



**Diabetes Care Trust (ABCD) Limited (hereafter DCT)
Terms of Reference for Trustees**

The DCT Board of Trustees forms the main decision-making body of the DCT and its subsidiaries, ABCD (Diabetes Care) Ltd and BJDVD Ltd. The core role of the Board is to focus on strategy, performance, and assurance. The Board takes collective responsibility for its decisions, funds, assets, and the reputation of DCT and its subsidiaries. The trustees, in accordance with the Charities Act, are 'the people responsible under the charity's Memorandum and Articles of Association for controlling the management and administration of the charity'.

The Board will have the confidence to suggest, question and challenge ideas and address, rather than avoid, difficult topics. The Board will be transparent in its decision making unless there is good reason for it not to be.

The Board is ultimately responsible for the decisions and actions of DCT and its subsidiaries, but it will not be involved in every day-to-day decision or action. This will be carried out by the ABCD committee and sub-committees and BJDVD editors.

Composition of the Board of Trustees

The Board of Trustees should consist of at least three and no more than fifteen individuals. The trustees may, at any time, co-opt an individual who is qualified to be appointed as a trustee to fill a vacancy in their number of as an additional trustee, but a co-opted trustee holds office only until the next AGM.

Powers and Responsibilities

The Board of Trustees is responsible for:

- Managing and directing DCT's activities and resources.
- Managing and controlling DCT's finances
- Determining and driving strategic direction.
- Ensuring diligent good governance.
- The election of unremunerated officers, including the Chair, **Vice** Chair and Treasurer and Honorary Members.
- The removal of members.
- Co-opting members as it deems necessary.
- Approving the appointment of paid officials as may be thought necessary.
- Directing the Officers to convene the Annual General Meeting or an Extraordinary General Meeting.
- Making any amendments to the governing documents.
- Supporting ABCD (Diabetes Care) Ltd and BJVD Ltd in their activities where required.
- Reviewing and approving the funding of programmes in support of ABCD and BJD activities.
- Promoting the DCT where possible.
- Reviewing and making decisions about grant applications received from the grants review committee.
- Acting in the best interests of DCT in its subsidiaries and in a manner consistent with the association's purpose.
- Managing conflicts of interests.
- Complying with the Charities Act 2011.
- Safeguarding and wellbeing within DCT and its subsidiaries.



Individual Trustees are responsible for:

- Preparing for and attending Trustee meetings and the AGM and report on their role at each meeting.
- Representing the Board of Trustees internally and externally where appropriate
- Representing the DCT and its subsidiaries where feasible at external events including the ABCD Conference
- Being a media spokesperson if they have the relevant skills and experience to do so.
- Undertaking any designated and agreed specific actions and projects resulting from trustee meetings.
- Reviewing and commenting on documents circulated by the ABCD Committee as and when required.
- Declaring conflicts of interest as they arise.

Elected Trustees:

The length of office for a trustee is ten years. Trustees will not usually serve more than ten years in post. However, it is possible for a trustee to be retained for an additional period of time if this is in the interest of DCT and its subsidiaries (e.g. if the trustee is leading an important piece of work).

When a trustee vacancy occurs, either by resignation or completion of a term of office, a call for nominations is sent out to ABCD members. To be eligible to stand for election, the member must be a voting member of ABCD and be aware of and willing to accept responsibilities of the office and to work within the guidelines.

The list of nominees will be circulated to the trustees who will approve the list. If the number of nominees corresponds to the number and nature of the trustee vacancies, then those nominees will be elected automatically to the Board of Trustees without recourse to a vote. If the number of nominees exceeds the number of places available, members will be invited to vote for as many candidates as they wish up to a maximum corresponding to the number of available vacancies. No voting preference will be required. Votes not received by the closing date, will be invalid. The appropriate number of nominees with the highest votes cast will be elected to the available places on the Board of Trustees.

If insufficient nominations are received for the Board of Trustees, or no nominations received for the Chair, the Trustees will review the situation and decide on the viability of the DCT, in light of the lack of leadership interest and agree how positions should be filled if appropriate.

Chair

The trustees are led by the Chair. The term of office for DCT chair is four years.

To be eligible to stand for election as Chair of Trustees, a nominee should have a knowledge of diabetes from a first-person point of view, either as a person with diabetes or as one with a close knowledge of someone with diabetes. Being a carer, or involved as a professional does not exclude an individual who otherwise has the necessary attributes but the nominee should, except in unusual circumstances, be independent of membership of ABCD in the past or present.

The responsibilities of the Chair shall be specified in a role description approved by the trustees.

Removal of Trustees

A trustee shall cease to hold office if he / she:

- Ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- Becomes incapable by reason of mental disorder, alcohol, illness, or injury of managing and administering his own affairs.
- Resigns his office by notice to the Chair, or in the case of the Chair by notice to Chair of the Trustees (but only if at least two trustees will remain in office when the notice of resignation is to take effect).
- Is absent without the permission of the trustees from four consecutive trustee meetings and the trustees resolve that his/ her office be vacated.
- Receives a vote of no confidence or is deemed to have brought the Charity into disrepute and is asked by the Chair to resign. The member concerned may appeal to the Trustees.

Board of Trustees Meeting Proceedings

The Board will hold at least two meetings per year either face-to-face or via videoconference. The quorum of the meetings shall not be less four trustees.

If the Board feels that it needs to meet more often than twice per year it can make this decision with due consideration for the additional costs incurred. The Board may, on occasion, also be convened for a teleconference if an urgent matter arises that needs to be discussed and agreed by the entire Board. Board members who are unable to participate in this meeting will be provided with a written report or an email that outlines the issue and will be able to provide their opinion either by email or by proxy via another trustee.

Decisions made by the Board of Trustees shall be by simple majority verdict unless otherwise specified in these terms of reference. All elected Trustees shall have equal voting rights. In the event of there being a tied vote, then the Chair will have an additional casting vote.

Conflicts of interest will be declared each year in line with the DCT Conflict of Interest policy.

All trustee meetings are to be minuted, with the minutes to be presented at the next trustees meeting, and ratified by the Trustees as agreed, and then signed off by the Chair. Minutes are approved by the Chair and are to be circulated to Trustees within 2 weeks of a Trustee meeting. Any changes to the minutes are to be communicated to the trustees within two weeks of the minutes being ratified.

Trustee Expenses

The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration. Expenses will be paid upon presentation of a completed DCT expenses claim form. Car travel costs will be reimbursed at a rate of 45p per mile and rail or air fares will be refunded at standard class upon presentation of a valid receipt.

Approved by Trustees: 14th October 2021

Next Review Date: October 2024