Out There Exeter Trustee

Terms and Conditions

1. **General Terms**
   1. These terms and conditions apply to all trustees of Out There Exeter (the “Charity”), a CIO registered in England and Wales with charity number XXXXX.
   2. These terms and conditions are intended to supplement, but not replace, any provisions in the Charity's governing document relating to membership of the Charity.
2. **Eligibility to be a Trustee**
   1. To be eligible to be a trustee of the Charity, a person must:

* Be at least 18 years of age.
* Be of sound mind and not bankrupt or insolvent.
* Not have been disqualified from acting as a trustee under the Charity Act 2011 or any other applicable law.
* Not have been convicted of an offence that could cast doubt on their suitability to be a trustee.
  1. The Charity's Board of Trustees may, at its discretion, impose additional eligibility criteria for trustees.

1. **Appointment of Trustees**
   1. Trustees shall be appointed by the Charity's Board of Trustees in accordance with the Charity's governing document.
   2. The Charity's Board of Trustees shall ensure that there is a sufficient number of trustees to carry out the Charity's work effectively.
   3. Except for the first charity Trustees, Trustees shall serve for a fixed term of no more than two years, and may be re-appointed for a further three consecutive terms. However, may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least one year.
   4. The first charity Trustees shall serve for a fixed first term of no more than four years, and may be re-appointed for a further three consecutive terms consisting of two years per term. However, may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least one year.
   5. Trustees may resign at any time by giving written notice to the Chair of the Charity's Board of Trustees.
2. **Duties and Responsibilities of Trustees**
   1. Trustees have a general duty to act in the best interests of the Charity and to ensure that the Charity's work is carried out effectively and in accordance with its governing document and the law.
   2. Trustees have specific duties and responsibilities in relation to:

* The Charity's finances;
* The Charity's property;
* The Charity's staff and volunteers;
* The Charity's beneficiaries;
* The Charity's reputation;
  1. Trustees must keep themselves informed of the Charity's work and must attend meetings of the Charity's Board of Trustees regularly.
  2. Trustees must declare any personal or financial interests that could reasonably be perceived as conflicting with their duties as trustees.
  3. Trustees must not take part in any discussion or decision on a matter in which they have a conflict of interest.
  4. Trustees must keep confidential all information that is disclosed to them in the course of their duties.
  5. Trustees must not disclose any confidential information to any third party without the prior consent of the Charity's Board of Trustees.

1. **Termination of Trustee Appointment**
   1. Trustee appointment may be terminated by the Charity's Board of Trustees for any of the following reasons:

* Breach of any of these terms and conditions.
* Failure to attend meetings.
* Failure to perform duties effectively.
* Conflict of interest.
* Conduct that is likely to bring the Charity into disrepute.
  1. Upon termination of trustee appointment, all confidential information must be returned to the Charity.

1. **Trustee Meetings**
   1. Frequency of Meetings
      1. The Board of Trustees shall hold a minimum of 4 trustee meetings per year.
      2. The Board of Trustees may hold additional trustee meetings as deemed necessary to conduct the Charity's business effectively.
   2. Calling of Meetings
      1. The Chair of the Board of Trustees or, in their absence, a Deputy Chair shall be responsible for calling trustee meetings.
      2. Notice of a trustee meeting shall be given in writing to all trustees at least 7 days prior to the scheduled date of the meeting.
      3. The notice shall include the date, time, and venue or electronic form of the meeting, as well as a draft agenda outlining the matters to be discussed.
   3. Quorum
      1. A quorum for a trustee meeting shall be constituted as per the provisions within the governing document.
      2. If a quorum is not present at the start of a trustee meeting, the meeting may be adjourned to a later date or time.
   4. Conduct of Meetings
      1. The Chair of the Board of Trustees shall chair all trustee meetings.
      2. The Chair shall be responsible for ensuring that meetings are conducted in an orderly and efficient manner.
      3. All trustees shall have the right to speak at meetings, but shall do so in a respectful and courteous manner.
      4. The Chair shall have the power to remove from the meeting any trustee who is disruptive or who is otherwise in breach of these terms and conditions.
   5. Voting at Meetings
      1. Each trustee present at a trustee meeting shall have 1 vote.
      2. Resolutions shall be passed by a simple majority of the votes cast.
      3. In the event of a tie, the Chair shall have the casting vote.
   6. Minutes of Meetings
      1. Accurate minutes of every trustee meeting shall be kept.
      2. The minutes shall be circulated to all trustees within 14 days of the meeting.
   7. Emergency Meetings
      1. The Chair of the Board of Trustees may call an emergency trustee meeting at any time if they deem it necessary to address an urgent matter affecting the Charity.
      2. Notice of an emergency trustee meeting shall be given in writing to all trustees as soon as practicable, but in no case less than 24 hours prior to the scheduled date and time of the meeting.
2. **Compliance with Governing Document**
   1. Trustees must comply with all provisions of the Charity's governing document, including those relating to the appointment, powers, and duties of trustees.
   2. Trustees must act in a manner that is consistent with the Charity's governing document and the Charity's overall objectives.
   3. Trustees must seek legal advice if they are in any doubt about their duties or responsibilities under the Charity's governing document.
3. **Maintaining Confidentiality**
   1. Trustees must keep confidential all information that is disclosed to them in the course of their duties, including information about the Charity's finances, property, staff, stakeholders, members, associates, volunteers, and beneficiaries.
4. **Governing Law**

These Terms and Conditions shall be governed by and construed in accordance with the laws of England and Wales.

1. **Severability**

If any provision of these Terms and Conditions is held to be invalid or unenforceable, such provision shall be struck from these Terms and Conditions and the remaining provisions shall remain in full force and effect.

1. **Amendments**

The Charity may amend these Terms and Conditions from time to time. The Charity will provide Members with notice of any changes to these Terms and Conditions in advance.

1. **Contact Us**

If you have any questions about these Terms and Conditions, please contact us at [info@out-there-exeter.com](mailto:info@out-there-exeter.com).

1. **Version Control**

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| **Version:** | V1.1\_FINAL |
| **Date of approval:** | 01/12/2023 |
| **Date of next review is due:** | 01/12/2024 |