

# WILLIAM BENDLOWE CHARITY

## TRUSTEE BOARD OPERATING PROCEDURES

This policy expands on the procedures in the governing document to ensure we are and remain an effective board. It should be read alongside our board code of conduct and conflict of interest policy.

### Decision Making

The Board will meet quarterly, or more often, if necessary, with a quorum of at least 3 trustees. It may appoint lead trustees, or create committees, or approve activities ex-committee, with any necessary powers and reporting requirements delegated as necessary. Decisions are made collectively, with details recorded in the minutes.

### Appointment of New Trustees

All new trustees will be provided with a copy of CC3 (The Charity Commission Guidance “The Essential Trustee”) and other relevant documents, such as the Governing Document. He or she will be paired with a suitable member of the board to work with as a mentor. All trustees are encouraged to undertake ongoing development training.

### Trustee Responsibilities

The obligations on board members can best be summarised as follows:

Board members must exercise reasonable skill and care, and independent judgement, avoid conflicts of interest and act in accordance with their Governing Document to promote the success of their organisation.

The Charity Commission requirements are detailed in CC3 – The Essential Trustee – as trustees, you must:

- Always act in the best interests of the charity – you must not let your personal interests, views or prejudices affect your conduct as a trustee
- Act reasonably and responsibly in all matters relating to your charity – act with as much care as if you were dealing with your own affairs, taking advice if you need it
- 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.

**Other Legislation.** There are also obligations arising from other legislation, including health and safety at work and the environment.

**Charity Governance Code.** The Charity Code is applicable to all charities but is deliberately aspirational and is neither a legal nor regulatory obligation. However, it provides a framework for good governance that is fundamental to effectively leading a charity. It includes guidance on the role of trustees.

### External Professional Advice

The Board will seek external professional advice, such as a lawyer or accountant, if needed.

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A charity may also engage suitable external experts in activities such as assessing grants or making referrals, if appropriate to do so. Any such agency would be subject to appropriate due diligence to ensure that it has the skills, expertise and capacity to deliver any services, and subject to ongoing monitoring to ensure this remains the case.

However, final decision on any matter may only be made by the trustees.

### **Efficient Conduct of Board Business**

The Chair has the prime, but not exclusive, responsibility for ensuring that the Board conducts its business effectively. He/she ensures the Board has agreed priorities, appropriate structures, processes and culture and trustees govern well. This will generally include:

- Ensuring that the Board has the necessary skills and experience, and is appropriately diverse, but is not so large, as to impair effective decision making.
- No trustee serves longer than any limit in the governing document
- Fostering an open, positive culture and intervening at early stage to resolve potential conflict.
- Ensuring there are agreed values consistent with our charitable purposes, these are reflected in decisions and in the culture throughout the organisation
- Ensuring that the Board operates in accordance with its governing document and complies with relevant charity, company and other laws.
- Ensuring the charity operates in accordance with the guidance issued by the Charity Commission and other bodies, such as the ICO and Fundraising Regulator.
- Ensuring that there is a policy and procedure framework and associated management controls to ensure the organisation operates within the law and any associated best practice guidelines.
- Effective management of meetings, including creation of an annual workplan, agenda setting and conduct of meetings.
- Ensuring that finance is effectively managed and assets protected.
- Ensuring that the views of stakeholders are adequately represented to the Board and the Board regularly receives reports on positive and negative feedback.
- Maintaining an appropriate balance of Board attention to strategy, policy, key decision, financial management and performance review.
- Maintaining an overview of the work of any committees.
- Ensuring that key decisions are properly debated and approved by the Board, including an annual strategy review, and the annual business, budget and risk management plans.
- Ensuring that trustees are appraised and the training needs of individual members (and the Board as a whole) are addressed.
- Ensuring the Board seeks professional advice when it is needed.
- Ensuring the organisation's affairs are conducted in accordance with generally accepted codes of performance and propriety.

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## **Board Skills & Experience**

### **Chair**

In addition to trustee skills and experience below, some examples to consider:

#### **Essential:**

- Gravitas and authority to lead the Board and represent the organisation to stakeholders.
- Outstanding communicator and public speaker.
- Ability to inspire and facilitate diverse individuals and their points of view to achieve consensus.
- Results focused but succeeds primarily through influencing.
- Understanding of charity and company law and finances.
- Sound understanding of governance and strategy.
- Able to commit adequate time to carry out role.

#### **Desirable:**

- Experience of being a chair of a board or board committee.

### **Trustees**

#### **Essential:**

- A commitment to and a passion for our work.
- Ability to understand and analyse financial and non-financial data.
- Ability to think strategically, that is long term, across the whole organisation.
- Willingness to accept the legal duties, responsibilities and liabilities of a charity trustee.
- A team player willing to accept responsibility for collective decision making and maintain confidentiality.
- Readiness to offer personal and professional skills and experience to support the Board
- Willingness to remain informed about the work of the charity.
- Good communication skills and a commitment to act as an advocate for the charity.
- A willingness to challenge and be challenged, positively.
- Good judgement and the ability to think impartially.

#### **Desirable:**

- Experience of working in our areas of activity and the charity sector.
- Understanding and/or knowledge of charity and company law and finances.
- Relevant functional skills and experience – see below.

**Board Functional Skills**

The board overall will require an appropriate mix of relevant professional skills. The list below is non-exhaustive and simply serves to provide a checklist. A skills audit will be carried out annually and any new trustees required appointed.