

Directors Role and Responsibilities

Statutory responsibilities

Under the Companies Act 2006 several general duties are prescribed for directors as follows:-

- 171. Duty to act within powers.*
- 172. Duty to promote the success of the company.*
- 173. Duty to exercise independent judgment.*
- 174. Duty to exercise reasonable care, skill and diligence.*
- 175. Duty to avoid conflicts of interest.*
- 176. Duty not to accept benefits from third parties.*
- 177. Duty to declare interest in proposed transaction or arrangement.*

Role of Directors of LLG

Fiduciary Duties

1. To act as a Director of Lawyers in Local Government (the Company) in the best interests of the Company with honesty and good faith towards its members, employees, partners, funding agencies, sponsors and of the local government community.
2. To use such personal and professional skills together with such contacts, experience and judgement as they may possess with integrity and independence to optimise both the short and long term performance of the Company and in particular the areas of their individual responsibility.
3. To play a full part in enabling the Board to arrive at balanced and objective decisions in the performance of its agreed role and functions.
4. To ensure that the objectives of the Company, as agreed by the Board, are fully, promptly and properly carried out.

Directors' Obligations

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5. To attend all Board meetings called during the year, unless prevented by exceptional circumstances.
6. To attend the Annual General Meeting and such other General Meetings of the Company as may be necessary.
7. To act as a member of such Committees of the Board as the Board shall decide, attending all meetings of such Committees unless prevented by exceptional circumstances.
8. To place on the agenda for meetings of the Board or Committees of the Board any matter relating to the Company's business which the Director considers should be discussed.

Board Obligations

9. To ensure that the decisions of the Board are fully, promptly and properly carried out.

10. To challenge and contribute to the development of strategy constructively.
11. To scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.
12. To satisfy themselves that the integrity of financial information and that financial controls and systems of risk management are robust and defensible.
13. To ensure that they are consulted upon and participate in the appointment and dismissal of all employees.
14. To ensure that they are consulted upon and receive adequate information in a timely fashion about the finances, proposed strategy plans and activities that would have a material effect on the Company.
15. To ensure that they fully understand:
 - the business of the Company and its services,
 - the roles of employees and contractors of the Company;
 - the Company's organisation, structure and methods of working.
16. To seek continually to develop and refresh knowledge and skills to ensure any contribution to the Board remains informed and relevant;
17. To ensure that any concerns which cannot be resolved about the running of the Company or a proposed action are recorded in the minutes of Board meetings.

Personal Obligations

18. To ensure that they comply with all their obligations as a Director required by law, the Company's Articles of Association, and decisions of General Meetings.
19. To obtain independent professional advice at the Company's expense should they consider that this is required in order to enable them to discharge their duties as a Director provided that they first obtain the permission (not to be unreasonably withheld) of the President who shall promptly report such request to the Board.
20. To disclose immediately any personal interest in any activity of the Company and take no further part in any Board or committee discussion of the matter.
21. To accept such outside appointments as shall be agreed by the Board as being compatible with the company's demands on the Director's time, and not being detrimental to the interests of the Company.

Specific Responsibilities

22. To undertake any responsibility allocated in accordance with the Director's specific Role or delegation.

Adopted by the Board
26 April 2013