

### Trustee Board

### Terms of Reference

1. **Purpose**

The Trustee Board is the overarching governance body of the Royal College of Ophthalmologists. It is responsible for overseeing the work, management and administration of the College compliant with the laws of England and Wales and in line with its Royal Charter. Members of the Board have accepted legal responsibility as Trustees registered with the Charity Commission for England and Wales.

1. **Main Activities**
   1. **Ensure good governance** 
      1. Ensure compliance with the objects of the College as laid down in its Charter, and all regulatory requirements including charity and corporate law, taxation regulations, data protection etc. through efficient (a) monitoring, (b) evaluation and (c) decision making.
      2. Ensure that College By-laws are effective in regulating the conduct of the activities, business and affairs of the College by (a) monitoring, (b) reviewing and (c) amending as necessary.
      3. Ensure that risks facing the College are (a) captured, (b) monitored and (c) appropriately minimised and/or mitigated.
   2. **Oversee efficient operations**
      1. Ensure a consistent strategic direction and joined up business activities to deliver the College’s mission and monitor impact.
      2. Evaluate the proper functioning of College committees in conducting delegated work by receiving reports and presentations to (a) monitor the College’s business activity, (b) provide guidance and/or feedback, (c) approve activities according to the scheme of delegation and/or (d) create, amend or dissolve committees as deemed necessary.
      3. Approve key policies of the College, which relate to specialty policy, and which constitute a policy change for the College or could otherwise be reputationally significant for the College. The Council should be consulted on the same save in exceptional circumstances where time is of the essence.
   3. **Ensure strong financial stewardship** 
      1. Oversee the management of College Finances in following best practice to ensure transparency and legal compliance by (a) maintaining proper records, (b) monitoring activities in line with financial policies and procedures, (c) reviewing policies for delegated budgetary authority.
      2. Oversee financial budgets for the College to ensure good financial management by:

* Approving the annual budget.
* Monitoring performance in relation to financial targets and objectives.
* Approving proposals to set the level of subscription fees that will be taken to the Annual General Meeting to be voted on by members.
  + 1. Ensure transparent reporting to external bodies by approving the annual Trustees’ Report and Financial Statements.
  1. **Promote an empowering work culture**

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

* + 1. Ensure best practice in employment by reviewing an annual policy summary.
    2. Act as the College’s highest level of decision-making body to conduct appeals from staff as set out in the relevant procedures.
    3. Be responsible for Executive leadership within the College by (a) recruiting the Chief Executive and (b) appraising their performance management on issues relating to the Board’s remit
  1. **Promote the College to stakeholders and the external community**
     1. Engage with government bodies, allied organisations, and advisory panels to represent the College’s position and influence policies that support eye health and the field of ophthalmology.
     2. Contribute to delivering proactive communications strategies that protect and enhance public trust in the College and the ophthalmology profession by, for example, undergoing training to become a College media spokesperson.
  2. **Manage membership of the College**

Based on their judgment and to ensure standards in the composition of the College, Trustees have the power and discretion to decide on the membership of the College including:

* Deciding whether or not to admit an individual to Fellowship
* Approving fellowship by election applications
* Approving Honorary Fellows
* If necessary, deciding whether to remove fellowship/membership of the College

1. **Status of Committee**

The Trustee Board is the highest governing body of the College. The following report to it:

* + Quality, Audit and Standards Committee
  + Scientific and Research Committee
  + Education Committee
  + Training Committee
  + Examinations Committee
  + Finance and Risk Committee
  + Council
  + Representation, Recruitment and Renumeration Committee

1. **Membership**

The Trustee Boardshall consist of a maximum of 15 members.  Those members shall be:

* The President
* The Vice President(s) – maximum of two
* The Honorary Secretary
* The Honorary Treasurer
* The Chair of the Ophthalmologists in Training Group
* The SAS Chair
* Lay Trustee(s) – maximum of three
* Chairs of all Standing Committees

The President acts as Chair of the Trustee Board. In the absence of the President, the Board may be chaired by another Trustee. The Chair shall be responsible for chairing meetings, liaising effectively with the Trustee Board manager, and ensuring it adheres to the Royal Charter.

Procedures regarding the appointment and terms of Trustees are set out in the Ordinances and By-Laws. All medical trustees are ex-officio and serve on the board whilst they hold office.

1. **Meetings**

Meetings will occur 6 times annually either in person, hybrid or virtually. The majority of work is expected to be undertaken in-between meetings.

Notices of meetings shall be given in writing/email.

Repeated absence of 3 or more missed meetings and/or inability to contribute to the work of the Committee will result in removal subject to review by the Chair.

The President shall preside at every meeting or if they are unable or unwilling to do so, another member appointed shall preside as Chair in their place for that meeting.

Decisions will generally be reached by consensus. Where it is necessary to vote, the decision 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 Chair of the meeting shall have a casting vote.

1. **Quorum**

All members of the Committee are expected to attend meetings; however the quorum of the Trustee Board is half the Trustee Board plus one, the majority of whom must be medical practitioners.

1. Representation on College Committees

Representatives shall serve on committees throughout their tenure, unless otherwise agreed with the Chair. It is permissible to send deputies where necessary.

1. Reporting requirements

The Trustee Board shall keep minutes of its meetings, and a copy of these minutes shall be sent promptly to Board members.

1. **Confidentiality**

All discussions and materials related to the selection process are considered confidential and should not be disclosed outside of meetings or meeting related work.

1. **Conflicts of Interest**

All members must submit a declaration of interest. It is the responsibility of members to inform the Chair if a new conflict of interest arises. Members with a direct or perceived conflict of interest shall recuse themselves from the meeting.

1. **General**
   1. All correspondence and other dealings with professional and other organisations shall be prepared by College staff and shall have the approval of the Chief Executive officer, Honorary Secretary or, in their absence, the Vice- President, whose committee(s) cover the matter in question.
   2. The operational management of the Committee/Sub-Committee/Working group, and any work arising from it, are the responsibility of College staff; the role of members is to advise and provide a wider perspective.
   3. No sponsorship shall be sought or accepted without the involvement and agreement of the Partnerships and Sponsorship Manager or the Chief Executive.
   4. No member may be paid or accept payment in cash or kind for work undertaken on behalf of the Committee/Sub-Committee/Working Group without the prior approval of the President, Vice President, Honorary Treasurer, Honorary Secretary, or Chief Executive officer.
   5. Expenses to attend meetings shall be met at the usual College rates. Expenses for any other meetings either in the College or outside will only be paid with the prior approval of the President, Vice President, Honorary Treasurer, Honorary Secretary, or Chief Executive officer.
   6. As a group set up within the College, and under the terms of its Charter, the Committee/Sub-Committee/Working Group may not support any objective that would make it a Trade Union, nor shall its objectives extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
2. **Variation or Termination**

These terms of reference shall be reviewed every year and shall remain in force until varied or revoked by the Board of Trustees.

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