

## **THE ROLES AND RESPONSIBILITY OF COUNCIL MEMBERS**

### **THE ESSENTIAL TRUSTEE**

As a member of Council you are by law both a Director and Trustee of the Suffolk Sheep Society Ltd. These appointments bring certain responsibilities. These are:

- Ensuring the Society is carrying out its purposes for the public benefit.
- Complying with the Society's governing documents and the law.
- Acting in the Society's best interests.
- Ensuring the Society is accountable.
- Managing the Society's resources responsibly.
- Acting with reasonable care and skill.

### **EXPECTATIONS OF COUNCIL MEMBERS'**

You have appointed to council either as a branch representative, or as a President (or President Elect) at the Annual General Meeting. It should be emphasised that whilst you may be representing your Branch, your primary responsibility is to the Society and your branch second. As a Council Member you are expected to:

- Sustain and advance the Society's values and reputation
- Support the consensus of the Council publically irrespective of personal opinion, after fully exercising the responsibility to debate and disagree at Council.
- Be committed to serving the Council as a whole rather than any part of it or any personal or political cause
- Maintain confidentiality as required or appropriate
- Serve as a public advocate and ambassador for the Society. Advocate the Society's interests, but only speak for the Council or the Society when authorized to do so by the Council or the Chair
- Regularly attend Council meetings
- Be well informed and prepared for council meetings in advance.
- Ensure any collective/specific action points are completed.
- Keep up to date with how the Society functions—its bye-laws, needs, finances, programs, events etc
- Maintain effective communications with Branch/Clubs ensuring all members are kept informed of Council decisions, communiques, new initiatives, changes to existing processes etc.
- Inform the Chair promptly and fully of any potential or actual conflicts of interest.
- Understand the difference between the roles of the Council and the administration.
- Recognize that the Chief Executive and the administration are responsible to the Council as a whole, and not to individual members.
- Direct Council Business through the Chair (or Vice Chair).
- Regularly support Society events.

## **STRUCTURE, GOVERNANCE & MANAGMENT**

### **Governing Document**

The Suffolk Sheep Society is a charitable company limited by guarantee, incorporated on 26th May 1886 and registered as a charity on 23rd October 1962. The company was established under a Memorandum of Association which established the objects and powers of the charitable company and is governed under its Articles of Association. In the event of the company being wound up members are required to contribute an amount not exceeding £1.

### **Recruitment and Appointment of Management Committee**

The directors of the company are also charity trustees for the purposes of charity law and under the company's Articles are known as members of Council. Under the requirements of the Memorandum and Articles of Association the members of Council are elected to serve for a period of two years (UK) or one year (South of Ireland) after which they must be re-elected. Nominations are invited from members who must be proposed and seconded. If more than one nomination is received by the due date an election takes place.

### **Trustee Induction and Training**

All new trustees must be members of the Society and will be familiar with the Society's activities. They will have received annual copies of the Report and Accounts and all other Society publications. On becoming trustees, they are provided with the Society's Memorandum and Articles of Association, Charity Commission guide for trustees and detailed papers relating to major projects with which the Society is concerned.

### Risk Management

Internal control risks are minimised by the implementation of written procedures and lines of communication for authorisation of transactions. Specialist advice has been obtained to ensure compliance with health and safety requirements. Staff training has also been provided for specific matters. Every item of work will be assessed and improvements in protocol made where necessary.

### Organisational Structure

The Society is managed by an elected Council plus co-opted members, which meets a minimum of three times during the year. There is a Chairman's Advisory Group to provide guidance to the Chief Executive and Society office between Council meetings. The Chief Executive (Company Secretary) and Personal Assistant attend Council meetings but have no voting rights.

### Public Benefit

The trustees consider they have complied with their duty to have due regard to the guidance on public benefit, as published by the Charity Commission, in exercising their powers and duties.

## **LEGAL RESPONSIBILITIES OF THE COUNCIL OF MANAGEMENT**

Company law requires the Council of Management to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the balance sheet date and of its incoming resources and application of resources including income and expenditure for the financial year. In preparing those financial statements, the Council of Management should follow best practice and:

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charity SORP
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue on that basis

The Council of Management are responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the charitable company and to enable them to ensure that the financial statements comply with the Companies Act 2006, The Charities and Trustee Investment (Scotland) Act 2005 and the Charities Accounts (Scotland) Regulations 2006 (as amended). The Council of Management is also responsible for safeguarding the assets of the charitable company and hence for taking reasonable steps for the prevention and detection of fraud, and other irregularities.

### Administration

The Council of Management have appointed a Chief Executive Officer and have delegated powers to enable him/her to effectively and efficiently manage the affairs of the Society and to provide direction and advice as required. The Chief Executive Officer is also the Breed Secretary and Company Secretary.

The following have been appointed by the Council of Management to act on behalf of the Society as and when required.

**Auditors:** Dafferns LLP, One Eastwood, Harry Weston Road, Binley Business Park, Coventry, CV3 2UB

**Bankers:** Lloyds Bank plc, 48 Belle Vue Terrace, Malvern, Worcs, WR14 4QG  
Bank of Ireland, Lower Baggot Street, Dublin 2

**Solicitors:** Ladders Solicitors LLP, Elm Court, Arden Street, Stratford upon Avon, CV37 6PA

Investment advisors: Charles Stanley & Co., 9-10 St Andrew Square, Edinburgh, EH2 2AF