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**EWI Governor**

**Role Description**

**The role:**

To be an EWI Governor you must demonstrate a passion and commitment to the development of the Institute and its mission to support the proper administration of justice and the early resolution of disputes through high-quality expert evidence from specialists.

EWI Governors are also Directors of the company and as such are responsible for strategic and financial oversight of the business.

**Key duties -** every Governor must be able to do the following**:**

1. **Follow the Company’s Articles of Association**

You must comply with the EWI’s articles of association. These are written rules about running the company, agreed by the members, directors and the company secretary.

These set out the powers you’re granted as a director, and the purpose of those powers.

The EWI’s articles of Association can be accessed [here](https://www.ewi.org.uk/about/articles-of-association/)

1. **Support and promote the success of the company**

You must act in the company’s best interests to promote its success. You must consider the:

* 1. consequences of decisions, including the long-term interests of its employees
  2. need to support business relationships with suppliers, customers and others
  3. impact of its operations on the community and environment
  4. company’s reputation for high standards of business conduct
  5. need to act fairly to all members of the company

EWI Governors should be prepared to become an active member of, or chair, a committee of the Institute involving 4 meetings per year. They should also be prepared to support the organisation by providing advice and guidance to the members through the EWI Helpline and by giving webinars or seminars.

If the company becomes insolvent, your responsibilities as director will apply towards the creditors, instead of the company. A creditor is anyone owed money by the company.

1. **Independent judgement**

You must not allow other people to control your powers as a director. You can accept advice, but you must use your own independent judgement to make final decisions.

1. **Exercise reasonable care, skill and diligence**

You must perform to the best of your ability. The more qualified or experienced you are, the greater the standard expected of you.

You must use any relevant knowledge, skill or experience you have (for example, if you’re a qualified accountant).

1. **Avoid conflicts of interest**

You must avoid situations where your loyalties might be divided. You should consider the positions and interests of your family, to avoid possible conflicts.

You should tell other directors and members about any possible conflict of interest, and follow any process set out in the company’s articles of association.

This duty continues to apply if you’re no longer a director. You must not take advantage of any property, information or opportunity you became aware of as a director.

1. **Third party benefits**

You must not accept benefits from a third party that are offered to you because you’re a director. This could cause a conflict of interest.

The company may allow you to accept benefits like reasonable corporate hospitality, if it’s clear there’s no conflict of interest.

1. **Interests in a transaction**

You must tell the other directors and members if you might personally benefit from a transaction the company makes. For example, if the company plans to enter a contract with a business owned by a member of your family.

1. **Other duties**

There are other duties you must perform as a company director. For example, you must:

* 1. not misuse the company’s property
  2. apply confidentiality about the company’s affairs

# Board composition:

# The EWI Board will number no more than 15 Governors. These comprise practicing Experts and members of the legal system.

# The composition of the Board of Governors shall be as representative as practicable of the different specialisms of the membership.

# Person specification:

All candidates for appointment to the EWI Board of Governors should be able to demonstrate:

* extensive experience as a practising expert or as a member of the legal profession
* a commitment to and understanding of EWI’s [mission and strategic objectives](https://www.ewi.org.uk/about/strategy2019-20/)
* a commitment to serving on committees and supporting the membership with advice and guidance
* an understanding of the duties of the role
* experience of strategic decision making and the ability to operate effectively at board level
* excellent communication skills and the ability to act as an ambassador for EWI and to engage in advocacy activities

From time to time, the Board of Governors will review the composition on the Board and may specifically seek Governors that are representative of a particular area of Expertise or the legal system.

# Other information

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| Time Commitment | The EWI Board usually meets four times a year. These are held via Zoom. Where possible we will look to hold one face to face meeting per year. An estimated six days a year would be needed to cover preparation for and attendance at Board. Governors may also be on Committees which meet approximately four times a year. They are also expected to provide support for members in responding to EWI Helpline requests and providing practice updates for members. EWI Governors have an ambassadorial role to play in promoting the Institute. |
| Expenses: | At present we are unable to offer travel and out of pocket expenses for Board and Committee meetings. Any other essential travel expenses on behalf of the business will be met with prior agreement. |
| Duration of appointment: | EWI appoints Directors for a period of three years |
| Director indemnity insurance: | EWI provides Director indemnity insurance for all Board Members which protects them as individual Directors providing that they have acted with care and due diligence. |

Key duties adapted from [*Duties of a Company Director*](https://www.gov.uk/guidance/being-a-company-director)*, HM Government*