

Trustee Board

Terms of Reference

Updated Feb 2017

Composition

There shall be up to 15 Trustees as follows:

- the President, up to two Vice-Presidents, the Secretary and the Treasurer;
- the chairpersons of two of the Standing Committees of the College;
- up to two additional members of the Council;
- the chairperson of the Ophthalmologists in Training Group;
- up to three Lay Trustees; and
- additional individuals.

The Chair of the Trustee Board shall be the President.

The procedures regarding the appointment of Trustees are set out in the Ordinances and Bye Laws.

Term of Office

All medical trustees are **ex officio** and serve on the Board whilst they hold office.

Lay Trustees are appointed to a term of office of up to four years. In the third year of office (by the 2019 AGM) this will be reviewed and steps will be taken to avoid all three Lay Trustees completing their term of office at the same time.

Remit

The members of the Board are the Trustees of the College. The Trustee Board is the primary governance body for the College. The Board's responsibilities are to:

- Establish and keep under review a framework of delegation including:
 - Day to day management to the Chief Executive and senior staff
 - Such powers as it thinks fit to Council and other committees
- Establish and keep under review a framework for risk management and systems of control
- Act to provide an appeal panel of last resort for disciplinary and grievance matters not resolved by staff and College Officers

Governance, strategy and planning

1. Ensure compliance with the objects of the College as laid down in its Charter
2. Ensure compliance with all regulatory requirements including charity and corporate law, taxation regulations, data protection etc.
3. Establish a strategic plan, after consultation with Council to assess and agree clinical priorities in line with the College's objects
4. Approve a business plan to implement the strategic plan
5. To review the College's risk register, and to ensure that effective procedures are in place to minimise or mitigate risks.
6. To ensure that the College has effective mechanisms for the appointment and accountability of Committee members and external representatives.

Finance

The Board has an overarching responsibility to ensure good governance for the finances of the College, in particular to:

1. Maintain of proper books and records
2. Maintain the financial policies and procedures. To be advised of, consider and approve or otherwise any changes to the prime financial or management policies, control systems, and authority levels of the College.
3. Approve the annual budget
4. Approve subscription fees for consideration at the appropriate Annual General Meeting
5. Monitor the College's performance in relation to key strategic, operational and financial matters
6. Approve the annual Trustees' Report and Financial Statements
7. Maintain investment and reserves policies as appropriate for the College's resources and levels of income.
8. Oversee the appointment of auditors, investment managers and other professional advisors

Workforce

The Board is the employer of College staff, the day to day management of staff is the responsibility of the Chief Executive. The Board has an overarching responsibility to:

1. Review policies relating to human resource management, including issues of pay, terms and conditions of service, recruitment, grading, grievance, suspension and dismissal procedures.
2. Conduct appeals from staff as set out in the relevant procedures
3. Ensure compliance with policies and legislation relating to pension arrangements for staff and income tax payable.
4. Recruit the Chief Executive, appraise his/her performance management on issues relating to the Board's remit and, if necessary, follow due process to dismiss him or her.

Meetings

The Trustee Board shall meet at least four times a year

A quorum shall be one more than one half of the total number of Trustees who are serving from time to time the majority of whom must be medical practitioners.

It is not permissible to send deputies or representatives.

In the absence of the Chair, the Board may be chaired by another Trustee.

Attendance may be in person or by electronic means agreed by the Trustees

Issues will be determined by a simple majority of votes cast at a meeting with each trustee having one vote. In case of an equality of votes the Chairman of the meeting shall have a casting vote.

Expenses may be claimed in line with the College's expense policy.

February 2017

Review date: February 2020