



## **Board of Trustees Terms of Reference of the Scottish Women's Institutes**

### **Purpose:**

The Board of Trustees have a duty under the Charity and Trustees Investment (Scotland) Act 2005 to ensure that the charity complies with its obligations including:

- A duty of compliance with the charity's charitable aims, its governing documents and all relevant legislation and regulation.
- A duty of care, to ensure that the charity is well run and efficient and that professional advice is sought in order to manage risk.
- A duty of prudence in respect of managing the charity's assets.

### **1. Board Membership**

**1.1** A Board Member can serve as a Trustee for a period of three years but may serve for a maximum of six years. In exceptional circumstances if approved by the Board, a member may be permitted to serve for an additional one year.

The Board shall consist of 10 members including National President Vice President and Honorary Treasurer, chaired by the SWI President whom failing to be available by the Vice President or other board member requested by the President. Up to two co-opted members non-voting may also be appointed. A minimum of five voting members will form a quorum.

### **1.2 Board Rotation**

Rotation of Board Members shall be decided during the first triennium

### **2. Selection Panel**

A selection panel will be chaired by the immediate retiring President, or in her absence Vice President or another retiring board member and will consist of the former President and an independent representative. The CEO without voting rights will advise, if required.

### **3. Overall responsibility**

To provide Strategic direction and stewardship of the Scottish Women's Institutes by;

- a) Setting the vision, mission and values of the SWI
- b) Developing strategy to achieve the charity's objects, and monitoring and communicating performance.
- c) Ensuring that the charity seeks the views of its members and that these views are considered in developing strategy and delivering the services
- d) Ensuring and monitoring ongoing financial viability of the SWI
- e) Acting as the guardians of the charity's assets, both tangible and intangible, taking all due care over their security, deployment and proper application.
- f) Ensuring that the SWI complies with all constitutional, legal and regulatory requirements.
- g) Ensuring that the charity's governance is fit for purpose.

## **Compliance**

Ensure that the SWI complies with all legal and regulatory requirements:

- a) To ensure, with professional advice as appropriate, that the SWI complies with all constitutional, legal, regulatory and statutory requirements.
- b) To understand and comply with the constitution and rules that govern the SWI,
- c) to review the constitution regularly (at least every three years) to ensure it is fit for purpose

## **Main Duties**

### **4. Strategic Direction**

Ensure that the SWI has a clear vision, mission and strategic direction and is focused on achieving these. To work in partnership with the Chief Executive and other senior staff to ensure that:

- a) SWI has a clear vision, mission, set of values and strategy, and that there is a common understanding of these by trustees, staff and members.
- b) Operational plans and budgets are in place covering the next 12 months which supports the vision, mission and strategy.
- c) The views of members are regularly sought and considered, and that efforts are made to identify possible future members/ activities.
- d) The CEO will regularly review of the external environment for changes that might affect the SWI in relation to the services it provides for its members.
- e) the SWI responds to external factors, such as but not limited to, those relating to diversity, equality and inclusion, community, environment, political events or changes in the law, which affect its members'. High level strategic risks are identified and mitigating actions are considered and that these risks are recorded in a risk register

## 4.1 Performance Management

Be responsible for the performance of SWI in order:

- a) To ensure that SWI measures its impact and progress towards its strategic objectives and to regularly consider reports on the SWI's performance.
- b) To ensure that there are policies to direct key areas of the charity's business.
- c) To ensure that the SWI's values are understood and put into practice, by trustees, staff and members.
- d) To ensure that there are complaint systems in place, for members and others
- e) To ensure that there are processes for trustees, staff and members to report activity which might compromise the effectiveness of the charity.  
(Whistleblowing)
- f) To recruit the Chief Executive and to hold him or her to account for the management and administration of the charity.
- g) To ensure that the Chief Executive receives regular, constructive feedback on his/her performance in managing the charity and in meeting the charities strategy and objectives.
- h) To ensure that the SWI Board has sight of effective employment policies and processes in place, to recruit, train and develop staff.
- i) To provide a report to the AGM on the performance of the charity.

## 5. Management of Assets

To be stewards of the SWI's assets, and how they are used:

- a) To ensure that the SWI's financial obligations are met and that there are adequate financial controls in place to ensure all money due is received and properly applied, and that all assets and liabilities are recorded.
- b) To act reasonably and prudently in all matters relating to the SWI and always in the interests of the SWI
- c) To ensure that trustees take professional advice when needed, and record the advice received.
- d) To be accountable for the financial viability of the SWI.
- e) To ensure that intangible assets such as organisational knowledge and expertise, intellectual property, including the SWI brand and reputation are recognised, used and safeguarded.
- f) To review the condition and use of the property owned by the SWI.
- g) To ensure that there is a system in place to identify operational and strategic risks and to consider their mitigation and to ensure all operational risks and mitigating actions are escalated by the CEO to the Board at least quarterly .

## 6. Good Governance

Ensure that SWI governance is fit for purpose

- a) To ensure that the SWI has a governance structure that is appropriate to a charity of its size/complexity, and its charitable objects.

- b) To ensure that Board decisions are accurately recorded in writing by means of minutes and that an action log of all agreed actions is included in appendix log.
- c) To ensure that the Board's delegated authority to the CEO is recorded by terms of reference for board committees, job descriptions for trustees and all staff, and that reporting procedures back to the Board are recorded in writing and complied with.
- d) To ensure 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.
- e) To ensure the Board regularly reviews the SWI's governance structure and its own performance.
- f) To ensure that major decisions and policies are made by the trustees acting collectively.
- g) In consultation with the Chief Executive, to ensure that the Board has the skills it requires to govern the SWI effectively, and that the Board has access to, and considers, relevant external professional advice and expertise as and when required.
- h) To ensure that there is a systematic, open and fair procedure for recruitment of trustees and of the Chief Executive.
- i) To ensure that all members of the Board receive appropriate induction on their appointment and that they continue to receive appropriate advice, information and training (both individual and collective) and a register of Professional Development training provided is maintained.
- j) To ensure that trustees have a code of conduct and comply with it, and that there are mechanisms for the removal of trustees who do not abide by the trustee code of conduct, as contained within the Constitution.
- k) The Board will receive, prior to each Board Meeting reports from each of the committees on their performance and any recommendations.
- l) The Board shall receive prior to each meeting a report from the Finance Committee on the financial performance of the charity and any recommendations.
- m) To regularly review the charities Investment policy to ensure that it adequately meets the SWI's long term aims
- n) To oversee the appointment of Investment Managers, Auditors and Financial Advisors
- o) To declare any conflicts of interests and any other roles and appointments which will be recorded in a register of Members Roles/Appointments and to notify at each Board meeting if such a conflict exists and abstain from any discussion/vote.

## **7. Meetings**

The Board shall meet on a minimum of four occasions per annum one of which shall be the AGM.

## **8. Financial Control Individual Expenses**

Each Board member is accountable to the Board. Receipted expenses within the limits set and on production of a receipt, incurred by the elected Board member will be paid

by HQ. For those members whose attendance at Board meetings requires a flight and/or ferry journey, reasonable expenses will be paid by HQ.

## **9. Appointment of Sub Committees**

The Board may appoint a sub-committee from within its number to address specific issues. The Sub Committee shall provide a report to the board prior to each meeting.

## **10. Terms of Reference**

These Terms of Reference will be reviewed on an annual basis

