Role Description: Director

Introduction

HF's twelve Directors constitute the Board, which holds ultimate responsibility for the stewardship of the Society. Directors do not engage in the operations of the business but they provide an independent perspective, along with any specific knowledge and skills they possess. They have a duty to uphold the highest standards of integrity, probity, and conduct and to foster positive relations, particularly with the Chief Executive and Executive Leadership Team (ELT).
Directors are expected to participate fully as members of the Board, its Committees, and to take on the role of committee chair when so appointed.

- Directors will meet periodically with the Chair in closed session, without the Chief Executive and ELT, to discuss issues of interest or concern.

Director Role Description

Directors have a responsibility to:
- support the Chair, Chief Executive and Executive Leadership Team in promoting the Society's Values and the Co-operative Values (cross refer)
- support a positive culture throughout the Society and adopt and encourage behaviours in the boardroom and elsewhere, that exemplify the corporate culture and values
- constructively challenge the proposed decisions of the Board and ensure that appropriate challenge is made in all circumstances
- help develop proposals on priorities
- help develop proposals on risk mitigation
- help develop proposals on values and standards
- contribute to the development of strategy.

Directors have a duty to:
- scrutinise the performance of the Executive Leadership Team in meeting agreed goals and objectives
- satisfy themselves as to the integrity of financial and other information
- satisfy themselves that financial, quality controls and systems of risk management are sound and that they are used
- commission and use external advice as necessary, through the Chair or delegated powers
- ensure that they receive adequate timely information in the form agreed, in order to monitor performance.

Directors are responsible (acting in the appropriate committees) for:
- determining appropriate levels of remuneration of the Chief Executive and reviewing proposed remuneration for other members of ELT
- participating in the appraisal of the Chief Executive, led by the Chair
- appointing the Chief Executive and Society Secretary
- where necessary, removing the Chief Executive and the Society Secretary.

Directors should prioritise attendance at all Board meetings and meetings of Committees to which they belong.

Induction and refreshing of skills

New Directors must become conversant with the Society's structure, ethos, governance, and business activities, as well as its strategy and the main areas of risk, at the earliest opportunity.

Directors should:
- participate in the Society's comprehensive Board induction programme, including the Board Buddy Scheme, attending training, briefings, meetings and reading induction and briefing materials
- familiarise themselves with documents set out in the Director's induction schedule, particularly the risks facing the Society
- take opportunities to develop and refresh their knowledge and skills and ensure that they are well informed in respect of the main areas of the Society's activity.

Time commitment
The letter of appointment will have set out the minimum time commitment to fulfil the duties and responsibilities of the role and any additional time commitment that is likely to be needed at times of increased Board activity. At the time of their nomination for election, a candidate should inform the Society of any other time commitments. Once appointed, any director should inform the chair of any changes in their time commitments. It is the responsibility of the Director to ensure they can make sufficient time available to discharge their responsibilities effectively.

Specification for the role of Director
Introduction:
In addition to the above Role Description, all Directors need the skills, expertise and capability to fulfil their responsibilities for a £40 million turnover cooperative of 40,000 active members and 600 voluntary leaders, with two distinct business models:
- owning and running 15 fully staffed country houses from which we provide walking and other activity holidays
- devising, marketing, selling and providing walking and activity package holidays all over the World.

The Society carries out an annual audit to identify the skills and experience needed on the Board as a whole and those which each Director possesses. From this, the gaps are identified, to be filled by a combination of recruitment and by training and development. Each Director therefore has to complete a questionnaire to identify the extent of their skills and experience and we ask new candidates for election to do so too, to support their Election Statement.

We also ask each candidate to take part in a Candidates' Forum with other candidates, the Chair/Vice Chair and Chief Executive/Executive Leadership Team members.

In order to fulfil the Director Role Description, each director must:
i. be committed to the cooperative model
ii. be ambitious to deliver benefit to members and to understand the customer journey
iii. understand how cooperative values and principles underpin all decisions.

In order to serve on a high-quality Board, directors individually and collectively should have the capacity and capability to:
a) read and understand a regular flow of complex information about the business- analysing and distilling key issues and retaining enough to provide continuity of thinking across topics to analyse risk and opportunity
b) understand financial information in order to participate effectively in investment decisions, management of capital and cash flow tracking
c) exercise proper oversight of the Society's complex and, by definition, risk- taking, businesses, including ways in which profitability is achieved
d) identify the information needed for an effective Board and encourage provision of good, summarised, timely information
e) expect and provide effective governance in order to deliver sustained success

f) expect and provide robust risk oversight and an appropriate control framework
g) understand the Board's current capabilities and limitations, and use this insight to mitigate any risks
h) operate at a strategic level without interfering in operational decisions
i) contribute actively to strategic discussion and conclusions, making timely decisions and accepting collective accountability for them
j) develop strategy and monitor strategic outcomes
k) participate in and if elected, chair, Committees, helping to ensure the right agenda, appropriate discussions and clear outcomes
l) contribute to a Board and Society culture reflecting the co-operative values of respect, fairness and member focus
m) interact effectively with colleagues, members and communities as an ambassador to support internal and external engagement, with excellent interpersonal skills
n) operate effectively in discussion by keeping contributions appropriate in style, number and length; being both a listener and a participant
o) demonstrate the Society's Values and comply with any Codes of Conduct.