

# THE ROLE OF COUNCIL AND ITS MEMBERS

Consumers' Association is a charity and a company limited by guarantee, so Council members are both trustees and company directors with their details filed at Companies House and the Charity Commission.

The Council of Trustees is the ultimate governing body of the Consumers' Association and the Which? Group as a whole. Council is responsible for the continued success of the Which? Group and the achievement of our charitable mission.

## Legal duties

- Council members have legal responsibilities as directors and charity trustees for the work of the Consumers' Association. Council members must act in the best interests of the Association, fulfilling the charity's objectives, having regard to Charity Commission guidance.
- Council members have collective responsibility for decisions validly made by Council. They must also avoid any conflict between their personal interests and those of the charity.

## Responsibilities

- Council is responsible for the long term success of the charity, overseeing organisational development, providing leadership, clarity of purpose and vision.
- Council sets aims, strategy and policies for the Group, in particular through the adoption of a strategic plan, overseeing its execution, either directly or via delegated authority.
- Council sets the governance framework and oversees the budget for charitable purposes.
- Council is responsible for protecting the reputation of the Group, identifying key risks and monitoring their mitigation.
- Council oversees the financial position of the Group, approving the annual budget and the annual report and accounts, with the support of the Group Audit & Risk Committee.
- Council performance and effectiveness is reviewed at regular intervals.
- Council has oversight of the annual Council Election. An annual skills gap analysis helps to inform Council's decision on the appropriate skills and experience required to fill Council vacancies.
- Council reports to our Ordinary Membership via the AGM, Interim Review and Annual Report and Accounts. Ordinary Members have a role in protecting the long-term existence of the Consumers' Association, ensuring that our Council manages the charity on behalf of all consumers, fulfilling its charitable objects.

## Leadership

- The Chair of Council leads on setting the agenda for Council. Council's business is done mainly following consideration of papers produced by the Chief Executive and senior staff who are normally in attendance at Council meetings.
- Council appoints a Chief Executive to lead and oversee advocacy and campaigning work conducted by the Consumers' Association, and the commercial work undertaken by Which? Limited. The income from the commercial activities funds the charitable work of the Consumers' Association, which receives no donations, public funds or other fundraising input.

## Term of Office

- The majority of Council members are elected by our membership and are generally appointed for a three-year term. Co-opted Council members are appointed by Council generally for a one or two year term. The Council elects a Chair and two deputies from among its number to serve for a two year term.

## Time commitment

- Council currently meets six times a year, and also attends an annual Strategy Day held jointly with the Which? Limited directors. Council members are encouraged to join at least one committee and attend the Association's Annual General Meeting.
- Which? is a large and active body that deals with a very wide spectrum of issues. Council members need to be free to spend some time in the organisation to become familiar with its work.
- New Council members undertake a tailored induction programme and are expected to meet with the other Council members and the Chair at least annually.
- Council members are expected to devote such time as is necessary for the proper performance of their duties and to develop and refresh knowledge and skills. As a general guide, they need to set aside around a day a month for Consumers' Association activities as well as the time required to consider all relevant papers before each meeting. This will rise if they serve on one or more of the committees of the Association.

## Skills and experience

- When recruiting for either elected or co-opted members, Council agrees the skills required and advertises these clearly and transparently. Candidates should be mindful of these skills, as should ordinary members, when voting in Council elections.
- Council members do not need to have previous experience as a company director or as a charity trustee but some experience of board and/or committee work could be valuable.
- Council members are expected to exercise independent judgement, reasonable care, skill and diligence, challenge constructively and contribute to the development of strategy, scrutinise the performance of the organisation's progress against its strategy and objectives, satisfy themselves on the integrity of the financial information and that financial controls and systems of risk management are robust and defensible, They must also uphold high standards of integrity and probity and support the Chair and the other trustees in instilling the appropriate culture, values and behaviours in the boardroom and throughout the organisation, and take into account the views of stakeholders where appropriate.

## Remuneration and expenses

- Council members do not receive any payment for their services. Members are, however, entitled to reasonable out-of-pocket expenses for attending Council and committee meetings and functions.