

National Committee Member Role Description

NC membership is open to all Members (not Associates) of Resolution. The maximum number of voting directors, as set out in the [Articles of Association](#), is 21.

NC members are elected at the Annual General Meeting (AGM), which is usually held in March or April. Newly elected members take up their role immediately after the AGM, and are inducted as soon as possible.

Remuneration

The role of NC members is not accompanied by any financial remuneration, although you can claim expenses for travel and subsistence.

Time Commitment

- There are eight NC meetings a year, two of which take the form of 'away days' spread over two days, and two of which are joint NC and Regional Liaison Committee (RLC) meetings.
- Regular NC meetings are usually held in London and last approximately four hours, requiring a considerable amount of reading and preparation. Joint NC and RLC meetings are also approximately four hours.
- NC members are expected to attend as many of the NC meetings as possible, and if they fail to attend three consecutive meetings without providing a reasonable explanation, NC can resolve to remove them. See Article 12.1.4 of the Articles of Association.
- NC members attend National Conference each year, including the AGM.
- NC members also get involved in other national and regional committees and [strategic objective](#) groups. Your particular responsibilities will be agreed with the Chair and the Chief Executive soon after the AGM. This additional work is voluntary, and it works best if NC members are linked up with committees and groups that reflect their interests, so we try hard to achieve this. This additional work will take up more of your time, attending meetings and carrying out actions relating to the groups with which you are involved.

Overview of the role

NC members are directors of Resolution and their powers are set out in the Articles of Association. Their overall purpose is to work towards Resolution's strategic objectives as stated in the Articles of Association and to develop a strategy for the delivery of these objectives.

Becoming a member of Resolution's NC brings many opportunities, including:

- Making a difference: within Resolution; for the public; and for the membership.
- Being a part of, and shaping, Resolution's work.
- Developing a network of peers and mutual support.
- Sharing knowledge.
- Developing your skills.
- Getting the best out of yourself and others.

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Principal responsibilities

- Lead the organisation, uphold and promote the objects, vision, mission and values of Resolution.
- Set the organisation's strategic objectives, policies and priorities, based on the input of members, committees, sub-committees and working parties; and in partnership with the staff team.
- Ensure proper consultation and involvement of the membership in the activity and direction of the organisation.
- Comply with, and challenge incidents that contravene, the organisation's Articles, policies and procedures
- Develop and maintain the financial health of the organisation.
- Take collective responsibility for policy decisions and for the delivery of plans and objectives, supporting all decisions once they have been agreed by NC.
- Act as an ambassador for Resolution.
- Ensure that comments about Resolution's work reflect current organisational policy even when these may be different from your own personal views.
- Ensure the accountability of the Chief Executive and the staff team.
- Communicate effectively decisions made by NC to other members.
- Abide by the behaviour expectations set out in the section below.

Main duties

- Bring expertise and skills to NC meetings and activities, sharing ideas and engaging with discussions, activities and objectives.
- Consider reports from, and agree the work plans of, Resolution's sub-committees, working parties and staff team.
- Be prepared to undertake activities such as joining task-specific sub-groups, joining or chairing committees and working parties, writing articles, representing Resolution externally, and contributing to consultation responses, training or workshops.
- Be proactive in taking on and completing delegated tasks, and work with other committee members to complete tasks between meetings, reporting to the Chair as necessary.
- Maintain and improve good committee governance practice, supporting the Chair and EC in their leadership and management of the organisation and the staff team and volunteers in their respective roles.
- Take an active role in the monitoring of the organisation's finances.
- Challenge proposals appropriately to ensure Resolution's resources are best applied to the interests of all members.
- Attend NC meetings on time, and provide apologies for absence to the Chair, Secretary or Membership Director when it is not possible to attend.
- Prepare for NC meetings by reading papers, preparing contributions and identifying potential tasks, to be able fully to contribute to debates, decision-making and voting.
- Only in conjunction with the Communications team and other appropriate Resolution staff, act as a spokesperson for Resolution on behalf of NC with the media and key stakeholders.
- Respect organisational, NC and individual confidentiality.
- Ensure that you do not gain materially or financially from your role on NC and use Resolution's resources responsibly.
- Take responsibility for liaising with particular regional committees.

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Person specification

- Member (not Associate) of Resolution.
- A strong and visible passion and commitment to Resolution and its vision, mission and values.
- Good, independent judgement and strategic vision.
- An understanding and acceptance of the legal duties, responsibilities and liabilities of directorship.
- A commitment to work effectively as a member of a team.
- A commitment to act with honesty and integrity.
- An understanding of the respective roles of the Chair, EC, directors and Chief Executive and how they interact.
- A commitment to follow Resolution's policies and procedures.
- Willingness to devote the necessary time and effort to carry out the duties required.

Term of office

- An NC member's term of office is for three years initially.
- After the initial term, an NC member can stand for re-election for as many further terms as they choose.
- If an NC member is appointed to an officer role, they remain on NC for the duration of the term of that role, and do not have to stand for re-election to NC for the duration of that term in office.

Duties of National Committee

Statutory duties

As a director, it is important to be aware that you have statutory duties. The company is subject to statutory controls and directors are responsible for ensuring the company complies with these controls. [The Companies Act 2006](#) sets out seven general duties of directors, which are:

- To act within powers in accordance with the company's constitution and to use those powers only for the purposes for which they were conferred
- To promote the success of the company for the benefit of its members
- To exercise independent judgement
- To exercise reasonable care, skill and diligence
- To avoid conflicts of interest
- Not to accept benefits from third parties
- To declare an interest in a proposed transaction or arrangement

A key statutory responsibility of the directors is the preparation of [the accounts](#) and [the report](#) of the directors. It is the responsibility of the directors to ensure the company maintains full and accurate accounting records and that these are filed in the appropriate way.

In addition to the statutory duties outlined in the Companies Act, directors are also subject to a wide range of regulation and legislation. An overview can be found in this [Institute of Directors \(IOD\) factsheet](#).

It is important you understand these duties and responsibilities because directors may be liable to penalties if the company fails to carry out its statutory duties. That said, directors might have a defence if they had reasonable grounds to believe that a competent person had been given the duty to see the statutory provisions were complied with. Directors can delegate duties to staff, but it is their responsibility to make sure the staff are competent to carry out these duties.

Resolution has professional indemnity insurance for directors and officers to protect you from some elements of liability. You are covered for damages in civil court cases, and from debts incurred if the organisation closes down, but you are not protected against fines in criminal cases. This is set out in article 29.1 of the [Articles of Association](#).

Other Responsibilities

In addition to their statutory duties as directors, the key functions of NC members are to:

- Uphold and promote the objects, vision, mission and values of Resolution
- Set the organisation's strategic objectives, policies and priorities, based on the input of members, committees, sub-committees and working parties; and in partnership with the staff team
- Ensure proper consultation and involvement of the membership in the activity and direction of the organisation
- Consider reports from, and agree the work plans of, Resolution's sub-committees, working parties and the staff team
- Ensure the accountability of the Chief Executive
- Agree an annual budget and monitor Resolution's finances
- Ensure Resolution's work is monitored and evaluated
- Ensure risks to the organisation, staff, volunteers and members are at an acceptable level and are effectively managed
- Challenge incidents that contravene the organisation's [Articles](#), policies and procedure.