

## **Responsibilities of Trustees**

### Controlling body of the Society: Council

As a registered charity, Council is the Board of Trustees for the Society. As Trustees Councillors are responsible for the effective governance and strategic aims of the Society. They need to ensure that the charity is administered effectively and can account for its activities and outcomes to its Patron, the Office of Scottish Charity Regulator (OSCR), Fellows and the public as required.

OSCR provides guidance and information on the general and specific duties of Trustees in Scotland: <https://www.oscr.org.uk/managing-a-charity/trustee-duties/>

## **General Duties**

Under the Charities and Trustee Investment (Scotland) Act 2005 (henceforth The Act), Councillors have five general duties:

- Act in the interest of the charity. Trustees should put the interests of their charity before their own interests, or those of any other person or organisation.
- Operate in a manner consistent with the charity's purposes. Trustees should carry out their duties in accordance with their governing document.
- Act with due care and diligence. Trustees should take such care of their charity's affairs as is reasonable to expect of someone who is managing the affairs of another person.
- Manage any conflict of interest between the charity and any person or organisation who appoints trustees.
- Ensure that the charity complies with the provisions of the 2005 Act and other relevant legislation.

Councillors thus have a duty to avoid circumstances in which there is a conflict of interest between their personal or business interests and those of the Society. Any such conflict of interest must be made known to the other Councillors and the member refrain from taking part in discussions or decision-making process on the issue.

Councillors should carry out their duties in accordance with the specific terms of the Society's Royal Charter and Laws. The Laws set out the aims of the charity, the powers it has to act and includes basic provisions for how the charity is to be run.

Council must ensure that:

- all the activities of the Society fall within the objects, aims or purposes as stated in the Charter and Laws

- the Society adheres to the terms of the Charter and Laws
- the Society's assets are only used for the charitable purposes set out in the Charter and Laws

The Society maintains Employers' Liability, and Public and Products Liability, and Commercial Legal Protection, and Management Liability insurance. Councillors can additionally protect themselves and the Society against risk by attending all Council, Anniversary and relevant Committee meetings, reading all circulated documents and asking for explanations of anything they are unclear about.

All Councillors are equally accountable for the Society. Councillors cannot delegate their responsibilities to others, but they can delegate functions, such as to committees or staff. However, ultimate accountability remains with the Council as charity Trustees.

### **Specific Duties**

In addition to the general duties of charity Trustees outlined above, the Act also puts additional specific duties on charities which charity Trustees must ensure are met. These additional duties relate to the following:

- charity details on the Scottish Charity Register
- making changes to the charity and telling OSCR
- financial record keeping and reporting
- fundraising
- providing information to the public

### **Ambassadors for the Society**

Council has a role to explain Society aims and policy to Fellows and non-Fellows. In addition, it has an important role in recruiting new Fellows to the Society using material provided by the staff according to strategic policy. From time-to-time Councillors may also be required to represent the Society on external committees, at meetings, and other events.

On election or co-option, Council members will be asked to sign a declaration that they accept and understand their obligations.

### **Composition of Council**

For Council to effectively manage the charity, it should be drawn from as wide a pool of expertise and skills as possible to ensure it has relevant capability. The current Law 10 stipulates that 'None but Fellows shall vote or hold any office in the Society', and thus all members of Council must to be drawn from the Fellowship. Composition of Council is governed by [Laws 10 to 20](#).

## **Trustee Requirements**

Under section 69 of the Charities and Trustee Investment (Scotland) Act 2005, the following are disqualified from acting as charity Trustees:

- someone with an unspent conviction for dishonesty or an offence under the Act
- an undischarged bankrupt or has a Protected Trust Deed or Debt Arrangement Scheme (DAS) to pay off debts with creditors
- someone who has been removed under either Scottish or English Law or the courts from being a charity trustee
- a person disqualified from being a company director

It is the responsibility of individuals to ensure they are not disqualified from being a charity Trustee. Anyone who acts as a charity Trustee whilst disqualified is guilty of an offence punishable by a fine or imprisonment, or both. Council members will be asked to sign a declaration that they accept and understand these obligations.

It is also the collective responsibility of all the charity Trustees to make sure that none of them are disqualified. If a Councillor knows that one of their fellow charity Trustees is disqualified and do not do anything about it, they could be in breach of their charity Trustee duties.