Vetlife Board of Trustees - Terms of Reference

1. **Purpose**

The Board of Trustees (the **Board**) of Vetlife (the **Charity**):

* 1. also constitutes the Board of Directors of Vetlife as defined in the Articles of Association of Vetlife dated April 2022 (the Articles of Association), such that the term “Trustee”, “Director” and “Member of the Board” in this context shall be deemed synonymous;
	2. is the governing body of the Charity with responsibility for management of the assets, charitable distribution of benefits, day to day administration of activities, employment of staff and engagement of consultants;
	3. has full discretion with respect to the admission of any person as a Member or Associate of any class to the Charity;
	4. determines the minimum sums and annual subscriptions payable to the Charity by Ordinary Members or Associates.
1. **Membership**
	1. Trustees are elected from the membership to the Board of Trustees by the Membership of the Charity.
	2. The term of service of an elected Trustee shall be from the date of appointment at an Annual General Meeting until the third Annual General Meeting after that date.
	3. Each Trustee, together with all members of the Board of Trustees as a body, shares equal responsibility for the Charity, and should be guided by government principles laid out in [“The Essential Trustee: what you need to know, what you need to do”](https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3/the-essential-trustee-what-you-need-to-know-what-you-need-to-do).
	4. The Board will at any time consist of a maximum of 12 (twelve) Trustees. Should there be insufficient nominees for the role of Trustee to fill all vacancies at time of election, or should a vacancy arise following non-completion of a Trustee’s term of office, the Trustees may opt to fill that vacancy or vacancies on the Board of Trustees by co-option of additional Members of the Board (see Clause 3).
	5. Clause 84 of the Articles of Association defines the circumstances under which a Trustee shall cease to hold office.
	6. Trustees who fail to attend a minimum of 3 meetings per calendar year will be approached by the President to discuss their on-going position on the Board (see also 7.1).
	7. The maximum duration of service of a Trustee is:
		1. two (2) terms, as defined by Article 72 of the Articles of Association of the Charity;

or

* + 1. three (3) terms if the Trustee holds the position of President, Honorary Secretary or Honorary Treasurer.
	1. Unless the Board of Trustees unanimously votes otherwise, an individual who has served as an elected Trustee for the maximum duration shall not be re-elected.
1. **Co-option to the Board**
	1. The Trustees may opt to fill a vacancy or vacancies on the Board of Trustees by co-option of additional Members of the Board.
	2. A co-opted Member of the Board shall, subject to the remaining provision of these Terms of Reference and at the discretion of the elected Trustees, remain in office until the next Annual General Meeting of the Charity, when that appointment as co-opted Board Member shall cease without prejudice to the co-opted Member’s ability to stand for election as a Trustee.
	3. The elected Trustees may terminate the appointment of a co-opted Member at any time without prior written notice to the individual.
	4. The period of office of a Member whilst co-opted shall not be taken into account for the purposes of Articles 72 and 73 of the Articles of Association.
2. **Principle Duties and Responsibilities of Trustees**
	1. Management and good governance of the Charity require that:
		1. the Trustees have Responsibility under the Companies Acts and are charity Trustees under section 97 of the Charities Act 1993;
		2. the Trustees are the public ambassadors for the Charity;
	2. The Trustees have the primary duty of ensuring that the Charity is able to provide for the charitable needs of veterinary surgeons and registered veterinary nurses and their relatives or dependants according to the Objects in Article 4 of the Articles of Association adopted by the Extraordinary General Meeting of 18th May 2022. This duty shall include:
		1. maintenance of a list of the Membership of the Charity;
		2. arrangement and provision of notice of General Meetings of the Charity;
		3. notification to Members of the Charity of the retirement of Trustees and notification of the election, re-election and appointment of new Trustees or co-opted Members of the Board;
		4. appointment of Honorary Officers;
		5. appointment of those Trustees responsible for management of the Financial Support, Health Support and Helpline activities of the Charity;
		6. appointment of a Patron of the Charity - if required;
		7. establishment and oversight of such Committees and Sub-committees as may be appropriate to the good operation of the Charity;
		8. creation and review of all Terms of Reference and Policies pertaining to the management and governance of the Charity and its committees (See Appendix 2)
3. **Additional Expectations**

Additional to the statutory duties and those included in the Articles of Association, each Trustee is expected to:

* 1. complete requisite Safeguarding training upon appointment or within three months of training registration being provided, and as necessary thereafter; adhere to acceptable standards of personal interaction and communication with staff, colleagues and those with whom the Charity may at any time engage;
	2. safeguard the good name and values of the Charity and be fully conversant with, and adhere at all times to, such Codes, Terms of Reference, Policies, Guidelines or Procedures as shall have been deemed currently applicable by the Board of Trustees (see Appendix 2 to these Terms of Reference);
	3. ensure the effective and efficient administration of the Charity with reference to the Trustees’ assigned responsibilities;
	4. act solely in the interests of the Fund avoiding any conflict of personal interest (including but not limited to any personal financial interest), and absenting himself or herself from any discussions in which it is possible that such conflict may arise;
	5. ensure all actions of the Charity do not detract from the financial stability of the Charity;
	6. ensure that resources are applied exclusively in furtherance of the Objectives of the Charity, currently described in the Articles of Association of Vetlife last updated April 2022;
	7. participate fully in the activities of the Board, including such membership of its committees as may be appropriate;
	8. play a full role in directing the policy, defining goals, setting targets and evaluating performance against the targets;
	9. protect and manage the assets of the Charity and ensure the proper investment of its funds;
	10. appoint staff and set their remuneration;
	11. appoint auditors and set their remuneration;
	12. ensure the timely production of the statutory accounts;
	13. ensure there are effective systems of risk management in place;
	14. use knowledge or experience to assist the Board to make sound decisions by scrutinising papers, leading discussions, focusing on key issues, and introducing new initiatives that can be developed by the Board for the benefit of the Charity.
1. **Board Efficiency and Performance**
	1. The Vetlife President will arrange and conduct a personal review with each Trustee during the first half of each calendar year. The nature of this review is to ensure that all Trustees are content with:
		1. the levels of communication and its conduct within Vetlife;
		2. the ways in which the Executive Committee acts on the Board’s behalf in relation to the Charity’s Articles, Value and Mission Statements;
		3. any other aspect of the Charity’s activities.
	2. This review will also provide an opportunity to discuss the particular role of each Trustee within Vetlife and for the President to:
		1. provide specific feedback to each Trustee;
		2. discuss with each Trustee specific training they feel they may require to enhance their role within the Charity;
		3. discuss any matter that concerns each Trustee in relation to the activities of Vetlife.
	3. In the event that a Trustee may consistently fail to comply with the expectations of a Trustee listed under Para 5 of these Terms of Reference, the President may report the matter to the Board for consideration of removal from office under §168 of the Companies Act 2006.
	4. Failure of a Trustee to complete designated Safeguarding training after two reminding letters may, at the discretion of the appointed Trustee for Safeguarding, result in disciplinary action including suspension or removal from the role of Trustee by the Board.
2. **Nomination for Election**
	1. An incumbent Trustee may be nominated by the Board for re-election as a Trustee subject to the provisions of duration of service as specified in Clause 2.7 above, and following due enquiry by the President of other current Trustees that the individual has the majority support of the Board for that nomination.
	2. By standing for election, applicants will be deemed to be declaring that:
		1. they are a ‘fit & proper person’ as defined in current H M Revenue & Customs Guidance <https://www.gov.uk/government/publications/charities-detailed-guidance-notes>;
		2. they are willing to adhere to the Nolan Principles (Appendix 1 to these Terms of Reference).
3. **Meetings**
	1. The Board of Trustees will normally meet four (4) times, with a minimum of three (3) meetings, per calendar year. Additional meetings may be convened if necessary.
	2. Members of the Board shall be notified at a minimum period of ten (10) working days of a proposed meeting of the Board.
	3. Additional meetings may be held as deemed necessary by the Board, provided that due notice is given to all Members of the Board.
	4. The quorum necessary for the transaction of business shall be seven (7) Trustees of which at least one shall be an officer of the Charity.
	5. A duly convened meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in, or exercisable, by the Board.
	6. The Vetlife Operations Manager, or an appointee of the Board, shall minute the attendance, proceedings and resolutions of all meetings of the Board.
4. **Electronic Approvals**
	1. The Board may from time to time be required to consider and approve documents, policies or actions proposed by its committees. This approval process may be conducted by electronic means and the resulting decision recorded as being that of the Board, provided that:
		1. any proposal requiring such approval is made available by electronic means accessible to all Board members for a minimum of ten (10) working days prior to conclusion of the process;
		2. a minimum of seven (7) responses signifying approval are received to the proposal.
	2. A record of any such decision, and of any discussion or amendments related to it, will be retained and due note taken and recorded in the minutes at the next available meeting of the Board.

Effective Date: Feb 2023

Review Date: Feb 2025

**APPENDIX 1**

The ***Seven Principles of Public Life*** *(aka “*The Nolan Principles”) - as at 2015.

1. [**Selflessness**](https://en.wikipedia.org/wiki/Altruism)

Holders of public office should act solely in terms of the public interest.

1. [**Integrity**](https://en.wikipedia.org/wiki/Integrity)

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

1. [**Objectivity**](https://en.wikipedia.org/wiki/Objectivity_%28philosophy%29)

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

1. [**Accountability**](https://en.wikipedia.org/wiki/Accountability)

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

1. [**Openness**](https://en.wikipedia.org/wiki/Openness)

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

1. [**Honesty**](https://en.wikipedia.org/wiki/Honesty)

Holders of public office should be truthful.

1. [**Leadership**](https://en.wikipedia.org/wiki/Leadership)

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

**APPENDIX 2: Review of Terms of Reference within Vetlife (the Charity)**

1. **Purpose**
	1. The Terms of Reference of the Board of Trustees of the Charity require that one of the principle duties and responsibilities of Trustees is the creation and review of all Code, Terms of Reference and Policies pertaining to the management and governance of the Charity and its committees. (Clause 4.2.8).
	2. This document sets out the policy and process by which the regular review of Policies of the Charity and the Terms of Reference of roles and committees of the Charity shall be conducted.
2. **Review Process**
	1. Each Code, Policy or Terms of Reference will be assigned both an effective date of implementation and a date of next review.
	2. Unless expressly otherwise stipulated, the normal period of applicability of a Policy or of Terms of Reference until next review shall be two (2) years from the effective date of implementation.
	3. Additional to the effective date of application and date of review being recorded on the document(s) concerned, a register indicating effective date and next date of review for all Policies and Terms of Reference of the Charity will be maintained by the Operations Manager.
	4. No less than three (3) months prior to expiry of its review date, the Code, Policy or Terms of Reference will be submitted by the Operations Manager for review to the appropriate designated Review Group for recommendation of such adjustments as it may deem necessary prior to onward submission to the Board for approval and implementation.
	5. The review of any documentation relating to Policy or Terms of Reference will take due account of any references within that documentation to or from other Codes, Policies and Terms of Reference, and also prevailing legislation and codes of conduct applicable to the Charity.
	6. The Review Group will generally consider the documents under review by electronic means (e.g. Glass Cubes) such that comments and conclusions can be tracked. The documentation considered by the Board for approval will comprise:
		* + the original document under review with tracked changes;
			+ a clean version of the proposed revised version for implementation.
	7. The commencement and completion of the process should be such as to enable due consideration and approval by the Board prior to the designated review date.
	8. Where circumstances indicate an interim need for possible adjustment to a Policy or to Terms of Reference the Operations Manager may at any time bring to the attention of the Board the need for a review of that Code, Policy or Terms of Reference.
3. **Review Groups**
	1. Unless specifically otherwise designated by the Board, a Review Group will be nominated to the Board by the President for its approval and will consist of four (4) Trustees of which one shall be an officer of the Charity and at least one shall be familiar with the operational application of the Code, Policy or Terms of Reference.
	2. To enable consistency of approach, a Review Group may be appointed for the review of multiple related Codes, Policies or Terms of Reference.

**APPENDIX 3**

**Additional Codes and Guidance Notes for Trustees**

**Vetlife:**

* [**Safeguarding Policy**](https://vetlife.glasscubes.com/cube/documents/146765/873042?18#/document/8709375)
* [**Data Protection and Information Security Policy**](https://vetlife.glasscubes.com/cube/documents/146765/873042?18#/document/7013768)
* [**Communications Policies**](https://vetlife.glasscubes.com/cube/documents/146765/873042?18#/document/8333206)
* [**Volunteer Code of Conduct**](https://vetlife.glasscubes.com/cube/documents/146765/873170?10#/document/5930177)

**acas:**

* [**Bullying and Harassment at Work - A guide for managers and employers**](https://archive.acas.org.uk/media/304/Advice-leaflet---Bullying-and-harassment-at-work-a-guide-for-managers-and-employers/pdf/Bullying-and-harassment-in-the-workplace-a-guide-for-managers-and-employers.pdf)

**Charity Commission:**

* **[Trustee role and board: detailed information](https://www.gov.uk/topic/running-charity/trustee-role-board)**
* [**Managing your charity**](https://www.gov.uk/government/collections/managing-your-charity-guidance)
* [**Staff and volunteers**](https://www.gov.uk/topic/running-charity/staff-volunteers)

Note: the documents above are for ease of reference in performance of the general duties of a Trustee and do not represent an exhaustive list of such guidance as may in varying circumstances be applicable.