

Specimen role description for the chair of a board

Specimen role description for the role of chair of a board of charity trustees (England & Wales)

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If you have any feedback on the content of these resources, or additional questions that you'd like to discuss, please contact the SGA: **020 7612 7029 | info@sportsgovernanceacademy.org.uk**

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Introduction

This guidance note is aimed principally at organisations required to comply with Tiers 2 and 3 of the Code for Sports Governance. However, it can be adapted for any size of organisation to reflect good practice for their needs. This document, and others in the SGA knowledge base, should provide sufficient detail for the chair of a board, and others interested in governance, to think about the governance arrangements within their own organisation, and apply those aspects of good practice that are most appropriate and proportionate.

It is good practice for each organisation to undertake a periodic review of its governance arrangements as circumstances evolve and, where appropriate, amend policies, procedures, and the governing document to ensure that they remain fit for purpose and are structured in the most effective way to meet the organisation's objectives and the environment in which it operates.

The information in this document consolidates and expands upon the principles highlighted in the Code for Sports Governance.¹

For the purpose of this guidance, it is assumed that the organisations employs staff including a governance lead who is not the chief executive officer.

Overall purpose

¹ The Code can be downloaded from <https://www.sportengland.org/campaigns-and-our-work/code-sports-governance>

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Within each organisations it is likely that individuals from among the board members will be appointed to perform additional duties in the position of an 'honorary officer'. The most common honorary positions are those of chair or deputy/vice chair, but may also include the treasurer and secretary. Honorary positions tend to be unpaid and should not be confused with the duties performed by paid staff. To ensure that all board members are clear as to their role and responsibilities it is advisable to have role descriptions for the directors or board members as a whole, and specific ones dealing with honorary positions.

Collective responsibility

All board members are collectively responsible for the decisions and governance of the organisation. This does not mean that they all have to agree on every matter they make a decision on, but that every board member has a duty to actively participate in the decision-making process. The primary role of the chair is to provide leadership to the board. Some view the position as that of 'first amongst equals', an ambassador, and the public face of the organisation. Each organisation is likely to require different things from the role of chair and the board should discuss the needs of their organisation when developing a role description for the position.

Leadership

An effective chair will provide leadership and management to the board, enabling them to fulfil their responsibilities for the overall governance and strategic direction of the organisation. The chair will play an integral role in ensuring that appropriate decisions are correctly made, including developing the organisation's aims, objectives and goals in accordance with the governing document and legal and regulatory guidelines. The chair should lead board discussions on the manner in which the organisation continues to pursue its activities and deliver its services in furtherance of the agreed strategy, and how this is continuously monitored by the board.

The chair will set the conditions for the overall board and the individual effectiveness of board members. She/he will also set clear expectations concerning the organisation's culture, values and behaviour, leading the board in ensuring that these are embedded and enforced.

The chair will need to work in partnership with the chief executive and the governance lead to ensure that board decisions are acted upon and the organisation is managed effectively. The chair and chief executive should fully understand the difference between the role the board plays in governance, developing and agreeing the strategic direction of the organisation and that of the senior management team in applying that strategy to the day-to-day operations. With this distinction in mind, the roles of chair and chief executive should be separate and should not be fulfilled by the same individual.

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It is not a requirement of the Code that an organisation appoints a vice-chair, but Requirement 1.20 of Tier 3 states that each board shall appoint one of its NEDs to act as the Senior Independent Director. The SID's roles include acting as a sounding board for the chair, serving as an intermediary for other board members where necessary, and leading the process for the appraisal of the chair's performance.

For more information on the difference between governance, strategy and management please refer to Section 1 of the knowledge base.

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Overall responsibility

'The chair has an important role in leading the Board and establishing an environment that enables the Board to achieve its potential and secure the long term success of the organisation.'

A Code for Sports Governance, Requirements 1.16-1.18, Commentary

The board is responsible for providing appropriate oversight, governance and leadership to the organisation in the pursuit of its objectives. The chair provides leadership to the board with prime responsibility for ensuring it has agreed priorities, a coherent and achievable strategy, appropriate structures, processes and a productive culture. He or she enables the board to achieve its potential and secure the long term success of the organisation.

Main duties and responsibilities

In addition to those duties and responsibilities performed by all board members, the chair is generally considered to lead on:

- instigating and facilitating discussions on the strategic development of the organisation;
- providing clarity of vision to the board;
- ensuring that the board has agreed strategic priorities;
- holding the chief executive to account for the effective management and delivery of the organisation's strategic aims and objectives, where appropriate;
- providing leadership and support to the chief executive officer, where appropriate;
- supporting and appraising the performance of the chief executive officer and other appropriate members of the senior management team;
- building and maintaining close relations between the organisation's various constituencies and stakeholder groups to promote the effective operation of its activities;
- upholding the values of the organisation by example, and to ensure that the organisation promotes equality and diversity for all its stakeholders;

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- facilitating effective board meetings, liaising with the governance lead and chief executive officer, where appropriate, with the drafting of agendas and supporting papers for board meetings and ensuring that the business is covered efficiently and effectively in those meetings;
- encouraging all board members to contribute their skills, experience and opinions in order to ensure adequate scrutiny;
- manage conflicts of interest and loyalty;
- creating a board environment with strong working relationships and where challenge and scrutiny are welcomed;
- attending and chairing committees and other ad hoc meetings of the main board, liaising with the company secretary/governance professional to lead on the planning, setting and chairing of board meetings and general meetings, where appropriate;
- ensuring, in liaison with the governance lead, that appropriate procedures, processes and controls are in place and followed;
- participating in any board induction, training and evaluation identified as an individual board member and as part of the board or committee;
- maintaining the board's commitment to board diversity, renewal and succession planning, in line with the governing document and/or current good practice;
- undergoing an individual and board performance appraisal, and attending any additional training highlighted as a result of the evaluation process;
- undertaking evaluations of the performance of board members and directing the governance lead to facilitate remedial action where required;
- acting between full meetings of the board in authorising action to be taken *intra vires*;² e.g. banking transactions and legal documents in accordance with relevant mandates; and
- representing the organisation at functions, meetings and in the wider media, in line with the organisation's agreed media strategy.

Person specification

The following characteristics, knowledge and experience (or commitment to gain them) would be advantageous to the role of chair:

- high level of understanding and interest in the issues relevant to the sport and the activities of the organisation
- a commitment to the values and principles of the organisation
- strong business and financial acumen
- experience of committee work
- highly developed interpersonal and communication skills

² *Intra vires* means to 'act within the power' of the position concerned, in this instance the power of the chair. All such uses of the chair's power, however, should be reported to the full board, at the meeting immediately after the action was taken. Any powers residing in the chair are likely to be limited, given the collective responsibilities of the board. A document listing the matters reserved for the board should also highlight the limited individual powers of the chair.

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- proven leadership skills
- strong organisational skills
- ability to understand complex strategic issues, analyse and resolve difficult problems
- sound, independent judgement, common sense and diplomacy
- high standards of personal integrity and probity
- politically astute, with the ability to grasp relevant issues and understand relationships between interested parties
- resilience
- clear understanding, and acceptance, of the legal duties, liabilities and responsibilities of board members
- sound knowledge of governance
- sufficient time and commitment to fulfil the role.

