



## FPS Non-Executive Director's Role Description

**Governing document.** The governing document is the Society's Articles of Association. The Articles have supremacy over this role description, which simply summarises the role and what Non-Executive Directors (NED) are expected to contribute to the FPS Board.

**Eligibility.** Two thirds of the NEDs must qualify for membership of the Society by virtue of previous service in the Armed Forces, or being immediate family of someone who is, or was. Up to one third of Directors may be appointed without such qualification due to their specific expertise. Given the Society's role as a campaigning organization, serving members of the Armed Forces are not eligible to be NEDs.

**Numbers and organisation.** The Society shall have between 3 and 15 Directors organised into a main Board and two principal sub- committees: Strategy and Finance; and Audit and Risk.

**Remuneration.** NEDs posts are voluntary and not remunerated, but travel and subsistence will be reimbursed.

**Representation and Knowledge Skills and Expertise (KSE).** Whilst it is *desirable* for NEDS to be representative of the membership and provide a diversity of experience and skills, it is *essential* that collectively the Board has the KSE to perform its role. Core KSE include: the NED approach to oversight, support and challenge; the capacity for strategic thought; knowledge of the Armed Forces Pension Schemes; and experience of risk management, finance, and auditing for compliance.

**Tenure.** NEDs are expected to commit to a three-year tenure, which may be renewable.

**Availability.** NEDs should expect to attend three Board meetings a year in person, and 3 committee meetings a year by video conferencing, during the working day. Attendance at the AGM is highly desirable. If a NED is unable to attend a meeting, s/he should strive to notify the Company Secretary at least 72 hours in advance. Attendance at fewer than 4 meetings a year might trigger a review of a NED's commitment.

**Contribution.** NEDs are expected to have read and considered the papers prior to meetings so they can contribute meaningfully to debate.

**Conduct.** NEDs are expected to conduct themselves in accordance with the character and values of the Society in both the physical and online world.

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