

TRUSTEE ROLE DESCRIPTION

1. THE NGA BOARD OF TRUSTEES

1.1. NGA Board members are both trustees of the NGA charity and directors of the NGA Company limited by guarantee. The Charities Act 2011 defines charity trustees as the people responsible under the charity's governing document for controlling the administration and management of the charity, regardless of what they are called. In NGA the charity trustees are also the directors of the NGA Company. They are known as the Board of Trustees.

1.2. The Board comprises:

- Nine elected directors
- Up to four appointed directors

1.3. The Board elects from among the directors the following officers:

- A Chair or Co Chairs
- Up to three Vice Chairs
- A Honorary Treasurer
- A Honorary Secretary

2. DUTIES OF A BOARD MEMBER

2.1. Under charity law NGA Trustees have the ultimate responsibility for directing the affairs of NGA, and ensuring that it is solvent, well-run and delivering the charitable outcomes for which it has been set up. In law trustees of NGA have three particular duties – compliance, care and prudence.

Duty of compliance – Trustees must:

- Ensure that NGA 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.
- Ensure that NGA 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.
- Comply with the requirements of other legislation and other regulators which govern the activities of NGA.

- Act with integrity and avoid any personal conflicts of interest including conflicts of loyalty or misuse of NGA funds or assets.

Duty of care – Trustees must:

- Use reasonable care and skill in their work as trustees, using their personal skills and experience as needed to ensure that NGA is well-run and efficient.
- Consider getting external professional advice on all matters where there may be material risk to NGA, or where the trustees may be in breach of their duties.

Duty of prudence – Trustees must:

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

3. SPECIFIC DUTIES OF TRUSTEES OF NGA

3.1. Strategic Direction

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

- NGA has a clear vision, set of values and strategy, and that there is a common understanding of these by trustees and staff.
- They support the vision and strategy.
- The views of members are regularly sought and considered, and that efforts are made to identify possible future members.
- There is regular review of the external environment for changes that might affect NGA (environmental, political, financial, competitive, partnerships, alliances).
- There is regular review of the need for NGA and for the services it provides or could provide, and regular review of strategic plans and priorities.

3.2. Holding the Chief executive to account

3.2.1. Trustees are responsible for the performance of NGA, for its impact upon stakeholders and for its corporate behaviour:

- To ensure that NGA measures its impact and progress towards its strategic objectives and to regularly consider reports on NGA's performance.
- To ensure that there are policies including effective employment policies to direct key areas of the charity's business.
- To ensure that NGA's values are understood and put into practice, by trustees and staff
- To ensure that there are complaint systems in place for members
- To ensure that there are processes for trustees, staff and volunteers to report any activity which might compromise the effectiveness of NGA.
- To recruit the Chief Executive and to hold him or her to account for the management and administration of the charity.
- To ensure that the Chief Executive receives regular, constructive feedback on his/her performance in managing the charity and in meeting his/her annual and longer-term objectives.

3.3. Compliance

3.3.1. Trustees must ensure that NGA complies with all legal and regulatory requirements:

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

3.4. Prudent management of assets

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

- To ensure that NGA'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.
- To act reasonably and prudently in all matters relating to NGA and always in the interests of NGA.

- To ensure that trustees take professional advice when needed, and record the advice received.
- To ensure that there is an effective fundraising strategy in place.
- To be accountable for the solvency of NGA.
- To ensure that intangible assets such as organisational knowledge and expertise, intellectual property, NGA's brand, good name and reputation are recognized, used, and safeguarded.
- To review the condition and use of the assets owned by the NGA
- To ensure that the major risks to NGA are regularly identified and reviewed and that systems are in place to mitigate or minimise these risks.

3.5. Good governance

3.5.1. Trustees must ensure that NGA's governance is of the highest possible standard:

- To ensure that NGA 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.
- To ensure that Board decisions are recorded in writing by means of minutes.
- 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.
- To ensure that the responsibilities delegated to the Chief Executive are clearly expressed and understood, and directions given to them come from the Board as a whole or other properly authorised route.
- To ensure the Board regularly reviews NGA's governance structure and its own performance, to an agreed programme.
- To ensure that major decisions and policies are made by the trustees acting collectively.
- In consultation with the Chief Executive, to ensure that the Board has within its membership the skills it requires to govern NGA well, and that the Board has access to, and considers, relevant external professional advice and expertise.
- To ensure that there is a systematic, open, and fair procedure for recruitment of trustees and of the Chief Executive.

- 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).
- 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.