



## **TERMS OF REFERENCE FOR THE BOARD OF TRUSTEES AND STANDING ORDER OF THE SOCIAL RESEARCH ASSOCIATION May 2009**

The purpose of the Board of Trustees is to lead, direct, monitor and control the activities of the Social Research Association (SRA) so that its mission and objectives can be achieved; and to formulate corporate strategy, ensuring that the SRA is guided by a common set of objectives and values. Trustees are also Directors of the SRA, which is a company limited by guarantee as well as a registered charity.

The terms of reference and standing orders are to read in conjunction with the Memorandum and Articles of Association (dated May 2008)

### **1. Terms of reference of Honorary Officers of the Association**

1.1 The Chair shall be the chief representative of the Association for the period of office, chairing general meetings and meetings of the Board of Trustees, guiding and supporting the Chief Executive, and attending as many Association events as possible.

1.2 The Vice Chair shall deputise for the Chair.

1.3 The Honorary Secretary shall be responsible to the Trustees for ensuring that the Association conforms to company and charity law, to its memorandum and articles of association and its Standing Orders, and to any other legislation and regulations which apply.

1.4 The Honorary Treasurer shall be responsible to the Trustees for supervising the management of the Association's finances and for ensuring that there is produced annually a budget, audited accounts and a regular comparison between actual and budgeted figures, and for seeking independent advice about investing the Association's reserves.

1.5 The Chief Executive is the legal Company Secretary and therefore a paid Officer of the Association. He is not a member of the Board of Trustees but he shall be invited to attend every Board meeting to advise the Trustees, to ensure that they comply with the law relating to charities as they fulfill their trustee responsibilities, to record their decisions, and to report on the progress of implementing those decisions at future meetings.

### **2. Main Duties of the Trustees and the Board**

Within its overarching role and responsibilities, the Board determines its own role by defining the extent and scope of what it chooses to delegate to employees and to Committees under Article 4.5.3 in the Memorandum & Articles.

The Board has agreed that its main duties are to:

2.1 Determine, reaffirm and ensure compliance with the mission and values of the organisation

2.2 Establish policies, plans and resources to achieve this mission

2.3 Make decisions on all matters that might create significant financial, reputation or other risk to the SRA, or which raise issues of principle

2.4 Approve the strategy and business plan

2.5 Approve the annual budget, annual report and accounts prior to publication

2.6 Monitor the SRA's performance in relation to key strategic and operational activities

2.7 Satisfy itself that the SRA's affairs are conducted lawfully and in accordance with generally accepted standards of probity and performance and as required by the Charity Commission and other regulatory bodies

2.8 Approve the authorities and standing orders necessary for SRA's financial and other operations ensuring compliance with procedures required by the Charity Commission and other regulatory bodies.

2.9 Establish and oversee a framework of delegation, risk management and systems of control, including delegating:

- a. day-to-day management of the SRA to its Chief Executive.
- b. such powers as it thinks fit to such Committees as it may establish.

2.10 Approve the disposal of property owned by the SRA

2.11 Appoint, appraise and, if necessary, dismiss the Chief Executive and to be represented in the appointment of other senior staff.

2.12 Approve staff establishments, salary grades and conditions of service

2.13 Review annually:

- a. its own terms of reference, its performance and its framework for the following year
- b. its own performance and that of sub committees

2.14 Agree additional roles and responsibilities for individual Trustees who will in addition have a generic responsibilities to act as lead for certain areas of activity, such as; finance, training, events, publishing, membership etc and to:

- a. Convene and chair any working groups established to develop matters within their remit
- b. Develop overall strategy, including the setting of performance targets
- c. In conjunction with Chief Executive to:
  - o Develop annual priorities
  - o Identify areas for development
  - o Monitor performance
  - o Liaise with leads on branch committees
  - o Produce an Annual Report for the Board

**Standing Orders for the conduct of the Board of the SRA and any sub committees or other working groups of the Board**

**3. Conduct of Board Meetings**

3.1 Dates for board meetings will be set on an annual basis, to be held on the second Tuesday of the relevant month.

3.2 Agenda and papers for meetings will be dispatched by email on the Thursday preceding a board meeting. The formatting of the agenda and reports is to reflect that agreed by the board.

3.3 An annual programme will be published setting out the dates for reports from any sub committee of the board as well as other major items for discussion.

3.4 One month in advance of Board meetings members will be circulated with a draft agenda. Any member wishing to submit an additional report should inform the Chair within fifteen working days of the date of the Board meeting. If this is a report for decision a copy of the report should reach the chair ten working days before the date of the meeting for consultation on its implications. All other reports should be with the office one week before the date of the meeting.

3.5 Any members of the board wishing to submit a report must seek the approval of the chair and indicate whether the report is one for information or decision.

3.6 The first item of any agenda will be for the declaration of interests by any member having a conflict of interest on a given item. It will be for the Chair to decide whether this requires the member leaving the meeting for this item.

3.7 It will be good practice for the chair to set out the anticipated time to be allocated to each item and seek the board's agreement to this.

3.9 Minutes of meetings are primarily to record decisions arrived at with summary detail of the key issues leading to the decision.

3.10 Minutes will be produced for initial approval by the chair within one week of a board meeting and circulated to all members within two weeks.

3.11 Minutes will be signed by the Chair once agreed as an accurate record by the subsequent board meeting.

#### **4. Status and conduct of sub committees and specialist advisory groups**

4.1 The Board of the SRA is the governing body of the Association and all other committees are thus sub committees of it. This means they are operating with powers delegated for specific purposes and specialist activities, and as such are accountable to the board for all decisions made on its behalf. The Board of the SRA is accountable to third parties for the results of all decisions taken by the Board or any constituent part of the Association.

4.2 There are no standing sub committees of the Board unless formally established by agreement of the Board. The term sub committee is being used generically to refer to all committees and other working or advisory groups that are created by the Board for specific purposes.

4.3 The Board can establish working parties and other groups to advise on specialist matters. In accordance with the Articles these must be convened by a member of the Board (the lead for this area of activity).

4.4 The SRA operates with a dependent branch structure where local groups operate under a local sub-committee of the Board, reporting to the Board of the national body, which includes the chairs of the Country Committees.

4.5 The rules governing the conduct of sub committees of the board mirror those for the board as set out above with regard to: an annual programme of dates, advanced circulation of papers, the formatting of reports, agendas and minutes and the general conduct of meetings.

4.6 Copies of agenda, reports and minutes should be sent to the head office at the same time as dispatched to committee members.

4.7 The chairs of sub committees to provide an annual report to the EC on the activities of their committees in time for the AGM.

#### **5. Membership of branch and sub committees**

5.1 The same requirement to be a paid up member of the SRA exists for participation on a sub committee as for the Board. This applies to co-opted members and no one should participate in the proceedings of such meetings unless a member.

5.2 Article 4.5.3 requires that individuals participating on a sub committee be appointed by the Board. This means the names of proposed members of sub committees be approved by the Board (or chair). A simple pro-forma exists for this purpose.

5.3 The office holds details on members who have expressed interest in participating in the affairs of the Association and should therefore be consulted on potential members for sub committees when these are being sought.

5.4 It is a requirement that at least one member of all branch and sub committees be a Trustee. This should be the chair of the committee unless otherwise agreed by the Board.

5.5 The minimum size for a sub committee is set at two within the articles. There is no maximum size.

5.6 In addition the Chair of the Board and the Chief Executive (on behalf of the Chair) can attend any meeting of a sub-committee of the Association. It is expected that either the Chair, Vice Chair of the Board or the Chief Executive will attend at least one meeting per year of branch committee meetings, and other sub committees of the Board.

5.7 New members to committees should be inducted into their role and provided with guidance as to their role and responsibility, and in particular the relationship between sub committees and the Board, as well as the Chief Executive and head office functions.

5.8 The head office to provide induction and briefing materials that can be adapted to suit local circumstances. These will include details of the information set out in these Standing Orders in addition to materials on roles and responsibilities of national and branch Officers and Committees.

5.9 The appointment of Chair and other officers (such as Secretary to take minutes) and Treasurer (where a branch committee has responsibility for a bank account) should be by election by members of the committee with ratification by the Board. Ideally the Terms of office holding should mirror those for office holders on the Board. This means an annual date should be set (in line with AGM) to review membership and office holders on committee

## **6. Use of SRA logo and provision of standard information**

6.1 As members of a single Association the SRA logo should be used on letter headed paper and publicity materials, with the head office address and standard company/charitable details. Any variation to the logo for reasons of country branch identity must be with agreement from the Board.

6.2 Branches are encouraged to recruit new members. In the interests of consistency branches should use national materials as a template from which to develop local recruitment publicity. All documents produced for this and other purposes should clearly display the SRA logo. Copies of draft recruitment materials should be sent to the head office for approval.

6.3 The standard membership application form should be used as this has been developed to accord with requirements of data inputting into ACT. However, if a branch considers it requires additional fields of information this can be arranged.

6.4 It is the responsibility of the head office to maintain the accuracy and integrity of the membership data base. All membership fees received by a branch that are included in fees for some other activity (e.g. training) must be paid to the head office.

## **7. Financial procedures**

7.1 As a limited liability company the Board of Directors has a range of legal obligations with regard to the overall financial management of the Association, including responsibility for the production of audited accounts.

7.2 All expenditure and income earned by activities undertaken on behalf of the SRA must be accounted for within the audited accounts. This means that systems developed at a branch level should be compatible with those held within the head office. Guidance will be provided on the maintenance of accounts by a branch with a bank account, to include frequency and format of recording and reporting and processes of reconciliation.

7.3 Within the annual budget setting process the Board will decide what level of earned income a branch may retain within its accounts for the coming financial year. It will also decide what level of funding each branch will receive on an annual basis for development and other purposes.

7.4 Any branch holding a bank account must operate with two signatories for all cheques and other payments. These signatories must be approved by the Board.

7.5 Branch committees may reimburse reasonable out of pocket expenses by members of their committee when attending meetings and other locally organised activities. Expenses incurred by members of other committees should seek re-imburement through the head office

## **8. Contract liability**

8.1 No sub committee, specialist or other advisory group, or individual board member should enter into any contract for services on behalf of the SRA, without seeking the approval of the Chief Executive.

8.2 The relationship between the Association and its branches, sub-committees and other subsidiary groups is that of 'principal and agent'. The Association is the principal and the branch, sub-committee or group is the agent. The agent can only act within the power delegated to it by the principal and although the principal will be liable to third parties for the agent exceeding any delegated authority which causes loss to a third party (unless the third party should have known that the agent was exceeding its authority), the principal has a right to seek compensation from the agent. Thus it is imperative that any branch, sub-committee or appropriate group is aware of the limits of its delegated authority and does not act outside thereof.

S:\SRA 08\Governance\Board\Terms of reference\ToR and SO for SRA Board May 09.doc  
Agreed Jan 13 09 and amended April 2009