

The Role of the VSNW Board of Trustees

This is basic information about VSNW's Trustee Board that we hope will be helpful to people interested in becoming a board member.

Voluntary Sector North West is the regional voluntary and community sector (VCS) strategic network for the North West. Our purpose is to work together to enable the VCSE sector to positively shape the future of the North West.

Legal Responsibilities of Board Members

VSNW is a membership organisation, and its governing body is a Board of Directors made up of elected representatives from its members. From its membership the Board appoints a Chair, a Treasurer and a Company Secretary. All Trustees have statutory responsibilities as Trustees of a registered charity, as well as responsibilities as Directors of a limited company.

By law Trustees are required to ensure:

1. VSNW operates within its permitted objects as laid out in its governing document
2. VSNW's property is protected and all funds not immediately required are invested properly, and in accordance with its charitable objects. This includes responsibility for employing staff.
3. VSNW does not engage in improper political activities
4. VSNW complies with the requirements of the Charities Act
5. VSNW complies with the requirements of the Companies Act
6. VSNW complies with other relevant legislation e.g. Health & Safety.

By convention Trustees are expected to:

- Set the overall strategic direction of VSNW and the framework within which VSNW has to work
- Ensure that within this framework the Chief Executive prepares a more detailed strategic plan with annual objectives
- Monitor the way in which staff plan to achieve these objectives
- Monitor whether VSNW is making sufficient progress towards meeting its objectives
- Monitor the overall financial viability of VSNW, and ensure that there are adequate internal financial controls
- Act in the best interests of VSNW.

Key Distinctions between Governance and Management

The Chair and Trustees are responsible for governance including ultimate accountability to the courts, the Charity Commission, and beneficiaries. The Chief Executive makes available information to enable the Trustees to properly carry out their legal governance function.

The Chief Executive is responsible for management. The Chair and Trustees are not involved in operational management but ensure there are clear lines of accountability and a framework within which the Chief Executive can manage. The Chair and Chief Executive are jointly responsible for and share in the all important function of leadership.

Trustees can expect from the Chief Executive high quality, well-informed advice on which to base decisions about VSNW's objectives, monitoring and evaluation processes, and the like. The Chief Executive can expect the Trustees to provide objective and challenging feedback from a non-executive perspective.

The interdependence between Trustees and the Chief Executive is not only a sensible response to the difficulty of making charities work in practice; it also recognises that whilst Trustees are legally responsible for the charities activities, both Trustees and the Chief Executive should consider themselves morally responsible for the way in which the charity conducts itself.

Board Meetings

In order to put into practice what VSNW currently needs from its Board:

- The Board of Trustees meets quarterly (currently virtually)
- The Board has established a Finance/Resources Working Group to oversee the day to day financial activities of VSNW on a quarterly basis. The Resources Group meets prior to Board meetings.
- The Board appoints its Chair(s), Treasurer and Company Secretary.
- The Board is committed to 2 Strategic Planning away days on an annual basis.
- The Chair and the Chief Executive meet on a monthly basis to support the Chief Executive in operational matters, e.g. staffing, fundraising, organisational issues, etc.
- VSNW will encourage other Board Members to support the work of VSNW in other direct ways, eg fundraising and policy work.

Charity and Company Ltd by guarantee

Voluntary Sector North West is a company limited by guarantee and a registered charity. The members of its Trustee Board are the Directors of the Company and the Trustees of the Charity. Under the Charities Act 1993, certain people are disqualified from being charity trustees. They are people who:

- have been convicted at any time of any offence involving deception or dishonesty unless the conviction is legally regarded as spent
- are undischarged bankrupts
- have made compositions with their creditors and have not been discharged
- have at any time been removed by the Charity Commissioners or the court in England, Wales or Scotland from being a trustee because of misconduct
- are disqualified from being company directors
- are subject to an order made under s.429(2)(b) of the Insolvency Act 1986
(Summary abstracted from pages 10/11 of A Trustees' Guide to the Charities Acts 1992 & 1993, published free by the Charity Commission.)

If you would like any further information please telephone Warren Escadale – Chief Executive, at Voluntary Sector North West (tel: 07753 147664 or email: warren.escadale@vsnw.org.uk).

VSNW Trustee Role Profile

Key Responsibility

‘To ensure that VSNW is held in trust for current and future beneficiaries’

Duties and Tasks

1. Ensuring VSNW has a clear vision and strategic direction, and is focussed on achieving them.
2. Being responsible for the performance of VSNW and its corporate behaviour and governance arrangements.
3. Ensuring VSNW complies with all legal and regulatory requirements.
4. Being a guardian of all VSNW’s assets, both tangible and intangible, taking all due care over their security, deployment and proper application.
5. Ensuring VSNW’s governance is of the highest possible standard.
6. To take an active part in VSNW and attend Trustee meetings and training and development as required.

Commitment Required

- Quarterly Board meetings
- Board Development Days (2 x 1 day per annum)
- Annual General Meeting (1 x 0.5 day per annum)
- Acting in a representative role

VSNW TRUSTEE: PERSON SPECIFICATION

Category	E/D*	Criteria	Method of Assessment*
Experience	D	Previous Management/Board Experience	A&I
	D	Experience of committee work	A&I
	D	Leadership experience	A&I
Knowledge and strategic connection to the VCSE in the North West	E	Commitment to VSNW's purpose	A&I
	D	Strategic connections to sector in the NW	A&I
	D	Experience of working in, with and volunteering for a diverse range of organisations	A&I
Skills, Knowledge and abilities	E	Strategic Vision	I
	E	Good Independent judgment	I
	E	Good communication and interpersonal skills	A&I
	E	Ability to work as part of a board team	I
Personal Qualities	E	Commitment to VSNW's purpose	A&I
	E	Tact and diplomacy	I
	E	Impartiality and the ability to respect confidences	I
	E	Willingness to speak/challenge	I
Additional Factors	E	Willingness to devote time and effort as necessary	I
	E	Trustee understands legal duties, Liabilities and responsibilities	I

*KEY

CRITERIA: E = ESSENTIAL; D = DESIRABLE

ASSESSMENT METHOD: A = APPLICATION FORM; I = INTERVIEW.