

GOVERNANCE AND DECISION MAKING

Approved by the Board on the **7th February 2018**

1. INTRODUCTION

- 1.1 Rhoose Community Library is a charitable incorporated organisation and is a registered charity, number 1166517.
- 1.2 The Constitution, charity law and regulation set out the basis for the decision making of Rhoose Community Library (RCL). The rules set out in this document must be read in conjunction with RCL's Constitution.
- 1.3 The Constitution provides for the charity trustees to make rules for the proper conduct and management of RCL and allows the delegation of powers and functions to a committee or individual.

2. BOARD OF TRUSTEES AND ITS TERMS OF REFERENCE

General

- 2.1 The Board of Trustees is the main decision-making body of RCL in respect of all matters, except for those items included in Clause 18 of the Constitution, for which specific provisions apply (amending the constitution, amalgamation, transfer, winding up, dissolution).
- 2.2 Members of the Board are the current trustees of RCL. The minimum number of trustees is 3 and the maximum is 12.
- 2.3 Attendees – The Board/Chair will invite people to attend the meeting as it wishes to provide advice and support.
- 2.4 Chair – The Chair will be elected by a majority of the Board members.
- 2.5 Quorum - The quorum for a meeting of the Board is 2 or one third of the total number of trustees (rounded to the nearest whole number) whichever is greater. A trustee that cannot take part in a discussion because of a conflict of interest will not be counted towards the quorum.
- 2.6 At least 10 monthly meetings will be held each year but additional meetings may be called if required.
- 2.7 Decisions will be agreed by a majority of those able to vote at the meeting. In the case of no majority the Chair has a casting vote.
- 2.8 Minutes will be kept of each meeting and approved at the following meeting. The minutes should clearly record any decisions. Once approved they will be **uploaded to Google docs.**

Conflict of Interest

- 2.9 A trustee must declare any direct or indirect interest which they (or a connected person) have on any matter discussed by the Board or which RCL may itself have an interest in.

2.10 The trustee must absent themselves from any discussions in which it is possible that a conflict of interest will arise between their duty to act solely in the interest of RCL and any personal interest (including but not limited to any financial interest).

2.11 A record should be kept of trustees' declared interests.

Responsibilities of the Board and Trustees:

2.12 The responsibilities of the Board and its trustees are to :

- Ensure that RCL is carrying out its purposes as set out in the Constitution (and no other purpose) for the public benefit.
- Comply with RCL's Constitution and the law.
- Act in the charity's best interests.
- Manage RCL's resources responsibly including finance, volunteers and assets.
- Act with reasonable care and skill
- Ensure RCL is accountable.

2.13 It is the duty of the trustees to:

- exercise their powers and perform their functions in the way they decide in good faith would be most likely to further the purpose of RCL; and
- exercise such care and skill as is reasonable having regard in particular to any special knowledge or experience they have or hold out as having; and if acting as a trustee in the course of a business or profession, to any special knowledge or experience that is reasonable to expect of a person acting in the course of that kind of business or profession.

2.14 Matters/Decisions Reserved for the Board of Trustees

Strategy & Management

- i) The overall leadership of the Charity and setting the Charity's values and standards.
- ii) Approval of the Charity's strategic aims and objectives.
- iii) Approval of the annual operating and capital budget, 3 year rolling Financial Projection and Business Plan, and any changes to them.
- iv) Review of performance in the light of the Charity's strategic aims, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.
- v) Approval of policies, including:
 - Code of Conduct;
 - Whistleblowing policy;
 - Health and safety policy;
 - Environment and sustainability policy;
 - Complaints policy;
- vi) Oversight of the Charity's operations ensuring:

- competent and prudent management;
 - sound planning;
 - maintenance of sound management and internal control systems;
 - adequate accounting and other records; and
 - compliance with statutory and regulatory obligations.
- vii) Oversee and investigate any matters in the running of the organisation.
- viii) Appoint new Trustees and remove a trustee in accordance with Clause 12 of the constitution.
- ix) Appointment of officers including the Chairman and Treasurer and appoint/authorise other trustees, volunteers or contractors to undertake responsibilities or activities on behalf of RCL.
- x) Establishment of any committees, approval of their terms of reference and the appointment of the members of each committee and its chair. A Committee must consist of 2 or more people, one of whom must be a trustee. Proceedings of committees must be reported to the next appropriate Board meeting. Delegation of powers or functions to individual trustees, volunteers or a committee(s)

Finance and Reporting

- xi) Approval of the accounts and annual report;
- xii) Establishment of Financial Procedures to ensure maintenance of a sound system of internal control and risk management.
- xiii) Approval of any changes to the Financial Procedures;
- xiv) Approval of expenditure and contracts in line with the Financial Procedures.
- xv) Approval of the overall levels of insurance for the Charity including Trustees' & officers' liability

Other

- xvi) Approval of events or fund-raising activities.
- xvii) Approve grant applications before submission
- xviii) Take professional advice when deemed necessary or advisable.
- xix) Make decisions in legal matters or dispute resolution mechanisms
- xx) Any decision likely to have a material impact on the Charity from any perspective, including, but not limited to, financial, operational, strategic or reputational.
- xxi) Manage any formal complaints that are raised against library volunteers or trustees.

3. FUND RAISING AND EVENTS COMMITTEE

Membership – 1 trustee as a minimum, currently **Chris Economides** and volunteers as appointed by the Board. Currently these are **Bronwen Hughes, Monica Lucas, Christine Jakeway, Phyllis Nelson, Amanda Ali, Sheila Williams and Jenny Harper.** The minimum size of the Committee is 2 and the maximum size is 12.

Chair – The Chair will be determined by the Board of Trustees and will be a trustee, currently **Mr C Economides**. The Vice-Chair also to be determined by the Board is Mrs B Hughes.

Attendees – Interested trustees; interested volunteers on the invitation of the Chair/Vice-Chair; the Treasurer, Business Co-ordinator and Library Co-ordinator when available; and others as the Chair/Vice-Chair determines.

Terms of Reference

- i) To investigate opportunities for fund raising and to make recommendations to the Board of Trustees (activities must be approved by the Board before any commitment is made, financial or otherwise).
- ii) To investigate opportunities for events and to make recommendations to the Board of Trustees (events must be approved by the Board before any commitment to the event is made, financial or otherwise). Events may be held for the purpose of fund raising or promotion of RCL and its charitable objectives.
- iii) The proceedings of each meeting are to be minuted and reported to the next available Board of Trustees Meeting.

4. DELEGATIONS

Trustees remain collectively responsible for all decisions that are made and actions that are taken with their authority.

4.1 The Chair of the Board of Trustees has delegated authority in consultation with the Treasurer to:

- approve expenditure to the value of £250 for each individual item,
- where items are urgent the above limit is increased to £750 provided an additional trustee has also approved the expenditure.
- vary the amount of the petty cash or other imprest to a value not exceeding £250.
- approve claims for expenses of £250 or less
- approve groups or individuals to hire space in the Library and the sum to be paid.

4.2 The **Library Co-ordinator** has delegated authority to make operational decisions on the running of the library with the exception of any that have financial implications. These must be referred to the Treasurer who will provide advice on the appropriate authority to make the decision. In the absence of the Treasurer they will be referred to the Chairman.

In the absence of the Library Co-ordinator operational decisions on the running of the library will be referred to the **Business Co-ordinator**.

4.3 The **Business Co-ordinator** has delegated authority to:

- approve expenditure from petty cash to a maximum of £60 for a single item in accordance with Financial Procedures.

- order waste and recycling bags from the Vale of Glamorgan Council, as necessary to replenish stock.
- order items for the library to a maximum of £100 for a single item.