



Brief for Nominees Board Directors

Welcome from the National Chair

Dear Nominee

I am delighted that you are interested in joining our Board of Directors.

As you know, the Federation of Small Businesses (FSB) is a 'not-for-profit' organisation, formed nearly 50 years ago in 1974, and has been making the case to the Government and political decision-makers at all levels on the issues that matter to our members – small businesses and the self-employed.

Through our campaigning and lobbying work, we bring the day-to-day impacts you are facing, and propose solutions to help, to the attention of those in power. This gives you a powerful collective voice to those who make decisions across the UK. Our research is impactful through, for example, our **'Big Voice'** community survey which creates a true grassroots picture and enables our members to have their say and share their experience.

Most recently, FSB has been instrumental in securing help from the new UK Government for small businesses, including reversing all four elements of the recent National Insurance hike, as well as a significant package of help on energy costs that will make a real difference.

Since FSB's inception, we also developed and extended the membership offer to include an essential set of products and services, designed to assist with the difficult problems that small businesses face in today's economy, including 24/7 legal advice, free access to legal documents, tax investigation and jury service cover, workplace pensions, action for late payments and more recently solutions for Making Tax Digital and employee wellbeing. The services for members constantly evolve to provide solutions and support relevant to the current business challenges.

With communications activities around both FSB's lobbying and the practical solutions for members, FSB goes from strength to strength and is featured daily across all media, from headline slots on national and regional television, radio, online and print media, to engagement and advocacy through social media.

Now is an exciting time in FSB's evolution, and a great time to get involved.

As a member leader on our Board of Directors, you would contribute to the setting of priorities alongside the delivery of objectives at a national strategic level. FSB's Board of Directors is ultimately legally responsible for FSB through an oversight role. The Board oversees and promotes the strategy and purpose of FSB and ensures that its values, activity, and culture align with that purpose. The Board is responsible for the long-term sustainable success of FSB by identifying opportunities to create and preserve value; and establishing oversight to identify and mitigate risks.

FSB's Board is a vibrant team of FSB members, selected for their skills, experience and knowledge. It is supported through activities such as a recent independent Board effectiveness evaluation and the relationship with the Scrutiny Body established in 2022, which is also made up of FSB members. Volunteering within FSB is not employment; FSB already employs an expert staff team, under the Chief Executive, and the Board and Scrutiny Body are supported by the Governance staff team. We are keen to strengthen the Board with talent in audit, risk, finance, IT and HR/organisational development.

We are keen to strengthen the Board with talent in audit, risk, finance, IT and HR/organisational development. We are proud to be a grassroots membership organisation representing small businesses and the self-employed across the UK, in every nation, region and local community. Our volunteers are pivotal to this, and we look forward to receiving your nomination.



Martin McTague
National Chair
Federation of Small Businesses

Main Director Duties

Overall purpose of the Director office

We are governed by our Board of up to 12 Directors, including our National Chair and two Vice-Chairs. The Board of Directors is responsible for providing appropriate oversight, governance and strategic leadership to FSB in the pursuit of its purpose to protect, promote and further the interests of small businesses and the self-employed. The Board scrutinises the performance of senior management in meeting agreed goals and objectives, and monitors the reporting of performance. The Board should satisfy itself as to the integrity of financial and other information, and that financial controls and systems of risk management are robust and defensible. The expectations of the Board of Directors as a body are:

Corporate objectives

To play a vital role in working towards the delivery, on behalf of members, of our four corporate objectives:

1. To be fully representative of the whole UK small business community
2. To provide support, advice and practical solutions to our membership community
3. To advocate on behalf of small businesses and the self-employed, providing a powerful voice heard by Governments and key decision makers
4. To manage FSB's financial resources in a manner that ensures best value for members and safeguards FSB for the future

Strategy

- Contributing to constructive debate regarding the strategic development of FSB and any other material and significant issues facing the organisation
- Establishing clear objectives to deliver the agreed plans and strategy and regularly review performance against those objectives
- Ensuring the effective implementation of Board decisions by the Chief Executive and Senior Management Team
- Holding the Chief Executive to account for the effective management and delivery of the organisation's strategic aims and objectives
- Ensuring the long-term sustainability of FSB
- Building and maintaining close relations with FSB's members and stakeholder groups to promote the effective operation of the organisation's activities
- Ensuring the Board of Directors sets challenging objectives for improving performance

Compliance & performance

- Ensuring that FSB complies with its constitution and any other applicable legislation and regulations
- Maintaining financial viability, using resources effectively, controlling and reporting on financial affairs
- Ensuring the best use of financial and other resources in order to maximise value for members' money
- Ensuring that financial controls and systems of risk management are robust and that the Board is kept fully informed through timely and relevant information
- Participating in the appointment of senior staff
- Promoting the highest standards of corporate governance and compliance with regulatory requirements and best practice
- Ensuring that FSB meets its commitments to members and that services provided are of a high standard

Board activities

- Participating fully in the work of the Board, contributing to the corporate responsibility of the Board of Directors
- Attending, and where appropriate chairing, committees and other ad hoc meetings of the main Board
- Working collaboratively with the Chief Executive and Senior Management Team
- Liaising and co-operating with the FSB Scrutiny Body, and having due regard for their opinions, as appropriate
- Participating in any Board induction, ongoing training and evaluation identified for the individual Board member and / or as part of the Board or committee

Miscellaneous

- Upholding the values of FSB by example
- Ensuring that the organisation promotes equality, diversity and inclusion for all its stakeholders, and demonstrating this in individual behaviours
- Upholding the highest standards of integrity and probity, recognising and declaring interests as appropriate and ensuring that the Board and its members work only in the interests of FSB
- Safeguarding the good name and reputation of FSB
- Acting as a director of subsidiary companies, where appropriate.

The Volunteer context and expectations

It is recognised that members who volunteer for director level leadership offices have their own businesses to run. FSB staff are sensitive to this, and our structure supports it. Whilst FSB volunteer member leaders are expected to set the strategic objectives, FSB staff advise, support and facilitate the delivery of any objectives set. The Board is supported by the FSB Senior Management Team, which is collectively responsible for the executive leadership of FSB's business; proposing strategy to the Board; delivering the business plan; managing risk on a day-to-day basis; and ensuring the Board receives the necessary information to provide assurance and to enable effective decision-making.

On behalf of the Board and in collaboration with the National Vice Chair Internal Affairs, the Directors ensure there is effective communication and engagement between the Board and FSB volunteers. They ensure that when matters are put before the Board for decision, the potential impact on members is considered and that the member perspective is taken into account in all Board discussions. As members of the Board, Directors have collective responsibility leading to the achievement of FSB's vision, mission and corporate objectives.

In addition to the legal duties performed by Directors, the expectations are also:

- If required, attendance at quarterly Regional meetings within the geographic locations allocated by the Board and attendance at Regional Chairs Forum meetings
- If required, in collaboration with the National Vice Chair Internal Affairs, assisted by the Procedures Chair, support regional governance to function effectively and within FSB guidelines, and assist in the resolution of local issues and disputes where escalated or where the Regional Chair is involved
- Support the alignment of local activity to the FSB purpose, values and corporate objectives
- Support/chair other activity and the validation process as requested
- Participate in any Board induction, training and evaluation identified as an individual director and as part of the Board or a committee.

Who we are looking for

The skills, experience and knowledge sought for these appointments are:

- An understanding of issues facing small businesses and the self-employed
- An understanding and interest in the issues FSB seeks to address/represent
- Ability to facilitate timely decision-making and being capable of communication via digital technology (video conferencing, virtual collaboration) along with a strong understanding of social media applications
- Ability to empathise with, and advocate for, members
- Ability to effectively mediate and resolve issues
- Well-developed interpersonal and communication skills
- Ability to demonstrate an understanding of FSB's mission and corporate objectives
- Strong business and financial acumen
- Effective leadership skills
- Ability to understand complex strategic issues, analyse and resolve difficult problems
- Additional experience of risk management, audit and finance; IT and transformational change; HR/people; larger businesses (e.g. more than 250 employees) could add further value to your contribution and therefore your application
- Ability to successfully complete the requisite conflict of interest and fit and proper person checks.

Specific Director Duties and Terms of Appointment

Remuneration

These are volunteer roles which are offered with an honorarium, details to be provided. The honorarium should not be considered to be a salary and it does not imply an employment relationship. You have no contractual right to such payment nor is it a fixed payment. Any honorarium paid by FSB to an office holder is entirely discretionary.

This office is voluntary and does not entitle the office holder to any payment for any activity other than agreed expenses for which FSB chooses to pay from time to time.

Eligibility

Any FSB member may express an interest as long as they:

- Produce evidence of owning and running a current ongoing small business as determined by FSB
- Have been nominated by two fully paid-up members*
- Have been a fully paid up member entitled to vote for a minimum continuous period of three years immediately prior to nomination*
- Do not hold a self-employed service contract with FSB or its subsidiaries
- Are not a service provider to FSB or its subsidiaries

**For further details see section on 'How to Apply' below*

Appointment Term and structure of Board Meetings

The appointment is offered on a term of between one and three years.

In order to discharge its duties effectively, the Board usually meets monthly on the first Wednesday of every month from 9.30am. The Board also holds strategically focused sessions as and when required.

All Directors are expected to devote such time as is necessary including attendances at:

- the above scheduled Board meetings
- FSB Scrutiny Body and other meetings as required
- unscheduled Board/ad hoc meetings that may be called at any time with notice
- annual Board strategy planning days
- Annual General Meetings
- regional/policy meetings - when necessary and appropriate, and
- meetings with the CEO or other directors

Specific Director duties

Directors appointed to the Board form the central authority of FSB and in carrying out their functions owe a series of legal duties to FSB including the following under the Companies Act 2006 sections 171 to 177.

- Duty to act within powers
- Duty to promote the success of the company
- Duty to exercise independent judgement
- Duty to exercise reasonable care, skill and diligence
- Duty to avoid conflicts of interest
- Duty not to accept benefits from third parties
- Duty to declare an interest in a proposed transaction or arrangement

How to Apply

To make a formal expression of interest, FSB will need the following to be completed and uploaded to Starfish's portal at <https://starfishsearch.com/jobs/fsb-board-directors/>:

- **A completed nomination form, provided.** For Board appointments, nominees are required to have been FSB members for three continuous years; however, we are open to accepting nominations from members who don't yet meet this eligibility criteria but who can demonstrate their commitment to FSB, with a view to revisiting their applications next year (or possibly considering them for co-option). ([click here to download](#))
- **A declaration of interest form, provided.** ([click here to download](#))
- **Our conflict of interest policy is also enclosed [here](#) for guidance when completing the conflict of interest form.**
- **A 'fit and proper person' form, provided.** ([click here to download](#))

FSB carries out verification checks, and politically exposed persons (PEP) and sanctions checks where appropriate.

If you have specific queries about the opportunities or appointment process, we ask that you email these to our advising consultant, Parna Taylor, in the first instance: Parna.Taylor@starfishsearch.com A confidential discussion about the opportunities with FSB directly can also be arranged.

Closing date: **Monday 14th November 2022**

We would also be grateful if you would complete the Equality and Diversity monitoring form which is part of the online nomination process if you wish to do so. This form is optional for monitoring purposes only and is not treated as part of your application; you can email the form back to us when you apply and our team will collect it.

Anticipated timescale

Selection stage

Role promoted via FSB's First Voice and email	From Monday 17 October 2022
Closing date for nominations	Monday 14th November 2022
Selection Panel shortlisting	By Friday 25 November 2022
Selection Panel interviews	From 28 November 2022
Board meeting to consider Selection Panel recommendations	Mid-December 2022
Nominees notified of outcome	Mid December 2022

Equality, Diversity and Inclusion

FSB is committed to and values diversity and inclusion in everything we do. The strength of FSB rests on the diversity of our self-employed and small business owners who reflect the whole of the UK business population, both as members and volunteers. With this, we want to ensure all small business owners and the self-employed, from whichever communities they belong, feel welcome and a part of FSB.

We do not condone discrimination of any kind and we aspire to have a diverse and inclusive environment, where everyone is able to bring their whole self to any volunteering role they undertake. We would therefore welcome applicants from all backgrounds.

We are committed to ensure our selection processes are barrier free. Please **let us know** if you need any adjustments or changes to be made to the selection process because of a disability or long-term health condition.

Find out more

Further information can be found at <https://www.fsb.org.uk/> and the FSB's Annual Report and Accounts are available at <https://www.fsb.org.uk/resource-report/annual-report-2020-21.html>

About FSB

As experts in business, FSB offers members a wide range of vital business services, including advice, financial expertise, support and a powerful voice in Government. Its aim is to help smaller businesses achieve their ambitions.

More information is available at www.fsb.org.uk

If you require this document in an alternative format please email accessability@fsb.org.uk

