



Terms of Reference: Board of Trustees

1. SCOPE

1.1 Purpose

The purpose of the trustees is to support the charitable organisation that underpins the church to enable the church to flourish. The Board is responsible for the overall governance, strategic direction and functioning of the charity as set out in these Terms of Reference. The Board is also responsible for ensuring the charity's activities are compatible with its charitable aims, and that the charity complies with relevant legislative and regulatory requirements.

The Board of Trustees does this by:

- a) Setting out the vision, mission, values and strategic direction of the charity.
- b) Monitoring and communicating performance of the charity against the strategy.
- c) Acting as the guardians of the charity's assets, both tangible and intangible, taking all due care over their security, deployment and proper application.
- d) Ensuring that the charity complies with all applicable constitutional, legal and regulatory requirements.
- e) Having a governance structure for the charity that is of the highest possible standard.

Whilst the Board of Trustees is responsible for the overall governance, strategic direction and functioning of the charity, the leadership team and staff of the church are responsible for implementation of the strategy and the day-to-day operational matters of the church.

2. MEMBERSHIP

2.1 Recruitment of Trustees

All Trustees shall be recruited by selection on the basis of expertise, experience and skills. The recruitment process shall be overseen by the Chair, in consultation with the Senior Leader, who will propose individuals possessing the expertise, experience and skills required, subject to Trustee Board approval. Recommendations for appointment to the Board of Trustees shall be published in advance of the meeting at which Trustee approval is sought.



The majority of Trustees shall be committed members of Christ Church London. The Trustee Board may also appoint Independent Trustees. Independent Trustees are Trustees who do not attend Christ Church London, but who demonstrate commitment to the vision and mission of the church.

2.2 Term of Office

Trustees shall hold office for three years from the date of the meeting approving their appointment, and shall be eligible for re-election for further terms.

3. RESPONSIBILITIES

3.1 Strategic direction

The Trustees work in partnership with the Senior Leader and other senior staff with the overall aim that:

- The constitution and rules that govern the charity, remain fit for purpose (reviewed at least every three years).
- The charity has a clear vision, mission, set of values and strategy, and that there is a common understanding of these by trustees, staff and volunteers.
- There is a regular review of strategic plans and priorities.
- Annual and operational plans and budgets support the vision, mission and strategy.

3.2 Performance management

The Trustees are responsible for the performance of the charity and other stakeholders, and for its corporate behaviour by:

- Agreeing with the [executive team] the mechanisms for measuring the charity's progress towards its vision, mission and strategic objectives, business plans and annual budgets, and regularly considering reports on the charity's performance.
- Ensuring that there are policies and position statements to direct key areas of the charity's activity.
- Ensuring that the major risks to the charity are regularly identified and reviewed and that systems are in place to mitigate or minimise these risks.
- Ensuring that there are complaint and feedback systems in place, for those who participate in the charity's activities.
- Ensuring that there are processes for trustees, staff and volunteers to report activity which might compromise the effectiveness of the charity.
- Employing and holding the Senior Leader to account for the management and administration of the charity, with regular constructive feedback on their performance.
- Ensuring that the charity has effective employment policies and processes in place, to recruit, train and develop staff and volunteers.



3.3 Finance and assets

The Trustees act as the guardians of the charity's finances and other assets by:

- Monitoring the charity's financial obligations and ensuring that there are adequate financial controls in place so that all money due is received and properly applied, and that all assets and liabilities are recorded.
- Acting reasonably and prudently in all matters relating to the charity and always in the interests of the charity.
- Considering and approving the Annual Report and Accounts.
- Being accountable for the solvency of the charity.
- Reviewing the condition and use of any properties and land owned by the charity.

3.4 Compliance

The Trustees must:

- Ensure, with professional advice as appropriate, that the charity complies with all applicable constitutional, legal, regulatory and statutory requirements.
- Ensure the charity complies with safeguarding and health and safety standards as regards its staff, volunteers and when putting on events.
- Understand and comply with the constitution and regulations that govern the charity.

3.5 Governance

The Trustees aim for the highest possible standard of governance by ensuring that:

- The charity has a governance framework that is appropriate to a charity of its size/ complexity, stage of development, and charitable objects, and reflects the diversity of its members. That this framework is regularly reviewed, along with the Board's performance.
- In consultation with the Senior Leader, the Board has the mix of skills and experience it requires to govern the charity well, and that the Board has access to, and considers, relevant external professional advice and expertise.
- Major decisions of the Board, including agreeing the required policies of the charity, are made by the trustees acting collectively, and that Board decisions are recorded in writing by means of minutes.
- The Board's delegated authority is recorded in a Scheme of Delegation and by terms of reference for board committees, job descriptions for trustees and key staff, and that reporting procedures back to the Board are recorded in writing and complied with.
- 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).
- 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.

4. MANAGEMENT

4.1 Meetings

As a minimum, the Trustee Board will meet 4 times in any calendar year. The Board may transact business of a regular nature and between scheduled meetings via videoconference, teleconference or e-mail as required.

4.2 Attendance

Members are expected to attend all meetings of the Board, unless agreed by the Chair. Members of staff as the Chair may require shall be in attendance at meetings. Any member of the Board unable to attend should inform the Senior Leader prior to the meeting. If the Chair is absent from the meeting, a Trustee will be selected by those present to act as chair for the proceedings.

4.3 Papers/Agendas

The agenda will be drawn up by the Senior Leader in consultation with the Chair. The Secretary is responsible for circulating papers for the meetings. Agenda and papers will be circulated to all members at least 5 working days before the meeting.

4.4 Minutes of Meetings

The Secretary shall minute the proceedings and resolutions of all Board meetings, including the names of those present and in attendance. Draft minutes of Board meetings shall be circulated to all Board members within five working days.

4.5 Quorum

The quorum necessary for the transaction of business shall be five Board members present in person or by simultaneous telecommunications link. 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.

4.6 Communication

The Senior Leader and Senior Leadership Team will be responsible for communicating the proceedings of the Trustee Board to staff, advisory bodies and other stakeholders as appropriate.

4.7 Performance reviews

The Board as a whole and Trustees individually shall be subject to regular performance reviews, overseen by the Chair, to encourage and enhance Board and Trustee effectiveness.



4.8 Sub-Committees

The Board may form such committees and other subsidiary bodies as it deems necessary to perform its functions, and may delegate any of its functions to a committee or subsidiary body.

5. CODE OF CONDUCT

It is the responsibility of Trustees to:

- Act within the governing document and the law – being aware of the contents of the organisation’s governing document and the law as it applies to the Christ Church London.
- Act in the best interest of Christ Church London as a whole – considering what is best for the organisation and its beneficiaries and avoiding bringing Christ Church London into disrepute.
- Manage conflicts of interest effectively – registering, declaring and resolving conflicts of interest. Not gaining materially or financially unless specifically authorised to do so.
- Respect confidentiality – understanding what confidentiality means in practice for Christ Church London, its board and the individuals involved with it.
- Have a sound and up-to-date knowledge of Christ Church London and its environment – understanding how Christ Church London works and the environment within which it operates.
- Attend meetings and other appointments or give apologies – considering other ways of engaging with the organisation if regularly unable to attend trustee meetings.
- Prepare fully for meetings and all work for Christ Church London – reading papers, querying anything they don’t understand and thinking through issues in good time before meetings.
- Actively engage in discussion, debate and voting in meetings – contributing positively, listening carefully, challenging sensitively and avoiding conflict.
- Act jointly and accept a majority decision – making decisions collectively, standing by them and not acting individually unless specifically authorised to do so.
- Work considerately and respectfully with all – respecting diversity, different roles and boundaries, and avoiding giving offence. Trustees are expected to honour the content and spirit of this code.

Published by Nate Sence, June 2022

To be reviewed June 2023