The Association for Perioperative Practice/AfPP Limited

Job Title: Trustee (elected/non-elected)

Main Location: Daisy Ayris House
42 Freemans Way
Harrogate HG3 1DH

Responsible to: Members of AfPP and the Charity Commission

Working Relationships: President/Board/AfPP Management/Members

1 Role/Job Purpose

1.1 Trustees are individually and collectively accountable for the governance of The Association for Perioperative Practice (AfPP), safeguarding its assets and applying them as efficiently and effectively as possible to further the charity’s objects as set out in its governing document.

2 Main tasks

2.1 Strategy and policy
The Trustees must:

• ensure that the AfPP management team is implementing appropriate strategic planning and policy development processes as agreed.

• constructively challenge the management team’s key assumptions and assess whether the suggested strategy is reasonable in relation to the risks involved, the resources required and the benefits to be achieved.

• approve the strategic goals, the strategy to achieve them and over-arching policies.

• agree the parameters on which the budget is based and agree the budget and reserves policy that supports the strategy.

2.2 Management effectiveness and succession
The Trustees must:

• constructively question, test and challenge the views and proposals of the management team.

• monitor performance against the agreed strategy and objective.

• establish and regularly review clear written terms of reference setting out the decision-making authority that is delegated to the Chief Executive.

• play an active part in the recruitment of AfPP management, monitor their performance against specified goals and agree their employment package.

2.3 Internal Control and Management Information Systems
The Trustees must ensure that the management team has implemented effective internal control systems and management information that enable it to evaluate operational effectiveness and efficiency, compliance with legislation and regulations, compliance with
the charity’s own policies and procedures and the reliability of management and financial information.

2.4 Risk identification and management
The Trustees must ensure that the management team has implemented an effective process to identify, minimise (where appropriate and possible), monitor and manage the potential risks facing the charity.

2.5 Accountability and communication with Members and Stakeholders
The Trustees must:

- determine the way in which the organisation will communicate with its members and stakeholders, the kind of information it will make available and under what conditions information will be disclosed.
- determine to whom it will delegate authority to speak publicly on behalf of the charity.
- determine the way in which members should be consulted and should feedback information to the charity, and how that information should be used.
- be accountable to members for the ways in which it has used the charity’s assets.
- ensure policies are in place for safeguarding confidential information.

3 Duties

Statutory duties
3.1 To ensure that they and the Charity comply with the Charities Acts and all legislation relevant to the charity’s work and activities.

Legal duties
3.2 To be aware of and understand the charity’s objects and the powers of the Trustees, as set out in the charity’s governing document.

3.3 To ensure that all the charity’s activities are within its objects and within the Law and relevant statutory regulations.

3.4 To ensure that the charity’s resources are applied exclusively for the purposes set out in the governing document and applied with complete fairness between persons properly qualified to benefit from it.

3.5 To keep the charity’s mission and purpose under review so they remain up-to-date and relevant to the needs of the beneficiaries.

3.6 To safeguard the good name, ethos and values of the charity.

3.7 To take professional advice when required by the Charities Act 1993, or on other major issues when the expertise required is not possessed by the Trustees or staff and when doing so or employing agents to set out, in writing, clear guidelines within which their advisers and agents must act.

3.8 To avoid conflicts of interest and where a potential conflict arises absent themselves from any discussion where Trustees are required to make a decision that affects their personal or other interests.
3.9 To serve gratuitously and not receive any benefit from the charity, unless this is explicitly allowed by the governing document.

3.10 To act reasonably and prudently, exercising the same with the degree of care that a prudent business person would exercise in managing his or her own affairs or, when investing, those of someone else for whom they were responsible.

3.11 To act personally, attending a minimum of three Trustee board meetings a year and collectively by making decisions acting as a group.

**Financial duties**

3.12 To keep proper financial records, prepare annual accounts in accordance with the Charities Act 1993 and the Charities SORP, to have the accounts audited and to make them available to the public on receipt of a written request.

3.13 To safeguard the charity’s assets by ensuring that it receives all sums due, takes reasonable precautions to safeguard against fraud and dishonesty, invests prudently and does not refuse to accept any assets unless the governing document gives them power to disclaim assets.

3.14 To safeguard any permanent endowment, ensuring that it is not spent and is shown in the accounts as a capital fund.

3.15 To apply the charity’s income within a reasonable period from receipt unless the Trustees have already agreed to set it aside for a specific future purpose.

**Duties as employers**

3.16 To discharge their responsibilities as employers and to ensure that the management team has implemented appropriate human resource policies, systems and procedures and promotes equal opportunities in all aspects of the charity’s work.

3.17 To take part in grievance and disciplinary panels relating to the Chief Executive and members of his/her senior management team.

**Duties in relation to the Board and its Sub-committees**

3.18 To set out in writing the authority delegated to sub-committees and task groups.

3.19 To monitor the committees’ compliance with delegated powers of decision-making.

3.20 To hold committees and task groups accountable for the way in which they have discharged the authority delegated to them.

3.21 To agree, implement and review an open process for selecting new trustees and committee members.

3.22 To periodically review the Board’s performance and that of its sub-committees.

3.23 To represent the Board’s position when speaking publicly and to speak publicly in the name of the charity, comment to the media, or write letters on behalf of the organisation only with the prior consent of the President of the Board of Trustees and Chief Executive.

3.24 To abide by the Code of Conduct and Trustee Charter of AfPP.
4 Liabilities

4.1 If Trustees act prudently, lawfully and in accordance with the charity’s governing document, then most liabilities they incur as Trustees can be met out of the charity’s resources. As AfPP is a company limited by guarantee, the Trustees’ liability for its debts is limited to the amount of the members’ guarantee.

4.2 Limited liability does not extend, however, to liabilities arising from:
   - the Trustees’ or the charity’s criminal acts or breaches of statutory duty (e.g. failure to submit company reports and accounts on time), or
   - breaches of trust or of fiduciary duty (e.g. allowing money to be spent outside the charity’s objects, failure to take professional advice, gaining a personal benefit).

4.3 The person (corporate or human) who commits a criminal act or breach of statutory duty is liable for it, so in most instances AfPP will be liable if obligations are not met. However, the governing body members can be held personally liable for some defaults of the charity, e.g. failure to comply with health and safety legislation, failure to comply with Charities Act requirements, failure to comply with some Companies Act requirements.

4.4 Trustees personally can be required to repay to the organisation, with interest, any losses arising from a failure in their duty of trust or fiduciary duty. Individual Trustees are personally liable for their own acts and defaults in breach of trust or fiduciary duty and for joint decisions or acts in which they have participated. Since Trustees must act jointly in administering a charity, any liability is joint and several, i.e. any Trustee could be held liable for all or any part of the obligation.

5 Supplementary Tasks

Portfolios of Trustees

5.1 To discharge delegated responsibilities as agreed with the Trustees, linked to their area of expertise, that furthers AfPP’s objects and priorities.

5.2 To chair sub-committees of the Board, as agreed with other Trustees ensuring that relevant Terms of Reference/functions of said group are delivered upon/achieved

5.3 To ensure where relevant that Minutes are reported to Board.

5.4 To provide the management team with ‘perioperative intelligence’, providing professional insights and advice that supports the management teams’ views and proposals.