



# Information for Potential Trustees

# 2016

## ***THE ROLE OF TRUSTEES***

### **1. BACKGROUND ON THE NATIONAL BOTANIC GARDEN OF WALES**

Opened by HRH the Prince of Wales in 2000, the National Botanic Garden of Wales (NBGW, “the Garden”) is one of the youngest national botanic gardens in the world. Establishment of the Garden was largely funded by the Millennium Commission, with significant additional support from Carmarthenshire County Council (CCC) which granted a 999-year lease for the entire 586 acres/237 hectares of the former Middleton estate, a significant Regency estate and nationally important water park.

HRH the Prince of Wales is the Garden’s Patron, and Gareth Edwards, CBE, is currently its Honorary President. Key stakeholders include Carmarthenshire County Council (CCC), the Welsh Government (WG), Natural Resources Wales (NRW) and the Big Lottery (successor to the Millennium Commission).

The Garden's mission statement best explains its goals:

*"The NBGW is dedicated to the research and conservation of biodiversity, to sustainability, life-long learning and the enjoyment of the visitor."*

And its guiding principles are:

*Conservation, Education, Inspiration*



### **The National Botanic Garden of Wales**

The first botanic garden of the new millennium and a notable addition to the international community of botanic gardens, the Garden stretches over more than 568 acres/237 hectares on the edge of the beautiful Towy Valley in Carmarthenshire. In just 16 years, it has become a place of international significance dedicated to conservation, horticulture, science, education, leisure and the arts.

The Garden's iconic Great Glasshouse, designed by award-winning architect Lord Norman Foster, is now a Welsh landmark. As the world's largest single span glasshouse, it contains probably the best collection of mediterranean-climate zone plants on the planet. Other unique attractions are the double-walled garden, a tropical glasshouse designed by John Belle, and some 446 acres /180 hectares consisting of organic farm land including woodland that was designated in 2008 as a National Nature Reserve. Further garden areas and excellent facilities provide venues and opportunities for a wide range of educational programmes and special events.

The Garden currently employs around 75 full-time equivalent staff (seasonally higher) across a wide span of skills including management and operations, horticulture, science, education, marketing, development, visitor services (including catering, retail, and corporate events), as well as site facilities and operations and farming. The organisation also benefits from the efforts of many dedicated and enthusiastic volunteers who participate in activities to support the charitable endeavour. This has typically provided over 22,000 hours of voluntary input per year.

Generating c.£3M income annually, it has welcomed more than 2.2m visitors since opening and now attracts in the region of 140,000 visitors per annum. Recognised as a national asset in the Science Strategy for Wales and an essential contributor to the region's economy, the Garden works in partnership with over 70 organisations in Wales and across the world; spanning horticulture, education, sustainability, conservation, science & research, arts and Welsh culture.

The Garden site includes an enviable range of restored Grade II buildings together with purpose-built award-winning architect-designed facilities. The horticultural development of the site is now notably maturing and includes the striking Broadwalk herbaceous beds and the double walled garden with tropical glass house designed especially by John Belle. In

addition, there are a wide range of feature areas with special collections and plantings, including a heritage orchard and a bee garden used for education and research. The extensive farmland area operates to organic principles and incorporates a National Nature Reserve (NNR) with a wide mix of habitats including meadows, woodland, lakes and walks. Further areas such as the Apothecary's Hall, Theatr Botanica, and Gallery together with eating outlets and the retail shop provide excellent visitor and tourist facilities and a year-round calendar of special events. The specially designed indoor and outdoor learning venues and resources serve for a wide range of educational and life-long-learning programmes and courses.

Over the last 6 years the Garden has continued to be increasingly successful in securing a wide range of external grant funding, large and small, from diverse sources. As a result it has been able to deliver some notable outputs and outcomes, and to invest in the development and updating of its infrastructure and resources as well as its range of activities. Much of this has involved collaboration with other cognate and complimentary organisations, at regional, national, and international level. A recent success has been a pan-Wales 'Grown Your Own' EU-funded project of £1.54M. Currently underway is a major project aimed at completing the restoration of the Regency Landscape and restoring the necklace of lakes which form a central feature of the Garden estate. This five-year project, estimated at around £6.7M is presently completing the Development phase and has already secured a majority of the funding from sources including the Heritage Lottery Fund, Welsh Government, major trusts and foundations, and a substantial private philanthropic donation of £1M.

The Garden, after wide consultation, published its Ten-Year Strategic Plan which sets out 8 major goals and ambitions for the period up to 2021. This is available in English or Welsh on request.

As a registered charity the Garden also operates a wholly-owned commercial trading company known as Middleton Gardens Ltd. Overall, the Garden now generates approximately two thirds of its own income from admissions and a wide range of commercial and other activities, with the balance currently being provided by grant-in-aid from WG, together with contributions from CCC, Natural Resources Wales (NRW), and others.



## 2. ACHIEVEMENTS AND ACCOLADES

The Garden's achievements and accolades include:

- More than 2.2 million visitors since opening



- DNA barcoding Wales' entire indigenous flora (1,143 species). Wales is the first nation in the world to have achieved this.
- Recognition as a “national asset” for Wales in the Government’s Science strategy, and designation as a STEM (Science, Technology, Engineering and Maths) hub.
- Hosting more than 250,000 formal educational visits, delivering more than 53 curriculum related courses bilingually as well as an active lifelong learning programme.
- Frequently being listed in the top 10 gardens to visit in the UK, voted top in Gardener’s World polls, third in the Best in British Gardens to Visit by the Independent, and first in both the Times ‘Winter Wonderland’ Gardens and Telegraph Best Winter Gardens features.
- Securing more than £50m of grants and £10m of donations. Most recently this includes a £1.4M EU ‘Growing the Future’ initiative which is designed to encourage people, pan-Wales, to grow their own fruit and vegetables.
- Raising more than half its own income – it is less than 50% publicly funded.
- Having more than 50 key partnerships and collaborations with organisations throughout Wales, the UK and overseas.
- Internationally respected plant collections and horticultural recognition including Silver Medals at RHS Show Cardiff (2010) and RHS Chelsea in its centenary year (2013).
- Generating some £5m-£8m economic benefit annually in a rural economy.
- Numerous awards and accolades for landscape, design and construction including Landscape Institute Wales Award “Most Influential landscape scheme undertaken in Wales over the last 75 years”, Decunnick Environmental Award Structural Steel Design Award, BIAT(British Institute of British Architects’) Architecture Award and many more.
- Continuing, leading edge research linked to plants for health, particularly related to the fight against infection.
- Designation of National Nature Reserve status, recognising the international importance of the Garden’s waxcap meadows and rhos pastures.
- Consistent and ongoing cross portfolio contribution to Welsh Government policy outcomes and objectives.
- Major contribution to 8 of Wales’ 22 outcomes required as a result of the UK’s commitment to the UN Convention on Biodiversity, especially in relation to halting the loss of habitat.



- Designated National Nature Reserve demonstrating conservation management for biodiversity in tandem with commercial organic farm enterprise
- A growing library and herbarium with a range of notable collections (Stan Hughes' mycology collection; British Lichen Society collection)
- Wide and varied year-round events calendar and corporate venue, with active programme of cultural, visual, and performing arts activities and displays.
- Welsh Language Board's Bilingual Design Award.

### **3. PLANS FOR FUTURE / GROWTH**

Against a backdrop of national and international economic recession, the Garden's ambition is to fulfil its mission and vision. Challenges over the next decade include:

- Further enhancing the standing of the organisation, its partnerships and reputation.
- Contributing to the improvement of the image of Wales at home and abroad by developing ways in which the Garden can support local/national and international initiatives in relevant areas, particularly biodiversity conservation, sustainability, education, cultural activities, social inclusion and tourism.
- Bringing together funds to implement the Garden's vision and mission, and generally to increase the share of the Garden's annual funding requirement met from commercial operations and non-governmental sources.



### **4. BOARD OF TRUSTEES**

The Board of Trustees provides strategic direction and broad guidance for the work of the Garden. In its membership it seeks to encompass a wide range of perspectives, expertise and experience relevant to the multi-disciplinary nature of the functions of the Garden. Membership of the Board expects both individual and collective responsibility, and external independent viewpoints to fulfil its governance role.

The Board presently consists of 10 Trustees including the Chair and Vice-Chair. The current Chair is Rob Jolliffe, and Vice Chair is John Ellis (see Appendix 1).

## **5. ROLE OF THE TRUSTEES**

A Trustee of the Garden is expected to:

- Support the Director in implementing the organisational vision and strategy.
- Be a company director of The National Botanic Garden of Wales fulfilling all the statutory requirements of that role and complying with the requirements under the Companies Act 2006 (extract in Appendix 2).
- Actively fulfil the duties of a charity trustee and be familiar with these responsibilities. The Charity Commission defines these on its website at <http://www.charity-commission.gov.uk/publications/cc3.asp>.
- Participate in meetings, preparing as necessary, so as to engage with the direction, decision-making, and business of the Garden. Meetings of the Board are normally held five times a year (approximately bi-monthly) at the Garden. These generally last three to four hours with preparation expected in advance. Currently one additional meeting may be scheduled that has a particular governance or topical focus. The ability of Trustees to participate regularly in meetings, take an active interest in and engage with the Garden at reasonable frequency are important elements of the role.
- Act in an ambassadorial role, attending functions, events and exhibitions as opportunity and time permits as well as widely promoting the Garden through whatever avenues are appropriate. This includes facilitating relationships, brokering contacts, and enhancing communication both internally and externally as well as with stakeholders, partner organisations, interested bodies, groups and individuals.
- Liaise with other Trustees, the Director, the management team, and others as suits the best interests of the Garden.
- Serve on Board committees (Audit, Nomination and Remuneration) and recruitment/selection panels and other ad hoc sub committees, when required.

## **6. PERSONAL SKILLS AND QUALITIES OF A TRUSTEE**

As a national institution, The Garden seeks Trustees with a wide range of skills and qualities commensurate with this position. Trustees need to have vision, and the ability to promote and progress the Garden's mission. Trustees are expected to act collectively and individually in the best interests of the Charity, bringing external independent viewpoints to support its success.

Important qualities include:

- **Governance and leadership**

Evidence of leadership qualities, experience, and capability, through holding such roles, for example in a large or medium-sized organisation. Coupled with this, the ability to distinguish between governance and executive operational responsibilities is important.

- **Representational and ambassadorial skills**

Wide and well developed ambassadorial and social skills, with the capacity to inspire and influence others so as to generate a positive attitude towards the Garden. This applies to relationships at all levels with organisations, groups, and individuals both internationally and with the National Assembly for Wales, the Welsh Government, Councils of the Welsh Local Government Association and other key stakeholders, including Members of the Garden and potential donors and partners.

Individual Trustees may be asked to act in formal or informal roles, chairing meetings, opening exhibitions, welcoming important visitors, visiting other locations, etc. Such roles may occupy additional time and will demand additional confidence and skills in public speaking, interpersonal relations, negotiation and advocacy.

- **Ability to act with independence as well as in a participatory/committee role**

Trustees need to be able to form their views and present these coherently both individually and independently, as well as collectively as part of the Trustee Board. Excellent impartiality, analytical, listening, and interpersonal communication skills are therefore required in combination with the capacity to persuade others and accept collective decision and responsibility. The ability to chair meetings, for example of sub-committees or recruitment panels, effectively, and to work with a wide range of different individuals and perspectives to form consensus is expected.

- **Empathy for the vision of the National Botanic Garden of Wales, its achievements, evolution, and history, in addition to its contribution to Wales.**

Trustees should hold a broad appreciation of the mission of the Garden, and be convinced of its importance and relevance to conservation, biodiversity, education, and sustainable development. They will also need to recognise and be able to contextualise the situation, position, and achievements of the Garden so far as a young and developing organisation with latent ambition for a long-term trajectory.

- **The Welsh Language**

The ability to speak Welsh fluently is not considered essential but Trustees must be comfortable working in a bilingual environment and have a strong respect and commitment to appreciating and understanding bilingualism and the importance of the Welsh language in the cultural sphere and communities of Wales.

## **7.PARTICULAR EXPERTISE AND CAPABILITY CURRENTLY SOUGHT**

The Garden has ambitions to consolidate and expand its reputation as a national centre of excellence within Wales. It is now looking for new Trustees to join its Board who offer attributes and skills complementary to strengths already represented. The Board is especially keen to attract interest from those who can bring commitment, fresh perspectives and high level capability and expertise to the Board. The following fields would be particularly welcomed although we are keen to consider all expressions of wish.

- **Commercial and retail** – experience in a large organisation promoting attractions and best value for visitors/consumers.
- **Science education, lifelong learning, interpretation and public engagement** – including but extending beyond plant sciences to encompass and include STEM (science, technology, engineering and mathematics) disciplines relevant to the Garden's wider remit, as well as appreciation of digital technologies and the potential for harnessing these to extend outreach and engagement. A personal record of strategic and practitioner education experience in classroom sciences and education/curriculum development would be particularly valuable.
- **Rural land use including agriculture, woodland, and food growing** – knowledge and expertise relevant to rural and sustainable land uses particularly in the Welsh context including grassland management and woodland improvement, restoration and economic regeneration; organic or food-growing enterprises; traditional rural resource optimisation and economics.
- **Historic landscape and heritage restoration** – extending to encompass interests such as conservation and stewardship as well as conservation management planning in historic parks and gardens contexts; heritage asset management and site care; landscape archaeology; heritage tourism, and visitor management'
- **Strategic and operational capital asset management and maintenance** – experience and practitioner skills relevant to building infrastructure as well as technical services and designed resources; architecture and design matters; associated capital project management.
- **Marketing, public relations, media** – experience in destination marketing and attracting visitors
- **Tourism experience** - especially from a Welsh perspective.
- **Social return on investment** – experience in quantifying the local, regional and national economic benefit to enable the Garden to understand and promote these outcomes in telling the story of the Garden and identifying its successes with stakeholders and fundraising.

### **Other attributes**

- Commitment to equality issues and challenging discriminatory practices when appropriate.
- Enthusiasm and interest in growing the social role of botanic gardens and widening their reach and participation by all in society.
- Proven commercial experience and expertise in relevant fields of operation.

## **THE NOLAN PRINCIPLES**

The Public Standards Committee has set out “Seven Principles of Public Life” which Trustees should adhere to. These are:

Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership

### **8. ELIGIBILITY**

Applicants for vacancies on the Board should be persons who conduct themselves at all times in a manner which will maintain public confidence. In particular, all Trustees are required to declare whether they are aware of anything in their private or professional life that would be an embarrassment to themselves or to the Garden if it became known in the event of appointment.

### **9. TERMS OF APPOINTMENT**

Appointment will normally be for a period of four years. A further period of reappointment thereafter may be offered.

Appointed Trustees will be invited to participate in a programme of induction and familiarisation with the Garden. Relevant training to help Trustees properly carry out their duties will be provided by the Garden.

### **10. REMUNERATION/EXPENSES**

In line with Charity Commission recommendations, remuneration itself is not permitted for Trustees except in exceptional circumstances. No travel expenses have been claimed by Trustees.

### **11. FURTHER INFORMATION**

For further information about the National Botanic Garden of Wales we recommend that you visit our web site: [www.gardenofwales.org.uk](http://www.gardenofwales.org.uk)

### **12. EXPRESSIONS OF INTEREST AND SELECTION PROCESS**

If you are interested in becoming a Trustee you are encouraged to submit an expression of interest as indicated below. Selection and appointment of Trustees will be in line with recognised best practice among public bodies, aiming to use an open and fair process, and will involve an interview. The principles of fair and open competition will apply and selection will be made on merit in relation to the needs of the role and the Board.

The Garden welcomes and encourages applications for the role of Trustees from individuals currently under-represented on the Trustee Board including women, ethnic minority community groups and disabled people.

An expression of interest is expected to include a current CV together with a cover letter and clear personal statement, in the context of the requirements outlined above, setting out the qualities and attributes you would be able to offer the Board and could bring to your

appointment as a Trustee. Please also nominate two referees willing to support your expression of interest with a reference. Electronic copies should be sent to:

Janine Oram  
HR Administrator  
[Janine.oram@gardenofwales.org.uk](mailto:Janine.oram@gardenofwales.org.uk)

## Appendix 1: TRUSTEES OF THE GARDEN – 2016

### List of Trustees



**Rob Jolliffe (Chair)** has a banking background having worked in London and abroad for several large investment banks through the last 30 years. He has been a Trustee for over seven years and has been Chairman of the Board for the last 5 years.



**John G Ellis (Vice-Chair) OBE** was the last Director of Education for Dyfed County Council. Is currently Vice-President of Dolen Cymru (Wales-Lesotho Link), Ambassador for the Duke of Edinburgh Award Wales, Director and Founding Member of Menter Cwm Gwendraeth, Member of the Executive Committee of the St David's Diocesan Board of Finance. John Ellis has been awarded the Order of the British Empire in the Queen's Birthday Honours List for voluntary and charitable services in Wales and Lesotho, South Africa.



**Sir Roger Jones OBE** is a business entrepreneur and a former governor of the BBC and former chair of the Welsh Development Agency. Past Chair of the Institute of Directors for Wales, chairman of the committee for Wales of the National Trust. Amongst his wide-ranging appointments he is currently Pro Chancellor and holds the Chair of Council at Swansea University. He was appointed OBE in 1996 for services to the pharmaceutical industry, and was knighted in 2005.



**Professor Heather Stevens, CBE** is one of the founders of Admiral Insurance and founder/trustee of the [Waterloo Foundation](#), an independent grant giving foundation dedicated to projects that help globally, particularly in the areas of disparity of wealth and climate-related issues. She has led the development of the [Size of Wales project](#).



**Julie James** is Chairman of Brecon Beacons National Park Authority where she has been a WG appointed Member since 2006 and it is in this capacity that she serves as a Member of South West Wales Regional Tourism Partnership where she is currently Vice Chairman. She holds a variety of public appointments including: Non-Executive Director of Hywel Dda Local Health Board, Independent Member of Audit with Local Government Boundary Commission for Wales, and an Assessor for the Welsh Government's Corporate Health at Work Standard.



**Elizabeth Whittle** is a garden historian. She has wide knowledge of and broad experience with the historic parks and gardens of Wales, having recently retired from her Welsh Government (Cadw) post as Inspector of Historic Parks, Gardens and Landscapes, which she held for 21 years. She has written a book and many articles on Welsh historic parks and gardens. She is currently President of the Welsh Historic Gardens Trust and a Trustee of the Nelson Garden, Monmouth.



**Steffan Williams** has spent his career providing communications advice to enterprises, organisations and governments. He was educated at Lincoln College, Oxford, and is an Old Members' Trustee. He is married with two children and splits his time between London and Carmarthenshire. He is passionate about rugby, fly fishing and wine (but not necessarily always in that order). He has served for more than 10 years as a Member of the Board of Management at the PRCA, is a member of the Development Committee at the Legatum Institute and is a Special Adviser at the Iraq Britain Business Council. He provides communications advice to a number of charities pro bono and is a frequent guest speaker on communications.



**Derek Howell** was born and raised in Cardiff, educated at Cathays High School before undertaking a Mathematics Honours Degree at Bristol University. He joined Price Waterhouse in Cardiff in 1975 immediately after graduating. He remained with the firm, which subsequently became PwC, until 2013, having been admitted to partnership in 1988, working at different times in Wales, the West Country and London. Since retiring from the partnership, he has continued to perform some consultancy work for PwC. Currently also a non-executive director of the Principality Building Society, Derek is also treasurer of St John Cymru Wales. His other interests include playing golf, watching rugby, theatre and the arts.



**Professor John Harries**, originally from Aberavon, is Emeritus Professor of Physics at Imperial College in London. He and his wife, Sheila, now live in Penarth. He has held senior posts in government and academia, at the National Physical Laboratory, the Rutherford Appleton Laboratory, Imperial College, and recently served as the first Chief Scientific Adviser to the Welsh Government. He is an atmospheric physicist with experience in satellite studies of the Earth and its climate. He and his group have detected the first clear signals from space of the growth of carbon dioxide and other greenhouse gases, and their global effect on the Earth's climate.



**Councillor David Jenkins** is the Carmarthenshire County Council representative on the Botanic Garden's Board of Trustees. He is currently Deputy Leader of Carmarthenshire County Council and an Executive Board Member with responsibility for Finance and Budget; ICT; Property/Asset Management; Procurement and Benefits.

As a councillor, he represents the electoral ward of Glanaman for Plaid Cymru.

## **Appendix 2 - Extract from: The Companies Act 2006 - Directors' Duties Guidance**

### **Directors' Duties - Duty to promote the success of the company (172)**

1. A director of a company must act in the way he considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to the —
  - a. likely consequences of any decision in the long term,
  - b. interests of the company's employees,
  - c. need to foster the company's business relationships with suppliers, customers and others,
  - d. impact of the company's operations on the community and the environment,
  - e. desirability of the company maintaining a reputation for high standards of business conduct, and
  - f. need to act fairly as between members of the company.
2. Where or to the extent that the purposes of the company consist of or include purposes other than the benefit of its members, subsection (1) has effect as if the reference to promoting the success of the company for the benefit of its members were to achieving those purposes.
3. The duty imposed by this section has effect subject to any enactment or rule of law requiring directors, in certain circumstances, to consider or act in the interests of creditors of the company.

### **Exercise of Powers - Duty to act within powers (171)**

1. A director of a company must —
  - (a) act in accordance with the company's constitution, and
  - (b) only exercise powers for the purposes for which they are conferred.

### **Independence - Duty to exercise independent judgment (173)**

1. A director of a company must exercise independent judgment.
2. This duty is not infringed by his/her acting in:
  - (a) accordance with an agreement duly entered into by the company that restricts the future exercise of discretion by its directors, or
  - (b) a way authorised by the company's constitution.

### **Standard of Skill and Care Required - Duty to exercise reasonable care, skill and diligence (174)**

1. A director of a company must exercise reasonable care, skill and diligence.
2. This means the care, skill and diligence that would be exercised by a reasonably diligent person with the:
  - (a) general knowledge, skill and experience that may reasonably be expected of a person carrying out the functions carried out by the director in relation to the company,

and

  - (b) general knowledge, skill and experience that the director has.

### **Conflicts of Interest - Duty to avoid conflicts of interest (175)**

1. A director of a company must avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company.
2. This applies in particular to the exploitation of any property, information or opportunity (and it is immaterial whether the company could take advantage of the property, information or opportunity).
3. This duty does not apply to a conflict of interest arising in relation to a transaction or arrangement with the company.
4. This duty is not infringed if the —
  - (a) situation cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - (b) matter has been authorised by the Directors
5. Authorisation may be given by the directors where the company is a —
  - (a) private company and nothing in the company's constitution invalidates such authorisation, by the matter being proposed to and authorised by the directors; or
  - (b) public company and its constitution includes provision enabling the directors to authorise the matter, by the matter being proposed to and authorised by them in accordance with the constitution.
6. The authorisation is effective only if —
  - (a) any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director, and
  - (b) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.
7. Any reference in this section to a conflict of interest includes a conflict of interest and duty and a conflict of duties.

### **The “No Bribe” Rule - Duty not to accept benefits from third parties (176)**

1. A director of a company must not accept a benefit from a third party conferred by reason of
  - (a) his/her being a director, or
  - (b) his/her doing (or not doing) anything as director.
2. A “third party” means a person other than the company, an associated body corporate or a person acting on behalf of a company or an associated body corporate.
3. Benefits received by a director from a person by whom his/her services (as a director or otherwise) are provided to the company are not regarded as conferred by a third party.
4. This duty is not infringed if the acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.
5. Any reference in this section to a conflict of interest includes a conflict of interest and duty and a conflict of duties.

# Action Points:

## **1. Take responsibility for better environmental and social performance**

Directors have a legal responsibility to have regard to the company's wider impacts. The company must foster a working environment in which the wider responsibilities of the company are both accepted and fulfilled.

## **2. Provide full and proper social and environmental reporting**

The Act contains detailed provisions as to which companies must report on social, environmental, employee, community, contractual relationships with suppliers and others and as to the information required to be given.

## **3. Have regard to the interests of creditors**

The Act does not expressly require directors to have regard to the interests of creditors. However, the Act does make clear that the statutory duty to promote the success of the company must in certain circumstances give way to creditors' interests.

## **4. Ensure proper procedures for decision-making**

The board must ensure that all of its decisions are taken in accordance with the Act. This will be made easier if proper procedures for decision making are put in place.

## **5. Understand obligations under the Companies Act 2006**

Directors must make themselves aware of their obligations under the Act and must put in place procedures to ensure that such awareness runs throughout the board.

## **6. Develop a proactive approach to corporate governance and understanding the company's affairs**

The board should acknowledge that it encourages directors, particularly non-executive directors, to enquire into the conduct of the company's affairs.

## **7. Ensure adequate information flows**

The board must ensure that directors should have a proper flow of information to enable them to comply with their statutory duties.

## **8. Guard against conflicts of interests**

The board must put in place procedures to deal with conflicts of interest

## **9. Management of subsidiaries**

The board must accept that its decisions may impact indirectly upon stakeholders in the company's wider business. In particular, where a company operates through subsidiaries it is not sufficient for directors to turn a blind eye to such operations simply because the directors may not be directly responsible for the management of those subsidiaries.

## **10. Acknowledge that statutory duties apply to all areas of decision-making**

Directors should acknowledge that they must comply with their statutory duties regardless of whether they are making decisions in a board meeting, in committee, or as individuals.

## **11. Responsibility for employees and other staff**

Directors should acknowledge that they are, both collectively and where appropriate individually, responsible for the conduct of employees and other staff.