



South Lanarkshire
**Carers
Network**

South Lanarkshire Carers Network Ltd

Board of Directors Handbook

Definitions:-

OSCR	Office of the Scottish Charity Regulator
The organisation (or company)	South Lanarkshire Carers Network Ltd
Board	The Board of Directors
Sub groups	Staff and Finance Executive; Development Group; Information and Communication Group and The Carers Strategy Group
Memorandum and Articles of Association	The key governance documents
Constitution	
AGM	Annual General Meeting
EGM	Extraordinary General Meeting
2005 Act	The Charities and Trustees Investment (Scotland) Act 2005
The Charity Test	OSCR defines what organisations must do to be a charity

South Lanarkshire Carers Network Ltd

Board of Directors Handbook This will need amending

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As Chairman of the Board I welcome you to South Lanarkshire Carers Network (The Network). The board is responsible for the sound and prudent corporate governance of The Network. Our role is to ensure the structures, rights, duties, and obligations by which corporations are directed and controlled meet legal and ethical requirements. We undertake the governance, strategic direction, general control and leadership of the organisation.

The Network has produced this handbook for all non-executive Directors to provide an overview of the Board of Directors role and responsibilities, detailing how governance works in practice. We provide independence and impartiality, bringing our experience, knowledge and personal qualities to effectively contribute through communicating, problem solving and ensuring all the necessary auditing requirements are satisfied. As a member of the board we are not involved in the day to day running of the business but monitor the executive activities and contribute to the development strategy.

The Network strives to implement the Carers Act in partnership with our funders, third and independent sector organisations. Our Carers needs remain at the centre of our aims and objectives. Through our involvement in strategic planning groups, locality meetings, consultations, focus groups and our delivery of Carers meetings, information fayres and stalls we are able to continue to drive the Voice of Carers forward to shape services. The organisation works to identify unpaid Carers both through events and the delivery of partner Carer Awareness and Carer Champion training sessions to locality professionals. This approach ensures Carers are recognised and signposted to find the supports and information they will find of benefit in their personal Carers journey. The organisation empowers Carers through a wide range of initiatives ensuring hidden Carers and our members know and use their rights, take part and contribute to address Carers issues and needs.

The content has been written to mirror the direction of SLCN and the requirements of our regulatory bodies.

Chairman of the Board of Directors

Our principles

We operate under the principles:

- Hidden Carers are identified
- Carers are supported and empowered to manage their caring role
- Carers are free from disadvantage and discrimination related to their caring role
- Carers are fully engaged in the planning of services
- Carers issues are recognised and addressed
- Carers are recognised as equal partners in the provision of care

Our objectives

The objective of the Network shall be to promote the benefit of and advance the education of Carers in the South Lanarkshire area.

In order to achieve this, we will:

- identify unpaid Carers in South Lanarkshire;
- further develop and maintain a Network for unpaid Carers in South Lanarkshire;
- encourage unpaid Carers to participate in a variety of consultation processes;
- consult and engage with unpaid Carers to produce, develop and provide access to comprehensive information through a variety of methods;
- identify gaps in service provision and contribute to the development of partnership working to improve services affecting unpaid Carers; and,
- raise and develop the profile of unpaid Carers by promoting their issues at local and national level.

Our Constitution

SLCN is both a registered charity and, a company limited by guarantee with the key document being the Memorandum and Articles of Association. The Board of Directors must always act in line with the constitution (see Appendix 1). Directors of the Board are also “trustees” of the charity.

Trustees of the Charity

As trustees, the Board of Directors must ensure the charity is administered effectively and can account for its activities and outcomes. Under the Charities and Trustee Investment (Scotland) Act 2005 (‘the 2005 Act’) Directors must ensure the organisation continues to meet what is known as “The Charity Test”:

- (1) A body meets the charity test if –
- (a) its purposes consist only of one or more of the charitable purposes, and
 - (b) it provides (or, in the case of an applicant, provides or intends to provide) public benefit in Scotland or elsewhere

There are four key responsibilities:

1. **Act in the interest of the charity:** trustees should put the interests of their charity before their own interests or those of any other person or organisation.
2. **Operate in a manner consistent with the charity's purposes:** trustees should carry out their duties in accordance with their governing document.
3. **Act with due care and diligence:** trustees should take such care of their charity's affairs as is reasonable to expect of someone who is managing the affairs of another person.
4. **Ensure that the charity complies with the provisions of the 2005 charity Act and other relevant legislation** (See Appendix 2 for checklist for Charity Trustees – protecting charitable status produced by the Charity Regulator – Office of the Scottish Charity Regulator (OSCR).

There are also specific duties for charity trustees including: updating our charity's details; reporting to OSCR certain information; financial record keeping and reporting; controlling charity fund raising and providing charitable information to the public.

Directors of the company

As a “company limited by guarantee” we are registered with Companies House. As a company limited by guarantee we are controlled by our members but our members do not hold shares. Instead they undertake to pay not more than £1 if the company becomes insolvent.

Board of Directors' roles and responsibilities

The key role of the Board of Directors is that of leadership. This means that you, as a group, are in charge of the organisation and ultimately responsible for what it does. The Board are supported by staff members but the responsibility rests with you. Members of the Board are expected to understand their roles and responsibilities and their activities within those roles. Good governance is key to accountability for the Board.

Business Development Manager's role in relation to the Board

The role of the Board of Directors is to manage the business of South Lanarkshire Carers Network at a strategic level including:

- To be an active member of the board, helping to give the organisation strategic direction
- Undertake role specific remits in a proactive manner
- To actively contribute at board meetings and both monitor and implementation decisions taken at meetings
- Contribute to the setting of policy, objectives and adherence to, thereafter
- Ensure the financial stability of the organisation and ensure sound management, including overseeing appropriate funding
- To appoint and approve audited accounts
- Ensure the organisation complies with its governing documentation, charity law and other relevant regulations
- Ensure compliance with OSCR and charity law, ensuring annual returns and accounts are submitted in a timely manner
- To act with integrity, and avoid any personal conflicts of interest or misuse of charity funds or assets
- To manage, safeguard and protect the assets and resources of SLCN and ensure they are used only for the purposes set out in the Articles of Association
- To manage and safeguard the reputation of SLCN and oversee external and stakeholder relations
- To undertake representation tasks at locality and strategic meetings
- To develop and approve SLCN vision, mission and values
- To raise the public profile and reputation of SLCN

The implementation of the Business Plan, the day to day management including management of the budget is delegated to the Network Business Manager. The general duties delegated to the Network Business Manager are listed in Appendix 3.

Board membership and the appointment process

The size of the Board of Directors varies but for meetings to be quorate there must be 5 present (3 of which must be Directors) The Board of Directors will have been appointed at the Annual General Meeting (AGM) by being proposed and seconded by two existing Directors (See Appendix 4 for the appointment process)

At the Annual General Meeting one-third of members (or nearest number) shall retire from office but shall be eligible for re-election. Directors can serve for a period of 3 years, after which they must stand down and seek re- election.

Those aspiring to become Directors will be invited to appear before a panel to have explained the duties and responsibilities of the Board of Directors.

Office bearers

There are a number of Directors who have additional roles these are known as “office bearers”.

The Office Bearers will be appointed annually at a meeting of Directors to take place immediately following the AGM.

Chairman’s role

The chair is a trustee with a specific role on the board. The chair is elected or appointed to this role as set out in the charity’s governing document.

- supporting and supervising the Network Business Manager and acting as a channel of communication between board and staff
- acting as a figurehead for the charity (for example, representing it at functions, meetings or in the press)
- leading on the development of the board and ensure its decisions are implemented.
- Review the sub committees performances as well as identify and manage the process for renewal and recruitment of the committees
- Ensure meetings are run competently, usually chairing them.
- Ensuring discussion and decision-making is democratic and everyone is able to participate in meetings.
- Has the casting vote in the event of a split decision.
- Prepares agendas for meetings, in association with staff and other management committee office bearers.
- Ensures that AGMs and EGMs are conducted appropriately, as per the constitution of the organisation.

Vice chair’s role

The Board of Directors may appoint one or more of its number to act as Vice Chairs.

- Oversee sub groups as directed and oversee a particular area of SLCN’s work or governance.
- Deputise for The Chair during their absence and will have the full authority of the Chair when acting in their place.

Secretary’s role

The role of the secretary is to be the guardian of the company’s proper compliance with both the law and best practice. The role has a combination of formal and additional administrative duties.

- Convene meetings and booking rooms.
- Deal with correspondence.
- Prepare agendas for meetings, in association with the Chair.
- Takes minutes of meetings, or ensuring that someone else is taking the minutes.
- Ensures back-up information for items being discussed.
- Maintenance of the company’s statutory books (registers)
- Annual returns to companies house as well as notification of significant changes
- Advice to and compliance of directors duties

In addition, Company Secretaries have legal duties to discharge, although the Company secretary and the Secretary roles can be performed by different people (member of the board or officer).

Treasurer's role

The treasurer is a trustee with a specific role on the board. The treasurer is elected or appointed to this role as set out in the charity's governing document.

- To advise the committee on financial matters, both positive and negative.
- To control and account for the organisation's finances.
- To issue receipts for all cash received and keep records of that paid out.
- To be a counter signatory to any major banking transaction.
- To attend meetings of the finance sub-committee executive.
- To oversee book-keeping.
- To prepare the Treasurer's report for the AGM.
- To liaise with the appointed Auditor or Independent Examiner for the annual review of accounts.
- To advise the organisation's management committee of its financial requirements for the year.

In accordance with the constitution the Treasurer will be responsible for regular written financial reports to the Board of Directors (at least 4 per year)

In addition, the Treasurer's role can be performed by different people (member of the Board or Officer).

The Board's competency, induction, training and development

The Board of Directors is made up of a diverse group of individuals. You do not have to possess a qualification to be a Board member. What is really important is your commitment to the principles of SLCN, act in the best interest of the organisation and have the right skills and knowledge to achieve SLCN's objectives. The four key responsibilities of the Board of Directors are outlined in "Trustees of the Charity" section above (see Page 8 onwards). The Board of Directors role descriptor is outlined in the "Office bearers" section above (see Page 10 onwards). Directors will be recruited with the necessary skills and experience, and we will ensure that you have a thorough induction and ongoing training and development thereafter. Support will be put into place for any succession plans.

Complaints against a Director Procedure

There is a system in place for Carer's to communicate issues of concern for the Board's consideration.

Should the issue be a complaint of conduct detrimental to the interests of the Network this must be communicated in writing to the Company Secretary and must contain details of the complaint.

The Secretary will convene a meeting of Office Bearers and will request the presence of the Director at whom the complaint has been lodged.

The Sub Group will consider the evidence in support of the complaint and also such evidence as the Director may wish to place before them.

If on due notice having been served on the Director to attend and said Director fails to attend without adequate reason being provided, the meeting will proceed in their absence.

The Office Bearers will prepare findings for presentation to the full Board of Directors.

Expulsion/disqualification of a Director

A Director may be expelled if they breach the Code of Conduct or their deeds or actions fall short of the Code of Practice. The expulsion would be by a resolution carried by the votes of two thirds of Directors present, or by proxy and voting on a Poll at a Special General Meeting of the Carers Network of which notice has been duly given.

A Director who has been expelled will not be eligible for reappointment.

If the Director becomes: bankrupt; becomes of unsound mind; ceases to be a member of SLCN; resigns in writing or is prohibited from holding office for legal reasons then they will be disqualified from being a Director.

As a Director of the Board you have responsibility for ensuring SLCN meets its legal obligations. Listed below are documents that help Directors govern the organisation to ensure the legal obligations are met and can be made available on request to the Business Development Manager:

The Memorandum and Articles of Association set out the purposes of SLCN and provides rules for the running of SLCN; the appointment and removal of the Board; shareholding membership and for regulating the proceedings of general meetings and Board meetings.

The Financial Regulations is a document that helps ensure the public funds for which it is responsible are protected. The Directors are responsible for making sure that SLCN stays solvent and makes proper use of its resources. The Financial Regulations can be made available on request.

The Strategic Business and Action Plan: The business plan describes what success looks like to SLCN. We have a 5 year Business Plan. The business plan is reviewed annually by the Board in consultation with stakeholders. The business action plan details how the business plan is going to be put into operation.

Annual Report: SLCN has to provide an annual report describing its business activities in the preceding year of operation and giving a statement of its financial health. It gives all the financial facts figures and accounts for the previous year's business. The responsibility of the Trustees Annual Report is the responsibility of the Board of Directors. It also provides an Annual report of its performance to members. These are presented to the Annual General Meeting.

The Code of Conduct: The code is voluntary (with exception to behaviours that fall within the constraints of legal requirements and agreed SLCN Policy) but is seen as a sign of good practice. It should help provide quality outlines of the behaviours and attitudes that carers and their associates should expect in their dealings with The Network.

(See Appendix 5)

In addition, another key document is:

The Code of Practice: The code is designed to help directors and staffs deal with the day to day behaviours and activities expected within the organisation. The principles of our code of practice will incorporate characteristics and values associated with ethical behaviour. The principles of honesty, integrity, fairness, respect for others, concern and adherence with the law will be the basis of The Networks Code of Practice. (See Appendix 6)

Consultations

The NBM will undertake appropriate discussions with Social Work Resources, Health Boards and Councillors etc.

When a decision has been made for the Network to be involved in general consultation, representation is open to *all* the members. The members will delegate who shall represent them at such meetings. The representative is obligated to consult feedback and take forward the views of the Network.

Network representatives involved in such consultations have to accept that they must present the views of the Network and not just their own individual views. Representatives will be required to complete briefing notes to be presented to Directors at Board Meeting.

If a Network representative is unable to attend a particular consultative meeting or is unable to fulfil any other commitment previously agreed, the Management Committee must be immediately informed so that an appropriate representative could be secured if necessary.

All Network communications to other organisations, which relate to Network policies or procedures, must be the result of prior discussion within the Network and should be on Network notepaper and signed where appropriate by the Secretary or any other Office Bearer.

All correspondence related to Network business sent to individual members should be forwarded or copied to the Network's Secretary.

A member who attends meetings on the Network's behalf should secure minutes from that meeting (if possible) or offer feedback to the Network through the appropriate sub group.

Meetings

Members' meetings should be arranged. Flexibly to incorporate 1 board members meeting each month to be Development, Finance then Board over each quarter.

The current Chairperson will lead the monthly BOD meetings, thereafter the Vice Chair or another suitable person.

An Agenda should be drawn up by the Chairperson and Secretary who will decide the order of priority. All members are entitled to ask for any item to be placed on the Agenda by contacting the Secretary at least two weeks prior to the next meeting or Staff member. Agendas and previous minutes will be distributed one week prior.

Copies of all minutes will be left at the registered office.

Time Commitment

The Board meets approximately 11 times per year at a time and venue suitable for the trustees. Trustees may be asked to join sub groups, such as HR & Staffing; Finance; etc., which meet out with the main Board Meeting on a monthly basis. Trustees are also expected to attend the AGM which will normally held in Carers week.

Board Members are formally appointed at the AGM for a period of three years.

Sub Committees

It is necessary for sub groups to be proactive amongst the board. Sub groups are established to lead in areas of:

Staff and Finance
Development
Information
Strategy SLC

The sub committees are set up by the board to undertake specific tasks. These committees are an important tool for the charity. The sub committees remain accountable to the board. The sub committees

explore issues and use the expertise of the members of the board to develop the organisation. An allocated lead is responsible for reporting to the board.

Key employment policies and procedures:

The Board approves all major policies and policy decisions; they also act as the employer to all of The Network staff. On the recommendation of the Finance Executive the Board makes all decisions on pay, conditions of service and pensions. Key policies of particular relevance include:

a) Health and safety policy

The Board has legal health and safety responsibilities to our employees and anyone who enters our premises. Under the health and safety legislation the Board provide leadership on health and safety and must know their health and safety obligations. As a Director you should consider the health and safety implications when making Board decisions; ensure employees are aware and are consulted on health and safety matters and finally, that systems are in place to monitor and review health and safety.

b) Discipline and Grievance procedures

The Network has an appropriate Discipline and Grievance Policy and should a member of the board be requested to undertake duties the Policy will be the guidance under which they shall apply the fair treatment of staffs and members of the board.

c) Equal Opportunities policy

SLCN's Equal Opportunities Policy aims to foster a culture of Equality and to recognise the positive contribution that each individual can make to the business irrespective of their sex, marital or civil partner status, pregnancy or maternity, sexual orientation, gender reassignment, race (which includes colour, nationality and ethnic or national origins), religion or belief, age or disability ("the **Protected Characteristics**"). This policy covers all individuals working at all levels and grades, including senior managers, officers, directors, employees, consultants, contractors, trainees, part-time and fixed-term employees and volunteers.

d) Anti-harassment, bullying and victimisation policy

It is the policy of the Company to provide a safe working environment free from harassment and bullying.

Directors and staff are entitled to be treated with respect and dignity and the Company will not tolerate any harassment or bullying of any person on the grounds of sex, marital or civil partner status, sexual orientation, gender reassignment, pregnancy or maternity, race, religion or belief, age or disability ("the **Protected Characteristics**"). This policy provides SLCN's stance, definitions and procedure.

A full suite of Employment Policies are available to directors.

Additional relevant policies:

a) Confidentiality

Board Members may not disclose any information to any unauthorised person, either during their term on the Board or after its termination. Any information about the interest or business of The Network must be returned to the organisation without duplication upon termination.

The interests of The Network include all work with the organisation's service users and volunteers. Breach of confidentiality will be treated as gross misconduct which will be dealt with, as outlined in the Disciplinary Procedures, and may lead to dismissal.

The Board of Directors deal with confidential issues and you are expected to keep confidential information and documents confidential and comply with the General Data Protection Regulations 2018.

b) Communicating with the media

Only the Network Business Manager or Chairman of the Board of Directors shall have authority to talk to or correspond with the media. All other Directors, if approached, must refer the individual or organisation to the Network Business Manager or Chair.

Expenses and payments

As a voluntary Board of Director you are never paid, you are simply reimbursed for out of pocket expenditure.

Anyone who undertakes Board work on behalf of the Charity can have their out of pocket expenses reimbursed. The Network Expenses Policy is available for directors to make reference to.

Gifts and Hospitality

The Bribery Act 2010 came into force on 1 July 2011, repealing and replacing the old laws on bribery with a new comprehensive anti-bribery code. Under this Act, Directors must not offer, promise or give neither bribes nor request, agree to receive or accept bribes. Therefore, you should never accept lavish hospitality, or any hospitality, which could be interpreted as a way of exerting improper influence over the way you carry out your duties as a Board Director. Nor should you offer hospitality to others on behalf of The Network without proper authority. When hospitality is accepted or given then this should be recorded in accordance with The Network's Gifts and Hospitality Policy.

You may accept modest working meals and light refreshments without making any declaration or obtaining written consent.

Conflicts and declaration of interests

Should you personally benefit from an action or decision that is proposed then you must declare an interest, and if the Board considers it appropriate, absent yourselves from such a decision otherwise you may be challenged under The Fraud Act 2006. This Act outlines that fraud may be committed by false representation or wrongfully failing to disclose information and abuse of position. All new trustees, and annually for all Directors, must declare any actual or potential conflicts of interest that arise on SLCN's register of interests (even if it is a nil return).

The Board is responsible for ensuring optimum performance, providing a quality service and making best use of resources. The board has responsibility to ensure:

- public money is safeguarded and accounted for
- business is conducted in accordance with law and proper standards
- reasonable steps are taken to prevent fraud and other irregularities
- financial statements are timeous and give a true and fair view of the financial position of the Board
- The system of risk management in the organisation is adequate in identifying risks and allowing the Board to understand the appropriate management of those risks.

The Board are responsible for overseeing the way we manage risk and regularly review the risks to the organisation. We record big strategic decisions and monitor how these have been put into place. Such risks and decisions will be recorded on the Risk Register.

SLCN has taken out insurance to protect the Board of Directors from personal liability for the Board's decisions. If Board members are negligent or have prior knowledge of committing a legal offence then the insurance may not cover them. To minimise this risk constructive questioning and professional advice are some strategies that will help the Board of Directors.

SOUTH LANARKSHIRE CARERS NETWORK LIMITED

CONSTITUTION

Objects

The object of the Network shall be to promote the benefit of and advance the education of Carers in the South Lanarkshire area.

In furtherance of the above object, but not otherwise, the Network shall seek:

- To seek out people in South Lanarkshire who have not yet recognised they have a caring role and their right to be supported as unpaid Carers
- To continue to develop and improve a support network that identifies how Carers can access valuable information, services and supports aiding them to make informed choices
- To seek out opportunities for Carers and encourage them to take part and have their voice heard in local and national consultations, focus groups and events to promote effective and meaningful conversations
- To involve Carers in the development of comprehensive Carer led information in diverse and inclusive formats and languages so empowering all the Carers in our communities
- To identify areas where Carers can help shape and influence the design of services and decision making processes to ensure they meet the needs of Carers
- To raise and develop the profile of unpaid Carers issues and concerns by promoting their rights at local and national levels to ensure good health and wellbeing outcomes
- To support Carers, helping them to access appropriate person centred information, advice and services at the time and at the level they need it

Powers

The organisation will have the power to own or lease property and employ staff to further these objectives.

General Membership of the Network

Membership is free and open to all Carers and ex Carers who live in South Lanarkshire

- Regardless of the type of caring responsibilities.
- Regardless of age, race, skin colour, religion, gender, disability or sexuality.

The Network operates an Equal Opportunities Policy

At least two thirds of membership will be Carers or ex-Carers. Up to one third may be taken by individuals with a particular interest in Carers who support the group's aims. These will be associate members with no voting rights.

Office Bearers

The Board of Directors will appoint a Chair, Vice Chair, Secretary and Treasurer at a general meeting immediately following the Annual General meeting.

Board of Directors

Membership of the Board of Directors is open to members of the Network and elections will require nominations and seconding in the normal manner.

The Office Bearers will be elected by the Board of Directors after the Annual General Meeting; they will be Chair, Vice Chair, Secretary and Treasurer.

Non-voting Associate Directors will be appointed to the Board as required.

Up to one third of Directors will stand down annually and they may make themselves available for re-election.

Committee Meetings and Quorum

Meetings will take place at least 9 times a year and 5 Directors will be sufficient for a quorum.

Annual General Meeting and Special Meetings

The Annual General Meeting will be held in Carers Week. Notice of the meeting will be issued 28 days in advance of the AGM.

10 full members shall be sufficient for a quorum at an Annual General Meeting.

Special meetings may be called by the Board of Directors if a particular issue of concern arises (14 days in advance of meeting).

Finance

The Network will be financed through grants, donations and any other methods deemed appropriate by the organisation, and in keeping with the aims of the organisation.

The management group will consist of The Chair, Vice Chair and Network Business Manager.

A current account will be operated by 2 out of 4 signatories, 3 who will be directors with the fourth being the Network Business Manager.

The Network Business Manager will be responsible for regular written financial reports to the Board of Directors (at least 4 per year).

An independent Auditor will be appointed at the AGM.

Amendments to the Constitution

Amendments to the Constitution should be submitted in writing at least 14 days in advance of a special meeting called for this purpose.

Dissolution

In the event of the dissolution of the Network any assets remaining after all debts and liabilities are satisfied will be given to a recognised charitable organisation that has similar objects to the Network.

Adopted Name:

Date:

Name:

Date:

CERTIFIED AS A TRUE COPY

Name:

Name:

Address:

Address:

Office:

Office:

CHECKLIST FOR CHARITY TRUSTEES

OFFICE OF THE SCOTTISH CHARITY REGULATOR (OSCR)

Checklist for charity trustees - protecting charitable status

Charity trustees must be in control of the management and administration of their charity and act with appropriate care and diligence in the interests of their charity and not of any third party. They are collectively responsible for ensuring that the charity complies with the law and meets “The Charity Test”.

The following checklist covers some of the key areas that charity trustees should consider both in view of legislative and regulatory requirements, but also as a matter of good practice.

General

- Do we review the charity, its constitution, activities and governance arrangements, on a regular basis as a matter of good practice?

Constitution

- Are our charity’s purposes up to date and consistent with its current activities?
- Are our charity’s purposes charitable according to the 2005 Act? (If we want to update our purposes, a charity must seek OSCR’s consent first.)
- Does the charity’s constitution make it clear what charitable purposes it is pursuing, or do these have to be inferred?
- Have we accounted for differences in legislation between Scotland and other parts of the UK? Does the charity’s constitution allow charitable assets to be used for purposes that are not charitable in Scotland?

Governance and administrative arrangements

- Does the way that our charity is set up, including any founding legislation, inhibit us as charity trustees from carrying out our duties? If so, we should seek ways to enable this to be changed.
- Can we, as charity trustees, make decisions solely in the interests of the charity?
- Do we have a robust conflict of interest policy and clear lines of authority?

Public benefit

- Is there any undue restriction on accessing the charity’s benefit? If so, what are we doing to facilitate access, for instance by mitigating fees and offering other forms of accessing our services and facilities?
- Does the public benefit that the charity provides fit with its charitable purposes?
- Do the charity’s activities give private benefit to individuals and how does this private benefit compare to the public benefit it provides?

Activities

- Can we provide evidence that the charity’s activities advance its charitable purposes, for instance, if we are aiming to advance health?
- Does our trustees’ annual report describe the charity’s activities and explain how the charity

delivers public benefit?

- Are we sure that our charity or proposed charity will carry out the planned activities?
- If the charity is not active, should we wind it up? (If so, we must obtain consent from OSCR before winding up.)
- Is there a reason why the charity is inactive yet still passes the charity test? (Refer to OSCR's 'Apparently Inactive Charities' policy'.)

Umbrella bodies

- If our charity is part of a group structure, have we considered establishing or updating a model constitution, and working with the umbrella body to do so?
- What further support can we seek from an umbrella body, such as advice on governance or help in maintaining continuity when charity trustee boards change frequently?

THE GENERAL DUTIES DELEGATED TO THE NETWORK BUSINESS MANAGER (NBM)

1. Manage the affairs of SLCN in accordance with its Principles and Objectives, its policies and procedures, its strategy and in accordance with the specific decisions of the Board.
2. Write, implement and monitor the Business Action Plan
2. Assist the Board in determining SLCN policy
4. The Network Business Manager shall have power to determine within policies approved by the Board the staffing structure of SLCN
6. In relation to any significant decisions which have to be taken urgently in the best interests of the SLCN which are within the Principles and objectives, policies and procedures and strategy approved by the Board, the NBM has the authority to act upon decisions taken by the Chair or Vice Chair(s). These decisions will be reported to the next meeting of the Board of Directors.
7. In exceptional cases, where in the best interests of the SLCN, a decision is required which is outside the Principles and Objectives, policies and procedures and strategy of the Association as approved by the Board, the NBM has the authority to take decisions as circumstances may necessitate subject to the approval of the Chair or Vice Chair(s) of the Board who might wish to take into account the views of such Board Members as it proves possible to contact within the time available. In taking such action the Chair and NBM shall have the utmost regard for avoiding action of a kind that cannot be delegated by the Board according to its Memorandum and Articles of Association. Any action taken under this authority shall be reported immediately to the members of the Board in writing.
8. In the absence of the Network Business Manager, the member of the Staff Team responsible for covering the Network Business Manager absence, to which delegation has been granted by the Network Business Manager shall have all the delegated authority and power of the Network Business Manager. In the absence of the Chair, the Vice Chair(s) shall assume the full responsibilities and delegation of the Chair.

APPOINTMENT PROCESS

PROCEDURE FOR NOMINATION AND ELECTION TO THE SOUTH LANARKSHIRE CARERS NETWORK LIMITED BOARD OF DIRECTORS

- Enclosed is a nomination form to enable you to nominate people for election to the South Lanarkshire Carers Network Limited Board.
- All people nominated for election must have full membership of South Lanarkshire Carers Network Limited.
- Nominations of people who are not members of South Lanarkshire Carers Network Limited will not be accepted.
- You may nominate yourself to stand.
- If you are nominating someone else, please get his or her permission first.

TIMETABLE FOR ELECTION PROCESS

- Nomination forms to be returned to SLCN Limited office BY
At least 14 days prior to AGM
- Voting forms will be posted out to all members of SLCN Limited on
- Voting forms to be returned to the SLCN Limited office by
- Results of elections announced at SLCN Limited Annual General Meeting on

Beneficial skills and qualifications:

Good communication skills, carer knowledge, practical skills , specialised skills in Financial knowledge and HR Specialisation, Marketing, Digital skills, Minute writing knowledge and ability, business skills, Management skills, funding processes, public speaking and presentations. Members of the board should be: organised, committed and reliable.

NOMINATION FORM

ELECTION TO BOARD OF TRUSTEES

Name of Nominee:

Organisation and Position:

Address:

Tel No:

Email:

Skills & Experience <i>(see Trustee Role Description)</i>
<p>Please give details below of your skills & experience and indicate why you wish to be a Trustee</p> <p>The key role of the Board of Directors is that of leadership.</p> <p>The Board are in charge of the organisation and ultimately responsible for what it does. The Board are supported by staff members but the responsibility rests with them. Members of the Board are expected to understand their roles and responsibilities and their activities within those roles. Good governance is key to accountability for the Board.</p> <p>Beneficial skills and qualifications: Good communication skills, carer knowledge, practical skills , specialised skills in Financial knowledge and HR Specialisation, Marketing, Digital skills, Minute writing knowledge and ability, business skills, Management skills, funding processes, public speaking and presentations. Members of the board should be: organised, committed and reliable.</p>

Nominated by:

Position:

Organisation:

Tel No:

Email:

I confirm I have gained the nominee's consent for their name and details to go forward.

Signed:

Date:

Please return to: info@slcn.co.uk

Network Business Manager

South Lanarkshire Carers Network

65 Bothwell Road

Hamilton

ML3 0DW

by xxth xx 20xx

VOTING FORM

South Lanarkshire Carers Network Annual General Meeting A.G.M.

**PROCEDURE FOR VOTING AND ELECTION TO
THE SOUTH LANARKSHIRE CARERS NETWORK LIMITED**

BOARD OF DIRECTORS

- This is the voting form to enable you to vote for people who have been nominated as potential board members to the South Lanarkshire Carers Network Limited Board.
- All people nominated have membership of South Lanarkshire Carers Network
- Nominations have been received
- If you are voting please follow the timetable for submissions

Below is a list of SLCN Board members that **do not wish** to be re-elected.

- XX – XX
- XX – XX
- XX – XX
- XX – XX

Below is a list of SLCN members who **wish to be** nominated as a Director

- name Tick and return your vote for any of the nominated persons
- name
- name
- name
- name
- name

IF YOU WISH TO VOTE FOR ANY OF THE ABOVE PLEASE COMPLETE THE FORM AS INDICATED

TIMETABLE FOR ELECTION PROCESS

Nomination Forms will be made available to all members of the network on xth month 201x

. Currently elected members will be advised of the timetable by post.

Nomination Forms to be returned to SLCN Limited office by xth month 201x

Voting Forms will be posted out to all members of SLCN Limited on xth month 201x

Voting Forms to be returned to SLCN Limited office by xth month 201x

Results of Election announced at SLCN Limited AGM on xth month 201x

Office Bearers will be elected at the next meeting of the BOD on xth month 201x

Code of Conduct

Following the guidance set out in our Code of Conduct will give you the reassurance that you are providing appropriate, high standard services and the confidence to challenge others who are not. This Code will also tell our service users exactly what they should expect from South Lanarkshire Carers Network. All employees, volunteers and directors must:

Accountability

1. Answer for their actions and omissions

- Carry out tasks to the expected level of competence
- Seek guidance to effectively deliver a task
- Comply with agreed ways of working and policies
- Use the Whistleblowing Policy if required
- Follow the Gifts and hospitality Policy to the letter
- Behave in a manner that does not call into question your integrity and suitability
- Develop and maintain professional boundaries
- Conduct ourselves openly and transparently
- Deal with our stakeholders efficiently, promptly and without bias

Dignity and Privacy

2. Promote and uphold the dignity, privacy and rights of our stakeholders

- Act in the best interest of carers and their cared for persons
- Treat people with respect, consideration and courtesy
- Gain valid consent from stakeholders
- Recognise the changing needs of our service users
- Maintain the dignity of our stakeholders
- Do not cause harm or abuse through exploitation or neglect
- Follow and respond to complaints within Policy guidelines
- Challenge and report behaviours that falls below expected practice

Working collaboratively

3. Collaborate with colleagues to ensure quality service delivery

- Contribute to your team
- Recognise and respect the roles of all stakeholders
- Work openly and cooperatively
- Be proactive in quality improvement through shared skills and knowledge
- Respect your colleagues

Confidentiality

4. Respect and comply with a person's right to confidentiality

- Treat all information about people as confidential
- Only discuss or disclose information in accordance with legislation or agreed working practices with partner organisations
- Seek guidance from the board or manager if concerns arise

Communications

5. Communicate effectively to promote the health and safety of all people with whom they come into contact.

- Both orally and in writing use appropriate language, tone and cadence
- Explain and discuss options and outcomes to service users and staffs
- Recognise the limits of others knowledge in your communications
- Choose appropriate mediums for your audience
- Communicate in a consultative manner
- Provide accurate, direct, confidential and effective messages
- Maintain records that are accurate, fair, unambiguous, relevant and within the letter of the appropriate legislation
- Invite, offer and respond to feedback

Professionalism

6. Take part in and promote continuous professional development

- Seek training to achieve new skills and knowledge
- Maintain an up to date record of your training
- Contribute to your own and that of others learning and development
- Achieve the competence levels set out in annual appraisals
- Recognise and celebrate employee and organisation success
- Empower each other and hold each other to account

Equality and Diversity

7. Uphold and promote equality and diversity

- Respect the individuality and diversity of all the stakeholders associated with the organisation
- Promote equal opportunities and inclusion in words, deeds and actions
- Do not discriminate either directly or indirectly personally or allow others to act in a manner that does not comply with the organisations appropriate Equalities Policy or legislation that may supersede such policy
- Report any breaches in the first instance to either the Board or the manager
- Look after our own and that of our stakeholders wellbeing

The code is voluntary but is seen as a sign of good practice. It should help provide quality outlines of the behaviours and attitudes that carers and their associates should expect in their dealings with The Network.

Code of Practice

The code is designed to help directors and staffs deal with the day to day behaviours and activities expected within the organisation. The principles of our code of practice will incorporate characteristics and values associated with ethical behaviour. The principles of honesty, integrity, fairness, respect for others, concern and adherence with the law will be the basis of The Networks Code of Practice.

Health and Safety

The directors and staff will comply at all times with both the legislative requirements and good practice when representing the organisation both on and off site. All stakeholders will read, follow and adhere to any agreed H&S requirements to the letter of the law.

Policies

The Network will ensure the required policies are current, pertinent and in the best interest of its members and related stakeholders. Policies will be regularly reviewed to ensure both compliance and fair practices are undertaken.

Confidentiality

We are committed to maintaining the highest degree of integrity in all our dealings with potential, current and past carers, both in terms of confidentiality, and the protection of all personal information received in the course of providing the services concerned. We extend the same standards to all our service users' suppliers and associates.

Ethics

We will conduct our own services honestly and honourably, and expect our clients and suppliers to do the same. Our daily activities take proper account of ethical considerations, together with the protection and enhancement of the moral position of our clients and suppliers.

Duty of care

Our actions, advice, outputs and activities will conform to relevant law ensuring we avoid causing any adverse effect on the human rights of people in our own or partner organisations we deal with, the local and wider environments, and the well-being of society at large.

Contracts

Our contract will usually be in the form of a detailed proposal, including aims, activities, costs, timescales and deliverables. The quality of our service and the value of our support will always try to meet our clients' contractual requirements, and particularly for situations where an external funding provider requires more official parameters and controls.

Funding

Our Funding streams will be competitive for what we provide, which is high quality, tailored, specialised service. We will try to propose solutions which accommodate our funder's available budgets and timescales. We will clearly identify to our funders fully itemised proposals that identify our costs and outcomes in advance, so that we and our funders can plan reliably for what lies ahead, and how it is to be achieved and financially justified. We will strictly report our spending in accordance with good practice and the set requirements stipulated by our funders.

Payment

We aim to be as careful as possible in our payment terms ensuring we attract no additional costs or charges. We will submit our Local Authority and funding providers funding charges in a timeous agreed

manner. We will meet the stipulated terms and conditions of our suppliers ensuring as directors and staffs we spend our income streams legally, ethically, appropriately and with legislative guidelines.

Intellectual property and moral rights

We retain the moral rights in, and ownership of, all intellectual property that we create unless agreed otherwise in advance with our stakeholders. In return we respect the moral and intellectual copyright vested in others intellectual property.

Quality assurance

We maintain the quality of what we do through constant ongoing internal reviews. We will ensure we link all our aims, activities; outcomes are operated in a manner that provides best value and quality outcomes. We encourage regular review meetings and provide regular progress reports.

Professional conduct

We conduct all of our activities professionally and with integrity. We take great care to be completely objective in our judgement and any recommendations that we give, so that issues are never influenced by anything other than the best and proper interests of our carers.

Equality and discrimination

We always strive to be fair and objective in our advice and actions, and we are never influenced in our decisions, actions or recommendations by issues of gender, race, creed, colour, age or personal disability. This will be supported by the regular update and monitoring of our Equalities Policy. We will ensure unlawful discrimination is prevented.

Operating Procedures

Directors and staffs and any other relevant persons within the organisation will adhere to the relevant policies which will be reviewed within agreed timelines. The BOD will direct any business activities through the Network Business Manager not the staffs.

Acknowledgement slip

This Board of Directors handbook is an overview of your responsibilities as a Board Member/Trustee and provides an overview of the organisation's policies and procedures. The full staff policies and procedures can be obtained from the Business Development Manager.

I acknowledge receipt of this Board of Directors handbook, and confirm that I have read and understood it.

Name (please print):	
Signed:	
Date:	

Please return this form when completed in the enclosed prepaid envelope or directly to the Business Development Manager:

Denise Gillespie
Network Business Manager
Denise.gillespie@slcn.co.uk