GYUP Directors' Terms of Reference

Great Yarmouth Unity Project

Draft for discussion — not yet agreed by the Directors

1. What GYUP is for

Great Yarmouth Unity Project (GYUP) is a Community Interest Company — a supportive collaboration of individuals and groups working together to create beneficial opportunities for the wider community across Great Yarmouth Borough. Our mission is to support our community in every way we can, by uniting under one umbrella and lifting people up.

We are led by mutual agreement, we are inclusive, and we work as a multi-organisational model. The directors are the people who hold that promise on behalf of the membership and the wider community.

This document describes the role in practice. It does not amend GYUP's Articles of Association, which set out how directors are appointed (Article 23) and how they cease to hold office (Article 24). Where this document and the Articles differ, the Articles prevail.

2. Purpose of the role

A GYUP director is a trustee in spirit and a director in law. The role has three sides to it:

- **Stewardship** — making sure GYUP stays true to its mission, and is run honestly, lawfully, and well.
- **Direction** — helping the Board decide where GYUP goes next, and what we say yes and no to.
- **Contribution** — bringing your own skills, contacts, and energy to the work itself.

In a small organisation like ours, the line between governing GYUP and helping run it is thin. Directors are expected to do both, in proportion to what they can offer.

3. Time commitment

As a guide, a director should expect to give roughly:

- Online Board meetings — typically one to two hours every other week, with papers to read beforehand. The Board sets its own meeting pattern, so this may change.
- A few hours between meetings — for emails, WhatsApp, reviewing documents, and the occasional phone call.
- Some involvement in at least one piece of GYUP work — a project, a partnership, or an area of governance such as finance, safeguarding, or communications.
- Attendance at the weekly in-person members' meeting, where possible.

There will be busier weeks and quieter ones. What matters is that you are reachable, that you respond, and that you turn up.

4. What we ask of every director

These are the things we expect of one another. They are not a test — they are how we work.

- **Show up.** Attend Board meetings, and let the Board know in good time if you cannot.
- **Read the papers.** Come prepared, with questions if you have them.
- **Speak up.** Say what you think in the room, not afterwards. Disagree well.
- **Act collectively.** Once the Board has decided, support the decision, even if you argued the other way. If you feel strongly, you can ask for your dissent to be minuted.
- **Keep confidences.** Some Board discussions are sensitive — funding, individuals, partner organisations. What is said in the room stays in the room unless we agree otherwise.

- **Declare interests.** If something on the agenda touches your other roles, work, or relationships, say so.
- **Look after the money.** Be careful with GYUP's resources, and ask questions when something does not look right.
- **Look after each other.** Directors are volunteers. Be kind, be patient, and notice when a colleague is overstretched.

5. The legal bit

As a director of a Community Interest Company, you have duties under the Companies Act 2006 (specifically sections 171–177) and under the Community Interest Company Regulations 2005, which include the asset lock that keeps GYUP's assets working for the community. In plain English, this means you must:

- Act within the powers set out in our Articles of Association.
- Promote the success of GYUP for the benefit of the community we exist to serve.
- Use independent judgement — not simply do what others tell you.
- Exercise reasonable care, skill, and diligence.
- Avoid conflicts of interest, or declare them openly when they arise.
- Not accept benefits from third parties because of your role.

None of this is intended to be alarming. It is the standard set of duties for any company director, and the Board supports one another in meeting them.

For reference, the Companies Act 2006 runs to 47 Parts, 1,300 sections and 16 Schedules. The directors' duties are in Part 10, Chapter 2. The full text is at legislation.gov.uk/ukpga/2006/46/contents.

6. What you can expect from GYUP

In return, we will:

- Give you a proper induction, and help you get to know the work and the people.
- Share papers and information in good time.
- Listen to your views, and take them seriously.
- Respect your time, and not ask more of you than you have offered.

7. Who the role suits

There is no single GYUP director template. Between us we bring lived experience, professional skills, community connections, and a stubborn belief that things in our borough can be better. What we do all share is:

- A genuine commitment to Great Yarmouth and its surrounding parishes.
- Respect for the people we work with and for.
- Willingness to work as part of a team, not a solo operator.
- The honesty to say what we think, and the humility to change our minds.

Draft v0.2, 27 October 2026, for consideration by the Directors.