

OMF International (UK)

TRUSTEES

TERMS OF REFERENCE

Nov 2014

1. Introduction

The Trustees (as defined below), in accordance with the duties of trustees as detailed by the charity law, have, and accept, ultimate responsibility for directing the affairs of OMF International (UK), ensuring that it is solvent and well-run, and delivering the charitable outcomes for the benefit of the public for which it was set up. In particular, this will involve:

- Ensuring compliance;
- Duty of prudence;
- Duty of care.

They are also directors for the purposes of company law.

2. Aims and Objectives

The aims and objectives of the Trustees are in line with those of OMF International (UK) as set out in the Memorandum and articles of Association dated 15th January 2008 as amended by special resolutions passed on February 28th 2014. In particular, the aims and objectives of the Trustees relate to the wellbeing of OMF International (UK) which will include the following key priority areas:

- Appointment of the National Director (ND), in conjunction with OMF International leaders;
- Approval of the OMF International (UK) vision and strategy as proposed by the ND and the leadership team in the context of the overall OMF global strategy and vision;
- Approval of the financial strategy and monitoring of the financial health of OMF International (UK);
- Regular and formal review of the performance of the ND in terms of the overall delivery of the agreed strategy, annual objectives, and the general effective leadership of the organisation; and
- Fulfilment of other aspects of the trustee/director function and responsibilities under UK charity law and company law.
- to take overall responsibility for everything that OMF International UK does
- to act collectively and effectively in the interests OMF International UK to give strategic direction, determining and safeguarding the mission and vision of OMF International UK

- to take the decisions required for the proper control and management of OMF International UK to ensure that there is a clear structure for governing the organisation, including defining the role of any focus groups or sub-committees
- to ensure that OMF International UK has adequate financial resources for its activities
- to act prudently to protect the assets and property of OMF International UK to ensure that OMF International UK complies with its own governing document, relevant laws and the requirements placed upon it by its funders and/or other bodies
- to review the risks to which OMF International UK is subject, take action to mitigate these risks and to ensure sound risk management
- to act as a responsible employer
- to ensure that the principles of equality and diversity are upheld and that OMF International UK is fair and open to all sections of the local community in all of its activities
- to seek assistance from experts in areas where the trustees lack the necessary skills
- to induct every new trustee

3. Membership and Composition of the board (numbers and roles)

- i. The Board of Trustees shall be made up of between 6 and 10 trustees.
- ii. All Trustees shall be required to sign and abide by the current issue of *Purpose & Principles of OMF International*.
- iii. A quorum for any Trustee meeting shall be a designated chair for the meeting plus 3 other Trustees.
- iv. Appointment of new Trustees is by invitation of the board, having regard to the balance of skills and experience required by the board as a whole
- v. Retirement of Trustees: Trustees are appointed for a term of 3 years (expiring at the first Trustees' meeting which occurs after the anniversary of appointment) which may be renewed twice consecutively by the other trustees i.e. a maximum consecutive term of 9 years. A break of at least 1 year is required before a person who has served as a Trustee for 9 consecutive years may be nominated again.
- vi. Appointment of Chair: the Trustees shall appoint a Chair chosen by agreement from their number. Retirement/Rotation of Chair in line with 3v above.
- vii. Appointment of Treasurer: the Trustees shall appoint a Treasurer from their number. Retirement/Rotation of Treasurer: in line with 3v above.

4. Meeting arrangements and frequency

The Trustees shall meet no less than 4 times per annum. Meetings may, when required, take place by any electronic means agreed by the trustees in which all participants may communicate with all other participants.

The ND (as CEO) and Leadership Team Coordinator (minutes) will normally be invited to attend Trustee meetings, and other OMF Directors or members may be invited to attend for specific items or specific periods as appropriate.

The agenda for these meetings will be developed by the Chair in collaboration with the Secretary to the Trustees and in consultation with the ND.

5. Reporting and accountability

The Trustees are responsible for ensuring that OMF International (UK) files all required reports, accounts and other notifications with Companies House and the Charity Commission. The filing is usually undertaken by the company secretary.

6. Review details and arrangements

The terms of reference for the Trustees will be reviewed annually

7. Committees & Delegations

- The Trustees have delegated specific authority for certain financial matters to an Audit & Finance Committee (AFC) as detailed below.
- The Treasurer shall normally Chair the AFC but in any event shall be responsible for ensuring that Trustees are appropriately consulted and fully informed about all relevant financial matters. Separate Terms of Reference shall be kept for the AFC, regularly reviewed and approved by the Trustees.
- The Trustees have delegated to the AFC authority and responsibility for:
 - Developing and proposing to the Trustees for approval an annual budget.
 - In-year modification of such budget subject to a maximum of £100K overall.
 - Financial health monitoring.
 - Statutory and fiscal compliance monitoring
 - Financial aspects of personnel management and policies such as pensions and allowances.
 - Internal controls and insurance.
- Delegated authority is given to the ND and the Leadership Team to develop the strategy and policy of OMF International (UK) for approval by the Trustees and to oversee day-to-day management and implementation of such strategy and policy.

8. Recruitment and renovation of the Board of Trustees

- Once a year trustees shall review their contributions, skills, capacities and performance by means of a shared self-review. They shall keep a table with relevant details and dates of their service. At the time of their review they shall update the table and consider whether additional trustees are needed.
- Additional trustees may be sought by various appropriate methods, and care shall be taken that Board members between them have all the skills and competencies needed for the competent supervision of OMF International (UK)'s work. A proper induction process for new trustees will include careful conversations, visits to OMF leaders especially at Borough Green, provision of adequate documentation about OMF UK, and a probationary visit to a trustees' meeting before a definitive invitation is issued. Prospective trustees will be particularly asked about their ability to attend meetings and to do necessary work between meetings.

Janet Baldock
Chair of the Trustees

Agreed by the Trustees on 5th November 2014