

SCI/TT206

THE ROLE OF SCI BOARD OF TRUSTEES

The SCI Board of Trustees has overall responsibility and authority for all activities of the charity. SCI is governed according to its Charter, By-Laws and Rules. These should be consulted for further details concerning the duties of the Board and how these are discharged. The Board has the powers to make Rules concerning the administration of the Society which do not require ratification by the membership or the Charity Commission.

Board Composition and Meetings

Trustees have control of the Society, its property and funds. The Board includes up to 15 elected members including the Chair, the Chair of the Finance and Investment Advisory Committee (the Hon. Treasurer), the Chair of the Membership Affairs Committee (Hon. Secretary) and the Chair of the Publications Advisory Committee, the latter three being *ex-officio* posts.

Up to five trustees may be co-opted, each for a period of up to three years, having the same status as elected trustees.

Trustees are expected to bring high standards and good governance to the Board. The Charity Commission's principles of good governance are summarised in Appendix 1.

At least four Board meetings are held each year at which the quorum is 50% and issues are decided by a simple majority, or 75% in the case of financial matters. The Executive Director and Finance Director attend Board Meetings, unless a session is deemed to be closed.

Delegation of Authority

The Board is responsible for the strategy, governance and leadership of the Society. It delegates authority for the day-to-day running of the organisation to the Executive Director and his/her team. The Board has a number of Standing Committees and Sub-Committees with advisory roles. (Only the Finance and Investment Advisory Committee is obligatory). It may also delegate authority to these bodies.

From time to time, *ad hoc* workgroups may be formed to address particular matters or projects.

Approval for urgent action can be decided by the Chair after seeking input from as many other Trustees as possible. Any such decision made by the Chair must be reported to all Trustees within seven working days and confirmed at the next meeting of the Board.

The Board of Trustees reserves duties for itself outlined in the following sections.

Strategy, Finance and Executive

- Review and determine the strategic direction of SCI and its implementation.
- Ensure fiscal prudence and maintaining the financial strength of SCI.
- Expenditures above those outlined in the Delegations of Authority.

- Review and approve the Society's annual budget.
- Oversee the keeping of financial records and their audit.
- Produce the Trustees Annual Report.
- Oversee the production and submission of annual returns and audited annual accounts.
- Determine the commitment to lease/purchase any property, whether in the UK or overseas, and any commitment to dispose thereof.
- Investment policy.
- Reserve policy.
- License agreements and rents of office space within the premises owned by the Society.
- Approve the recruitment or dismissal of the Executive Director and any other directors, the contract terms of the Executive Director and any bonus, commission, or salary adjustment.
- Oversee any redundancy programme of staff if more than three staff are affected.

Membership and Administration

- Consider all applications for membership of the Society with the powers to elect, postpone election or to refuse candidates.
- Deal with complaints made about the conduct of members.
- Prescribe annual fees for various categories of membership, to be confirmed at a General Meeting.
- Appoint an Honorary President, Patrons, Honorary and Life Members.
- Organise nominations and elections or appointments to the Board, its sub-committees and workgroups and Advisory Groups.
- Organise, conduct and keeps records of General Meetings, Board, Sub-Committee and Advisory Committee meetings and of all professional advice obtained.

Appendix 1. Principles of Good Governance for Charity Trustees (Charity Commission)

Principle of Good Governance	With respect to
Understand the role	Charitable status SCI's assets, structure and systems External environment
Deliver the mission (purpose)	Strategy, planning and budgeting Monitoring progress Evaluating results and implementing learning
Work as individuals and as a team	Part of a suitably experienced, skilful and committed board Reviewing performance as individuals and as a team
Control effectively	Knowing what must be done Ensuring means of effective management and financial control Identifying and reviewing risks regularly Delegating with supervision
Behave with integrity	Promoting and safeguarding SCI's reputation Acting ethically to high standards Managing conflicts of interest Maintaining independence in decision making Delivering the impact best meeting needs of members
Be open and accountable	Communicating, consulting and listening to stakeholders Acting impartially and constructively with complaints Being sensitive to wider community, e.g. environmental impact