



Appendix 1: Matters reserved for the Trustees

- the statutory responsibilities of Transition Network Trustees

Transition Network has a Primary Circle of staff and trustee members, which is the decision-making body for:

Purpose: To connect to our evolving organisational purpose, agreeing and energising TN's strategic focus and overall governance model.

Domain: Transition Network, the organisation.

Accountabilities:

- To set and keep under review our evolutionary organisational purpose (ensuring alignment with the charity's objects as set out in TN's Memorandum of Association)
- To agree any changes to the organisational safety agreement
- To admit new members to the primary circle and/or make any changes to criteria for membership
- To agree any significant changes to TN's strategic framework, as determined by the strategy review role or other appropriate role
- To determine broad areas of focus for the organisation over the coming 12 months
- To elect the lead link of the Heart circle

However, under England & Wales charity regulations, there are some decisions that the trustees cannot delegate, and are therefore "reserved for" the group of trustees; matters and decisions that need ultimately to come to the trustees as a collective, regardless of where else within the structure the proposals might be created and/or discussed.

The schedule below is a list of those matters that the trustees cannot, or do not intend to, delegate:

SCHEDULE OF MATTERS RESERVED FOR THE TRUSTEES

Ensuring Transition Network is carrying out its purposes for the public benefit
To receive and approve decisions made by the primary circle that relate to organisational purpose and strategy. (<i>Trustees have agreed that the primary circle, of which they are part, will play the active part in formulating and agreeing matters relating to TN's organisational purpose and strategy. Relevant decisions will subsequently be reviewed and agreed at a trustees meeting.</i>)
Approve, and monitor the functioning of, the purpose and accountabilities of the primary circle and the delegated powers of individual trustees and trustee sub-groups.

Complying with TN's governing document and the law

To register the charity and provide further information, as requested, to the Charity Commission and Companies House where appropriate, or to advise if the charity ceases to exist.

To approve the charity's annual Trustees Report and Financial Statements.

To satisfy themselves that the governance arrangements are working effectively, continue to be appropriate to the needs, responsibilities and charitable purpose of the organisation and do not expose the organisation or individual trustees to unacceptable levels of risk.

To approve changes or amendments to the charity's governance model, and/or its governing document and/or the charity's objects.

To approve a schedule of matters reserved for the trustees.

To approve and monitor a scheme of delegation recording the roles, powers and responsibilities that individual trustees hold in Transition Network, in particular in relation to areas where trustees have duties, for example, HR, finance and legal.

To monitor an Annual Check list of policies and actions that underpin financial and legal compliance.

To ensure Transition Network complies with relevant law including employment, pension, equality and health and safety law.

Establish/review/amend/approve key organisational policies including:

- trustee code of conduct
- trustee engagement/agreement to serve letter
- employment policy
- health and safety policy
- environmental policy
- communications policy
- complaints policy
- treasury and investments policy
- reserves policy
- whistleblowing policy
- risk management policy
- corporate social responsibility
- conflicts of interest policy

To make decisions relating to court proceedings against or on behalf of the charity.

Act in TN's best interests

To require and receive the declaration of trustees interests that may conflict with those of the charity, and to determine the manner in which such conflicts will be managed.

Manage TN's resources responsibly
Establish, maintain and retain appropriate financial reporting arrangements, records and controls, and approve any significant changes in accounting policies or practices.
To receive and approve reports from the Finance group and others, on the financial performance of the charity against agreed budgets and strategy, and to agree action where appropriate to ensure Transition Network is financially responsible.
To decide on the number, purpose and mandates of bank accounts and other deposit media.
To review, amend and approve Transition Network's reserves policy.
To consider, approve or reject proposals from the HR Decision-Making Group regarding salary reviews.
To approve any move to a different pension scheme than the NEST workplace pension scheme.
To approve and amend Transition Network's policies and procedures for the management of risk and protection of the charity's property.
To regularly review, assess and manage risks to Transition Network and avoid exposing Transition Network to undue risk.
Approve/reject proposals for the acquisition/ disposal of land/buildings, or change in its use, following the receipt and consideration of professional guidance.
To agree and review strategies for investment.
To approve the transfer for charity property to another charity with substantially similar objects.
Act with reasonable care and skill
To nominate and elect trustees to serve in the positions of co-chair and treasurer as appropriate.
To put in place effective procedures for the succession planning of trustees.
To consider and decide on any proposal to remunerate a trustee or former trustee, subject to the restrictions of the charity's governing document and the requirements of the Charities Acts.
Ensure TN is accountable
Responsible for the overall management of the charity, ensuring compliance with the charity's objects and relevant legislation.
To agree procedures for the effective evaluation of the trustees as a group and as

individuals.

To approve the remuneration of external auditors, and professional advisors, their appointment, re-appointment or removal, in line with legislation and the requirements of the charity's governing document.

To receive and note the annual management letter from the external auditor and agree the proposed course of action.