

Board Member Role Description

Adopt NI is a 'Not for Profit' Organisation, a charity recognised by the Inland Revenue and a Company Limited by Guarantee. It's Board of Directors are Company Directors as defined by the Companies (N) Order 1986 and are Charity Trustees as defined by The Charities Act 2008. Adopt NI refers to its Board members as Directors, which is consistent with its' Articles of Association.

Directors are responsible for the overall governance of the organisation. They must;

- ensure that it operates in a manner which enables it to fulfil the objectives set out in the Memorandum and Articles of Association
- pay due attention is paid to charitable and company law
- consider the strategies and aspirations of Company members and stakeholders
- uphold the reputation of Adopt NI
- act at all times in the best interests of the Charity as a whole
- work together
- not pursue sectional interests
- declare any conflict of interest

1. THE FUNDAMENTAL DUTIES OF DIRECTORS

1. Responsibility for the proper administration of the Charity

Directors must make sure that the Charity's assets and resources are only used for the purposes of the Charity. Directors must also make sure the Charity acts lawfully by complying with Charity law, company law, and other regulatory legislation such as employment law, environmental law, health and safety law etc.

2. Ultimate responsibility for everything the Charity does

The staff of Adopt NI are responsible for the day-to-day management of the Charity. The Board should discharge their responsibility by setting policies and strategies, approving and monitoring performance and budgets and holding the staff to account.

3. As obligation to act reasonably and prudently in all matters relating to the Charity

Directors are expected to exercise a reasonable degree of care but are not expected to be experts in any particular field. They are however, expected to be aware of situations where

they need to seek advice, and to seek it when appropriate; seeking advice is not a luxury but a responsibility. In particular, the Directors should ensure that the Charity is solvent.

4. Responsibility for safeguarding the assets of the Charity

Directors should ensure that proper controls are in place to protect bank accounts and the handling of funds and that all other assets are properly cared for.

5. An obligation to act collectively

Decisions and responsibilities are shared. The Board acts by majority, but all Directors share responsibility unless they make it plain that they disagree with a decision and are overturned.

6. Responsibility to act in the best interests of the Charity

7. An obligation to avoid a conflict of interest

Board members are elected by the membership of Adopt NI at the Annual General Meeting. Additional individuals can be designated onto Board until the following AGM. Meetings are usually held monthly or bi-monthly.

Individual Board members have responsibilities, as well as the collective responsibilities of the Board.

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

8. Main Responsibilities

With other Board members:

- To act honestly, in good faith, using reasonable skill and care.
- To take part in designing, and monitoring progress against, the aims and priorities of the organisation
- To help ensure that adequate policies and practices are in place to protect the organisation from risk and are in keeping with its aims and values
- To help ensure that Adopt NI functions within the legal and financial requirements of a charitable organisation and company limited by Guarantee (see the introduction) and endeavors to achieve best practice

Main Duties

1. Promote the best interests of the organisation.

- Consider the organisation and its beneficiaries as a whole, whether as a Board member or any of its committees, sub-committees, groups, etc.

- Reflect the organisation's vision, values, strategy, and major policies at all times.
- Contribute specific skills, knowledge, and contacts for the benefit of the organisation.
- Contribute to the growth and development of the organization.
- Be familiar with the nature of the work of Adopt NI.

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

- Contribute to the identification, development and monitoring of relevant policies and procedures.
- Follow the Code of Conduct (attached) at all times, particularly when exercising the function of a Board member or participation in any committees, sub-committees or groups.
- Reflect the Board's aims, policies, values and concerns on all Adopt NI committees and working groups.

3. Ensuring best practice

- Be an active member of the Board in exercising its responsibilities and functions.
- Attend and prepare for meetings by reading the agenda and papers in advance.
- Send apologies in advance when unable to attend.
- Maintain good relations with other members of Board, staff and volunteers.
- Take part in induction and/or training sessions provided for the benefit of members of Board.
- 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

- Use reasonable skill and care in the governance of Adopt NI.
- Act honestly and in good faith i.e., in the interests of Adopt NI.
- Not to benefit or gain personally and identify where there may be any potential conflict of interest (see Conflict of Interest policy in this Guide).
- Comply with company and charity law.

1. Governance

Ensure that Adopt NI is effectively and accountably governed and complies with charity and company law and the memorandum and articles of association

1.1 Ensure that Adopt NI fulfils its company and charity law obligations and complies

with its memorandum & articles of association

1.2 Ensure the Board has the skills & knowledge to govern effectively

1.3 Effectively manage the recruitment & selection of new Board members

and ensure new Board members are properly inducted

2. **Planning**

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

2.1 Ensure internal and external stakeholders are appropriately consulted on the development of Adopt NI's plans

2.2 Assist in draft and approval of strategic and operational plans to guide the work of the organisation

2.3 Ensure there are clear targets, responsibilities, performance indicators and review dates in strategic and operational plans

2.4 Maintain oversight on the achievement of agreed objectives and performance indicators and ensure appropriate action

2.5 Ensure resource and skill constraints and needs arising from plans (money, buildings, equipment, people, skills, etc) are identified.

3. **Services**

Ensure Adopt NI provides high quality programmes and services which meet the needs and expectations of beneficiaries, funders, regulators, and other stakeholders, and are regularly reviewed.

3.1 Approve the development of new programmes which are in accordance with Adopt NI's Vision, Mission and Values

3.2 Ensure there are regular internal reviews of all services and programmes.

3.3 Annually review the need for new and revised organizational policies and approve appropriate policies.

3.4 Ensure there is an appropriate process in place to gain feedback (positive and negative) from beneficiaries, funders, regulators, and other stakeholders.

4. **Financial & Physical Resources**

Ensure that Adopt NI resources are managed efficiently and accountably in achieving the aims and objectives of the organization.

4.1 Ensure there are clear and appropriate financial policies and procedures (including

expenditure authorisation limits) that ensure probity, transparency and protection against theft and fraud

Adopt NI Governance
Board Member Role Description

- 4.2 Approve financial plans and budgets to achieve the aims and objectives of Adopt NI.
- 4.3 Authorise extraordinary expenditure outside delegated limits and budget.
- 4.4 Ensure Adopt NI is effectively insured against appropriate risks.
- 4.5 Ensure there is a Hon Treasurer who has the appropriate skills and fulfils his/her role effectively.
- 4.6 Ensure there is optimum accountability and transparency to funders, regulatory bodies and other stakeholders re financial affairs.
- 4.7 Ensure there is an appropriate procurement policy which is effectively implemented and regularly reviewed.

5. Human Resources

Ensure Adopt NI fulfils its responsibilities as a good employer of staff and volunteers

- 5.1 Ensure Adopt NI complies with all legal requirements and best practice in relation to Human Resources (staff and volunteers).
- 5.2 Ensure there are appropriate recruitment & selection policies & procedures in relation to staff, which are consistently implemented and regularly reviewed.
- 5.3 Ensure there are appropriate employment policies and procedures and they are complied with.
- 5.4 Set and regularly review Terms & Conditions of employment for all staff.
- 5.5 Set appropriate salary scales for all posts.
- 5.6 Approve panel members for the recruitment & selection of staff reporting to the Regional Manager.
- 5.7 Ensure there is a positive culture, policy & procedures in relation to the training and development of staff and volunteers.
- 5.8 Appoint and induct the Regional Manager.
- 5.9 Ensure effective management and appraisal of the Regional Manager.
- 5.10 Carry out disciplinary & grievance procedures in relation to the CEO, or other disciplinary or grievance procedures which cannot be heard by the CEO, in accordance with agreed policies and procedures.
- 5.11 Appoint Appeal Panels for Disciplinary and Grievance Appeals in accordance with agreed policies & procedures.

6. Health & Safety

Ensure that Adopt NI fulfils its responsibilities for the safety, health and welfare of beneficiaries, staff, and visitors.

- 6.1 Ensure there are appropriate health & safety policies and procedures, which are effectively implemented and regularly monitored.
- 6.2 Ensure that regular health & safety risk assessments are carried out and recommendations made and implemented in light of the risk assessments.
- 6.3 Ensure the organisation complies with the specific health & safety requirements relating to fire safety.
- 6.4 Ensure staff receive the health & safety training they need to fulfil their health & safety responsibilities
- 6.5 Ensure there are appropriate safeguarding policies and procedures to protect children and adults at risk from abuse and these are effectively implemented.

7. External Relations

Ensure there are good relationships with the public and other relevant agencies

- 7.1 Ensure, and promote, the good name of Adopt NI.
- 7.2 Ensure there are appropriate internal and external communications.
- 7.3 Ensure that Adopt NI is represented appropriately and effectively at official functions.
- 7.4 Ensure that Adopt NI effectively participate in relevant forums and collaborates appropriately with other agencies.

1 Throughout the role description for the Board the word “ensure” is deliberately used to indicate that the Board is likely to delegate the actual work to the CEO. The Board is, however, required to ensure that the tasks are effectively carried on behalf of the Board.