

Learn Sheffield

Role description – Company Director

General duties

Directors must perform a set of six general duties under the Companies Act 2006.

Company's constitution: Directors must follow the company's constitution and its articles of association. The constitution sets out what powers Directors are granted and the purpose of those powers.

Promote the success of the company: Directors must act in the company's best interests to promote its success. In particular, Directors must consider the

- consequences of decisions, including the long term
- interests of its employees
- need to support business relationships with suppliers, customers and others
- impact of its operations on the community and environment
- company's reputation for high standards of business conduct
- need to act fairly to all members of the company

Independent judgement: Directors must not allow other people to control their powers as a Director. Directors can accept advice, but you must use their own independent judgement to make final decisions.

Exercise reasonable care, skill and diligence: Directors must perform to the best of their ability. The more qualified or experienced Directors are, the greater the standard expected of them.

Skills and Experience: Directors must use any relevant knowledge, skill or experience they have (for example, if they are a qualified accountant).

Avoidance of conflicts of interest

- Directors must avoid situations where loyalties might be divided. Directors should consider the positions and interests of family, to avoid possible conflicts.
- Directors should tell other directors and members about any possible conflict of interest, and follow any process set out in the company's articles of association.
- This duty continues to apply if you're no longer a director. You must not take advantage of any property, information or opportunity you became aware of as a director.
- Directors must not accept benefits from a third party that are offered, linked to the role of Director. This could cause a conflict of interest.
- The company may allow Directors to accept benefits like reasonable corporate hospitality, if it's clear there's no conflict of interest.
- Directors must tell the other directors and members if they might personally benefit from a transaction the company makes. For example, if the company plans to enter a contract with a business owned by a member of your family.

Specific roles and duties as a Director of Learn Sheffield

Directors of Learn Sheffield must/should:

- Attend board meetings and any sub-committees to which directors are appointed
- Be familiar with and contribute & uphold the vision, values and ethos of Learn Sheffield
- Provide a creative and informed contribution in looking at objectives and plans devised by the chief executive and the executive team.
- Provide independent oversight and constructive challenge to the executive team
- Bring independent judgement to bear on issues of strategy, performance and resources
- Ensure that resources are well spent in pursuit of the Company's priorities, provide oversight on the integrity of financial information and ensure that financial controls and systems of risk management are robust and effective.
- Contribute to the board's work making use of relevant specialist skills, knowledge and experience to bring insights, guidance and contacts
- Help connect the Company and board with networks of potentially useful people and organisations and, as appropriate, represent the company externally

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