



Lincolnshire Co-operative

Role Description

| <u>Title</u> | Society Non-Executive Director (“NED”) |
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| <u>Basis/Term of Appointment</u> | <p>NED election, appointment and tenure is governed by Rules 62 to 78 inclusive in the Society’s published Rule Book.</p> <p>Under normal circumstances, a newly appointed NED must serve no more than three consecutive three-year terms of office from the date of their appointment and must stand down for a period of at least one year before becoming eligible for re-election.</p> |
| <u>Role Purpose</u> | <p>NEDs provide informed oversight of the Society’s activities providing an independent view of the Society that is removed from the day-to-day operations, with particular focus on (but not limited to) the following responsibilities:</p> <ul style="list-style-type: none"> • Overall leadership of the Society in accordance with the agreed strategy, and setting the Society’s values and standards in line with co-operative values and principles determined by the International Co-operative Alliance; • A purpose driven approach that ensures active and transparent engagement with key stakeholder groups including the Society’s members; • Strong oversight of the Society’s Executive Leadership Team (“ELT”) ensuring accountability for the successful execution of the Society’s overall trading and financial performance; • Strong governance that respects applicable laws and regulations, the Society’s published Rule Book and published corporate governance best practice; • The maintenance of sound management and internal control systems across all areas of the Society, which ensure a robust approach to financial, audit and risk management activities; • Proactive succession planning for the Board and ELT to maintain an appropriate balance of skills and experience within the Society and on the Board; • Adequate arrangements for colleagues and other stakeholders to raise concerns, in confidence, about potential wrongdoing, allowing for proportionate and independent investigation of such matters and appropriate follow up action. |
| <u>Duties and Responsibilities</u> | <p>A NED’s key responsibilities fall (without limitation) into the following core areas:</p> |

1) Purpose and Strategy

- Ensuring the Society's purpose is defined and at the core of its principal activities.
- Contributing positively to the strategic development of the Society.
- Building and maintaining close relations between the Society's stakeholder groups to promote the success of the Society's businesses, and ensuring there is a strong dialogue with members (including appropriate representation and communication of their views to the Board and its committee structures).
- Ensuring the effective implementation of Board decisions by the Chief Executive Officer ("CEO") and the ELT.
- Holding the CEO and ELT to account for the effective management and delivery of the Society's strategic aims and objectives, ensuring the long-term sustainability of the Society.
- Ensuring the Board as a whole sets challenging objectives for improving performance.

2) Culture and values

- Upholding the values of the Society and the Values and Principles of the International Co-operative Alliance.
- Act with integrity and probity whilst promoting behaviour that demonstrates the Society's culture and values.
- Ensuring that equality, diversity, and inclusion are promoted at all levels within the Society.
- Ensuring the Society meets its commitments to its members and that their interests are central to Board discussions.

3) Accountable leadership

- Provide effective, accountable leadership which meets the Board's obligations to its members and other defined stakeholders.
- Protect the Society's assets by exercising independent and objective judgement and be held to account for the Society's performance.
- Promote the growth, development, and diversity of the membership by encouraging members to exercise their democratic rights and actively participate.
- Discharging the general duties of a Director under the Companies Act 2006, including the duty to promote the success of the Society under which a director must act in the way they consider, in good faith, would be most likely to promote the success of the Society for the benefit of its members.
- Contribute to the determination of appropriate levels of remuneration for the ELT and senior management, and have a prime role in matters of appointment, removal and in succession planning.
- To abide by the Society's policies and processes.
- To declare any conflict of interest while carrying out the duties of a director.

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| | <p>4) Control environment</p> <ul style="list-style-type: none"> • Ensuring that financial controls and systems of risk management are robust and that the Board is kept fully informed through timely and relevant information. • The system of internal controls will ensure compliance with legal and regulatory duties, safeguard the Society's assets, and protect member interests. Internal controls must reflect the size, complexity, and risk profile of the Society. • Participating in appropriate Board Committees to provide strong levels of oversight and assurance. The board should review compliance and progress to report to members at least annually. • Manage resources effectively to ensure the Society's financial viability is maintained. <p>5) Governance processes</p> <ul style="list-style-type: none"> • With the assistance of the Group Secretary & General Counsel ("GS&GC"), promoting the highest standards of corporate governance in compliance with the Society's Rule Book, the Co-operative Corporate Governance Code, other regulatory requirements, and best practice. • Establish robust governance processes that support delivery of the Society's purpose and enable effective decision making including appropriate delegation to subcommittees, the ELT, and colleagues. <p>6) Composition, Tenure and Succession planning</p> <ul style="list-style-type: none"> • Contribute to the maintenance of a diverse Board with an appropriate balance of skills and experiences to its duties effectively. • Actively monitor and contribute to personal and professional development. <p>7) Functional duties</p> <ul style="list-style-type: none"> • Participating fully in the work of the Board and playing an active role in the delivery of the Board's corporate function. • Representing the Society at functions and meetings as appropriate. • Working with the CEO and the GS&GC to ensure the effective and efficient administration of the Society. • Scrutinizing board papers, leading discussions, focusing on key issues, and providing advice and guidance requested by the board on new initiatives, or other issues relevant to the area of, the Society's work in which the director has special expertise. • Attending meetings, and a willingness to Chair meetings, where appropriate and reading papers in advance of meetings. • Act on behalf of the co-operative at external meetings and events from time to time. • Keeping informed about the activities of the Society and wider issues which affect its work. |
| <p>Skills and Qualifications</p> | <p>Meets the basic requirements of the Society's competency framework and other minimum requirements contained in the Society's published Rule Book.</p> |

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| <u>Commitment Required</u> | The expected and anticipated time commitments of a NED are set out in the relevant Director appointment letter issued by the GS&GC. |
| <u>Key Stakeholders</u> | <ul style="list-style-type: none">• Fellow Directors.• CEO.• GS&GC.• ELT.• Members, colleagues, and other defined stakeholder groups.• Joint venture and other external partners.• Professional advisors retained to support the Board’s activities. |
| <u>Last Reviewed: 1 December 2023</u> | |