**CHAIR OF THE BOARD**

**ROLE AND TERMS OF REFERENCE**

1. **AUTHORITY**

The Chair plays a pivotal role in the Group creating the conditions for overall Board and individual director effectiveness. There should at all times be a clear division of responsibility between the Board and the management. The role of the Chair is to run the Board whilst the role of management through the CEO is to run the day to day affairs of the Group.

The Chair has the delegated authority of the Board to act on its behalf in accordance with these terms of reference. The Chair is accountable to the Board for any exercise of those delegated authorities.

**2.0 DUTIES**

The duties and personal qualities set out below are in addition to the requirements of the Chair to meet the expectations, responsibilities and duties of all members of the Board as set out in the Corporate Governance Framework.

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| 2.1.1 | Plan an annual cycle of meetings, chair and facilitate the meetings of the Board. |
| 2.1.2 | Provide effective leadership to make sure that the Board:-   * Meets its statutory duties and responsibilities * Acts reasonably, fairly, transparently and in line with what is morally right * Acts together as a group * Recognises different views * Appoints supports and authorises suitably qualified people to key roles and committees. |
| 2.1.3 | Set the Board agendas, taking into account the recommendations of the CEO as well as the issues and concerns of all Board members. The agendas should, on the whole, be forward looking and concentrate on strategic rather than management matters. |
| 2.1.4 | Give direction to Board policy making and make sure that the Board does what it is supposed to do in:-   * Expressing its vision * Maintaining and developing the character and values of the Chamber * Setting corporate objectives * Monitoring the financial health of the Chamber * Assessing the performance of the CEO. |
| 2.1.5 | Set the style and tone of Board discussion ensuring that members of the Board give their views and take part in decision making. Manage the Board to facilitate the effective contribution of and encourage the active engagement of all members of the Board, ensuring that individual directors are not allowed to dominate the proceedings to the exclusion of other viewpoints and a balanced debate. Ensure that sufficient time is allowed for discussion of complex or contentious issues and that directors have time to consider critical issues and obtain answers to any questions or concerns they may have before having to make a decision. |
| 2.1.6 | Make sure that the Board communicates the decisions it has taken to all those who need to know and that those decisions are implemented. |
| 2.1.7 | Ensure that there is appropriate and adequate delegation of authority from the Board to the CEO to enable the effective and efficient operation of the Chamber. |
| 2.1.8 | Keep fully briefed on all issues on which the Board will have to make a decision through regular briefings with the CEO and other executives as appropriate and ensure that the long term sustainability of the Chamber is addressed and kept under review. |
| 2.1.9 | Ensure that the Board receives relevant, accurate, timely and clear information to support agenda items including performance and progress reports to enable the Board to take sound decisions, monitor effectively and provide advice to promote the success of the organisation. |
| 2.1.10 | Act to try and resolve differences between Board members as appropriate. |
| 2.1.11 | Build an effective and complementary Board ensuring that succession plans are flexible enough to meet the changing needs of the Chamber. |
| 2.1.12 | Ensure that new directors participate in a full, formal and tailored induction programme. |
| 2.1.13 | Ensure that the development needs of directors are identified and met. Directors should be afforded the opportunity to continually update their skills and knowledge/familiarity with the Chambers operation in order to fulfil their role on the Board. |
| 2.1.14 | Identify the development needs of the Board as a whole to enhance its overall effectiveness as a team. |
| 2.1.15 | Ensure that the performance of the Board, its committees and individual directors is evaluated on a regular basis and that any weaknesses arising out of the outcomes of those evaluations are addressed. |
| 2.1.16 | Uphold the highest standards of integrity and probity. |
| 2.1.17 | Promote high standards of corporate governance and, if required, to chair the Governance Committee. |
| 2.1.18 | Make sure that appropriate arrangements are in place to ensure the timely succession planning for the post of CEO and the smooth transition of office to a new incumbent. Where appropriate, take the lead role in the process of recruitment and appointment of a new CEO. |
| 2.1.19 | Take the lead in ensuring that the relationship between the executive and the non-executive board is constructive. |
| 2.1.20 | Ensure the continual improvement in the quality and calibre of the CEO and senior executive by leading the process of appraising the performance of the CEO. |
| 2.1.21 | Establish a close relationship of trust with the CEO providing support and advice whilst respecting executive responsibility and the division of responsibility. |
| 2.1.22 | Provide coherent leadership, including in conjunction with the CEO representing the Chamber to customers, suppliers, government agencies, stakeholders’, financial institutions, the media, the community and the public as authorised to do so. Make sure that the Board responds to invitations to take part in events or to comment on plans or proposals. |
| 2.1.24 | Approve documents to be presented to the AGM on the recommendation of the CEO. |
| 2.1.23 | Engage in a planned approach to the development of the Boards personal and corporate networks for the benefit of the Chamber. |

1. **PERSON SPECIFICATION**
   1. **BEHAVIOURS**

In your role as Chair and leader of the Board, you will need to demonstrate the personal qualities and behaviours listed below.

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| 3.1.1 | A commitment to the Chamber and a willingness to devote the necessary time and effort required fulfilling the role. |
| 3.1.2 | Ability to act strategically – you make sure that the Board keeps its eye on the medium to long term objectives and intervene when it loses focus. |
| 3.1.3 | Ability to manage the role boundaries, behaving in a way that respects the different and similar roles of the Board, the CEO and the management of the Chamber. |
| 3.1.4 | Ability to motivate and influence others and to promote teamwork – you make sure that opposing and different views are heard and that everyone is invited to make a contribution. |
| 3.1.5 | Ability to respect and resolve different views – you make sure that joint responsibility is taken for decisions in a way that respects differences in the Board, the Chamber and the wider community. |
| 3.1.6 | Ability to encourage new and existing members of the Board – you understand that membership of the Board is not a job for life and that renewal is an essential part of good governance. |
| 3.1.7 | Committed to your own development you recognise your limits – you are willing to be guided and show the benefits of self appraisal by regularly assessing and reflecting on your own performance. |
| 3.1.8 | Excellent interpersonal skills at all levels and are able to establish good working relationships across a variety of arenas and constituencies. |

* 1. **BACKGROUND AND EXPERIENCE**

It is likely that in addition to the general background and experience that you will need as a member of the Board the following will be desirable:-

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| 3.2.1 | A sound understanding of the local, regional and national business communities and lobbying/representation environment. |
| 3.2.2 | A background in a medium to large commercial or membership organisation and experience of the associated management issues, an understanding of markets and the impact of government policy, bid and grant funding, the delivery of value added services and managing in a competitive environment. |
| 3.2.3 | To have held a high profile role within your sphere of activity and be able to command respect. |
| 3.2.4 | Have credibility with stakeholders, members and funding bodies as well as with local government agencies. |
| 3.2.5 | Have a network of relevant contacts. |

1. **AUTHORITY**

The Chair has the delegated authority of the Board to act on its behalf in the transaction of urgent business for which the Board itself has authority to act and where it is impractical to convene a meeting of the Board in a timely manner. The Chair may not further delegate this authority without the express permission of the Board. The Chair will report to the Board on the exercise of this authority at its next meeting.

1. **REPORTING**

The Chair of the Board reports to the Board of Directors.