

**GOVERNANCE FRAMEWORK**

**FOR BUILDING FOR THE FUTURE**

## **ROLE OF THE CHAIR**

- 1.1 The charity shall have a Chair and may also have a Vice Chair.
- 1.2 The Chair and Vice Chair of the charity shall be Trustees and cannot be employees of the charity.
- 1.3 In the Chair's absence the Vice Chair shall act as Chair of the charity and shall assume the Chair's powers and duties.
- 1.4 The role of the Chair is to:-
  - a) Chair Trustee, committee and general meetings
  - b) Run the trustee board meetings and ensure its effectiveness in all aspects of its role, including regularity and frequency of meetings
  - c) In conjunction with the Chief Executive to set the trustee board agenda.
  - d) Ensure there is appropriate delegations of authority from the Trustee Board and Committees to the Chief Executive to enable the charity to operate effectively.
  - e) Ensure that the trustee members receive accurate, timely and clear information to enable the trustees to take sound decisions.
  - f) Manage the trustee meeting to allow enough time for discussion of issues.
  - g) Facilitate the effective contribution of all trustee members and encourage the active engagement of all members.
  - h) Ensure constructive relations between the trustees and the Chief Executive.
  - i) Undertake the individual appraisal of the Chief Executive process annually, with support from other trustee members as required.

## **2 TRUSTEE AND COMMITTEE MEETINGS**

- 2.1 No meeting may be electronically recorded without the prior consent of all trustees attending the meeting.
- 2.2 Time and place of meetings
  - a) In addition to the Annual General Meeting or Special General Meetings, meetings of the trustees for the transaction of business,

shall be held when the trustees so decide.

## 2.3 Agendas

- a) Trustee or Committee decisions should, wherever possible, be based on full agendas and documents circulated to members well in advance of meetings whenever possible. Points for decision should be clearly identified in the documents.
- b) Reports will include the monitoring of the Association's performance in relation to the strategies, plans, budgets, controls and decisions agreed by the trustees.

## 2.4 Quorum

The quorum for a meeting of the Board is three trustees (at least one of which must be an officer of the charity).

## 2.5 Order of Business

Order of business at every meeting (subject to any change agreed with the Chair of the meeting) shall be:-

- a) Welcome
- b) Apologies for absence.
- c) Declarations of Interest.
- d) Approve as a true and accurate record and sign minutes of the previous meeting.
- e) Reports/Actions arising from previous meetings.
- f) Chair's Report (verbal update)
- g) Financial report
- h) Reports from staff or commissioned from third parties.

The Chair may take the order of business out of order during a meeting where he/she feels it appropriate to do so.

## 2.6 Conduct at Meetings

- a) All trustee members are expected to conduct themselves in accordance with the provisions of the charity's Code of Conduct.
- b) Should any member misconduct himself/herself by persistently disregarding the ruling of the Chair or by irregular behaviour which obstructs business, the Chair (or any members) may press a Conduct Motion to be put, if seconded, without further discussion.
- c) In the event of a general disturbance which in the opinion of the Chair renders conduct of business impossible, he/she will adjourn the meeting for a necessary period.

## 2.7 Attendance

- a) Every member on attending a Board or Committee meeting shall have his or her name recorded. In accordance with the constitution of the charity a trustee member failing to attend three consecutive meetings may be deemed to have retired from the charity.

## 3 MINUTES OF TRUSTEE AND COMMITTEE MEETINGS

- 3.1 Decisions and the main reasons for them will be recorded in the minutes. Draft Minutes will be circulated to the Chair of the charity or Committee (as appropriate) as soon as practicable after the meeting.
- 3.2 The minutes are to be confirmed at each subsequent meeting by an affirmative resolution of trustees present. The minutes of any Committee may be presented to a subsequent trustee meeting for notification or ratification (or alternatively a verbal update may be given).
- 3.3 The approved minutes are to be signed by the Chair of the subsequent meeting.
- 3.4 The Chief Executive is to arrange for the keeping and safe custody of minutes so that their correctness can be easily verified.

## **4 TRUSTEE MEMBERS' INTERESTS**

- 4.1 Each trustee member must act in the best interests of the charity and ensure that these interests are placed before any personal interest, whether commercial or otherwise. Any trustee member who is personally interested in any way whatsoever in a contract or other transaction which is to be discussed by the trustee board or committee, shall immediately disclose such an interest. If there is any doubt as to whether a conflict of interest has arisen then the trustee board will decide on the matter. That trustee member will not be allowed to vote on the issue or remain during its discussion. All such declarations shall be recorded in the Minutes of the meeting.
- 4.2 All trustee members are required to complete a Declaration of Interest Form at least annually in order to provide disclosure of their business activities and interests.
- 4.3 The Chief Executive or nominated officer will maintain a Register of Trustee Members' interests. The Register will be reviewed annually by the trustee Board and this record is to be available at all reasonable times for public inspection in accordance with the requirements of the Charity Governance Code for smaller charities.

## **5 ESSENTIAL FUNCTIONS OF THE TRUSTEE BOARD**

- a) setting and ensuring compliance with the charity's values, vision, mission, values, strategies, and strategic objectives including putting in place a framework for approving policies, procedures and plans to achieve these to ensure the charity's long term success;
- b) setting a positive culture, with strong customer focus;
- c) monitoring the Association's performance in relation to agreed strategies, plans, budgets, controls and decisions and also in light of customer feedback and the performance of comparable charity's;
- d) ensuring the charity operates efficiently and effectively;
- e) providing support, oversight and direction to the Chief Executive and other staff as required;
- f) the appointment of (and if necessary dismissal of) the Chief Executive;
- g) the approval of the salary, benefits (including any severance

- payments) and terms of employment of the Chief Executive;
- h) approval, annually, of a financial budget and long term business plan and monitoring the performance of the charity in accordance with the budget and plan;
  - i) satisfying itself as to the integrity of financial information, approving each year's budget and business plan and annual accounts prior to publication;
  - j) establishing, overseeing and reviewing a framework of delegation and systems of internal control;
  - k) establishing and overseeing a risk management framework for the identification, mitigation and management of risk including the reporting of these to the trustees, in order to safeguard the assets of the charity;
  - l) agreement or ratification of all policies and decisions that might create significant financial or other risk to the charity or which raise material issues of principle;
  - m) satisfying itself that the charity's affairs are conducted lawfully and in accordance with generally accepted standards of performance, probity, good practice and regulatory requirements.
  - n) following the charity's constitution in appointing (and if necessary, removing the Chair of the Board); and
  - o) establishing a code of conduct and expected behaviour for the Board.

## **6 MATTERS RESERVED FOR THE TRUSTEE BOARD**

6.1 The following items cannot be delegated to the senior management, Chief Executive or officers of the charity:

- a) approval of expansion of the charity's operations into new geographic areas;
- b) approval of new business activities or cessation of a material existing business;

- c) approval of changes to the structure, size and composition of the trustee Board;
- d) approval of the appointment and removal of any Board Member;
- e) approval of the appointment (and if necessary the removal) of the Chief Executive;
- f) approval of the Chief Executive's remuneration;
- g) approval of any pay reward increase for the Chief Executive;
- h) approval of any material payments/benefits to the Chief Executive upon termination of his/her contract;
- i) approval of the Annual Accounts;
- j) approval of the Annual Budget and Business Plan;
- k) approval of the Association's adopted Governance Code and Code of Conduct;
- l) approval of appointments to, and removal from the Trustee Board;
- m) approval of other major capital projects including setting budgets and monitoring performance against budget;
- n) approval of the appointment of External Auditors;
- o) approval of overall levels of insurance including Directors' and Officers' Liability Insurance;
- p) approval of appointment of new bankers;
- q) approval of amendment to the governance framework and any delegations;
- r) monitoring and reviewing compliance with the charity's Health & Safety Strategy and Policy;

- s) ensuring adequate succession planning for Board and senior management appointments;
- t) noting any conflicts of interest arising for individual board members;
- u) approval of any changes to this schedule of matters reserved for board decisions.

## **7 DELEGATIONS TO THE CHIEF EXECUTIVE**

- 7.1 The Chief Executive is ultimately responsible for the operational management of the charity's affairs. He/she is accountable to and will report to the Trustee Board. He/ she must assist the Board in determining its strategic objectives; ensure the achievement of such objectives through the effective deployment of the charity's resources and productive relationships with external agencies and regularly reporting to the Board.
- 7.2 Subject to the governance framework the Chief Executive must take the action he or she considers necessary to ensure the efficient and effective management and administration of the charity's activities.
- 7.3 In accordance with best practice the trustee board will review the Chief Executive's contract at least every three years.