

# THE ROLE OF COUNCIL AND ITS TRUSTEES

Consumers' Association is a charity and a company limited by guarantee and Council trustees are both trustees under charity law and company directors.

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 purpose.

## Legal duties

- Council trustees have legal responsibilities as directors and charity trustees for the work of the Consumers' Association. They must act in the best interests of the Association, fulfilling the charity's objectives, having regard to Charity Commission guidance.
- Council trustees 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, providing leadership, clarity of purpose and vision.
- Council sets the aims and strategy for the Group, in particular through the adoption of a strategic plan and overseeing its execution, both directly and via delegated authority.
- Council sets the governance and risk management framework for the Group, including key Group policies.
- Council is responsible for protecting the reputation of the Group and monitoring identified key risks.
- Council is responsible for the short, medium and long-term financial security of the Group, approving the annual budget and the annual report and accounts, with the support of the subsidiary commercial Board and the Group Audit & Risk Committee.
- Council reviews its performance and effectiveness at regular intervals.
- Council reports to our Ordinary Membership via the Annual Report and Accounts and AGM. Ordinary Members have a role in ensuring that the Council of Trustees 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 carried out 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.

## Term of office

- Council trustees are generally appointed for a three-year term, and may serve up to a maximum of nine years, subject to re-appointment.

## Time commitment

- Council currently meets six times a year, and also attends an annual strategy day held jointly with the directors of the subsidiary commercial Board, Which? Limited.
- Council trustees 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 trustees need to be free to spend some time in the organisation to become familiar with its work.
- New Council trustees undertake a tailored induction programme and are expected to meet with the other Council trustees and the Chair at least annually.
- Council trustees are expected to devote such time as is necessary for the proper performance of their duties and to develop and refresh knowledge and skills. Relevant training will be provided. As a general guide, they need to set aside around 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 trustees 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 effective influencer, you will support the executives to build a strong network and profile to enable the organisation to achieve its mission.
- Exercise independent judgement, reasonable care, skill and diligence, challenge constructively and scrutinise the performance of the organisation's progress against its strategy, objectives and financial performance in line with its governance and risk management frameworks.

## Remuneration and expenses

- Like most charity trustee roles, Council trustees do not receive any payment for their services. They are, however, entitled to reasonable out-of-pocket expenses for attending Council and committee meetings and functions.