

## **GOVERNANCE REVIEW: ROLES AND RESPONSIBILITIES OF TRUSTEES, HONORARY OFFICERS AND DIRECTOR**

### **A. Trustees' roles**

1. The responsibilities of the Trustees are set by charity regulations and comprise:
  - responsibility for ensuring that the Society works towards achieving the objectives for which it was established and for no other purpose;
  - responsibility for custody of the Society's assets, in particular to protect and manage the property of the Society and to ensure proper investment of the Society's funds;
  - a requirement to act as a group in the best interests of the Society's beneficiaries, exercising the same standard of care that a prudent person would in looking after the affairs of someone for whom they had responsibility;
  - responsibility for safeguarding the continuity of the Trustees as a body; and
  - a requirement to avoid any conflict of interest.
  
2. To do this, each Trustee must:
  - contribute actively to the Board of Trustees' role in giving firm strategic direction to the Society, setting overall policy, defining goals and setting targets and evaluating performance;
  - ensure that the Society identifies and manages the risks to which it is exposed;
  - ensure that the Society complies with its governing document and with charity law, company law and any other relevant legislation or regulations;
  - safeguard the good name and values of the Society; and
  - ensure the effective and efficient administration of the Society.
  
3. In particular the Trustees must jointly:
  - approve a Business Plan formulated by the Director;
  - approve the Budget proposed by the Director (as part of the plan);
  - monitor performance against the plan and the Budget;
  - in-year agree any necessary changes to the budget proposed by **the Treasurer or Director**
  - report annually to members.
  
4. As part of this, the Trustees have responsibility for establishing the strategic direction of the Society, as reflected in the Business Plan and for challenging and supporting the Director in implementing the plan.

### **B. Director's role**

5. The Director has *executive* responsibility for:
  - the day to day management of the Society, its finances, casework, administration and membership services;
  - preparing the Business Plan and Budget;
  - handling general policy aspects of casework and high profile cases in consultation with the casework committee;
  - contact and maintaining day to day relationships with the Regional Groups;
  - financial oversight of educational initiatives (including events and lectures) and publications;
  - any aspects of publicity, marketing, and relations with the press; and
  - arranging for the preparation of statutory reporting accounts and any other reports required by the Charity Commission and Companies House for approval by the Trustees.
6. The Director reports to the Trustees on the progress in year against the Business Plan and on any major risks or developments affecting the society or its agreed strategic direction and makes recommendations for change to the Budget in-year (with trustees, especially the honorary officers, giving strategic direction).

**C. Chairman**

7. The Chairman is responsible for:
  - providing leadership and direction to the Board of Trustees, enabling it to fulfil its responsibilities for the overall governance and strategic direction of the charity;
  - developing the Society's aims, objectives and goals in accordance with the governing document and legal and regulatory guidelines; and
  - working in partnership with the Director to ensure that trustee decisions are acted upon and the charity is managed in an effective manner.
8. Additional duties and responsibilities of the Chair are:
  - chairing and facilitating meetings of the Board of Trustees and general meetings of the Society;
  - ensuring the continuity of the Board of Trustees and planning for succession as appropriate;
  - leading the Trustees and the Director in developing strategic plans for the Society;
  - facilitating change within the Society where this is necessary in conjunction with the Director;
  - providing support and leadership to the Director and ensuring that the Society is run in accordance with the decisions of the Trustees and the charity's governing document;
  - planning the annual cycle of Board of Trustee meetings;
  - liaising with the Director to draft agendas for Trustee meetings and ensure that the business is covered efficiently and effectively in those meetings;
  - representing the Society at functions, meetings etc. in conjunction with the Director;
  - acting as a spokesperson for the Society as appropriate in conjunction with the Director;
  - ensuring that impartiality and objectivity are brought to decision-making; and

- supporting the Society's fundraising initiatives.
9. The vice-Chairman deputises for the Chairman as agreed between them and assists him/her in providing support and leadership to the Director.

#### **D. Chair of casework committee**

10. Casework covers both reactive casework on buildings under threat, proposals for listing and pro-active work to be undertaken to support future listings or approaches to future casework. This includes research and extends beyond the statutory consultee role of the Society.
11. The casework committee is to be consulted on the casework that the society undertakes on a routine basis, although final responsibility rests with the Director (subject to the need to alert the Trustees if there are major strategic or risk issues that arise).
12. The Director as part of the preparation of the Business Plan will propose overall resources and programme and approach to case work consulting with the chair of the casework committee, the committee and the trustees.
13. The chair is responsible for ensuring that the committee gives clear advice to the Director and chairs meetings to that effect. The chair is appointed by the Trustees. The membership of casework committee is approved by the Trustees **and appointments are for time limited terms as for the Board of Trustees**. Members of the casework committee must be members of the Society, but they can, with the approval of the chair, invite other experts to assist them if needed. The vice chair of the casework committee should be appointed from the members of the casework committee to deputise as needed in the absence of the chair to carry out business expeditiously.

#### **E. Hon. Membership Secretary**

14. The Trustees have delegated the Honorary Membership Secretary of the Twentieth Century Society ('the Membership Secretary') a key strategic role in establishing policies for recruiting members, maintaining membership and increasing membership income.

##### *Strategic role*

15. Key elements of this role include working with the Director to:
- promote public awareness of the Society, its aims, ideals and the benefits of belonging;
  - promote initiatives targeting specific sectors, and in particular negotiating reciprocal arrangements with other membership organisations;
  - set policy to ensure members pay their subscriptions on time and in an efficient manner; and
  - promote benefactor, corporate and affiliate membership and liaising with the Chairman on benefactor events.
16. The Membership Secretary is in particular responsible for:
- reporting on Membership issues to the Trustees and at the Annual General Meeting; and
  - recommending any necessary changes in membership rates and benefits to members.

17. Strategic decisions shall be established in the annual business plan by the Director (and office) having consulted with the Membership Secretary and the Trustees. The Director shall provide necessary information, and recommendations, for the Membership Secretary to make proposals for strategic decisions or in-year changes. The Director is also responsible for providing the Membership with the necessary information to make reports or recommendations to the AGM or Trustees' meetings.

18. The Membership Secretary and the Director, or a member of the office with responsibilities for membership, will meet regularly (at least once a month) to discuss any actions required.

19. All day-to-day membership management is carried out by C20 office.

## **F Hon. Events Secretary**

20. The Honorary Events Secretary chairs the events committee, but may delegate chairing to another Trustee.

### *Strategic role*

21. This Committee is responsible for planning programmes of events. It also establishes a budget, pricing policy and overall strategic purpose of the event programme through advising the Director on the preparation of the Business Plan as regards the events programme. The events committee should meet with the Director during the preparation of the business plan to review the past years' programme and to help establish the strategic direction of the future year's programme, which is agreed by Trustees through the Business plan approval.

22. The events secretary shall report to the trustees on the progress of events programme against the Budget and Business Plan.

### *Delivery role*

23. The committee brings together volunteers to deliver the programme The Director is responsible for the financial oversight of the events programme and in advising the committee and the trustees of any problems. The Director and the office will provide information to the committee and chairman on how the agreed programme is being delivered including projections against budget. The committee in organising events supports the Director by supplying timely information on the costs incurred.

## **G. Chair of publications committee**

24. There shall be a publication committee chaired by a Trustee of the Society and comprising at least 5 members of the Society. Other members may be co-opted for their specific expertise and experience.

25. The publications committee is responsible for advising the Director on the budget and a programme of publications to be prepared by the Society for inclusion in the Business Plan. The Chairman is responsible for delivering the plan; and acting within "delegated limits" agreed by the Trustees for financial commitments in relation to publications.

26. A detailed delivery business plan for publications shall be prepared by the publications committee, consistent with the Business Plan and the Chairman shall report against this to the Trustees. As part of this delivery business plan, the committee shall establish detailed financial projections for publications business, including cash requirements, and the contribution of publications to the Society's annual accounts.

#### **H. Hon. Secretary**

27. The Honorary Secretary is the Company secretary for the Company Limited by Guarantee and for Charity Commission purposes.

28. Additional duties and responsibilities of the Hon. Secretary are:

- monitoring the Society's compliance with its governing document and with Charity and Company Law and other relevant legislation;
- Keeping the Society's governing document under periodic review to identify when changes should be recommended to Trustees;
- keeping the board informed about its legal duties and responsibilities and supporting the board in fulfilling them;
- working with the Director to ensure that key legal risks are identified and that an appropriate risk management strategy is in place (including compliance with relevant legislation);
- advising on contracts the Society is proposing to enter into;
- working with the Director in ensuring that the Society complies with employment law (including health and safety issues);
- liaising with the Society's Director and staff about legal matters;
- sitting on appraisal, recruitment and disciplinary panels as required; and
- ensuring that the Society's fundraising initiatives comply with the Society's obligations as a Charity and its governance documents.

#### **J. Hon Treasurer**

29. The Hon Treasurer is the Trustee with specific responsibility for supporting and challenging the Director in the strategic financial planning for the Society and advising the trustees. The role includes:

- keeping the Board of Trustees informed about its financial duties and responsibilities;
- advising Trustees on the financial implications of the Society's strategic plans; and
- working with the Society's Director to ensure that a Business Plan is prepared for approval by the Trustees, that key risks are identified in the Business Plan and that an appropriate risk management strategy is in place.

**K. Trustee responsible for relations with members and legacies**

30. A further Trustee shall be responsible for strategic oversight of relationships with members and in particular for encouraging them to remember the Society through legacies or other means in their Will.

31. This Trustee will keep Trustees and wider membership informed through the website and Magazine about changes to Inheritance Tax Law and their implications to encourage more legacy giving to the Society.

**L. Trustee responsible for regional groups**

32. This Trustee will work with existing Regional Groups and facilitate the setting up of new Regional Groups in regions or countries of the UK where we do not have one, encouraging them to engage with regional members in identifying threats to buildings, recruit new members and hold national and local level events to raise awareness of buildings regionally and funds for the Society.

33. They will make clear to regional groups the parameters within which the regional groups can act on casework issues and in contact with the media.

34. They will hold regular meetings at six-monthly intervals with the regional group representatives in locations around the country to suit regional groups.

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