



## **Job Description – Board Member**

### **Introduction**

SS Explorer Preservation Society (the Society) is a registered charity and a company limited by guarantee.

### **The Board**

The Board of the Society governs the charity, represents it to the community and accepts ultimate legal authority for it. The Board currently meets 6 times a year

The number of directors is determined by the Board – currently 6. At each AGM, one-third of the longest serving directors must retire and may offer themselves for re-election if they wish. The Board currently has an Operations Committee, a Technical Committee and a Business Development Committee to which certain duties have been delegated.

### **The Society's duty to new Board Members**

- Induction meeting with Chairman
- Introduction to fellow Board Members
- Explanation of business plan, current issues and financial statements
- Explanation of role, discussion of areas of expertise and introduction to relevant working groups
- Induction Pack
- Opportunities for ongoing training

### **Statutory duties of Board Members**

- To ensure that the Society complies with its memorandum and Articles of Association, charity law, company law and any other relevant legislation or regulations.
- To ensure that the Society pursues its charitable objectives as laid down in the Memorandum and Articles of Association.
- To ensure that the Society applies its resources exclusively in furtherance of its objectives
- To contribute actively to the Society by giving firm strategic direction, setting overall policy, defining goals, setting targets and evaluating performance against agreed targets.
- To safeguard the good name and values of the Society
- To ensure the effective administration of the Society
- To protect and manage the property of the Society and ensure the proper investment of charity funds

### **Expectations of Board Members**

- Attendance at Board Meetings and AGM
- Active participation in the work of the Board including preparing for and contribution to Board discussions
- Participation in one committee or particular task
- A time commitment of at least four hours per month (includes preparation, meeting and committee time)
- Public promotion of the aims of the Society
- Active recruitment of funding and external expertise to the Society
- Attendance at special events.

### **Person Specification for Board Member**



- Commitment to the Society
- Willingness to devote the necessary time and effort
- Strategic vision
- Creative thinking
- Good independent judgement
- Willingness to speak one's mind
- Understanding and acceptance of the legal duties, responsibilities and liabilities
- Ability to work effectively in a team
- No over-riding conflicts of interest
- Previous experience as a board member not mandatory

### **Liabilities and legal responsibilities of Trustees**

- Board members of the SS Explorer Preservation Society are its Charity trustees
- All Charities must have charity trustees, that is, people having general control and management of the administration of the charity
- The prime duty of a trustee is to ensure that the objects of the charity are carried out in accordance with the Constitution (Memorandum and Articles)
- The overriding duty of a trustee is that they must act prudently and reasonably in all matters relating to the Charity. They must not let personal views or prejudices affect their conduct as a trustee.
- Trustees must act in person and decisions affecting the charity must be taken by the trustees acting together
- Trustees may employ staff or volunteers to carry out the day-to-day management, but trustees always remain legally responsible for the actions of staff or volunteers
- Trustees should always ensure that they retain and exercise control over their charity's affairs.
- Trustees should make sure that they study the latest Annual Report and Accounts of the charity
- Trustees should be aware of their duties and responsibilities under trust and charity law.
- New trustees should show that they understand their duties and responsibilities by signing the minute book.

### **Liabilities of Trustees**

Where Trustees fail to act reasonably and the charity suffers a financial loss as a result, they may be personally liable for breach of trust

It is important that trustees retain and exercise overall control of the management of the charity and lay down in writing clear guidelines with which their agents must act.

Company Limited by Guarantee

A Company Limited by Guarantee has members who do not make any payment to the company but instead simply guarantee to pay its debts. Under this arrangement the maximum extent of members financial liability is limited to an agreed amount – usually £1 per member.