

Welcome to South West Wildlife Fundraising Ltd ('SWWFL')



Candidate Information Pack

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SWWFL CHAIR – RECRUITMENT PACK

1. About SWWFL

South West Wildlife Fundraising Limited (SWWFL) provides face-to-face ('F2F') membership recruitment services, working at venues across the region to secure new members for the 8 Wildlife Trusts that own the business - Avon, Devon, Dorset, Gloucestershire, Hampshire & Isle of Wight, Somerset and Wiltshire and Worcestershire Wildlife Trusts – and for other non-owning Wildlife Trusts as well.

Our business model involves a recruiter attending a pre-booked venue or event with an attractive marketing display and speaking with interested members of the public about the work of the local Wildlife Trust. The recruiter facilitates a donation in the form of a membership relationship with the Trust via a paper direct debit mandate form or secure electronic tablet device.

We attend a range of venues and events to offer membership to a diverse cross-section of people who may be interested in joining their local Wildlife Trust. These include supermarkets, department stores, county shows, garden centres, leisure centres, hospitals, cafes, health stores, farm shops, tourist attractions, libraries, museums and markets. Partner venue organisations include Co-op, Coffee #1, Dunelm, Go Outdoors, Iceland, Lush, Nationwide, Neal's Yard Remedies, Taunton Leisure, Waitrose, Waterstones, and Wyevale Garden Centres.

SWWFL allows the 8 owning Trusts to work collaboratively to share costs, increase effectiveness, innovate and develop expertise around membership recruitment. Any surplus revenue after investment in the organisation is returned to the owning Trusts. From a base of 7k memberships in 2015-16, SWWFL is now recruiting c.14k memberships per annum and has increased average annual donation values by 18% over the last 5 years. We are proud of our skilled and dedicated recruiter and office team and our high standards of customer care. Complaints are rare and always managed well.

The business, along with many others, has had to manage a difficult period with limited opportunities to trade, but it remains financially robust and has a strong financial outlook for the coming year.

We are dedicated to maintaining growth organically for both the existing owner/client Trusts and through expanding our service delivery to other prospective Wildlife Trusts geographically. This will see us continue to develop innovative approaches such as introducing electronic tablet devices to make it easier for people to sign-up for membership with our membership recruiters, as well as delivering better data through our bespoke CRM to deliver targeted results.

Our website provides a good overview of our work. Its principal function is to provide information for prospective employees and to venue and event partners, alongside acting as a point of information for recruiting staff, particularly, in relation to national days and other campaign activity. See: www.swwfl.co.uk

Our Annual Accounts are available on request.

SWWFL CHAIR – RECRUITMENT PACK

You can find out more about the work of The Wildlife Trusts (TWTs) at www.wildlifetrusts.org/

2. SWWFL Culture and Working Environment

Our purpose is to help the Wildlife Trusts build their community of supporters and secure the vital financial resources they need to achieve their mission. Our goal is to be the most respected and successful F2F fundraising organisation in our sector and beyond, delivering a high quality, sustainable and cost-effective service to owning Trusts.

We aspire to embody a combination of the very best elements of the private sector (target-driven and performance focused) with the culture and values of the charities we represent at a local level. We express this through how we shape and support our team, and work as an extension of the Trusts we support. We also aim to build high quality relationships with people we introduce to the wonders of wildlife and attempt to ensure that they can continue to donate at a sustainable level over the longer term. Our selection and training of staff is shaped to achieve high standards of personal and organisational conduct coupled with compliance with legal and self-regulated fundraising practice. We are members of the Chartered Institute of Fundraising and work to a strict code of conduct.

We moved to a new HQ in March 2020 which now houses our finance/HR, venues and IT/marketing support staff and the additional facilities required. We currently employ 65 staff (39 FTE).

3. Company Governance

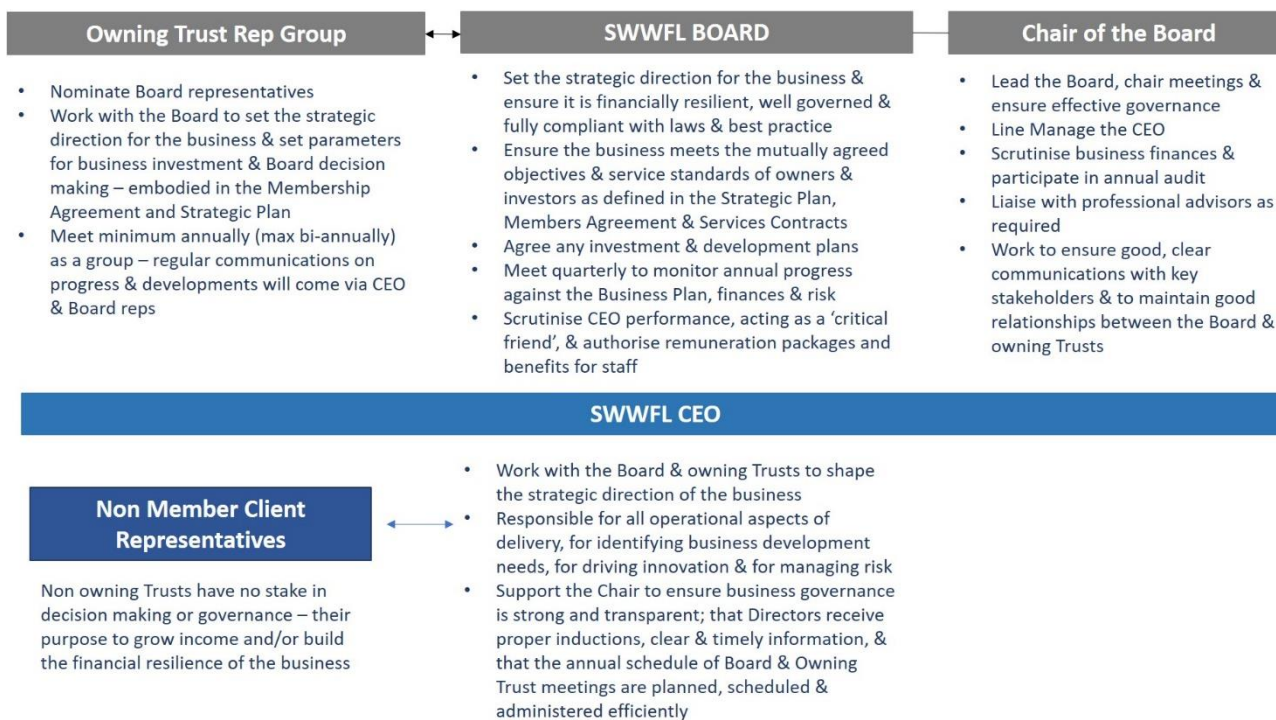
SWWFL is a company limited by guarantee that engages in 'mutual trading'¹. All Trusts who are Members of the company are joint owners as well as sole beneficiaries of the business. Mutual trading generates a 'surplus' rather than a 'profit' that is distributed to Member Trusts.

SWWFL can and does engage in non-mutual trading, providing services to other Wildlife Trusts who are not Members of the business. Non mutual trading is treated separately in the accounts and any profits generated are subject to corporation tax. However, because SWWFL also functions as a trading subsidiary, profits from non-mutual trading can be given via gift aid to owning Trusts.

The SWWFL Board of Directors is responsible for running the business within the parameters of the company *Articles of Association* and a *Members Agreement*.

¹ There is no statutory definition of 'mutual trading', but the following definition is established by case law. Mutual trading is the relationship existing where: "...a certain class of people are associating together to put up money to achieve an object for each other and divide what is not wanted among themselves in that character, namely in the character of the persons who put it up."

SWWFL CHAIR – RECRUITMENT PACK



4. The Role of Company Director

SWWFL's Board is comprised of between 4 and 12 non-Executive Directors, including the CEO, who is an *ex officio* Director. Every owning Trust has a right to have one representative on the Board, though equal representation is not a requirement of company governance. The Board is led by a Chair, and the Company Secretary role is fulfilled by the SWWFL Finance Manager and the CEO.

Directors must be employees or members of an owning Trust. They are not remunerated for acting as Directors, though can be remunerated for providing bona fide services to the company. The role of Chair is remunerated to reflect the additional work required by this role. Trustees of owning Trusts who serve as Directors on the SWWFL Board cannot be remunerated by the company according to the SWWFL Memorandum and Articles of Association.

SWWFL's non-executive Board of Directors lead the company through collective experience. They work with the CEO and Member (or 'owning') Trust representatives to shape the strategic direction of the company, ensure SWWFL has robust annual plans and ensure the business is meeting its strategic and financial objectives. The Board scrutinises the work of the CEO, ensures business and finance risks are well managed, that the business complies to all legal and best practice requirements, and that business finances remain strong and are managed to a very high standard.

See Annexe 2 for a full Director Role Description and Person Specification.

See Annexe 1 for Chair Role Description.

SWWFL CHAIR – RECRUITMENT PACK

5. What the Chair can expect from SWWFL

- To feel part of the team – to share in the company’s successes and challenges.
- To be provided with high quality, timely information to support your responsibilities and to aid good decision making.
- To be valued, heard and respected.
- To be remunerated for out-of-pocket expenses and for the additional responsibilities and effort required by the Chair’s role.
- To contribute towards the resilience of The Wildlife Trusts and the great work that they do.
- To play a key part in supporting the next phase of SWWFL’s evolution and delivery of our strategic vision.

6. The Recruitment and Selection Process of the Chair

- Potential new Chairs are invited to complete an application form and submit the form by email, along with a copy of their CV, to Karen Churchward using finance@swwfl.co.uk – please use ‘SWWFL Chair Application’ in the subject line of your email.
- Application Forms are available from the SWWFL website or upon request. The deadline for applications is 26th April 2021
- Shortlisted applicants will be notified by 30th April 21
- Interviews will be held w/c 3rd May 21
- Successful applicants will be notified during w/c 10th May 21.

If you would like more information or wish to have an informal chat, please contact Penny Mason, Chair on pmason@devonwildlifetrust.org

ANNEXE 1 – Role Description Chair (Non Executive) of the Board of Directors SWWFL

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|------------------|---|
| Remuneration: | £10k per annum subject to deductions plus out of pocket expenses |
| Location: | This role will be home based with travel for meetings with the SWWFL CEO, to Board meetings, and with owning Trust representatives at locations across the South West when required. We anticipate that most meetings will be held remotely using Zoom or similar in future, but some travel will be required across the region. |
| Time commitment: | The Chair will be expected to devote such time as is necessary for the proper performance of their duties. Overall, we anticipate that the Chair spend a minimum of 3 days a month on work for the Company after they have been inducted. Commitments will involve regular meetings with the SWWFL CEO and Finance Manager; 6 Board meetings per year; 2 meetings with the Company auditors per annum and quarterly review meetings with owning Trust CEOs. |
| Reporting to | SWWFL Board of Directors |

Role Description

Objective

Provide leadership to the Board of Directors and line manage the SWWFL CEO. The Chair will ensure that the business has effective governance that conforms to legal and best practice requirements and that Directors fulfil their duties and responsibilities to a high standard. The Chair will ensure that SWWFL has clear strategic direction with business objectives that are shaped with full involvement of owning Trusts. S/he will support and, where appropriate, challenge the CEO, monitoring their individual performance and ensuring that clear business objectives are met. S/he will act as an ambassador and for the business and develop and maintain excellent relationships with owning Trusts. S/he will ensure that the interests of the business and of owning Trusts are well balanced and that the Board takes collective ownership for any decisions made.

Principal responsibilities

In addition to fulfilling the roles of a Company Director as outlined in the Director Nomination Pack (for which there is no remuneration), the Chair will undertake and be remunerated for the following:

Leadership

- Lead the Board of Directors.
- Ensure that Directors fulfil their duties and responsibilities for the effective governance of the business and that work is shared equally and proportionately amongst Directors.
- Ensure that the Board operates within relevant regulatory and legal frameworks and shows appropriate duty of care to staff and customers.
- Ensure that the Board and owning Trusts share a clear strategic direction for the business, including relevant annual and strategic plans, and regularly review SWWFL's aims and objectives.

- Ensure that the Board and owning Trusts receive clear and timely reports on business performance and impact and clear information to aid effective decision making.
- Ensure that the Board regularly reviews major risks and associated opportunities, can satisfy itself that systems are in place to take advantage of opportunities, and manage and mitigate the risks.
- Ensure that the Board fulfils its duties to ensure sound financial health of the business, with systems in place to ensure financial accountability.

Governance

- To take the chair at Board meetings, ensuring that a clear agenda is followed with good timekeeping; that decision making is effective, clearly documented and supported by good quality reports/information; that all Directors can contribute/contribute constructively to discussion items; that any conflict is well managed; and that the effectiveness of meetings is regularly reviewed by the Board.
- Ensure that the effectiveness of business governance is regularly reviewed, and governing documents remain relevant and up to date.
- Ensure that new Directors are appropriately inducted - are clear about the purpose of the business and how it functions – and Director performance is regularly appraised.
- Ensure that there is a clear annual schedule of meetings for the Board, owning Trusts and other relevant stakeholders; that the purpose of meetings is clear; and that Board reports are clear, proportionate and fit for purpose.

External Relations

- Act as an ambassador for the business with owning Trusts and external stakeholders, maintaining strong and positive relationships that will allow for the early identification of issues and the effective resolution of any conflict.
- Act as the key Director contact with the business auditors and legal representatives.
- Represent the business at external functions, meetings and events if required.

Relationship with the Chief Executive Officer

- Build and nurture a constructive working relationship with the CEO, respecting the boundaries that exist between the two roles and ensuring the CEO is both well supported and held to account for achieving agreed strategic and business objectives.
- Conduct an annual appraisal and remuneration review for the CEO in consultation with other Directors.
- Ensure that the Chief Executive has the opportunity for professional development and has appropriate external professional support.

The above list is indicative only and not exhaustive. The Chair will be expected to perform all such additional duties as are reasonably commensurate with the role.

Person Specification

In addition to the qualities required of a Director of the company, the Chair must also meet the following requirements: -

Personal Qualities

- Demonstrate a strong understanding of and commitment to the work of the Wildlife Trusts.
- Exhibit strong inter-personal and relationship building abilities and be comfortable in an ambassadorial role.
- Demonstrate tact and diplomacy, with the ability to listen and engage effectively.
- Strong networking capabilities.
- Ability to foster and promote a collaborative team environment.
- Ability to commit time to conduct the role well.

Experience

- Demonstrable and extensive experience of strategic leadership, ideally within a commercial enterprise.
- Significant Board experience.
- Significant experience of chairing meetings.
- Demonstrable experience of managing stakeholder or customer relationships.
- Demonstrable experience of fostering collaboration and/or of conflict management and resolution.

Knowledge and skills

- Excellent understanding of company governance and regulatory requirements.
- High level of financial literacy; comfortable reading and interpreting statutory and management accounts.
- Strong understanding of effective risk management approaches and systems.
- Strong leadership skills, ability to motivate staff and Directors and bring people together.
- A good understanding of how the Wildlife Trusts work – including its membership model.

Terms

SWWFL Directors must be an employee or a member of one of the owning Wildlife Trusts: Avon, Devon, Dorset, Gloucestershire, Hampshire & Isle of Wight, Somerset, Wiltshire or Worcestershire Wildlife Trust. Any Trustee of an owning Trust who undertakes this role cannot be remunerated in line with the company Memorandum and Articles of Association.

The Chair will be appointed by majority vote of the Board. Her/his performance will be reviewed annually by the Board and owning Trusts against this role description and specification. His/her term of Office will normally be three years.

SWWFL Directors are not remunerated. Payment for this role is to reflect the additional effort required by the Chair, but s/he will not be an employee of the business. As such, any individual undertaking this role and receiving payment will need to assure the business that they have appropriate and genuine self-employed status or similar.

APPENDIX 2: Role Description – SWWFL Director

SWWFL's non-executive Board of Directors will lead the company through collective experience. They will work with the CEO and Member (or 'owning') Trust representatives to shape the strategic direction of the company, will ensure SWWFL has robust annual plans and ensure the business is meeting its strategic and financial objectives. The Board will scrutinise the work of the CEO, ensure business risks are well managed, that the business complies to all legal and best practice requirements, and that business finances remain strong and are managed to a very high standard.

Main Duties

- Act within the powers granted under the SWWFL Memorandum & Articles of Association and other legal agreements.
- Promote the long-term sustainable success of the Company, generating value for owning Trusts and contributing to wider society. When making decisions, directors will consider the likely consequences for various stakeholders, including employees, suppliers, customers and communities. They should also consider the impact on the environment, the reputation of the company, company success in the longer term and all of the shareholders (including minority shareholders).
- Exercise independent judgement – develop an informed, individual view on the company's activities.
- Exercise reasonable care, skill and diligence when carrying out the director's role.
- Manage conflicts of interest - disclose conflicts of interest to fellow directors, any gifts or benefits from third parties that may influence objectivity, or any direct or indirect interest in proposed or existing transactions.
- Ensure that clear records of the Board's decision-making processes are kept.

The Role

- Establish the Company's purpose, values and strategy and satisfy itself that these and its culture are aligned.
- Ensure that the Company has the necessary resources in place to meet its objectives, is financially resilient, well governed and fully compliant with laws and best practice.
- Ensure the business meets the mutually agreed objectives and service standards of owners and investors as defined in the Strategic Plan, Members Agreement & Services Contracts.
- Establish a framework of prudent and effective controls, which enable risk to be assessed and managed.
- Ensure that workforce policies and practices are consistent with the Company's values and support its long-term sustainable success.
- Agree any investment & development plans.
- Meet at least quarterly to monitor annual progress against the Business Plan, finances & risk and correspond between meetings to deal with any company business that arises.
- Scrutinise CEO performance, acting as a 'critical friend', and authorise remuneration packages and benefits for staff.

- Scrutinise the company's accounts, business plan, financial decisions, financial controls and risk management to ensure they are and remain sound and robust.
- Make key decision which effect the running of the company in line with parameters set in the company governing documents.
- Participate in any committees or working groups that the Board, from time to time, may establish to support key Director functions or progress key projects.
- Keep owning Trusts informed about company progress and foster good two-way communications between the Board/CEO and owning Trust representatives.
- Support and, where appropriate, challenge the CEO and senior SWWFL team.

Person Specification

Personal Qualities

- Ability to think strategically.
- Able to provide informed advice and exercise independent judgement.
- Passion for TWT cause and an interest in fundraising & membership.
- Honesty, tact and consideration for others.
- Ability to represent the best interests of SWWFL as a company.
- Willingness to contribute constructively and positively at and between Board meetings.
- Ability to contribute to and abide by decisions by committee.
- Commitment to the company's success and its sound operation.
- Understanding and acceptance of the legal duties, responsibilities & liabilities of Directorship.

Skills and Experience

- Commercial acumen.
- Financial literacy – comfortable reading budgets, financial reports and accounts.
- Experience at Board level.
- Experience in a senior leadership role.
- Other specific expertise or experience that, from time to time, the Board identifies as required, for example: HR, Accountancy/finance, Legal etc.

Approach and Attitude

In their role, we expect all Directors to uphold the standards embodied in Nolan's Seven Principles of Public Life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership. We ask that Directors create an atmosphere of trust at and between meetings: listening to others with an open mind; treating other Directors, the CEO and SWWFL staff with respect and consideration; debating and challenging constructively; making decisions impartially; putting the interests of the company first; and abiding by the decisions of the majority.