|  |  |  |
| --- | --- | --- |
| TRUSTEE’S GUIDE | | |
|  |  |  |
| Guidance & Templates | | |

# Introduction

|  |
| --- |
| Torfaen Voluntary Alliance has collated this information to produce a guidance document to help you to gain an understanding of the importance and the role of a trustee, utilising Welsh Government and The Charity Commission publications.  It is important to note that although trustees are expected to be responsible and carry out their duties to a high standard, it is recognised that most trustees are volunteers who sometimes make honest mistakes. Trustees are not expected to be perfect - they are expected to do their best to comply with their duties. |

# Contents

|  |
| --- |
| * Trustees Key Roles and Responsibilities |
| * Trustee Eligibility |
| * Trustee Code of Conduct |
| * Trustee Declaration Act |
| * Trustee Role Descriptions and Person Specification |
| * Additional Information and Resources |

# Trustees Key Roles and Responsibilities

|  |
| --- |
| As a trustee you must:   * take legal responsibility for the overall management of the charity * always act in the best interests of the charity and you must not let your personal interests, views or prejudices affect your conduct as a trustee * act reasonably and responsibly in all matters and exclude yourself from discussions and decisions if there is a conflict of interest * only use your charity’s income and property for the purposes set out in its governing document * make decisions in line with good practice and the rules set by your charity’s governing document, including excluding any trustee who has a conflict of interest from discussions or decision-making on the matter * attend an Annual General Meeting and management committee meetings. |

# Trustee Eligibility

You must be at least 18 years old (16 if your group is a company or charitable incorporated organisation (CIO)).

Some people are disqualified by law to become a trustee. Subject to waiver provisions, this includes anyone who:

* has an unspent conviction that involves dishonesty or trust
* is currently declared or subject to restrictions of bankruptcy or has an individual voluntary agreement (IVA) with creditors
* is disqualified from bring a company director
* has been removed as a trustee by the commission or the High Court due to misconduct or mismanagement

# Trustee Code of Conduct

The principles set out in the Code of Conduct are:

* Duty
* Openness
* Selflessness
* Honesty
* Integrity
* Objectivity
* Respect
* Accountability

The values are:

* **"Courtesy"** - meaning treating everyone politely and with consideration, respecting the other person's viewpoint even when not sharing it.
* **"Openness"** - means dealing with people honestly, admitting mistakes and informing people of what we do and the reasons why.
* **"Responsiveness"** - listening, taking account of all the facts and circumstances, making a decision and informing those affected within an appropriate time scale.
* Treat everyone fairly and consistently
* Let others speak/explain their position
* Listen actively
* Criticise reports/actions/outcomes constructively (specifically what requires to be changed, how?)
* Ensure that any criticism is well founded - what are the facts?
* Contact the relevant Head of Service first if you have any concerns
* Challenge unacceptable behaviour in others e.g. intervene if you witness
* intimidating behaviour
* Keep confidential matters, confidential (If in doubt check)
* Be aware that your body language can appear intimidating to others

# Trustee Declaration Act

I declare that:

I am willing to act as a charity trustee of …………………………………………….… and I am fully aware of the Board’s purposes and rules set out in its governing document. I understand the responsibilities involved as a trustee and I will act and carry out my duties in accordance with the guidelines by the Charity Commission, the governing document and the trustee’s code of conduct.

I am not disqualified from being a charity trustee in terms of the Charities Act 2011 that is:

* I am not an undischarged bankrupt
* I do not have an unspent conviction for an offence involving dishonesty
* I do not have an unspent conviction for an offence under the 2011 Act
* I have not been removed by the Court of Session under the 2011 Act (or earlier legislation) from being a charity trustee or being concerned in the management or control of any charity or body
* I have not been removed from being a charity trustee by the Charity Commission or the High Court in due to misconduct or mismanagement
* I have not entered into an individual voluntary arrangement (IVA) to pay off debts with creditors.
* I am not disqualified from being a company director.

**I understand that it is an offence to knowingly or recklessly provide false or misleading information.**

**Signature:**

**Print Name:**

**Date:**

# Declaration of Interest

|  |  |
| --- | --- |
| **Category** | **Please give details of the interest and whether it applies to yourself or, where appropriate, a member of your immediate family, connected persons or some other close personal connection.** |
| Current employment and any previous employment in which you continue to have a financial interest. |  |
| Appointments (voluntary or otherwise), e.g. trusteeships, directorships, local authority membership, tribunals etc. |  |
| Membership of any professional bodies, special interest groups or mutual support organisations. |  |
| Investments in unlisted companies, partnerships and other forms of business, major shareholdings (e.g. more than 1% or 5% of issued capital) and beneficial interests. |  |
| Gifts or hospitality offered to you by external bodies and whether this was declined or accepted in the last twelve months. |  |
| Do you use, or care for a user of the organisation’s services? |  |
| Any contractual relationship with the charity or its subsidiary. |  |
| Any other conflicts that are not covered by the above. |  |

To the best of my knowledge, the above information is complete and correct. I undertake to update as necessary the information provided, and to review the accuracy of the information on an annual basis. I give my consent for it to be used for the purposes described in the conflicts of interest policy and for no other purpose.

**Signature:**

**Print Name:**

**Date:**

*This example declaration of interests was produced for members of TVA. It is meant as a guide and does not constitute legal advice. You should adapt it for your organisation.*

**Trustee Role Descriptions & Personal Specification**

**Trustee Job Description & Personal Specification**

**Role Description**

The duties of a trustee are as follows:

* Ensuring that the organisation pursues its stated objects (purposes), as defined in its governing document, by developing and agreeing a long-term strategy
* Ensuring that the organisation complies with its governing document (i.e. its trust deed, constitution or memorandum and articles of association), charity law, company law and any other relevant legislation or regulations
* Ensuring that the organisation applies its resources exclusively in pursuance of its charitable objects (i.e. the charity must not spend money on activities that are not included in its own objects, however worthwhile or charitable those activities are) for the benefit of the public
* Ensuring that the organisation defines its goals and evaluates performance against agreed targets
* Safeguarding the good name and values of the organisation
* Ensuring the effective and efficient administration of the organisation, including having appropriate policies and procedures in place
* Ensuring the financial stability of the organisation
* Protecting and managing the property of the charity and ensuring the proper investment of the charity’s funds
* Following proper and formal arrangements for the appointment, supervision, support, appraisal and remuneration of the chief executive (if the charity employs staff)

In addition to the above statutory duties, each trustee should use any specific skills, knowledge or experience they have to help the board of trustees reach sound decisions. This may involve scrutinising board papers, leading discussions, focusing on key issues, providing advice and guidance on new initiatives, or other issues in which the trustee has special expertise.

**Person Specification**

**In addition to the person specification for a trustee, the chair should have the following qualities:**

* A commitment to the organisation
* A willingness to devote the necessary time and effort
* Strategic vision
* Good, independent judgement
* An ability to think creatively
* A willingness to speak their mind
* An understanding and acceptance of the legal duties, responsibilities and liabilities of trusteeship
* An ability to work effectively as a member of a team
* A commitment to Nolan’s seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

In most circumstances, it would also be desirable for the chair/vice-chair to have knowledge of the type of work undertaken by the organisation and a wider involvement with the voluntary sector and other networks.

**Chief Executive Role Description**

Responsible to: the board of trustees as a whole, but usually line managed by the chair of trustees on behalf of the board.

**Key responsibilities:**

1. To provide leadership to the charity and to be responsible for the management and administration of the charity within the strategic, policy and accountability frameworks laid down by the board of trustees
2. Together with the chair, to enable the board of trustees to fulfil its duties and responsibilities for the proper governance of the charity and to ensure that the board receives timely advice and appropriate information on all relevant matters

**Duties and tasks to fulfil the key responsibilities:**

1. **To provide leadership to the charity and to be responsible for the management and administration of the charity within the strategic and accountability frameworks laid down by the board of trustees.**

**1.1. Leadership**

* To lead, inspire and motivate staff and volunteers
* To assist the board in agreeing the values, ethos, vision and mission of the charity
* To lead the review and development of a medium- to long-term strategy for the charity within its objects, vision, and mission, and to obtain the approval of the board
* To develop the work of the charity in order to achieve the agreed strategic plan and its objects, vision and mission and thus to ensure that the charity is focused on achieving the strategic priorities
* To ensure that the charity’s values, ethos and policies are relevant, fair and consistently implemented
* To develop an organisation that is constantly seeking ways to learn and to improve its performance
* To develop and maintain an environment that attracts and retains the best staff and volunteers

**1.2. Management**

* To be accountable to the board for the proper and effective management of the charity
* To run the charity efficiently and effectively by ensuring that the charity has an appropriate management structure and management systems in order to fulfil its strategic objectives and to carry out its work
* To ensure that all management policies and decisions support the agreed vision, mission, values, philosophy and strategic priorities of the charity
* To ensure that business, operational and annual plans to underpin the strategic plan are developed, agreed and implemented
* To identify appropriate methods for monitoring the performance of the charity and to report back to the trustees on the performance of the charity against its strategy, its business, operational and annual plans, and against the annual budget as approved by the board
* To ensure that the recruitment, management, training and development of staff reflect good employment practice and are directed towards achieving the charity’s objectives
* To ensure that the charity is aware of best practice and that it constantly works to achieve this within the constraints laid down by the trustees and resources available

**1.3. Finance and risk**

* To be responsible overall for the financial health of the charity including developing, overseeing and monitoring an effective programme of income generation
* To ensure that the major risks to which the charity is exposed are reviewed regularly by the board and the executive team, systems have been established to mitigate these risks, and a risk analysis is automatically carried out when taking on new work or proposing new work to the board
* To ensure that there are effective mechanisms to ensure the robustness of external and internal controls (financial and non-financial)

**1.4. External and internal relations**

* To foster good communications throughout the charity and externally
* To develop, as appropriate, the charity’s public profile and foster good relationships with government, statutory, voluntary and private bodies, and other external stakeholders
* To set up mechanisms for listening to the views of current and future beneficiaries on the performance of the charity, as well as on areas for future development
* To scan the external environment for changes that may affect the charity, to advise the trustees proactively and to take necessary action

**1.5. Legal and regulatory compliance**

* To ensure that the charity fulfils all its legal, statutory and regulatory responsibilities

1. **Together with the chair, to enable the board of trustees to fulfil its duties and responsibilities for the proper governance of the charity and to ensure that the board receives timely advice and appropriate information on all relevant matters.**

**2.1. Strategy and planning**

* In partnership with the chair, to ensure that the trustees set the values, ethos, vision, mission, strategic objectives and strategic priorities for the charity

**2.2. Ensuring high-quality governance**

* Draw the board’s attention to matters that it should consider and decide
* To ensure that the board receives all necessary advice, guidance and information on matters relating to current performance, the short- and long-term future of the charity, regulatory and legal compliance, and other appropriate issues; and making sure that such advice, guidance and information are timely, honest, balanced and relevant
* To ensure that the staff understand and support the governance role of the board and that there is a positive and constructive working relationship between the board and the executive
* To ensure with the chair that the board of trustees reviews regularly the charity’s governing instruments and governance structure, and to assist with the board’s assessment of its own performance
* In partnership with the chair, to ensure that the board’s delegated authority is recorded in writing and understood fully by staff and volunteers, and that all agreed reporting procedures are followed
* To work closely with the board to ensure that the board has on it the skills it requires to govern the charity well, and that the board has access to relevant external professional advice and expertise
* To assist the chair in ensuring that there is a systematic, open and fair procedure for the recruitment or co-option of trustees, future chairs of the board and future chief executives
* To work with the chair to ensure that all members of the board receive appropriate induction, advice, information and training (both individual and collective), thus getting the best thinking and involvement of each member of the board

**2.3. Board meetings**

* To ensure that the board is given the information it needs to perform its duties
* In partnership with the chair, to develop an annual programme of board and committee meetings and board away-days
* In partnership with the chair, to ensure that the right and appropriate items reach board agendas and that high-quality papers support each item on the agenda
* To assist the chair in ensuring that the board focuses on its governance role by making sure that the board agenda and papers do not draw the board away from governance and into unnecessary detail and management issues
* To report regularly to the board of trustees on the performance of the charity, progress towards the strategic priorities and the achievement of board policies
* To submit high-level policy proposals for the approval of the board or assist the board in the development of these policies, and to be responsible for the efficient and effective achievement of these policies
* To implement board decisions

**2.4. Relationships with the chair of trustees**

* To have regular one-to-one meetings with the chair at which the chair and chief executive can talk openly, discuss progress and problems, agree expectations of each other, plan the board’s annual programme together and prepare together for meetings
* In close consultation with the chair, to agree respective roles in representing the charity and acting as spokesperson at public functions, public meetings and to the press/media

*This example role description was produced for members of TVA. It is meant as a guide and does not constitute HR advice. You should adapt it to meet your specific job duties and job requirements.*

**Chair Role Description & Person Specification**

***Chair of [ORGANISATION NAME]***

**Role Description**

**In addition to the general responsibilities of a trustee, duties of the chair include the following:**

* Providing leadership to the organisation and the board by ensuring that everyone remains focused on the delivery of the organisation’s charitable purposes in order to provide greater public benefit
* Chairing and facilitating board meetings
* Giving direction to board policy-making
* Checking that decisions taken at meetings are implemented
* Representing the organisation at functions and meetings, and acting as a spokesperson as appropriate
* Bringing impartiality and objectivity to decision-making
* With the chief executive:
* Planning the annual cycle of board meetings and other general meetings where required, for example annual general meeting
* Setting agendas for board and other general meetings
* Developing the board of trustees including induction, training, appraisal and succession planning
* Addressing conflict within the board and within the organisation, and liaising with the chief executive (if staff are employed) to achieve this
* Where staff are employed:
* Liaising with the chief executive to keep an overview of the organisation’s affairs and to provide support as appropriate
* Leading the process of supporting and appraising the performance of the chief executive
* Sitting on appointment and disciplinary panels
* The vice-chair acts for the chair when the chair is not available and undertakes assignments at the request of the chair

**Person Specification**

**In addition to the person specification for a trustee, the chair should have the following qualities:**

* Leadership skills
* Experience of committee work
* Tact and diplomacy
* Good communication and interpersonal skills
* Impartiality, fairness and the ability to respect confidences.

In most circumstances, it would also be desirable for the chair/vice-chair to have knowledge of the type of work undertaken by the organisation and a wider involvement with the voluntary sector and other networks.

*This example role description was produced for members of TVA. It is meant as a guide and does not constitute HR advice. You should adapt it to meet your specific job duties and job requirements.*

**Secretary Role Description & Person Specification**

***Secretary of [ORGANISATION NAME]***

**Note:** The role of the secretary is to support the chair by ensuring the board functions smoothly. The secretary may carry out their duties directly or delegate them to a member of staff and ensure that they have been carried out.

**Role Description**

**In addition to the general responsibilities of a trustee, duties of the secretary include the following:**

* Preparing agendas in consultation with the chair and chief executive, and circulating them and any supporting papers in good time
* Making all the arrangements for meetings (booking the room, arranging for equipment and refreshments, organising facilities for those with special needs, etc.)
* Receiving agenda items from other trustees/staff
* Checking that a quorum is present
* Taking minutes (or being responsible for them being taken) and circulating draft minutes to all trustees
* Ensuring that the minutes are signed by the chair once they have been approved
* Checking that trustees and staff have carried out actions agreed at a previous meeting
* Circulating agendas and minutes of the annual general meeting and any special or extraordinary general meetings (where required)
* In organisations that are companies, fulfilling the functions of a company secretary if these responsibilities have not been delegated to a member of staff
* Sitting on appraisal, recruitment and disciplinary panels as required

**Person specification**

**In addition to the person specification for a trustee, the secretary should have the following qualities:**

* Organisational ability
* Knowledge or experience of business and committee procedures
* Minute-taking experience, if this is not being delegated to staff

*This example role description was produced for members of TVA. It is meant as a guide and does not constitute HR advice. You should adapt it to meet your specific job duties and job requirements.*

**Treasurer Role Description & Person Specification**

***Treasurer of [ORGANISATION NAME]***

**Note:** The overall role of a Treasurer is to maintain an overview of the organisation’s affairs, ensure its financial viability and ensure that proper financial records and procedures are maintained. In charities without paid staff, the Treasurer may take a greater role in the day-to-day finances of the organisation*.*

**Role Description**

**In addition to the general responsibilities of a trustee, duties of the treasurer include the following:**

* Overseeing, approving and presenting budgets, accounts and financial statements
* Being assured that the financial resources of the organisation meet its present and future needs
* Ensuring that the charity has an appropriate reserves policy
* Preparing and presenting financial reports to the board
* Ensuring that appropriate accounting procedures and controls are in place
* Liaising with any paid staff and volunteers about financial matters
* Advising on the financial implications of the organisation’s strategic plans
* Ensuring that the charity has an appropriate investment policy
* Ensuring that there is no conflict between any investment held and the aims and objects of the charity
* Monitoring the organisation’s investment activity and ensuring it is consistent with the organisation’s policies and legal responsibilities
* Ensuring that the accounts are prepared and disclosed in the form required by funders and the relevant statutory bodies, for example the Charity Commission and/or the Registrar of Companies
* If external scrutiny of accounts is required, ensuring that the accounts are scrutinised in the manner required (independent examination or audit) and any recommendations are implemented
* Keeping the board informed about its financial duties and responsibilities
* Contributing to the fundraising strategy of the organisation
* Making a formal presentation of the accounts at the annual general meeting and drawing attention to important points in a coherent and easily understandable way
* Sitting on appraisal, recruitment and disciplinary panels as required

**Person specification**

**In addition to the person specification for a trustee, the treasurer should have the following qualities:**

* Financial qualifications and experience
* Some experience of charity finance, fundraising and pension schemes
* The skills to analyse proposals and examine their financial consequences
* Being prepared to make unpopular recommendations to the board
* A willingness to be available to staff for advice and enquiries on an ad hoc basis

*This example role description was produced for members of TVA. It is meant as a guide and does not constitute HR advice. You should adapt it to meet your specific job duties and job requirements.*

# References & Additional Resources

**References**

**WCVA**

**NCVO** *Good Governance: A practical guide for trustees, chairs and CEOs by Dorothy Dalton (NCVO, 2010)* [knowhownonprofit.org.uk](http://www.knowhownonprofit.org/)

**Additional Resources**

**If you require any further information or support in adopting any of the documentation, please contact a member of TVA on:**

[**info@tvawales.org.uk**](mailto:info@tvawales.org.uk)or telephone **01495 742420**

**For additional resource and information on governance, click here:**

[**https://tvawales.org.uk/startinggroup/**](https://tvawales.org.uk/startinggroup/)

**The Charity Governance Code**

[**https://www.charitygovernncecode.org/en**](https://www.charitygovernncecode.org/en)

**Charity Commission for England and Wales**

CC3 The essential trustee: What you need to know

CC15 Charity reporting and accounting: the essentials

CC11 Trustee expenses and payments

CC14 Charities and investment matters: a guide for trustees

CC19 Charity Reserves: building resilience

CC5C Trustee declaration form

[**www.charity-commission.gov.uk**](http://www.charity-commission.gov.uk)

**Companies House**

**Companieshouse.gov.uk**

**Charities SORP**

[**www.charitiesorp.org**](http://www.charitiesorp.org)

**The Fundraising Regulator**

[**https://www.fundraisingregulator.org.uk**](https://www.fundraisingregulator.org.uk)

**Disclaimer**

The information provided in this sheet is intended for guidance only. It is not a substitute for professional advice and we cannot accept responsibility for loss occasioned as a result of any person acting or refraining from action upon it.