

UDOIT Trustee's Terms of Reference

UDOIT Trustee Job Description

A. PUBLIC BENEFIT

As a Trustee, you must ensure UDOIT is carrying out its purposes for the public benefit.

- ensure you understand the charity's purposes (as set out in its governing document)
- plan what UDOIT will do, and what it should achieve
- understand how all of the charity's activities aid its purposes
- understand how the charity benefits the public by carrying out its purposes.

B. GOVERNING DOCUMENT/LAW

The Trustee must comply with the charity's governing document and the law.

You and your co-trustees must:

- make sure that the charity complies with its governing document
- comply with charity law requirements and other laws that apply to your charity.

C. CHARITY'S BEST INTERESTS

The Trustee must:

- consider and decide policies and actions that best enable the charity to carry out its purposes
- make balanced and adequately informed decisions, based on the long term as well as the short term
- ensure that your duty to UDOIT does not conflict with your personal interests or loyalty to any other person or body
- ensure he or she does not receive any benefit from the charity unless it is properly authorised and is clearly in the charity's interests; this also includes anyone who is financially connected to you, such as a partner, dependent child or business partner

D. CHARITY'S ASSETS/RESOURCES

The Trustee must act responsibly, reasonably and honestly; and –

- make sure the charity's assets are only used to support or carry out its purposes
- avoid exposing the charity's assets, beneficiaries or reputation to undue risk
- avoid over-committing the charity
- take special care when investing or borrowing
- comply with any restrictions on spending funds or selling land
- put appropriate procedures and safeguards in place and take reasonable steps to ensure that these are followed. (Otherwise the Trustee risks making the charity vulnerable to fraud or theft, or other kinds of abuse, and being in breach of duty).

E. ACTING WITH REASONABLE CARE/SKILL

The Trustee must:

- use reasonable care and skill, making use of his/her experience, and taking appropriate advice when necessary
- dedicate sufficient time, consideration and energy to the role (for example by preparing for, attending and actively participating in all trustees' meetings).

F. ACCOUNTABILITY

The Trustee must;

- comply with statutory accounting and reporting requirements;
- be ready and able to demonstrate that UDOIT is complying with the law, that it is well run and effective;
- ensure appropriate accountability to stakeholders, staff and partners;
- ensure accountability within the charity, particularly where there is delegated responsibility for particular tasks or decisions to staff or volunteers.

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UDOIT AUDIT GOVERNANCE & RISK COMMITTEE (AGRC)

1. This Committee is a sub committee of the UDOIT Board of Trustees. **Its role** is to;-
 - a) oversee on the Trustees' behalf the recommendations and analysis of the accountants and/or auditors and advise the Trustees accordingly;
 - b) monitor accountants' / auditors' performance (to include any necessary discussions with them, on behalf of UDOIT) and advise Trustees as appropriate;
 - c) taking account of the CEO's advice, recommend the annual budget to Trustees; and monitor spending during the year and brief/advise the CEO and Trustees as appropriate;
 - d) advise the Trustees on all governance matters, to include organisational structure and process and UDOIT policies relevant to its governance;
 - e) to prepare and review risk assessments (according to the UDOIT Risk Strategy) and maintain the Risk Register, on Trustees' behalf; and advise the Trustees accordingly.
2. The Chair of the AGRC is nominated by the Trustees. He or she shall report formally to Trustees on its proceedings after each Committee meeting.

3. The AGRC shall review annually its terms of reference and effectiveness and shall recommend to the Trustees any changes required as a result of such review.

Composition and attendance at meetings

4. The AGRC is composed of UDOIT Trustees (selected by all the Trustees) to serve on this sub committee; selection to be based upon either appropriate responsibilities and/or relevant skills/expertise. Usually the UDOIT Chair is a member, as is the CEO. There should be a minimum of two other members. The Committee shall operate with a quorum of three.
5. The AGRC membership currently is (at April 2020) -
 - Chair – Duncan Evans (Trustee)
 - UDOIT Chair (Trustee)
 - CEO (Trustee)
 - Jade Cation (Trustee)
 - Simon Dibley (Trustee).
6. The Committee will meet when appropriate (as judged by the Committee members) and to suit the audit, financial and governance timetables.

Specific AGRC Responsibilities

7. These are;-
 - a) To advise the Trustees on all matters relating to the annual independent examination/audit of UDOIT accounts, including the performance of the accountants and auditors and their value for money;
 - b) To analyse annual accounts/audits and advise the Trustees on the lessons for UDOIT and any implications for budgeting;
 - c) To analyse the annual budget presented by the CEO and recommend to Trustees, with any necessary amendments; and to monitor the management accounts and make any appropriate recommendations to the CEO/Trustees;
 - d) To review at appropriate times, and at least annually, the governance of UDOIT, and make recommendations to Trustees;
 - e) To oversee the briefing to, and assessment of, independent governance audits organised or recommended by stakeholders; and advise the Trustees on actions needed;
 - f) To maintain the UDOIT Risk Register on the Trustees' behalf and advise on any actions; to undertake any necessary risk assessments and advise Trustees;
 - g) To produce and review UDOIT finance policies, including delegated authority;
 - h) To elect a member to authorise UDOIT Chair expenses;
 - i) To manage and review the Partnership Agreement with UDO.

This draft reviewed/approved by Trustees April 2020.

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UDOIT NOMINATIONS COMMITTEE Terms of Reference

General statement

1. The Nominations Committee (NC) is a sub committee of the UDOIT Board of Trustees. Its role is to;-
 - a) identify candidates for UDOIT posts and to make recommendations to the Trustees on appointments. Specific examples of such posts are UDOIT Chair, Trustees and CEO;
 - b) monitor, assess and review - annually, at least - the performance of the Chair and CEO and make any appropriate recommendations to the Trustees;
 - c) approve appointments of members for any UDOIT Committee, on Trustees' behalf; make recommendations to the Board of Trustees on policies and procedures to be adopted for any UDOIT appointments;
 - d) make recommendations to the Board of Trustees for honours;
 - e) make decisions on Trustees' behalf on the remuneration of the CEO and Chair and any other Board posts or appointments;
 - f) on the Board's behalf advise the CEO as appropriate on staff pay/conditions policy;
 - g) advise the Board of Trustees on any policy matters relating to remuneration.
2. The Nominations Chair shall report formally to the Board of Trustees on its proceedings.
3. The Committee shall review annually its terms of reference and its effectiveness and shall recommend to Trustees any changes required as a result of such a review.

Composition and attendance at meetings

4. The Nominations Committee shall comprise the Chair and at least two Trustees. The Chair of the Board shall chair the Committee except when it is dealing with his or her contract or remuneration or the appointment of a successor; in these circumstances, the Committee members present shall select a Trustee member to chair the Committee. The Committee shall operate with a quorum of three.
5. No person other than the Committee members is entitled to be present at meetings but non-members may be invited by the Committee to attend. The membership of the Committee is –
 - Chair - David Teasdale
 - Members - Aleen Gulvanessian, Alp Orge.
6. The Committee will meet when appropriate, usually as recommended by the Chair.

7. Specific Responsibilities are;-

- (a) Identifying, assessing and recommending to the Board candidates for appointment as Trustees and specific appointments as Chair and Chief Executive, giving full consideration to succession planning and the leadership needs of the organisation;
- (b) Making recommendations to the Board as to policy on the term of appointment of Trustees;
- (c) Making recommendations to the Board on the composition of the Nominations Committee and the composition and chairmanship of the Audit Governance and Risk Committee;
- (d) Reviewing regularly the structure, size and composition of the Board (including the balance of skills, experience, independence and knowledge of the Trustees) and making recommendations to the Board with regard to any changes;
- (e) Reviewing proposals for changes in responsibilities of Trustees;
- (f) Making recommendations to the Board concerning any matter relating to the continuation in office of any Trustee at any time;
- (g) Making recommendations to the Board as to the appropriate processes for the appointment (or reappointment) of Trustees and the CEO;
- (h) Reviewing at least annually succession planning both to the Trustee and CEO level;
- (i) Reviewing the performance of the Chair, annually, and making any appropriate recommendations to the Board of Trustees, including any changes or improvements judged necessary, to performance, to the post itself, to remuneration, to suitability for the post. The Committee will pass on any findings or recommendations to the Chair;
- (j) Reviewing the performance of the CEO, annually, and making any appropriate recommendations to the Board of Trustees, including any changes or improvements judged necessary, to performance, to remuneration, to suitability for the post or to the post itself. The Committee must brief the CEO on any findings or recommendations or actions judged necessary;
- (k) Advising the Trustees on all processes and procedures relevant to appointments;
- (l) Advising the Board on Honours.
- m) Deciding, on the Board's behalf, the remuneration of Board posts, inc. CEO and Chair;
- (n) On the Board's behalf giving the CEO any necessary advice on staff pay and conditions policy;
- (o) advising the Board on any policy matters relating to remuneration.
