

## 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, website 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 Webinar: Friday 29th October 2021

### 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 by post to Baby Milk Action, c/o 34 Blinco Grove, Cambridge, CB1 7TS or email to [info@babymilkaction.org](mailto:info@babymilkaction.org) *Please remember that in order to join the webinar you will need to send us an email address.*

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 10 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.

## Current Board Members

**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. For five years she was a volunteer breastfeeding 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 for his former role in 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 elected onto the Baby Milk Action board in May 2017.

**Rosie Dodds** has been a supporter since learning about the Baby Killer scandal in 1979. Trained as a nutritionist and breastfeeding counsellor, she worked in research before joining the Policy Research team at NCT. Now freelance, working with Citizens Advice and running a small eco-project. Motivated by injustice and how megacorporations dominate and exploit people and planet. Elected onto the Baby Milk Action board in May 2018.

**Deborah Barnes** is a breastfeeding counsellor and IBCLC. Previously she worked in marketing management and business-planning. Following her law degree, she also volunteered with Citizens Advice. She has supported Baby Milk Action's work since becoming aware of the Nestlé boycott as a student, and joined the board in 2020.

## 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.

## 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.*