AAGBI FOUNDATION
seeking to appoint a Lay Member
to the Board of Trustees

Background

The Association of Anaesthetists of Great Britain and Ireland (AAGBI), founded in 1932, is the national professional organisation for nearly 11,000 members, representing the largest medical specialty in the NHS. The AAGBI’s separate charitable organisation, the AAGBI Foundation, is seeking to recruit a Lay Member to join its Board of Trustees. As a Trustee the lay member would also be a co-opted member of the AAGBI Council, which acts as an advisory group to the board.

The AAGBI aims are to enhance patient safety, education and research in anaesthesia. Anaesthetists (including intensive care and pain specialists) are involved in over 60% of episodes of in-patient care in the NHS.

The Association and the Foundation together provide education (via meetings, seminars, & web-based learning), research funding, guideline development, wellbeing support (such as mentoring) and international work in low resource countries, as well as publishing one of the world’s leading anaesthetic journals and maintaining a renowned heritage museum.

About the AAGBI Foundation

The AAGBI Foundation is a charity registered in England and Wales and in Scotland, and a company limited by guarantee. The Board of Trustees is the governing body of the charity. Its sole corporate member is the Association, which appoints the majority of board members, apart from up to five independent trustees who are appointed by the Foundation’s own board.

The lay member will be appointed to one of the five independent trustee roles. The majority of trustees are anaesthetists and the lay member will add a breadth of experience and knowledge to the Board.

The Board of Trustees is responsible for governance of the charity. Its members oversee strategic and annual business plans and budgets, working with the Executive Director and senior management, who are responsible for operational delivery. The Board of Trustees is advised on charitable governance by the Executive Director and Finance Controller and by specialist professional advisors when required.

For further information on the Foundation see AAGBI Foundation Statutory Report and Accounts.

About the lay trustee role

The role offers an opportunity to contribute to the governance and strategic development of a leading medical charity dedicated to promoting patient safety and quality of care in Great Britain and Ireland and internationally. The role description is set out below.

Applications invited by Thursday 31 August 2017. Expressions of interest are invited via a letter and CV to the Executive Director, Karin Pappenheim. Your application should address the role description and person specification. Please send your letter and CV to Karin Pappenheim at secretariat@aagbi.org.

Following an initial short-listing process interviews will be arranged in early September.

For more information and informal discussion

Contact Karin Pappenheim, Executive Director or Dr Mike Nathanson, Honorary Secretary for informal discussions and more information by email to: secretariat@aagbi.org
**Lay member of the Foundation Board of Trustees Role description**

**Purpose of role:** Lay members bring expertise, judgment and balance which may not be available among the elected directors and Trustees. Their principal assets will be their independence, detachment and the provision of an external view. It is envisaged that the new Lay Member will add value not only to the Foundation Board’s work but in the organisation as a whole e.g. by providing a sounding board for senior managers.

**Responsible to:** Chair of AAGBI Foundation Board of Trustees

**Key Working Relationships**
- President of the AAGBI Foundation (also Chair of the Board of Trustees)
- Other members of the Board of Trustees
- Executive Director
- Other Members of Council
- Executive Directors
- AAGBI staff

In addition, Trustees will be expected, from time to time, to interact with organisations as a representative of the AAGBI.

**Terms and conditions of appointment:**
- The Lay Member is a full member of the Board of Trustees and has full voting rights as a Director
- Not disqualified from acting as a company director and charity trustee
- A Lay Member is subject to an application process which includes interview and two references will be required for the successful candidate
- This is a voluntary role (unremunerated except for expenses)
- Board Members are bound by the standards of conduct expected of AAGBI Trustees
- The AAGBI Board of Trustees will appoint a ‘buddy’ to support the Lay Member during their first year as a Trustee of the Board
- Completion of a declaration of any conflicts of interest.

**Term of Appointment:**
- Following a successful interview and satisfactory reference check a Lay Member will be appointed for an initial 1 year term, renewable for up to 4 years in total
- A Lay Member may resign giving 90 days notice in writing to the Chair
- The Board of Trustees may terminate the appointment at their discretion should there be evidence of conduct contrary to the standards of conduct or which could bring AAGBI into disrepute.

**Time commitment**
The Board of Trustees meets approximately six times a year. The dates for Board meetings are set 12 months in advance. Meetings will require a half-day in London, usually on a Friday, as well as preparation time. Trustees are expected to attend each Board meeting and are also expected to engage in communications between Board meetings with staff and Board colleagues (primarily by email) as required.
**Expenses**

Trustees will be reimbursed for their expenses for travel, accommodation and subsistence in carrying out their duties. Expenses will be paid in accordance with the AAGBI expenses policy. Trustees are not otherwise compensated for their service under charities and companies law.

**Induction programme**

Some training in the role of trustee will be provided along with an induction into the work of the charity.

**Conflict of Interest**

Trustees must:
- Not personally profit from their position (reimbursement of out-of-pocket expenses is a reasonable entitlement) unless relevant permission has been gained from the Charity Commission, or the charity’s governing document gives express permission.
- Declare any other personal, family, or professional conflicts of interest that might give cause to question their handling of the charity’s business.

**Trustee/Directors’ Duties**

AAGBI Trustees are also Directors under companies’ law. Under the Companies Act 2006, there are specific legal duties placed upon company directors. These impose additional duties to fulfil:
- Duty to act within powers
- Duty to promote the success of the company
- Duty to exercise independent judgment
- Duty to exercise reasonable care, skill and diligence
- Duty to avoid conflicts of interest
- Duty not to accept benefits from third parties
- Duty to declare interest in proposed transaction or agreement.

**Trustee Liability**

Trustees are individually and jointly liable for any consequences arising out of a breach of trust. Trustees must make decisions collectively, but are both jointly and severally liable. However, trustees are not liable for their actions if acting in good faith in performance of their duties. It is therefore important that trustees primarily act in line with their governing document, the legal and regulatory framework and seek professional and other appropriate guidance on those situations that are beyond the reasonable knowledge and competence of the Board.

**Board Effectiveness**

- Review the operation of the Board of Trustees, its sub-committees, skills base, recruitment plans etc
- Ensure the Board effectively engages with diversity and equality considerations
- Take specialist advice on matters outside the expertise of the Board of Trustees.

**Compliance and Records**

- Ensure that appropriate records are kept relating to meetings, accounts and financial matters and ensure that they are audited/independently examined accordingly
- Comply with any other legal or regulatory requirements relevant to their charity’s activities
- Comply with the AAGBI Diversity and Equality policy.
Key responsibilities:

Trustees are expected to:

- Act strictly in accordance with the charity’s Articles of Association and spend the Foundation’s income solely on the objects of the charity
- Attend meetings of the AAGBI Foundation Board on a regular basis and be well prepared by reading relevant papers in advance
- Assist with the process of ensuring AAGBI’s purposes and mission are clearly communicated to members and the public
- Participate in wider AAGBI activities and taking an active interest in the work of the AAGBI
- Promote the AAGBI in the wider community
- Contribute to AAGBI committees as requested
- Serve on working parties, task groups or panels as requested
- Undertake training and induction as may be required to carry out the role
- Keep up to date with developments in the healthcare and the charity sector generally

Strategic Direction:

- Help to ensure that the charitable objects of the AAGBI Foundation are met and that patient safety remains central to the activities of the AAGBI Foundation
- Agree the strategic direction of the charity based upon input from the charity’s members
- Ensure that risks to the charity and its assets are identified and appropriate steps established to mitigate against those risks
- Review evaluation and forward planning systems and agree priorities and targets for the coming period
- Review and agree the Charity’s Business Plan
- Enhance and develop the AAGBI’s diversity and equality strategic direction

Finance and Management:

- Oversee the financial performance of the organisation and contributing to the strategic plans
- Assist with the process of reviewing AAGBI policy and practice including compliance in such a way as to inform learning and improvement
- Help to ensure AAGBI accountability and transparency in policies and practices.
**Person Specification**

We are keen to appoint a Lay Member with a desire to make a difference within an organisation going through change, modernisation and development.

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<thead>
<tr>
<th>The ability to challenge constructively and rigorously and to contribute at a strategic level</th>
<th>Essential</th>
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<tr>
<td>Commitment to the AAGBI and its objectives</td>
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<td>Integrity and high ethical standards</td>
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<td>Sound judgement</td>
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<td>Excellent communication skills with diverse audiences and stakeholders</td>
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<td>The ability to listen sensitively to the views of others</td>
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<td>Willingness to acquire the expertise and knowledge to discharge responsibilities</td>
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<td>Well informed about the environment in which the organisation operates and the issues it faces</td>
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<td>Independence (a major contribution is to bring wider experience and a fresh perspective)</td>
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<td>An understanding and awareness of diversity issues</td>
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<td>Ability to attend Board sub-committees and working group meetings, conferences and key events run by the Charity</td>
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<td>Experience as a Trustee</td>
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<td>Experience of governance work</td>
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<td>Well networked in their area of expertise</td>
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<td>IT literate to allow some work to be carried out by email or via web-based technology</td>
<td>Desirable</td>
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