

ARCHITECTS BENEVOLENT SOCIETY

TRUSTEE BOARD INSTRUCTIONS

1 The Board

The Trustees are the governing body of the Society, known as the Board.

2 Trustee Board Instructions

These Instructions supplement the Society's Articles of Association. They are to be reviewed periodically by the Board.

3 Composition of the Board

The composition of the Board will be decided by the Board on the recommendation of the Nominations and Remuneration Committee.

4 Honorary Officers of the Society

4.1 The Chair of the Society chairs the meetings of the Board. The Chair liaises with the Honorary Treasurer and the Committee Chairs to achieve the objectives established by the Board and to ensure that adequate reports of the Society's affairs are submitted to the Board.

4.2 The Honorary Treasurer chairs the meetings of the Finance, Audit and Risk Committee and is responsible for reporting on the activities of that committee to the Board. The Honorary Treasurer signs the annual accounts on behalf of the Society following their approval and liaises with the Chair and the Committee Chairs to achieve the objectives established by the Board.

4.3 Nomination papers for the role of the Chair and Honorary Treasurer are to be issued to all members of the Board at least six weeks before the relevant Board Meeting. These are to be returned completed to the Chief Executive four weeks before that Meeting. Each candidate shall be proposed by a Trustee and seconded by another Trustee. In the case of a contested election, each candidate is entitled to make a statement not exceeding 400 words which will be sent to all members of the Board. All contested elections shall be decided by a secret ballot at which the candidates, being conflicted, shall not vote. A candidate for a casual vacancy or an uncontested candidate shall be appointed by the Board. Any complaint regarding the conduct of a contested election shall be considered by the Board.

4.4 The Chair and the Honorary Treasurer shall be appointed for one year, unless the Board shall decide otherwise, and they are eligible for re-appointment.

4.5 The Chair and the Honorary Treasurer are entitled to attend, ex-officio, meetings of the Society's committees, sub-committees and working groups. They shall do so as observers and not as committee members. They shall not be entitled to vote and their attendance shall not be counted for quorum purposes. They may take part in discussions at the discretion of the Chair of the meeting.

5 The Society's Calendar

5.1 The financial year runs from 1st October to 30th September.

5.2 The Board will approve in advance a timetable for Board and Committee meetings.

6 Terms of Reference and Responsibilities of Committees

6.1 The Terms of Reference for all Committees are set out in Schedule 1.

6.2 The responsibilities of the Welfare Committee are set out in Schedule 2.

6.3 The responsibilities of the Finance, Audit and Risk Committee are set out in Schedule 3.

6.4 The responsibilities of the Nominations and Remuneration Committee are set out in Schedule 4.

6.5 The responsibilities of the Development and Engagement Committee are set out in Schedule 5.

7 Grant Giving Policy

This Policy sets out the eligibility criteria for beneficiaries and the criteria for assessing their support, financial or otherwise. Reviewing this policy is the responsibility of the Welfare Committee as set out in Schedule 2.

8 Conflict of Interest and Whistleblowing Policies

These Policies shall be reviewed by the Board.

9. Review of Policies

Where the Board or a Committee is responsible for reviewing a Policy, the Chair of the Board or Committee shall decide, in consultation with the Chief Executive, when and how often that Policy should be reviewed.

10 Ambassadors

10.1 The Society's Ambassadors are volunteers who are part of a regionally based network, playing a key role in raising awareness of the Society within the wider architectural profession and in leading regional fundraising initiatives. Their primary responsibilities include inspiring people to support the charity, informing people about what the Society does and increasing the geographical reach of the Society.

10.2 The management of the Ambassador network is the responsibility of the Development Team, overseen by the Development and Engagement Committee.

11 President and Vice Presidents

The President and Vice-Presidents may, at the discretion of the Chair, attend Board meetings and take part in discussions. They shall not be entitled to vote and their attendance shall not be counted for quorum purposes.

12 Annual Budget

The Board is responsible for the preparation and monitoring of the Society's annual budget.

Schedule 1

Committees Terms of Reference

These Terms of Reference shall apply to all Committees.

1 Scope

- 1.1 Each Committee will act as directed by the Board to ensure that the interests of the Society are protected. All policy and strategic decisions must be approved by the Board except where:-
 - 1.1.1 the Board grants a Committee the authority to make decisions on its behalf on specific items, any such decisions to be reported to the Board.
 - 1.1.2 a Committee on reviewing a Policy makes minor changes, such changes to be reported to the Board but proposed major changes shall be put to the Board for approval.
- 1.2 Each Committee is authorised by the Board to:-
 - 1.2.1 investigate any activity within its responsibility and have such direct access to the resources of the Society as it may reasonably require;
 - 1.2.2 seek any information that it requires from the staff team or volunteers who are instructed to co-operate with any reasonable request made by the Committee; and
 - 1.2.3 engage outside legal or other independent professional advisers, reporting such engagement to the Board.
- 1.3 Where the Committee is not satisfied with any aspect of its activities it shall report the position to the Board. In the event of a disagreement between the Committee members and the rest of the Board, it will be resolved by the Board.
- 1.4 Subject to prior Board approval, the Committee may delegate all or any of its responsibilities to an individual or a sub-committee.

2 Membership, Chair and Attendance

- 2.1 All Committees shall have a majority of Trustee members unless the Board shall otherwise decide.
- 2.2 All Committees shall have no fewer than three members and the quorum shall be two, one of whom must be a Trustee.
- 2.3 Members of the Committee shall be appointed by the Board on the recommendation of the Nominations and Remuneration Committee. The Society supports the principle of non-trustees becoming members of Committees (with or without payment) to help ensure a range of skills and experience.
- 2.4 Non-trustee members of Committees shall be entitled to vote.

- 2.5 The Chair of the Committee shall be appointed by the Board following the recommendation of the Nominations and Remuneration Committee, other than the Finance, Audit and Risk Committee whose Chair shall be the Honorary Treasurer.
- 2.6 All Committee Chairs must be a Trustee. In the Chair's absence, one of the trustee Committee members elected by those members of the Committee present will act as Chair.
- 2.7 The Chair's primary responsibility is chairing and overseeing the performance of the Committee. The Chair's other responsibilities include:-
 - 2.7.1 fostering an open discussion and consulting with the Chief Executive and other members of the staff team;
 - 2.7.2 ensuring that the Committee devotes sufficient time and attention to the matters within its remit;
 - 2.7.3 helping to ensure that the Committee has the information necessary to perform its tasks;
 - 2.7.4 helping to ensure that the Committee members have the skills necessary to perform their tasks;
 - 2.7.5 reporting to the Board on the Committee's activities; and
 - 2.7.6 ensuring oversight by the Committee of decisions made by the staff team on matters within its remit.
- 2.8 Only members of the Committee, the Chair of the Society, the Honorary Treasurer and the Committee Secretary have the right to attend meetings. Others may attend at the discretion of the Committee Chair.

3 Committee Management

- 3.1 The Secretary of the Committee will be appointed by the Committee members, either from its own members or the staff team.
- 3.2 The Committee Secretary will support the Chair in managing the business of the Committee, including planning the Committee's work, drawing up meeting agendas, preparing minutes, drafting material about its activities for the annual report, collecting and distributing information and providing practical support.
- 3.3 The agenda and papers may be in paper or electronic format and will be circulated to all members of the Committee at least seven days before the meeting.
- 3.4 The Committee Secretary shall minute the proceedings of all meetings, including recording the names of those present. These will be circulated promptly to all members of the Committee.
- 3.5 The minutes of each meeting will be a separate document and will set out the issues discussed, any potential conflict and any action to be taken on that.
- 3.6 Each committee will review its effectiveness every year.

Schedule 2

Welfare Committee Responsibilities

The responsibilities of the Committee are to:

- 1 review the Grant Giving Policy;
- 2 carry out regular audits of the implementation of the Grant Giving Policy, to ensure it is being applied consistently, transparently and efficiently, and advise the Board on the adequacy and effectiveness of its implementation;
- 3 review the adequacy of the Society's welfare reporting and control systems and structures and their implementation;
- 4 advise on the implementation of annual performance indicators and identify any areas for concern or action arising from the monitoring of these indicators;
- 5 authorise all grant requests which exceed the staff financial authorisation limits as specified in the Grant Giving Policy;
- 6 ensure the Society reviews welfare partnership agreements annually including their performance and impact;
- 7 advise the Board on any identified trends within the wider architectural professions that might lead to amendments to the provision of welfare services and the Grant Giving Policy;
- 8 review all policies relevant to the provision of welfare services, including the Safeguarding Policy;
- 9 monitor charitable expenditure against the budget allocated for it;
- 10 consider any other matters referred to it by the Board.

Schedule 3

Finance, Audit and Risk Committee Responsibilities

The responsibilities of the Committee are to:

- 1 make recommendations to the Board on the appointment, remuneration and performance of the Society's external financial auditor;
- 2 ensure that the external financial auditor is met prior to the annual audit to discuss the forthcoming audit and after the annual audit to consider the draft audited accounts;
- 3 review the Society's medium and long term business planning and strategy and make recommendations to the Board on any substantive changes;
- 4 review the adequacy of the Society's financial management, reporting and control systems and structures and their implementation, and review the Financial Management Policy;
- 5 advise on the implementation of annual performance indicators and identify any areas for concern or action arising from the monitoring of these indicators;
- 6 ensure that all allegations of fraud and irregularity are properly investigated and review the Anti-Fraud Policy;
- 7 advise on the effectiveness of the Society's risk management systems;
- 8 scrutinise the assessment of key risks and the mitigation and management strategies associated with them;
- 9 review the Health and Safety Policy and the Data Protection Policy;
- 10 liaise directly with the Society's investment managers, review benchmarking criteria, total return targets and risk levels and advise and make recommendations to the Board on all aspects of investment strategy;
- 11 regularly review the value, rental income and outgoings on the Society's properties and report on these and potential returns to the Board;
- 12 review the Investment Policy and the Reserves Policy;
- 13 consider any other matters referred to it by the Board.

Schedule 4

Nominations and Remuneration Committee Responsibilities

The responsibilities of the Committee are to:

- 1 manage the process for nominations for membership of the Board and Committees, taking into account the need for balance in composition, experience, skills, leadership, length of service, diversity and succession planning;
- 2 oversee through the Chief Executive the operation of Clause 4.3 of the Instructions;
- 3 draw up and recommend specifications for roles on the Board or Committees, including required capabilities and time commitment;
- 4 oversee the induction programme for new Trustees and new members of Committees;
- 5 review the performance of a Trustee approaching the end of their term of office who is eligible for a further term and ascertain their willingness to stand if this is thought to be in the interests of the Society;
- 6 review the Board Recruitment and Composition Policy;
- 7 manage the process of appointing a new Chief Executive and other staff answerable directly to the Board;
- 8 review the Remuneration Policy;
- 9 monitor the performance of the Chief Executive against targets set by or on behalf of the Board, and recommend reward in line with the Remuneration Policy;
- 10 consider Chief Executive training and development needs, and that of other staff answerable directly to the Board;
- 11 in advance of each financial year review staff salaries and agree any general cost of living or other increases using appropriate benchmarks and in line with the Remuneration Policy;
- 12 review the Diversity, Equity and Inclusion Policy;
- 13 ensure the approach to carrying out the business of the Society, Board and Committees is in line with the Diversity, Equity and Inclusion Policy;
- 14 consider any other matters referred to it by the Board.

Schedule 5

Development and Engagement Committee Responsibilities

The responsibilities of the Committee are to:

- 1 review the fundraising, communications and engagement strategies no less than annually;
- 2 monitor fundraising, communications and engagement performance against budget and strategic/annual targets;
- 3 review and monitor major campaigns and events and encourage the Board to engage fully with these;
- 4 ensure fundraising activities comply with the Code of Fundraising Practice and the General Data Protection Regulation (GDPR);
- 5 encourage all Board members to engage fully with promoting the work of the Society within their professional networks;
- 6 review external facing roles such as Patrons, Presidents and Vice-Presidents and make recommendations to the Board regarding appointments to these roles;
- 7 oversee the management by the development team of the Ambassador network;
- 8 review the Complaints Policy;
- 9 consider any other matters referred to it by the Board.