

## **GRŴP CYNEFIN BOARD MEMBER ROLE & SPECIFICATION**

**(Reviewed June 2019)**

### **TIME COMMITMENTS**

In line with the Service Level of Agreement for non-executive Board members, which states:

By entering into this Agreement you confirm that you are able to and will devote such of your time, attention and skill as may be necessary for the proper discharge of the requirements of your role. We anticipate a time commitment of a minimum of 20 days within a period of 12 months after you have completed your induction. This will typically include attendance at various location(s) within our area of operation.

You will be expected to devote appropriate time to preparation ahead of each meeting, and to consider all relevant papers.

The nature of this role makes it impossible to be specific about the maximum time commitment required. You may be required to devote additional time to the Association from time to time, particularly when the Association is undergoing a period of increased activity. At certain times it may be necessary to convene additional Board, Committee or general meetings which will be done in accordance with the Constitution.

### **Board Member Role Profile**

#### **Role purpose**

The Board as a whole is collectively responsible for ensuring the success of GrŴp Cynefin and ensuring its compliance with all legal and regulatory obligations by directing and supervising its affairs.

#### **Key Responsibilities:**

**To set the long term strategic direction of the Association and oversee the development and delivery of its strategic objectives; and to move the Association forward towards those objectives.**

Specifically:

- To collectively set the mission, vision, values, strategic objectives and high-level policies for the organisation;
- To contribute to establishing a framework for approving policies and plans to achieve those objectives
- To uphold and promote the core policies, purpose, values and objectives of the Association

**To ensure that the board fulfils its duties and responsibilities for the proper governance of the organisation including compliance and monitoring risk**

Specifically:

- To act reasonably and always in the best interests of the organisation, and comply with its code of conduct; to ensure your behaviour as a Board Member models the values of the organisation
- To contribute to and share responsibility for decisions of the Board and any committee of the Board of which you are a member

- To work in partnership with the chief executive and the executive team
- To satisfy yourself that the Company's affairs are conducted lawfully and in accordance with regulatory requirements and generally accepted standards of performance and probity;
- To ensure major risks to which the organisation is exposed are reviewed regularly and an effective risk management framework is maintained
- To collectively approve appropriate levels of remuneration for the chief executive and executive team; to participate in the appointment, and where necessary removal, of the Chief Executive, and in succession planning.
- To engage effectively with key stakeholders as required, particularly residents;
- To comply fully with the organisation's Governing Instrument including policies, procedures and standing orders

### **To ensure an effective business plan and budget is in place**

Specifically:

- To satisfy yourself as to the integrity of financial information, and ensure that financial dealings are systematically accounted for and audited, and that all loan covenants are complied with;
- To approve each year's accounts prior to publication and approve each year's budget and business plan;

### **To ensure that performance is monitored and managed through internal controls and delegation**

Specifically:

- To ensure there are appropriate mechanisms, both internal and external, to verify that the board receives a balanced and accurate picture of how the organisation is performing
- To ensure that internal controls and systems are audited and reviewed regularly;
- To monitor performance at a strategic level in relation to plans, budgets, controls and decisions and also in the light of customer feedback and the performance of comparable organisations;
- To participate in regular reviews of Board performance, and in Board Member appraisal; to participate in Board development and training, and in other learning activities as required.

### **To approve key policies to allow the organisation to achieve its objectives**

#### **Role Limitations**

The Board Member needs to be aware that:

- No individual Board Member, including the Chair, has authority unless specifically acting on behalf of the board with the delegated authority of the board. Collectively Board Members have authority, individually they do not.
- It is the Chief Executive's job to run the organisation. It is for the board to provide the Chief Executive with direction on strategic priorities then support him/her to perform well and deliver against the priorities set. This boundary between the governance and management roles must be respected and clarified whenever necessary.

## Role Specification

A board Member will need to work within the 'Nolan Principles' which set out the ways in which holders of public office should behave in discharging their duties.

### EXPERIENCE AND SKILLS

1. **Strategic awareness** – is aware of current environmental factors and those that could impact in the future. Aware of the internal resources available to the organisation and how these can be best used to achieve 'fit'.
2. **Innovation** – looks for creative and innovative solutions to problems, and is able to support and encourage innovative approaches in others
3. **Local / regional knowledge** – understands the environment and the challenges and opportunities that are available in North Wales
4. **Perspective** – is able to rise above the immediate problem or situation and see the wider issues and implications. Ability to relate disparate facts and connect relevant relationships and imagine possible future scenarios and their potential outcomes
5. **Change readiness** – is alert and responsive to need for change. Can model agility and encourage creativity amongst the board and executive in response to the challenges of today and the future.
6. **Analysis and decision making**
  - Is clear* – on what are appropriate decisions to be made by the board
  - Detail* – insists on appropriate levels of detail to provide assurance. Is conscientious and well prepared for board duties
  - High standard of literacy and numeracy* – assimilates written and numerical information accurately. Is able to critically appraise information and make sound interpretations. Can explore counter arguments and probe more deeply when required.
  - Judgement* – considers weighting of evidence, reasonable assumptions, alternative views, the ethical dimension and other information before reaching a final decision.
  - Decisive* – is able to exercise reasonable judgement, make decisions and take action.
7. **Communication skills**
  - Written* – can convey complex ideas and opinions with clarity and accuracy.
  - Listening* – listens intently and with care to ensure clarity of understanding, asks questions to ensure full comprehension.
  - Presentation* – can engage an audience and convey messages clearly and concisely and in a way that connects with the audience.
  - Open* – is honest and open when communicating with others. Self-aware and able to acknowledge errors or shortcomings in own performance. Willing to invite and accept constructive feedback.
  - Influencing* – is able to gain support and influence; political acumen