

## **Terms of Reference for STOPAIDS Board Trustees**

The Board of Trustees has ultimate responsibility for what STOPAIDS does, consistent with the Charities Act 2016, which states that the charity trustees are “the persons who have the general control and management of the administration of a charity”.

### **ROLE:**

#### **1. The role of the Board of Trustees is to:**

- Ensure that STOPAIDS has a clear vision and mission and a strategy focused on its achievement
- Ensure that STOPAIDS meets its objects as set out in the Charter and retains its ethos and values
- Ensure that STOPAIDS complies with its legal and regulatory requirements
- Ensure that STOPAIDS acts fairly and responsibly to staff and volunteers
- Act as guardians of STOPAIDS’s assets, both tangible and intangible and ensure the financial stability of the organisation
- Agree performance targets and objectives for the Director and ensures the Director’s performance is well managed.

### **RESPONSIBILITIES:**

#### **2. Main responsibilities and tasks:**

##### **Shape strategy by:**

- Ensuring STOPAIDS pursues sound and proper principals, policies and procedures in relation to all areas of its work
- Ensuring STOPAIDS has a clear strategy and financial plan in place.
- Approving STOPAIDS’s annual budget to ensure adequate resources are allocated.
- Engaging actively in strategic decision making and relevant policy decisions to implement the agreed strategy
- Keeping under review the long-term development and strategic direction of STOPAIDS in light of the political, economic and social environment in which STOPAIDS operates and the needs of its intended beneficiaries
- Approving STOPAIDS’ annual budget and maintaining a three-five year forward view of the organisation’s finances
- Ensuring timely well informed engagement in the strategy process so as to prevent delay or missed opportunities

##### **Inspire effective leadership by:**

- Appointing the Director and reviewing his / her performance
- Agreeing and delegating appropriate levels of responsibility and authority to the Chair or other Board Members and the Director
- Lending their own expertise to STOPAIDS
- Acting as advocates for STOPAIDS
- Advising and giving feedback to the Director and Management Team

##### **Monitor Performance by:**

- Ensuring that the appropriate risk management and effective internal control systems are in place
- Ensuring that the necessary management information systems exist to assess STOPAIDS’ performance and progress in meeting its strategic objectives, including evaluation of operational effectiveness and efficiency, compliance with laws and regulation and the reliability of management and financial information.

##### **Ensure accountability by:**

- Acting in accordance with the ethos of STOPAIDS and with STOPAIDS core values and principles.

- Accounting for the Board's action in appropriate ways as required by law and good practice – approving the form and content of the Annual Report and Accounts and ensuring timely submission to all necessary regulatory bodies
- Reviewing STOPAIDS' Charitable Objectives on a regular basis and making any necessary legal changes in accordance with the Charities Act
- Declaring any conflicts of interest that will impact on objective and fair decision-making
- Reviewing the Board's own performance and effectiveness

#### **Appointment and Eligibility:**

- STOPAIDS aims to have a maximum of 12 Board Members at any given time. Trustees are selected based on their skills, experience and commitment. The Chair of the Board will ensure the right skill mix of Trustees across the Board to meet STOPAIDS' strategic direction. At all times the Board will retain the skill of a Trustee who will be able to integrate the financial plans and expenditure of the organisation and offer guidance and advice to the rest of the Board. Other key skills identified as necessary for STOPAIDS include: charity law and governance, digital marketing and communication, strategic planning and delivery, performance monitoring, fundraising, international development, global HIV programming and social science and research.
- Board trustees elect the Board Chair. The Chair of the Board is responsible for succession planning and ensuring the Board is fully skilled at all times.
- The Chair of the Board is requested to give no less than 6 months' notice in the event of him/her stepping down. All other Trustees are requested to give at least 3 months' notice.

#### **Term of Office:**

- Each term is two years. A trustee can serve a maximum of two terms.

#### **Meetings:**

- The Board will meet three times a year. Board meeting dates are set at the start of each new financial year to help with planning and attendance.
- Board members ideally attend Board meetings in-person but can be joined by phone or skype if necessary.
- Trustees are expected to attend all Board Meetings where possible; the minimum attendance is two meetings. If a Trustee does not meet this minimum requirement then they may be asked to step down.
- Additional extraordinary Board meetings may be called from time to time to which all Board Members are expected to attend.
- Sub-committee conference calls will be called on an ad-hoc basis as needed and Trustees who are part of these sub-committees are expected to be available for those calls. We aim to give a minimum of two weeks notice for these calls.

#### **Quorum:**

A meeting will be quorum when 2/3 of the current Board of Trustees membership is present.

- This will include the engagement of people who engage virtually at meetings and submit points through emails.

#### **Service and Support:**

- The Secretariat will prepare and circulate by email in advance all the necessary board reports and papers.
- The Director and the Operations and Development Manager will attend all Board meetings. The rest of secretariat staff will attend the part of each board meeting related to the Operational Update.

**Expectations:**

Trustees should:

- have a general duty to act in the best interests of STOPAIDS. They should not do so in order to gain financial or other material benefits for themselves, their family, their friends or the organisation they come from or represent.
- not place themselves under any financial or other obligations to outside individuals or organisation that might seek to influence them in the performance of their role
- avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement in relation to their role as STOPAIDS Trustee
- be supportive of the role of the Director and all staff.
- adhere to the overall principals of behaviour and conduct as outlined in the STOPAIDS staff handbook
- engage actively in all Board meetings and relevant sub-committees and be proactive in identifying any specific training and development needs that would support your effective performance as a Trustee.
- ensure that any recommendations they make to STOPAIDS in relation to contracts or appointment or transacting other business, are made solely based on merit
- remain up-to-date on UK Charity law
- ensure that confidential material, including material about individuals, is handled in accordance with due care
- declare any potential conflict of interests relating to their role and take steps to resolve any conflicts as they may arise or recuse themselves from decision-making in relation to this conflict
- attend all planned Board meetings due to take place in any given year and prepare in accordance with papers sent out in advance. Trustees who are not able to attend a planned meeting should
- let either the Director and/or Chair know in advance and make alternative arrangements to engage in specific items if appropriate remotely.
- expect that all necessary Board Papers are sent out to Trustees no less than three days before each planned meeting
- participate in an annual performance review with the Chair of the Board.

If for any reason a number of the above listed expectations are not meet by the Trustees, the Chair will take steps to speak directly to the Trustee to address any concerns or barriers to effective delivery of their role as a Trustee.

Signed by:

Date: