



Role of the Trustee Board

KEY RESPONSIBILITIES:

The Board, acting through its Trustees, shall hold The Change Foundation (“the Charity”) “in trust” for current and future beneficiaries by acting in accordance with the following principles:

1. Ensuring that the Charity has a clear vision, and strategic direction, which all Trustees are familiar with and ensuring that these aims are being delivered effectively and sustainably .
2. Ensuring that the Board is effective and provides strategic leadership in line with the Charity’s aims and values.
3. Acting with integrity, adopting values and creating a culture which helps achieve the Charity’s purposes, including (a) maintaining the public’s confidence and trust in the Charity: and (b) ensuring that the Charity complies with all legal and regulatory requirements.
4. Ensuring that the Board’s decision-making processes are informed, rigorous and timely, and that effective delegation, control and risk-assessment, and management systems are in place and are monitored.
5. Ensuring that the Board works as an effective team, using the appropriate balance of skills, experience, backgrounds, and knowledge to make informed decisions.
6. Ensuring that the board’s approach to diversity and equality supports its effectiveness, leadership and decision making and that there are a variety of perspectives, experiences, and skills amongst its Trustees.
7. Ensuring the Board is transparent and accountable.

DUTIES & TASKS TO FULFIL THE KEY RESPONSIBILITIES:

- 1. Ensuring that the Charity has a clear vision, mission and strategic direction and is focused on achieving them.**
 - 1.1 The Board leads the Chief Executive and senior staff to ensure that:
 - 1.1.1 The Charity has a clear vision, mission and strategic plan that have been agreed by the board.
 - 1.1.2 There is a shared understanding of and commitment to the charity’s purposes and that Trustees and senior staff can articulate these clearly.

- 1.1.3 The business, operational and other plans support the vision, mission, and strategic priorities.
- 1.1.4 The chief executive's annual and longer-term objectives and targets support the achievement of the vision, mission & strategic priorities.
- 1.1.5 Board policies support the vision, mission, and strategic priorities.
- 1.2 The Board can demonstrate that the Charity is effective in achieving its charitable purposes and agreed outcomes.
- 1.3 The Board regularly reviews the sustainability of its income sources and business models and their impact on achieving the Charity's purposes in the short, medium, and longer term.
- 1.4 There are effective mechanisms:
 - 1.4.1 To listen to the views of current and future beneficiaries.
 - 1.4.2 To review the external environment for changes that might affect the charity.
 - 1.4.3 To re-assess the need for the charity and for the services it provides, or could provide and
 - 1.4.4 To regularly review its strategic plans and priorities.
- 1.5 The Board recognises its broader responsibilities towards communities, stakeholders, wider society, and the environment and acts on them in a manner consistent with the Charity's purposes, values, and available resources.

2. Ensuring the board is effective and provides strategic leadership in line with the Charity's aims and values

- 2.1 The board ensures its functions are formally recorded and that there are role descriptions defining responsibilities for all trustees that clearly differentiate those of the chair and other officer positions and outline how these roles relate to senior management.
- 2.2 The board agrees the values that it wishes to promote and that such values are consistent with the Charity's purposes.
- 2.3 The Board recognises, respects, and welcomes diverse, different and, at times, conflicting trustee views.
- 2.4 Ensures that the Charity has a governance structure that is appropriate to a charity of its size/complexity, stage of development, and its charitable objects, and that enables the trustees to fulfil their responsibilities.
- 2.5 The Board appoints the chief executive, to set his/her terms and conditions and to ensure that the chief executive and the Charity invest in the chief executive's ongoing professional development.
- 2.6 It receives regular reports from the chief executive on progress towards agreed strategic priorities.
- 2.7 The Board holds the Chief Executive to account for the management and administration of the charity.
- 2.8 The Board ensures that the Chief Executive receives regular, constructive feedback on his/her performance in managing the Charity and in meeting his/her annual and longer-term targets and objectives.

- 2.9 It ensures that the Chief Executive develops a learning organisation and that all staff, both paid and unpaid, review their own performance and regularly receive feedback.
- 2.10 The Board is responsible for ensuring there are proper arrangements in place regarding succession planning, recruitment of a new Chief Executive and ensuring there is an orderly handover. If it becomes necessary, the board is also responsible for ensuring there are arrangements in place for the dismissal of the Chief Executive.
- 2.11 The Board provides oversight and direction to the Charity and support and constructive challenge to the organisation, its staff and, particularly the most senior members of staff.
- 2.12 The Board, through its relationship with the senior members of staff, creates the conditions in which the charity's staff are confident and enabled to provide the information, advice, and feedback necessary to the board.
- 2.13 All trustees should give sufficient time to the Charity to carry out their responsibilities effectively. This includes preparing for meetings and sitting on board committees and other governance bodies where needed.

3. Ensuring that the Board acts with integrity, adopting values and creating a culture which helps achieve the organisation's charitable purposes and that the Charity complies with all legal and regulatory requirements.

- 3.1. The Board ensures that Trustees adopt and adhere to the trustee code of conduct
- 3.2. The Board reviews the code of Conduct regularly and ensures it is up to date
- 3.3. The Board ensures that the charity operates responsibly and ethically, in line with its aims and values
- 3.4. The Board understands how real and perceived conflicts of interests and conflicts of loyalty can affect a charity's performance and reputation.
- 3.5. The Board ensures that trustees are asked to disclose any actual or potential conflicts and deal with these in line with the Trustee Code of Conduct and the Trustee Conflicts of Interest Policy.
- 3.6. The Board ensures that the Charity maintains a Register of Interests of Trustees and Senior Staff ,which is updated annually.
- 3.7. The Board ensures that Trustees complete a Continuing Suitability Questionnaire annually and any matters raised in a completed questionnaire are considered by the Chair and if necessary, the Board.
- 3.8. The Board ensures the Charity is acting in accordance with the guidelines of the Charity Commission to protect charities from non-charitable interests to ensure that any relationships with non-charities never compromise the Charity's interests and independence. The Board will ask RaG to assess annually and report back to the Board as to whether the 6 principles recommended by the Charity Commission are being adhered to by the Charity in relation to any non-charities with which the Charity has a relationship.
- 3.9. The Board ensures that the Charity complies with, all legal, regulatory, and statutory requirements.
- 3.10. It maintains familiarity with the rules and constitution that govern the charity, to ensure that the charity complies with its governing instruments and to review the constitution regularly.

- 4. Ensuring that its decision-making processes are informed, rigorous and timely, and that effective delegation, control and risk-assessment, and management systems are in place and are monitored**
- 4.1. The Board regularly reviews which matters are reserved to the board and which can be delegated. It collectively exercises the powers of delegation to senior managers, sub-committees or individual trustees, key staff, honorary officers, or volunteers.
- 4.2. The board describes its 'delegations' framework in the document entitled "Terms of Reference for committees and Groups" which provides detail and clear boundaries so that the delegations can be clearly understood and carried out. Systems are in place to monitor and oversee how delegations are exercised including reporting procedures, which are also recorded in writing and complied with.
- 4.3. The Board ensures that the responsibilities delegated to the chief executive are clearly expressed and understood, and directions given to him/her come from the board as a whole.
- 4.4 The Board ensures that its committees have suitable terms of reference and membership and that:
- the document setting out the terms of reference of the committees is reviewed; and updated regularly and
 - the committee membership is refreshed regularly and does not rely too much on particular people.
- 4.5 The Board reviews the charity's key policies and procedures regularly to ensure that they continue to support, and are adequate for, the delivery of the Charity's aims.
- 4.6 The Board agrees with senior management what information is needed to assess delivery against agreed plans, outcomes, and timescales. Information should be timely, relevant, accurate and provided in an easy to understand format
- 4.7 The Board considers the review carried out by RaG and Senior Management benchmarking other similar organisations to compare or benchmark the organisation's performance.
- 4.8 The Board retains overall responsibility for risk management and discusses and decides the level of risk it is prepared to accept for specific and combined risks.
- 4.9 The Board regularly reviews the Charity's specific significant risks and the cumulative effect of these risks. It makes plans to mitigate and manage these risks appropriately.
- 4.10 The Board puts in place and regularly reviews the Charity's process for identifying, prioritising, escalating and managing risks and, where applicable, the Charity's system of internal controls to manage these risks. The board reviews the effectiveness of the Charity's approach to risk at least every year.
- 4.11 The Board describes the Charity's approach to risk in its annual report and in line with regulatory requirements
- 4.12 The Board agrees and oversees an effective process for appointing and reviewing auditors, taking advice from the Resources and Governance Sub-Committee.
- 4.13 Arrangements are in place for the Resources and Governance Sub-Committee to consider concerns raised in confidence about alleged improprieties, misconduct, or wrongdoing. This includes 'whistle blowing'. Arrangements are also in place for

appropriate and independent investigation and follow-up action. These are described in more detail in the Trustee Code of Conduct.

- 4.14 The Board agrees board policies.
- 4.15 It ensures that the Charity has satisfactory control systems and procedures for holding in trust for the beneficiaries all monies, properties and other assets and to ensure that monies are invested to the maximum benefit of the charity, within the constraints of the law and ethical and other policies laid down by the board.
- 4.16 It ensures that the income and property of the Charity is applied for the purposes set out in the governing document and for no other purpose, and with complete fairness between persons who are properly qualified to benefit.
- 4.17 The Board acts reasonably, prudently, and collectively in all matters relating to the Charity and always to act in the interests of the Charity.
- 4.18 The Board is accountable for the solvency and continuing effectiveness of the Charity and the preservation of its endowments.
- 4.19 The Board exercises effective overall control of the Charity's financial affairs and to ensure that the way in which the Charity is administered is not open to abuse by unscrupulous associates, employees or volunteers; and that the systems of control are rigorous and constantly maintained through regular evaluation and improvement in the light of experience.
- 4.20 It ensures that intangible assets such as organisational knowledge and expertise, intellectual property, the charity's good name and reputation etc are properly valued, utilised, and safeguarded.
- 4.21 In relation to land owned by the Charity, it ensures that the Board is aware on a continuing basis what condition it is in, if its boundaries are being encroached upon, what can be done with it and how it is or should be used. In particular, to ensure that any property which is a permanent endowment is preserved and invested in such a way as to produce a good income while at the same time safeguarding the real value of the capital.
- 4.22 The Board ensures that all income due to the Charity is received and that all tax benefits are obtained and all rating relief due is claimed.

5. Ensuring that the Board works as an effective team, using the appropriate balance of skills, experience, backgrounds, and knowledge to make informed decisions. So that the Charity's governance is of the highest standard.

- 5.1 The Board meets as often as it needs to be effective. Usually this is four times a year with each of the Sub-Committees usually meeting prior to the forthcoming Board meeting.
- 5.2 The Board discusses its effectiveness and its ability to work together as a team, including individuals' motivations and expectations about behaviours. Trustees take time to understand each other's motivations to build trust within the Board.
- 5.3 The Board reviews regularly its own performance and that of individual trustees, including the chair. Such evaluation considers the board's balance of skills, experience and knowledge, its diversity in the widest sense, how the Board works together and other factors relevant to its effectiveness.

- 5.4 Where significant differences of opinion arise, trustees take time to consider the range of perspectives and explore alternative outcomes, respecting alternative views and the value of compromise in Board discussions.
- 5.5 The Board receives specialist in-house or, if appropriate, external governance advice and support. The Board and its trustees can access independent professional advice, such as legal or financial advice, at the Charity's expense if needed for the Board to discharge its duties as explained more fully in the Trustee Code of Conduct.
- 5.6 The Board ensures that the trustee board has the skills required to govern the Charity.
- 5.7 The Board has, and regularly considers, the mix of skills, knowledge and experience it needs to govern, lead, and deliver the Charity's purposes effectively. It reflects this mix in its trustee appointments, balancing the need for continuity with the need to refresh the Board.
- 5.8 It ensures that there is a systematic, open, and fair procedure for the recruitment of trustees. The search for new trustees is carried out, and appointments or nominations for election are made, on merit and considering the benefits of diversity on the Board, using skills audits to inform the search process.
- 5.9 It ensures that there are succession plans for the Chair and the Chief Executive.
- 5.10 The Board participates in individual and collective development and training of trustees.
- 5.11 It abides by the Code of Conduct for trustees.
- 5.12 The Board ensures that major decisions and board policies are made by the trustees acting collectively.

6. Ensuring that the board's approach to diversity supports its effectiveness, leadership and decision making

- 6.1 The Board encourages inclusive and accessible participation, including making a positive effort to remove, reduce or prevent obstacles to people being trustees
- 6.2 The Chair regularly asks for feedback on how meetings can be made more accessible and how to create an environment where trustees can constructively challenge each other, and all voices are equally heard.
- 6.3 The Board regularly carries out an audit of skills, experience, and diversity of background of its members to find imbalances and gaps and inform trustee recruitment and training.
- 6.4 The Board sees diversity, in all its forms, as an integral part of its regular board reviews. The board recognises the value of a diverse board and has suitable diversity objectives.
- 6.5 When deciding how to recruit trustees, the Board thinks about how best to attract a diverse pool of candidates. It tries to achieve diversity in any trustee appointment panels.

7. Ensuring the Board is transparent and accountable

- 7.1 The board identifies the key stakeholders with an interest in the charity's work and makes sure that there is a strategy for regular and effective communication with these stakeholders about the charity's purposes, values, work and achievements, including information that enables them to measure the charity's success in achieving its purposes.
- 7.2 It ensures that views of beneficiaries on the performance of the charity are regularly gathered and considered by the board. As part of this, the board thinks about how best to communicate how the charity is governed, who the trustees are and explains the structure of the Board and the Sub-Committees.
- 7.3 It ensures that a procedure for dealing with feedback and complaints from beneficiaries, staff, volunteers, the public and other stakeholders exists, and that these procedures are understood by trustees, staff, and volunteers.
- 7.4 The Board ensures that there are mechanisms for beneficiaries, employees, volunteers, other individuals, groups, or organisations to bring to the attention of the trustees any activity that threatens the probity of the charity.
- 7.5 The Board gets regular reports on the positive and negative feedback and complaints given to the charity and makes sure that there is a well-publicised, and effective process for making and handling a complaint and that any internal or external complaints are handled constructively, impartially and effectively.
- 7.6 The Board ensures that the Charity keeps a register of interests of trustees and senior staff and that this is updated regularly by the Charity.
- 7.7 The Board ensures that the Charity maintains a Register of Gifts which is updated regularly, together with an accompanying policy for trustees and staff.