

February 2017

# Role, responsibilities and composition of the Board

## Introduction

UKPHR is a private company, limited by guarantee, incorporated in the United Kingdom and registered as required at Companies House. In this document UKPHR means the Company. UKPHR is also a Charity, registered as required in England & Wales and in Scotland.

UKPHR's constitution comprises its:

- ❖ Memorandum and Articles of Association<sup>1</sup>;
- ❖ Standing Orders;
- ❖ Board decisions, resolutions and agreements affecting the Company's constitution; and
- ❖ The Code of Practice for Members of the Board, its Committees and Assessors.

Directors are responsible for UKPHR carrying on its business and exercising its powers. Directors owe responsibility primarily to UKPHR, but responsibilities may also be owed to co-directors, to employees and to UKPHR's creditors.

Directors should familiarise themselves with UKPHR's constitution, particularly with any limitations on the powers of UKPHR and its Directors. They should also familiarise themselves with the responsibilities they bear as a consequence of UKPHR's charitable registration <sup>2</sup>.

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<sup>1</sup> <http://www.ukphr.org/about-us/articles-and-memorandum-of-association/>

<sup>2</sup> CC3 The essential trustee

[https://www.gov.uk/government/uploads/system/uploads/attachment\\_data/file/443838/CC3.pdf](https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/443838/CC3.pdf)

## The role of the Board

The Board is responsible for self-management: for creating a structure, policies, and procedures that support good governance.

The Board is owed a fiduciary duty by its Directors, who must work together at Board level to steer UKPHR towards a sustainable future, adopting sound, ethical, and legal governance and financial management policies, as well as making sure that UKPHR has adequate resources to achieve its objectives.

The main duties of the Board are to:

1. Ensure the success of the register and enhance UKPHR's reputation within and beyond the public health community.
2. Provide continuity for UKPHR by ensuring that governance arrangements are robust, kept up to date and are upheld by Directors.
3. Select and appoint a Chief Executive to whom responsibility for UKPHR's administration is delegated, including:
  - reviewing and evaluating the Chief Executive's performance regularly on the basis of a specific job description, including executive relations with the Board, leadership, service planning and implementation, and in management of UKPHR and its personnel; and
  - offering administrative guidance and determining the Board's approach towards recruitment and retention.
4. Govern UKPHR by broad policies and objectives, formulated with the agreement of the Registrar, Chief Executive and employees (as appropriate); to assign priorities and ensure that UKPHR's capacity to carry out services is sufficient and to review UKPHR's work with a view to ensuring continuous improvement in performance.
5. Acquire sufficient resources for UKPHR's operations and to finance its service delivery adequately.
6. Account to stakeholders and the public for UKPHR's services and use of resources, including:
  - providing for fiscal accountability, approving budgets and formulating policies; and
  - accepting responsibility for all conditions and policies attached to operations and service delivery.

## **The responsibilities of the Board**

The Board must set the stage for efficient Board and Committee work:

- Prepare a written job description for individual Directors, including the Chair and Vice Chair
- Develop an annual schedule of meetings, determined in the preceding year
- Circulate clear and thorough information materials, including an agenda, to all members two to three weeks before each meeting
- Maintain complete and accurate minutes of all meetings
- Keep meetings focused and stimulate the broadest possible participation by members
- Ask each Director to serve on at least one Committee or task & finish group
- Acknowledge Directors' and Committee members' accomplishments and contributions in a variety of ways, for example in UKPHR's newsletters, at meetings and in minutes.

The Board must encourage smooth functioning of Committees:

- Prepare written terms of reference for Committees' and task & finish groups' responsibilities, guidelines, and goals. These organisational documents, which should be approved by the Board's Chair, should be reviewed every three years and revised if necessary
- Distribute tasks among Committee members so that everyone participates but no-one is overloaded
- Create a system of checks and balances to monitor Committee members' work and ensure that tasks are completed on schedule
- Assign an appropriate staff member to work with each Committee.

Basic responsibilities of the Board include:

1. Determine UKPHR's aims and objectives
2. Select the Chief Executive
3. Support the Chief Executive and review her or his performance regularly
4. Ensure effective organisational planning
5. Ensure adequate resources
6. Manage resources effectively
7. Determine and monitor UKPHR's services
8. Enhance UKPHR's public image and reputation
9. Uphold the Registrar's independence in registration matters
10. Assess its own performance.

An important responsibility is recruitment and retention of talented staff. When there are paid staff in place, rather than steer the organisation by managing day-to-day operations, the Board provides foresight, oversight, and insight.

## The composition of the Board

The Board's composition is set out in the Articles of Association and in accompanying Standing Orders.

The Board needs to draw on a range of skills, knowledge, qualities, attributes and backgrounds so as to ensure that the Board has a sufficient range of expertise to work effectively and be able to accomplish UKPHR's mission. It should aim for a balance where members are recruited:

- For their status, influence, contacts or public standing; and
- For their specialist skills or knowledge; and
- Because they are representative of those with a stake or interest in UKPHR's work.

Considerations to which the Board should have regard in respect of *status, influence, contacts or public standing* include reputation, record of achievement in public health practice, policy, research and academic teaching and study, relevant positions held in the past or currently and networking skills.

In respect of *specialist skills and knowledge* the Board should consider publications and similar contributions to public health knowledge, practice and policy development, professional and inter-personal skills relevant to the Board's effective functioning and relevant evidence of public health practice competences including registrations and post-nominatives.

In respect of *representation*, the Board should consider geographic and sectoral factors as well as breadth of stakeholder representation and the multidisciplinary nature of public health practice.

Achieving a balance that enables the Board to operate effectively is a matter of judgement. The Board should have regard to achieving this balance every time it considers recruitment and retention of Board members.

The Board should be large enough to ensure that there are enough people with the range of skills needed to carry out the Board's work.

UK Public Health Register  
Mclaren Building, 46, Priory Queensway, BIRMINGHAM B4 7LR  
Telephone: +44 (0) 121 296 4370  
Email: [register@ukphr.org](mailto:register@ukphr.org) Website: [www.ukphr.org](http://www.ukphr.org)

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