



ROYAL COLLEGE OF SPEECH AND LANGUAGE THERAPISTS

BOARD OF TRUSTEES

TERMS OF REFERENCE

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Related documents	RCSLT Articles; Bylaws; Committee TORs;

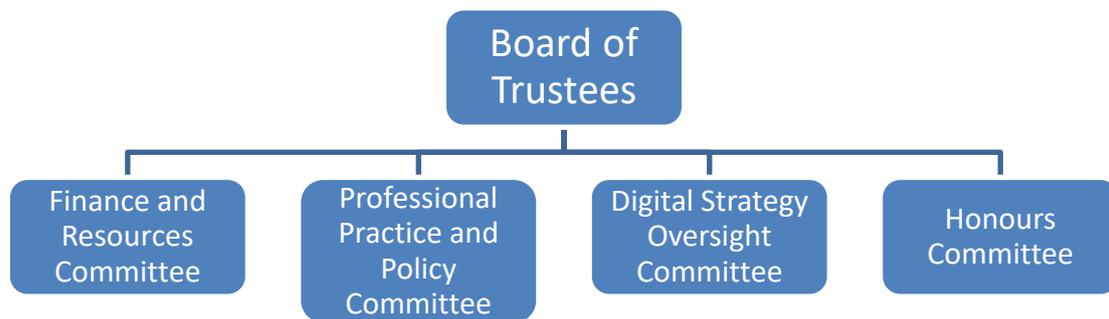
Change History		
Date	Change details	Approved by
September 2019	Addition of detail of closed sessions	Held over to December meeting
November 2019	Addition of governance structure; membership, quoracy, operation; minor amend to Annexes A and B	Board: 11 Dec 19

BOARD OF TRUSTEES (The Board)

TERMS OF REFERENCE

Preamble

1. The Board of Trustees (“the Board”) is the highest governing body of the Royal College of Speech and Language Therapists (RCSLT) and is accountable to the RCSLT membership. The members of the Board are known as Trustees and are the legal directors of the RCSLT.



Aims of the Board

2. The RCSLT Board of Trustees share corporate responsibility for all decisions of the board. The Chief Executive is accountable to the board for meeting the organisation’s objectives.

3. The Board is required to meet regularly and to retain full and effective control over the organisation; the Chair and Trustees are responsible to members and to the relevant authorities for the discharge of their responsibilities.

4. The Trustee Board should add value to the organisation. It does this by providing a framework of good governance within which the organisation can thrive and grow. Good governance is not restrictive but an enabling ingredient to underpin change and modernisation.

5. The role of the Trustee board is to:

- Give strategic direction to the RCSLT, setting overall policy, defining goals, setting targets and evaluating performance against agreed targets
- Set the organisation’s values and standards and ensure that its obligations to members are understood and met
- Ensure that the RCSLT complies with its governing documents, charity and company law, and other relevant legislation or regulations
- Ensure that the RCSLT pursues its objectives as defined in its governing document
- Ensure that RCSLT is a responsive and supportive organisation that promotes member and user engagement
- Ensure that the RCSLT applies its resources exclusively in pursuance of its objectives
- Ensure that there is an appropriate scheme of delegation to the Senior Management Team and to any sub-committees

- Be collectively responsible for adding value to the organisation, for promoting the success of the organisation by directing and supervising the organisation's affairs
- Provide active leadership of the organisation within a framework of prudent and effective controls which enable risk to be assessed and managed
- Safeguard the assets, good name and ethos of the RCSLT
- Promote diversity and equality
- Approve recommendations concerning the appointment of the Chief Executive
- Develop a constructive relationship with staff and support capacity and capability

Reporting and Controls

6. It is the Board's duty to present, through the timely publication of an annual report, annual accounts and other means, a balanced and readily understood assessment of the organisation's performance to:

- Members of the RCSLT
- Companies House
- The Charity Commission, Office of the Scottish Charity Regulator and any other regulator as required

7. Detailed financial guidance, including the role of external auditors, issued by the Charity Commission and Financial Reporting Council must be observed. The Board should prescribe the terms on which committees and sub-committees of the board may be delegated functions and should include the schedule of decisions reserved for the board.

Membership

8. The Board is made up of the following elected, appointed or co-opted RCSLT members and appointed or co-opted non-members as authorised by the Articles.

Chair
 Deputy Chair
 Honorary Treasurer (who will generally be a lay member, appointed)
 Trustee for Research & Development
 Country Representatives for:
 England (North)
 England (South)
 Northern Ireland
 Wales
 Scotland
 Up to eight more general trustees
 A lay trustee with HR and Organisational Development experience
 A lay trustee with digital experience
 Up to another five co-opted trustees with particular skills as required by the Board

9. The total membership of the Board will normally number between 12 and 16

10. Trustee terms of office are as prescribed in the RCSLT Articles of Association, and will generally be for three years (AGM to AGM) except for the Chair and Deputy Chair, who will serve terms of two years in each role respectively.

11. Trustees agree to adhere to the Code of Conduct.

Operation of the Board

12. The Board will meet four times a year or as required. Trustees will be expected to prepare for meetings and to read Board papers in advance as required.

13. One third of the trustees in office shall form a quorum.

14. Meetings will normally take place in London at the RCSLT HQ, but may occasionally be held in other parts of the country with the Board's agreement and may also include the use of video-conferencing. The Board will also undertake consultation electronically when there are issues of urgency, which require a decision by the Board. Decisions made electronically will be ratified and minuted at the following Board meeting.

15. The CEO/Professional Director and any other staff members that the Board chooses to invite will attend meetings in a non-voting capacity.

16. The Board Secretary will make arrangements for the holding of meetings, production of the agenda and minutes.

17. Board minutes will be circulated electronically in draft form within one week of the meeting to the Chair; the final version will be circulated by the Secretary to all Board members after approval by the Chair.

Open working

16. The Board will make documents available to members and staff unless there is a compelling reason not to, in accordance with the law and RCSLT policy.

Annex A: Board Responsibilities

Annex B: Closed sessions of the Board

Board Responsibilities

The Board will:

Governance/Legal

1. Ensure that the RCSLT complies with its governing documents, charity and company law, and other relevant legislation or regulations.
2. Consider recommendations to change or amend the RCSLT's governing document, subject to the approval of the Charity Commission and members, where applicable.
3. Approve, amend or suspend the Bylaws, a schedule of matters reserved for the Board and financial reporting requirements.
4. Keep under review and amend as necessary the governance structure of the RCSLT.
5. Require and receive the declaration of Trustee and staff interests that may conflict with those of the charity and determine the manner in which such conflicts will be managed
6. Authorise the use of the RCSLT seal.
7. Ratify or reject instances of failure to comply with Bylaws or other standing orders.
8. Ensure procedures are put in place to elect, appoint or co-opt the members of the Board.
9. Ensure effective succession planning of the Board.
10. Appoint, appraise and dismiss the Chief Executive.
11. Appoint and dismiss the Company Secretary.
12. Agree procedures for the effective evaluation of the Board and individual Trustees, and Committees.
13. Consider and decide on any proposal to remunerate a Trustee, subject to the restriction of the RCSLT's governing document and the requirements of the Charities Act.
14. Define the strategic aims and objectives of the RCSLT.
15. Apply the RCSLT's property to the furtherance of the RCSLT's charitable objects.
16. Ensure that trading and other activities do not compromise charitable status.
17. Approve/reject proposals for the acquisition/disposal of land/buildings or change in its use, following the receipt and consideration of professional guidance.
18. Make decisions in relation to any court proceedings against or on behalf of the RCSLT.
19. Approve and appoint the RCSLT's professional advisers.
20. Approve the purchasing of Trustee indemnity insurance from RCSLT funds.
21. Approve the transfer of charity property to another charity with substantially similar objects.
22. Receive and approve the Trustees' Annual Report and statutory accounts and authorise its filing.
23. Hold an annual general meeting for members.
24. Ensure that its work is considerate of the needs of its users.

Financial

25. Ensure probity and effectively monitor the financial and business performance of the RCSLT as an organisation.
26. Approve/amend proposals for capital investment.
27. Approve/amend the annual budget.
28. Approve fundraising and income generation programmes.
29. Agree and review an investment strategy.
30. Authorise bank and investment accounts.
31. Agree changes to the RCSLT staff pension scheme.
32. Receive and note annual management letter/audit findings report from the external auditor and agree the proposed course of action.

Organisational

33. Approve a scheme of delegation of powers from the Board to Committees and their Terms of Reference.
34. Approve arrangements for dealing with complaints.
35. appoint and dismiss Committees and individual members of Committees that are accountable to the Board.
36. Appoint, appraise and dismiss the Chief Executive Officer.
37. Consider, approve or reject the remuneration of the Chief Executive Officer.
38. Approve/amend policies for internal control and management of risk.
39. Authorise delegated powers to the Chief Executive and other members of the senior management team where appropriate.
40. Agree, or delegate the approval of key organisational policies:
 - a. Trustee code of conduct
 - b. Trustee engagement letter
 - c. Employment policies
 - d. Health and safety policies
 - e. Environmental policy
 - f. Communications/PR policy
 - g. Complaints policy
 - h. Treasury and investments policies
 - i. Reserves policy
 - j. Whistleblowing policy
 - k. Corporate social responsibility policy
 - l. Conflicts of interest policy
 - m. Equal opportunities policy
41. Establish and maintain a programme of monitoring of the RCSLT's strategic aims and operational objectives.
42. Give guidance on the format and frequency of reports that it requires from subordinate Committees and Working Groups.
43. Set the values, principles and processes relating to the overall governance of RCSLT.
44. Ensure that its work is carried out in response to the needs of the membership and in a consistent, transparent and open manner.

Closed Sessions of the Board

1. Closed sessions of the Board may consider the following topics. This list is neither prescriptive nor exhaustive.

- Board succession plans
- CEO Performance Related Pay
- SMT succession plans (but noting that this would be high-level overview only, as CEO has operational responsibility)
- Staff remuneration
- Organisational development
- Board performance, training and development
- Annual review of governance policies
- Other governance issues
- Periodic closed session with auditors
- Reporting of settlement agreements

2. All closed sessions of the Board will be formally minuted.