

Board of Directors

Terms of Reference

MEMBERSHIP

- The Board shall be composed of no fewer than seven Directors and such maximum number as the Board may determine from time to time
- Directors shall be appointed to the Board by resolution of the Directors. The Directors may from time to time at their discretion determine any criteria for appointment as a Director.
- Directors will be Members of the Company, UKCPA Ltd. Every Director shall sign a written consent to become a Director and a Member.
- The normal term of office for Directors shall be three years. A Director shall be eligible for re-election by the Directors for two further term of three years.
- Each Board member (Director) will be appointed one of the following roles: Chair; Past Chair/Finance & Governance Support; Education Lead, Education Support, Membership Lead, Membership Support, Finance & Governance Lead.
- After a Director has served three consecutive terms in office, they shall be eligible for re-election only after a year has elapsed since they retired as Director, unless the Board considers it would be in the best interests of the Company for a Director to be eligible for re-election on his or her retirement for such number of further terms as the Directors shall resolve.
- Every Director will hold office until they vacate office in accordance with the Articles of Association.
- A Director's term of office automatically terminates if he or she:
 - is disqualified from acting as a Director;
 - has become physically or mentally incapable of acting as a Director and may remain so for more than 3 months, based on a written opinion to that effect given to the Directors by a registered medical practitioner who is treating that person;
 - is absent from two consecutive meetings of the board without the consent of the Directors and the Directors resolve that his or her office is vacated;
 - is removed as a Director by the Members pursuant to the Act;
 - resigns by written notice to the Directors (but only if the minimum number of Directors required by the Articles of Association will remain in office);
 - becomes bankrupt, has an interim receiving order made against them, makes any arrangement or compounds with their creditors generally or applies to the court for an interim order in respect of a voluntary arrangement;

- is convicted of an offence and the Directors shall resolve that it is undesirable in the interests of the Company that they remain a Director of the Company;
 - ceases to be a Member of the Company; or
 - is removed by unanimous resolution of the other Directors.
- A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting of the Board.
 - The Chair of UKCPA will be a member of the Board of Directors and will chair the Board of Directors (or nominate a deputy)
 - Invitees: CEO, Director of Operations, and others as required (non voting role)

ROLES & RESPONSIBILITIES

- To make decisions on strategic and policy issues, professional issues and the overall strategic aims of the organisation
- To monitor and review progress against the strategic plan
- To review strategic and business plans from the Education Committee and Membership Committee and monitor progress
- To oversee budgeting and spending across the organisation
- To delegate the actions for implementation of the strategic/business plan(s) to appropriate committees/staff/individuals
- To approve changes to the standard format of the organisation's proceedings
- To represent the organisation in response to initiatives or requests, or select a suitable representative, to ensure that UKCPA is at the forefront of professional developments
- To act as a spokesperson for the organisation, as required
- When attending Board of Director meetings, the Education, Membership and Finance Leads and Supports must both represent their lead areas and view the organisation as a whole
- To adhere to the Articles of Association.

POWERS OF DIRECTORS

- The Directors have the following powers in the administration of the Company:
 - at their absolute discretion, to appoint (and remove) any person or corporate entity (who may also be a Director) to act as Secretary to the Company in accordance with the Act;
 - to appoint a Chair from among their number;
 - to appoint a treasurer;
 - to make standing orders consistent with these Articles and the Act to govern proceedings at general meetings;

- to make rules consistent with these Articles and the Act to govern proceedings at meetings of the Board and of committees;
 - to make regulations consistent with these Articles and the Act to govern the administration of the Company; and
 - to exercise any powers of the Company which are not reserved to a general meeting.
- The Board of Directors also has the power to appoint patrons, a president, or other honorary officers of the Company who shall hold that office for such time as agreed between the Directors, at their sole discretion. The Director may remove any person appointed under this Article at any time without restriction.
 - The Board of Directors may by a simple majority resolution change the name of the Company.

MEETING PROCESS

Please note the relevant sections in the Articles of Association, including General Meetings, Becoming and Ceasing to be a Director, Proceedings of the Board, Delegation, Directors' Conflicts of Interest.