

## GLOUCESTERSHIRE AREA QUAKER MEETING OF THE RELIGIOUS SOCIETY OF FRIENDS

### TRUSTEES

#### Terms of Reference

##### 1. **General Remit**

- 1.1 To act as managing trustees of Gloucestershire Area Meeting, having the duties and responsibilities of property owners, and taking general oversight of all affairs of the Area Meeting. The role of the trustees is to ensure compliance with the discernment of the Area Meeting (AM), and with the Area Meeting's obligations under charities and other legislation.
- 1.2 The Area Meeting is registered as a charity and the trustees have an attendant responsibility in law to the Charity Commissioners.

##### 2. **Membership**

- 2.1 The following shall be appointed as trustees of the Area Meeting (note that when a position is indicated as being "*ex officio*", the individual Friend who is filling the post should always be appointed by name in the Area Meeting's minute of appointment):
  - preferably one member who can act as a representative of each Local Meeting (LM) in the AM;
  - the treasurer of AM (*ex officio*);
  - the assistant treasurer of AM (*ex officio*);

In attendance at trustees' meetings by invitation:

- the clerk of AM (*ex officio*).
- 2.2 Those appointed to represent constituent meetings take a dual role, acting both as members of the Area Meeting and enabled to represent the trustees' activities to their local meetings.
  - 2.3 No person may act as a trustee if he or she is legally disqualified from acting as a charity trustee (i.e. a person who has been convicted of an offence involving dishonesty or someone who is an undischarged bankrupt). No person who is employed by the Area Meeting may act as a trustee, except that a person who is employed for the time being under a professional contract may continue to act as a trustee, but only as indicated below.
  - 2.4 Friends or attenders who are not trustees of the Area Meeting may be invited to specific meetings to contribute to consideration of a particular matter. However, any trustee shall withdraw from a meeting if his or her own employment or remuneration is under consideration by the trustees.
  - 2.5 Appointments as trustee, including the appointment of the clerk to the trustees, will be made by Area Meeting in session.
  - 2.6 Appointments will normally be for three years, with the possibility of reappointment for up to three periods of service.

##### 3. **Conduct of Meetings**

- 3.1 The clerk of the trustees will be regarded as one of the officers of the Area Meeting (in the same way as the AM's clerks and treasurers), and will be subject to appointment directly by

the AM. The clerk may be any of the trustees as listed above, apart from an *ex officio* member.

- 3.2 All meetings will be conducted using the practice of Quaker meetings for church affairs, with the clerk taking responsibility for preparing minutes during the meetings.
- 3.3 Meetings will be held at least twice each year and more frequently when business requires this. The clerk is responsible for arranging the meetings and ensuring that trustees are given due notice of them.
- 3.4 Minutes of meetings should be sent to the clerk of Area Meeting and copied to constituent meetings. They may be made available to Friends either through their representatives among the trustees or by request to the clerk.
- 3.5 The clerk of the trustees will report annually on the business of the trustees to Area Meeting in session, or more frequently if requested to do so.
- 3.6 Trustees should be aware of their general duties and liabilities. They should also be aware of the requirement to declare conflicts of interest whenever these arise.

#### **4. Trustees' Functions**

- 4.1 The prime function of the trustees is to take overall responsibility for the day-to-day administration of the assets of the Area Meeting. This responsibility is discharged through ensuring that individuals are appointed to undertake specified tasks, that these individuals have received any training required for this work, and that the required tasks are being undertaken satisfactorily.

#### 4.2 *Finance*

- i. Oversight of the accounting function of the treasurers within the AM, including budgeting, preparation of annual accounts, audit or examination, and conduct of the financial affairs of the Area Meeting and of its constituent meetings.
- ii. Ensuring that proper financial reports and accounts are presented as required by law and to Area Meeting in session on an annual basis.
- iii. Ensuring that adequate reserves are maintained by the Area Meeting to meet the cost of emergencies, and that the Area Meeting has an agreed policy with regard to financial reserves.

#### 4.3 *Property*

- i. Ensuring that responsibility is being exercised for the upkeep and maintenance of all buildings owned by the Area Meeting.
- ii. Monitoring policies and rates in respect of tenancies, lettings or room hirings.
- iii. Ensuring that appropriate valuation of all property has been obtained for insurance and other purposes.
- iv. Inform Area Meeting about the proposed purchase, use and disposal of property, advise of the implications for the Area Meeting of the receipt of property as a gift.

#### 4.4 *Risk Management and Legal Compliance*

- i. Ensuring that appropriate returns are made to the Charity Commission or other government offices.
- ii. Ensuring that appropriate insurance policies are in place.
- iii. Ensuring that regular overview is taken of any risks to which the monthly meeting may be exposed.

- iv. Working with Area Meeting committees to ensure that the Area Meeting has updated policies in relation to all legal requirements, including (but not limited to) health and safety, conditions of employment, child protection, data protection and environmental care.

## **5 Authority**

### **5.1 Finance**

- i. The trustees may authorize the treasurer to open and close bank and building society accounts in the name of the Area Meeting, including ensuring that proper and appropriate signatories are in place. They shall authorize any other investment of the Area Meeting's funds.
- ii. The trustees may undertake fundraising on behalf of the Area Meeting, or on behalf of a constituent part of the Area Meeting, delegating this function to fundraising groups as appropriate.
- iii. The trustees may authorize expenditure on anything that is consistent with the charitable purposes of the Area Meeting.
- iv. The trustees may authorize the treasurer to borrow money on behalf of the Area Meeting and subsequently to repay such loans.

### **5.2 Employment**

- i. The trustees may delegate responsibility for some or all aspects of the employment of individuals by the Area Meeting to Local Meetings including their terms and conditions of employment and their supervision and oversight, as long as any major change in staffing structure or of conditions of service is approved by the trustees.
- ii. The trustees shall be responsible for recommending the employment of other staff on a consultative basis, including, when appropriate, members of the Area Meeting.
- iii. Note that all appointments to Area Meeting offices, as employees, as auditors or as independent consultants, are formally made by the Area Meeting, even if authority for making recommendations for such appointment has been delegated to the trustees or to another of the Area Meeting's committees.

### **5.3 Property**

- i. The trustees shall authorize the treasurer and the employed staff of the Area Meeting to let out the Area Meeting's property and hire out rooms to external bodies, employing appropriate rates.
- ii. The trustees shall take an overview of the way in which all the Area Meeting's property is utilized, consulting Area Meeting before any significant change of use is allowed.
- iii. The trustees shall ensure that an agreement is drawn up that specifies the authority and responsibility of each constituent meeting with regard to the premises that it occupies. This agreement will cover items such as regular inspection of the fabric, maintenance and utilities contracts, the limits of allowed expenditure, and insurance.
- iv. The trustees will formally receive the minutes of each meeting of the Premises Committees of constituent meetings, in order to ensure that buildings within its ownership are being repaired and maintained.
- v. The trustees shall ensure that due consideration is given to environmental and ethical concerns in all aspects of management of the Area Meeting's property.

- vi. The trustees shall ensure that the Area Meeting's legal obligations with regard to property are being fulfilled, seeking professional advice on this when appropriate, and that good practice is followed in terms of tendering and letting contracts for major work.

**6. Reporting**

- 6.1 The trustees shall take general oversight of the work of committees charged with maintenance and running any properties that are owned by the Area Meeting, receiving their minutes for scrutiny. These include:
  - the Premises Committee of each constituent meeting;
- 6.2 The trustees shall make recommendations to Area Meeting for laying down such committees or for establishing new ones.
- 6.3 The trustees shall ensure that an annual report of their activities is prepared in compliance with current charities legislation.
  - The report and statement of accounts must be presented to area meeting in session for consideration and acceptance not later than eight months after the end of the financial year.
  - The report shall also be presented as required by current charities legislation.

**7. Date and approval of these terms of reference**

These terms of reference were presented to Gloucestershire Area Meeting at a meeting for church affairs held on ninth of November 2008 and were agreed. (Minute 08/93).