

## **Role Description - Trustee**

### **Purpose of the role**

Every Trustee bears the statutory duties of a Trustee as set out in Alzheimer Scotland Trustees' Handbook. In addition to the duties noted in the Handbook, some key responsibilities which form part of the Trustee's role are set out below.

### **Duties**

1. To ensure the organisation complies with its governing documents (Articles of Association and Rules), charity law, company law and all other relevant legislation and regulations.
2. To ensure the organisation pursues its objects as defined in the governing documents and demonstrates best practice in all areas of its work.
3. To ensure the organisation uses its resources exclusively in pursuance of its objects: the organisation must not spend money on activities which are not included in its own objects, no matter how worthwhile or charitable those activities are.
4. To contribute actively to the Board of Trustees' role in giving firm strategic direction to the organisation, setting overall policy, defining goals and managing risk.
5. To take advice on matters which may be new or unfamiliar.
6. To ensure that management set targets and evaluate performance against agreed targets.
7. To safeguard the good name and values of the organisation.
8. To ensure effective and efficient administration of the organisation.
9. To ensure the financial stability of the organisation.
10. To protect and manage the property of the charity and to ensure proper investment of the charity's funds.
11. To ensure appropriate procedures for the appointment of the Chief Executive and to monitor their performance.

In order to fulfil the above listed statutory duties, the Trustees must satisfy themselves that there are structures and processes in place to ensure sound governance.

### **Other Duties**

In addition to the above duties, each Trustee should use any specific skills, knowledge and experience they have to help the Board of Trustees reach sound decisions. This will require each Trustee:

- To scrutinise Board papers;
- To lead discussions;
- To focus on key issues;

- To engage in the consideration of new issues and have the confidence to ask questions and offer constructive criticism;
- To contribute to issues in which the Trustee has special expertise;
- To undertake a self-assessment and review as required. A template will be circulated to Trustees on an annual basis for completion;
- To attend meetings as scheduled or send apologies if attendance is not possible;
- To sit on sub-groups as required;
- To participate in training and development activities so as to be an effective Board member;
- To declare potential conflicts of interest at meetings;
- To keep the organisation's business confidential as appropriate;
- To represent the organisation at functions and external meetings;
- To keep informed about the organisation's work and the wider issues that affect it; and
- To encourage and enable the engagement of stakeholders.

**In addition, Trustees are guided to refer to:**

- Alzheimer Scotland Trustees' Handbook (revised regularly)
- Guidance for Charity Trustees - published by OSCR
- Good Governance Code for the Voluntary and Community Sector – published by The Governance Hub
- Alzheimer Scotland's Data Protection Policy
- Alzheimer Scotland's Information Technology Policy
- Scottish Governance Code for the Third Sector

## **Directors' Duties under Company Law**

**In addition, the duties of Directors are set out in Statute in the Companies Act 2006 ('the 2006 Act') and Directors (Trustees) should ensure that they are aware of their duties under the legislation, including:**

- Duty to Promote the Success of the Company
- Duty to Exercise Independent Judgement
- Duty to Exercise Reasonable Care, Skill and Diligence
- Duty to Avoid Conflicts of Interest
- Other General Duties, including but not restricted to:
  - duty not to accept benefits from third parties;
  - duty to declare interest in a proposed transaction or arrangement;
  - other duties related to substantial property transactions, loans to Directors and payments for loss of office.

**The above is a summary of the main duties under the 2006 Act but is not intended to be comprehensive advice. Additional duties also apply under Charity law.**