

THE SCOUT ASSOCIATION (TSA) BOARD OF TRUSTEES TERMS OF REFERENCE

Role

The role of the Board of Trustees (“the Board”) is to lead and govern TSA to achieve its vision, in line with its mission, values and charitable objectives and in accordance with the legal requirements of a UK charity.

Membership and Terms of Office

[a] Elected members

Nine Members or Associate Members of TSA (“Association Members”) elected by the Council as follows:

- one from each of Scotland, Wales and Northern Ireland
- three from northern England and three from southern England. (The allocation of Scout Counties to northern England and southern England will be determined by the Board from time to time.)

Elected by the Council for a maximum of two three-year periods.

[b] Elected Youth members

Three youth (aged 18-24 years) Association Members elected by the Council.

Elected by the Council for a maximum of two three-year periods subject to age restrictions.

[c] Appointed members

- Chair of the Board
- Treasurer
- Up to three other persons

Appointed by the Council at an AGM for a maximum of two three-year periods.

Appointed members need not be Association Members at the time of nomination but must accept to become at least an Associate Association Member on appointment by the Council.

[d] Ex-Officio members

- The UK Chief Commissioner(UKCC)
- The UK Youth Commissioner (UKYC)¹
- Chief Executive

Other than the Chief Executive, TSA staff may not be appointed as Trustees.

¹ Following due amendment of Bye Laws

Right of Attendance

The following have a right of attendance (without vote) at Board meetings, subject to prior notification to the Secretary:

- The Chief Scout
- The Deputy Chief Scout
- The International Commissioner and any Country/Regional/County/Area Commissioner or Chairman; and/or Chief Commissioner or UK Commissioner.

They may also make a request and be invited by the Chair to address the Board on any matter appropriate to its remit.

Invited to Attend

The Chair may invite any other person to attend meetings for particular agenda items or otherwise.

The Chief Executive, in consultation with the Chair, will determine which, if any, members of the Senior Leadership Team should be invited to attend any meeting.

Quorum

Any seven members.

Responsibilities

The Board will:

1. Set and maintain TSA's vision, mission, values and strategic objectives and guide TSA to achieve its objectives in the most efficient and effective manner possible consistent with its values and approach
2. Have ultimate responsibility for TSA's performance, ensuring compliance with law and its governing documents
3. Shape and approve strategic plans and monitor and evaluate TSA's performance and impact
4. Approve annual business plans and budgets, and multi-year budget projections and to monitor progress against these and to ensure that TSA is managing cash flow and reserves prudently
5. Approve out-of-budget capital or operating expenditure (unless within limits delegated to the Finance Committee or Chief Executive)
6. Oversee the execution and delivery of significant capital projects
7. Approve a schedule of delegations to the Chief Executive and Senior Leadership Team and authorisation limits for, and a schedule of delegations to, the UKCC and UKYC teams
8. Ensure that an ongoing risk assessment and management process is in place across TSA which informs policies, procedures and plans, approve risk appetite statements and ensure that the

Board is updated on the risk management process and advised of any significant changes as they occur

9. Oversee management of conflicts of interest
10. Establish, approve and regularly review TSA's "Key Policies" (as defined in POR), its reserves and investments policies and any other policies identified in TSA's register of policies as being the responsibility of the Board
11. Approve any decision likely to have a material impact on TSA from any perspective (financial, operational, strategic, reputational or otherwise)
12. Propose to the Council from time to time nominations for the appointment of Chief Scout, any Deputy Chief Scout² and Treasurer
13. Appoint the Chief Executive, UKCC, UKYC³, the International Commissioner, and the Chairmen of the national boards of TSA, any Chief Commissioner, any national Commissioner, the UK County Commissioners and the Secretary
14. Establish Board committees, approve the appointment of chairs and members of those committees, and approve (or approve the revision of) their terms of reference
15. Approve and lay before the Council at its Annual General Meeting an annual report and consolidated accounts of TSA and its wholly-owned subsidiaries
16. Appoint auditors for TSA'S accounts and fix their remuneration.
17. Establish and review governance effectiveness.

Proceedings of the Board

1. The Board will meet at least quarterly.
2. The Board will strive for consensus around matters which require a decision.
3. In the absence of consensus, matters shall be decided by a majority of votes. If there is an equality of votes, the Chair shall not have a casting vote but the motion shall be deemed not to have been carried.
4. The Board may also elect from its number a Vice-Chair and determine the period for which that person is to hold that office.
5. If the Chair and any Vice-Chair are absent from a meeting, the members of the Board present shall choose one of them (but not the Chief Executive) to chair the meeting.
6. Progress updates on the work of the Board, as well as the approved minutes from Board meetings (excluding any confidential appendices), will be shared openly with interested parties.

Approved by the Board of Trustees 9 July 2016

² Following due amendment of the Bye Laws

³ Following due amendment of the Bye Laws