

CHARTERED INSTITUTE FOR ARCHAEOLOGISTS

Board of Director Duties and Responsibilities

Introduction

The Chartered Institute for Archaeologists (CIfA) is governed by its Royal Charter and by-laws. The affairs of CIfA are managed by the Board of Directors which has legal responsibility for CIfA. An Advisory Council provides advice to the Board of Directors on policy matters and the long-term strategy of CIfA.

This document provides members of the Board of Directors with a clear understanding of their duties and responsibilities. On appointment, Directors are asked to sign up to these duties and responsibilities as set out in this document. Supporting documents, including the Charter, by-laws and regulations, which members of the Board of Directors must be familiar with, are listed at the end of this document.

Composition

The Board of Directors comprises up to twelve members, of which no less than six are elected by the voting members of CIfA. Subject to the provisions of the Charter and by-laws the business of the Institute is managed by the Board of Directors who exercise all the powers of the Institute.

The members of the Board of Director are (clause 3.1 of the by-laws)

- Honorary Chair - responsible to the members for ensuring the actions of the Board of Directors are in accordance with the Charter and by-laws. The Honorary Chair is a voting member directly elected by voting members
- Honorary Treasurer - responsible to the Board of Directors for the administration of the financial affairs of the Institute and for ensuring that proper accounts are kept in accordance with the Charter and by-laws. The Honorary Treasurer is a voting member directly elected by voting members
- Up to six further members of the Institute who are voting members and elected by voting members
- Up to two further Directors who may or may not be members of CIfA, appointed by the Board of Directors as necessary
- The Chief Executive
- and one other member of staff appointed by the elected members of the Board as they deem necessary (at inception the Head of Governance and Finance takes this post)

The Board of Directors is chaired by the Honorary Chair.

Duties

All members of the Board of Directors are expected to

- ensure that ClfA complies with its governing document and any other relevant legislation or regulations
- ensure that ClfA pursues its objects as defined in its governing document
- ensure that ClfA uses its resources exclusively to promote all or any of the objects set out in its governing document
- safeguard the good name and values of ClfA
- ensure the effective and efficient administration of ClfA
- ensure the financial stability of ClfA and that it complies with the financial obligations defined in its governing document
- protect and manage the property of ClfA and ensure the proper investment of ClfA's funds
- appoint and monitor the performance of the Chief Executive and other staff
- ensure that proper external professional advice is obtained on all matters where there may be material risk to ClfA or where Directors may be in breach of their duties
- contribute actively to the Board of Directors and comply with the requirements set out in the Regulations for the Board of Directors

In addition to the above, each member of the Board should use any specific skills, knowledge or experience they have to help the Board of Directors reach sound decisions. This may involve scrutinising board papers, leading discussions (while giving due regard to matters of confidentiality), focusing on key issues, providing guidance on new initiatives or other issues in which the individual has special expertise.

Person specification

All members of the Board of Directors should

- have an understanding and acceptance of the legal duties, responsibilities and liabilities of directors
- have a commitment to the work of ClfA
- have the willingness to devote the necessary time and effort to be able to carry out their duties
- maintain confidentiality and adhere to a high standard of conduct befitting a representative of ClfA
- have strategic vision
- have good, independent judgement
- be able to think creatively
- be willing to speak their mind
- have the ability to work effectively as a member of a team
- acceptance of the seven principles (Nolan's principles) of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership set out in Appendix 1
- be prepared to provide information on these abilities and behaviours as part of the election process, and accept feedback during office

Board member liability

As an organisation incorporated by Royal Charter, ClfA is a corporate body with its own legal identity ie it is ClfA itself that will enter into contracts and employs staff and under normal circumstances, any claims would be brought against ClfA. There are some circumstances where actions may be brought against individual members of the Board, eg in relation to breaches of the Health and Safety at Work Act or civil suits. The liabilities of individual members of the Board of Directors of a chartered body are, therefore, similar to those of directors of limited companies except that the

liabilities are not limited. As Directors of a chartered body there is no requirement to comply with the Companies Act.

The Charter does not contain a guarantee provision so members do not have to guarantee to contribute even a nominal sum if ClfA is wound up.

Insurance

The Charter allows ClfA to indemnify the members of the Board of Directors and the Advisory Council, employees and persons authorised to act on its behalf, and to obtain officers' liability insurance

Every member of the Board of Directors, members of the Advisory Council and any employee or person authorised to act on behalf of the Institute may be indemnified by the Institute against all costs, expenses and losses for which they may become liable by reason of any act or thing done by them in the proper discharge of their office or duty insofar as the indemnity is not inconsistent with the provisions of the Charter.

It is the responsibility of a Board member to declare to ClfA's insurers any material consideration that may affect cover.

Disqualification and removal of a Board of Directors member

A person shall cease to be a member of the Board of Directors (as set out in 3.14)

- (i) if they become bankrupt or makes any arrangement or composition with their creditors generally
- (ii) if they are certified by a relevant professional as not having capacity under the Mental Capacity Act 2005
- (iii) if by notice to the Institute they resign from office
- (iv) if they become prohibited from holding office by reason of any court order made under or any provision of any relevant legislation from time to time in force
- (v) if they are removed from office by a resolution duly passed pursuant to by-law 3.15
- (vi) if they cease to be a member of the Institute (not applicable to Directors appointed by the Board and not members of ClfA)

A member of the Board may be asked to consider their position if they are deemed to have been in breach of any of the aspects of the person specification.

Term of office

Board members are appointed and hold office as set out in 3.1-3.16 of the by-laws. Voting members elected to the board by voting members hold office from the end of the AGM they are elected until the end of the third AGM following their election, after which they are eligible for immediate re-election. The maximum consecutive term of office for an elected member shall be two consecutive three-year terms.

Induction

All members of the Board of Directors are asked to attend an induction session each year and to sign that they have read and understood the legal duties, responsibilities and liabilities of office.

Conflicts of interest

Members of the Board of Directors are required to submit an annual declaration of interests. At a Board meeting, members are expected to declare any conflicts of interest and, if appropriate, to withdraw from the debate.

Confidentiality

As set out in the person specification all members of the Board are expected to maintain confidentiality of the matters that are discussed, and opinions expressed at Board and Advisory Council meetings. It is advised that members check with ClfA staff if they are unsure as to whether an issue is to remain confidential.

Expenses

Members of the Board will be reimbursed for expenses incurred in the pursuit of their duties as Board members as set out in the expenses guidance.

Key Documents

Royal Charter and by-laws
Regulations
Strategic plan
Financial plan
Business plan
Health and safety policy
Conflict of interest policy

Further useful Information (available on request)

Board and Advisory Council membership
ClfA organogram
Expenses claims forms and guidance
List of Board members and contact details
Publications policy
Recruitment plan
Advocacy priorities
Staff handbook

CifA Board of Directors declaration

I, the undersigned, declare that

- I have read and understand the legal duties, responsibilities and liabilities of a Director of CifA as set out in this document.
- I am not disqualified from acting as a Director of CifA
- I have not been convicted of an offence involving deception or dishonesty (or any such conviction is legally regarded as spent)
- I have not been involved in tax fraud
- I have not been declared bankrupt
- I have not made compositions or arrangements with my creditors from which I have not been discharged
- I have not been disqualified from serving as a Company Director
- I have declared any material consideration that may affect insurances
- I have completed a conflict of interest form

Signed	
Name	
Date	

The Nolan Principles

(1995, *First report of the committee of standards in public life*)

1. Selflessness Holders of public office should take decisions solely in terms of the public interest. They should not do so to gain financial or other material benefits for themselves, their family or friends

2. Integrity Holders of public office should not place themselves under financial or other obligation to outside individuals or organisations that might influence them in the performance of their duties

3. Objectivity In carrying out public business, including making appointments, awarding contracts, or recommending individuals for rewards or benefits, holders of public office should make choices on merit

4. Accountability Holders of public office are accountable for their decisions and must submit themselves to whatever scrutiny is appropriate to their office

5. Openness Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider interest demands

6. Honesty Holders of public office have a duty to declare any private interests relating to their duties and to take steps to resolve any conflicts in a way that protects the public interest

7. Leadership Holders of public office should promote and support these principles by leadership and example