

Trustee Policy and Procedures



Standing in the Gap. Registered charity no: 1174627

Postal address: Ferndown House, Milton Road, Bloxham, Banbury, OX15 4HD

www.sitgap.org

1. Introduction

Trustees have independent control over, and legal responsibility for, a charity's management and administration. They play a very important role, almost always unpaid, in a sector that contributes significantly to the character and wellbeing of the country.

Trusteeship can be rewarding for many reasons - from a sense of making a difference to the charitable cause, to new experiences and relationships. It's also likely to be demanding of your time, skills, knowledge and abilities. Being aware of the duties and responsibilities covered in this policy will help you carry out your role in a way that not only serves your charity well but also gives you confidence that you will be complying with key requirements of the law.

2. Trustees' 6 main duties

2.1 Ensure your charity is carrying out its purposes for the public benefit

Trustees must make sure that Standing in the Gap is carrying out the purposes for which it is set up, and no other purpose. This means you should:

- ensure you understand Standing in the Gap's purposes as set out in its governing document
- plan what Standing in the Gap will do, and what you want it to achieve
- be able to explain how all of the Standing in the Gap's activities are intended to further or support its purposes
- understand how Standing in the Gap benefits the public by carrying out its purposes

Spending Standing in the Gap's funds on the wrong purposes is a very serious matter; in some cases trustees may have to reimburse the charity personally.

2.2. Comply with Standing in the Gap's governing document and the law

As a trustee you must:

- make sure that Standing in the Gap complies with its governing document (Appendix 1)
- comply with charity law requirements and other laws that apply to Standing in the Gap
- demonstrate that they are willing to work with Christian principles and show an active engagement with their faith. As set out in the constitution.

You should take reasonable steps to find out about legal requirements, for example by reading relevant guidance or taking appropriate advice when you need to.

Registered charities must keep their details on the register up to date and ensure they send the right financial and other information to the commission in their annual return or annual update.

2.3. Act in Standing in the Gap's best interests

As a trustee you must:

- do what you and your co-trustees (and no one else) decide will best enable Standing in the Gap to carry out its purposes
- with your co-trustees, make balanced and adequately informed decisions, thinking about the long term as well as the short term
- avoid putting yourself in a position where your duty to Standing in the Gap conflicts with your personal interests or loyalty to any other person or body
- not receive any benefit from Standing in the Gap unless it's properly authorised and is clearly in the Standing in the Gap's interests; this also includes anyone who is financially connected to you, such as a partner, dependent child or business partner

2.4 Manage Standing in the Gap's resources responsibly

A trustee must act responsibly, reasonably and honestly. This is sometimes called the duty of prudence. Prudence is about exercising sound judgement. Trustees must:

- make sure Standing in the Gap's assets are only used to support or carry out its purposes
- not take inappropriate risks with the charity's assets or reputation
- not over-commit Standing in the Gap's
- take special care when investing or borrowing
- comply with any restrictions on spending funds

Trustees should put appropriate procedures and safeguards in place and take reasonable steps to ensure that these are followed. Otherwise you risk making the charity vulnerable to fraud or theft, or other kinds of abuse, and being in breach of your duty.

2.5 Act with reasonable care and skill

As someone responsible for governing Standing in the Gap, you:

- must use reasonable care and skill, making use of your skills and experience and taking appropriate advice when necessary
- should give enough time, thought and energy to your role, for example by preparing for, attending and actively participating in all trustees' meetings
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2.6 Ensure Standing in the Gap is accountable

Trustees must comply with statutory accounting and reporting requirements. You should also:

- be able to demonstrate that Standing in the Gap is complying with the law, well run and effective

- ensure accountability within Standing in the Gap, particularly where you delegate responsibility for particular tasks or decisions to staff or volunteers

All registered charities must provide information annually to the Commission. The rules vary according to your charity's size and structure. Registered charities with:

- income up to £10,000 should complete the relevant sections of the annual return, which include updates to trustees
- income above £10,000, and all CIOs, must prepare and file an annual return form
- income above £25,000, and all CIOs, must also file copies of their trustees' annual report and accounts

Failure to submit accounts and accompanying documents to the Commission is a criminal offence. The Commission also regards it as mismanagement or misconduct in the administration of the charity. Providing timely, accurate and informative financial information that will help funders, donors, beneficiaries and others to understand your charity and its work will encourage trust and confidence in it.

Remember, those trustees who sign the trustees' annual report and accounts are signing on behalf of the whole trustee body so all of the trustees are responsible for the accounts.

3. Specific roles of Trustees

Standing in the Gap holds two officers within its Trustee Board: Chair and Treasurer. Both offices are appointed by the trustees by a majority vote and serve for one year after which this is reviewed and renewed if agreed. All appointments to officers are documented in the trustee meeting minutes.

Officers don't automatically have any extra powers or legal duties than the other trustees, but may carry out specific roles or have specific responsibilities delegated to them. All trustees remain jointly responsible for the charity. For example, all trustees share responsibility for finances, not just the treasurer. (Charities Commission guidance The essential trustee: what you need to know, what you need to do)

3.1 Role of Chair

The role of the chair within Standing in the Gap:

- helps plan and run trustee meetings
- takes the lead on ensuring that meetings are properly run and recorded
- takes the lead on ensuring that trustees comply with their duties and the charity is well governed
- might have a second or casting vote if a vote on a trustees' decision is tied, but only if this is specified in the charity's governing document
- may act as a spokesperson for the charity
- line manages the Clinical Director on behalf of the trustees

For more information see: <https://www.associationofchairs.org.uk/resources/chairs-compass/>

3.2 Role of Finance Trustee

The role of finance trustee takes the lead at board level on:

- making sure Standing in the Gap keeps proper accounts
- reporting on financial matters at trustees meetings
- reviewing Standing in the Gap's financial performance
- drawing up or reviewing policies for finance and investment
- ensuring that Standing in the Gap has robust and effective financial controls in place
- liaising with the Clinical Director regularly and the charity's independent examiner or auditor as needed.

At Standing in the Gap the Clinical Director carry's out day to day finance functions.

For more information see: <http://www.honorarytreasurers.org.uk/>

4. Recruitment and Selection of trustees

It is the responsibility of the trustees to ensure that the aim of the constitution (Appendix 1) is being complied with. The constitution states that Standing in the Gap should have a minimum of three trustees and a maximum of nine trustees. Also that trustees must be over 16 years of age

You cannot act as a trustee if you are disqualified under the Charities Act, unless your disqualification has been waived by the Commission. Reasons for disqualification include if you:

- are disqualified as a company director
- have an unspent conviction for an offence involving dishonesty or deception (such as fraud)
- are an undischarged bankrupt (or subject to sequestration in Scotland), or have a current composition or arrangement including an individual voluntary arrangement (IVA) with your creditors
- have been removed as a trustee of any charity by the Commission (or the court) because of misconduct or mismanagement
- are on the sex offenders' register

4.1 When recruiting a new trustee, the existing trustees must consider the following:

- What skills, knowledge and expertise do our trustees have already, and what other skills are we lacking?
- How diverse are our trustees, in terms of their experience or background? Does this reflect the needs and experience of the people that the charity serves?
- The trustees should consider the best way of attracting a suitable candidate (e.g. advertising, personal recommendation etc.)

As part of that process potential trustees should be given access to:

- Trustees policy and procedure
- The Governing Document

- Relevant literature on what activities Standing in the Gap provide to clients.
- The last Annual report and annual accounts of Standing in the Gap
- The annual plan for that year.

4.2 The interview process

Any potential trustee should be interviewed by the Chair and the Clinical Director to ascertain their skill set and suitability to the role. Interview notes must be kept.

If deemed suitable by the Chair and Clinical Director a trustee will be invited:

- to review a written profile on themselves written as a summary of the interview discussion
- to attend a workshop or talk that is being delivered at a suitable time, to give them an idea of what Standing in the Gap practically provide.

4.3 Process of appointment

Prior to the next trustees meeting the profile of the potential trustee will be circulated along with the relevant papers for the meeting.

The chair will lead the meeting.

A trustee should propose the potential trustee and another should second.

The trustees and Clinical Director can then vote on the appointment. To make an appointment the vote should be unanimous. This will be documented in the minutes of the trustee meeting.

4.4 Following Appointment of a new trustee

Once a decision has been made, the proposed trustee will be informed and if relevant invited to attend the trustee meeting.

Following their appointment a trustee will receive:

- A copy of the Trustee policy and Governing Document
- Access to the Google Drive giving them access to previous minutes and all Standing in the Gaps policies.
- Their own @sitgap.org email to use for relevant communication.
- The link to The essential trustee, what you need to know from the Charities Commission (<https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3/the-essential-trustee-what-you-need-to-know-what-you-need-to-do#s3>)

Trustees should sign/ complete:

- GDPR security questionnaire (Appendix 4)
- A conflict of interest declaration (Appendix 5)
- The trustee Code of Conduct (Appendix 6)
- A trustee information sheet (Appendix 7)

These will then be returned to the Clinical Director who will store them securely for the duration of the trustees tenure.

In line with the Safeguarding policy Trustees will be expected to complete a DBS Check.

Administration required after the appointment of a new trustee includes:

- Notification to the Charities Commission of the new trustee
- Any addition as a signatory on the bank account.

4.5 Term of a Trustee

A trustee is appointed for a term of up to three years and the term is then reviewed by the other trustees in the meeting before the term expires and is renewed if agreed.) A charity trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least one year.

4.6 Retirement and removal of charity trustees

A charity trustee ceases to hold office if he or she:

- (a) retires by notifying the Chair in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- (b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
- (c) dies;
- (d) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

Any person retiring as a charity trustee is eligible for reappointment.

4.7 Resigning as a Trustee

If a trustee resigns, a letter of resignation must be received and held on file. The other trustees and the charity commission must be informed as soon as possible and a letter of thanks sent to the trustee. If the trustee is a bank signatory they will need to sign paperwork to remove them from this position.

A trustee should ideally give three months written notice of resignation and will be expected to attend a final meeting within the three months' notice period. If this is not practicable it should be decided by the Chair of trustees what is deemed as an appropriate notice period.

All trustees finishing their tenure with Standing in the Gap should return all Standing in the Gap property including bank cards and access codes to the Clinical Director or Chair of Trustees.

The trustee will then be removed from any bank accounts and their email and access to the google drive will be terminated.

5. Training of Trustees

Trustees of Standing in the Gap should attend all necessary training as specified in Standing in the Gap's policies and procedures.

6. Trustees Meetings

Meetings are to be held not less than three times per year, including an AGM. The meetings should be attended by all trustees where possible and at least three trustees must be present at a meeting to make any decisions.

An away day for Trustees and the Clinical Director will be held annually in September to plan for the following year and create an annual plan and budget.

For each meeting the Chair and Clinical Director will together produce an agenda. The Agenda and associated papers will be sent out a minimum of 5 working days before the trustees meeting, to enable all trustees time to read and prepare for the meeting.

If the chair is absent for a meeting another trustee will chair the meeting.

The Clinical Directors will attend each trustee meeting and provide a written report to be sent out with the papers giving a detailed account of their activities and work within the charity.

All meetings are to be minuted and minutes filed.

6.1 Voting within Meetings

When making decisions about Standing in the Gap, trustees must:

- act within their powers
- act in good faith, and only in the interests of Standing in the Gap
- make sure they are sufficiently informed, taking any advice needed
- take account of all relevant factors they are aware of
- ignore any irrelevant factors
- deal with conflicts of interest and loyalty
- make decisions that are within the range of decisions that a reasonable trustee body could make in the circumstances

Where there is a matter which requires a vote, the Clinical Director also has a vote. Matters requiring a unanimous vote are:

- Appointment of a new trustee
- Opening of a new bank account
- Purchasing of a charity asset

Other matters are to be discussed and the trustees and Clinical Director are to reach a majority overall agreement.

7. Trustees Expenses

All trustees are to be reimbursed for reasonable expenses whilst carrying out their duty as a trustee. In accordance with Standing in the Gap's finance policy and procedures trustees can apply for reimbursement of mileage and expenses.



Standing in the Gap Constitution

Standing in the Gap is a Charitable Incorporated Organisation whose only voting members are its charity trustees.

Registered Charity number: 1174627

The initial constitution as written: April 2017

Constitution last amended: Jan 2021.

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1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is Standing in the Gap

2. National location of principal office

The principal office of the Standing in the Gap is in England.

Registered Charity Address: Ferndown House, Milton Road, Bloxham, OX15 4HD

3. Objects

The objects of Standing in the Gap are to assist in the identification, Early Intervention, treatment and support of children experiencing mental health difficulties:

- 3.1 To promote and protect the mental health of children up to the age of 11 through the provision of psychotherapeutic counselling services.
- 3.2 To advance the education of parents, teachers, school governors and school support staff in all areas relating to mental health issues experienced by children up to the age of 11, by the provision of professional training, support services and information.

Nothing in this constitution shall authorise an application of the property of Standing in the Gap for the purposes which are not charitable in accordance with [section 7 of the Charities and Trustee Investment (Scotland) Act 2005] and [section 2 of the Charities Act (Northern Ireland) 2008]

4. Powers

Standing in the Gap has power to do anything which is calculated to further its object[s] or is conducive or incidental to doing so. In particular, Standing in the Gap has power to:

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. Standing in the Gap must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to Standing in the Gap. In exercising this power, Standing in the Gap must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- 4) employ and remunerate such staff as are necessary for carrying out the work of Standing in the Gap. Standing in the Gap may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause;
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of Standing in the Gap to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of income and property

(1) The income and property of Standing in the Gap must be applied solely towards the promotion of the objects.

- (a) A charity trustee is entitled to be reimbursed from the property of Standing in the Gap or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of Standing in the Gap.

(b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the Standing in the Gap's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(2) None of the income or property of Standing in the Gap may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of Standing in the Gap.

(3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may:

(a) buy or receive any goods or services from Standing in the Gap on terms preferential to those applicable to members of the public;

(b) sell goods, services, or any interest in land to Standing in the Gap;

(c) be employed by, or receive any remuneration from, Standing in the Gap;

(d) receive any other financial benefit from Standing in the Gap;

unless the payment or benefit is permitted by sub-clause (2) of this clause or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees' or connected persons' benefits

(a) A charity trustee or connected person may receive a benefit from Standing in the Gap as a beneficiary of Standing in the Gap provided that a majority of the trustees do not benefit in this way.

(b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to Standing in the Gap where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.

(c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide Standing in the Gap with goods that are not supplied in connection with services provided to Standing in the Gap by the charity trustee or connected person.

(d) A charity trustee or connected person may receive interest on money lent to Standing in the Gap at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to Standing in the Gap. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(f) A charity trustee or connected person may take part in the normal trading and fundraising activities of Standing in the Gap on the same terms as members of the public.

(3) Payment for supply of goods only – controls

Standing in the Gap and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between Standing in the Gap and the charity trustee or connected person supplying the goods (“the supplier”).
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other charity trustees are satisfied that it is in the best interests of Standing in the Gap to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to Standing in the Gap.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- (f) The reason for their decision is recorded by the charity trustees in the meeting minutes.
- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

(4) In sub-clauses (2) and (3) of this clause:

- (a) “Standing in the Gap” includes any company in which Standing in the Gap:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company;
- (b) “connected person” includes any person within the definition set out in clause [30] (Interpretation);

7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with Standing in the Gap or in any transaction or arrangement entered into by Standing in the Gap which has not previously been declared; and
- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of Standing in the Gap and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

This will be regularly reviewed under the Conflict of Interest Policy and all trustees must submit an annual conflict of interest form to Standing in the Gap outlining any known Conflicts of interest. Each trustee meeting will have a declaration of interest section as part of the agenda prior to commencing the meeting. All declarations must be made and documented to ensure transparency.

8. Liability of members to contribute to the assets of Standing in the Gap if it is wound up

- (1) If Standing in the Gap is wound up, each member of Standing in the Gap is liable to contribute to the assets of Standing in the Gap such amount (but not more than £1) as may be required for payment of the debts and liabilities of Standing in the Gap contracted before that person ceases to be a member, for payment of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributing members among themselves.

(2) In sub-clause (1) of this clause “member” includes any person who was a member of Standing in the Gap within 12 months before the commencement of the winding up.

(3) But subject to that, the members of Standing in the Gap have no liability to contribute to its assets if it is wound up, and accordingly have no personal responsibility for the settlement of its debts and liabilities beyond the amount that they are liable to contribute.

9. Charity trustees

(1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of Standing in the Gap and may for that purpose exercise all the powers of Standing in the Gap. It is the duty of each charity trustee:

(a) to exercise his or her powers and to perform his or her functions in his or her capacity as a trustee of Standing in the Gap in the way he or she decides in good faith would be most likely to further the purposes of Standing in the Gap; and

(b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

(i) any special knowledge or experience that he or she has or holds himself or herself out as having; and, he or she acts as a charity trustee of Standing in the Gap in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for trusteeship

(a) Every charity trustee must be a natural person.

(b) No individual may be appointed as a charity trustee of Standing in the Gap:

if he or she is under the age of 16 years; or

if he or she would automatically cease to hold office under the provisions of clause [12(1)(e)].

(c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

[(d) At least one of the trustees of Standing in the Gap must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustees may only act to call a meeting of the charity trustees, or appoint a new charity trustee.]

(e) Standing in the Gap is a charity ran on Christian principles of love and support for everyone. Trustees must demonstrate that they are willing to work with Christian principles and show an active engagement with their faith.

(3) Number of charity trustees

(a) There should be: Not less than 3 nor more than 9 appointed trustees

(b) There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

(c) The maximum number of charity trustees that can be appointed is as provided in sub-clause (a) of this clause. No trustee appointment may be made in excess of these provisions.

(4) First charity trustees (Appointed April 2017)

The first charity trustees are as follows, and are appointed for the following terms –

Anthony Brown for 4 years

Peter Watson for 4 years
Claire Hookey for 3 years
Isobel Watson for 3 years
Cynthia Jordan for 2 years

10. Appointment of charity trustees

- (1) Apart from the first charity trustees, every trustee must be appointed for a term of three years by a resolution passed at a properly convened meeting of the charity trustees.
- (2) A resolution for acceptance of an individual to a trustee position must be unanimously agreed by the current trustee board.
- (3) In selecting individuals for appointment as charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of Standing in the Gap.

11. Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- (a) a copy of the current version of this constitution; and
- (b) a copy of the Standing in the Gap's latest Trustees' Annual Report and statement of accounts.
- (c) an @sitgap.org email will be set up for each new charity trustee and access given to the G Suite secure drive which houses the charity papers.

12. Retirement and removal of charity trustees

- (1) A charity trustee ceases to hold office if he or she:
 - (a) retires by notifying Standing in the Gap in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - (b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
 - (c) dies;
 - (d) in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - (e) is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (2) Any person retiring as a charity trustee is eligible for reappointment.
- (3) A charity trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least one year.

13. Taking of decisions by charity trustees

Any decision may be taken either:

- at a meeting of the charity trustees; or
- by resolution in writing [or electronic form] agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that
 - a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and

- the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to Standing in the Gap at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

14. Delegation by charity trustees

(1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.

(2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:

(a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;

(b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and

(c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

15. Meetings of charity trustees

(1) Calling meetings

(a) Any charity trustee may call a meeting of the charity trustees.

(b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

(3) Procedure at meetings

(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

(b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

(c) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(4) Participation in meetings by electronic means

(a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

(b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

(c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

16. Membership of Standing in the Gap

(1) The members of Standing in the Gap shall be its charity trustees for the time being. The only persons eligible to be members of Standing in the Gap are its charity trustees. Membership of Standing in the Gap cannot be transferred to anyone else.

(2) Any member and charity trustee who ceases to be a charity trustee automatically ceases to be a member of Standing in the Gap.

17. Informal or associate (non-voting) membership

(1) The charity trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.

(2) Other references in this constitution to “members” and “membership” do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.]

18. Decisions which must be made by the members of Standing in the Gap

(1) Any decision to:

(a) amend the constitution of Standing in the Gap;

(b) amalgamate Standing in the Gap with, or transfer its undertaking to, one or more other CIOs, in accordance with the Charities Act 2011; or

(c) wind up or dissolve Standing in the Gap (including transferring its business to any other charity)

must be made by a resolution of the members of Standing in the Gap (rather than a resolution of the charity trustees).

(2) Decisions of the members may be made either:

(a) by resolution at a general meeting; or

(b) by resolution in writing, in accordance with sub-clause (4) of this clause.

(3) Any decision specified in sub-clause (1) of this clause must be made in accordance with the provisions of clause [28] (amendment of constitution), clause [29] (Voluntary winding up or dissolution), or the provisions of the Charities Act 2011, the General Regulations or the Dissolution Regulations as applicable. Those provisions require the resolution to be agreed by a 75% majority of those members voting at a general meeting, or agreed by all members in writing.

(4) Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:

(a) a copy of the proposed resolution has been sent to all the members eligible to vote; and

(b) the required majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member’s agreement

must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as Standing in the Gap has specified.

The resolution in writing may comprise several copies to which one or more members has signified their agreement. Eligibility to vote on the resolution is limited to members who are members of Standing in the Gap on the date when the proposal is first circulated.

19. General meetings of members

(1) Calling of general meetings of members

The charity trustees may designate any of their meetings as a general meeting of the members of Standing in the Gap. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of Standing in the Gap as specified in clause [18] (Decisions which must be made by the members of Standing in the Gap).

(2) Notice of general meetings of members

(a) The minimum period of notice required to hold a general meeting of the members of Standing in the Gap is [14] days.

(b) Except where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of Standing in the Gap.

(c) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(3) Procedure at general meetings of members

The provisions in clause 15 (2)-(4) governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to trustees to be taken as references to members.

20. Saving provisions

(1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- who was disqualified from holding office;

who had previously retired or who had been obliged by the constitution to vacate office;

who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

21. Execution of documents

(1) Standing in the Gap shall execute documents either by signature or by affixing its seal (if it has one)

(2) A document is validly executed by signature if it is signed by at least two of the charity trustees.

(3) If Standing in the Gap has a seal:

- (a) it must comply with the provisions of the General Regulations; and
- (b) the seal must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by two charity trustees

22. Use of electronic communications

(1) General

Standing in the Gap will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

23. Keeping of Registers

Standing in the Gap must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and charity trustees.

24. Minutes

The charity trustees must keep minutes of all:

- (1) appointments of officers made by the charity trustees;
- (2) proceedings at general meetings of Standing in the Gap;
- (3) meetings of the charity trustees and committees of charity trustees including:
 - the names of the trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions;
- (4) decisions made by the charity trustees otherwise than in meetings.

25. Accounting records, accounts, annual reports and returns, register maintenance

(1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of Standing in the Gap, within 10 months of the financial year end.

(2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of Standing in the Gap entered on the Central Register of Charities.

26. Rules

The charity trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of Standing in the Gap, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of Standing in the Gap on request.

27. Disputes

If a dispute arises between members of Standing in the Gap about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

28. Amendment of constitution

As provided by sections 224-227 of the Charities Act 2011:

(1) This constitution can only be amended:

(a) by resolution agreed in writing by all members of Standing in the Gap; or

(b) by a resolution passed by a 75% majority of those voting at a general meeting of the members of the CIO called in accordance with clause 19 (General meetings of members).

(2) Any alteration of clause 3 (Objects), clause [29] (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of Standing in the Gap or persons connected with them, requires the prior written consent of the Charity Commission.

(3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

(4) A copy of every resolution amending the constitution, together with a copy of Standing in the Gap's constitution as amended must be sent to the Commission by the end of the period of 15 days beginning with the date of passing of the resolution, and the amendment does not take effect until it has been recorded in the Register of Charities.

29. Voluntary winding up or dissolution

(1) As provided by the Dissolution Regulations, Standing in the Gap may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve Standing in the Gap can only be made:

(a) at a general meeting of the members of Standing in the Gap called in accordance with clause 19 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

(i) by a resolution passed by a 75% majority of those voting, or

(ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

(b) by a resolution agreed in writing by all members of Standing in the Gap.

(2) Subject to the payment of all Standing in the Gap's debts:

(a) Any resolution for the winding up of Standing in the Gap, or for the dissolution of Standing in the Gap without winding up, may contain a provision directing how any remaining assets of Standing in the Gap shall be applied.

(b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of Standing in the Gap shall be applied.

(c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of Standing in the Gap.

(3) Standing in the Gap must observe the requirements of the Dissolution Regulations in applying to the Charity Commission to be removed from the Register of Charities, and in particular:

(a) the charity trustees must send with their application to the Commission:

(i) a copy of the resolution passed by the members of Standing in the Gap;

- (ii) a declaration by the charity trustees that any debts and other liabilities of Standing in the Gap have been settled or otherwise provided for in full; and
- (iii) a statement by the charity trustees setting out the way in which any property of Standing in the Gap has been or is to be applied prior to its dissolution in accordance with this constitution;

(b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of Standing in the Gap, and to any charity trustee of Standing in the Gap who was not privy to the application.

(4) If Standing in the Gap is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. Interpretation

In this constitution:

“connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled –
 - (i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which –
 - (i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

Notes

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The “Communications Provisions” means the Communications Provisions in [Part 10, Chapter 4] of the General Regulations.

“charity trustee” means a charity trustee of the CIO.

A “poll” means a counted vote or ballot, usually (but not necessarily) in writing.

Appendix 2: Automatic disqualification of a Trustee



Standing in the Gap. Registered charity no: 1174627

Postal address: Ferndown House, Milton Road, Bloxham, Banbury, OX15 4HD

www.sitgap.org

You are automatically disqualified from acting as a trustee if:

1. You have an unspent conviction for any of the following
 - a) an offence involving deception or dishonesty
 - b) a terrorism offence
 - a. to which Part 4 of the Counter-Terrorism Act 2008 applies
 - b. under sections 13 or 19 of the Terrorism Act 2000
 - c) a money laundering offence within the meaning of section 415 of the Proceeds of Crime Act 2002
 - d) a bribery offence under sections 1, 2, 6 or 7 of the Bribery Act 2010
 - e) an offence of contravening a Commission Order or Direction under section 77 of the Charities Act 2011
 - f) an offence of misconduct in public office, perjury or perverting the course of justice yes/no
 - g) In relation to the above offences, an offence of: attempt, conspiracy, or incitement to commit the offence; aiding, or abetting, counselling or procuring the commission of the offence; or, under Part 2 of the Serious Crime Act 2007(encouraging or assisting)in relation to the offence
2. You are on the sex offenders register (i.e. subject to notification requirements of Part 2 of the Sexual Offences Act 2003)
3. You have an unspent sanction for contempt of court for making, or causing to be made, a false statement or for making, or causing to be made, a false statement in a document verified by a statement of truth
4. You have been found guilty of disobedience to an order or direction of the Commission under section 336(1) of the Charities Act 2011.
5. You are a designated person for the purposes of Part 1 of the Terrorist Asset-Freezing etc. Act 2010, or the Al Qaida (Asset Freezing) Regulations 2011.
6. You have previously been removed as an officer, agent or employee of a charity by the Charity Commission, the Scottish charity regulator, or the High Court due to misconduct or mismanagement
7. You have previously been removed as a trustee of a charity by the Charity Commission, the Scottish charity regulator, or the High Court due to misconduct or mismanagement
8. You have been removed from management or control of anybody under section s34(5)(e) of the Charities and Trustee Investment (Scotland) Act 2005 (or earlier legislation)
9. You are disqualified from being a company director, or have given a disqualification undertaking, and leave has not been granted (as described in section 180 of the Charities Act) for you to act as director of the charity
10. You are currently declared bankrupt (or subject to bankruptcy restrictions or an interim order)
11. You have an individual voluntary arrangement (IVA) to pay off debts with creditors
12. You are subject to a moratorium period under a debt relief order, or a debt relief restrictions order, or an interim order

13. You are subject to an order made under section 429(2) of the Insolvency Act 1986. (Failure to pay under a County Court Administration Order.)
-

Declaration

Read the automatic disqualification guidance to decide if you are disqualified.

Complete and sign this declaration to confirm that you are not disqualified.

I declare that:

- I am not disqualified from acting as a trustee; and
- I will inform the trustees promptly if, after the date of this declaration, one or more of the disqualification reasons applies to me.

Full Name:

Signature:

Date:

If one of the disqualification reasons does apply, you may be able to apply for a waiver from the Charity Commission which will allow you to act as a trustee.

Please return the signed declaration to the Clinical Director

Appendix 4: GDPR Security Compliance Checklist



Standing in the Gap. Registered charity no: 1174627

Postal address: Ferndown House, Milton Road, Bloxham, Banbury, OX15 4HD

www.sitgap.org

All Trustees should complete the security checklist below to show compliance. Records should be retained whilst they remain in office.

	Yes/No
Computer is password protected	
Email is password protected	
Mobile devices are password protected	
External hard drives are password protected	
Cloud access is password protected	
Hard copy files are held securely	
Anti-virus software is up to date	

Data compliance will not be achieved if you have answered “No” to any of the above:

Trustee name: _____

Trustee signature: _____

Date: _____

Once completed please return to the Clinical Director

Appendix 5: Register of Interests



Standing in the Gap. Registered charity no: 1174627

Postal address: Ferndown House, Milton Road, Bloxham, Banbury, OX15 4HD

www.sitgap.org

All Trustees and staff are required to list in the Standing in the Gap Register of Interests all relevant interests which might influence their judgement or which could be perceived (by a reasonable member of the public) to do so.

Name:

Role in Standing in the Gap: Trustee Staff member

1. Relevant personal direct and indirect financial and non-financial interests, including those which arise from employment, membership, trusteeship or other association with voluntary or community organisations, public authorities, commercial organisations or other bodies.

2. Relevant direct and indirect financial and non-financial interests of close family members of which Trustees or staff could reasonably be expected to be aware (please state name of family member and their relationship to you).

Standing in the Gap has a data protection policy and procedures to ensure that it follows best practice and complies with legislation in its use of data. The information given on this form will be used only by those involved in the Register process. The information will be destroyed within 5 years. We will treat your completion of this form as consent for the information to be used in this way.

I certify that to the best of my knowledge the above information is correct.

Name:

Signature:

Date:

Appendix 6: The trustee Code of Conduct



Standing in the Gap. Registered charity no: 1174627

Postal address: Ferndown House, Milton Road, Bloxham, Banbury, OX15 4HD

www.sitgap.org

Standing in the Gap's values

As a trustee of Standing in the Gap I promise to abide by the fundamental values that underpin all the activity of this charity. These are:

Accountability

Everything Standing in the Gap does will be able to stand the test of scrutiny by the public, the media, the charity commission and stakeholders and funders.

Integrity and honesty

These will be the hallmarks of all conduct when dealing with colleagues within Standing in the Gap and equally when dealing with individuals and institutions outside it.

Transparency

Standing in the Gap strives to maintain an atmosphere of openness throughout the charity to promote confidence of the public, stakeholders, staff and Charity's Commission.

Additionally, I agree to the following points:

Law, mission, policies

- I will not break the law or go against charity or company regulations in any aspect of my role of trustee.
- I will support the mission, vision and aims of Standing in the Gap and consider myself its guardian.
- I will abide by Standing in the Gap's policies and procedures.

Conflicts of interest

- I will always strive to act in the best interests of Standing in the Gap.
- I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises, in line with the Conflict of Interest Policy.
- I will submit to the judgment of the board and do as it requires regarding potential conflicts of interest.

Person to person

- I will not break the law, go against charity or company regulations or act in disregard of organisational policies in my relationships with fellow trustees, staff, volunteers, members, service recipients, contractors or anyone I come into contact with in my role as trustee.
- I will strive to establish respectful, collegial and courteous relationships with all I come into contact with in my role as trustee.

Protecting Standing in the Gap's reputation

- I will not speak as a trustee of this organisation to the media or in a public forum without the prior knowledge and approval of the Chair of Trustees or Clinical Director.
- When I am speaking as a trustee of Standing in the Gap, my comments will reflect current policy even when these do not agree with my personal views.
- When speaking as a private citizen I will strive to uphold the reputation of Standing in the Gap and those who work in it.
- I will respect organisational, board and individual confidentiality.
- I will take an active interest in Standing in the Gap public image, noting news articles, books, television programmes and the like about Standing in the Gap, about similar organisations or about important issues for Standing in the Gap.

Personal gain

- I will not personally gain materially or financially from my role as trustee, nor will I permit others to do so as a result of my actions or negligence.
- I will document expenses and seek reimbursement according to procedure.
- I will not accept substantial gifts or hospitality without prior consent of the Chair.
- I will use organisational resources responsibly, when authorised, in accordance with procedure.

In trustee meetings

- I will strive to embody the principles of leadership in all my actions and live up to the trust placed in me by Standing in the Gap.
- I will abide by board governance procedures and practices.
- I will strive to attend all board meetings, giving apologies ahead of time to the Chair if unable to attend.
- I will study the agenda and other information sent me in good time prior to the meeting and be prepared to debate and vote on agenda items during the meeting.
- I will honour the authority of the Chair and respect their role as meeting leader.
- I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making my voice heard.
- I will accept a majority board vote on an issue as decisive and final.
- I will maintain confidentiality about what goes on at Board meetings unless authorised by the Chair or board to speak of it.

Enhancing governance

- I will participate, where possible, in induction, training and development activities for trustees.
- I will continually seek ways to improve board governance practice.
- I will strive to identify good candidates for trusteeship and appoint new trustees on the basis of merit.
- I will support the Chair in their efforts to improve their leadership skills.
- I will support the Clinical Director in their executive role and, with my fellow board members, seek development opportunities for them.

Financial Support

- I will model supporting Standing in the Gap through a regular standing order (Appendix 7) if this financially viable. The aim of this is not the amounts but the principle of modelling and supporting Standing in the Gap in its charitable endeavours.
- How much trustees support Standing in the Gap will be kept confidential
- I understand if I am not in a position to financially support Standing in the Gap regularly I should discuss this with the Chair and it will not prevent me from being a trustee

Leaving the board

- I understand that substantial breach of any part of this code may result in my removal from the trustee board.
- Should I resign from the board I will inform the Chair in advance in writing, stating my reasons for resigning.

Name:

Signature:

Date:

Once completed please return to the Clinical Director

Appendix 7: Trustee Information Sheet

On appointment please complete this and return it to the Clinical Director



Name	
DOB	
Address	
Length of time at that address	
Tel number	
Mob Number	
Personal Email	
Next of Kin (NOK) to contact if any concerns	
Tel number of NOK	

This information will be kept confidential and disposed off after your term as trustee.