

REGIONAL REFUGEE FORUM NORTH EAST

TERMS OF REFERENCE & CODE OF CONDUCT EXECUTIVE COMMITTEE MEMBERS

2007

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***TERMS OF REFERENCE AND CODE OF CONDUCT
FOR THE REGIONAL REFUGEE FORUM NORTH EAST***

EXECUTIVE COMMITTEE

Our intention is that these Terms of Reference and Code of Conduct will ensure that the work of RRF is accountable, transparent, and maintains a high standard of management, which is conducted in a respectful and democratic way.

This document has been developed in addition to the rules of the RRF's Constitution of March 2003 and the provisions contained within its Management Handbook and its Health & Safety Handbook

To be a Charity Trustee is a position of honour with responsibility

Welcome to the RRF Executive Committee!

Your commitment to serve on the RRF's Committee is greatly respected, and the RRF is in turn committed to supporting you in this role. We have made induction arrangements for new members so that you can contribute your time, leadership skills, knowledge and expertise most effectively and to the benefit of the organisation you have been elected to serve.

New members are requested to:

1. Attend a Committee Away Day to be held within 8 weeks of the AGM
2. Attend short information sessions on the RRF's existing policies and procedures as contained in its Management Handbook and Health & Safety Handbook

This is so that:

- You can fulfil the legal requirements and responsibilities of being a Trustee of the charity
- You have the opportunity to get to know your fellow committee members and their particular areas of skills and knowledge, and others are able to
- fully appreciate the skills and knowledge that you are bringing to the committee

- You have all the information you need on the organisation, its history, values, current commitments and finances, rules, policies and procedures etc so that you can make an informed contribution
 - You have all the information you need about the current external environment that the RRF is working in, so as to appreciate the challenges we face and contribute to strategic thinking
 - Your own existing skills and knowledge of Governance can be built on if necessary and you gain in confidence in your role
- You will also receive an Induction Pack with necessary and useful information to help you in your role.
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1. About Committee Meetings

The Committee meets on average once every 6 weeks. Meetings last about 2 hours.

We try to alternate the venue of the meetings between the north and south of the region. Meetings usually start between 5pm and 6pm.

1.1 Before a committee meeting you will receive the following documents:

1. Agenda for the meeting, also confirming date, time and venue
2. Minutes of the previous committee meeting
3. Staff reports from the Co-ordinator, SCAP Project Manager, and Administrative Officer
4. Other papers relating to the content of the meeting

These documents will be distributed at least one week prior to the meeting so that you can make informed comments and decisions.

It is hoped you will be able to find the time to read through these documents before the committee meeting, so that you are fully informed and are ready with any issues you wish to raise or suggestions you have to progress the work of the RRF.

1.2 Attendance at meetings:

We would of course encourage Committee members to attend all meetings wherever possible. However, if you are unable to attend a committee meeting you are requested to contact the Administrative Officer with your apologies as soon as you know you are unable to attend. In this case, we encourage you to send your views and comments on the documents you have received to the Chair prior to that meeting, so that your valuable contribution is not lost. You can telephone or email the Chair.

If a Committee member fails to attend 3 consecutive meetings and has not made apologies, the Committee will have to consider replacing that committee member through co-option.

A Committee meeting is 'Quorate' if more than half the serving committee are present at the meeting. Important decisions, such as changes to policies, or new policies, can only be made if the meeting is quorate. We recognise that committee members are busy people and have many demands on their time, but it is important as many committee members attend so that a Quorum is achieved and the committee can progress work.

1.3 At a Committee Meeting:

Meetings contain some regular, standard agenda items, some of which are legally required, and some items which are specific to that meeting only. A typical agenda will look as follows:

1. "*Welcome and apologies*". To establish who is present and who is missing, and check if the meeting is quorate
2. "*Approval of Minutes of the previous meeting*" The Chair will ask the committee to consider the minutes of the previous committee meeting and decide if they represent an accurate record of what was discussed and decided on, or if any amendments need to be made.
3. "*Matters Arising*". Here you will be able to raise any issues arising from those minutes, for example to check if agreed actions have been carried out, and what impact they have had
4. Then the agenda will consist of items specific to this meeting, in order of priority importance
5. "*Committee and Staff reports*". This is the opportunity for committee members to report back on any meetings attended on behalf of the RRF, and for staff to give a brief summary of their work
6. "*Finances*". A summary of the last months accounts are presented and any issues raised and discussed

7. "*Any other Business*" (AOB). This is an opportunity for committee members to raise any other issue they think important or wish to discuss. Also to propose items for the agenda of the next committee meeting
8. "*Date, time, place next meeting*"

You will be given an expenses claim form so that the RRF can refund you for any out-of-pocket expenses you incur in the course of performing your role as a committee member, such as travel refunds.

2. Some Guidelines on Meetings

2.1 Making Meetings Work

Meetings are the formal setting for all Committee's decisions. The quality of those decisions will depend on planning, preparation, and efficient running and chairing of meetings and the time devoted to it.

A meeting has many functions and should aim to: -

- Present and exchange information
- Consult committee members on their opinions, views and feelings
- Discuss important policy issues
- Make decisions
- Review or ratify previous decisions.

Good meetings are planned well in advance, with all participants clear about the terms of reference under which they are operating.

Employing a few organisational devices can help to ensure that meetings run smoothly and effectively and make the best use of committee members' time, for example:-

- A detailed agenda sent out at least a week in advance.
- Agenda items listed in a logical order, with the most important coming early in the meeting.
- Clear, concise reports, which set out whether they are for information, discussion or decision
- An indication of the time allowed for each agenda item and an agreed finishing time.

- Accurate minutes that summarise discussion, state clearly any decision taken and who will implement them, and any further action to be taken, by whom, and by when.

Committee members should prepare for meetings by:

- Reading the papers
- Thinking about the issues to be discussed
- Making notes of points they wish to raise

During a meeting, it is the responsibility of each committee member to contribute by:

- Joining in the discussion
- Putting forward constructive ideas
- Listening to others
- Maintaining interest in the discussion
- Looking for areas of common agreement

If you are chairing a meeting, you have particular responsibility to keep the discussion focused, to stimulate discussion and draw out the views of quiet members, and to recognise a potential for agreement when one arises. From time to time, you may have to stop the discussion and test to see if the meeting is ready to move on and, if necessary, take a vote on the proposals debated.

A vote should only be taken as a last resort. Consensus arising from discussion is the ideal. However, if it is recognised that consensus cannot be achieved through discussion then a vote should be taken so that a majority view is passed. In the event of a tied vote, the Chair has a second casting vote.

2.2 Essentials of Good Decision- Making

Good decision-making is generally the result of a systematic process. The main stage of decision-making may be summarised as: -

- Clarification: gather the facts, be clear about the proposal. A decision may have to be postponed while further clarification is sought.
- Debate: get a cross section of viewpoints. Be respectful of all opinions. Allow the alternative to be aired.
- Decide: try to achieve consensus but do not delay unnecessarily. If necessary put the decision to a vote.

Good decision-making is dependent on a number of crucial factors:

- Does the Committee actually have the power to make the decision?
- Is the decision in accordance with the charity's objects and powers, and consistent with its values and principles?
- Is it within the law (legal frameworks relevant to the issue)?
- Does the Committee have sufficient information on the context, objectives and issues surrounding the decision, including the view of those affected – possibly members, staff, volunteers and funders?
- Has this information, and the ideas and opinions of the Committee members, been explored sufficiently?
- Have a range of possible options, solutions or strategies been identified?

Once a decision has been reached you should agree the following:

- Who is responsible to implement the decision?
- What is the timescale for implementation?
- Who needs to be informed of the decision?
- Will the committee need to review the decision at some future meeting?

Decisions made by the committee will be recorded in the minutes of that meeting, and any actions decided upon noted as an Action Point. Progress on actions can be checked at the next committee meeting under the agenda item 3 called 'matters arising'.

2.3 What happens if I disagree with my fellow Trustees ?

Trustees are jointly responsible for the activities of the RRF and should act together. No trustee acting alone can bind his or her fellow trustees, unless specifically authorised to do so by the committee, for example if they are delegated the power to attend and make a decision at an external meeting.

However, the Committee's decisions do not have to be unanimous. Clearly, making a good decision in a group setting can be difficult. From time to time, disagreements and conflicting views are bound to arise during the course of meetings. In this situation the Chair's skills in fairness, diplomacy and leadership will be very important, and the commitment of all committee members to respect for their colleagues and democratic principles will be necessary. Committee members should not allow decisions to be forced through by one or two members through power of will or force of personality. The Committee is by definition a group of people who together decide to do something - rather

than what an individual member thinks they should do. Therefore the majority view binds the minority.

Once a decision has been made, you should accept it as it will be based on the majority view. You need to be prepared to support the majority decision of the committee if questioned outside of the meeting, regardless of your personal opinion.

Trustees are bound by decision of their fellow trustees, even if you were absent from a meeting. If you vote against a decision, make sure your vote is recorded in the minutes especially if the matter is serious, for example if you think the RRF is going to spend resources on something outside its objects (which would be a breach of trust).

3. GOVERNANCE

Governance is concerned with leadership and direction.

It is about ensuring that the RRF has a clear, shared vision of its purpose, aims and methods of achieving its goals.

It is also about being accountable for ensuring good management of the charity, and that it is run in accordance with its governing document (its Constitution) and within the law. The RRF is accountable to its members, its staff and volunteers, its funders, and to external partners and stakeholders.

It is also about Conduct, ensuring that relations between committee members, between committee and staff (including volunteers), between staff, committee and members, between members and staff, and between members are based on mutual respect and equality, and respect for the law and provisions of the rules of the RRF.

It is a legal role, carrying legal responsibilities.

3.1 Governing Body

The RRF is an independent voluntary sector organisation and a Registered Charity. It is governed by an Executive Committee who are also known as the Board of Trustees of the charity. The terms COMMITTEE MEMBER and TRUSTEE are interchangeable and refer to the same function. As do the terms THE COMMITTEE and THE BOARD OF TRUSTEES, or THE BOARD or THE TRUSTEES. Trustee

is a title originating from the Charity Law and Committee member is a title originating from voluntary sector constitutions.

The Committee consists of not less than 3 and not more than 9 members, 7 of whom are elected from member organisations, and 2 of whom may be co-opted from the membership. They cannot also be paid employees of the organisation.

Committee members must be members of a member organisation of the RRF. Only one member of any member organisation (RCO) can serve on the committee at any one time. By serving on the Committee you serve the interests of all refugees and asylum seekers in the region, rather than the interests of your own community or organisation. You have been elected on the basis of your personal qualities, skills, experience and knowledge. You have not been elected as a representative of your organisation.

Co-opted committee members will be selected and co-opted from the membership based on the skills, expertise and commitment they can offer to the RRF, in accordance with the person specification for elected Trustees (see below). They may be selected to fill skills and knowledge gaps identified in the elected committee as identified in the skills audit.

Every Committee member must sign a declaration of willingness to act as a charity trustee of the RRF before he or she is eligible to vote at any meeting of the Committee.

3.2 Roles and Responsibilities of the Committee

The Committee legally holds ultimate responsibility for the organisation. The Job Description listed at point 3.5.1 details the duties of Trustees. However, it should be remembered that under Committee power, it the Committee delegates the day to day and operational management of the organisation and responsibility for implementing delegated actions to the employees, according to their respective Job Descriptions. This means that while the Committee maintains overall responsibility for these organisational matters, in practice very many of the tasks listed will be carried out by staff in support of the committee.

In addition, the RRF has a contract with First Business Support who provide us with professional advice and guidance on Employment Law matters and Health & Safety Law matters. The RRF's Management Handbook and Health & Safety Handbook have been developed with their full professional support, so you can

be confident of the RRF's already existing policies and procedures. FBS can provide training sessions for the Committee on areas you identify.

The Committee's duty is to act in the interests of the mandate and objects of the charity. It should ensure that the RRF has a clear direction and purpose and a sense of urgency to get on with the work it was established to do. The Committee's duty is to:

- Set clear and strategic objectives
- Establish priorities
- Safeguard the assets (money, property, equipment, human resources)
- Use assets effectively and exclusively to benefit those the RRF exists to help and for the purposes for which they were received

The Committee remains ultimately responsible, as an employer, for the recruitment and well being of staff, successful organisational development and management, implementation of agreed policies and the budget, and respect for the law.

Membership of the Committee should not incur any additional financial costs to you. However, in charity law, Committee members are not entitled to receive any payment out of the organisation other than reasonable out-of-pocket expenses (such as refund of travel expenses). Committee members cannot directly or indirectly personally benefit from the organisation by, for instance: taking a lease of the charity property, borrowing its money or making contracts to do business with the charity.

Committee members are expected to:

- Observe the rules of RRF including those specified in this document
- Take an active role in the governance of RRF
- Represent RRF in a positive way
- Give necessary time to read RRF documents and papers and keep up to date with RRF activities.
- Attend the Committee meetings
- Seek expert advice if necessary
- Respect and observe confidentiality
- Communicate courteously and respectfully with members, staff, volunteers and fellow Committee members at all times

3.3 Who can be a Trustee?

In addition to

- the RRF's constitutional rules for eligibility
- and to the legal requirements of being a charity Trustee in charity law
- the Charity Commission recommends that Trustees be selected for **what they can contribute to the organisation**. They ought not to be appointed for their status or position in the community alone. Trustees need to be able - and willing - to give time to the efficient administration and strategic direction of the organisation. *They should be selected on the basis of their relevant personal experience, skills and knowledge and their commitment to take an active part in the running of the organisation.*

3.4 Officers of the Committee:

The Committee consists of the Chair, the Secretary, the Treasurer, and up to 6 other Trustees, who can also be appointed to deputise for the main officers.

The Committee can also appoint Advisors as it thinks appropriate. Advisors are people who the committee consider can make an expert contribution to the RRF. Advisors need not be members of the RRF. They are not full members of the committee and therefore have no executive (decision making) role. They do not have the right to vote, do not constitute a quorum at the meetings and cannot be signatories or act as spokespersons for the Forum. They may attend all or some meetings at the request of the committee.

Officers will be elected by the elected committee at the first meeting of the Committee following the AGM, following a skills audit. Committee members will elect officers based on an assessment of their personal skills, commitment and knowledge so that the best person for the office is elected in order to serve the interests of the RRF most effectively.

4. Trustees - Job Description and Person Specification

4.1 Job Description

1. To voluntarily and willingly contribute their time, skills, knowledge and expertise to progressing the RRF's aims and objectives in the interests of **all** refugees and asylum seekers living in the NE region

2. To contribute actively to the Committee role in giving firm strategic direction to the organisation, setting overall policy, defining goals, setting targets and evaluating performance against agreed targets
3. To ensure that RRF complies with its Constitution, Charity law and any other relevant legislation or regulations, and the provisions of its Management Handbook and Health & Safety Handbook
4. To ensure that RRF pursues its charitable objects as defined in its Constitution
5. To protect and manage the property of RRF and ensure RRF applies its resources exclusively in pursuance of its objects and, in relation to restricted funds, for the specific purpose for which that funding was awarded, and to ensure the proper investment of RRF funds
6. To manage the RRF's resources, property and assets effectively and within the law, agreeing budgets and monitoring financial performance, ensuring the RRF has adequate resources
7. To safeguard and promote the good name and values of RRF
8. To ensure that the members of the organisation are appropriately consulted and included in the organisation's planning and strategic development and work, and that its activities reflect the views and needs of the members within the Constitutional aims and powers
9. To ensure the effective and efficient administration of RRF
10. To ensure the financial stability of the charity
11. Ensure that all necessary insurance policies are taken out and reviewed.
To ensure that the RRF meets all its contractual and other obligations including employment contracts, tenancy, licence agreements, maintenance and funding contracts in compliance with Employment and Health and Safety Law
12. To ensure the application of the RRF Recruitment Policy in the appointment of staff
13. To ensure the RRF's Equal Opportunities Policy and is implemented throughout the organisation and in its work and that there is no unlawful discrimination in its management and operations
14. To ensure appropriate supervision of and support for the Co-ordinator and to monitor her/his performance
15. To ensure that there is an appropriate and supportive work environment for staff and volunteers
16. To assist Chairperson, Secretary and Treasurer in undertaking their duties
17. To fulfil other duties delegated by the Committee (e.g. to work on sub-committees or as member of recruitment, disciplinary, grievance or appraisal panel)
18. To approve payments and sign cheques or letters on behalf of RRF as required

19. To occasionally attend meetings or events as required to represent the interests of the RRF and its members by acting as its spokesperson
20. To respect confidentiality
21. To support decisions made in committee as being the majority view and to represent this view in public (outside of the committee)
22. That the committee manages itself effectively, ensuring that the Committee is meeting on a regular basis and functioning well, acts within its powers as set out in the governing document and in the best interest of the RRF without any personal benefit or gain. Review annually the performance of the Committee. Ensure that potential for conflict of interest within the Committee is managed appropriately

In addition to the above duties of all Trustees, each Trustee should use any specific skills, knowledge or experience they have to help the Committee reach sound decisions. This will involve:

- scrutinising committee papers,
- attendance at committee meetings
- participating in discussions,
- focusing on key issues,
- providing advice and guidance requested by the committee on new initiatives, or other issues relevant to the area of the charity's work in which the Trustee has special expertise.

4.2 Financial control:

Trustees should make sure that there are adequate control measures in place for operating the bank account so that it cannot be abused by unscrupulous people. Cheques should be signed by two people, normally including one Trustee, unless there are other controls which give a similar or greater degree of protection.

Any money that the charity has should be placed on deposit if it is needed in the near future, or if it is not needed in the immediate future it should be invested, in accordance with the investment powers of the governing document.

Any funds, land, buildings or other assets should be preserved and invested to produce a good income while protecting the real value of the capital.

4.3 Person Specification

Trustees are expected to act reasonably and prudently in all matters relating to the RRF and its long-term interest. They must act with the same degree of the care, as a prudent person of business would exercise in the management of his or her own affairs or those of someone else for whom they had responsibility. In practice this means that they need to know about the legal, financial and managerial issues affecting the organisation, though they are not expected to have expert knowledge.

Each Trustee must have:

- A commitment to the Charity
- A willingness to devote the necessary time and effort
- Integrity, especially with regards to potential conflict of interest
- Strategic vision
- Good, independent judgement
- An ability to think creatively
- A willingness to speak their mind in a constructive and democratic manner
- An understanding and acceptance of the legal duties, responsibilities and liabilities of trusteeship
- An ability to work effectively as a member of a team

Each Trustee should possess following personal qualities:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership
- Respect
- Commitment to equality and anti-discriminatory practice

4.4 Termination of Trustee status

Each Trustee must automatically retire from the committee at the AGM after which they were elected. They may stand for re-election or be re-appointed by co-option.

If a Trustee fails to abide by the rules of the organisation, its terms of reference and code of conduct then they are subject to the same procedures as contained within the Management Handbook, which could lead to the termination of their membership of the committee.

The Committee may terminate the membership of any individual or organisation whose continued membership would in the reasonable view of the Committee be harmful to the Association (but only after notifying the member concerned in writing and considering the matter in the light of any written representations which the member puts forward within 14 clear days after receiving notice)

A Committee member automatically ceases to be a member of the Committee if he or she:

- is disqualified under the Charities Act 1993 from acting as a charity trustee
- is incapable, whether mentally or physically, of managing his or her own affairs
- is absent from three consecutive meetings of the Committee without the prior consent of the Chair
- ceases to be a member of the member organisation
- resigns by written notice to the Committee (but only if at least two Committee members will remain in office)
- is removed by a resolution passed by all the other members of the Committee after inviting the views of the Committee member concerned and considering the matter in the light of any such views

A technical defect in the appointment of a Committee member which the Committee were unaware of at the time does not invalidate decisions taken at a meeting.

5. The Chair - Job Description and Person Specification

In addition to the duties outlined for all Trustees, the Chair is also expected:

1. To provide direction for the Committee in their role of setting the strategy and policy of the RRF
2. To Chair committee meetings and ensure that they are run effectively and in accordance with legal requirements
3. To Chair committee meetings in a way that encourages the participation of all committee members, taking particular notice of those who have a

quieter manner, so that all views are contributed to the benefit of the work of the committee

4. To monitor whether decisions taken at meetings are implemented
5. To represent the charity at functions, meetings and act as a spokesperson when appropriate
6. To ensure that the members' perspective informs decisions made by the Committee
7. To lead and take part in members' consultation meetings.
8. To perform the role ascribed to the Chair in RRF Policies and Procedures (such as in recruitment, grievance and disciplinary procedures)
9. To ensure that underlying RRF values and principles such as fairness, transparency and equity are observed at all times.
10. To lead the process of supervising, supporting and appraising the performance of the Co-ordinator
11. To lead the process of review and appraisal of the work of the Committee. .
12. Ensure that professional advice is sourced when and where appropriate

In addition to the qualities and skills required from all Trustees, the Chair should have

- Leadership qualities
- Experience of committee work
- Tact and diplomacy
- Good 'people' skills
- Ability to act impartially and fairly

6. Treasurer – Job Description and Person Specification

The Treasurer takes the lead in overseeing the financial affairs of the organisation, ensuring its financial viability and that proper financial records and procedures are maintained and reported on.

The Trustees employ a Co-ordinator who has responsibility for the day to day financial and organisational management. However the Treasurer is still expected to:

- Monitor financial reports and ensure they are presented to the Committee in an understandable form
- Keep the Committee aware of its financial responsibilities

- Ensure that the charity's accounts are prepared in a suitable format
- Ensure that the accounts are independently examined or audited as required by law
- Attend meetings with the auditors/independent examiners if required
- Ensure that the financial resources of the Forum meet its present and future needs and that it has an appropriate reserve policy
- Contribute to the fundraising strategy of the charity
- Make a formal presentation of the accounts at the annual general meeting and drawing attention to important points in a coherent and easily understandable way
- Ensure that the charity's annual accounts are sent to the Charity Commission at the appropriate time as required by law

The Treasurer should have appropriate skills to carry out this role, or a willingness and commitment to attain the skills needed. The Treasurer will be assisted by staff.

7. Secretary - Job Description and Person Specification

The role of the Secretary is to support the Chair by ensuring the smooth functioning of the Committee. The responsibilities of Secretary will include either doing the following tasks or delegating them to an appropriate member of staff and ensuring that they have been carried out:

- To service the Committee Meetings (to ensure the distribution of Committee papers prior to meetings, take minutes and other practical arrangements).
- To maintain the register of Committee members and members.
- Ensure that the chair signs the minutes once they have been approved.
- Check that Committee and staff have carried out action agreed at a previous meeting.
- Circulate the agendas and minutes of the annual general meeting and any special or extraordinary general meetings.
- Ensure that appropriate records are maintained with the Charity Commission

In addition to the qualities needed by all trustees, the Secretary should also possess the following :-

- Organisational ability and attention to detail
- Knowledge or experience of committee procedures
- Minute-taking experience, if this is not being delegated to staff

8. Committee Assessments

If the organisation is to continually improve it must occasionally step back and reflect on the Committee's own performance, achievement and areas where changes could be made to the way the Committee operates that will lead to greater effectiveness.

A Committee performance assessment exercise helps to identify areas for improvement of the committee as a collective. At its most basic level the committee may formally decide to review one of the decisions made by committee or simply take a few minutes at the end of a meeting to consider, how well has this meeting gone? Were there areas we spent too long over? Did we get sidetracked at any point? Do the decisions we reached seem to be the right ones? How could the meeting have been better?

This document has been approved by Executive Committee at their meeting of

Signed.....Name:.....

Position.....

The Committee would like to thank the MRCF who kindly provided their Code of Conduct for Members, Trustees, Staff, Volunteers and Supporters March 2007 as a reference and guide for the construction of this document. (MRCF = Migrant & Refugee Communities Forum, composed of communities working in the Royal Borough of Kensington & Chelsea and City of Westminster and surrounding West London boroughs)