**BOARD OF TRUSTEES**

**COLLECTIVE**

**AND**

**INDIVIDUAL**

**TERMS OF REFERENCE**

**Introduction**

1. Later Life Choices Glenrothes (LLCG) - formally Age Concern Glenrothes (ACG) - was formed in 1964 as a registered charity to provide day care for older people in Glenrothes and the surrounding areas. It is funded mainly by Fife Council and NHS Fife through the Fife Health and Social Care Partnership (FH&SCP). We deliver services which:
   * Are community based
   * Encourage peer support and interaction
   * Promote health and well-being
   * Provide individual support
   * Provide respite for carers
2. As a registered charity, LLCG is regulated by the Office of the Scottish Charities Regulator (OSCR): [www.oscr.org.uk](http://www.oscr.org.uk/). LLCG is also a company, limited by guarantee, which provides some financial security to its Board Members, and it has a responsibility to comply with the various Companies Acts. Companies limited by guarantee are regulated by Companies House: [www.gov.uk/government/organisations/companies-house](http://www.gov.uk/government/organisations/companies-house).
3. LLCG’s remit has expanded over the years in support of FH&SCP, and the current services are shown in the current LLCG Strategic Plan together with more details about our values, vision and plan for the following few years.
4. As a company limited by guarantee, LLCG is registered under The Companies Act (Scotland) which requires the company to have directors: the Board fulfils this role. The Centre Manager arranges for new board members to be registered with Companies House, removing their names when they stand down from the Board.

**Board Overall Responsibilities**

1. The Board is the Governing Body of LLCG, and as such is responsible for ensuring that the organisation is effectively and properly run (governance). The board sets the strategic direction of LLCG, ensures the cost-effective use of funding and other resources, supports the managers and monitors the effectiveness of the services that LLCG provides.
2. In carrying out this remit, the Board is responsible for ensuring not only the accuracy and integrity of financial information provided to the Board, but also that financial controls and systems of risk management used by LLCG are robust, effective and defensible.
3. To these ends, the Board collectively shall:

* Maintain oversight of LLCG's performance to ensure it fulfils, and does not stray from, the charity's purpose;
* Comply with the law;
* Be clear about our standards;
* Work within the requirements of LLCG's Articles of Association (i.e. our rules).
* Manage finance and other resources effectively;
* Ensure that LLCG has policies and practices that are comprehensive, fair, and meet LLCG’s needs;
* Adopt clear and fair arrangements for recruiting, training, supporting and managing

volunteers;

* Recruit staff openly, remunerate them fairly, and be a good employer;
* Address poor performance and respond to complaints promptly and fairly;
* Have a systematic and open process for making appointments to our Board;
* Set out the role and responsibilities of board members;
* Act reasonably and prudently, and in the best interests of the organisation in all matters relating to LLCG.

1. This does not, of course, imply that the Board will do all these things in a hands-on fashion. Rather, its role is to ensure that they are done through a combination of making decisions and monitoring work itself, delegating responsibility to the managers and assisting staff members when required.
2. Above all, board members are expected to work together as a team to ensure LLCG is run effectively and efficiently. As a body, the Board should contain people who collectively have the ability, confidence and commitment that will enable the organisation to not only manage any issues affecting it but also to proactively seek new ways to improve the services provided. General Board tasks are detailed at Annex A.

**Board Individual Responsibilities**

1. The Board is the Governing Body of LLCG. LLCG board members are trustees, and as such each member should understand and accept their legal duties, responsibilities and liabilities of trusteeship. Each member must agree before accepting the position of Trustee/Director to:

**Communicate**

* The Board cannot operate effectively if board members do not respond to emails or phone calls in a timely manner or otherwise become unreachable.
* Individual board members are therefore expected to respond to communications and requests from LLCG within 5 working days.
* A response can be a short holding reply; the key thing is that timely communications channels must be maintained.

**Commit**

* Individual board members are expected to proactively volunteer their skills, effort and time, either as an individual or as part of a sub-group of the Board.
* Individual board members are expected to carry out any tasks they have accepted as quickly as practicable, and to report progress back to LLCG in a timely manner.
* Individual board members are expected to help other board members, and the LLCG managers, to the best of their ability.
* Individual board members are expected to ensure there are no conflicts of interest between their responsibilities as a board member and any other aspects of their lives.

**Engage**

* Individual members should have the ability to work effectively as a member of a team.
* Individual board members are expected to attend scheduled board (and other arranged) meetings (in person or by Zoom).
* Typically, 6 board meetings are scheduled annually in advance, and board members are expected to attend at least 4 of these.
* Board members are expected to read board papers before meetings and contribute to board discussions.
* If a board member finds they cannot attend a particular board meeting, then they must inform the Chair or the Centre Manager as soon as possible so that any impact on quorate numbers can be checked.
* Board members should be willing to be available to all staff for advice and enquiries on an ad hoc basis.

1. In addition to these attributes, board members are expected to:

* Commit to LLCG’s purpose;
* Show integrity, objectivity, accountability, openness, honesty and leadership.
* Exercise good independent judgement and the ability to think creatively;
* Fully understand the overall role and responsibilities of the Board as well as their individual responsibilities as board members;
* To understand the organisation’s management and administration;
* To be familiar with the LLCG Articles of Association, so that they are clear what the organisation does and does not have the powers to do;
* To be familiar with the latest LLCG Strategic Plan, so they are clear what the organisation’s priorities and plans of action are;
* To ensure that income and property are used for the purposes set out in the organisation’s governing document (Articles of Association) and for no other purposes;

**Annex A – Tasks of a Board Member**

A board member will be expected to perform several tasks. These fall into two main groups: tasks to fulfil legal duties, and managerial tasks.

**Tasks to Fulfil Legal Duties**

* To ensure that the organisation pursues its objects as set out in the constitution.
* To have read and understood the Articles of Association.
* To act at all times in the interests of the beneficiaries, who are its members and its clients.
* To understand the legal responsibilities of the board of trustees.
* To make sure that the organisation acts within the law: as an employer, in respect of equal opportunities, meeting health and safety requirements, as a company and so on.
* To ensure that all money and assets are prudently managed and used in pursuit of the objects of the organisation.
* To make sure that money is spent for the purposes for which it was given.
* To ensure that the organisation accounts for its activities to its funders, its members, the local community and others as required.
* To work jointly with the other board members.
* To ensure that the organisation manages its affairs reasonably and properly.
* To work in the interests of the organisation, and not for personal gain.
* To ensure that the Board takes proper professional advice on matters in which it does not have competence.

**Managerial Tasks**

* Vision and direction. To understand and be committed to the purpose of LLCG.
  + - To ensure that the organisation pursues its purpose.
* Financial duties. To read and understand the financial information about LLCG and to ensure the finances are sound and properly managed.
  + - To ensure that resources are used efficiently and economically.
* As an employer
  + - To ensure that the organisation is a good employer of its paid and voluntary staff.
    - To appoint the managers, and usually to be involved with the appointment of other staff.
    - To supervise and support the managers (the Chair normally takes on this role) and ensure other staff and volunteers are properly supervised.
* Evaluation. To monitor and evaluate the work of the organisation on a regular basis. This includes receiving reports from staff, staff supervision and receiving feedback from members.
* Insurance. To make sure that LLCG is properly insured against all reasonable liabilities.
* Assets
  + - To make sure that any premises and equipment are properly looked after.
    - To ensure that any investments and cash balances are managed properly.
* Effectiveness
  + - To work with the other members of the Board to form an effective governing body for the organisation.
    - To attend meetings and to read papers in advance of meetings.
    - To attend sub-committee meetings as appropriate.
    - To participate in other tasks as arise from time to time, such as interviewing new staff, helping with appeals and fundraising.
* To keep informed about the activities of the organisation and wider issues, which affect its work.
* To ensure that the organisation is effectively managed and achieves its purpose.