**Yorkshire MESMAC –**

**The role and remit of The Board of Trustees**

**1. The overall aims of the Board of Trustees**

* To ensure that the highest quality services are provided to our target groups.
* To maintain an overview of the organisation and to monitor and ensure its

effective running.

* To safeguard the values and principles of the organisation.

**2. Objectives**

* To oversee the strategic vision and action plans for the organisation.

**3. Responsibility of the BOT**

3.1 Leadership and direction

* To approve budget, spending and policy priorities.
* To approve forward plans for the organisation.
* To approve internal policies of the organisation.
* To co-opt trustees and review performance of new trustees prior to the formal appointment at the AGM.

3.2 Staff Management and supervision

* To provide management and supervision of the Chief Executive – delegated to Chair/Vice Chair
* To offer advice, guidance and support to staff

3.3 Supporting the workforce and monitoring effective use of staff

* To approve job descriptions of senior management pots, staffing structures and management structures.
* To approve pay scales for the organisation.
* To monitor staff recruitment, turnover and training – delegated to the HR Committee
* Manage the recruitment and selection of a new Chief Executive, and support the recruitment process for senior appointments.
* To take part in disciplinary and grievance procedures when required.

3.4 Finance

* To take overall responsibility for the finances and financial planning of the organisation.
* To be aware of and to agree finances of the organisation.
* To approve acquisition/sale of assets over the value of £15,000.

**4. Responsibilities of members of the Board of Trustees**

* To attend both full BOT and committee meetings on a regular basis.
* To be on at least one of the three committees of the BOT. (Finance and Business Development, HR and Governance)
* To use their experiences and other forms of expertise to advise and inform the work.
* To interrogate work and practice.
* To elect/co-opt representatives to the Board of Trustees.
* To accept the decisions of the Board of Trustees as the final decision making body of the organisation.
* To maintain the confidentiality of the group and the organisation.

**5. Conflict of interest**

Conflicts of interest may arise. If any member of the group identifies a potential conflict of interest they should discuss it with the Chair of the Board or Chief Executive. In any event, at the beginning of a meeting a member of the BOT should declare an interest in a particular agenda item.

**6. Procedure for BOT meetings**

**6.1 Agenda**

* All agenda items for BOT meetings to be received by the Company Secretary no later than two weeks before each meeting.
* For policy decisions a discussion paper has to be written by the proposer and sent out to Board of Trustee members at least one week in advance
* Agenda to be circulated at least one week in advance by Company Secretary.
* It is at the Chair’s discretion whether to take any other agenda items tabled after this time scale.

**6.2 Meetings**

* Full meetings of the Board of Trustees will be held every quarter or as determined by the group.
* In the absence of the Chair and Vice-Chair, the meeting will nominate a member to chair the meeting.
* Trustees unable to attend a meeting should contact either the Company Secretary or Chair of the Board so that apologies can be shared with and considered by the Board of Trustees.
* The Company Secretary will take and circulate minutes to group members.
* A quorum shall be required for a meeting to take place.
* The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.
* A simple majority by voting members at the meeting will decide any question.
* In the event of a consensus of opinion not being met a majority by a show of hands will be acceptable.
* The decision of the Board of Trustees is final.
* The Board of Trustees may constitute smaller working parties in addition to the standing committees and delegate responsibilities for specific decisions to these groups as appropriate (e.g. buildings)
* The Board has the power to co-opt members to the Board, though these require ratification at the Annual General Meeting.

**7. Standing committees of the BOT**

**7.1 Responsibilities**

* To have agreed Terms of Reference.(TOR)
* To meet 4 times per year (or more frequently if needed) alternating with BOT meetings.
* To provide action notes/ minutes to full BOT meetings
* To present reports to BOT meetings for approval.

**7.2 Roles**

Finance and Business Development – Chaired by Treasurer

* Funding policy of the organisation
* Monitor income and expenditure
* Preparation of annual accounts and recommend their approval by BOT
* Review of fundraising, bids and contracts

HR – chaired by Vice Chair

* HR policy development and review
* Recruitment and selection overview
* Staff Engagement
* Events/ Awards
* Redundancy

Governance – chaired by Chair of BOT

* Organisation forward plan and strategy
* Organisational policies development and review
* Governance
* Quality Standards – Investors in People etc.