



## JOB DESCRIPTION

### DIRECTORS AND TRUSTEES

**Responsible to:** Members of the Company

**Note:** The Board of Directors of the Federation of Groundwork Trusts or a Groundwork Trust are Company Directors defined by the Companies Acts 1985 to 1989 and are Charity Trustees defined by the Charities Act 1993. The Charities Act defines the Trustees as those who are “*responsible for the general control and administration of the charity*”

The term “trustee” is helpful because it gives a sense of the trust which the law places in them.

#### **Role of Directors and Trustees:**

Directors are responsible for the overall governance of Groundwork Solent and ensuring that it operates in a manner which enables it to fulfil the objectives set out in the Memorandum and Articles of Association; that due attention is paid to charitable and company law; that it bears in mind the strategies and aspirations of Company members and stakeholders and that it upholds the reputation of Groundwork. Since the company is also a registered Charity, Directors are also charitable trustees.

#### **Duties of Trustees:**

##### ***Responsible for the proper administration of the Trust***

Trustees must make sure the assets and resources are only used for the purposes of the Trust. Trustees must also make sure the Trust acts lawfully by complying with charity law, company law, and other regulatory legislation such as employment law, environmental law, health and safety law etc.

##### ***Ultimately responsible for everything the Trust does***

Staff in Groundwork carry out the day to day management of the Trust. The Board of Trustees should discharge their responsibility by setting policies and strategies, approving and monitoring performance and budgets and holding the staff to account. The Board may also delegate the exercise of their powers to committees. The Articles set out the terms under which matters can be delegated to committees.

##### ***Under an obligation to act reasonably and prudently in all matters relating to the Trust***

Trustees are expected to use a reasonable degree of care, but are not expected to be experts in

any particular field. They are expected however, to be aware of situations where they need to seek advice, and to seek it when appropriate. Seeking advice is not a luxury but a responsibility. In particular, the Trustees should ensure that the Trust is solvent.

***Responsible for safeguarding the assets of the Trust***

Trustees should make sure that proper controls are in place to protect bank accounts and the handling of funds and to make sure that other assets are properly cared for.

***Under an obligation to act collectively***

Decisions and responsibilities are shared. The Board acts by majority, but all trustees share responsibility unless they make it plain that they disagree with a decision but are overruled. It is unwise for a trustee to be a “sleeping trustee” and leave decisions to others – or to be regularly absent from meetings of the Board.

***Responsible to act in the best interests of the Trust***

All trustees have a common responsibility to further the objects of the Trust. Even if they are elected by Groundwork Trusts to the Federation Board or nominated by a local authority to the Board of a Groundwork Trust, they must act in the best interests of the charity alone. This can be problematic when the trustees are nominated by a local authority or elected from a particular geographic area. Their constituency may believe that the trustee is there as a delegate to represent their views; they may even believe they can mandate the trustee. This is not the case. The trustees should consult in order to inform their views; but they must remain objective and act only in the best interests of the charity.

***Under an obligation to avoid any conflict of interest between their personal interest and the interests of the Trust, or between their interests in another organisation and the interests of the Trust.***

Some Directors are nominated or proposed by bodies having interests that are related to those of the Company and others may be in a position to provide services to it. This inevitably raises the possibility of conflicts of interest. To minimise the risk of this, Directors will, from time to time, be asked to complete a form covering main areas of potential, or perceived, conflict of interest. The trust has a conflicts of interest policy as recommended by Groundwork UK. Trustees should be familiar with this. This policy sets out how conflicts of interest should be dealt with by excluding the individual from decision making, discussion and/or withholding privileged communications.

**Main Responsibilities:**

1. Understanding the Company’s aims and objectives as set out in its Memorandum and Articles of Association (MAA) and that it is operated in accordance with the MAA.
2. Ensuring that the Company operates within the law, particularly with regard to the Charities and Companies Acts.
3. Attending and contributing to meetings of the Board of Directors and attending events.
4. Maintaining a governance perspective by ensuring that the Board;
  - Establishes the Company’s strategic direction and goals;

- Understands and acts upon the financial and other monitoring information presented to it, questioning such information when appropriate;
  - Defines the boundaries of management authority;
  - Contributes to the development of the annual Business Plan;
  - Delegates to the Executive Director the implementation of its decisions, plans and budgets;
  - Monitors key performance indicators on a regular basis and holds the Executive Director accountable for outcomes; and
  - Contributes to a review of the Executive Director's performance and development, annually.
5. Representing the Board's agreed position when speaking publicly on behalf of Groundwork Solent.
  6. Reviewing the Board's performance annually.
  7. Helping to identify, recruit and induct new Board Members, the Chairman and senior employees.
  8. Supporting the Executive Director and other staff in carrying out their work when requested to do so.

### **Person Specification:**

Directors shall be selected without regard to sex, race, colour, nationality, ethnic or national origins, marital status, gender orientation and religious beliefs in accordance with the Company's Equal Opportunities and Diversity policy. They should, between them, have a balanced range of skills, experience and judgement. Where possible they should have some organisational experience and may have held a management position in the private, public or voluntary sectors. Experience of working on the board(s) or committee(s) of charitable, voluntary or partnership organisations(s) would be valuable. They must have an interest in community, environmental or social issues but specialist knowledge of these issues, whilst desirable, is not essential.

### **Time Requirements:**

#### **□ Company Board Meetings**

Board meetings are normally held quarterly in January, April, July and October. The venue rotates between current board members, but there is no obligation to host meetings. Meetings normally start at 4.30pm and last for 2 - 2½ hours. An AGM is also held in October and may be followed by a social event for partners and supporters. In addition to main board meetings, there are 3 sub committees comprising 3-6 board members; Finance (Monthly), Operations (quarterly) and HR (6 monthly).

#### **□ Events**

There are usually about six launches, openings, site visits and similar events a year, to which Directors are invited. There is no obligation to attend but it is often useful to have one or more at each event and individuals should aim to attend at least two a year. Events may be held during evenings or at weekends.

□ **Advocacy**

Directors are expected to assist the Board and the Executive Director in advancing the objectives of the Company and in fundraising by meeting and communicating with potential supporters where no conflict of interest is involved.

□ **Contact with Staff**

Directors are encouraged to get to know the staff and their work either on site, at the office or elsewhere. Their role is to support and motivate staff and provide advice and guidance when requested rather than to give instruction.

□ **Governance Training**

This is provided from time to time and Directors are strongly encouraged to participate. The Executive Director will also provide support during induction and Directors should also help newcomers to the Board in this respect.

**Undertaking:**

I have read the above Job Description and notes and undertake that I will discharge my legal, financial and governance responsibilities in the way described. I also undertake to review these particulars once a year and to consider whether I am willing to continue as a Director and Trustee, bearing in mind the responsibilities this entails.

Signature ..... Date .....