



## **East Cumbria Family Support Association**

### **TRUSTEE POLICY**

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## Introduction

**This policy** was produced following ECFSA's Governance Review. Its aim is to provide a "one stop shop" for all matters relating to trustees. It is based on a process of revision and development of existing trustee policies, guidance and induction documents covering:-

- Recruitment and Selection of Trustees
- Trustee Roles
- Training, Development and Support
- Conduct and Values

**ECFSA** is a registered charity (charity number 1085861) and also a Company Limited by Guarantee (Number 4151545). Trustees are responsible for looking after the money and other resources given to a charity by a person or group. Trustees must ensure that resources are used effectively to achieve the purpose for which it is given. In the case of ECFSA the main resource other than money is the time of volunteers. Charity Law requires all registered Charities to send an annual return to the Charity Commission. ECFSA is also subject to Company law and must submit an annual return to the Register of Companies.

Trustees (who are also Company Directors) operate within **the formal structure of ECFSA** which is defined by their "Articles of Association" and must act in the best interests of the charity's beneficiaries. National guidance on trusteeship emphasises the importance of avoiding conflicts of interest.

Trustees delegate the day to day running and tasks of ECFSA to the manager and staff who in turn recruit, support, train and allocate tasks to volunteers. Trustees are however responsible for ensuring there are appropriate procedures in place for the recruitment, management and support of volunteers and the reimbursement of necessary expenses.

The following areas have been identified as important in making "**a good trustee**".

- Working in the interests of the charity and its beneficiaries.
- Understanding your legal responsibilities as a trustee.
- Giving time and place a high priority on preparing for and attending meetings.
- Working together with other trustees, listening, being open minded and accepting majority decisions.
- Keeping up to date including finding out about the organisation, reading briefing papers and other key documents.
- Seeing the big picture, looking at the organisation as a whole and in context and exercising leadership.
- Asking questions when you are not sure. Awkward or naive questions can be valuable as a way of clarifying issues.
- Understanding your role, reading the trustee policy including the code of conduct and using resources from other organisations including the National Council for Voluntary Organisations.
- Demonstrating integrity, adhering to Nolan's seven principles of life, selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

# 1 Recruitment and Selection of Trustees

- 1.1** An effective board of trustees is essential if the charity is to achieve its aims. The board must seek to be representative of the people with whom the charity works, and must have available to it all the knowledge and skills required to run the charity. Individual trustees must have sufficient knowledge, both of trusteeship in general and of the charity's activities, to enable them to carry out their role. As at ECFSA trustees are the only members of the charity a commitment to regular meeting attendance is essential in order to facilitate effective decision making. It is the responsibility of the board to recruit trustees with advice from the Chief Executive (CEO).
- 1.2** East Cumbria Family Support intends to recruit and maintain a robust and effective board of trustees, to take an active and intelligent approach to diversity in its recruitment processes and to recruit a board that reflectives the communities it serves.
- 1.3** East Cumbria Family Support aims to have 10 trustees including a representative of families who receive services, and a volunteer.
- 1.4** There are two possible routes to becoming a trustee:

**Route 1** - When a vacancy arises the needs of the association will be defined with reference to the most recent skills audit of trustees and the developing needs of the organisation. A trustee meeting will decide on the most appropriate course of action which may include advertisement in the media, use of social media, request to the volunteer bureau, approaches to professional bodies, other voluntary organisations and approaches to personal contacts or individuals.

**Route 2** - If an individual approaches ECFSA of their own volition, showing an interest in being a trustee, it will be the board of trustees decision whether or not to proceed with that person.

**Route 1 and Route 2** - The next step in either route would be for potential trustees to be given comprehensive information about the structure and function of ECFSA and for them to complete a Registration Form (**See Appendix 1**). This form includes a signed declaration that the applicant is not disqualified from being a trustee as per section 72(1) of the Charities Act 1993. Two referees are also required.

Subject to the suitability of the applicant and their wish to continue they would be invited to attend an informal meeting with the chair of trustees (or another experienced trustee) and the senior manager, and efforts will be made to answer any questions they may have.

When all checks are completed the CEO and interviewing trustee will report back to the board of trustees who will be responsible for agreeing their appointment (or not).

An induction pack will be provided and a trustee will be nominated to support the new trustee through their induction period.

The new trustee will then receive a letter confirming their appointment and requesting signature of a form covering declarations of interest, compliance with the trustee code of conduct and the confidentiality and information sharing policy (**Appendix 3**).

Notification will be given to Companies' House of the appointment of a new director and in due course the trustee will receive a letter confirming this.

## 2. Trustee Roles

### 2.1 General - What do trustees do?

Trustees take overall responsibility for everything the charity does and they act collectively to govern the organisation. Although in practice many day-to-day tasks can be delegated to staff or to individual board members, volunteers or others, the central responsibilities of trustee boards are the same no matter the size of the board or the nature of the organisation.

#### The twelve essential board responsibilities at a glance:

- **Determine the organisation's mission and vision**

Only the trustee board has the power to create and change an organisation's essential mission and vision. Every policy decision the board makes is designed to help the organisation realise the aims laid out in the mission.

- **Engage in strategic planning**

Trustee boards make strategic policy and, where a chief executive officer is appointed, work with the chief executive to develop long-term strategic plans. Ideally, they tie their meeting agendas to key points in the strategic plan to ensure they are dealing with key issues.

- **Formulate needed policies**

The board creates policies to govern organisational activity, providing guidance for staff/volunteers, setting up systems for reporting and monitoring, and establishing an ethical framework for all those who work for, and on behalf of, the organisation. It also creates policy governing the behaviour of trustees and all aspects of board business.

- **Approve and monitor the organisation's services**

The board sees to it that all the organisation's services obey the letter of the law and effectively serve the organisation's mission. The board's vision for the organisation determines what direction it will take.

- **Ensure adequate financial resources**

Trustees make sure that the organisation has the resources to carry out its mission. Their work in this area may involve creating policies governing financial reserves and fundraising practice.

- **Provide effective fiscal oversight and ensure sound risk management**

The trustee board approves the annual financial statement and budget, monitors spending, creates policies to manage and protect organisational assets and property and sees to it that finances are handled according to the letter of the law in the best interests of the organisation. It also protects the organisation against liability by providing adequate insurance and creating policies designed to monitor, manage and minimise the amount of risk for the organisation.

- **Enhance the organisation's public image**

Through their own behaviour, their governance oversight and their activities on behalf of the organisation, trustees enhance and protect the reputation of their organisation.

- **Carefully select and induct new board members**

The board ensures the quality of governance for the organisation by carefully selecting and training new board members. It recruits and develops individuals who can provide the best leadership for the organisation.

- **Carry out board business efficiently**

The board keeps its own house in order by conducting productive meetings where key organisational issues are dealt with in an efficient way. It creates effective committees and provides them with adequate resources and personnel. It hires consultants to bring needed expertise into the organisation. It engages in regular performance appraisals, periodic self-assessment and development activities to strengthen its effectiveness.

- **Select and support the chief executive and review his or her performance**

Where a chief executive is appointed, the board creates policy covering remuneration, hires the chief executive and is in charge of conducting his or her annual assessment. The board is responsible for developing and supporting the chief executive.

- **Act as a responsible employer**

The board creates comprehensive, fair personnel policies that meet legal requirements and protect both the organisation and those who work for it. It monitors organisational activity to make sure that practice lives up to policy.

- **Understand and respect the relationship between board and staff**

The board needs to recognise areas of staff responsibility and avoid interfering in matters that are properly the domain of staff. At the same time, it creates policy to guide staff activities and safeguard the interests of the organisation.

## 2.2 Trustee and Staff Roles

Staff and trustees have distinct and separate roles that each should acknowledge, respect and avoid undermining. Ultimately it is the way your board and staff treat each other that does more to affect the quality of leadership and governance in your organisation than any iron-clad agreement on proper boundaries.

<b>The Trustee Board</b>	<b>The Chief Officer</b>
Acts as a group	Is an individual
Concentrates on the long term	Concentrates on the short term
Is mainly concerned with policy and plans	Is mainly concerned with implementing those plans
Is continuous	Is temporary
Has no staff	Has access to all staff
Has ultimate responsibility	Has limited responsibility
Is typically not an expert in the field	Is typically a professional and expert in the field
Volunteers its time	Is paid a salary
Only has an overview of the organisation	Has detailed knowledge of the organisation

### **2.3 Trustee Roles – Specific**

There are three specific roles within the Trustee Board, Chair, Treasurer and Deputy Chair. Specific role descriptions for the roles of Chair and Treasurer are attached as **Appendices 4 and 5** to this policy. These role descriptions will be reviewed and revised by the trustee board as necessary. The role of the Deputy Chair is to stand in when the Chair is unavailable.

### **2.4 Trustee Roles – Terms of Office**

ECFSA values the extent to which longer serving trustees contribute to the organisation's memory and recognises that trustees' skills and knowledge continue to develop over time. ECFSA Articles of Association require that one third of directors retire from office at each AGM, but can be re-elected. This and natural turnover provides and appropriate balance of change and stability without specific terms of office.

ECFSA Articles of Association cover procedures for Trustees wishing to resign from office.

### **2.5 Trustee Roles – Conduct of Board Meetings**

The Trustee Board operates collectively and decisions are taken as a body. The board's decisions do not have to be unanimous. Trustees are bound by the decisions of their fellow trustees even if you are absent from the meeting.

Trustee meetings take place approximately 6 weekly either in Penrith or Carlisle. Agendas are agreed beforehand by the Chair and CEO and sent out with relevant papers one week in advance of meetings. Trustees are expected to read and consider papers and data provided before the meeting.

Trustees are asked to declare any conflicts of interest at the start of meetings. In order to facilitate proper consideration of issues all attendees are asked to identify any issues for "any other business" so consideration can be given as to how best to fit them in to the agenda.

ECFSA Articles of Association say that decisions may not be made at meetings unless a quorum is present. A quorum is defined as 2 people or the number nearest one third of the total number of directors. Only Directors who are entitled to vote are counted.

### **2.6 Decision Making Outside Meetings**

The Association Chair has delegated power to work with the Association Manager in between board meetings. External time constraints may require the Chair to make decisions and authorise actions between board meetings. Whenever possible this will be done in conjunction with the Deputy Chair and Treasurer and will be brought back to the full meeting for ratification at the earliest opportunity.

### **3 Training, Development and Support**

#### **3.1 Induction Pack**

All new trustees will be provided with an induction pack containing

- This policy
- The Charity Commission Publication “The Essential Trustee”.
- ECFSA Articles of Association
- All ECFSA public information leaflets
- Confidentiality policy
- Business Plan
- Annual Report and Accounts
- Recent meeting minutes and Chief Officer reports
- Contact details for other Trustees
- Dates of meetings
- The structure and history of ECFSA.

Trustees are also encouraged to look at the ECFSA website.

#### **3.2 Buddy System**

All new trustees will have an identified “buddy” to assist with their induction. The new trustee and the buddy should consider holding an informal face to face meeting at which they might run through issues such as the conduct of meetings, expectations of trustees and any questions the new trustee has.

#### **3.3 Other Sources of Training and Information**

There are many sources of information and advice open to trustees. These can easily be accessed online and include the National Council for Voluntary Service, Cumbria Volunteer Service, Companies House and the Charity Commission.

The CEO will send through details of relevant courses and events as and when received.

#### **3.4 Trustee’s Annual Review**

The Chair of Trustees will meet with individual trustees on an annual basis. The aim of these meetings is to provide an opportunity for the chair to understand trustees’ perspectives of ECFSA and their role within it, and to discuss development needs. A form (**Appendix 6**) is available to help trustees prepare for this discussion.

#### **3.5 Trustee Skills Audit**

A Trustee Skills’ audit is completed every 2 years in order to:

- Determine whether the organisation can meet its aims.
- Identify ECFSA’s strengths
- Identify training and development needs.

The audit form also contains a request for a qualifications and experience profile to be used as an appendix to the ECFSA Business Plan.

See **Appendix 7** for a copy of the Audit Form.

## **4. Conduct and Values**

### **4.1 Code of Conduct**

A separate leaflet containing A Trustee Code of Conduct is available. This is based on the key principles of public life:-

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership.

The Code of Conduct also reflects ECFSA's adoption of the Code of Good Governance for the Community and Voluntary Sector.

Trustees are expected to sign a declaration that they will abide by this code of conduct as part of their appointment process.

### **4.2 Conflicts of Interest**

As part of the appointment process trustees are asked to declare that they have no financial or other interests that conflict with the interests of ECFSA other than those they have notified for the inclusion the register of trustees interests.

Trustees are also requested to notify any such interests at any meeting where the trustee board is required to make a decision that may affect those interests. Trustees are required to agree to absent themselves from these decisions and not participate in voting, unless otherwise agreed. Trustees who join the trustee board as representative of other organisations may bring particularly useful insight and experience to the role but may also find themselves in some conflict in terms of interests or priorities. The Trustee board should be aware of this in considering appointments and consider an appropriate way forward for individual circumstances.

### **4.3 Confidentiality**

ECFSA has a "Confidentiality and Information Sharing Policy" that applies to staff, volunteers and trustees equally. Trustees should read this policy and will be asked to sign a declaration confirming that they will abide by it.

### **4.4 Representing ECFSA**

Trustees attending external meetings or events on behalf of ECFSA are expected to act as a positive advocate for the organisation. Because of the sensitive nature of ECFSA's work contact with or queries from external organisations about any specific issues should be treated with caution and discussed with the Chair or CEO.

### **4.5 Attendance at Board Meetings**

Trustees are expected to attend a minimum of 50% of meetings within any 12 month period. In the event of attendance dropping below this the Chair will consider what action is needed in the light of the circumstances giving rise to non attendance. Follow up action could include an individual discussion and if other means of resolution were unsuccessful could trigger the process for removal of trustees.



#### **4.6 Contravention of ECFSA Policies**

If a Trustee is found to have or be acting in contravention of this or any other ECFSA Policy this could also give rise to a discussion with the chair and further follow up action.

#### **4.7 Removal of Trustees**

ECFSA Articles of Association cover the procedure for the disqualification and removal of Directors, and for the Termination of Membership. These procedures require the involvement of other trustees, a period of notice and or the opportunity to make representations. If necessary these procedures would be followed to remove a trustee should this be deemed necessary in the best interests of ECFSA and its beneficiaries.

### **List of Appendices**

- 1. Trustee Registration Form**
- 2. Trustee Code of Conduct**
- 3. Trustee Declaration re Code of Conduct, Conflict of Interest, Confidentiality and Information Sharing Policy.**
- 4. Job Description for Chair of Trustees**
- 5. Job Description for Treasurer**
- 6. Trustees Annual Review Questions**
- 7. Trustee Skills Audit.**