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Role, responsibilities and composition of the Board

Introduction

The UK Public Health Register (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.

All directors should familiarise themselves with UKPHR's constitution, particularly with any limitations on UKPHR's powers and the directors' powers. Directors should also familiarise themselves with the responsibilities each of them individually and collectively bears 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 of the Board

The Board is responsible for self-management: for creating a structure, policies, and procedures that guide and support good governance.

The Board is owed a fiduciary duty by its directors, who must work together at Board level to steer UKPHR towards a sustainable future. They must make decisions that are fair and sensible as well as ethical and legal.

The Board must always have in place appropriate governance and financial management policies. It must have a rigorous approach to risk management and horizon scanning. It must ensure that UKPHR has adequate resources to achieve its objectives.

The main duties of the Board are to:

1. Ensure the success of the register and enhance UKPHR's reputation within and beyond the public health community.
2. Provide continuity for UKPHR by ensuring that governance arrangements are robust, kept up to date and are upheld by directors.
3. Select and appoint a Chief Executive to whom responsibility for UKPHR's administration is delegated, including:
 - reviewing and evaluating the Chief Executive's performance regularly based on a specific job description, including executive relations with the Board, leadership, service planning and implementation, and in management of UKPHR and its personnel; and
 - offering administrative guidance and determining the Board's approach towards recruitment and retention.
4. Govern UKPHR by setting strategy, broad policies, goals and objectives, formulated with the agreement of the Registrar, Chief Executive and employees (as appropriate).
5. Assign priorities and ensure that UKPHR's capacity to carry out services is adequate and to review UKPHR's work with a view to ensuring continuous improvement in performance.
6. Acquire enough resources for UKPHR's operations and to finance its service delivery adequately.
7. Account to stakeholders and the public for UKPHR's services and use of resources, including:
 - providing for fiscal accountability, approving budgets and formulating policies; and
 - accepting responsibility for all conditions and policies attached to operations and service delivery.

The responsibilities of the Board

The Board must set the conditions for efficient Board and Committee work, for example, it must:

- Prepare a written role description for individual directors, including the Chair and Vice Chair
- Develop an annual schedule of meetings, determined in the preceding year
- Circulate clear and thorough information about meetings, including an agenda, to all members in a timely way
- Maintain complete and accurate minutes of all meetings, and publish these minutes upon ratification
- Keep meetings focused and stimulate the broadest possible participation by members
- Allow directors opportunities to serve on Committees and task & finish groups

The Board must encourage smooth functioning of Committees, for example, it must:

- Prepare written terms of reference for Committees' and task & finish groups' responsibilities, guidelines, and goals. These organisational documents, which should be approved by the Board's Chair, should be reviewed every three years and revised if necessary
- Distribute tasks among Committee members so that everyone participates but no-one is overloaded
- Create a system of checks and balances to monitor Committee members' work and ensure that tasks are completed on schedule
- Assign an appropriate staff member to work with each Committee.

Other basic responsibilities of the Board include:

1. Determine UKPHR's aims and objectives
2. Select the Chief Executive
3. Support the Chief Executive and review her or his performance regularly
4. Ensure effective organisational planning
5. Ensure adequate resources and manage these effectively
7. Determine and monitor UKPHR's services
8. Enhance UKPHR's public image and reputation
9. Uphold the Registrar's independence in registration matters
10. Assess its own performance.
11. Actively promote principals of equality, diversity, and inclusion across all of its work

The composition of the Board

The Board's composition is set out in the Articles of Association and in accompanying Standing Orders.

The Board needs to draw on a range of skills, knowledge, qualities, attributes and backgrounds to ensure that the Board has a wide enough range of expertise to work effectively and be able to accomplish UKPHR's mission.

The Board should aim for a balance where members are recruited:

- For their status, influence, contacts or public standing; and
- For their specialist skills or knowledge; and
- Because they are representative of those with a stake or interest in UKPHR's work.

Considerations to which the Board should have regard in respect of *status, influence, contacts or public standing* include reputation, record of achievement in public health practice, policy, research and academic teaching and study, relevant positions held in the past or currently and networking skills.

In respect of *specialist skills and knowledge* the Board should consider publications and similar contributions to public health knowledge, practice and policy development, professional and inter-personal skills relevant to the Board's effective functioning and relevant evidence of public health practice competences including registrations and post-nominatives.

In respect of *representation*, the Board should consider geographic and sectoral factors as well as breadth of stakeholder representation and the multidisciplinary nature of public health practice.

UK Public Health Register

16a McLaren Building, 46, Priory Queensway, BIRMINGHAM B4 7LR

Telephone: +44 (0) 121 296 4370

Email: register@ukphr.org

Website: www.ukphr.org

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