

## The Role and Responsibilities of a Director of Bristol Energy Cooperative

### Role

The role of the Directors of Bristol Energy Cooperative is primarily two-fold: to ensure that the operations of the Cooperative are managed properly and competently; and to provide directional and strategic oversight for those operations. The role is performed on behalf of the members and is subject to the rules of the Society and decisions made by members at the Annual General Meeting and any Extraordinary General Meetings.

### Responsibilities

#### Core Operational Responsibilities

*Ensuring good management of the people and financial and physical assets of the Cooperative.*

Meet regularly (currently monthly) to review:

- Governance issues including conflicts of interest, statutory & legal requirements, legal issues etc.
- Workforce and related issues.
- Current activities/trading position (quarterly or so) against budgets and/or projections.
- The financial position of the Cooperative (profit and loss, balance sheet and cashflow). Set budgets and approve large items of expenditure.
- Operation and maintenance of assets owned by the Cooperative and the procurement of new assets, including identifying potential improvements and helping to resolve any operational problems.

#### Strategic Responsibilities

*Take overall responsibility for the strategic development of the Cooperative in line with its underlying aims.*

*This includes:*

- Growing the cooperative as a democratic body of members.
- Assessing, developing and reviewing future project opportunities.
- Reviewing proposals for future investment.
- Contributing to and approving fundraising strategy.

#### Annual Responsibilities

*Submit for member approval through an AGM the year's accounts and key strategic decisions.*

- Have drawn up, and approve the annual accounts for submission to the AGM.
- Recommend a distribution of surplus each year (for approval at AGM), including:
  - Level of interest paid to members each year;
  - Investment into future projects to promote the aims of the society;
  - Investment into external projects to promote the aims of the society;
  - Withdrawal of investment by members;
  - Loans, donations or grants to further the aims of the cooperative.
- Hold the AGM.
- Complete all necessary statutory returns.
- Encourage active participation of members in the activities of the co-operative as appropriate, including standing for election to the board.

### Statutory Responsibilities

These are defined in the attached Cooperatives UK document.

**Exception:** We will not expect directors to make personal guarantees for bank loans.

### Additional roles

Once the board of directors is elected, the board will select directors to fill the three roles below, by election at a board meeting. It is up to the board to decide how these responsibilities are shared in practice, and whether they rotate. The secretary has statutory responsibilities.

**Secretary:** responsible for keeping a register of members, keeping a register of board members, keeping a minute book which records proceedings of all meetings, ensuring the number of members does not fall below three, giving proper notice of all General Meetings to members, and various other statutory responsibilities detailed in the attached Cooperatives UK document about the duties of a secretary of an Industrial & Provident Society (IPS).

**Treasurer:** Responsible for keeping an overview of the finances of the Cooperative, making sure that the Cooperative has the right financial policies and procedures in place, preparing the Treasurer's report for the Annual General Meeting, and liaising with the appointed auditor for the annual review of accounts.

**Chair:** Responsible for ensuring meetings are run competently, ensuring discussion and decision-making is democratic and everyone is able to participate fully in meetings, preparing agendas for the meeting (in consultation with the rest of the board, and any employees), ensuring relevant matters are discussed and appropriate decisions made.

## Skills

Not every director is expected to be an expert in everything, and we would aim for a diverse team who can, as a whole, ensure competent and responsible financial management, active development of new projects, volunteering and member democracy, development of auditing procedures and accountability to wider society and our aims, and development of social aims including diversity aims.

*In more detail:*

### Finance

Bristol Energy Cooperative currently manages around £10.5 million of community investment. It is important to have a Director who understands, and can communicate to the rest of the Board, how to wisely manage this capital fund as the initial investments start to pay back and to budget/project for any future projects and investments.

### Volunteer/Member Engagement

The current shortage of paid capacity means that an ability to both maintain enthusiasm and vision amongst voluntary contributors will be key to maintaining momentum for the organisation's development.

### Business Development

As Bristol Energy Cooperative grows, it will benefit from a director with experience of developing sustainable organisations and projects, with the capacity to understand how to appropriately grow the Cooperative.

### Project Development

Part of Bristol Energy Cooperative's success will lie in intelligently supporting partner organisations, groups and volunteers to turn ideas into sustainable business plans ready for community investment.

**Legal**

The projects we develop require rigorous and sometimes complicated legal arrangements. This ranges from twenty-year leases with community buildings for solar PV on roofs to understanding the potential for making loans, other types of leases and contracts, and understanding any regulatory issues relating to our activities. We have worked with a number of legal practices in the past, but having legal expertise among the directors would ensure that this is well understood and that we continue to get best value for the legal services we require.

**Democracy + Accountability**

Our aim is to genuinely and appropriately involve members, stakeholders and communities in developments and decisions - keeping Bristol Energy Cooperative accountable to members.

**Diversity and Inclusivity**

A core aim of the Bristol Energy Cooperative is to improve access to sustainable energy for all people in the wider Bristol area, regardless of their background, where they are in the city, and their financial situation. Democratising access to energy is part of this, and involving and providing community benefits to as wide a range of people as possible. In order to be truly owned by the people of this diverse city, we will need to proactively work on diversity and inclusivity in our projects, our processes and our communication. Skills and experience in this area would be of great value.