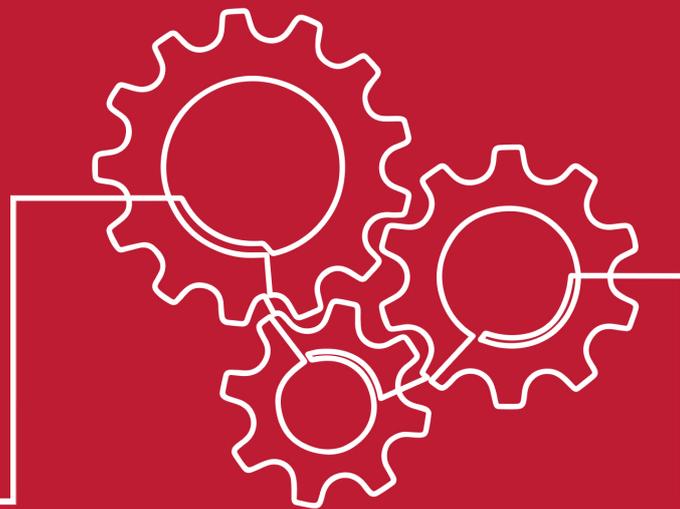


# Board of Directors



## Directors: Role and responsibilities

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# Directors: Role and responsibilities

## Introduction

The Board of Directors of The College of Podiatry (generally known as “Council”) is a group of people elected by Voting Members of the College and is the highest decision-making body of the College. It provides oversight and governance of the College, as well as leadership of the profession.

The role of individual Directors within The College of Podiatry must be viewed within the context of the Board as a whole. The Board has a collective role and each member of the Board has an individual role with responsibilities and duties that are personal to them.

## Legal requirements

A member of Council:

- must not be an un-discharged bankrupt
- must not be barred from being a director or have a criminal conviction
- must not be subject to a mental health court order
- must be domiciled in the United Kingdom

## Statutory duties under the Companies Act

The Companies Act 2006 lays down seven statutory duties for Directors: sections 170 to 177 of CA2006.

As a Director, you must:

1. Promote the success of the company
2. Act within the company’s powers
3. Exercise reasonable care, skill, and diligence
4. Avoid conflicts of interest



5. Not accept benefits from third parties
6. Exercise independent judgement
7. Declare any interest in proposed transactions or arrangements

These duties, and certain other duties, are explained in more detail on pages 8 to 10.

### **Council members' individual responsibilities**

Your role as an individual Director is to participate in Board meetings to enable Council to make strategic and, where necessary, operational decisions of the company, and discharge its responsibilities for ensuring that the company meets its statutory obligations.

The responsibilities are as follows:

1. To act as a Director of The College of Podiatry company
2. To contribute to debate and policy-making
3. To influence the direction of the College and the profession
4. To develop and promote the College's vision and strategic goals
5. To undertake duties as an independent trade union Council member as laid down in the Trade Union and Labour Relations (Consolidation) Act 1992

In addition to the above, all members of Council have a duty to:

- Observe the highest standards of integrity, confidentiality, and objectivity
- Respect the trust and confidence of all members of the College by working hard for them and making a personal contribution to all aspects of Council's business
- Actively participate, ask questions and be constructively challenging in Council debates
- Attend Council meetings, the Annual General Meeting, the Annual Conference, and other key College events
- Service on committee, project boards and working groups



- Take responsibility to “own” Council decisions collectively, regardless of their own viewpoints
- Connect and engage with members of the College through regional networks, professional networks, and special interest groups
- To promote the College and inform members of Council’s decision-making
- Keep up-to-date with the work of the College as a membership organisation, professional body and trade union
- Keep up-to-date with key issues, both professional and political, that affect members of the College
- Participate in an annual development review with the Chair
- To take responsibility for ongoing development as a member of the Board
- Avoid conflicts of interest where possible and declare any conflicts or perceived conflicts of interest
- Avoid using your position on Council to promote private interests or for personal benefit
- Engage in any other duties, activities or projects agreed by Council

### **Accountability**

- Elected by the members of the College for a three-year term of office (members of Council may stand for re-election for up to three terms in total)
- Accountable to the entire membership of the College
- Bound by collective decision-making as required in the College’s Corporate Governance.

### **General duties under the Companies Act 2006**

You owe your general duties to the College of which you are a Director. The Companies Act 2006 lays down seven statutory duties for Directors: sections 170 to 177 of CA2006.

#### **As a Director, you must:**

1. Promote the success of the company



2. Act within the company's powers
3. Exercise reasonable care, skill and diligence
4. Avoid conflicts of interest
5. Not accept benefits from third parties
6. Exercise independent judgement
7. Declare any interest in proposed transactions or arrangements

An explanation of these duties is set down below.

**1. Promote the success of the company**

You must act in the way you consider, in good faith, would be most likely to promote the success of the College for the benefit of its Members as a whole. It is up to each Director to decide, in good faith, whether it is appropriate for the company to take a particular course of action. Legislation states that a Director must have regard to (section 172 CA2006):

- a) the likely consequences of any decision in the long term
- b) the interests of the company's employees
- c) the need to foster the company's business relationships with suppliers, customers and others
- d) the impact of the company's operations on the community and the environment
- e) (the desirability of the company maintaining a reputation for high standards of business conduct
- f) the need to act fairly as between members of the company.

This list is not exhaustive but is designed to highlight areas of particular importance to responsible business behaviour.

**2. Act within the company's powers**

You must act within the parameters of the College's Articles and related documents, and



only exercise your powers for the purposes for which they were given.

### 3. **Exercise reasonable care, skill and diligence**

You must exercise the same care, skill and diligence that would be exercised by a reasonably diligent person with:

- the general knowledge, skill and experience that may reasonably be expected of a person carrying out the same functions as you in relation to the College;
- the general knowledge, skill and experience that you actually possess.

The expected standard is measured against both object and subjective yardsticks. The actual understanding and abilities of an individual Director may not be enough if more could reasonably be expected of someone in his or her position.

### 4. **Avoid conflicts of interest**

You must avoid a situation in which you have, or could have, an interest that conflicts, or may conflict with the interests of the College.

If you think you may be in a potential conflict situation, you should:

***Seek approval*** from the other members of the Board.

***Check the Articles of Association*** for any relevant information.

***Regulate your behaviour:*** even if a potential conflict situation has been authorised or is permitted, you should still act appropriately and remember your obligation to promote the success of the company. You must take care to act in accordance within the Articles of Association and any terms and conditions attached to the authorisation.

### 5. **Not accept benefits from third parties**



You must not accept a benefit from a third party given because you are a Director or because you do (or do not do) anything as a Director.

**6. Exercise independent judgement**

You must exercise independent judgement and make your own decisions. This does not prevent you from acting in accordance with the College's constitution or an agreement into which the College has entered.

**7. Declare any interest in proposed transactions or arrangements**

If you are in any way, directly or indirectly, interested in a transaction or arrangement with the College, you must declare the nature and extent of that interest to the other Directors. In the case of a proposed transaction, you must do this before it is entered into. In the case of an existing transaction, you must do this as soon as is reasonably practicable.

**Other responsibilities, duties and obligations**

The Companies Act imposes an array of other obligations on you as a Director. Some are personal in nature and are specifically addressed to Directors. Others arise from the responsibility of Directors to ensure that the College carries out its obligations.

The most significant are the duties of the Directors relating to the preparation, content, circulation and filing of the College's annual report and accounts.

Obligations are also imposed on Directors from other sources beyond the main companies' legislation, such as:

- A Director owes a duty of confidentiality to the College and must use or disclose the company's confidential information only for the benefit of the company.
- Directors are responsible for ensuring that the College complies with its obligations relating to the health, safety and welfare at work of its workers under current health and safety legislation.
- Obligations also arise under environmental legislation and anti-corruption legislation.



The COLLEGE  
of PODIATRY

**Agreed by Council: 05.07.19**