

## **Job Title: Trustee**

### **Department: Board of Trustees**

#### **Organisational Background:**

Malaria Consortium is one of the world's leading non-profit organisations dedicated to the comprehensive control of malaria and other communicable diseases in Africa and Southeast Asia. Malaria Consortium works with communities, government and non-government agencies, academic institutions, and local and international organisations, to ensure good evidence supports delivery of effective services, providing technical support for monitoring and evaluation of programmes and activities for evidence-based decision-making and strategic planning. The organisation works to improve not only the health of the individual, but also the capacity of national health systems, which helps relieve poverty and support improved economic prosperity.

#### **Key Responsibilities:**

With other Trustees to hold the charity “in Trust” for current and future beneficiaries by fulfilling the following duties:

- Ensure that the charity has a clear vision, mission and strategy and is focussed on achieving these, by working with other Trustees, the Chief Executive and senior staff;
- Be responsible for the performance of the charity and for its corporate behaviour;
- Ensure that the charity complies with all legal and regulatory requirements;
- Be a guardian of all the charity’s assets, both tangible and intangible, taking all due care over their security, deployment and proper application;
- Ensure that the charity’s governance is of the highest possible standard.

A trustee has a collective responsibility in fulfilling these duties and must not act on their own without having authority of, or being delegated to do so by, the Board.

#### **Duties and Responsibilities of the Board of Trustees:**

At present, a number of current Trustees are reaching the end of their tenure and so, we are looking for a wide range of expertise and experience including governance, audit, international HR, risk, the global healthcare sector and related technical experience.

1. Ensure that the charity has a clear vision, mission and strategy and is focussed on achieving these, by working with the Chief Executive and senior staff to:
  - a) Agree the vision and mission statements and the strategic plan, ensuring that there is a common understanding of these throughout the charity, and that they are reviewed by the Board on a regular basis.

- b) Ensure that the Chief Executive's specific objectives, and the charity's business plan, support the achievement of the vision, mission and strategic priorities.
  - c) Agree effective mechanisms to consider changes in the external environment that may affect the charity's ability to achieve its mission and review these on a regular basis.
2. Be responsible for the performance of the charity and for its corporate behaviour by:
- a) Agreeing Board policies and agreeing and overseeing a method for objectively measuring performance and progress of the charity towards achievement of its vision, mission, strategic objectives, business plans, and annual targets.
  - b) Ensuring that the fundamental values and guiding principles of the charity are articulated and reflected throughout the charity as well as individually by each Trustee.
  - c) Appointing the Chief Executive, setting terms and conditions and ensuring that the charity invests in the Chief Executive's on-going professional development. Ensuring that the Chief Executive receives regular, constructive feedback on personal performance in managing the charity on a day to day basis and that all staff review their own performance and regularly receive feedback.
  - d) Ensuring that the charity gives high priority to staff training and development with the Chief Executive playing a vital role.
  - e) Ensuring that there are mechanisms for any party to bring to the attention of the Board of Trustees any activity that threatens the probity of the charity.
  - f) Ensuring that individual Trustees have sufficient awareness, knowledge and understanding of the charity's project activities to hold management accountable for carrying out the charity's programme of work.
3. Ensure that the charity complies with all legal and regulatory requirements by:
- a) Ensuring that, the charity complies with all statutory and regulatory requirements particularly company and charity law and Charity Commission regulations.
  - b) Ensuring that the charity acts within its powers, does not breach any rules set out in the constitution, and reviews the constitution regularly.
  - c) Formally agreeing the levels of authority delegated to the Board's Committees and to the Chief Executive ensuring that there are clear lines of reporting and accountability.
4. Being a guardian of all the charity's assets, both tangible and intangible, taking all due care over their security, deployment and proper application by:
- a) Exercising effective overall control of the charity's financial affairs and ensuring that the charity has satisfactory procedures for holding in trust all assets and that monies are invested to the maximum benefit of the charity, within the constraints of the law, as well as ethical or other policies laid down by the Board. Ensuring that the systems of control are rigorous and regularly evaluated and reviewed. The Board is accountable for the solvency and continuing effectiveness of the charity.
  - b) Ensuring that the major risks to which the charity is exposed are reviewed at least annually, and that systems have been established to mitigate or minimise these risks.

- c) Ensuring that the income and property of the charity is applied for the purposes set out in the Memorandum and Articles of Association and that all income due to the charity is received, all tax benefits obtained, and all rating relief claimed.
  - d) Ensuring that intangible assets such as the charity's good name, knowledge, expertise, and intellectual property are properly valued, utilised, and safeguarded.
5. Ensuring that the charity's governance is of the highest possible standard by:
- a) Making sure that the charity has a governance structure that is appropriate to a charity of its size and complexity, stage of development and its charitable objects and that major decisions and Board policies are made by the Trustees acting collectively.
  - b) Reflecting annually on the Board's performance and ensuring the Board has the skills required to govern the charity well and has access to relevant external professional advice and expertise.
  - c) Maintaining a systematic, open, and fair procedure for the recruitment of Trustees.
  - d) Ensuring that there are succession-plans for the Chair and the Chief Executive.
  - e) Abiding by the Charities' Commission Code of Conduct for Trustees.

## Specific Responsibilities of Trustees

1. As a legal director of the company, a Trustee must read the Statutory Statement of Directors' Duties and agree to abide by their legal responsibilities and duties referred to therein.
2. A Trustee must be familiar with the charity's Memorandum and Articles of Association and ensure that the charity and their fellow Trustees act within its powers, do not breach any rules set out in the constitution, and review the constitution regularly.
3. To act reasonably, prudently and collectively in all matters relating to the charity, using reasonable skill and care in the work of a Trustee and acting always in the charity's best interests and avoiding any personal conflicts of interest.
4. To reflect annually on each individual Trustee's own performance as a Trustee.
5. A Trustee is encouraged to visit the charity's overseas programmes at least once early in their tenure if permitted by global travel restrictions, Covid-19 and local security situations.

### OTHER KEY INFORMATION

These are unpaid roles; however direct expenses incurred whilst fulfilling the role may be reimbursed by prior agreement. The Board of Trustees is appointed with the aim to provide insight and networking from a number of stakeholder perspectives including: Implementing countries/regions; Technical Health and Social Sciences; Academic; Political; Funder; Private Sector; Legal; External Relations; NGO leadership; and Financial Management and Control. There are three Committees of the Board: Governance; Finance Audit and Risk; and Compensation & HR. There is also a Research Advisory Group that is not a formal committee of the Board. It is hoped that Trustees will participate, if possible in one of those committees or advisory group, but it is recognised that this will not always be practical.

Annual Board meeting attendance: 4 Board meetings (1 of 3hrs, 3 of 2.5hrs), 1 AGM (2hrs, usually immediately after one of the Board meetings), 1 board retreat (whole day, includes one of the board meetings). [This is subject to amendment/revision due to different working conditions during/immediately following the COVID-19 pandemic]

Committee meetings: the Finance, Audit, and Risk Committee and the Governance Committee meet four times a year, usually within a month before each Board meeting. Committee meetings can last between 1.5 and 3 hours depending on the agenda. The Compensation and HR Committee usually meets twice-a-year for 1 – 1.5 hours.

Maximum length of single term: 6 years (need to stand down for 1 year before any re-appointment). Trustees are encouraged to make field trips to visit projects in the field [assuming allowed post-pandemic].