

## Responsibilities of Directors

Section 1 gives general guidelines relevant to all company directors; the specific responsibilities for Baby Milk Action Directors are described in the Memorandum and Articles of Association and Summary Strategic Plan (copies available on request).

### 1. Legal and Financial

#### a. Duty of care

Duty to use reasonable skill and care in the management of company business - as would be done in managing own business.

Duty not to act beyond the objectives of the company or powers given by Articles of Association. All decisions and transactions have to be within the scope of the Memorandum of Association and Articles of Association.

#### b. Fiduciary = duties to act in good faith

Act in interest of members of company and have regard for interest of employees - both as groups.

Must not use her/his powers for own benefit or personal gain. Must tell other Directors if they are directly/indirectly interested in a contract or transaction which the company proposes to enter.

### 2. Strategic Development

Directors will be responsible for agreeing the aims and objectives and approving the strategy/work programme. They will periodically look at, and if necessary redefine, the aims; influence overall allocation of resources to different purposes through the strategic planning and budget setting process.

### 3. Monitoring Progress

Directors will monitor the organisation's performance against the agreed plans, through production of an annual report, through staff work reports being presented at Directors meetings and through working groups/other discussion sessions.

### 4. Personnel and Staffing Policies

Supporting appointment of staff, agreeing staff/salary structure to carry out organisation's work programme, arbitrating when there are irreconcilable issues within the office.

### 5. Working Groups

To be agreed, but there are likely to be groups relating to finance, policy and staffing matters.

### 6. Attend a specified number of meetings

Directors should be prepared to attend 3 out of the (usually) 4 meetings held each year in London and/or Cambridge. Directors may attend some of these meetings virtually (for example on Skype).

## To all Baby Milk Action members



## Notice of the Annual General Meeting Saturday 13 May 2017

**The Signal Box, The Emerald Building, off Fitzwilliam Road,  
Cambridge, CB2 8DS (close to the Railway Station - see map)**

### Council of Management

Nomination of Council members, who are the company's Directors, can be made by any Baby Milk Action paid up registered member.

Proposals for new Council members should be made in writing using a Directors Nomination Form. These may be requested from the Baby Milk Action office on **01223 464420** or by sending an email to: **info@babymilkaction.org**.

The Nomination Form will need to include the signature of the nominee to indicate her/his willingness to be nominated together with biographical and any other relevant details for the benefit of other members and details of two referees. The completed Nomination Form to be received 14 days before the date of the Annual General Meeting.

A declaration of any business interests is also required and the details of any newly elected Directors will be lodged with Companies House. In addition Baby Milk Action requires all members of the Board of Directors to sign a declaration (see inside page).

The council must be not less than three people and not more than twenty. Any ordinary member of Baby Milk Action may be elected to the Council.

**There is an induction programme for new or potential Directors and anyone interested is welcome to visit the office before nomination.**

## Board Members - current and awaiting election

**Jane Neesam** has been a Baby Milk Action member for some years. She is a Breastfeeding Network (BfN) Tutor, providing peer support training and supervision around Hertfordshire and West Essex. As a BfN supporter, Jane helps provide breastfeeding antenatal sessions, support at postnatal drop-in groups, and takes calls on the National Breastfeeding Helpline. Jane joined the board in 2012.

**Fiona Duby** has worked in international health and development for 37 years in 28 countries. She was founder of two national breastfeeding campaigns in Swaziland and Bangladesh. After many years with the Department for International Development she is now a freelance consultant and joined the board of Baby Milk Action in January 2002.

**Susan Last** is a freelance editor, publisher and author with a specialist interest in birth and breastfeeding. She is a volunteer breastfeeding peer supporter in Derbyshire where she lives, supporting mothers at baby clinics, on a telephone helpline and online. She has experience of running a small business as an independent publisher and joined the Baby Milk Action board in 2014.

**Jim Paterson** is well known to many Baby Milk Action supporters in his former role as Information and Communications for the UNICEF UK Baby Friendly Initiative, where he took a special interest in monitoring the baby feeding industry. He is now Head of Communications at the Family Fund. He was co-opted to the Board by other members in February 2017 and is now standing for election.

## Re-election of Board members:

One third of the Council stands down each year, these being the longest serving members since appointment or re-election. These members are eligible to stand for re-election, should they so wish. Fiona Duby and Jane Neesam are standing down this year. Fiona Duby is standing for re-election.

## Standing Down:

**Jane Neesam** will be stepping down at the AGM. We would like to thank Jane for her support and wise guidance over many years, including in her role as Chair of the Board.

## Declaration for Baby Milk Action Directors

To be signed on taking office as a Board member

I pledge that:

- I will work to uphold Baby Milk Action's Aims and Mission.
- I will neither seek, nor accept funds, gifts or sponsorship for either Baby Milk Action or myself from the infant and young child feeding or related products industry \*
- I will not meet with any representative of that industry on behalf of Baby Milk Action without prior consultation with the Board and staff and either the IBFAN Convenor Support Committee or the Regional Co-ordinator for IBFAN in Europe (as appropriate).
- I will report to the Board of Baby Milk Action any information relating to my employment or personal income which may constitute a conflict of interest.
- I will undertake to keep the content and minutes of Board meetings confidential.

*\* for example, companies who manufacture, distribute, or retail breastmilk substitutes, breastmilk fortifiers, foods for nursing mothers, complementary foods or any infant feeding equipment, including breast pumps, sterilising equipment etc.*