

Generic Director – Role profile

Introduction

In October 2023 CALC became a Company with a Board of Directors who play a vital role in making sure that CALC continues to achieve its core purpose whilst the revised governance arrangements are embedded. Under the Companies Act 2006 (sections 171-177), a company director has 7 core duties, which are based on certain common law rules and equitable principles. See appendix 1.

The following role profile is an interpretation of these as they relate to Board members of CALC which has a main aim of supporting a membership of Town and Parish Councils and Parish Meetings.

Board members have a collective responsibility. This means that Directors always function as a group and not as individuals.

Appointment of Board members.

This is outlined in the governance documents. Newly elected Directors will serve for 3 years with a rolling recruitment process each year following the 2027 elections.

Directors must be at least 18 years old; not be an undischarged bankrupt and not be a disqualified director.

Directors must not have been through an upheld disciplinary process or grievance procedure with CALC.

Directors must not have had a Local Government Code of Conduct complaint upheld against them within 4 years preceding their CALC Board nomination

CALC Directors Main Roles

Ensuring compliance with the Company's Governing documents

- Ensure CALC is carrying out its main purpose for the benefit of CALC membership.
- Support and provide advice on CALC's purpose, vision, goals, and activities.
- Actively participate in strategic development and goal setting
- Understand the needs of the membership, funders, and external stakeholders.
- Approve operational strategies and policies and monitor and evaluate their implementation.
- Keep abreast of changes in local authority governing and operating environment.
- Contribute to regular reviews of CALC's own governance, particularly in the transitional phase.
- Attend AGM and Board meetings, adequately prepared to contribute to discussions.

Ensure the company is accountable.

- Provide support and challenge to CO in the exercise of their delegated authority and affairs.
- Ensure that appropriate external advice is sought on areas of expertise e.g. law, finance, governance
- Participate in sub- groups, as required, to progress identified areas of focus.
- Ensure that key risks are being identified, monitored and controlled effectively.

- Receive and discuss updates from CO and 'field officers'
- Receive and discuss updates from geographically placed Directors from their Town and Parish councils.
- Receive and discuss updates from CALC representatives on various organisations working groups.
- Ensure there are clear lines of personnel management for CO, officers and volunteers (including Directors)

Manage the company's resources responsibly.

- Ensure the effective and efficient administration of the organisation.
- Contribute to CALCs financial plans and the budget setting process.
- Monitor and evaluate progress regarding income, expenditure considering how to address issues of variance.
- Review and approve CALC financial statements.
- Ensure risk registers are reviewed annually.
- Ensure returns to company house are accurate and timely.
- Ensure policies and procedures are in place and reviewed annually.

Act with responsible care, skill and diligence.

- Contribute to the broader promotion of CALC's objects, aims and reputation by applying your skills, expertise, knowledge, and contacts.
- Use independent judgment, acting legally and in good faith to promote and protect CALC's interests, to the exclusion of their own personal and/or any third -party interests.
- Seek clarity and advice to enable and ensure sound decision making.
- Be prepared to be actively involved outside of board meetings which may include scrutinising board and other papers/documents, leading discussions, focusing on key issues, providing advice and guidance on new initiatives, presenting externally, or other issues in which the trustee has special expertise.
- Ensure that all actions avoid conflicts of interest, personal gain, or undue influence from third parties.

Personal skills and qualities

- Experience of town and /or parish council operations
- Willingness and ability to understand and accept their responsibilities and liabilities as Directors and to act in the best interests of the organisation.
- Ability to think creatively and strategically, exercise good, independent judgement and work effectively as a board member.
- Effective communication skills and willingness to participate actively in discussion.
- Able to contribute effectively as a representative, reflecting accurately views and concerns.
- A strong personal commitment to equity, diversity, and inclusion.
- Enthusiasm for our vision and mission.
- Be prepared to be actively involved outside of board meetings e.g., subgroups, locality meetings, supporting the CO with particular areas of personal experience or expertise.
- Willingness to lead according to our values.
- Commitment to Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty, and leadership.

Appendix 1

Director's core duties

1. To act within powers

A director must act in accordance with the decision-making powers defined in the company's articles of association ('constitution'), which is a governing document that outlines the rules and regulations for running the company.

2. To promote the success of the company

A director must act in good faith and in a manner that he/she considers most likely to promote the company's success for the benefit of its members as a whole.

In doing so, a director must have regard for the consequences of his/her decisions on other stakeholders, including employees, creditors, suppliers, customers, and communities, as well as considering the impact on the environment, the reputation of the company, and the long-term success of the business.

3. To exercise independent judgment

A director must exercise independent judgment by developing an informed view on the activities of the business, rather than simply enacting the demands of majority board members or other beneficial parties.

4. To exercise reasonable care, skill, and diligence

Directors must exercise reasonable care, skill, and diligence whilst carrying out all functions of the role and ensure decisions are recorded appropriately. A director is expected to possess the general knowledge, skill, and experience that could be reasonably expected of a person appointed to carry out the functions of a director in relation to CALC rather than being appointed purely on the merit of name or reputation.

5. To avoid conflicts of interest

Directors must avoid or manage all situations in which they have, or may have, conflicts of interest that could affect their objectivity and loyalty to the company. Specific interests must be declared each year and for e.g. individual agenda items.

6. Not to accept benefits from third parties

A director must not accept any benefits from third parties that are given because he/she is a director, or as a result of doing (or refraining from doing) anything as director. In this context, the Companies Act 2006 defines 'third parties' as: *"a person other than the company, an associated body corporate, or a person acting on behalf of the company or an associated body corporate."*

7. To declare interest in proposed transaction or arrangement

If a director is directly or indirectly interested in any proposed transactions or arrangements with the company, he/she must declare the nature and extent of such interest to the other company directors.

8. An additional duty is to ensure all legislative requirements and guidance are adhered to. Examples are Filing of financial returns, Health and Safety, Employment Law

MHB 1/10/23 amended 23/11/23 amended 10/04/2025