



Mind in Croydon Limited

GOVERNANCE MANUAL

CONTENTS

- 1 Responsibilities of the Board**
- 2 Board of Directors - Ways of Working**
 - Size of Board**
 - Keeping In Touch With Users, Staff, Volunteers And Other Agencies**
- 3 Recruitment, Selection, Induction And Support Of New Trustees**
- 4 Job Description For Trustees**
- 5 Trustee Self-Appraisal**

RESPONSIBILITIES OF BOARD

1. Legal responsibility for the work of the Charity and the employment of staff;
2. Deciding overall policy for the Charity's work within the guidelines laid down by the Memorandum and Articles;
3. Ensuring that all monies are properly accounted for and that the Charity is meeting its aims within the constraints of resources;
4. Responding to complaints/dissatisfaction from funders or users;
5. Ensuring that all Committee responsibilities, delegated or otherwise, are carried out effectively;
6. Ensuring the Charity complies with relevant legislation, particularly the Companies Act, Employment legislation, Health and Safety legislation and regulations; Finance legislation, including SORP;
7. Ensuring that Mind in Croydon premises are properly insured and maintained in a safe condition;
8. Working within the Equal Opportunities Policy, Confidentiality Policy and other policies agreed by the Board;
9. Responsible for ensuring that the Board act at all times in the best interests of its beneficiaries.
10. Responsible for ensuring that all constitutional requirements for general meetings, board meetings, sub-committees etc. are properly followed.
11. Responsible for reviewing the activities and services of the organisation on a regular basis and agreeing developments and priorities of the organisation over the short and long term.
12. Responsible for ensuring the organisation has clear policies, rules, guidelines, standards and procedures for carrying out its work, also that they are regularly reviewed and updated as appropriate.
13. Responsible for ensuring that the organisation has a clear 'Mission Statement' of what it is trying to achieve. It should be reviewed by the Board each year.
14. Responsible for ensuring a Strategic Plan is drawn up on a regular basis. The Plan should be regularly reviewed and revised as necessary.
15. Responsible for ensuring an Annual Budget is drawn up for each year defining income and cost objectives for the year ahead, linked to the objectives of the Strategic Plan.
16. Responsible for setting up sub-committees as appropriate, agreeing terms of reference and ensuring there is regular feedback on the workings of each sub-committee.
17. Responsible for ensuring there is a clear mechanism in place for the organisation taking on new work or making major changes in its workload. All major new work undertaken should require specific authority from the Board.

BOARD OF DIRECTORS - WAYS OF WORKING

1. The main Board should delegate a lot of work to sub-committees, on each of which the main Board has representatives. The Chairman of each sub-committee should also be a Board Member.

Sub-committees could be as under:

- Finance and General Purposes
- Governance
- Salaries
- Fairfield House
- Orchard House / Enterprise House
- Risk Management (including Health and Safety)
- Fund Raising (sub-committee of F. and G.P.)

2. The Main Board should meet formally 6 times a year, the other 6 months the Finance and General Purposes committee meets. Meetings should last a maximum of two hours.

Each main Board Meeting should have set agenda items that enable trustees to remain informed about the work of the charity. Subjects should include:

Finance Report
Service Users' Report
Premises/Property issues
Project Reports (Dir. of Client Services Report)
Review / Updates of Policies
Chief Executives Report
Minutes of other meetings – F&GP, Governance, Risk etc
Membership

Other agenda items can be submitted to the Chair or Chief Executive. From time to time, the first 20-30 minutes of the meeting can be given over for a presentation from a project about their work. The Chair and Chief Executive will meet two weeks prior to the meeting to agree the agenda. Papers will be posted out in good time so as to enable trustees to be well prepared for the meeting.

In most instances it is hoped that there will be agreement amongst the trustees. However, where there are significant points of disagreement, these will be fully recorded in the minutes of the meeting.

SIZE OF BOARD

Suggested that the following roles need to be represented on the Board:

Chair
Vice-Chair (could be one of those listed below)
Treasurer/Company Secretary (1 or 2 persons)
Personnel / Human Resources
Legal training/expertise
Information Technology
Mental Health Management / work experience (2 persons)
Fund Raising
User Representatives (2 -3 persons)

Total number will be between 10 - 12 persons
Legal and medical input from non-trustee professional advisers

Efforts should be made to attempt to ensure that the Board reflects the diversity of the local community, subject to the requirement that each post should be filled by the person best qualified to fulfil that role.

KEEPING IN TOUCH WITH USERS, STAFF, VOLUNTEERS AND OTHER AGENCIES

- A. Each Project to have a specially appointed Link member who would be briefed on what was expected of them as follows:
- To pay friendly visits at least once a quarter, spending quality time there, possibly having lunch at Fairfield and Enterprise house.
 - To show an interest in what is going on.
 - To show appreciation of the work of staff, volunteers and members.
 - To note any problems that the Board might help to solve.
 - To report back to the Board.
 - To chair the project management sub-committee, where there is one.
- B. Each member of the Board to be briefed in the same way as the Link members and to visit Projects as appropriate.
- C. Each member of the Board to be aware of other agencies that are involved with our various Projects and understand what part they play. Such agencies are listed below:
- Resource Centres
 - GPs
 - Hospitals
 - Relatives and Cares groups
 - Other Voluntary organisations such as APCMH, Samaritans, Advocacy etc
 - All these to be found in the new edition of Mind in Croydon's Guide to Mental Health Services in Croydon.

RECRUITMENT, SELECTION, INDUCTION AND SUPPORT OF NEW TRUSTEES

Recruitment

In the past trustees have 'come on Board' in the following ways:

- through volunteering in Mind projects;
- as user trustees chosen by Fairfield or Enterprise users;
- through getting to know Mind as a working colleague with other voluntary or statutory organisations;
- recommendations by other trustees;
- by invitation;

To create a strong, balanced and effective Board, reflecting the diversity of the local community other methods may also be needed:

- Open advertisement in the local press and voluntary sector magazines;
- Using the Volunteer Bureau;
- Using REACH (Retired Executives Action Clearing House)
- Head-hunting through existing trustees, professional advisers and supporting businesses, the Chamber of Commerce, Rotary Clubs

The choice of methods will reflect the gaps on the Board which need to be filled.

Selection

If some or all of these methods are used a large number of people could come forward, not all of whom will be suitable. A panel of trustees should be established to oversee recruitment and selection of new trustees. The recommended process would be:

- Trustee application pack supplied to interested people who have replied to advertisement etc.
- Meeting with Chair, Vice-Chair and Chief Executive;
- Attendance to observe a Board Meeting and meet with other Trustees;
- References and CRB check taken up on recommended candidates;
- Recommended trustees presented to the Board/AGM for approval;
(if more suitable candidates than places an election at the AGM can be held)

Induction and Support

This should be carried out as soon as possible after the new trustee has been appointed. It will include:

- An induction pack. This will include:
- Mind in Croydon Memorandum, Articles and Rules
- Set of major policies
- Charity Commission leaflet on Responsibilities of Charity Trustees
- Latest Annual Report and Accounts
- Minutes of the most recent Board meeting
- Norah Croft's History of Mind in Croydon
- Leaflets on Mind projects
- Strategic Review reports and Business Plan
- Staff and committee structure tables
- Visits to projects
- A question and answer session with the Chief Executive
- Short training courses as necessary, for example on Legal responsibilities of Trustees or Mental Health Awareness

The Chairman, established trustees, Chief Executive and senior managers should all co-operate in the induction and make themselves available but the new trustee also has a responsibility to be proactive in arranging visits and reading the contents of the induction pack. Reluctance to be inducted or to accept training (if needed) is not an option.

Each new trustee will be assigned an established trustee as a mentor. The mentor will play a major part in the induction process and will be available for briefing and questions before Board meetings and other events.

Service User Trustees

Recruitment

Our affiliation to Mind requires us to ensure that there is active user involvement in the governance, management and daily operations of Mind in Croydon. Our own User Involvement Policy states that it is our intention that a minimum of one quarter of the trustees of Mind in Croydon should be people who are or who have been users of mental health services.

In promoting service users as trustees we are guided by Charity Commission guidance "Users on Board" (CC24 March 2000). This highlights the importance of ensuring that user trustees balance properly their role as trustees against any possible conflict of interests as beneficiaries.

Induction and Support of Service User Trustees

All new trustees have a right to expect proper induction, training and support and it should not be assumed that trustees who have had experience of using mental health services necessarily have any greater needs in this respect. However, service user trustees may have been disadvantaged through their experience of psychiatric services in the following ways:

- They may have low self-esteem and believe they cannot make a contribution to the work of the Board;
- They may have been employed for only a short time, or not at all, and be unfamiliar with how businesses work;
- Their education may have been interrupted through illness and paper-work may not come easily to them;
- Being assertive or making points strongly may have counted against them in their relationships with professionals;

Where required, we will ensure that service user trustees receive appropriate support and encouragement to fully participate as Board members.

JOB DESCRIPTION FOR TRUSTEES

A Appointment to the Board

You will normally be appointed to the Board at an Annual General Meeting but trustees are occasionally appointed at a meeting of the Board. A third of the Board retires by rotation each year at the Annual General Meeting and retiring members may put themselves forward for appointment for a further three years.

B As a trustee you are responsible (with the rest of the Board) for:

- a) Taking legal responsibility for the work of the Charity and the employment of staff;
- b) Deciding overall policy for the Charity's work within the guidelines laid down by the Memorandum and Articles;
- c) Ensuring that all monies are properly accounted for and that the Charity is meeting its aims within the constraints of resources;
- d) Responding to complaints/dissatisfaction from funders or users;
- e) Ensuring that all Committee responsibilities, delegated or otherwise, are carried out effectively;
- f) Ensuring the Charity complies with relevant legislation, particularly the Companies Act, Employment legislation, Health and Safety legislation and regulations; Finance legislation, including SORP;
- g) Ensuring that Mind in Croydon premises are properly insured and maintained in a safe condition;
- h) Working within the Equal Opportunities Policy, Confidentiality Policy and other policies agreed by the Board;

C As a trustee (member of the Board of Directors) you have a right to:

- a) Have equal status and voting rights with all other members of the Board;
- b) Be listened to with respect when you contribute to Board meetings;
- c) Receive the training you need to enable to carry out your role as trustee;
- d) Have access to the information you need to carry out your role;
- e) Claim travel expenses for all Board meetings or other business conducted on behalf of the Charity, and also claim the costs of authorised phone calls, postage etc, incurred on behalf of the Charity. Payments of other expenses will need to be agreed in advance by the Committee;
- f) Be able easily to contact the Chair of the Board on matters of concern to you as a trustee.

D As a trustee (member of the Board of Directors) you will be expected to:

- a) Make sure that you are fully aware of your legal and financial responsibilities as a trustee (see A above, the attached paper ***Responsibilities of the Board*** and Charity Commission leaflet: ***Responsibilities of Charity Trustees***)
- b) Give priority to the Charity and be fully committed to its aims;

- c) Make attendance at Board meetings, the Annual General Meeting, any sub-committee to which you have been appointed and any special policy and strategy day organised for the Board a priority. If you are unable to attend, you should give your apologies and the reason for non-attendance to the Chair or Chief Executive;
- d) Read the relevant paperwork and be well prepared for meetings. If you need further information about any item for discussion contact the Chief Executive or Chairman in good time before the meeting. If you have not been able to read the papers or attend the relevant meetings then do not expect to comment on the item concerned;
- e) Serve on at least one sub-committee;
- f) Be committed to learning in depth about at least one aspect of the organisation's work and be a 'link trustee' for the relevant staff;
- g) Be prepared to volunteer to undertake specific tasks on behalf of the Board;
- h) Attend induction training during your first year as a trustee and thereafter any other relevant training;
- i) Be involved as a worker or supporter in fund-raising and in Charity events;
- j) Maintain confidentiality at all times, particularly regarding the proceedings of the Board:
- k) Support all decisions once they have been agreed by the Board;
- l) Support the staff
- m) Ensure that you abide by Mind in Croydon's Memorandum and Articles;
- n) Abide by the authority of the Chairman in the management of Board and other meetings;
- o) Have the requisite professional qualifications and experience and/or user experience in the particular discipline or area of work you are representing on the Board.

E As a trustee you must not

- a) Talk about confidential Board business with people who are not trustees;
- b) Talk or write to the media (press, TV etc) about Mind in Croydon business without the permission of the Chairman;
- c) Interfere in the day-to-day running of Mind services;
- d) Criticise employees of Mind to their face or to other employees or otherwise publicly; (any complaints or criticisms should be brought privately to the attention of the project manager or, if a senior or project manager is concerned, the Chief Executive or the Chairman);
- e) Receive any payment in money or other benefit from Mind; (service user trustees may receive services from Mind, provided these are available to the general body of Croydon users);
- f) Use your position as a trustee to benefit yourself or any friend, family member or business contact;

F Resignation from the Board

Should you wish to resign from the Committee you should do so in writing to the Chair; reasons for your resignation would be appreciated, particularly if they relate to the organisation.

Name of Appraisee _____
Date _____

1

TRUSTEE SELF APPRAISAL

- What knowledge and skills as a trustee have you gained and developed over the last year?

- And how have you put these into practice?

- What areas do you identify from your role description which are in need of development?

- What do you need to further develop and improve your performance in the role of trustee?

Name of Appraisee _____

Date _____

- Have you any skills or knowledge not fully utilised within your role. If so, what are they and how could they be used?

- What aspects of your role have you found most challenging and enjoyable?

- What aspects of your role have you found most difficult and why?

What objectives/actions should follow from this appraisal?