

St Aidan's JCR CIO

Board of Trustees Operating Policies and

Procedures Contents

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1. Board Composition

Number of Trustees

1.1 The Charity's Constitution specifies that there should be :

1.1.1 Not less than 3 nor more than 6 appointed external trustees who shall not be current students at Durham University; and

1.1.2 Not less than 3 nor more than 4 appointed student trustees who shall, apart from the first appointed student trustees, be current Associate Members of the CIO.

1.2 There must be at least six charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

1.3 The maximum number of charity trustees that can be appointed is ten. No trustee appointment may be made in excess of these provisions

Period of Trusteeship

1.4 Apart from the initial Trustees (whose individual periods of Trusteeship are specified in the Constitution), the Charity's Constitution provides a specific period of trusteeship of 4 years for external trustees and 1 year for student trustees. Trustees may be re-appointed and serve two consecutive periods.

Composition of the Board and Sub-Committees

1.5 The Board believes that its external trustee appointments should have as broad a range of personal and professional skills and experience as possible, but that certain core skills and experience are important for a charity of its nature and size. The Board believes that the following are the areas of skill and expertise that it particularly requires :

Experience of student welfare and development issues

Experience of a student collegiate system

Accountancy and/or Financial Management

Legal and/or Governance

1.6 In appointing/re-appointing external trustees the Board will seek to maintain as many of these key skills as possible.

1.7 In appointing student trustees the Board is required to consider the recommendations of the Associate Members (JCR), but is not bound by those recommendations.

1.8 The Board may appoint an employee of the Charity as a trustee provided the consent of the Charity Commission is obtained.

1.9 The Board may also appoint up to 2, non-voting Co-optees on to the Board for a period fixed by the Board (but not exceeding 2 years) in order to fill a specific requirement for skills or experience, possibly in connection with a one-off project or to fill a gap whilst a trustee is appointed. Co-optees will not be trustees for the purposes of the Constitution, but will be required to comply with other requirements of trustees such as registration and declaration of interests.

1.10 The Board may appoint Sub-Committees from time to time and will appoint those trustees which it considers best meet the needs of the Sub-Committee. If an Audit Sub- Committee is appointed it must contain at least one person with an accountancy qualification or financial management experience.

Diversity

1.11 The Charity recognizes the value of a diverse Board. In appointing trustees the Board will seek to ensure a balance of genders and reflect the diversity of the students it supports, with particular emphasis on age, race and ethnicity and disability.

2. Process for Appointing Trustees

Publicity for External Trustee Vacancies

2.1 If an initial External Trustee will have served for less than three years upon the end of their initial term and has indicated in writing not less than three months before the end of their initial term that they are willing to be re-appointed, then, unless the Board of Trustees resolves otherwise, the up-coming vacancy shall not be advertised and other external candidates will not be considered unless the initial Trustee is not subsequently re-appointed. Any other vacancy for an appointed external trustee shall be advertised on the Charity's website and in other locations and publications with a view to attracting sufficient candidates to meet the aim of complying with the Board Composition policy.

2.2 All potential candidates shall be provided with a role description and an outline of the appointment process and timescales.

Interview of External Trustees

2.3 Applicants for external trustees shall be shortlisted by a Sub-Committee of the Chair and two other trustees appointed by the Board. The Sub-Committee shall determine the appropriate number of candidates to be interviewed, the time scales and the method which may include video conferencing.

2.4 The Sub-Committee shall maintain a written record of their deliberations and the reasons why candidates are to be recommended or not recommended. The Sub Committee shall make recommendations to the Board about which candidates should be appointed as a trustee. The recommendation shall include written details of the candidate and the reason for the recommendation.

Appointment of Student Trustees

2.5 Student trustees may be recommended by the Associate Members (JCR) in accordance with rules approved by the Board. The rules shall ensure that potential trustees are aware of the responsibilities of being a trustee and shall include a process whereby the candidates can be scrutinised by the Associate Membership. When recommendations are made to the Board they shall include written details of the candidate.

3. Induction Checklist

Induction Meeting

3.1 All new trustees shall undergo an induction process led by the Chair which includes an introduction to the following :

Structure and Purpose of the Charity

Members of the Board
Role of Trustees
Declaration of Trusteeship
Conflicts of Interest
Registration of Interests
Board Meetings – Timings, Agendas, Reports, Minutes
Trustee Communications
Access to Charity Documents
Associate Membership (JCR)
Finances

3.2 All new Trustees shall be given or be shown how to access a copy of the following documents :

Charity Constitution
Last available Annual Report/Accounts
Charity Commission Guidance : The Essential Trustee (CC3)
Trustee Board Operating Policies and Procedures
Associate Members (JCR) Operating Policies and Procedures

4. Trustee Roles and Responsibilities

Chair of Trustee Board

4.1 The Chair of the Trustee Board shall have the following role responsibilities

: 4.1.1. Providing leadership to the Charity, particularly at the strategic level.

4.1.2. Taking the lead on appointment of trustees, trustee performance and disciplinary matters.

4.1.3. Approval of all matters connected with meetings of the Board and General Meetings, including approving the agenda and draft minutes prior to final adoption by the Board/ General Meeting.

4.1.4 Chairing Board Meetings and General Meetings in accordance with the Constitution of the CIO.

4.1.5. Providing a link between the Board and the JCR President and Executive, acting as line manager for and monitoring the performance of the JCR President, and undertaking an annual appraisal of performance and reporting to the Board.

4.1.6. Representing the Charity at meetings with other persons or bodies or appointing a substitute Board member.

4.1.7 Undertaking any functions or powers designated to the Chair of Trustees in the

Associate Members (JCR) Operating Policies and Procedures

4.1.8 Undertaking any functions of the Board where a decision cannot, in the Chair's opinion, reasonably wait until the next Board Meeting, provided that all Trustees are notified of the actions undertaken as soon as reasonably possible.

4.1.9 Carrying out the general responsibilities of a Trustee.

Trustees

4.2 All Trustees shall have the following role responsibilities :

4.2.1 Making sure that the charity is carrying out the purposes for which it is set up, and no other purpose.

4.2.2 Making sure that the charity complies with its Constitution and complies with charity law requirements and other laws that apply to the Charity

4.2.3 Overseeing long term strategy and scrutinising performance against plans

4.2.4 Making sure the Charity's assets are only used to support or carry out its purposes

4.2.5 Safeguarding the Charity's assets, beneficiaries or reputation from undue risk

4.2.6 Putting appropriate procedures and safeguards in place to minimise the risk of fraud, theft or abuse to staff, volunteers or beneficiaries

4.2.7 Ensuring compliance with statutory accounting and reporting requirements.

4.2.8 Ensuring that the Charity has competent staff and volunteers

5. Code of Conduct for Trustees

5.1 The Charity has adopted the following Code for the purposes of making clear the conduct that is expected of Trustees of the Charity when they are acting in that capacity.

The Code is intended to be consistent with the following seven principles, and should be read in the light of those principles, namely that Trustees will act with selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

5.2 The Code will be used to judge the conduct of individual Trustees, who may be asked by the Charity to resign or agree to other action (such as additional training) if, following an appropriate investigation, they are found to have been in breach of the

Code whilst acting, or purporting to act, as Trustees.

Trustees must :

1. treat others with respect.
2. not intimidate or attempt to intimidate any person.
3. not do anything which compromises or is likely to compromise the impartiality of anyone who works for or on behalf of the Charity.
4. not conduct themselves in a manner which could reasonably be regarded as bringing the Charity, or the position of Trustee, into disrepute.
5. not use or attempt to use the position of Trustee improperly to confer on or secure for themselves or any other person any advantage or disadvantage and this includes discussing with other Trustees any matter in which the Trustee would normally have to disclose an interest at a Board meeting.
6. register in writing with the JCR President any gift or hospitality with a value in excess of £25 received in the role of Trustee and refuse any gift or hospitality which could reasonably be perceived as creating an obligation upon the Charity or the Trustee.
7. not knowingly prevent, or attempt to prevent, any person from gaining access to information to which they are entitled by law.
8. not disclose any information which is given to the Trustee in confidence or which the Trustee ought reasonably to be aware is of a confidential nature unless they have the consent of the person authorised to give it or they are required by law to do so.
9. register in the Charity's Register of Interests any interests required by the Charity's Trustee Conflict of Interest Policy and Procedure.
10. disclose any relevant declarable interest at meetings of the Charity and withdraw from any meeting of the Charity during consideration of or voting on any matter where they are required to by the Charity's Trustee Conflict of Interest Policy and Procedure.

6. Trustee Conflict of Interest Policy and Procedure

Introduction

6.1 Conflicts of interest affect charities of all types and sizes. They can lead to decisions that are not in the best interests of the charity and which are invalid or open to challenge. Conflicts of interest can also damage a charity's reputation or public trust and confidence in charities generally. These harmful effects can be

prevented where individual trustees can identify conflicts of interest, and the trustee body can act to prevent them from affecting their decision making.

6.2 All trustees have a legal duty to act only in the best interests of their charity. They must not put themselves in any position where their duties as trustee may conflict with any personal interest they may have.

6.3 The charity's governing document (Constitution) indicates in Clause 7 how conflicts of interest should be dealt with. Also, the charity's Trustee Code of Conduct requires trustees to register interests, declare interests at meetings and leave meetings during discussion of matters affecting those interests. This policy and procedure document attempts to assist trustees to do this by providing advice and guidance on identifying conflicts of interest and acting appropriately if they arise. Notwithstanding this guidance, it remains the trustee's personal responsibility to identify conflicts and act accordingly.

Definition of a Conflict of Interest

6.4. A conflict of interest is any situation in which a trustee's financial or personal interests or loyalties could, or could be seen to, prevent the trustee from making a decision only in the best interests of the charity.

6.5. Even the perception that there is a conflict of interest can damage the charity. Where the perception is not accurate because there is no conflict of interest, the trustees should always be able to respond appropriately to the situation by managing the risks to the charity and being prepared to explain how they have made their decisions only in the best interests of the charity. The Charity Commission's guidance [It's your decision: charity trustees and decision making \(CC27\)](#) explains the principles that trustees should apply when making decisions affecting the charity.

6.6. Conflicts of interest often arise because a decision involves a potential trustee benefit. A 'trustee benefit' arises where money, or other property, goods or services, which have a monetary value, are received by a trustee from the charity. The law says that trustees cannot receive a benefit from their charity, whether directly or indirectly, unless they have an adequate legal authority to do so. Where a potential trustee benefit arises:

- the trustee benefit must be properly authorised, and
- the trustees must follow any conditions attached to the authority which say how the conflict of interest should be handled

6.7. The charity's Constitution specifies that a trustee can only receive payments, have an interest in the charity's property or enter into contracts with the charity in very limited circumstances. In summary these are as follows :

(a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.

(b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where certain conditions are met.

(c) Subject to strict conditions, a charity trustee or connected person may

provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.

(d) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

(g) A charity trustee may receive reasonable out-of-pocket expenses.

6.8. Even though the Constitution authorises certain payments there may be other legal requirements such as those contained in Charity legislation relating to property transactions with trustees.

6.9. The term 'trustee benefit' does not include any payments to trustees which are for their proper out of pocket expenses and therefore the consideration of a scheme to reimburse reasonable expenses would not create a conflict of interest.

6.10. A conflict of interest may arise where a trustee's duty to the charity competes with a duty or loyalty they owe to another organisation or person. These conflicts of loyalty arise because, although the affected trustee does not stand to gain any benefit, the trustee's decision making at the charity could be influenced by his or her other interests.

6.11. For example, a trustee's loyalty to the charity could conflict with his or her loyalty to :

- (a) another organisation, such as their employer
- (b) another charity of which they are a trustee
- (c) a member of their family
- (d) another connected person or organisation

The test is always that there is a conflict of interest if the trustee's other interest could, or could be seen to, interfere with the trustee's ability to decide the issue only in the best interests of the charity.

6.12. Conflicts of interest relate to a trustee's personal interests and the interests of those connected to them. This means that there is a conflict of interest where there is a proposed transaction between the charity and a connected person. Similarly, there is a conflict of interest where there is a benefit or a potential benefit to a connected person. In broad terms this means family, relatives or business partners of a trustee, as well as businesses in which a trustee has an interest through

ownership or influence. The term includes a trustee's spouse or unmarried or civil partner, children, siblings, grandchildren and grandparents, as well as businesses where a trustee or family member holds at least one-fifth of the shareholding or voting rights.

Dealing with Conflicts of Interest

6.13. Certain interests should be registered in the charity's Register of Trustees' Interests using the form in the Appendix to these Operating Policies and Procedures. The Registration of Interests document sets out which interests should be registered and how. It is the individual trustee's responsibility to ensure that all relevant interests are registered and that his/her information is up to date. The Register will be published on the charity's website and available for inspection by other trustees, relevant staff, stakeholders and the public.

6.14. Whenever a matter arises at a meeting where a trustee has a potential conflict of interest then that interest should be disclosed and recorded in the minutes of the meeting.

6.15. Where the matter involves a financial transaction between the trustee or a connected person or where there is a potential or actual trustee benefit or disbenefit involved then the trustee should not be present during discussion of or voting on the matter.

6.16. Where the interest arises from a conflict of loyalty and the trustee or a connected person does not stand to benefit financially then the remaining trustees should decide what level of participation, if any, should be allowed. The level of participation will depend on what is in the best interests of the charity and might include allowing the conflicted trustee to simply provide factual information, and/or to participate in discussion and/or to vote.

6.17. The minutes of a meeting should also record how the decision was arrived at and how the conflict was dealt with.

6.18. All benefits received by trustees and connected persons from the charity will be recorded in the charity's annual report and accounts.

Representing the Charity

6.19. Board members representing the Charity at other meetings should make it clear that they are representing the views of the charity and should at all times act in the best interests of the Charity.

Review of the Policy and Investigations

6.20. This policy will be reviewed from time to time by the Board.

6.21. The Board may consider in detail any potential conflicts of interest which an individual trustee may have and what, if any, action the charity might need to take. Examples might be where a trustee's interests are so extensive or acute as to question whether they are compatible with his/her obligations as a trustee or where a significant number of trustees are conflicted.

6.22. The Board or a Sub-Committee appointed by the Board may investigate an allegation that a trustee has breached the Trustee Code of Conduct and any Sub Committee will make recommendations to the Board.

Promotion of the Policy

6.23. This policy will be drawn to the attention of all trustees as part of their induction.

6.24. The relevance of conflicts of interest, how they should be dealt with and the requirements of this policy will be drawn to the attention of relevant staff or volunteers by the JCR President.

Further Reading

6.25. Further, more detailed advice on conflicts of interest can be found in the Charity Commission's guidance document – 'Conflicts of interest : a guide for charity trustees'.

7. Employees and Scheme of Delegation

7.1 The Board of Trustees may appoint a JCR President as a paid employee from time to time, subject to any necessary consent from the Charity Commission.

7.2 The Board will consider recommendations for the appointment of the JCR President from the Associate Members (JCR) in accordance with rules approved by the Board.

7.3 The Board of Trustees delegates to the JCR President and the Associate Members (JCR), its Officers, Executive and Committees ("the JCR Bodies"), the powers set out below, subject to compliance with the General Conditions.

General Conditions Applying to Delegated Powers

7.4. All delegated powers shall be exercised in accordance

with:- (a) the Constitution of the Charity;

(b) any relevant policies of the Charity;

(c) approved budgets so that (subject to paragraphs 7.6 and 7.7 below and any provisions of the Associate Members (JCR) Operating Policies and Procedures) any expenditure does not exceed the budgetary provision for that category of expenditure ;

(d) decisions of the Board of Trustees (the Board) and any Sub- Committee(s)

; (e) charity and other law;

(f) the requirements of the Charity Commission and any regulator of a sector within which the charity operates;

(g) any controls applied by the University under the Education Act 1994

7.5 The JCR President and the JCR Bodies may delegate any power to another employee or volunteer unless specifically prohibited by the Board or a Board Sub Committee.

7.6 Expenditure may be incurred which would exceed the budgetary provision for a category of expenditure by up to £ 250 provided there is likely to be a corresponding

underspend in another budgetary category for that year.

7.7 Expenditure may be incurred which would exceed the budgetary provision for a category of expenditure by up to £ 250 where there is no corresponding underspend in another budget category for that year (see clause 7.6 above) provided that the Chair of the Board gives prior written approval of the expenditure and the expenditure is reported to the next Board meeting.

General Powers Delegated to the JCR President

7.9 The following powers are delegated to the JCR President:-

7.9.1 To undertake the day to day management of the Charity, including the supervision of the JCR Bodies, deployment of staff and volunteers and the use of premises and any other resources.

7.9.2 To recruit, manage and, where necessary, dismiss staff and volunteers and in particular :

- (a) to authorise pay, pensions and employment conditions (including honoraria)
- (b) to undertake disciplinary proceedings
- (c) to defend and, if necessary, after consultation with the Chair of the Board, settle any claims made against the Charity
- (d) to be responsible for the health and safety at work of staff
- (e) to implement all employment policies, practices and procedures
- (f) to operate the Charity's staff grievance procedure.

7.9.3 To acquire, dispose of, or lease premises, goods and/or equipment. 7.9.4

To provide and commission goods and services and to commission works.

7.9.5 To provide grants and other financial assistance.

7.9.6 To sign any contract or agreement (other than their own employment contract) on behalf of the Charity.

7.9.7 To provide all necessary support to the Board, Sub-Committee(s) and trustees.

7.9.8 In conjunction with the JCR Treasurer, to undertake all financial management and control functions including :

- (a) accountancy matters
- (b) investments
- (c) bank accounts and banking arrangements
- (d) internal audit
- (e) payroll.

7.9.9 To recommend organisational strategies and policies to the Board and Sub Committee(s).

7.9.10 To undertake all legal functions, including corporate governance matters which are not the legal responsibility of the Board and/or Sub-Committee(s), and, subject to the written approval of the Chair of the Board, the commencement, defence or settlement of any legal proceedings.

7.9.11 To liaise with Durham University, St. Aidan's College, Durham Student's Union, other Junior Common Rooms and any other organisation or person in representing the interests of the JCR.

7.9.12 Any other action which is required to be taken before the next available Board meeting, subject to the prior written approval of the Chair of the Board and the action being reported to the next Board meeting.

General Powers Delegated to the Associate Members (JCR), Officers, Executive and Committees

7.10 The Board of Trustees delegates to the Associate Members ("JCR"), its Officers, Executive and Committees, those matters set out in the the Associate Members (JCR) Operating Policies and Procedures approved by the Board, subject to compliance with the requirements of those Operating Policies and Procedures.

8.Trustee Expenses Policy

8.1 The Charity will reimburse the Trustees the reasonable cost of return travel from their home/ place of work to attend Board meetings and other meetings, courses or presentations on behalf of the Charity. Expenses for travel from a place of work will only be paid if the cost is less than travel from home.

8.2 The car mileage rate will be 20p per mile. Other travel costs (eg rail, bus, taxi, parking fees) will be based on actual costs and be paid upon production of tickets/receipts. The cost of air travel will not be re-imbursed. The maximum sum to be re-imbursed on any trip will be £150.

8.3 The cost of any travel from outside the UK to the UK will not be re-imbursed, but related travel within the UK will be re-imbursed if it meets the other requirements of this Policy.

8.4 Application for reimbursement of expenses must be made to the JCR President on forms provided by him/her/they.

8.5 The Charity may provide reasonable free refreshments for Trustees at Board meetings and other meetings, courses or presentations organised by the Charity.

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