

## THE ROLE OF THE DIRECTORS AT HOME-START CAMDEN (“HSC”)

### The Constitution and role of Directors

HSC is a Company limited by Guarantee (No. 4177691) and is registered at the Charities Commission as a charity (Registered Charity No. 1086292)

Put simply, HSC is not entitled to carry out a business and only exists to carry out the voluntary work of Home-Start. It is set up as a company and is registered with Company’s Registry. It is a separate legal person and will not be liable to any person for any amount above its own assets at any given time.

The directors of HSC should also not have any responsibility for the debts of HSC as long as they make decisions on behalf of the Company in a careful and prudent way.

HSC is run by its directors who constitute the Chair, the Treasurer and the other elected directors. There are meetings of the Board of Directors every two months and an annual general meeting when everyone interested in HSC is invited to participate.

The Board is supported by the Scheme Manager who runs the charity on a day-to-day basis and attends the Board meetings to provide regular reports on the charity’s work. Members of the Board lead on various areas of the work or contribute to sub-committees set up by the Board to support the Manager and the charity.

When referring to HSC the directors may sometimes be referred to as trustees. Whilst this is not strictly correct, it is often done and the functions of the directors are similar to those of a charity which is not a limited company.

The Directors are responsible for controlling HSC's management and administration and that our income and property are used only for the charitable purposes set out in our Memorandum of Association (a copy of which has been supplied to you). The directors have a duty to act in the interests of HSC as well as acting prudently and reasonably.

### **Who may not be a director**

No-one may be a director if :-

1. They are under 18
2. They have been guilty of an offence of deception or dishonesty
3. They are an undischarged bankrupt
4. They have previously been removed from a trusteeship of a charity
5. They are disqualified from being a company director.

Every director will be asked to sign a statement that he/she is not disqualified and a Code of Conduct.

### **Conflicts of Interest**

As directors must, and be seen to, act in the best interests of HSC, there may be occasions when a potential conflict of interest arises. If a director considers that something has arisen, or might arise, which could influence the way in which any matter affecting HSC is dealt with, the director should mention this to the Chair. The Chair may decide that no conflict could arise or that the director should not be involved in that discussion. It is always better to be safe than sorry and anything, however minor, should be mentioned to the Chair.

### **What Directors should Think About**

- Directors should be prepared to contribute to discussions on the way forward

- Directors must remember that HSC can only do the things covered by its constitution
- Do we need external advice to decide on an issue?
- Is there proper consultation with all directors?
- Are we satisfied that no director has a conflict of interest on any issue?
- Is the Board acting prudently and reasonably on the issue it is considering.
- Is the Board putting the interests of HSC before the interests of any member of staff, director or any other individual or group?
- If you have any concern about the way HSC or the Board is operating, you should air it first with the Chair and if you do not feel happy that your concern has been addressed, you should raise it at a Board Meeting.

Further Information is available from: [www.homestartcamden.org.uk](http://www.homestartcamden.org.uk)