



Board of Trustees

Terms of reference

1. Role

The Board of Trustees (the Board) is the governing body of The Mortimer Society. Board members are both charitable trustees and directors of a company limited by guarantee and their activities are governed by both charity and company law. Trustees are jointly and severally responsible for the overall governance and strategic direction of the charity and must ensure that the charity is solvent, well run and delivers against its charitable objects.

As The Mortimer Society is a limited company by guarantee and a charity, if the Society fails then the Trustees/Directors liability is limited to £1 only which is again stated in our Memorandum & Articles.

We have Directors in terms of the Companies Act and Trustees in terms of the Charity Act.

2. Responsibilities

1. The Trustees are jointly and severally responsible for the management and success of the charity.
2. The Trustees are legally responsible for the charity's money and property held in trust on behalf of the charity's beneficiaries.
3. The Trustees have a duty of care and prudence towards the charity. They shall agree annual work plans, fix budgets and ensure that the Charity is solvent and that robust financial controls and systems of risk management are in place.
4. The Trustees are responsible for appointing the charity's Chief Executive and employing all staff and must ensure that appropriate levels of remuneration for all staff are in place.
5. The Trustees shall ensure that the charity achieves best practice in all aspects of the charity's work and will monitor the charity's attainment in this area.
6. The Trustees shall ensure that the charity provides the best possible service to its beneficiaries, members, external stakeholders and the public and will monitor this and put in place a mechanism for the charity to welcome and review comments and/ or complaints about its service in order to improve its future service.
7. All Trustees shall take decisions objectively in the best interests of the charity and its beneficiaries. Trustees will declare any interests and appropriately manage any conflicts that may arise.
8. The Trustees shall satisfy themselves of the integrity of financial information, ensure that appropriate financial accounts are kept and approve the charity's annual report and accounts.

9. The Trustees shall review the work of the charity by monitoring its performance against agreed objectives and indicators.
10. The Trustees shall promote and progress equality and diversity within the organisation.
11. Whilst on the Board, the Trustees shall continually develop their understanding of the charity to ensure it delivers the agreed aims and objectives in meeting public benefit requirements.

3. Membership

The Board shall usually consist of 4 - 6 members comprising of individuals elected, co-opted and appointed ex-officio.

The appointment of co-opted members is be made by the Board.

4. Officers

The Chair is usually co-opted to these roles by the Board.

5. Quorum

A quorum for Board meetings is 3 attending Trustees

6. Frequency of Meeting

The Board determines the frequency of Board meetings, but shall hold at least four meetings per year.

7. Members of the Society

If a person is appointed as a Trustee/Director then they automatically become a Member but of course a person can be a Member but not a Trustee/Director.

If a Director/Trustee retires then they are asked if they want to remain as a Member.



The Mortimer Society



Board of Trustees

Role Description

8. Term of Office

Trustees are initially appointed for a three year term. Trustees can generally not serve more than two consecutive full terms and after this time must stand down. Trustees are required to retire by rotation, with one third retiring each year.

9. Time Commitment

The Board usually meets four times each year and often during work hours. Trustees are expected to adequately prepare for, attend and contribute to all Board meetings and participate in additional tasks and meetings as required by the Board.

Regular annual commitments include:

- 4 half day meetings of the board of trustees
- 1 half day annual general meeting
- Special meetings and Finance meetings as required
- Visits to both homes as appropriate

10. Expenses

The position of Trustee is unpaid. However, all reasonable out-of-pocket expenses incurred on charity business will be reimbursed.

11. Personal Specification

Trustees will be required to demonstrate the following: -

Essential

- Knowledge or understanding of the responsibilities of a Trustee in line with the Principles of Governance of the Charity Commission
- Understanding of how a organisation works
- Experience or understanding of management at Board or executive level
- Understanding of business/strategic planning
- Ability to analyse and interpret complex issues
- Alignment with the aims and values of The Mortimer Society
- Knowledge or understanding of equality, diversity & inclusion principles