



ROLE PROFILE:

MEMBER - BOARD OF TRUSTEES

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### **Constitutional Position**

The Institute's Rules state that the Board shall consist of:

**Officers:**

- Chair (the President), appointed from among the Trustees
- 2 Vice Chairs (Vice Presidents), appointed from among the Trustees

**Membership:**

- Up to 11 Trustees who are members of the Institute
- 2 or more Independent (lay) Trustees

Trustees shall hold office for up to three years from the date of the Annual General Meeting following the date of appointment and shall be eligible for re-appointment for one further term.

### **Main Duties and Responsibilities**

#### ***1) Trustee of a Charitable Body***

Trustees are responsible for the overall governance of the Institute as set out in the Chartered Banker Institute's Institute's Royal Charter, Rules and Regulations, and the Board of Trustees Terms of Reference. As trustees of a charitable body, Board members are also responsible for ensuring the Institute's activities are compatible with its charitable aims and objectives, and that the Institute complies with relevant legislative and regulatory requirements.

Trustees' detailed responsibilities in this respect include:

- Ensuring the effective and efficient administration of the Institute and its resources;
- Considering and approving the Annual Report and Accounts;
- Maintaining sound financial management of the Institute's resources, ensuring expenditure is in line with the Institute's aims and objectives, and that investment activities meet accepted standards and policies;
- Taking appropriate professional advice in all matters where there may be a material risk to the Institute, or where Trustees may be in breach of their duties, to ensure that the duty of care has been exercised;
- Ensuring the good governance of the Institute; Ensuring an appropriate public interest focus to the Institute's activities is maintained;
- Considering and approving the recommendations of the Nominations Committee concerning those individuals thought worthy of election to Fellowship; and
- Taking account of the views of the Membership Forum to ensure that the membership is represented and that members' views are appropriately reflected in the direction and activities of the institute.
- Taking account of the views and advice of other Institute committees, as appropriate.

Trustees must meet the requirements of Sections 69-70 of The Charities and Trustee Investment (Scotland) Act 2005.

#### ***2) Institute's Strategic Direction***

Trustees are responsible for the overall strategic direction of the Institute. Trustees' detailed responsibilities in this regard include:

- Developing, directing and monitoring plans for the strategic direction of the Institute in conjunction with the Chief Executive;
- Approving annual business plans and budgets prepared by the Chief Executive;

## ROLE PROFILE: MEMBER - BOARD OF TRUSTEES

- Monitoring business performance, financial performance, the Institute's activities and operations and the implementation of the Institute's strategy on a regular basis, and receiving regular reports from the Chief Executive on these matters;
- Advising the Chief Executive on the Institute's activities and operations;
- Dealing with matters relating to the finances of the Institute, except those matters reserved to the Audit Committee; and
- Making decisions, advising or monitoring on other matters as agreed by the Board or proposed by the Chief Executive from time to time. This may include the creation of ad-hoc working parties to assist the Chief Executive where required.

### **3) Representing and Promoting the Institute**

Together with the Chief Executive, Trustees are expected to:

- Attend and, where relevant, speak at Institute events (although this will usually be the responsibility of the Chair and Vice Chairs);
- Working with the Membership Forum to promote the aims and objectives of the Institute, and the importance of banking education, to governments and regulators in the UK and overseas; and
- Working with the Membership Forum to promote Institute membership and qualifications within their own organization and, where appropriate, within the banking sector in general.

### **4) Board Committees**

It is anticipated that Trustees will be asked to serve on one or more of the following committees:

- Audit and Risk Committee
- Education Standards Committee
- Nominations Committee
- Remuneration Committee
- Learning and Development Advisory Board
- Chartered Banker 2025 Foundation Committee

## Skills and Experience

All Trustees shall be recruited by open selection on the basis of expertise, experience and skills. All Trustees shall be recruited by open selection on the basis of expertise, experience and skills. The recruitment process shall be overseen by the Nominations Committee, in consultation with the Membership Committee, which will propose Institute members possessing the expertise, experience and skills required, subject to Nominations Committee approval. The Nominations Committee will publish its recommendations for appointment to the Board of Trustees in advance of the Annual General Meeting, and all appointments shall be approved by the Annual General Meeting.

The skills and experience required is set out in a Skills Matrix developed and updated by the Nominations Committee. In brief, Trustees will be expected to demonstrate:

Strong leadership skills;

- The highest standards of integrity, ethics and professionalism;
- Excellent interpersonal and communication skills; and
- Good knowledge of and interest in professional training and development issues, and of banking education issues in particular.

## **ROLE PROFILE: MEMBER - BOARD OF TRUSTEES**

### **Time Commitment**

Trustees should be willing and able to commit such time to the role as is necessary to fulfil their duties effectively. It is anticipated that the time commitment will require the equivalent of up to 8 working days for Trustees and 12 working days for Office Bearers over the course of a year in terms of preparing for and attending meetings and events.

The Board shall hold regular Board meetings at least four times per year, of three hours duration. Trustees are expected to attend meetings in person, at the Institute's Edinburgh or London offices, with video-conference facilities provided where this is not possible.

Committees usually meet up to four times per year. The Board and/or committees may transact business of a regular nature and between scheduled meetings via video-conference, teleconference or e-mail as required.

Trustees are expected to attend the Board meetings, the Institute's Annual General Meeting, and meetings of any committees of which they are a member. Trustees are also expected to attend, where possible, key Institute events such as Young Banker of the Year. These will often take place in the evening.

If Trustees feel they are unable to continue to commit the time required to fulfil their duties effectively, it is anticipated they will resign from the Board.

### **Avoiding Conflicts of Interest**

Trustees are expected to uphold the fiduciary duty invested in the position, undertaking their duties in a way that adds to public confidence and trust in the Institute. A key part of this is avoiding any actual or perceived conflicts of interest that may arise either from work and/or personal activities.

Where a conflict of interest may arise, Trustees are expected to bring this to the attention of the Chair as soon as is practicable, and to determine a course of action to eliminate or mitigate the conflict with the Chair's approval

### **Expenses**

Trustees will be reimbursed for reasonable expenses incurred in their role as a Trustee, in line with the Institute's expenses policy. Trustees are reminded that, as a charity, the Institute seeks to keep expenditure to a minimum and Trustees are expected to set an example in this regard.

December 2019