



## THE RESPONSIBILITIES OF BOARD MEMBERS

Overall responsibility:

Work in partnership with other members of the Board and the Chief Executive to contribute experience, expertise, and insight to add value to strategic development and governance of NEBOSH to ensure that it is a robust and sustainable organisation.

The key duties of a Trustee are to:

### 1. **Agree and maintain NEBOSH's vision, mission, and values**

Work with other members of the Board of Trustees to safeguard the ethos and values of the NEBOSH in pursuit of its Objects: The Objects of NEBOSH shall be the preservation of health and wellbeing by the promotion of high standards of health, safety, and environmental protection at work, in particular, but not exclusively through study and competence in risk management.

### 2. **Strategy**

Work with other members of the Board of Trustees to:

- Formulate with the CEO a strategic intent [direction of travel] for the organisation and review its progress;
- Ensure suitable business plans and targets are set by the Executive Team to achieve the strategic intent.

### 3. **Monitor and Review policies**

Work with other members of the Board of Trustees to review and approve policies to govern specific organisational activity. In particular:

- Systems for reporting and monitoring on business performance and legal and regulatory compliance;
- The Governance Framework;
- Ensuring investments are made in accordance with the agreed investments policy;
- The key strategic risks facing NEBOSH and the management of those risks.

### 4. **Monitor Employment Policies**

Work with other members of the Board of Trustees to:

- Participate in the recruitment, selection and appraisal processes for the Chair, Trustees and the Chief Executive;
- Review and approve Reward and Recognition policies for employees.

### 5. **Ensure compliance with governing document**

- Ensure that NEBOSH acts in accordance with its Articles of Association, and in particular that it operates within its Objects.

- To comply with Trustee Duties as set out in the Articles of Association.

#### 6. **Ensure accountability**

Work with other members of the Board of Trustees to ensure that NEBOSH:

- has adequate systems in place to ensure statutory reporting to Companies House, Customs and Revenue, and the Charity Commission;
- produces an Annual Report and Accounts;
- produces an annual return to the Charities Commission.

#### 7. **Ensure compliance with the law**

Work with other members of the Board of Trustees to ensure that NEBOSH meets its legal obligations.

- Complete an annual declarations of interest form.

#### 8. **Maintain proper fiscal oversight**

Work with other members of the Board of Trustees to ensure that NEBOSH effectively manages financial resources. This includes:

- Monitoring the financial stability of NEBOSH;
- Approving the annual financial statement and budget;
- Approving the appointment of auditors and approval of the audit fee
- Protecting NEBOSH against liability by appropriate and adequate insurance is in place;
- Ensuring that financial resources are applied in pursuit of NEBOSH's charitable Objects;

#### 9. **Respect the role of Employees**

Management of NEBOSH employees is the responsibility of the Chief Executive and leadership team within NEBOSH. Trustees must respect that their role is one of governance rather than management (although there may be occasions where they are asked to chair specific project or working groups which include employees) and must avoid behaviour which is likely to undermine the authority of the Chief Executive or be interpreted by employees as involvement with operational matters. This could include:

- Giving instructions to NEBOSH employees;
- Providing feedback to employees on the performance of their duties.

Trustees should not seek to become directly involved in decisions which have been properly delegated to employees. Instead, they should hold employees to account through the Chief Executive.

#### 10. **Maintain effective board performance**

Use their skills, knowledge, and experience to assist the Board to operate effectively and make sound decisions, in particular by:

- Regular attendance at quarterly Board meetings and other committees and groups to which the Trustee has agreed to belong;

- Scrutinising all papers in advance of meetings and being prepared to contribute to discussions and provide advice and guidance on areas in which they have special expertise;
- Participation in Board development activities;
- Participation in regular performance reviews with the Chair;
- Working with other members of the Board of Trustees to establish and periodically review committees of the Board and agreeing their composition and terms of reference;
- Being prepared to challenge and debate with other members of the Board.

#### 11. **Promote the organisation**

Through their behaviour, their governance oversight, and their activities on behalf of the NEBOSH, to enhance and protect the reputation of NEBOSH, in particular by:

- Recognising that although they may challenge, debate, and express dissent during Board discussions, that they are bound by collective decisions made by the Board and as such should not express contrary views outside of that forum while remaining a member of the NEBOSH Board;
- Notifying the Chair, as soon as practicable, of their involvement with any event or activity outside of their activities for or on behalf of NEBOSH which could negatively impact on NEBOSH's reputation by association.

#### 12. **Time commitment**

We are looking for trustees who can commit to at least 12 days per year.

This includes:

- 4 board meetings per annum held close to our Leicestershire headquarters
- Chairing up to 4 Sub-Committee meetings
- Preparation for meetings including reading time for all papers
- Contact with the Chair and other trustees outside of meetings, including board development and appraisal, participating in induction and training
- Board Development/Strategy Away Days

#### 13. **Term of office**

The position of Trustee is appointed for a term of 3 years. Trustees are eligible to serve for a maximum of two terms.

#### 14. **Expenses**

The role is a voluntary role for which there is no remuneration. Reasonable expenses incurred in undertaking the role will be paid.

## Person Specification

### Key skills and attributes sought in the Chair of the Audit and Risk Committee

#### **Essential**

1. Qualified Accountant experienced in senior level positions.
2. The ability to interpret, question, scrutinise and comment upon statistical and financial information.
3. Experience and/or understanding of financial management for charitable organisations and commercial financial reporting and accounting
4. Knowledge and experience of ensuring effective arrangements are in place to provide assurance on governance, risk management, and internal controls
5. Experience of developing or contributing to the formulation of a corporate strategy for a growing organisation
6. Ability to constructively challenge and provide support and advice to the executive team.
7. Experience of chairing meetings effectively
8. A good understanding of corporate governance and a desire to learn about Charity Commission compliance.
9. Commitment to equality, diversity, and inclusion, and to the culture and values of our organisation.

#### **Desirable**

1. Understands environment and market in which NEBOSH operates, education and or Occupational Safety and Health
2. Ability to operate in an international, regulated, and multi-stakeholder landscape