

## **WESSEX RIVERS TRUST (Wessex RT)**

### **Terms of Reference for Trustees**

#### **1. Governance Structure**

Wessex RT is a company limited by guarantee without share capital. As a company, Wessex RT is required to have a Board of Directors. All directors are non-executive.

Wessex RT's constitutional documents are its Memorandum and Articles of Association. In them the Directors are described as the company's 'Trustees', and they are also the Members of the Company. There must be between 3 and 20 of them. Being 'limited by guarantee' means that if Wessex RT were to become insolvent, each member would have to contribute to its assets, the amount being limited to £1.

#### **2. Charitable Status**

Wessex RT is registered as a charity with the Charity Commission. The description of the Directors as Trustees of Wessex RT is consistent with its charitable status. Trustees must comply with legal requirements both for companies and charities. To assist with this, Wessex RT has a subsidiary company called Wessex River Services Limited which occasionally undertakes non-charitable trading activities.

#### **3. Role of the Board of Trustees**

Wessex RT's Trustees are appointed on a personal basis. They have a fiduciary duty to act in the interests of the company and its beneficiaries, rather than in their own interests. They also have a duty to exercise care and skill.

The Board of Trustees is collectively responsible for the success of Wessex RT, primarily through ensuring good governance but also through supporting its direction and standards. The board:

- Provides leadership of Wessex RT within a framework of prudent and effective controls that enable risk to be assessed and managed.
- Sets Wessex RT's mission and develops its strategic aims, ensures that the necessary financial and human resources are in place for the company to meet its objectives and reviews management performance.
- Sets Wessex RT's values and standards and ensures that they are understood and met.

#### **4. Trustees' Duties**

Wessex RT's directors are also the trustees of a registered charity, and they must meet the standards and requirements that corporate and charitable status involve. There is a broad overlap between their duties as company directors and as charity trustees, which include:

- Acting in good faith and in the best interests of Wessex RT, trustees must take the same degree of care in managing the charity's finances, assets and affairs as a reasonably prudent business person would take in respect of their own business. This includes taking professional advice when needed and making decisions as a body.
- Maintaining proper financial oversight, ensuring that Wessex RT has sufficient funding for its activities and that its resources are properly managed.

- Ensuring Wessex RT keeps its accounts in such a way that they can be audited or examined each year and that an audit or examination, as appropriate, is carried out.
- Ensuring compliance with statutory requirements for companies such as holding annual general meetings, the preparation of financial statements, producing annual reports and making filings at Companies House.
- Keeping proper minutes of board meetings and annual general meetings.
- Selecting and supervising Wessex RT's Chief Executive Officer (CEO) and ensuring there are proper procedures for the management of its employees and volunteers.
- Ensuring Wessex RT's activities are legal, including compliance with employment, child protection and health and safety laws.
- Making sure Wessex RT has plans and strategies in place for its work and develops a range of policies to govern its activities.
- Making sure Wessex RT is properly insured.
- Ensuring Wessex RT complies with its charitable objectives and is accountable to its stakeholders (such as donors, beneficiaries, employees, volunteers and the general public).
- Maintaining effective board performance, including the appointment of appropriate board committees and the recruitment of board members.
- Promoting the activities and enhancing the reputation of Wessex RT, and generally acting as good ambassadors for the company.

## 5. Structure of the Board of Trustees

New Trustees, who are also Directors, are appointed by the Board and ratified at the next Annual General Meeting. There is no maximum or minimum term of office, but under Wessex RT's constitutional documents Trustees have to resign and may be reappointed periodically at annual general meetings. A Trustee may resign his or her post at any time.

The Board appoints a Chair and one or more Vice-Chairs. The terms of reference for the Chair are appended to this document. The board also appoints a volunteer Treasurer who is the Company Secretary as well.

Trustees give their time at no cost to Wessex RT. They are able to claim reasonable out of pocket costs if any are incurred.

Trustees are expected to attend four board meetings each year at quarterly intervals. The dates of board meetings are set by the Chair after consultation with Trustees and the CEO. An agenda and accompanying documents are circulated during the week prior to each meeting. Additional information may need to follow or be tabled on the day if there is not time to circulate it beforehand.

The Company's annual general meeting is held before the first board meeting in each calendar year.

In addition to the formal posts of Chair, Vice-Chair, Treasurer and Secretary, Trustees are encouraged to advise on aspects of Wessex RT's activities that lie within their areas of expertise. There are currently three board committees: Finance; Health and Safety; and Appointments. Trustees may be asked to participate in one or more of these committees.

## **6. Information supplied to new Trustees**

The following information is supplied to new Trustees, and is available to any Trustee on request:

- Memorandum and Articles of Association of Wessex RT.
- List of current Trustees and staff.
- Minutes of the most recent board meeting and accompanying documents.
- Most recent annual return filed at Companies House.
- Date of the next board meeting.
- Mini-biographies of the current Trustees.

## **7. Relevant Links**

For an overview of Wessex RT's activities see:

[www.wessexrt.org.uk](http://www.wessexrt.org.uk)

Further information on the responsibilities of company directors can be found on the Companies House website at:

<http://www.companieshouse.gov.uk/about/guidance.shtml>

In addition, the following link provides more information on the other responsibilities of a company director:

<http://www.businesslink.gov.uk/bdotg/action/detail?type=RESOURCES&itemId=1075133056>

The following link provides more information on the responsibilities of charity trustees:

<https://www.gov.uk/topic/running-charity/trustee-role-board>

## APPENDIX: TERMS OF REFERENCE FOR THE CHAIR OF THE BOARD

The role of the chair is to provide leadership and direction to the board as authorised by Wessex RT's memorandum and articles of association or agreed by the board of directors. The chair's role is also to work in partnership with the company's chief executive officer (CEO) and support its employees, helping them achieve the aims of Wessex RT. The tasks include:

- Chair the meetings of the board and the annual general meeting, including developing the agenda with the CEO, and commenting on draft minutes.
- Lead on the development of the board and ensure its decisions are implemented.
- Establish board committees for specific purposes and, where appropriate, participate in their work.
- Support and supervise the CEO.
- Assist the CEO and treasurer in ensuring the financial stability of Wessex RT.
- Take urgent action between board meetings when it is not practical to hold a meeting.

The Chair's role also involves:

- Supporting the CEO in developing and implementing Wessex RT's strategy.
- Assisting the CEO through regular conversations with matters arising in the management of Wessex RT's business and employees.
- Carrying out with one of the vice-chairs an annual performance review of the CEO.
- Assisting the CEO and treasurer with the preparation of an annual budget, quarterly review of management accounts against budget and the preparation of the company's annual return.
- Contribute to applications for finance, responses to consultations, newsletters and the company's website, as required.
- Attending the annual conference of The Rivers Trust.
- Acting as one of the directors of Wessex RT's subsidiary, Wessex River Services Limited.