



TRUSTEES AND COMMITTEE MEMBERS
Background information



YMCA ST PAUL'S GROUP

BOARD AND COMMITTEE
ROLE DESCRIPTION

Feb 2021



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ROLE PROFILE – TRUSTEES / COMMITTEE MEMBERS

1. The Charity is a company limited by guarantee, a registered charity, and a Registered Provider of social housing. Each trustee of the Charity is automatically a director of the company limited by guarantee.

Duties

2. Collectively with the other Trustees, the purpose is to govern the affairs of the Charity. Trustees are required to provide the strategic leadership that enables the Charity to maximise the fulfilment of its objectives as laid out in its Constitution. Trustees are always obliged to ensure that the Charity operates within its constitutional provisions.
3. A Committee Member is responsible for ensuring the Committee, which is a committee of the main Board, acts in furtherance of its purpose and in accordance with its terms of reference and functions properly.
4. Trustees and Committee Members must also:
 - 4.1. provide the Executive with support, encouragement, scrutiny and challenge,
 - 4.2. appoint (and dismiss if necessary) the Chief Executive Officer and determine their remuneration,
 - 4.3. set the Charity's three-year strategy,
 - 4.4. review and revise the Scheme of Delegation to ensure that the Executive continually has the appropriate delegated authority to manage the affairs of the Charity,
 - 4.5. plan for the annual financial audit, produce the statutory annual report and approve the audited accounts,
 - 4.6. be responsible collectively for ensuring that the Charity has in place the appropriate policies to enable it to fulfil its obligations as set out in the Articles of Association,
 - 4.7. be responsible collectively for ensuring that the Charity has in place the appropriate policies and procedures to enable it to fulfil its statutory obligations for health & safety, safeguarding, data protection and insurance,
 - 4.8. avoid any conflict of interest.
5. Each Trustee or Committee Member is obliged to declare any possible conflict of interest and to withdraw from making a decision on any matter in which it may reasonably be claimed that they have a vested interest.
6. Where a Trustee or Committee Member sitting on two boards or committees of separate legal entities within the Group, they must always be aware of inter-group conflicts of interest so that good and transparent governance is always achieved. The Conflicts of Interest Policy provides practical guidance on this. In addition, the advice of the Company Secretary must be sought in complex cases.
7. Trustees and Committee Members must act solely in the best interests of the Charity and its objects. Where, for example, a Trustee or Committee Member has an affinity for a particular facet of the Charity's work, it is their duty to act on the basis of the best interests of the Charity as a whole rather than to benefit one particular activity or geographical area over another.



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Main functions and relationships

8. The main function and duties of Trustees and Committee Members are facilitated by attendance at:
 - 8.1. Board or Committee meetings,
 - 8.2. the Charity's Annual General Meeting,
 - 8.3. a Committee of the Board as appointed and other occasional events.
9. Trustees and Committee members are required to make time to read any meeting papers as well as undertake any appropriate training necessary for their role.
10. From time to time, Trustees need to relate to the following stakeholders:
 - 10.1. Governance Members of the Charity,
 - 10.2. Chief Executive, Company Secretary and other senior staff of the Charity,
 - 10.3. Trustees and officers of other YMCAs,
 - 10.4. staff and service users,
 - 10.5. the wider community in and around London,
 - 10.6. representatives of regulators and stakeholders, with the Charity's consultants, contractors and other voluntary sector organisations.
11. Trustees take part in an annual 'non-managerial' performance appraisal to help identify any issues or training needs. The Charity meets the costs of all approved training sought in furtherance of the Trustee's role.

Qualities and skills required

12. A Trustee or Committee Member must have the following qualities:
 - 12.1. a willingness to be available and work effectively with staff, which entails respecting the role of staff and understanding how this is different from their governance role, and
 - 12.2. diplomacy and tact in the exercise of their duties.

Time commitment

13. Trustees and Committee Members are required to attend several evening meetings a year (from 5.30pm – 9.00pm approx.) including up to three annual away-day's which may be incorporated in residential weekends. Meetings may take place in locations across London which reflect the Charity's areas of operation as well as by virtual means.
14. Preparation is essential. Papers will be issued seven days before any Board or Committee meeting. Trustees and Committee Members are asked to raise any points of clarification with report authors before the meeting. This saves time at the meeting and allow issues to be researched and answered in full.
15. Trustees and Committee Members will be required to participate in an induction, training and development as identified by the Chair and Company Secretary.
16. Trustees and Committee members will be subject to an annual appraisal and will be required to cooperate fully in the evaluation of skills needed for the delivery of their responsibilities. It is expected that Trustees/Committee Members will be members of at least one Committee.
17. Attendance is critical. Two absences, even with apologies, in any twelve consecutive months, may prompt a review of continued membership. If a Trustee or Committee



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Member fails to attend three consecutive meetings, the Board may resolve to remove them.

18. Trustees or Committee Members are often sought to attend staff and service events, to present prizes, meet VIP guests, sign documents, etc.

Expenses

19. Trustees and Committee Members receive no remuneration for their involvement with the Charity. They are, however, entitled to be reimbursed for all reasonable out of pocket expenses including travel to and from meetings, subsistence costs while attending Charity business and training related to developing their role.
20. Child-care costs are also met when these are unavoidably incurred in order to participate in Charity business.

Complaints

21. If any Trustee or Committee Member has reason to complain about the conduct or efficiency of any employee (other than the Chief Executive), they shall make their complaint known in writing to the Chair and the Chief Executive. Under no circumstances must the complaint be raised directly with the employee concerned.
22. In the case of a complaint against the Chief Executive, the complaint shall be made to the Chair.

Compliance with regulations

23. Trustees and Committee members are expected to operate within the law and guidelines issued by any Regulators that may apply.

Accountability

24. Each Trustee or Committee Member is individually accountable to the Trustee Board as a whole. Collectively, the Board is accountable to the Governance Members of the Association and to the statutory regulators. Trustees and Committee members must always act in the best interests of the Charity.