

Capability Scotland

Board of Trustees

Remit

1. Purpose

The purpose of the Board of Trustees is to set the charity's strategic direction and to ensure effective governance. The Board has responsibility for:

- 1.1 ensuring compliance with the objects, purpose and values of the organisation and with its governing document;
- 1.2 setting and reviewing policies, plans and budgets to achieve those objectives and to monitor performance against them;
- 1.3 ensuring the solvency, financial strength and good performance of the organisation;
- 1.4 ensuring the organisation complies with all relevant laws, regulations and requirements of its regulators;
- 1.5 setting and maintaining a framework of delegation and internal control;
- 1.6 agreeing or ratifying all policies and decisions on matters which might create significant risk to the organisation, financial or otherwise;
- 1.7 observing the highest standards of impartiality, integrity, probity and objectivity in relation to the governance of Capability Scotland;
- 1.8 being accountable to stakeholders and regulatory bodies for its activities.

2. Membership

- 2.1 The Board of Trustees shall consist of a minimum of five Board Members, all of whom shall be independent non-executive directors.
- 2.2 Trustees shall be appointed to provide a range of skills and expertise and with the commitment and ability to realise the vision, mission and values of Capability Scotland by providing effective strategic leadership.
- 2.3 The Board shall appoint the Chair who shall be a non-executive director. In the absence of the Chair, the remaining members present shall elect one of their number to chair the meeting who would qualify under these terms of reference to be appointed to that

position by the Board. Co-opted members are not eligible to be appointed as Chair of the Board.

- 2.4 Only members of the Board have the right to attend meetings. All members of the Executive Team and the Executive & Governance Assistant shall be expected to attend Board meetings. Other individuals may be invited to attend by the Chair or Chief Executive for all or part of any meeting, as and when appropriate and necessary.
- 2.5 The term of office for a Trustee shall normally be four years. One third of Trustees shall be required to retire at each Annual General Meeting by rotation. Subject to remaining eligible to be a Trustee, a Trustee may be re-elected at an Annual General Meeting.
- 2.6 A Trustee shall cease to hold office if he resigns from the Board, is removed by the Board, or if they are disqualified under the conditions set out in the Memorandum & Articles of Association.

3. Secretary

- 3.1 Unless otherwise decided by the Board, the Governance & Executive Assistant, shall act as Clerk to the Board of Trustees, and will ensure that the Board receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

4. Quorum

- 4.1 The quorum necessary for the transaction of business shall be three members.

5. Meeting Arrangements

- 5.1 The Board shall meet at least four times per year and otherwise as required.
- 5.2 Meetings of the Board shall be called by the Secretary at the request of the Chair.
- 5.3 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Board and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to members and to other attendees, as appropriate, at the same time.
- 5.4 The Secretary shall minute the proceedings and resolutions of all Board meetings, including the names of those present and in attendance.

5.5 Draft minutes of Board meetings shall be circulated promptly to all members. Once approved, minutes will be published on the charity's website, redacted as required to protect confidential, personal or commercially sensitive information.

6. Annual General Meeting

6.1 The Chair will attend the Annual General Meeting to answer any questions on the Board's activities.

7. Main Duties & Responsibilities of Trustees

Strategic

7.1 Establish a clear strategy and regularly review performance against organisational objectives.

7.2 Ensure effective implementation of Board decisions by the Chief Executive and the Executive Team.

7.3 Hold the Chief Executive to account for the effective management and delivery of Capability Scotland's aims and objectives.

7.4 Ensure the long-term sustainability of Capability Scotland.

7.5 Contribute to constructive debate on the strategic development of the organisation.

7.6 Ensure an appropriate risk management framework operates to mitigate risks and, on an annual basis, review the organisational risk register, controls and mitigations in operation.

7.7 Consider and agree proposals from the Finance & Audit Committee for annual budgets and review progress against those budgets.

7.8 Consider and agree proposals from the Finance & Audit Committee on the scheme of financial delegated authority.

7.9 Receive the annual report from the Auditors and approve the financial statements and the Report of the Trustees.

Governance & Compliance

7.10 Ensure that Capability Scotland complies with its Memorandum and Articles of Association.

- 7.11 Approve the appointment of new Trustees and Committee members.
- 7.12 Ensure that financial controls and systems of risk management are robust.
- 7.13 Ensure that appropriate health and safety controls and systems are in place.
- 7.14 Participate in the appointment of the Chief Executive and other Executive Team posts, as appropriate.
- 7.15 Act in the best interests of Capability Scotland

General

- 7.16 Take personal and corporate responsibility as a Charity Trustee, ensuring they understand their duties, rights and responsibilities and that they are familiar with their function and role.
- 7.17 Support the Chair and Chief Executive while exercising personal responsibility and accountability.
- 7.18 Contribute to the process of maintaining the values and vision of Capability Scotland.
- 7.19 Offer constructive advice, challenge and support to the Chair, Chief Executive and the Executive Team.
- 7.20 Attend and, as required, chair committees and other ad hoc meetings.
- 7.21 Participate in any induction and training identified as an individual and as part of the Board.
- 7.22 Take proper professional advice on matters on which they are not themselves competent.

8. Reporting Responsibilities

- 8.1 Committee Chairs shall report to the Board on the proceedings of Committee meetings after each meeting on all matters within their remit.
- 8.2 The Board shall consider whatever recommendations it receives from Committees and shall decide on whether to accept the recommendations or otherwise.
- 8.3 The Board shall report on and be accountable for its activities at the Annual General Meeting and shall be prepared to answer questions from Members.

9. Other Matters

The Board shall:

- 9.1 Have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required.
- 9.2 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members.
- 9.3 Give due consideration to laws, regulations and any published guidelines or recommendations and any other applicable rules, as appropriate.
- 9.4 Arrange for periodic reviews of its own collective performance and that of individual Trustees and review its constitution and remit at least every two years, to ensure it is operating at maximum effectiveness.

10. Approval and Review of the Board Remit

- 10.1 This remit is effective after the approval of the Board.
- 10.2 Any amendments to the remit must be approved by the Board.
- 10.3 The remit of the Board should be reviewed at least every two years with the next review due by **December 2022**.