

CfGS Board of Trustees

Terms of reference

Date: 16.04.2025

About the Centre for Governance and Scrutiny

The Centre for Governance and Scrutiny (CfGS) is social purpose consultancy and national centre of expertise. Our purpose is to help organisations achieve their outcomes through improved governance and scrutiny.

CfGS exists to promote better governance and scrutiny, both in policy and in practice.

We support local government, the public, corporate and voluntary sectors in ensuring transparency, accountability, and greater involvement in their governance processes.

1. Introduction

The Board of Trustees of the Centre for Governance and Scrutiny (CfGS) is legally responsible for the governance, financial oversight, and strategic leadership of the organisation.

Trustees act in the best interests of CfGS, ensuring compliance with charity law, the Companies Act, and the Articles of Association. Trustees must uphold the principles of good governance and accountability, ensuring CfGS meets its vision of improving governance and scrutiny to strengthen democracy.

2. Purpose of the Board

The Board exists to:

- Provide strategic direction, including involvement in the development, review, and approval of the CfGS strategy and annual review of strategic priorities.
- Ensure financial stability and sustainability, with explicit responsibility for reviewing and approving the annual budget and financial strategy.
- Maintain high standards of governance and compliance with charity law, regulatory frameworks, and the Articles of Association.
- Foster a culture of collaboration, equity, and inclusion within the organisation.
- Act as ambassadors and advocates for CfGS externally.
- Support and oversee the Chief Executive and leadership team in delivering the organisation's strategy.

Governance responsibilities defined in the Articles of Association:

- The Board's authority to oversee governance, financial management, and strategic

direction is set out in the CfGS Articles of Association.

- The Board has the power to approve and amend CfGS's strategic plan, policies, and budget.
- The Board must comply with all regulatory requirements, including Companies House and the Charity Commission.

3. Membership and composition

Board composition

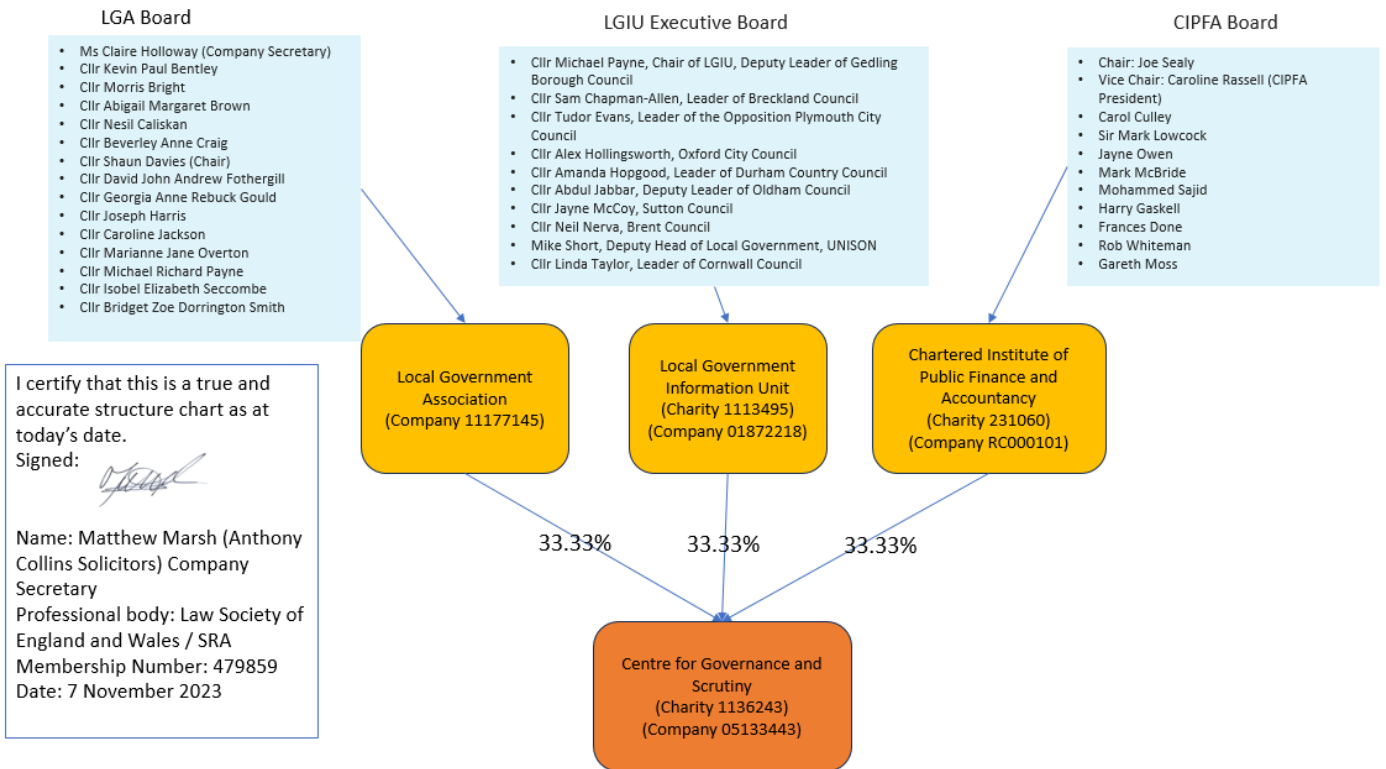
The Board shall consist of:

- Founder Directors appointed by the Founder Members (CIPFA, LGA, and LIU) as outlined in the Articles of Association.
- Independent Directors, appointed by the Board, who are not associated with the Founder Members.

The Board shall have a minimum of three Directors, with a maximum number determined by Board resolution.

Independent Directors shall always form a majority of the total Board composition, as required by the Articles of Association. The absence of such a majority shall not prevent the Board from conducting the business of the Charity.

The Chief Executive is not a Director but is entitled to receive notice of and attend Board meetings.



Trustee appointments & terms

Founder Directors: Each Founder Member may appoint one Director by written notification to the Board, with the right to remove or replace their appointed Director, as stated in the Articles of Association.

Independent Directors:

- Shall be appointed by majority decision of the Board for a term of up to three years.
- May be reappointed for a further term or terms of three years, with a maximum total service of nine years, unless otherwise approved by a unanimous Board decision.

The Board shall aim for a diverse composition, ensuring a range of expertise in areas including governance, finance, legal, public policy, and democratic engagement.

Trustee conduct & legal responsibilities

Trustees are legally accountable for:

- Ensuring CfGS complies with charity law, Companies Act 2006, and other relevant legislation.
- Exercising a duty of care, prudence, and diligence in decision-making.
- Declaring conflicts of interest and adhering to strict ethical and governance policies.
- Engaging in trustee development and legal compliance programs upon appointment and throughout their term.

- Participating actively in Board meetings and strategic discussions to ensure good governance and oversight.

Removal & succession planning

Trustees may be removed in accordance with the Articles of Association, including for:

- Failure to meet engagement expectations, as determined through an annual performance review.
- Breach of governance, ethical, or legal obligations.
- Resignation or completion of their term limit.

The Board shall maintain an active succession plan to ensure continuity and stability.

4. Key responsibilities

Trustees have responsibilities in:

Governance & oversight

- Ensure CfGS complies with legal and regulatory requirements (e.g., Charity Commission, Companies House and Articles of Association).
- Review and approve CfGS's strategic plan, policies, and annual budget.
- Oversee risk management to safeguard the charity's financial and reputational security.
- Uphold CfGS's code of conduct and values, fostering a culture of collaboration and respect.

Financial & resource management

- Oversee the financial sustainability of CfGS, ensuring proper budgeting and risk management.
- Approve annual accounts and financial statements, ensuring transparency.
- Support efforts to secure funding and revenue streams to sustain the organisation's work.

Staff & organisation development

- Work collaboratively with the Chief Executive and leadership team to provide support and oversight.
- Participate in the appraisal and performance review of the Chief Executive.

- Encourage staff development and a positive working culture within CfGS.

5. Additional responsibilities

External engagement, strategic communications, and thought leadership

- Serve as ambassadors, promoting CfGS's work in public forums, partnerships, and stakeholder networks.
- Support strategic communications by contributing to thought leadership, participating in external forums, and amplifying CfGS's influence in governance and scrutiny.
- Leverage networks and expertise to expand CfGS's influence and funding opportunities.
- Work with the executive team to ensure that key learnings from client delivery and research inform wider engagement strategies.

6. Meetings and decision-making

- The Board will meet at least four times per year, with additional meetings scheduled as required.
- Decisions will be made by majority vote, with the Chair holding the deciding vote in case of a tie.
- Subcommittees may be established.
- Board meeting minutes will be documented and made available to trustees and senior staff.

7. Trustee induction, engagement and development

Trustees are expected to take up opportunities for training and development and to ensure that they have appropriate skills to understand the governance role and the other roles outlined in the terms of reference. Where they have specific needs, trustees should discuss them with the chair or others, so that those needs can be met.

- All new trustees will receive an induction pack, including key documents (e.g., governing documents, strategic plan, financial reports).
- Trustees will be encouraged to attend governance training to ensure they understand their legal obligations and sector briefings to stay informed.
- Periodic Board development sessions will be scheduled to improve effectiveness and collective leadership.
- Trustee performance and engagement will be reviewed annually to ensure continued

contribution to CfGS's mission.

- Trustees who are not actively engaged in governance, strategic oversight, or external advocacy will be supported through training or, if necessary, replaced to maintain an active and effective board.

8. Review of Terms of Reference

These Terms of Reference will be reviewed annually to ensure they remain fit for purpose. Any amendments must be approved by a majority vote of the Board and, where relevant, aligned with the Articles of Association

Approved by: Catherine Howe

Chair, CfGS Board of Trustees

Date: 22nd April 2025