

Board of Trustees Governance policy



War Memorials Trust

This document outlines War Memorials Trust Board of Trustees Governance policy. It has been prepared by the Board of Trustees.

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1. Introduction

This policy outlines the terms of reference for War Memorials Trust Board of Trustees. It outlines how the Trustees operate including, but not exclusive to, recruitment, appointment, terms of office, induction, attendance at meetings, duties, expenses and conflict of interest.

The policy originated in a strategy meeting held on 19th November 2003. The original governance document was prepared in early 2004 and approved by Trustees in March 2004. It has subsequently been developed as required with reviews in 2011 and 2019.

Trustees refer to the Trust Deed as the guiding principle in relation to the structure and management of the organisation. They also identify best practice in other organisations and bring that into the operations of War Memorials Trust.

2. The structure and management of War Memorials Trust

In determining how War Memorials Trust is governed Trustees refer to two primary sources

- 2.1 The Trust Deed, dated 7th May 1997. It sets out the powers of Trustees (the usual powers to invest, delegate, employ). It says little about meetings, other than that “they (the Trustees) may meet ...as they may think fit” and exercise their powers and make decisions by majority
- 2.2 The Charity Commission which provides clear guidance on the role of a Trustee identifying their legal responsibilities and duties whilst differentiating from those positions without responsibility such as Patron. In addition, there is a clear distinction between Trustees and staff. This states that Trustees cannot be employees of their charity, (nor vice versa), and that generally Trustees cannot be paid out of a charity's assets. The Trustees can and, indeed, for practical management purposes, must delegate the day-to-day running of the charity.

3. The role of a Trustee in the management of War Memorials Trust

War Memorials Trust summarises the role of its Trustees as:

- setting the organisation's direction, strategy and structure
- dealing with the Annual Report and Accounts
- delegating the management of the organisation
- exercising accountability to our stake-holders

The principal accountabilities are to:

1. ensure War Memorials Trust complies with its memorandum and articles of association, charity law and any other relevant legislation or regulations
2. ensure that War Memorials Trust pursues its charitable objects as defined in its memorandum of association
3. ensure War Memorials Trust applies its resources exclusively in pursuance of its objects, i.e. War Memorials Trust must not spend money on activities which are not included in its own objects, no matter how worthwhile or charitable these activities are
4. contribute actively to the Board of Trustees' role in giving firm strategic direction to the organisation, setting overall policy, defining goals, setting targets and evaluating performance against agreed targets
5. safeguard the good name and values of War Memorials Trust
6. ensure the effective and efficient administration of War Memorials Trust
7. ensure the financial stability of War Memorials Trust
8. protect and manage the property of War Memorials Trust and to ensure the proper investment of War Memorials Trust's funds
9. appoint the Director and monitor his or her performance
10. In addition to the above statutory duties of all Trustees, each Trustee should use any specific knowledge or experience they have to help the Board of Trustees reach sound decisions. This will involve scrutinising board papers, leading discussions, focusing on key issues and providing advice and guidance requested by the board on new initiatives, or other issues relevant to the area of the charity's work in which the Trustee has specific expertise

Appendices 1 and 2 detail the Role description and Person specification for the role of Trustee.

To identify the difference between the role of Trustee and staff the delegated role of the management and staff of the organisation is:

- day-to-day running of the office
- where appropriate, appointing staff and freelance agents in specific areas
- carrying out the policies of War Memorials Trust vis-à-vis grants, conservation, administration, fundraising and any other relevant activities
- putting forward items of a strategic nature for the Trustees to consider

4. The make-up of the Board of Trustees

The Board of Trustees is led by the Chair supported by a Vice-Chair.

Trustees meetings require 50% (rounded up) of Trustees to be in attendance to be quorate. This was agreed at the December 2019 meeting.

The Trust Deed states that there is no limit to the number of Trustees. However, in 2004 Trustees unanimously agreed it was appropriate to set one. Trustees agreed on a maximum number of 12 to enable all to contribute and the support for them to be manageable.

Trustees are appointed for a term of 4 years. There is no limit on the number of terms they may serve. The first term commenced in September 2011 and Trustees have, since then agreed to term extensions.

A skills audit should be undertaken regularly. Having failed to undertake this regularly during the centenary of World War I this was undertaken in 2018-19 and arrangements made for a paper to be included quarterly following that. A range of skills are needed to ensure the Board has a broad knowledge base.

5. Recruitment and induction of Trustees

Trustees are selected for the contribution they can make to the charity in specific fields.

Trustees can either be invited to join the Board by the current Trustees or will be recruited through advertisement and interview. The need for new Trustees may be due to identified skills gaps or to replace Trustees who are leaving, or have left, the Board.

Anyone looking to join the Board will be asked to complete:

- An 'Expression of interest form' or CV detailing skills and experiences they would bring to the Board
- A 'Conflict of interest form' stating any potential conflicts of interest that may arise
- Sign a document confirming they are eligible to act as a Trustee. The Charity Commission excludes certain categories of people from acting as Trustees (undischarged bankrupts, disqualified directors, those convicted of certain offences)

New Trustees will, by way of induction, be provided with an indication of the purposes of War Memorials Trust and of their responsibilities. This will include, but is not exclusive to, the following documents:-

- Charity Commission Publication The Essential Trustee: An Introduction
- Charity Commission Publication The Essential Trustee: What you need to know
- A copy of War Memorials Trust's Trust Deed
- A copy of the Trustee Governance Document
- Most recent Annual Report(s)
- The minutes of the last two Trustees meetings
- Expenses policy and form
- Strategic review
- Details of insurance policies

They are also invited to visit War Memorials Trust's offices to meet staff and learn more about what the charity does.

6. Attendance at Trustees meetings

Trustees must attend at least one meeting or the AGM per annum or their Trusteeship will be considered to have lapsed.

Trustees are provided with dates for the following year at the December meeting at the latest. Reminders are sent one month prior to the meeting by the Director. If a forthcoming meeting is considered to be particularly important, a special request of attendance will be sent.

Meeting dates and times may be changed at the discretion of the Chair.

War Memorials Trust Director attends the meeting and is responsible for the minute taking. Staff members are invited for sections to deliver reports relevant to their specific areas of expertise.

7. Commitment required of Trustees

The Board meets four times a year, normally in March, June, September and December. The AGM is held once a year, currently in November, which Trustees are asked to attend.

Trustees may be asked to commit more time through the year for example to support specific projects or aspects of the Trust's work, to help recruitment or to represent the charity.

Trustees ideally need to be able to commit to at least half a day a month.

8. Trustee expenses

The Trust Deed provides for payment of out-of pocket expenses to Trustees and the expenses policy outlines how this is processed.

9. Resigning or removing Trustees

Trustees may resign at any point, with Trustees generally providing some advance indication of timing. Resignations should be submitted in writing to the Chairman. It is likely to take effect at the subsequent meeting.

If a Trustee does not attend a meeting or AGM for a year, and the Board does not feel there are extenuating circumstances then the Chairman will write to the Trustee. They will confirm that their Trustee role has been deemed to have lapsed so the individual will be removed as a Trustee. Other situations will be dealt with in-line with the Trust Deed or decision of the Board within the requirements of the Charity Commission.

10. Policy review

The Board of Trustees Governance policy is reviewed annually by the Director. The Board of Trustees will be advised if any changes are required. The policy may also be reviewed as required and War Memorials Trust reserves the right to make changes as necessary.

Appendix 1: Trustee Role description

Purpose of the post

War Memorials Trust works for the protection and conservation of war memorials within the UK.

War Memorials Trust's Board of Trustees is ultimately responsible for the charity achieving its aims and objectives. They have a legal duty to ensure the charity meets any statutory or Charity Commission requirements as well as being accountable for the way donations to the organisation are spent. The Trustees set the strategic direction for the Trust, agree budgets and plans then monitor the implementation of this by the Director and staff.

The Board is comprised of members who bring different skills and expertise. Some may be specialists in a specific field; others may have a general interest.

Commitment

The Board meets four times a year, normally in March, June, September and December. The AGM is held once a year, currently in November, which Trustees are asked to attend.

Trustees may be asked to commit more time through the year for example to support specific projects or aspects of the Trust's work, to help recruitment, to represent the charity.

Trustees ideally need to be able to commit to at least half a day a month.

Principal accountabilities

The duties of a Trustee are to:

1. ensure War Memorials Trust complies with its memorandum and articles of association, charity law and any other relevant legislation or regulations
2. ensure that War Memorials Trust pursues its charitable objects as defined in its memorandum of association
3. ensure War Memorials Trust applies its resources exclusively in pursuance of its objects, i.e. War Memorials Trust must not spend money on activities which are not included in its own objects, no matter how worthwhile or charitable these activities are
4. contribute actively to the Board of Trustees' role in giving firm strategic direction to the organisation, setting overall policy, defining goals, setting targets and evaluating performance against agreed targets
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8. protect and manage the property of War Memorials Trust and to ensure the proper investment of War Memorials Trust's funds
9. appoint the Director and monitor his or her performance
10. In addition to the above statutory duties of all Trustees, each Trustee should use any specific knowledge or experience they have to help the Board of Trustees reach sound decisions. This will involve scrutinising board papers, leading discussions, focusing on key issues and providing advice and guidance requested by the board on new initiatives, or other issues relevant to the area of the charity's work in which the Trustee has specific expertise

Appendix 2: Trustee person specification

A Trustee of War Memorials Trust must:

1. Be committed to the charity
2. Be willing to devote the necessary time and effort
3. Have integrity
4. Have strategic vision
5. Have good, independent judgement
6. Have an ability to think creatively
7. Have a willingness to speak their mind
8. Have an understanding and acceptance of the legal duties, responsibilities and liabilities of Trusteeship
9. Have an ability to work effectively as a member of a team