contribute specific skills, knowledge and contacts and support the organisation in fundraising activities.
- 1.5. Be familiar with the nature of the work of the organisation.

#### **2. Ensuring policies and practices are in keeping with the aims and values.**

- 2.1. Contribute to the identification, development and monitoring of relevant policies and procedures.



2.2. Follow the Code of Conduct at all times, particularly when exercising the function of a Board member or participation in any of the committees, sub-committees or groups.

2.3. Attend meetings of the Board (and apologise if unable to attend).

2.4. Reflect the Board's aims, policies, values and concerns on all the organisation committees and working groups.

### **3. Ensuring best practice.**

3.1. Be an active member of the Board in exercising its responsibilities and functions.

3.2. Attend and prepare for meetings by reading the agenda and papers in advance.

3.3. Send apologies when unable to attend.

3.4. Maintain good relations with other members of Board, staff and volunteers.

3.5. Read materials prior to attending meetings.

3.6. Take part in induction and/or training sessions provided for the benefit of members of Board.

3.7. Fulfil such other duties and assignments as may be required from time to time by Board or Chair.

### **4. Acting honestly, in good faith, using reasonable skill and care.**

4.1. Use reasonable skill and care in the governance of the organisation.

4.2. Act honestly and in good faith i.e. in the interests of the organisation.

4.3. Not to benefit or gain personally (or any 'connected person') and identify where there may be any potential conflict of interest (see Conflict of Interest policy in this Guide).

4.4. Comply with company and any other applicable laws.



## **CODE OF CONDUCT FOR BOARD MEMBERS**

### **INTRODUCTION**

This code applies to members of the Board of the organisation. All Board members have legal duties and responsibilities.

### **PURPOSE OF THE CODE**

To set out the relevant standards expected by Board members, to maintain the highest standards of integrity and stewardship; to ensure that the organisation is effective, open and accountable; and to ensure a good working relationship with the chief officer and his/her team.

### **CODE**

#### *1. Commitment to the mission and values*

Board members are expected to be fully committed to, and actively promote, the mission, aims and values of the organisation.

#### *2. Act with Probity and Prudence*

Board members must act with probity, due prudence and should, collectively, take and obtain and consider professional advice on anything in which the Board members do not have sufficient expertise themselves.

#### *3. Be Fair and open-minded*

Board members should bring a fair and open-minded view to all Board discussions and ensure that all decisions are made in the interests of the organisation's and of current, potential and future beneficiaries.



## Board Roles and Responsibilities

### Chair

Role Purpose: To plan and run Board meetings effectively and ensure the organisation, as a whole, sets, and adheres to, a clear mission, vision, strategy, values, aims and objectives.

### **Main Responsibilities**

1. To ensure that the Board fulfils its responsibilities for the governance of the organisation.
2. To work in partnership with the chief officer to achieve the agreed aims and objectives.
3. To ensure that there is an effective relationship between Board and the staff/volunteers.
4. To plan and chair the office-bearers' group (if there is one).

### **Main duties**

1. Ensuring the Board fulfils its responsibilities.
  - 1.1. Plan meetings of the Board, in partnership with the chief officer, including agreeing the agenda.
  - 1.2. Effectively chair meetings of the Board and see that it functions effectively and carries out its responsibilities.
  - 1.3. Ensure there is a quorum present.
  - 1.4. Ensure that the Board sets overall strategy and policy objectives and effectively monitors their implementation.
  - 1.5. Ensure that the business of meetings is effectively planned and appropriately dealt with and that decisions, when required, are clearly arrived at and recorded and their implementation monitored.
  - 1.6. Ensure that satisfactory arrangements are made to identify and appoint the next chair of the Board.
  - 1.7. Work in consultation with other office-bearers, Board members, and, where appropriate, the chief officer to recruit Board members with relevant expertise and experience.
  - 1.8. Ensure that the Board regularly reviews how it is working, its structure, role and relationship to staff and implements agreed changes as necessary.
  - 1.9. With the chief officer, ensure that all Board members receive appropriate inductions, advice, training and information relating to their role.
  - 1.10. Serve as a spokesperson for and/or promoter of the organisation, when appropriate.

### **2. Helping to achieve the aims and objectives set for the organisation.**

- 2.1. Ensure that the Board develops a long-term strategy for the organisation and annual operational plans with clear objectives which can be monitored.



- 2.2. Monitor progress in implementing the annual operational plan.
- 2.3. Ensure that appropriate aims and objectives are set for the acquisition and management of resources (personnel, financial, material) and their achievement monitored.
- 2.4. Provide appropriate supervision and support for the chief officer.
- 2.5. Ensure that appropriate arrangements are in place to support, monitor and review the work of other staff.
- 2.6. Help to promote the organisation to a wider audience of potential donors and beneficiaries.

### **3. Ensuring an effective relationship between Board and the staff/volunteers.**

- 3.1. Ensure that the organisation has appropriate procedures to support, guide and develop staff and volunteers to achieve the agreed aims and objectives.

## **Honorary Secretary**

**Role Purpose:** Ensure the meetings of the Board are effectively serviced and contribute to the office-bearers group.

### **MAIN RESPONSIBILITIES**

1. To act as the formal correspondent of the Board, when it is not appropriate for the chief officer.
2. To ensure that Board meetings are effectively serviced.

### **MAIN DUTIES**

#### **1. To Act as the formal correspondent of Board, when it is not appropriate for the chief officer**

- 1.1. write letters on behalf of Board, when it is not appropriate for a member of staff to do so.
- 1.2. deal with formal correspondence to Board, when it is not appropriate for a member of staff to do so.

#### **2. To ensure that Board meetings are effectively serviced**

- 2.1. ensure there is an appropriate person to take and write up minutes of Board meetings.
- 2.2. write minutes of confidential Board discussions, as designated by the Chair.
- 2.3. liaise with the chief officer concerning other aspects of the servicing of Board meetings.

## **Honorary Treasurer**

**Role Purpose:** to ensure sound financial planning and control to enable the organisation to use its money effectively and efficiently and to ensure controls are in place to minimise the negative impact of risk.

### **MAIN RESPONSIBILITIES**

1. On behalf of Board, to ensure that the organisation's financial resources are effectively and efficiently planned and controlled.
2. To ensure that Board members have the financial information they require to make decisions about the organisation's finances.
3. To ensure adequate and effective risk management.

### **MAIN DUTIES**

- 1. Ensuring effective and efficient financial planning and control.**



- 1.1. ensure there is an effective financial planning and budgeting system in place to plan and guide all aspects of the organisation's work.
- 1.2. ensure there is effective monitoring against the budget.
- 1.3. ensure that adequate financial controls are in place and that the organisation operates with a sound financial framework.
- 1.4. ensure all financial transactions both at home and overseas are properly recorded and accounted for.
- 1.5. ensure that appropriate internal audit procedures are in place.
- 1.6. ensure that all financial protocols required by funders are adhered to.
- 1.7. work with the chief officer to be satisfied that the financial information presented to the Board is accurate and presented in an appropriate manner.
- 1.8. ensure that the organisation complies with good practice in relation to external audit, reviews the audit report and addresses issues raised in the management letter.

## **2. Ensuring the Board is provided with relevant financial information.**

- 2.1. ensure that the Board receives quarterly management accounts statements.
- 2.2. make reports to the Board on the quarterly statements.
- 2.3. ensure that annotated variance reports are available for the quarterly meetings of the Board.
- 2.4. ensure that Board members receive an annual accountant's report.
- 2.5. report to the Board on the accountant's report and accounts.