

Role and Operation of the Board of Trustees



1. The Woodland Trust's Board of Trustees ensures the charity is fulfilling its purposes for the public benefit and making the best use of available resources. The Board's responsibilities include:
 - 1.1. Strategic leadership: Providing strategic direction for the charity and its objectives.
 - 1.2. Strategy and policy approval: Agreeing on strategies, activities, policies, and resource allocation for delivery.
 - 1.3. Fundraising oversight: Ensuring propriety and effectiveness in fundraising efforts.
 - 1.4. Performance review: Approving key performance measures, budgets, and policies, and evaluating organisational performance against agreed targets.
 - 1.5. Reporting: Overseeing the annual report and review.
 - 1.6. CEO management: Appointing, supervising, and supporting the CEO.
 - 1.7. Brand and reputation: Promoting and safeguarding the organisation's brand and reputation.
 - 1.8. Compliance: Ensuring adherence to statutory and regulatory requirements.
 - 1.9. Risk management: Ensuring appropriate consideration and management of risks.
 - 1.10. Engagement: Enlisting support from a wide range of supporters and stakeholders.

2. Board Composition and Tenure

- 2.1. The Board generally comprises between 10 to 12 trustees, including the Chair of the Board.
- 2.2. The minimum number of trustees is 3 and the maximum number of trustees is 16.
- 2.3. Quorum of the Board of trustees is 3
- 2.4. Trustees are appointed for an initial term of four years and retire at the end of the first Board meeting following the fourth anniversary of their initial appointment with the possibility of re-appointment for a further four-year term. If re-appointed the trustee shall retire at the first Board meeting following the eighth anniversary of the initial appointment. There is a review of trustee engagement after the first year of service.

3. Skills and Expertise

- 3.1. At least two trustees should have experience in financial affairs (though not necessarily an accounting background).

- 3.2. At least two trustees should have backgrounds in conservation management (not necessarily functional expertise but broad conservation policy/strategy awareness and networks).
- 3.3. One trustee should have experience as a CEO or senior director of another charity.

4. Board Meetings

- 4.1. The Board meets four times a year to set policy, agree on strategic direction, and monitor progress.
- 4.2. Two of the Board meetings will be held in the Grantham office and two Board meetings will be held on other locations which combine Board meetings with site visits and strategic discussions.
- 4.3. The Board has three standing committees:
 - i. Finance (also acts as an Audit, Risk and Investment Committee)
 - ii. Remuneration
 - iii. Board Affairs
- 4.4. Members of these committees are drawn from the trustees and the Trust's management team.
- 4.5. Ad hoc working groups (e.g. BAC Chair managing the Nominations Committee set up for trustee recruitment; CRM project Governance delegated to Finance Committee) may be established for specific projects.
- 4.6. Ad hoc work might be delegated by the Board to the committees.

5. Conduct of Meetings

- 5.1. Trustees are expected to read all papers before meetings.
- 5.2. Agenda items are divided into:
 - i. Items for Decision: Require discussion due to the need for further information/explanation or because they are likely to be contentious or have major financial or reputational significance.
 - ii. Items for Discussion: Include open-ended discussions around strategy, review of Trust performance, or new conservation thinking.
 - iii. Items for Information: Such as management accounts, recent acquisitions and disposals below the Acquisition Group threshold, and the CEO's report. These are discussed on a "by exception" basis if trustees wish to ask questions.
- 5.3. Trustees may propose subjects for Board discussion, and the Board considers the agendas annually for the year ahead.
- 5.4. Clear decisions should be taken at the end of each item.
- 5.5. The CEO and Chief Finance Officer attend every meeting, with other executive staff invited as appropriate.

6. Interaction with Staff

- 6.1. Trustees are encouraged to contact management team members or staff outside Board meetings to gain more information about the Trust.
- 6.2. Visits to Grantham and other locations are encouraged to learn more, challenge, and support staff.
- 6.3. Opportunities for engagement between trustees and management are created over events, lunch, or dinner where appropriate.

7. Professional Advice and Concerns

- 7.1. Trustees should raise matters requiring professional advice with the Chair of the Board.
- 7.2. Serious concerns should be raised with the Chair of the Board, and if unresolved, with the Chair of the Board Affairs Committee and the CEO.
- 7.3. Any concerns involving another trustee's conduct or a breach of the trustee code of conduct should be raised with the Chair of the Board of Trustees, or if the Chair of the Board of Trustees is involved, with the Chair of the Board Affairs Committee.