**BOARD DIRECTOR**

**ROLE AND TERMS OF REFERENCE**

**1.0 AUTHORITY**

The Board plays a crucial role in the overall direction and management of the Chamber.

Directors are appointed by the Board (subject to approval of the Members) and have the authority to act in accordance with the terms of reference set out in the Chamber’s Governance Framework.

The role of the Board is to set direction and approve strategy and to ensure that the Chamber is well managed. The execution of management activity is delegated to, and is the responsibility of the CEO.

**2.0 DUTIES AND RESPONSIBILITIES**

The duties of a director are set out in the Board terms of reference and in statute. The primary responsibilities of a director include, but are not limited to:-.

2.1 To ensure that the Chamber complies with its governing documents, company law and other relevant statute, legislation regulatory or sector guidance.

2.2 To ensure that the Chamber pursues its objects as defined in the governing documents.

2.3 To ensure the Chamber applies its resources efficiently and in pursuit of its objects.

2.4 To safeguard the good name and values of the Chamber and to protect and ensure proper management of its assets.

2.5 To devote sufficient time to the business of the Chamber to enable the proper scrutiny of papers provided by the CEO and other background information, to contribute to discussion, to provide advice and guidance on new initiatives or on other issues where the member has special expertise and to promote the Chamber , its values and mission.

2.6 To exercise good and independent judgement in the consideration of matters before the Board for decision.

2.7 To act with integrity, honesty and in good faith in the best interests of the Chamber.

2.8 At all times to conduct his/her affairs in an open and transparent manner, declaring in advance any personal or professional conflict of interest in relation to matters under discussion and if asked to do so removing him/herself from the meeting for the duration of discussion.

2.9 To be an available resource to the management and the Board.

2.10 To respect confidentiality.

2.11 To exercise the care, diligence and skill of a reasonably prudent person.

2.12 To fulfil the legal requirements and obligations of a director.

2.13 To understand the difference between governance and management and respect those boundaries but to represent and balance the interests of all stakeholders in the governance process.

2.14 To be collegial and respectful towards other directors.

2.15 Not to engage in or undertake lobbying activity on behalf of the Chamber without the prior express approval of the Chair and or the CEO following a full briefing.

2.16 As far as is practical, attend all Board (and sub committee) meetings and ensure that he/she is adequately prepared to make informed and considered decisions.

2.17 Participate fully and frankly in the deliberations of the affairs of the Chamber with Board colleagues.

2.18 Become and remain knowledgeable about the Chambers role, services and products.

2.19 Develop and maintain a thorough understanding of the regulatory, legislative, business, social and political environments within which the Chamber operates.

2.20 Participate in and receive induction and on-going training and development when asked to do so by the Chair of the Board.

**3.0 PERSON SPECIFICATION AND BEHAVIOURS**

Members of the Board are selected to provide a diverse and balanced perspective to the governance and direction of the Chamber. Members may also bring to the Board experience or professional skill across a range of disciplines that can enhance the performance of the governance process in specific areas. However all members of the Board must contribute to the overall effective and efficient performance of the Board. It is therefore expected that directors will fall within the following generic skill descriptors.

3.1 Demonstrate that their personal profile sit within the competence map defined by the Board from time to time and set out in its Governance Guidelines and Operating Procedures.

3.2 Have a commitment to the values and the aims of the Chamber.

3.3 Have an interest in and commitment to the development of an effective local, regional and national business and enterprise culture and community.

3.4 Have the ability to attend Board meetings and the time resource needed to prepare for effective contribution at those meetings.

3.5 Have the ability to act with integrity and to understand the full range of legal requirements and responsibilities placed on directors.

3.6 Recognise the place of electronic communication in the effective governance and management of the Chamber and be ICT literate or willing to proactively address their personal development in this area.

3.7 Understand the Boards stated desire to have a balance amongst Board members of gender/age/ethnicity/skills in order to adequately reflect its member constituency.

3.8 Have:-

• A wide ranging background in a management role in the public, private or not for profit sectors, and/or

• Experience of a senior level appointment in regional industry, commerce or the professions, and/or

• Expertise in one or more of finance, legal administration, policy development, HR, estates/property management, corporate planning, communication or marketing.

**4.0 AUTHORITY:**

Directors have no authority to act outside of the terms of reference for the Board of Directors.

**5.0 REPORTING:**

Directors report to the Board through the Chair of the Board.