



Board of Trustees Terms of Reference

Purpose

The Board of Trustees has overall control of the charity and are responsible for ensuring it is progressing towards its charitable aim. Together with senior representatives from the charity the Board will:

- 1) Ensure the charity is carrying out its purpose
- 2) Oversee responsible management of the charity's resources
- 3) Ensure compliance with the law

Membership

- 1.1 The Board shall be comprised of a minimum of 3 Trustees, one of whom will be the Chair.
- 1.2 Appointment to the committee shall be for a period of two years, which may be extended for up to two further two-year periods.
- 1.3 If a regular member is unable to act due to absence, illness or any other cause, the Chair of the Board may appoint another member to the Board to serve as an alternate member.

Attendance at and conduct of meetings

- 2.1 The Board may invite the Chief Executive, other employees and/or advisers to attend meetings whenever appropriate.
- 2.2 The secretary will attend and record meetings.
- 2.3 Trustees should attend at least 75% of all meetings per year.
- 2.4 Trustees will come prepared, having engaged with reading materials (assuming they were delivered with a minimum of 5 days' notice).
- 2.5 Meetings may be held by telephone or video conferencing whenever convenient and appropriate, provided the persons participating in such meetings are in simultaneous two-way audio contact with all other participants in that meeting.



2.6 Decisions will normally be taken on the basis of consensus and otherwise on the basis of a simple majority of members present and voting at a meeting. The Chair of the Board shall have a casting vote.

2.7 Trustees shall declare any conflict of interest in relation to any matter for consideration at a meeting of the Board at the beginning of such meeting and may not vote in relation to such matter. The Chair of the Board or the secretary may ask the member to leave the meeting while such matter is being discussed.

2.8 Trustees shall not be remunerated as such but shall be entitled to claim reasonable out-of-pocket expenses in relation to attendance, the reimbursement of which shall be authorised by the Chair of the Board. The reimbursement of expenses in relation to the Chair of the Board shall be authorised by the CEO.

Frequency and administration of meetings

3.1 The Board shall meet not less than six times (every 2 months) a year and at such other times as it considers necessary.

3.2 A meeting of the Board may be called by trustee or by the secretary.

3.3 Notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be sent to each member of the committee so as to be received 5 days prior to the date of the meeting.

3.4 The secretary shall minute the proceedings and resolutions of the Board meetings, including the names of those present and in attendance.

3.5 Minutes of the Board meetings shall be circulated to all members of the committee within 10 working days of the meeting.

Strategic and Operational Updates

4.1 The Chief Executive and other staff to provide updates to the Board in advance to update on progress towards both strategic and operational priorities.

4.2 Trustees to interrogate the data and ensure they are comfortable with progress made, raise any questions, challenge any assumptions etc.

Risk

4.3 Review and approve Learning with Parent's risk register.



4.4 Approve the risk management framework and oversee ongoing risk management.

4.5 Review and approve Learning with Parents' risk management policy and processes.

4.6 Review and approve Learning with Parents' whistleblowing policy and receive any reports made under it.

4.7 Review and approve Learning with Parents' Child Safeguarding policy and receive any reports made under it.

4.8 Review and approve other material Learning with Parents compliance policies.

4.9 Review and approve the statement relating to risk in the annual report and accounts.

Finance

4.3 Review and interrogate income and spend on a bi-monthly basis.

4.4 Chair to approve spends over £15k.

4.5 Board approve spends >£50k.

4.6 Review and approve the statement relating to finance in the annual report and accounts.

Reporting procedures

6.1 Minutes of the Board meetings shall be circulated to all members of the Board (except where there is a conflict of interest) with the papers for the next Board meeting.

6.2 At the next meeting of the Board will formally agree the minutes, with any amendments as required.

Time Commitment

- Bi-monthly Board meeting – 3 hours
- Preparation for each meeting – 2 hours
- Ad-hoc response to items – up to 2 hours per month
- Organisation Away Days – 1 per year