

## JOB DESCRIPTION

### Trustee

---

**We are looking for exceptional individuals who can help Instructus both commercially and for our charitable purpose. We see ourselves as having a Commercial heart and a charitable soul – the more successful we are, the more significant we can be. We value making a difference and integrity and these values sit at the core of everything we do.**

#### Overview

**Instructus** is charity whose object is "to advance education for the public benefit by promoting qualifications, training and skills". In addition to this we have two commercial subsidiaries, CQM Training & Consultancy Ltd and The Springboard Consultancy.

#### **Instructus Skills**

Instructus Skills is the core of the organisation and works as a national pan-sector standard setting body. We are the UK's leading apprenticeship certification authority and work with over 11 million employees to ensure that apprenticeships deliver the skills that businesses need.

We are dedicated to helping employers, training providers, awarding organisations and international government stakeholders ensure their workforces can develop the vocational skills needed in competitive economies and successful organisations. Our work is critical to the development of vocational knowledge, skills and occupational competence in a multitude of business competencies.

#### **CQM Training & Consultancy Ltd**

CQM Training & Consultancy Ltd. are a market leading personal development organisation offering development programmes in the areas of leadership and management, continuous improvement and vocational skills, with a high proportion of those being part funded by government via the education and skills funding agency.

We are cross sector but are particularly strong in the food and drink supply chain, general manufacturing and financial services.

#### **The Springboard Consultancy**

Springboard Consultancy is a world-leading international training and development consultancy that contributes to achieving greater equality with whole person development programmes in five key life-stages.

We operate globally, and our unique use of 450 licenced trainers means we have a passionate and caring team based in over 45 countries, delivering world-class courses, with proven results.

#### **Charity**

In 2017 the Trustees agreed to start a programme of additional Charity projects using the core assets of the organisation to further deliver against our Charitable object.

Over the next 18 months we plan to ensure commercial operations drive a sustainable base to support an ongoing programme of projects which meet the following criteria:

- Focus on doing good
- Offer value for money and deliver genuine impact
- Align with or extend our expertise or influence
- Impact individuals
- Open-up opportunity for the under-served or left behind
- Allow for achievement to be formalised and measured
- Consider ability to make an impact – open to help

## The Board of Trustees

The Charities Act 2011 defines charity trustees as persons having the general control and management of the administration of a charity. At Instructus, the charity trustees are known as 'The Board of Trustees'.

The current board comprises of a Chairman and a further six trustees.

The board of trustees have ultimate responsibility for directing the affairs of the charity, and ensuring that it is solvent, well-run, and delivering the charitable outcomes for the benefit of the public for which it has been set up. The board of trustees must always work together acting in the best interests of the charity.

### Role Purpose

Trustees must ensure that Instructus has a clear vision, mission and strategic direction and is focused on achieving these. Trustees must work in partnership with the Chief Executive and other senior staff and act as a custodian of the governance process.

Similar to the responsibilities of a shareholder, Trustees are required to:

- Receive and approve the annual Instructus Group report & accounts for the previous financial year
- Be informed of trustee retirements and elect Instructus Trustees to fill Board vacancies
- Remove Trustees when necessary
- Appoint auditors and approve their remuneration

It is important to note that trustees are not employees, part of the executive team or responsible for the day-to-day running of the charity or its subsidiaries.

### Statutory Duties

This section summarises the main legal principles required by charity trustees, as detailed by the Charity Commission.

#### Duty of Compliance - Trustees must:

- Ensure that the charity complies with charity law, and with the requirements of the Charity Commission as regulator; in particular ensure that the charity prepares reports on what it has achieved and Annual Returns and accounts as required by law.
- Ensure that the charity does not breach any of the requirements or rules set out in its governing document and that it remains true to the charitable purpose and objects set out there.
- Comply with the requirements of other legislation and other regulators (if any) which govern the activities of the charity.
- Act with integrity, and avoid any personal conflicts of interest or misuse of charity funds or assets.

#### Duty of prudence - Trustees must:

- Ensure that the charity is and will remain solvent.
- Use charitable funds and assets reasonably, and only in furtherance of the charity's objects.
- Avoid undertaking activities that might place the charity's endowment, funds, assets or reputation at undue risk.
- Take special care when investing the funds of the charity, or borrowing funds for the charity to use.

#### Duty of care - Trustees must:

- Use reasonable care and skill in their work as trustees, using their personal skills and experience as needed to ensure that the charity is well-run and efficient.

- Consider getting external professional advice on all matters where there may be material risk to the charity, or where the trustees may be in breach of their duties.

*Whilst it is important to note that by charity law Trustees may be personally liable for any debts or losses that the charity faces, we do have appropriate indemnity insurance in place.*

### Key Responsibilities of the Board of Trustees

Note: The below are combined responsibilities of the board and not intended as a list for each member.

- 1. Strategy: To constructively challenge and contribute to the development of the strategy, including:**
  - a. Define and agree the strategic aims and objectives of the charity.
  - b. Engage actively with the formulation and implementation of the strategic plan.
  - c. Be responsible for the overall direction of the charity, ensuring compliance with the charity's objects and relevant legislation and regulation.
  - d. Approve/amend proposals for the delivery/cessation of programmes/projects to further the charitable objects or changes to the charity's activities.
  - e. Apply the charity's assets to the furtherance of the charity's objects.
  - f. Ensure that trading and other activities do not compromise charitable status.
  - g. Approve/amend the charity's policies and procedures for internal control and the management of risk and protection of the charity's property (including insurance).
  - h. Approve the financial and human resources necessary to meet the agreed charitable objectives.
- 2. Corporate Governance: Ensure that all governance controls are robust and all regulatory requirements met, including:**
  - Governance Documents
    - a. Register the charity and provide further information, as requested, to the Charity Commission and Companies House where appropriate, or to advise if the charity ceases to exist.
    - b. Approve recommendations to change/amend the charity's governing document, subject to the approval of the Charity Commission and Members, where applicable.
  - Board Committees
    - c. Establish/review/amend terms of reference and reporting arrangements of all committees of the board, including any ad hoc committees.
    - d. Approve a scheme of delegation of powers from the board to committees and their terms of reference.
    - e. Receive reports from committees, and agree/amend/reject any recommendations presented to the board.
  - Conflicts of Interest
    - f. Require and receive the declaration of trustee interests that may conflict with those of the charity and determine the manner in which such conflicts will be managed.
    - g. Require and receive the declaration of interests of staff members that may conflict with those of the charity.
  - Controls
    - h. Ratify any urgent decisions taken by the chair and chief executive.
    - i. Adopt/review/amend the organisational, management and control structures, policies, processes and procedures required to further the aims of the charity's objects.
    - j. Authorise delegated powers and limitations to the chief executive and other members of the senior management team, where appropriate.
    - k. Make decisions relating to court proceedings against or on behalf of the charity.
    - l. Approve and appoint the charity's professional advisers and consultants and determine their remuneration.
    - m. Approve the purchase of Trustee Indemnity Insurance from charity funds.
    - n. Receive/present/approve the charity's annual report and accounts.
    - o. File the annual reports, accounts and other relevant documents for the Group with the appropriate regulator(s).

- p. Establish, maintain and retain appropriate financial reporting arrangements and records and approve any significant changes in accounting policies or practices.
- q. Approve any transfer of the charity's property to another charity with substantially similar objects.
- r. Authorise use of the seal.

**3. Performance: Scrutinise and direct company performance and ensure that all information is accurate, including:**

- a. Clarify risk appetite and ensure all risks are identified, measured and managed
- b. Approve/amend the annual Business Plan
- c. Set objectives/delegated authorities for the Chief Executive, in line with the Strategic Plan.
- d. Receive and review such reports as the board requires from committees and individuals with regard to the use of delegated powers.
- e. Receive and review such reports from members of the charity's staff pertaining to the activities of the organisation in furtherance with the charitable objects.
- f. Receive and review reports from the finance function on the financial performance of the charity against agreed budgets and strategy.
- g. Receive and review reports from the chief executive pertaining to meeting the charity's goals as agreed in the strategic and business plans.
- h. Ensuring matters which the board considers suitable for delegation are contained in the terms of reference of its committees.
- i. In addition, the board will receive reports and recommendations from time to time on any matter which it considers significant to the charity.
- j. Approve arrangements for dealing with complaints.

**4. Finance: Ensure that the charity is and will remain solvent and that its charitable funds and assets are used reasonably, and only in furtherance of the charity's objects, including:**

- a. Approve/amend proposals for capital investment or expenditure, including the spending of capital from an endowment fund.
- b. Approve/amend budgets.
- c. Approve/reject proposals for the acquisition/disposal of land/buildings and other assets, or changes in use, following the receipt and consideration of professional guidance and in line with the charity's objects.
- d. Approve fundraising and income generation programmes, including funding applications and service delivery contracts.
- e. Agree and review investment strategy, in line with relevant policies.
- f. Decide on the number, purpose and mandates of bank accounts and other deposit media.
- g. Approve control of financial transaction and contracts.
- h. Agree changes to the charity's pension scheme or the management of its funds.
- i. Consider the external auditors, in line with legal requirements and those of the charity's governing document.
- j. Approve the remuneration of the external auditors, their re-appointment or removal, in line with legislation and the requirements of the charity's governing document.
- k. Receive and note the annual management letter from the external auditor and agree the proposed course of action, taking into consideration the recommendations of the audit committee, where appropriate.
- l. Receive and note reports from any internal audit function and agree remedial action, where appropriate.

**5. People: Ensure that the human resources are managed in line with the strategy, objects and policies of the charity, and within the budget, including:**

- a. Nominate and elect a trustee to serve in the positions of chair, vice-chair and treasurer, where appropriate.
- b. Where appropriate appoint and dismiss committees and individual members of committees that are accountable to the board.

- c. Put in place effective procedures for the succession planning of the board.
- d. Appoint, appraise and dismiss the Chief Executive Officer, where applicable, and determine their role and responsibilities.
- e. Determine the CEO's terms and conditions of employment to run the company in line with the approved budget, policies and strategy.
- f. Consider, approve/reject proposals regarding salary and benefits of the chief executive and other senior management staff, where appropriate.
- g. Agree procedures for the effective evaluation of the board and individual trustees and committees.
- h. Consider and decide on any proposal to remunerate a trustee, subject to the restrictions of the charity's governing document and the requirements of the Charities Act.

## 6. Subsidiaries

- a. Appoint/remove Directors of subsidiary boards.
- b. Receive/approve the accounts and budgets of the subsidiary companies.
- c. Determine how the profits of the subsidiaries will be accounted for/used.
- d. Receive reports from subsidiary boards, and agree/amend/reject any recommendations presented.
- e. Consolidate subsidiary accounts into the Group accounts for reporting purposes.
- f. Approve and appoint the Group's professional advisers and consultants and determine their remuneration.
- g. Set Group policies for use by the subsidiaries.
- h. Approve the Terms and Conditions of Employment and remuneration of the Managing Director of each subsidiary.
- i. Determine how the profits of the Group will be used in line with the charitable aims of the Group.

**General enabling provision:** *Subject to its governing document and relevant legislation, the board of trustees may delegate such matters as it considers appropriate.*

## Commitments

The role of a trustee is to serve as a volunteer for the charity, and therefore, receive no payment for the role. Reasonable accrued expenses will be reimbursed for activities related to attending board meetings and duties as a trustee.

Trustees are required to attend quarterly board meetings and devote personal time to fulfilling duties for the charity as stated above.

## Key Competencies

- Successful experience in a strategic leadership role, ideally at board level or as part of an executive team
- A previous or current trustee role for a UK charity preferable
- Strong financial acumen with the ability to interpret financial data and analyse accordingly
- A proven track record of sound independent judgement and effective decision making
- A history of impartiality, fairness and the ability to respect confidences
- A track record of commitment to promoting equality and diversity
- Exposure and understanding of strict governance and the requirements of this
- Career specialism in one or more of the following areas:
  - Government Lobbying
  - Finance / Audit
  - Apprenticeships / Education / L&D
  - HR
  - Legal

### Application Process

Please apply to [jobs@instructus.org](mailto:jobs@instructus.org) with a covering note and CV. You can email us or call us on 01536739388 for more info.

### Document Review

<b>Approved</b>	<b>By</b>	The Board
	<b>Date</b>	18 <sup>th</sup> January 2018
<b>Review</b>	<b>By</b>	The Board
	<b>Date</b>	18 <sup>th</sup> January 2019
<b>Published</b>	<b>Where</b>	As part of advertising processes as required