

BOARD ROLES AND RESPONSIBILITIES

The Board may delegate actions to the Executive Director to provide support in discharging these responsibilities.

General Responsibilities

Strategic

1. Ultimate responsibility for ensuring achievement of the Foundation's charitable, social and business objectives. Specifically:
 - (a) defining those objectives from time to time in line with the contemporary environment and so that the promotion and practice of community business is central to the way the Foundation works;
 - (b) directing and monitoring the activities of the Foundation, so that they support achievement of these objectives and are consistent with the values underpinning them;
 - (c) managing the assets of the Foundation in support of the Foundation's objectives effectively and in ways which provide resources for current activities without compromising the organisation's future;
 - (d) ensuring the foundation meets its legal and regulatory responsibilities
 - (e) appointing an Executive Director and support her/him to operate successfully, by confirming and clarifying the respective roles of the Board and the Executive Director;
 - (f) acting as ambassadors to widen the perception and understanding of the Foundation's objectives and activities;
 - (g) safeguarding the reputation and values of the Foundation.

Financial

2. Ensuring that the financial and other resources are in place to deliver the Foundation's objectives; that these resources are applied solely to achieving those objectives and that they are effectively managed and accounted for. Specifically:
 - (a) ensuring that activity to support achievement of the Foundation's objectives is defined in strategic and annual operational plans;
 - (b) approving annual budgets for the Foundation's projected income and expenditure, linked to delivery of the strategic and operational plans;
 - (c) monitoring progress in achieving the objectives set out in plans;

- (d) where necessary, putting place remedial action, so that the organisation remains on track to achieve the planned objectives;
- (e) ensuring that effective internal financial controls are in place and secure assurance that they are operated effectively; and
- (f) receiving regular reports on financial management

Governance

- 3. ensuring the Foundation operates in compliance with its governing documents, relevant legislation, the Charity Governance Code and other regulatory and legal requirements, as well as with internal and operational policies adopted by the Board. Specifically:
 - (a) identifying areas of business for which operational policies are required;
 - (b) approving effective policies and ensuring they are put into practice;
 - (c) reviewing those policies at defined intervals to ensure currency; and
 - (d) approving an annual report and accounts for publication.
- 4. To ensure the Board is fit for purpose. Specifically:
 - (a) Adopting an effective induction process to enable all new Board members to fulfil their roles and responsibilities, including those prescribed by law;
 - (b) ensuring training and support is available to enable all Board members, individually and collectively, to perform their duties adequately, to ensure compliance with new legislative requirements and to improve their performance;
 - (c) determining the respective functions of the Board and the Executive Director;
 - (d) operating defined, transparent and open procedures for elections to the Board and for the election of Chair, Vice-Chairs, Treasurer and any other posts determined by the Board;
 - (e) Agreeing the terms of reference and membership of any committees established by the Board;
 - (f) facilitating the planned and progressive refreshing of Board membership;
 - (g) ensuring that proposals made to the AGM for Board membership provide the necessary range of skills, experience and knowledge needed to achieve the Foundation's objectives;

- (h) having in place well-understood procedures for managing actual or potential conflicts of interest on the part of individual Board members, and, where applicable, for authorising payments, including reimbursements, to Board members;
- (i) evaluating its own performance, at least annually, through a system of self-appraisal, peer-assessment and whole-board appraisal.

Board authority

5. The following decisions are reserved to the Board, acting collectively or through a committee with delegated powers reporting to the Board. The list is not exclusive and the Chair, on behalf of the Board, and the Executive Director will need to exercise judgement about identifying other matters that may need Board approval. Where, for reasons of urgency, reserved decisions may need to be taken without reference to the full Board or a committee, the Chair or, in their absence, a Vice-Chair should be consulted and the decision reported to the Board at the earliest opportunity.

Policies

- (a) an investment strategy
- (b) a reserves policy
- (c) a strategy and procedures for managing risk
- (d) annual budgets and any changes to agreed budgets
- (e) internal policies on:
 - (i) financial controls,
 - (ii) human resources (including staff recruitment, pay, conditions of employment, payment of expenses, equal opportunities and non-discrimination, grievances, whistleblowing),
 - (iii) health and safety,
 - (iv) compliance with the requirements of Companies House and of the Charity Commission.

Members and governance

- (f) Arrangements for convening general meetings and Board meetings, and for the conduct and minuting of those meetings.
- (g) Proposals to change the memorandum of association and the articles of association
- (h) Proposals for a formal partnership with another organisation (excluding temporary partnerships for projects)
- (i) Criteria and procedures for the admission of applicants to the register of members

- (j) Establishment of categories of associate member and the conditions and benefits
- (k) Conferment of Fellowships

Staff appointments

- (l) Appointment of the executive director and senior staff, determination of pay and conditions of service and approval of any changes to them.
- (m) Monitoring performance by the executive director, and agreeing remedial action where performance is unsatisfactory.

Business

- (n) Adoption of strategic and annual operational plans, with performance measures and financial objectives, and amendments to agreed plans
- (o) Approval in advance of significant new activities, including those identified in plans, particularly those with expenditure implications
- (p) Annual approval of an external communications strategy, including corporate branding
- (q) Purchase or leasing of property
- (r) Acceptance of donations, bequests etc in excess of £250 (i.e. excluding grants or other payments from funding bodies that have been the subject of a previously reported bid).