

BOARD OF TRUSTEES

Procedures Adopted at Trustees Meetings and other formalities

Meetings

1. Trustees currently meet six times per annum, at approximately two-monthly intervals. The dates of these meetings are agreed by trustees, usually about six months preceding each calendar year for that following year. Meetings are usually held on Saturdays and commence at 1.30 p.m. and are usually finished by 4.30 p.m.
2. Meetings are currently held at Rowington Village Hall (about 6 miles west of Warwick), or at another nearby hall if Rowington is unavailable. A light lunch is provided prior to each meeting; tea & coffee is available throughout the day. There is ample parking available. The nearest rail station to Rowington is Lapworth. Power sockets are available for portable computers, with a few extension cables available, but trustees are reminded of the need to ensure that trailing wires do not become a hazard to others.

Agendas

3. Agendas and papers are made available to trustees at least 7 days before each meeting. Unless trustees have opted to receive only electronic versions, a printed copy of the agenda and papers are sent by Royal Mail. An electronic copy is posted on the trustees' area of the Association's web site. Trustees are advised when documents are posted to the web site.

Minutes

4. Draft minutes of meetings are circulated to all trustees (as an e-mail attachment) as soon as possible after each meeting, and at least within ten days. Any proposed amendments or additions to the draft minutes should be advised to the chief executive as soon as possible. About one week later, finalised minutes are posted on the trustees' area of the web site and printed copies are sent out by post with the next meeting agenda papers (other than to those who have opted to receive electronic versions only).
5. Minutes of the previous meeting are formally proposed for approval at each meeting. Ideally any amendments to the minutes should be resolved before they are finalised and circulated in printed form. Any further amendments should be notified to chief executive at least two weeks before the following meeting, and will appear as a note on the agenda papers. Although under the Company Acts all trustees have the right to vote in favour or otherwise of approval of the minutes, there is an understanding amongst trustees that only those present at the relevant meeting should do so.

Absence and Attendance at Meetings

6. If any trustee is unable to attend a meeting, they should advise the national chairman and the chief executive as early as they can prior to the meeting and, unless absence is through unforeseen circumstances, such as illness, such advice is requested to be at least one week before the meeting.
7. Trustees cannot nominate another person to attend in their place if they are unable to attend a meeting. Trustees unable to attend meetings can circulate their views on agenda items by use of the e-mail mailing list, ideally well in advance of the meeting - but, if absent, trustees are not permitted to have their votes cast for them by a proxy (save in respect of officer appointments, as set out in paragraph 16 below), nor to participate by telephone or other medium.

8. Subject to the discretion of the national chairman, chairmen of national committees and boards of subsidiary companies, who are not trustees are invited to be in attendance at meetings of trustees, and have access to the trustees' area of the Association's web site. Those in attendance (a) should not speak at meetings of trustees unless invited to do so by the chairman of the meeting, (b) are not able to vote at meetings, and (c) are not included as members of the trustees' e-mail mailing lists.

Conduct

9. Conduct at meetings is in a polite and informal manner. Trustees should avoid direct criticism of others present without having attempted to resolve differences privately and given notice before the meeting. Similar conduct should be extended to electronic correspondence and mailing lists, especially bearing in mind that some non-trustees are included in some mailing lists.
10. To avoid clogging e-mail boxes unnecessarily, use of the mailing lists should really be restricted to restrained circulars, notes and comments that really do need to be circulated to all trustees, and trustees are asked to try to avoid personal chat and simple note of 'I agree' or otherwise.

Matters Arising

11. Written notes on matters arising from previous meetings are circulated with each agenda. Where trustees agree to undertake an action at a meeting, the results of this action should be advised to the chief executive at least two weeks in advance of the following meeting so that the matters arising notes can be updated accordingly.

Topics for Agenda

12. If trustees wish to propose a topic or paper to appear on an agenda, this should be discussed with the national chairman at least two weeks prior to the meeting. Any papers to be circulated with the agenda should be submitted to the chief executive in electronic format (preferably MS Word) at least ten days before the meeting. Trustees should bear in mind that such topics should be matters that are appropriate to meetings of trustees and not business normally dealt with by other committees, subsidiary companies or Head Office.
13. In exceptional circumstances, and subject to the discretion of the national chairman, a matter not previously on the agenda may be taken as 'other business' at the end of the meeting. However, this should only be in the most exceptional of circumstances where the urgency and immediate importance of the topic renders it impracticable to put on the agenda.
14. The usual business of meetings of trustees is (a) approval of minutes of previous meetings and any matters arising, (b) appointments of national committee members, (c) review and setting of strategic policies for the Association, (d) acceptance of minutes from national committees and subsidiary companies, (e) approval of budgets for the Association put forward by Finance Committee, (f) approval of the annual report and financial statements once scrutinised by Finance Committee, and (g) review of the overall working, effectiveness and direction of Association as a whole.

Expenses

15. Trustees are entitled to claim expenses for attending meetings. Separate guidelines are issued that cover what expenses can be claimed and at what rates. If trustees are content to waive expenses, or not receive the full amount, trustees are nevertheless encouraged to make a full claim and then donate the money back to the Association. This enables the actual costs of holding meetings to be properly recorded, any VAT element to be recovered, and (where the trustee is a UK taxpayer) Gift Aid claimed on the donated amount. All claims should be submitted to the finance manager at Head Office, preferably within one month of the expense being incurred and in any event, no later than six months of the expense being incurred or after 31st January of the following financial year.

Election of Officers

16. The national chairman, deputy national chairmen and national treasurer are usually appointed at the first meeting following each national annual general meeting, the appointments being until the first meeting of trustees after the next Annual General Meeting. The number of deputy national chairmen is usually at the recommendation of the national chairman, once elected, subject to trustees' approval. Nominations for these officers can be made as soon as a vacancy occurs, or at any time following the trustees' meeting preceding the Annual General Meeting if earlier, and should be submitted to the Company Secretary. Nominations are notified to all trustees by e-mail as soon they are received. Any trustee intending not to be present at the meeting to consider the appointments may appoint a proxy, who must be another trustee, to vote on his or her behalf, in respect of the appointments, either on a specific instruction or as the proxy sees fit. If the number of candidates exceeds the number of vacancies, an election is undertaken by secret ballot. Trustees each have a number of votes equal to the number of vacancies, and at each round of the election the candidate with the least votes is eliminated, and there is a further round with the remaining candidates until the number of candidates equals the number of vacancies, who are declared elected. A continuing candidate may withdraw between rounds at their discretion. The ballots are arranged by the company secretary, whose ruling on the conduct of such ballots, or implementation of such procedures to address any eventualities unforeseen in these rules, shall be final. In the event of a tie, then the sitting chairman has a casting vote.

Appointments to National Committees

17. Members of national committees, any sub-committees and the directors of subsidiary companies are appointed by trustees, usually for periods of three years (equally phased for each committee or board) following recommendation by the relevant committees. The chairmen of such committees and boards should advise any such recommendations to the chief executive no less than two weeks prior to the meeting of trustees so that the proposed appointments can appear on the agenda. All vacancies are advertised widely to encourage new members to come forward. Chairmen of national committees are appointed by trustees, whilst chairmen of subsidiary company committees should be elected by their directors in accordance with the Companies Acts.
18. Members of committees of subsidiary companies are appointed by the boards of those subsidiary companies, subject to written advice to trustees appearing within the agenda papers of a trustee meeting, such nominations not being effective until that meeting of trustees has occurred.

Meetings of National Committees

19. The minutes of the meetings of national committees and boards of subsidiary companies, once accepted by trustees, become part of the record of the Association. Once approved as a correct record of the meeting by the committee or board concerned, minutes are put for acceptance by trustees. The minutes of such meetings are listed on the agenda for each trustee meeting and are usually accepted 'en bloc'. Unless present at the meeting concerned, trustees should not comment on the accuracy of the minutes as a record of the meeting. Committee chairmen should ensure that minutes of their committees' meetings are made available in electronic format to the chief executive as promptly as possible, usually within ten days of the meeting taking place. Such minutes are then made available on the trustees' area of the Association's web site. Trustees are advised when the minutes are posted by e-mail.
20. Any trustee who has concern about statements made in the minutes of a meeting of a national committee or subsidiary company board should raise their concern to the relevant chairman at the earliest opportunity. The trustee and the relevant committee or board chairman should attempt to resolve the matter. If it is not resolved prior to the meeting of trustees at which the minutes are due to be accepted, then either the trustee or the committee chairman should advise the chief executive so that acceptance of the relevant minutes can be deferred until a following meeting. If the matter cannot be resolved, then it should be raised with the national chairman with a view to it being the subject of an agenda item at a meeting of trustees, and the trustee should prepare a paper setting out the reasons for their discontent.

21. Trustees have the right to attend and to address any meeting of a national committee or board meeting of a subsidiary company should they so wish. The agenda and papers for all such meetings should be submitted to the chief executive at least one week before the meeting takes place; these papers are then made available on the trustees' area of the web site, and trustees advised by e-mail when they are placed there. As a matter of courtesy, any trustee intending to attend such a meeting should advise the relevant committee chairman in advance of the meeting.
22. The term 'acceptance' (of national committee and subsidiary company board) of minutes is used rather than approval, since trustees' role is to be aware of such decisions and actions rather than to specifically consider and approve each one. This is part of the delegated authority approved by trustees and the separate identity of subsidiary companies. Trustees should, however, maintain an overall watching brief to ensure that they are content with the general pattern of conduct of the part of the Association concerned. Whilst trustees can insist on a change of action or decision by national committees, change in subsidiary company actions can be influenced through appointment or dismissal of directors.

Approved by Trustees 11th February 2017