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| Logo and Name | **Expectations of VODA’s****Director Trustees** |

The following should be read in conjunction with VODA’s *Memorandum and Articles of Association.*

For further guidance please visit the Charity Commission’s website and under *Charity Commission (CC) guidance* look for:

* CC3 *The Essential Trustee*
* CC27 *It’s your decision*

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Arrangement of sections

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 Appendix 1: *Declaration of Charity Trustees*

1. Status of Director Trustees

The role of trustee within a charity is a voluntary one. In VODA’s case, the charity is also a company limited by guarantee which automatically makes Trustees of the Charity, Directors of the Company. The position of Director Trustee does not confer any employment rights and is not in any way an employment, work or consultancy contract.

Director Trustees are appointed at VODA’s AGM with the approval of the Members. When there are more candidates than vacant positions, the nominations will be put to a vote of the Members and appointment will be by simple majority.

Director Trustees are required to step down on a 3-year rolling basis but may re-stand as a candidate.

A Director Trustee may step down at any time by notifying the Chair of the Board.

Director Trustees who fail to regularly attend Board Meeting without good reason may be required to step down.

Under the Companies Act 2006 a Director Trustee may be removed by ordinary resolution at a meeting before the expiration of their period in office.

2. Expectations of Directors of a Company Limited by Guarantee and Trustees of a Charity

As Directors[[1]](#footnote-1) of a Company Limited by Guarantee and Trustees of a Charity, VODA’s Directors are expected to:

* Sign the VODA *Declaration of Charity Trustees,* appended to this form, thereby accepting legal responsibility for VODA
* act as the formal employer of staff
* ensure that funds received by VODA are properly managed and accounted for
* decide overall policy and the direction of VODA’s work
* be satisfied that, given constraints on resources, VODA is meeting its objects as set out in the *Memorandum and Articles of Association*
* take a long term view of how VODA should develop
* ensure that all Board responsibilities which are delegated to staff are carried out
* always act in the interest of VODA, rather than in the interests of the nominating organisation
* take professional advice when appropriate
* oversee the monitoring and evaluation of VODA’s performance and policies

3. Expectations of individuals

As individuals VODA’s Trustees are expected to:

* Understand and adhere to the organisation’s purposes and governing documents
* attend meetings of the Board of Trustees regularly, having read all the papers and minutes beforehand
* attend the Annual General Meeting
* tender apologies if unable to attend meetings
* keep well informed about the organisation’s work and priorities and keep a clear overview
* share in the governance of VODA by becoming members of sub committees and advisory groups set up by the Board of Trustees
* understand and be committed to VODA’s policies on values and equality and diversity
* bring experience and skills which take forward the work of VODA and

which complement and balance those of other Trustees

* contribute to meetings but be sensitive to the views of other Trustees
* notice the good work of staff and volunteers and give positive feedback and constructive criticism where appropriate
* respect the decisions of the Board of Trustees and accept collective responsibility.
* be willing to participate in appropriate training.

The Board of Trustees meets 6 times each year.

4. Honorary Officers

Honorary Officers carry out specific roles or have specific responsibilities delegated to them. However, all Trustees remain jointly responsible for the charity. All Trustees (not just the treasurer) share responsibility for the charity’s finances. The Chair of the Board can only make decisions in accordance with the provisions in the governing document or through delegated authority agreed by the Trustees.

5. Chair of the Board

The Chair of the Board plays a key role in VODA’s governance. In addition to the charity’s meetings the Chair must be willing to represent VODA at external events, and provide periodic support to staff, particularly the Chief Executive.

# **Responsibilities**

* To chair meetings of the Board of Trustees and the Annual General Meeting, liaising with the Chief Executive to plan meetings and set agendas (dates of Board meetings are set at the first meeting following the AGM).
* To be a member of the Finance Sub-committee.
* To be an *ex-officio* member of advisory groups and other groups set up by the Board and attend as necessary.
* To represent VODA as necessary at meetings, events, functions etc.
* To give a lead in working with the Chief Executive, Board of Trustees and staff to develop and implement policies and procedures in VODA.
* To authorise actions between meetings of the full Board when necessary.
* To be a signatory for the organisation for cheques and legal documents.
* To ensure the Board of Trustees works effectively to provide good management of the affairs of VODA, involving the full participation of Board members.
* To liaise with the Vice Chair of the Board and Treasurer to ensure appropriate sharing of responsibilities and information.
* To support and advise the Chief Executive, provide for regular supervision and liaise closely with him/her on a regular basis.
* To participate in the appointment of senior staff.
* The Chair of the Board and Vice Chair of the Board may be required to take part in complaints, grievance and disciplinary procedures including appeals.

Skills and experience

The Chair of the Board should have knowledge of and a commitment to the voluntary and community sector and be able to:

* provide leadership
* chair Board meetings in a way which encourages the involvement of other Trustees and enables decision making
* communicate well
* support staff
* participate in staff selection and recruitment
* be impartial and fair
* demonstrate a commitment to equality and diversity.

6. Vice Chair of the Board

# The Vice Chair of the Board will be expected to share in the duties of the Chair. The Vice Chair’s key responsibilities are listed below but further responsibilities may be introduced in negotiation with the Board.

# **Responsibilities**

* To chair Board meetings or general meetings in the absence of the Chair of the Board.
* To participate in committees as an *ex-officio* member as required.
* To represent VODA as required.
* To assist the Chair of the Board in ensuring the Board of Trustees works effectively.
* To assist in the development of appropriate policies and procedures and ensure their implementation.
* To support and advise the Chief Executive.
* To be the nominated Health & Safety Board Member ensuring regular monitoring of the Health & Safety Policy.
* To work with the Chair of the Board and Treasurer to provide strategic leadership and direction, ensuring appropriate sharing of responsibilities and information.
* To participate in the appointment of staff and to take part in complaints, grievance and disciplinary procedures if required.

# **Skills and experience**

* Ability to chair Board meetings in a way which encourages the involvement of other Trustees and enables effective decision making.
* Ability to communicate well.
* Ability to support staff.
* Experience of staff selection and recruitment.
* Knowledge of and commitment to the voluntary and community sector.
* Commitment to equality and diversity.

7. Treasurer

The Treasurer must be prepared to allocate sufficient time to acquire a thorough understanding of VODA’s finances and to liaise with the Chief Executive and Finance Manager on a regular basis.

# **Responsibilities**

* To attend Board meetings and report the current financial situation to Board members in a clear and understandable manner.
* To chair the Finance Sub-committee and participate in other committees as an ex officio member as required
* To ensure that the finances are conducted legally, effectively and in accordance with VODA’s policies and procedures
* To be aware of the current financial situation of VODA and advise on options to ensure the best use of resources
* To monitor financial systems to ensure that adequate controls are in place to safeguard the interests of VODA (the day to day work is the responsibility of the Chief Executive and Finance Manager).
* With the assistance of the Finance Sub-committee, determine expenditure budgets and present these for Trustees’ approval
* To oversee the drawing up of year end accounts and to ensure that they are audited as required by law
* To work with the Chair of the Board and Vice Chair of the Board to provide strategic leadership and direction, ensuring appropriate sharing of responsibilities and information.
* To present the Financial Report at the Annual General Meeting if required

# **Skills and experience**

* Relevant financial expertise.
* Some knowledge of voluntary sector funding.
* Ability to chair meetings in a way which encourages the involvement of other Trustees and enables decision making.
* Ability to explain financial information in a clear way.
* Ability to liaise with and support staff concerned with finance.
* Knowledge and commitment to the voluntary and community sector.
* Commitment to equality and diversity.

8. Code of Conduct

As the Charity’s Trustees, you must ensure that private, personal or financial interests never influence your decisions and that you never use your position as members of the Board for personal gain of any sort.

During your term as a VODA Trustee you may also be an employee or board member of another charity but you should always, while sitting on VODA’s Board, work in the best interests of VODA.

To avoid serious conflicts of interest, the guiding principles for VODA Trustees are:

“To declare an interest when involved with VODA business and act at all times in good faith, in the best interests of and for the benefit of VODA".

Trustees must always be aware that they are recognised as representatives of VODA outside the organisation and through personal action should not bring VODA into disrepute. Trustees should take particular care when using social media and should consider whether any posts they make could reflect badly on them and the Charity.

9. Declarations of Interest

* Trustees should disclose any direct or indirect financial or other interests which could influence their judgement or give the impression that they are acting for personal motives. This includes personal offers of gifts, favours or hospitality.
* Any such disclosure will be recorded in the minutes, stating the nature and extent of such an interest.
* Where a conflict of interest is declared the Trustee should abstain from any vote and withdraw from the meeting whilst the matter is discussed unless invited to remain.
* Whenever Trustees are unsure of the seriousness of a potential conflict of interest they should err on the side of caution.

10. Confidentiality

Trustees undertake not to use or divulge confidential information concerning the business or financial affairs of VODA which may come to their knowledge.

11. Document details

Author: VODA SG Organisation: VODA Doc. Ref: Codecondir

Date Released: 8 May 2001 Updates: 8 June 2010

30 Sep 2014

6 March 2019

15 Sep 2022

North Tyneside Voluntary Organisations Development Agency, Spirit of North Tyneside Wing. 2nd Floor, Wallsend Customer First Centre, 16 The Forum, Wallsend, NE28 8JR

Reg. Charity No. 1075060, Reg. Company No. 3703221

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Appendix 1: Declaration by VODA Director Trustees

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| voda logo | North Tyneside Voluntary Organisations Development AgencyCharity Registration No.1075060 Company Registration No.3703221 |

Declaration by VODA Directors/Trustees

I have received a copy of the Memorandum and Articles of Association of the Charity and agree to act within its powers.

I understand the aims and objectives of the charity and agree to promote the successful achievement of its purposes.

I realise that, as a member of its Board of Trustees, I am one of the organisation’s Charity Trustees and a Director of the Company.

I understand the duties and responsibilities involved, as explained to me and as I have read the Charity Commission’s guidance *The Essential Trustee* and *It’s Your Decision.* I understand that I must exercise independent judgement and take reasonable care, skill and diligence.

I am not under the age of 18 years of age and I am not disqualified from serving as a Trustee or Company Director.

In the event of my becoming disqualified, I will take no part in the affairs of the Charity while such disqualification lasts.

I understand that the Charity will undertake vetting to confirm that I am not a disqualified person.

I have read and accept *Expectations of VODA’s Director Trustees.*

Signed………………………………………………….. Date………………………

Name:…………………………………………………..

1. From this point Director Trustees will be referred to simply as Trustees. [↑](#footnote-ref-1)