

# **Durrell Wildlife Conservation Trust**

## **Governance Procedures**

Adopted by the Board of Trustees

9<sup>th</sup> September 2004

(Amendments adopted by the Board of Trustees 22<sup>nd</sup> September 2005,  
22<sup>nd</sup> May 2008, 20<sup>th</sup> November 2008, 12<sup>th</sup> February 2009)

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# **GOVERNANCE PROCEDURES**

## **1 Introduction**

### **1.1 Governance Procedures**

These Governance Procedures were adopted by the Durrell Wildlife Conservation Trust (the “Trust”) at a meeting of the Board of Trustees on 9<sup>th</sup> September 2004.

### **1.2 The Rules**

The Rules of the Durrell Wildlife Conservation Trust (the “Rules”) are the primary governing document of the Trust.

### **1.3 Governance Procedures**

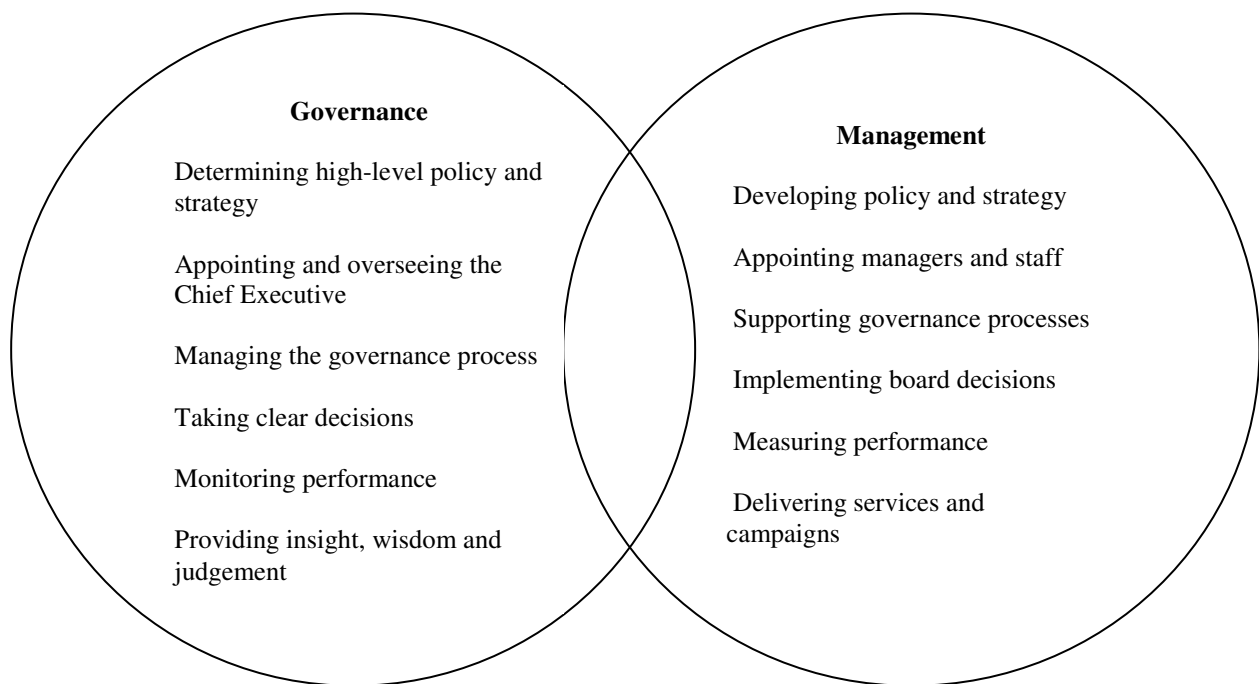
These Governance Procedures may be reviewed and revised by the Board of Trustees from time to time.

## **2 Principles of Sound Governance**

The Trust recognises the principles of sound governance set out in Appendix I and will endeavour to comply with these principles in all matters.

## **3 The Board of Trustees**

- Pursuant to Rule 11, the Board of Trustees is responsible for the governance and overall control of the Trust and for ensuring that it is properly managed and pursues its Objects including the mission of saving species from extinction.
- The diagram below is an aide memoire setting out the different but overlapping roles of the Board of Trustees and the management:



## 4 Trustees

### 4.1 Election of Trustees

- 4.1.1 The requirements governing the election of Trustees are set out in Rule 12.
- 4.1.2 With the exception of any Members who are employed by the Trust as members of staff, all Members and persons who have applied to become a Member and whose application is pending approval by the Board of Trustees (provided that such person has not previously submitted an application for membership which was rejected by the Board of Trustees) will be eligible to be elected as Trustees.
- 4.1.3 The Governance Committee will be responsible for the process of seeking and evaluating prospective Trustees for election.
- 4.1.4 The Board of Trustees will publicise vacancies for the post of Trustee to Members and others. To do so they will use publications of the Trust and any other avenues they see fit. This call will normally be made 180 clear days (i.e. 6 months) before the Annual General Meeting. The call for Trustees should summarise the skills and attributes, which the Board of Trustees will require over the following three years.
- 4.1.5 Given that only Members and those whose application for Membership is pending can become Trustees, the Governance Committee will determine on any occasion whether it is appropriate to publicise the vacancies widely to other than the Membership.
- 4.1.6 Any person eligible to be elected as a Trustee under Rule 12(1) may put himself or herself forward for election as a Trustee by completing a self-nomination form (which will be provided by the Governance Committee on request). This completed form must be received by the Governance Committee at the Trust's Offices no less

than 120 clear days prior to the date of the Annual General Meeting. The Governance Committee, in its absolute discretion and in accordance with these procedures, may exceptionally consider self-nomination forms received after this date.

- 4.1.7 The Governance Committee will identify from those eligible persons who have completed self-nomination forms the candidates whose skills and attributes best reflect the requirements of the Trust, as recommended candidates, informing the Board thus.
- 4.1.8 Pursuant on Rule 12(6) the Board of Trustees will send standard details of all eligible candidates for the Board to every Member who is entitled to receive notice of the Annual General Meeting. These details must be sent no less than 30 clear days before the Annual General Meeting. Once these details have been circulated, no further persons will be eligible as candidates for election at that AGM.
- 4.1.9 The Board will at the same time send to Members, without change, the conclusions of its Governance Committee as to which of the persons it recommends to Members as offering the mixture of attributes and skills needed by the Board at the time.
- 4.1.10 People nominating themselves may state that if they are not recommended by the Governance Committee, their names will not be included in the list of valid candidates to be sent to members.
- 4.1.11 All voting for Trustees will be by ballot, with provision for a postal ballot sent to every Member not less than 30 clear days before the AGM. Valid ballots must be received four clear days before the AGM. At the Annual General Meeting the results of the ballot will be announced in line with Rule 12(9).
- 4.1.12 If the Board lacks certain skills and attributes, either after an AGM or at any point in the year, then the Board of Trustees may co-opt Trustees as set out in Rule 13.
- 4.1.13 No Trustee will be entitled to act as a Trustee or vote at any meeting of the Trustees until he or she has signed a declaration of willingness to act as a Trustee of the Trust and agreed to abide by the Code of Conduct for Trustees set out in Governance Procedure 12.

## **4.2 Election of Chairman, Honorary Treasurer and Honorary Secretary**

- 4.2.1 The positions of Chairman, Honorary Treasurer and Honorary Secretary will be filled by election by the Board from amongst their number (Rule 16).
- 4.2.2 The Governance Committee will specify the attributes and skills required for each post, and will use its standard processes to seek and evaluate suitable candidates. Replacing these Officers may occur at any time of the year, irrespective of the regular annual cycle of electing Trustees.

4.2.3 For each position, the Governance Committee will usually recommend only one candidate to the Board of Trustees. Such people may be either elected or co-opted Trustees and must have agreed to their name going forward.

4.2.4 These elections will be conducted in line with the Code of Conduct for Trustees; hence candidates must declare any interests and then absent themselves for any relevant item.

### 4.3 Role Description for Trustees

#### 4.3.1 Purpose

To govern the Trust in line with its Objects and the Rules.

#### 4.3.2 Main duties

- (a) To establish the **strategic direction** for the Trust including its mission and strategies.
- (b) To ensure that the Trust functions within **legal and financial** requirements.
- (c) To ensure that the **broad policies** of the Trust (e.g. its conservation, finance, fundraising, and HR policies) are in keeping with its Objects and strategies.
- (d) To work to ensure that the Trust has the **resources**, both human and financial, to achieve its Objects and strategies.
- (e) To **monitor and evaluate** the progress of the Trust against its Objects and financial targets.
- (f) To employ and supervise a **Chief Executive** and delegate to him/her the management of the Trust.

#### 4.3.3 Details

- (a) The term of elected Trustees is three years. A maximum of two terms can be served. In exceptional circumstances and with the unanimous agreement of the Board a third term may be served.
- (b) The anticipated time commitment (excluding travel) for Trustees is 8 to 10 days in any normal year.
- (c) The term for Co-opted Trustees is until the next Annual General Meeting following their appointment in line with Rule 13.
- (d) Trustees are accountable to the Board of Trustees.

## 5 Honorary Officers

### 5.1 Role Description for Chairman

#### 5.1.1 Purpose

With the Chief Executive, to lead the Trust in line with its Objects and the Rules.

#### 5.1.2 Main duties

- (a) to undertake the duties of a Trustee as set out in these Governance Procedures;
- (b) to chair the Board of Trustees in particular by:
  - i. planning the annual cycle of meetings
  - ii. following consultation, agreeing the agenda for each meeting
  - iii. giving direction to policy making
  - iv. ensuring that the Board of Trustees makes clear decisions
  - v. monitoring the implementation of decisions of the Board of Trustees
- (c) to oversee the work of the Committees;
- (d) to ensure that the Code of Conduct for Trustees set out in Governance Procedure 12 and the Scheme of Delegation for the Chief Executive as set out in Governance Procedure 11 are kept up-to-date and operational;
- (e) on behalf of the Board of Trustees, and with others, to supervise and appraise the Chief Executive and delegate to him/her the management of the Trust;
- (f) to represent the Trust when appropriate.

#### 5.1.3 Details

- (a) The Chairman will be elected by the Board of Trustees from amongst its number.
- (b) The term of the Chairman is three years. A maximum of two consecutive terms can be served as Chairman. Time served as a Trustee prior to becoming Chairman does not count towards the term limit for Chairman.
- (c) The Chairman will delegate another Trustee to act in his/her absence.
- (d) The Chairman is responsible for considering his/her succession planning.
- (e) A Code of Conduct is in operation for Trustees.
- (f) A Scheme of Delegation is in operation for the Chief Executive.

## 5.2 Role Description for the Honorary Director

### 5.2.1 Purpose

As a Trustee, to govern the Trust in line with its Objects and the Rules and, as the Honorary Director, to undertake certain other agreed duties.

### 5.2.2 Main duties

- (a) To undertake the tasks and duties of a Trustee as set out in these Governance Procedures and, in addition, to provide added value by virtue of a unique history, experience and position with the charity as one well placed to reflect the institutional memory and the Founder's intentions, spirit and purpose;
- (b) As Honorary Director, to undertake duties for the benefit of the Trust as ambassador, advisor, spokesperson and other public relations roles, including fund-raiser, under the management of the Chief Executive.
- (c) To undertake other beneficial activities agreed with the Chief Executive, such as in the field of animal transport.

### 5.2.3 Details

- (a) As a Trustee, the Honorary Director is accountable to the Board of Trustees.
- (b) As the Honorary Director, in line with the Scheme of Delegation, the Honorary Director is accountable to the Chief Executive for her agreed ancillary duties over and above those as a Trustee.
- (c) A Code of Conduct is in operation for Trustees.
- (d) No limit on the term of office of the Honorary Director has been set in the Rules.

### 5.2.4 Review

The Chairman, Honorary Director and Chief Executive will review this role description every three years, or at any time if any of them deems that this would be advantageous.

## 5.3 Role Description for the Honorary Treasurer

### 5.3.1 Purpose

To maintain oversight of the Trust's financial affairs on behalf of the Board of Trustees.

### 5.3.2 Main duties

- (a) To undertake the duties of a Trustee as set out in these Governance Procedures and provide guidance to the Board of Trustees on financial matters.
- (b) To oversee the preparation of the Trust's corporate budgets and accounts and to deliver a statement of the overall financial position of the Trust to the Board of Trustees and to draw any major financial concerns to the attention of the Chairman and the Board of Trustees.
- (c) To check that the Trust has the financial resources to deliver its Objects.
- (d) To propose and monitor the reserves policy and risk management policy for the Trust.
- (e) To propose and monitor an investment policy for the Trust with the assistance of the Investment Committee.
- (f) To provide advice and assistance to the Chief Executive on financial matters and to advise the Finance Director.

### 5.3.3 Details

- (a) The Honorary Treasurer holds office for a term of three years. Usually a maximum of two terms can be served. Time served as a Trustee prior to becoming Honorary Treasurer does not count towards the term limit for Honorary Treasurer.
- (b) Appropriate checks on the probity of the Honorary Treasurer will be undertaken by the Chairman before he or she takes up office.
- (c) The Honorary Treasurer is required to declare to the Board of Trustees immediately any links with the Trust's auditors, suppliers, contractors, staff, or any other body that has dealings with the Trust.
- (d) A Code of Conduct is in operation for all Trustees.
- (e) A Scheme of Delegation is in operation for the Chief Executive.
- (f) The Honorary Treasurer is accountable to the Board of Trustees.

## 5.4 **Role Description for the Honorary Secretary**

### 5.4.1 Purpose

To maintain an overview of the Trust's governance procedures on behalf of the Board of Trustees.

### 5.4.2 Main duties

- (a) To undertake the duties of a Trustee as set out in these Governance Procedures and provide guidance to the Board of Trustees on governance matters.
- (b) To ensure that the Trust is operating within the Rules and these Governance Procedures.
- (c) To ensure that a proper record of meetings of the Board of Trustees is maintained.
- (d) To act as the link between the Trust and its Members for matters of formal communication and to oversee the preparation of the Annual General Meeting.
- (e) To assist the Chairman in the execution of his/her duties.
- (f) To represent or cause the Trust to be represented in legal matters.
- (g) To act as the Jersey Representative of the Trust in line with Rule 19.

#### 5.4.3 Details

- (a) The Honorary Secretary holds office for a term of three years. Usually a maximum of two terms can be served. Time served as a Trustee prior to becoming Honorary Secretary does not count towards the term limit for Honorary Secretary.
- (b) A Code of Conduct is in operation for all Trustees.
- (c) The Honorary Secretary is accountable to the Board of Trustees.

## **6 President**

### **6.1 Role Description for President**

#### 6.1.1 Purpose

To provide a figurehead at the request of the Board of Trustees.

#### 6.1.2 Main duties

- (a) The duties of the President will be determined from time to time by the Board of Trustees.
- (b) The President's duties may include:
  - assisting the Chairman with his/her duties on request;
  - chairing meetings including meetings of Members; and

- representing the Trust; and/or
- serving as a Trustee.

### 6.1.3 Details

- (a) The Board of Trustees has it in its power to appoint a President but is not required to do so.
- (b) The term of the President is three years. A maximum of two consecutive terms can be served except where unanimously agreed by the Board of Trustees in which case a third term can be served.
- (c) A Code of Conduct is in operation for Trustees which applies to the President whether or not he/she is a Trustee.

## 7 Patron and Honorary Fellows

### 7.1 Role Description for Patron

#### 7.1.1 Purpose

When appropriate, to provide a figurehead for the Trust.

#### 7.1.2 Main duties

At the invitation of the Chairman or Chief Executive and on occasion:

- (a) to give a public face to the Trust;
- (b) to help encourage fundraisers and funders and to thank them;
- (c) to help mark celebrations or notable events; and
- (d) to help to forge links with other organisations.

#### 7.1.3 Details

- (a) The Chief Executive is responsible for keeping the Patron appropriately briefed on the activities of the Trust.
- (b) It is understood that the Patron may have extensive demands on his/her time and may not therefore be able to meet all requests.
- (c) The Patron does not carry any responsibility for the governance or management of the Trust.

### 7.2 Role Description for Honorary Fellows

- 7.2.1 Honorary Fellows are usually individuals that have provided distinctive service to the Trust.
- 7.2.2 Honorary Fellows offer themselves to provide assistance to the Trust when called upon by the Chief Executive and/or Chairman.
- 7.2.3 Honorary Fellows are most likely to be called on for the use of their good offices by way of advice or influence or for assistance with fund-raising.
- 7.2.4 Honorary Fellows do not have a role in the governance or management of the Trust.
- 7.2.5 Honorary Fellows are appointed for life by the Board of Trustees and may be removed at the discretion of the Board.

## **8 Committees**

### **8.1 Introduction**

Rule 21 authorises the Board of Trustees to appoint such committees as may be deemed necessary, to assist with the governance of the Trust.

The Committees may consist of Trustee and non-Trustee members. The Board should determine the period for which members shall hold office which, in case of Trustees, shall not exceed the earliest date on which they retire by rotation or otherwise from the Board, and, in the case of non-Trustees, shall not exceed three years unless otherwise agreed by the Board.

The Board has appointed, or intends to appoint, the following committees:

- 8.1.1 Governance Committee  
The Terms of Reference of this committee are given in Appendix II
- 8.1.2 Audit Committee  
The Terms of Reference of this committee are given in Appendix III
- 8.1.3 Remuneration Committee  
The Terms of Reference of this committee are given in Appendix V
- 8.1.4 Investment Committee  
The Terms of Reference of this committee are given in Appendix IV

## **9 Members**

### **9.1 Categories of Members**

9.1.1 Pursuant to Rule 6, the Board of Trustees hereby establishes the following categories of Members:

- (a) Benefactor;
- (b) Life Member;
- (c) Associate Life Member;
- (d) Adult Member (with/without guest); Resident in Jersey;
- (e) Family Member; Resident in Jersey;
- (f) Adult Member (with guest); Non-resident in Jersey;
- (g) Family Member; Non-resident in Jersey
- (h) Student Member;
- (i) Junior Member;
- (j) Senior Citizen Member;
- (k) Corporate Member;
- (l) Conservation Partner
- (m) Honorary Life Member;
- (n) Staff Member;
- (o) Volunteer Member;
- (p) Gardien Member
- (q) UK Trust Supporters

9.1.2 Benefactor

A Benefactor will be individuals who are resident either in or outside Jersey and have paid the life subscription provided for in Governance Procedure 9.3.

9.1.3 Life Member

A Life Member will be individuals who are 65 years or under and are resident either in or outside Jersey and who have paid the life subscription provided for in Governance procedure 9.3.

9.1.4 Associate Life Member

An Associate Life Member will be individuals who are over 65 years and are resident in either in or outside Jersey and who have paid the life subscription provided for in Governance Procedure 9.3.

9.1.5 Adult Members and Family Members, Resident in Jersey

Adult (with/without guest) Members and Family Members, resident in Jersey will be individuals and families (2 adults, up to 3 children) who are resident in Jersey and who have paid the subscription provided for in Governance Procedure 9.3.

9.1.6 Adult Members and Family Members, Non-resident in Jersey

Adult (with guest) Members and Family Members, non-resident in Jersey will be individuals and families (2 adults, up to 3 children) who are resident outside of

Jersey and who have paid the subscription provided for in Governance Procedure 9.3.

9.1.7 Student Members

Student Members will be individuals who are in possession of a valid NUS card and who have paid the subscription provided for in Governance Procedure 9.3.

9.1.8 Junior Members

Junior Members will be individuals who are aged 16 and under and are resident either in or outside of Jersey and who have paid the subscription provided for in Governance Procedure 9.3.

9.1.9 Senior Citizen Members

Senior Citizen Members will be individuals aged 60 and over and are resident in or outside Jersey and who have paid the subscription provided for in Governance Procedures 9.3.

9.1.10 Corporate Members

Corporate Members will be corporations or bodies who are approved as Corporate Members by the Board of Trustees and who have paid the subscription provided for in Governance Procedure 9.3.

9.1.11 Conservation Partner

Conservation Partners will be corporations or bodies who are approved as Conservation Partners and who have paid the subscription provided for in Governance Procedure 9.3.

9.1.12 Honorary Life Members

Honorary Life Members will be individuals whom the Board of Trustees wishes to honour or whose association with the Trust may be considered beneficial.

9.1.13 Staff Members

Staff Members will be individuals who are in contractible salaried employment by the Trust.

9.1.14 Volunteer Members

Volunteer Members will be individuals who are in contracted unsalaried employment by the Trust.

9.1.15 Gardien Members

Gardien Members will be corporations (represented by an individual) or individuals who commit to a minimum annual donation as determined by the Board of Trustees.

#### 9.1.16 UK Trust Supporters

UK Trust Supporters will not be required to pay the subscription set out in Governance Procedure 9.3 provided they have contributed at least the equivalent amount to the UK Trust.

### 9.2 **Applications for Membership**

9.2.1 All applications to become a Member will be made on the form prescribed from time to time by the Board of Trustees.

9.2.2 Application forms duly completed and signed will be forwarded to the fundraising department of the Trust which, subject to approval by the Chief Executive and any two Directors, will issue membership cards to all persons entitled to become a Member.

### 9.3 **Subscriptions**

9.3.1 The following annual subscriptions are payable by the following categories of Members:

| <u>Category of Member</u>                         | <u>Annual Subscription</u> |        |
|---|----------------------------|--------|
|   | Life                       | Annual |
| Benefactor  | £1,500                     | -      |
| Life Member                                       | £ 750                      | -      |
| Associate Life Member                             | £ 500                      | -      |
| Adult Member (without guest), resident in Jersey  | -                          | £ 40   |
| Adult Member (with guest), resident in Jersey     | -                          | £ 65   |
| Family Member, resident in Jersey                 | -                          | £ 100  |
| Adult Member (with guest), Non-resident in Jersey | -                          | £ 35   |
| Family Member, Non-resident in Jersey             | -                          | £ 50   |
| Student Member                                    | -                          | £ 23   |
| Junior Member                                     | -                          | £ 15   |
| Senior Citizen                                    | -                          | £ 23   |
| Corporate Member                                  | -                          | £1,000 |
| Conservation Partner                              | -                          | £5,000 |
| Honorary Life Member                              | -                          | £ -    |
| Staff Member                                      | -                          | £ -    |
| Volunteer Member                                  | -                          | £ -    |
| Gardien Member                                    | -                          | £ -    |
| UK Trust Supporter                                | -                          | £ -    |

9.3.2 The Board of Trustees may prescribe from time to time for subscriptions to cover part of a year.

9.3.3 The Board of Trustees may at its absolute discretion refund to any Member the whole or any proportion of that Member's subscription, the amount of such refund to be determined at the absolute discretion of the Board of Trustees.

The Board of Trustees will not be required to give any explanation or reason for exercising this discretion or for the amount to be refunded.

## **10 Job Description for Chief Executive**

### **10.1 Purpose**

With the Chairman and the Board of Trustees, to lead the Trust to deliver its Objects.

### **10.2 Main duties**

- (a) With the Chairman, to ensure that the Board of Trustees and Directors review the Trust's mission and determine its strategy.
- (b) To direct and manage the Trust so that it achieves its strategic objectives.
- (c) To ensure that the Board of Trustees and Honorary Officers receive appropriate advice and information to enable them to fulfil their governance responsibilities.
- (d) To ensure that the main work of the Trust is monitored and evaluated and that the findings are acted upon.
- (e) To be responsible to the Board of Trustees for the overall financial health of the Trust and ensuring that expenditure is controlled in line with budgets as approved by Board of Trustees;
- (f) To be the principal spokesperson for the Trust.

### **10.3 Reporting**

- (a) The Chief Executive reports to the Board of Trustees through the Chairman.
- (b) A Scheme of Delegation is in operation for the Chief Executive.
- (c) All staff and volunteers report either directly or indirectly to the Chief Executive.
- (d) The Chief Executive manages the relationship of the Trust with its Honorary Fellows and the Patron.

## **11 Scheme of Delegation for Chief Executive**

### **11.1 Introduction**

This Scheme of Delegation sets down the authority delegated by the Board of Trustees to the Chief Executive. It refers to the job description for the Chief Executive and addresses a number of areas that require more detailed operational procedures to enable accountable, effective, and efficient management of the Trust.

## **11.2 Policy Framework**

- (a) The Trust is constituted under the laws of Jersey. It operates with reference to appropriate guidelines for the operation of charities and to the laws of host countries.
- (b) The Trust operates within its Rules. The Chief Executive will draw to the attention of the Board of Trustees any need to update these Rules.
- (c) Working within the Objects and Powers set down in Rules 2 and 3, the Chief Executive will propose to the Board of Trustees the strategy for the Trust.
- (d) A rolling 3-year business plan for the Trust will be prepared by the Chief Executive in consultation with his/her Directors to be approved by the Board of Trustees. The business plan will be reviewed every 12 months by the Chief Executive to ensure that its objectives, targets and projections remain relevant to the contemporary operating conditions.
- (e) The Chief Executive will deliver to the Board of Trustees prior to each Board of Trustees' meeting his/her report on progress against the business plan in a form that allows the Board of Trustees to monitor the performance of the Trust.

## **11.3 Delegation**

- (a) This Scheme of Delegation provides the authority to the Chief Executive to manage the conservation, budgetary, property, staffing and other resources of the Trust within the policy framework.
- (b) The Chief Executive is the senior manager of the Trust and has a duty both to advise the Board of Trustees when it is determining policies and priorities and to ensure that these policies and priorities are implemented effectively.
- (c) As a rule the Board of Trustees will determine high-level or strategic policies. The Chief Executive has delegated authority to determine operational matters.

## **11.4 Finance**

- (a) The Chief Executive will submit an annual income and expenditure budget to the Board of Trustees at least two meetings prior to its date of

commencement. Once approved by the Board of Trustees this budget will be known as the Approved Corporate Budget.

- (b) Except as provided for elsewhere in this scheme and subject to the limits and conditions outlined below, the Chief Executive may incur expenditure as agreed in the Approved Corporate Budget.
- (c) The Chief Executive is:
  - delegated the authority to commit and incur expenditure on any one item below a threshold of £10,000 for which there is provision in the Approved Corporate Budget;
  - required to seek approval from the Honorary Treasurer prior to the commitment of expenditure on any one item in excess of £10,000 within the Approved Corporate Budget; and
  - Required to seek approval from the Board of Trustees prior to committing expenditure on any one item of £5,000 not in the Approved Corporate Budget.
- (d) The Honorary Treasurer on behalf of the Board of Trustees will receive from the Chief Executive a monthly report detailing income and expenditure against each heading of the Approved Corporate Budget. Any concerns the Honorary Treasurer has with this report will be drawn to the immediate attention of the Chief Executive.

### **11.5 Recruitment and Management of Staff**

- (a) The Chief Executive may appoint such persons as Directors with the prior approval of the Board of Trustees.
- (b) The Board of Trustees will consider and approve annually the staffing establishment and staffing budget of the Trust.
- (c) Staffing changes within this budget may be made during the year by the Chief Executive. Major changes require the prior approval of the Chairman. Changes amongst Directors require the approval of the Board of Trustees.
- (d) The recruitment of the Chief Executive will be the responsibility of the Board of Trustees or a task group reporting to the Board of Trustees. Support, management, training and development, and with others the appraisal of the Chief Executive will be the responsibility of the Chairman reporting as appropriate to the Board of Trustees.
- (e) Subject to the policies and procedures detailed in the Staff Handbook, the Chief Executive will be responsible for the guidance, support and supervision of staff.

- (f) Overall pay and rewards policy will be determined by the Board of Trustees. Its application will be determined by the Remuneration Committee and its implementation by the Chief Executive, except in the case of the Chief Executive's post when the Board of Trustees, through the Remuneration Committee, will determine its implementation. Directors' salaries will be recommended by the Chief Executive and agreed by the Remuneration Committee.
- (g) A Staff Handbook will be approved by the Board of Trustees and will detail at least:
- Terms and Conditions of Employment
  - Grievance and Disciplinary Procedures
  - Health and Safety Policy and Procedures
  - Equal Opportunities Policy
  - Volunteer Policy

## **11.6 Public Relations**

- (a) The Board of Trustees delegates to the Chief Executive the role of principal spokesperson for the Trust. This role will be exercised within the policies and procedures of the Trust.
- (b) The Board of Trustees will refer all media enquiries to the Chief Executive.

## **11.7 Further Delegation**

The Chief Executive may, for the efficient management and proper operation of the Trust, delegate any or all of the responsibilities contained within this Scheme of Delegation to other senior employees. This further delegation of responsibilities does not release the Chief Executive from overall responsibility as the senior manager of the Trust accountable to the Board of Trustees.

## **11.8 Term**

- (a) This Scheme of Delegation will be reviewed at least every other year to ensure it is relevant to the circumstances of the day.
- (b) The Board of Trustees at its sole discretion may revoke this Scheme of Delegation or any part thereof with due process at any time.

# **12 Code of Conduct for Trustees**

## **12.1 Introduction**

- 12.1.1 This Code of Conduct for Trustees of the Durrell Wildlife Conservation Trust (the “Trust”) is based on various references and standard codes for charity trustees<sup>1</sup>.
- 12.1.2 This Code of Conduct should be read in conjunction with the role description for Trustees and the Scheme of Delegation for the Chief Executive set out in the Governance Procedures.
- 12.1.3 Trustees are the people who, under the Rules, are responsible for the overall control of the Trust and ensuring that it is properly managed.

## 12.2 General

The Trustees undertake to:

- (a) exercise a duty of care to the Trust;
- (b) govern the Trust and all its assets in the best interests of the Trust and its Objects as set out in Rule 2;
- (c) hold themselves accountable to the Trust’s stakeholders including the public for the Board of Trustees’ decisions, the performance of the Board of Trustees, and the performance of the Trust;
- (d) take appropriate advice when required;
- (e) except where legally authorised, not gain financial or other material benefit for themselves, their families or their friends from their trusteeship of the Trust;
- (f) follow procedures for claiming expenses;
- (g) not accept personal gifts as a Trustee;
- (h) not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their duties;
- (i) take care not to damage or undermine the reputation of the organisation, or its staff individually or collectively;
- (j) make their decisions together and take joint responsibility for them in public; and

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<sup>1</sup> Documents consulted included *The Jersey Law of Charities*, The Jersey Law Commission, Jan 2004, and documents issued by the Charity Commission for England and Wales, the Scottish Council for Voluntary Organisations (SCVO), the National Council of Voluntary Organisations (NCVO), the Association of Chief Executives of Voluntary Organisations (ACEVO), the Association of Guernsey Charities, and BoardSource USA.

- (k) agree the extent to which any one Trustee or a group of Trustees is empowered to speak for or take action on behalf of the Trust before they do so.

### **12.3 Responsibilities**

The Trustees undertake to:

- (a) establish the strategic direction for the Trust including its mission, objectives and strategies;
- (b) ensure that the organisation functions within the legal and financial requirements of a charity;
- (c) ensure that the broad policies of the Trust (e.g. its conservation, finance, fundraising, and HR policies) are in keeping with its aims;
- (d) work to ensure that the Trust has the resources, both human and financial, to achieve its aims;
- (e) monitor and evaluate the progress of the Trust against its charitable objectives and financial targets; and
- (f) employ and supervise a Chief Executive and delegate to him/her the management of the Trust.

### **12.4 Meetings of the Board of Trustees**

The Trustees undertake to:

- (a) read Board of Trustees meeting papers and attend meetings of the Board of Trustees;
- (b) endeavour to develop or maintain an understanding of conservation and of the governance of charities;
- (c) offer to the Chairman their resignation if they do not attend 75% of Board of Trustees' meetings in a 12-month period;
- (d) bring a fair and open-minded view to all discussions of the Board of Trustees, ensuring that all decisions are made in the Trust's best interests;
- (e) declare in advance any potential conflict of interest and then absent themselves from any discussion and vote taken on the matter;
- (f) keep confidential any information or material that is deemed confidential by the Board of Trustees;

- (g) work to develop and ensure the maintenance of a properly constituted, balanced and competent Board of Trustees; and
- (h) review the performance of the Board of Trustees every two years.

## 12.5 Staff

The Trustees undertake to:

- (a) ensure there is a clear understanding of the scope of authority delegated to the Chief Executive through a Scheme of Delegation, and take care not to undermine this;
- (b) ensure that directions given to the Chief Executive come from the Board of Trustees as a whole or from the Chairman acting for the Board of Trustees;
- (c) act fairly and in accordance with good employment principles in making decisions affecting the appointment, professional development, appraisal, remuneration and discipline of the Chief Executive;
- (d) respect the different roles of the Board of Trustees and the Chief Executive;
- (e) respond to comments and questions from staff about management matters by referring the staff member first to their line manager and, if necessary, to the Chief Executive or HR Manager;
- (f) inform the Chairman when remarks are made about the conduct of the Chief Executive;
- (g) when possible, inform the Chief Executive or the senior member of staff present when they are on the premises in their role as a Trustee;
- (h) refer all enquiries from the media, Honorary Fellows or Patron to the Chief Executive;
- (i) if undertaking any duties additional to those of a Trustee, report to the appropriate manager in line with policies for all volunteers.

# Appendix I

## Principles of Sound Governance

Extract from *The Hallmarks of an Effective Charity* (Charity Commission, April 2004) promoted by the Association of Jersey Charities.

An effective charity is run by a clearly identifiable trustee body that has the right balance of skills and experience to run the charity effectively, acts in the best interests of the charity and its beneficiaries, understands its responsibilities and has systems in place to exercise them effectively.

In order to demonstrate this, the charity:

- complies with the law by ensuring that the trustee body is constituted in accordance with the governing document;
- identifies the mix of skills, knowledge and experience necessary for the efficient and effective direction of the charity and ensures that the rotation of trustees provides adequate opportunities for re-assessing that mix;
- recruits and selects trustees on the basis of the mix of skills, knowledge, experience and the diversity that they bring to the trustee body, as well as the time they have to do the job well; undertakes all appropriate checks to ensure that a prospective trustee is both eligible and suitable to act in that capacity;
- has a policy for managing conflicts of interest on the trustee body and ensures that trustees understand that they must act solely in the best interests of the charity;
- has an induction programme for trustees which enables them to rapidly become effective and valuable trustees;
- has a trustee body that takes responsibility for evaluating its own performance and for identifying and addressing the individual training needs of trustees;
- has a trustee body that is the right size for the charity – large enough to include the right balance of skills and experience needed to run the charity effectively, but small enough to facilitate discussion and effective decision making;
- has a clear understanding of the respective roles of the trustee body and staff with written role descriptions for trustees and trustee officers (such as the Chair and Treasurer), and has systems in place that the trustee body use to monitor and oversee the way in which their delegated powers are exercised;
- is able to take decisions, which further the work of the charity while recognising and managing the risks to the charity's beneficiaries, to itself and to other stakeholders.

## **Appendix II**

### **Terms of Reference of Governance Committee**

(Adopted by the Board of Trustees 22<sup>nd</sup> September 2005)

(Amended by the Board of Trustees 22<sup>nd</sup> May 2008)

#### **Constitution**

The Governance Committee is formally constituted as a committee of the Board of Trustees. The terms of reference are approved by the Board of Trustees.

#### **Membership**

The Committee will be appointed by the Board of Trustees. At least two members of the Committee including the Chairman will be Trustees. One member will not be a Trustee and will be referred to as the independent member. The Chairman will not chair any other committee. The Board of Trustees may co-opt additional members, either Trustees or non-Trustees, to the Committee as required.

#### **Frequency of Meetings**

The Committee will meet at least twice a year and at such other times as the Chairman of the Committee will require.

#### **Attendance of Meetings**

The Committee may invite anyone considered appropriate to attend all or part of its meetings.

#### **Quorum**

The quorum necessary for the transaction of business shall be two members, of which one must be a Trustee, who have no conflict of interest with the business of the meeting. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested or exercisable by the Committee.

#### **Notice of Meetings**

Meetings of the Committee shall be summoned by the Chairman of the Committee at the request of any member thereof. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no fewer than three working days prior to the date of the meeting.

## **Minutes of Meetings**

The Chairman shall ensure the proceedings and resolutions of all Committee meetings are minuted, including the names of those present and in attendance. Minutes of Committee meetings shall be available to any member of the Board on request and a copy will be lodged with the record of Board minutes.

Minutes shall be approved at the next subsequent meeting whenever practical.

## **Authority**

The Committee is authorised by the Board of Trustees to enquire into any activity within its terms of reference. It is authorised to seek any information it requires from any employee, and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board of Trustees to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

## **Purpose**

The Committee will, in the light of developments in charity governance and the needs of the Trust, keep under review the governance arrangements of the Trust and make recommendations to the Board of Trustees as needed.

## **Duties**

To undertake whatever actions the Committee feels appropriate to achieve its Purpose, but in particular to:

1. Organise an appropriate review of the performance of the Board at least every two years.
2. Annually review the structure, size and composition (including the skills, knowledge and experience) required of the Board in relation to the tasks it faces.
3. Be responsible for seeking and evaluating prospective Trustees for the Board and to make recommendations in line with the Rules and the procedures set out for the election of Trustees in the Governance Procedures.
4. Before publicising the opportunity for people to nominate themselves as Trustees, evaluate the balance of skills and attributes on the Board, and, in the light of this evaluation prepare a description of the role and capabilities required by new Trustees.
5. In identifying suitable Trustees the Committee will:

- Consider nominees from a wide range of backgrounds
  - Consider nominees on merit and against objective criteria agreed by the Board, taking care that they have enough time available to devote to the position
  - Use appropriate means for evaluating nominees.
6. Following the AGM determine the need for any co-opted Trustees and if required, identify suitable candidates and propose them to the Board in line with the Rules.
  7. When required by the Chairman and in line with the Governance Procedures, recommend Honorary Officers and Trustees to serve on Committees, and other persons to perform non-executive roles for the Trust.
  8. Provide oversight to the induction and continuous professional development of Trustees.
  9. Oversee the process by which the Trustees appoint and renew the President and Honorary Fellows.

## **Reporting Procedures**

The Committee Chairman will report, as appropriate, to the Board on its proceedings after each Committee meeting. The Committee will make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

The Committee will make a statement in the Annual Report describing its purpose and composition and giving a brief summary of its activities over the past year, which will include the process used to evaluate potential Trustees or make appointments.

## **Annual General Meeting**

The Chairman of the Committee or another member of the Committee appointed by the Chair will attend the Annual General Meeting prepared to respond to any questions on the Committee's activities.

## **Appendix III**

### **Terms of Reference Audit Committee**

**(Adopted by the Board of Trustees 22<sup>nd</sup> September 2005)**

**(Amendments adopted by the Board of Trustees 20<sup>th</sup> November 2008)**

### **Constitution**

The Audit Committee is formally constituted as a sub-committee of the Board of Trustees. The terms of reference are approved by the Trustees.

### **Membership**

The Committee shall be appointed by the Board of Trustees. At least two members of the Committee including the Chairman shall be Trustees. The Chairman of the Committee shall be appointed by the Board and the Chairman shall not chair any other committee. The Board of Trustees may co-opt additional members, either Trustees or non-Trustees, to the Committee as required. At least one member of the Committee shall have significant, recent and relevant financial experience.

### **Frequency of Meetings**

The Committee shall meet at least twice each year to coincide with key dates in the Trust's financial reporting cycle.

External auditors may request a meeting if they consider it necessary.

### **Attendance of Meetings**

The Committee may invite anyone considered appropriate to attend all or part of its meetings.

There shall be at least one meeting a year, at which the Committee meets the external auditors, without executive members present.

### **Quorum**

The quorum necessary for the transaction of business shall be two members, of which one must be a Trustee and one must be one of the members with significant, recent and relevant financial experience, who have no conflict of interest with the business of the meeting. A duly convened meeting of the Committee at which a

quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested or exercisable by the Committee.

## **Notice of Meetings**

Meetings of the Committee shall be summoned by the Chairman of the Committee at the request of any member thereof. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each member of the Committee and any other person required to attend, no fewer than three working days prior to the date of the meeting.

## **Minutes of Meetings**

The Chairman shall ensure the proceedings and resolutions of all Committee meetings are minuted, including the names of those present and in attendance. Minutes of Committee meetings shall be available to any member of the Board on request and a copy will be lodged with the record of Board minutes.

Minutes shall be approved at the next subsequent meeting whenever practical.

## **Authority**

The Committee is authorised by the Board of Trustees to enquire into any activity within its terms of reference. It is authorised to seek any information it requires from any employee, and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board of Trustees to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

## **Purpose**

The Committee will assist the Board in fulfilling its oversight responsibilities, and has key responsibilities for the ongoing monitoring and review of financial performance, and the identification, management, mitigation and reporting of financial and operational risk.

## **Duties**

To undertake whatever actions the Committee feels appropriate to achieve its Purpose, but in particular to review and assess the appropriate processes and

controls resulting from policies set by the Board of Trustees and management. Specific duties shall include:

#### External audit

- to oversee the Trust's relations with the external auditor
- to consider, and make recommendations on the appointment, reappointment and removal of the external auditor
- to approve the terms of engagement and the remuneration to be paid in respect of audit services provided
- to assess the qualification, expertise and resources, effectiveness and independence of the external auditors annually
- to discuss with the external auditors, before the audit commences, the nature and scope of the audit
- to review, with the external auditors, the findings of their work, including any major issues that arose during the course of the audit and have subsequently been resolved and those issues that have been left unresolved; key accounting and audit adjustments; levels of errors identified during the audit, obtaining explanations from management and, where necessary the external auditors, as to why certain errors remain unadjusted
- to review the audit representation letters before consideration by the Board
- to discuss with the external auditors their views on the strengths and weaknesses of the systems of internal control
- to assess, at the end of the audit cycle, the effectiveness of the audit process
- to review and monitor the formal report from the external auditors of their audit findings, and the responses, where appropriate, from the management team

#### Financial reporting

- to review, and challenge where necessary, the actions and judgement of management in relation to the Trust's financial statements before submission to, and approval by, the Board and before clearance by the auditors.

*Particular attention should be paid to:*

- accounting policies and practices, and any changes therein
- decisions requiring a significant element of judgement
- the extent to which the financial statements are affected by unusual transactions in the year and how they are disclosed
- significant adjustments arising from the audit
- the going concern assumption
- compliance with accounting standards ,statements of recommended practice for charities and other legal requirements.
- other topics, as defined by the Board.

#### Internal control and risk management

- to review the Trust's procedures for detecting fraud and to ensure that arrangements are in place by which staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting, financial control or any other matters
- to monitor the integrity of the Trust's internal financial controls
- to assess the scope and effectiveness of the systems to identify, assess, manage and monitor financial and non-financial risks.

#### Internal audit

- to consider annually whether there is a need for an internal audit where no such function currently exists.

The Committee will depend on reporting from the finance department, the external auditors and other reporting from the management team or from external advisors as appropriate in order to achieve its purpose.

### **Reporting Procedures**

The Committee Chairman shall report, as appropriate, to the Board on the manner in which the Audit Committee has discharged its responsibilities as covered by the above Terms of Reference. The Committee will make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

Specifically the Committee will report:

- the minutes of the Audit Committee meetings
- the names and qualifications of all members of the Audit Committee during the reporting period.

The Committee will make a statement in the Annual Report describing its purpose and composition and giving a brief summary of its activities over the past year.

### **Annual General Meeting**

The Chairman of the Committee, or another member of the Committee appointed by the Chair, will attend the Annual General Meeting prepared to respond to any questions on the Committee's activities.

## **APPENDIX IV**

### **Terms of Reference of the Investment Committee**

(Adopted by the Board of Trustees 22<sup>nd</sup> September 2005)

(Amended by the Board of Trustees 22<sup>nd</sup> May 2008)

#### **Constitution**

The Investment Committee is formally constituted as a committee of the Board of Trustees. The terms of reference are approved by the Board of Trustees.

#### **Membership**

The Committee will be appointed by the Board of Trustees. At least two members of the Committee including the Chairman will be Trustees. One member will not be a Trustee and will be referred to as the independent member. The Chairman will not chair any other committee. The Board of Trustees may co-opt additional members, either Trustees or non-Trustees, to the Committee as required. At least one member of the Committee should have a financial background, ideally from the investment industry.

#### **Frequency of Meetings**

The Committee will meet at least twice a year (ideally one being six weeks prior to the AGM).

#### **Attendance of Meetings**

The Committee may invite anyone considered appropriate to attend all or part of its meetings.

#### **Quorum**

The quorum necessary for the transaction of business shall be two members, of which one must be a Trustee, who have no conflict of interest with the business of the meeting. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested or exercisable by the Committee.

#### **Notice of Meetings**

Meetings of the Committee shall be summoned by the Chairman of the Committee at the request of any member thereof. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other

person required to attend, no fewer than three working days prior to the date of the meeting.

## **Minutes of Meetings**

The Chairman shall ensure the proceedings and resolutions of all Committee meetings are minuted, including the names of those present and in attendance. Minutes of Committee meetings shall be available to any member of the Board on request and a copy will be lodged with the record of Board minutes.

Minutes shall be approved at the next subsequent meeting whenever practical.

## **Authority**

The Committee is authorised by the Board of Trustees to enquire into any activity within its terms of reference. It is authorised to seek any information it requires from any employee, and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board of Trustees to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

## **Purpose**

The Investment Committee will oversee the effective utilisation of the Trust's financial assets in accordance with the policies set by the Board of Trustees and will make recommendations to the Board of Trustees as needed.

## **Duties**

To undertake whatever actions the Committee feels appropriate to achieve its Purpose, but in particular to:

1. Consider the appointment and performance of the external investment manager, the administration fee, and any questions of resignation or dismissal.
2. Discuss with the external investment manager the long-term approach to the projected return on investment of the funds and assets of the Trust, with particular reference to its projected performance, controls, level of investment risk and scope of investment portfolio.
3. Review the investment performance report before submission to the Board of Trustees, focusing particularly on:
  - Significant changes from 'normal' investment return levels

- Ensuring a clear understanding of the impacts of external factors
- Outlining areas of risk
- Any presentational issues having particular significance to the public perception of the organisation.
- Receiving during the course of the year reports on any matters that may impact on the Trust's funds and assets contained within the investment portfolio.

4. Discuss any problems or reservations arising from the external investment managers' work and any other matters that the external investment managers may wish to bring to the attention of the Committee.

5. Report on areas of risk inherent within the investment strategy as identified

## **Reporting Procedures**

The Committee Chairman will report, as appropriate, to the Board on its proceedings after each Committee meeting. The Committee will make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed. Specifically, the Investment Committee is required to recommend to the Board of Trustees the reappointment or change in appointment of external investment managers.

The Committee will make a statement in the Annual Report describing its purpose and composition and giving a brief summary of its activities over the past year.

## **Annual General Meeting**

The Chairman of the Committee or another member of the Committee appointed by the Chairman will attend the Annual General Meeting, prepared to respond to any questions on the Committee's activities.

## **APPENDIX V**

### **Terms of Reference of the Remuneration Committee**

**(Adopted by the Board of Trustees 22<sup>nd</sup> September 2005)**

**(Amended by the Board of Trustees 22<sup>nd</sup> May 2008)**

#### **Constitution**

The Remuneration Committee is formally constituted as a committee of the Board of Trustees. The terms of reference are approved by the Board of Trustees.

#### **Membership**

The Committee shall comprise of three members: the Chairman of the Board of Trustees, Honorary Treasurer and another Trustee, who shall be appointed Chairman of the Committee.

#### **Frequency of Meetings**

The Committee shall meet at least once a year and at such other times as the Chairman of the Committee shall require.

#### **Attendance of Meetings**

The Committee may invite anyone considered appropriate to attend all or part of its meetings.

#### **Quorum**

The quorum necessary for the transaction of business shall be two members, who have no conflict of interest with the business of the meeting. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested or exercisable by the Committee.

#### **Notice of Meetings**

Meetings of the Committee shall be summoned by the Chairman of the Committee at the request of any member thereof. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no fewer than three working days prior to the date of the meeting.

#### **Minutes of Meetings**

The Chairman shall ensure the proceedings and resolutions of all Committee meetings are minuted, including the names of those present and in attendance.

Minutes of Committee meetings shall be available to any member of the Board on request and a copy will be lodged with the record of Board minutes.

Minutes shall be approved at the next subsequent meeting whenever practical.

## **Authority**

The Committee is authorised by the Board of Trustees to enquire into any activity within its terms of reference. It is authorised to seek any information it requires from any employee, and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board of Trustees to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

## **Purpose**

The Remuneration Committee will oversee the effectiveness of the Trust's remuneration levels and systems and will make recommendations to the Board of Trustees as needed.

## **Duties**

To undertake whatever actions the Committee feels appropriate to achieve its Purpose, but in particular to:

1. ensure that the staff of the Trust are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Trust;
2. determine targets and levels for any performance-related pay schemes, pensions or any other emoluments operated by the Trust;
3. within the terms of the agreed policy, determine the total individual remuneration package of each member of the executive staff including increments, bonuses, incentive payments, pensions and any other options or emoluments;
4. determine the policy for and scope of pension arrangements, service agreements for staff, termination payments and compensation commitments;
5. in determining such packages and arrangements, give due regard to the comments and recommendations of the Jersey and UK authorities, and associated guidance and generally accepted best practice in equivalent organisations (e.g. Combined Code of the Institute of Chartered Secretaries and Administrators (ICSA));

6. oversee any major changes in employee benefit structures throughout the Trust;
8. ensure that provisions regarding disclosure of remuneration including pensions are fulfilled;
9. consider each year whether circumstances are such that the Members at the AGM should be invited to approve the remuneration policy.

## **Reporting Procedures**

The Committee Chairman will report, as appropriate, to the Board on its proceedings after each Committee meeting. The Committee will make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

The Committee will make a statement in the Annual Report describing its purpose and composition and giving a brief summary of its activities over the past year.

## **Annual General Meeting**

The Chairman of the Committee or another member of the Committee appointed by the Chairman will attend the Annual General Meeting prepared to respond to any questions on the Committee's activities.

## **APPENDIX VI**

### **DECLARATION OF INTERESTS POLICY (Adopted by the Board of Trustees 25<sup>th</sup> May 2006)**

In attracting suitable people onto the Board of Trustees, Durrell Wildlife Conservation Trust (“DWCT”) seeks people who have the governance and professional skills required to undertake the role of Trustee. Potential Trustees may well be drawn from organisations that have similar aims and values to those of DWCT or a similar community of interest. This, along with other connections or activities, may bring with it some potential for conflict of interest.

Whilst, as a Jersey charity, it is not regulated by the UK Charity Commission, DWCT aims to uphold the UK Charity Commission's guidelines on the *Responsibilities of Charity Trustees* which state that:

*Trustees are required to act reasonably and prudently in all matters relating to the charity and need always to bear in mind that their prime concern is the interests of the charity. They cannot let their personal views or prejudices affect their conduct as Trustees.*

To ensure good governance, DWCT has established a Trustee’s declaration process and a register of interests. To ensure openness and transparency and, in establishing good governance, Trustees are expected to:

1. Sign the Trustee Declaration (attached hereto) before joining the Board of Trustees;
2. Declare and register any interests that may impact on their work with DWCT in the register held by the Honorary Secretary and update this annually;
3. Declare any potential for conflict of interest that may arise due to the topics under discussion at a Board of Trustees meeting or a Committee of the Board of Trustees.

#### **Declaration of Conflicts of Interest**

As stated above, Trustees are expected to declare at both Board meetings and Committee meetings any potential conflict of interest that may arise due to the topics under discussion, for example, any financial interest in the outcome of an agenda item, or a competing interest or claim to a common donor, or membership of an organisation under discussion.

Where a conflict of interest is declared at a meeting, the individual shall be entitled to remain but shall not vote on any matter in respect of which the conflict exists unless the Chairman decides that there are particular reasons why the individual should withdraw, in which case the individual shall withdraw.

#### **Register of Interests**

As stated in the Trustee Declaration, Trustees are asked to declare any interests that may impact on their work with DWCT in the register of interests held by the Honorary Secretary.

The register of interests will be available to Trustees for inspection and will be maintained in compliance with the Data Protection (Jersey) Law.

Declared interests may include but are not necessarily limited to:

- family or close ties with members of DWCT's staff or Trustees;
- relevant self-employment, directorships, trusteeships or equivalent positions and appointments;
- relevant financial interests.

Trustees will be asked by the Honorary Secretary to update their entries in the register annually – normally before an AGM.

The annual report of Trustees will include a statement indicating that a declaration of interest procedure is in place and indicating if Trustees have any competing interests.

### **Gifts**

Occasionally Trustees may receive a gift, benefit or an offer of hospitality arising from their position at DWCT. All items shall be declared and recorded by the Honorary Secretary and any item considered to be of a value of more than £500.00 is to be handed over to DWCT.

**Trustee Declaration**

I ..... (name of Trustee) declare that I have read DWCT’s Rules, Governance Procedures and Declaration of Interest Policy and that I:

- have provided a full CV to DWCT and am aged over 18 years
- have declared any conviction for an offence involving deception or dishonesty
- am not an un-discharged bankrupt
- have not previously been removed from trusteeship of a charity by either a court or the UK Charity Commissioners or other authority
- am not under a disqualification order which prevents me acting as a director
- am, in the light of the above or for any other reason, not disqualified for any reason from acting as a charity Trustee
- will undertake to fulfil my responsibilities and duties as a Trustee in good faith and in accordance with Jersey law
- have declared my interests which may impact on my work with DWCT in the register held by the Honorary Secretary. I will specifically notify any such relevant interest at any meeting at which Trustees are required to make a decision as is consistent with the DWCT Declaration of Interests Policy
- do not have any financial or other interests that could be reasonably expected to come into conflict with those of DWCT (either in person, or through family, business or employment connections) except those that I have formally notified in the register of interests
- confirm that I am willing to act as a Trustee of DWCT as I am required to do by Clause 12 (11) of the Rules of DWCT.

Signed

.....

Name of Trustee

.....

Chairman of DWCT

.....

**Annual Declaration of Interest - DWCT**

Name:

I am currently employed as:

I am a member of the following boards and associations:

Other interests that may be relevant are:

I confirm that I am not disqualified for any reason from acting as a Trustee and I hereby reaffirm each of the declarations made by me prior to accepting appointment as a Trustee of DWCT.

Signed and dated

.....