

**Trustee Manual**

This manual has been created as a reference tool for existing, new or prospective Trustees serving on the Board of Classrooms for Malawi. It contains the purposes, process and procedures which govern the operation and development of the organization.

Its purpose is to outline the responsibilities of Trustees within the context of Classrooms for Malawi’s aims and structure, and to highlight some of the responsibilities and liabilities which they have as Trustees of a Scottish charity. It also describes what someone can expect when they join Classrooms for Malawi’s Board of Trustees.

The implementation of the Manual and its up-dating whenever required, is the responsibility of the Board of Trustees.

Further information or answers to questions concerning the Board of Trustees of Classrooms for Malawi should be sought from the Chair.

# Purpose, Mission and Charitable Purposes:

Purpose: To help children in Malawi find a sustainable route out of poverty through education

The Key Activities to achieve our purpose are:

- Build: build and renovate targeted classrooms in Malawi

- Finance: raise targeted revenue to deliver our purpose

- Educate: support local initiatives that improve education attainment and positively impacts on children in poverty

- Partnership: develop effective partnerships in Malawi that deliver improved education outcomes

- Marketing: raise our profile and leverage our good work to enable us to do more

# Values

Our guiding principle is that our work should be led by the expressed needs and aspirations of people and communities and the national priorities of Malawi. That work should be sustainable, deliver educational impact, be innovative and be aware of and mitigate the impact on the environment

# Structure

The current organisation structure is:

* + Classrooms for Malawi is a Single Tier structure – consisting of Trustees who control and supervise the activities and set the strategic direction of the SCIO
  + The Board of Trustees is the governing body and is made up of not more than seven Trustees. The Board meets a minimum of four times a year and all Trustees are non-salaried.
  + The board comprises of three elected positions – Chair, Treasurer and Secretary.
  + The day-today management of the charity and delivery of the strategic plan is delegated to the Chief Executive, who attends all meetings of the Board but does not vote.

The Trustees usually meet 4 times during the year normally in January, March, June, September.

Where Trustee vacancies arise, The Trustees and the Chief Executive are responsible for ensuring that suitable candidates with appropriate skills are brought forward for election to serve as Trustees. Trustees will be issued with an induction pack comprising the Trustees manual, constitution and all relevant policies, guidelines and procedures.

# The Board of Trustees Remit Authority

The Board of Trustees acts in accordance with the best practices of charitable organisations

and thus, has the full authority of Trustees and acts in all respects as Trustees. The Board of Trustees may not cause or allow Classrooms for Malawi to violate its stated purpose or the guidelines pertaining to its functioning as set out in the governing document and such charitable, legal and fiscal regulations as apply.

A Trustee is usually elected at the annual general meeting; however, Trustees may decide to elect new Trustees at any time. Trustees may not – without specific authority from the Board – enter into any legal or financial arrangement on behalf of the SCIO or give direct instructions to the Classrooms for Malawi Chief Executive or any of their staff.

# Responsibility

The Board of Trustees determines the strategic direction of Classrooms for Malawi and ensures that the SCIO functions ethically, effectively and efficiently in the pursuit of its purpose and vision. The Board ensures that Classrooms for Malawi complies with the provisions of current charity law and other relevant legislation e.g., employment law, health and safety and disclosure both in Scotland and in-country where operations are delivered.

Trustees ensure that governance of Classrooms for Malawi is always aligned with both good practice guidance and legislative requirements of the Office of the Scottish Charity Regulator (OSCR) and that any changes circulated to charities by OSCR are discussed by the Board at its next meeting.

A Trustee is responsible for contributing to the processes of the Board and all its responsibilities and tasks as listed in the Board of Trustees remit. A Trustee is also responsible for representing the decisions and leadership of Classrooms for Malawi to the public at large.

# Accountability

Classrooms for Malawi is accountable to all stakeholders and fulfils this by the publishing of its annual report and holding an AGM which is open to the public.

The Trustee is responsible for their contribution and conduct to the Board. Trustees are expected to take part in an annual group appraisal of the Board as a whole which will be led by the Chair.

# Conflicts of Interest

A member of the Board who has a personal interest in any transaction or other arrangement which the SCIO is proposing to enter into, must declare that interest at a meeting of the Board; he/she will be debarred (in terms of clause 44 in the Articles of Association) from influencing and voting on the on whether or not the SCIO should enter into that arrangement. Any such personal interests may be entered onto a Register of Interests to be kept at Classrooms for Malawi’s registered office, which is open for inspection by the Board and, with the express prior written approval of the Trustee concerned, by members of the public.

# Key Tasks of Trustees

1. To ensure that Classrooms for Malawi has a clear vision and purpose and is focused on achieving these.
2. To determine the overall strategic priorities and outcomes of Classrooms for Malawi
3. To design and develop the structures and processes of Classrooms for Malawi
4. To approve annual budgets and forecasts.
5. To approve the annual financial statements and accounts.
6. To establish monitoring policies and proper internal controls which ensure that Classrooms for Malawi is protected financially, legally and socially.
7. To select and appraise Trustees and Office Bearers where required
8. To set up and maintain such sub-Committees as it deems necessary to support its functions.
9. To regularly review the Board’s performance.

**Elected Roles**

# 5. The Board of Trustees Chair’s Remit

**Authority**

The Chair derives their authority from the Board of Trustees, by whom they have been elected annually and may not make any decisions or take any action not authorized by the Board.

# Responsibility

The Chair is responsible for the provision of leadership of the Board both when it is in session and between sessions. The Chair is responsible for the workings of the Board, agreeing the agenda with the Vice Chair, chairing the meetings, controlling and stimulating discussion, facilitating the inclusion of new Trustees and closure for Trustees standing down.

# Accountability

The Chair is accountable to the Board

# Relationships

The relationship between the Chair and the Trustees is very important. They should support each other in every way, pastorally as well as organizationally, but without infringing on each other’s responsibilities. The Chair should avoid getting involved in management affairs except as the final authority on grievance and disciplinary matters.

# Key Tasks

* To chair the meetings of the Board.
* To ensure that the information needed for the Board’s effective functioning is available to all Trustees.
* To ensure that the Board fulfils its responsibilities and key tasks.
* To ensure that accurate records are kept of all the Board decisions and to sign the approved minutes.
* To ensure that there is a strong and supportive interface between the Trustees and the staff.
* In association with Trustees, the Chair should be active in finding new Trustees when needed.
* To participate in ad-hoc meetings as appropriate

1. **Vice Chair’s Remit**

# Authority

The Vice Chair derives their authority from the Board of Trustees, by whom they have been elected annually and may not make any decision or take any action that is not authorized by the Board.

# Relationships

The relationship between the Vice Chair and the Chair is very important. They should support each other in every way, pastorally as well as organizationally, but without infringing on each other’s responsibilities.

# Accountability

The Vice Chair is responsible to the Board and will report to the Board of Trustees.

**Key Tasks**

* Support the work of the Chair and deputizes where necessary.
* Assist the Chair to ensure that the organisation pursues its objects as defined in its governing document, charity law, company law and other relevant legislation/regulations.
* Work in partnership with the Chair to support the employees and volunteers, helping them achieve the aims of the organisation.
* Assist the Chair in facilitating the Board of Trustees in stimulating excellent, well-rounded and carefully considered strategic decision-making.
* The Vice Chair role serves as chair designate with a view to taking over the chair’s role in the future

# Treasurer's Remit Authority

The Treasurer derives their authority from the Board of Trustees, by whom they have been elected annually and may not make any decisions or take any action that is not authorized by the Board.

# Responsibility

The Treasurer is responsible for providing information and advice to the Board of Trustees on its financial responsibilities and to act as the interface between the Board of Trustees and

the Chief Executive on financial matters.

# Accountability

The Treasurer is responsible to the Board of Trustees and will report to the Board of Trustees at each board meeting.

# Key Tasks

* To ensure, in co-operation with the Chief Executive, that an appropriate financial policy and practice framework is in place to guide financial decision making of Classrooms for Malawi and ensure accountable systems for authorization of expenditure.
* To develop a clear understanding of the assumptions made in financial planning and budget proposals and advise the Board of Trustees on these matters.
* To prepare for and participate in at least four Board meetings annually; giving the financial report and answering questions.
* To keep abreast of all financial risks to Classrooms for Malawi as identified in the risk register and make recommendations to the Board of Trustees to mitigate risk.
* To present the Treasurer’s report at the AGM. This includes a financial statement within the annual report and a presentation at the meeting.
* To agree the draft budget with the Chief Executive and present it to the Board for approval or amendments.
* To meet the Accountant and the Chief Executive for a general update annually.

# Board of Trustees Secretary’s Remit

# Authority

The Company Secretary derives their authority from the Board of Trustees, by whom they have been elected annually and may not make any decision or take any action that is not authorized by the Board.

# Responsibility

The Secretary is responsible for Classrooms for Malawi meeting the legal compliance requirements of being a SCIO.

# Accountability

The Secretary is responsible to the Board and will report to the Board of Trustees.

# Key Tasks

* To ensure that committee meetings are properly administered.
* To ensure other meetings, such as the AGM, and events are properly administered.
* Monitor committee member action points.
* 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.
* Make arrangements for any necessary reporting to be done. For example, the annual report, annual policy review and risk register.

# Trustee Grievance & Disciplinary procedures

These provide the processes for: -

* A Trustee to raise serious grievances about their treatment by another Trustee, or the Board as a group; Trustees, as a group, to raise serious concerns about one of their number breaching their duties or organization’s policies.
* A member of the organization, for example a staff member, having a grievance against
  + (I) an individual Trustee or
  + (ii) the Trustees as a group
* Complaints by an individual Trustee against a member of the organization.

# Best practice guidelines

Raise issue as soon as possible - complaints are most often sorted out by the individuals talking, informally, about their concerns and agreeing to action points to improve the situation. Informal first - wherever possible raise issues informally first, in private and confidentially, with the person or people concerned; if the circumstances do not change /improve *then* consider initiating formal procedures.

Written procedures - it is essential that the formal steps by which Trustees raise and progress complaints are written down, accessible and in information packs provided at induction to new Trustees.

Legal framework – introducing new procedures may require amending the constitution / governing documents if the necessary powers are not mentioned, or the processes permitted are not described in sufficient detail.

Recording - it is essential that the consequences of each stage in the procedures (including any formal attempts at mediation or reconciliation) are written down and accessible to those concerned.

Review - the formal procedures should be subject to review annually as part of the Board’s appraisal of board policies and activities.

# Complaints procedures

**These are the formal processes to: -**

Respond to grievances expressed by Trustees.

Respond to concerns about breach of rules or code of conduct by Trustees.

Respond to a grievance etc. taken out against a Trustee(s) by a member of the organization; Respond to complaints by an individual Trustee against a member of the organization.

# Respond to grievances expressed by Trustees

The parties involved, or other concerned Trustees, approach the chair and request that a special board meeting be convened; The meeting is convened as soon as possible; The parties, in turn, meet with the Chair; The Chair and xxxx decide if the grievance is legitimate, or not.

Should the Chair decide the grievance is legitimate they would identify the most appropriate strategy to respond to the grievance, [e.g., sanctions, joint problem solving, negotiation or mediation], make the appropriate arrangements and monitor the results.

If the grievance was judged not legitimate the complainant would be informed.

The chair would report to the Board in closed session and with confidential minutes - unless decided otherwise.

# Respond to concerns about breach of rules, duties or code of conduct

Concerns (e.g., breach of duty to declare conflicts of interest) to be brought to the chair of the who decides whether or not to convene a formal complaint (e.g., the chair could decide that it was too early to initiate formal procedures).

If an EGM of the Board is to convene, then it should do so as soon as possible.

Afterwards the Complaints Committee decides

(I) whether the concern is legitimate,

(ii) if so, what action should be taken and then

(iii) drafts a written statement of concern to be given to the Trustee involved.

If necessary, the Chair to seek legal guidance; the Chair to report to the Board, in closed session, and with confidential minutes. The Trustee whose behavior is the cause of concern has the right to attend this Board Meeting. If the Trustee does not attend then the results of the Board Meeting should be communicated to them within 48 hours, and in writing.

Possible options / sanctions are:

1. request resignation of Trustee from the Board,
2. exclude Trustee as laid down in the governing document or
3. offer pastoral care.

Should sanctions be imposed on the Trustee they are entitled to appeal to the whole Board. This appeal would be heard in a closed confidential session of the Board. The Board’s decision would be final; It is a matter for the board whether all, or part, of the circumstances are made public (i.e., out with the group of Trustees).

# Complaints against Trustees by members of the organisation

The processes to be used are the same as those for the rest of the organisation, e.g., in line with the organisation’s bullying, grievance and equalities policies. As these procedures usually include an appeal to the Board of Trustees, members of the Grievance/ Discipline Panel(s) should not be present when relevant items are discussed/ reported on at Board meetings. If the Trustee who is the subject of the complaint is on the Appeals Panel they must step down for the duration of the procedures.

# Complaints by Trustees about a member of the organisation

Individual Trustees have the right to initiate bullying or discipline procedures against staff or volunteers in the organisation – using the organisation’s procedures. Again, if the Trustee who has made the complaint is on the Grievance or Discipline Appeal Panels they must step down for the duration of the particular procedure.

# Trustees Charter

As a Trustee of Classrooms for Malawi, I commit myself to: -

1. Support the work and the staff of Classrooms for Malawi.
2. Understand and fulfil my legal responsibilities as a Trustee.
3. Fulfil my responsibilities as set out in the Trustees’ Manual.
4. Act in the best interest of Classrooms for Malawi. To seek, in good faith, to ensure that Classrooms for Malawi operates in a manner that is consistent with its goal and strategic objectives.
5. Engage with the work of Classrooms for Malawi.
6. Contribute from my expertise, experience and skills to the development of Classrooms for Malawi.
7. Be available for the meetings of the Board and such sub-committees as are appropriate.
8. Serve as a member of The Board of Trustees for the period ....................... to ..........................
9. An appraisal of my contribution.
10. Undertake such training and development as are necessary for me to fulfil my role.

Signed.................................................

Witness by

Chair.............................................. Date.................................................