

Board Role Profile

Role: Board Member

The Royal Zoological Society of Scotland (the Society), a charity founded in 1909, owns and manages Edinburgh Zoo and the Highland Wildlife Park. Our mission is to inspire and excite our visitors with the wonder of living animals, and so to promote the conservation of threatened species and habitats.

THE BOARD OF THE SOCIETY

- Collectively responsible for promoting and safeguarding the sustainability of the Society.
- Provides leadership within a framework of prudent and effective controls which enable risk to be assessed and managed.
- Sets the Society's strategic aims, ensures that the necessary financial and human resources are in place to meet its objectives and reviews performance.
- Sets the Society's values and standards and ensure that its obligations to its stakeholders are understood and met.
- Ensures that all regulatory requirements are met.

CHAIR AND BOARD MEMBERS

- Embody the spirit and vision of the Society.
 - Actively support the mission and aims of the Society.
 - Exercise overall control of the Society's activities.
 - Commit to allocating sufficient time to fulfil the expectations of a Board Member of the Society.
-

BOARD MEMBERS' DUTIES, OBLIGATIONS AND RESPONSIBILITIES

Individually and collectively, Board Members lead the Society as a national and international institution with charitable objectives including conservation, research and education.

Charity law places the responsibility for the management of a charity on its charity trustees which include the Society's Board Members. As a charity trustee or Board Member, individuals need to know and understand their legal duties and obligations, which arise under the terms of the Society's Charter and Statutes, statute and common law. The Office of the Scottish Charity Regulator (OSCR) publishes a useful guide entitled "Guidance for Charity Trustees – acting with care and diligence" a copy of which can be accessed from OSCR or from the following: trustees@rzss.org.uk

The role of a Board Member is voluntary and no remuneration is paid. Board Members are reimbursed for all reasonable expenses incurred in the exercise of their duties.

KEY ACTIVITIES

Board effectiveness Prepare for and participate in Board meetings, including contributing to discussions on strategic matters, combined with oversight of appropriately delegated powers of management to the Chief Executive and senior management. Board meetings are normally held on the last Thursday of the month. Typically, 9 are held during the year but more will be scheduled as needed.

Our Values are:

Ethical and Sustainable, Innovative, Collaborative, Evidence-based, Ambitious and Respectful

Take time to digest and understand information provided in relevant board papers regarding the Society's performance, to enable the Board to take sound decisions, monitor effectively and provide advice to senior management.

Actively engage and participate in discussion of complex or weighty issues, where appropriate attending informal meetings of the Board to enable thorough preparation for Board discussion.

Develop an understanding of the views of the Members of the Society, sponsors, donors, visitors, staff, volunteers and all other stakeholders, while maintaining a discreet distance from operational activity.

**Corporate
governance**

Fulfil the obligations & duties of a Board Member as required by the Society's Charter & Statutes & charity law.

Work with other Board Members, the Chief Executive and senior management to ensure that proper systems of internal control are maintained and are sufficiently robust and operational to:

- enable the Society to meet its charitable objects
- protect the Society's assets
- provide assurance that the Society's policies and procedures are complied with and
- facilitate a comprehensive, responsive system of delegated authority to the Chief Executive and the senior management team.

Undertake properly constructed, comprehensive and tailored induction, development programmes and performance evaluation of the Board and Board members.

As required, contribute to the proper operation of the Board Committees & Advisory Groups, currently comprising:

- Audit and Risk Committee
- Nominations & Remuneration Committee
- Business Advisory Group
- Animal Welfare and Ethics Group
- Education Advisory Group
- Conservation Advisory Group

Maintain independence with no interests, which could affect, or appear to affect, the Board Member's ability to exercise independent judgement in taking decisions in furtherance of the Society's objects.

**Internal
relationships**

Engage appropriately with the Chief Executive and staff members, providing support and advice as required, while respecting executive responsibility.

Our Values are:

Ethical and Sustainable, Innovative, Collaborative, Evidence-based, Ambitious and Respectful

PERSON SPECIFICATIONS – KNOWLEDGE, SKILLS, EXPERIENCE

Individuals with some demonstrable and active professional knowledge and expertise who will make a valuable contribution to the Board and the Society.

Individuals seeking appointment as a Board Member will ideally bring one or more of the following:

- experience in conservation, research, education, animals, governance, finance, estate management, human resources or communications, PR and the media
- experience of fundraising in charitable bodies
- well established networks in either private, public or academic circles
- commercial experience.

The Society needs Board Members who can demonstrate:

- understanding of and the ability to contribute to the strategic direction of the Society
- an ability to set clear strategic direction
- an ability to challenge constructively and support the Chief Executive and senior management
- an ability to analyse data and make effective judgements/reach appropriate decisions
- an understanding of the role of the Board, Board Members and key stakeholders such as the Society's Members and OSCR
- an ability to engage with and understand the views of the Members of the Society
- a passion for the work and values of the Society and its visitor attractions in both Edinburgh and the Highlands.

Individuals must be able to commit sufficient time to Board business. Time commitment includes preparation for and attendance at board meetings and the board strategy day held in August each year, attendance at meetings with potential donors, attendance at General Meetings of the Society and a visit to each site at least once annually. Board Members who sit on a Committee or Group of the Board may spend around one day a month on Committee/Group activities. In addition, Board Members can spend significant amounts of time on specific activities; individuals who join the Board will be expected to do so as circumstances dictate.

Our Values are:

Ethical and Sustainable, Innovative, Collaborative, Evidence-based, Ambitious and Respectful