

## Policy Statement in Relation to Board Associates

### 1. Governance Framework

Governance arrangements for Pele Trust are set out in the Trust's Articles of Association (**Articles**). The Articles can be viewed here: <https://www.peletrust.org.uk/governance/legal/>

This Policy Statement seeks to set out the rules relating to the role of Board Associates.

Nothing in this Policy Statement shall be inconsistent with, or shall affect or repeal, the provisions of the Articles. In such circumstances, the relevant provisions of this Policy Statement shall be void.

In the event of ambiguity, the Board has the power to rule on the interpretation of this Policy Statement.

The Board reserves the right to invite Board Associates to support the Board of Directors (**Board**) where it sees fit. Board Associates are not directors of Pele Trust and do not have any powers of directors as granted by the Companies Act 2006, the Articles or otherwise.

Board Associates have no power to bind the company nor have any decision-making authority. The role of Board Associate is that of observer and/or adviser to the Board. Any invitation to become a Board Associate to support the Board is revocable at the discretion of the Board and will be subject to the Articles.

### 2. Director Powers and Duties

The Board derives its powers from the Articles and relevant legislation.

Article 93 grants responsibility for the management of the Company to the Board who may exercise all the powers of the Company.

The various powers of the Company which can be exercised by the Board are listed at Article 5.

In return for the powers granted to the Board, each individual director has the following statutory duties (**Duties**) imposed by the Companies Act 2006:

1. to act within the powers granted by the Articles;
2. to promote the success of the Company;
3. to exercise independent judgement;
4. to exercise reasonable care, skill and diligence;



5. to avoid conflicts of interest;
6. not to accept benefits from third parties; and
7. to declare any interest in a proposed transaction or arrangements with the Company.

### 3. Board Associate Expectations

Pele Trust expect that where a Board Associate is invited to support the Board, they will uphold the Duties so far as they apply to the role of Board Associate and on the basis that the Board Associate has no decision-making power.

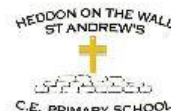
By agreeing to act, the Board Associate acknowledges that they will have access to confidential information. The Board Associate shall not use or disclose any such confidential information. The Board Associate will keep all confidential information that is made available to them confidential.

The Board may determine the nature of the support to be provided by any Board Associate and invite such persons to exercise the role of Board Associate on the basis of relevant skills, knowledge, trade, background or other factor as the Board may decide from time to time.

### 4. Board Associate Limitations

Board Associates do not have the same powers as directors. This means Board Associates:

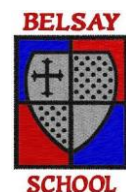
- are not statutory directors;
- are invited to support the Board, they are not appointed to the Board;
- cannot hold themselves out to be a director of the company nor have the power to bind the company;
- will not be recorded at Companies House;
- will not be treated or appointed as a director under the Companies Act 2006 or the Articles;
- may have their invitation to act as a Board Associate revoked by the Board at any time;
- have no rights to attend meetings of the Board. The Directors will invite the Board Associate as they see fit. The Board Associate will have no right to participate in a vote of the Board nor be entitled to speak. The Board may ask a Board Associate to leave a meeting at any time;



- will be asked to advise or report to the Board as the Board determines. The Board has the right to vary the duties and role descriptions of Board Associates at any time as it sees fit and acknowledges that it cannot delegate decision-making rights to any Board Associate.

**Document Control**

Author	Claire Leightley
Date agreed by Directors	26 January 2023
Date of Review	January 2025



Registered address: The Crescent, Callerton Lane, Ponteland, Newcastle upon Tyne NE20 9EG. A charitable company limited by guarantee registered in England and Wales (company number: 11395017).