

# Terms of Reference

## Board of Trustees

### 1.0 Purpose

The Board of Trustees will oversee the business and assets of the Infection Prevention Society (IPS) and act in accordance with the IPS governing document – the Articles of Association filed at Companies House and the Charity Commission and the IPS Regulations.

### 2.0 Main functions of the IPS Board of Trustees

- 2.1 To establish, maintain and review vision, mission and values to ensure charitable needs and obligations of IPS are met
- 2.2 Develop the strategic direction of IPS and review and approve annual and strategic plans
- 2.3 Assure systems are in place to support implementation of the overall IPS strategic plans
- 2.4 Monitor performance of the society against key indicators in strategic plans
- 2.5 Assure compliance with the law and accountability to members through the adoption and monitoring of appropriate policies
- 2.6 Maintain fiscal oversight by approving annual financial statement, budget monitoring and risk identification in the best interests of the Society
- 2.7 Assure the Board itself performs effectively and contains the people with the skills and experience it needs
- 2.8 Provides for the recruitment, induction and development of new trustees

### 3.0 Appointment of Trustees

- 3.1 The appointment of trustees will be the responsibility of a Nominations Committee made up of trustees.

### 4.0 Meetings

- 4.1 The Board of Trustees will meet a minimum of four times a year; these meetings are anticipated to be held virtually by video conferencing but may from time to time be held face to face. Trustees are expected to attend the Annual General Meeting held virtually in the Autumn each year.
- 4.2 Reasonable expenses incurred as a result of fulfilling the requirements of the role will be reimbursed as per the IPS Expenses SOP and role profiles. No financial remuneration will be paid in relation to any IPS voluntary role in line with Charity Commission guidelines.
- 4.3 Administrative support will be provided by the IPS staff team.

## **5.0 Quorum**

5.1 The quorum necessary for the transaction of business is 1/3 of the trustees.

5.2 Questions arising at any of the Trustees' meeting are decided by the majority of votes.

5.3 In the case of an equal number of the votes, the chair of the meeting has a second or casting vote.

## **6.0 Minutes**

6.1 A record of the attendees of the Trustees meeting along with any decisions made at the meetings should be made in the form of minutes and held by the society.

6.2 The minutes are required to be signed off by the chair at the end of the meeting or at the next succeeding meeting.

## **7.0 Declaration of Trustees Interests**

7.1 A trustee must declare the nature and extent of any interest, direct or indirect which he/she has in a proposed transaction or arrangement with the IPS or in any transaction or arrangement entered into by the IPS which has not previously been declared.

7.2 A Trustee must absent themselves from any discussions of the Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the IPS and any personal interest (including but not limited to any personal financial interest).

## **8.0 Conflicts of interest**

A trustee is required to declare any conflicts of interest prior to each meeting. Where applicable the trustee must not vote on a matter where a direct or indirect conflict of interest has been identified. Refer to Code of Practice for Declaration of Interest.