

ICON GOVERNANCE HANDBOOK

05.02 TRUSTEE ROLE DESCRIPTION

Revision approved by the Board on 18th March 2020

Policy number:	Governance 05.02
Summary:	This document sets out the role description for Icon Trustees
Who this policy applies to:	All Trustees
Author/policy contact:	Sara Crofts, Chief Executive
Approved by/approval level:	Board of Trustees
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Trustee Role Description

The Institute of Conservation (Icon) is a membership organisation and charity which brings together those with a passion for the care of cultural heritage.

Icon's vision is for cultural heritage to be valued and accessible and for its future to be enhanced and safeguarded by excellence in conservation.

Who we are:

- An independent charity governed by a [Board of Trustees](#).
- A membership organisation of more than 2,500 individuals and organisations working in the heritage sector, including professional conservators, related professionals, volunteers and owners of cultural heritage.
- A professional body raising the standards of conservation practice through [Professional Standards](#) and [Accreditation](#), a [Code of Conduct](#), and [Complaints Procedure](#).
- A small enterprise with about [10 employees](#) offering expertise in membership services, finance, professional development, communication, strategy, policy and advocacy.

Our values:

These core values shape Icon's culture and define the character of the organisation. They guide how we behave and make decisions. Icon will:

- *work with integrity*: we are open and honest and do what we believe is best for our shared cultural heritage, the public and our members;
- *be inclusive*: we value diversity and ensure that opportunities are open to all those who want to care for our heritage;
- *be forward-looking and outward-looking*: we keep our eyes on the horizon and on the world around us;
- *be ambitious advocates*: both for our organisation and the things we believe in;
- *be collaborative and generous*: we work with our members and partners to share learning and achieve the best results together and
- *uphold high standards*: we value, support and promote the expertise and professionalism of our members and partners.

What it means to be a Trustee:

Trustees use their skills, expertise and experience to support Icon, helping us to deliver public benefit and to achieve our strategic aims. Being a Trustee means making decisions that will have an impact on the conservation profession, on members and on society as a whole.

Trustees of Icon are both charity Trustees and directors of the charitable company. They have ultimate responsibility for the organisation including compliance, finance, strategy and staff. All Trustees must be members of Icon and must abide by Icon's Code of Conduct and embody its values.

The Board of Trustees meets four times a year, usually in London, though it is possible for Trustees to attend meetings remotely, and we are likely to move towards holding more of our meetings virtually in the future. There will usually be an additional strategic planning day each year and new Trustees are expected to attend a Trustee induction workshop (normally held in January). The role is voluntary but reasonable travel expenses for attending Board meetings will be met. Most Trustees also serve on a committee and contribute in other ways.

The Board and its members also participate in an annual review process which is focussed on how effectively the Board performs its role.

Benefits of taking on a Trustee role

1. Giving something back: Becoming a Trustee is a rewarding way to actively participate in your professional body or to contribute to a cause you care about. Individually, Trustees play an integral part in the way that Icon is run, ensuring it remains sustainable and financially viable. This support is deeply appreciated by staff and members.

2. Meeting new people: Joining the Board of Trustees is a great way to meet people from a range of different personal and professional backgrounds. Attending meetings and engaging with other members and staff will provide many opportunities to meet new and interesting people.

3. Learning new skills: Getting involved as a Trustee is an excellent way to put your existing professional and personal skills to use, but can also be a worthwhile opportunity to learn new skills and acquire knowledge and experience. You will inevitably learn about the management of charities and small businesses, as well as picking up communications skills and experience of working at a strategic level.

4. Supporting your professional development: Taking on a Trustee role provides an opportunity to enhance your CV through adding additional skills. As an example, members of the Finance Committee learn about various aspects of financial management such as setting and monitoring budgets.

Key responsibilities of the Board of Trustees:

- Ensuring that Icon complies with its governing document ([Articles of Association](#)); charity, company and employment law; health and safety regulations; environmental regulations, and any other relevant legislation or regulations.
- Ensuring that Icon uses its resources exclusively in pursuance of its charitable objects.
- Developing, embedding and safeguarding Icon's vision and values.
- Developing and implementing Icon's strategic direction through agreeing policies, defining goals, setting targets and evaluating performance.
- Ensuring that the resources available within the organisation support and match the delivery of Icon's strategy.
- Ensuring that risks to the organisation are identified and effectively managed.
- Securing financial stability and protecting and managing the assets of the charity.
- Appointing and supporting the Chief Executive and reviewing their performance.
- Representing Icon in the public domain, including attending external events, and safeguarding its reputation.
- Advocating for the conservation of cultural heritage and the value of the profession.

In addition, Trustees who are appointed to one of the reserved seats (Northern Ireland, Wales and Scotland) are tasked with ensuring that nation-specific issues are brought to the attention of the Board and are asked to flag up any particular nation-specific consequences arising from a policy decision. Trustees holding reserved seats are also asked to help identify relevant consultation documents that Icon should be responding to.

Key expectations of Trustees:

In performing these duties, each Trustee should use any specific skills, knowledge or experience they have to help the Board of Trustees reach sound decisions. This will include:

- understanding – having good working knowledge of the organisation, the conservation profession in the broadest sense, and the environment in which it operates
- contributing – offering help where possible and sharing the benefit of their expertise to support the organisation
- attending meetings and other events – taking a full part in discussions by preparing fully for meetings (e.g. reading papers), listening to other people, challenging sensitively and respecting diversity
- focusing on high-level strategic priorities – seeing the bigger picture and concentrating on the key issues
- taking advice – seeking and considering professional advice on anything about which the Trustees do not have expertise themselves
- collaborating – acting jointly, making decisions collectively and standing by them
- participating – volunteering to join Icon’s committees and panels and potentially accepting a leadership role

Trustee person specification:

It is essential that all Trustees demonstrate:

- commitment to Icon and to the conservation of cultural heritage
- willingness to accept the legal duties, responsibilities and liabilities of Trusteeship and fulfil their commitments to the best of their ability
- an understanding of the role and principles of good governance
- sound and independent judgement
- an ability to think creatively and openness to continuous learning and new ideas
- willingness to speak their mind, balanced with the ability to listen
- commitment to working effectively as a member of a team
- willingness and availability to devote the necessary time and effort to Icon

Time commitment

The role is non-executive and requires an average of 1 to 2 days per month. This includes time preparing for and taking part in Board meetings and strategic planning days. Some Board business is also transacted by email between meetings and Trustees may be individually involved in drafting and commenting on Board papers and helping to scope ideas and projects. Trustees are also expected to serve on committees or working groups that fit their interests and skills.

We therefore ask all potential Trustees to think carefully about how they will accommodate their Trustee duties within their existing calendars. For those who are employed we strongly recommend that you talk to your line manager before applying. We suggest sharing the information about the benefits of being a Trustee with your employer and showing how taking on the role will add value to your organisation. We hope that organisations that employ conservators will understand that they are supporting the conservation profession through enabling employees to actively participate in Icon’s governance.

Please note that any Trustee who attends less than 5 meetings in any series of 7 meetings (including planning days as well as formal Board meetings) will be considered to have resigned as a Trustee, unless they provide valid reasons for their absences, which are accepted by the Chair of the Board of Trustees.

Declaration of Interests

Trustees submit a Declaration of Interests upon appointment which is then updated annually. This includes the statement that:

In addition to the above disclosures, I also confirm, for the purposes of my annual declaration, that I am a fit and proper person to act as [Trustee/Director/Senior Management] of Icon under the Finance Act 2010. In this respect I confirm that:

- I am not disqualified from acting as a charity Trustee/senior manager (see Appendix 2);
- I have not been convicted of an offence involving deception or dishonesty (or any such conviction is legally regarded as spent);
- I have not used arrangements notified under the Disclosure of Tax Avoidance Schemes (“DOTAS”) rules in Part 7 Finance Act 2004 in respect of which a reference number has been issued under section 311 of Finance Act 2004, where the arrangements featured charitable reliefs or which used a charity, and where my tax position has been adjusted by HMRC to wholly or partly remove the tax advantage generated by the arrangements and such adjustments have become final.
- I have not used tax arrangements which have been successfully counteracted under the general anti-abuse rules (see Part 5 of Finance Act 2013 or section 10 National Insurance Contributions Act 2014, as enacted or as amended from time to time) where such counteraction has become final.
- I have not been actively involved in designing and/or promoting tax avoidance schemes featuring charitable reliefs or which used a charity, and I am not:
 - a promoter named by HMRC under the Promoters of Tax Avoidance Schemes (POTAS) legislation in Part 5 of Finance Act 2014, or
 - a promoter of any tax arrangements designed or intended to obtain for any person a tax advantage and such tax advantage has successfully counteracted by HMRC under the general anti-abuse rule (see Part 5 of Finance Act 2013 and section 10 National Insurance Contributions Act 2014 as enacted or as amended from time to time) and such counteraction has become final, or
 - a promoter of arrangements notified under DOTAS, in respect of which a reference number has been issued under section 311 of Finance Act 2004, and the tax position of all or any of the users of the arrangements has been adjusted by HMRC to wholly or partly remove the tax advantage generated by the arrangements and such adjustments have become final;
- I am not an undischarged bankrupt;
- I have not made compositions or arrangements with my creditors from which I have not been discharged;
- I have not been removed from serving as a Charity Trustee, or been stopped from acting in a management position within a charity;
- I have not been disqualified from serving as a Company Director;
- I will at all times seek to ensure the charity’s funds, and charity tax reliefs received by this organisation, are used only for charitable purposes