**Non-executive Director Role Profile**

**Overall Purpose**

The directors are responsible for providing appropriate oversight, governance and leadership to Keswick Tourism Association (KTA) in the pursuit of its purpose to protect, promote and further its interests. Directors scrutinise the performance of the staff in meeting agreed goals and objectives, and monitor the reporting of financial and other information, and ensure that financial controls and systems of risk management are robust and defensible.

**Strategy**

* Contributing to constructive debate regarding the strategic development of KTA and any other material and significant issues facing the organisation.
* Establishing clear objectives to deliver the agreed plans and strategy and regularly review performance against those objectives.
* Ensuring the effective implementation of Board decisions by the Tourism Manager.
* Building and maintaining close relations with members and stakeholder groups to promote the effective operation of the organisation’s activities.
* Ensuring the Board of Directors sets challenging objectives for improving performance.

**Compliance & Performance**

* Ensuring that KTA complies with it’s constitution and any other applicable legislation and regulations.
* Maintaining financial viability, using resources effectively, controlling and reporting on financial affairs.
* Ensuring the best use of financial and other resources to maximise value for members’ money.
* Ensuring that financial controls and systems of risk management are robust and that the Board is kept fully informed through timely and relevant information.
* Participating in the appointment of the Tourism Manager and other staff.
* Promoting the highest standards of corporate governance in compliance with regulatory requirements and best practice.
* Ensuring that the KTA meets its commitments to members and that services provided are of a high standard.

**Board Activities**

* Participating fully in the work of the Board, contributing to the corporate responsibility of the Board of Directors.
* Attending, and where appropriate chairing, committees and other ad-hoc meetings of the main Board.
* Working collaboratively with the Tourism Manager.
* Participating in any Board induction, ongoing training and evaluation identified for the individual Board members and/or as part of the Board or committee.

**Miscellaneous**

* Upholding the values of KTA by example.
* Ensuring that the organisation promotes equality, diversity and inclusion for all its stakeholders, and demonstrating this in individual behaviours.
* Uphold the highest standards of integrity and probity, recognising and declaring interests as appropriate and ensuring that the Board and its members work only in the interests of KTA.
* Safeguarding the good name and reputation of KTA.
* Acting as a director of subsidiary companies, where appropriate.

**Directors Duties in the UK**

Directors appointed to the Board form the central authority of KTA and in carrying out their functions owe a series of duties to KTA. The following duties are codified under the Companies Act 2006 sections 171 to 177.

**Section 171 – Duty To Act Within Powers**

The first duty is to follow the company’s constitution and to exercise powers for the “proper purpose”. An example of an improper purpose would be the plundering of KTA assets for personal enrichment – this would go beyond the reason for which the directors were delegated their power.

**Section 172 – Duty To Promote The Success Of The Company**

A director is required to act in a way they consider, in good faith, will be the most likely to promote the success of KTA for the benefit of the members. In doing so, regard must be given t the six factors below:

1. The likely consequences of any decision in the long term.
2. The interests of KTA employees.
3. The need to foster KTA business relationships with suppliers.
4. The impact of KTA operations on the community and the environment.
5. The desirability of KTA maintaining a reputation for high standards of business conduct.
6. The need to act fairly as between members of KTA.

At times the six factors may be in conflict, but the directors should choose the action that will promote the success of KTA for the benefit of members, even if that may sometimes have a negative impact on one or more of the six factors.

**Section 173 – Duty To Exercise Independent Judgement**

A director must exercise their judgement independently of the influence of others. This duty would not be infringed if the director is acting in;

1. Accordance with an agreement or previous collective Board decision which had duly been entered into by the Board; or
2. A way authorised by the KTA constitution.

An example would be ensuring that a director does not allow personal interests, for example in a particular contract, to affect their independent judgement.

**Section 174 – Duty To Exercise Reasonable Care, Skill And Diligence**

A director owes a duty to KTA to exercise the same standard of care, skill and diligence that would be exercised by a reasonably diligent person with;

1. The general knowledge, skill and experience that may reasonably be expected of a person carrying out the functions carried out by the director in relation to KTA (an objective test); and
2. The general knowledge, skill and experience that the director has (a subjective test).

So, if a director has specific skills or expertise, they would be expected to exercise more active scrutiny than one without those specific skills or expertise.

**Section 175 – Duty TO Avoid Conflicts Of Interest**

This section provides that a director must avoid a situation in which they have, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of KTA.

**Section 176 – Duty Not To Accept Benefits From Third Parties**

A director must not exploit their position for personal benefit. E.g., if a director is currently involved in negotiating a new contract with another party and that party offers corporate hospitality, it may be considered to infringe this duty if not declared in the Directors Register of Interests.

**Section 177 – Duty To Declare An Interest In A Proposed Transaction Or Arrangement**

This section requires a director to declare to the other any interest, whether direct or indirect, in a proposed transaction or arrangement with KTA. The extent of the interest must also be declared – the duty may still apply even if the director is not party to the transaction.

Last date of review – 22/06/2022