

HCC Governance Policy



Introduction

1. There is no general rule of law which says that the business of charities has to be conducted at meetings. However, it is the longstanding practice of the Board of Trustees of Huntingdonshire Community Church (HCC) to transact items of business at meetings of the trustees. The Board of Trustees of HCC believes that it is essential for the good governance of the Trust that the meetings should be effective, provide an environment for informed decision making, clarification of responsibilities and monitoring the implementation of decisions.
2. This document seeks to capture custom and practice that has grown up over years and introduce best practice, where we have identified we require it.

Policy

3. HCC is governed by a Trust Deed, which is the governing document of HCC and incorporates:
 - The objectives of the Trust
 - The rules for operating the Trust
 - The appointment and dismissal of trustees
 - The doctrines of HCC

Policy Implementation

Number of Trustees

4. The overall number of trustees can be varied by the Elders, or recognised spiritual leaders of HCC, but must be at least 3.
5. If the number of trustees falls below 3, then the remaining trustees cannot exercise the full powers bestowed on the trustees by the Trust Deed, but can only act to protect the Trust Fund and to carry out the decisions made by the Board of Trustees before their number dropped below 3.

Make up of Board of Trustees

6. Although the Trust Deed does not specifically state the make-up of the Board of Trustees, it has been the Board of Trustees' practice to ensure there is a majority of non-supported trustees (ie trustees not employed full or part-time by HCC).

Chair of Board of Trustees

7. The Trust Deed mentions a Chairman in relation to Board of Trustees, but gives no account of how to appoint a chair and who is eligible to be chair.

8. It is the agreed practice of the Board of Trustees that the candidates for Chair of the Board of Trustees are selected from among the non-supported trustees and the successful candidate is elected by a straight majority of all the trustees (supported and non-supported).

Vice-Chair and Secretary

9. It is the agreed practice of the Board of Trustees that they elect a vice-Chair from among the non-supported trustees to deputise for the Chair.

10. It is the agreed practice of the Board of Trustees that they appoint a Secretary (see below for duties of the Secretary).

Appointment and Removal of Trustees

11. The Trust Deed allows for the Elders or recognised spiritual leaders of HCC to appoint Trustees.

12. Trustees can be appointed at a meeting of the Elders and Trustees by resolution, which is written up and signed by the Chair and two others.

13. Trustees must be members of HCC and be in agreement with the contents of Schedule 4 of the Trust Deed.

14. The procedure for removing a Trustee is the same for appointing one and may be due to one of the following reasons:

- Departure from the doctrines in Schedule 4
- The Trustee ceases to be a member of HCC
- By majority vote of all HCC members at a meeting for which notice is given and at which the Trustee has had the opportunity to speak fully
- By majority vote of the Elders/recognised spiritual leaders at a meeting for which notice is given and at which the Trustee has had opportunity to speak fully

Procedure for Calling Meetings

15. The Trust Deed specifies that the Board of Trustees have complete autonomy over when and how often they hold meetings; however, it does state that they must meet at least once a year.

16. It has become agreed practice of the Board of Trustees that they hold meetings when required and designate one meeting a year to be an annual general meeting, where the roles of Chair, vice-Chair and Secretary are decided and the final accounts are received and approved.

17. All meetings will be called using a notice and an agenda sent by the Secretary at least 5 working days before the meeting date.

18. Any mistake made in calling or running the meeting concerned, may result in the meeting being declared null and void, invalidating any decisions reached by it.

Date and Time of the Meeting

19. Once any requirements specified by the Trust Deed have been identified, the date and time of the meeting can be set.

20. There are a number of factors which may affect when a meeting is held, for example:

- the type of meeting
- the availability of trustees, key staff and/or members
- the date on which accounts that are to be approved or laid before a meeting will be available
- the availability of the desired venue

Quorum

21. The quorum for a trustees' meeting is a minimum of one-third of the total number of trustees plus one.
22. If a meeting does not have a quorum, it cannot make any decisions.
23. The quorum must be maintained throughout the meeting for the effective transaction of business.

The Role of the Secretary

24. Establishing a timetable:
 - The secretary will be responsible for setting up a timetable for organising the meeting.
 - The Secretary will identify:
 - the date notices have to be sent out
 - the date documents to be circulated with the notice have to be received
 - the date and time of any pre or related meeting
 - where the election of officers is to take place, the date by which nominations have to be received.
25. Arranging a venue:
 - The secretary will ensure the venue is available on the dates and at the time required and include this information in the meeting notice.
26. Agenda:
 - Every meeting will have a formal agenda that lists the items of business to be discussed at the particular meeting.
 - Prior to calling the meeting the Secretary will discuss the proposed agenda with the Chair and any appropriate senior members of staff.
 - The order of proceedings will be planned and adequate time allowed for each item to be discussed. It will be clearly indicated on the agenda how much time is expected to be allowed for each item.
 - The agenda will also state clearly when the meeting will finish.
 - The agenda will indicate whether an item of business is for discussion or whether a decision needs to be taken.
27. Documentation:
 - The Secretary will ensure that all relevant papers and/or other supporting material are made available to the trustees in good time.
 - All supporting documentation will be clearly marked to show:
 - the nature and date of the meeting
 - the agenda item to which it relates
 - page numbers on lengthy documents.

28. Notice:

- The notice of any meeting will be deemed to have been delivered when posted (or delivered by hand) to the address given by the trustees
- Notices can also e-mailed

29. On the day of the meeting:

- The Secretary will make sure that:
 - there are spare copies of all documents needed for the meeting
 - arrangements for any vote or poll which may be needed are in place
 - the meeting is properly convened
 - there is a quorum
 - apologies for absence are noted
 - all decisions made at the meeting are minuted (if the result of a discussion is unclear, the Secretary will clarify decisions with the Chair during the meeting to ensure the minutes are accurate)
- If it appears that a matter has been overlooked, the Secretary will draw this to the attention of the Chair.
- Decisions reached at a trustees' meeting are collective decisions and are binding upon all trustees

The Role of the Chair

30. The Chair will check that the Secretary has sent out the notice, an agenda and supporting papers in good time and in accordance with any agreed timetable.

31. During the meeting:

- The Chair will see that the items on the agenda are covered within the timescale set for the meeting.
- The minutes of the previous meeting will be the first item on the agenda and the Chair will sign the minutes after checking with those present that the minutes are a true and accurate record.
- The Chair will ensure all those attending and voting at the meeting have an equal opportunity to speak on each item and encourage them to participate fully in the meeting.

32. Potential problems:

- The Chair will endeavour not to allow any one person to dominate the meeting and will do this by:
 - ensuring participation by all trustees
 - enforcing any procedural rules (when required)
 - ensuring that trustees acknowledge the role of the Chair in exercising control over the meeting
- If the meeting needs to come to a decision, the Chair will make sure that all trustees understand what the decision means to HCC.
- Decisions will be made by a simple majority of trustees voting, providing there is a quorum present.

33. Adjournment of the meeting

- This may happen when either the meeting itself or part of the business of that meeting is postponed until another time or indefinitely.
- In any of the following circumstances the Chair, with the consent of those present may adjourn the meeting:
 - Where a quorum is required throughout the meeting and the meeting becomes inquorate. (Decisions reached whilst the meeting was quorate remain valid.)
 - There is an event beyond the control of the organisation.
 - The meeting becomes so unruly either as to make the situation dangerous to those attending or so that to continue the business of the meeting becomes impossible.
 - If the meeting resolves to adjourn. (This usually only occurs if there is insufficient information to make a decision.)
- An adjournment may be:
 - to a later time in the same day
 - for an indefinite period
 - to a later date and the same place
 - to a later date and another place
- Although an adjournment is only a continuation of the meeting and the notice that was given for the first meeting holds good for it, a fresh notice will be sent to all those entitled to attend an adjourned meeting, detailing a new date, time and venue.
- No new business will be introduced at an adjourned meeting unless notice of such new business is properly given.
- At the beginning of any re-convened meeting the minutes of the earlier meeting will be recapped by the Chair to avoid any confusion or unnecessary duplication of debate.

Conflicts of interest

34. At the beginning of a meeting each trustee is required to declare any private interest that he or she has in an item to be discussed, and certainly before any debate of the item itself.

35. After declaring a private interest, a trustee will not take part in the discussion of, or voting upon, the matter in question.

Minutes

36. The Secretary will be responsible for taking accurate minutes of all meetings. The minutes will not be a word-for-word record, but will record important information and decisions made.

37. Each set of minutes will include: the name of HCC; the type of meeting; the date and time the meeting was held; apologies for absence; and the names of those present.

38. Once approved and signed as an accurate record by the Chair, the minutes will form the only legal record of the business of the meeting.

39. If a trustee is unable to agree that the draft minutes are an accurate record of the meeting, then he or she will draw the matter to the attention of the Chair before they are approved and signed. It is for this reason that copies of the draft minutes should be sent to every trustee that attended the meeting to ensure they have the opportunity to comment.

40. If, after discussion, the trustee is still unable to agree then his or her dissension will be formally noted and recorded as a postscript to the minutes before they are signed by the Chair.

41. The approval of, and any changes made to, minutes of a previous meeting will be recorded, together with matters arising from the previous minutes which are not dealt with as a separate item of business.
42. The minutes will record:
- the precise wording of any resolution together with the name of the proposer and seconder
 - a summary of the discussion on each item of business
 - information upon which the decision was based
 - details of the decision (how trustees voted and, in the event of an equality of votes, if the Chair used a casting vote)
 - the action required
 - the names of the people who are responsible for implementing the decision
 - the date, time and venue of the next meeting.
43. Minutes of meetings will be drafted as soon as possible after the meeting and circulated promptly (at least within 7 days/one week of a meeting) in order to avoid delays in implementing decisions.
44. The minutes of all meetings will be kept for a minimum of six years (in line with the requirements to retain accounting records).
45. The Secretary will keep an electronic PDF copy of all original minutes signed by the Chair of the meeting in HCC's central file store.
46. The minutes and any supporting documentation will be numbered to ensure that any lost or missing pages can be identified.
47. The minutes of trustees' meetings will be made available to **all** trustees and, where necessary, to appropriate professional advisers.
48. The minutes of trustees' meetings are not open documents and will not be made available for public inspection.

Voting at Meetings

49. Votes will be taken with a show of hands.
50. Only validly appointed trustees have a vote.
51. The Chair has a second/casting vote, in the event of a tied vote.
52. The number of votes needed to carry a resolution will be a simple majority.

Frequency of Meetings

53. The frequency of trustees' meetings will reflect the needs of HCC and the Board of Trustees.
54. As a minimum, there will be 3 full trustees' meeting held in any 12-month period, one of which will be the AGM.

Inviting non-Trustees to Trustees' Meetings

55. The Board of Trustees (deciding as a group) may wish to invite non-trustees to some of their meetings.
56. Only validly appointed trustees can vote at meetings.
57. Trustees cannot delegate their responsibilities and cannot ask someone else to vote on their behalf.
58. Non-trustees will be present only for relevant agenda items

Sub-committees

59. The Trust Deed allows for the formation of sub-committees of the Board of Trustees, which can include non-trustees. A meeting of the full Board of Trustees must approve the recommendations of any such sub-committee.

Definitions

- An **AGM** is an Annual General Meeting
- **Chair** means the trustee who leads the trustees' meetings through the business items on the agenda of the meeting
- **Trustees** are the people having the general control and management of the administration of HCC
- **Trust Deed** means the document that sets out HCC's purposes and how it is to be administered
- A **quorum** is the minimum number of people entitled to attend and vote who must be present at a meeting to make valid decisions at that meeting
- **Secretary** means the person who calls, administers and minutes meetings