



Time and remuneration considerations

1. The Council Committee meets for two general meetings a year, and the Executive Committee for a further four. Committees currently meet in central London usually on Saturdays and some Thursdays. Attendance is required at all meetings of both committees.
2. The Executive Committee is staffed by all honorary officers and committee chairs as well as representatives of key partners.
3. Other working groups are formed and meet as required by normal business, such as internal auditors meetings.
4. In addition to committee meetings, other contact (usually electronic or telephone) will be necessary.
5. The time commitment for this role is expected to be 1.5 to 2 days per month, on average.
6. The post attracts no remuneration, being entirely voluntary. The College will reimburse all preauthorised and reasonable expenses including travelling commitments.



Case study: Role description – Company Secretary

(Unlimited Potential)

Role summary

To ensure that there is accountability for the effective stewardship of the organisation's resources, by ensuring that the organisation fulfils all its statutory duties and complies with its Rules and Standing Orders.

Main duties

1. Act as Secretary to the Advisory Council and the Board.
 - Act as Secretary of the Advisory Council and the Board, ensuring that each meeting is convened and the proceedings are minuted.
 - Act as Secretary of the Finance & Audit Committee and the Remuneration Committee, ensuring that each meeting is convened and the proceedings are minuted.
 - Do a quarterly review of compliance with statutory duties.
 - Ensure that any transaction made with a Director is permissible and first receives the appropriate approval.
2. Keep all the records, registers and books that the Rules require to be kept.
 - Keep all records required, with precautions to guard against falsification and to facilitate their discovery.
 - Maintain all registers required, including those of interests declared.
 - Decide whether to accept each application to become a Supporter, and inform each applicant of the decision (with notice of appeal).

- Remove individuals from the Register of Supporters, when they cease to be a Supporter.
 - Deal with complaints about Supporters.
3. Summon and attend all meetings of the Supporters, the Advisory Council and Board, and keep the minutes of those meetings.
 - Convene each meeting of the Supporters, Advisory Council and Board as required by or requested under the Rules, giving sufficient notice as required to all those eligible to attend.
 - Ensure that, at each meeting, the issues to be decided are clearly explained and sufficient information is provided to enable rational discussion to take place.
 - Keep the minutes of each Supporters', Advisory Council and Board meeting.
 4. Act as Returning Officer in any elections.
 - Act as Returning Officer in any elections held under the Rules.
 5. Publish to Supporters in an appropriate form information about the affairs of the Society to enable its purpose to be achieved.
 - Ensure the signature and publication of the Directors' report and audited accounts for each financial year.
 - Keep all statutory documents available at the Registered Office for inspection on legitimate request by anyone with a right to do so.
 - Supply to any Supporter, on request and without charge, a copy of the most recent annual return with all supporting documents and any other document which they have a right to see.
 6. Prepare and send to the authority with responsibility for the regulation of the organisation and any other statutory body all returns which are required to be made.
 - Ensure that all statutory documents are prepared to give a true and fair view, and are filed as and when required.
 - Ensure that the annual accounts, Directors' report and auditors' report are filed with the authority within the time specified by legislation.
 - Ensure that the organisation delivers its annual return to the authority within the time required by legislation.
 - Send notice to the authority of any amendment of the Rules, including any change in the address of the registered office.
 - Send notice to the authority of any change in the Register of Directors or Register of Secretaries.

General work-related expectations

1. Work within the organisation's mission and values.
2. Contribute to organisational planning and development.
3. Work in accordance with all policies and procedures of the organisation.



4. Work in accordance with all relevant legislation.
5. Contribute to the organisation's marketing and publicity.
6. Identify and do learning and development, as appropriate.
7. Undertake any other duties appropriate to the post, as required.



Tools: Role description – Managing Director/Chief Executive (IoD)

The role of the managing director/chief executive

The managing director/chief executive is the most senior full-time executive of the company (except when there is an executive Chair). The role of managing director and chief executive are virtually the same. (The latter title originally comes from the US.)

The managing director/chief executive is responsible for the performance of the company, as dictated by the board's overall strategy. He or she reports to the Chair or board of directors.

Responsibilities include:

- Formulating and successfully implementing company policy.
- Directing strategy towards the profitable growth and operation of the company.
- Developing strategic operating plans that reflect the longer-term objectives and priorities established by the board.
- Maintaining an ongoing dialogue with the Chair of the board.
- Putting in place adequate operational planning and financial control systems.
- Ensuring that the operating objectives and standards of performance are not only understood but owned by the management and other employees.
- Closely monitoring the operating and financial results against plans and budgets.
- Taking remedial action where necessary and informing the board of significant changes.
- Maintaining the operational performance of the company.
- Monitoring the actions of the functional board directors.
- Assuming full accountability to the board for all company operations.
- Representing the company to major customers and professional associations.
- Building and maintaining an effective executive team.



Tools: Role description – Chair

(IoD)

The Chair's primary role is to ensure that the board is effective in its tasks of setting and implementing the company's direction and strategy. The Chair is appointed by the board and the position may be full-time or part-time. The role is often combined with that of managing director or chief executive in smaller companies. However, the joint role is considered to be less appropriate for public companies listed on the Stock Exchange.

The main features of the role of Chair are as follows:

- As well as being Chair of the board, he/she is expected to act as the company's leading representative which will involve the presentation of the company's aims and policies to the outside world.
- To take the Chair at general meetings and at board meetings. With regard to the latter this will involve the determination of the order of the agenda; ensuring that the board receives proper information; keeping track of the contribution of individual directors and ensuring that they are all involved in discussions and decision making. At all meetings the Chair should direct discussions towards the emergence of a consensus view and sum up discussions so that everyone understands what has been agreed.
- To take a leading role in determining the composition and structure of the board. This will involve regular reviews of the overall size of the board, the balance between executive and non-executive directors and the balance of age, experience and personality of the directors.

Appointment

The first directors of a company are appointed at the time of its registration. Subsequent appointments are governed by the company's articles of association. Typically the articles will provide for the board of directors to fill any casual vacancies or to appoint additional directors up to the maximum number specified by the articles.

Summary

John Harper, formerly Professional Development Director for the IoD and author of *Chairing the Board*, suggests that the essential tasks of a Chair are as follows:

- Providing leadership to the board.
- Taking responsibility for the board's composition and development.
- Ensuring proper information for the board.
- Planning and conducting board meetings effectively.