



# Trustee Role Profiles

Version 2, December 2019

## **Introduction**

This document intends to clearly articulate the roles and duties of the different roles of trustees at Avenues.

These roles profiles should be read in conjunction with the following documents:

- The roles and duties of charity trustees
- Avenues Trustee Code of Conduct

It is hoped that these documents will provide trustees with useful information on the various responsibilities and functions they carry out and the attributes which will help them to make a positive contribution to Avenues.

## **Overall purpose**

Within each charity it is likely that individuals within the trustee body will be appointed to perform additional duties to the trustee role. The most common positions are those of chair, deputy chair and committee chair. To ensure that all trustees are clear as to their role and responsibilities we have provided role descriptions for trustees as a whole, and specific ones dealing with these positions.

## **Collective responsibility**

All trustees are collectively responsible for the decisions and governance of the charity. This does not mean that all trustees have to agree on every matter they make a decision on, but all trustees have a duty to actively participate in the decision-making process.

## **Terminology**

There are many different terms in use that refer to those individuals and groups responsible for the ultimate management and strategic direction of a charity. Such terms could include: 'management committee member', 'director', 'governor', or 'trustee'. Whatever the term used within an organisation, that individual (along with a number of others in the same position) is responsible for the overall control and strategic direction of the charity, within the legal framework, and that person is a trustee.

The Charities Act 2011 defines trustees as 'the persons having the general control and management of the administration of a charity' (s177).

## **The Group Board**

Avenues operates a Group Board where some trustees are appointed to all boards and some are independently appointed to one particular board but all trustees within the group meet and work together.

The Group Board provides the opportunity for all the boards to come together and focus on the business as a whole, essentially working like a fully consolidated board whilst maintaining the benefits of a group structure.

## **Definitions**

**Group Board** means a meeting of all the boards within the Group and is another way of referring to an overlapping board. This term will be used when referring to all the boards that meet collectively.

**Parent Board** means the parent company – the Avenues Trust Group.

**Subsidiary Boards** means each individual subsidiary organisation within the Group.

**Core Trustees** are appointed to all boards and must undertake their trustee duties in respect of all the organisations within the Group.

Although all of the organisations that form the group have common objectives and purpose there may still be times that we experience conflicts of interest between the organisations. In a conflicted situation the core trustees will be part of the discussion leading up to the decision but would then remove themselves and would not be able to vote on the decision, unless authorised by the independent trustees.

**Independent trustees** are appointed to a specific board within the group and are only required to undertake their trustee duties in respect of that organisation.

Where there is a conflict of interest between the individual entities it is the independent trustees only that can agree to any decision or authorise the conflicted trustees to take part in the decision in line with the process set out in the articles/rules.

## Trustee Role Profile and Person Specification

### **Overall responsibility**

Trustees are responsible for providing appropriate oversight, governance and leadership to the charity in the pursuit of its strategies to fulfil its charitable purposes.

Where a charity employs staff, trustees should scrutinise the performance of the management in meeting agreed goals and objectives and monitor the reporting of performance in key areas. They should satisfy themselves as to the integrity of financial and other information, and that financial and other quality controls and systems of risk management are robust and defensible.

Trustees are responsible for determining appropriate levels of remuneration of staff and have a prime role in appointing, and where necessary removing, senior staff, and in succession planning.

### **Accountability**

As the board are responsible and liable for the governance and functioning of the charity, they are accountable in varying degrees to a variety of stakeholders, including: members (where applicable), beneficiaries, funders, the Charity Commission, and other regulators (e.g. CQC).

Furthermore, there is a growing demand within the sector and the wider general public, for charities to be open and accountable for their actions and inactions. The Charity Governance Code recommends that charities are open in their work unless there is good reason not to be and that organisations take seriously their responsibility for building public trust and confidence in their work. The board should take the lead on this. Evolving good practice would therefore lead trustees to consider the wider implications of the decisions they make, and to communicate widely the formal reasons behind such decisions or actions.

Above all else, trustees must adhere to any legal and regulatory requirements applicable to the charity's activities.

### **Statutory duties**

The following is a summary of the legal duties trustees must fulfil:

*Charities Act 2011:*

A trustee's main duties under charity law are to:

- ensure the charity is carrying out its purposes for the public benefit;
- comply with the charity's governing document and the law;
- act in the charity's best interests;
- manage the charity's resources responsibly;
- act with reasonable care and skill; and
- ensure the charity is accountable.

## *Companies Act 2006*

A trustee is referred to as a director in company law and their main duties are to:

- To act within the directors' powers;
- To promote the success of the company and to act in good faith;
- To exercise independent judgement;
- To exercise reasonable care, skill and diligence;
- To avoid conflicts of interest;
- Not to accept benefits from third parties; and
- To declare interest in proposed transactions or arrangements.

Additional responsibilities are outlined at Appendix 1.

### **Person specification**

The following characteristics, knowledge and experiences (or commitment to gaining them) would be advantageous to the role of charity trustee:

- a high level of understanding and interest in the issues the charity seeks to address/represent;
- a commitment to the values and principles of the charity;
- strong business and financial acumen;
- experience of committee work;
- highly developed interpersonal and communication skills;
- ability to understand complex strategic issues, critically assess, analyse and resolve difficult problems;
- sound, independent judgement, courage, common sense and diplomacy;
- politically astute, with the ability to grasp relevant issues and understand relationships between interested parties;
- clear understanding, and acceptance, of the legal duties, liabilities and responsibilities of trustees;
- sound knowledge of charity governance;
- sufficient time and commitment to fulfil the role; around 15 hours per month of Avenues business;
- ability to listen to and welcome alternative opinions and experiences;
- flexibility in thinking;
- a desire to implement the highest standards of governance.

## Appendix 1

### Trustee responsibilities:

#### **Strategy**

- To actively participate and develop the strategy by which the charity aims to fulfil its charitable purpose.
- Establish clear objectives to deliver the agreed plans and strategy and meet the charity's objects and regularly review performance against those objectives.
- Hold the chief executive to account for the effective management and delivery of the organisation's strategic aims and objectives, where appropriate.
- Promote and develop the charity in order for it to grow and maintain its public benefit.
- Recognise the situation when it may be more appropriate to wind the charity up where there is no longer a need for the charity to provide the services it does or because the charitable objects are no longer relevant to contemporary social situations.
- Analyse and positively contribute to the strategic development of long term plans for the charity and its beneficiaries.
- Contribute to and inform the vision of the charity.
- Contribute to constructive debate regarding the strategic development of the charity and any other material and significant issues facing the organisation.
- Safeguard the good name and reputation of the charity.
- Build and maintain close relationships between the charity's various constituencies and stakeholder groups to promote the effective operation of the charity's activities.
- Agree an effective communication strategy that includes the needs of staff, beneficiaries and other stakeholders.
- Represent the charity at functions, meetings and in the wider media, in line with the charity's agreed media strategy.
- Promote the charity and its work to fulfil its charitable objects.
- Agree the charity's values and ensure that they are reflected in the conduct and activities of the organisation and those who work for it.
- Set the tone for the charity through leadership, behaviour and performance.

## **Compliance**

- Ensure that the charity complies with its governing document, charity law and any other applicable legislation and regulations including safeguarding and fundraising, where applicable.
- Work to achieve the purpose of the charity and to pursue the charitable objects, and provide public benefit.
- Ensure the effective and efficient administration of the charity and its resources, striving for good practice in governance.
- Manage and use the charity's resources so as to optimise impact and the delivery of the charity's objects.
- Maintain the fiduciary duty invested in the position, undertaking such duties in a way that adds to public confidence and trust in the charity.
- Ensure that financial controls are robust and that the board is kept fully informed through timely and relevant information.
- Identify and assess risks and opportunities for the charity, determining which are appropriate or desirable, and establishing effective risk management mechanisms in order to monitor these.
- Ensure that those working on behalf of the charity, including third parties abide by the standards which the charity sets and also by the relevant requirements of legislation (e.g. the relevant provision of the Charities (Protection and Social Investment) Act 2016).
- Participate in the appointment of the chief executive and other senior staff, as appropriate.
- With the assistance of the company secretary, promote the highest standards of corporate governance in compliance with the Charity Governance Code and other regulatory requirements and good practice, where appropriate.
- Take appropriate professional advice in all matters where there may be a material risk to the charity, or where the trustees may be in breach of their duties.
- Uphold the values of the charity by example, and ensure that the organisation promotes equality and diversity for all its stakeholders.

### **Performance monitoring**

- Ensure the effective implementation of trustee board decisions by the chief executive and the senior management team.
- Ensure a fully effective and appropriate system for the recruitment, appointment and monitoring of the work and activities of the chief executive officer and, where applicable, other members of the senior management team.
- Set challenging objectives for improving performance and monitoring performance against those targets.
- Pay due regard to ensure that any key performance indicators are in alignment with the ethos of the charity and culture it promotes.

### **Board activities**

- Uphold the highest standards of integrity and probity, adhering to the Nolan Principles and observing the recommended practice of Principle 3 of the Charity Governance Code relating to Integrity.
- Participate fully in the work of the board, ensuring the collective responsibility of the board of trustees.
- Attend and possibly chair committees and ad hoc meetings of the Group Board.
- Participate in a board induction, any training and other evaluation identified as an individual and as part of the board or committee.
- Maintain the trustees' commitment to board diversity, renewal and succession management in line with the charity's governing document and/or current good practice.
- Undergo an individual and board performance appraisal and attend any additional training highlighted as a result of the evaluation process.
- Maintain absolute confidentiality about all aspects of the trustees' business, bearing in mind the overriding legal obligations placed upon trustees.

## Chair Role Profile and Person Specification

### Overall responsibility

*'The chair provides leadership to the board with prime responsibility for ensuring it has agreed priorities, appropriate structures, processes and a productive culture and has trustees and senior staff who are able to govern well and add value to the charity.'*

Charity Governance Code (2.4.2)

Trustees are responsible for providing appropriate oversight, governance and leadership to the charity in the pursuit of its strategies to fulfil its charitable purposes. The chair's main role is to provide clear leadership of the board, set the board agenda and lead the other trustees in playing a full role in the development and determination of the charity's strategy.

### Main duties and responsibilities

In addition to those duties and responsibilities performed by all trustees, the chair is generally considered to lead on:

- instigating and facilitating discussions on the strategic development of the charity;
- providing clarity of vision to the board in fulfilling its charitable objects by capitalising on the freedoms it enjoys as a result of its status;
- ensuring that the board has agreed strategic priorities;
- holding the chief executive to account for the effective management and delivery of the organisation's strategic aims and objectives;
- providing leadership and support to the chief executive officer, where appropriate;
- supporting and appraising the performance of the chief executive officer and other appropriate members of the senior management team;
- building and maintaining close relations between the charity's various constituencies, and stakeholder groups to promote the effective operation of the charity's activities;
- upholding the values of the charity by example, and to ensure that the organisation promotes equality and diversity for all its stakeholders;
- facilitating effective board meetings, liaising with the charity secretary/governance professional, and chief executive officer where appropriate, with the drafting of agendas and supporting papers for trustee meetings and ensuring that the business is covered efficiently and effectively in those meetings;
- encouraging all trustees to contribute their skills, experience and opinions in order to ensure adequate scrutiny;
- creating a board environment with strong working relationships and where challenge and scrutiny are welcomed;
- attending and chairing, committees and other ad hoc meetings of the main board liaising with the charity secretary/governance professional to lead on the planning, setting and chairing of trustee meetings and general meetings, where appropriate;
- ensuring, in liaison with the governance professional, that appropriate procedures, processes and controls are in place and followed;

- participating in any board induction, training and evaluation identified as an individual trustee and as part of the board or committee;
- maintaining the trustees' commitment to board diversity, renewal and succession planning, in line with the charity's governing document and/or current good practice;
- undergoing an individual and board performance appraisal, and attending any additional training highlighted as a result of the evaluation process; undertaking evaluations of the performance of trustees and directing the governance professional to facilitate remedial action where required;
- acting between full meetings of the board in authorising action to be taken intra vires; e.g. banking transactions and legal documents in accordance with relevant mandates; and
- representing the charity at functions, meetings and in the wider media, in line with the charity's agreed media strategy.

### **Person specification**

The following characteristics, knowledge and experience (or commitment to gain them) would be advantageous to the role of chair:

- high level of understanding and interest in the issues the charity seeks to address/ represent;
- a commitment to the values and principles of the charity;
- strong business and financial acumen;
- experience of committee work;
- highly developed interpersonal and communication skills;
- proven leadership skills;
- strong organisational skills;
- ability to understand complex strategic issues, analyse and resolve difficult problems;
- sound, independent judgement, common sense and diplomacy;
- high standards of personal integrity and probity;
- politically astute, with the ability to grasp relevant issues and understand relationships between interested parties;
- clear understanding, and acceptance, of the legal duties, liabilities and responsibilities of trustees;
- sound knowledge and commitment to good governance;
- sufficient time and commitment to fulfil the role; around 15 hours per month of Avenues business.

## Deputy Chair Role Profile and Person Specification

The role of deputy chair extends beyond the role of the trustee. So in addition to your duties as a trustee, the deputy chair has to take a leadership role in ensuring that the board of trustees fulfils its responsibilities for the governance of the organisation in relation to the particular responsibilities outlined below.

### **Main duties and responsibilities**

In addition to those duties and responsibilities performed by all trustees, the deputy chair is generally considered to lead on:

- Building a strong and effective working relationship with the Chair and other directors;
- Assisting and supporting the Chair in providing leadership to the Board, through the governance arrangements, and also acting as a 'sounding board' and confidante to the Chair in the execution of his/her role;
- Acting as a 'sounding board' and 'critical friend' to the trustees of the Group Board and members of the executive team, promoting constructive relations between the executive and trustees;
- Leading the board appraisal process in conjunction with the Company secretary/governance professional and carrying out the annual appraisal of the Group Board Chair;
- In the Chair's absence, to chair meetings of the Board and to deputise for the Chair in any other ways as appropriate;
- Determining, in conjunction with the Chair, meeting agendas, helping to monitor that they are forward looking, focused on strategic matters and include all matters of concern to all meeting attendees;
- In conjunction with the Chair, take a leading role in finalising any changes to the structure and composition of the Board; and
- Monitoring the proper standards of corporate governance, and compliance with the Charity Governance Code in force at any time.

### **Person specification**

The following characteristics, knowledge and experience (or commitment to gain them) would be advantageous to the role of deputy chair:

- high level of understanding and interest in the issues the charity seeks to address/ represent;
- a commitment to the values and principles of the charity;
- strong business and financial acumen;
- experience of committee work;
- highly developed interpersonal and communication skills;
- sound, independent judgement, common sense and diplomacy;
- high standards of personal integrity and probity;
- clear understanding, and acceptance, of the legal duties, liabilities and responsibilities of trustees;
- sound knowledge and commitment to good governance;
- sufficient time and commitment to fulfil the role; around 15 hours per month of Avenues business.

## Committee Chairs Role Profile and Person Specification

The role of the committee chair extends beyond the role of the trustee. So in addition to your duties as a trustee, the committee chair has to take a leadership role in ensuring that the board of trustees fulfils its responsibilities for the governance of the organisation in relation to the particular responsibilities overseen by the committee. The Committee Chair must also work closely with senior managers to support them in achieving the aims of the directorate and act as the channel of communication between the committee and the Group Board.

The role of the committee chair is to lead the committee, ensuring that it fulfils its responsibilities for the governance of the committee. The committee chair's role is also to work in partnership with the relevant director, helping her or him to achieve the aims of the directorate; and to optimise the relationship between the board of trustees and the directorate staff.

The responsibilities of the chair will include:

- Ensuring that s/he undertakes a thorough induction programme;
- Providing support to the relevant director of the committee and chair of the Group Board;
- Attending and providing a contributing role to the board;
- Providing leadership for the committee board in their role of setting and monitoring the strategy business plans and policies of the directorate;
- Effectively chair committee meetings;
- Monitoring that the decisions taken at meetings are implemented;
- Represent the directorate at other meetings, and acting as a spokesperson as appropriate;
- Providing a verbal and written update of the last meeting at all future board meetings;
- Assessment and monitoring of risk within the directorate's activity relevant to its delegated authority from the board; and
- Monitoring and scrutiny of performance data within the directorate.

### **Person Specification of the Committee Chair**

In addition to the qualities needed by all trustees, the committee chair should also possess the following:

- Leadership;
- Experience of committee work, tact and diplomacy;
- Good 'people' skills;
- Impartiality, fairness and the ability to respect confidences;
- Knowledge of the type of work undertaken by the directorate and a wider involvement within the voluntary sector and other useful networks.