

Unipol Student Homes

RESPONSIBILITIES OF DIRECTORS

Within the Articles, and subject to legislative provisions, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company.

The responsibility to manage the Company is given to the Board of Directors as a whole. Board Meetings are held periodically (at least five times a year and more, if necessary) so that Directors can discharge their responsibility to control the Company's overall situation, strategy and policy, and to monitor the exercise of any delegated authority, and so that individual Directors can report upon their particular areas of responsibility.

The Articles also state that the Directors have the authority to regulate their own proceedings as they see fit and in particular to delegate their authority to individual Directors, to committees of Directors or to agents.

The Board as a whole remains responsible for actions carried out by its authority and it should therefore ensure that executive authority is only granted to appropriate persons and that adequate reporting systems enable it to maintain overall control.

Unipol operates a number of Sub Committees that carry out much detailed work in running and developing Unipol. Where a Sub Committee has extensive financial direction then three Directors always sit on that Sub Committee, in other areas two Directors sit on the Sub Committee. Each Sub Committee is chaired by a Director who reports back to the Board (together with the Sub Committees' proceedings and minutes) to ensure the Board remains in overall control of Unipol. The Sub Committees have a wider membership than Directors but are guided by their Chair (who is a Director) and the other Directors appointed from time to time by the Board.

All Directors, including Officers, have an ambassadorial role within the areas that they operate to promote and advocate for Unipol's work and to identify any contribution they may fulfil as part of Unipol's charitable objectives.

RESPONSIBILITIES OF THE CHAIR

The Chair's particular duties relate to meetings at which he or she presides.

Every meeting must have a Chair. The Chair of the Board's duties are to ensure that the meeting is conducted in such a way that the business for which it was convened is properly attended to. This includes preserving order and ensuring that the meeting does not get bogged down and thereby does not have time to conclude its business; on the other hand the Chair must ensure that all those entitled to do so may express their views and that the decisions taken by the meeting adequately reflect the views of the meeting as a whole.

The Chair decides upon the Agenda and signs off the Minutes on his or her own authority, prior to approval by the next Board meeting..

The Chair's authority and responsibility in connection with meetings means that his or her position is one of great influence even though in theory the Chair has little greater power than any other director.

The Chair also has considerable authority outside meetings because, more than any other director, he or she is seen as the spokesperson for the Board and the Company.

The Chair may, like any other director be given additional authority either by the Articles of Association, or by a specific decision of the Board, or by accepted custom and practice.

It is normal for the Chair to be asked to take "Chair's Action" when a decision needs to be taken between meetings, or where the Board has previously indicated that the Chair has the authority to act on their behalf where decisions need to be taken outside of a Board meeting (those actions to be reported to the Board at the next available opportunity).

The Chair plays an important role in undertaking certain functions delegated to them by the Board, normally associated with the signing and approval of various legal documentation on their behalf.

RESPONSIBILITIES OF THE HONORARY TREASURER

As described above individual Directors have only those powers which have been given to them by the Board, but some powers may be inferred from particular titles. An Honorary Treasurer is, by definition, a non-executive director and is not therefore expected to be responsible for detailed accountancy matters to the same extent as an executive Finance Director. Nevertheless there is a natural inference that the Honorary Treasurer will have particular authority and responsibility for accounting and financial matters.

Like any other director the Honorary Treasurer may also be given additional specific authority and responsibilities.

The Honorary Treasurer chairs the Financial Affairs Sub Committee which has important powers of scrutiny and audit and is guided by them. The Honorary Treasurer is also expected to meet regularly with the Financial Controller to ensure that they have a full understanding of Unipol's finances and can assist other trustees in interpreting financial information provided to them.

RESPONSIBILITIES OF THE DEPUTY CHAIR

All the responsibilities and authority of the Chair may, in his or her absence, devolve upon a Deputy Chair.

However, irrespective of the Chair's presence or absence, the title of Deputy Chair confers upon its holder considerable influence and status.

The Deputy Chair may also be given particular responsibilities and authority by the Articles or by the Board.

The Deputy Chair has been given the leading role, as a trustee, in maintaining and enhancing relations between Unipol and its Members and overseeing the development of those relations.

RESPONSIBILITIES OF THE OFFICER WITHOUT PORTFOLIO

As an Officer of the Board, the title of Officer Without Portfolio confers upon its holder considerable influence and status.

The Officer Without Portfolio may also be given particular responsibilities and authority by the Articles or by the Board.

The Officer Without Portfolio plays an important role in undertaking certain functions delegated to them by the Board, normally associated with the signing and approval of various legal documentation on their behalf.