The Scope of These Guidance Leaflets

The Trustees of a charity have the ultimate collective responsibility for the proper governance of their charity in compliance with the Charity Act. Charity governance is the systems and processes concerned with ensuring the overall direction, effectiveness, supervision and accountability of a charity. *https://knowhow.ncvo.org.uk/governance/getting-started-in-governance/getting-started-in-governance-1*

For more detailed information and downloadable document & diagnostic tool see the Charity Governance Code website which has sections tailored for smaller, as well as larger, charities:
https://www.charitygovernancecode.org/en

This leaflet is one of a series produced by Small Charity Support to give an overview of the things that will be helpful to consider when your Trustees are reviewing your charity's governance and the way it operates.

They are **NOT** a full and comprehensive guide to Charity Law and all the associated regulations. They are just an overview of the main points from the perspective of "*the person on the Clapham Omnibus*".

Please read the Disclaimer on the last page of this leaflet.

If you need qualified professional advice you should look elsewhere, *eg:* the "Other Resources" page of the Small Charity Support website: *www.smallcharitysupport.uk/index.php/other-resources*

The topics covered in this series are:

Responsibilities & Roles of ALL Trustees
Typical Responsibilities & Roles of the Chair *{This Leaflet}*
Typical Responsibilities & Roles of the Treasurer
Payments to Trustees

Accounts ALL Charities MUST Keep
More information on managing your charities finances can be found on the website page "Charity Accounting Made Easy" *HERE*

Minutes: Recording Events & Decisions

Policies & Procedures
Some example policies & procedures which you might be able to adapt for your charity's own use can be found on the website page "Example Policies" *HERE*

Outputs & Outcomes
Demonstrating the charity's delivery of value-for-money charitable benefits

The Bank Account(s)

The Trustees' Annual Report & Financial Statements

Your comments and suggestions *(to comments@smallcharitysupport.uk)* on how these leaflets could be improved to make them clearer and more useful would be much appreciated.

Last Updated: 02-Jul-21

Typical Roles & Responsibilities of The Chair

This leaflet is designed so that, as well as being guidance for the setting up of a new charity, it can also be used as an Induction Leaflet for new Chairs at any stage in the life of the Charity.
There is a complementary leaflet on the Typical Roles & Responsibilities of the Treasurer.

Contents

Typical Roles & Responsibilities of
The Chair

1. Introduction

Be not afraid of greatness.
Some are born great, some achieve greatness,
and others have greatness thrust upon them.
William Shakespeare,   Twelfth Night

Thank you for volunteering to become an Officer (*eg:* Chairperson, Treasurer, Secretary) of your Charity's Board of Trustees.   Whether it's something you've always aspired to, or feel that you've just been "landed with it" because there seemed to be nobody else willing to take it on, it can seem like a very daunting task if it's something you've never done before.

Like the Charity Boards of Trustees that they part of, charity Chairs come in a great variety of "shapes and sizes". Yes – there are some "helpful hints" that can smooth things along and help to avoid the more common traps and difficulties.   But you will always be a better Chair by finding the way to do things that suit you best rather than trying to emulate somebody else – particularly if that "somebody else" was widely regarded as "an hard act to follow".

So, in addition to the quotation from Shakespeare (above) it is
wise to remember the words of Judy Garland:
*Always be a first-rate version of yourself,
instead of a second-rate version of somebody else.*

The hints and suggestion in these guidance-notes are, therefore, not intended to be prescriptive of your duties and responsibilities, but just some things to be borne in mind when setting your own style for being the Chair of your charity's Board of Trustees.

Most small charities do not now need to have a designated Secretary, unless their governing document specifically requires it.   The formal role of "Secretary" as an officer of an organisation originated from the time when companies of all sizes were required by law to have an administrative lead.   But that requirement was abolished for small companies some time ago as being superfluous.   Of course, every organisation needs someone to take responsibility for maintaining its key records (minutes, membership lists, *etc*) in good order. But the requirement that such person needs to be formally appointed as "Company Secretary" (*ie:* "Charity Secretary") now exists only in "folk law" (unless, of course, your charity's governing document specifically requires it to have a Secretary as a Charity Officer.).   Accordingly there is no legal definition of the responsibilities of "Company Secretary).

These guidance-notes are intended to be a supplement to the more general guidance-notes in the companion leaflet, 4a: Trustees, and similarly includes hyperlink references to other relevant material on the internet.

In these notes, guidance which is required reading is indicated by the icon to the left.

Recommended guidance which you should be aware of and have to hand to refer to when necessary, is indicated by the icon to the right.
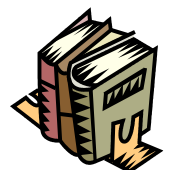
2. Charity Commission Guidance

A good place to start is the Charity Commission general guidance for charity trustees, *"The Essential Trustee"*, which exists in two forms:

The full version: *"The Essential Trustee – What you need to know, What you need to do"*
  https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/451020/CC3.pdf
which is just over 30 pages long, is the definitive guide;

There is also an abbreviated version: *"Being a Trustee"*
  www.gov.uk/government/uploads/system/uploads/attachment_data/file/336540/CC3_easy_read.pdf
which is only 20 pages long – most of which is big pictures and very simple text – an "Easy Read".

You really ought to have downloaded a copy of the full version from the Charity Commission web-site using the above link. It is not expected that you will have read it in detail from cover to cover, but you definitely should be familiar with its general content and always have it ready to hand should any issues arise.

But the abbreviated version is definitely mandatory reading for ALL trustees – and, particularly, for the Chair of the Board of Trustees.

Section 12.5 of the full version outlines the roles of charity Chairs and Treasurers as follows:

> *Some trustees have special roles, such as the chair and the treasurer.*
> *They are known as officers.*
>
> ***However, charity officers DON'T usually have any extra powers or responsibilities than the other trustees.***
>
> *For example:*
> 1. *Officers can't make decisions except in accordance with any delegated authority agreed by the trustees, and should notify the other trustees of any decisions made;*
> 2. *ALL trustees share responsibility for finances (not just the treasurer).*
>
> ***The Chair usually takes the lead on:***
> * *planning and running trustee meetings*
>   *and he/she might have a second or casting vote if a vote on a trustees' decision is tied (but only if this is specified in the charity's governing document);*
> * *representing the charity at events, both those put on by the charity itself and those organised by other charities with related interests;*
> * *working as a link between trustees and staff.*
>
> ***The Treasurer usually takes the lead on:***
> * *making sure the charity keeps proper accounts*
> * *reviewing the charity's financial performance*
> * *drawing up policies for finance and investment*
> * *ensuring that the charity has robust and effective financial controls in place*
>
> *In particular, note that neither the Chair nor the Treasurer has any authority to over-rule any decision made by the majority of Trustees.*

3. Planning Meetings

The Charity Commission guidance on running Trustees meeting can be found in their publication "CC48 - Charities and Meetings", https://www.gov.uk/government/publications/charities-and-meetings-cc48

3.1. *The Date & Time.*

Although not specifically a duty of the Chair, the Chair will often be the lead in organising the date & time of Trustees' meetings (and the expression "It's like herding cats" often comes to mind).

However, there are things that can be done to simplify the matter.

The most fundamental (and, usually, the most successful) is to find out which date(s) and time(s) the Trustees usually have no other regular commitments and then schedule your Trustees meetings regularly at the most available date/time , *eg:* 8:00pm on the first Monday of the month, quarterly, monthly, or as frequently as appropriate (bearing in mind that your charity's governing document might specify the minimum number of Trustees meetings to be held each year). Those can then be published well in advance (often up to a year or more in advance) leaving Trustees with few excuses for "other pre-arranged commitments".

Of course, clashes will occur from time to time and Trustees will need to apologise for absence. But Trustees who are frequently absent from meetings which have been published well in advance should be asking themselves whether it is appropriate for them to continue as a Trustee if they are unable to give it the commitment it requires. **And you should be asking the same question, too!!**

Your charity's governing document will probably have a clause about automatic termination of the appointment of a Trustee who is routinely absent from meetings.

For organising *ad hoc* meetings there are some very useful little on-line meeting schedulers, of which Doodle® is one of the better-known *(http://doodle.com/)*. There is a free version (paid for by the advertisements) and an inexpensive premium version without advertisements and more functionality.

Otherwise it's down to putting in the time and effort needed to e-mail/telephone Trustees with this option and that option until a date/time when all (or, more usually, most) Trustees can make it.

If the Charity has a paid administrator, or perhaps some volunteers to "help with the paperwork", it is perfectly OK for the Chair to delegate some of the "paperwork" of organising the date/time/venue to them, but should still retain overall responsibility for ensuring that all the arrangements are done and communicated to all the Trustees in a timely and effective manner.

3.2. *The Venue (Including On-Line Video-Conferencing)*

Finding a convenient, affordable & available venue can also be a problem, particularly if left to the last minute and even more so if Trustees are widely scattered.

It is important to note that it has been established by the courts that in order to be recognised as a legally valid meeting all the participants must be able to see as well as hear each other (unless the charity's governing document SPECIFICALLY says something different). So that means that any decisions made at/by meetings/conferences held by telephone would not normally be recognised by the courts as legally valid/binding.

As internet technology becomes more sophisticated and more widely available, the use of on-line video-conferencing for "virtual" (*ie:* rather than "together in person") meetings in which all the participants CAN see and hear each other is becoming more common. The current model governing documents for Charitable Companies *(Article 41)* and Charitable Incorporated Organisations *(Article 15(4))* explicitly make provision for meetings to be held "electronically". But the current model governing documents for unincorporated associations and small charities do not. If in doubt the Chair should always check that their charity's governing document allows online video-conferencing BEFORE organising such a meeting, particularly if there will be any contentious matters on the agenda.

Google "Hang-Outs" offers on-line video "Hang-Outs" (*ie:* "meetings") of up to 10 people for free *(https://tools.google.com/dlpage/hangoutplugin/)* . Skype has similar facilities for on-line video-conferencing of

up to 10 participants.   It used to require that at least one of the participants had a Skype Premium Account to "host" the meeting but, no doubt under pressure from Google Hang-Outs, is now also free (*http://www.skype.com/en/features/*).

Some other internet service providers also provide on-line video-conferencing facilities.

Of course, holding Trustees meetings by on-line video-conferencing requires that all those participating have the appropriate equipment (computer, high-speed internet access, web-cam, microphone, speakers/headphones, relevant software) AND the knowledge and ability to use them effectively.

For some video-conferencing can be a novel (and rather intimidating) experience.   So before holding an important Trustee meeting by on-line video-conferencing it is important to have undertaken some "dummy runs" (perhaps just one-to-one initially or with a small group) to ensure that everyone can use the technology to connect and communicate without difficulty.   There is nothing worse than a meeting which suffers "interminable" delays while individual participants "fiddle with their technology" to enable them to see and/or hear and/or be seen by and/or be heard by the other participants in the meeting.

3.3. *Getting Out The Agenda & Other Paperwork*

It is usually the responsibility of the Chair to ensure that there is a proper and appropriate agenda prepared for the meeting and that all papers relevant to the meeting are pulled together and circulated to all the participants sufficiently well in advance of the meeting for them to have had adequate time to read and understand them.

The bane of many Boards of Trustees (and, particularly, of their Chairs) are those Trustees who turn up to meetings, mutter incoherently, ask stupid questions and either vote half-heartedly or abstain because they haven't bothered to read and understand the papers in advance of the meeting.
But if they haven't been able to read and understand the papers in advance because they didn't receive them in good time, the blame for that lies squarely with the Chair (unless, of course, the Chair has been badly let down by incompetent administrative support).

So, 2 – 3 weeks before the meeting it is good for the Chair to draft a preliminary agenda with all the routine items plus any already known items already in place.   This is then circulated to all the participants to pre-inform them of what will be on the Agenda and, more importantly, to give them an opportunity to identify any items that they want raised and considered which are not already on the first draft agenda.   Participants should be given a deadline (*eg:* not less than one "clear week"[1] before the meeting) to return their comments and any additional items they want included.   That gives the Chair time to re-organise the Agenda as appropriate.

Equally importantly, it also enables the Chair to prevent anyone from springing a new item on the meeting (*eg:* as "Any Other Business") either because they were just careless in not raising it earlier or, more specifically, as a way of trying to catch the other Trustees "off-guard" and rush a "difficult" item through before the other Trustees have had adequate time to think about all the ramifications.

Having called for additional agenda items to be notified well in advance, the Chair is perfectly entitled to decline to allow major and/or contentious items to be raised without prior warning (unless, of course, there is a legitimate reason why it could not have been identified earlier).
Of course, since all Trustees have equal responsibility for the running of the charity, if the **majority** of Trustees really did want to consider the item straight away the Chair wouldn't have much grounds for disagreeing unless there was a procedural issue which would make that contrary to the governing document (*eg:* someone trying to propose a resolution which, under the governing document, required more prior notice to have been given).

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1   A "clear period" (week, month, whatever) is defined by company law as not including the day of the meeting and the day of the deadline.   So, if the meeting were to be on a Wednesday, a "clear week" deadline would fall on the Tuesday of the previous week.

3.4. *Briefing Papers & Reports*

Where there are important matters to consider – and particularly where there are important decisions to be made (as described later in section 5.3) – the Chair should insist that the lead Trustee(s) for the matter provide(s) the Trustees IN ADVANCE with appropriate reports or background information (sometimes called "Briefing Papers") on the matter.
And such Briefing Papers should be circulated with the Agenda in advance of the meeting.

3.5. *Content of the Agenda*

There is no mandatory structure for the content of the Agenda for a charity Trustees meeting though, inevitably, certain items tend to occur very frequently, to the point of almost appearing to be mandatory.

3.5a *Present, Apologies & Absent:*

It is clearly essential that the meeting should start off by formally identifying those who are present and absent.   If a significant number of people are absent it will be necessary to check – and record formally – whether the meeting is quorate (*ie:* has sufficient members present to be legally able to make decisions).   This is particularly important for meetings at which significant decisions are to be taken.
A note should also be made (and recorded) of any participants in the meeting who are not entitled to vote, *eg:* honorary posts (*eg:* President); people with a key administration role (*eg:* minutes secretary, office manager); professional advisors/consultants.

3.5b *Conflicts of Interest:*

It is not usually necessary to have "Conflicts of Interest" as a routine agenda item.   But it will be included on those occasions where it is known in advance that an important item of business is associated with a conflict of interest.
Note: It is common for Conflicts of Interest to be seen as something "a bit disreputable" and therefore embarrassing to have to acknowledge.
Small Charity Support takes a different view – see its example policy on Conflicts of Interest:
http://www.smallcharitysupport.uk/index.php/what-s-available/12-about-small-charity-support/9-example-policies-procedures

3.5c *Financial Report:*

Although not a legal requirement, it is good practice to have a Finance Report as a routine item on the Agenda at every meeting;

✓ It does not have to be long (unless there are special issues to be discussed;

✓ And it's good way of keeping the collective responsibility for financial matters firmly in front of the Trustees.

✓ And the regular financial review SHOULD NOT be the last agenda item so that by the time that item is reached the only thing that the Trustees are interested in is "switching off the lights and going home".

The above section on including a Financial Report as a regular feature of the Agenda for a Trustees' meeting re-iterates what is said in the companion guidance leaflet om the Typical Role of Treasurer.
http://www.smallcharitysupport.uk/index.php/what-s-available/12-about-small-charity-support/6-simple-is-beautiful

3.5d *Example Agendas*

Two examples of "typical" Agenda's for Trustees Meetings are contained in the Appendices.
A short-form Agenda contains just the titles of the various items in the Agenda.   It's advantage is that it is short, and therefore quick to produce.
A long-form Agenda contains some explanatory information about the key items to be considered at the meeting, *eg:* the background/explanation of why the item needs to be considered and/or the outcome being sought.

The long-form agenda clearly takes more time and thought to produce but its principal advantage is that it encourages the participants to be much more focused on what the meeting is trying to achieve. It also provides an invaluable guidance on what the minutes of the meeting are likely to contain.

4.   Managing Meetings

4.1. *Techniques for Managing Meetings*

There is a huge amount of material available on Group Dynamics – *ie:* how to chair/run meetings – from the esoteric academic to the pragmatic pundit.   It's certainly one of those fields which has no shortage of self-proclaimed "experts" (see: *http://www.cynical.ws/definition/expert*).

So whilst there is merit in researching the internet for guidance on how to chair meetings, in doing so always remember the famous advice of Abraham Lincoln!
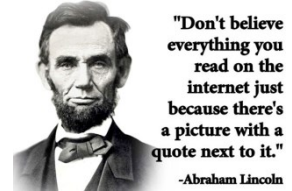
The following are not intended to be an exhaustive, or even definitive list of recommended reading on chairing and managing meetings – they are just a few from the huge list of "possibles" which have been found helpful to give you a "flavour" of what is available.

If you are in the process of setting up a new charity – and that includes setting up a new Board of Trustees – it is useful (particularly for the Chair) to have some insights into the way that groups learn to understand each other and work together.   On useful bit of guidance can be found at:

Is Your Gathering a Group or a Team?   *http://managementhelp.org/groups/dynamics-theories.htm*
An article on the stages that groups (*eg:* of Trustees) go through in establishing themselves (particularly useful if you are setting up a new charity).
1. Forming: Members first get together during this stage. Individually, they are considering questions like, "What am I here for?", "Who else is here?" and "Who am I comfortable with?"
2. Storming: During this stage, members are beginning to voice their individual differences, join with others who share the same beliefs, and jockey for position in the group.
3. Norming: In this stage, members are beginning to share a common commitment to the purpose of the group.
4. Performing: In this stage, the team is working effectively and efficiently toward achieving its goals.

And if the charity is lucky enough to have a diverse Board of Trustees with a variety of skills, points of view and personal characteristics it will fall to the Chair to hold together those differences of opinion and perspectives.   There is a school of thought which thinks that progress within an organisation is only possible – *ie:* a charity can only be alive, dynamic and innovative – through the constructive discussion and resolution of differences of opinion amongst its governing body.   Looking at it another way, it would be a very boring and dull Board of Trustees if they all held exactly the same view, never disagreed on anything and all decisions were made unanimously without the need for serious discussion.

Belbin identified & characterised 9 different ways in which people participate in meetings and contribute to (and sometimes hamper) the ways in which groups (like Boards of Trustees) reach agreement and make decisions.   His theories can be found at:

Belbin's Theories of Team Roles.   *http://www.belbin.com/about/belbin-team-roles/*
Shaper: The Shaper is a dynamic, outgoing member of the team; they are often argumentative, provocative and impatient.?
Implementer: Implementers get things done – they have the ability of transforming discussions and ideas into practical activities.
Completer-Finisher: The Completer/Finisher is a task-orientated member of the group and as their name implies they like to complete tasks.
Coordinator/ Chairperson: The Coordinator is often a calm, positive and charismatic member of the team. Coordinators take on leadership or chairperson roles by clarifying goals and objectives, helping to allocate roles, responsibilities and duties within the group. The Coordinator has excellent interpersonal skills, being able to communicate effectively with team members through good listening, verbal and non-verbal communication.
Team Worker: The Team Worker helps by giving support and encouragement to the other members of the team.
Resource Investigator: The Resource Investigator is a strong communicator, good at negotiating with people outside the team and gathering external information and resources.
Plant: The Plant is an intellectual and individualistic member of the team.   The Plant is innovative and will suggest new and creative ways of problem solving within the team.

Monitor Evaluator: The Monitor Evaluator is unlikely to get aroused in group discussions – they tend to be clever and unemotional, often detected from other members of the team.
Specialist: The Specialist has expert knowledge in some area that is vital to the success of the group

Charles Handy was one of the better known gurus on management and group dynamics. One of his better-known publications, *"Inside Organisations: 21 Ideas for Managers"* (first published by the BBC in 1990) is a bit "long in the tooth" now, but still an interesting and "accessible" read.

4.2. *BEFORE you get to the Meeting*

Make sure you have read through the agenda (several times) so that you know what is coming up. This will enable you to "get a feel" for how long each item on the Agenda will take to consider/discuss and, therefore, which items need to be "kept under control" to ensure that discussion does not ramble on endlessly to limited benefit.

And it is important to have read through the minutes of at least the previous meeting (if not more) to ensure that all the action-points agreed at the last meeting have been dealt with. This, of course, should also have been done at the time of preparing the Agenda (and, where appropriate, people reminded of the action-points allocated to them so that they can report on them at the forthcoming meeting). Nothing undermines the credibility of a Chair more than constantly being "caught on the hop" because they are not "on the ball" with the items on the Agenda, particularly those brought forward from previous meetings.

So before the meeting the Chair should be clear which of the items on the Agenda are essentially:
"for information" – *ie:* just informing participants of actions undertaken or progress made but requiring little discussion beyond responding to a few incidental questions;
"for approval" – consideration of essentially uncontentious items but which require the authorisation of the Trustees in order to proceed;
"for decision" – items of a more contentious nature that will require the Trustees to give serious consideration to the issues involved in order to reach a decision on how (if at all) the charity is to proceed with the issue in the best interests of delivering its charitable purposes for the public benefit;
"for consideration" – items, usually of a more long-term, difficult or contentious nature relating to the charity's strategic goals and/or operational procedures. Such agenda items may just be a general consideration of the issues involved and the likely options for addressing those issues. If any decisions are involved they are more likely to be concerned with what actions need to be taken to clarify the issues/option to facilitate further discussion and decision rather than the final resolution of the issues

4.3. *Timing:*

The Chair should have clarified for him/her-self how long they think each item will take *(ie:* how everything can be fitted in and participants still get home at a reasonable time) and which are the most important items for prioritisation if time is running short.

Some Chairs like to have a timed agenda – *ie:* the time at which consideration of each agenda item will commence is set in advance. For this to be 100% effective the Chair has to be prepared to guillotine ruthlessly any agenda item which goes over it's allotted time.
But this can quickly become counter-productive if it makes the Chair appear to be inappropriately autocratic – and particularly if some Trustees feel that the Chair is using a "guillotine" to push through a particular viewpoint. Remember: unlike Company Chairs (who are often expected to "rule the roost"), under charity law the Chair of a charity has no greater powers than any other Trustee and therefore HAS NO AUTHORITY to guillotine a discussion that the majority of Trustees wish to be continued (as previously indicated at the end of section 2).
But that does not mean that the Chair cannot "draw Trustees attention" to the fact that discussion on a particular agenda item appears to be "taking an inappropriate amount of time" – particularly if that is leaving insufficient time to deal with other items on the agenda. Indeed, such steering of the discussion is a key role for the Chair and can only be done effectively if the Chair has prepared thoroughly in advance of the meeting.

5. Running the Meeting

5.1. *The role of the Chair is to ensure that:*

- the proceedings are conducted in an orderly and civilised manner;
- all participants are given a fair opportunity to present and justify their opinion or point of view (see point below on dealing with interrupters);
- no individual, or small group of individuals, is allowed to dominate the discussion, *eg:* by talking too long, or by constantly interrupting others;
- the opinions and points of view of all participants are treated reasonably and respectfully and their right to hold such opinions/views recognised, however much others might disagree with them;
- abusive or aggressive language is not allowed, and vulgar language is only allowed where the context specifically requires it.

5.2. *Keeping to the Agenda*

Having taken the trouble to prepare and circulate an Agenda for the meeting, and asking participants to give advance notice if they wish any items to be considered at the meeting which are not on the Agenda, the Chair should be firm in sticking with the circulated Agenda.
Of course, if there are good reasons why an important item could not have been notified in advance the Chair has discretion to allow it to be included.

A useful device is always to have "Declaration of Any Other Business" as the first item on the Agenda (even before approval of the Minutes of the previous meeting and "Matters Arising").
This provides an opportunity for anyone who has legitimate "last minute unannounced" business to raise to let that be known.   And it allows the Chair to consider how the timing of the meeting (see item 4.3 above) needs to be adjusted to allow the additional item to be accommodated or, when necessary (it DOES happen sometimes) makes it easier for the Chair to decline to accept "mischievous" attempts to "bulldoze" contentious items through at the last minute (as indicated in section 3.3above).

Keeping to the Agenda also helps to prevent discussion rambling on to other issues (which are either elsewhere on the Agenda or not on the Agenda at all).   Such ramblings waste a lot of time, often leaving insufficient time to deal adequately with other important issues on the Agenda.
And, more importantly, they are likely to result in the Chair losing the respect & support of the more organised & effective Trustees who get irritated by meetings which take a long time getting nowhere.

5.3. *Making Decisions*

It sometimes gets over-looked that the reason for having Trustees' meeting is to make decisions about how the charity is being run and is going to continue to be run.

It's almost as easy to over-look the fact that decisions are taken at a variety of levels (of significance and importance) and, therefore, that the manner in which those decision are made, and recorded in the minutes of the meeting, must also vary appropriately.

But whatever the level of decisions being made, it is the responsibility of the Chair to ensure that the discussing, making and recording of decisions is carried out to "best practice" standards.

5.3a *Acknowledgement & Approval Decisions*

These are decision at the lowest level of significance and importance.
They are the decisions to confirm the normal routine and uncontentious actions of the charity.
Examples include the approval of the minutes of a previous meeting;   or the content of the monthly newsletter;   or the Chair's expenses.

They rarely require anything more than a murmur of approval or nodding of heads round the table.

And they are similarly rather informally reported in the minutes of the meeting – *eg: "The minutes of the meeting on 01-April-2018 were approved"*.

5.3b *Operational Decisions*

These are more important decisions about the running of the charity – *eg:* the purchase of new equipment;   initiating a new project or expanding an existing one;   taking on new staff.

However, while they may have a significant impact on the day-to-day running of the charity they will generally be within the charity's overall current strategic plan.   Thus, even where significant costs/resources are involved they will generally still be within the overall budget for the current financial year, or may involve a re-allocation of available funds as priorities are adjusted.
ie: these decisions do not significantly alter the strategic direction of the charity or have any legal implications.

The decisions will be formally recorded in the minutes of the Trustees meeting.   But where there was general consensus on how the issue should be dealt with, and only minor differences of opinion on some items of detail, it may not be necessary to have a formal vote with the numbers for and against being recorded.   In that case the minutes will simply record something like: *"The proposal to.........was approved nem con"* (*nem con* is an abbreviation for the Latin *"nemine contradicente"*, with nobody contradicting, *ie:* nobody disagreeing).

But note that there is a small, but nevertheless non-trivial, distinction between recording a proposal as having been "unanimously" and having been agreed "*nem con*".

Recording the decision as having been made "unanimously" is used to make it clear that everybody at the meeting formally identified themselves as being in favour of the proposal.

By contrast, recording the decision as having been made "*nem con*" is used to make it clear that while not everybody voted in favour of the proposal, there was nobody who voted against it.
That is usually because, while not being positively in favour with what was being proposed, they did not object to the point where they wanted to prevent the proposal going through (or to be identified as objecting to the proposal).

But where there are serious disagreements with what is being proposed, the Chair will call for a formal vote on the proposal and the numbers voting for, against and abstaining will be formally recorded in the minutes (including the names of those objecting to the proposal if they wished to be so identified).   In such cases the majority vote determines whether the decision made (or not made).

5.3c *Strategic and Legal Decisions*

These are decisions which either have a decisive impact on the strategic direction and activities of the charity or which are required to comply with legal requirements – *eg:* changes to the constitution; decisions to open/close/transfer bank accounts;   major policy changes (*eg:* on reimbursing expenses); acceptance of a major grant;   stopping a major project.

As such, although not a legal requirement, it is good practice for such decisions to be made by formal vote, with the numbers for/against/abstaining being recorded.   And the Chair should also ensure that, immediately prior to voting, all the voting members present are absolutely clear on the exact detail of what they are being asked to vote on, *eg:* by the Chair reading out the exact wording of the decision being made.   This vital to ensure that there can be no subsequent disagreement about the detail of what was decided and is particularly important where the original wording of the decision has been modified during the course of the discussion prior to the final vote.

5.4. *Recording Decisions*

While the recording of the meetings of the meeting may be delegated to a "minutes secretary" (who does NOT have to be a voting member of the Board of Trustees, Committee or group) it is generally regarded as being the responsibility of the Chair to "oversee" the recording of the minutes to ensure that they comply with best practice.

But whatever the level of the decision it is important that what was decided is properly recorded in the minutes of the meeting IN SUFFICIENT DETAIL to allow anyone who wasn't at the meeting to be absolutely clear what the decision was about.
In the case of operational, strategic & legal decisions the minute should record the exact wording of the

decision made (*ie:* as read out by the Chair immediately prior to the decisive vote – see note above) along with an appropriate record of any vote, as indicated above.

For further guidance on minuting meetings see the leaflet "5 – A Minute Book" on the Small Charity Support website page "Starting a Small Charity":
http://www.smallcharitysupport.uk/index.php/what-s-available/12-about-small-charity-support/8-starting-a-small-charity

5.5. *Dealing with the "reticent":*

Most committees and Boards of Trustees have their share of "the reticent" – people who come faithfully to meetings, appear to be reluctant to contribute, but nevertheless go away from the meeting feeling that they have been ignored and left out.

A good Chair will always be on the lookout for such people so that they can be encouraged to join the discussion – the sitting forward in their chair, attentive but not contributing;   timidly starting to raise a hand to indicate a wish to speak and then quickly withdrawing it if somebody else starts to speak (see "Dealing with the interrupters" above).   To make things more difficult, if asked if they want to say something they will often just hesitate or say "No".

As when dealing with "interrupters" (above), the Chair establishing an "informal list" of speakers can be very helpful tactic – "We haven't heard much from Bill, Mary & Jane, so in a moment I'm going to ask them for their comments".   If the most reticent are put to the end of the list it gives them a little more time to think of something to say.   More importantly, the "little list" approach avoids making the situation worse by embarrassing a timid person by making it appear that they have been singled out. If the group is quite small (*eg:* no more than the 5 or 6 Board of Trustees of a small charity) a regular feature of Board meetings could be the Chair saying "We'll just pause there for a moment to go round the table and get comments on where we've got to."

But, at the end of the day, trustees who regularly fails to make any constructive comments at Trustees' meetings when given the opportunity (and even if they are equally regular in actually attending) need to be discretely asked why they bother to be a Trustee at all and should perhaps stand down.   "Dead wood" trustees (*eg:* those who "reticence is because they are only there because it "looks good on their CV") serve no useful purpose and can make life frustratingly difficult for those trustees who want to get on with things.   (And that includes trustees who are only there because some think that having their name in the Annual Report adds "status" to the charity).

5.6. *Dealing with the "interrupters":*

People who are constantly interrupting to make their own points can be very difficult to deal with and seem completely unaware of how much they are irritating other participants who would also like to have an opportunity to contribute.   It's not just about verbal butting in.   Ostentatiously raising a hand to speak can be just as intimidating (*ie:* bullying) and inhibiting to others of a more modest disposition, making them reticent to indicate their own wish to speak.

One useful trick is to establish an "informal list" of speakers.   So if John is constantly trying to butt in and the chair has noticed that others more timid also want to speak are getting side-lined, an approach like "Thank you John, we'll take your comments after we've heard from Bill, Mary & Jane" can be useful. Acknowledging John's wish to speak in this way both defuses any claim he might try to make of being ignored and makes his constant trying to "butt in and hog the floor" more apparent to all – hopefully including himself.

But, for the more "thick skinned and determined" interrupter, the Chair really does have to be equally firm and determined with a rebuke like "Sorry John, but you have spoken several times already.   We must let others have their say!".

6. The Link Between Trustees & Staff

"Following a Trustees' meeting the role of the Chair is to ensure that the decisions of the Board are appropriately communicated (and, where necessary, explained) to the charity's administration and operational teams for them to implement".

This might be fine for a large charity which can afford to have "administration and operational teams" to deliver the charity's activities.

But for the typical small charity, where it is the Chair and some (not always all) of the Trustees which ARE the administration and operational teams which have to implement their own decisions, it is often the Chair who takes the lead in going out and implementing on a day-to-day basis the decisions made by the Trustees.

But, whatever the size of the charity, the Chair is undoubtedly looked-to to set the lead on promoting not just the charity's objects but also its vision, mission and values to the charity's Trustees, volunteers & staff as they implement the decisions made by the Trustees.

No organisation can work effectively and efficiently if those contributing to its activities don't understand where, how and why their individual contribution fits into the organisation's overall plan. In large charities that responsibility for communication and co-ordination can be delegated to the Chief Executive Officer and Executive Team – but in small charities it is usually "the head cook and bottle washer" (*ie:* the Chair) who also has to take the lead in ensuring that all those associated with the charity – Trustees, volunteers, staff, supporters – know what is expected of them.

6.1. *Line-Management of Staff (and Volunteers)*

All paid staff are legally entitled to have a written Job Description and an identified Line Manager (*ie:* the person in the organisation to whom they are accountable for the performance of their duties).

In small charities the Line Manager for paid employees will often be the Chair.
But it doesn't have to be – provided that the person(s) taking on line management roles are clearly identified across the whole of the charity.

There are no similar legal requirements for volunteers as, being unpaid, there is no contractual (*ie:* legal) relationship between the charity and the volunteer.   But it is nevertheless regarded as good practice for volunteers also to have a job description and a person to whom they are "accountable" for the proper performance of the commitments that they have undertaken.   In small charities, the "line manager" for volunteers is often called the "Volunteer Co-ordinator".

A more formalised management of volunteers is particularly important when volunteers take on commitments which have a specific operational role in the running of the charity.   *eg:* ensuring that the venues used by the charity are open and available at the times required for the charity's activities – and are properly closed and secured when the activities have been completed;   acting as leaders or stewards at charity activities.   In such cases, failure by volunteers to honour their commitments can have significant negative impacts on the activities and credibility of the charity.   Having a job description and line manager does not provide anything like the same level of redress against "independent" volunteers who frequently fail to honour their commitments (see next section) as it does with paid employees.   But it can make it easier to manage, by making it clear where and why the problems are occurring.

UK employment law is notoriously complex and, at times, can feel uncomfortably biased in favour of the employee against the employer.   Charities which are, or think they might be, experiencing Human Resources issues in the form of conflicts over employment issues should urgently seek appropriately qualified professional advice.

Small Charity Support has no appropriately qualified legal resources to be able to provide any professional advice or opinion in complex areas such as employment law – and none of its guidance literature (including this leaflet) should be taken as a definitive statement of the relevant law.   But there are other charity support organisations which might be able offer links to appropriately qualified professions (in some cases with a *pro bono* introductory consultation).
Small Charities Coalition: *https://www.smallcharities.org.uk/resources/*
Foundation for Social Improvement: *https://www.thefsi.org/general-resources/*
NCVO: *https://www.ncvo.org.uk/practical-support/trusted-suppliers/supplier-list*

Or look on the NACSA website: *https://navca.org.uk/find-a-member-1*
to see if there is a local Voluntary Service support group in your area which could put you in touch with appropriate professional advice.

But wherever you seek professional advice, **BEFORE PARTING WITH ANY PROFESSIONAL FEES** make sure that your "professional" has expertise in the charity sector and that their formal Letter of Engagement includes a specific statement that *"they are undertaking the assignment on the explicit understanding that they have relevant expertise in the law as it applies to charities"*.

And, if possible, try to get a favourable reference from another small charity which your intended professional has also advised.

Experience has shown that many professionals think that their expertise in the law as it applies to small businesses also applies to small charities.

There ARE some overlaps – but the law DOES NOT always apply equally to both.

6.2. *The "Independent" Volunteer*

Unfortunately, it is not uncommon for some volunteers to think that, because they are unpaid, they are entitled to contribute to the charity "their own thing, in their own way, in their own time" pretty much regardless of how that fits into the needs and strategic plan of their charity.

Where such individual quirks & foibles are not particularly disruptive and can be "accommodated" without too much difficulty, such idiosyncrasies can be overlooked in the interest of promoting a culture of inclusivity in the charity.

But where the "quirks & foibles" prove to be positively "unhelpful" (*eg:* other volunteers alienated; targets missed; and – particularly –the safety or legality of the charity's activities are put at risk) it will usually fall to the Chair to step in. Hopefully a discrete, but firm, word with the individual concerned will deal with the matter and bring that individual's contribution more in line with the requirements of the charity. As indicated in the previous section, having a job description for the volunteer, even if not legally enforceable, can prevent any disputes about the volunteer's role developing into an unpleasant "Oh yes you did – Oh no I didn't" pantomime.

But if that fails it might be necessary to make it clear to the individual that their own particular idiosyncratic contribution is not appropriate to the needs of the charity.

This can require a considerable degree of inter-personal skill to prevent the issue from becoming acrimonious and upsetting other volunteers, too. The Chair should not be afraid or embarrassed to seek outside help with such issues (again, see the previous section for potential sources of such help).

7.   Representing the Charity

As indicated in the previous section: an important function of the Chair is to act as a role-model for the charity's vision, mission and values. And that is not just internally to the charity's Trustees, volunteers & staff, but even more importantly, externally to the charity's beneficiaries, donors/funders and the public.

It's also important to remember that, whether we like it or not, the image that the Chair presents to others is interpreted as representing the charity itself. So it is important that whenever representing their charity at public networking effects, the Chair makes sure that they are properly up-to-date with their charities activities and achievements so that he/she can promote his/her charity in a positive and enthusiastic manner.