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## Could you be a Trustee of the Wye & Usk Foundation?

The Wye and Usk Foundation (WUF) are always looking for potential unpaid trustees to join our Board. As a Trustee, you would be expected to contribute from a range of skills, commitment to our aims, and an ability to work as part of a team.

The Wye and Usk Foundation is a registered charity and one of the largest of the river trusts in England and Wales, working in partnership with local authorities and government agencies. Work is delivered by both employees and volunteers. The Foundation's budget for 2013 exceeds £1.6 million, derived from a variety of sources, public and private. It markets opportunities for angling on over 150 trout, coarse and salmon fisheries on the Wye and Usk which generates expenditure that contributes significantly to the local rural economy.

The role of a Trustee is to ensure that the Foundation acts in accordance with the Memorandum and Articles of Association and to manage its activities to further the objects in that Memorandum, which are:

- To conserve, protect, rehabilitate and improve the salmon and other indigenous species of animal and plant life of the rivers Wye and Usk, their tributaries, streams and watercourses ("the rivers") and of the banks, riparian lands and catchment areas of the rivers ("the river corridors"); and
- To advance the education of the public in the understanding of rivers, river corridors and their animal and plant life and the need for the conservation, protection, rehabilitation and improvement of such environments.

Specific responsibilities and duties of Trustees are enclosed below in the documents:

### **Trustee Job Description**

#### **One Page Summary of Trustee Responsibilities**

A useful background for a Trustee would include experience of some of the following:

1. Experience of chairing boards of trustees or similar.
2. Accountancy / business planning skills
3. Land management, and agriculture
4. Forestry practices
5. Statutory, regulatory or other public bodies
6. Other Wye and Usk conservation/angling/fisheries groups [with the proviso that a Trustee must act not solely as a representative of another body but as a WUF Trustee]
7. Water companies/Environment Agency (experience)
8. Financial / investment skills

9. Business administration including human resources / employment
10. Legal skills (fisheries, charity and company law)
11. Media / publicity / marketing skills
12. Charitable trust or public-funding
13. Public education
14. Scientific skills

The Foundation is particularly, though not exclusively, interested in individuals with accounting skills. Some knowledge of the Wye and Usk catchments would be helpful.

The Wye and Usk Foundation works in line with the requirements and guidance of the [Charity Commission](#):

The Board meets three times a year and Trustees are expected to be present. Meetings take place on weekdays, usually either Monday or Friday. In addition, Trustees may informally take a watching brief of areas in which they have expertise.

Please send a signed application comprising a CV, including the names of two referees, and brief explanation of your interest to the Nominations Committee at: [admin@wyeuskfoundation.org](mailto:admin@wyeuskfoundation.org)

Or by post to:  
The Nominations Committee  
The Wye and Usk Foundation  
Unit 4  
Talgarth Business Park  
Trefecca Road  
Talgarth  
Brecon  
LD3 0PQ

## WYE AND USK FOUNDATION

### TRUSTEES' JOB DESCRIPTION

<b>ROLE:</b>	To ensure, with the other trustees, that WUF acts in accordance with its Memorandum and Articles of Association and to manage its activities in furtherance of the objects set out in that Memorandum of Association
<b>NOTE:</b>	<i>WUF is a registered charity and a company limited by guarantee. Every trustee is also a director of the company and has legal responsibilities and potential liabilities in each capacity. Full details of these are not included in this description but WUF will provide information on request and is engaged either to bring matters to your attention for resolution or to act on your behalf in complying with those responsibilities.</i>

#### **RESPONSIBILITIES:**

- Setting the strategy and undertaking the strategic management of WUF.
- Ensuring that WUF complies with its Memorandum and Articles of Association (M & A) and all applicable legislation and regulations.
- Ensuring that WUF pursues its objects as defined in the M & A.
- Ensuring that WUF applies its resources exclusively in pursuance of its objects.
- Ensuring the financial stability of WUF.
- Ensuring proper accounting and statutory records are kept.
- Ensuring the effective and efficient administration of WUF.
- Protecting and managing the property of WUF.
- Ensuring the proper investment of WUF's funds.
- Approving WUF's policies.
- Safeguarding the reputation and ethos of WUF.

#### **DUTIES:**

##### Collective

- Approving the business plan annually and monitoring progress against it.
- Determining/approving the annual budget and monitoring progress against it.
- Preparing and approving the annual report and accounts.
- Reviewing and approving financial policies and controls.
- Reviewing and approving all expenditure above £10k or such other authorisation limit(s) from time to time in force.
- Reviewing and approving other risk management controls, including any longer term contracts.
- Appointing the Chief Executive and monitoring his performance.
- Appointing staff and reviewing and approving conditions of employment where of a material nature (e.g. pensions).

- From time to time reviewing their own performance as a Board.
- From time to time reviewing and approving other relevant governance issues.

#### Individual

- Attending meetings of trustees.
- Playing an active part in the trustees' meetings and deliberations.
- Exercising due care and attention and using reasonable skill in dealing with WUF's affairs.
- Using one's own skills, knowledge and experience to help the trustees reach sound decisions.
- Offering to take the lead in any trustees' activities where the trustee has specialist knowledge or experience.
- Avoiding any conflict of interests (see below).
- Sitting on Committees or Advisory/Steering Groups as reasonably required.

#### Conflicts of Interest

- A direct conflict of interest arises if a Trustee (including close family) stands to benefit personally from a contract (including a proposed contract) with WUF.
- An indirect conflict of interest arises if a Trustee is involved with an organisation that stands to benefit from a contract with (or grant from) WUF, which in turn benefits the Trustee. An obvious example is a contract with an organisation like the AT.
- Conflict of interest does not extend to ordinary membership or employment of another organisation where no or minimal pecuniary benefit is derived by the Trustee (unlike the wider ranging rules in the public sector).
- On appointment, each Trustee receives a form from the Secretary to declare any such conflict of interests, which may just be a general notice to WUF of an interest in an organisation.
- There are 2 golden rules thereafter:
  - First, it is the duty of each Trustee to **declare** any conflict of interests at the earliest opportunity, which will normally be at the Board meeting at which the interest first arises.
  - Secondly, a Trustee should (withdraw and) **not vote** on any resolution concerning a matter in which the Trustee has, directly or indirectly, an interest or duty which conflicts or may conflict with the interests of the WUF.
- In practice, if there is any doubt, it is better to declare the nature of the interest, whereupon any conflict or not can be agreed and recorded in the Minutes.

## **One-Page Summary of WUF Charity Trustees' Duties and Responsibilities**

As charity trustees of WUF, we have legal duties, both individually and collectively. This list is not exhaustive, deals only with broad principles of our roles as trustees, but is designed to give a clear indication of what is expected of us as charity trustees of WUF.

- 1) We have ultimate responsibility for directing the affairs of WUF, and ensuring that it is and remains solvent, well-run, and delivering the charitable outcomes for the benefit of the public for which it has been set up.
- 2) We must ensure that WUF does not breach any of the requirements or rules set out in its governing documents.
- 3) We must ensure that WUF uses its funds and assets only for delivering its charitable purpose and objects.
- 4) We must ensure that WUF complies with charity law and with the requirements of the Charity Commission.
- 5) As company directors of WUF, we must ensure that WUF complies with and does not breach relevant company or insolvency law, including ensuring WUF prepares annual report and accounts.
- 6) As employers, we must consider and protect the best interests of all WUF employees and volunteers and ensure WUF complies with relevant employment law.
- 7) We must comply with the requirements of other legislation and other regulators (if any) which govern the activities of WUF.
- 8) We must avoid undertaking activities that might place WUF's funds, assets or reputation at undue risk, taking special care when investing WUF funds, or borrowing funds for WUF to use.
- 9) We must consider getting external professional advice on any matter where there may be material risk to WUF, where the trustees do not have the requisite skills or where trustees may be in significant breach of their duties.
- 10) When acting as trustees, we must always act in the best interests of WUF and must each use reasonable care and skill in our work, using our personal skills and experience to ensure that WUF is well-run and efficient. We must always act with integrity and avoid any personal conflicts of interest.

January 2013