

Terms of Reference: COUNTER Board

Duties of the Board

The Board is responsible for delivering COUNTER's mission and in doing so is required to:

- Ensure that the company meets the objects for which it was set up as described in the Memorandum and Articles of Association;
- Ensure that the company meets its legal requirements;
- Set COUNTER Strategy, Financial Plan and Operating Plan;
- Monitor the operating and financial performance of the COUNTER;
- Support, monitor and evaluate the Project Director;
- Delegate powers to the Executive Committee;
- Annually report to the COUNTER membership through the Annual Report and Annual General Meeting;
- Approve appointments to the COUNTER Executive Committee, including its Chair;
- Convene an Annual General Meeting of the membership.

Composition of the Board of Directors

- The Board of Directors consists of up to seven Directors;
- The Board may seek suggestions for new Directors from the Executive Committee;
- New Directors are nominated by the Board and appointed by the COUNTER membership at the Annual General Meeting;
- Directors will serve for a fixed tenure of three years. One further term of three years may be served upon re-appointment.

The Chair of Board of Directors

- The Chair is responsible for ensuring COUNTER adheres to its Memorandum and Articles of Association, and to these Terms of Reference;
- The Chair should facilitate the Board to enable it to exercise its responsibilities and ensure the receipt of timely and sufficient information to enable the Board to perform its role;
- The Chair is responsible for ensuring Board meetings are conducted in an atmosphere conducive to constructive and open dialogue;
- The Chair will be elected from within the membership of the Board and will serve for a term of 3 years. One further term may be served upon re-appointment;
- The Chair will be required to work with and support the Executive Committee and Project Director outside of formal meetings of the board;
- The Board will elect a Deputy Chair to serve as the Chair in the Chair's absence.

Quorum

The quorum for the transaction of the business of the directors may be fixed by the directors and, unless otherwise specified, shall be three.

The members of the Board may participate in a meeting of the Board from separate locations by means of conference telephone or other communication equipment which allows those participating to hear each other and shall be entitled to vote or be counted in the quorum accordingly.

Agendas and supporting papers

- The Board will set an annual cycle of meetings of which the agenda will reflect and support COUNTER's business processes;
- The Board agenda will be set by the Board and agreed with the Project Director;
- The Project Director in consultation with the Chair will prepare agendas and any supporting papers and will circulate these 7 days before a meeting of the Board;
- The Project Director will retain digital copies of the Board papers for a minimum of seven years and ensure these are available to Directors on request.