

MCDC/MCTC/MorVolts Volunteer Directors

Outline of the Role and Responsibilities

The Board of Directors is responsible for:

- Setting the strategic direction to guide and priorities activities;
- Ensuring an effective management structure of the organisation;
- Monitoring the activities of the organisation to ensure they are in keeping with the Memorandum and Articles, its objects, and values.

Being a director of the board is not an executive role and does not involve the day-to-day management of the companies. MCDC employs a team of people to carry out these executive/operational roles. A director may volunteer their time to support a project, but they do so as a volunteer and not a Board Director. The Board of Directors overall **responsibilities** are summarised below:

Vision and Leadership To set the strategy and vision for the company making sure they adhere to the Memorandum and Articles.

Accountability/Transparency Be accountable for everything the company does including managing the resources and activities of the organisation, its spending, setting of priorities and activities and ensuring that appropriate systems and procedures are in place.

Keeping it Legal The Board of Directors must ensure compliance with all legal and regulatory requirements and to seek guidance around any uncertainties. Everything the Board does must also be in line with its Memorandum and Articles of Association.

Financial Oversight Ensure that all money, property, and resources are properly used, managed and accounted for

Managing Staff and Volunteers The Board of Directors must ensure that appropriate policies and procedures are in place for staff and for volunteers, and that both are properly managed and supported by the designated line manager.

Responsibilities of Individual Committee Members The Board of Directors is collectively responsible for all decisions made even if you are not present at a board meeting. Directors have individual responsibilities and duties as Board members. Outlined below are the duties for MCDC Directors.

Directors Duties under the Companies Act (MCDC, MCTC and MorVolts)

- Duty to act within powers (as set out in Memorandum and Articles);
- Duty to promote the success of the company;
- Duty to exercise independent judgement;
- Duty to exercise reasonable care, skill and diligence;
- Duty to avoid conflict of interest;
- Duty to not accept benefits from third parties;
- Duty to declare interest in proposed transaction or arrangements.

Charity Trustees Duties under Trust and Charity Law (MCDC)

Must:

- act in the interests of the charity
- seek, in good faith, to ensure that the charity operates in a manner that is consistent with its objects or purposes
- act with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another person
- ensure that the charity complies with the provisions of this Act, and other relevant legislation

Conflicts of Interest

A conflict of interest exists when your duty to act in the interests of the company/charity conflicts with:

- 1 The interest of the person or organisation that appointed you as a charity trustee/company director (an “appointment conflict”), or
- 2 Conflicts with your own personal or business interest in relation to that matter (a “personal conflict”).

A charity with links to another body must actively manage conflict of interest, especially when a charity’s trustees/company’s directors are all or mostly members or employees of another body, they are likely to face situations where their ability to take independent decisions is called into question.

Charity trustees/company directors should demonstrate through day-to-day practice that they are acting in the best interests of the charity/company. They should show publicly that:

- They are aware of, and managing, any conflict of interest and can demonstrate this
- Where there is a conflict, that the decision on the matter was taken in the charity’s/company’s best interests
- In any situation where a charity trustee/company director is unable to give priority to the charity’s/company’s interests, he or she should consider withdrawing for the decision to be made by other charity trustees/company directors who are not affected by such conflicts
- The charity/company remains able to carry on its business. The charity/company should have a governance structure in place which would allow quorate decisions to be made even if a number of trustees/directors had to withdraw.

It requires commitment and dedication to be a Board member, but it is also the perfect opportunity to share your existing skills and develop new ones while helping to make a significant difference to the local community.

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