



Board Meetings

Terms of Reference

1. Authority of the Board

Trustees exercise the authority of a Board of Trustees under charitable law.

The Board reserves to itself the power of decision, approval, or agreement over certain matters which are summarised below:

- Statutory obligations.
- Structure of the organisation
- Strategy and Management
- Financial reporting and control.
- Litigation, arbitration, and mediation.
- Remuneration and benefits.
- Appointment of Trustees, Chair, Vice Chair and CEO.
- General corporate governance matters, including systems of internal control.
- Business Risk
- Health and Safety

2. Purpose

The Board of Trustees is NEBOSH's governing body. The Board, led by the NEBOSH Chair, agrees NEBOSH's strategy, and ensures its implementation through a governance framework that reviews the performance of the organisation ensuring that strategies and charitable objectives are achieved.

3. Responsibilities

1. Work with the Chief Executive to develop the mission, vision and strategic direction.
2. Maintain proper fiscal oversight
3. Approve the Annual Business Plan and monitor its delivery
4. Approve the Annual Budget and monitor performance through regular reports and reforecasts during the business cycle, ensuring any corrective action is taken where necessary
5. Receive and Approve the Annual Report and Charity Commission Return and ensure these are filed with the appropriate regulatory bodies
6. Set out the Delegated Authorities for the organisation and conduct regular reviews to ensure these remain appropriate and support achievement of the strategic intent.
7. Monitor the work of each sub-committee and ensures they fulfil their responsibilities
8. Ensure compliance with the governing document
9. Ensure accountability and compliance with the law
10. Provide support to the Chief Executive and Senior Management Team
11. Conduct an Annual Board Evaluation which reviews its performance, its constitution, and terms of reference to ensure it is operating at maximum effectiveness and discusses any changes which might be needed.

4. Membership

The Board shall comprise the Chair and up to nine other Independent Trustees (one of whom will serve as Vice Chair).

Only members of the Board have the right to attend Board meetings. However, other individuals such as the Chief Executive, and members of the senior leadership team will be invited to attend meetings of the Board on a regular basis. All Directors can attend the meetings and other non-members may be invited to attend for all or part of the meeting as and when necessary. In addition, the Board may invite other persons to attend where there is a need for their specialist input to discussions. Such other persons shall have no voting rights

The quorum necessary for the transaction of the business of the Trustees shall be three Trustees including the Chair or Voice Chair.

Where the meeting is not quorate it will proceed on an ad-hoc basis, however decisions must then be ratified either by summoning a further quorate meeting by giving at least 7 days' notice (this may be by means of a telephone conference) or by a resolution signed by all Trustees.

1. Chair and Servicing Officer

The Board of Trustees shall appoint the Chair. but if they are not present, the Vice Chair shall preside, but if they are not present within twenty minutes after the time appointed for the commencement of the meeting the Trustees present shall choose one of their number to be Chair of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

A nominated NEBOSH staff member shall act as servicing officer of the Board and will ensure that the Board receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

2. Decision-making

The Board has authority to make decisions in so far as it is empowered to do so by the Articles of Association and as recorded in these Terms of Reference.

3. Confidentiality

Information provided to and outputted by the Board is to be deemed of a confidential nature and must not, unless agreed by the Chair, be shared outside of the organisation.

4. Frequency of meetings

The Board shall meet at least [four] times a year for quarterly Board meetings, with a dedicated strategic session held annually. Additional meetings may be scheduled if required.

5. Resources (inputs)

See Appendix 1

6. Documentation (outputs)

Trustees are responsible to:

- Companies House.
- Charity Commission.

Agendas and papers will be issued 7 days in advance of the Trustees' meeting. Notes will be taken and kept for the life of the charity. Notes will be circulated within 10 days of the meeting.

7. Standing agenda items

Declarations of Interest
Financial Update (including performance against budget and investment portfolio)
Strategic Risk Register

A list of additional items to be received by the Board is attached at Appendix. This is subject to change as required to meet the needs of the Business.

8. Circulation List

Trustees
Chief Executive
Senior Management Team

Appendix 1 – Items for Approval / Discussion

At each meeting, the following will be reviewed:

- Declarations of Interest
- Progress against Strategy and Business Plan.
- Progress against budget.
- Review of Risk Register
- Performance of Investments
- Report from all Board Committees (if one has been held since the last Board meeting)
- Feedback on the Agenda and Board papers

Item	Requirement	Deadline
Draft Budget	Approval	March
Annual Pay Rise	Approval	March
Annual Bonus Scheme	Approval	March
Reserves Policy	Approval	March
Annual Business Plan	Approval	March
Business Continuity Arrangements	Discussion	April
Review of the Structure, size and Composition of the Board and Committees	Discussion / Recruitment Actions Agreed if applicable.	April
Annual Bonus Payment	Approval	June
HSE Annual Plan	Approval	June
Risk Management Policy	Approval	September
Investments Review with CCLA	Discussion	June
Reforecast Budget	Approval	September
Strategy Report	Approval	September
Draft Business Plan	Discussion	December
Charity Commission Return	Approval	December
Review of Environmental Factors	Discussion	Planning Day
Strategy Review	Discussion	Planning Day
Board Evaluation Questionnaire	Discussion / Actions agreed	Planning Day
Review of information provided to the Board	Discussion / Actions Agreed	Planning Day
Appraisal of Chair	Discussion	Planning Day
Scheme of Delegation and Matters Reserved for the Board	Discussion	Planning Day
Vice Chair appointment/re-appointment	Approval	Resolution when required (Sept)
Chair appointment/re-appointment	Approval	Resolution when required (Sept)
Trustee Appointments/Re-appointments	Approval	Resolution when required (Sept)
Annual Report and Financial Statements	Approval	Annual Resolution (Sept)
Appointment /Re-appointment of External Auditors	Approval	Annual Resolution (Dec)
Remuneration of the External Auditors	Approval	Annual Resolution (Dec)

Please note that these terms of reference should be reviewed alongside the Matters Reserved for the Board to ensure that any business not listed above is approved via the correct reporting requirements and taken to the Board if necessary.