

## **BVA Board Terms of Reference**

Last updated: August 2017

### **Board role**

- The Board's role is defined in BVA's Articles of Association which state that: 'the business of the Association shall be managed by the Directors who may exercise all the powers of the Association'.

### **Specific responsibilities**

- Establish and maintain the organisation's vision, mission, and values
- Decide the organisation's strategy and structure
  - Agree the strategic plan and ensure that this is supported by a robust business plan
  - Review strategic options and recommendations by the executive team and decide which should be pursued
  - Ensure that BVA has an appropriate organisational structure and the necessary capability to deliver agreed objectives
- Delegate authority to the executive team to deliver agreed strategies, business plans and policies
  - Agree the annual budget and objectives, review performance and hold the Chief Executive and his/her team to account for delivery
  - Ensure effective internal controls are in place
  - Provide support, advice and constructive challenge to the Chief Executive and his/her team
- Ensure that risks, both internal and external, are identified and managed effectively
- Ensure that the principles of good corporate governance are followed, and make changes as necessary to ensure that BVA's governance remains in line with current best practice
- Ensure openness and transparency by communicating effectively with the Membership and other key stakeholders about the Board's work and decisions

### **Composition**

The Board shall be composed of:

- The 3 BVA Officers
- Up to 4 Directors appointed by the Council from the Membership
- Up to 2 Directors appointed by the Appointments Committee from outside the Membership

All members of the Board are expected to contribute to the work of the Board, both in and outside meetings, including reading papers and proposals, contributing to discussions in person and via email, and volunteering for tasks and actions as appropriate. Board members are encouraged to share their individual experience and expertise with the executive team where this would be helpful.

### **Election and tenure of Board members**

The process for the election and tenure of all Board members is set out in BVA's Articles of Association.

### **Selection of Chair**

The Chair is elected from within the BVA Board and will be invited to serve a three-year term, renewable once.

### **Accountability**

The Board is accountable to the BVA Membership, including through the AGM, for managing the business of the Association.

The Board also needs to be mindful of the fact that the Council is the representative body of the Members, and therefore it is important that the Board communicates effectively with Council and consults Council as appropriate.