

## **FSCS DIRECTORS**

### **ROLES AND RESPONSIBILITIES**

1. Basic Description of Directors' Responsibilities
2. Distinction between the Roles and Responsibilities of Executive Directors and Non-Executive Directors
3. Chair's Responsibilities
4. Deputy Chair / Senior Independent Director Responsibilities
5. Chief Executive's Responsibilities
6. Committees of the Board - Chair's Responsibilities
7. Committees of the Board – Committee Members' Responsibilities

## **FSCS BOARD**

### **Overview**

This note provides an overview of the responsibilities of directors at FSCS. All directors share responsibility for FSCS's success in delivering its mission and aims and for the good governance of the Scheme. Executive directors additionally have day-to-day responsibility for directing the affairs of FSCS in fulfilment of the strategy, aims and targets approved by the Board. Non-executive directors provide constructive challenge and support to executive directors in their conduct of the business.

### **Basic Description of Directors' Responsibilities**

1. Have an understanding of the general legal duties of a director, including the statutory duties under the Companies Act 2006, and the responsibilities of a company director
2. With other directors, ensure that the Board promotes the success of FSCS by setting a clear strategic direction and supporting aims for the organisation, while taking into account the views and interests of its stakeholders to fulfil their duty under section 172 of the Companies Act 2006
3. In line with their statutory duties, consider the likely consequences any decision could have in the long term, the interests of employees, the need to foster good business relationship with suppliers, customers and other stakeholders, the impact of the company's operations on the community and the environment., and maintaining a reputation for high standards of business conduct
4. Devote such time as may be necessary for the proper performance of the role
5. Act in accordance with FSCS's constitution (*Articles of Association*)
6. With other directors, ensure that the Board performs its duties and carries out its responsibilities in accordance with the '*Schedule of Matters Reserved to the Board*'
7. Prepare for and attend Board and Committee meetings and be an active participant
8. Contribute to the development of strategy and the management of risk and bring relevant knowledge and experience to bear on strategic matters

9. Contribute to setting annual budgets and business plans which enable FSCS to deliver its strategy while achieving value for money in use of resources
10. Test information and/or assumptions and, where relevant, follow up areas of concern
11. Maintain productive relationships with other directors and the executive team
12. Carry out such additional training and development as might be necessary to keep up-to-date with issues concerning FSCS, the industry and company directors' duties
13. Be available to the Chair and other Board members to discuss Board matters

## **FSCS BOARD**

### **Distinction between the Roles and Responsibilities of Executive Directors and Non-Executive Directors**

1. There is no legal distinction between executive and non-executive directors in terms of their responsibilities towards the company. Executive and non-executive directors have the same duties under company legislation.
2. In broad practical terms, however, it is recognised that executive and non-executive directors have different roles, as summarised below:
  - executive directors have an active role in directing the company's business, and are responsible for the day-to-day operation of the organisation
  - executive directors, led by the Chief Executive, make strategic and budgetary proposals to the Board and execute the strategy agreed by the Board within the approved budget
  - non-executive directors have a governance and oversight role; they are not involved in the day-to-day running of the organisation but monitor and challenge the executive activity and contribute to the development of strategy
  - non-executive directors, under the leadership of the Chair, ensure that there is an effective executive team in place, participate actively in the Board's decision-making process, bring independent judgement and challenge to discussions and decisions on strategy and performance, and exercise appropriate oversight of the executive team's execution of the agreed strategy

### **Chair's Responsibilities**

1. Establish, develop and lead an effective Board
2. Lead the Board as a team, ensuring that performance of the Board and individual Board members is properly evaluated
3. With the Chief Executive, plan and manage the Board's business
4. With the Chief Executive and Company Secretary, set the agenda for Board meetings
5. Through the Board, establish priorities for the FSCS
6. Maintain and develop a productive relationship with the FSCS Chief Executive, for whose recruitment, objective-setting and appraisal they are responsible
7. Establish and maintain high level contacts with FSCS's key stakeholders

### **Deputy Chair / Senior Independent Director (SID) Responsibilities**

1. As Deputy Chair, take the chair at Board meetings in the absence of the Chair
2. As Deputy Chair, carry out, on behalf of the Board, the performance evaluation of the Chair
3. As SID, act as a sounding board to the Chair and serve as an intermediary for other directors when necessary, such as when concerns raised through the normal channels of Chair, Chief Executive or other executive directors may be considered inappropriate or when the SID may usefully intervene in resolving significant issues.

### **Chief Executive's Responsibilities**

1. Report regularly to the Board with relevant, timely and accurate information about performance so the Board can discharge its responsibilities effectively
2. Inform and consult the Chair on all matters of significance to the Board so that the Chair and Board can properly discharge their responsibilities
3. Recommend strategy to the Board and deliver the strategic aims agreed by the Board
4. Recommend to the Board the annual business plan and budget and major investments to enable FSCS to achieve its aims and develop its capabilities
5. Assign responsibilities clearly to senior management and establish effective risk management and control systems
6. Recruit, develop and retain people to work at FSCS with the experience and skills needed to deliver FSCS's mission and aims and ensure that all FSCS people are appraised and developed fairly and rigorously
7. Communicate throughout the FSCS the mission, aims and the values of the FSCS agreed with the Board, and ensuring that these are achieved in practice
8. Take responsibility, together with other executive directors, for communicating FSCS's messages externally
9. Run the organisation on a day-to-day basis within the powers delegated

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## **COMMITTEES OF THE BOARD**

### **Chair's Responsibilities**

1. Develop an effective Committee to carry out the role and functions set out in its Terms of Reference
2. Lead the Committee as a team, ensuring that the performance of the Committee is properly evaluated
3. With Committee members and the Chief Executive, plan and manage the Committee's business
4. Lead the Committee in developing and maintaining productive relationships with relevant stakeholders
5. Attend and chair Committee meetings
6. Report to the Board on matters considered at Committee meetings
7. Be available to Committee members, other Board members, the executive team and, where appropriate, staff to discuss Committee matters

### **Committee Members' Responsibilities**

1. As a Committee member, contribute to the work of the Committee to allow it to carry out the role and functions set out in its Terms of Reference
  2. Attend Committee meetings and be an active participant
  3. Be available to the Committee Chair and the executive team to discuss Committee matters
  4. Assist the Chair in ensuring that the Committee develops and maintains productive relationships with relevant stakeholders
  5. In the absence of the Chair, report to the Board on matters considered at Committee meetings
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