

## Guidance on standing for Board of Directors

### Introduction

PEC Renewables is registered as Community Benefit Society under the Co-operative and Community Benefit Societies Act 2014, this makes it a corporate body. Accordingly, its Board of Directors are considered to have the same level of responsibilities as directors of other corporate bodies such as companies.

PEC Renewables abides by the internationally recognised co-operative aims and principles. As a membership body the composition of its Board of Directors reflects the nature of the membership, therefore the Board has a number of places reserved for different categories of members. Depending upon the category Directors are either appointed or elected to the Board and the Board has the right to co-opt up to 2 additional directors in order to bring in additional expertise.

Appointments to the Board of Directors are for three years. All Directors are subject to a maximum of three consecutive terms of office (three x three years). Retiring directors are eligible for re-appointment. Each year a maximum of one-third of the elected Directors are required to seek re-election. Co-opted Directors are appointed until the next AGM.

### Experience and qualifications

Collectively the Board aims to reflect the values, principles, interests and background of the wider membership.

### What is involved in serving on the Board of Directors?

The Board meet quarterly during the year. Along with attending board meetings, members are expected to contribute additional voluntary effort, such as reading papers and reports sent to them and responding as necessary. Additional involvement may include representing PEC Renewables at events. Most Board members also take on other roles, usually by serving on one or more sub-committees concerned with specific areas of activity.

Meetings will be held at a central location in Plymouth. If you decide to stand for election you should be prepared to make a substantial contribution to PEC Renewables and, as a minimum, you are likely to need to be able to give 10-12 days per year. Directors will be fully supported in their role.

In addition, Directors liaise and engage via email, being able to communicate electronically is an important part of being a Director – papers and meeting arrangements are made by email.

### What are the responsibilities of the Directors?

As the Board is representative in nature whilst it is important the Directors are aware of their responsibilities under the law and in relation to good corporate governance, the Board's focus in the main is to lead the strategic thinking and focus of the organisation.

The common law duties of Directors are codified in the Companies Act 2006, and they are considered to apply to Directors of Industrial & Provident Societies. The duties are explained in more detail below:

### Duty of care

Directors have a duty of care, which includes:

- Ensuring they have sufficient knowledge and understanding of the business,
- Understanding the principal risks faced by the business,

- Seeking professional advice when appropriate,
- Delegation of functions when appropriate and supervision of these.

**Due diligence**

Directors are in charge of the organisation's affairs and are fully liable in law. Ignorance is no protection under the law. They must always act with due diligence and will hold greater responsibilities on matters in which they are professionally qualified or experienced.

**Confidentiality**

Directors are in a position of trust both for the Board and the organisation as a whole. They act as trustees and agents for the organisation and its members, and must not disclose confidential matters.

**Expenses**

As a charitable organisation, it is not our policy to pay expenses to attend Board meetings. This can be reconsidered in exceptional circumstances if the cost of attendance at meetings is a significant barrier to an elected or co-opted board member being able to support the organisation. Reasonable expenses of Directors will be considered if undertaking additional engagement activities.

**More information**

If you would like more information or would like to speak to a current member of the Board of Directors, please contact [support@plymouthenergycommunity.com](mailto:support@plymouthenergycommunity.com) or phone 01752 477 117.

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