

**Northumberland Wildlife Trust Limited  
Company Number 717813, Charity Number 221819**

**The Role and Terms of Reference for Council**

**1 Preamble and Definitions**

It is a legal requirement for all charities that they be led and controlled by a group of unpaid trustees. In Northumberland Wildlife Trust, this body is known as Council and is made up of trustees who either are elected by the membership at the AGM, or co-opted by Council.

Council is the legal entity which is ultimately responsible for everything which the Trust does, and is accountable for the organisation's financial regularity and all other aspects of propriety.

The responsibilities of Council are set out under the following broad headings:

- Leadership and strategic direction
- Control
- Effectiveness
- Review and renewal
- Delegation
- Integrity
- Openness

Section 2 gives a summary of the key points under each of these headings. Appendix 1 sets out more detail about specific responsibilities in each area.

Section 3 describes, in general terms, the powers given to Council in the Articles of Association. Further detail is available in the Articles themselves.

The collective term used throughout this document is Council. It is crucial to note, however, that Council is made up of trustees who are both individually and severally responsible, and liable, for Council's actions and decisions. Appendix 2 covers the role of trustees and how they should act in the context of Council; appendix 3 outlines specific additional roles for each of the honorary officer posts.

Where the phrase 'support structure' is used, this refers to the Chief Executive and staff team, and to the network of groups and teams which both inform and underpin the work of Council. None of the groups and teams, except the Chief Executive, has delegated powers or is set up as a formal committee. Delegated authority to the Chief Executive is set out in a separate document, as are the terms of reference for this support structure.

**2 The Role and Terms of Reference of Council – a Summary**

**2.1 Leadership and Strategic Direction**

Council will effectively and collectively ensure delivery of the Trust's objects, set its strategic direction and uphold its values.

Council is ultimately responsible for directing the Trust's affairs, ensuring that it is solvent, well-run and delivering outcomes in accordance with its governing document (the Memorandum and Articles of Association). Council will focus on the strategic direction of the Trust and avoid becoming involved in day to day operational decisions which are delegated to the staff (see separate document on delegated authority).

## 2.2 Control

Council will ensure that the Trust complies with its governing document, relevant laws and the requirements of any regulatory bodies. It will act prudently to protect the Trust's assets and property, and ensure that these are used to deliver the Trust's objectives.

Council will regularly review the risks to which the organisation is subject and take action to mitigate the risks identified.

Council is responsible for ensuring that the Trust maintains and operates an effective Health and Safety policy.

In exercising its functions, Council will uphold and apply the principles of equality and diversity, and ensure that the Trust is fair and open to all sections of the community.

## 2.3 Effectiveness

Council will organise its work to ensure that it makes the most effective use of trustees' time, skills and knowledge. It will ensure that it receives the advice and information needed to make good decisions.

Council will ensure that it comprises the diverse range of skills, experience and knowledge needed to run the organisation effectively, and that appropriate induction, training and ongoing support is provided.

It will make proper arrangements for the supervision, support, appraisal and remuneration of the Trust's Chief Executive.

## 2.4 Review and Renewal

Council will regularly review and assess its own performance, that of individual trustees and of its support structure. Council will have a strategy for its own renewal, with open recruitment of new trustees, focussed on creating and maintaining a diverse and effective body.

Council will periodically carry out strategic reviews of all aspects of the Trust's work, and use the results to inform positive change and innovation.

## 2.5 Delegation

Council will clearly set out the functions of the Chief Executive, honorary officers and support structure bodies, specifying any delegated authority, and will monitor their performance.

The roles and responsibilities of the chair and of the other honorary officers are specified in Appendix 3. Delegation to the Chief Executive is covered in a separate document.

#### 2.6 Integrity

Council will act according to high ethical standards and should ensure that any conflicts of interest are properly dealt with.

Council will ensure that trustees do not benefit from their position beyond what is allowed by the law, that conflicts of interest are declared and that there are clear guidelines for the receipt of gifts or hospitality by trustees.

#### 2.7 Openness

Council will be open and accountable to Trust members and to other stakeholders and partners as appropriate.

### **3 Powers**

The Trust's Articles of Association give a variety of constitutional powers to Council, which should be exercised in the context of the role set out in this document. These include the power to:

- determine membership subscription rates
- co-opt trustees
- appoint patrons and presidents
- set a quorum
- use the Trust's seal

Further detail on these and other powers should be obtained by reference to the Memorandum and Articles of Association.

## Appendix 1

### The Role and Terms of Reference for Council Supplementary Detail

This section gives more detail about the specific responsibilities of Council in each of the broad categories set out above.

#### 1 Leadership and Strategic Direction

##### 1.1 The role of Council in overall leadership

Council will:

- ensure compliance with the Trust's objects, purposes and values, and with its governing document, and ensure that its activities remain true to its objects
- set policies, plans and budgets and monitor performance against them
- ensure the Trust's solvency, financial strength and good performance
- ensure compliance with all relevant laws and regulations
- appoint (and if necessary dismiss) the Chief Executive
- set and maintain a framework of delegation and internal control
- agree or ratify all policies and decisions which might create significant risk for the Trust

##### 1.2 Strategic direction

The Chief Executive is responsible for ensuring a clear division of responsibilities between Council and the staff team, and should provide an effective link between the two. Council members will not seek to become directly involved in decisions which have been properly delegated to staff, but should hold staff to account through the Chief Executive.

#### 2 Control

##### 2.1 Compliance

Council will ensure, through appropriate policies, procedures and reporting mechanisms that the Trust complies with:

- its Memorandum and Articles of Association
- the requirements of its regulators and relevant legislation, including the submission of annual reports and returns
- any statutory or regulatory requirements relating to maintenance of financial records and external audit
- the requirements of all other statutes, authorities and regulations governing its work

Relevant bodies and legislation include the following:

- charity law and the Charity Commission
- company law and Companies House
- employment law
- health & safety legislation
- data protection legislation

- discrimination legislation
- child and vulnerable adult legislation
- self-regulatory code for fundraising and the Fundraising Regulator

## 2.2 Internal Controls

Council will set and maintain appropriate systems of financial control, management control, health and safety, performance reporting and policies and procedures, and ensure that there is a system for regular review of the effectiveness of these controls.

## 2.3 Managing Risk

Council will avoid undertaking activities which might place the Trust's staff, volunteers, property, assets, members or reputation at undue risk. It will work to understand the risks facing the Trust and how these are managed and minimised, and will undertake a full risk assessment regularly. Professional advice will be sought where there may be a material risk to the Trust.

Council will exercise particular care when investing the Trust's funds, or borrowing funds for it to use.

Council will take ultimate responsibility for managing any conflicts within the organisation, including those arising between trustees, staff, the Chief Executive, members or volunteers.

Council has adopted a whistle-blowing policy and procedures to allow confidential reporting of matters of concern such as misconduct, mismanagement or misuse of funds. The policy is open to all staff, volunteers and trustees.

## 2.4 Equality and Diversity

Council will ensure that the Trust upholds and promotes equal opportunities and diversity in all areas of its work, including:

- Council and support structure membership
- Staff recruitment, selection, training and conditions of service
- Communication with members, stakeholders and the public
- Accessibility of meetings and communications

# 3 **Effectiveness**

## 3.1 Duties and responsibilities

Council will ensure that all trustees agree in writing to accept the following obligations:

- To uphold the Trust's values and objectives;
- To give adequate time and energy to the duties of being a trustee;
- To act with integrity, and to avoid or declare personal conflicts of interest

Council will meet regularly and ensure that its work is focussed on delivering its strategic role. It will ensure that it has sufficient trustees to provide the necessary skills and experience, without becoming so large that decision-making is unwieldy.

## 3.2 Information and advice

Council will ensure that it receives the necessary advice to make good decisions. Council papers will be timely, well-presented, circulated well in advance and make clear recommendations.

Council will take professional advice where necessary before making important decisions and will not rely excessively or exclusively on a single source.

### 3.3 Skills and experience

Council will ensure that its trustees collectively provide a mix of appropriate skills, experience, qualities and knowledge, including the following:

- Effective strategic leadership and team-working
- Governance, general finance, business and management
- Human resources and diversity
- Operating environment and risks that exist for the Trust
- Other specific knowledge, including conservation, education, land management and fundraising

### 3.4 Development and support

Council will support the personal development of all trustees as appropriate. All new trustees will receive a full induction.

### 3.5 Chief Executive

Council will ensure that formal arrangements are in place for the regular supervision, appraisal and personal development of the Chief Executive. There will be a formal mechanism for setting the Chief Executive's remuneration, which will be ratified by Council. The remuneration should be adequate and appropriate but no more, and will be disclosed in the Trust's accounts.

## 4 **Review and Renewal**

### 4.1 Performance appraisal

Council will ensure that, at least every two years, it sets aside time to reflect on its own performance and functioning as a team. It will further ensure that the performance of individual trustees is regularly assessed and appraised, either by the chair or another trustee, or by using external assistance.

Council will ensure that the performance of the chair and of Council's support structure is similarly reviewed. The results will be used to make necessary changes and improvements, to inform appropriate training programmes and to guide trustee renewal and recruitment.

### 4.2 Renewal and recruitment

Council will set a strategy for its own renewal, with appropriate succession planning arrangements in place to ensure timely replacement of retiring trustees. Particular attention will be given to the replacement of the Chair and other honorary officers. Council will ensure that procedures for joining and leaving Council are clearly understood by all concerned.

A skills and needs analysis will be undertaken before a recruitment process is started, in order to inform recruitment of appropriate candidates. Recruitment will be open to all sections of the community and Council will consider open advertising and formal interviewing.

#### 4.3 Review

Council should periodically undertake strategic reviews of all aspects of the Trust's work to ensure that its objects remain relevant, and that the Trust is continuing to meet those objects in the most effective way.

Reviews will include the following elements of the Trust's operation:

- Governing document, mission and vision
- Council and trustees, their functioning and effectiveness
- Staff and volunteer structures, working methods, operational policies and procedures
- Mechanisms for internal control, performance reporting, planning and budgeting
- Council's support structure
- Relations and communication with stakeholders and members

Council will use the results of such reviews to generate a creative and innovative approach to the Trust's development, to inform strategic planning, to make changes and improvements to its operational activities, to initiate partnership working and to create a positive impact on the overall effectiveness and governance of the Trust.

## 5 **Delegation**

### 5.1 Clarity of roles

Council will define the roles of the honorary officers, including that of chair. Appendix 3 sets out the role and functions of the honorary officers.

Notwithstanding that Council delegates specific roles to honorary officers or to other trustees, ultimate responsibility continues to rest with Council as a whole.

### 5.2 Effective delegation

Council will ensure that delegation complies with the terms of the Trust's governing document and any relevant legislation. Delegation to staff will be through the Chief Executive.

Council will ensure that delegation is in writing and will set clear limits for expenditure, authority and decisions. Delegation may be expressed in minutes, terms of reference, staff job descriptions or in a separate document.

### 5.3 Terms of reference

Council will ensure that any bodies in its support structure have clear written terms of reference as well as any delegated authority.

### 5.4 Monitoring

Council remains in ultimate control of all delegations. Honorary officers and other trustees must report back promptly to Council on the use of any delegated authority.

Council should receive regular reports from bodies in its support structure, and will ensure that the mechanisms established for internal control are used to monitor the use of delegated authority by the Chief Executive.

## 6 Integrity

### 6.1 No personal benefit

Council will ensure that trustees do not gain personal benefit, whether financial or otherwise, from their position, unless such benefit is lawful and within the Trust's governing document, and is deemed to be in the Trust's best interests.

Council will ensure that no payments are made to trustees, other than the legitimate claiming of travel and other expenses incurred whilst on Trust business. Full disclosure of such payments will be made in the Trust's annual report and accounts.

### 6.2 Conflicts of interest

Council will ensure that procedures are in place for trustees to declare actual or potential conflicts of interest, and for such declarations to be recorded in Council minutes. An annual register of potential conflicts of interest will be maintained.

Council will ensure that a trustee who declares a conflict of interest does not vote on, or take part in discussion of, the item in question. He or she may be asked to leave the meeting if necessary.

### 6.3 Probity

Council will ensure that there are mechanisms in place for trustees to report all personal gifts and hospitality received; all such incidents will be recorded. Council will set a policy precluding the acceptance of lavish hospitality or gifts with a significant monetary value, particularly when this could be seen as likely to influence a Council decision.

## 7 Openness

### 7.1 Communication and consultation

Council will identify those people with a legitimate interest in the Trust's work - and ensure that there is regular and appropriate communication and consultation to ensure that:

- their views are taken into account in the Trust's decision-making
- they are informed and consulted on the organisation's plans and proposed developments
- there is a procedure for dealing with feedback
- the Trust's performance, impacts and outcomes are reported to them

Council will ensure that the Trust produces an annual report and accounts in accordance with relevant legislation, and that these provide a balanced and accurate assessment of the Trust's successes and failures. Council will ensure that this document is accessible to all stakeholders. Council will arrange to hold an AGM in accordance with the governing document and with company law.

### 7.2 Openness and accountability

Council will ensure that the Trust upholds a commitment to openness and accountability at all levels. This will include:

- being clear about what information is available, and what must remain confidential
- complying with reasonable requests for information
- being open about the Trust's governance, and its strategic reviews
- ensuring that the principles of equality and diversity are applied



### 7.3 Stakeholder involvement

Council will ensure that the views of staff, volunteers, members and other stakeholders are taken into account in the Trust's decision-making. This will mean:

- Encouraging wide stakeholder engagement in the Trust
- Ensuring that stakeholders are involved in the most appropriate way

Council will ensure that there are clear policies on who is and is not eligible for membership of the Trust, that it keeps members informed about the Trust's work and that it uses the membership as a way of involving stakeholders in the Trust's governance.

## **Appendix 2**

### **The role of Trustees**

The principal duty of a trustee is to act both in accordance with the remit for Council and in the Trust's best interests. Trustees are bound by an overriding duty, both individually and as Council, to act reasonably at all times in the interests of the organisation and its members.

Trustees are equally responsible in law for Council's actions and decisions, and have equal status as trustees.

All trustees must act personally and not as the representative of any group or organisation, regardless of how the trustee was elected or selected. Trustees must ensure that they remain independent and do not come under the control of any external organisation or individual.

Trustees should not become directly involved in day to day operational matters, or in other decisions which have been delegated to staff. In cases where trustees have an involvement in operational matters, they must clearly separate their strategic and operation roles.

Trustees must not act on their own on behalf of Council, or on the Trust's business, without proper authority from Council.

Trustees must ensure that they declare any actual or potential conflicts of interest, and that they declare any gifts or hospitality received as a function of their trusteeship.

## **Appendix 3 Honorary Officer Role Descriptions**

### **Chair/Vice-chair**

#### **Principal Roles and Tasks**

- A Lead Council in ensuring that it fulfils its responsibilities for the governance of the Trust
- B Work in partnership with the Chief Executive helping him or her achieve the mission of the Trust
- C Optimise the relationship between Council and its CEO and stakeholders

#### **Principal Duties relating to each Task**

##### **A Ensuring Council fulfils its responsibilities**

- To chair meetings of Council; see that it functions effectively and in accordance with its role and responsibilities
- To chair general meetings and ensure the efficient conduct of business
- To ensure the efficient and accountable conduct of business between Council meetings
- To ensure general compliance with the Council remit
- To ensure that Council sets overall strategy and policy objectives
- To ensure that the Trust's financial dealings are prudently and systematically accounted for, audited and publicly available
- To ensure that the Trust has a satisfactory system for holding in trust for beneficiaries of the charity any monies or property and to ensure that, where appropriate, monies are invested to the greatest benefit within the constraints of the law and ethical investment practices
- To monitor that the decisions taken at meetings are implemented
- With the Chief Executive to develop appropriate and relevant agendas for meetings
- To work with the Chief Executive to ensure a fit for purpose Council
- To work in consultation with the Chief Executive to recruit trustees and co-optees with specific/relevant expertise
- To engage in recruitment of a replacement Chair in line with RSWT policy
- To ensure that Council regularly reviews its structure, role, relationship to staff and implements agreed changes
- To define and keep under review selection and performance criteria for trustees
- To undertake appropriate appraisal of trustee and Council performance
- With the Chief Executive to ensure that all trustees receive appropriate advice, training and information relating to their role
- To serve as an additional spokesperson for, or promoter of, the Trust

##### **B Helping the Chief Executive achieve the organisation's mission**

- To ensure that the Trustees develop a long-term strategy for the Trust, together with the Chief Executive, with objectives which can be monitored
- To monitor progress of the annual plan and overall strategic plan
- To ensure that appropriate resources (personnel, financial, material) are secured to achieve agreed goals

- To ensure efficient and accountable conduct of business between Council meetings
- To ensure that the Chief Executive delivers the annual plan and budget
- To support, monitor and review the work of the Chief Executive and ensure remuneration as agreed by Council
- To promote the Trust to a wider audience of potential donors and beneficiaries
- To work with the Chief Executive in being part of a wider network of environmental and conservation organisations

### **C Optimising the relationship between Council and staff/volunteers**

- To ensure that the remuneration, appraisal and monitoring of the Chief Executive is
  - carried out according to the Council remit, and to ensure that his or her employment complies with relevant legislation
- To ensure that the Trust has appropriate procedures to:-
- Comply with current employment and equal opportunities legislation and good practice
- Advertise for, interview and select senior staff
- Receive regular informal progress reports of the Trust's work through the Chief Executive
- Reflect to Council any concerns staff have in regard to the role of Council, its sub-committees or members; to relate the concerns of Council and other constituencies to the Chief Executive
- In consultation with the Chief Executive, to agree an annual calendar of meetings of Council and major events
- Through the Chief Executive to ensure regular written communications between Council and the staff group, and in particular senior managers

NOTE: Some of the duties listed above may be delegated to other trustees.

### **Person specification for a Chair/Vice-chair**

In addition to the qualities needed by all trustees, the Chair/Vice-chair should also possess the following:

- leadership
- experience of committee work
- tact and diplomacy
- good 'people' skills
- impartiality, fairness and the ability to respect confidences

It would also be desirable for the Chair/Vice-chair to have a wider involvement with the voluntary sector, other networks, or the type of work undertaken by the Trust.

The Vice-chair must be capable of deputising for the Chair and of acting as a sounding board when required.

## Secretary

### Principal Roles and Tasks

- A To support the chair by ensuring the smooth functioning of Council
- B In conjunction with the Chair, to lead Council in ensuring that it fulfills its responsibilities for the governance of the Trust
- C In conjunction with the Chair and Chief Executive, to optimise the relationship between Council and its staff/volunteers

### Principal Duties relating to each Task

The responsibilities of the Secretary will include the following

#### **A Smooth functioning of Council**

In conjunction with the Chief Executive:

- ensuring proper arrangements are made for meetings
- ensuring that meetings are accurately recorded
- ensuring that the minutes are signed by the Chair once they have been approved
- checking that a quorum is present
- checking that trustees and staff have carried out action agreed at a previous meeting
- circulating members of the Trust with agendas and minutes of the annual general meeting and any special or extraordinary general meetings
- acting as a company secretary where this role is not delegated to a member of staff
- keeping the Memorandum and Articles of Association under review

#### **B Ensuring the Trustee Body fulfills its responsibilities**

- To work with the Chair and Chief Executive to ensure that the trustees set overall strategy and policy objectives
- To help the Chair and Chief Executive make recommendations on the composition of Council (with a view to succession)
- To work in consultation with the Chair and Chief Executive to recruit trustees and co-optees with specific and/or relevant expertise
- To help the Chair and Chief Executive ensure that Council regularly reviews its structure, role, relationship to staff and implements agreed changes as necessary
- *To help the Chair and Chief Executive define and review the selection and performance criteria for trustees*
- *Work with the Chair and Chief Executive to ensure that all trustees receive appropriate advice, training and information relating to their role*

#### **C Optimising the relationship between Council and staff/volunteers**

- To work with the Chair and Chief Executive to ensure that the Trust has appropriate procedures to:
  - *comply with current employment and equal opportunities legislation and good practice*
  - *advertise for, interview and select senior staff*
  - operate disciplinary and grievance panels as appropriate
  - receive regular progress reports of the Trust's work through the Chief Executive

- reflect to Council any concerns staff have in regard to the role of Council, its sub-committees or members; to relate the concerns of Council and other constituencies to the Chief Executive
- agree an annual calendar of meetings of the trustees and major events

**Person specification for a secretary**

In addition to the qualities needed by all trustees, the Secretary should also possess the following:

- organisational skills
- knowledge or experience of business and committee procedures
- minute-taking experience, if this is not being delegated to staff
- knowledge of charity law

## Treasurer

### Principal Roles and Tasks

- A On behalf of Council to ensure that the Trust's financial obligations are met
- B In conjunction with the Chair to lead Council in ensuring that it fulfils its responsibilities for the governance of the Trust
- C In conjunction with the Chair and Chief Executive, to optimise the relationship between Council and its staff/volunteers

### Principal Duties Relating to Each Task

#### **A Ensuring that the organisation's financial obligations are met**

- To make sure that the Trust operates within the legal and financial guidelines set out in current legislation and its own articles, policies and procedures
- To ensure that adequate financial controls are in place and that the Trust operates within a sound financial framework
- To ensure all financial dealings are accounted for
- To ensure that grants and other funds received for specific purposes are appropriately spent
- To work with and support the financial administration personnel, in order to be satisfied that the financial information presented is comprehensive and accurate
- To identify any material financial risks facing the Trust and recommend appropriate action
- To advise Council on the financial implications of its strategy and policy objectives
- To attend an annual meeting with external auditors (and any other delegated members of Council) to discuss the auditor's report and accounts; to report formally on this to the main trustee body
- To oversee the process of appointment of auditors to the organisation

#### **B Ensuring the Trustee Body fulfills its responsibilities**

- To help the Chair and Chief Executive ensure that the trustees set overall strategy and policy objectives
- To ensure that the Trust has a satisfactory system for holding in trust for the beneficiaries of the charity any monies or property to ensure that, where appropriate, monies are invested to the greatest benefit of the Trust within the constraints of the law and ethical investment practices
- To work in consultation with the Chair and Chief Executive to recruit trustees and co-optees with specific/relevant expertise
- *To help the Chair and Chief Executive ensure that Council regularly reviews its structure, role, relationship to staff and implements agreed changes as necessary*
- *To assist the Chair and Chief Executive define and keep under review selection and performance criteria for trustees*
- *With the Chair and Chief Executive, ensure that all trustees receive appropriate advice, training and information relating to their role*

#### **C Optimising the relationship between Council and staff/volunteers**

- To work with the Chair and Chief Executive to ensure that the Trust has appropriate procedures to:

- comply with current employment and equal opportunities legislation and good practice
- advertise for, interview and select senior staff
- operate disciplinary and grievance panels as appropriate
- receive regular progress reports of the Trust's work through the Chief Executive
- reflect to Council any concerns staff have in regard to the role of Council, its sub-committees or members; to relate the concerns of Council and other constituencies to the Chief Executive

### **Person specification for a treasurer**

In addition to the qualities needed by all trustees, the Treasurer should also possess the following:

- financial qualifications and experience
- a willingness to be available to staff for guidance and support on an ad hoc basis
- some experience of charity finance, fundraising and pension schemes
- the skills to analyse proposals and examine their financial consequences
- a preparedness to make unpopular recommendations to Council

**Last review: January 2020**

**Next review: January 2022**