



Best Practice Document No. BP02

## Being A Trustee of Communication Matters (ISAAC UK): Job Description, Induction Programme, Responsibilities and Code of Conduct

Version 2.0 September 2010

### Job Description for a Trustee of Communication Matters

---

#### 1. Background

- 1.1 Charity Trustees are “the persons having the general control and management of the administration of a charity” (Section 97 of the *Charities Act 1993*). By becoming a Trustee, individuals become part of the team that runs and administers Communication Matters.
- 1.2 All Trustees are also Directors of ISAAC (UK), a private company limited by guarantee. Trustees of any charity need to be aware of their duties and responsibilities under Trust and Charity law.
- 1.3 The Charity Commission recommends that every Trustee reads the document *CC3: Responsibilities of Charity Trustees*:  
  
[www.charitycommission.gov.uk/Library/publications/pdfs/cc3text.pdf](http://www.charitycommission.gov.uk/Library/publications/pdfs/cc3text.pdf)
- 1.4 The document *CC3(a): Responsibilities of Charity Trustees*, which is a summary of CC3, is in the *Trustees' Handbook*:  
  
[www.charitycommission.gov.uk/library/publications/pdfs/cc3\(a\)text.pdf](http://www.charitycommission.gov.uk/library/publications/pdfs/cc3(a)text.pdf)
- 1.5 The Board of Trustees operate collectively and decisions are taken as a body. The board’s decisions do not have to be unanimous. Therefore the majority bind the minority, and all Trustees are bound by the decision, even if you were absent from a meeting.

## **2. Main Objectives**

All Trustees have a responsibility to:

- 2.1 Agree Communication Matters' vision, mission, values, strategic plan, policies and action plans.
- 2.2 Ensure Communication Matters is a robust organisation that continues to develop and operate within the remit of the Memorandum and Articles of Association.
- 2.3 Develop relationships with Communication Matters' membership groups.
- 2.4 Ensure Communication Matters delivers on its plans and achieves its intended impact for people with communication disorders who may use AAC and those who support them.
- 2.5 Ensure Communication Matters meets its legal obligations in regard to the Charities Commission, grant giving organisations and other bodies.
- 2.6 Provide support to the Officials and Employees (paid and voluntary) of Communication Matters.
- 2.7 Ensure that the Board of Trustees remain up-to-date and skilled to perform their role.

## **3. The Specifics: The Trustees' Handbook gives a fuller explanation**

Trustees are obliged to:

- 3.1 Act in the best interests of the charity at all times.
- 3.2 Take an active role in the running of Communication Matters.
- 3.3 Act together as a group rather than as individuals.
- 3.4 Set aside their personal interests.
- 3.5 Exercise the duty of care that a prudent person of business would in looking after the affairs of someone for whom they had responsibility.
- 3.6 Understand the charity's financial affairs.

## **4. Legal Responsibilities of Trustees**

- 4.1 To hold and maintain an individual membership of Communication Matters for the duration of Trusteeship.

- 4.2 Trustees of all types of charities can be held personally liable for breach of trust under charity law, acting as charity Trustees when disqualified, failure to comply with relevant statutory requirements in areas such as health and safety, trade descriptions and financial services and failure to deduct employee's PAYE. Trustees remain liable for their actions in breach of trust even after resignation or retirement.
- 4.3 However, according to the Constitution, all Communication Matters' Trustees are liable for £1 should the charity be dissolved during Trusteeship or for up to 12 months afterwards. There is no financial limit on breach of trust claims, however, there is trustee indemnity insurance but not if Trustees knowingly breach trust.

## **5. Person Specification for Individual Trustees**

### 5.1 Knowledge

- 5.1.1 An understanding of the context in which Communication Matters operates.

### 5.2 Skills

- 5.2.1 Effective interpersonal communication skills.
- 5.2.2 Awareness of other people's feelings/situations.
- 5.2.3 Some financial awareness.
- 5.2.4 Ability to focus on key issues.
- 5.2.5 Effective listening skills.

### 5.3 Experience

- 5.3.1 Willingness to learn the role.

### 5.4 Attributes

- 5.4.1 Integrity and honesty.
- 5.4.2 Selflessness.
- 5.4.3 Ability to gain respect of peer and membership groups.
- 5.4.4 Ability to exercise judgement and objectivity.
- 5.4.5 Sense of leadership.
- 5.4.6 Sensitive, reflective and considered.
- 5.4.7 Tactful and diplomatic.

5.4.8 Commitment to Communication Matters' mission and values.

5.4.9 Preparedness to work collectively (team player).

5.4.10 Able to devote the necessary time and effort.

5.4.11 Have stamina to remain focussed during Board Meetings.

5.5 Other

5.5.1 To have access to email.

## **6. Commitment required**

6.1 Attend meetings of the Board of Trustees and be involved in at least one sub group/working party.

6.2 Facilitate the smooth running of the conference and other events.

6.3 To be involved in discussions between meetings.

6.4 The ability to travel to meetings around the UK.

## **7. Documents to be read in conjunction with the job description**

7.1 *Trustees' Handbook.*

7.2 Best Practice Documentation including review processes and equal opportunities policy.

7.3 *Memorandum and Articles of Association.*

7.4 *Annual Report.*

If anything within these documents is not understood then this should be raised with the Buddy/Mentor or the Chair.

## **8. The following websites provide useful information on many aspects of being a Trustee**

8.1 The National Council for Voluntary Organisations:

[www.ncvo-vol.org.uk](http://www.ncvo-vol.org.uk)

8.2 The Charity Commission:

[www.charity-commission.gov.uk](http://www.charity-commission.gov.uk)

## Induction of New Trustees including Co-opted Trustees

---

Under normal circumstances new trustees are appointed at the AGM in September. They would be invited to attend the mini-board meeting that occurs immediately after the AGM to ratify all decisions taken by the membership.

All members of Communication Matters are free to attend Board Meetings to observe proceedings. If a potential new trustee wishes to observe a meeting prior to election to help inform their application, this would be welcomed.

### 9. Initial Induction

The first full board meeting after the AGM is normally in November, prior to this the Chair, or designated trustee, will have a one to one meeting with each new trustee. This may be face-to-face or using electronic methods, whatever is most resource and time effective.

This meeting will cover:

- 9.1 Expectations of Trustees.
- 9.2 Any concerns that new Trustees have about joining the Board.
- 9.3 An introduction to the Board papers and *Communication Matters Trustees' Handbook*.
- 9.4 An introduction to the buddy/mentoring system.
- 9.5 The Appraisal Process for Board Members.
- 9.6 Equal Opportunities.
- 9.7 Expenses Policy.

### 10. Review Meeting

The Chair and the new Trustee will have a Review meeting within three months of their appointment, utilising the most resource and time effective method appropriate. This will include a debrief of the first Board meeting attended.

### 11. Trustees' Handbook

- 11.1 New trustees will receive their *Handbooks* at their first meeting with the Chair.
- 11.2 All Trustees receive electronically (unless a hard copy is requested) the *Trustee Handbook* updated annually.

## 12. Buddy/Mentor System

- 12.1 Each new Trustee will be paired with an existing Trustee as their ‘buddy’, who will help them to learn the role of Trustee at Communication Matters.
- 12.2 The buddy will meet or speak with the new Trustee before each Board meeting for the first year to discuss:
  - The agenda and the Board papers.
  - Any other issues concerning the new Trustee.
- 12.3 The buddy will also meet or speak with the new Trustee shortly after each Board meeting for the first year to de-brief from the meeting.

## 13. Oversight of the Induction Process

The Chair or a nominated Trustee will check by May that all new Trustees have been able to participate in all the induction procedures, and get feedback on the induction process from the new Trustees and buddy/mentors. He/she will share that feedback with the Chair and make recommendations for improvements and changes to the process where necessary.

## Trustees’ Responsibilities and the Way Communication Matters Works

---

“Communication Matters’ vision is a world where speech, language and communication difficulties are not barriers to opportunity and fulfilment.”

Our overall responsibilities are outlined above in the Trustees Job Description. To support this process the Trustees:

## 14. Develop a Strategic Plan

- 14.1 Develop a strategic plan at an annual planning meeting.
- 14.2 Review the plan at each Board meeting using agreed performance measurements, one Trustee is nominated to ensure agreed actions are followed through.
- 14.3 Feature on each Board agenda specific strategic issues that require discussion and debate in relation to the plan.
- 14.4 Encourage and enable the engagement of key membership groups in the organisation’s planning and decision making process by asking them to contribute suggestions for the future of Communication Matters.

## **15. Managing Risks**

Trustees manage risks by:

- 15.1 Putting in place appropriate policies, procedures and reporting mechanisms to ensure compliance with applicable legislation e.g. charity law, health and safety, employment law, data protection, company law, finance.
- 15.2 Reviewing the above policies and procedures in accordance with an agreed schedule.
- 15.3 Setting and maintaining systems of financial control, internal control, performance reporting and policies and procedures.
- 15.4 Acting prudently to protect the assets and property of Communication Matters.
- 15.5 Ensuring that Communication Matters has enough resources to carry out its planned activities.
- 15.6 Regularly review risks and take action to mitigate them.
- 15.7 Keeping abreast of developments within the charity sector.
- 15.8 Conduct a biennial good governance Board appraisal.

## **16. Ensure Good and Effective Relationships Between Associate Members and the Board of Trustees**

Trustees:

- 16.1 Ensure that all the membership are clear on the Board's role and have an opportunity to meet Board members e.g. at the Communication Matters Conference.
- 16.2 Take responsibility for strategic decisions that ultimately affect the future of the organisation.

## **17. Ensure Trustees Work Together as an Effective Board of Trustees**

Trustees:

- 17.1 Ensure the Board has an appropriate mix of skills to meet Communication Matter's aims and objectives.
- 17.2 Recruit, induct and develop the Board of Trustees.
- 17.3 Define the role of the Chair and responsibilities of other officers.

- 17.4 Manage meetings effectively, ensuring an adequate amount of time to both review ongoing and future plans, whilst responding to current key strategic issues.
- 17.5 Set clear terms of reference for sub committees and working groups.
- 17.6 Conduct a biennial Trustee and Board performance appraisal process to ensure Trustees review and develop performance in the best interests of Communication Matters.
- 17.7 Conduct an annual appraisal of officers.
- 17.8 Adhere to the *Code of Conduct*.
- 17.9 Undergo training as required.
- 17.10 Are accountable to membership groups about all aspect of the work and the governance of the organisation conducted by The Board of Trustees.

This is achieved through a documented process, which is regularly reviewed to ensure Trustees are meeting best practice. This can be found in the *Communication Matters' Trustees' Handbook*.

## **18. Maintain Communication Matters' High Profile and Professional Standing**

Trustees:

- 18.1 Act as ambassadors for Communication Matters and promote the work of the organisation.
- 18.2 Attend events and activities to support fundraising, PR activities, education and research.

### **The Communication Matters Code of Conduct**

---

The Code of Conduct is a common sense set of guidelines about how Communication Matters Trustees should behave. It is based around Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership. A copy is available in the *Trustees' Handbook*.

Communication Matters also has a *Conflict of Interest Policy*, a *Code of Conduct for Meetings* and an *Equal Opportunities Policy*. Copies of these documents are in the *Trustees' Handbook*. As part of the process of managing potential conflicts of interest, all Trustees complete a register of interests.