

Appendix 'A'

Duties and Responsibilities

The governance of the company is split between three separate groups: the Members (owners), the Board of Directors and the executive or Management. Each has a distinct set of responsibilities although, inevitably, there is some overlap. Broadly, the Members set strategy and make key decisions regarding the governance structure, budgets and assets. The Board of Directors oversees the implementation of the strategy and monitors the overall performance of the company. Management run the company, on a day-to-day basis, in accordance with the strategy and the direction provided by the Board of Directors.

Members' Board	Board of Directors	SWAP Management
<ul style="list-style-type: none"> • Admission of new partners • Approval of the Annual Business Plan • Any changes to the approved Annual Business Plan • Any changes to the Articles of Association • Any changes to the Partners' legal agreements • Setting of the annual budget • Approval of annual accounts • Appoints external auditors 	<ul style="list-style-type: none"> • Agrees the preliminary budget, for submission to the Member's Board for approval • Approves any significant changes to the budget distribution, except in relation to any proposals which would lead to an increase in Member contributions • Reviews and approves the annual accounts and balance sheet, prior to submission to the Members' Board • On-going, high-level, budget monitoring • Agrees combined audit plan and monitors equity of resource distribution amongst the Members 	<ul style="list-style-type: none"> • Monitoring and maintenance of approved budgets • Maintenance of proper accounts and submission of tax returns • Supervision and management of all staff employed by the company • Appoints and dismisses staff in accordance with approved HR and recruitment policies. • Delivery of the approved combined audit plan. • Procurement of all goods and services, in accordance with financial regulations. • Monitoring of individual and collective staff performance.

<ul style="list-style-type: none"> • Extending or reducing the scope of operations • Appointment or removal of non-executive Directors, in accordance with the Articles and the legal agreement • Setting and approving the form and content of the financial regulations • Appoint or remove the Chief Executive or any executive director • Change the name of the Company or its registered office • Change the bankers of the Company or open or close any bank accounts • License, assign or otherwise dispose of intellectual property rights owned by the Company • Approves and reviews the annual risk register • Approves the acquiring of any asset with a value in excess of £50K, unless included in the approved budget 	<ul style="list-style-type: none"> • Agrees any significant changes to the combined audit plans that negatively impacts on the partnership • Approves and reviews annual themed audits to ensure best practice is shared with relevant service heads at each Member • Monitors overall performance of the company, via a balanced scorecard approach. • Reviews and monitors the risk register to ensure risks are managed in accordance with the requirements of the Members' Board • Approves major changes and monitors terms and conditions of staff • Recommends to the Members appointment or removal of executive directors • Appoints three non-executive directors to hear staff disciplinary appeals • Reviews and recommends for approval the annual and strategic business plan 	<ul style="list-style-type: none"> • Establishment and maintenance of staff development and training policies and budgets. • Maintaining the partnership IT infrastructure sufficient to ensure continuity of service, utilising support from other provider(s) for back office provision. • Ensuring equity in the delivery of internal audit services to all Partners. • Maintain sufficient internal audit resources to ensure approved audit plans are delivered. • Obtaining additional, non-partner related, work up to the maximum permitted under the 'Teckal' exemption • Developing, implementing and maintaining a marketing plan for the company • Maintaining continuous monitoring of risks, utilising a corporate risk register, that are, or may, impact the company • Developing and maintaining a business plan that is approved by both boards
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<ul style="list-style-type: none">• Approves the acquiring of any land or property by the company• Approves the annual and strategic business plan	<ul style="list-style-type: none">• Reviews and approves business case for admission of new Members, for submission to the Members' board	
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