

Non-Executive Director Role Description

Remuneration:

The role of Non-Executive Director is not accompanied by any financial remuneration.

Location:

Board meetings are held both virtually and in person usually at a suitable venue within North Devon (with the option to join virtually if necessary).

Time commitment:

Typically, a minimum of six weekday board meetings per year (each approx. 2 hours long) plus occasional working group and other meetings and occasional Biosphere events (at evenings or weekends) if possible.

Reporting to:

Chair of Executive Directors.

Main duties and responsibilities:

Being a Non-Executive Director involves ensuring that the Biosphere Foundation fulfils its objective of unlocking the economic, social and environmental impact of innovative natural capital models across the UK and ensuring that it delivers on its vision, mission and values.

The Board of Executive Directors are jointly and severally responsible for the overall governance and strategic direction of the Charitable Company, its financial health, the probity of its activities and developing the organisation's aims, objectives and goals in accordance with the governing document, legal and regulatory guidelines.

The statutory responsibilities and duties of a Non-Executive Director are to:

- Ensure compliance with Foundation's governing document, companies and charity law, and any other relevant legislation.
- Ensure the Foundation pursues its objectives as defined in its governing document.
- Act in the Foundation's best interests and in line with our Non-Executive Director conflict of interest policy.
- Ensure the Foundation is accountable and complies with its statutory accounting and reporting requirements.
- Manage the Foundation's resources responsibly.
- Act with reasonable care and skill.

Specific duties and responsibilities of Non-Executive Directors:

- To contribute actively to the Board of Non-Executive Directors in determining the Foundation's strategic direction, setting overall policy, defining goals, setting targets and monitoring and evaluating performance against agreed plans, targets and key performance indicators.
- To ensure that the Foundation considers the views of its beneficiaries and stakeholders when setting the organisation's strategic direction and policy.
- To safeguard the Foundation's good name and values.
- To act as an ambassador for the Foundation and to represent the organisation at events and meetings as appropriate.
- To keep abreast of current issues relating to SEND policy.

- To take part in the appointment of the Chief Executive and monitor their performance as appropriate.
- To contribute to the maintenance and management of a central risk register to ensure that key risks to the Foundation are identified and effectively managed, and that professional advice is sought and considered where appropriate.
- To participate in Non-Executive Director training as appropriate.
- To prepare for and attend Board Meetings regularly, read papers in advance of meetings and contribute to discussion and collective decision-making.
- To attend subcommittee meetings as appropriate.
- To keep informed about the activities of the organisation and wider issues which affect the Foundation's work.
- To use any relevant personal knowledge, skills and experience to help the Board of Non-Executive Directors reach sound decisions and further the objects of the charity. This will involve scrutinising board papers, leading discussions, focusing on key issues, and providing advice and guidance requested by the Board on new initiatives, or areas in which the Non-Executive Director has special expertise.
- To attend Foundation events, including volunteer training, Foundation-led conferences and Non-Executive Director and staff away days where possible.
- To participate in other tasks as arise from time to time as appropriate, such as interviewing new staff and helping with fundraising.

Person specification:

Experience -

- Experience of working effectively with others towards a common goal.
- Experience of strategy development, articulation and accomplishment.
- A track record of promoting diversity, equity and inclusion.
- Demonstrable experience of building and sustaining relationships with key stakeholders and colleagues to achieve organisational objectives.
- Proven track record of effective decision making.

Knowledge, skills and understanding -

- A commitment to the charity and a willingness to devote the necessary time and effort to the performance of Non-Executive Director obligations.
- An understanding and acceptance of the legal duties, responsibilities and liabilities of Executive Directorship.
- An ability to exercise good judgment, impartiality and fairness.
- The willingness and ability to challenge and question others' views and ideas constructively.
- An ability to work enthusiastically and effectively as a member of a team as well as independently where required.
- An ability to respect confidences.
- An understanding of the respective roles of the Chair, Executive Directors and Chief Executive
- A willingness to be available to staff for advice and enquiries on an ad hoc basis, within an appropriate structure.