

TRUSTEE RECRUITMENT 2009

Candidate Information

The Woodland Trust is currently searching for two trustees to join the Board. We wish to maintain a Board which can reflect a diverse range of perspectives, views and experience and therefore wish to appoint a diverse range of trustees.

This document describes the role of the Woodland Trust Board, the role of a Woodland Trust trustee and a person specification which sets out the type of individuals we are looking for.

Role of the Board of Trustees

The role of the Board of trustees (the Board) of the Woodland Trust is to optimise the charitable benefit achieved in fulfilment of the Trust's charitable objectives. In order to do this the Board needs:

- To agree high level objectives, strategy and resource allocation
- To approve key performance measures, budgets and policies
- To review the organisation's performance
- To report for the organisation (e.g. Annual Accounts)
- To appoint and supervise the CEO
To support management and to hold them to account
- To act as keepers of the brand/reputation
- To ensure compliance with all statutory and regulatory requirements
- To supervise risk management
- To manage the Board itself
- To manage committees of the Board.

The Board will generally comprise 10 to 12 trustees, one of whom is the Chair. Trustees are appointed for four years which will usually be extended by a further four years following a review. There is also a review of trustee engagement after the first year.

The Board currently has two standing committees, the Board Affairs Committee (BAC), which deals with governance matters and appointments, and the Finance Committee, whose members also comprise the Remuneration, Audit and Investment Committees.

Trustees make up the governing body of the Trust. This means they are company directors and charity trustees. The duties of charity trustees are well summarised in Charity Commission guidance which can be found at www.charitycommission.gov.uk

Role of the Chair of Trustees

The key responsibilities of the Chair of trustees are:

- To provide leadership to the Board
- To ensure that trustees fulfil their duties and responsibilities for the proper governance of the Woodland Trust
- To support, and where appropriate, to challenge the chief executive (CEO) and to ensure that the Board as a whole works in partnership with executive staff
- To represent the Trust and the Board.

To provide leadership to the Board

- To chair Board meetings effectively, seeking consensus, balancing the need for full debate on key questions with the expeditious despatch of business so as to reach clear and agreed decisions as swiftly as possible
- To encourage all trustees to participate and to feel free to challenge constructively both the Chair and the CEO
- To take an active role in ensuring an appropriate board meeting schedule, that agendas are meaningful and reflect the key responsibilities of trustees and relevant papers are provided
- To make sure that Board decisions are made in the best, long-term interests of the charity and that the Board takes collective ownership of these decisions
- To ensure that the Board delegates sufficient authority to its committees, the CEO and others to enable the business of the charity to be carried on effectively between meetings of the Board
- To oversee a systematic, open and fair procedure for the recruitment, appointment and co-option of trustees
- To recruit trustees with the skills required to govern the Woodland Trust well, ensuring that those skills are utilised, and that the Board has access to relevant external professional advice and expertise
- To arrange that all members of the Board receive appropriate induction, advice, information and training
- To ensure regular reviews of their performance are undertaken with each trustee
- To ensure that trustees act reasonably and always act in the interests of the charity and comply with the Trust's code of conduct for trustees.

To ensure that trustees fulfil their duties and responsibilities for the proper governance of the Woodland Trust

- To work with the company secretary and the Board Affairs Committee to ensure that trustees meet their legal, regulatory and fiduciary duties described in the *Role of a Trustee* and *Code of Conduct for Trustees*
- To oversee a process by which major risks to which the charity is exposed are reviewed regularly and systems are established to mitigate these risks without the charity becoming risk averse
- To ensure that the Board and the charity is open to the voices and views of stakeholders.

To support, and where appropriate, to challenge the CEO and to ensure that the board as a whole works in partnership with executive staff

- To create and manage clear and open processes for the recruitment and, if necessary, dismissal of the CEO and to review the performance of and set the remuneration package for the CEO, always remembering that he/she is responsible to the Board as a whole and not to any one individual trustee or sub-group of trustees
- To ensure that the CEO has the opportunity for professional development and has appropriate external professional support

- To ensure that the Board focuses on its governance role and does not slip incrementally, or otherwise, into the management role
- To arrange regular, but not over frequent, meetings with the CEO and develop a very professional relationship with the CEO within which each can speak openly about concerns, worries and challenges
- To provide leadership to the CEO to ensure that the Woodland Trust is run in accordance with the decisions of the board and of its governing documents and that there is clarity about its objectives at all levels
- To make sure that the CEO understands his/her crucial responsibility to provide relevant, honest, timely, high-quality information and advice to the board of trustees
- To ensure that, when necessary, the Chair and trustees challenge the CEO constructively and only in the best interests of the Woodland Trust and as 'critical friends'
- To work with the CEO to explain to staff the role of the Board, create an effective channel of communication between the Board and staff, and make staff aware of the Board's appreciation of their successes and hard work.

To represent the Trust and Board of Trustees

Following consultation with the CEO:

- To attend and speak at internal meetings such as the staff conference
- To represent the Woodland Trust at external meetings with donors, partners and opinion formers.

Role of a Trustee

In summary, the role of a Woodland Trust trustee is as follows:

- With the help of the CEO, to formulate and review regularly the Trust's vision, values and long-term strategy as well as policies for their fulfilment
- To hold themselves accountable to the Trust's stakeholders for the Board's decisions, the performance of the Board and the performance of the Trust
- To set and agree targets and evaluate performance against them
- To oversee the management of the Trust and its assets in the interest of current, potential and future beneficiaries
- To ensure that the Trust complies with its governing document (ie its memorandum and articles of association) charity law, company law and other relevant legislation or regulations
- To exercise financial controls in order to ensure the financial stability of the Trust
- To be familiar with and keep under regular review the rules and constitution of the Trust
- To understand and accept the legal duties, responsibilities and liabilities of trusteeship
- To safeguard the Trust's good name/reputation and assets and ensure the proper investment of the Trust's funds
- To attend Board meetings, scrutinise Board papers, challenge management on their content, contribute to the Board discussion, focus on key issues and accept collegiate decisions
- To be a company director of the Trust; this involves ensuring that the Trust complies with company law. Trustees as directors have specific duties under the Act which include:
 - To act within powers
 - To promote the success of the company
 - To exercise independent judgement
 - To exercise reasonable care, skill and diligence
 - To avoid conflicts of interest
 - To not accept benefits from third parties
 - To declare interest in proposed transactions or arrangements.

The Trust has two subsidiary trading companies, Woodland Trust (Enterprises) Ltd and Woodland Trust Farming Ltd. Some of the Trust's directors are also directors of the trading companies.

Trustees may also wish to fulfil some wider roles including:

- Acting as ambassadors for the Trust, including inter alia
 - Using trustee networks for the benefit of the Trust
 - Advocacy through trustee contacts
- Fundraising
- Being a member of special purpose working groups or committees
- Mentoring senior members of staff
- Using their personal skills and experience for the benefit of the Trust.

While not all trustees will be able take on this wider involvement, it is recognised that this is where a lot of additional satisfaction is gained by trustees and where the organisation receives a lot of added value.

Further information on the role of a trustee is contained in the *Code of Conduct* of trustees.

Person specification

All trustees need to have certain qualities, such as integrity and commitment. In addition we look for the following qualities, skills and experience in the trustees we appoint:

Essential

- A passion for conservation and woods/trees
- A willingness to commit 12 days a year to the Trust (some meetings run over two days)
- The ability to think strategically
- Board skills: ability to scrutinise board papers, challenge management, contribute to discussions, focus on key issues, accept collegiate decisions
- A willingness to speak honestly and openly
- The ability to listen and to communicate, both verbally and in writing, clearly and persuasively
- An understanding and acceptance of legal duties, responsibilities and liabilities of trusteeship
- The ability to work well within a team
- Possessing sound judgement and the ability to make collegiate decisions
- Demonstrable selflessness; integrity; objectivity
- A willingness to respond promptly to email

Highly desirable

- Wide experience of organisations and what makes them tick
- Great networks and a willingness to use them on behalf of the Trust
- Experience at Board level, ideally as a non-executive director or trustee
- The ability to understand financial information
- Experience of managing/governing significant organisational growth
- Sufficient experience to hold management to account in (any/some of) the areas of finance; marketing; public affairs; communications; forestry; conservation; land and property management; legal; investment; information; fundraising; health and safety; human resources
- Ambitious on behalf of the Trust
- Possessing sound business/commercial skills
- Decisiveness, but able to be at ease with uncertainty

Desirable

- The ability to bring different perspectives to the work of the trustees
- A willingness to give time outside of the board meetings
- A willingness to act as chair of the Trust or one of its committees
- Able to access different geographic, business, ethnic or other networks
- A willingness to fundraise
- A willingness to represent the Trust externally at meetings/events

Code of Conduct for Trustees

Introduction

Trustees have legal duties and responsibilities. The most important of these are summarised in the Charity Commission's booklet *The Essential Trustee* [CC3](#)

The directors of a charitable company are charity trustees and have duties under company law as well as charity law.

This Code of Conduct is not a list of trustees' legal duties, although many of the elements of the code are based on legal principles. The conduct and practices recommended in this code go beyond what the law requires in some respects but they are nevertheless fully consistent with the law.

Purpose of a Code of Conduct

To set out the relevant standards expected by Trustees in order to maintain the highest standards of integrity and stewardship; to ensure that the Trust is effective, open and accountable; and to ensure a good working relationship with the Chief Executive and his/her senior team.

The Code

General

Trustees must act with probity, due prudence and should consider taking professional advice on any matter of significance to the Trust where they do not have expertise themselves.

A trustee must administer the organisation and all its assets in the interest of current, potential and future beneficiaries.

Trustees should hold themselves accountable to the Trust's stakeholders, including the public, for the Board's decisions, the performance of the Board and the performance of the Trust.

Except where legally authorised, trustees must not gain financial or other material benefit for themselves, their families or their friends from their trusteeship of the charity. The Board should ensure that there are clear written policies on claiming of expenses by trustees.

A trustee must not place him/herself under any financial or other obligation to outside individual organisations that might influence him/her in the performance of his/her official duties.

Trustees should conduct themselves in a manner which does not damage or undermine the reputation of the Trust, or its staff individually or collectively and should not take part in any activity which is in conflict with the objects or which might damage the reputation of the Trust.

Trustees should make decisions together and take joint responsibility for them. The extent to which any one trustee or a small group of trustees is empowered to speak for or take action on behalf of the

Trust or the Board must (subject to any specific constitutional rules) be a matter for all trustees to decide together. Such decisions must be recorded.

Responsibilities

Trustees must, with the help of the CEO, formulate and review regularly the Trust's vision, values and long-term strategy as well as policies for its fulfilment. They should also set and agree targets and evaluate performance against them.

With the guidance of the CEO and appropriate professional advisors, trustees must ensure that the Trust complies with regulatory and statutory requirements and must exercise overall control over its financial affairs to ensure the financial stability of the Trust. In addition to compliance with statutory requirements, trustees should have a commitment to the development and implementation of good practice.

Trustees must be familiar with and keep under regular review the rules and constitution of the Trust. Any changes must be made in accordance with constitutional and legal requirements.

Trustees should safeguard the Trust's good name, its assets and ensure the proper investment of the Trust's funds.

In order to develop a working knowledge of the Trust, trustees should endeavour to maintain links and keep in touch by regular visits to its headquarters and, where practicable, to regional operations in the UK. Unless there is a good reason to believe that the CEO's actions are threatening the probity of the organisation, all such visits should be made by arrangement with the CEO.

Meetings of the Board

Trustees must strive to attend all meetings regularly, ensuring they prepare for and contribute appropriately and effectively.

Trustees should bring a fair and open-minded view to all discussions of the Board and should endeavour to ensure that all decisions are made in the charity's best interests.

Trustees must aim to foresee and avoid any conflict of interest. Where one arises, a trustee must at once declare the interest and absent him/herself from any discussion or vote taken on the matter by the other Trustees. Any transaction under which the trustee will benefit either directly or indirectly must have proper legal authority.

Confidential information or material (relating to users, beneficiaries, members, staff, commercial business, etc) provided to or discussed at a Board meeting must remain confidential and within the confines of the Board and must not be discussed outside the trustee body.

Staff

Trustees must ensure there is a clear understanding of the scope of authority delegated to the CEO.

Policies and strategies agreed by trustees should be expressed in unambiguous and practical terms, so that the CEO and staff responsible for implementing those policies are clear what they need to do. Directions given to the CEO and the staff should come from, or on behalf of, the Board as a whole.

Trustees should appoint the CEO and act fairly and in accordance with good employment and equal opportunities principles in making decisions affecting the appointment, recruitment, professional development, appraisal, remuneration and discipline of the CEO and other staff.

Trustees must understand, accept and respect the difference in roles between the Board, the CEO and senior staff, ensuring that the Board, the CEO and his/her senior team work effectively and cohesively for the benefit of the organisation, and develop a mutually supportive and loyal relationship.

Having given the CEO delegated authority, Trustees should be careful – individually and collectively – not to undermine it by work or action.

Operation of the Board

Responsibility of Trustees/Directors

Trustees are Directors of the Woodland Trust however the day-to-day responsibility for managing the Trust is delegated to the CEO, executive directors and senior managers. These executives are not "directors" in the legal sense.

Skills of Trustees

At least two Trustees should have experience/expertise in financial affairs(though not necessarily an accounting background). At least two trustees should have backgrounds which include management in the conservation area (not necessarily functional expertise but certainly broad conservation policy/strategy awareness and networks). One trustee should have experience as CEO or senior director of another charity.

Tenure

Trustees will be appointed for an initial term of 4 years. After the first year and if the role is not meeting the Trustee's aspirations or performance is unsatisfactory the Trustee will be asked to resign.

Each director shall retire from office at the first Board meeting following the fourth anniversary of their appointment as a director. Subject to satisfactory performance a retiring director shall be eligible for re-election.

Normal maximum service as a trustee is two periods of four years.

Board Meetings

At present, the Trust's Board meets as a group six times a year, to help enable them to fulfil their responsibility to govern and supervise the Trust. Full Board meetings primarily help set policy, agree strategic direction and monitor the progress of plans.

Committees

The Board has two committees, Finance and Board Affairs. These committees have members drawn from amongst the Trustees and Trust Management Team.

Ad hoc working groups will be established for Trustees to contribute to specific projects.

Location

Meetings of the Board and Finance Committee are currently held in Grantham and London, with one or two meetings elsewhere, to include site visits.

Conduct of Board Meetings

It will be assumed that all trustees have read the papers. Items for Board agendas will be divided into:

“Starred items” which require approval and which will not be discussed unless a trustee asks the Chair in advance of the meeting to have them “un-starred”. These might include recommendations from the Finance or Remuneration Committees and the Health and Safety report.

Items for decision which require discussion because it is anticipated that further information/explanation is needed or because they are likely to be contentious or have major financial or reputational significance.

Items for discussion would include more open ended discussions, for instance around strategy, review of Trust performance or new conservation thinking.

Items for information, such as management accounts, recent acquisitions and disposals below the Acquisition Group threshold and the CEO’s report. They will only be discussed on a “by exception” basis, if trustees wish to ask questions.

A mechanism will be created whereby trustees may propose subjects for board discussion and the board would consider on an annual basis the agendas for the year ahead.

The Chair and trustees will strive to ensure that clear decisions have been taken at the end of each item.

The CEO and director of corporate services will attend every meeting, with other executive staff invited along as appropriate.

There will be a regular agenda item for which only the trustees and CEO are present to cover staff issues, and also time for the trustees to meet alone twice a year without any management present primarily to cover issues relating to the CEO.

Payment to Trustees

Trustees should not obtain any personal benefit from their work as a trustee, however, they are entitled to reclaim reasonable out of pocket expenses to cover necessary travel, accommodation, telephone, postal costs, and authorised attendance at conferences, seminars or training events.

The total of all trustee expenses reimbursed has to be disclosed in the notes in the Trust’s annual accounts.

Trustee Expenses

Expense forms are sent out with Board and Committee papers along with a freepost envelope.

Donation of Expenses

Some Trustees choose not to claim their expenses, allowing the Trust to reduce its expenditure. The NCVO recommend best practice is for all trustees to claim expenses, with the option of donating an equivalent amount back to the organisation tax efficiently. The Trust can claim basic rate tax on the donation and the Trustee is eligible for higher-rate tax relief on the gross value of their gift. For example a £78 donation will enable the Trust to recover £22 and a trustee may get £18 higher rate tax relief.

Further detail can be found at www.woodlandtrust.org.uk