

Board roles and responsibilities



Legal responsibilities of directors

The legal responsibilities of company directors, as outlined on the [UK Government website](#), are limited to following the rules of the company (laid out in the articles), keeping appropriate records, filing accounts, paying any taxes due, and avoiding any conflicts of interest. In addition, there is a wider duty within the Companies Act 2006 (outlined in [ICAEW guidance](#)) to 'act to promote the success of the company for the benefit of its members as a whole', and 'to exercise reasonable care, skill and diligence'.

The company itself also has many legal duties, including maintaining full and accurate accounting records and complying with all relevant laws and regulations, and the directors are responsible for ensuring that the company complies with them.

TJN is not a registered charity, and so is not regulated by the Charity Commission. Nonetheless, as a non-profit company, many of the requirements that are placed on registered charities should be seen as good practice guidelines. These are detailed in [The Essential Trustee](#).

Matters reserved for the board

It is not possible, or desirable, for the board to have 'hands-on' involvement in every area of TJN's activities. The directors are responsible for the oversight and governance of TJN, but executive and management action is delegated to the chief executive (and thus to the Senior Management Team or SMT), through the board scheme of delegation. Responsibility for any delegated functions remains with the directors. However, some decisions are the sole preserve of the board, as follows:

- Approving the board scheme of delegation to the chief executive (and thus to the SMT)
- Approving TJN's annual accounts, report and budget
- Ensuring that adequate financial reporting and recording arrangements are in place
- Hiring, managing and dismissing the chief executive
- Appointing and dismissing the company secretary
- Approving any unbudgeted expenditure above £10,000 per year
- Approving the staff remuneration policy
- Approving any major changes to TJN's legal or management structure
- Approving any new funders or projects that have been flagged by any member as 'high risk'
- Approving any collaboration with political parties (e.g. helping to develop their policies)
- Resolving any disputes between SMT members that cannot be resolved through dialogue
- Hearing appeals from staff on SMT decisions that have not been resolved to their satisfaction

Shared decision-making principles

Major strategic and tactical decisions relating to TJN's core work are taken jointly by all members, in line with TJN's co-operative ethos (with equal weight given to all views or votes, regardless of seniority, length of tenure or whether members are also directors). In addition, all members of TJN are consulted on major (as opposed to day-to-day) management decisions. Members of TJN are employees or consultants who have worked at TJN for more than a year, who have applied for membership, and where this has been approved by the directors. Directors are also members of TJN, whether or not they are employees or consultants of TJN (i.e. including non-executive directors).