



Bath & West Community Energy Ltd

Non Executive Director Role and Responsibilities

June 2021

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;
- Review any health and safety issues and approve changes to existing policies and procedures; and
- Review the company's risk register.

Board meetings are held quarterly in November, February, May and August. Since March 2020 Board meetings have been held virtually in the evening from 7.00 pm to 9.00 pm, though we will be moving to alternate physical and virtual meetings when we are able to do so.

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 annually share withdrawal requests from members and agree repayments based on performance and cash reserves;
- Review strategy and approve any revisions to the current business plan;
- Appoint, remove and fix remuneration and terms of employment of executive directors;
- Appoint and renew appointments of co-opted Directors as and when required;
- Recommend interest rates to pay to members for AGM approval; and
- 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 additional strategy day per year to discuss future plans and priorities.



New Directors will be offered induction training during the first months of taking on their role.

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.

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 elected directors is made by members. Energy expertise or experience is not essential. Experience of running a business or being on a board, confidence with financial information, links with the community or life experience that can support risk assessment and rational decision making are all skills that enable a board to work well.

This year the board has an interest in further strengthening its expertise in one or more of the following areas: Technologies like storage and/or wind energy, flexibility services and communications, marketing and/or community outreach, with a particular focus on diversity and inclusion. These aren't essential needs for the board, but would be helpful.

We are also looking to broaden the diversity of the Board make up.

Finally, and most importantly, a commitment to 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.