

BUXTON TOWN TEAM CIC - TERMS OF REFERENCE BOARD OF DIRECTORS

1. OVERALL PURPOSE

To direct the activities of Buxton Town Team, more specifically:-

- (i) to ensure proper governance of Buxton Town Team CIC in accordance with UK law and as set out in the Articles of Association
- (ii) to provide leadership and strategic direction in accordance with the company's stated objectives
- (iii) to ensure sound management of Buxton Town Team CIC in line with best practice and legal requirements
- (iv) to promote and safeguard the reputation of Buxton Town Team CIC and maintain appropriate relations with key individuals and organisations to achieve Buxton Town Team objectives

The Board of Directors is responsible to the Members of Buxton Town Team CIC.

2. MEMBERSHIP

The Board will consist of at least three, and no more than nine directors.

All Directors must be members of Buxton Town Team CIC.

Directors shall be appointed by selection from a shortlist drawn up by in consultation with the membership of Buxton Town Team CIC, in accordance with agreed procedures. The only exceptions to this will be:

- (i) in the initial period of the company's existence, when the first six directors will be the first six members who set up the company, and
- (ii) if for reasons outside the company's control the number of directors falls below the minimum and new appointments need to be made urgently;

in either case, the appointments must be ratified by the membership at the next general meeting.

Each director is appointed for a period of no more than three years, and will resign at the end of this period. Eligibility for re-appointment will be in accordance with the Articles of Association, unless agreed otherwise by special resolution of the membership.

The quorum for Directors' Meetings may be fixed from time to time by a decision of the Directors, but it must never be less than half of the total number of directors at the time, and in any event must never be less than two.

3. AREAS OF RESPONSIBILITY

3.1. PROPER GOVERNANCE

The Board of Directors will:

- (i) ensure that Buxton Town Team CIC operates according to UK law, and in accordance with the Statement of Community Interest, the Articles of Association and any subsequent resolutions and agreed procedures
- (ii) hold at least four Directors' Meetings per calendar year
- (iii) maintain a record of all minutes of Directors' Meetings, procedures and resolutions as hard copy, available for inspection by any member by application to the Secretary
- (iv) ensure that Buxton Town Team CIC maintains and publishes proper accounts as required by law, and formally approve the company's annual financial statements
- (v) organise general meetings of the membership at an appropriate frequency, but at a minimum as specified in the Articles of Association
- (vii) maintain regular direct communication with, and be responsive to the express wishes of, the Buxton Town Team membership
- (viii) appoint the company's financial auditors and agree their remuneration
- (ix) if necessary, manage the process of dissolution of the company in accordance with the Articles of Association

3.2. LEADERSHIP AND STRATEGIC DIRECTION

The Board of Directors will:

- (i) set the vision and strategic priorities for the company in accordance with the Community Interest Statement
- (ii) monitor, review on a regular basis and amend as necessary the strategic priorities, in response to changing internal and external circumstances
- (iii) ensure that there is a common understanding among members and key stakeholders as to the company's objectives, vision and strategic priorities
- (iv) develop and foster a culture of co-operation and consensus, that motivates members to work together effectively and to focus on achieving the objectives of the company

3.3 SOUND MANAGEMENT

The Board of Directors will:

- (i) appoint a Board Chair
- (ii) accept individuals as members of the company, and if it becomes necessary for the good of the company, terminate their membership
- (iii) set up sub-groups, committees and project teams as necessary to achieve the company's objectives, agree their terms of reference and delegate powers as appropriate
- (iv) appoint a Treasurer, and ensure adequate systems for controlling expenditure, monitoring projects against agreed budgets and ensuring that the company has adequate resources in place; if for any period the treasurer is unable to perform his duties, set up alternative arrangements to ensure proper control of the company's finances
- (v) set up administrative procedures to ensure awareness, accountability and proper control of everything that is being done in the company's name
- (vi) report to the membership regularly on the activities and functioning of the company, by maintaining a Buxton Town Team website, and by ensuring that the minutes of all meetings including Directors' Meetings are available to the membership

4. PROMOTE AND SAFEGUARD THE COMPANY'S REPUTATION

The Board of Directors will:

- (i) ensure that the company is not brought into disrepute and that its standing and good reputation in the community is maintained
- (ii) take ultimate responsibility for and monitor the content of the Buxton Town Team website, and for all press releases and other marketing via print and electronic media
- (iii) ensure that financial supporters, other organisations and the community at large are kept properly informed of the company's activities and progress towards its objectives
- (iv) establish and promote regular communications with High Peak Borough Council and with Derbyshire County Council to enlist their support and assistance in achieving the company's objectives
- (v) seek to develop and maintain collaborative relationships with other organisations who share similar objectives
- (vi) seek to develop and maintain functional relationships with commercial entities, major employers and key individuals, in furtherance of the company's aims and objectives

Adopted 24 April 13