

# Board member profile

## Royal Zoological Society of Scotland

The Royal Zoological Society of Scotland (RZSS) is a wildlife conservation charity with a bold vision: a world where nature is protected, valued and loved.

Founded in 1909, the charity runs Edinburgh Zoo and Highland Wildlife Park, Scotland's gateways to the natural world through which people can experience nature. They can learn about the challenges facing wildlife and discover how we harness our expertise in conservation science and animal care to save animals from extinction.

## Board

### The Board of RZSS

- Collectively responsible for promoting and safeguarding the sustainability and reputation of RZSS.
- Provides leadership within a framework of prudent and effective controls which enable risk to be assessed and managed.
- Sets the strategic aims, ensures that the necessary financial and human resources are in place to meet its objectives and reviews performance.
- Sets the 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

- Actively support the vision, mission and aims of RZSS
- Be an ambassador for RZSS; advocating conservation, engagement and community with stakeholders
- Exercise overall control of RZSS' activities.
- Commit to allocating sufficient time to fulfil the expectations of a Board Member.

### Treasurer

- Helping to ensure the overall financial viability of RZSS
- Ensuring all financial regulatory requirements of the charity are met
- Overseeing risk and assurance
- Ensuring all our obligations as a charity are fulfilled.

## Board member duties and responsibilities

Individually and collectively, Board Members lead RZSS as a national and international institution with charitable objectives including conservation, engagement and community.

Charity law places the responsibility for the management of a charity on its charity trustees which include the RZSS' 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 Royal Zoological of Scotland's Charter and

Statutes, statute, and common law. The Office of the Scottish Charity Regulator (OSCR) publishes a useful guide entitled "Guidance and Good Practice for Charity Trustees" a copy of which can be accessed from OSCR.

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 Officer and senior management. Board meetings are normally held on the last Thursday of the month. Typically, 5 are held during the year but more will be scheduled as needed.

Take time to digest and understand information provided in relevant board papers regarding the performance of RZSS, 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 RZSS, sponsors, donors, visitors, staff, volunteers, and all other stakeholders, while maintaining a discreet distance from operational activity.

### Corporate Governance

Fulfil the obligations and duties of a Board Member as required by the Royal Zoological of Scotland's Charter and Statutes and charity law. Work with other Board Members, the Chief Executive Officer and senior management to ensure that proper systems of internal control are maintained and are sufficiently robust and operational to:

- Enable RZSS to meet its charitable and strategic objectives
- Protect RZSS' assets
- Provide assurance that the policies and procedures of RZSS are complied with
- Facilitate a comprehensive, responsive system of delegated authority to the Chief Executive Officer 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 and Advisory Groups, currently comprising:

- Finance, Audit and Risk Management Committee
- Nominations and Remuneration Committee
- Business Advisory Group
- Animal Welfare Advisory Group
- Education and Communities 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 RZSS' objectives.



## Internal relationships

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

## Person specification – Knowledge, Skills and Experience

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

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

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

RZSS requires Board Members who can demonstrate:

- Understanding of and the ability to contribute to the strategic direction of RZSS
- An ability to set clear strategic direction
- An ability to challenge constructively and support the Chief Executive Officer 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 RZSS' members and OSCR
- An ability to engage with and understand the views of the members of RZSS
- A passion for the work and values of RZSS and its visitor attractions in both Edinburgh and the Highlands.

Additional criteria for the role of treasurer include:

- Accountant holding a CCAB (Consultancy Committee of Accountancy Bodies) qualification (note 1)
- Strong commercial and/or business background
- Strong assurance & risk management profile
- Senior and recent experience in a large business, charity, or publicly funded organisation
- Experience of working in a regulated environment
- Understanding of stakeholder engagement
- Previous experience as a Trustee.

### Notes

1. This means English /Scottish/Irish Institute plus CIMA, CIPFA and ACCA (the last three are not chartered accountants). A fully chartered accountant background would be an advantage but is not a requirement.

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 RZSS 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.

