

**The Woodland Trust
Role of the Chair**



The key responsibilities of the Chair of trustees are:

- providing leadership and direction to the Board and enabling the Board to fulfil its responsibilities for the overall governance and strategic direction of the Woodland Trust
- ensuring that the organisation pursues its objects as defined in its governing document and consistent with charity law, company law and other relevant legislation/regulations
- working in partnership with the chief executive (CEO) and senior staff to help them achieve the aims of the organisation and optimise the relationship between the Board of trustees and the staff
- representing the Trust and the Board
- facilitating the Board of trustees in stimulating, excellent, well-rounded and carefully considered strategic decision-making and governance

Main Responsibilities of the Chair

To provide leadership to the Board by:

- chairing Board meetings effectively, and seeking consensus so as to reach clear and agreed decisions as efficiently as possible
- encouraging all trustees to participate and feel free to challenge constructively both the Chair and the CEO
- taking an active role in ensuring an appropriate board meeting schedule and meaningful agendas which reflect the key responsibilities of trustees, and that relevant papers are provided
- ensuring that Board decisions are made in the best, long-term interests of the charity and that the Board takes collective ownership of these decisions
- ensuring that the Board delegates sufficient authority to its committees, the CEO and others to enable the business of the charity to be carried on effectively between meetings of the Board
- overseeing a systematic, open and fair procedure for the recruitment, appointment and co-option of trustees
- recruiting trustees with the skills required to govern the Woodland Trust well, and ensuring that those skills are utilised and the Board has access to relevant external professional advice and expertise
- arranging for all members of the Board to receive appropriate induction, advice, information and training
- ensuring that each trustee receives regular reviews of their performance
- ensuring that trustees act reasonably and always in the best interests of the charity in compliance with the Trust's code of conduct for trustees

To ensure that trustees fulfil their duties and responsibilities for the proper governance of the Woodland Trust by:

- working with the company secretary and the Board Affairs Committee to make sure that trustees meet their legal, regulatory and fiduciary duties described in the *Role of a Trustee* and *Code of Conduct for Trustees*
- overseeing a process by which major risks the charity is exposed to are reviewed regularly and systems established to mitigate these risks without the charity becoming risk averse

- ensuring that the Board and the charity are open to the voices and views of stakeholders

To support and, where appropriate, to challenge the CEO and ensure that the Board as a whole works in partnership with executive staff by:

- creating and managing clear and open processes for the recruitment of and, if necessary, the dismissal of the CEO, and to review the performance of and set the remuneration package for the CEO
- ensuring that the CEO has the opportunity for professional development and has appropriate external professional support
- ensuring that the Board focuses on its governance role and has a clear understanding of the difference between that and the management role
- arranging regular meetings with the CEO and developing a professional relationship with them in which each can speak openly about concerns and challenges
- providing leadership to the CEO to ensure that the Woodland Trust is run in accordance with the decisions of the Board and of its governing documents and that there is clarity about its objectives at all levels
- ensuring the CEO understands his/her crucial responsibility to provide relevant, honest, timely, high-quality information and advice to the Board of trustees
- ensuring that, when necessary, the Chair and trustees challenge the CEO constructively and only in the best interests of the Woodland Trust and as 'critical friends'
- working with the CEO to explain to staff the role of the Board, create an effective channel of communication between the Board and staff, and make staff aware of the Board's appreciation of their successes and hard work

To represent the Trust and Board of Trustees

In consultation with the CEO, to:

- attend and speak at internal meetings such as the staff conference
- represent the Woodland Trust at external meetings with donors, partners and opinion formers