

**BOARD DIRECTOR –  
LEGAL DUTIES, ROLE & PERSONAL SPECIFICATION**

**1. LEGAL DUTIES**

Central England Co-operative is a registered society under the Co-operative and Community Benefit Societies Act 2014 ('CCBSA'). Unlike the Companies Act 2006, the CCBSA does not codify directors' duties. As a matter of good governance practice, directors of consumer co-operative societies should follow the codified directors' duties as set out in the Companies Act:

- The duty to act within the powers of the Society as set out in the Rules.
- The duty to promote the success of the Society – i.e. directors must act in a way they consider, in good faith, would be most likely to promote the success of the Society for the benefit of its members as a whole.
- The duty to exercise independent judgement.
- The duty to exercise reasonable care, skill and diligence.
- The duty to avoid conflicts of interest.
- The duty to not accept benefits from third parties.
- The duty to declare an interest in a proposed transaction or arrangement.

**2. ROLE SPECIFICATION**

- Contribute to the formulation and approval of the strategy for the Society.
- Ensure that appropriate levels of resource are available to enable management to meet strategic objectives.
- Contribute to the setting of values and standards for the Society and ensure that its obligations to members and stakeholders are met in accordance with co-operative values and principles.
- In conjunction with other Board members, appoint and appraise the Chief Executive and Society Secretary and ensure succession planning is in place.
- Scrutinise the performance of management in meeting agreed goals and objectives and constructively challenge management to ensure continued improvement.
- Contribute to effective decision making, through the careful analysis of information, to ensure the future improvement of performance of the Society.

- In conjunction with other Board members, ensure that:
  - financial controls and systems of risk management are robust and defensible;
  - the Society is managed efficiently, effectively and in line with the requirements of the law, regulatory bodies, the Society's Rules and best practice.
- To prepare for and regularly attend Board and Committee meetings.
- Attend and participate in training and personal development activity required to fulfil the role.
- Represent the Board and/or the Society on sub-committees, subsidiary boards and other bodies as required.
- Represent the Society and the work of the Board to the wider membership.
- Represent the Society and the work of the Board at internal and external events and to stakeholders including Members' Meetings of the Society.

### 3. PERSONAL SPECIFICATION

<b>Skills &amp; Knowledge</b>	<b>Essential/Desirable</b>
Strategic thinker	Essential
Business knowledge and experience	Desirable
Sound independent judgement and skilled in collaborative working	Essential
Understanding and acceptance of the legal liabilities and responsibilities of non-executive co-operative directors	Essential
Analytical and statistical knowledge and experience	Desirable
Willingness to attend training and member events	Essential
Ability to analyse and interpret and apply financial data and information	Essential

<b>Experience</b>	<b>Essential/Desirable</b>
Board level experience in a large/complex organisation.	Desirable
Working in a retail or service based organisation	Desirable
Finance, risk management or pensions experience	Desirable
Committed to co-operation and co-operative values and principles	Essential
Specialist experience in these areas: Finance and accountancy, Law, HR, Strategic Planning, Pensions, Property, IT, Marketing, Retail, Funerals and other areas of the wider Co-operative Movement	Desirable

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