

DOCUMENT TYPE: EXTERNAL

ROLE & RESPONSIBILITIES OF THE BOARD OF DIRECTORS

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Section 1. General Role & Responsibilities of the Board of Directors

The Board of Directors is appointed/elected to act on behalf of the Members, Stakeholders/Site Owners and the Community, to run the day to day affairs of the business. The Board are directly accountable to the Members and each year TECs will hold an annual general meeting (AGM) at which the directors must provide a report to Members on the performance of TECs, what its future plans and strategies are and also submit themselves for re-election to the board.

The objects of TECs are defined in the Rules (constitution) of the Community Benefit Society. TECs

The board of directors' key purpose is to ensure TECs' long-term viability by collectively directing TECs' affairs, whilst meeting the appropriate interests of its Members, Stakeholders and the Community it serves. In addition to business and financial issues, the Boards of Directors must deal with challenges and issues relating to corporate governance, corporate social responsibility and corporate ethics.

It is important that Board meetings are held regularly so that Directors can discharge their responsibility to control TECs' overall situation, strategy and policy, and to monitor the exercise of any delegated authority, and so that individual Directors can report on their particular areas of responsibility.

Every meeting must have a chair, whose duties are to ensure that the meeting is conducted in such a way that the business for which it was convened is properly attended to, and that all those entitled to may express their views and that the decisions taken by the meeting adequately reflect the views of the meeting as a whole. The chair will also very often decide upon the agenda and might sign off the minutes on his or her own authority.

Individual Directors have only those powers which have been given to them by the Board. Such authority need not be specific or in writing and may be inferred from past practice. However, the Board as a whole remains responsible for actions carried out by its authority and it should therefore ensure that executive authority is only granted to appropriate persons and that adequate reporting systems enable it to maintain overall control.

The chairperson of the Board is often seen as the spokesperson for the Board and TECs.

Section 2. Roles of Directors

The roles of the board of directors include :-

2.1 Maintain a clear vision, mission and values

1. Take account of TECs' vision and mission to guide and set the pace for its current operations and future development.
2. Determine and maintain the values to be promoted throughout TECs.
3. Determine, maintain and review TECs' goals.
4. Determine and maintain TECs' policies.

2.2 Set strategy and structure

5. Review and evaluate present and future opportunities, threats and risks in the external environment and current and future strengths, weaknesses and risks relating to TECs.
6. Determine strategic options, select those to be pursued, and decide the means to implement and support them.
7. Determine the business strategies and plans that underpin the corporate strategy.
8. Ensure that TECs' organisational structure and capability are appropriate for implementing the chosen strategies.

2.3 Delegate to management

9. Delegate authority to volunteers/service providers, and monitor and evaluate the implementation of policies, strategies and business plans.
10. Determine monitoring criteria to be used by the board.
11. Ensure that controls are effective.
12. Communicate effectively with within the board and with the Support Forum.

2.4 Exercise accountability to Members Stakeholders, Service Providers and the Community

13. Ensure that communications is effective.
14. Understand and take into account their interests.
15. Monitor relations by gathering and evaluating appropriate information.
16. Promote their goodwill and support.

Section 3. Responsibilities of Directors

Directors look after the affairs of TECs, and are in a position of trust. They might abuse their position in order to profit at the expense of others, and, therefore, at the expense of everyone associated with TECs and the wider Community Energy sector. Consequently, the law imposes a number of duties, burdens and responsibilities upon directors, to prevent abuse. Many of TECs' Rules can be seen as a balance between allowing directors to manage TECs' business so as to benefit the Community, and preventing them from abusing this freedom.

Directors are responsible for ensuring that proper books of account are kept.

Directors are particularly vulnerable if they have acted in a way which benefits themselves, financially or otherwise.

- The directors must always exercise their powers for a 'proper purpose' – that is, in furtherance of the reason for which they were given those powers by the Members.
- Directors must act in good faith in what they honestly believe to be the best interests of TECs, and not for any other purpose. This means that, particularly in the event of a conflict of interest between TECs' interests and their own, the directors must always favour TECs'. Please refer to the separate document defining the scope and declaration of a Conflict of Interest.
- Directors must act with due skill and care.
- Directors must consider the interests of others involved with and supporting TECs.