



ROLE AND RESPONSIBILITIES OF TRUSTEES OF THE ORAL HISTORY SOCIETY

Trustees have ultimate responsibility for directing the affairs of the Oral History Society (OHS), a registered charity no. 288805, ensuring that it is solvent, well-run, and delivering the charitable outcomes for the benefit of the public for which it has been set up.

1. Compliance

Trustees must:

(1) Ensure that the OHS complies with charity law and with the requirements of the Charity Commission as regulator; and in particular ensure that OHS prepares reports on what it has achieved and prepares Annual Returns and accounts as required by law.

(2) Ensure that the OHS conforms to the requirements and rules set out in its constitution and governing document and that it remains true to the charitable purpose and objects set out there.

(3) Comply with the requirements of other legislation and other regulators (if any) which govern the activities of the OHS.

(4) Act with integrity, and avoid any personal conflicts of interest or misuse of charity funds or assets.

2. Duty of prudence

Trustees must:

(1) Ensure that the OHS is and will remain solvent.

(2) Use charitable funds and assets reasonably, and only in furtherance of the objects of the OHS.

(3) Avoid undertaking activities that might place the endowment, funds, assets or reputation of the OHS at undue risk.

(4) Take special care when investing the funds of the OHS, or borrowing funds for the OHS to use.

3. Duty of care

Trustees must:

- (1) Use reasonable care and skill in their work as trustees, using their personal skills and experience as needed to ensure that the OHS is well-run and efficient.
- (2) Consider getting external professional advice on all matters where there may be material risk to the OHS, or where the trustees may be in breach of their duties.

4. Powers of trustees

1. The Trustees must manage the business of the Charity and they have the following powers in order to further the objects of the OHS (but not for any other purpose):

- (a) to raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (b) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (c) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- (d) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
- (e) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (f) to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
- (g) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (h) to do all such other lawful things as are necessary for the achievement of the objects.

5. Matters reserved to the Trustees

The Trustees have total responsibility for the conduct of the affairs of the OHS, but delegate functions to sub-committees and to the executive staff. The matters reserved to the Trustees are listed below.

1. Appointment of the Chair, Vice-Chair, Secretary and Treasurer (who together constitute the Officers Group)
2. Appointment of Trustees and Advisors
3. Appointment of sub-committees and approval of their Terms of Reference
4. Approval of strategic plans
5. Approval of expenditure on capital or revenue accounts over £10,000 in excess of the approved annual budget
6. Approval of the Annual Report and Accounts

7. Approval of the annual Budget and the Business Plan
8. Appointment of the Auditors, on the recommendation of the Finance Sub-Committee
9. Supervision of all assets

6. Trustees' meetings

1. The Trustees normally meet four times a year, in addition to the Annual General Meeting (AGM). Trustees consider and approve the Annual Report and Accounts in advance of the AGM, and present them to the OHS membership at the AGM for approval.
2. The quorum of a meeting of the Trustees as set out in the OHS constitution is the number nearest to one third of the total number of Trustees, whichever is the greater or such larger number as may be decided from time to time by the Trustees.

7. Appointment and induction of trustees

1. Trustees are nominated for election at the AGM and elected by a show of hands at the AGM.
2. A Trustee must be a member of the Oral History Society or the nominated representative of an organisation that is a member of the Charity.
3. The Constitution provides that there should be no fewer than three Trustees and not more than twenty-four.
4. Induction of new Trustees should include all necessary documentation: Constitution, corporate governance procedures, minutes of Trustees' meetings, last Annual Report and Accounts, current year's Budget, the business plan, guidance notes on responsibilities of trustees from the Charity Commission (CC3A) and NCVO). New Trustees should also have a meeting with the Chair to discuss their roles and expectations. A mentor from the committee is allocated to each new Trustee.
5. Any trustee who fails to attend a single committee meeting during the year is required to be re-nominated and re-elected at the AGM.

8. Ethical and legal responsibilities for trustees

Potential conflicts of interest

Trustees must declare any personal or business interest that may conflict with their responsibilities as Trustees. A register of interests of Trustees is maintained and includes similar interests of close family members and persons living in the same household as the Trustee. If there is a conflict of interest, Trustees must declare this and may be asked to withdraw from the meeting whilst the discussion takes place, as their presence may influence the judgement of the other Trustees.

Legal Liability

Trustees are legally responsible for the affairs of OHS. Although legal proceedings initiated by a third party are likely to be brought against the Charity, in exceptional cases proceedings (civil, or in certain cases, criminal) may be brought against the Chairman or other Trustees. For example, a Trustee may be personally liable if he or she makes a fraudulent or negligent statement, which results in a loss to a third party. Trustees who misuse information gained by virtue of their position may be liable for breach of confidence under certain laws.

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