

# **Nottinghamshire Sexual Violence Support Services**

## **Governance of Organisation Policy**

### **Purpose of the Policy**

Good governance is necessary to ensure the overall direction, effectiveness, supervision and accountability of an organisation. NSVSS Board of Trustees has implemented a linear management structure to ensure that the best interests of the organisation are adhered to at all times.

### **Structure of decision making**

The Board of Trustees has overall responsibility and accountability for the organisation including strategic decision making. Individuals are nominated into three key roles within the Board of Trustees; these are Chair, Company Secretary and Treasurer. (See Appendix 2 Role description for Trustee officers)

The Chief Executive oversees the running of the organisation and service delivery on a day to day basis on behalf of the Trustees, ensuring quality services are delivered, service development and funding is achieved and the smooth running of the organisation. She ensures that the organisation works in line with its Business Plan and the ethos of NSVSS.

The Board will review policies and procedures on a rolling basis. Individual policies will be reviewed at least once every three years.

### **Trustee Recruitment and Selection**

Planning the recruitment of new trustees is an important aspect of good governance. It is good practice for trustees to be looking ahead to ensure they can fill vacancies on the trustee board when they arise. Planning ahead can also help ensure that new trustees bring the skills, knowledge, experience and attributes that the board needs to work effectively. Recruiting a new trustee can also widen the diversity of the Board and help to reach out to a wider group of potential recruits.

When recruiting, NSVSS will

- assess what skills are needed
- review its ability to welcome and accommodate a new trustee e.g. suitability of meeting times, support for a trustee with disabilities.
- have a clear description of what is wanted in a Trustee to suit the particular needs at that time.
- ensure candidates match with the Trustee Role Descriptions and Person Specification

### **Selecting New Trustees**

When NSVSS recruits new trustees, it will follow a selection process to help identify those candidates who best meet the skills and qualities desired.

NSVSS will follow a formal process that will include;

- the potential trustee filling in an application form
- conducting an interview
- completing a Disclosure and Barring Service (DBS) form at enhanced level

### **Trustee induction and involvement**

Potential Trustees will meet with the Chief Executive and at least one Trustee, if available or the office manager. They will complete an application form, receive an information pack and attend a board meeting to be voted in as a trustee. Once accepted, Trustees will undergo a DBS check.

Trustees will undergo an induction programme to familiarise themselves with the work of the organisation, the funding context, the legal context and issues around sexual abuse.

If possible, the induction will include:

- Meeting with key staff
- Visiting NSVSS and other services as appropriate
- Attending a Staff Away Day
- Attending team meetings as appropriate
- Attending available training course

Trustees are encouraged to attend training in areas such as governance, human resource management and financial management including courses provided through Nottingham Community Voluntary Services.

### **Support of Chief Executive**

The Chair or delegated trustee will provide regular line management supervision for the Chief Executive. The line management will provide advice and guidance to help the Chief Executive in her role and in her personal development and to set the agenda for the Board. The Chair will make herself available for any additional meetings with the Chief Executive whenever practicable.

### **Trustee Commitment**

- The Trustees are committed to safeguarding all adults and young people who are experiencing, or have experienced, all forms of sexual violence and abuse
- The Trustees will act at all times in the interests of the organisation and its mission statement
- The Trustees will act with high ethical standards and ensure that conflicts of interest are declared and properly dealt with
- The Trustees are ultimately responsible for directing the affairs of the organisation, ensuring it is solvent, well-run, and delivering the services it has undertaken
- The Trustees, with the Chief Executive, will devise and oversee a funding strategy that ensures the continuation of the organisation

- The Trustees are responsible for effectively managing the organisation's resources so that it can meet its charitable objects
- They should approve the annual accounts and budget, ensure legal compliance and grant restrictions, minimise risk and ensure sufficient resources to fulfil the mission of the organisation
- The Trustees, Chief Executive and the Senior Management Team are jointly responsible for the standard of service provision. The Chief Executive and the Senior Management Team agree on the Performance Indicators for service delivery and there are regular reports and reviews of these. These indicators are used to assess the organisation internally and promote the organisation externally
- The Trustees approve all policies, plans and budgets to achieve the objectives of the organisation and evaluate the organisation's activities against these. The Trustees regularly review these and ratify any changes
- In order to be sure of the continued quality of the service, the Trustees regularly review its processes and practices to ensure that they are in line with its strategy, It should use the results of these reviews to make changes to its strategy or operations and to encourage innovation within the organisation
- The Trustees will ensure that all stakeholders are identified and a Strategy is developed that includes consulting and liaising with them and addressing their interests and needs
- The Trustees are responsible for making sure that the organisation follows all regulations and legislation that pertains to it
- The Trustees adhere to NSVSS recruitment and selection policy and procedures
- The Trustees must ensure that there are formal arrangements in place for the regular supervision, appraisal and personal development of the Chief Executive
- The Trustees set, maintain and review a framework of delegation and internal control in the services delivered by the organisation
- The Trustees should ensure that all staff and volunteers have sufficient delegated authority to discharge their duties. All delegated authorities must be made clearly in writing and have clear limits. Authority delegated from the Trustees must be to the Chief Executive or go through that person
- The Trustees should define the roles and responsibilities of the Chair and other officers. (See Appendix 2 Role Description for Trustee officers)

## **Appendices**

### **1. Trustee Role Descriptions and Person Specification**

### **2. Role Description for Trustee officers**

### **3. Trustee Code of Conduct**

### **4. Trustee Conflict of Interest**

## **APPENDIX 1**

### **Role Description for Trustees**

#### **INTRODUCTION**

NSVSS is a Company Limited by Guarantee and a Registered Charity. This means that trustees have clearly defined legal responsibilities.

- What is expected of trustees
- How NSVSS operates internally
- The relationship between staff and trustees

#### **Expectations**

Trustees must be familiar with their legal responsibilities.

Trustees must attend Board meetings regularly. If a trustee misses 5 meetings in a row, they may be dismissed from their role as trustee, unless prior agreement has been given to miss the meetings or unless the Trustees decide otherwise.

Ideally, trustees should have no conflict of interest. They should not be employed by or have an interest, financial or otherwise, in any organisation that may be a competitor of NSVSS. This includes membership of other organisations and employment by organisations that compete against NSVSS.

Where there is a conflict of interest, this should be declared at the outset and on any occasion where that conflict of interest may influence the trustee's opinions and decisions. This particularly applies to Board meetings.

Trustees are expected to maintain confidentiality and not use information for their own or another organisations gain.

Trustees are expected to behave in a manner that does not contradict NSVSS values and Principles.

The duties of a Trustee of NSVSS are:

- To ensure that the organisation complies with charity law, company law and any other relevant legislation or regulations
- To ensure that the organisation pursues its objects as defined in its governing document
- To ensure the organisation applies its resources exclusively in pursuance of its objectives
- To contribute actively to the Board of Trustees' role in giving firm strategic direction to the organisation, setting overall policy, defining goals, setting targets and evaluating performance against agreed targets
- To safeguard the good name and ethos of the organisation
- To ensure the effective and efficient administration of the organisation
- To ensure the financial stability of the organisation
- To protect and manage the property of the charity and to ensure the property investment of the charity's funds
- To appoint the Chief Executive and monitor her performance

In addition to the above statutory duties, each Trustee should use any specific skills, knowledge or experience they have to help the Board of Trustees reach sound decisions. This may involve scrutinising Board papers, leading discussions, focusing on key issues, providing advice and guidance on new initiatives, other issues in which the Trustee has special expertise.

### **Person specification**

#### **Each Trustee must have:**

- A commitment to the organisation
- A willingness to devote the necessary time and effort
- Strategic vision
- Good, independent judgement
- An ability to think creatively
- A willingness to speak their mind
- An understanding and acceptance of the legal duties, responsibilities and liabilities of Trusteeship
- An ability to work effectively as a member of a team
- Seven principles of public life; selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- Awareness and understanding of domestic violence issues
- Awareness of Equalities issues

A trustee must provide some relevant skills, knowledge and experience. Together the Board of Trustees will need to demonstrate or develop knowledge, skills and experience in the following areas:

#### **Skills:**

- Setting targets, monitoring and evaluating performance and programmes
- Financial and business management
- Legal matters
- Safeguarding
- Tendering and commissioning
- Strategic planning
- Risk management
- Human resources and training
- Public relations, fundraising and marketing
- Awareness of information technology and social media
- Public speaking
- Planning and organisation
- Governance and committee work
- Team building, change management and conflict resolution

**Knowledge:**

- History/knowledge of the voluntary sector
- History/knowledge of sexual violence
- Context of NSVSS services
- Knowledge of local/special interest communities
- Stakeholder perspective
- Service user perspective
- Legal context (Charities Commission, Companies House)

**External involvement:**

- Public or private sector
- Networks – business, political, media, DV sector
- Local/national government

## **APPENDIX 2**

### **Role descriptions for trustee essential officers**

#### **Chair, Secretary, and Treasurer**

##### **Role description for the Chair**

The role of the Chair is to lead the trustees, or management committee ensuring that it fulfils its responsibilities for the running of the organisation. The Chair's role is also to work in partnership with staff and volunteers, helping them to achieve the aims of the organisation; and to strengthen the relationship between the trustees and the staff/volunteers.

##### **The responsibilities of the Chair will include:**

- providing leadership for the board of trustees in their role of setting the strategy and policy of the organisation
- setting meeting dates for the year
- setting agendas for board meetings
- chairing board meetings
- checking that decisions taken at meetings are carried out
- representing the organisation at functions and meetings, and acting as a spokesperson
- communicating with employees and volunteers to keep an overview of the organisation's affairs and providing support as appropriate
- leading in setting up support and supervision for the Chief Executive and other employees
- sitting on appointment and disciplinary panels

##### **Person specification for a Chair**

##### **In addition to the qualities needed by all trustees, the Chair should also have the following:**

- leadership
- experience of committee work, tact and diplomacy
- good 'people' skills
- fairness and the ability to respect confidences
- knowledge of the type of work done by the organisation and an understanding of the voluntary sector
- willingness to undertake training

##### **Role description for a Vice-Chair**

The Board may decide to appoint a vice-chair in order to help a trustee to decide whether she will take on the role of chair, when she has gained experience of the different tasks and responsibilities. The role and skills are similar to the chair but typically the vice-chair might deputise for a co-chair at a Board meeting or meeting with a partner, attend supervision meetings with the Chief Executive, and receive copies of the supervision notes.

### **Role description for a Secretary**

The role of the Secretary is to support the Chair by ensuring the smooth functioning of the board. The responsibilities of the Secretary include either doing the following tasks, or delegating them to a member of staff and ensuring that they have been carried out.

#### **The responsibilities of a Secretary will include:**

- making all the arrangements for meetings (booking the room, arranging for equipment and refreshments, organising facilities for those with special needs, etc.)
- preparing agendas in consultation with the chair or senior member of staff and circulating them and any supporting papers in good time
- receiving agenda items from other trustees/staff/volunteers
- checking the constitution to ensure a quorum
- minuting the meeting and circulating the draft minutes to all trustees
- reminding the chair to check that trustees and staff have carried out any actions agreed at a previous meeting
- circulating the agendas and minutes of the annual general meeting and any special or extraordinary general meetings
- sitting on appraisal, recruitment and disciplinary panels as required

### **Person specification for a Secretary**

In addition to the qualities needed by all trustees, the Secretary should also have the following:

- organisational skills
- knowledge and experience of business and committee procedure
- minute-taking experience, if this is not being delegated to staff or volunteers
- administration skills
- willingness to undertake training

### **Role description of the Treasurer**

The overall role of a Treasurer is to maintain an overview of an organisation's affairs, ensuring its financial viability and ensuring that proper financial records and procedures are maintained.

The responsibilities of a Treasurer will include:

- ensuring that the organisation's accounts are prepared in a suitable format
- preparing and presenting financial reports to the board for each board meeting
- preparing and presenting budgets, accounts and financial statements, as and when needed
- being assured that the financial resources of the organisation meet its present and future needs
- liaising with paid staff and volunteers about financial matters
- keeping the board informed about its financial duties and responsibilities
- contributing to the fundraising strategy of the organisation
- making a formal presentation of the accounts at the annual general meeting and drawing attention to important points in an easily understandable way



- advising on the financial implications of the organisation's strategic plan
- ensuring that the organisation has sound financial policies
- liaising with the auditors/independent examiners if appropriate

### Person specification for a Treasurer

In addition to the qualities needed by all trustees, the Treasurer should also have the following:

- financial experience and business planning skills
- some experience of organisation finance and fundraising
- the skills to analyse proposals and examine their financial consequences
- be prepared to make unpopular recommendations to the board

### Responsibilities of the Board of Trustees and Management Team

Board of Trustees	Management Team
Strategic development	Implementation of strategy
General direction of NSVSS	Tenders, Contracts and funding applications
Overall view of budget	Management of budget
Overview of staffing needs	Recruitment of staff (except for Chief Exec)
Building relationships with potential funders and partners	Building relationships with potential funders and partners
Cheque signatories	Cheque signatory (Chief Executive)

### The Board of Trustees

Board meetings include the Chief Executive and management team when appropriate, as well as Trustees. Other staff may also be asked to attend in order to inform the trustees of the nature and progress of their projects.

The main responsibilities of the Board of Trustees are legal governance and strategic planning. A typical Board meeting will have a fairly large agenda, to be covered within a couple of hours. This means that whilst trustees are encouraged to participate in discussions, these discussions should not be overlong as decisions have to be reached. Most actions arising from these decisions will be taken forward by staff. Trustees therefore need only be concerned with the larger picture and not with the fine detail of how a decision will be carried out.

### **Relationship between staff and trustees**

Trustees are not involved in the day to day supervision of staff. The Chief Executive manages the team of managers who in turn manage their teams. The Chief Executive is managed by the Chair of trustees or other delegated trustee in line with our supervision policy. Therefore, all staff are answerable to the Chief Executive.

Trustees need to be very clear that their role does not include directing staff in their work or issuing orders to staff. However, a trustee may be asked to become involved in some areas of staff management, for example grievance procedures. A trustee may also find themselves working alongside staff on a particular project. Should a problem arise between the trustee and staff member, the trustee should consult the Chief Executive.

## **APPENDIX 3**

### **BOARD OF TRUSTEES CODE OF CONDUCT**

A code of conduct for Trustees ensures high standards and makes it clear how any potential conflicting interests are to be raised and dealt with.

#### **Selflessness**

Trustees of NSVSS have a general duty to act in the best interest of NSVSS as a whole. They should not do so in order to gain financial or other material benefit for themselves, their family, partner, their friends or the organisation they come from or represent.

#### **Integrity**

Trustees

- should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role
- as well as avoiding actual impropriety, should avoid any appearance of improper behaviour; and
- should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement

#### **Objectivity**

In carrying out their role, including making appointments (including Trustees appointments), awarding contracts, recommending individuals for rewards and benefits or transacting other business. Trustee should ensure that decisions are made solely on merit.

#### **Accountability**

Trustees

- have a duty to comply with the law on all occasions in accordance with the trust placed in them and in such a way as to preserve confidence in NSVSS
- are accountable for their decisions and actions to the public, funders and service users. They must submit themselves to what scrutiny is appropriate to their role

#### **Openness**

Trustees

- should be as open as possible about their decisions and actions that they are taking
- should give reasons for their decisions and restrict information only when the wider interest clearly demands

## **Honesty**

### Trustees

- have a duty to declare any interests relating to their Trustee role and to take steps to resolve any conflicts that may arise. Where private interests of a Trustee conflicts with their Trustee duties, she must resolve this conflict in favour of the Trustee
- must make relevant declarations of interest in the different circumstances and roles they play both within and outside NSVSS

## **Confidentiality**

### Trustees

- should ensure that their decisions, actions and conduct is carried out in accordance with due care and the organisation's Confidentiality Policy.

## **Leadership**

### Trustees

- should promote and support the principles of leadership by example; and must respect the role of the Chair
- there may be circumstances under which Trustees will be working directly with staff. Guidelines for such working relationships must be clear to both staff and Trustee or management committee members

## APPENDIX 4

### TRUSTEE CONFLICTS OF INTEREST

- Any Trustee, who has financial interest in a matter under discussion, should declare the nature of her interest and withdraw from the room, unless she has a dispensation to speak
- If a Trustee has any interest in the matter under discussion which creates a real danger of bias, that is, the interest affects her, or a member of her household, more than the generality affected by the decision: she should declare the nature of the interest and withdraw from the room, unless she has a dispensation to speak
- If a Trustee has any other interest which does not create a real danger of bias, but which might reasonably cause others to think it could influence their decision, she could declare the nature of the interest, but may remain in the room, participate in the discussion, and vote if she wishes
- If a Trustee is employed by another organisation which may be a competitor with NSVSS then she will be excluded for those discussions pertaining to the project and will not receive minutes of these parts of the meetings
- If in any doubt about the application of these rules, she should consult with the Chair
- It is recommended that the trustees' interests be listed in a register

Trustees will sign and abide by the NSVSS Declaration of Members' Interests form. A breach of these terms may result in trustee's term of office being terminated.

Approved

Signature:

Date: