

<p><b>GOVERNANCE ROLE DESCRIPTIONS</b></p>
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**Role Description for Mind in Harrow Trustees**

1. To ensure that Mind in Harrow complies with the Memorandum and Articles of Association (the governing document), charity law, company law and other relevant legislation and regulations.
2. To ensure that all activities and expenditure are in pursuit of Mind's charitable objectives.
3. To contribute to decisions about Mind in Harrow's strategic direction and policy.
4. To ensure that Mind in Harrow promotes equality & diversity in all aspects of its work and relationships.
5. To monitor and evaluate the performance of the organisation, ensuring that Mind in Harrow complies with requirements of Mind Quality Mark (MQM)
6. To oversee Mind in Harrow's financial affairs to ensure financial stability.
7. To ensure that the Annual Report and Accounts are produced and submitted to Companies House and the Charity Commission.
8. To make arrangements for the appointment of a Chief Executive; and to have overall responsibility for the staff employed by Mind in Harrow.
9. To represent the Board of Trustees if necessary on internal disciplinary and complaints panels and on external bodies by agreement.
10. To undertake induction, training and development opportunities to enhance your effectiveness as a trustee.

11. To be aware of and accept the responsibilities of a charitable trustee and director of a charitable company, to act properly at all times and declare any impediment or interest relevant to the role of trustee.

### **Person Specification for Mind in Harrow Trustees**

#### **Essential Qualities**

- An empathy for and commitment to Mind's aims, objectives and values
- Awareness of mental health
- Willingness and ability to devote the necessary time and effort (Board meetings are held monthly on Monday evenings for two hours. A minimum attendance of two thirds of meetings is required for the Trustee role).
- Integrity and loyalty to the organisation
- Commitment to Equality & Diversity
- Independent judgement
- Ability to communicate clearly and sensitively and to take part in discussions
- Listen to and respect other viewpoints and perspectives
- Ability to think strategically and creatively
- Understanding and acceptance of the legal responsibilities and liabilities of trusteeship
- Ability to work effectively as a member of a team within Mind's informal and collaborative culture.
- Willingness to undertake Trustee mandatory training if not already completed previously (eg Confidentiality, Equality Act 2010, Service User Engagement)

#### **Responsibilities of Mind in Harrow**

- To offer induction to all new Trustees in the policies, standards and practices of the organisation.
- To offer training in specific policies or topics with which Trustees may not be fully familiar.
- To provide reasonable notice and accessible venue for meetings.
- Reimburse out-of-pocket expenses for travel and subsistence.

## **Code of Conduct** **for Mind in Harrow Trustees**

### **Purpose of the Code**

The purpose of the code of conduct is to maintain the highest standards of integrity and stewardship, ensuring that Mind in Harrow is effective, open and accountable with good working relationships between Trustees, Chief Executive and other staff.

1. All Trustees must act with probity, due prudence and, where appropriate, in accordance with independent, professional advice that may be offered to the Board.
2. Trustees should behave with courtesy and respect to each other and to staff.
3. Trustees must respect and support the decision of the majority.
4. Trustees should not use their position to gain financial or other material benefit for themselves, their families or friends.
5. Trustees must not place themselves under any financial or other obligation to outside individuals or organisations that might influence in the performance of their duties.
6. Should a conflict of interest arise, a Trustee must declare the interest and take no part in the discussion or vote.
7. Trustees should not behave in ways that could damage or undermine the reputation of Mind or its staff.
8. To be effective, Trustees must be willing to prepare for meetings, attend regularly and be punctual.
9. Any confidential information relating to service users, staff, or business meetings must remain confidential and not discussed or shared with others.
10. Trustees must act fairly and in accordance with good employment practice and equal opportunities in making decisions about personnel issues.

11. Trustees should not in any way undermine the delegated authority of the Chief Executive. Informal communication between Board members and workers is to be encouraged, provided it does not interfere with the management process.
12. Statements made or opinions expressed on behalf of the Board can only be made with the explicit agreement of the Board.
13. Trustees should respect the organisation's Code of Conduct and abide by all policies and procedures.

## **Trustee Extended Leave Policy**

If a Trustee needs to take an extended period of leave for one year or more from the Board of Trustees (for example for maternity, health reasons or caring responsibilities), Mind in Harrow acknowledges that we should offer 'reasonable adjustments' to people with 'protected characteristics' under the Equality Act 2010, eg carers, people with disabilities.

Mind in Harrow also expects Trustees to be aware of their responsibility to the organisation to inform the Chair at the earliest opportunity of any changes in the circumstances, which could affect their ability to fulfil the role of Trustee, and keep the Chair informed as any further changes arise during a period of absence.

### **Before the period of extended leave, Mind in Harrow will:-**

- Discuss with the Trustee options for their role on the Board of Trustees, including agreement on methods and frequency of communications during their absence.
- Discuss whether they wish to continue on the Board Trustees with the option that if they resign that they could return to the Board in the future.

### **During the period of extending leave, Mind in Harrow will:-**

- Keep in contact with the Trustee in accordance with the prior agreement for method and frequency of communications during their absence.

### **At the end of the period of extended leave, Mind in Harrow will:-**

- Discuss 'reasonable adjustments' to their re-involvement on the Board of Trustees, for example refresher induction about changes and developments during their absence and the option of a gradual return to full Trustee responsibilities.
- Discuss whether they wish to continue as a Trustee after their period of absence.

Mind in Harrow acknowledges that it may not be possible to know in advance the period of absence from the Board of Trustees, as periods of caring or sickness may be extended unexpectedly. It is important that both Mind in Harrow and Trustees take responsibility to maintain communications during the period of absence and keep the situation under review by following the principles as outlined above.

## **Chair Role Description**

**Maximum term of service:** The Chair can be elected for up to three years and re-elected for a further three years.

### **Overall Purpose**

Whilst all trustees are collectively responsible for the decisions and management of the charity, and jointly and severally liable for their actions, some view the position of chair of trustees as the ‘first amongst equals’, an ambassador, and the public face of the charity.

It is imperative that the chair provides effective leadership and management to the board of trustees, enabling them to fulfil their responsibilities for the overall governance and strategic direction of the charity, and ensuring that appropriate decisions are correctly made (including developing the organisation’s aims, objectives and goals in accordance with the governing document, legal and regulatory guidelines). The chair should also lead trustee discussions on the manner in which the charity continues to provide public benefit, and how such provision is continuously monitored by the board.

The chair will need to work in partnership with the chief executive officer to ensure that trustee decisions are acted upon and the charity is managed effectively. The chair and chief executive officer particularly should be sympathetic to the difference between the role the board of trustees play in developing and agreeing the strategic direction of the charity and that of the senior management team in applying that strategy to the day-to-day operations of the charity.

### **Main Responsibilities**

- Leading the trustees and members of the senior management team in the development of strategic plans for the charity
- Providing leadership and support to the chief executive officer and ensuring that the charity is run in accordance with the decisions of the trustees, the charity’s governing document, and appropriate legislation.
- Liaising with chief executive officer with the drafting of agendas and supporting papers for trustee meetings and ensuring that the business is covered efficiently and effectively in those meetings.
- Undertaking a leadership role in ensuring that the board of trustees fulfils its responsibilities for the governance of the charity

- Leading on, with the assistance of chief executive where appropriate, the development and implementation of procedures for board induction, development, training, and appraisal.
- Implementing an effective communication strategy that includes the needs of staff, beneficiaries and other stakeholders.

### **Main Duties**

- Liaising with the chief executive officer to lead on the planning, setting and chairing of trustee meetings and AGMs.
- Ensuring trustee decisions are acted upon.
- Supporting and appraising the performance of the chief executive officer.
- Leading disciplinary and appointment committees, where appropriate and in line with the charity's agreed procedures.
- Representing the charity at functions, meetings and in the press and broadcasting media, in line with the charity's agreed media strategy.
- Acting between full meetings of the board in authorizing action to be taken *intra vires* e.g. banking transactions and legal documents in accordance with relevant mandates.
- Maintaining the trustees' commitment to board renewal and succession management, in line with the charity's governing document and/or current best practice.
- Ensuring that the performance of the board as a whole, and the trustees individually is reviewed on an annual basis.
- Acting as a counter-signatory on charity cheques (including any electronic transactions) and any applications for funds.

## **Vice-Chair Role Description**

**Maximum term of service:** The Vice-Chair can be elected for up to three years and re-elected for a further three years

### **Main Responsibilities**

The Vice-Chair is responsible for fulfilling the role of the Chair during temporary absence at Board meetings and undertaking other duties to support the functions of Chair as appropriate.

### **In Chair's Absence at Meetings**

Liaising with chief executive officer with the drafting of agendas and supporting papers for trustee meetings or AGM and ensuring that the business is covered efficiently and effectively in those meetings

### **Other Duties to Support the Functions of Chair**

- Leading disciplinary and appointment committees, where appropriate and in line with the charity's agreed procedures.
- Representing the charity at functions, meetings and in the press and broadcasting media, in line with the charity's agreed media strategy.
- Acting between full meetings of the board in authorizing action to be taken *intra vires* e.g. banking transactions and legal documents in accordance with relevant mandates.
- Maintaining the trustees' commitment to board renewal and succession management, in line with the charity's governing document and/or current best practice.
- Ensuring that the performance of the board as a whole, and the trustees individually is reviewed on an annual basis.

## **Secretary Role Description**

**Maximum term of service:** The Secretary can be elected for up to three years and re-elected for a further three years

### **Overall Purpose**

- To ensure that committee meetings are properly administered.
- To ensure other meetings, such as the AGM, and events are properly administered.
- Keep membership records up-to-date (unless there is a membership secretary as well).
- Monitor committee member action points.

### **Main Responsibilities**

- Plan and prepare the committee meetings and the AGM with others as appropriate.
  - Planning meeting dates, booking rooms, sending out notifications, minutes and other papers.
  - Drawing up agendas together with the Chair.
- Minute committee meetings or ensure that another minute taker is available. In the case of closed meetings (with no others present) the secretary will take the minutes.
- Accurately record decisions and actions in the minutes and report to the next committee meeting on the progress of actions and the result of decisions.
- Maintain accurate and up-to-date membership records, issuing renewal notices and recording subscription/membership fees.
- Deal with correspondence, writing letters/emails as agreed at committee meetings, summarising correspondence/emails received at the next committee meetings and drafting replies as appropriate.
- Make arrangements for any necessary reporting to be done. For example the annual report to members.

### **Qualities**

- To be organised and methodical
- Able to take good minutes.
- Able to keep accurate records.
- Has the relevant skills to organise a meeting well.

## **Company Secretary Role Description**

### **Overall Purpose**

To ensure that the requirements of Companies House<sup>1</sup> are met

- that committee meetings are properly administered and recorded.
- that the list of Directors at Companies House is kept up-to-date.
- to ensure that the AGM, EGMs etc are properly administered.
- that membership records are kept up-to-date.
- that annual returns are made to regulatory bodies<sup>2</sup> as appropriate and in the correct format.

<sup>1</sup>Companies House is the regulatory body for registered Companies.

### **Main Responsibilities**

- Ensure that committee meetings and the AGM are run according to the Memorandum & Articles of Association and Companies House requirements.
  - Ensure nominations for director are received in time and in the correct format.
  - Ensure voting procedures are followed correctly.
  - Ensuring that any required business is dealt with (such as appointment of auditors).
- Ensuring that committee meetings including decisions and actions are adequately minuted.
- Ensure accurate and up-to-date membership records are maintained in accordance with the constitution and Companies House requirements.
- Ensure that the annual return to Companies House is made on time.

### **Qualities**

- To be able to delegate and/or organised and methodical.
- Have knowledge of Company law relating to the Company Secretary's role.
- Have a good knowledge of the organisation's own constitution.
- Able to give clear advice on procedural matters.

## **Treasurer Role Description**

**Maximum term of service:** The Treasurer can be elected for up to three years and re-elected for a further three years

### **Overall Purpose**

The treasurer will oversee the financial matters of the charity in line with good practice and in accordance with the governing document and legal requirements and report to the board of trustees at regular intervals about the financial health of the organisation. The treasurer will ensure that effective financial measures, controls and procedures are put in place, and are appropriate for the charity.

Despite the additional responsibility the treasurer will have in overseeing the financial matters of the charity, all trustees continue to be jointly and severally responsible, and therefore liable, for the administration of the charity.

### **Main Responsibilities**

- To oversee and present budgets, accounts, management accounts and financial statements to the board of trustees after discussion with the CEO and/or finance & operations manager.
- To ensure that proper accounts and records are kept, ensuring financial resources are spent and invested in line with the charity's policies, good governance, legal and regulatory requirements.
- To be instrumental in the development and implementation of financial, reserves and investment policies.

### **Main Duties**

- Liaising with the CEO and/or finance & operations manager about the financial activities of the organisation.
- Chairing any finance committee in line with standing orders and terms of reference, and reporting back to the board of trustees.
- Overseeing liaison with the charity's auditors or independent examiner, where appropriate.
- Monitoring and advising on the financial viability of the charity after liaising with the charity's auditors.
- Creating, in liaison with the CEO and/or finance & operations manager, sound financial instruments for the control of charity assets.
- Implementing and monitoring specific financial controls and ensuring systems are in place accordingly and adhered to.
- Advising on the financial implications of the charity's strategic plan.

- Liaising with the CEO and/or finance & operations manager to ensure that the charity's annual accounts are compliant with the current Charities SORP.
- Where the charity has an internal audit function, the treasurer will be required to work closely with the internal audit team and any sub-committee of the board of trustees.
- Acting as a counter-signatory on charity cheques (including any electronic transactions) and any applications for funds.
- Maintaining sound financial management of the charity's resources, ensuring expenditure is in line with the charity's objects.
- Contributing to the fundraising strategy of the organisation.

## **Co-opted Board Member Role Description**

### **Overall Purpose and Status**

Co-opted Board members are appointed by a resolution of the Mind in Harrow Board of Trustees to act in an advisory capacity. They do not have the legal responsibilities of Trustees/Directors and therefore do not have the right to vote in Board decisions or be present confidential items, but can contribute to discussion of agenda items. They can be paid for their work as a Co-opted Board Member as defined either by a resolution of the Board of Trustees or by Mind in Harrow's User Involvement Policy.

If Co-opted Board Members do not attend Board meetings for six months without providing apologies for absence and do not respond to two communications from Mind in Harrow enquiring about their absence, Mind in Harrow will assume that they no longer interested and remove them as a Co-opted Board member.

### **Main duties**

- To advise the Board in accordance with the remit of their agreed co-opted role.
- To contribute to discussion of Board agenda items and support informed decision-making.
- Abide by the Mind in Harrow Trustee Code of Conduct and Conflict of Interest Policy, including to maintain impartiality and confidentiality.
- To attend a minimum of two-thirds of Board meetings per annum and notify Mind in Harrow in advance if unavailable to attend meetings.

### **Co-opted Harrow User Group Representatives**

Two Harrow User Group Representatives are elected by their peers to be put forward as Co-opted Board members for appointment by a resolution of the Board. They serve for a maximum period of two years. In addition to other duties of Co-opted Board Members, their **main duties** are:

- To represent the perspective of people with lived experience of mental health problems and Harrow mental health service users in relation to Mind in Harrow strategy and policy.
- To seek views from the Harrow User Group members as appropriate to inform their role and update members on a quarterly basis.

Name of Policy/Procedure	Governance Role Descriptions
Current status (draft, approved)	Reviewed
Last updated	February 2019
Next review date	February 2021
Signed on behalf of the Board:	
Position:	
Date:	

