

Terms of Reference

Regional Leader Representative to the Trust Board

DURATION OF APPOINTMENT

The appointment is a term of one-year commencing the start of the financial year - June.

The position is open to current Regional Leader Representatives and Hub Leaders and is a non-voting role on the Trust Board.

Applications will open from April through to May, with voting and an outcome announcement mid to late May. The successful applicant shall join the Board meeting held in June for the duration of 12 months.

Board meeting months;

- June
- September
- October (Annual General Meeting) zoom conference call
- November
- February (Strategy Planning Day)
- March

ROLE OF THE REGIONAL LEADER REPRESENTATIVE

The role of the **Trust Board** has been summarised into the following points:

- Setting and overseeing the strategic direction of DWN
- Setting an effective governance culture
- Holding Management to account
- Ensuring DWN remains solvent, ensures the probity of financial reports and processes and a high standard of compliance with regulatory environments

The role of the **Regional Leader Representative** is to:

- Provide a conduit for feedback from members to DWN Trust Board
- Support the DWN Trust Board's understanding of regional and member priorities issues and opportunities
- Provide a point of contact for Regional Leaders to contribute to DWN and Trust Board future thinking, strategic development and priority setting

In the normal course of events the day to day management of DWN is left to management, specifically to the CEO who leads the organisational team and delivery of operational performance for DWN.

The Regional Leader Representative is expected to contribute to Trust Board decisions objectively in the interests of DWN. The Trust Board as a whole is collectively responsible for supporting the success of DWN.

RESPONSIBILITIES OF THE DWN REGIONAL LEADER REPRESENTATIVE

Management of DWN will provide:

- Annual business plan and budget including strategies for DWN growth



- Monthly reports of operational activity and cashflow outcomes against plan

Regional Leader Representative is to:

- Ensure they have a working understanding of the business plans, budgets and DWN Strategic Intent
- Contribute to the Trust Board determination of appropriate and prioritised strategies for growth, consolidation or reduction
- Contribute to the review of proposals brought forward by Management and provide timely and considered feedback
- Respond to requests for feedback or information made by the Trust Board or CEO in a timely manner
- Remain current with the business and membership activities and outcomes of DWN so as to be able to provide nimble, adaptive feedback and contribution to decision making
- Understand the reliance on Network Partners and the need to build and nurture relationships
- Ensure a current knowledge of Network Partners supporting Regional Events being attended

Trust Board of DWN will provide:

- Board Chair will provide an induction prior to your appointment
- Resource provided on appointment 'Nine Steps to Effective Governance'

Given the nature of this role being a representative one, it is expected that the person holding the Regional Leader Representative role will balance the requirement for board room confidentiality with the need to report back to the Regional Leader Group. Importantly the Trust Board must be able to debate vigorously and throw ideas around freely without the risk of comments made or items discussed being repeated outside of the board room. This supports free flowing conversation and board members taking the "devil's advocate" role which is critical to good decision making. The Regional Leader Representative must support the Trust Board to have these free-flowing discussions. Agreed decisions, agreed key messages and the rationale for making the decision must always form the basis of reporting back to the Regional Leader Group. Individual statements or views must never form part of the reporting back to the Regional Leader Group.

TIMING AND LOCATION OF BOARD MEETINGS

An annual workplan has been established for the DWN Trust Board. This is based on 5 or 6 meetings per annum with teleconferences used to deal with between meeting issues. A full day's commitment is required for these meetings.

In addition to Board meetings it is expected you will complete preparatory work and review management reports to ensure a current understanding of the business and current issues alongside the current decisions being made.

It is expected that the Regional Leader Representative will support Regional Events and attend the annual DWN Conference.

REMUNERATION

This role of Regional Leader Representative is not remunerated however all direct and indirect expenses including accommodation and travelling expenses reasonably and properly incurred are to be reimbursed through DWN expense claim processes where they have not been able to be paid directly by DWN in the first instance.

OUTSIDE INTERESTS INCLUDING DIRECTORSHIPS

It is accepted and acknowledged that you may have business and governance interests other than those of DWN.



You must disclose any potential, perceived or real conflict of interests at the outset of discussion on any topic which presents a potential conflict or as soon as a potential conflict is recognised by you.

In a situation where a conflict of interest is identified the Trust Board will ask the conflicted person to disengage themselves from the discussion and any decision making related to the issue.

PERFORMANCE

The Trust Board has set a strategic intent with specific KPI's for DWN performance. This strategic intent supports the Trust Board with a measure of performance over time. It is expected that Trust Board Members direct their efforts specifically to the achievement of these strategic intent KPI's.

CONFIDENTIALITY

All information acquired during your appointment is confidential to DWN and should not be disclosed either during your appointment or following termination (by whatever means) to a third parties except as permitted by law and with the prior approval of the Chair. A Confidentiality Agreement will need to be signed prior to your appointment.

ATTACHED FOR REFERENCE

- DWN Reimbursement Policy

APPROVAL

This RL Rep Role to the Trust Board Terms of Reference was approved by the Trust Board of the Dairy Women's Network on 22 February 2021.

REVIEW DATE:	February 2023
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