



giving a voice to museum  
people in the North West

## ROLE SPECIFICATION FOR DIRECTORS OF NWFED

*This role specification is intended to act as a checklist of these responsibilities and to define any other duties expected of Directors. It is intended to be a helpful document to assist with the smooth running of the company.*

### INTRODUCTION

NWFED is a company limited by guarantee having no share capital and is governed by its Memorandum and Articles of Association. A company limited by guarantee is non profit distributing. It is a charity and the Directors are also the Trustees.

All Members of the Board (Directors in Company Law) are also Members of the Association of the Company. Members of the Association of the Company are entitled to attend and vote at General Meetings. The Directors of the Company have certain legal, financial and fiduciary duties under Company Law. The requirements of some funding bodies may also place responsibilities on the Company's Directors.

**Delegation:** Even though some of these duties are delegated to staff or contractors, and the Board must make clear decisions about such delegation, the ultimate responsibility for every aspect of the Company's operation lies with the Directors. It is therefore important that all Directors ensure that they understand NWFED's history and current situation and keep abreast of other issues that might affect the Company.

### BOARD MEMBERSHIP POLICY

The Board of NWFED should comprise people who are able and prepared to provide the skills needed by the Board in order to oversee and support the Company's work, but in addition will act as ambassadors for the Company.

### PERSONAL ATTRIBUTES REQUIRED OF BOARD MEMBERS

- 1 An enthusiasm for the work of NWFED.
- 2 A commitment to carry out the duties of a Board Member.
- 3 To be of good reputation with good networks.
- 4 The ability to work as a member of a team and a willingness to state personal convictions and, equally, to accept a majority decision and be tolerant of the views of other people.
- 5 A willingness to deal openly with staff and colleague Board Members when pleased or displeased about an issue.
- 6 A preparedness to offer personal and business skills and experience either to carry out tasks or to support the work of the staff if required.
- 7 A commitment to be well informed and a willingness to be a champion for NWFED.
- 8 A respect for the agreed management structures within NWFED.

- 9 An understanding of the need for good governance and willingness to participate in reviews of Board performance.
- 10 The ability to treat sensitive information confidentially.

## **DUTIES AND RESPONSIBILITIES**

### **Legal and Financial Duties**

*Directors should note that if the Company is not run within the limits of its financial resources, it is possible that they could be held personally liable for the Company's debts and disqualified from being company directors, if they are not seen to have acted prudently. It is therefore essential that Directors are kept well informed of the Company's financial position.*

- 1 To ensure that the Company operates in accordance with Company Law, Charity Law and other relevant legislation. This includes the filing of statutory returns at the Charity Commission and Companies House and the keeping of Company Registers. To comply with the Company's Code of Conduct.
- 2 To ensure the prudent financial management of the Company. To exercise financial control; to scrutinise quarterly statements of the financial position; to discuss and decide on annual budgets. To decide on and, if necessary, assist with applications to funding bodies. To approve the financial regulations.
- 3 To ensure the Company keeps proper accounts; to appoint auditors or independent examiners and that appropriately audited or independently examined accounts are produced annually and submitted to Companies House.
- 4 To ensure the payment of all taxes due to the HM Revenue & Customs.
- 5 To appoint bankers and cheque signatories and to make clear decisions about spending powers of staff or Directors.
- 6 To ensure that the Company's assets are safeguarded and are well managed and maintained.
- 7 To ensure that the Company is properly insured.

### **Employment and Personnel Duties**

*(Directors should be aware that the Board of Directors acts on behalf of the Company as the employer of the staff.)*

- 1 To decide which post or posts are designated as board appointments and to appoint the staff to those posts/contracts.
- 2 To define the Company's employment policies, including equality and diversity, recruitment, pay, grievance and disciplinary, appraisal, sickness, health and safety, expenses, holidays and training.
- 3 To approve the staffing structure and to help with recruitment if required.
- 4 To agree the job descriptions, person specifications and terms of employment of board appointments and the outline terms and conditions for other staff/contractors and to review levels of pay annually.
- 5 The Chair of the Board, or an agreed alternative Board Member, should act as the line manager of the most senior paid person in terms of support and appraisal and grievance and disciplinary procedures.
- 6 To ensure the safe and efficient use of premises for both staff and the public.

## **Policy and Planning**

- 1 The Board defines Company policies, sets policy priorities and determines strategies for the implementation of policy. In particular, the Board should discuss and decide on the Company's 3 year business plan, having solicited and taken account of the views of Associate Members.
- 2 All Directors should be familiar with and have a good understanding of all Company policy documents. The Board should monitor all aspects of service delivery and policy implementation on a regular basis.
- 3 The Board should regularly review all policy documents and make appropriate revisions.

## **Advocacy**

- 1 To promote NWFED, its activities and its needs to the private, public and voluntary sectors so as to enhance the company's profile and assist with fundraising for the company.
- 2 To act as a listening post and feed in any information of potential value to the Company.
- 3 To be an enthusiastic ambassador for the Company at all times in order to encourage Associate Membership and take-up of services.

## **Management**

- 1 To establish a cycle of meetings with appropriate papers to service the Board efficiently.
- 2 To establish a system of communications and delegated decision making so that urgent decisions can be made and acted upon between Board meetings.
- 3 To ensure that Board composition meets the needs of the Company and appoint Directors with specialist knowledge, skills and networks as required.
- 4 To establish sub committees or fixed term working parties on specific issues if required.
- 5 To approve NWFED's programme of activities, being satisfied that policy and other agreed priorities, as well as financial projections, will be met.
- 6 To monitor programmes, services and any other activities carried out by NWFED.

## **Attendance and Availability**

- 1 At Board meetings or any "emergency" meetings and also at all General meetings, which will normally coincide with Board meetings.
- 2 At sub committee and/or working party meetings if a member.
- 3 At any other key events run by NWFED including meetings of the Associate Members.
- 4 All Board members will be expected to prepare for meetings and events by reading the relevant communications.
- 5 To provide advice and support to staff/contractors, either by telephone or in person, if required.
- 6 Any Member who fails to attend on more than 75% of the available opportunities in a year may be asked to resign.