

WHERE SCIENCE MEETS BUSINESS

THE ROLE OF BOARD OF TRUSTEES

SCI/TT206

The SCI Board of Trustees has overall responsibility and authority for all activities of the charity. SCI is governed according to its Charter, By-Laws and Rules. These should be consulted for further details concerning the duties of the Board and how these are discharged. The Board has the powers to make Rules concerning the administration of the Society which do not require ratification by the membership or the Charity Commission.

BOARD COMPOSITION AND MEETINGS

Trustees have control of the Society, its property and funds. The Board includes up to 12 elected members including the Chair and the Chair of the Finance and Investment Advisory Committee (the Hon. Treasurer), the latter being an ex-officio post. The Chair and the Vice Chair are appointed by the Board of Trustees.

Up to seven trustees may be appointed by the Board of Trustees, each for a period of three years, having the same status as elected trustees.

Trustees are expected to bring high standards and good governance to the Board. The Charity Commission's principles of good governance are summarised in Appendix 1.

At least four Board meetings are held each year at which the quorum is 50% and issues are decided by a simple majority, or 75% in the case of financial matters. The Chief Executive and Finance Director attend Board Meetings unless a session is deemed to be closed. The Chairs of Sub-Committees of the Board, if they are not Trustees, are invited to attend Board meetings, but do not have voting rights.

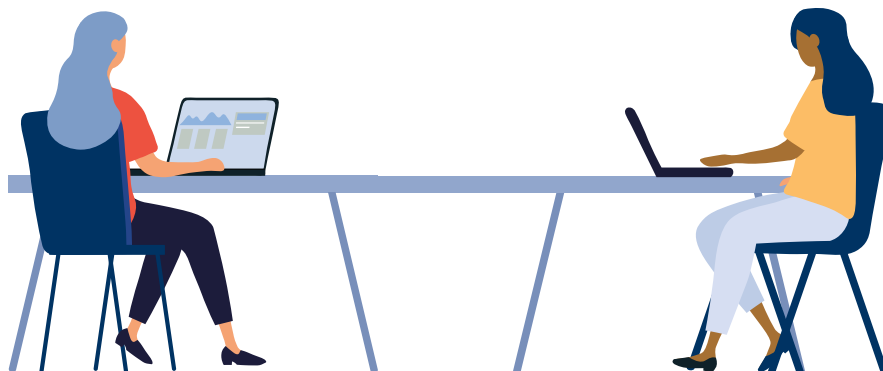
DELEGATION OF AUTHORITY

The Board is responsible for the strategy, governance and leadership of the Society. It delegates authority for the day-to-day running of the organisation to the Chief Executive and his/her team. The Board has a number of Standing Committees and Sub-Committees with advisory roles. (Only the Finance and Investment Advisory Committee is obligatory). It may also delegate authority to these bodies.

From time to time, ad hoc workgroups may be formed to address particular matters or projects.

Approvals for urgent action can be decided by the Chair after seeking input from as many other Trustees as possible. Any such decision made by the Chair must be reported to all Trustees within seven working days and confirmed at the next meeting of the Board.

The Board of Trustees reserves duties for itself outlined in the following sections.



STRATEGY, FINANCE AND EXECUTIVE

- Review and determine the strategic direction of SCI and its implementation in an annual cycle.
- Fiscal prudence and ongoing financial strength.
- Expenditures above those outlined in the Delegations of Authority.
- Review and approve the Society's annual budget.
- Oversee the keeping of financial records and their audit.
- Produce the Trustees Annual Report.
- Oversee the production and submission of annual returns and audited annual accounts.
- Determine the commitment to lease/purchase any property, whether in the UK or overseas, and any commitment to dispose thereof.
- Investment policy.
- Reserve policy.
- Sanction license agreements and rents of office space within the premises owned by the Society.
- Approve the recruitment or dismissal of the Chief Executive and any other directors, the contract terms of the Chief Executive and any bonus, commission, or salary adjustment.
- Oversee any redundancy programme of staff if more than three staff are affected.

MEMBERSHIP AND ADMINISTRATION

- Consider all applications for membership of the Society with the powers to elect, postpone election or to refuse candidates.
- Deal with complaints made about the conduct of members.
- Prescribe annual fees for various categories of membership, to be confirmed at a General Meeting.
- Appoint a President, Patrons, Honorary and Life Members.
- Organise nominations and elections or appointments to the Board, its sub-committees and workgroups and Advisory Groups.
- Organise, conduct and keeps records of General Meetings, Board, Sub-Committee and Advisory Committee meetings and of all professional advice obtained.



APPENDIX 1. PRINCIPLES OF GOOD GOVERNANCE FOR CHARITY TRUSTEES (CHARITY COMMISSION)

Principle of good governance	With respect to ...
Understand the role	<ul style="list-style-type: none"> ▪ Charitable status ▪ SCI's assets, structure and systems ▪ External environment
Deliver the mission (purpose)	<ul style="list-style-type: none"> ▪ Strategy, planning and budgeting ▪ Monitoring progress ▪ Evaluating results and implementing learning
Work as individuals and as a team	<ul style="list-style-type: none"> ▪ Part of a suitably experienced, skilful and committed board ▪ Reviewing performance as individuals and as a team
Control effectively	<ul style="list-style-type: none"> ▪ Knowing what must be done ▪ Ensuring means of effective management and financial control ▪ Identifying and reviewing risks regularly ▪ Delegating with supervision
Behave with integrity	<ul style="list-style-type: none"> ▪ Promoting and safeguarding SCI's reputation ▪ Acting ethically to high standards ▪ Managing conflicts of interest ▪ Maintaining independence in decision making ▪ Delivering the impact best meeting needs of members
Be open and accountable	<ul style="list-style-type: none"> ▪ Communicating, consulting and listening to stakeholders ▪ Acting impartially and constructively with complaints ▪ Being sensitive to wider community, e.g. environmental impact