

# **Roles and responsibilities for the Council and President**

## **Guidance notes on the profile envisaged for the members of the Council and for the President**

Agreed and published in advance of the Elections to Council 2008

### **Council leadership**

Every organisation should be led and controlled by an effective Council (Board) which collectively ensures delivery of its objectives, sets its strategic direction and upholds its values.

#### **The role of the Council:**

- Council members have and must accept **ultimate responsibility** for directing the affairs of their organisation, ensuring it is solvent, well-run, and delivering the outcomes for which it has been set up.
- Council members should **focus on the strategic direction** of their organisation, and avoid becoming involved in day to day operational decisions and matters

### **The council in control**

Council should collectively be responsible and accountable for ensuring and monitoring that the organisation is performing well, is solvent, and complies with all its obligations.

- The council must ensure that the organisation complies with its own governing document, relevant laws, and the requirements of any regulatory bodies.
- The council should maintain and regularly review the organisation's system of internal controls, performance reporting, policies and procedures.
- The council must regularly review the risks to which the organisation is subject, and take action to mitigate risks identified.
- The council should ensure that it upholds and applies the principles of equality and diversity, and that the organisation is fair and open to all sections of the community in all of its activities.

### **The high performance council**

The council should have clear responsibilities and functions, and should compose and organise itself to discharge them effectively.

- Council members should understand their duties and responsibilities and should have a statement defining them.
- Council should organise its work to ensure that it makes the most effective use of the time, skills and knowledge of council members.
- Council should ensure that they receive the advice and information they need in order to make good decisions.
- Council should have the diverse range of skills, experience and knowledge needed to run the organisation effectively.

- Council should ensure that they receive the necessary induction, training and ongoing support needed to discharge their duties.
- Council should make proper arrangements for the supervision, support, appraisal and remuneration of its director.

## **Council review and renewal**

Council should periodically review its own and the organisation's effectiveness, and take any necessary steps to ensure that both continue to work well.

- Council should regularly review and assess its own performance, that of individual members, and of sub-committees, standing groups and other bodies.
- Council should have a strategy for its own renewal. Recruitment of new members should be open, and focused on creating a diverse and effective Board.
- Council should periodically carry out strategic reviews of all aspects of the organisation's work, and use the results to inform positive change and innovation.

## **Council delegation**

Council should set out the functions of sub-committees, the director, and agents in clear delegated authorities, and should monitor their performance.

- Council should define the roles and responsibilities of the President in writing.
- Council should define the role of the director in writing.
- Council should ensure that staff, volunteers and agents have sufficient delegated authority to discharge their duties. All delegated authorities must have clear limits relating to budgetary and other matters.
- Council should set clear terms of reference for subcommittees, standing groups, advisory panels, etc.
- All delegated authorities must be subject to regular monitoring by the council.

## **Council and trustee integrity**

Council should act according to high ethical standards, and ensure that conflicts of interest are properly dealt with.

- Council members must not benefit from their position beyond what is allowed by the law and is in the interests of the organisation.
- Council should identify and promptly declare any actual or potential conflicts of interest affecting them.

## **Council openness**

Council should be open, responsive and accountable to its users<sup>1</sup>, members, partners and others with an interest in its work.

- Each organisation should identify those with a legitimate interest in its work (stakeholders<sup>2</sup>), and ensure that there is a strategy for regular and effective communication with them about the organisation's achievements and work.
- Council should be open and accountable to stakeholders about its own work, and the governance of the organisation.
- Council should encourage and enable the engagement of key stakeholders, such as users and beneficiaries, in the organisation's planning and decision-making.

<sup>1</sup>Users of EUROPARC are statutory authorities managing protected areas, those living and working in protected areas, European agencies, NGOs involved in protected areas. <sup>2</sup>Stakeholders are not the same people as members, but they do have an interest in there being an effective organisation, and benefit from its existence, just as the members do.

## Recruitment of a new Council

The governance responsibilities in running an organisation are so important that council members have to bring along more than just a commitment to the mission and an interest in serving. Every member of the EUROPARC Federation council should have a specific competence or experience that is needed on the board.

### PURPOSE

The purpose of the recruitment process is to ensure that the Council (Board) as a whole has got the competencies necessary for effective board performance.

### POLICY

Council members will be elected by members based on a demonstrated record of possessing the specific qualifications and competencies necessary for effective governance.

Council members will be given an annual assessment of their performance. (This could be self assessment, peer assessment or external assessment)

Those who are eligible for election to another term will be evaluated on their performance as a member over the years, and on their continuing ability to contribute a competency that is still needed by the organization.

Term limits will be strictly followed. This will ensure a regular infusion of new individuals who will bring needed competencies, provide fresh thinking and keep governance connected to the stakeholders.

Competencies needed for an efficient council:

- **Universal Competencies** -personal qualifications required of ALL Council members.
- **Collective Competencies** -knowledge and skills that the council AS A WHOLE needs, and therefore, should be strong attributes of one or more but not necessarily all members.
- **Desirable Competencies** -characteristics that would be an asset to the council at the present time, given its strategic priorities and board needs.

## Competencies

### Universal Competencies:

ALL council members must have:

- A commitment to mission, vision and values.
- Demonstrated willingness to devote enough time to council work (i.e. work that is truly council work, and not federation work. Council work relates to the strategic direction of EUROPARC and networking whereas federation work involves the implementation of the strategy and leading the organisation's activities and work programme).
- Demonstrated capability to exercise leadership, teamwork, sound judgment on complex matters that will come before a council from time to time, personal integrity. (Note 'demonstrated').

### Collective Competencies:

Board **AS A WHOLE** needs:

- Diversity of experience, gender, background.
- Experience and expertise in management of protected areas.
- Financial background and expertise (both knowledge of financial sector and understanding of managing finances).
- Good knowledge of the users<sup>3</sup> that are served by EUROPARC.
- High level leadership experience in a business organisation. (This is about core competencies, what people bring to the table and reflects the engagement that members have with the whole working world in which EUROPARC operates in doing its job).

### Desirable Competencies:

Given **current needs**, these characteristics should be looked for in recruitment:

- Ability to communicate with and influence key stakeholders and public officials and influence legislation. This is brave new territory for EUROPARC; therefore the experience of working on commercial and charity NGO boards would be a desirable competence.

### Specific Skills and Competencies

- Advocacy – Ability to work with senior decision markers at European level from all sectors to promote Europarc and 'sell' its role and abilities
- Human Resources/Appraisal – experience of human resources issues to help

<sup>3</sup> Users served by EUROPARC are statutory authorities managing protected areas, those living and working in protected areas, European agencies, NGOs involved in protected areas.

support director and also lead appraisal of directors

- Networking – Support staff team and make connections at the highest level for staff to follow up and develop relationships
- Strategic Visioning – Experience of developing the strategic direction for an organisation
- Risk Management – Board members are responsible for the organisation and need to take a mature approach and assessment to risk management their liabilities
- Finance – ability to understand investment, NGO finances
- Other Board Experience – Corporate, NGO or statutory agency
- Review and evaluation – The board will need to assess not only itself but also reviewing the organisations strategic direction experience in setting targets, monitoring and evaluating performance and programmes in commercial and non-profit organisations

## Council job description

The duties of a council are:

- to ensure that the organisation complies with its governing document, organisation law, and any other relevant legislation or regulations.
- to ensure that the organisation pursues its objectives as defined in its governing document
- to ensure the organisation applies its resources exclusively in pursuance of its objectives, ie the organisation must not spend money on activities which are not included in its own objectives, no matter how worthwhile or charitable those activities are
- to contribute actively to councils role in giving firm strategic direction to the organisation, setting overall policy, defining goals, setting targets and evaluating performance against agreed targets
- to safeguard the good name and values of the organisation
- to represent EUROPARC at functions and meetings as appropriate
- to declare any conflict of interest while carrying out the duties as a council member
- to be collectively responsible for the actions of EUROPARC and other council members
- to ensure the effective and efficient administration of the organisation
- to ensure the financial stability of the organisation
- to protect and manage the property of the organisation and to ensure the proper investment of the organisation's funds
- to make sure the organisation is properly insured against all reasonable liabilities
- to appoint the director and monitor their performance
- in addition to the above statutory duties of all council members, each council member should use any specific knowledge or experience they have to help the council reach sound decisions. This will involve scrutinising council papers, leading discussions, focusing on key issues, and providing advice and guidance requested by council on new initiatives, or other issues relevant to the area of, EUROPARC's work in which that council member has special expertise
- to attend meetings, and to read papers in advance of meetings
- to attend sub-committee meetings as appropriate
- to participate in other tasks as arise from time to time, such as interviewing new staff, helping with fundraising
- to keep informed about the activities of EUROPARC and wider issues which affect its work.



## **Council member person specification**

Each council member must have:

- integrity
- a commitment to the organisation and its objectives
- an understanding and acceptance of the legal duties, responsibilities and liabilities of being a council member
- a willingness to devote the necessary time and effort to their duties as a council member
- strategic vision
- good, independent judgement
- an ability to think creatively
- willingness to speak their mind
- an ability to work effectively as a member of a team

The council will need skills and experience in the following areas:

- setting targets, monitoring and evaluating performance and programmes in commercial and non-profit organisations
- financial management
- protected area management
- legal matters
- fundraising
- recruitment and personnel management, including a knowledge of employment legislation
- public relations and marketing
- campaigning
- education and learning

### **Job description for the president**

The role of the president is to lead the council, ensuring that it fulfils its responsibilities for the governance of the organisation. The president's role is also to work in partnership with the employees, in a mutual supportive environment helping her or him achieve the aims of EUROPARC; and to optimise the relationship between Council and the staff.

The responsibilities of the President will include:

- providing leadership for the Council in its role of setting the strategy and policy of EUROPARC
- planning the annual cycle of council meetings
- setting agendas for council meetings
- chairing council meetings
- monitoring that decisions taken at meetings are implemented
- presenting EUROPARC at functions and meetings, and acting as a spokesperson as appropriate
- liaising with employees to keep an overview of the organisation's affairs and

providing support as appropriate

- leading the process of appraising the performance of the Director
- sitting on appointment and disciplinary panels.

## **Person specification for President**

In addition to the qualities needed by all Council members, the President should also possess the following:

- leadership
- experience of committee work, tact and diplomacy
- good 'people' skills
- impartiality, fairness and the ability to respect confidences
- knowledge of the type of work undertaken by the organisation and a wider involvement with the environmental sector and other networks.