



Job Description

Independent Non-Executive Director – Chair of the Board

Organisation:	Dulas Ltd and Polestar Cooling Ltd
Ownership model:	Co-operative - Member-owned and member-governed
Role type:	Independent Non-Executive Director
Term:	3 years, renewable subject to member approval annually. The role will be formally approved at the Annual General Meeting on 10 December 2026; however, we would like to allow time for a handover with the current post holder.
Time commitment:	Minimum 15 days annually
Remuneration:	£15,000 a year (based on 15 days)
Accountable to:	The Members (through the Board and Members' meetings)

Purpose of the Role

The Chair provides independent leadership of the Board on behalf of the Members, ensuring the organisation is well-governed, financially and operationally sustainable, and true to its purpose, values, and member mandate.

In a member-owned and member-governed organisation, the Chair plays a critical stewardship role – balancing the authority of the Members, the collective responsibility of the Board, and the operational leadership of the Managing Director – while safeguarding the organisation's long-term mission, culture, and impact.

This role will be responsible for Chairing quarterly meetings of two separate companies; Dulas Ltd (parent company) and Polestar Cooling Ltd (manufacturing unit), in addition to the annual AGM for Dulas Ltd and strategy-based meetings through-out the year for the Group.

Key Responsibilities

Member-Led Governance & Accountability

- Chair the Board to ensure it fulfils its statutory duties and is accountable to the Members in line with the organisation's Articles of Association and governance framework.
- Ensure that Members' rights, voice, and interests are appropriately reflected in Board deliberations and decisions, consistent with the Members' Charter.
- Support effective relationships between the Board, Members, and any Member Advisory or representative structures.
- Ensure that significant strategic or constitutional decisions are referred to Members where required.

- Act as a named responsible person for the companies Whistle Blowing Policy, ensuring compliance and best practice as necessary.
- Support in undertaking conciliation/conflict resolution activity where appropriate.

Board Leadership & Effectiveness

- Lead the Board in setting clear expectations around behaviours, values, and collective responsibility.
- Ensure Board agendas focus on strategy, performance, risk, values, and long-term sustainability rather than day-to-day operations.
- Facilitate inclusive, constructive, and well-balanced discussions, ensuring all Directors can contribute effectively.
- Oversee Board evaluation, succession planning, and development, including support for Member-elected Directors.
- Provide coaching and mentoring to Board members where appropriate to achieve the aims of the Board.

Strategy, Purpose & Stewardship

- Work with the Board and executive team to shape, test, and approve the organisation's strategy, ensuring alignment with Members' priorities and values.
- Act as a guardian of the organisation's purpose, values, and ethical standards.
- Assuring that the financial information is accurate and that financial controls and systems of risk management are robust and defensible.
- Support the organisation to balance commercial realism with its social, environmental, or community objectives.

Relationship with the Executive & Organisation

- Maintain a clear boundary between governance and management, ensuring the Board does not drift into operational decision-making.
- Support a culture of trust, openness, and accountability across the organisation.
- Act as an ambassador for the organisation where appropriate, particularly in relation to governance, values, and member ownership.

Chair–Managing Director (MD) Relationship Statement

The Chair and Managing Director work in close partnership, with clearly defined and complementary roles:

- The Managing Director has delegated authority for the day-to-day management of the organisation, implementation of strategy, and leadership of staff.
- The Chair provides support, challenge, and oversight on behalf of the Board and the Members, without encroaching on executive responsibility.

The Chair will:

- Act as a trusted sounding-board and source of support for the Managing Director.
- Ensure the Managing Director is held to account for delivery against agreed strategy, values, and performance objectives.
- Lead, on behalf of the Board, the appraisal, development, and support of the Managing Director.
- Encourage open, honest, and timely communication between the Managing Director and the Board.
- Intervene constructively where governance, performance, or values are at risk, always respecting the MD's executive authority.

This relationship is underpinned by mutual respect, clarity of roles, transparency, and shared commitment to the organisation's purpose and Members.

Person Specification

Essential

- Significant board-level or senior leadership experience, ideally including chairing or vice-chairing.
- Strong understanding of corporate governance within SMEs and member-owned or purpose-led organisations.
- Experience of working in environments with multiple stakeholders and democratic accountability.
- Sound financial literacy and strategic insight.
- Excellent facilitation, listening, and relationship-building skills.
- Clear alignment with the organisation's values and commitment to member-led governance.

Desirable

- Experience of co-operative, employee-owned, social enterprise, or community-benefit models.
- Experience of supporting or mentoring member-elected or first-time directors.
- Sector knowledge relevant to the organisation's activities.

Independence & Conduct

- The Chair is an independent Non-Executive Director and does not take part in operational management.
- All conflicts of interest must be declared and managed transparently.
- The Chair is expected to model the highest standards of integrity, openness, and respect, in line with member governance principles.