

November 2021

Role description: Board Director

Introduction

UKPHR is a private company, limited by guarantee, incorporated in the United Kingdom and registered at Companies House. It is also a Charity, registered as such in England & Wales and in Scotland.

The Board of UKPHR comprises up to 12 directors. They have the legal duties, responsibilities and rights set out in Companies Law. As UKPHR is a registered charity, the directors also have the legal duties, responsibilities and rights of trustees as set out in Charities Law.

The directors are responsible for UKPHR carrying on its business and exercising its powers.

Directors owe responsibility to UKPHR, and to co-directors, to employees and to UKPHR's creditors.

Directors are usually appointed for terms of 3 years and may be re-appointed at the end of a term, subject to a maximum continuous period of appointment of nine years.

UKPHR's constitution comprises its:

- ❖ Memorandum and Articles of Association
- ❖ Standing Orders
- ❖ Board decisions, resolutions and agreements affecting the Company's constitution; and
- ❖ The Code of Practice for Members of the Board, its Committees and Assessors.

You should familiarise yourself with UKPHR's constitution, particularly with any limitations on UKPHR's powers and the directors' powers. You should also familiarise yourself with the responsibilities you bear because of UKPHR's charitable registration ¹.

¹ CC3 The essential trustee

https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/443838/CC3.pdf

The role and purpose of the Board is:

To ensure the success of UKPHR's public register and to enhance UKPHR's reputation within and beyond the public health community, as described in *Role, responsibilities and composition of the Board*.

Key areas of responsibility of the Board and its directors

This is not an exhaustive list, but key areas of responsibility for directors collectively include:

- Ensure UKPHR meets and maintains its aim of protection of the public by promoting high professional standards of all registered professionals
- Support UKPHR's objectives and promote its role as a regulatory body for public health
- Determine UKPHR's purpose and values and review them regularly
- Determine UKPHR's strategy, broad policies, goals, and objectives
- Establish and maintain any Committees and sub-committees required by UKPHR to fulfil its remit
- Work effectively with UKPHR's paid staff to ensure that UKPHR adheres to the principles of good governance and proper accounts are kept
- Engage constructively with key stakeholders in relevant public services
- Establish and maintain good working relationships with the leadership bodies for public health professionals; and
- Monitor the effectiveness of UKPHR's work.

Key individual responsibilities:

This is not an exhaustive list, but key areas of responsibility for directors individually include:

- Take care of UKPHR by ensuring prudent use of all assets, including facilities, people, and good will and provide oversight for all activities that advance UKPHR's effectiveness and sustainability
- Make decisions in the best interest of UKPHR
- Ensure that UKPHR complies with applicable laws and acts in accordance with ethical practices and principles of equality diversity and inclusion, and that UKPHR adheres to its stated corporate purposes and that its activities advance its mission
- Exercise your duties diligently, keeping yourself informed about UKPHR's affairs
- Avoid a situation in which you have, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with UKPHR's interest
- Declare the nature and extent of any personal interest in a proposed or existing transaction or arrangement with UKPHR
- You owe a duty of confidentiality to UKPHR.

Person specification for a director includes the following requirements:

Essential

- A strong commitment to protecting and improving the health and wellbeing of the public in either a lay or professional capacity
- A good understanding of professional regulation and an appreciation of the principles of good regulation
- Board or Committee experience demonstrating the ability to think strategically, look outward and hold an organisation to account
- An appreciation of good governance arrangements and willingness to uphold them
- Experience of establishing good relations with a range of external stakeholders
- Sound judgement, impartiality and common sense
- Excellent communication skills and ability to debate cogently using structured arguments, respecting others' views
- Ability to assimilate complex information, weigh evidence and draw conclusions; and
- Evidence of commitment to the Nolan Principles of Public Life
- Commitment to principles of equality, diversity, and inclusion.

Desirable

- Experience of starting up a new body or successfully guiding change in a complex environment
- Knowledge of the delivery of services in a public service environment and consumer related interests; and
- Knowledge of Government and its operation and infrastructure.

General

UKPHR is permitted to indemnify you in your role as director against certain liabilities owed to third parties and UKPHR can fund the legal costs incurred in defending claims against you covered by the indemnity. UKPHR has appropriate General, Professional, Management and Employer indemnity insurance.

UKPHR's Code of Practice applies to the conduct of all directors.

UK Public Health Register

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