

## MACS Board of Directors - Role Description

### **Role Purpose**

1. To promote the aims, objectives and values of MACS, keeping within its charitable objectives
2. To take part in formulating and monitoring progress against aims of MACS
3. With other Board Members to ensure that the policy and practices of MACS keeping within its aims and values
4. With other Board Members to ensure that the organisation functions within the legal and financial requirements of a charitable organisation and strives to achieve best practice
5. To bring an external perspective on MACS

### **Main Duties**

1. **Formulating strategic aims**
  - Consider MACS as a whole, its beneficiaries and other stakeholders, whether as a member of the trustees or any of its committees, sub-committees, groups etc.
  - Reflect MACS's vision, values, strategy and major policies when appropriate
  - Contribute specific skills, interests, contacts and support MACS in appropriate activities
2. **Ensuring policies and practices are keeping within the aims and values**
  - Follow the code of conduct at all times, particularly when exercising the function of trustee or participation in any of the committees, sub-committees or groups
  - Attend meetings of the Board
  - Reflect the Board's policies and concerns on all its committees, sub-committees or groups
3. **Ensuring best practice**
  - Regularly attend and participate in meetings
  - Be an active member of the Board in exercising its responsibilities and functions
  - Maintain good relations with staff and other Board Members
  - Read materials prior to attending meetings
  - Take part in training sessions provided for the benefit of Board Members
  - Fulfil such other duties and assignments as may be required from time to time by the Board
  - Provide feedback to the chair on the effectiveness of meetings and how the governance of MACS could be improved

- Act as an effective external ambassador for MACS when required

### **Overview of the Board's Role**

The Board of Directors is the 'mind' and 'will' of the company. In law, all the directors are jointly and severally responsible for the conduct of the company and have a duty to care for it. All the directors are equal in the eyes of the law, regardless of their title or appointment

The Board provides the overall leadership for the company, setting its direction and major policies, appointing and supervising executive top management, ensuring it complies with relevant laws and regulations and being accountable to the stakeholders. The directors are the stewards of the stakeholders' interests. The board is ultimately responsible for the performance of the company.

### **Purpose**

The Board's key purpose is to ensure the company's prosperity by collectively directing the company's affairs whilst meeting the appropriate interests of relevant stakeholders.

In addressing the key tasks, the Board must ensure that the company and its employees comply with relevant laws and regulations.

### **Activities**

- Providing leadership
- Decision-making
- Learning and developing

### **The Individual Tasks of the Board**

#### **A. Establish Vision and Values**

- Determine the company's vision and mission to guide and set the pace for its current operations and future development
- Determine the values to be promoted throughout the company
- Determine and review company goals

#### **B. Set Strategy and Structure**

- Review and evaluate present and future opportunities, threats and risks in the external environment; and current and future strengths, weaknesses and risks relating to the company
- Determine strategic options, select those to be pursued, and decide the means to implement and support them
- Determine the business strategies and plans that underpin the corporate strategy

- Ensure that the company's organisation structure and capability are appropriate for implementing the chosen strategies

### **C. Delegate to Management**

- Delegate authority to management and monitor and evaluate the implementation of policies, strategies and business plans
- Determine monitoring criteria to be used by the Board
- Ensure that internal controls are effective
- Communicate with senior management

### **D. Exercise Accountability and be Responsible to Relevant Stakeholders**

- Ensure that communications both to and from relevant stakeholders are effective
- Understand and take into account the interests of relevant stakeholders
- Monitor relations with relevant stakeholders by gathering and evaluation of appropriate information
- Promote the goodwill and support of shareholders and relevant stakeholders

### **Being an Effective Director**

- Read and understand Memorandum and Articles of Association
- Understand the strategy and ensure that it is understood by others
- Focus on being an active and contributing board member of a small number of organisations rather than a silent member of a large number
- Make level of delegated authority clear to management
- Ensure that there is the appropriate level of accountability on all matters
- Establish the level of compliance with all legislative requirements and that legal advice provided is accurate
- Understand all information provided to board and always seek clarification if unsure. Read all board papers carefully
- Read minutes and make sure that they accurately reflect proceedings
- Voice your concerns and ensure that they are minuted
- Encourage the company to provide directors indemnity insurance and make sure that all other risks are adequately covered
- Declare conflicts of interest and refrain from further involvement in discussion
- Use financial information in making key decisions
- Participate in training for directors
- Observe confidentiality
- At board meetings stay alert