

Trustee Board

Terms of Reference

Overall Responsibility

The Trustee Board is responsible for all matters relating to the charitable objects of the Faculty, the business and financial strategy and overall management of the Faculty resources. Its purpose is to:

- Ensure that the business of the Faculty is conducted as efficiently and effectively as possible in order to deliver its charitable objects.
- Safeguard the charitable status, purpose, aims, values and finances of the Faculty of Clinical Informatics.
- Ensure sound governance and compliance with legal requirements.

Accountability and Delegation

The Board will produce an Annual Report and Annual Accounts in line with regulatory requirements; these will be available to the membership. It will hold AGMs in accordance with the requirements set out in the Constitution.

The Trustee Board delegates responsibility for the professional strategy to Council, but retains responsibility for the Faculty's overall strategy and management of the delivery of that strategy.

The Trustee Board may establish Standing Committees to support and facilitate the Board in the execution of its responsibilities. The Board will appoint Chairs and Vice Chairs to its committees from amongst the Trustees. The Council and all Standing Committees will report to the Trustee Board at regular intervals as set by the Board.

The current Trustee Board Standing Committees are:

- a. Finance, audit and remuneration
- b. Governance

The Executive Group, on behalf of the Trustee Board, will liaise with the Council members and Standing Committee Chairs between Board meetings, such that any work carried out on behalf of Board will be reviewed to ensure that Board requirements have been met.

Membership

The members of the Board of Trustees will be appointed as follows:

- The Faculty Council may appoint up to four charity trustees from the elected body of the Council, in the first instance these will be appointed from the officers of Council (Chair, Vice-Chair, Honorary Treasurer and Honorary Secretary), but other Council members may be appointed if fewer than four officers seek appointment as a Trustee. The process

for seeking other Trustees from the Council will be by self-nomination and a secret preference order ballot of Council members (overseen by the Business Manager or deputy).

- Other Trustees will be appointed by a Trustee Appointment Panel, convened by the Board of Trustees, that will consist of three members including: a Trustee, a Trustee from the FCI's supporting organisations or other professional clinical or social care membership organisations, and a Human Resources professional.

The Faculty intends to have between six and nine Trustees initially, including Council appointed Trustees.

The appointment period (i.e. term) of Trustees will not exceed three years. Multiple terms to a maximum of three are acceptable, and the Board has the power to extend further if required. Appointments will be made so that no more than a third of Trustees retire from the Trustee Board during any one year.

A Chair of the Trustee Board will be appointed from outside of the Faculty membership from the members of the Trustee Board. If there is a period where the Trustee Board does not have an appointed Chair, then any other member (aside from the Chair of the Faculty Council) of the Trustee Board may temporarily hold the position (nominated by the majority of Fellow Trustees or by lot) until a permanent appointment has been made.

Meetings

Board meetings will be held at least quarterly, communicating between meetings as the need arises. A forward 12-month programme of scheduled meetings will be established to facilitate attendance and will be circulated to Board members in the first week of January each year.

A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants. Individual trustees may also join meetings electronically.

The quorum for the meetings will be three (attendance physically or via electronic means is acceptable).

Board meetings will be attended by the business manager. Other Faculty members and Faculty appointed advisers may be invited to Board meetings to aid discussion of a particular topic.

Voting is restricted to members of the Board only.

Meetings are minuted and approved minutes posted on the Faculty website.

Duties and Responsibilities

The responsibilities of the Trustee Board are as follows:

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1. ensuring that the Faculty objects are maintained and not infringed and that the general law of charities is complied with;
2. ensuring that the assets of the Faculty are used for charitable purposes;
3. dealing with all matters relating to the Charity Commission for England and Wales and other charity regulators in the United Kingdom;
4. keeping under review, and where necessary proposing amendments to the Constitution;
5. ensuring that the best principles of corporate governance, as set out in the UK Code on Corporate Governance and associated guidance, are followed within the Faculty;
6. dealing with any matters relating to actual or potential litigation involving the Faculty;
7. oversight of all aspects of the Faculty finances, including business planning, budgeting, financial control, audit, investments and operational risk management;
8. setting objectives and holding to account the Business Manager;
9. oversight of policy on human resources issues within the Faculty and issues relating to the terms and conditions under which Faculty staff are employed, including remuneration (including bonuses, incentive payments, extra-contractual payments and redundancy payments).

The Trustee Board may by resolution delegate any of its delegable functions to Council, a committee, a sub-committee of such a committee, or any member of the Faculty staff, provided the Trustee Board make appropriate arrangements to be kept informed about the exercise of such delegated functions.

The direction of the Faculty on all matters which are not the responsibility of the Trustee Board shall be vested in the Council.

Council members may by request to the business manager attend Trustee Board meetings as an observer and Trustees may by request attend Council meetings as an observer.

Review

The Terms of Reference will be subject to Annual Review at the first meeting of the calendar year and may be subject to review at any stage where at least three members agree that a review is necessary.

Trustee Board Membership

NAME	STATUS	DATE
Jonathan Kay	Interim Chair	From Oct 2019
Nick Booth	Council member	From Oct 2019
John Williams	Council member	From Oct 2019
Paul Campbell	Council member	From Oct 2019
Paul Fredericks	Lay member	From Oct 2019
Bill Morgan	Lay member	From Nov 2019
Yinka Makinde	Lay member	From Dec 2019
Jan Hoogewerf	Business Manager, in attendance	

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Author	Business Manager
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