

Board of Trustees - Terms of Reference

Purpose

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

- **Compliance** – adhering to charitable aims, governing documents, and legislation.
- **Care** – ensuring the charity is well-run, efficient, and risks are managed.
- **Prudence** – stewarding resources and assets responsibly.

Membership & Structure

- Trustees serve for three years, renewable once (maximum six years), with a one-year extension possible in exceptional cases.
- The Board comprises 10 members, including the National President and Honorary Treasurer.
- The President chairs meetings, or another Trustee in her absence.
- Up to two non-voting co-opted members may be appointed.
- Five voting members constitute a quorum.
- Trustees rotate to maintain continuity and renewal.

Selection & Meetings

A selection panel (chaired by the Immediate Past President, or in her absence, another retiring Trustee) includes an independent representative. The CEO may advise (non-voting). The Board meets six times per year, including the AGM. Sub-committees may be formed to report back.

Responsibilities

The Board is collectively responsible for the success of SWI by:

- Setting and monitoring strategic direction and risk management.
- Overseeing performance against budgets and targets.
- Ensuring compliance with charitable aims, law, and governance standards.
- Safeguarding financial assets, property, and intellectual property.
- Supporting and holding the CEO accountable for operations.
- Acting as ambassadors and seeking member input.
- Upholding good governance, accountability, and transparency.

Accountability & Conduct

The Board is accountable to:

- Members – for governance, strategy, and sustainability.
- OSCR – for lawful and ethical operations.

- Individually, Trustees must:
 - Align with SWI vision and values.
 - Make impartial, evidence-based decisions.
 - Respect colleagues and staff, attend meetings, and advocate positively.
 - Act with honesty, integrity, and professionalism.

Financial Control

Trustees may claim reasonable, receipted expenses (including travel where necessary).

Review

These Terms of Reference will be reviewed annually (next review due no later than July 2026).