

THE ROLE OF COUNCIL AND ITS TRUSTEES

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 reviews its performance and effectiveness at regular intervals.
- Council has oversight of the annual Council Election.
- 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 UK 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.
- Members of Council report to the Chair.
- 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.

Term of Office

- Elected Council members are generally appointed for a three-year term, whilst 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 at least 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 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 one to two days per month for Consumers' Association activities as well as the time required to consider all relevant papers before each meeting. This will increase if they serve on one or more of the committees of the Association.

Core Skills

Council members are expected to:

- Support Which?'s big strategic ambitions to make a positive difference for consumers, acting as a critical friend to the executive.
- Be a guardian of our organisational values, demonstrating high standards of behaviour and attitude.
- Steward the charity's resources wisely and carefully, and understand the risks and opportunities in the commercial board's strategy and its implementation.
- Be an exceptional influencer, able to coach and support executives to build a strong network for the organisation.
- Exercise independent judgement, reasonable care, skill and diligence, challenge constructively and 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.

Remuneration and expenses

- Like most charity trustee roles, 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.