

1. FUNCTION

The Trustee Board for Berkshire Guide Association, hereafter referred to as 'Board' is a committee approved by the Operational Committee of Girlguiding South West England for the management of the Association's affairs in Berkshire.

The Board is responsible for the direction and general development of the principles, aims, policies, organisation, rules and guidelines of The Guide Association as set out in The Royal Charter and By-laws, and the current edition of:

- a) The Guiding Manual
- b) The Guiding Handbook
- c) The current programme for young members in each section

The voting members of the Trustee Board are the charity trustees of Berkshire Guide Association in accordance with the relevant provisions of The Charities Acts.

2. MEMBERSHIP OF THE BOARD

2.1 The Board shall have the following members:

Ex-officio Trustees:

The County/Island Commissioner(s)
Assistant County Commissioner(s)
Chair of Finance Committee
Chair of Adult Support Committee
Chair of Thirtover Place Management Committee
Appointees to the WINGS Governance Group

Where an ex-officio trustee's role is shared (other than the County Commissioner), as permitted within The Guide Association's policies and rules, it must be discussed and agreed at the beginning of the appointment which individual will be the trustee and entitled to attend and receive notice and minutes of meetings.

Elected trustees:

Three Division Commissioners

Non-voting members in attendance:

President of Girlguiding Royal Berkshire
County Secretary/Minute Secretary

2.2 Term of appointment as trustee

The term of appointment for an ex-officio trustee shall be:

- i) For the County Commissioner(s) the term of appointment as County Commissioner determined by the Region Chief Commissioner
- ii) For County appointment holders, the term of appointment as determined by the County Commissioner(s)

For elected trustees, the term of appointment shall be that period determined in accordance with paragraph 2.6.

2.3 Eligibility of trustees

A trustee must have reached the age of eighteen years and must not be an employee of Girlguiding or any constituent part thereof.

2.4 Role of trustees

A trustee must act, at all times, in the best interests of Girlguiding Royal Berkshire as a charity, in accordance with the requirements of the Charities Acts.

2.5 Trustee declarations

Each trustee shall make an annual declaration in an agreed form, in accordance with the requirements of the Charities Acts.

2.6 Elected trustees

The elected members of the Board shall be elected by the Ex-officio trustees to serve a period of three years. The Ex-officio trustees shall determine the application and recruitment process. Prospective trustees shall complete an application form detailing skills and experience which are required by the Board.

2.7 Co-opted members

Co-opted members may be appointed by the Board at any time for a period as required but no more than three years. Such members shall have no vote. They may be reappointed provided that the total length of the terms of co-option is no more than three years.

2.8 Substitutions

Trustee appointments are personal to the trustee and cannot be substituted. If an ex-officio trustee cannot attend a meeting, the Chair may use paragraph 2.9 to invite a substitute to attend a meeting. Substitution shall not apply to elected or co-opted trustees.

2.9 Invitations

The Chair of the Board may invite any person to attend a meeting or part of a meeting for a specific purpose. Such person(s) may speak with the permission of the Chair but shall have no vote. County Advisers, consultants, appointment holders and external consultants may, if they have business to transact or advise upon, attend meetings at the invitation of the Chair.

3. PROCEEDINGS OF THE BOARD

3.1 Chairing meetings

Meetings of the Board shall be chaired by the County Commissioner. In the event Of Joint County Commissioner appointments, meetings of the Board shall be chaired by one of the joint County Commissioners, this arrangement to be agreed at the beginning of the term of appointment as County Commissioner. The other County Commissioner shall be appointed as Deputy Chair of the Board. In the event of neither being present, the Board shall choose a trustee to act as Chair for that meeting.

3.2 Voting

Only trustees may vote. Each trustee shall have one vote. Decisions shall be made by a majority of votes of the trustees present at the meeting. In the event of an equality of votes, the Chair shall have a second or casting vote. A trustee may request that their vote be recorded in the minutes by name. The Chair shall decide whether the vote of any or all of the trustees shall be recorded by name in the minutes of the meeting.

3.3 Quorum

The quorum for meetings of the Board shall be 50% of the trustees.

3.4 Convening meetings

The Board shall meet at least three times per calendar year at such time and place as may be determined.

The meeting shall be convened by notice in writing to the trustees and non-voting members of the Board, specifying the agenda for the meeting, and posted or e-mailed not less than ten working days before the meeting. Any business of which notice has not been given may be considered by agreement of the majority of the trustees present at the meeting.

The trustees shall be entitled to ask for, and receive, such information as may be reasonable and necessary to enable them to make an informed decision on the items to be considered at the meeting. In the event of a dispute, the Chair shall have the right to determine whether it is reasonable and necessary in any particular circumstance to provide such information.

In circumstances where a face-to-face meeting of trustees is not possible and/or practical, a meeting Of the Board may be conducted by teleconference or a similar facility such as Skype.

The arrangements for convening such meetings shall comply with the arrangements in paragraph 3.4. Such meetings shall meet all other requirements set out in the constitution including the quorum. Any trustee not participating in such a meeting cannot be counted in the quorum or in the voting.

3.5 Withdrawal from the meeting

The Chair may request a trustee or members of the Board to withdraw from the meeting during discussion of any item. A vote may be taken in the absence of any trustee or member of the Board who has been requested to withdraw. The Chair shall have the power to recall any trustee or member of the Board to attend such discussion or part thereof.

3.6 Minutes

The minutes of the meeting shall be circulated to all trustees and members of the Board and to the Chief Commissioner for Girlguiding South West England. The minutes shall be confidential to the trustees and members of the Board, and the Chief Commissioner for Girlguiding South West England. A summary of the decisions made at the meeting may be made and circulated to members of Girlguiding Royal Berkshire.

3.7 Circulation

Agendas, minutes and any associated papers and reports shall be circulated by post, email or electronic shared access areas (to an address provided for that purpose) to all trustees (and non-voting members) of the Board. The failure of any trustee or non-voting member of the Board to receive or access the agenda and any associated papers or reports shall not invalidate any decision taken at the meeting.

In addition to the provision set out in paragraph 3.7, agendas, minutes and associated papers and reports may be circulated and stored in a secure filing facility.

3.8 Urgent business

In circumstances where a decision is required which cannot wait until the next scheduled meeting of the Board, a decision may be made by sending a written report, including the recommendation and the reasons for urgency, to the trustees by e-mail or post. The trustees shall be requested to respond expressly, within the given date, with their views and vote. Any trustee not responding to the e-mail may not be counted in the quorum or in the voting. A minimum of seven working days should be provided for return of comments and/or vote.

In the event of an equality of votes, the Chair of the Trustee Board may exercise a second or casting vote. The decision shall be ratified at the next available meeting of the Board.

4. RESPONSIBILITIES OF THE BOARD

4.1 Primary responsibilities

The primary responsibilities of Board shall include, but not be limited to, the following:

- a) To administer Girlguiding Royal Berkshire in accordance with requirements of the Charities Acts, and with all other relevant legislation and regulations, and in accordance with the principles, aims, values, rules, and organisation of The Guide Association
- b) To provide leadership and be responsible for the strategic direction and the delivery of quality Guiding in Berkshire
- c) To ensure that the national Girlguiding Strategy is delivered throughout Berkshire
- d) To be responsible for the finances of Girlguiding Royal Berkshire, in accordance with paragraph 4.2 below

- e) To manage Girlguiding Royal Berkshire effectively by setting and approving plans and budgets to achieve the objectives required by (a), (b), (c) and (d) above, and monitoring performance against such plans and budgets
- f) To establish and manage a structure of delegation and internal control. The structure for financial management shall include terms of reference for the Girlguiding Royal Berkshire Finance Committee and an agreed statement of financial controls and delegation of financial authority. All delegated financial decisions shall be reported to the next available meeting of the Board.
- g) To regularly review the risk to which Girlguiding Royal Berkshire is subject and agree or ratify all policies and decisions on matters which might create significant risk to Girlguiding Royal Berkshire, in relation to finance, reputation or otherwise
- h) To act as a channel of communication between the Board and the members of Girlguiding Royal Berkshire

4.2 Financial responsibilities

The financial responsibilities Of Board shall include, but not be limited to, the following:

- a) To manage the finances of Girlguiding Royal Berkshire in such a way as to ensure solvency and financial strength and to ensure proper accounts are kept and audited once a year in accordance with the requirements of the Charities Acts
- b) To act prudently to protect the assets and property of Girlguiding Royal Berkshire and ensure that they are used to deliver its objectives
- c) To approve and adopt the Annual Finance Statements and Charity Trustees Report prepared in accordance with the relevant provisions of the Charities Acts. This may take place at the same meeting of the Board provided that:
 - i the meeting has been convened in accordance with the constitution
 - ii the auditor/ reviewer has signed the accounts and has raised no issues which remain unresolved
 - iii there are no amendments to the accounts, the auditor's/reviewer's statement or the report, other than for clarification
- d) To open bank or building society accounts in the name of Girlguiding Royal Berkshire which shall from time to time be considered necessary. The opening of such accounts must be approved by the Board. The signatories of cheques and other banking instructions must be authorised as determined from time to time by the Board. At least two trustees of Girlguiding Royal Berkshire shall be nominated signatories.
- e) To procure trustee indemnity insurance as permitted under the Charities Acts
- f) To administer all funds, securities and other assets belonging to Girlguiding Royal Berkshire and to receive donations, endowments, and gifts

5. COMMITTEES/ SUB COMMITTEES

5.1 Terms of reference

The Board may set up such committees/ sub-committees as it may from time to time deem necessary. The Board shall approve the terms of reference for such committees/subcommittees. The terms of reference for a committee/sub-committee shall set out the process for the appointment of the Chair and members of the committee/sub-committee. Such appointments shall be subject to the approval of the Board.

5.2 Ex-Officio Members

The County Commissioner(s) shall have voting membership of all committees/sub-committees. In the case of joint appointments of County/ Island Commissioners, the allocation of membership to the committees/sub-committees shall be determined at the start of the appointment

5.3 Ad-hoc Committees/Sub-committees

The Board may set up ad hoc committees as required from time to time for specific purposes. Such committees shall be set up in accordance with paragraphs 5.1 and 5.2.

5.4 Minutes

The minutes of the meetings of any committee/sub-committee, including any recommendations from the committee/sub-committee, shall be submitted to the Board for adoption and to enable the Board to make such decisions as may be reserved to the Board. The minutes shall be confidential to the trustees of Girlguiding Royal Berkshire and to the members of the committee/sub-committee. A summary of the decisions made at meetings of the committees/sub-committees may be made and circulated to members of Girlguiding Royal Berkshire.

6. CONSTITUTION

6.1 Amendments

This Constitution may be amended by resolution at an ordinary meeting of the Board, or a special meeting of the Board convened for the purpose by not less than 14 days notice in writing, which shall be sent to each trustee and member of the Board.

Neither this Constitution nor any amendment to this Constitution shall have effect until approved by the Girlguiding South West England Region Operational Committee.

6.2 Voting on Amendments

Any change in the Constitution shall be decided by a majority of votes of the trustees present at the meeting convened in accordance with paragraph 7.1

6.3 Records

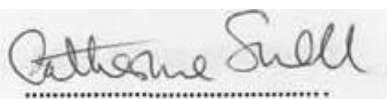
A copy of this Constitution shall be signed by the County Commissioner(s), one other trustee, and Chief Commissioner for South West England, dated and deposited with the Executive Manager for Girlguiding South West England.

7. ADOPTION

This Constitution was adopted by resolution of the Board at a meeting held at Earley Crescent Resources Centre, Warbler Drive, Earley, Reading, Berkshire, RG6 4HB on 23 March 2019.



County/Island Commissioner(s)



Trustee

Approved by resolution of the Girlguiding South West England Operational Committee:



Chief Commissioner

Date: 6 July 2019