

Information for candidates for the Co-operatives UK Board of Directors

This guidance offers an introduction to Co-operatives UK’s Board and an overview of the role of a Co-operatives UK director.

Introduction

Co-operatives UK is the network for Britain's thousands of co-operatives. Our mission is to grow the co-operative economy and alongside our members we work to promote, develop and unite co-operatives across all sectors, from major high street retailers and large agricultural businesses to community owned pubs and credit unions. We connect businesses that give people more control over the things that matter to them.

Our work is crucial to the ongoing success of a sector worth £36 bn. We fight against damaging legislation that places co-operatives at an unfair disadvantage; campaign to increase awareness among the public and decision-makers; provide specialist governance advice to help members run their business more effectively; and organise a range of national and local events. To achieve all this requires strong leadership from an effective Board of Directors.

Co-operatives UK is incorporated as a society under the Co-operative and Community Benefit Societies Act 2014 and accordingly our directors are considered to have the same level of responsibilities as directors of other corporate bodies such as companies.

Co-operatives UK is also a co-operative and abides by the internationally recognised co-operative values and principles. As a membership body the composition of our Board of directors reflects the nature of our membership, therefore the Board has a number of places reserved for different categories of members. Depending on the category directors are either appointed or elected to the Board and the Board has the right to co-opt up to two additional directors in order to bring in additional expertise. The seats are allocated in the following way:



Experience and skills

An effective board is made up of individuals with a diverse range of skills and experience that complement each other. Directors should each have skills, experience and attributes that make a positive contribution to the Board. The Board of Co-operatives UK must contain sufficient skills and experience to help ensure our long-term commercial success and to set our strategy and vision.

What is involved in serving on the Board of Directors?

You should be prepared to make a substantial contribution to Co-operatives UK and, as a minimum, you are likely to need to be able to give 10 - 12 days a year.

There are six board meetings each year (held in Manchester), our Annual General Meeting and a two-day strategy seminar. The role of a director is varied. You will be expected to perform your duties and responsibilities with integrity and efficiency to a standard commensurate with both the function of your role as director and your knowledge, skills and experience. As a director you will be required to:

- Understand and exercise your powers within the constraints of the co-operative's governing document
- Take decisions objectively in the interests of Co-operatives UK
- Understand and abide by the co-operative's Code of Conduct for directors

Directors can be expected to (this list is not exhaustive):

- Liaise and engage via email between meetings, prepare for meetings, read electronic papers in advance and updates on activity at Co-operatives UK
- Constructively challenge and help develop proposals on strategy
- Scrutinise the performance of the management team and monitor the reporting of performance against key performance indicators and objectives
- Satisfy themselves on the integrity of financial information and internal controls
- Uphold high standards and integrity and instil the appropriate culture, values and behaviours in the board room and beyond
- Determine appropriate levels of remuneration, play a role in the appointment and, where necessary, the removal, of the chief executive, and in succession planning
- Represent Co-operatives UK externally including at events
- Contribute additional time by serving on a subcommittee (only applicable to a set number of directors)

What are the responsibilities of Directors of Co-operatives UK?

The role of Co-operatives UK's Board of Directors is to ensure our long-term success and act in accordance with the International Co-operative Alliance Statement on Co-operative Identity. The Board is appointed by and accountable to the member organisations that own and control Co-operatives UK. The Board provides accountable leadership by setting the strategic direction and ensuring it runs efficiently within a framework of prudent and effective controls.

Directors must be aware of their duties and responsibilities in law which are detailed in the Companies Act 2006 and apply to directors of societies. These duties are:

- To act within powers
- To promote the success of the co-operative
- To exercise independent judgement
- To exercise reasonable care, skill and diligence
- To avoid conflicts of interest
- Not to accept benefits from third parties
- To declare interest in proposed transactions or arrangements with the co-operative

Confidentiality

Directors are in a position of trust both for the Board and the organisation as a whole. They act as trustees and agents for the organisation and its members, and must not disclose confidential matters. As with standard practice when acting in the capacity as a director of Co-operatives UK all, a director's duty of care is to Co-operatives UK and not any other organisation that director may be a member of.

Term of Office

Directors are elected for a three year term of office. Directors can serve a maximum of three consecutive terms of office (a total of nine years).

Expenses

Co-operatives UK cover the cost of reasonable out of pocket expenses of directors, for details of our expenses policy are provided during director inductions.

Director's fee

To recognise their contribution an annual fee of £1,600 is paid to directors who do not receive an allowance for attending Co-operatives UK meetings from any other source.

More information

If you want further information, or would like to speak to either a current member of the Board of Directors and/or an officer of Co-operatives UK, please contact:

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