

## The Council

### 1.13 Role

1.13.1 The Council is the guardian of the spirit of the Trust as embodied in its core purpose. The Council appoints the members of the Board of Trustees and holds them to account.

#### 15. Functions of Council

- (1) The Council shall appoint the members of the Board of Trustees and hold them to account.
- (2) The Council's responsibilities shall include:
  - (a) monitoring the fulfilment by the Charity of its statutory purposes;
  - (b) appointing the Chairman and Deputy Chairman of the Charity;
  - (c) appointing and, if necessary, removing members of the Board of Trustees in accordance with this scheme;
  - (d) monitoring the performance of, and calling to account, the Board of Trustees in its control and management of the administration of the Charity;
  - (e) arranging the procedures for election of members of the Council;
  - (f) reviewing every six years the list of appointing bodies;
  - (g) making available annually to the members of the Charity a report on the activities of the Council;
  - (h) commenting on proposals from the Board of Trustees for the alteration of the National Trust Acts or byelaws or of this or any other scheme of the Charity Commission relating to the Charity.

1.13.2 The Council's appointment responsibilities and tasks include:

- appointing, with the help of Nominations Committees, the Chair and Deputy Chair of the Trust and members of the Board of Trustees
- if necessary, removing the Chair/Deputy Chair and members of the Board of Trustees in accordance with the provisions of the Scheme
- appointing the Senior Member of the Council
- appointing, with the help of a Nominations Committee, a pool of external members
- overseeing, with the help of a Nominations Committee, the procedures for election of members of the Council

- overseeing the appointment of Council members by the Appointing Bodies and, with the help of a Nominations Committee, reviewing every six years the list of those bodies

#### 1.13.3 The Council's holding to account responsibilities and tasks include:

- monitoring the fulfilment by the Charity of its statutory purposes, having regard to the spirit of the Trust
- monitoring the performance of the Board of Trustees and holding it to account in its control and management of the administration of the Trust (see also [1.13.5](#))
- reviewing annually the Trust's strategy to satisfy itself that it is consistent with the Trust's core purpose
- satisfying itself that major risks to the long-term reputation of the Trust are being addressed by the Board

#### 1.13.4 The Council's other responsibilities include:

- commenting on proposals from the Board of Trustees for the alteration of the National Trust Acts or Byelaws or of the Scheme or any other scheme of the Charity Commission relating to the Charity
- reporting annually to members of the Trust on the Council's activities
- if requested, serving as a sounding board to the Board of Trustees for the formulation of, or amendment of key policies
- drawing the attention of the Board of Trustees to specific issues of strategic or policy concern that arise during the year
- acting as advocates of the Trust among members, the wider public and a range of stakeholders

#### 1.13.5 As anticipated by the governance principles described at the beginning of this Handbook, when holding the Board to account the Council's role is not to concern itself with the operational running of the Trust. Rather, it is to check that the Board has a strategy aligned to the charity's core purpose, and that overall the strategy is being implemented successfully. To enable the Council to undertake its role in holding the Board to account Council members will:

- receive minutes of Board of Trustees meetings and reports about the Trust's overall performance and have the opportunity to ask questions of Trustees about these papers at Council meetings. (Upon request Council members can also receive copies of the Board's agendas and supporting papers on the basis set out in the Annex to the Procedures for Meetings ([Appendix B](#) to the Handbook))
- receive the Annual Report & Accounts each year and have an opportunity to discuss its contents and ask questions of Trustees
- receive reports on what the Board has identified as the major risks to the long-term reputation of the Trust and how these are being addressed

- review annually the Trust's strategy to discuss whether it remains consistent with the Trust's core purpose
- agree what additional monitoring processes are required at any one time

1.13.6 The Council will review its ways of working at regular intervals.