



THE SCOTTISH ASSOCIATION OF CITIZENS  
ADVICE BUREAUX (Citizens Advice Scotland)

## Operational Handbook

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## **1 Introduction**

### **1.1 The Purpose of this Handbook**

The purpose of the Handbook is to provide information to the members of the Scottish Association of Citizens Advice Bureau (SACAB), commonly known as Citizens Advice Scotland (CAS) by providing information relating to the Trustees of the Association. The Handbook also provides information on the CAS committees and processes that support them. It should not be considered a replacement of the Articles.

## **2 The Objects and Activities of the Association (CAS)**

Citizens Advice Scotland is dedicated to the objects and activities specified in its Articles of Association. The objects are

'the promotion of any charitable purposes for the benefit of the community in Scotland and elsewhere by the advancement of education, the advancement of health and the relief of those in need by reason of age, ill-health, disability, financial hardship or other disadvantage.'

The primary activities to be carried out by CAS in the furtherance of these objects are:

- to encourage the provision of Citizens Advice Bureaux to provide a free, confidential and impartial service of information, advice, guidance, assistance and counsel for the public;
- to provide for member Bureaux an efficient service of information and training, and assistance in the development of new Bureaux;
- to ensure that adequate standards are maintained by all member Bureaux;
- to exercise a responsible influence on the development of social policies and services both locally and nationally.

The Articles of Association further state that 'the income and property of the Association shall be applied solely towards the promotion of the Objects of the Association' by means of the activities there specified.

## **3 SACAB Governance Structure**

The governance structure of the SACAB consists of:

- Members of the Association – there are 2 types of member:
  - A Bureau that is a member – in the case of a Member Bureau that is operated by an Incorporated Body, the Incorporated Body shall be entered in the register of members as being the member of the Association. That is to say that the ORGANISATION is itself the member of the company.
  - It is not legally possible for an organisation that is not an Incorporated Body to be a member of a limited Company.

Any individual appointed by a bureau that is itself a member of the company has the right to attend and vote at the Annual General Meeting (and any General Meeting) on behalf of their member bureau. Such a person is known as a “Representative”

- An individual member – In the case of a member Bureau that is operated by a voluntary association (unincorporated organisation) the management committee of the voluntary association shall be entitled to nominate one individual who shall be entered in the register of members as being the member of the Association.

It is the individual member only who has the right to attend and vote at an Annual General Meeting (or any General Meeting). If they are unable to attend, the individual member must nominate a proxy who can vote in their absence.

So a bureau that is not an Incorporated Body nominates an individual to take the place of the organisation as a member of the Association. This individual actually takes the place of the organisation so does not “represent” the nominating bureau but acts as an individual. Under the terms of the Articles the “nominating Member Bureau” may at any time resign the individual’s membership of the company and nominate another individual to take their place.

As members, these organisations and individual members have important powers under the Articles of the Association and the companies Acts. In particular members take decisions in relation to changes to the Articles themselves.

#### b. Trustees

Hold regular meetings during the period between annual general meetings and generally control and supervise the activities of the Association. In particular, the Trustees are responsible for monitoring the financial position of the Association. The Trustees are Charity Trustees for the purposes of charity law, and are also Directors for the purposes of company law. It is common practice within CAS to refer to board members as ‘Trustees’.

The Governance Structure of CAS is indicated by the flowchart in Appendix 16.

### **3.1 Membership of CAS**

As per the Articles of Association, a standing committee known as the Membership Standards Committee can award Member Bureau status of SACAB to an organisation that has:

- a. provided a service to the public for a period of at least four months and
- b. demonstrated to the satisfaction of the Membership Standards Committee that the organisation has achieved the standards required to be a member bureau.

However, holding the status of member bureau is not the same as being a member of the Association.

As stated above, a member bureau operated by a voluntary association must nominate an individual who will be named in the Register of Members as the member.

#### **3.1.1 Register of Members**

Details of all members are maintained by the Membership Standards Committee in a Register of Members. If the member bureau is an incorporated company or a Scottish Charitable Incorporated Organisation (SCIO) it is the company and / or SCIO name that is entered in the register. If a bureau is an unincorporated organisation, it is the name of the nominated individual that is entered in the register.

Where an individual is nominated by a bureau the name and address of the “nominating bureau” must also be ascribed next to the name of the individual member.

The Membership Standards Committee must also maintain a register of Member Bureau.

#### **3.1.2 Application for Status of Member Bureau and Membership of the Association**

The awarding of status of Member Bureau is considered and accorded where appropriate by the Membership Standards Committee. An incorporated or unincorporated Body applies for the status of member bureau to the Membership Standards Committee via a written application signed by the Chair or Vice-Chair of the organisation seeking member status.

The Membership Standards Committee advises each applicant in writing whether member bureau status has been accorded or not. The Membership Standards Committee also advise the Board of Trustees of those accorded Member Bureau status.

At the same time as the application for the status of Member Bureau is made an application for admittance to the Association must also be made. In the case of an Incorporated Body the application is made in the name of the organisation itself,

whereas if the application is made by a voluntary unincorporated organisation that organisation nominates an individual.

If an organisation is awarded the Status of Member Bureau the Membership Standards Committee MUST admit either the organisation or an individual, as appropriate, to membership of the Association and must inform the Trustees.

### **3.1.3 Termination of Member Bureau Status**

On the advice of the Trustees, the members of the Association may at a General Meeting decide by ordinary resolution to terminate the status of a Citizens Advice Bureau as a member bureau.

A member bureau may terminate its status as a member bureau by written notice signed by its Chair or Vice-Chair to the Association and by doing so it will also cause its membership of the Association (SACAB) to be automatically terminated.

If an organisation loses its Member Bureau status the nominated individual member nominated by that Member Bureau automatically ceases to be a member of the Association (SACAB).

### **3.1.4 Resignation of Member Bureaux and Individual Members**

A Member Bureau may resign its membership of the Association by written notice signed by its Chair or Vice-Chair and by doing so it will cause its membership of the Association to be terminated when the Association receives the resignation.

An individual member may terminate his/her membership of the Association by written notice to the Association. That member ceases to be a member of the Association and the Association shall inform the Member Bureau that the individual was nominated by so that the member bureau can nominate another individual for the Register of Members. The member bureau has 28 days to do this.

See Appendix 10 Cessation of Membership Guidance Notes for further information.

## **3.2 Relationship between Board of Trustees and members of CAS**

As both Trustees of the company and Trustees of the charity, the Board is authorised by the members to govern the Association on behalf of the members and is accountable to the members. However, the Trustees must adhere to any and all legislation, the terms of the Articles and any instruction given to them by Special Resolution of the members.

The formal relationship of the Trustees to the membership is centred on the Annual General Meeting (AGM). It is at the AGM that the Trustees (15 in number) including the three Honorary Officers – Chair, Vice Chair, and Treasurer - are elected, or re-elected, by the membership. It is also at the AGM that the members are kept informed about the activities of CAS, by means of the Annual Report, and by consideration of the accounts. The Trustees are responsible for the conduct of the AGM.

The Trustees have a duty to convene an AGM each year, and not more than 15 months shall elapse between AGMs. The Trustees may convene a General Meeting at any time, and must convene a General Meeting if there is a valid request by no less than 10% of the members. Trustees may invite third parties to any General Meeting as observers; such observers have a right to speak at the discretion of the Chair of the meeting but have no right to vote.

## **4 The Board of Trustees**

### **4.1 Powers of the Trustees**

SACAB and its assets are managed by the Trustees, who exercise all powers within the organisation as laid down in the Articles.

### **4.2 Duties of the Board of Trustees**

The Trustees of CAS must:

- accept ultimate responsibility for directing CAS's affairs, ensuring that it is well-run and is delivering the charitable outcomes for the benefit of the community in Scotland and elsewhere for which it has been set up
- ensure that CAS acts within its powers, complies with charity law and the charity regulator (OSCR), and with the requirements of any other legislation and other regulators that may govern its activities
- ensure that CAS does not breach any of the requirements or rules set out in its governing document, and that it remains true to the charitable purpose and objects set out therein
- act at all times with integrity and in CAS's best interests, and avoid any conflicts between their personal interests and those of CAS
- where appropriate maintain confidentiality about CAS's operations and management
- work together with other members of the Board and staff for the benefit of CAS
- prepare for meetings, and actively contribute to and participate in them
- listen to, and be open-minded about, other people's opinions and ideas
- ensure that CAS is and will remain solvent
- use CAS's assets reasonably, and only in furtherance of CAS's objects and activities
- promote and maintain a positive image of CAS
- avoid undertaking activities that might place CAS's funds, assets, or reputation at risk
- take special care when investing CAS's funds, or when borrowing funds on CAS's behalf
- exercise independent judgement, using personal skills and experience to ensure that CAS is well-run and efficient
- consider getting external professional advice on all matters where there may be material risk to the charity, or where the Trustees may be in breach of their duties
- treat all people working for CAS, whether paid or unpaid, with appropriate respect.

For detailed remit of a Trustee see Appendix 5.

#### **4.3 Induction of Trustees**

It is expected that Trustees of CAS, at induction will be introduced to and then adhere to a Code of Conduct and the Nolan Principles detailed in Appendix 1.

Trustee induction and development is an opportunity for:

- a new Trustee to learn about their duties and about different aspects of their new organisation and
- existing Trustees to identify the needs of a new trustee and find ways to support them.

The programme for new Trustees will include the following:

- a presentation about Charity Law by the solicitor acting for CAS
- an Induction Pack containing the Remit of a trustee, the governing document, Corporate Plan, Annual Reports and Accounts, minutes of previous Trustee meetings, a document detailing the functions of CAS and the CAS staff involved
- an opportunity to find out about the organisation via an induction meeting with the management of CAS
- information available on the CAS website regarding the governance of the Association.

#### **4.4 The Rights of the Board of Trustees**

Members of the Board of Trustees have the right:

- to receive accurate information about their responsibilities and liabilities
- to receive regular and relevant information to enable them to make informed decisions
- to be treated with respect by all members of CAS
- to access appropriate training to enable them to carry out their responsibilities
- to have the opportunity to disagree with suggestions made at meetings
- to have the opportunity to question decisions made on behalf of CAS, for which they would be obliged to take collective responsibility
- to have access to the resources necessary to carry out their responsibilities
- to be reimbursed for appropriate expenditure incurred whilst carrying out their responsibilities
- to access appropriate support to become more effective in the organisation
- to be informed in an appropriate manner if his/her performance falls below the agreed standard.

#### **4.5 Number of Trustees**

The Board of Trustees will consist of a maximum 15 in total, including Honorary Officers and co-opted Trustees where appropriate.

#### **4.6 Categories of Trustee**

Three categories of Trustee will be permitted:

- Unpaid Trustees elected at the Annual General Meeting
- Paid Trustees elected at the Annual General Meeting
- Trustees external to the service nominated by the Trustees on the advice of the Nominations Committee and elected at the AGM.

NB. No employee of CAS may be a Trustee.

#### **4.7 Balance of Trustees**

The Board will consist of a maximum 6 unpaid Trustees, a maximum 6 Trustees who are paid staff of Member Bureau, and a maximum 3 external Trustees. Only 1 person that is a volunteer, member of the governing body and/or a paid staff member of any particular Member Bureau may be a Trustee at any given time.

#### **4.8 Tenure**

Trustees and Honorary Officers are to be elected for 3 years renewable once, so the maximum term allowable is 6 years, which must be followed by a 1 year gap before re-election or co-option.

The Trustees may co-opt individuals to fill any casual vacancies as a Trustee. Any individual co-opted will hold office until the first Annual General Meeting following their co-option and may at that AGM stand for election. The Trustees may only co-opt an individual who at the time of co-option fulfil all the requirements that would be necessary to stand for election

The Trustees may remove any Trustee who fails to carry out their duties as prescribed by and limited to the terms of the Articles of Association.

#### **4.9 Honorary Officers**

There will be three Honorary Officers: Chair of the Board, Vice Chair, and Treasurer. Only Unpaid Trustees and/or External Trustees may be Honorary Officers

The following will apply to Honorary Officers:

- The Chair, Vice Chair, and Treasurer will be elected by the members at the AGM
- The Trustees may determine the need for, and arrange the election of additional Honorary Officers as required
- An Honorary Officer will cease to hold office if they resign
- If an Honorary Officer vacancy arises, the Trustees will decide whether the vacancy should be filled by co-option until the date of the next AGM
- The Board of Trustees will determine the role, responsibilities and duties of each Honorary Officer and circulate this information to each Honorary Officer so that they can carry out their duties effectively.

- Any Honorary Officer who ceases to be a Trustee for any reason shall be deemed to have vacated their Honorary Office.

## **4.10 The Roles of Honorary Officers**

For detailed remits of Honorary Officers see Appendices 2 to 4.

### **4.10.1 Chair – role, main responsibilities and tasks**

The role of the Chair is to provide leadership to the Board and to ensure that Trustees fulfil their duties and responsibilities for the proper governance of CAS. The Chair will set the agenda, style and tone of the board discussions to promote effective decision-making and constructive debate.

At Board meetings, in the event of a tie, the Chair also has the casting vote; but if he/she is absent whoever acts as Chair will have the casting vote.

The Chair is also empowered to take ‘chair’s action’ in emergencies, i.e. when a critical decision is needed between Board meetings, or when a special meeting of the Board cannot be arranged.

For the detailed remit of the Chair see Appendix 2.

### **4.10.2 Vice Chair - role, main responsibilities and tasks**

The role of the Vice Chair is to support the chair in the fulfilment of their duties and to deputise as chair should the need arise.

For the detailed remit of the Vice Chair see Appendix 3

### **4.10.3 Treasurer – role, main responsibilities and tasks**

The role of the Treasurer is to assist the Trustees to ensure that the finances of CAS are carried out according to best practice.

It is assumed that the Trustees will seek to recruit a Treasurer who has the appropriate accountancy skills and/or qualifications.

For the detailed remit of the Treasurer see Appendix 4.

## **4.11 External Trustees**

An External Trustee is a Trustee who is independent of all Member Bureau i.e. not a volunteer with or a member of the governing body and/or a paid member of staff any Member Bureau. He/she will apply through an open recruitment process to be co-opted or elected as a Trustee member of the Board and will be considered by the Nominations Committee.

## **4.12 Election of the Board**

The Trustees will be elected by the members at the AGM.

In any given year, normally a third of the places on the Board will be up for election, to allow for continuity and stability from year to year.

#### **4.12.1 Paid and unpaid Trustees from Bureaux**

Unpaid Trustees and Paid Trustees are collectively known as “Bureau Trustees”.

Nomination of any individual wishing to be elected as Bureau Trustees must be made by a member of the Association.

There will be separate nomination forms available for each category of Bureau Trustee.

#### **4.12.2 Process for election of Trustees**

Where an individual candidate for Honorary Office is not an existing Trustee and they are elected to hold Honorary Office those individuals are simultaneously elected as Trustees within whatever category of Trustee is appropriate.

Since the Honorary Officers come from the ranks of the Unpaid Trustees and/or External Trustees it is necessary to first elect the Honorary Officers: to allow the number of vacancies within the Unpaid and External Trustees to be identified. Once the number of vacancies have been determined each of the category of Trustees may be elected separately.

#### **4.12.3 External Trustees**

External Trustees will be nominated by a different process to Trustees who are Bureau Trustees.

A Nominations Committee will identify possible candidates for external membership by creating a person specification and undertaking a recruitment exercise to seek individuals who meet it. External Trustees will indicate on their application form for Trustee if they wish to be considered for an office-bearer position. At the end of the nomination process, the Nominations Committee would report to the Board, proposing a range of suitable candidates for election at the AGM. The number of external candidates proposed will not be restricted, provided the candidates are deemed suitable by both the Nominations Committee and the Trustees.

### **4.13 Co-option**

The Board is empowered to co-opt to fill any vacancy within the Trustees, however it may arise, on an interim basis until the next AGM, respecting the balance of Trustees on the Board; hence the person co-opted may be a paid, an unpaid, or an external Trustee. The person co-opted will hold all rights and responsibilities as any other Trustee and may put themselves forward for election at the Annual General Meeting and if successfully elected at that AGM, they will be entitled to carry out a full 3 year term, renewable once.

#### **4.14 Quorum**

The quorum (i.e the minimum number of Trustees that must be present for the Board to conduct its business) will be 6, but there is no requirement regarding the balance of paid, unpaid and external Trustees.

#### **4.15 Appointment of Advisers**

The Board can appoint unpaid advisers to assist them in their work. The advisers may attend Board meetings but do not have the right to vote. This power is different to and in addition to that of appointing paid consultants, which may happen from time to time.

#### **4.16 Remuneration of Trustees**

Trustees cannot be paid for being Trustees. However CAS may remunerate any Trustee in respect of work carried out on behalf of the CAS Board, provided always that CAS complies with the conditions for remuneration set out in section 67 of the 2005 Act, and with the terms of any Remuneration Policies as may be prescribed from time to time by the Board.

Trustees may be paid all travelling and other expenses reasonably incurred in connection with their attendance at meetings, or otherwise in connection with the carrying-out of their duties.

#### **4.17 Register and Form of Trustees Interests**

The Trustees have a duty to maintain a register of Trustees, setting out full details of each Trustee, including the date on which he/she became a Trustee, and specifying the date on which any person ceased to hold office as a Trustee, and containing details of Trustees' interests.

See Appendix 7 for Register of Interest Form.

#### **4.18 Actual and potential conflicts of interest**

Trustees must be scrupulous to avoid gaining any private benefit from their position, whether financial or other, except as permitted by law and by CAS's governing document, and where this is agreed by the Board as being demonstrably in the interests of CAS. Where the law and the organisation's governing document permit payment of Trustees, this must not exceed prescribed limits, and it should be demonstrably in the interests of the organisation to make the payment.

Trustees shall declare actual or potential conflicts of interest to the board at the earliest opportunity, and these should be recorded in Board minutes and in the register kept for the purpose. Where a material conflict of interest arises at a Board meeting, the Trustee concerned should not vote on the matter or participate in discussions. He or she should also offer to withdraw from the meeting and the other Trustees should decide if this is required. Where a Trustee has a major or on-going conflict of interest, he or she should offer to resign from the Board. Trustees should declare all personal gifts received and hospitality accepted while on the organisation's business, or from people or organisations connected with CAS; such

declarations should be recorded in appropriate minutes and in the register kept for that purpose.

A trustee has a duty to act in the best interest of the organisation and if a Trustee considers any decision of the Board is not in the best interest of the organisation they would have a duty in law to inform the members of the Association.

#### **4.19 Removal of Trustees**

A Trustee shall vacate their office if:-

- a. they are prohibited by law from being a Trustee, or from being involved in the management or control of a charity
- b. they become incapable for medical reasons of fulfilling the duties of their office, and such incapacity is expected to continue for a period of more than six months and the Trustees so decide;
- c. they resign office by notice to the Association.
- d. They fail to continue to fulfil the requirements of the Articles in respect of individuals eligible to be elected to the particular category of Trustee to which they were last elected.

If a Trustee's status changes (from Unpaid Trustee, Paid Trustee or External Trustee) the Trustee is deemed to have vacated their office unless otherwise resolved by the Board.

A Trustee may be removed if they are absent (without permission of the Board or appropriate explanation) from more than three consecutive meetings of the Board of Trustees between any two consecutive Annual General Meetings.

#### **4.20 Complaints Process**

The complaints process should be invoked in the event that:

- a. a Trustee raises serious objections about their treatment by another Trustee or Committee Member or by the Board as a group or a Committee as a group;
- b. the Board - as a group - raises serious concerns about one of their number or about a Committee member breaching their duties or CAS's policies
- c. an individual Trustee has a complaint against a member of CAS (e.g. a staff member)

Best practice guidelines are to:

1. raise issues as soon as possible;
2. first raise issues informally, and confidentially, with the person or people concerned; only initiate formal procedures if circumstances do not change;
3. keep comprehensive records of the formal steps by which complaints are raised and the complaints procedure carried forward (including any attempts at mediation or reconciliation) and ensure that such records are accessible to all concerned;
4. review formal complaints procedures annually as part of the Board's appraisal of Board policies and activities.

At all times the principles of transparency, natural justice, and equal opportunities, together with the values at the heart of CAS as expressed in its governing documents, should be borne in mind when dealing with complaints. The skills of listening, negotiation, clear communication, and decisiveness, are all of paramount importance in this area.

Where a member of CAS staff has a complaint against an individual Trustee or the Board of Trustees as a group, this can be raised through the CAS procedure set up to handle this.

For details of the Procedure for complaints raised by CAS Board Trustees against CAS Board Trustees or Committee Members see Appendix 6.

#### **4.21 Board role in cessation of membership**

Should it be considered that a member bureau is failing to comply with the Membership Scheme Standards document, the Board should ensure that the process for investigation is conducted as detailed in Appendix 10 Cessation of Membership Guidance Notes.

### **5 Committees**

The Articles require that the Board establish four named Standing Committees plus any other Standing Committee that they deem necessary. The Articles also allow the Trustees to establish whatever sub-committees or working parties they see fit.

#### **5.1 Standing Committees**

There are four Standing Committees; the Nominations Committee, the Membership Standards Committee, the Development Committee, and the Policy Forum. Standing Committees are accountable to the Board.

Details of the remit, make-up, tenure and quorum for the Standing Committees is detailed in the Articles of Association (Clause 33).

##### **5.1.1 The Nominations Committee**

Membership of the Nominations Committee is determined by the Trustees. It currently consists of:

- 2 members elected directly by the membership at the AGM
- 1 External Trustee appointed by the Trustees
- 1 other Trustee appointed by the Trustees
- The Chairperson of the Association

There will be no requirement to establish paid/unpaid balance regarding the 2 members to be directly elected.

The remit of the Nominations Committee will be to identify possible candidates for external membership by creating a person specification and undertaking a recruitment exercise to seek individuals who meet it. The functions, operations and detailed terms of reference of the Nominations Committee are set by the Board of Trustees and set out in Appendix 8.

Member Bureaux would be able to encourage people external to the service to apply through this route. However, individuals employed by or volunteering for a Member Bureau would not be eligible for nomination through this route.

At the end of the nomination process, the committee would report to the Board, and propose a range of suitable candidates for election at the AGM. The number of external candidates proposed will not be restricted, provided the candidates are deemed suitable by both the nominations committee and the Board.

### **5.1.2 The Membership Standards Committee**

Membership of the Membership Standards Committee will consist of:

- A Trustee appointed by the Trustees to Chair the committee
- 12 members duly elected at the AGM

The remit of the Membership Standards Committee will be to admit, monitor and maintain the standards of membership of CAS. This includes assisting the Board in fulfilling their role in the cessation of membership. The functions, operations and detailed terms of reference of the Committee are set by the Board of Trustees and set out in Appendix 9.

The Membership Standards Committee will meet at least four times a year with an option for further meetings as required. An annual review meeting will be held each year.

### **5.1.3 The Development Committee**

Membership of the Development Committee will consist of:

- A Trustee appointed by the Trustees to Chair the committee
- 12 members duly elected at the AGM

The remit of the Development Committee will be to provide support, improvement, growth and development of the CAB service. The functions, operations and detailed terms of reference of the Committee are set by the Board of Trustees and set out in Appendix 10.

The Development Committee will meet at least four times a year.

#### **5.1.4 The Policy Forum**

Membership of the Policy Forum will consist of:

- 1 Trustee appointed by the Trustees to Chair the Policy Forum
- Up to 4 other Trustees appointed by the Trustees
- 12 representatives elected directly by the membership at the AGM,
- Further members will be co-opted by the Trustees, from within the bureau service to ensure regional representation and a mix of representatives up to a maximum of 25

The functions, operations and detailed terms of reference of the Committee are set by the Board of Trustees and set out in Appendix 11.

The broad remit of the Policy Forum will be to discuss and make recommendations to the Trustees on issues of broad strategy and policy.

In terms of practical operation, it is envisaged that the forum:

- could additionally consider matters referred to it from the Board
- would meet at least twice annually, with the option for further meetings as required
- would have the option to move venue as appropriate in order to be fair and Scotland-wide
- could host an annual meeting to determine topics for future consideration
- could consider inviting external speakers and/or additional contributors to the Forum.

The composition of the Policy Forum will be reviewed after 18 months of operation to ensure it provides adequate representation across the service in terms of skills, interest and regional representation.

The Policy Forum will meet at least three times a year with an option for further meetings as required and will rotate around Scotland.

#### **5.2 Sub-Committees and Working Groups**

The Board has the power to establish and terminate sub-committees, working groups and fora as necessary. The Board will also decide the nature of the membership of these committees and working groups.

- The sub-committees to be set up by the Board initially will include but will not be restricted to Audit and Finance, Health and Safety, Supporting Advice Work (SAW) Group, IT Strategy Group.
- Each sub-committee and/or working group will be directly accountable to the Board of Trustees.

The key difference between standing committees and sub-committees is that standing committees will always include people who are elected to the committee

directly by the AGM. In contrast, sub-committees are established by the Trustees and can consist entirely of individuals appointed by the Trustees as they (the Trustees see fit and appropriate to carry out the remit of the sub-committee.

The make-up of sub-committees and working groups is entirely at the discretion of the Board and any changes relating make-up, term of office, scope, remit, duties and responsibilities of any Standing Committee shall be determined by the Trustees.

## **6 Meetings**

### **6.1 Meetings of the Trustees**

Trustee meetings will be held on a regular basis. Any Trustee may call a meeting of Trustees. The Chair of CAS shall preside at every Board meeting at which he/she is present, unless unwilling to do so. If the Chair is unwilling to preside, or is not present within 15 minutes of the time when the meeting was due to start, the Vice Chair shall chair the meeting. If the Vice Chair is not present within 15 minutes of the time the meeting was due to start, the Trustees present shall elect from among themselves the person who will act as Chair of the meeting.

Meetings shall be conducted as detailed in Appendix 12 Meetings of Trustees.

A rolling plan of items to be covered at each of the Board of Trustee meetings is detailed in Appendix 15.

#### **6.1.1 Attendance at Meetings of the Board of Trustees**

In order to fully discharge their responsibilities as Trustees, the Trustees are expected to attend each Board meeting unless exceptional circumstances arise.

In the event of any Trustee failing to attend more than 3 consecutive meetings without permission or appropriate explanation, the Chair will conduct an interview with the Trustee concerned to discuss their future role on the Board, following which the Trustee may be removed from the office of Trustee at the sole discretion of the Trustees . In the event of the Chair failing to attend more than three consecutive meetings of the Trustees without permission or appropriate explanation, the Trustees as a whole will decide who is to interview the Chair to discuss his/her future role, after which the Chair may be removed from office.

The Board may, at their discretion, allow any person who they reasonably consider appropriate to attend and speak at any Board meeting; but such persons will not be entitled to vote.

There is an expectation that the Chief Executive Officer and members of staff may attend meetings of the Board, but this is at the discretion of the Board, and not as of right.

#### **6.1.2 Electronic and Other Communication**

The Trustees can agree to confirm decisions by telephone or by written resolution as an alternative to confirming decisions at meetings of Trustees.

A Trustee may participate in a meeting of Trustees means of electronic communication (including, but not limited to, Skype, teleconference etc) provided that throughout the meeting all persons participating are able to communicate interactively with all other parties. Participation in this manner is not deemed to constitute presence in person for the purpose of establishing a quorum.

Any Standing Committee or sub-committee may decide that its members may communicate and make decisions in a manner and with the same restrictions at the Trustees.

#### **6.1.3 Voting**

Questions arising at a meeting of Trustees shall be decided by a majority of votes; if an equality of votes arises, the Chair of the meeting shall have a second, or casting vote.

A Trustee shall not vote at a Board meeting (or a committee meeting) on any resolution concerning a matter in which he or she has a conflict of interest, unless authorised to do so by other members of the Board in accordance with procedures set down in the Articles of Association.

#### **6.1.4 Quorum**

No business shall be dealt with at a meeting of the Board unless a quorum is present; the quorum for Board meetings shall be 6. If at any time the number of Trustees present falls below the number required to constitute a quorum, the members of the Board who are in attendance may only act for the purpose of filling vacancies or for calling a general meeting.

A Trustee shall not be counted as part of a quorum in relation to a resolution on which he or she is not entitled to vote due to a conflict of interest.

### **6.2 General and Annual General Meetings**

The Trustees shall convene an annual general meeting (AGM) in each calendar year; and not more than 15 months shall elapse between 2 consecutive AGMs.

The Trustees may convene a general meeting at any time, and must convene a general meeting if requested by no less than 10% of the members. They may invite third parties to attend any general meeting as observers. Such observers may, at the Board's discretion, have the right to speak, but shall have no right to vote.

The business of each AGM shall include:-

- a. a report by the Chairperson on the activities of the Association;
- b. an Annual Report by the Trustees on the Activities of the Association since the immediately preceding Annual General Meeting;
- c. consideration of CAS's annual accounts;

- d. election/re-election of Trustees and Honorary Officers and/or Standing Committee members as appropriate.

### **6.2.1 Notice of general meetings**

At least 14 clear days' notice must be given of an annual general meeting or general meeting. Any notice calling a meeting shall specify the time and place of the meeting, and clearly indicate both the type of meeting (GM or AGM) and the general nature of the business to be dealt with. Notice of every general meeting shall be given either in writing or by electronic communication to all the members and Trustees, and (if appropriate) to the auditors.

Where a Special Resolution is to be considered 42 days notice is required.

### **6.2.2 Procedure at general meetings**

No business shall be dealt with at any general meeting unless a quorum is present. The quorum for a general meeting shall be one-third of the total members to the nearest round number. Only members or proxies for members shall count towards a quorum. If a quorum is not present within 30 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the Chair.

The Chair of CAS shall (if present and willing) preside as Chair of each general meeting; if the Chair is unable to attend the meeting, is not willing to act as Chair, or is not present within 15 minutes after the time at which the meeting was due to commence, the Vice Chair shall chair the meeting. If the Vice Chair is not present within 15 minutes of the time the meeting was due to start, the Trustees present at the meeting shall elect from among themselves the person who will act as Chair of that meeting.

Annual General and General meetings shall be conducted as detailed in Appendix 13 Annual and General Meeting Procedures.

### **6.2.3 Voting**

Every member shall have one vote, which must be given personally or by proxy, but a resolution may be decided by postal ballot if so decided by the Trustees.

If there is an equal number of votes for and against any resolution, the Chair of the meeting shall be entitled to a casting vote.

A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the Chair (or by at least two Voting Members present in person at the meeting).

If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the Chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

#### **6.2.4 Proxies**

A proxy appointed to attend and vote at any meeting in place of a member shall have the same right as the member who appointed him/her to speak at the meeting.

An instrument appointing a proxy shall be in writing and shall be signed by the appointer or his/her attorney where applicable; it must be deposited with CAS not less than forty-eight hours before the start time of the meeting at which it is to be used, and in default it shall not be treated as valid.

#### **6.2.5 Special Resolutions and Ordinary Resolutions**

Ordinary resolutions are those resolutions which can be passed by simple majority. Special resolutions can only be passed by 75% or more of the votes cast (excluding absentees or abstentions). These would include resolutions

- a. to alter CAS's name;
- b. to alter CAS's Objects or Activities; and
- c. to alter any provision of the Articles of Association, or to adopt new Articles of Association.

## **APPENDIX 1: CODE OF CONDUCT FOR BOARD TRUSTEES AND COMMITTEE MEMBERS & NOLAN PRINCIPLES**

### **Code of Conduct**

The following basic principles of governance<sup>1</sup> apply to any charity regardless of its size or the complexity of its operations. Trustees and Committee Members will be expected to:-

- act within the governing document and law
- act in the best interests of the organisation as a whole
- act with integrity
- manage conflicts of interest effectively
- respect confidentiality
- have sound and up-to-date knowledge of the organisation and its environment
- attend meetings and other appointments or give apologies
- prepare fully for all meetings and other work for the organisation
- actively engage in respectful discussion, debate and voting in meetings
- act jointly and accept majority decisions
- work considerately and respectfully with all colleagues
- use behaviour and attitudes consistent with the values of the CAB service and the agreed equality and diversity strategy
- comply with any rules agreed by the Board relating to acceptance of gifts and hospitality
- avoid any activities which might compromise CAS's political neutrality
- not benefit from their position beyond what is allowed by law and what is in the interests of CAS
- be open, responsive and accountable to each other, members of staff and stakeholders about their decisions and actions
- disclose anything in their past which could bring the service into disrepute.

### **The Nolan Principles**

The Board of Directors are expected at all times to act according to the Nolan principles. These are

**Selflessness:** Directors should take decisions solely in the interests of CAS. They should not do so in order to gain financial or other benefits for themselves, their family, or their friends

**Integrity:** Directors should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their duties.

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<sup>1</sup> Adapted from an extract from Codes of Conduct for Trustees 2008, author Claire Farmer

**Objectivity:** In carrying out their business, whether awarding contracts or recommending individuals for rewards and benefits, Directors should make choices on merit.

**Accountability:** Directors are accountable for their decisions and actions to CAS, and must submit themselves to whatever scrutiny is appropriate to their office.

**Openness:** Directors should be as open as possible about all decisions and actions that they take. They should give reasons for their decisions and restrict information only when the interests of CAS clearly demand it.

**Honesty:** Directors have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the interests of CAS.

**Leadership:** Directors should promote and support these principles by leadership and example.

## **APPENDIX 2: CHAIR - JOB DESCRIPTION**

### **CHAIR OF THE SCOTTISH ASSOCIATION OF CITIZENS ADVICE BUREAUX – Job Description**

#### **Key responsibilities**

1. To provide leadership to the Board and to ensure that Trustees fulfil their duties and responsibilities for the proper governance of the Association
2. To support, and where appropriate, challenge the Chief Executive Officer and to ensure that the Board as a whole works in partnership with staff
3. To carry out ambassadorial functions for the Association helping it to develop its profile and representation with government and other organisations

#### **Duties and tasks to fulfil the key responsibilities**

1. To provide leadership to the Board and to ensure that Trustees fulfil their duties and responsibilities for the proper governance of the Association
  - 1.1. To guard the long term future of the Association by ensuring that:
    - acting in partnership with the Chief Executive Officer to ensure that CAS has a clear vision and a resolute strategic direction in line with its core values and principles
    - the Board take steps to monitor the performance of the Association and to ensure that the Association satisfies all regulatory and legal compliance requirements
    - the major risks to which the Association is exposed are reviewed regularly and systems are established to mitigate these risks
    - the Association's financial dealings are systematically accounted for, audited and publicly available
    - internal controls and systems (both financial and non-financial) are audited and publicly available
    - the Board and the Association hear the voices and views of key stakeholders
  - 1.2. To ensure proper and efficient conduct of Board of Trustees and General Meetings by:
    - chairing Trustee (minimum of five per year) and General Meetings effectively
    - ensuring meetings are structured and run competently
    - consulting with the Chief Executive Officer on the preparation of the Board agenda

- ensuring Chief Executive Officer and his/her staff provide the Board with relevant, timely and accurate information in order to allow the Board to discharge its responsibilities
- ensuring relevant matters are discussed and appropriate decisions are made in the best, long term interest of the charity and that the Board takes collective ownership of these decisions
- ensuring everyone is able to participate fully in discussions and decision making and feel free to challenge constructively both the Chair and the Chief Executive Officer
- monitoring that decisions made at meetings are implemented

1.3. To ensure highest possible standards of governance by ensuring that:

- the Board regularly reviews its governance structure, performance and relationship with staff and implements changes as necessary
- as a whole Board, the Trustees provide the skills and experience required to govern the Association well and that these skills and experience are utilised and that the Board has access to relevant external professional advice and expertise where necessary
- with the Chief Executive Officer ensure that all Trustees receive appropriate advice, training and information relating to their role
- selection and performance criteria for Trustees are defined and kept under review
- the Board delegates sufficient authority to its committees, the Chair, the Chief Executive Officer and others to enable the business of the Association to be carried on effectively
- to sit on appointment, disciplinary and appeal panels as appropriate

2. To support, and where appropriate, challenge the Chief Executive Officer and to ensure that the Board as a whole works in partnership with staff

- Supporting and supervising the Chief Executive Officer through one-to-one meetings, performance appraisals and providing support to staff as required
- Attending other meetings of the Association as appropriate

3. To carry out ambassadorial functions for the Association helping it to develop its profile and representation with government and other Associations

- Helping to identify contacts and open doors to key individuals and decision makers
- Attending functions where it is important CAS is represented and chairing such events where necessary
- Attending and sometimes hosting CAS events

## **Personal Attributes**

The Chair will have:

- A commitment to and understanding of the aims, principles and the equal opportunities policies of the Scottish Association of Citizens Advice Bureaux
- An understanding of the ways in which the Scottish Association of Citizens Advice Bureaux can exercise a responsible influence on the development of social policy
- An understanding of the work of the CAB services
- Competence and experience of chairing meetings
- Leadership qualities
- Proven and credible experience of board level governance
- Excellent communication and negotiation skills
- Strong and effective networking skills
- An ability to deal effectively with people at all levels
- Ability to absorb, evaluate and interpret complex information
- Availability and commitment to attend meetings, functions and deal with urgent business as required
- Be actively involved in the recruitment of senior staff
- Willingness and ability to travel throughout Scotland as necessary

## **APPENDIX 3: VICE CHAIR - JOB DESCRIPTION**

### **VICE CHAIR OF THE SCOTTISH ASSOCIATION OF CITIZENS ADVICE BUREAUX – Job Description**

#### **Key responsibilities**

The primary role of the Vice Chair is to assist the Chair of the Scottish Association of Citizens Advice Bureaux in the execution of his/her Chairperson responsibilities.

The Vice Chair will support the Chair in:

1. providing leadership to the Board and ensuring that Trustees fulfil their duties and responsibilities for the proper governance of the Association
2. supporting, and where appropriate, challenging the Chief Executive Officer and ensuring that the Board as a whole works in partnership with staff

The Vice Chair will also be expected to deputise for the Chair of the Scottish Association of Citizens Advice Bureaux where required

#### **Duties and tasks to fulfil the key responsibilities**

3. Providing leadership to the Board and to ensure that Trustees fulfil their duties and responsibilities for the proper governance of the Association
  - 3.1. To guard the long term future of the Association by ensuring that:
    - acting with the Chair and Chief Executive Officer to ensure that CAS has a clear vision and a resolute strategic direction in line with its core values and principles
    - the Board take steps to monitor the performance of the Association and to ensure that the Association satisfies all regulatory and legal compliance requirements
    - the major risks to which the Association is exposed are reviewed regularly and systems are established to mitigate these risks
    - the Association's financial dealings are systematically accounted for, audited and publicly available
    - internal controls and systems (both financial and non-financial) are audited and publicly available
    - the Board and the Association hear the voices and views of key stakeholders

- 3.2. To ensure proper and efficient conduct of Board of Trustees and General Meetings by:
    - attending the meetings of the Board of Trustees (minimum of five per year) and General Meetings
    - chairing effectively the meetings of the Board of Trustees or General Meetings in the absence of the SACAB Chair

- ensuring meetings are structured and run competently in the absence of the SACAB Chair
- consulting with the Chief Executive Officer on the preparation of the Board agenda in the absence of the SACAB Chair
- ensuring Chief Executive Officer and his/her staff provide the Board with relevant, timely and accurate information in order to allow the Board to discharge its responsibilities
- ensuring relevant matters are discussed and appropriate decisions are made in the best, long term interest of the charity and that the Board takes collective ownership of these decisions
- ensuring everyone is able to participate fully in discussions and decision making in the absence of the SACAB Chair
- monitoring that decisions made at meetings are implemented

3.3. To ensure highest possible standards of governance by ensuring that:

- the Board regularly reviews its governance structure, performance and relationship with staff and implements changes as necessary
- as a whole Board, the Trustees provide the skills and experience required to govern the Association well and that these skills and experience are utilised and that the Board has access to relevant external professional advice and expertise where necessary
- with the Chief Executive Officer ensure that all Trustees receive appropriate advice, training and information relating to their role
- selection and performance criteria for Trustees are defined and kept under review
- the Board delegates sufficient authority to its committees, the Chair, the Chief Executive Officer and others to enable the business of the Association to be carried on effectively
- to sit on appointment, disciplinary and appeal panels as appropriate

4. To support, and where appropriate, challenge the Chief Executive Officer and to ensure that the Board as a whole works in partnership with staff

- Supporting and supervising the Chief Executive Officer through one-to-one meetings, performance appraisals and providing support to staff in the absence of the Chair and as required
- Attending other meetings of the Association as appropriate

In deputising for the Chair of the Association, the Vice Chair may be required to carry out ambassadorial functions for the Association to help it to develop its profile and representation with government and other Associations

- Helping to identify contacts and open doors to key individuals and decision makers
- Attending functions where it is important CAS is represented and chairing such events where necessary
- Attending and sometimes hosting CAS events

## **Personal Attributes**

The Vice Chair will have:

- A commitment to and understanding of the aims, principles and the equal opportunities policies of the Scottish Association of Citizens Advice Bureaux
- An understanding of the ways in which the Scottish Association of Citizens Advice Bureaux can exercise a responsible influence on the development of social policy
- An understanding of the work of the CAB services
- Competence and experience of chairing meetings
- Leadership qualities
- Proven and credible experience of board level governance
- Excellent communication and negotiation skills
- Strong and effective networking skills
- An ability to deal effectively with people at all levels
- Ability to absorb, evaluate and interpret complex information
- Availability and commitment to attend meetings, functions and deal with urgent business in the absence of the Chair of the Association and as required
- Be actively involved in the recruitment of senior staff
- Willingness and ability to travel throughout Scotland as necessary

## **APPENDIX 4: TREASURER - JOB DESCRIPTION**

### **TREASURER OF THE SCOTTISH ASSOCIATION OF CITIZENS ADVICE BUREAUX – Job Description**

#### **Key responsibilities**

1. On behalf of the Board of Trustees to oversee all financial aspects of the Association so as to ensure its short and long term viability
2. To assist the Chair of the Association, other Honorary Officers and the Chief Executive Officer in ensuring that the Board of Trustees fulfils its duties and responsibilities for the proper financial governance of the Association

#### **Duties and tasks to fulfil the key responsibilities**

1. On behalf of the Board of Trustees to oversee all financial aspects of the Association so as to ensure its short and long term viability
  - 1.1. In partnership with the Chief Executive Officer, the Head of Resources and members of the Audit and Finance Committee:
    - ensure that the Association:
      - operates within the financial guidelines set out in current legislation by the Office of the Scottish Charity regulator (OSCR), in the Articles of Association and by the Board of Trustees
      - operates within its grant-in-aid conditions provided by the Department of Business, Innovation and Skills (BIS)
      - has adequate financial and internal audit controls and that these are monitored and reviewed regularly
      - has sufficient financial resources to meet the Association's current and future needs
      - expenditure is in line with the Association's agreed decisions and requirements of funders
      - accounts are prepared in the form required by company law and presented at the Annual general Meeting
      - accounts are audited in the manner required by company law and any recommendations of the auditors implemented
    - identify and bring to the attention of the Board of Trustees any financial risks facing the Association that the Chief Executive Officer or Head of Resources have not already reported to the Board
    - oversee, approve and present budgets, account and financial statements
    - chair meetings of the Audit & Finance Committee (minimum of 4 times per year in Edinburgh)
    - support the senior management team in all industrial relation matters and attend, where appropriate, the Joint Consultative Committee.

2. To assist the Chair of the Association, other Honorary Officers and the Chief Executive Officer in ensuring that the Board of Trustees fulfils its duties and responsibilities for the proper financial governance of the Association
  - attend meetings of the Board of Trustees (minimum 5 times per year in Edinburgh) and other standing and sub committees of the Scottish Association of Citizens Advice Bureaux as appropriate
  - ensure that the income and property of the Association is utilised for the agreed purposes and for no other purpose
  - advise the Board of Trustees on the financial strategy proposed by the senior management team and to review and monitor the financial strategy on behalf of the Board
  - to work with the Chief Executive Officer, Head of Resources and accountant to ensure that financial information is both accurate and presented in such a way that facilitates good financial governance
  - present financial reports, answer relevant questions and highlight possible difficulties
  - to ensure the intangible assets such as organisational knowledge and expertise, intellectual property, the Association's reputation are properly valued, utilised and safeguarded
  - to advise the Board on the financial implications and risks arising from Board decisions
  - To undertake the staff appraisal of the Chief Executive Officer and appeals under the disciplinary and grievance procedures as required.

### **Personal Attributes**

The Treasurer will have:

- A background in finance with a recognised accountancy qualification and experience at senior level
- An understanding of the funding position of the Association
- A commitment to and understanding of the aims, principles and the equal opportunities policies of the Scottish Association of Citizens Advice Bureaux
- An understanding of the work of the CAB services
- Competence and experience of chairing meetings
- Excellent communication and negotiation skills
- Strong and effective networking skills
- An ability to deal effectively with people at all levels
- Ability to absorb, evaluate and interpret complex information
- Availability and commitment to attend meetings, functions and deal with urgent business as required
- Experience of selecting senior level staff
- Willingness and ability to travel throughout Scotland as necessary

## **APPENDIX 5: TRUSTEE - REMIT**

### **TRUSTEE OF THE SCOTTISH ASSOCIATION OF CITIZENS ADVICE BUREAUX – Job Description**

#### **Specific Duties**

There are specific duties that a Trustee must undertake:

- To accept ultimate responsibility for directing the Association's affairs, ensuring it is well-run and is delivering the charitable outcomes for the benefit of the community in Scotland and elsewhere for which it has been set up through the:
  - effective and efficient administration of the Association
  - financial stability of the Association
  - protection and management of the assets of the Association and ensuring the proper investment of its funds
  - maintenance of confidentiality about the Association's operations and management where appropriate
  - acting with integrity at all times and in the Association's best interests and avoiding any conflicts between personal interests and those of the Association
  - avoidance of undertaking activities that might place the Association's funds, assets or reputation at risk
  - seeking of external professional advice on matters where there may be a material risk to the Association or where Trustees may be in breach of their duties
- To ensure that the Association:
  - acts within its powers, complies with its governing document, charity law, the charity regulator (OSCR) and with any other relevant legislation or regulations
  - pursues its objects and does not breach any of the requirements or rules as set out in its governing document
  - uses its resources exclusively in pursuance of its objects
- To contribute actively to the Board of Trustees' role in:
  - giving firm strategic direction to the organisation
  - setting overall policy, defining goals and setting targets
  - evaluating performance against agreed targets
  - preparation for and attendance at meetings of the Board of Trustees (minimum of five per year) and contributing and participating in such meetings
  - preparing and participating at meetings of Standing and Sub Committees of the Board (each Committee may meet a minimum of three times per year) and becoming Chair of these Committees where required
  - representing the Association at meetings and events as required
  - exercising independent judgement, using personal skills and experience to ensure that the Association is well-run and efficient
  - listening to and being open-minded about other people's opinions
  - treating all people working for the Association with respect
- To appoint the Chief Executive Officer and monitor his/her performance

## **Key responsibilities**

A Trustee is expected to play a full part in the activities of the Board of Citizens Advice Scotland. A Trustee will work with the Board of Trustees:

1. To ensure that the Association has a clear vision, mission and strategic direction and is focused on achieving these
2. To be responsible for the performance of the Association and for its culture
3. To ensure that the Association complies with all legal and regulatory requirements
4. To act as guardians of the Association's assets, taking due care over their security, deployment and proper application
5. To ensure the highest standard of governance and conduct in business of the Association

## **Duties and tasks to fulfil the key responsibilities**

1. To ensure that the Association has a clear vision, mission and strategic direction and is focused on achieving these

Work in partnership with other Trustees, the Chief Executive Officer and other senior staff to ensure that:

- the Association has a clear vision and a resolute strategic direction in line with its core values and principles
- the operational and other plans support and decision-making at all levels of the Association reinforce the vision and strategic priorities
- the Board take steps to monitor the performance of the Association and to ensure that the Association satisfies all regulatory and legal compliance requirements
- the Chief Executive Officer's annual and longer term objectives and targets support the achievement of the strategic direction
- the major risks to which the Association is exposed are reviewed regularly and systems are established to mitigate these risks
- the Association's financial dealings are systematically accounted for, audited and publicly available
- the Board and the Association hear the voices and views of key stakeholders

2. To be responsible for the performance of the Association and for its culture by:

- agreeing the method for measuring the performance of the Association and receiving regular performance reports
- receiving regular reports from the Chief Executive Officer on progress towards strategic priorities

- holding the Chief Executive Officer to account for the management and administration of the charity
  - ensuring the Chief Executive Officer receives regular, constructive feedback on his/her performance
3. To ensure that the Association complies with all legal and regulatory requirements
- To be aware of and to ensure the Association complies with all legal, regulatory and statutory requirements
  - To maintain familiarity with the Articles of Association to ensure the Association complies with its governing instruments and that these are reviewed regularly
  - To agree the levels of delegated authority and ensure these are recorded through minutes, Standing and Sub Committee Terms of Reference, Honorary Officer job descriptions and that clear reporting procedures are complied with
4. To act as guardians of the Association's assets, taking due care over their security, deployment and proper application
- To ensure that:
    - the Association has satisfactory controls systems and procedures for holding in trust all funds, properties and other assets and to ensure that funds are invested to the maximum benefit of the Association within legal and ethical constraints and Board policies
    - that the major risks to which the Association is exposed are reviewed regularly and systems established to mitigate or minimise these risks
    - the income and property of the Association is applied for the purposes set out in the Articles and for no other purpose
    - intangible assets such as organisational knowledge and expertise, intellectual property, the Association's good name and reputation are properly valued, utilised and safeguarded
  - To act reasonably, prudently and collectively in all matters relating to the Association and always act in the interests of the Association
  - To be accountable for solvency of the Association
  - To exercise overall control of the Association's financial affairs and ensure that administration of the Association is not open to abuse by unscrupulous individuals and that rigorous control systems are used and maintained
5. To ensure the highest standard of governance and conduct in business of the Association
- The Board regularly reviews its governance structure, performance and relationship with staff and implements changes as necessary
  - To reflect on a Trustee's own performance
  - To ensure that the Board of Trustees has the skills required to govern the Association well and has access to relevant external professional advice and expertise where appropriate

- To ensure there is a systematic, open and fair procedure for the recruitment or co-option of Trustees
- To ensure there are succession plans for the Chair and Chief Executive Officer of the Association
- To participate in individual and collective development and training of Trustees
- To abide by the code of conduct for Trustees
- To ensure that major decision and Board policies are made by the Trustees collectively and that the Board takes collective ownership of these decisions

## **Personal Attributes**

A Trustee will have:

- a commitment to and understanding of the aims, principles and the equal opportunities policies of the Scottish Association of Citizens Advice Bureaux
- an understanding of the ways in which the Scottish Association of Citizens Advice Bureaux can exercise a responsible influence on the development of social policy
- an enthusiasm for the work of the Association
- a sense of leadership and a commitment to carry out the duties of a Trustee
- an ability to be open minded, to exercise judgement and work collectively
- a preparedness to offer personal and business skills and experience to support the work of the staff when required
- a willingness to act as a champion for the Association
- excellent communication and negotiation skills
- strong and effective networking skills
- an ability to deal effectively with people at all levels
- ability to absorb, evaluate and interpret complex information
- availability and commitment to attend meetings, functions and deal with urgent business as required
- be actively involved in the recruitment of senior staff
- a willingness and ability to travel throughout Scotland as necessary

## **Personal Qualities**

A Trustee should have certain qualities that make them suitable for holding the position of Trustee of the Association. The Nolan Committee identified seven principles of public life that should guide public figures and Trustees of the Association are expected at all times to act according these principles. They are:

- Selflessness
- Openness
- Integrity
- Honesty
- Objectivity
- Leadership
- Accountability

## **APPENDIX 6: COMPLAINTS PROCEDURE**

### **PROCEDURE FOR DEALING WITH COMPLAINTS BY CAS BOARD TRUSTEES AGAINST CAS BOARD TRUSTEES, COMMITTEE MEMBERS OR STAFF OF CITIZENS ADVICE SCOTLAND (CAS)**

This procedure is intended to facilitate the resolution of a complaint that:

- a Trustee may have against:
  - another Trustee or member of a CAS Committee
  - the Board of Trustees as a group or a Committee as a group
  - a member of CAS staff
- the Board of Trustees may have against a Trustee or Member of a CAS Committee

It is expected that in most cases Trustees / Committee Members will be able to resolve such complaints quickly and to the satisfaction of all concerned through informal process. Where that is not possible or appropriate the formal complaints procedure is available to provide an open and fair way of addressing concerns with a view to resolving them as quickly and effectively as possible.

Where a member of CAS staff may have a complaint against a Trustee or Member of a CAS Committee, the Board of Trustees as a group or a Committee as a group, this would be raised through the CAS grievance procedure.

#### **1. Definition**

For the purpose of this procedure, a complaint is defined as ‘an expression of dissatisfaction, however made, about the behaviour or standard of service delivered by CAS staff, CAS Board Trustees or CAS Committee Members (either individually or as part of a group) when acting in their capacity as CAS staff or members of the CAS Board or CAS Committees’.

#### **2. Complaints**

If an informal solution is not achieved or appropriate, depending on the complainant, investigations and reporting back will be conducted as follows:

#### **3. Formal Complaint**

- 3.1 The complainant should set out their complaint in writing to the Chair of the Association. If the complainant is not an individual, a person from the complainant group should be nominated to write to the Chair. If the complaint is about the Chair, it should be directed to the Vice Chair or such other Trustee designated to hear complaints in such circumstances. The

complainant should set out clearly details of the nature and extent of the complaint.

3.2 The Chair (or designated alternate) will normally send the complainant a written acknowledgement of receipt of the complaint by return and assign an Investigating Officer to the complaint. The complainant will be advised who is dealing with the complaint and what action is being taken.

In the acknowledgement letter the Chair will:

- invite the complainant to submit any further information required or advise the complainant to provide any further information that may be requested by the Investigating Officer.
- invite the complainant to attend a formal meeting to discuss the complaint with the Chair (or designated alternate). This meeting will normally take place within ten working days of the date of acknowledgement of the complaint provided:
  - the complainant has provided the Chair (or designated alternate) with all the related information relating to the complaint, and
  - the Chair or designated alternate has had a reasonable opportunity to consider that information.
- advise the complainant that they can choose to be accompanied to the formal meeting by a fellow Trustee or Committee Member. Should they wish to be accompanied, the complainant should inform the Chair or delegated person of the identity of the companion in advance of the meeting.

3.3 An investigation will be undertaken by the Investigating Officer as detailed in the table below (or person with delegated authority) and a report will normally be completed within five working days. If this is not possible then each extension will be notified to the complainant.

3.4 The report will be considered by the person hearing the complaint. Should clarification of any part of the report be required, the Investigating Officer will provide this to the Chair (or designated alternate) in readiness for the formal meeting.

3.5 At the formal meeting, the complainant will have the opportunity to explain the complaint and may call witnesses. The Chair (or designated alternate) may require any other person that the complaint concerns to attend the meeting and give evidence. All parties will be given the opportunity to question any other parties through the Chair (or designated alternate). If witnesses are called, they may only remain in the meeting whilst they give evidence and answer questions. The Chair (or designated alternate) will consider the oral and written submissions made, asking for clarification and questions of the complainant, any other party and witnesses as necessary. At the end of the meeting, the complainant will be given the opportunity to sum up their complaint.

3.6 The meeting will be terminated. The Chair (or designated alternate) will then consider the matter and reach a decision which will normally be communicated to the complainant in writing within five working days of the meeting. The complainant will then have the right of appeal.

#### **4. Appeal**

If the complainant is dissatisfied with the outcome of the meeting they may appeal in writing to the Board of Trustees or designated alternate within ten working days of receipt of written notification of the decision. The complainant must state the full grounds of their appeal and provide all necessary supporting documents. A further meeting will be held to consider the appeal which will be heard by a panel of three Trustees or designated alternates excluding any who heard the initial complaint or who are the subject of the complaint. A decision will be given in writing to the complainant within five working days of the appeal being heard. That decision will be final.

#### **5. Supporting advice**

The Board of Trustees is responsible for ensuring that decisions are consistently applied in accordance with this complaint procedure.

The Chief Executive Officer (or delegated alternate) is responsible for advising the Chair and Trustees on the application of procedure and principles in relation to all complaint matters and for helping maintain this consistency. The Chief Executive Officer (or designated alternate) must be consulted at all stages of the formal procedure and is also there to advise during any informal process.

<b>Complaint raised by</b>	<b>Against</b>	<b>Investigating Officer</b>	<b>Complaint heard by</b>	<b>Appeal heard by</b>
A Trustee or Committee Member OR CAS Board as a group or Committee as a group	A Trustee of the CAS Board	Vice Chair of the Association	Chair of the Association	A Trustee not involved in the complaint
	Vice Chair of the Association	Treasurer of the Association	Chair of the Association	A Trustee not involved in the complaint
	Treasurer of the Association	Vice Chair of the Association	Chair of the Association	A Trustee not involved in the complaint
	Chair of the Association	Vice Chair and / or Treasurer of the Association	CEO and reporting to BIS where appropriate	A Trustee not involved in the complaint or BIS
	The CAS Board as a group	Assigned Investigating Officer (CAS Senior Leadership Team)	CEO	A member of CAS Senior Leadership Team
	A CAS Committee as a Group	Assigned Investigating Officer	Chair of the Association	A Trustee not involved in the complaint
	A Member of a CAS Committee	Chair of the Committee	Chair of the Association	A Trustee not involved in the complaint
	CAS Chief Executive Officer	Vice Chair and Treasurer of the Association	Chair of the Association	A Trustee not involved in the complaint or BIS
	A CAS Staff Member	CAS Line Manager or alternative CAS Manager	CEO	Chair of the Association

In the event that the Investigating Officer or the person hearing the complaint is not available or is potentially involved in the complaint, then a suitable alternative will be identified by the Chair / Vice Chair (or Treasurer depending on who is available)

## **APPENDIX 7: REGISTER OF INTERESTS FORM**

Please see overleaf.

## **SCOTTISH ASSOCIATION OF CITIZENS ADVICE BUREAUX**

### **REGISTER OF MEMBERS' INTERESTS**

#### **Initial Declaration of Employment and General Interest**

1. Any interest, financial or otherwise, which is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Member's independent judgement should be disclosed to the Association. The interest will then be recorded in a **REGISTER**, which will be maintained by the Company Secretary. This Register enables Members to disclose relevant business interests in a manner that is open and transparent and demonstrates to the public that such interests have not influenced the Association's decision-taking process. Members are reminded that the Register is open to public inspection.

<b>Member's Name</b>
<b>Member's &amp; Partner's <sup>(2)</sup> Employment</b>
<b>Nature of Member's Employment Interest</b>
<b>Other Interests or Involvement including directorship, shareholdings, elected office, trusteeship, other public appointments, which may be relevant to the Association for Committee member's and any member of their household.</b>
<b>I have no personal or financial interests to declare.</b> <input type="checkbox"/> <small>Please tick if applicable</small>
<b>Signed</b>
<b>Date</b>

2. Members are invited to provide the same information, if known to him or her, in respect of his or her spouse, partner, children or other close relatives (e.g. living in the same household or a dependant).

## **APPENDIX 8: NOMINATIONS COMMITTEE TERMS OF REFERENCE**

### **CITIZENS ADVICE SCOTLAND**

TERMS OF REFERENCE – Nominations Committee

Approved by CAS Board of Trustees on 12/02/2013

#### **1. Overall Responsibility**

- Take delegated responsibility on behalf of the Board of Trustees for identifying and proposing potential external members to the board. The external members proposed will be subject to board approval and subsequent election by members at an AGM.
- Ensure there is an appropriate induction plan in place for new members and the Board.

#### **2. Main duties**

- 2.1. To carry out audits of the Trustee Board to identify the skills, experience, characteristics and backgrounds that are needed to provide high quality effective governance.
- 2.2. To prepare role descriptions, person specifications and information for prospective external board members and an information pack for all board members.
- 2.3. To prepare a recruitment plan and timetable.
- 2.4. To identify a list of potential external board members for recommendation to the Board and subsequent AGM.
- 2.5. To inform successful and unsuccessful candidates.
- 2.6. To keep the induction plan/process/arrangements under review and make recommendations where appropriate.

## **APPENDIX 9: MEMBERSHIP STANDARDS COMMITTEE TERMS OF REFERENCE**

### **CITIZENS ADVICE SCOTLAND**

TERMS OF REFERENCE – Membership Standards Committee

Approved by CAS Board of Trustees on 12/02/2013

#### **1. Overall Responsibility**

To take delegated responsibility on behalf of the CAS Board of Trustees to admit, monitor and maintain the standards of membership of Citizens Advice Scotland.

#### **2. Main duties**

- 2.1. Reviews and administers the Membership Scheme Standards Document
- 2.2. Considers, and where appropriate approves, applications for membership in accordance with the Membership Scheme Standards Document
- 2.3. Keeps under annual review the Audit Process and Quality Assurance Scheme taking account of audit outcomes and feedback from stakeholders
- 2.4. Considers Audit and Quality Assurance reports prepared by CAS staff to determine compliance with standards including agreeing any remedial action required for continued membership
- 2.5. Issues guidance, as appropriate, to members to improve the efficiency, effectiveness, accessibility and quality of service to the public
- 2.6. Keeps the Complaints Procedure under review and considers complaints against Bureaux which have not been resolved through the member bureau's own internal handling.
- 2.7. Carries out tasks referred to it by the Board of Trustees.

## **APPENDIX 10: DEVELOPMENT COMMITTEE TERMS OF REFERENCE**

### **CITIZENS ADVICE SCOTLAND**

#### **TERMS OF REFERENCE – Development Committee**

Approved by CAS Board of Trustees on 12/02/2013

#### **1. Overall Responsibility**

To take delegated responsibility on behalf of the CAS Board of Trustees to provide support, improvement, growth and development of the CAB service.

#### **2. Main duties**

- 2.1. Make recommendations to the Board on planning the improvement, growth and development of the CAB service and its support services in Scotland in accordance with the Development Committee Plan
- 2.2. Produce a Development Committee Plan for approval by the Board which will be reviewed annually at the July committee meeting
- 2.3. Receive applications and allocate CAS development grants and loans in accordance with CAS criteria and the Development Committee Plan
- 2.4. Receive reports from Development Officers regarding funding, developments and negotiations between CABs and local authorities and other organisations
- 2.5. Monitor the progress of development projects and other funds allocated by the Committee
- 2.6. Act on any other development matter referred to the Committee by the Board of Trustees.

## **APPENDIX 11: POLICY FORUM TERMS OF REFERENCE**

### **CITIZENS ADVICE SCOTLAND POLICY FORUM DRAFT TERMS OF REFERENCE**

Approved by CAS Board of Trustees on 12/02/2013

- The Policy Forum will consist of:-
  - 1 Trustee appointed by the Trustees to chair the Forum
  - Up to 4 members from the Board of Trustees including the Chair
  - 12 bureau representatives elected directly by the membership at the AGM
  - Further members will be co-opted by the Trustees from within the bureau service to ensure regional representation and a mix of representatives up to a maximum of 25
- The composition of the Policy Forum will be reviewed after 18 months of operation to ensure that it provides adequate representation across the service in terms of skills, interest and regional representation.
- The Policy Forum shall meet at least three times a year with an option for further meetings as required and will rotate around Scotland.

### **Main Duties**

- To discuss and make recommendations to the Board as appropriate on broad policy issues that will have an impact on the service
- To take referrals of policy issues from the Board in order to discuss and make recommendations
- To invite external speakers and/or additional contributors to the Forum to aid discussion

## **APPENDIX 12: MEETINGS OF TRUSTEES & STANDING COMMITTEE MEETING STANDING ORDERS**

For the regulation of Meetings of the Board of Trustees of the Association

The meeting procedures shall also apply, with any amendments agreed by the Trustees, to all meetings of Standing Committees, Committees, Sub Committees, or Working Parties of the Board or of the Association. In the event of any inconsistency between the Meeting Procedures of the Board of Trustees and the Articles of Association, the Articles of Association will prevail.

### **1. NOTICE OF MEETINGS**

1.1

Members shall be notified in writing or by email at least one week before each scheduled meeting, specifying the business to be transacted. Members shall be notified of other meetings and business to be transacted as early as practicable and by such means as is expedient. Minutes of the previous meeting, unless already circulated, shall accompany the notice.

### **2. OBSERVERS AND EXTERNAL ADVISERS**

2.1

To conform to the conditions of the Management Statement, a representative from the BIS shall be entitled to attend meetings of the Board as an observer. The Chair of the National Association of Citizens Advice Bureaux may be invited to attend meetings of the Board as an observer. Other observers may attend at the invitation of the Chair with the assent of the Board and shall leave the meeting if the Board so resolves.

### **3. ASSOCIATION STAFF**

3.1

The Chief Executive Officer will function as Secretary to the Board and will, unless the Trustees otherwise resolves, attend meetings in an advisory capacity. In the absence of the Chief Executive Officer, an other senior member of staff of the Association, will perform the duties of Secretary. Other members of staff of the Association may attend at the invitation of the Chair with the assent of the Board and shall leave the meeting if the Board so resolves. Where the Chief Executive Officer is unable to attend any particular meeting, any member of staff acting as substitute shall be appointed at the sole discretion of the Chief Executive Officer and if that is not possible by the Chair in discussion with the senior members of staff.

### **4. QUORUM**

4.1

The quorum of any Committee, Sub-Committee or Working Party formed by the Board will be that number of members which represents one third (to the nearest round number) of its members in office.

## **5. CHAIRING OF MEETINGS**

5.1

The Chair of the Association will preside as chair at every meeting at which s/he is present unless s/he is unwilling to do so. If at any meeting the Chair is not present within 15 minutes after the appointed time, or not willing to chair, the Vice-Chair will act as chair. If the Vice-Chair is not present or not willing to act as chair, the meeting will appoint one of its members to the chair for the meeting.

5.2

Deference shall at all times be paid to the authority of the Chair, who shall preserve order and ensure that all directors obtain a fair hearing.

5.3

The Chair shall have the right to adjourn the debate or the meeting to a time and place fixed then or later.

## **6. BUSINESS**

6.1

Scheduled meetings of the Board shall include the following matters as appropriate:

- a) confirmation of minutes of the previous meeting;
- b) matters arising from minutes;
- c) business remaining from the preceding meeting;
- d) minutes of the meetings of the Standing Committees or business arising therefrom;
- e) reports;
- f) motions (see 8 below);
- g) "Any other competent business". Any business introduced under this heading will be at the discretion of the Chair.

6.2

A record of the attendance at meetings and any apologies for absence, which have been received, shall be taken by the Secretary.

## **CONFIDENTIAL BUSINESS**

7.1

The Chair and/or the Secretary may exercise a discretion to mark as 'confidential' any item or business specified in a notice to attend any meeting or in any circulated papers.

Guidance on matters suitable for the exercise of such discretion is contained in Schedule 1 to these Meeting Procedures. No Trustee shall thereafter publish any such item or paper without the consent of the Board.

**7.2**

Any Trustees meeting may decide to treat any item of business or any papers as confidential. No member shall thereafter publish any such item or paper without the consent of the Trustees.

**7.3**

Other than items designated ‘confidential’, business and papers relating to the Board are published in accordance with its Code of Practice on Openness.

## **MOTIONS AND AMENDMENTS**

**8.1**

Any Trustee may propose, to the Chair, a motion, or an amendment to a motion, on a subject under discussion at a meeting of the Board. No motion or amendment shall be discussed unless it has been proposed and seconded.

**8.2**

A motion or amendment may be withdrawn by its proposer with the consent of the seconder.

**8.3**

Once the Board passes a motion the matter shall not be reconsidered within two years unless a simple majority of the members present at a meeting of the Board agree to do so or agree to refer the matter to a general meeting of the Association.

## **DEBATES**

### **9.1 General**

**9.1.1**

Business of the Committee should normally be conducted on the basis of consensus, but the clauses below outline the required procedures when the need for a formal vote may arise.

**9.1.2**

The ruling of the Chair on the competency of any motion or amendment shall be final. Before debate on the first amendment, the Chair shall ask the meeting whether there are any further amendments and will then have discretion to decide the order in which they shall be put.

**9.1.3**

The Chair shall decide how much time shall be allotted to each speaker, movers of motions and amendments and their replies.

**9.1.4**

Members shall have the right to question the mover of the report, proposition or committee minute as to details of the matter under consideration but shall not be permitted by the Chair to make a lengthy speech unless he/she is prepared to move an amendment. All questions will be taken before amendments are formally

proposed and seconded. After amendments have been debated, no further questions on the matter under consideration will be taken.

9.1.5

Points of order must deal with the conduct or procedure of the debate.

9.1.6

Any mover of a motion may accept an amendment or amendments to the written agenda, subject to the agreement of the meeting.

9.1.7

An observer may speak, with the permission of the Chair, subject to the same rules as members, but not vote.

## **9.2 Order of Debate**

9.2.1

The proposer of a motion shall speak first in support of the motion and the Chair shall then ask for a seconder. The seconder of the motion may then speak or reserve the right to speak later.

9.2.2

After a motion has been moved and seconded the next speaker shall be an opponent, failing which the question shall be put without further discussion.

9.2.3

Amendments to a motion shall be moved similarly to motions.

9.2.4

The original motion or the amended motion shall be put to a final vote.

9.2.5

At any time during a meeting, a member who has not spoken in the debate may move "that the Trustees do now proceed to the next business". Any such motion, if seconded, shall be put without discussion and, if passed, shall have immediate effect.

## **10. VOTING (See Flow Chart Schedule 2)**

10.1

All questions arising at a meeting of the Board of Directors shall be decided by a majority of votes. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

10.2

The vote of the meeting shall be decided on a show of hands by members present and entitled to vote unless two or more members request a ballot.

## **11. MINUTES**

### **11.1**

Minutes of the proceedings of every meeting of the Board of Trustees shall be drawn up by or on behalf of the Secretary who shall circulate them to members. If approved, they will be signed by the Chair of the next meeting. A file of such signed minutes shall be maintained by the Secretary and, with the exception of minutes of matters designated confidential in accordance with section 7, above, shall be available in accordance with the Association's Code of Conduct on Openness.

## **12. MEETING PROCEDURES**

### **12.1**

The Trustees may at any meeting agree to suspend any or all of the Meeting Procedures relating to the conduct of business. A motion to this effect may be moved at any time. Such a motion shall require the consent of a simple majority of members present at the meeting and entitled to vote.

### **12.2**

It shall be competent to move that Meeting Procedures be amended. Such Amendments to Meeting Procedures, shall require a simple majority of members present at the meeting and entitled to vote.

## SCHEDULE 1

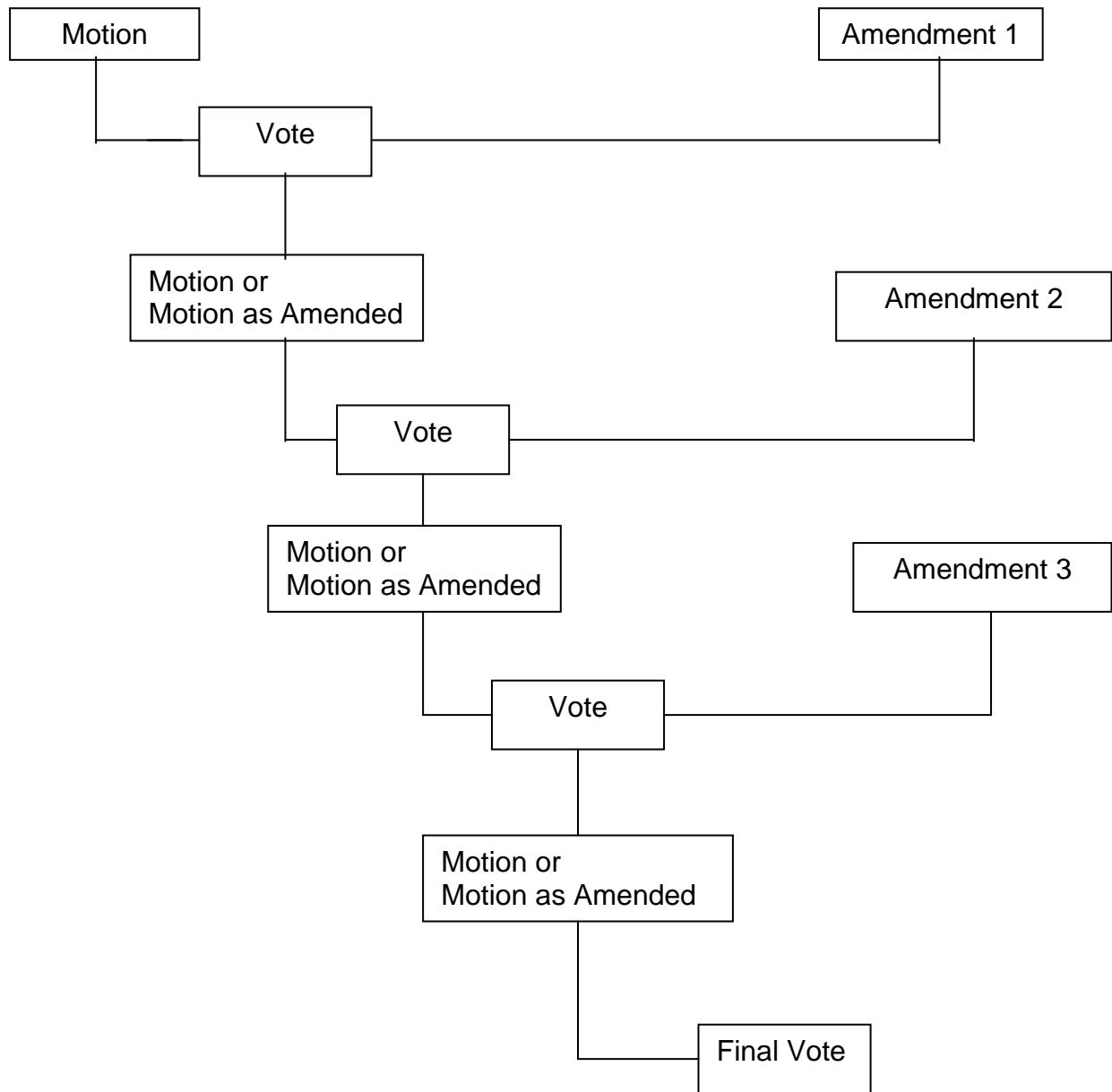
### GUIDANCE ON CONFIDENTIAL MATTERS

The following matters are examples of confidential matters:

- i. Information relating to a particular employee, group of employees, former employee/s or applicant/s to become employee/s of the Association.
- ii. Information relating to any particular client, group of clients, former clients of any service provided by the Association.
- iii. Information relating to the affairs of any Member Bureau, former member, or group of members or representatives of any member or former member of the Association.
- iv. Details of any particular contract for the supply of goods or services which would give an unfair advantage to a competitor.
- v. Any terms proposed or to be proposed by or to the Association in the course of negotiations for a contract for the supply of goods or services which would prejudice the Association in these negotiations.
- vi. Information relating to any consultations or negotiations or any contemplated in connection with any labour relations or other employment matters between the Association and its employees.
- vii. Any legal matters, involving the Association including instructions to solicitors or Counsel, any legal proceedings by or against the Association, and any other matter affecting the Association whether or not a case has actually been raised or is in contemplation.
- viii. Information provided by Government for comment for which confidentiality has been requested or which must, or can, be kept confidential under the terms of Acts of Parliament.
- ix. Minutes of meetings and items, which are themselves confidential.

SCHEDULE 2

FLOW CHART: PROCEDURE FOR VOTING ON AMENDMENTS TO MOTIONS



## **APPENDIX 13: ANNUAL AND GENERAL MEETING PROCEDURES**

1. The proceedings will be conducted in accordance with the provisions of the Articles of Association.
2. In so far as the Articles of Association do not specify precise rules regarding debate the following provisions should apply:

### **2.1 General**

#### **2.1.1**

The ruling of the Chair on the competency of any motion or amendment shall be final.

#### **2.1.2**

A member speaking shall address the Chair. If two or more members indicate a desire to speak, the Chair shall determine the order of speaking.

#### **2.1.3**

Apart from the provision of paragraph 2.1.7 a member shall not speak more than once on any motion or amendment except with the permission of the Chair.

#### **2.1.4**

Except with the permission of the Chair, the mover of a motion or amendment may speak for not more than five minutes and other speakers for not more than three minutes.

#### **2.1.5**

Not more than one motion or amendment shall be discussed at any one time.

#### **2.1.6**

Members shall direct their remarks strictly to the motion or amendment under discussion or to a point of order.

#### **2.1.7**

Questions must be strictly confined to requests for information and not include any statement or argument.

#### **2.1.8**

Except with the permission of the Chair, only the mover of a motion and the mover of an amendment may speak, for no more than three minutes, in answer to previous speakers, at the end of the debate. No new matter may be introduced at this stage.

#### **2.1.9**

An observer may speak, with the permission of the Chair, subject to the same rules as members, but not vote.

### **2.2 Order of Debate**

## 2.2.1

The proposer of a motion shall speak first in support of the motion and the Chair shall then ask for a seconder. The seconder of the motion may then speak or reserve the right to speak later.

## 2.2.2

After a motion has been moved and seconded the next speaker shall be an opponent, failing which the question shall be put without further discussion.

## 2.2.3

Amendments to a motion shall be moved similarly to motions. Motions or amendments not seconded shall not be discussed.

## 2.2.4

Before debate on the first amendment, the Chair shall ask the meeting whether there are any further amendments and will then have discretion to decide the order in which they shall be put. The Chair will also have discretion to treat an amendment as a substitute motion to be taken after all the amendments have been dealt with.

## 2.2.5

Each amendment will be discussed separately and no other amendment may be discussed until the previous amendment has been disposed of.

## 2.2.6

After the mover of the amendment and the mover of the original motion have replied to the debate, the amendment shall be put to the vote. If the amendment is lost, a further amendment may be moved. If the amendment is carried, it displaces the original motion and becomes the amended motion.

## 2.2.7

Further amendment may be moved to the amended motion, the procedure being the same as in the case of an amendment to an original motion.

## 2.2.8

The original motion or the amended motion shall be put to a final vote.

## 2.2.9

At any time during a meeting, a member who has not spoken in the debate may move "that the meeting do now proceed to the next business". Any such motion, if seconded, shall be put without discussion and, if passed, shall have immediate effect.

## 2.3 Special Resolutions

Special Resolutions will only be subject to written amendment, and not to amendment from the floor. Written amendments should be received by the SACAB secretariat no later than fourteen days prior to the General Meeting, and written notice of any such amendment should be issued to all members no later than ten days prior to the meeting.

For the avoidance of doubt, an Ordinary Resolution may be proposed and amended "from the floor" at any General Meeting (including the Annual General Meeting) at the discretion of the Chair of the Association.

## **APPENDIX 14: CESSATION OF MEMBERSHIP GUIDANCE NOTES**

### Introduction

1. The guidance note sets out the procedure to be followed where the question of terminating the status of a CAB as a Member Bureau is being contemplated. The guidance

- makes it clear that the decision to recommend to the members in general meeting that a Member Bureau's status be terminated is to be made by the Board after a full hearing before the Board of the circumstances relevant to that decision, and
- provides a facility for the Board to act quickly where there is a need to expedite matters. To this end either the Board or Membership Standards Committee could initiate the cessation procedure.

### Initiating the procedure

#### 2 (1) Initiating the procedure: Membership Standards Committee

Where it appears to the Membership Standards Committee that a Citizens Advice Bureau has shown itself incapable of complying with the Membership Scheme Standards Document the Chair of Membership Standards Committee and if unavailable a member of the Membership Standards Committee shall submit to the Board and the relevant bureau a report with supporting documentation inviting the Board

- (a) to find that the bureau has failed to comply with the Membership Scheme Standards Document, and
- (b) to proceed under Article 13 of the Articles of Association to advise the members in general meeting to terminate the status of that bureau as a Member Bureau.

Along with the report the bureau will also be informed that if the bureau wishes to make representations against the report it must do so by lodging written representations with the CAS within 3 weeks of such intimation.

#### 2. (2) Initiating the Procedure: Board

Where the Board consider that a citizens advice bureau may be failing to comply with the Membership Scheme Standards Document and that the Board should advise the members of the company that the status of that bureau as a Member Bureau be terminated the quality assurance manager or if unavailable a member of the quality assurance team hereinafter referred to as the auditor shall be instructed by the Board to prepare and submit to the Board and the relevant bureau a report inviting the Board, either

- (a) to find that the bureau has failed to comply with the Membership Scheme Standards Document, and
- (b) to proceed under Article 13 of the Articles of association to advise the members in general meeting to terminate the status of that bureau as a Member Bureau; or
- (c) to find that the Board should not advise the members of the company that the status of that bureau as a Member Bureau be terminated

On completion of the report the auditor shall submit it to the Board and the relevant bureau along with intimation that if the bureau wishes to make representations against the report it must do so by lodging written representations with CAS within 3 weeks of such intimation.

#### Procedure before the Board

3. (1) The Chair of the Board shall fix a meeting of the Board to consider the report to take place not less than 5 weeks and not more than 7 weeks after receipt of the report.

3. (2) The report and any representations thereon shall be circulated to the members of the Board not less than 2 weeks before the said meeting

3. (3) At the meeting the originator will be given an opportunity to amplify what is stated in the report and, if the bureau has lodged representations against the report, a representative of the bureau will be given an opportunity to challenge the report and to amplify its written representations. Members of the Board will be entitled to question the author of the report and the bureau's representative.

3. (4) On the withdrawal of the originator and the representative of the bureau the Board, shall reach a decision on the matter and shall within 1 week thereof intimate it in the form of a report giving written reasons thereof to the originator and the bureau.

3. (5) Where the decision is that the bureau has failed to comply with the Membership Scheme Standard Document and that members of the company be advised to terminate its status as a Member Bureau, the Trustees convene a general meeting of the company to consider an ordinary resolution that the members terminate the status of the bureau as a Member Bureau.

#### General Meeting of the Company

4. (1) The general meeting of the company referred to at paragraph 3 (5) above shall be convened in accordance with the provisions of Article 15 and must be held within 5 weeks of the date of the Board decision under paragraph 3 (4) above.

4.(2) All those entitled to receive notice of general meetings shall be issued with copies of all the papers circulated to the Board under paragraph 3(2) above together with a copy of the Trustee's report issued in accordance with paragraph 3(4) above not less than 2 weeks before the date fixed for the meeting.

4.(3) At the meeting, a Trustee will be given an opportunity to amplify the reasons for the ordinary resolution and a representative of the bureau will be given an opportunity to oppose the ordinary resolution and to amplify its written representations.

4. (4) At the end of the debate a vote on the ordinary resolution will be taken. If the resolution is approved the Member Bureau bureau shall, in accordance with Article 13, cease to be a Member Bureau forthwith and Membership Standards Committee shall remove its name from the register of members or, where appropriate remove the name of the individual nominated by that Member Bureau as a member of the company from the list of members.

## **APPENDIX 15: ROLLING PLAN OF BOARD OF TRUSTEE MEETINGS**

### **DRAFT ROLLING PLAN FOR BOARD MEETINGS**

<b>Date of Meeting</b>	<b>Items</b>
February	<p>Standing Items</p> <ul style="list-style-type: none"> <li>• Committee Minutes</li> <li>• Development update (e.g. Change Programme)</li> <li>• Project Highlights Report</li> </ul> <p>AOB</p>
April	<p>Standing Items</p> <ul style="list-style-type: none"> <li>• Committee Minutes</li> <li>• Development update (e.g. Change Programme)</li> <li>• Project Highlights Report</li> </ul> <p>Appointing Chairs to Committees if required Any outstanding business from AGM Budget Approval Calendar of CAS Standing &amp; Sub Committee Meetings for the year Executive Report Induction Programme Performance Reports Operational Plan Update and Other Monitoring AOB</p>
June	<p>Standing Items</p> <ul style="list-style-type: none"> <li>• Committee Minutes</li> <li>• Development update (e.g. Change Programme)</li> <li>• Project Highlights Report</li> </ul> <p>Annual Operational Plan Approval Executive Report Strategic Plan to be approved Budget Approval AOB</p>
September	<p>Standing Items</p> <ul style="list-style-type: none"> <li>• Committee Minutes</li> <li>• Development update (e.g. Change Programme)</li> <li>• Project Highlights Report</li> </ul> <p>Annual Report Approval Audited Accounts Approval Executive Report Items for AGM and any ordinary/special resolutions being presented by the Board CAS Event/AGM consideration Operational Plan Update and Other Monitoring Performance Reports</p>

	<b>AOB</b>
December	<p><b>Standing Items</b></p> <ul style="list-style-type: none"> <li>• Committee Minutes</li> <li>• Development update (e.g. Change Programme)</li> <li>• Project Highlights Report</li> </ul> <p><b>Executive Report</b></p> <p><b>Operational Plan Update and Other Monitoring Performance Reports</b></p> <p><b>AOB</b></p>

## **APPENDIX 16: GOVERNANCE STRUCTURE OF CAS**

## CAS GOVERNANCE STRUCTURE – JANUARY 2012

