

Board of Trustees – Terms of Reference

1. Overall purpose

- 1.1 Members of the Board of Trustees make up the governing body of the society. They are trustees who are also company directors. The Board is responsible for setting the strategic direction of BSR's work, with its trustees having the responsibility of meeting BSR's legal and financial duties as a registered charity.

2. Type of committee

- 2.1 Governance committee

3. Membership and quorum

- 3.1 The Board of Trustees shall consist of:
- the President, who must also be the Chair of the Board (elected post*);
 - the Treasurer (elected post);
 - the Secretary (elected post);
 - two to three non-medical lay trustees (appointed posts);
 - the Vice President and Chair of the BHPR Section (elected post*);
 - the Vice President and Chair of the BSPAR Section (elected post*);
 - the Chair of the Trainees Committee (appointed post);
 - three to four other elected members (elected posts).
- 3.2 A deputy chair shall be appointed from the current members of the Board.
- 3.3 The quorum is five members, one of whom must be the Chair or Deputy Chair.

4. Eligibility and election criteria

- 4.1 Elected positions on the committee are open to all voting members of the BSR and must have previously served on a BSR committee or council.
- 4.2 Elected positions marked with an asterisk are protected roles that carry further eligibility criteria. These are outlined in the relevant role specifications, which exist separate to these terms of reference.
- 4.3 The appointments process and eligibility criteria for appointed posts are as stated in the BSR rules.
- 4.4 The term of office for all Board members shall normally be three years. Upon expiry of such term, a member may stand for re-election for a second term of three years. There will be no right to return for a third term.
- 4.5 Nominations for elected positions shall require the support of four Voting Members.
- 4.6 Elected members of the committee shall be elected to position by a ballot of the Voting Members.

5. Role of the Board of Trustees

- 5.1 The trustees who serve on the Board carry out a range of duties in line with both the society's operational plan and its strategy to deliver its objectives. These include, but are not limited to, the duties outlined below:
- 5.2 To ensure that the charity's activities and representatives function within the charity's governing document, the legal and regulatory framework of the voluntary sector, and good practice;
- 5.3 To uphold the fiduciary duty invested in the position, undertaking such duties in a way that adds to public confidence and trust in the charity;
- 5.4 To determine overall direction and development of the charity through good governance and clear strategic planning;
- 5.5 To monitor the ongoing implementation of the society's policies and codes of conduct governing external relationships, to ensure that those policies are kept up to date;

- 5.6 To ensure that the society is financially stable, has adequate resources to carry out its work, and applies its resources exclusively in pursuance of its objects;
- 5.7 To ensure that the society's property, assets and resources are protected and managed effectively and that its funds are invested in line with accepted standards and policies;
- 5.8 To agree the budget and monitor the society's financial performance; and to approve borrowing and enter into contracts, as appropriate;
- 5.9 To establish, delegate and monitor procedures for handling disciplinary matters, recruitment, support, appraisal and remuneration of staff;
- 5.10 To establish procedures to regularly review the performance and effectiveness of the Board, and to ensure that there is a clear code of conduct for the trustees and other committee members to follow;
- 5.11 To direct and monitor the society's programme and services, through the work of the BSR Council, professional task committees, specialist section councils and committees, and working groups and other such bodies;
- 5.12 All other duties necessary or expedient for the proper conduct and management of the society within the confines of the society's constitution (articles) and rules;
- 5.13 To safeguard the society's ethos and values and to ensure that the society's policies are in keeping with its aims, objects and resources.

6. Accountability and reporting

- 6.1 A section of the annual report and accounts should describe the work of the Board of Trustees and be presented at the AGM.

7. Frequency of meetings and time commitment for Board members

- 7.1 The committee shall meet four times a year, with each meeting typically lasting four hours.
- 7.2 It is expected that the time commitment for each trustee will be variable but will involve preparing reports for meetings and undertaking work as necessary between meetings under the direction of the Chair. Further details of time commitment are outlined in the relevant role specifications, along with training requirements, which exist separate to these terms of reference.

Any queries about these terms of reference should be forwarded to the Governance Manager (governance@rheumatology.org.uk)

Date these terms were approved: May 2019

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