

Arboricultural Association

GOVERNANCE POLICY

April 2025

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Arboricultural Association

The Malthouse, Stroud Green, Standish, Stonehouse, Gloucestershire GL10 3DL

☎ 01242 522152 ✉ admin@trees.org.uk 🌐 www.trees.org.uk

The Arboricultural Association a Company Limited by Guarantee No.4070377. Registered Charity No. 1083845.

April 2025

The home of tree care

1. Introduction and purpose

- 1.1 This policy sets out the Arboricultural Association's (the Association's) Board of Trustees' approach to certain governance and practical issues that fall between the law, the constitution, and best practice. If anything in this policy contradicts the provisions of the constitution or the law in force at any time, the constitution or law will prevail.
- 1.2 Trustees should ensure that they remain up to date with legal changes relating to their responsibilities.

2. Trustee appointment and election

2.1 Skills and diversity review

On an annual basis, the Chair will coordinate a skills and diversity review, which will be used to identify key skills and diversity gaps to inform Trustee elections.

2.2 Filling elected vacancies

A maximum of eight elected Trustees can be on the Board at any time. When there are vacancies, members will be invited by June to express interest in standing for a Trustee role at the upcoming annual general meeting (AGM). Where the number of member nominations is equal to or fewer than the number of vacancies, nominated members will automatically be appointed to the Board at the AGM. Where there are more nominations than vacancies, members will be asked to vote on the election of Trustees to the Board.

2.3 Filling co-opted vacancies

A maximum of four co-opted Trustees can be on the Board at any time, invited by a vote of the elected Trustees. When filling co-opted spaces, the Board may consider:

- the results of the most recent skills and diversity review;
- any new skills, knowledge or experience the board needs;
- specific interest groups that a new Trustee could represent; *and*
- how the Board could recruit a more diverse range of Trustees.

For co-opted Trustees, the Board will discuss its priority needs and invite those holding the required skills or background to join the Board.

2.4 Vetting applications

Prior to appointment, the Association will:

- ensure that the candidate is at least 16 years old;
- ensure that the candidate is not an employee of the Association;
- check the candidate's identity documents match the information provided;
- check that the proposed candidate has not been disqualified from acting as a Trustee by consulting:
 - the register of removed Trustees
 - the Individual Insolvency Register maintained by the Insolvency Service, which contains details of bankruptcies that are either current or have ended in the last three months; current individual voluntary arrangements and fast-track voluntary arrangements; and current bankruptcy restriction orders and undertakings, *and*
 - the register of disqualified directors maintained by Companies House;
- require the candidate to confirm that they have not been disqualified from acting as a Trustee in writing (through completing the Declaration for Eligibility as a new Trustee, at

https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/820778/Trustee_Declaration_Form.pdf);

- require the candidate to complete a Declaration of Interests form (see Appendix 1); and
- undertake any other vetting that the Board considers appropriate in the circumstances.

2.5 Appointment

Elected Trustees will be elected at the AGM and entered in the Charity Commission records immediately afterwards.

Co-opted Trustees are appointed by the Board. A candidate will not attend the section of a Board meeting where the appointment is made. However, candidates may attend as observers before their appointment if this is preferred by the Board or the candidate. Trustees are appointed for three years, and they may be reappointed for two more terms.

After this Board meeting, the Chair will write to the appointed Trustee, setting out their duties and the charity's expectations of them, including adherence to this policy. They will be asked to sign and return a copy of the appointment letter as well as the Code of Conduct (Appendix 2).

Following the appointment of a new Trustee, the Association will:

- inform the Charity Commission of the new appointment;
- initiate the appointee's induction;
- amend bank mandates if the new Trustee is to be a signatory to the charity's account; *and*
- notify all relevant parties, for example, funders, the charity's solicitors, auditors and other professional advisers.

2.6 Induction

New Trustees will receive the Welcome Pack (Appendix 3) upon appointment. They will also have an introductory call with the Chair and the CEO.

2.7 Training

On appointment, all Trustees should attend an introductory training course on being a charity Trustee, the cost of which will be borne by the charity.

The Board will then aim to convene annual Trustee training and development sessions for all Trustees to keep knowledge up to date and build the Board as a team.

3. Board meetings

- 3.1 Board meetings are held quarterly, two per year in person and two held remotely. Additional extraordinary meetings may be called at the discretion of the Chair and CEO for urgent or particularly time-sensitive matters, such as approving accounts. Meetings are usually organised by the CEO, with dates agreed yearly in advance or otherwise as needed.

- 3.2 Standard expectations for meetings include:

- Agenda items are to be received at least 7 working days prior to a meeting, with exceptions agreed with the Chair.
- Papers will be distributed no later than one week prior to the meeting. All attendees are expected to read the papers prior to the meeting.

- The Chair is responsible for managing the meeting and may vary the meeting agenda if it is reasonable to do so.
- All members should endeavour to keep their contributions brief and relevant.
- Board meetings should build on committee discussions, ensuring non-committee members are appropriately engaged in decision-making. Where decisions are needed, an explanatory paper with the recommendation, background and key points must be circulated before the meeting.
- The Chair will summarise the discussion at the end and will articulate the decision taken; both the summary and the decision will be recorded in the minutes of the meeting.
- Any decision taken by the meeting collectively will be supported by all members. Any non-compliance with a decision may be handled under the disciplinary process for staff, or the Code of Conduct for Trustees.
- Board members will engage with employees positively, and will place value on the opportunities offered by being in-person at the office.

3.3 The calendar of activities at Appendix 4 helps to guide key dates throughout the year.

4. Trustee officers

4.1 Chair

At all times, a Chair should be in post, appointed by the Trustees and chosen in consultation with the CEO. A Trustee can be appointed to this position for a maximum of two consecutive terms of two years, but the appointment can be revoked by a majority of Trustees at a meeting at any time.

When the Chair wishes to give up the role or is coming to the end of their term as Trustee, the Trustees and the CEO will invite self-nominations. Where there is more than one nomination, the Board will seek the views of the CEO and then hold a vote for the new appointment.

While the CEO does not have a vote on the appointment, their views will be given significant weight by the Board in light of the important relationship between the CEO and the Chair. The Board should not appoint a Chair or any other Trustee where the CEO has raised a significant objection.

If a new Chair has not been appointed by the time the Chair has stepped down, another Trustee will act in their place until a new Chair has been appointed. Where there are no self-nominations, the Board will recruit for an external Chair using the usual recruitment procedure.

The Chair's role description is at Appendix 5.

4.2 Treasurer

A Treasurer should be in post at all times, appointed by the Trustees. Treasurers should have the ability to acquire a strong understanding of charity finances. As with the appointment of the Chair, the CEO should be consulted prior to the vote to appoint a Treasurer.

The Treasurer's role description is at Appendix 6.

5. Committees

The Board may establish committees in accordance with the constitution and may delegate responsibilities to those committees as it chooses.

The Board has established the following committees:

5.1 Finance & Governance

Reviews and oversees the budget and financial management, corporate governance, risk management, insurance, investment, audit, reserves, CEO remuneration and allocation of the annual research grant.

5.2 Resources

Develops and reviews policies and procedures; updates documents (such as the Volunteer Handbook) and welcome packs; and provides support for Association publications.

5.3 Standards

Develops professional standards in arboriculture and the Association; coordinates volunteers and other activities related to arboricultural standards.

The terms of reference (ToRs) for these committees, which operate as the delegation of authority, are at Appendices 7-9.

6. Membership

The charity will maintain a register of members at all times.

7. Serious incidents

7.1 The Association's Trustees recognise their responsibility to identify and report serious incidents to the Charity Commission, where appropriate. Where this occurs, the Board will follow the best practice guidance laid out by the Charity Commission at

<https://www.gov.uk/guidance/how-to-report-a-serious-incident-in-your-charity>

7.2 Where there have been no serious incidents during the course of a year, the Association's Trustees will include in the Annual Report a declaration to that effect. If, for any reason, an incident has taken place during the year and has not been reported to the Charity Commission, this should be noted in the Annual Report.

8. Risk management

8.1 The Association will undertake an annual risk management process in order to:

- identify major risks;
- make decisions about how to respond to those risks; and
- make an appropriate statement about risk management in the Annual Report.

8.2 The Finance & Governance Committee will be responsible for reviewing risks in detail at every meeting, and the Board will review the risk register in full at least once per year.

8.3 Responsibilities

Role	Responsibility
Trustees	Trustees hold ultimate accountability for managing risk within the charity. They must ensure that all major risks to which the charity is exposed are identified and monitored and they must assess the severity and likelihood of such risks. The Board must ensure that actions taken to manage and mitigate risk are adequate and result in an acceptable level of risk facing the charity. The Board as a whole will scrutinise the risk register in detail at least once per year.
Finance & Governance Committee	The Finance & Governance Committee will be responsible for reviewing the risk register quarterly, conducting a deep dive process to ensure that all risks have been identified and risks are being appropriately managed.
CEO	The CEO is responsible for overseeing the implementation of any risk mitigation, and ensuring that operational and other risks are identified and escalated to the Board when necessary.
Staff	Staff are responsible for identifying risks and escalating them to the Board.

8.4 Reporting

In each Annual Report, the Finance & Governance Committee, in collaboration with the CEO, will prepare text about risk. This will list key risks and the key steps taken to mitigate them.

9. Commitment of Trustees and Code of Conduct

9.1 Commitment

Trustees have a statutory duty of care, which means they must exercise care and skill as is reasonable in the circumstances, having regard to any special knowledge or experience they have or should have.

All Trustees must dedicate sufficient time, thought and energy to their Trustee duties, and make reasonable use of their skills and experience. This includes:

1. attending Board and committee meetings, ad hoc panels as required, development training and special events;
2. sharing their skills and experience with the staff of the charity to help further the charity's purposes, subject to their availability;
3. reading all papers and preparing in advance for Board and other meetings; and
4. participating in training, Board away days, governance and other reviews as required.

Where a Trustee's availability changes, they will speak with the Chair and CEO to see if some of their responsibilities can be reallocated so that they are to continue their

commitment to the role. If this is not possible, they will give notice that they are stepping down from the Board.

9.2 Code of Conduct

On appointment, all Trustees agree to abide by both the Code of Conduct and Ethics for members and the Trustee Code of Conduct (Appendix 2).

9.3 Breach of the Code

In the event that either Code of Conduct is breached, the procedure set out below will apply.

For clarity, the Disciplinary Policy set out in the Employee Handbook has no application or relevance to a Trustee or any other volunteer.

The procedure outlined below operates in addition to the official grievance procedure set out in the Grievance Policy. Use of this procedure will not undermine or negate a complaint made under the Grievance Policy. Both procedures may be applied simultaneously where appropriate.

1. Alleged breaches of the Code of Conduct can be raised by anyone, whether they are a Trustee, member, staff member, volunteer or member of the public.
2. Alleged breaches of the Code of Conduct should be raised with the Chair, or a nominated Trustee if the complaint is about the Chair.
3. An informal conversation will be held between the Trustee concerned and the Chair or, if the complaint is about the Chair, by the nominated Trustee.
4. If the matter is not resolved, mediation may be used to resolve the situation.
5. If mediation is unsuccessful or not appropriate, depending on the seriousness of the breach or its consequences, either:
 - a. a formal conversation will be held between the Trustee concerned and the Chair, or between the nominated Trustee and the Chair; or
 - b. the Chair or nominated Trustee will appoint a panel who will investigate the complaint.

In both cases, the Chair/nominated Trustee or panel will take reasonable steps to establish the facts and to give the Trustee concerned a chance to put their case forward. The Trustee is also entitled to be accompanied by a friend or colleague during any meeting.

6. The Chair/nominated Trustee or panel will notify the whole Board of its conclusions and any recommendations for action.
7. Where appropriate, a response will be provided to the complainant about the findings of the panel.
8. Recommendations may include (but are not limited to): mediation, training, an acknowledgement/apology, a request to step down from the Board.
9. The priority aim of the process should be to resolve concerns, restore relationships and ensure future compliance with the Code of Conduct, rather than being a punitive process.

In the event that the informal conversation at (3) resolves the issue, the Chair or nominated Trustee may decide to discuss the issue more generally at a Board meeting. This may provide the opportunity to refresh understanding of the Codes or help to address the issues that led to the situation arising.

10. Board and Trustee appraisal and commitment system

- 10.1 Each year, every Trustee will agree with the Chair and CEO a plan-on-a-page which sets out a broad outline of their commitment and activity for the year ahead. A template is at Appendix 10. This plan may include specific areas where the Trustee has agreed to provide additional support, as well as the expectations of all Trustees.
- 10.2 Annually, each Trustee will complete the self-appraisal form at Appendix 11, identifying how the year went and any areas for development or support. They will then discuss it with the Chair; the CEO will be invited to provide feedback that is relevant to these conversations.
- 10.3 The appraisal of the Chair will be conducted annually, led by the Vice-Chair with support where needed from any other Trustee(s). The Vice-Chair will facilitate a discussion of the Board as a whole about the Chair's performance that year, in the absence of the Chair, and will meet separately with the CEO to gather their perspectives as well. A final meeting will take place between the Trustee, the Chair and the CEO to discuss the feedback.

11. Conflicts of interest

- 11.1 The Association's Board of Trustees aims to safeguard the charity against conflicts of interest and their actual or perceived impact. All Trustees are expected to maintain a good understanding of what constitutes a conflict of interest or a conflict of loyalties.
 - Conflicts of interest: When someone's personal interests could interfere with their ability to make decisions that are in the best interests of the charity.
 - Conflicts of loyalties: When someone has to choose between two or more loyalties that may be in conflict with each other.
- 11.2 The Trustees recognise their responsibility to manage these conflicts effectively:

Step 1: On appointment and then annually, all Trustees must complete an interest declaration form (at Appendix 1) that sets out their major employment-related and financial interests, as well as any other interests or relationships they have which may affect the perception of their interests. This information will be maintained by the CEO in a register of interests.

Step 2: All Trustees must also declare any interest, direct or indirect, in any proposed transaction with the charity, and must absent themselves from discussions if there is any possibility that a conflict of interest may arise between the interests of the charity and any personal interest. In such a case, the Trustee's vote may not be counted, and they may not be included in the counting towards the quorum. If a situation does arise where the charity wishes to purchase items or services or otherwise interact financially with the Trustee, permission must be obtained in writing from the Charity Commission first.

Step 3: If a Trustee believes that they have a conflict of interest, they should declare it to the Chair of the Board of Trustees. If the Chair has the conflict, they should declare it to the Vice-Chair. The Chair (or Vice-Chair, as relevant) will then decide whether the conflict is material and

whether the Trustee should recuse themselves from the discussion or decision-making process.

Step 4: If a Trustee is required to recuse themselves from a discussion or decision-making process, they must do so immediately. They should not participate in any way in the discussion or decision-making process, and they should not vote on any matter that is affected by the conflict of interest.

Step 5: The Chair of the Board of Trustees is responsible for ensuring that conflicts of interest are managed effectively. They should keep a record of all conflicts of interest that are declared, and they should ensure that all Trustees are aware of the procedures for managing conflicts of interest.

- 11.3 The Board of Trustees is responsible for developing and implementing the conflict of interest procedure. This should be reviewed regularly.

12. Trustee expenses

12.1 Expenses

Trustees are entitled to be reimbursed for any expenses they have incurred on behalf of the charity.

It is the individual choice of a Trustee whether they wish to claim or not and this information is treated confidentially, known only to the Association's Finance Manager and CEO. Trustees are encouraged to claim expenses so that the true cost of governance is recorded in the charity's accounts and to encourage others who would otherwise be unable to afford to fulfil the role to feel comfortable in claiming expenses.

The Association will reimburse the following expenses, subject to the provision of a completed Expenses Claim Form (all Trustees have a copy) and receipts:

1. The reasonable cost of travelling to and from Trustee meetings, on Trustee business and for events. This may include the cost of using standard-class public transport, taxi fares (if necessary and where there is no appropriate cheaper alternative) or mileage allowances. In all cases, Trustees are strongly encouraged to book their travel as far in advance as possible in order to obtain the cheapest prices. They are also encouraged to consider which method of transport is the most economical in the circumstances.
2. The cost of reasonable budget overnight accommodation and subsistence where necessary and agreed in advance with the Chair and the CEO. The cost of overnight accommodation will not be reimbursed where the Trustee had the option of travelling to the meeting or event on the same day.
3. The cost of specific equipment, translation, interpretation or travel accessibility arrangements for any Trustee with physical disabilities when the provision is required so that they can fulfil their commitments to the Association.
4. Any other reasonable costs that have been incurred to allow the Trustee to carry out their duties.

12.2 Illegitimate expenses

Any misuse of charity assets for private benefit will result in the Trustee repaying the charity, and this will also be reported to the Charity Commission.

12.3 Employing persons connected with Trustees

If a Trustee, their spouse or their partner becomes a paid employee on a full or part-time contract, the Charity Commission must give express authority for the appointment. In the case of a Trustee, additional steps, such as immediately stepping down from the Board before participating in a merit-based recruitment process, are also required.

13. Delegations of authority and retained authority

The Board of Trustees is empowered to delegate certain tasks and responsibilities to committees and the staff team, through the CEO. Regardless of any specific delegations, the Board retains responsibility for ensuring the overall strategic direction of the charity and for ensuring all statutory requirements are met.

14. Relationship with the CEO and managing CEO appraisals

The Chair and CEO will meet regularly to share progress and discuss concerns. Feedback will be provided as and when it arises.

The Board should scrutinise the CEO's performance through its oversight of the strategic plan and budget, and feedback should be provided as and when it arises.

If a particular issue arises that cannot be handled informally, the Chair should arrange a face-to-face meeting with the CEO to discuss the feedback and agree a way forward. This meeting should be recorded and the agreed record of the discussion and next steps should be signed by both the CEO and Chair.

15. Annual report and public benefit

Every year, when the Board is considering the draft annual report, the Trustees will have a discussion based on the following questions:

1. Is the charity still operating for the public benefit?
2. Are the charity's objects still fit for purpose?
3. Is the charity still a going concern?

These questions must be formally considered and discussed before the Annual Report is signed off and then submitted to the Charity Commission.

16. Auditor appointment

Auditors will be appointed on a regular basis (ideally once every 3–5 years) and recruited through a merit-based competitive tender process. The process will be led by the Treasurer with the interviews held by the Finance & Governance Committee alongside the CEO and Finance Manager. The final decision will be considered and made by the Board of Trustees.

This policy was agreed by the Board at its meeting on XXXX 2025 and will be reviewed every two years.

Appendix 1: Trustee/Director Register of Interests



Trustee/Director Register of Interests

Please ensure you fill in both sides of this form, then sign and date.

NAME:

Please provide details of any interests in the relevant section below. In the event that a person closely connected to you (a spouse or a child, for example) has a significant interest which would fall into one of the categories, please list this and state who the conflict applies to.

Once completed please sign, date and return via email to the Chief Executive Officer.

Interest	Description (write 'NONE' if none applies)
Current employment	
Other positions/appointments (including Directorships, Trusteeships etc.)	
Professional memberships	
Investments, major shareholdings or other beneficial interests which might prove to be a conflict of interest	
Ownership of any property which might create a conflict of interest	
Any contractual relationship with the Arboricultural Association	
Any other potential conflict of interest which has not otherwise been identified on this form	

I confirm that the information provided above is a true and accurate record.

SIGNED:

DATE:

Appendix 2: Trustee Code of Conduct

Arboricultural Association

TRUSTEE CODE OF CONDUCT

February 2023



The Arboricultural Association (the Association) is governed by Trustees who volunteer their time in order to help the organization achieve its strategic aims and charitable objectives. Trustees are all expected to comply both with the Association's Code of Conduct & Ethics and this Trustee Code of Conduct. This document was produced collectively by the Board of Trustees on **February 6th, 2023**.

As a Board of Trustees of the Arboricultural Association (the Association), we will:

1. Support the Association in achieving its charitable and strategic objectives, in accordance with the Articles of Association and the law.
2. Always act in the best interests of the Association, its members and the wider arboricultural profession.
3. Adequately prepare for, and contribute to, Board and Committee meetings in a respectful and professional way.
4. Listen to and support others, encouraging a diversity of voices and opinions.
5. Be constantly aware of any conflicts of interest, and report those conflicts as required.
6. Maintain the confidentiality of the Board, not discussing any Board matters with individuals who are not on the Board unless authorised to do so.
7. Ensure that any disagreements between Trustees only happen in Board meetings, and that once a decision has been made all Trustees accept collective responsibility in public.
8. Respect the separation of strategic and operational responsibilities between the Board and the Association's Chief Executive Officer and staff team.
9. Always be good ambassadors and role models for the Association, promoting the organisation and never doing anything which could be seen as undermining its work.
10. Recognise personal and professional limitations, including limitations on time, and communicate them to the Board, never overpromising if unable to deliver.
11. Only ever make reasonable requests of each other, the Chief Executive Officer and the staff team.
12. Abide by the seven Nolan Principles of Public Life: Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership.

I understand that substantial breach of any part of this Code of Conduct may result in me being asked to resign from the Board.

Signed:

Name:

Date:

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February 2023

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Appendix 3: An introduction to being an Arboricultural Association Trustee

An introduction to

BEING AN ARBORICULTURAL ASSOCIATION TRUSTEE



Introduction

This document has been written to provide some introductory guidance about becoming a Trustee at the Arboricultural Association (the Association). It is very much an introductory guide, and Trustees are advised to do some additional reading using some of the resources and links which are included at the end of this note.

Being a Trustee

The role of a Trustee is a very important one, which comes with responsibilities and opportunities. As a Trustee, you will form part of the Board of Trustees (the Board) and will act alongside your fellow Trustees in accordance with the terms of the Association's governing document, the Articles of Association.

Your overall role is to oversee the strategic direction of the Association, and to both support and hold to account the staff team through the Chief Executive Officer (CEO). In broad terms it can be said that the Board is responsible for strategic matters, and the CEO for operational matters.

Duties of a Trustee

The Charity Commission specifies six broad duties of a Trustee. These are:

- Ensure your charity is carrying out its purposes for the public benefit.
- Comply with your charity's governing document and the law.
- Act in your charity's best interests.
- Manage your charity's resources responsibly.
- Act with reasonable care and skill.
- Ensure your charity is accountable.

More detail about these six duties can be found in the Charity Commission document *The essential trustee: What you need to know, what you need to do*.

The Board

Under the terms of the Articles of Association, the maximum number of Trustees at the Association is twelve. This includes nine Trustees elected by the membership, and three co-opted Trustees appointed by the Board. Co-opted Trustees are appointed for one year terms, and can complete as many consecutive terms as the Board wishes. Elected Trustees are appointed to the Board for three year terms, and can serve a maximum of three consecutive terms before having to step down for a minimum of one year.

The Board will elect a Chair, a Vice Chair (or Vice Chairs) and a Treasurer from their number. The period of office of a Chair is two years, and they may serve a maximum of two consecutive terms as Chair. The terms of office of the Vice Chair and Treasurer are one year, and they can serve as many consecutive

terms as the Board wishes. All details pertaining to elections, appointments and terms are contained within the Articles of Association.

Expectations

In a normal year it can be expected that the Board will meet four times, approximately in the spring, summer, autumn and winter. Where possible, two of these meetings will be in person, and two online. On occasion it is necessary to convene an Extraordinary Board Meeting to address a particular subject, but these are relatively rare. Trustees are expected to attend as many Board meetings as possible, as well as any training, inductions or additional meetings as might be required throughout the year. It is fully appreciated that Trustees are volunteers and are already busy people, and all reasonable efforts will be made to accommodate individual needs.

Benefits of being a Trustee

There are many advantages to being a Trustee. You will have a direct influence on the direction of the Association, which in turn will help inspire the entire profession. In addition, you will have the opportunity to gain valuable experience in governance, alongside other training and development to help you progress as required. Participation on the Board of Trustees is also often counted as Continuous Professional Development by many professional organisations, including the Association.

Most importantly, by donating your time and effort to the Association you will be helping to deliver the vision and strategic objectives of the organisation: **to inspire, support and promote the tree care community for a society that better appreciates and cares for trees.**

Arboricultural Association

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October 2022

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Appendix 4: Calendar of activities

Quarter	Activity
Q1	<ul style="list-style-type: none"> Review governing document Review delegation of authority to the CEO Review quarterly financial report Review business plan progress Review auditors – retain or tender for next year?
Q2	<ul style="list-style-type: none"> Confirm public benefit, going concern and appropriate objects Annual Report & Consolidated Financial Statements for the previous year: develop the documents and agree actions; approve final document to be sent to members Review business plan progress Review quarterly financial report Trustees approve proposed auditors for AGM
Q3	<ul style="list-style-type: none"> AGM & Conference Members approve Annual Report & Consolidated Financial Statements for previous year Submit register of interest forms for new and continuing Trustees Consider training needs and schedule training for Trustees Review business plan progress Trustees' away day/workshop
Q4	<ul style="list-style-type: none"> Review key HR policies Review insurance arrangements Conduct annual skills audit for Trustees Finalise and approve budget for next financial year Finalise and approve business plan for next financial year Review reserves Review risk register

Appendix 5: Chair's role description

The key responsibilities of the Chair of the Trustees are:

- To provide leadership to the Board.
- To be an advocate and champion for the Association.
- To ensure that Trustees fulfil their duties and responsibilities for the proper governance of the Association.
- To support and, where appropriate, to challenge the CEO and other Trustees and to ensure that the Board as a whole works in partnership with the staff team.
- To lead on ensuring that all decisions are informed by the Association's values.
- To lead on creating a culture where Trustees can constructively challenge each other.
- To ensure the Board fulfils its statutory obligations.
- To ensure Board members act in accordance with good governance and the Code of Conduct, and to hold annual Trustee reviews with each Board member.
- To line manage the CEO on behalf of the Board as a critical friend, supporting the CEO including agreeing objectives, and undertaking an annual appraisal.

Key activities:

- Chair Trustee Board meetings (four a year plus monthly catch-ups):
 - agree agenda with CEO; *and*
 - agree minutes arising from Trustee meetings.
- Organisational structure:
 - ensure that the structure of the Board of Trustees enables effective delivery of the charity's objectives.
- Line manage the CEO:
 - act as a reference point and critical friend; *and*
 - carry out the CEO's appraisal in consultation with the full Board.
- Governance:
 - ensure AGMs are held and the rules of the constitution are followed;
 - work closely with the CEO on preparing the Trustees' report for the Annual Report and Consolidated Financial Statements; *and*
 - chair the AGM.
- Act as an ambassador for the Association.

Appendix 6: Treasurer's role description

The key responsibilities of the Treasurer of the Association are:

- To maintain an overview of the charity's financial affairs.
- To ensure the charity's statutory financial viability.
- To offer guidance to the Board of Trustees and the CEO on all financial matters.
- To ensure proper financial records are maintained and financial procedures adequately documented and followed.
- To work closely with the CEO and related staff team to review financial reports and practices, to support the annual independent examination and to support the preparation of annual reports.
- To present the regular and annual accounts to the Board.

Key activities:

- Oversee, approve and present annual budgets, annual financial statements and monthly management accounts.
- Ensure that the financial resources of the organisation meet its present and future needs.
- Ensure the charity has an appropriate reserves policy and adequate reserves.
- Ensure the charity has an appropriate investment policy.
- Advise on the financial implications of the organisation's strategic plans.
- Keep the Board informed about its financial duties and responsibilities.
- Scrutinise monthly activity on all company bank accounts.
- Ensure all staff pay matters are conducted appropriately and within policy.
- Oversee tax liability activities.
- Ensure appropriate insurance cover is in place.
- Ensure the organisation's compliance with Companies Act legislation and Financial Reporting requirements.
- Ensure that the statutory accounts are audited in accordance with the applicable regulations and appropriate recommendations made by the auditors are implemented.
- Ensure that the statutory accounts are prepared and disclosed in the form required by funders and the relevant statutory bodies, i.e. the Charity Commission and the Registrar of Companies.
- Liaise with staff and volunteers about financial matters.
- Make a formal presentation of the statutory accounts at the AGM and draw attention to important points in a coherent and easily understandable way.
- Chair and lead the Finance & Governance Committee and report back to the Board on committee recommendations and activities.

Appendix 7: Terms of reference for Finance & Governance Committee

Arboricultural Association

TERMS OF REFERENCE FINANCE & GOVERNANCE COMMITTEE

February 2023



1. General

- 1.1 The Arboricultural Association has three Committees in its governance structure: Finance & Governance Committee (FGC), Resources Committee and Standards Committee. Membership of Committees is comprised of a combination of the Association's Trustees and staff team.
- 1.2 The purpose of the Committees is to assist with governance by allowing small groups of Trustees to focus on specific parts of the business. Committees will report to full Board and will make recommendations about certain issues but will not have delegated decision-making powers.
- 1.3 Each Committee will be governed by Terms of Reference, which will be reviewed and ratified annually by the Board. Committee updates will be a standing item of Board meetings and Trustees will have regular opportunities to provide feedback about the effectiveness of the structure.
- 1.4 It is anticipated that each Committee will have responsibility for oversight of, and liaison with, specific working parties, whether permanent groups or ones which have been convened temporarily to achieve a specific output.

2. Membership

- 2.1 Membership of this Committee for the year will be determined at the final Board meeting of the previous year. At the first Committee meeting of each calendar year, a Committee Chair will be agreed by the Committee members.
- 2.2 If necessary, the Committee may invite other Trustees, members, staff members or other individuals to attend Committee meetings for a particular discussion or purpose. Any other Trustees who would like to attend Committee meetings as an observer may do so.
- 2.3 Changes in Committee membership over time will be driven both by wider changes on the Board and by the makeup of the FGC, which will be comprised of the Chair and Vice Chair of the Board, the Treasurer and one other Trustee.

3. Meetings

- 3.1 Committee meetings will be held quarterly, approximately two weeks before the Board meeting. It is anticipated that all Committee meetings will be held online and should last approximately one hour. Additional, or longer/shorter meetings, can be held as necessary.
- 3.2 The Association's staff representatives will endeavour to ensure that all documentation relating to Committee meetings will be sent to members at least one week before the meeting. It is not expected that formal minutes be recorded but notes of actions and recommendations will be taken.

4. Responsibilities

- 4.1 The FGC will have responsibility for focusing on supporting the following areas of the Association's work:
 - Reviewing and overseeing the budget, income and expenditure and cashflow, including providing feedback and analysis of financial updates in advance of Board meetings.
 - Corporate governance, including oversight of the review and implementation of the Articles of Association and Scheme of Delegation.
 - Risk management, including the Risk Register.
 - Insurance policies and documentation.
 - Investment strategy and property ownership.
 - Annual audit, including overseeing implementation of recommendations generated by the audit.
 - Policies relating specifically to finance, such as the Reserves Policy.
 - Review of the Annual Summary prior to publication.
 - Allocation of the annual Research Grant.
 - CEO performance management and remuneration.

5. Document control

Terms of Reference approved by Board on **February 5th, 2023**.

Next review date: **February 2024**.

Arboricultural Association

The Malthouse, Stroud Green, Standish, Stonehouse, Gloucestershire GL10 3DL

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February 2023

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Appendix 8: Terms of reference for Resources Committee

Arboricultural Association

TERMS OF REFERENCE RESOURCES COMMITTEE

February 2023



1. General

- 1.1 The Arboricultural Association has three Committees in its governance structure: Finance & Governance Committee (FGC), Resources Committee and Standards Committee. Membership of Committees is comprised of a combination of the Association's Trustees and staff team.
- 1.2 The purpose of the Committees is to assist with governance by allowing small groups of Trustees to focus on specific parts of the business. Committees will report to full Board and will make recommendations about certain issues but will not have delegated decision-making powers.
- 1.3 Each Committee will be governed by Terms of Reference, which will be reviewed and ratified annually by the Board. Committee updates will be a standing item of Board meetings and Trustees will have regular opportunities to provide feedback about the effectiveness of the structure.
- 1.4 It is anticipated that each Committee will have responsibility for oversight of, and liaison with, specific working parties, whether permanent groups or ones which have been convened temporarily to achieve a specific output.

2. Membership

- 2.1 Membership of this Committee for the year will be determined at the final Board meeting of the previous year. At the first Committee meeting of each calendar year, a Committee Chair will be agreed by the Committee members.
- 2.2 If necessary, the Committee may invite other Trustees, members, staff members or other individuals to attend Committee meetings for a particular discussion or purpose. Any other Trustees who would like to attend Committee meetings as an observer may do so.
- 2.3 Changes in Committee membership over time will be driven both by wider changes on the Board and by the makeup of the FGC, which will be comprised of the Chair and Vice Chair of the Board, the Treasurer and one other Trustee.

3. Meetings

- 3.1 Committee meetings will be held quarterly, approximately two weeks before the Board meeting. It is anticipated that all Committee meetings will be held online and should last approximately one hour. Additional, or longer/shorter meetings, can be held as necessary.

- 3.2 The Association's staff representatives will endeavour to ensure that all documentation relating to Committee meetings will be sent to members at least one week before the meeting. It is not expected that formal minutes be recorded but notes of actions and recommendations will be taken.

4. Responsibilities

- 4.1 The Resources Committee will have responsibility for focusing on supporting the following areas of the Association's work:
 - Development and review of internal and external Association policies.
 - Development and review of internal and external Association procedures.
 - Annual/periodical review of policies and procedures.
 - Development and review of certain Association documents (such as the *Volunteer Handbook*).
 - Development and review of information and welcome packs (Members, Tree Care Supporters, volunteers).
 - Discussions with the staff team about Association publications (such as the *Arb Journal*).

5. Document control

Terms of Reference approved by Board on **February 5th, 2023**.

Next review date: **February 2024**.

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Appendix 9: Terms of reference for Standards Committee

Arboricultural Association

TERMS OF REFERENCE
STANDARDS COMMITTEE

February 2023

**1. General**

- 1.1 The Arboricultural Association has three Committees in its governance structure: Finance & Governance Committee (FGC), Resources Committee and Standards Committee. Membership of Committees is comprised of a combination of the Association's Trustees and staff team.
- 1.2 The purpose of the Committees is to assist with governance by allowing small groups of Trustees to focus on specific parts of the organisation. Committees will report to full Board and will make recommendations about certain issues but will not have delegated decision-making powers.
- 1.3 Each Committee will be governed by Terms of Reference, which will be reviewed and ratified annually by the Board. Committee updates will be a standing item of Board meetings and Trustees will have regular opportunities to provide feedback about the effectiveness of the structure.
- 1.4 It is anticipated that each Committee will have responsibility for oversight of, and liaison with, specific working parties, whether permanent groups or ones which have been convened temporarily to achieve a specific output.

2. Membership

- 2.1 Membership of this Committee for the year will be determined at the final Board meeting of the previous year. At the first Committee meeting of each calendar year, a Committee Chair will be agreed by the Committee members.
- 2.2 If necessary, the Committee may invite other Trustees, members, staff members or other individuals to attend Committee meetings for a particular discussion or purpose. Any other Trustees who would like to attend Committee meetings as an observer may do so.
- 2.3 Changes in Committee membership over time will be driven both by wider changes on the Board and by the makeup of the FGC, which will be comprised of the Chair and Vice Chair of the Board, the Treasurer and one other Trustee.

3. Meetings

- 3.1 Committee meetings will be held quarterly, approximately two weeks before the Board meeting. It is anticipated that all Committee meetings will be held online and should last approximately one hour. Additional, or longer/shorter meetings, can be held as necessary.

- 3.2 The Association's staff representatives will endeavour to ensure that all documentation relating to Committee meetings will be sent to members at least one week before the meeting. It is not expected that formal minutes be recorded but notes of actions and recommendations will be taken.

4. Responsibilities

- 4.1 The Standards Committee will have responsibility for focusing on supporting the following areas of the Association's work:
 - The development of standards of professionalism in arboriculture and the Association.
 - Development and review of documentation relating to membership.
 - Development and review of documentation relating to complaints.
 - Coordination of a volunteer network of reviewers for complaints.
 - Coordination of a volunteer network of reviewers for Fellowship applications.
 - Development and review of documentation relating to Chartered Environmentalist and other Society for the Environment accreditations.
 - Development and review of the Code of Conduct & Ethics.
 - Encouraging member contribution to the development of new standards in arboriculture.

5. Document controlTerms of Reference approved by Board on **February 5th, 2023.**Next review date: **February 2024.****Arboricultural Association**

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Appendix 10: Trustees' plan-on-a-page

Name of Trustee	
Additional office (if any) (e.g. Chair, Treasurer, etc.) Attach role description	
Essential responsibilities	
<p>Our Trustees are required by law to:</p> <ul style="list-style-type: none"> • Ensure that the Association complies with its governing document, charity law, company law and any other relevant legislation, and pursues its stated objects. • Ensure the effective and efficient administration of the charity, including maintaining proper financial control and using its resources in pursuance of its objects. • Appoint the CEO and monitor their performance. • Together with the CEO, create a firm strategic direction for the organisation, jointly setting overall vision, mission and values, defining strategic objectives and agreeing targets, and evaluating performance against agreed targets. • Maintain and ensure effective Board performance. • Safeguard the reputation of the Association. • Protect, manage and adequately insure the property and funds of the charity. • Approve and monitor the implementation of internal policies (which include Health & Safety, Equality & Diversity, and Grievance and Disciplinary procedures) and ensure that risk assessments for all aspects of the business are undertaken/updated effectively. <p>Also, Trustees will:</p> <ul style="list-style-type: none"> • Actively chart the future direction of the Association, using their specific skills, knowledge or experience to help the Executive reach sound decisions. • Scrutinise Board papers or documents. • Lead and contribute to discussions. • Provide advice or guidance on new initiatives where they have particular expertise or knowledge. <p>All Trustees must adhere to the Code of Conduct.</p>	
Committee(s) (if any)	
Additional expertise available to the charity	
Other commitment(s) (specific roles or responsibilities)	
Time Commitment	
<ul style="list-style-type: none"> • Attend all Board meetings in person or electronically. • Dedicate sufficient time to preparing for meetings, attending away days and board training sessions. • [additional time needed for extra roles identified above] 	

Appendix 11: Trustee self-appraisal form

On a scale of 1 to 5 – with 5 being the highest – please circle how you rate your own performance compared to each expectation. Please comment where you are asked to do so.

Typical expectations of charity trustees		Your self-evaluation
1	Demonstrate belief in and actively advocate for the objects of the charity.	1 2 3 4 5
2	Work cooperatively with fellow trustees to fulfil the obligations of trusteeship articulated in the job description and prevailing regulations.	1 2 3 4 5
3	Act in ways that contribute to the effective operation of the Board of Trustees, including but not limited to: focus on what's good for the organisation not your personal opinion or agenda, and support Board decisions once made.	1 2 3 4 5
4	Prepare for, and regularly attend and participate in, Board meetings.	1 2 3 4 5
5	Serve on a committee; prepare for and regularly attend and participate in committee meetings.	1 2 3 4 5
6	Participate in organisational activities, such as fundraising events, and activities which raise the Association's profile.	1 2 3 4 5
7	Help to identify and cultivate relationships to support the charity, such as with donors, volunteers, etc.	1 2 3 4 5
8	Use your personal and professional contacts, lived experience and expertise for the benefit of the organisation.	1 2 3 4 5
9	Inform the Board of any potential conflicts of interest that you may have, whether real or perceived, and abide by the decision of the Board related to this situation.	1 2 3 4 5

Reflection

What are you most proud of that the Board of Trustees accomplished last year?
What is the most important thing that you think the Board of Trustees should work on this year?
What are you most proud of about your work as a Trustee last year?
What is your personal goal as a Trustee for this year?