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## ONE VOICE TRUSTEE BOARD AND TERMS OF REFERENCE

### 1. THE STATUTORY DUTIES OF A TRUSTEE:

#### Main Duty

Under charity law, One Voice's Trustees have and must accept ultimate responsibility for directing the affairs of One Voice, and ensuring that it is solvent, well-run and delivering the charitable outcomes for which it has been set up.

In law, trustees of One Voice have three particular duties – compliance, care and prudence – which are set out below using the wording given by the Charity Commission.

#### Duty of compliance – Trustees must:

- a) Ensure that One Voice complies with charity law, and with the requirements of the Charity Commission as regulator; in particular ensure that the charity prepares reports on what it has achieved and Annual Returns and accounts as required by law.
- b) Ensure that One Voice does not breach any of the requirements or rules set out in its governing document and that it remains true to the charitable purpose and objects set out there.
- c) Comply with the requirements of other legislation and other regulators which govern the activities of One Voice.
- d) Act with integrity and avoid any personal conflicts of interest or misuse of One Voice funds or assets.

#### 1.2 Duty of prudence – Trustees must:

- a) Ensure that One Voice is, and will remain, solvent.
- b) Use One Voice's funds and assets reasonably, and only in furtherance of One Voice's objects.
- c) Avoid undertaking activities that might place One Voice's endowment, funds, assets or reputation at undue risk.
- d) Take special care when investing One Voice's funds or borrowing funds for One Voice to use.

#### 1.3 Duty of care – Trustees must:

- a) Use reasonable care and skill in their work as trustees, using their personal skills and experience as needed to ensure that One Voice is well-run and efficient.

b) Consider getting external professional advice on all matters where there may be material risk to One Voice, or where the trustees may be in breach of their duties.

## **2. SPECIFIC DUTIES OF TRUSTEES OF One Voice**

### **2.1 Strategic Direction**

Trustees must ensure that One Voice has a clear vision, mission and strategic direction and is focused on achieving these. Trustees work in partnership with the Chief Executive and other senior staff to ensure that:

a) One Voice has a clear vision, mission, set of values and strategy, and that these are understood and put into practice, by trustees, staff and volunteers.

b) Operational plans, budget and the fundraising strategy support the vision, mission and strategy.

c) The views of users are regularly sought and considered, and that efforts are made to identify possible future users.

d) There is regular review of the external environment for changes that might affect One Voice (environmental, political, financial, competitive, partnerships, alliances).

e) There is regular review of the need for One Voice and for the services it provides or could provide, and regular review of strategic plans and priorities.

### **2.2 Performance management**

Trustees are responsible for the performance of One Voice, for its impact upon its beneficiaries and stakeholders, and for its corporate behaviour. Trustees work in partnership with the Chief Executive and other senior staff to ensure that:

a) There are policies to direct key areas of the charity's business.

b) One Voice measures its impact and progress towards its strategic objectives and to regularly consider reports on One Voice's performance.

c) There are quality and service standards for major areas of delivery and that these are met.

c) One Voice has effective safeguarding policies and processes in place.

d) There are complaint systems in place, for users and supporters.

e) The Chief Executive is held to account for the management and administration of One Voice, with regular constructive feedback on his/her performance.

f) One Voice has effective employment policies and processes in place, to recruit, train and develop staff and volunteers.

g) There are processes for trustees, staff and volunteers to report activity which might compromise the effectiveness of One Voice.

## **2.3 Compliance**

Trustees must ensure that One Voice complies with all legal and regulatory requirements:

- a) To ensure, with professional advice as appropriate, that One Voice complies with all constitutional, legal, regulatory and statutory requirements.
- b) To understand and comply with the constitution and rules that govern One Voice, and to review the constitution regularly (at least every three years) to ensure it is fit for purpose.

## **2.4 Finance and assets**

Trustees must be stewards of One Voice's assets, both tangible and intangible, taking care over their security, and how they are used:

- a) To ensure that One Voice's financial obligations are met and that there are adequate financial controls in place to ensure all money due is received and properly applied, and that all assets and liabilities are recorded.
- b) To ensure that there is an effective fundraising strategy in place.
- c) To be accountable for the solvency of One Voice.
- d) To act reasonably and prudently in all matters relating to One Voice and always in the interests of One Voice.
- e) To ensure that intangible assets such as organisational knowledge and expertise, intellectual property, One Voice's brand, good name and reputation are recognised, used and safeguarded.
- f) To review the condition and use of the properties and land owned by One Voice.
- g) To ensure that the major risks to One Voice are regularly identified and reviewed and that systems are in place to mitigate or minimise these risks.
- h) To ensure that trustees take professional advice when needed, and record the advice received.

## **2.5 Governance**

Trustees must ensure that One Voice's governance is of the highest possible standard:

- a) To ensure that One Voice has a governance structure that is appropriate to a charity of its size/complexity, stage of development, and its charitable objects, and reflects the diversity of its users.
- b) To ensure the Board regularly reviews One Voice's governance structure and its own performance, to an agreed programme.
- c) To ensure that major decisions and policies are made by the trustees acting collectively.
- d) To ensure that Board decisions are recorded in writing by means of minutes

e) To ensure that the Board's delegated authority is recorded by terms of reference for board committees, job descriptions for honorary officers, trustees and key staff, and that reporting procedures back to the Board are recorded in writing and complied with.

f) To ensure that there is a systematic, open and fair procedure for recruitment of trustees and of the Chief Executive; and to appoint the Chief Executive.

g) To provide the Chief Executive with a description of the role and the extent of his/ her authority, ensuring that these are clearly expressed and understood, and that directions given to the Chief Executive come from the Board as a whole.

h) In consultation with the Chief Executive, to ensure that the Board has on it the skills it requires to govern One Voice well, and that the Board has access to, and considers, relevant external professional advice and expertise.

i) To ensure that all members of the Board receive appropriate induction on their appointment and that they continue to receive appropriate advice, information and training (both individual and collective).

j) To ensure that trustees have a code of conduct and comply with it, and that there are mechanisms for the removal of trustees who do not abide by the trustee code of conduct.

## **2.6 Safeguarding**

All trustees should ensure that they are aware of their safeguarding responsibilities and take responsibility for promoting and safeguarding the welfare of vulnerable adults, children, and young people.

One trustee will be nominated as a safeguarding lead with the following additional responsibilities:

a) To ensure that One Voice has a safeguarding policy which is reviewed by the full board, at least annually

b) To ensure that One Voice complies with all legal and good practice requirements in relation to safeguarding, has clear up-to-date procedures and a clear training strategy for staff and volunteers.

c) To advise the board on all safeguarding matters and ensure they are up to date with legislation

d) To support the senior member of staff responsible for safeguarding specifically to discuss safeguarding issues which have arisen since the last review and prepare a suitably anonymised report for the full Board

e) To be clear about specific safeguarding issues where the trustee safeguarding lead – and indeed the board as a whole – may need to become more involved. Typically, these could include:

- Allegations against staff and volunteers
- Safe recruitment of senior staff
- Disciplinary proceedings that follow on from safeguarding concerns about members of staff and volunteers
- Complaints
- Whistleblowing

- Safeguarding audits, reviews and inspections – whether internal or external
- Risk management

In carrying out the above duties One Voice trustees are required to comply with the Code of Conduct.

### **3. TRUSTEE PERSON SPECIFICATION**

One Voice works actively to ensure that its Trustee Board has the right skills and experience to lead the charity effectively. One Voice Trustee vacancies are normally advertised. Application is normally by written application, followed by interview. The application form and interview are evidence based and we will look for clear examples of how candidates meet the essential and desirable criteria below.

#### **3.1 Commitment Essential**

One Voice Trustees are expected to demonstrate their:

1. Understanding and acceptance of the duties and liabilities of being a charity Trustee
2. Empathy with the vision, mission and aims of One Voice
3. Ability and willingness to devote the necessary time and effort

#### **3.2 Competencies**

##### **Essential**

##### **Focus**

1. Ability to think and apply knowledge strategically,
2. Ability to think creatively
3. Ability to keep mission-focused
4. Ability to analyse, evaluate and learn from management information and other evidence
5. Ability to understand the difference between governance and management.

##### **Communication and team working**

6. Ability to communicate clearly and sensitively and to take an active part in discussions, expressing their own opinion in a reasoned way
7. Ability to work effectively in a group, listening to the views of others, challenging constructively, and asking questions appropriately
8. Ability to exercise sound and independent judgement

9. Willingness to make and stand by collective decisions, including those which may be unpopular
10. Ability to manage difficult and/or challenging situations
11. Ability to maintain confidentiality on confidential and/or sensitive information

#### **For safeguarding lead**

12. Knowledge of safeguarding legislation, policies, and procedures (or prepared to undergo safeguarding training)

### **3.3 Skills and experience**

#### **Desirable**

The knowledge, skills and experience in the list below are relevant to One Voice's main areas of activity, and they are represented across One Voice's executive and staff, who apply them at operational level.

One Voice is looking for Trustees who have the knowledge and understanding to maintain an oversight of these activities at a strategic level in a large and complex charity, and who can contribute well informed views, constructive challenge and a commitment to best practice. One Voice would normally expect each Trustee to be able to do this in at least one of the areas below. A Trustee's ability to contribute in this way will often, but not always, draw on professional and/or practitioner experience at a senior level.

#### **Management**

1. Strategic leadership and management within a medium sized organisation (budget or annual turnover £50,000)

#### **Stewardship and governance**

2. Trusteeship in a similar size or larger organisation, together with implementation of best practice in UK and/or international corporate governance.

#### **Specialist expertise**

3. An area of expertise relevant to One Voice such as:

- Accountancy/financial management, law, project or programme management, human resources or organisational development.
- Public policy formulation and influencing techniques across parliaments and national assemblies.
- Fundraising.
- Marketing, communications or public relations.
- Safeguarding

- Service provision at a senior level in mental health, commerce or finance in a health, education or social care setting.
- Developing and delivering services to service users, which promote inclusion, equal opportunities and diversity.

### **3.4 Eligibility**

Some people are disqualified by law from acting as trustees, including:

- Anyone who is an undischarged bankrupt
- Anyone who has an unspent conviction for an offence involving deception or dishonesty
- Anyone who has been removed or disqualified, on the grounds of misconduct or mismanagement in the administration of a charity, from trusteeship of a charity by a court or the Charity Commission
- Anyone under a disqualification order under the Company Director's Disqualification Act 1986
- Anyone disqualified by the Charities Act 1993 (section 72) from acting as a charity trustee

One Voice carries out relevant checks including identity checks, Disclosure and Barring Service (previously CRB) checks and checks against the Charity Commission's list of removed or disqualified trustees. All Trustees of One Voice are required to sign a declaration that they are not disqualified.

### **Time commitment and personal development**

The following gives an indication of the time commitment which One Voice would expect of a Trustee:

- Attendance at least 75% of Trustee Board meetings each year lasting maximum 2 hours.
- Attendance at one Trustee Board strategy meeting each year, normally held at the AGM, as agreed by the Trustee Board
- Preparation for Trustee Board and committee meetings. The agenda and papers for meetings are mailed out 2 weeks in advance. There can be multiple reports per meeting so reading and thinking time is essential
- There may also be opportunities to attend One Voice events each year, which may range from a campaign launch (involving MPs, media and opinion formers) or an event for donors and supporters, to One Voice's own events for children and families
- Participate on behalf of One Voice at events such as professional conferences, where a trustee can contribute personal expertise.
- One Voice is committed to supporting trustees in their role. All trustees receive an induction and training as appropriate.

Signed .....

Name .....

Date .....