



Council member (Director) role description

February 2025

Council members are all **full members** of the British Association of Art Therapists (BAAT), who have been elected by members at an annual general meeting to serve as a director of our professional membership body - a limited company.

Council members play an important role for us, as they are required to oversee the strategic direction of the organisation, ensure that it is well governed and managed, and that we meet all our statutory obligations.

All Directors must fulfil their obligations under the Companies Act and ensure the company meets its statutory and other obligations. The Directors will also lead the strategic direction for the company and the office of staff. Directors must not have been made ineligible for Director appointments at any time (eg have been struck off by Companies House).

Council members must be able to commit to attending scheduled Council meetings (typically four times per year) and the AGM and to engage diligently with Council's work between meetings. Council meetings are typically online with one in-person meeting per annum.

Duties

The duties of council members are as follows:

- Ensuring that the organisation acts within its powers.

- Promoting the success of the company for the benefit of members by exercising their responsibility for the management of the company.
- Ensuring that the organisation pursues its objects, as defined in its governing documents, by developing and agreeing a long-term strategy.
- Ensuring that the organisation complies with its articles of association, company law and any other relevant legislation or regulations.
- Ensuring that the organisation applies its resources in pursuance of its objects.
- Ensuring that the organisation defines its goals and evaluates performance against agreed targets.
- Ensuring operational, financial, and reputational risk is understood and managed.
- Safeguarding the good name and values of the organisation.
- Ensuring the effective and efficient management and administration of the organisation, including having appropriate policies and procedures in place.
- Exercising independent judgement and reasonable care, skill and diligence.
- Ensuring conflicts of interest are avoided by not accepting benefits from third parties and by declaring any interests in existing or proposed transactions or arrangements.
- Through the Chair, supporting and appraising the Chief Executive to enable them to effectively discharge their duties and responsibilities
- Assist with succession planning and the identification of new Directors.
- Represents the Board to members and externally at meetings or events.

Council members should have:

- A commitment to the organisation, its aims, and objectives.
- An understanding and acceptance of the legal duties, responsibilities and liabilities of being a director.
- A willingness and ability to devote the necessary time, expertise and effort.
- An ability to work effectively as a member of a team.
- An understanding of the confidential nature of some of the reports that will be shared with Council and a commitment to always maintain confidentiality appropriately.
- Strategic thinking and vision.
- Good, independent judgement and an ability to think creatively.
- An open and resilient approach that demonstrates an interest in engaging with ongoing dialogue, holding in mind that differences of opinion can have the potential for innovation and support the future growth of our profession.
- A willingness to offer constructive challenge in a collegiate way.

- An understanding of, and commitment to, the collective nature of the Board's decision-making, including those occasions when a 'majority vote' has to be taken in circumstances where a consensus view could not be reached.
- A commitment to the organisation's Equality, Diversity and Inclusion policy and strategy
- A commitment to Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty, and leadership.
- Ability to commit to attend four Council meetings per year and the AGM (all usually held on Saturdays), other ad-hoc meetings, time to read papers and prepare for meetings and to contribute to email discussions between meetings.
- Willingness to take on specific roles, on behalf of Council. This could involve representing BAAT at meetings with partners and or stakeholders or taking part in a working group on a particular issue.
- Willingness to undertake induction and training, as required of Directors.
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Conflict of interest

It is important that directors understand any potential conflicts of interest and, if appropriate, declare them accordingly.