



Association of Dentists in Aesthetic Practice

ADAP Management Board/Director Roles and Functions



Association of Dentists in Aesthetic Practice

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FOREWARD

Dear Director

Welcome to ADAP,

It is my pleasure as Chair of ADAP to welcome you to the Management Board. I hope you will find the role interesting, motivating and challenging. By agreeing to join the Management Board. I would like to remind you that you have committed to operate under the ADAP Code of Conduct, to treat all colleagues with respect and to act with integrity and demonstrate standards expected in such an important role.

As part of the recruitment process you will have seen the Management Board Job Description and the ADAP Code of Conduct. Other useful items are contained in the Handbook which you can obtain electronically from our Administration Section.

I expect you to attend all Management Board meetings (unless there is a very specific reason why this cannot occur), make yourself available to sit on one of our Sub Committees (, Education and Training for example) and to attend the Annual Conference. Members of the Management Board are also asked to lead in specific areas of ADAP activity if they are available (examples would be on finance, governance, regulation, marketing and communications).

From time to time the Board may agree to establish a special Away Day or half day to discuss key matters e.g Strategy and where possible I like all Management Board members to attend.

Our Management Board also appoints Non-Executive Directors without voting rights to attend meetings.

ADAP is a fast emerging and growing organisation but with limited resources and I expect the members of the Management Board to play an active role in the exciting journey we have ahead. My colleagues and I are delighted you have decided to join us and look forward to your active participation

Yours sincerely

ADAP



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1. MANAGEMENT BOARD MEMBERS AND THEIR RESPONSIBILITIES

Management Board Members are the people who serve on the governing body of ADAP.

Management Board members have and must accept ultimate responsibility for directing the affairs of ADAP, and ensuring that it is solvent, well-run, and delivering the outcomes for the benefit of the members for which it has been set up. They must accept all responsibilities associated with being a Director or Non-Executive Director of a limited company.

Compliance –Management Board members must:

Ensure that ADAP complies with company law; in particular ensure that the company prepares reports on what it has achieved and Annual Returns and accounts as required by law.

Ensure that ADAP does not breach any of the requirements or rules set out in its governing document and that it remains true to the purpose and objects set out there.

Comply with the requirements of other legislation and other regulators (if any) which govern the activities of ADAP.

Act with integrity and avoid any personal conflicts of interest or misuse of ADAP funds or assets.

Duty of prudence –Management Board Members must:

Ensure that ADAP is and will remain solvent.

Use funds and assets reasonably, and only in furtherance of ADAP's objects.

Avoid undertaking activities that might place ADAP's funds, assets or reputation at undue risk.

Duty of care –Management Board Members must:

Use reasonable care and skill in their work using their personal skills and experience as needed to ensure that ADAP is well-run and efficient.

Consider getting external professional advice on all matters where there may be material risk to ADAP, or where there may be in breach of their duties.



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2. CORE ROLES OF A ADAP MANAGEMENT BOARD MEMBER

1. Set and maintain vision, mission and values

This responsibility should be carried out in partnership with the Chief Executive of ADAP and should inform all aspects of how ADAP delivers its mission.

2. Develop strategy

The Chief Executive, with knowledge and understanding of the core business of ADAP, will work closely with directors/non-executive directors to advise them as they develop the strategic direction.

3. Establish and monitor policies

Management Board Members will sign off policies developed internally and establish monitoring arrangements for each policy to ensure they are being delivered by officers.

4. Set up employment procedures

Management Board Members will sign off employment arrangements. Directors/Non-Executive Directors will be involved in employment interviews of the Chief Executive.

5. Ensure compliance with governing document

Management Board Members should be aware of the governing document of ADAP, especially its objects and ensure the work of ADAP is aligned with them.

6. Ensure accountability

The Board is responsible for ensuring its work and the work of ADAP is both transparent and accountable.

7. Ensure compliance with the law

Management Board Members should be advised on the legal implications of the Board's decisions; normally a specialist with knowledge of company law is either on the Board or available to the Board to give this advice.

8. Maintain proper fiscal oversight

Management Board Members are responsible for the proper fiscal discipline of ADAP. The Board's Treasurer as well as the Chief Executive are available to the Board to provide advice on the financial implications of decisions the Board has to make. The Board is legally obliged to act to ensure it uses ADAP's assets and funds 'reasonably' and that it takes all necessary steps to ensure the ADAP remains solvent.

9. Select, manage and support the Management Team



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The Board takes responsibility for the appointment of the Management Team and arranges support and management for them in post. This may be delivered by a Board member or chair or by an external advisor.

10. Respect the role of staff

Staff are ADAP's greatest asset, Directors/Non-Executive Directors need to recognise and value their specialist skills, taking time to get to know their work and their aspirations.

11. Maintain effective board performance

Management Board Members should be self-critical of their performance and ensure the business of the Board is properly managed and is geared to support the achievement of ADAP's objects.

12. Promote the organisation

A Management Board Member is the public face of ADAP and any opportunity to promote its work and the effectiveness of its staff should be taken; not only to generate investment in its work but to improve the morale of its staff.

13. Establish Sub-Committees of the Management Board to operate the day-to-day activities of the company.

3. ADAP CODE OF CONDUCT

The ADAP Code of Professional Conduct can be found on the ADAP website [here](#).

4. CONFLICT OF INTEREST POLICY

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The basic conflict of interest policy has been amended in the light of the Companies Act 2006. Note, that as the implications of the new legislation become clearer this policy will be revised.



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ADAP - CONFLICT OF INTEREST POLICY

All staff, volunteers, and Officers/Members of ADAP will strive to avoid any conflict of interest between the interests of the Organisation on the one hand, and personal, professional, and business interests on the other. This includes avoiding actual conflicts of interest as well as the perception of conflicts of interest. The detailed policy on 'Conflicts of Interest' are set out in the ADAP Articles of Association

5. REGISTERS OF INTEREST

GUIDANCE NOTE

1 As a Management Board Member of ADAP, anyone who has a **financial interest** in:

- the supply of work or goods to or for the purposes of ADAP
- any contract or proposed contract concerning ADAP
- any other matter relating to ADAP

must disclose this at the meeting and take no part in discussion or voting on it.

You are also expected to disclose any other relevant situation that may appear to create a conflict of interest or trust when exercising your independent judgement, including situations where **the interest is personal**.

2 You also have the opportunity to disclose **potential** financial or personal interests in the **Register of Interests**. The Register enables Management Board Members and senior staff to disclose business and personal interests in a manner which is open and transparent, and which demonstrates to the public that interests have not influenced the College's decision-making processes. The Register is open to public inspection.

Individuals are in the best position to decide what interests are relevant and should be disclosed. However, the following table contains general guidance as to what might be relevant for disclosure.



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Example Interests	Information to be disclosed
Paid employment	Name(s) of employer(s)
Self-employment or consultancies (paid or unpaid)	Names of significant customers/clients
Significant shareholdings	Name of companies where a significant level of shares is held (more than 1%)
Company directorships	Names of companies
Elected office	Name of authority/organisation
Trusteeships or participation in the management of charities or other voluntary bodies	Name of body/organisation/charity
Business or professional partnerships	Name of organisation/partnership
Public appointments (paid or unpaid) or membership of other public bodies/trusts/governing bodies	Name of organisation/ public body
Membership of professional bodies, trade or other associations	Name of body/association
Membership of closed organisations	Name of organisation
Gifts/benefits/hospitality (offered and/or received)	Name of body/person offering gift, hospitality or benefit, its nature and its approximate value.

- 3 Those making a return are invited to register any interests which, as far as they are aware, spouses or partners, children, own/spouse/partner's close relatives (e.g. father, mother, sibling, stepchild, grandchild or those living in same household or dependent) may have.



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Consider whether members of the public, knowing such information, could reasonably conclude that the relevant interest might influence a judgement.

6. THE LEGAL STATUS OF THE ADAP

ADAP is registered as a company limited by guarantee and subject to the provisions of the Companies Acts.

Director and Management Board members are required to:

Act in accordance with ADAP powers and its objectives and

Safeguard the assets of the company.

MANAGEMENT BOARD MEMBER/DIRECTOR RESPONSIBILITIES

Generally, the Management Board is responsible for the overall functioning of the company. It is responsible for the quality of the service, the financial health of the company, the proper use of funds, and for ensuring effective management.

A Management Board member is also responsible for monitoring its own performance to ensure it operates to a high standard. In addition, the ADAP Management Board Chair will carry out Annual Performance Review interviews with each member of the Management Board (see separate paper).

The legal responsibilities of the Management Board are set out in the Memorandum and Articles of Association which cover things such as membership, appointments, and proceedings of meetings.

The model of governance is one of collective decision-making and collective accountability. The legal power of the Management Board rests with the Management Board as a whole, not with individual Management Board members. This places constraints on what Management Board members may do:

- As a corporate body, Management Board Members should support decisions taken collectively at formal meetings.



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- No Management Board Member should speak on behalf of the Management Board unless specifically authorised by the Management Board.
- All Management Board Members share responsibility for decisions.
- All Management Board Members must respect confidentiality.

THE POSITION OF MANAGEMENT BOARD MEMBER

Voluntary members of the ADAP Management Board may be compared to non-executive directors of the board of a commercial company.

A board of directors is, however, accountable to the company's shareholders – its owners – who can appoint and dismiss the directors. ADAP do separately have Directors who must meet all of the requirements of the Companies Act.

The specific responsibilities of a director may be found in the guidance provided by Companies House.

DIRECTOR RESPONSIBILITIES UNDER COMPANY LAW:

- Promote the success of the business
- Exercise a degree of skill and care. You must:
 - show the skill expected of a person with your knowledge and experience
 - act as a reasonable person would do looking after their own business
- You must act in good faith in the interests of the company as a whole. This includes:
 - avoiding conflicts of interest
 - declaring any conflicts of interest
 - not making personal profits at the company's expense
 - not accepting benefits from third parties
- Act within the limits of the Memorandum and Articles of Association (enclosed in the Trustees Handbook) which set out limits and rules of what can be done (eg the objectives of some companies limit what can be done, and some organisations cannot borrow money)
- Produce annual accounts and ensuring key information including the annual return is sent to Companies House annually (or as it occurs, eg changes in Directors or their personal details).



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- You must obey the law:
 - o Other laws include areas such as health and safety, employment law and tax. For eg under employment law you may be found personally liable for unfair dismissal, discrimination or unfair work practices, and under H&S law you must ensure there is a written health and safety policy and ensure that risk assessments are carried out.
 - o you may be responsible for the actions of company employees
- If in doubt, take professional advice. Acting improperly can lead to fines, disqualification from being a director, personal liability for the company's debts or a criminal conviction.

IF THINGS GO WRONG

- Any concerns should be discussed with the chair in the first instance

7. EXPENSES POLICY

- Personal Expenses are to be claimed on a monthly basis. Expenses are not to be held back for any period greater than two months.
- Receipt of Expenses is expected within 7 days after the month end.
- It is the responsibility of the claimant to send through their claim to Head Office by the cut-off date.
- Expenses can only be paid to the Individual when they complete the official expense claim forms – see attached.
- Expenses can only be made to the individual claiming the expense directly to a bank account.
- Rules for Claiming Expenses:
 - o Expenses can only be paid where the expense is directly related to the work of ADAP
 - o All Expenses are to be signed off by the Chair after Head office has verified the detail fits in with ADAP Policy
 - o All expenses submitted can be questioned by Head Office / Management Board Members and queried if necessary
 - o All claims must be supported by receipts



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•Types of Expenses:

- o Business Entertaining – please note the type of expense, for example Meal – Entertaining new sponsors/clients, drinks with potential new clients
- o Accommodation – overnight stay in a budget hotel (see ADAP Guidelines re prices), plus a meal to the value of £20 and breakfast to a value of £10.
- o Regional Meeting – Drinks & food
- o Travel – Rail / Flights – 2nd class rail fare or budget flights/economy.
- o Travel – Mileage 45p per mile (this takes into account the fuel, depreciation, insurance, wear & tear on the vehicle)

- The payment of Personal expenses will be 14 days after month end

8. BOARD, REGIONAL LEADERS, STAFF LIST

- An up-to-date list of ADAP Management Board Members can be found [here](#).
- An up-to-date list of ADAP Staff can be found [here](#).