SYNCORA
BOARD MEMBER ROLE PROFILE AND PERSON SPECIFICATION

ROLE PROFILE

Purpose of the Role

The purpose of the role is to provide independent leadership, oversight and constructive challenge to support the Board in setting direction, safeguarding reputation and assets, and ensuring Syncora delivers its charitable purposes for the public benefit. Board Members will contribute expertise and judgement to effective governance, strategic decision-making and scrutiny of performance, finance and risk, helping to ensure the organisation is well run, compliant and values-led.

Key accountabilities

Specific responsibilities of the Board are contained in the Syncora Board Terms of Reference. This document outlines individual board member responsibilities for supporting the essential functions of the Board.

The legal responsibilities of Board Members (including any duties as charity trustees) are set out in relevant legislation and Charity Commission guidance. Board members must also comply with Calico's governing document and any policies adopted by the Board.

Charity trustee responsibilities (Charity Commission expectations)

In line with Charity Commission guidance, Board Members should help ensure that Syncora is carrying out its purposes for the public benefit; complies with its governing document and the law; acts in Syncora's best interests; manages resources responsibly (including safeguarding assets and using funds only to further the charity's purposes); acts with reasonable care and skill; and is accountable and transparent, including through appropriate reporting and openness about decision-making.

Leadership

- Board Members share accountability for the direction and control of Calico, including setting its vision, values and standards. Board Members must act in Calico's best interests and ensure decisions further Calico's charitable purposes, are made on an informed basis and can be evidenced as reasonable and proportionate.

Strategy

- Board Members are responsible for developing proposals on the long-term strategic direction of the organisation and constructively challenging strategic decisions to ensure they are sustainable, consistent with Calico's vision and values, and aligned to its charitable purposes and public benefit.
- Board Members should ensure that they are satisfied with the framework for approving strategies, policies and procedures set by the Board.
- Board Members must contribute to/initiate the review and evaluation of: present and future opportunities; threats and risks in the market/wider environment; and, current and future strengths, weaknesses and risks

within the working environment, in order to ensure effective strategic decision-making.

Performance Monitoring

- Board Members should ensure that they are satisfied with the integrity of the financial, operational and impact/performance information they receive, and that appropriate records and reporting are maintained.
- Regular performance information is presented to the Board in the form of plans, budgets, controls and customer feedback. Board Members should use this information to monitor progress against strategic objectives and ensure that overall performance is satisfactory.
- Board Members should seek assurance over care outcomes and service user wellbeing and the quality and safety of services.

Risk

- Board Members should satisfy themselves that there is a framework of prudent and effective controls in place which enable risk to be identified, assessed, managed and reported.
- The Board will approve any policies and decisions which may create a significant financial or other risk or raises an issue of principle and Board Members will use their judgement to ensure good decisions are made which do not expose the company to unnecessary risk.
- Board Members must declare any relevant interests and disclose all conflicts of interest to the Chair (and in accordance with Calico's conflicts policy) as and when they arise, and must not participate in decisions where a conflict exists unless properly authorised and managed.
- Board Members must treat all information acquired during their appointment with confidentiality.
- Board Members should ensure that serious incidents (including safeguarding concerns, fraud, significant financial loss, major reputational damage or other reportable matters) are identified promptly, managed appropriately and reported to the Charity Commission where required.

Resources

- Board Members will satisfy themselves that there are appropriate financial and human resources in place to support the corporate plan.
- The Board is collectively responsible for appointing the Chair and for removal of Board members.

Legal

- Board Members are responsible for ensuring that Syncora is run in accordance with its governing document, charity law and other applicable law and regulation. This includes the core trustee duties to: act in Syncora's best interests; further its charitable purposes for the public benefit; manage resources responsibly; act with reasonable care and skill; and ensure appropriate accountability and transparency.

Personal Development

- Board Members are expected to be well informed (undertake appropriate background reading, develop and maintain an appreciation of the key challenges and risks faced by the company etc) and to contribute any specialist knowledge/expertise they may have.

- Board Members should participate in induction and development activities as appropriate and work on establishing a strong working relationship with the board, the Chief Executive and other staff.

Ambassadorial role

- Board Members are expected to uphold and enhance the positive image of Calico and represent the organisation as an ambassador at key events and interfaces with stakeholders and other external parties.

Delegation

- The Board is required to oversee and implement an effective framework of delegation and systems of internal control which are reviewed regularly. Board Members must be satisfied that delegation is clear, appropriately documented and monitored, and that it does not remove the Board's ultimate responsibility for decisions and for safeguarding Calico's assets and reputation.

The details outlined in this Role Description, particularly the principal accountabilities, reflect the content of the job at the date the Role Description was prepared. It should be remembered however, that it is inevitable that over time the nature of individual roles will change, existing duties may be lost and other duties gained without changing the general remit of the duties or the level of responsibilities entailed. Consequently, Syncora will expect to revise this Role Description from time to time and will consult the postholder at the appropriate time.

PERSON SPECIFICATION

Knowledge and experience

Governance, leadership and culture

- Previous non-executive board level or committee experience in a customer focused organisation (not necessarily within healthcare sector)
- A track record in providing effective leadership and management in an organisation of a similar size to Syncora and also groups of diverse stakeholders.
- Experience of operating within group governance structures
- Experience of being an ambassador for an organisation and evidence of effective public speaking.
- Experience of leading and assuring change management and organisational development programmes.
- Experience of leading and developing people and culture, including executive leadership, succession and talent.

Customers, communities and EDI

- Understanding of equality, diversity and inclusion (EDI) and its practical application in governance, decision-making and service delivery.
- Customer experience, insight and engagement – including using customer feedback and data to shape strategy, services and priorities.

Finance, risk and assurance

- Strategic financial management and treasury, including funding, liquidity, covenants and long-term financial resilience.

- Understanding of risk management, including setting risk appetite and the identification and oversight of principal risks.
- Strong understanding of compliance requirements and assurance in regulated environments.

Sector, regulation and growth

- Relevant sector knowledge (e.g., housing, health, social care, community services or other regulated sectors).
- Business development and collaboration experience, including partnership working, multi-agency collaboration and stakeholder management.

Safety, performance and quality

- Health and safety knowledge, including governance oversight, assurance of compliance and culture.
- Performance and quality focus, including setting expectations, using KPIs/insight and driving continuous improvement.
- Safeguarding knowledge, including understanding of safeguarding duties, culture and appropriate oversight.

Impact and values

- Understanding of social value and social impact, including measuring outcomes for customers and communities.
- Demonstrating values – commitment to Syncora values, integrity and inclusive behaviours.
- Demonstrates professional curiosity and the confidence to probe, question and escalate risks where assurance is insufficient