

FAVERSHAM CREEK TRUST

The Purifier Building • North Lane • Faversham • Kent • ME13 7DY

TRUSTEE ROLE AND CONDUCT

This document describes the role and responsibilities of a trustee of the Faversham Creek Trust (“the Trust”), including term of office and the time commitment that a trustee can expect to make. Information about remuneration is also included.

The code of conduct for a trustee is laid out, followed by information about joining the Trust and the circumstances and procedure by which a trustee may be required to leave the board.

Policies for the management of the Trust and its activities, the raising and distributing of funds and the safe management of the Purifier Building are contained in separate documents also available on the Trust’s website at www.favershamcreektrust.com.

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Introduction

These notes are designed to assist anyone considering joining the Trust's Board of Trustees.

Trustees have and must accept ultimate responsibility for the charity's affairs, using their personal skills and experience to ensure that the charity is solvent, well run, efficient and delivering its charitable outcomes.

This role and conduct description, in addition to other role descriptions, the Trust's Memorandum and Articles of Association, Policies and Procedures, and Vision & Strategy, forms part of the Faversham Creek Trust's Governing Document.

The Trust is a charitable company limited by guarantee and trustees are also directors who have duties under both company law (the Companies Act 2006) and charity law (the Charities Act 2011). For the benefit of the public, the Trust aims to:

1. Secure the regeneration and use of the historic Faversham Creek and basin as a maritime waterway.
2. Promote the preservation of buildings and sites of historic or architectural importance along the Faversham Creek waterfront.
3. Support education, training and work experience including traditional boat building and repair.
4. Support the provision of boat building, boat repair and leisure facilities on or near the Creek.
5. Promote the protection and conservation of the environment of the Creek.
6. Advance education about Faversham Creek maritime history, heritage and boatbuilding tradition through talks, presentations and study events.

Role and Responsibilities of the Trustee

The role of the trustee is to administer and safeguard the Trust, to ensure its effectiveness, accountability and financial stability and to carry out day-to-day operational decisions as agreed and delegated by the Board.

The duties of a trustee are to:

1. Ensure the organisation pursues its stated objects, as defined in its governing document, by developing and agreeing a long-term strategy, defining goals and plans and evaluating performance against agreed targets.
2. Ensure compliance with the governing document, acting within charity law, company law and other relevant legislation and regulations, and abiding by the stated policies and procedures of the Trust.



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3. Ensure that the Trust applies its resources exclusively in furtherance of its charitable objectives for the benefit of the public, acting with probity and due prudence and seeking professional advice on any significant matter where trustees do not have expertise, using their own judgement as to whether to follow advice or seek a second opinion.
4. Maintain proper fiscal oversight to ensure the financial stability of the organisation and protect and manage the property of the charity and ensure the proper investment of the charity's funds in the interests of current and future beneficiaries.
5. Promote the Trust, acting in its best interests and safeguarding its good name and values, according to the Trust's Code of Conduct for trustees.
6. Ensure the effective and efficient administration of the organisation, ensuring appropriate policies and procedures are in place and risk assessments are carried out.
7. Participate actively and constructively at board meetings, as per the Code of Conduct given below.
8. Recruit, appoint and induct new board members.

Term of Office

Trustees are elected by the membership of the Trust at each AGM to serve for an initial three-year term. This term ends three years from the date of their election at the AGM and, at the end of this term, they stand down. Nominees may be appointed by the Board between AGMs and invited to stand for election at the next AGM.

If a trustee is eligible, they may stand for two further terms to a maximum of nine years, as recommended by the Charity Commission to allow for progressive refreshing of the Board. In exceptional circumstances, their reappointment for an additional term would be considered by the Board, subject to an in-depth review, which would be explained in the trustees' Annual Report.

The officers of the charity – the Chair, Deputy Chair and Treasurer – are appointed by the Board for a period of three years. They may be reappointed by the Board for two further terms of three years, to a maximum of nine years, in line with the date of their appointment to the office.

Time Commitment

The Board expects all Trustees to take a full and active part in the Trust's activities which is estimated to require a commitment of around 100+ hours across a year (a minimum of 2, more likely 4 hours/week if involved in specific projects):

- a. Eleven Board meetings per year, held monthly, approx. 2 hours duration - 22 hours (no meeting in August)
- b. Preparation in advance of meetings, approx. 1 hour - 11 hours
- c. Annual General Meeting: preparation, attendance, follow-through - 6 hours



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- d. Ad-hoc strategic & project planning meetings and events - estimated 60 - 100 hours.

Remuneration

The role of trustee is not accompanied by any financial remuneration. Trustees will be reimbursed for reasonable and receipted out of pocket expenses (mileage, parking, public transport etc.) monthly, payable by BACS.

Code of Conduct

This code sets out what is expected of trustees to maintain the highest standards of integrity and stewardship; to ensure that the Trust is effective, open, transparent and accountable; and to ensure good working relationships between trustees, volunteers, members and the public.

As individuals, trustees shall:

1. Hold themselves accountable to the Trust's stakeholders (members and patrons) for the Board's decisions, their individual performance and the collective performance of trustees and the Trust as a whole.
2. Conduct themselves in a manner which respects fellow trustees and does not undermine the reputation of the Trust.
3. Not take part in any activity which conflicts with the Trust's charitable objects or contravenes legislation.
4. Abide by all the Trust's policies and procedures, highlighting specific items as follows:
 - a. Not to behave in a way that discriminates on the basis of gender, sexual orientation, race or religious persuasion, social class, age or disability.
 - b. Not to benefit financially or materially from their trusteeship, or enable family, friends or associates to do so.
 - c. To declare any conflict of interest and not place themselves under any obligation to individuals or organisations outside the Trust that might influence them in the performance of their duties as trustees. If there is a conflict of interest, a trustee should not play a part in the decision-making process unless there is an exception laid out in the Articles allowing her/him to do so.

As board members, trustees are expected to:

1. Attend all board meetings. If a trustee is unable to attend a meeting, they must give notice to the Chair in good time. Trustees must attend a minimum of six meetings per annum. If a trustee does not attend six meetings within a year, and/or has no contact with the Board for three months, the Board may oblige the trustee to stand down from their position.



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2. Abide by board governance procedures and practices. Trustees will prepare fully for Board meetings, studying papers beforehand and be prepared to debate and vote on agenda items during board meetings. Board papers are sent to trustees at least three working days before the meeting. These include an agenda, financial reports and background information to aid decision-making and monitor strategic progress. Previous meeting minutes are available to all trustees on the Trust's cloud storage system.
3. Treat fellow board members and other individuals with courtesy during board meetings and while conducting Trust business and maintain a respectful attitude towards their opinions and personal information. Trustees shall abide by data protection law when handling personal information (see the Trust's Data Protection policy).
4. Accept the majority board vote on any issue as decisive and final.
5. Honour the authority of the Chair and respect his/her role as leader of the Trust.
6. Respect Board confidentiality while never using confidentiality as a barrier to not discussing matters.

Joining the Trust

Person Specification

An applicant will need to show:

- A commitment to the Trust and its work, as stated in its charitable objects
- A willingness to devote the necessary time and effort to their duties as a trustee
- Good, independent judgement
- An ability to think creatively and strategically
- A willingness to speak their mind
- An understanding and acceptance of the legal duties, responsibilities and liabilities of trusteeship
- An ability to work effectively as a member of a team, collaborating and co-operating with other trustees to make appropriate decisions, resolve conflicts and further the work of the Trust
- A commitment to Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

The Board needs people with skills and experience in any of the following areas:

- Designing and managing projects, setting targets, monitoring and evaluating performance and programmes in commercial or non-profit making organisations
- Financial management, fundraising & income generation
- Management of people, including arms-length relationships with statutory authorities, volunteers and tenants
- Expertise in planning, ecology, maritime crafts and history, local regeneration etc.



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- Public relations, marketing and event organisation
- Legal matters.

Recruitment

The Governing Code of the Charities Commission recommends that it is important to have a rigorous approach to recruitment of a charity's trustees. There will be a formal process of advertising for, interviewing and appointing of shortlisted candidates which is described below. The role description and code of conduct for trustees is available to all candidates.

Process of recruitment, appointment and ratification of a trustee

1. Recruitment
 - a. Candidates for the role of trustee will be invited to submit a written application before selection for interview by a quorum of Board members.
 - b. References will be sought from current or previous organisations relevant to the role
 - c. A decision to make an offer to the candidate to continue to the next stage will be taken by the full Board
 - d. Successful candidates will be required to undertake a 3-month trial period as a 'trustee-nominee' before consideration for appointment as a trustee.
2. Trial period
 - a. Appointment will be subject to an initial three-month trial period to test the 'fit', meaning the fit of the candidate with the demands of the charity's work, i.e., working style in terms of behaviour, manner and attitude.
 - b. The Board follows a process of consultation set out in its Memorandum and Articles of Association to guide its actions in regard to a trial period. In this document, trustees are referred to as directors.
 - c. The directors may refuse an application for directorship (or trusteeship) at any point during the trial period if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
 - d. The process requires a quorum of the board to be consulted and to come to a consensus view.
 - i. The quorum for decision shall be two or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.
 - ii. Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.
 - e. The directors must inform the trustee-nominee in writing of the reasons for the termination of the trial period within 21 days of the decision



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- f. The directors must consider any reasonable written representations the applicant may make about the decision
- g. The directors' decision following any written representations must be notified to the applicant in writing but shall be final
- h. Any notice may be given in electronic form.
- i. Formal appointment is subject to successful board resolution and ratification. A trustee-nominee is not an appointed trustee. During this period, candidates will be able to attend board meetings and other activities of the Trust but will not have voting or decision-making powers.

3. Resolution

- a. If the trial period is successfully completed, there will be a board resolution to formally appoint the candidate via a vote of the Board with the decision recorded in the minutes of the meeting.
- b. The candidate will be formally notified in writing of the appointment.

4. Ratification

- a. Board appointments need to be ratified by the Members at the AGM following appointment. The ratification process will be in three parts:
 - i. Nomination by written notice to Members as part of the AGM agenda
 - ii. Presentation of the candidate's profile and rationale for recommendation to Members at the AGM, with questions or objections if required
 - iii. A vote of the Members, minuted at the AGM.

New trustees will be required to undertake a trustee training session within their first year of office.

Leaving the Board

A trustee may give notice at any time if their personal circumstances prevent them from carrying out their responsibilities as a trustee. Notice must be given in writing to the Chair, preferably three months in advance of their intended departure.

A trustee can be required to leave the board if the trustee:

- does not attend meetings as required.
- has been a trustee for longer than the governing document allows.
- has an undeclared or irresolvable conflict of interest.
- is legally disqualified from being a company director.
- is medically incapacitated.
- is damaging or has damaged the Trust's reputation.
- has misappropriated funds, including expenses.



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- is in breach of the Code of Conduct.

A trustee can also be removed if the lack of cooperation between co-trustees substantially impairs the board's ability to administer the Trust.

Should a trustee breach any of these conditions to the extent that confidence is lost in the trustee's ability to carry out her/his responsibilities or represent the Trust, it is the responsibility of the Chair to instigate an investigation:

1. The Chair will write to the trustee concerned setting out the alleged breaches and giving the trustee the opportunity to respond in writing to the allegations within two weeks.
2. After the two-week period has expired, and regardless of whether the trustee has responded to the allegations, the Chair will inform the Board of the allegations in writing and of any responses received.
3. Unless the matter is discontinued at this stage or the trustee resigns, the Chair will convene a meeting of the Board to discuss the matter.
4. If the matter is not resolved at the Board meeting, the Chair will give special notice to the Board of the passing of an ordinary resolution. If the resolution is passed, the trustee will be required to resign with immediate effect. Should the vote be split, the Chair will have the deciding vote. [Note: a charity incorporated as a company limited by guarantee has a statutory right to remove a director on the passing of an ordinary resolution of which all the directors have been given special notice].
5. If the Chair is the subject of the allegations, the Chair's role will be carried out by the deputy Chair who will have the deciding vote.

Reference material

Trustees are encouraged to look at support material on the internet. Some suggestions are:

- <http://www.smallcharities.org.uk/>
- <http://www.associationofchairs.org.uk/>
- <https://www.gov.uk/government/organisations/charity-commission/services-information>
- <http://trusteelearning.org>



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