



(Taken from the BPA Council Handbook - APPENDIX F)

## Terms of Reference for BPA Board

Articles 7-10 of the Articles of Association and Clause 9 of the Regulations outline the company law and main responsibilities of the BPA Board. These Terms of Reference exist as supplementary information.

### Main Purpose

The BPA Board is subject to the Articles of Association and responsible for the management of the Association's business. Its members are the Directors of the Association and hold the fiduciary responsibilities exercising all the powers of the Association.

No matter how effective a Board of Directors may be, it is not possible for the Directors to have hands on involvement in every area of the Association's business. An effective Board controls the strategic direction of the Association but delegate's day to day responsibility to the Executive management under the direction of the Chief Executive.

### Purpose and Responsibilities

1. The BPA Board shall be responsible for developing the Association's strategic objectives and policies consulting as appropriate with the Council of Representatives. These include the following:
  - a. recommending to members at an AGM/EGM changes in the Memorandum and Articles of Association;
  - b. responsibility for the nomination and appointment of members to the Council and Officer roles.
  - c. Removal of any one member(s) of the BPA Board in accordance with agreed procedures;
  - d. advise the Council on key strategic, professional and policy issues relevant to members of the Association;
  - e. receive, discuss and approve the Budget, Annual Report and Accounts placed before it by the Executive.
  - f. review the performance, and the appointment of the auditors.
  - g. keep the Association's vision, mission, values and policies under review, so that the organisation continues to meet the needs of its members;
  - h. develop and agree an annual business plan, including cash flow forecast;
  - i. develop and agree an annual budget that is in line with the agreed objectives and strategy;
  - j. develop and agree investment and reserves policies and strategies that support the achievement of the Association's strategic objectives;
  - k. identify and manage the major risks facing the Association;
  - l. oversee the admission of members and the benefits, subscriptions and fees or payments to be made by members;
  - m. oversee the organisation's senior staff in implementing appropriate strategic planning and operational processes;
  - n. undertake the recruitment of the Chief Executive and confirm the appointment
2. The BPA Board shall consult the Council on matters of strategy and policy relating to the objects of the Association and shall take account of the views of the Council.



3. Any delegation of the BPA Board's powers or decision making may be undertaken in line with the powers granted under Article 10.
4. The BPA Board may appoint such Boards, Advisory Panels or Working Groups as it considers necessary from time to time and shall specify the terms of reference of such Working Groups. The BPA Board may delegate authority where it considers appropriate.
5. Minutes shall be taken of all meetings of the BPA Board and made available, within a reasonable timeframe, for scrutiny by Council members.
6. The BPA Board shall produce an Annual Report of the Association which shall deal with the activities of the Association since the previous Annual Report and which shall incorporate a report by the Auditors together with an Income and Expenditure Account and Balance Sheet.
7. The formulation and review of staff remuneration will be undertaken by a sub-group of the BPA Board.
8. The BPA Board may invite others with relevant experience and expertise, including professional advisers and external consultants, to attend BPA Board meetings from time to time in an advisory non-voting capacity.

**Composition and Terms of Office** - *See Table 1 appended to the Regulations.*

Guidance on effective board meetings can be found at Appendix.