



FINISHES & INTERIORS SECTOR

Unit 4, Olton Bridge, 245 Warwick Road
Solihull, West Midlands B92 7AH
Telephone 0121 707 0077
Email info@thefis.org **Website** www.thefis.org
Registered no: 3403977

BOARD MEMBER INFORMATION

The following information is designed to give an overview of the role and responsibilities of Board members for those considering joining the FIS Board.

ROLE OF THE BOARD

The FIS Board is the governing body of the Association and as such, board members (as Non-Executive Directors of the company) have a duty of care to both FIS members and the FIS staff team.

The FIS Board's emphasis should be on strategy and performance, stewardship and conformance. This means that the Board should focus mainly on strategic issues, and ensuring the delivery of agreed targets. The Board is also there to make certain that the resources of the association are being used appropriately (money, time, staff etc.) and that the relevant legislation is adhered to.

The Institute of Directors' Chartered Director programme sets out the following approach to the board role:

- Establish vision, mission and values (and review)
- Set strategy and review structure (via a formal process)
- Delegate to management, evaluate and reward performance, and establish effective controls
- Exercise accountability to stakeholders and report to/liaise with them regularly

The FIS Board aims to follow this model. The Board's agenda are set to focus first on strategic issues and leave any operational/reporting issues to the end, time allowing.

KEY ELEMENTS OF GOOD CORPORATE GOVERNANCE

- Honesty, trust and integrity
- Responsible decision making
- Transparency and accountability
- Competency and commitment of board members
- Respecting the rights and expectations of shareholders (members)

These are expected of all board members.

DIRECTORS' DUTIES

As directors of the Association, under the latest Company Law, FIS board members are required to act in the best interests of shareholders (members) whilst paying regard to the law and interests of the company, and the interests of:

- Employees
- Suppliers
- Consumers and
- The Environment

Board members should take these factors into account in their discussions at meetings.

BOARD MEETINGS

There are generally four one-day Board meetings a year - usually in January, April, July, and October. Start times vary and meetings are usual around four hours. As directors of the FIS, board members are expected to attend all Board meetings.



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New board members are asked to attend a brief induction meeting prior to the January Board meeting. This will consist of a summary of FIS activities, a run through of the Board agenda, and a chance to ask any questions (no matter how basic or complicated).

The January meeting is followed by a social evening and many board members stay overnight. This is an excellent opportunity to network with your colleagues on the Board.

THE ROLE OF THE BOARD MEMBER AS NON-EXECUTIVE DIRECTOR

Essentially the board member's role as non-executive director is to provide a creative contribution to the Board by providing objective criticism. They should bring independent judgement to bear on issues of strategy, performance and resources including key appointments and standards of conduct.

There is no legal distinction between executive and non-executive directors. As a consequence, all directors have the same legal duties, responsibilities and potential liabilities. Clearly, it is appreciated that non-executive directors cannot give the same continuous attention to FIS business. However, it is important that they show the same commitment to its success as their executive colleagues.

THE FUNCTIONS OF FIS BOARD MEMBERS

Non-executive directors are expected to focus on board matters and not stray into 'executive direction,' thus providing an independent view of the company that is removed from day-to-day running. Non-executive directors, then, are appointed to bring to the Board independence, impartiality, experience, knowledge and personal qualities.

THE KEY RESPONSIBILITIES OF NON-EXECUTIVE DIRECTORS

The President and staff team use board members to provide general counsel – and a different perspective – on matters of concern. They also seek their guidance on particular issues before they are raised at board meetings. Indeed, some of the main roles of board members are carried out in subcommittees (marketing, training, membership and technical). The key responsibilities of non-executive directors can be said to include the following:

Strategic Direction

As an 'outsider,' the board member may have a clearer or wider view of external factors affecting FIS than the staff team. The role of board member in strategy formation is therefore to provide a creative, constructive and informed contribution in examining the plans devised by the staff team.

Monitoring

Board members take responsibility for monitoring the performance of executive management, especially regarding progress made towards achieving strategy and objectives.

Communication

Effectiveness can benefit from outside contacts and opinions. An important function for the Board is to help connect the business with networks of potentially useful people and organisations. In some cases, the non-executive director will be called upon to represent the company externally.

Audit

It is the duty of the whole Board to ensure the company accounts present a true and fair reflection of its actions and financial performance, and that the necessary internal control systems are put into place and monitored regularly and rigorously.



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The Role of the President and Chief Executive

President

The President's primary role is to ensure that the Board is effective in its tasks of setting and implementing the association's direction and strategy.

The President is appointed by the Board, and the main features of the role are:

- Providing leadership to the Board
- Taking responsibility for the Board's composition and development
- Ensuring proper information for the Board
- Planning and conducting Board meetings effectively
- Getting all Board members involved in the Board's work
- Ensuring the Board focuses on its key tasks
- Engaging the Board in assessing and improving its performance
- Overseeing the induction and development of Board members
- Supporting the chief executive, including regular appraisals

Chief Executive

The chief executive is the most senior (paid) executive of the association. The chief executive is responsible for the performance of the company, as dictated by the Board's overall strategy. He or she reports to the President. Responsibilities include:

- Formulating and successfully implementing association policy
- Directing strategy towards the profitable growth and operation of the company
- Developing strategic operating plans that reflect the longer-term objectives and priorities established by the Board
- Maintaining an ongoing dialogue with the President
- Putting in place adequate operational planning and financial control systems
- Ensuring that the operating objectives and standards of performance are not only understood but owned by the management and other employees
- Closely monitoring the operating and financial results against plans and budgets
- Taking remedial action where necessary and informing the board of significant changes
- Maintaining the operational performance of the company
- Monitoring the actions of the Board
- Assuming full accountability to the Board for all company operations
- Representing the association to members, clients, key opinion formers, other associations
- Building and maintaining an effective executive team



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Selection Procedure and Timetable

6 September

Nominations close (*submit your completed nomination form before this date*)

A completed nomination form along with a brief biography and colour picture must be submitted by 6 September for the election process. Why not support your nomination with a short one-minute self-filmed video!

12 September

Week commencing 12 September voting papers sent to members.

30 September

Voting closes.

6 October

Election results announced at the FIS AGM. Successful Board members notified (if not present).

January 2023 (date TBC)

Board Meeting