

Board Matters

The business of MCS is managed by the Board of Trustees ('the Board'). The objects and powers of the Charity and the Board are set out in the governing document, the Articles of Association and define and limit what Trustees may do.

Board Meetings

MCS, if requested by the Chair or any three Trustees, must summon a meeting of the Board. Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants. Notice of a Board Meeting need not be given to any Trustee who is out of the United Kingdom.

The Board meets a minimum of four times a year and consists of not fewer than three and no more than fourteen persons elected by members of MCS; and not more than 5 additional individuals co-opted at any time by the Board. A 12-month meeting programme is set at the last Board Meeting of the year for the year ahead.

An extraordinary general meeting must also be called if not less than ten per cent of the members of MCS request it in writing.

The quorum necessary for business to be done at a Board meeting may be fixed by the Board but shall never be less than three. A Trustee shall not be counted in the quorum at a meeting in relation to a resolution on which he is not entitled to vote.

Apologies for non-attendance of Board meetings should be sent to the Chair, the Chief Executive and the Executive Support Officer. Any Trustee unable to attend three consecutive Board meetings may be asked to consider their position on the Board.

Trustees should advise the Chair of any items they wish to see included on a Board meeting agenda in good time, including items to be raised under Any Other Business.

The Board may meet, adjourn and run its meetings as it wishes, subject to the Articles of Association. Questions arising at any meeting must be decided by a majority of votes. Every Trustee has one vote including the Chair. If the votes are equal, the Chair has a second or casting vote.

Trustees should accept that MCS makes decisions by a collective process within the Board and to respect and implement those decisions even where they do not reflect the individual's views.

The Board must keep accurate minutes as a record of:

- all appointments of officers by the Board
- the names of the Trustees present at each of its meetings and of any committee of the Board
- all resolutions and proceedings at all meetings of:
 - a. MCS
 - b. The Board
 - c. Committees of the Board

Annual General Meeting

MCS shall hold an annual general meeting in addition to any other general meeting in every calendar year. Business may be transacted at the meeting only if a quorum of members is present in person or by proxy when the meeting begins to deal with its business. A quorum is 25.

Board Papers

Papers are presented to the Board either for decision or for information. Papers for Board meetings are circulated one week prior, and trustees are expected to review the information in order to be ready for discussion if necessary during the meeting. Trustees are encouraged to contribute to debate at Board meetings and to arrive at a consensus view. Voting on an issue is a rare occurrence although strong dissent with a majority is always recorded in the Minutes.

Committees

In accordance with the Articles of Association, the Board of Trustees may delegate the administration of any of its powers to individual Trustees or committees of Trustees. Committee Chairs and members are appointed by the Board and membership will normally comprise three to four Trustees.

Committees are authorised to seek and commission external professional advice to fulfil their responsibilities to the Board, and may co-opt external stakeholders as temporary members of the Committee if appropriate. All acts and proceedings of the committee or Trustees are reported to the Board as appropriate.

Meetings of Committees

Committees meet three to four times per year in advance of Board meetings. They may convene at other times, as necessary, to discuss any important or time critical issues that may arise in relation to the delivery of MCS' strategy.

Minutes of Committee and Board Meetings

Board and Committee minutes will accurately reflect the decision-making process including key arguments in favour and against any proposal.

Board meeting minutes will initially be drafted by a note taker to the Board and will be submitted simultaneously to the Chair, the CEO and the Director of Finance & Resources for initial review, unless otherwise agreed by the Chair and the CEO. Following that review, the minutes will be sent to the whole Board.

Committee minutes will be agreed by the Chair and the relevant Director before being sent to the rest of the Committee.

Minutes of all meetings, once approved, will be passed to the Company Secretary for the record and for safekeeping. Dates of meetings, agenda, minutes and progress reviews will be made available to the Board.

Payment of reasonable expenses to Trustees

The Trustees may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of MCS but shall not be paid any other remuneration except as permitted by law or by the Articles of Association.

Term of Office

No Trustee may serve for a period of more than two terms of three years, unless on the recommendation of the Board the Trustee is elected for a further consecutive term of one year.

Communications

Trustee communications with MCS staff are encouraged and should first be discussed with the Chief Executive. The Chief Executive is then to be copied in all Trustee/Staff correspondence unless the Chief Executive deems this unnecessary.

Should a Trustee wish to raise an issue which is not currently in the strategy or on the business agenda it should be raised first with the Chair. A Trustee may raise a matter of any Notified Business to be discussed at a Board Meeting with agreement with the Chair provided that 24 hours' prior notice is given.

Media

Any contact from the media, whether national or local, must be referred, before response, to the Chief Executive or Director of Engagement & Communications for a considered response. Whilst the Chair is the main spokesperson for the Board, where appropriate the Trustee concerned will be fully briefed in order to handle the matter themselves; alternatively, the matter will be taken forward by the executive.

Roles

To manage successfully, it is essential that Trustees and Senior Managers work together as an effective team. This requires a clear understanding of their respective roles.

Trustees (acting as a Board)

- To ensure that MCS complies with its governing document (articles of association), charity law, company law and any relevant legislation or regulations
- To ensure that MCS pursues and acts within its objects as defined in its governing document
- To ensure that MCS applies its resources exclusively in pursuance of its objects i.e. the charity must not pursue or spend money on activities which are not included in its own objects, no matter how worthwhile or charitable those activities are
- To contribute actively to the board of Trustees' role in giving firm strategic direction to MCS, setting overall policy, defining goals and setting targets and evaluating performance against agreed targets
- To appoint and monitor the performance of the Chief Executive and ensure that they may and do manage MCS effectively (note that it is NOT the role of the Directors/Trustees to manage MCS)
- To appoint suitable persons with an appropriate balance of skills to the Board
- To appoint the Chair and Vice Chair (if applicable) of the Board and determine a committee structure including membership and delegated powers
- To account to the Charity Commission, partners, funders and the general public on MCS's achievements of its aims and objectives
- To safeguard the good name and ethos of MCS
- To ensure the effective and efficient administration, and the financial stability, of MCS
- To protect and manage the property of the charity and to ensure the proper investment of the charity's funds
- To observe their duties as a Director of the charity under the Companies Act 2006
- To use any specific skills, knowledge or experience they have to help the board of Trustees reach sound decisions. This may involve scrutinising board papers, leading discussions, focusing on key issues, representing the charity at functions and events, and providing advice and guidance on new initiatives or issues in which the Trustee has specific expertise

Chair

- To provide leadership to the Board and to ensure that Trustees fulfil their duties and responsibilities for the proper governance of the charity
- To act as an enthusiastic ambassador and public face of MCS in partnership with the CEO
- To support, and where appropriate, to challenge the Chief Executive and to ensure that the Board as a whole works in partnership with the executive team

Vice-Chair

- To support the Chair in providing guidance, support and challenge to the Chief Executive on strategy delivery and other operational matters
- To deputise for the Chair as an ambassador and public face of MCS as required.

Chief Executive

- To lead the activities of MCS across the UK to achieve its vision of seas full of life
- To represent MCS externally with a wide range of audiences, building partnerships with national and regional government, NGOs, industry, donors, and corporate partners
- To maintain a clear focus of delivery of MCS's strategy to deliver maximum impact towards its mission, and aligning organisational structure, resources and activities to best support this strategy

Chief Executive & Senior Managers

- To individually manage their own specific areas of responsibility
- To provide leadership to MCS as a Senior Management Team
- To attend Board meetings, and while not entitled to vote to otherwise play a full part in the deliberations of the meetings as if they were Board members, except in relation to such parts of a Board meeting which the Chair decides are private
- To operate within the policies, business plans and budgets laid down by the Board
- To provide timely management reports to the Board and keep the Chair briefed on appropriate matters

Matters Reserved for the Board of Trustees

The Board of Trustees is the governing body of a charity and it holds the ultimate power and responsibility. Where day-to-day management and operations are delegated to staff or committees, the Board remains ultimately responsible, and there are a number of matters which are required to be or, in the interests of the company, should only be decided by the Board of Trustees as a whole.

Matters reserved for Board:

- Determining the charity's mission and objectives
- Developing and agreeing the charity's strategic plan
- Agreeing the charity's key policies
- Agreeing the budget and monitoring performance
- Reviewing and approving the annual report and accounts
- Setting budgets or limits, reporting requirements and the scope of delegation to committees, officers or individual Trustees or staff and advisors and contractors
- Provide the ultimate authority on investment matters
- The election of its Chair and Vice Chair
- The appointment of new members of the Board and reviewing annually the performance of the Board of Trustees
- The appointment of Chairs and membership of Committees
- The appointment of independent auditors and honorary offices such as the President, Vice President and Patrons
- Appointing the Chief Executive and supporting the Chief Executive in the appointment of other members of the senior management team and annually reviewing their salary and other benefits and performance

- Responding to reports of serious complaints, misconduct, offences, breaches of statutory or regulatory duties or major financial loss.
- Approving the filing of any serious incident reports with the Charity Commission or the Information Commissioner.

Trustees Code of Conduct

This code of conduct provides trustees with guidelines as to the standards and behaviour that Marine Conservation Society (MCS) expects from the board of trustees (individually and collectively) when acting on behalf of, or representing, the charity.

This code of conduct should be read in conjunction with:

- any role descriptions for trustees;
- MCS governing document (Articles of Association);
- MCS Trustees' Handbook;
- MCS policy and procedures covering conflicts of interest, anti-money laundering and anti-bribery, the declaration, acceptance and refusal of gifts and hospitality;
- MCS mission, vision and values; and
- the Charity Governance Code.

Why we have a code of conduct

The board of Marine Conservation Society has ultimate responsibility for all actions carried out by staff, committees and volunteers throughout the charity's activities. This responsibility includes the stewardship of charitable resources and the provision of services and/or activities to the community.

The board of trustees is therefore determined to ensure the organisation inspires confidence and trust amongst its members, staff, partners, supporters, funders and suppliers by demonstrating integrity and avoiding any potential or real situations of undue bias or influence in the decision making of the charity and in dealings with staff and volunteers.

The governing document of MCS makes provision for the appointment of trustees, practice and procedure of trustee decision making, tenure of office and ultimately the removal of trustees. This code of conduct complements the governing document.

Appointment and tenure

The board of trustees comprises appointed individuals. The term of office for individual trustees is three years, after which period the trustee may be able to stand for re-election to a limit of six years, unless on the recommendation of the Board the Trustee is elected for a further consecutive term of one year. A trustee must not be disqualified from acting as such in order to stand for election or appointment.

The board of trustees should represent the interests of all the charity's members. The trustee owes their duty to the charity and not to any individual, organisation or constituency that appointed them.

Induction and training

In order for trustees to be effective in performing their legal duties and responsibilities, it is essential that individual trustees, and the board as a whole, are aware of the nature of the work of the charity and its operating environment, including the roles of staff and volunteers. In order to prepare and support trustees, MCS will provide a comprehensive induction and ongoing development opportunities.

Trustees are expected to attend induction and training programmes, given reasonable notice, in line with any individual or collective requirements identified by the trustee or the periodic board performance appraisal.

MCS operates a buddying/mentoring system whereby existing trustees are paired with newly appointed trustees to develop a swift understanding of the more informal aspects of the work of the board. Further information on the buddying/ mentoring system will be provided by the charity secretary upon induction.

The board of trustees, collectively and/or individually, is expected to undertake a performance appraisal exercise to assess the skills set and competencies available to the charity and to identify areas for future development and training. This process will be led by the chair.

Role and function of trustees

Trustees must act in accordance with the law and regulations affecting their charity, and must have regard to their legal duties, namely:

- ensure they are eligible to serve as a trustee;
- ensure that the charity is carrying out its purposes for the public benefit;
- comply with the charity's governing document and the law;
- act in the charity's best interests;
- manage the charity's resources responsibly; and
- act with reasonable care and skill.

The charity will provide trustees with guidance outlining their specific role and responsibilities. In fulfilling their general roles and responsibilities individual trustees must:

- adhere to the charity's rules and policies, including the governing document, any standing orders and bye-laws, and support its charitable objects;
- act in the best interests of the charity at all times, taking professional advice where necessary;
- contribute to the work of the board of trustees in order for it to fulfil its role and functions as defined in the governing document and legislation;
- recognise that their role is a collective one and that any task or function delegated to an individual trustee or trustee committee does not relieve the other trustees of the responsibility for that task or function; and
- support and assist the chief executive, where applicable.

Conflicts of interest

The board of trustees has a legal obligation to act in the best interests of MCS, and in accordance with the charity's governing document, and to avoid situations where there may be a potential, real or perceived conflict of interest.

Trustees should not exert any influence to garner any preferential treatment for themselves or their family, or other connected persons or organisations. Trustees should be aware of, and act in accordance with, MCS policy and procedures on identifying and managing conflicts of interest.

Upon appointment, and at least annually, trustees are required to complete a declaration of interest form. This document must be updated when a material change occurs. A register of interests will be maintained by the Executive Support Officer and will be made available to the public, in line with the charity's conflicts of interest policy.

Failure by a trustee to declare an interest, real or perceived, could result in the complaints process being instigated by the charity. Depending on the circumstances and severity of the conflict, this may result in the trustee being removed from office in accordance with the charity's governing document.

Standards of conduct

Trustees are required to adhere to the highest standards of conduct in the performance of their duties. This code of conduct respects and endorses the seven principles of public life promulgated by the Nolan Committee and all trustees are expected to perform their duties in accordance with them. The seven principles are:

- selflessness;
- integrity;
- objectivity;
- accountability;
- openness;
- honesty; and
- leadership.

In addition, the charity requires trustees to perform their duties in accordance with the vision, mission and values of the organisation. Trustees are encouraged to:

- value fellow trustees, even when there are differences in opinion;
- adhere to the charity's meeting etiquette;
- treat the charity's directors, other employees, volunteers and fellow trustees with respect and in accordance with the charity's policies;
- be mindful of conduct which could be deemed to be unfair or discriminatory; and
- conduct themselves in a manner which reflects positively on the charity when attending external meetings or any other events.

All trustees are expected to understand, agree and promote the charity's equal opportunities policy in every area of their work. The board's activities should not prejudice any part of the community on the grounds of age, disability, gender, gender reassignment, pregnancy and maternity, race, nationality, religion or belief, or sexual orientation (Section 149 of the Equality Act 2010). Any actual or perceived prejudicial action, views or comments shall be investigated and dealt with in line with the complaints procedure and could result in the trustee being removed from office

Stakeholder engagement

Trustees are accountable to a range of interested parties for their actions and as such, decision making and governance issues should be as transparent as possible, except for when confidentiality is required or there is likely to be a breach of the charity's data protection policy.

Trustees are accountable to the membership. In order to demonstrate their accountability to the charity's wider community and the Charity Commission, trustees are encouraged to attend events and provide opportunities to meet, talk and listen to the members and the public, in order to best understand their views and concerns.

Trustees should be fully aware of their representative functions and should not become personally involved in those operational matters that should rightly be handled by the appropriate member of staff or other designated person as detailed in the charity's policy. Trustees are advised to act as a conduit for forwarding public comments and concerns to the appropriate staff member when presented with a complaint from a member, volunteer or the general public.

Visiting the charity

In fulfilling their core duties and responsibilities, trustees will be expected to visit charity property. For activities other than attending board or committee meetings or member events organised by the charity,

trustees are requested to follow the procedure below:

- for group visits, arrangements will be discussed and agreed between the chair and Executive Support Officer, in liaison with appropriate staff.
- for individual visits, the trustee should speak directly to the Executive Support Officer.

The charity will make every effort to accommodate the request of the trustee, but may not always be able to agree to specific dates, times or site visits.

Personal visits to the charity, or volunteer activity or participation in fundraising events that is not related to the trustee role is not covered by this procedure but trustees must abide by the rules of the event.

Expenses

The position of trustee is unremunerated, though reasonable out-of-pocket expenses are paid. Please refer to MCS policy on trustee expenses and how to claim for reimbursement for costs incurred on behalf of the charity.

Further information about expenses can be gained by speaking directly to the Executive Support Officer.

Trustees must not receive any financial or non-financial benefit that is not explicitly authorised by the governing document or the Charity Commission.

Meetings

Trustees have a responsibility to attend meetings of the board. When this is not possible they should submit an apology to the Chair and Executive Support Officer in advance of the meeting. Trustees are expected to attend for the duration of each meeting.

Repeated absence from the board of trustee meetings without good reason established to the satisfaction of the board could result in the individual trustee being removed from office, in accordance with the governing document.

Non-attendance of three consecutive board meetings will result in the trustee being deemed to have resigned their position, unless the grounds for absence are regarded as satisfactory by the board of trustees. An appeals process is available for those trustees wishing to argue against their removal.

If a trustee wants to submit an item for inclusion in the board's agenda, they should forward their request to the Executive Support Officer at least 14 working days before the meeting. Late items of an urgent nature may be added to the list of any other business, at the discretion of the chair, in discussion with the Executive Support Officer.

Meetings of the board shall be held in private. The board of trustees may decide to invite named staff and other individuals to all or part of a meeting to discuss a particular item. All due consideration will be given to ensure that any confidential or sensitive items remain as such. Such invitations will be agreed by the chair and facilitated by the Executive Support Officer.

Mediation

A mediation process is available to the board, and individual trustees, for use when there has been a breakdown of communication or trust between the trustees and charity management. Further information should be requested from the chair or the Executive Support Officer.

Before the mediation process is instigated, the Chair and complainant should have met in an attempt to resolve the matter.

Confidentiality

All trustees are required to respect the confidentiality of the information to which they are exposed as a result of their membership of the board of trustees. All trustees, when dealing with difficult and confidential issues, are required to act with discretion and care in the performance of their role.

Trustees should only speak to the media with the express permission of the Chair and Chief Executive. In situations concerning potential whistleblowing matters, trustees are encouraged to adhere to the charity's whistleblowing policy to resolve the matter, in the first instance.

Any allegations of breaches of confidentiality will be investigated under the complaints policy and could result in the removal of any trustee involved in such a breach, in accordance with the governing document.

Ceasing to be a trustee

Trustees must continue to comply with the qualifications required to hold a trustee position throughout their period of tenure, as defined in the willingness to serve declaration. Any changes that would render the trustee ineligible to serve must be forwarded to the Executive Support Officer.

Failure to attend three consecutive meetings will result in the trustee being deemed to have resigned their position unless the grounds for absence are deemed to be satisfactory by the board of trustees. An appeals process is available for trustees wishing to challenge such decisions.

Trustees may resign their office ahead of their three-year tenure by writing to the Chair. Depending on the reasons and circumstances of the resignation, the chair may decide to formally record those particulars in the minutes of the next board meeting.

The confidentiality requirements referred to above continue to apply after the trustee leaves office.

Code non-compliance

In addition to this code of conduct, a complaints policy operates to cover allegations made against trustees that appear to breach the spirit of the code or specific conditions of service.

Non-compliance with the code of conduct may result in action being taken as follows:

- Where misconduct takes place, the Chair may be authorised to take such action as may be immediately required, including the exclusion of the person concerned from a meeting.
- Where such misconduct is alleged, it shall be open to the board of trustees to decide, by simple majority of those in attendance, whether to lay a formal charge of misconduct. In such instances it will be the responsibility of the board to:
 - inform the trustee in writing of the nature of the allegation of the breach, detailing the specific action or behaviour considered to be detrimental to the charity, and inviting and considering their response within a defined timescale;
 - inviting the trustee to address the board in person if the matter cannot be resolved satisfactorily through correspondence;
 - deciding, by simple majority of those present and voting, whether to uphold the charge of the breach and conduct detrimental to the charity; and
 - impose such sanctions as shall be deemed appropriate. Sanctions will range from the issuing of a written warning as to the trustee's future conduct and consequences, to the removal of the trustee from office.
- Where the board cannot agree on a course of action in a situation that is deemed detrimental to the charity, the charity has the power to remove the trustee.

Further information regarding any aspects of this code of conduct can be requested from the Executive Support Officer.

Further details on the role of a charity trustee, and recommended practice for effective governance, can be found in the [Charity Governance Code](#), which is essential reading for all those with responsibility for leading a charity and should be read alongside [The Essential Trustee \(CC3\): what you need to know, what you need to do](#).

Trustee Induction Programme

Trustees should receive an appropriately resourced induction when they join the Board, including meetings with senior management and other senior staff as appropriate, and sufficient induction material to allow them to understand their charitable purposes, financial position and current issues.

- Introduction to and chance to meet individually with other members of the Board;
- Introduction to the charity's affairs and finances by the CEO and Company Secretary/Director of Finance & Resources;
- Introduction to Directors, Heads of departments and other key staff;
- Opportunity to visit the area locations of the organisation;
- Opportunity to get involved in events and courses to understand fully the work of MCS;
- Ongoing and comprehensive support from the CEO and other senior managers as required.
- Induction material should always include the charity's key documents accompanied by an explanation of their purpose and effect, to help the new trustee gain an understanding of the charity's financial position and an awareness of any resource issues it is facing.

Documents for information

- Welcome email
- Trustee Handbook
- Trustee Code of Conduct (via Handbook)
- Articles of Association (via Handbook)
- Strategy & Business Plan
- Organogram (via handbook)
- Annual Report and Accounts
- Budget
- Latest financial report
- Minutes of last two Board meetings
- Schedule of Board meetings
- Trustee Contact List (via Handbook)
- Magazine
- [Charity Commission 'Responsibilities of Charity Trustees \(CC3\)'](#) (via Handbook)
- [Charity Governance code](#)

Documents for completion

- Trustee Profile
- Trustee Eligibility Declaration
- Trustee Biography (with photo) for website
- Conflict of Interest Guidance
- Fit & Proper Person Declaration
- Barclays Personal Details Form (for bank account)

Training

Trustees may wish to consider:

- individual training courses
- away days for the whole trustee board, with or without staff
- briefings or workshops as part of trustee meetings
- visiting other charities which carry out similar work

