



## **Bath & West Community Energy Ltd**

### **Non Executive Director Role and Responsibilities**

**June 2017**

#### **Role**

As a member of the Board you will approve the strategy and business plan of the society together with an annual operational plan and budget. These will be proposed by the executive team. Board meetings will take place approximately quarterly and a typical board agenda will:

- Approve the minutes of previous meetings and take matters arising.
- Review a report from the Executive on progress on the annual operational plan. Provide comment and support where needed and approve any changes to the plan.
- Review and approve the latest management accounts.
- Deal with any matters from members and communications to the public.
- Review governance issues including conflicts of interest, statutory requirements, legal issues etc.

Board meetings are generally held in the evening from 1830 to 2130.

In addition to the regular items above the Board will

- Approve investments made
- Approve the annual operational plan
- Approve the annual accounts for submission to the AGM
- Approve share and bond offers and consider other sources of finance
- Review strategy and approve any revisions to the current business plan.
- Appoint, remove and fix remuneration and terms of employment of executive directors
- Recommend interest rates to pay to members for AGM approval
- Recommend payments to the BWCE Community Trust Fund for AGM approval

In addition to the regular meetings, directors will attend the AGM, have ad hoc conference calls and may meet to discuss specific issues in between the regular meetings. There will also be one half-day strategy session per year to discuss future plans and priorities.

#### **Responsibilities**

The attached factsheet from Cooperatives UK summarises the responsibilities of a director of a community benefit society. However, note that BWCE Board will **not** be asking directors to make personal guarantees to lenders and none have been given to date. In addition to the responsibilities attached the directors have a fiduciary duty to members to make decisions that protect their investment in BWCE whilst also ensuring the organisation continues to meet its primary purpose of delivering wider community benefit.



# Bath & West Community Energy

Generating Local Energy

## **Skills and Experience**

A good board needs to be balanced and draw on a cross section of skills and experience. However the final decision on the appointment of directors is made by members. Energy expertise or experience is not essential. Things like, experience of running a business, links with the community or life experience that can assess risks and make rational decisions are the skills that enable a board to work well. We are looking to develop our outreach work across our whole community and experience and enthusiasm for addressing issues of diversity and inclusivity will be important going forward.

Finally and most importantly, a commitment to the BWCE's vision and ethos is vital!

## **Term**

Directors are appointed for a term of up to three years but can stand for re-election.