

# ICOMOS-UK AGM 2025

## *Duties of Trustees*

### ***Overall responsibilities of Trustees***

Trustees have control over, and legal responsibility for ICOMOS-UK's management and administration.

They must abide by the terms of the CIO governing document, act in ICOMOS-UK's best interests, manage its resources responsibly, and act with reasonable care and skill.

Trustees are appointed by, and are ultimately responsible to, the membership.

### ***Ex-Officio Trustees***

Ex-Officio Trustees (the President, Vice President and Treasurer) take on specific roles as follows:

#### *The President's main role is to:*

- act as a figurehead and take the lead in ensuring that Trustees comply with their duties and the CIO is well governed;
- provide direction for the CIO and ensure that Trustees fulfill their duties and responsibilities for overall governance and strategic direction;
- help plan and run Trustee meetings and the AGM to ensure that they are properly run and recorded;
- act as a link between Trustees and staff and as a line manager for the CEO/Director on behalf of Trustees to ensure their decisions are acted upon and the organization is managed effectively.

He/she is automatically a member of the ICOMOS Advisory Committee that consists of Chairs of National and Scientific Committees. He/she is expected to attend, as a representative of ICOMOS-UK, annual meetings of the Advisory Committee and the ICOMOS General Assembly, as well as meetings of the ICOMOS Europe Group.

#### *Vice President's main role is to:*

- support the President in carrying out his/her role;
- deputise for the President when requested to do so;
- lead on projects/work areas delegated by the President and Board.

#### *The Treasurer's main role is to:*

- review the CIO's financial performance and providing quarterly reports to the Trustees;
- advise on policies for finance and investment;
- ensure that the CIO has robust and effective financial controls in place;
- liaise with staff and with the CIO's independent examiner;

- report on financial matters to members at the AGM.

### ***Obligations of Trustees:***

Trustees must:

- ensure that ICOMOS-UK's activities comply with its CIO governing document as well as with charity law requirements in carrying out its purposes for the public benefit;
- protect and safeguard ICOMOS-UK's assets and ensure that they are only used to support or carry out the purposes of the organisation;
- avoid exposing ICOMOS-UK's assets, beneficiaries or reputation to undue risk;
- not over-commit the CIO;
- ensure the CIO is appropriately accountable;
- oversee the development of the CIO's vision, mission, objectives and business plans;
- agree to support collective decisions of the Board and not dispute these publicly;

### ***Conflict of interest:***

Trustees must:

- declare conflicts of interest of loyalty, not limited to financial interest.

### ***Requirements of Trustees:***

- Elected Trustees, including ex-Officio Trustees, are usually elected for a three-year term and are allowed to serve a maximum of three terms;
- Co-opted Trustees are usually co-opted for a one-year term;
- Trustees are normally requested to take a key role in leading or supporting at least one of ICOMOS-UK's work areas;
- When a Trustee is invited to represent ICOMOS-UK at an event or meeting, they should inform the Secretariat and ensure that they are speaking on behalf of the organisation.

### ***Time Commitment:***

- Trustees are expected to attend the quarterly Executive Committee meetings, currently held virtually from 2-4pm. Meetings may occasionally take place on-site, with the option to attend remotely;
- Trustees are not reimbursed for travel costs related to attending meetings that may be held in-venue;
- If more than three consecutive meetings are missed by a Trustee, other Trustees will consider requesting the Trustee to step down;
- It is expected that Trustees will attend the AGM to make themselves accessible to members;
- Trustees may be invited to lead sub-groups on particular projects, or topics for development and this may require attendance at additional meetings, usually online, depending on the nature of the project;
- Trustees are expected to attend one or two events of the events that ICOMOS-UK programmes each year to demonstrate support for staff and the event; events are mainly in London but may also be held in other areas of the UK;
- Trustees may be requested to make a presentation at an ICOMOS-UK event; it is ICOMOS-UK's policy not to pay a speaker's fee but travel expenses may be met;

- Occasionally ICOMOS-UK is invited to nominate expert speakers for external events and Trustees may be asked if they wish to be nominated; Trustees may decline.

June 2025