

December 2022

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.¹

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.

The role of the Board

The Board is responsible for creating a structure, strategy, policies, and procedures that guide and support good governance and regulatory practice.

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.

¹ <https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3>

The Board must always have in place appropriate governance and financial management policies and arrangements. 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 and healthcare regulation communities.
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.
8. Board to approve appropriate annual meeting rhythm for its governance structure to discharge all relevant business

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 for 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 duties diligently, keeping informed about UKPHR's affairs
- Avoid a situation where there is 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
- Owe a duty of confidentiality to UKPHR.
- Aim to attend 5-6 Board meetings and 5 Committee meetings per year and prepare appropriately

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
- Experience 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
- Evidence of commitment to the Nolan Principles of Public Life
- Clear 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
- Knowledge of Government and its operation and infrastructure.

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
- For their specialist skills or knowledge
- 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 within their sector, 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*:

- For public health professionals, this will include relevant practical experience, research and similar contributions to public health knowledge, 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.
- For lay members, this will include a general understanding of the work of UKPHR and the sector as a whole, as well as significant experience that will enable UKPHR to exercise its functions effectively, efficiently, economically, and with good governance. Lay members will bring their unique perspective, informed by their expertise and experience, to support decisions made by the governing body as a whole.

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.

UKPHR is permitted to indemnify Board directors 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.

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