

# TRUSTEE HANDBOOK 2024



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This handbook has been prepared for the exclusive use of Ribble Valley Gateway Trust and is not to be made available for use within any other organisation.



**ABOUT  
RIBBLE VALLEY  
GATEWAY TRUST**



# 1.1 Introduction

The Ribble Valley Gateway Trust was constituted as a Charitable Incorporated Organisation (CIO) on 13th May 2016.

The objects of the CIO are for the benefit of people in the area currently administered by the Ribble Valley Borough Council:-

- To prevent or relieve poverty, including, but not exclusively by the provision of food parcels, guidance, and support;
- To relieve those in need by reason of youth, age, ill health, disability, financial hardship, or other disadvantage;
- To advance Christian faith and practice including but not exclusively to promote collective and personal training, outreach services, and ecumenical worship and mission.

The Trust has established an inclusive organisational structure based on active and enduring links with Christian churches in Clitheroe and Longridge. This is reflected in strong levels of volunteering, donations of food, and finance and promotion of the Trust's services within the Ribble Valley communities.

The Trust has practical links with around 40 referral agencies and two local authorities.

The Trust has adopted formal policies regarding safeguarding, risk management, and health and safety, and keeps broader policies and other documentation including staff and volunteer handbooks under regular review.

## Projects

**Ribble Valley Foodbank and Olive Branch Advice café** – providing food parcels and offering guidance and encouragement through the Olive Branch Advice café. Individuals and families experiencing financial constraints are helped through teams of volunteers in Clitheroe and Longridge, led by a manager accountable to the trustees.

**Gateway Trust Counselling** – weekly or fortnightly one-hour counselling sessions offered by professionally - qualified persons to individuals who are referred by doctors, churches, and other care agencies.

**Ribble Valley Art4All** – weekly art classes led by a retired art teacher and volunteers for students with learning difficulties and other special needs.

Each service is provided to the public-at-large subject to the recipient's need for the specific service being clarified on referral in line with Charity Commission guidance.



# 1.2 Projects

## Ribble Valley Foodbank

Ribble Valley Foodbank is part of a national network of foodbanks across the UK, run by Trussell, (formerly The Trussell Trust). Trussell was started in 1997 by Paddy & Carol Henderson using money willed by Carol's mother, Mrs Trussell, to help children living rough on the streets of Sofia, Bulgaria's capital city.

In 1999, Paddy & Carol were promoting their Bulgaria work in Salisbury when they were challenged by a local mum who was struggling to afford food for her children. While helping this family it became clear that there were many other people living in the same way, with just enough money to cover the bills but vulnerable to any crisis such as job loss, long-term illness, or family break-up. Trussell then developed the Salisbury Foodbank to meet this need. The first Foodbank was in the summer house in their garden. In 2004, the UK foodbank network was launched, teaching churches and communities nationwide how to start their own foodbank. Paddy & Carol now live in New Zealand having retired in 2007.

Today, there is a rapidly expanding network of Foodbanks throughout the UK, and Trussell continues to work with vulnerable young people in Bulgaria.

To find out more about Trussell and the expanding network of foodbanks across the UK, please visit their website: [www.trussell.org.uk](http://www.trussell.org.uk)



## 1.2 Projects



Every day, people in the Ribble Valley go hungry for reasons ranging from redundancy to receiving an unexpected bill on a low income. Ribble Valley Foodbank provides a minimum of three days' emergency food and support to people experiencing crisis in our local community. Ribble Valley Foodbank relies on the support of the local community through volunteering, food donations, and fundraising. Almost all food is donated by the community through churches, schools, businesses, and supermarket collection days.

Our clients are referred to us by over 50 front-line care agencies, who identify people in need, and give them a voucher they can exchange for a food parcel containing three days'-worth of nutritionally-balanced food at our Foodbank centre. We can also provide toiletries and items such as baby food and nappies. Volunteer drivers also deliver parcels, if required, and some agencies hold emergency boxes for us in the local area making sure that people can still access emergency food even if they can't get to our Foodbank centre. Our volunteers help in the Foodbank warehouse, sorting food donations as well as at the Foodbank centre where they chat with clients, pack food parcels, and prepare refreshments. They also help signpost clients on to other agencies who can help with their specific problems, in the hope of helping them find their way out of their current emergency. Our goal is to make the foodbank centre an informal and friendly place, where clients feel welcome. More information about the Ribble Valley Foodbank can be found at [www.ribbonvalley.foodbank.org.uk](http://www.ribbonvalley.foodbank.org.uk).



# 1.2 Projects

## Gateway Trust Counselling

### Mission Statement

To spread the love of Jesus by serving the people of Clitheroe and the surrounding area through the provision of a quality and affordable counselling service in a God-centred environment.

### Defining Principles

Our Christian Faith:

- That an overt Christian ethos will be demonstrated within the centre.
- That anyone working in the centre will either be a Christian or be sympathetic to the faith.
- That all people, of all faiths and none, will be treated with respect and non-judgmental acceptance.
- Meetings may include prayer.
- Our organisation will be managed in an ethical and caring way.
- We maintain close links with the churches of Clitheroe.



### Professional expectations:

- A high standard of counsellors will be ensured by only using students or qualified counsellors of Level 4 and above being accepted to work at the centre. There will also be a requirement that they are members of a professional body, e.g. Association of Christian Counsellors or British Association of Counsellors and Psychotherapists.
- Gateway Trust Counselling will be a member of a professional body as an organisation and adhere our practice to those standards.
- All welcoming staff will be trained to a high standard, to interact with the clients and fulfil administration tasks effectively.
- All staff will be DBS-checked and receive regular safeguarding training where required.
- Gateway Trust Counselling will support this high standard through mentoring, training, and supervision.
- We are an affiliated member organisation of BACP (British Association of Counsellors and Psychotherapists).
- All necessary policies and insurances will be in place and kept up-to-date.

### Care for the Community:

- We offer counselling without discrimination.
- We seek to work co-operatively and sympathetically with other helping agencies.

### Working as a team:

- Respecting, supporting, and encouraging one another is non-negotiable.
- Team meetings will happen regularly where the building of the team is of great importance, so attendance is important.
- A happy and positive team attitude which supports the team and our ethos through caring, humour, flexibility, and dependability are appreciated.

# 1.2 Projects

## Art4All



Art4All delivers art classes free-of-charge to adults from the local area who are disadvantaged or have special needs.

The classes help the students develop their confidence and social connections, give them a sense of achievement, and increase their general well-being. The classes promote the use of art as a means of therapy.

Art4All was started by Frankie Freeman-Ruddock in September 2018 after securing initial grants and donations. It operates within the Ribble Valley Gateway Trust.

Frankie runs the group with the support of a team of volunteers. The classes provide instruction and inspiration to the students who are disadvantaged or have special needs.

Projects are varied and focus on learning one or more techniques (e.g. use of watercolour, drawing, printing, clay modelling, etc.) They may be inspired by a particular artist (e.g. Kat Button, Georgia O'Keeffe, Andy Warhol) or seasonal events (e.g. Remembrance Sunday, Autumn Leaves). Examples of the work that we've done can be seen on our Facebook page - Ribble Valley Art4All.

The group is funded via donations and grants from a range of organisations.

Classes take place at the Salvation Army building in Lowergate, Clitheroe on Fridays during regular school term times. There are two classes each Friday, one in the morning from 10am until 12 noon and one in the afternoon from 1pm until 3pm.



# 1.3 Project Managers



## **ALI GROVES: Gateway Trust Counselling Manager**

My role is to manage Gateway Trust Counselling. That means I report to the Trustees, manage the finances, co-ordinate our wonderful counsellors and welcomers, and generally organise and take responsibility for the day-to-day running of our service. I also manage the website and try to liaise with services who might make use of us. Being a counsellor first, I respond to initial client enquiries and try to match them up with a counsellor who I think they will work well with.



## **FRANKIE FREEMAN-RUDDOCK: Art4All Manager**

I am an independent Artist living in Clitheroe, having worked for 15 years at Broadfield Specialist School in Oswaldtwistle as an Art Teacher working with students with special needs. My passion is to make art accessible for everyone, not just those that can afford classes: it gives pleasure, develops confidence, builds self-esteem, and helps with mental health. I started Art4All in 2018 after gaining a grant from The Ribble Valley Arts Development Council. I provide an Art experience for adults who are disadvantaged or with special needs and who normally would not have the opportunity due to cost or accessibility.

## **AWAITING APPOINTMENT: Foodbank Manager**

**BEING A  
RIBBLE VALLEY  
GATEWAY TRUST  
TRUSTEE**

**2**



## 2.1 Current Trustees

We are grateful to our trustees for the wide range of skills, experience, and commitment they bring, and their work on the strategic priorities and direction of our organisation.

### Sue Dugdale



Sue is a lifelong member of All Hallows' Church, Mitton, where she is currently the treasurer.

She has always lived in the Ribble Valley and has two grown up children and six grandchildren.

She loves music and choral singing. She has been a volunteer at the Food Bank.

### Ruth Haldane (Chair and Foodbank link trustee)



Ruth was the first manager of the Ribble Valley Foodbank, setting it up in Clitheroe in 2013.

She left her role as Warden of Lay Ministry in the Diocese of Blackburn in Spring 2024, and is a Licensed Lay Minister in the Church of England. She also chairs the Board of Whalley Abbey.

### Norman Ivison (Communications)



Norman was ordained in 1982 and worked as a *BBC* religious producer for 20 years. In 2005 he joined *Fresh Expressions*, which encourages churches to engage with people often on the margins of society.

Now a retired Anglican minister, he is passionate about working alongside those in need and has had links with RVGT since its inception.

### Alan Meyer (Health and Safety)



Alan has lived in Clitheroe for 20-plus years and worships at Clitheroe Community Church.

Since he retired from the Health and Safety Executive, he has been keeping himself busy studying theology and chairing Clitheroe Christians in Partnership. He loves to see the churches in the community joining together in gospel mission.

### Nick Shelley (Gateway Trust Counselling Link Trustee)



Nick has worshipped at St James' Church for the past 10 years, where he serves on the PCC and is the Parish Safeguarding Officer.

As a Child Clinical Psychologist, he specialises in working with children exposed to early-life trauma. He lives with his wife and three children in Wilpshire.

### Diane Steer (Company Secretary and Art4All link trustee)



Born and bred in Clitheroe, Diane is married to Terry and has two grown up children. With 40 years' experience as an Insurance Broker, she now owns Diane Steer Training Solutions, specialising in lecturing in Insurance and Law. She is Church Warden at St Paul's, Low Moor, and a volunteer at the Foodbank. Her interests are pilates, walking her dog, and baking.

# 2.2 The role of a Trustee Board

## The role of a Trustee board

The essential role of the board of trustees is summarised as follows:

- Agree the **ethos, mission, vision**, and major **policies** of RVGT
- Review, evaluate, and approve the **vision and strategy** of RVGT
- Monitor **performance** – see drivers below
- Ensure major **risks** are identified and managed
- Ensure **compliance**
- Approve annual **budget and capital expenditure** programme
- Approve **Annual Report and Accounts**
- In relation to staff: **appoint, support, review performance, and plan succession**
- Approve the **salary and conditions** of staff appointments
- Set **terms of reference** and authorities of any Board sub-committees
- Determine **role descriptions** for Board members where appropriate, e.g. Treasurer

## Drivers of Board performance

### Role clarity

Strategic and policy level – not operational

### Capability

Relevant skills and knowledge

Sufficient time and engagement

Size and structure of the Board serves and does not hinder capability

### Processes

Quality of information provided

Quality of focus of Board attention

Quality of meetings and decision-making processes

Quality of committees and other delegated structures

### Behaviours

Both support and challenge

Transparency and open discussion

Confidentiality

Conflicts of interests handled properly



## 2.3 Duties of a Trustee

### From 'The Essential Trustee'

#### What you need to know; what you need to do

This is a summary of trustees' main legal responsibilities, which are explained in detail on the [Charity Commission website, Essential Trustee section](#). You should read this section as a minimum, and ensure you fully understand your responsibilities by referring to the rest of the guidance (CC3 – Essential Trustee).

#### Before you start - make sure you are eligible to be a charity trustee

You must be at least 16 years old to be a trustee of a charity that is a company or a charitable incorporated organisation (CIO), or at least 18 to be a trustee of any other charity.

You must be properly appointed following the procedures and any restrictions in the charity's governing document.

You must not act as a trustee if you are disqualified under the Charities Act, including if you:

- have an unspent conviction for an offence involving dishonesty or deception (such as fraud)
- are bankrupt or have entered into a formal arrangement (e.g. an individual voluntary arrangement) with a creditor
- have been removed as a company director or charity trustee because of wrongdoing.

There are further restrictions for charities that help children or vulnerable people.

#### 1. Ensure your charity is carrying out its purposes for the public benefit

You and your co-trustees must make sure that the charity is carrying out the purposes for which it is set up, and no other purpose. This means you should:

- ensure you understand the charity's purposes as set out in its governing document
- plan what your charity will do, and what you want it to achieve
- be able to explain how all of the charity's activities are intended to further or support its purposes
- understand how the charity benefits the public by carrying out its purposes

Spending charity funds on the wrong purposes is a very serious matter; in some cases, trustees may have to reimburse the charity personally.

#### 2. Comply with your charity's governing document and the law

You and your co-trustees must:

- make sure that the charity complies with its governing document
- comply with charity law requirements and other laws that apply to your charity

You should take reasonable steps to find out about legal requirements, for example by reading relevant guidance or taking appropriate advice when you need to.



## 2.3 Duties of a Trustee

### 3. Act in your charity's best interests

You must:

- do what you and your co-trustees (and no one else) decide will best enable the charity to carry out its purposes with your co-trustees, make balanced and adequately informed decisions, thinking about the long-term as well as the short-term;
- avoid putting yourself in a position where your duty to your charity conflicts with your personal interests or loyalty to any other person or body;
- not receive any benefit from the charity unless it is properly authorised and is clearly in the charity's interests; this also includes anyone who is financially connected to you, such as a partner, dependent child, or business partner.

### 4. Manage your charity's resources responsibly

You must act responsibly, reasonably and honestly. This is sometimes called the duty of prudence. Prudence is about exercising sound judgement. You and your co-trustees must:

- make sure the charity's assets are only used to support or carry out its purposes
- avoid exposing the charity's assets, beneficiaries, or reputation to undue risk
- not over-commit the charity
- take special care when investing or borrowing
- comply with any restrictions on spending funds or selling land

You and your co-trustees should put appropriate procedures and safeguards in place and take reasonable steps to ensure that these are followed. Otherwise, you risk making the charity vulnerable to fraud or theft, or other kinds of abuse, and being in breach of your duty.

### 5. Act with reasonable care and skill

As someone responsible for governing a charity, you:

- must use reasonable care and skill, making use of your skills and experience and taking appropriate advice when necessary
- should give enough time, thought, and energy to your role, for example by preparing for, attending, and actively participating in all trustees' meetings

### 6. Ensure your charity is accountable

You and your co-trustees must comply with statutory accounting and reporting requirements. You should also:

- be able to demonstrate that your charity is complying with the law, well-run, and effective
- ensure appropriate accountability to members, if your charity has a membership separate from the trustees
- ensure accountability within the charity, particularly where you delegate responsibility for particular tasks or decisions to staff or volunteers



## 2.4 The Essential Trustee

# The Essential Trustee

### 6 main duties



# 2.5 Checklist of Board duties/Qualities of a Trustee

## 2.5.1 Checklist of Board duties

- Ensure that you are fully aware of your duties under Charities Act 2011 and that your board processes reflect these duties. For Charities Act update, see <https://www.gov.uk/guidance/charities-act-2022-guidance-for-charities>
- check the company's articles of association/governing document to establish the scope of trustee powers;
- ensure that minutes are maintained;
- be alert to conflicts of interest between the organisation and trustees as individuals;
- always comply with employment law;
- ensure that the organisation operates a comprehensive system for assessing and minimising health and safety risks;
- keep informed about the organisation's financial position – ignorance will not save trustees from facing liability in certain circumstances;
- be very clear about what service agreements require – often trustee obligations in such agreements will be more onerous than statutory or common law obligations; and
- make sure that the organisation obtains insurance to protect trustees against facing personal liability.

## 2.5.2 Qualities of a Trustee

- A clear Christian testimony, a demonstration of Christian maturity, and an ongoing journey of faith.
- Committed to the RVGT vision, mission, and values in a way of working that demonstrates this and can be clearly communicated to others.
- Understanding and acceptance of the legal duties, liabilities, and responsibilities of trustees. To demonstrate the difference between the governance and management functions of a trustee, the board, and staff.
- Understanding that as well as being trustees of the charity, we are responsible for compliance with charity law.
- Able to work well as a diverse team of trustees.
- Understanding of strategic development.
- Good communication, with good leadership and interpersonal skills, with an ability to empower and challenge supportively.
- Understanding of the context in which RVGT is working to provide the resources for its purpose to promote the work of the gospel in the area where RVGT works.
- Able and willing to devote the necessary time to the role of a trustee, to attend the meetings, and support other events as appropriate.



## 2.6 The Five 'S's of governance

The following is an excerpt from an article by Julia Unwin and is a must-read for all trustees.

Studies of governance tend to focus on the processes and procedures of governance. Advice about roles and responsibilities is increasingly available, and the way in which governing bodies make their decisions is becoming the subject of informed debate. And yet, says Julia Unwin, for many of us who serve as trustees or directors, there is a whole set of other questions which the more technical guides tend to bypass. What sort of board are we? What mode are we operating in? Are we behaving in the right way at the right time?

I have identified five modes in which high-performing boards operate and consider that while very good boards use all of these modes, excellent boards know which they are using and when.

### Support

There are times when the function of the board is to support. Not just to encourage the executive and staff, but also to enable the team to work by ensuring that the infrastructure of the organisation works, that staff are employed, that systems work, and also that they are encouraged and enabled to do their work.

#### **Boards in support mode say:**

Have you got what you need to do that?  
We really ought to celebrate that.  
We really can't allow you to be treated like that.

### Stretch

Equally, there are times when the board needs to stretch the organisation. It needs to challenge and improve what is put to it.

#### **Boards that are stretching say:**

Can't we do any better than that? Can we create a strategic alliance for this?  
Have you thought of doing it differently?  
Couldn't we develop a social enterprise to do this?  
Surely we can improve by more than five per cent?

### Scrutiny

Boards in scrutiny mode examine the propositions put to them, challenging them, and holding them to account.

#### **Scrutinising boards say:**

But this really doesn't make sense. We can't change our services in this way.  
Have you thought of the implications of doing this?  
I don't think you have made the case that....



## 2.6 The Five 'S's of governance



### Stewardship

Boards in stewardship mode guard the assets of the organisation. They are concerned to protect the money, the good name, and the long-term functioning of the organisation. As good stewards, they know that they need to protect and conserve, and if they are charities, they need to preserve assets for beneficiaries tomorrow as well as today.

#### **Boards which are carrying out their stewardship role say:**

But will the money be here in five years time?

Are we giving away our intellectual property too easily?

Is reputational risk too great if we do this?

### Strategy

Boards also make strategy. They listen to what others have to say, they consult the experts, and their stakeholders, but in the end they make the big decisions that affect the future direction of the organisation.

#### **Boards in strategy mode will say:**

The external environment means that we have to re-think....

This is a golden opportunity to open our doors to people from....

We can come out of this a stronger organisation.

In my experience of working with successful boards, the use of the 'five Ss' register an awareness of which mode is appropriate when, and enables boards to really govern with confidence. The risks boards face are when they need to be making strategy, and in fact they are offering support, or when they are so busy husbanding the resource of the organisation, that they don't offer that vital sense of stretch.

*Julia Unwin is an experienced, well-known and respected senior strategic leader, with extensive professional leadership experience in the voluntary and public sectors, and corporate social responsibility. Julia has experience in the regulatory environment having served at a very senior level at the Housing Corporation, Charity Commission and, as Deputy Chair, and later Chair, of the Food Standards Agency and, until December 2016, CEO of the Joseph Rowntree Foundation.*

<http://www.juliaunwin.com/>



## 2.7 The Charity Governance Code

### What is the Charity Governance Code?

A charity is best-placed to achieve its ambitions and aims if it has effective governance and the right leadership structures. Skilled and capable trustees will help a charity attract resources and put them to best use. Good governance enables and supports a charity's compliance with relevant legislation and regulation. It also promotes attitudes and a culture where everything works towards fulfilling the charity's vision.

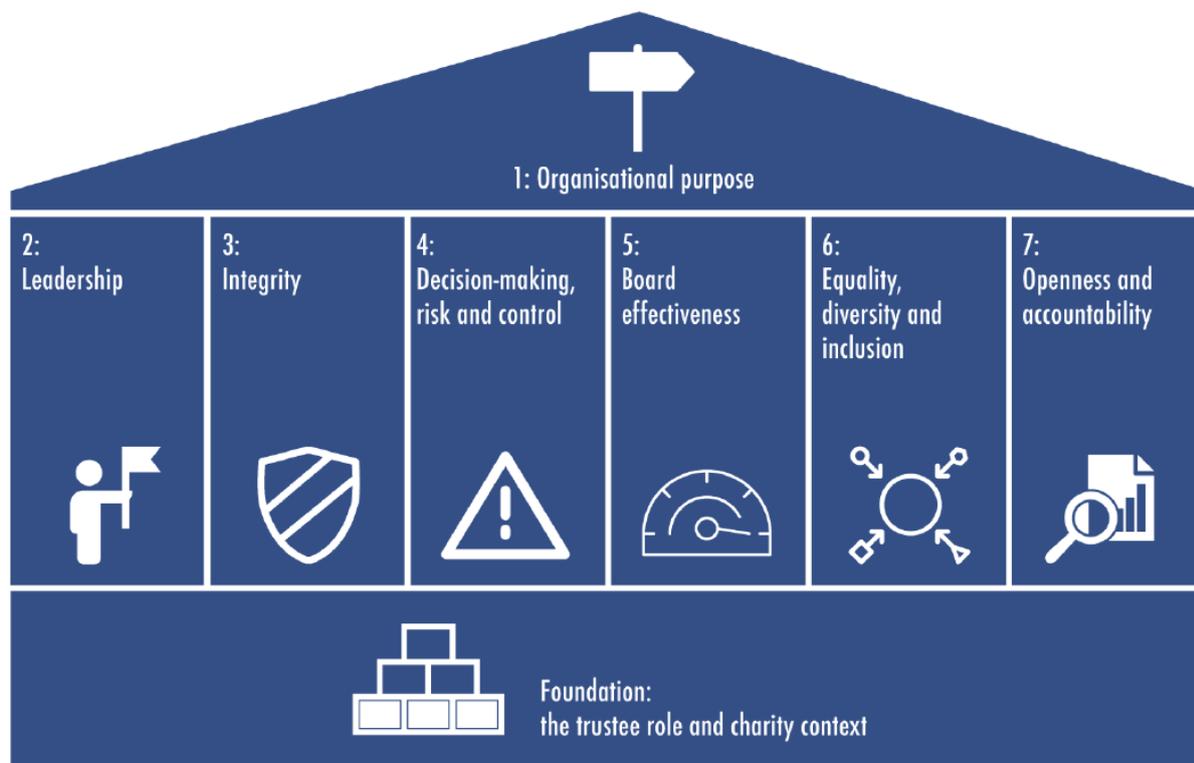
It is the aim of this Code to help charities and their trustees develop these high standards of governance. As a sector, we owe it to our beneficiaries, stakeholders, and supporters to demonstrate exemplary leadership and governance. This Code is a practical tool to help trustees achieve this.

The Code is not a legal or regulatory requirement. It draws upon, but is fundamentally different to, the Charity Commission's guidance. Instead, the Code sets the principles and recommended practice for good governance and is deliberately aspirational: some elements of the Code will be a stretch for many charities to achieve. This is intentional: we want the Code to be a tool for continuous improvement towards the highest standards.

This Code has been developed by a steering group, with the help of over 200 charities, individuals, and related organisations. Development of the Code would not have been possible without The Clothworkers' Company or the Barrow Cadbury Trust, whom we thank for their support.

We hope you find it useful in helping your charity to make an ever bigger difference.

The building blocks of the Code are illustrated in the graphic below.



For more information on the Charity Governance Code and how it might apply to RVGT, please visit:

<https://www.charitygovernancecode.org/en/about-the-code-1/using-the-code>

## 2.8 Trustee induction and recruitment



### Process for appointing potential new Trustees

The Trustees consider the appointment of a new trustee to be an important decision both for the applicant and for the RVGT. To that end there is an appointment process that is designed to give the applicant plenty of opportunity to ensure that he/she understands what is required and is able to commit to the role. Equally it provides the RVGT trustees with opportunity to see how an individual will fit into the trustee board and what qualities and skills they can contribute to the RVGT. The process is as follows:

1. All interested enquirers are encouraged to contact the Chair of Trustees ([chair@rvgt.org.uk](mailto:chair@rvgt.org.uk)) who will arrange for the individual to have an initial exploratory meeting, in person or over the phone, with an existing trustee to find out about the RVGT and the role of trustee. This would also provide a chance for the enquirer to explore how they might be able to contribute to the RVGT and to answer any questions they may have.
2. The potential trustee completes a short profile form and accompanying CV (if possible) which is circulated to all existing trustees.
3. Subject to trustee confirmation based on the above-mentioned form, this would normally be followed by a further meeting, ideally with two trustees to talk through the application and provide a second chance for the applicant to ask questions.

## 2.8 Trustee recruitment and induction

4. Following that meeting, the trustees will confirm if they believe the applicant should proceed to the 'Observer' stage.
5. As an observer, the applicant is offered the chance to visit the projects and meet the project managers and attend a trustee meeting to observe and ask any questions and explore how they might contribute. This allows time for the applicant to discover more about the RVGT and to decide if they would like to proceed with the appointment process. This stage would normally take one to two months, depending on when a trustee meeting falls and the availability of the applicant to visit the projects.
6. If the individual is still interested in becoming a trustee, they are formally approved and appointed as a trustee by the existing trustees at the next trustee meeting.
7. Following appointment of the new trustee, the appointee should complete a trustee eligibility form, the Company Secretary will inform the Charity Commission, and stakeholders will be informed.

**All applicants will be provided with a copy of the Trustee handbook, governing document, relevant financial information and any other information to help them in their decision-making. Each Trustee appointment will be subject to review and renewal by the appropriate nominating body every three years. A charity trustee who has served for nine years must resign but may be reappointed after an interval of at least one year.**



## 2.9 General points

The number of trustees appointed and terms of service including maximum years of service should align with the governing document/constitution.

At the end of each term of service, the trustee may stand for re-election. The other serving trustees will vote to re-elect the trustee and the re-appointment will be on a majority vote. A proposer and seconder will be required to recommend re-election prior to voting.

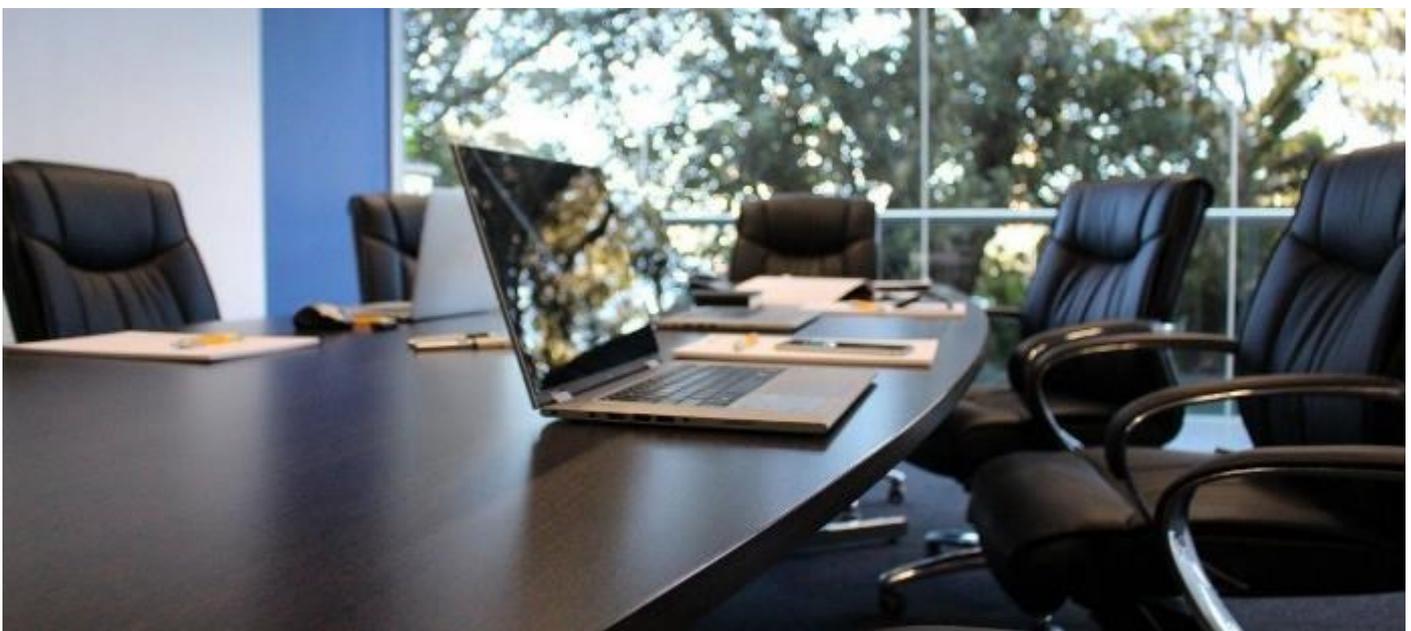
The trustees will review the composition of the board at least once a year to determine if the skills and experience of the trustees is appropriate to the operation of the board and the development of RVGT. If a specific skill or expertise is required for a limited period then it may be more appropriate to appoint a consultant or to co-opt an individual to assist the board.

The composition of the trustee body should reflect an appropriate range of skills to ensure the effective functioning of RVGT. The trustees are elected to operate as trustees of RVGT as set out in the governing document. In the event of trustees leaving the board and a position becomes vacant, then it is incumbent upon the trustees to review the person specification to appoint new trustees with the appropriate skill and expertise.

A trustee member may not – without specific authority from the trustees – enter into any legal or financial arrangement on behalf of RVGT or give direct instruction to the Chair.

Trustees are responsible to contribute to the processes of the trustee body and all its responsibilities and tasks. The trustees are also responsible for representing trustee decisions to stakeholders and the public-at-large.

The trustees are responsible to the Chair of the trustees for their contribution and conduct. The trustees' contribution will be appraised either by the Chair or Vice Chair, usually towards the end of each term of service.



## KEY ROLES

# 3



## 3.1 Chair of Trustees

### 1. Acting Corporately

Charity law insists that the trustees acts corporately.

The Chair acts as the representative of the trustees, basing actions on the decisions of the whole trustee body. The CEO\* (if, and when there is one) reports to the trustees and must be allowed to manage the organisation without undue interference from the Chair.

<b>Compliance:</b>	The Chair needs to take a lead in ensuring that the Board fulfils its function including holding the Board accountable to the strategic direction, legal duties, and governance obligations.
<b>Governing:</b>	The Chair needs to take responsibility for ensuring the Board follows good governance practice and does not stray into management tasks.
<b>Meetings:</b>	The Chair needs to ensure Board meetings are chaired effectively and that meetings are based on a clear agenda and well-minuted.
<b>Staff support:</b>	The Chair needs to support the CEO* and/or other staff and also ensure they are held to account appropriately.
<b>Liaison:</b>	The Chair acts as a conduit between the Board and the CEO* (and possibly other senior staff).
<b>Representation:</b>	The Chair may need to represent the charity on occasions, but this needs to be in liaison with relevant staff.
<b>Arbitrator:</b>	The Chair may act as a last point of call on behalf of the trustees in disciplinary, grievance, whistleblowing, and complaints procedures.

### 2. Chair/staff relationship

The CEO\* and/or senior staff are to be allowed to manage the operational side of the work within the vision, values, and overall strategic direction set by the trustees. A close and robust personal relationship between the Chair and CEO\*/staff is vital, with openness and honesty, the building of respect for, and understanding of each other's different abilities; feeding back to each what is going well and what is not going well; tackling difficult issues; supporting each other prayerfully and personally, taking care not to go behind each other's back or criticise publicly.



## 3.1 Chair of Trustees

### 3. Understanding the different roles

- Chairing Meetings:** The Chair needs to work well with the CEO\*/staff in ensuring the trustees' agenda is appropriate, noting all fiduciary, strategic, and generic responsibilities.
- Ensuring compliance:** The Chair needs to take a lead in ensuring that the compliance responsibilities of the trustees are fulfilled, while keeping an eye on the fact that the main role of the trustees is to ensure the organisation is fulfilling its objectives, having a clear vision, and looking to the future.
- Vision setting:** The Chair needs to ensure that trustees take the key appropriate vision, values, and strategic decisions and not simply leave that area to the CEO\*/staff.
- Right information:** The Chair needs to ensure that the right information is provided to the trustee body, including ensuring good budgeting, adequate controls on processes, and monitoring of ongoing financial health of the organisation, staff issues, as well as wider sector information and trends.
- Non-operational:** The Chair needs to ensure that other trustees do not overstep the mark in interfering in operational issues, unless by prior agreement or circumstances require it.
- Support and challenge:** The Chair needs to ensure the trustees get the balance right between support and robust challenge for the CEO\*/senior staff.

### 4. Staff support, review, and appraisal

The Chair will aim to be in contact regularly with the CEO\*/staff for encouragement, prayer, and feedback so that:

- The CEO\*/staff can seek independent advice and counsel
- There are no surprises in the annual review
- Issues can be dealt with at an early stage
- The CEO\*/staff have a clear feedback mechanism

The only distinct operational role of the Chair of Trustees is to take responsibility for the annual appraisal of the CEO\* (if, and when there is one) and/or senior staff. There will be a written review form on which the staff member reviews his/her own work against the job description, including key areas of responsibility, key elements of the strategy and objectives set in previous reviews. Staff may include an assessment of the direction and support from trustees, with suggestions for improvement.

The review will be a two-way process to provide:

- Feedback to the staff in their work
- An opportunity for the staff to identify ways in which the trustees can help them be more effective



## 3.1 Chair of Trustees

The annual review will normally be done by the Chair, preferably with another trustee present. It will remain confidential to those involved in the review. The final version will be signed by the Chair and the staff member, with copies retained by both.

Before the meeting, the Chair will seek input from trustees to see if there are any matters they wish to be raised. The meeting will allow for jointly developing appropriate objectives for the coming year. The results will form the basis of the informal meetings and the subsequent annual review.

An agreed summary of the annual review form will be available to all trustees who should obtain an all-round perspective on the staff member's performance, including comments from trustees, other relevant staff members, and appropriate external people, especially partner organisations and key stakeholders.

## 5. Appointment of a new Chair

- The current Chair will contact all current trustees and any relevant staff to inform them of his/her desire to stand down.
- Each trustee will be asked to consider prayerfully if they feel they would like to be considered for the Chair role, or to nominate someone they think could fulfil the role.
- This communication should also include the Chair job description so that expectations are clear.
- A deadline for responses will be given, with replies to be sent to the Chair by email.
- Any potential candidates will be considered by the Chair and CEO\*/staff (if appropriate).
- If more than one person is being considered, then a further step of a face-to-face conversation with the Chair may be conducted and any additionally proposed trustees, for example, a governance sub-group or trustee with a governance portfolio.
- The Chair and relevant staff will decide on a recommendation.
- The Chair will talk with each candidate to explain the recommendation being made (see 2.8 Trustee induction and recruitment).
- A recommendation will be made to the Trustees, voted on, and minuted.
- After an appointment is agreed the Company Secretary will complete the necessary administration with the Charity Commission, and any other relevant bodies.

## 6. Length of service of the Chair

Each term of service should be in line with the governing document (three years is deemed good practice), with a potential second term, after which a new Chair should be appointed. The Chair will give notice of readiness to serve a second term or his/her intention to step down at the end of three years. The Chair may be supported by a Vice Chair who may stand in in the absence of the Chair, fulfilling the functions as noted above.

\*All references to CEO is relevant if and when a CEO is appointed. Otherwise, the relationship will be between the Chair, and/or delegated trustees, and employed staff.



## 3.2 Vice Chair

### 1. Context

It's worth remembering that whatever roles you create on the Board, the trustees are collectively responsible for the running of the charity. You are not required to have a Vice-Chair and it is perfectly acceptable for your Board to decide not to appoint to such a role. Many Boards however, do find it helpful to create such a role.

### 2. Deputy Chair or Vice Chair - does it make a difference?

Many use these terms interchangeably. We use deputy Chair to mean someone who steps in for the Chair when they are not there. In that sense it is a sporadic role, akin to an understudy. A Vice Chair however has a defined and ongoing role (which may include some deputising for the Chair.) The rest of this briefing focuses on the concept of a Vice Chair and explores what might be in the role.

### 3. Why have a Vice Chair?

It helps to be clear about the particular reasons the Board has for creating the role of Vice Chair. These vary from organisation to organisation. They may include:

- To support the Chair, for example, acting as a sounding board.
- As part of the Board's succession planning – in some boards the Vice Chair is expected to succeed the current Chair.
- To help the Board hold the Chair to account, e.g. providing feedback, leading on Chair appraisal.
- The Board has decided to split the governance responsibility into two areas to make the task more manageable or reduce dependence on one person.
- The Board needs a specific governance lead on key areas of the organisation's policy or services (e.g. to lead for the Board on a major project or partnership).
- The Chair travels a great deal and has commitments that mean she or he has limited availability between Board meetings.

Ensure the Board is agreed about the purpose of the role.

### 4. What about a senior independent trustee?

A handful of Boards have adopted the idea of a senior independent trustee (an idea adapted from the private sector concept of Senior Independent Director). This trustee has a particular role to hold the Chair to account, including offering support and feedback to the Chair, leading the appraisal of the Chair, and acting as an intermediary with key stakeholders when needed. They play a particularly key role in times of Board stress, or Chair/CEO difficulty. Some charity Boards have appointed a senior independent trustee or incorporated some of these aspects into the Vice Chair's role, but this is still relatively rare.

### 5. What is the role of the Vice Chair?

The Vice Chair is a trustee and has the same legal responsibilities as other trustees. Additional duties may be agreed for the Vice Chair, and these will vary from organisation to organisation and be informed by why the Board has created the post.



## 3.2 Vice Chair

### 6. Where to start?

If you decide you want to establish or update the role of Vice Chair of your Board, start by refreshing the role description of your Chair. From this you can create a complementary role description for the Vice Chair. Make time to have a discussion with the Board members about the role of the Vice Chair, using the headings and questions below as a resource.



- **Overall purpose of the role**  
Start by clarifying the purpose of the role – section 3 may help you clarify your rationale. Do you want it to be a fixed role, or one that you review each time your Chair changes? Some Boards like to leave the duties quite flexible, giving the Chair and Vice Chair discretion to allocate responsibilities as they see fit.
- **Succession**  
Is it expected that the Vice Chair will become Chair? There are pros and cons of this approach. A trustee may have much to offer as a Vice Chair but not wish to serve as Chair. The important thing is to be clear about it.
- **Selection and term of office**  
Should the Chair select their own Vice Chair? (This is unlikely to be appropriate if the Vice Chair is also going to be the Chair's successor). Should the Board or the wider membership elect the Vice Chair? Do you want to elect/select the Vice Chair from existing trustees or have someone from outside the Board? Should the Vice Chair step down when the Chair goes?
- **Skills and experience**  
What special skills do you need to have represented by the Vice Chair? Will that change when the current Chair steps down?
- **Leadership responsibilities**  
How will the leadership role of the Board be shared by the Chair and Vice Chair? Will the Vice Chair lead on certain areas e.g. leading on governance improvements, perhaps chairing a governance committee, or on particular agreed projects (e.g. a strategy working group). Ensure that the Board is clear about what is being delegated and what is not.
- **Relationship with the Chief Executive**  
How do you expect the Chief Executive/Director to relate to these two lead governance roles? Will the supervision of the Chief Executive be managed by the Chair, Vice Chair or both? How will this work?
- **Induction**  
Given all the above, what induction is needed for the Vice Chair?

### 7. Summary

A Vice Chair can be a really helpful addition to your board and a useful partner to the Chair. It helps to be clear and explicit about your expectations. A Vice Chair typically commits more time and is willing to help share the leadership role. They can act as a sounding board and as a critical friend as needed. They bring added skills, experience, and perspective.



## 3.3 Treasurer

The Treasurer is a trustee, appointed by the trustees and may also be the Chair of the Finance Committee (if there is one). That trustee would ideally have six months experience as a trustee before appointment unless otherwise agreed by the trustees, or if that is not practicable, be given adequate training to undertake the role.

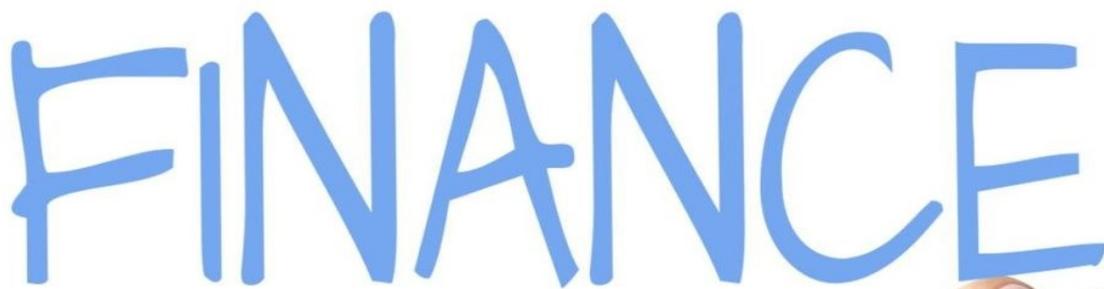
An external treasurer can be appointed if the trustees agree, however, that appointment should ideally report to a trustee who has sufficient experience to manage the Treasurer. The Treasurer will be expected to have relevant experience (if not a qualified accountant).

The appointment of a trustee to this position will be in accordance with the governing document and will be on a majority vote. A proposer and seconder will be required to recommend re-election prior to voting.

The Treasurer derives his/her authority from, and is accountable, to the trustees and is responsible for providing information and advice to the trustees and will report to the trustees in a way that demonstrates effective management and in way that is understandable to those who lack financial management acumen.

### Overall tasks

- Oversee the financial affairs of the organisation and ensure they are legal, constitutional, and within accepted accounting practice.
- Ensure proper records are kept and that effective financial procedures are in place.
- Monitor and report on the financial health of the organisation.
- Oversee the production of necessary financial reports/returns, accounts, and audits.



FINANCE

## 3.3 Treasurer

### Specific tasks

- Liaise with relevant staff, committee members, and/or volunteers to ensure the financial viability of the organisation.
- Make fellow committee members aware of their financial obligations and take a lead in interpreting financial data to them.
- Regularly report the financial position at committee meetings (balance sheet, cash flow, fundraising performance, etc).
- Oversee the production of an annual budget and propose its adoption at the last meeting of the previous financial year.
- Ensure proper records are kept and that effective financial procedures and controls are in place, i.e.:
  - Cheque signatories
  - Purchasing limits
  - Purchasing systems
  - Petty cash/float
  - Salary payments
  - Pensions
  - PAYE and NI payments
  - Others as appropriate
- Appraising the financial viability of plans, proposals, and feasibility studies.
- Lead on appointing and liaising with auditors/independent examiner.

### If the Treasurer is expected to undertake all finance duties, consider adding;

- Undertake bookkeeping duties and/or oversee the finance volunteer (if there is one) ensuring posting and bookkeeping is kept up-to-date.
- Maintain the petty cash system and regularly process petty cash claims.
- Regularly carry out reconciliations/oversee regular reconciliations by the finance volunteer.
- Arrange payments to creditors as appropriate and arrange appropriate signatures on payments.
- Make the necessary arrangements to collect payments from debtors and bank payments promptly.

### Qualities

- Knowledge and experience of current and fundraising finance practice relevant to voluntary and community organisations.
- Knowledge of bookkeeping and financial management (as necessary).
- Good financial analysis skills.
- Ability to communicate clearly.



## 3.4 Company Secretary

A question that is often asked by trustees is, 'What does the Company Secretary do? They may have been given the role, volunteered for it, been volunteered for it (by someone else), been cajoled, encouraged, enticed into it or even been appointed and didn't know they had been, until sometime later. There are many different stories as to how someone landed the role.

But it's not always a trustee that takes on the role. No two charities are the same and the way in which charities embrace the duties normally expected of a Company Secretary varies considerably. Small charities may have little option – it's either a trustee on an unpaid basis or the one and only employee has it as part of their job description.

As organisations grow, roles change. In medium and large charities, it is quite usual for the role of the Company Secretary to be incorporated into the role of a member of the senior management team, probably the CEO. But it doesn't have to be. A trustee could still do it, (still unpaid of course) if the rest of the board wanted it to be that way.

Did you know that the Company Secretary of a charity needs no formal qualifications? But there are a number of things that a Company Secretary needs to know. Someone new to the role will feel that they need to become more familiar with what is expected, so these top five tips to help in getting to know the role would include;

### 1. Know your charity's governing document

The memorandum and articles of association (or just 'articles' if you are a relatively new organisation) contain the detail of what your charity can do and how it must conduct itself.

### 2. Know your regulators

Most charitable companies will need to report to, and comply with, the rules and regulations set by the Charity Commission and Companies House. Become familiar with the reporting regulations and have a programme to ensure you meet your reporting obligations.

### 3. Know the law relating to charities and companies

- or at least have access to someone who can advise you on the law.

### 4. Be familiar with the policies of your organisation

You don't need to know them all, but you do need to have an awareness of the policies that exist and how you might access them.

### 5. Know the structure of the organisation

This includes how it operates on a day to day basis and how the Board operates. Also, how the Company Secretary is expected to work with the officers of the board.

After that it should be plain sailing. Not only are all charities different but all Company Secretaries are different too.

## 3.4 Company Secretary



### Overall responsibilities

- To ensure that the requirements of Companies House<sup>1</sup> /Charity Commission are met;
- that committee meetings are properly administered and recorded;
- that the list of Directors at Companies House/Charity Commission are kept up-to-date;
- to ensure that the AGM, EGMs, etc. are properly administered;
- that membership records are kept up-to-date;
- that annual returns are made to regulatory bodies<sup>2</sup> as appropriate and in the correct format.

<sup>1</sup>Companies House is the regulatory body for registered Companies.

<sup>2</sup>Generally the Company Secretary will also take responsibility for ensuring that reporting is carried out for all other regulatory bodies as well.

### Specific responsibilities

- Ensure that committee meetings and the AGM are run according to the constitution<sup>3</sup> and Companies House requirements.
- Ensure nominations for director are received in time and in the correct format.
- Ensure voting procedures are followed correctly.
- Ensuring that any required business is dealt with (such as appointment of auditors).
- Ensuring that committee meetings, including decisions and actions, are adequately minuted.
- Ensure accurate and up-to-date membership records are maintained in accordance with the constitution and Companies House/Charity Commission requirements.
- Ensure that the annual return to Companies House/Charity Commission is made on time.

<sup>3</sup>The proper name for a constitution of a company is The Memorandum and Articles of Association or Articles of Association.

## 3.5 Additional Board Functions

As part of the board's role in overseeing the work of the charity, there are other roles which need to be fulfilled, subject to a sufficient number of trustees and respective expertise, and they are outlined in the following section.

### Safeguarding Lead

Every trustee has responsibility for safeguarding children and vulnerable adults. However, the lead trustee for safeguarding within the Ribble Valley Gateway Trust (RVGT) is a trustee who has been nominated and approved by the board of trustees to take a lead on matters relating to Safeguarding. The lead trustee for Safeguarding within the RVGT is also the Designated Safeguarding Lead (DSL) for the trust and the associated projects.

The lead trustee for safeguarding usually takes on three main sets of duties related to safeguarding in addition to their wider responsibilities as a trustee.

#### Strategic

- Consider the trust's strategic plans and make sure they reflect safeguarding legislation, regulations specific to RVGT activities, statutory guidance, and the safeguarding expectations of the Charities Commission.
- Regularly review whether the things RVGT has put in place are creating a safer culture and keeping people safe.
- Ensure the risk register reflects safeguarding risks properly and plans sensible measures to take, including relevant insurance for trustees' liability.
- Make sure there is space on the agenda for safeguarding reports and help trustees understand and challenge those reports.

#### Effective policy and practice

- Make sure there is an annual review of safeguarding policies and procedures and that this is reported to trustees.
- Understand the monitoring RVGT does to see whether policies and procedures are effective.
- Learn from case reviews locally and nationally, to improve your organisation's policies, procedures, and practices.
- Oversee safeguarding allegations against staff or volunteers, together with the chair of trustees.
- Be a point of contact for staff or volunteers if someone wishes to complain about a lack of action in relation to safeguarding concerns.

#### Creating the right culture

- Champion safeguarding throughout the organisation.
- Attend relevant safeguarding training events and conferences.
- Support the trustees in developing their individual and collective understanding of safeguarding.
- Attend meetings, activities, projects to engage with staff, volunteers and beneficiaries to understand safeguarding on the ground.

## 3.5 Additional Board functions

- Work with the chair and communications team in order to manage all serious safeguarding cases.
- Support regular safeguarding updates for staff, volunteers, and beneficiaries.
- Gathering the views of staff and volunteers in relation to safeguarding and sharing these with the board.

### Designated Safeguarding Lead

The designated safeguarding lead (DSL) will act as the main source of support, advice, and expertise for safeguarding within the RVGT and associated projects, and have the following responsibilities:

- Advise and support project managers and the trust board in developing and establishing the organisation's approach to safeguarding.
- Advise on training needs and development, providing training where appropriate.
- Provide safeguarding advice and support to staff and volunteers.
- Manage safeguarding concerns, allegations, or incidents reported to the organisation.
- Manage referrals to key safeguarding agencies (e.g. social services or police) of any incidents or allegations of abuse and harm.

### Roles in specific situations:

#### Safer Recruiting

Effective safeguarding starts with ensuring that we have the right people in the right roles. For those projects that are working with vulnerable adults or children, it is essential that the correct checks into an applicant's background are carried out. The Safeguarding Lead will work with the board of trustees and project managers to ensure that the correct level of DBS (Disclosure and Barring Service) checks are carried out before staff or volunteers are employed, and that appropriate references are taken up as well.

The DSL will be the point of contact for the umbrella organisation carrying out the checks to contact in the instance that DBS checks are not clear, and will work with the project manager to ensure that the prospective applicant is given a fair opportunity to engage in the work, ensuring that children and vulnerable adults can be kept safe.

#### Allegations

Ribble Valley Gateway Trust has at its heart a desire to work with the most vulnerable residents within the Ribble Valley, whether by virtue of mental health, poverty, or disability. All users of RVGT services should be confident in accessing our services that they will be free from abuse.

When allegations against staff or volunteers are made, these should be notified to the DSL within 24 hours. The allegation should be documented carefully using the RVGT form, and passed immediately to the DSL. The DSL will take a lead in ensuring that the appropriate action is taken, with the support of the chair of trustees and the project managers, with the relevant authorities being informed.

We need to be mindful that employed staff and volunteers are protected from false allegations, and to this end training will be provided to all staff and volunteers around safer working practices.

## 3.5 Additional Board functions



### Disclosures

Due to the nature of the work we do, disclosures about past or current abuse may be made to any one of our volunteers or staff. This can be very distressing for staff. All staff will be trained in basic safeguarding practices to support them in identifying when abuse has occurred. The DSL will be available to support any member of staff who wants to discuss a concern that they have. The DSL will make a decision about whether the concern is a safeguarding issue, i.e. that a child or a vulnerable adult is at risk or harm, and will then inform the relevant authorities.

## Health and Safety Lead

### Aims

**The trustee with responsibility for health and safety will seek to:**

- Provide assurance to trustees that project health and safety policies are legally compliant and reflect project plans and priorities
- Provide assurance to trustees that risk controls are operating effectively
- Ensure trustees are informed of any health and safety shortcomings
- Ensure trustees' plans are compliant with health and safety law

### Core action

**Review the health and safety performance of RVGT projects once a year.**

The review process will:

- Examine whether project health and safety policies are up to date and continue to comply with legal requirements (and any specific requirements of the Trussell Trust);
- Examine whether project health and safety procedures are up to date, relevant, and effective
- Examine whether significant risks have been identified and associated control measures are effective
- Agree any remedial actions with project managers to address any weaknesses, and monitor their implementation
- Report health and safety shortcomings to the trustees
- Consider interim reviews in the light of any significant shortcomings or events.

## 3.5 Additional Board functions

### Communications Lead

#### Overall aim:

**Enable and encourage professional quality and effective communication for all RVGT projects across all platforms and media especially:**

- Websites
- Social media: Facebook, X (formerly Twitter) as a minimum
- E-bulletins or printed equivalent targeted at both volunteers and supporters
- Signage where appropriate
- Regional media (print and broadcast)
- Other literature (e.g. contact cards)
- Video / audio

#### **This will be achieved by:**

- Meeting twice yearly with project managers to review and audit communications
- Offering guidance, particularly in the area of media releases and other occasional high-profile pieces of communication
- Acting as an advisor in the event of potentially bad publicity or reputational damage
- Being involved in the appointment of any staff where communication forms part of their job description
- Assisting in training, especially in the area of video/audio
- Reporting back to trustees, particularly if any areas of concern arise

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### Link Trustees

The role of the Link Trustees is key for the support of the respective project managers and for providing additional insight and understanding to the RVGT trustees.

The Link Trustees will effectively provide a vital means of connection, communication, encouragement, and support to the respective project manager. To that end, each Link Trustee should meet with the manager of their allocated project on a quarterly basis to enable this to happen, and perform an annual review with their project manager.

The Link Trustee will act as 'sponsor' for their allocated project and will represent the project to the RVGT trustees. That will include providing insight, understanding of the project and any specific issues/challenges being experienced by the project manager. This will help the Trustees in shaping strategic decision making.

As part of the Link Trustee role, initial approval for any expense claims or invoices from the project managers should be sought before these are passed for payment.



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