

1. Responsibility of trustees/directors

- 1.1. Trustees are directors of the Woodland Trust. However, the day-to-day responsibility for managing the Trust is delegated to the CEO, executive directors and senior managers. These executives are not 'directors' in the legal sense.

2. Skills of trustees

- 2.1. At least two trustees should have experience/expertise in financial affairs (though not necessarily an accounting background). At least two trustees should have backgrounds which include management in the area of conservation (not necessarily functional expertise, but certainly broad conservation policy/strategy awareness and networks). One trustee should have experience as CEO or senior director of another charity.

3. Tenure

- 3.1. Trustees will be appointed for an initial term of four years. After the first year, and if the role is not meeting the trustee's aspirations or performance is unsatisfactory, the trustee will be asked to resign.
- 3.2. Each director shall retire from office at the first board meeting following the fourth anniversary of their appointment as a director. Subject to satisfactory performance, a retiring director will be eligible for re-election.
- 3.3. Normal maximum service as a trustee is two periods of four years.

4. Board meetings

- 4.1. At present, the Trust's Board meets as a group four times a year to help enable them to fulfil their responsibility to govern and supervise the Trust. Full board meetings primarily help set policy, agree strategic direction and monitor the progress of plans. In addition, there are site visits or workshops each year.

5. Committees

- 5.1. The Board has three committees: Finance, Remuneration and Board Affairs. These committees have members drawn from among the trustees.
- 5.2. Ad hoc working groups may be established for trustees to contribute to specific issues.

6. Location

- 6.1. Meetings of the Board and committees are usually held in Grantham, with one or two meetings elsewhere, including site visits.

7. Conduct at board meetings

- 7.1. It will be assumed that all trustees have read the papers. Items for board agendas will be divided into:
 - 7.1.1. Items for decision which require discussion because a need for further information/explanation is anticipated or because they are likely to be contentious or have major financial or reputational significance.
 - 7.1.2. Items for discussion that include more open-ended discussions; for instance around strategy, review of Trust performance or new conservation thinking.
 - 7.1.3. Items for information, such as management accounts, recent acquisitions and disposals below the Acquisition Group threshold. They will only be discussed on a 'by exception' basis, if trustees wish to ask questions.
 - 7.1.4. Subjects proposed by trustees for board discussion, for the Board to consider in the agendas for the year ahead.
- 7.2. The Chair and trustees will strive to ensure that clear decisions have been taken at the end of each item.
- 7.3. The CEO and director of corporate services will attend every meeting, with other executive staff invited along as appropriate.
- 7.4. There will be a regular agenda item for which only the trustees and CEO are present, to cover staff issues; and also time for the trustees to meet alone, as required, without any management present - primarily to cover issues relating to the CEO.

8. Interaction with staff

- 8.1. Trustees are encouraged to contact any of the management team or staff outside board meetings to gain more information about the Trust, and visit to learn more/challenge and support staff in Grantham and elsewhere.
- 8.2. Opportunities for engagement between trustees and management are created over drinks/lunch/dinner where appropriate.

9. Professional advice or raising concerns

- 9.1. Sometimes, one or more trustees will feel that the issues facing the Board require them to take professional advice. If they find themselves in this situation, they should raise the matter in the first instance with the Chair of the Trust.
- 9.2. Similarly, if they have a serious concern over any matter, they should initially raise it with the Chair of the Trust. If this is not appropriate, then they should raise it with the Chair of the Board Affairs Committee and the Chief Executive.