

The Role of a Member of the Board of Trustees

What is a Trustee?

Trustees are people who are entrusted to look after money or other resources given to an organisation by others for the benefit of a third party. The trustees' job is to ensure that this is used effectively to achieve the particular purpose for which it was given.

Who can become a Trustee?

The legal position is that any person aged 18 or over and of sound mind can act as a trustee of an unincorporated charity or a limited company provided that they are not disqualified by law or by the Charity Commission. Disqualifications are listed in Section 72 of the Charities Act 1993.

<https://www.legislation.gov.uk/ukpga/1993/10/section/72/enacted>

What qualities are required?

Each Trustee must be:

- Honest, trustworthy and reliable;
- Committed to the Wildlife Trust of South and West Wales
- Aware of and willing to accept the legal duties, responsibilities of acting as a trustee;
- Willing to devote the necessary time and effort to their duties as a trustee;
- Willing to play a constructive part in the governance of the Trust;
- Clear about the role of the Trust in the community;
- Able to make impartial judgements about issues affecting the Trust;
- Able to think creatively
- Willing to speak their minds in meetings, and to challenge points of view and statements which they disagree with;
- Able to work effectively as a member of a team, and willing to accept majority decisions;
- Willing to take part in training.
- Be open and non-discriminatory.

Trusteeship is a serious responsibility and should not be undertaken lightly. Trustees must be prepared to give the necessary time to:

- Reading Board papers;
- Attending Board meetings;
- Keeping themselves informed about the Trust's activities;
- Keeping up to date with regulations, recommended good practice, employment law, charity law and other legislation as appropriate.
- Undertake other work which might be needed.

What is a Trustee's role and job description?

The duties of a Trustee of the Wildlife Trust of South and West Wales are:

1. To ensure that the Trust operates within the law – including the requirements of charity law and company law legislation on issues such as employment and health and safety.
2. To ensure that the Trust follows the objectives set out in its Memorandum and Articles of Association.
3. To ensure that the Trust uses its resources only to follow these objectives (i.e. that money is not spent on other activities, no matter how worthwhile they may be).
4. To make an active contribution to the Board in its work on setting the Trust's direction, policies and targets, and evaluating its performance.
5. To safeguard the reputation of the Trust in the eyes of the public and its members.
6. To ensure the Trust is run effectively and efficiently.
7. To work for the Trust's financial security.
8. To provide good management for the Trust's property and its funds.
9. To appoint and support the Chief Executive Officer and monitor their performance.
10. To read Board papers, lead discussions, raise relevant issues, and provide information, advice and guidance requested by the Board in which the Trustee has particular knowledge or experience or ability.
11. Where Trustees are nominated by another body, to work in the interest of the organisation rather than that of the nominating body.
12. To use any specific knowledge or experience they have to help the Board of Trustees reach sound decisions.

Conflicts of Interest

It is critical that the Board of Trustees is aware of the implication of conflicts of interest among individual Trustees. An individual who fails to declare a personal interest in a matter discussed by the organisation can subvert its objectives and cause its assets to be abused. But the mere *perception* of conflicts of interest by outsiders can have an adverse affect on a voluntary organisation, even if the suspicions are unfounded.

The Role of the Board of Trustees

The Board of Trustees is the governing body of the Trust and is ultimately responsible for everything the Trust does. It is accountable in law to the members through the Attorney General and the courts.

Core Responsibilities

The Board of Trustees must:

- Act in the best interests of the beneficiaries;
- Exercise the same care as a prudent business person would in looking after the affairs of someone for whom they had responsibility;
- Act together as a group, rather than as individuals, setting aside their personal interests;
- Give time to carrying out their duties, normally without payment or gain;
- Act within the terms of the Memorandum and Articles of Association.

The Board of Trustees main roles are to:

- Clarify and develop the Trust's mission and purpose;
- Uphold the Trust's ethos and values;
- Develop and agree the Trust's long-term plan;
- Develop and agree the Trust's policies;
- Ensure that all the Trust's activities are within the law
- Ensure that all the activities come within its objects;
- Ensure accountability as required by law and to others such as members, beneficiaries, staff, volunteers and the general public;
- Ensure accountability to the Registrar of Companies, as required by law;
- Ensure the Trust has adequate resources;
- Ensure the Trust's property, assets and other resources are protected and managed effectively;
- Agree the budget and monitor financial performance;
- Monitor the work programme and services;
- Review annually the performance of the Board of Trustees
- Establish procedures for recruitment, support, appraisal, remuneration of staff, and for dealing with disciplinary matters.

In order to carry out its role the Board must :

- Meet as often as is necessary for the proper administration of the Trust.
- Seek professional and other expert advice where necessary.

Distinguishing governance from management

The following guidance is intended to avoid confusion and disagreements about whether the Trustees or the staff should 'manage'.

Governance is the term used for the matters which Trustees must deal with personally, as opposed to those that they can delegate to staff and others.

Governance is about ensuring the Trust has:

- Leadership and direction;
- A clear, shared vision of its purpose and what it is aiming to achieve;
- A common understanding of how in broad terms the purpose and aims will be achieved;
- A sense of urgency about its work;
- Established priorities for different aspects of its work;
- Safeguards its assets (money, property, equipment and human resources);
- The capacity to use its assets effectively;
- The ability to supervise the Chief Executive Officer;
- Management arrangements to enable it to operate within agreed policies, the law and its budget.

Management in contrast, day-to-day management and operational matters do not need to be handled personally by the Trustees, and can be delegated to staff. These are the more obvious features of running the Trust:

- Organising and supervising staff and volunteers;

- Fundraising, financial management, routine administration;
- Organising the operation and delivering services.

Recognising the distinction between governance and management can bring significant benefits to the Trust:

- Trustees will be better prepared to safeguard the Trust's long-term future as well as to deal with short-term crises;
- Trustees can be more prepared to take up fresh opportunities and extend the Trust's services if they share a common vision;
- Trustees can free themselves more easily from routine management and administration matters which can be delegated to staff.
- Staff can be clearer about their jobs and perform more efficiently.