

**nsdt**

north smethwick  
development trust

# Director & Trustee Information & Recruitment Pack



**North Smethwick Development Trust**

Brasshouse Community Centre | Brasshouse Lane | Smethwick | B66 1BA

Registered Charity Number: 1035308  
Company limited by guarantee Number: 02736636  
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# 1.0

## Welcome Letter

Dear Applicant,

Firstly, let me thank you, on behalf of the North Smethwick Development Trust (NSDT) Board of Trustees/Directors, our staff team, volunteers and community, for your interest in becoming part of our Organisation. We're delighted to take this opportunity to tell you more about our organisation and what being a trustee will mean to you... and us!

NSDT is an ambitious, motivated organisation whose primary purpose is to provide positive outcomes for young people and assist them in making positive lifestyle choices.

The timing of your interest is important as we are looking to add to our Board following the sustained growth of NSDT over recent years. We have an exciting future to look forward to as an organisation and it's therefore important that the challenge and support the organisation receives from its board facilitates this ongoing development.



This information pack outlines the roles, responsibilities and positive experiences that go with being a Trustee of an established, caring and socially responsible organisation like ours.

As well as the information provided in this pack, we can supply you with any additional details that you require.

Similarly, I would be delighted to answer any questions that you may have.

With very best regards,

*Jennifer Harrison*

**Jennifer Harrison BEM**  
**Chief Executive Officer/Company Secretary**

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## 2.0

# About the North Smethwick Development Trust (NSDT)

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### Introduction

**NSDT** is a Sandwell-based charity and company limited by guarantee. At NSDT we have a vision to positively impact and unleash the potential of North Smethwick by promoting social inclusion and community wellbeing.

#### **Our vision is:**

"North Smethwick Development Trust will work to achieve the social, economic and environmental regeneration of North Smethwick".

#### **Our mission is:**

"To be widely recognised as a leading community anchor organisation providing services for our community. Locally owned with active involvement from the community, the Trust will continue to make a real and positive contribution to the lives of people in North Smethwick. It will be seen as an essential partner for agencies operating in North Smethwick and the wider area. The Trust will be financially independent with income streams derived from its own assets and social enterprises which will be reinvested to improve community services, strengthen the local economy and local enterprise."

#### **Our ambitions are:**

##### **Health & Wellbeing**

We want to work with our local community to improve health and wellbeing.

##### **Reducing Poverty**

We want to work with our local community to reduce the impacts of poverty.

##### **Children & Young People**

We want to help and support our children and young people reach their full potential.

##### **Proud of our community**

We want to make our local community a place where people feel pride in where they live and work.

### Our values are:

Our values are CLEAR and have been built to ensure we remain a committed development trust and that everything we do helps to provide support and services for the community.

#### **Caring**

Respecting our team, each other, our volunteers, our partners and our beneficiaries.

#### **Learning**

Understanding and promoting our social responsibilities; having due regard to its environmental impact, explore working in Collaboration – it's only by working with others that we can be stronger.

#### **Enthusiastic**

By always striving for our cause and the challenge that lies ahead and to go the extra mile and drive the change that must happen.

#### **Accountable**

Through genuine and open two-way communication that celebrates successes and demonstrates willingness to learn from mistakes, helps to build trust and confidence in our services, activities and community businesses.

#### **Resilient**

Focus on providing the best service possible so that we deliver the most we can achieve for our clients/customers.

#### **History**

North Smethwick Development Trust has its roots in housing regeneration when in 1988 a group of local residents successfully challenged a Compulsory Purchase Order on older, local housing.

Led by the Rev Janet Full James residents secured funding to employ a community development worker who worked with local people and Sandwell Council to manage the

grant aided renovation of local homes that had previously been earmarked for demolition. By 1992 the resident group formalised as a Company Limited by Guarantee and Charity under the name of North Smethwick Housing Development Trust.

Following the success of the previous housing development project, the Trust began work in 1997 on the Albion Estate Regeneration Project, which saw the renovation of 160 council and privately-owned properties. This development programme was completed in 2001 and totalled more than £3,5m of investment in local housing.

Those early days of local people in action did not diminish and over time the Trust became more active in the running of the local community centre in Smethwick which was owned and managed by Sandwell MBC. Eventually in 2007, the Trust took the decision to assume management responsibility of the Brasshouse Community Centre focussing more on supporting local people with the emphasis on community engagement and community development. To this end, The Trust removed Housing from its title and formally changed its name to North Smethwick Development Trust.

NSDT now delivers a variety of activities and services that include a combination of community businesses and community projects and services. Since, activities at the centre have increased significantly. The Trust continues to grow, building on its earlier successes as it strives to meet its overall aims and responding to local need developing projects and partnerships with other organisations, schools, our statutory partners and most importantly our community members.

## **What we do**

We are a registered charity and company limited by guarantee, established with the purpose of supporting people and communities across the North Smethwick area.

Our organisation has a strong strategic representation across a number of policy objectives including poverty, community

engagement and local regeneration.

We work with a number of partners to deliver a range of activities, events and programmes, taking positive approaches to help local people experiencing challenging circumstances move forward in their lives.

Our ethos is based upon a strong shared commitment to reaching people where they are, building relationships of respect and trust, and supporting young people to succeed.

## **The relationships**

NSDT works with local people's interest to get alongside them, and give them insight into what they can achieve. Programmes and activities are designed with the aim to raise the aspirations and life-chances.

Relationships are at the programme's heart. By building mutual trust and respect, staff and volunteers are well-placed to provide people with both challenge and support. We aim to build resilience and self-confidence through improved health and well-being.

## **The support**

NSDT is funded by a combination of supporters including grant-funders and statutory authorities.

NSDT works with a range of national, regional and local partners to deliver our aim.

## **Our Core Services**

### **Room / Venue Hire**

Brasshouse Community Centre is the perfect place for private functions, party, wedding, corporate, community, training or other events.

Our rooms are available to hire 8.00am – 9.00pm during the working week, 3pm – 11pm Saturdays and 10-7pm on a Sunday and all bookings are supported by our friendly in-house team, who are available to assist you on the day of your event.

Competitively priced, we are conveniently located at just ½ a mile from M5 Junction 1 and has ample free parking. Our centre is ideal for public transport with the 89 bus stop outside and being less than a 10-minute walk from Rolfe Street, Hawthorns train station and

metro line and is in close proximity to Smethwick Galton Bridge. We're also less than 30 minutes away from Birmingham International Airport.

### **Brasshouse Event Catering**

We deliver high quality buffets in Sandwell and West Birmingham. Our delicious ingredients help to support the local economy and our profits are put back into the work we do in the local community. So, when customers order our great food for their event, they know they are part of something special.

We offer a great range of competitively priced buffet options to suit a variety of budgets.

Our great expertise and experience in catering mean there is no compromise on the quality of our food.

We can cater to individual cultural and dietary requirements (including gluten free and dairy free).

We are happy to discuss bespoke menu options and cater to customer needs and budget.

### **Brasshouse Café**

Our café offers Freshly made drinks, breakfasts, lunches and snacks are available in our beautiful café inside Brasshouse Community Centre, in the heart of North Smethwick.

We provide daily specials, and can cater for most dietary and cultural needs including breakfast and brunches, light lunches and snacks, homemade cakes, cookies and savouries and hot and cold drinks. Pop into our Brasshouse Cafe to grab a coffee with your friends or even work from the centre.

Our very own award winning Brasshouse Café has featured on Saturday Kitchen Live for Comic Relief and has had the likes of celebrity Michelin Star chef Glynn Purnell cooking to help deliver much needed community meals in partnership with Fare Share.

### **Match Day Car Parking**

Open for West Bromwich Albion home match day games. We are within minutes walking distance from West Bromwich Albion football

ground.

North Smethwick Development Trust has operated match day car parking at the Centro rail station car park since 1996. For only a small charge per vehicle customers can leave their car while they go and enjoy the game.

### **Public IT and Print Services**

We provide free use of computers and internet access for the local community from the Brasshouse Community Centre.

### **Your Local Pantry – Brasshouse**

For a small weekly membership, members of this pantry are able to have access to food including fresh fruit and vegetables and store cupboard favourites that will often value £20-25 or more! Each week, we have special offers to help make the weekly shop go further.

Our team work hard to ensure we have a wide range of good quality produce available to enjoy every week. We stock and cater for halal, vegan, vegetarian, gluten free and other dietary and cultural needs. On rare occasions, some of the donated food may have a short shelf life or has passed its best before date. Best before indicates quality, not safety. These foods are safe to eat. We also tackle issues around period poverty so we make sanitary products free to women and girls too.

Our aim to make sure that there is enough food available to that meets the needs of our members in order for you to make nutritious meals. We also encourage healthy eating which is why we aim to source nutritional foods and offer fresh fruit and vegetables free of charge to all our members.

As a non-profit charity we very much rely on food donations, through our generous funders and our partnership with Fareshare Midlands and Action Against Hunger and recipe suggestions from Cracking Good Food to ensure we have enough stock to meet customer needs. So, stock levels in the pantry can vary and at times we will have more offers than others. Because of this there is no guarantee that we will have the same stock each week.

## **The NSDT approach**

The main benefits for beneficiaries are found through the NSDT approach. We believe in creating a clear pathway from engagement activities through to health and well-being, employment, education and training supporting children and young people and helping reduce the impacts of poverty.

The benefits members experience depend on where they are at on their journey with NSDT. Initially this may be immediate help such as our emergency support that help people access the essential services they require or joining an informal group where they can relax and meet new friends when they have just arrived.

People may be trained as volunteers or take part in courses that improves their health and well-being. We also work with partners to offer educational courses that young adults with the skills and experience to access further education and training placements.

## **The NSDT team**

The team is led by our Chief Executive Officer alongside a team comprising, Finance & Admin Officer, Community Food Hub Manager. This is supported by a team of caretakers, match day car park stewards and cleaner. We also have time limited roles that are funded through specific projects.

The NSDT team collectively and individually promote the organisation's aims and objectives, which are primary focused on reliving the impact of poverty for local people.

## **Board of Trustees**

The NSDT Board is collectively responsible for providing leadership, inspiration and vision for the organisation, and for setting the strategic direction based on local knowledge and experience.

## **Time commitment**

The Board meet formally every 3 months, usually face to face on a Thursday between 6pm and 8.30pm at our base, Brasshouse Community Centre, Smethwick..

There are 2 additional sub groups to the Board of Trustees/Directors, these are:

- Finance & Human Resources
- Governance, Risk & Strategy

## **Election of Board Members**

The Company shall have a Board of Directors comprising not less than five and not more than eleven persons.

At the first and every Annual General Meeting, all officers and one-third of the elected members of the Board of Management, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. The members to retire shall be those longest in office since their last election. Regarding members of the Board who have been in office for the same length of time, the members to retire shall be selected by lot. A retiring Board member shall be eligible for re-election. Co-opted members of the Board shall retire at the Annual General Meeting following their appointment but shall be eligible for further co-option. No Board member shall hold office for more than three consecutive years.

## **Board diversity**

We value fairness and equity; we aim to create an inclusive environment that supports differences and encourages diverse perspectives. Our ambition is to recruit the best people from the broadest pool of applicants and across the full spectrum of protected characteristics as listed in the 2010 Equalities Act.

## **Process**

Interviews will be conducted online on a rolling basis with a panel of existing board members. See section 5.0 for more information.

## 3.0

# The Trustees' Role

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### Introduction

As outlined in the document, [The essential trustee: what you need to know, what you need to do](#), Charity Commission for England and Wales, updated May 2018, Trustees have independent control over, and legal responsibility for, a charity's management and administration. They play a very important role, almost always unpaid, in a sector that contributes significantly to the character and wellbeing of the country.

Trusteeship can be rewarding for many reasons – from a sense of making a difference to the charitable cause, to new experiences and relationships. It's also likely to be demanding of your time, skills, knowledge and abilities.

Being aware of the duties and responsibilities covered in this guidance will help you carry out your role in a way that not only serves our charity well, but also gives you confidence that you will be complying with key requirements of the law.

While the following extracts from the above document are not intended to be a definitive guide, the aim of this section is to support and guide you through your decision whether or not to join our Board of Trustees.

### The six main duties of a trustee

As outlined in the Charity Commissions document, [The Essential Trustee 6 main duties](#), the main duties of a Trustee are:

1. Ensure your charity is carrying out its purposes for the public benefit.
2. Comply with your charity's Governing Document and the law.
3. Act in your charity's best interests.
4. Ensure your charity is accountable.
5. Manage your charity's resources responsibly.
6. Act with reasonable care and skill.

### Eligibility to become a member of our board of trustees

You must be at least 18 years old to be a Trustee of NSDT, and you will be properly appointed following the procedures and any restrictions in our governing document.

You must not act as a trustee if you are disqualified under the Charities Act, including if you:

- Have an unspent conviction for an offence involving dishonesty or deception (such as fraud).
- Are bankrupt or have entered into a formal arrangement (e.g. an individual voluntary arrangement) with a creditor.
- Have been removed as a company director or charity trustee because of wrongdoing.

### Further restrictions which apply to becoming a NSDT board member

As we may offer support vulnerable people, some people will be barred by the Disclosure and Barring Service (DBS) from working with our organisations as a Trustee. It is also illegal for a barred person to apply for a regulated activity (paid or voluntary).

As it is illegal for a charity to knowingly employ a barred person in such work. We must therefore check with the Disclosure and Barring Service (DBS), carrying out an enhanced check before appointing someone in the capacity as a Board member/Trustee of our organisation.

### What we are considering when appointing new trustees

The key areas we are considering when appointing new Trustees include:

- The skills and experience the current Trustees have, and whether there are any

gaps, or opportunities to bring in a skill set in areas of expertise and disciplines that complements that of our current team.

- Ensuring proposed new Trustees are eligible.
- Ensuring new Trustees don't have serious conflicts of interest, that risk getting charity commission consent and putting at risk our procedures in place to manage the conflicts.
- How we can best help new Trustees to understand their responsibilities and our charity's work.
- Your interest in our work and your willingness and availability to give your time to us.
- Whether you will successfully interact with, and provide support to existing and new Trustees.
- A focus on developing and delivering value adding interventions to drive the charity forward.

## **Payments**

Charities can't usually pay their Trustees. When you become a Trustee, you usually volunteer your services and receive no payment for your work. This is called the 'voluntary principle'. You can, however, reclaim reasonable expenses that you incur such as travel and childcare in exceptional circumstances— being a Trustee certainly shouldn't mean being out of pocket.

# 4.0

## Role Profile

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### Introduction

The following are the specific 'Job Description', 'Person Specification' and 'Principal Terms and Code of Conduct' for the role of a Trustee of NSDT, which we ask that you read carefully to ensure you feel you have the skills, abilities and aptitude required to successfully carry out the role.

### Role Descriptor

#### The statutory duties of a trustee:

##### Main duty

Under charity law, NSDT Trustees have the ultimate responsibility for directing the affairs of NSDT, and ensuring that it is solvent, well-run and delivering the charitable outcomes for which it has been set up. In law, trustees of NSDT have three particular duties – **compliance**, **care** and **prudence**, which are set out below using the wording provided by the Charity Commission.

##### Duty of compliance – Trustees must:

- Ensure that NSDT complies with charity law, and with the requirements of the Charity Commission as regulator; in particular ensure that the charity prepares reports on what it has achieved and Annual Returns and accounts as required by law.
- Ensure that NSDT 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 there.
- Comply with the requirements of other legislation and other regulators which govern the activities of NSDT.
- Act with integrity, and avoid any personal conflicts of interest or misuse of NSDT funds or assets.

##### Duty of care – Trustees must:

1. Use reasonable care and skill in their work as trustees, using their personal skills and experience as needed to ensure that NSDT is well-run and efficient in meeting

its aims and objectives.

2. Consider getting external professional advice on all matters where there may be material risk to NSDT, or where the trustees may be in breach of their duties.

##### Duty of prudence – Trustees must:

- Ensure that NSDT is, and will remain, solvent.
- Use NSDT's funds and assets reasonably, and only in furtherance of NSDT's objects.
- Avoid undertaking activities that might place NSDT's endowment, funds, assets or reputation at undue risk.
- Take special care when investing NSDT's funds, or borrowing funds for NSDT to use.

##### Specific duties of Trustees of NSDT

##### Strategic Direction

Trustees must ensure that the NSDT has a clear vision, mission and strategic direction and is focused on achieving these. Trustees must work in partnership with the CEO to ensure that:

NSDT has a clear vision, mission, set of values and strategy, and that there is a common understanding of these by trustees, staff and volunteers.

- a) Operational plans and budgets and the fundraising strategy support the vision, mission and strategy.
- b) The views of users are regularly sought and considered, and that efforts are made to identify possible future users.
- c) There is regular review of the external environment for changes that might affect NSDT (environmental, political, financial, competitive, partnerships).
- d) There is regular review of the need for NSDT and for the services it provides or could provide, and regular review of strategic plans and priorities.

##### Performance management

Trustees are responsible for the performance of NSDT, for its impact upon stakeholders and

for its corporate behaviour:

- a) To ensure that NSDT measures its impact and progress towards its strategic objectives and to regularly consider reports on NSDT's performance.
- b) To ensure that there are policies to direct key areas of the charity's business.
- c) To ensure that there are quality and service standards for major areas of delivery and that these are met.
- d) To ensure that NSDT's values are understood and put into practice, by trustees, staff and volunteers.
- e) To ensure that there are complaint systems in place, for users and supporters.
- f) To ensure that there are processes for trustees, staff and volunteers to report activity which might compromise the effectiveness of NSDT.
- g) To recruit the CEO and to hold him or her to account for the management and administration of the charity.
- h) To ensure that the CEO receives regular, constructive feedback on his/her performance in managing the charity and in meeting his/her annual and longer-term objectives.
- i) To ensure that NSDT has effective employment policies and processes in place, to recruit, train and develop staff and volunteers.

### **Compliance**

Trustees must ensure that NSDT complies with all legal and regulatory requirements:

- a) To ensure, with professional advice as appropriate, that NSDT complies with all constitutional, legal, regulatory and statutory requirements.
- b) To understand and comply with the constitution and rules that govern NSDT, and to review the constitution regularly (at least every three years) to ensure it is fit for purpose.

### **Prudent management of assets**

Trustees must be stewards of NSDT's assets, both tangible and intangible, taking care over security, and how they are used:

- a) To ensure that NSDT's financial obligations are met and that there are adequate financial controls in place to ensure all money due is received and

properly applied, and that all assets and liabilities are recorded.

- b) To act reasonably and prudently in all matters relating to NSDT and always in the interests of NSDT.
- c) To ensure that trustees take professional advice when needed, and record the advice received.
- d) To ensure that there is an effective fundraising strategy in place.
- e) To be accountable for the solvency of NSDT.
- f) To ensure that intangible assets such as organisational knowledge and expertise, intellectual property, NSDT's brand, good name and reputation are recognised, used and safeguarded.
- g) To ensure that the major risks to NSDT are regularly identified and reviewed and that systems are in place to mitigate or minimise these risks.

### **Good governance**

Trustees must ensure that NSDT's governance is of the highest possible standard:

- a) To ensure that NSDT has a governance structure that is appropriate to a charity of its size/complexity, stage of development, and its charitable objects, and reflects the diversity of its users.
- b) To ensure that Board decisions are recorded in writing by means of minutes.
- c) To ensure that the Board's delegated authority is recorded in writing and complied with.
- d) To ensure that the responsibilities delegated to the CEO are clearly expressed and understood, and directions given to him/her come from the Board as a whole.
- e) To ensure the Board regularly reviews NSDT's governance structure and its own performance, to an agreed programme.
- f) To ensure that major decisions and policies are made by the trustees acting collectively.
- g) In consultation with the Director, to ensure that the Board has on it the skills it requires to govern NSDT well, and that the Board has access to, and considers, relevant external professional advice and expertise.
- h) To ensure that all members of the Board receive appropriate induction on their

appointment and that they continue to receive appropriate advice, information and training (both individual and collective).

- i) To ensure that trustees have a code of conduct and comply with it, and that there are mechanisms for the removal of trustees who do not abide by the trustee code of conduct.

## Person Specification

NSDT works actively to ensure that its Trustee Board has the right skills and experience to lead the charity effectively. NSDT Trustee vacancies are normally advertised.

Application is normally by written application, followed by interview. The application form and interview are evidence based and we will look for clear examples of how candidates meet the essential and desirable criteria below.

### Personal competencies

A passion for addressing inequality and a commitment to helping people realise their potential. A proven track record of sound judgement, effective decision making and strategic vision. An awareness and acceptance of the legal duties, responsibilities, and liabilities of trusteeship. A professional network within sectors relevant to the charity's work. A desire to work constructively and collaboratively with fellow board members, and where relevant with members of staff.

### ESSENTIAL

#### Commitment

- Ability to understand and accept the duties and liabilities of being a charity Trustee.
- Empathy with the vision, mission and aims of NSDT.
- A willingness and ability to devote the necessary time and effort.

#### Focus

- Ability to think and apply knowledge strategically.
- Ability to keep mission-focused.
- Ability to analyse and evaluate management information and other evidence.
- Willingness to listen and learn.

### Communication and team working

- Ability to communicate clearly and sensitively and to take an active part in discussions.
- Ability to influence and engage.
- Ability to work effectively in a group.
- Ability to challenge constructively and ask questions appropriately.

### Accountability

- Ability to exercise sound and independent judgement.
- Willingness to make and stand by collective decisions, including those which may be unpopular.
- Ability to manage difficult and/or challenging situations.
- Ability to maintain confidentiality on confidential and/or sensitive information.

### Skills and experience

#### Desirable

The knowledge, skills and experience in the list below are relevant to NSDT's main areas of activity, and they are represented across NSDT's Board and staff, who apply them at operational level.

NSDT is looking for Trustees who have the knowledge and understanding to maintain an oversight of these activities at a strategic level in a large and complex charity, and who can contribute well informed views, constructive challenge and a commitment to best practice. NSDT would normally expect each Trustee to be able to do this in at least one of the areas below. A Trustee's ability to contribute in this way will often, but not always, draw on professional and/or practitioner experience at a senior level.

#### Management

- Strategic leadership and management within a small or medium sized organisation.

#### Stewardship and governance

- Involvement in a similar size or larger organisation, together with implementation of good practice and/or corporate governance.

## **Specialist expertise**

- An area of expertise relevant to delivering the ambitions of NSDT.
- Public policy formulation and influencing techniques across related agendas.
- Fundraising.
- Marketing, communications or public relations.
- Developing and delivering services to children and young people, which promote inclusion, equal opportunities and diversity.

## **Board diversity**

We value fairness and equity; we aim to create an inclusive environment that supports differences and encourages diverse perspectives. Our ambition is to recruit the best people from the broadest pool of applicants and across the full spectrum of protected characteristics as listed in the 2010 Equalities Act.

## **Remuneration**

The role of Trustee is voluntary and is not a paid role, although reasonable out of pocket expenses for may be claimed

## **Location**

The charities office is in North Smethwick and Board meetings are usually held at the Brasshouse Community Centre, Brasshouse Lane, Smethwick, B66 1BA.

## **Time commitment**

Four Board meetings per year, plus 4 meetings of each of the Sub Group (dependent upon membership) plus other events and meetings up to a maximum of once per month.

## **Process**

Interviews will be conducted online on a rolling basis with a panel of existing board members. See section 5.0 for more information.

## Code of Conduct

### Purpose

The purpose of this code of conduct is to provide trustees with clear guidelines as to their responsibilities, best practice and expectations in fulfilling their obligations to this charitable organisation.

### General

- Trustees must have a good understanding of, and be sympathetic to, the aims and objects of the charity and act in accordance with the governing document at all times.
- Trustees must act and make decisions in the best interests of the charity and its present and future beneficiaries. They should be aware of issues that may affect the present and future growth of the charity and its relevance to modern society.
- Trustees should seek appropriate professional assistance where they feel that it is necessary to help them to make the most appropriate decision affecting the charity. Such assistance should be sought and considered carefully.
- Trustees must not receive any financial or non-financial benefit that is not explicitly authorised by the governing document.
- Trustees should not exert any influence to garner any preferential treatment for themselves or their family.
- Trustees are jointly and severally liable for their decisions; therefore decisions should be taken together and communicated to staff, stakeholders and funders in a unified manner.
- Trustees are accountable to stakeholders for their actions and decision-making and governance issues should be as transparent as possible within the need to protect confidentiality.
- Trustees should be prepared to spend an appropriate amount of time reading papers and preparing for board meetings. A minimum attendance of 75% meetings is required of trustees to ensure that best practice in governance is reached and maintained.
- Should a trustee feel that they require further guidance or training in their role, they have a duty to inform the Board of Trustees who will, if necessary, work to

develop new training for individuals or groups of Trustees.

- Any information of a confidential nature must remain confidential outside the confines of the Trustee meeting.

### Legal status, roles and responsibilities of trustees

- Trustees are responsible for setting the strategic aims, objectives and direction of the charity.
- Trustees must also identify risks to the charity of aspects of its operation, particularly where there are new developments.
- There is a general rule that Trustees act in person and take decisions affecting the charity as a body.
- Trustees have the power to delegate to others to fulfil their decisions.
- If trustees act prudently, lawfully and in accordance with their governing document then any liabilities they incur as Trustees can be met out of the charity's resources. But, if they act otherwise they may be in breach of trust and personally responsible for liabilities incurred by or on behalf of the charity, or for making good any loss to the charity.
- Trustees are required to act reasonably and prudently in all matters relating to the charity and need always to bear in mind that their prime concern is the interests of the charity. They cannot let their personal views or prejudices affect their conduct as Trustees. They need to exercise an appropriate degree of care in dealing with the administration of their charity. Section 1(1) of the Trustee Act 2000 sets out what it calls the 'duty of care'. The duty of care is the duty to exercise such care and skill as is reasonable
- Trustees are responsible for ensuring that any fund-raising activity carried out by or on behalf of their charity is properly undertaken, and that all funds collected are properly accounted for.

### NSDT Privacy Notice

In line with the General Data Protection Regulations, Appendix A outlines the Privacy Notice which will apply to your application/the role of a member of the Board of Trustees.

# 5.0

## Board Recruitment Process

### Introduction

We fully understand that Board members are 'volunteers' in the true sense of the word, and will want to be sure that their precious time is well-spent and they will be suited to the challenging and enjoyable role as a Board member of an organisation such as NSDT.

It is therefore essential that careful consideration takes place by all parties, and a final decision results in an enjoyable and meaningful experience, with the potential to make real differences to the lives of those vulnerable people we aim to support.

Building on the experiences of current and previous Board members, we feel it is therefore important that nothing is rushed, and there is an understanding that we all have different and varied questions to be answered before a final decision is made.

It is the intention of NSDT to ensure that no candidate should be discriminated against and that all recruitment and selection processes are based on equal and fair treatment for all applicants. To this end all applicants will be treated in the same way at each stage of the recruitment process with due regard for and adherence to the Equality Act 2010. All selections will be on the basis of suitability for the post.

### Initial steps

Having fully understood the role of a Board member and the restrictions that apply outlined at Section 3.0, we recommend that following issue of this Recruitment Pack, potential Board members take some time to, 'Get to know the organisation', which can be best achieved by:

- [Visiting our website – www.nsdt.org.uk](http://www.nsdt.org.uk)

- Informally meeting current Board and staff members, including the Chair and CEO.
- Attending NSDT events and initiatives.

### Next steps

Should you decide to proceed we will suggest you attend more formal meetings with the Chair and other Board members, ideally attending a Board meeting as a visitor, which in addition to experiencing how the Board operates and discusses key issues, opportunity can be taken by all sides to ask any questions, and ensure that you fully understand and appreciate the implications of being a member of the Board of Trustees.

### Final steps

Final steps will involve a formal application to join the Board of Trustees by yourself, which will result in DBS checks outlined at Section 2.0; and dependent on such outcome, a final decision of your acceptance as a Board member made by the Board of Trustees. We may also request a couple of references in relation to confirming the skill sets we are looking for and will also look to confirm your identity (e.g. passport, utility bill etc.).

Subject to the above being suitable and acceptable by the Board a formal offer letter will be sent to you by the Chair; after which you will be invited to sign/accept appropriate declarations.

### Training and appraisals

As a new Board member you will be provided with an induction process and training appropriate to your experience. Training for all Board members is ongoing and regular, annual appraisals and performance reviews will take place.

# Appendix A - North Smethwick Development Trust Privacy Notice

North Smethwick Development Trust (NSDT) processes personal data relating to those we employ to work as, or are otherwise engaged to work as, part of our workforce. We do this for employment purposes, to assist in the running of the business.

Information pertaining to you, the recruitment process for the role you have applied for and your voluntary engagement with NSDT will be held within the charity.

The personal data we process may include, but may not be limited to, the following:

- Data relating to your identity (including name, data of birth, gender, photographs, passport, National Insurance Number, immigration status, marital status, dependants).
- Contact details (business and home address, telephone numbers, email addresses, emergency contact details).
- Engagement details (position, office location, terms of engagement, performance and disciplinary records, sickness).
- Background information (CV, previous experience, qualifications and certifications, criminal records check (for vetting purposes, where permissible and in accordance with applicable law).
- Financial information (bank details, tax information, benefits, expenses).
- IT information – information related to your access to our systems (login details, IP addresses, log files, access/times/duration of use, location).

**The collection of this information will benefit us by:**

- Improving the management of workforce data across the charity.
- Enabling development of a comprehensive picture of our volunteers and how it is deployed.
- Informing the development of recruitment and retention policies.
- Ensuring compliance with our policies and procedures and our legal obligations.

- Enabling monitoring of selected protected characteristics.

We will not share information about you with third parties without your consent unless the law allows or requires us to do so.

Under the General Data Protection Regulations you have the right to:

- Object to processing of personal data that is likely to cause, or is causing, damage or distress.
- Prevent processing for the purpose of direct marketing.
- Object to decisions being taken by automated means.
- In certain circumstances, have inaccurate personal data rectified, blocked, erased or destroyed.
- Claim compensation for damages caused by a breach of the data protection legislation.

If you would like to find out more about how we use your personal data, or if you want to see a copy of the information about you that we hold, please contact our CEO Jennifer Harrison BEM in the first instance who will be able to facilitate this accordingly.

If you have a concern about the way we are collecting or using your personal data, you should raise your concern with us in the first instance or directly to the Information Commissioner's Office at [www.ico.org.uk/concerns](http://www.ico.org.uk/concerns)

# Appendix B – Memorandum of Articles of Association

## Memorandum of Articles of Association of North Smethwick Development trust

1. The name of the company will be North Smethwick Development trust
2. The registered office of the company will be situated in England and Wales
3. The object of the company will be to promote any charitable purpose for the benefit of the community in the North Smethwick district of Sandwell, West midlands through the provision of community activities and facilities and in particular but not so limit the generality of the foregoing the relief of poverty of persons in housing need.
4. In furtherance of the above objects, but not otherwise, the company shall have the following powers:
  - a) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any other rights or privileges which the company may think necessary for the promotion of its objects.
  - b) To construct, maintain and alter any buildings or erections which the company may think necessary for the promotion of its objects;
  - c) To publish books, pamphlets, reports, leaflets, journals, audio tapes, video tapes, films and instructional matter;
  - d) To purchase or otherwise acquire or found and to carry on schools and training courses, and to run lectures, seminars, conferences and courses;
  - e) To receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the company objects or any of them and to hold funds in trust for same;
  - f) Subject to such consents, if any, as may be required by law, to borrow or raise money for the Company on such terms and on such security as may be fit;
  - g) To establish and support or aid in the establishment and support or to amalgamate with any other charitable institutions or associations and to subscribe or guarantee money for charitable purposes in any way connected with the purpose of the Company or calculated to further its objects;
  - h) To undertake and execute any charitable trusts which may be lawfully undertaken by the Company and may be necessary to its objects
  - i) To invest the monies of the Company not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any ) and such consents (if any ) as for the time being may be imposed or required by law and subject also as hereinafter provided;
  - j) To sell, improve, exchange, let or rent, royalty or otherwise and in any manner deal with or dispose of all or any property and assets for the time being of the Company subject to the provisions of this memorandum of association;
  - k) To engage or employ such personnel (not being members of its Board of Trustees), whether as employees, consultants, advisers or however, as may be required for the promotion of the objects of the Company;
  - l) To open and operate bank accounts and other facilities for banking in the name of the Company;

- m) To enter into any contracts with statutory, voluntary or other bodies as are considered necessary or convenient for the achievement of the Company's objects;
- n) To do all such other lawful things as may be necessary for the attainment of the above objects or any of them.

**PROVIDED THAT:**

- (1) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
  - (2) In case the Company shall take or hold any property subject to the jurisdiction of the charity commissioners for England and Wales, the Company shall not sell, mortgage, change or lease the same without such authority, approval or any consent as may be required by law, and as regards any such property that may come into their hands the Board of Trustees of the Company shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Board would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board but they shall, as regards such property, be subject jointly and separately to such control authority as if the Company were incorporated;
  - (3) The objects of the Company shall not extend to the regulations between workers and employers or organisations of workers and organisations of employers.
5. In carrying out its objects the company shall seek to ensure equality of opportunity for all sections of the community in its own affairs and in facilities provided by the company.
6. The income and property of the Company from whatsoever source derived shall be applied solely towards the property of its objects set out in this Memorandum of Association, and no portion shall be transferred directly or indirectly by way of dividend, bonus, or otherwise whatsoever by way of profit to the members of the Company;

**PROVIDED THAT** nothing shall prevent any payment in good faith by the Company:

- a) Of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Board except as specifically provided for in Article 40 of the Company's Articles of Association) for any services rendered to the Company;
- b) Of interest on money lent by member of the Company (or of its Board) at a rate per annum not exceeding 2 per cent below the Co-operative Bank plc Base Lending Rate from time to time;
- c) Of reasonable and proper rent for premises demised or let by any member of the Company (or its board);
- d) Of fees, remuneration or other benefits in money or money's worth to a Company of which a member of the Board may be a member holding not more than 1/100<sup>th</sup> part of the capital of the Company; and
- e) To any member of the Board in reasonable out-of-pocket expenses.

7. The liability of the members is limited.

8. Every member of the Company undertakes to contribute to the assets of the Company. In the event of the same being wound up during the time s/he is a member, or within one year afterwards, for the payments of the debts and liabilities of the Company contracted before the time at which s/he ceases to be a member and of the costs, charges and expenses of winding up the same, and for the adjustments of the rights of the contributors among themselves such amount as may be required not exceeding one pound.
9. In the event of the winding up or dissolution of the Company, after the satisfaction of all its debts and liabilities, the remaining shall not be distributed amongst the members of the Company, but shall be transferred in the furtherance of its objects to some other charitable institution or institutions having objects similar to or compatible with any of the objects of the Company as may be determined by a General Meeting at the time of the or prior to the winding up or dissolution of the Company.
10. No such addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force as shall cause the Company to cease to be a charity in law or to be a Company to which section 30 of the Companies Act 1985 does not apply.

## **Articles of Association of**

### **NORTH SMETHWICK DEVELOPMENT TRUST**

#### **Interpretations**

1. In these Articles:

“The Act” means the Companies Act 1985 as amended by the Companies Act 1989 and any other amendments from time to time in force.

“The Company” means the above-named company.

“The Board [of Directors]” mean all those persons for the time being appointed to perform the duties of directors of the Company.

“The Area” means the North Smethwick district of Sandwell, West Midlands.

“Secretary” means any person appointed to perform the duties of the Secretary of the Company.

“Employee” means anyone for the time being holding a contract of employment with the Company.

“The Seal” means the common Seal of the Company.

“In writing” means shall be taken to include references to writing, printing, photocopying, other modes of representing or reproducing words in a visible form, or a combination of any of these.

2. Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act.

#### **Members**

3. The first members of the Company shall be the Subscribers to the Memorandum of Association.

4. The Board may at its discretion admit to membership any individual person living or working in the area who supports the objects of the Company and who have paid or agreed to pay the annual subscriptions for the time being in force, if any.

#### **Register of members**

5. The Company shall maintain a Register of Members in which shall be recorded the name and address of every member, and the dates on which they become a member and on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register of Members on becoming. A member shall notify the Secretary in writing within seven days of a change to their name or address.

6. Each member shall be entitled to receive a copy of the Memorandum & Articles of Association

of the Company at no charge.

## **Cessation of Membership**

7. The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
8. A member shall cease to be a member immediately that s/he:
  - a) Ceases to fulfil any of the qualifications for membership as specified by Article 4 or by the Board from time to time; or
  - b) Resigns in writing to the Secretary; or
  - c) Dies; or
  - d) Is expelled by the Board for conduct prejudicial to the Company, provided that any member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made.

## **General Meetings**

9. The Company shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. Provided the first Annual General Meeting shall be held within eighteen months of incorporation, it need not be held in the year of incorporation nor in the following year.
10. The business of an Annual General Meeting shall comprise:
  - a) the consideration of the Report and Accounts presented by the Board;
  - b) the election of Board members;
  - c) the appointment and the fixing of the remuneration of the Auditor or Auditors;
  - d) the fixing of annual subscriptions, if any;
  - e) such other business as may have been specified in the notices calling the meeting.
11. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
12. The Board may whenever they think fit convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened by ten per cent of the members of the Company, as provided by section 368 of the act.
13. Decisions at General Meetings shall be made by passing resolutions:
  - a) Decisions involving an alteration to the Memorandum or Articles of Association of the Company and other decisions so required from time to time by statute shall be made by a special Resolution. A special Resolution is one passed by majority of not less than three-fourths of votes cast at a General Meeting.
  - b) Decisions to dispense with the holding of Annual General Meetings, to dispense with the laying of accounts and reports before General Meetings, and/ or to dispense with the appointments of auditors annually shall be made by an Elective Resolution. An Elective Resolution is one passed by a unanimous vote of all those entitled

to attend and vote at a General Meeting. Any Elective Resolution passed may be revoked by a subsequent Ordinary Resolution.

- c) All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast at a General Meeting.

## **Notice**

- 14. An Annual General Meeting and any General Meeting which is to consider a special or an Elective Resolution or which is to consider a remove the Auditor or a member of the Board shall be called by a at least twenty-one clear days notice. Any other General Meeting shall be called by at least fourteen clear days notice.
- 15. Notice of every General Meeting shall be given in writing to every member of the Company and to the Auditors and to such other persons who are entitled to receive notice and shall be given personally or sent by post to each member at the address recorded in the Register of Members and other persons at their Registered Office.
- 16. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special or an Elective Resolution or a proposal to remove the Auditor or a member of the Board, such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings the nature of the business to be raised shall be specified.
- 17. Where notice is sent by post, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after the notice has been posted.
- 18. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

## **Proceedings at General Meeting**

- 19. Votes shall be limited to one vote per household, regards of the number of members within a given household. The members of the Company who are members of a given household shall decide between them who holds their vote.
- 20. The definition of household and the method of voter identification shall be determined by the Board of Directors from time to time. Only one vote may be cast by or on behalf of each household on any particular resolution.
- 21. A member shall declare an interest in, and shall not debate or vote in respect of, any matter in which s/he has a personal material or financial without the permission of a majority of the members present.
- 22. No business shall be transacted at a General Meeting unless a quorum of members is present in person or by proxy. Unless and until otherwise decided by a General Meeting, five members or one quarter of the membership, whichever is the greater, shall be a quorum.

23. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved.
24. At every General Meeting the Chairperson of the Company shall preside, but if s/he is not present within twenty minutes after the time appointed for the commencement of the meeting the members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
25. The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
26. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two members present in person or by proxy. A secret ballot may not be demanded on any question concerning the selection of a Chairperson for a meeting or on any question of adjournment. Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on show of hands been carried or lost and entry to that effect in the book containing the minutes of the proceeding of the Company shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolutions.
27. If secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, provided that each member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
28. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the questions upon which a ballot has been demanded. The demand for a secret ballot may be withdrawn.
29. In case of an equality of votes, whether on show of hands or on ballot, the Chairperson of the meeting shall have a second or casting vote.
30. Subject to the provisions of this Article, a resolution in writing signed all the members of the Company for the time being shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several documents in the same form, each signed by or for one or more members. A copy of any resolution passed in accordance with this Article shall be sent to the Company's auditors. If within seven days of receiving such copy the auditors inform the Company that the resolution concerns them and they require the question to be brought to a General Meeting of the Company duly convened. If the auditors do not so inform the Company then the resolution. Shall have effect seven days after the copy was received by the auditors, or immediately upon the auditors informing the Company that they do not require a General Meeting to be called.

31. The Company may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

### **The Board of Directors**

32. The Company shall have a Board of Directors comprising not less than five and not more than eleven persons.
33. The initial Board of the Company from incorporation until the first Annual General Meeting shall be appointed by the subscribers of the Memorandum of Association.
34. At the first and every Annual General Meeting, all officers and one-third of the elected members of the Board of Management, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. The members to retire shall be those longest in office since their last election. Regarding members of the Board who have been in office for the same length of time, the members to retire shall be selected by lot. A retiring Board member shall be eligible for re-election. Co-opted members of the Board shall retire at the Annual General Meeting following their appointment but shall be eligible for further co-option. No Board member shall hold office for more than three consecutive years.
35. The Board may at any time co-opt any member of the Company to fill a casual vacancy in the Board or as an additional member provided that the maximum size of the Board specified in these Articles is not exceeded.
36. Under no circumstances shall any employee of the Company or any person aged less than eighteen years be a member of the Board.
37. A Board member shall, subject to Article 41 below, hold office until the end of the next Annual General Meeting following her/his election. On expiration of the period of office for which s/he does so vote her/his vote shall not be counted.
38. A Board member shall, declare an interest in and shall not speak or vote in respect of any matter in which s/he has a personal material or financial interest or any connected matter and if s/he does so vote her/his vote shall not be counted.
39. Board members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Board or General Meetings of the Company or in connection with the business of the Company.
40. Any Board member, being a solicitor or other person engaged in any profession, shall be entitled to charge and be paid all usual professional or other charges for work done on behalf of the Company by her/him or her/his firm when so instructed by the Board; provided that nothing shall authorise a Board member or his/her firm to act as Auditor to the Company.
41. The office of the Board member shall be immediately vacated if s/he:
  - a) resigns her/his office in writing to the Company; or
  - b) ceases to be a member of the Company; or
  - c) in the opinion of a majority of the Board, fails to declare her/his interest in any contract as referred to in Article 38; or

- d) is absent from three successive meetings of the Board without special leave of absence from the Board and they pass a resolution that s/he has by reason of such absence vacated office, provided that any member to be so expelled shall be first given the opportunity to make representation to the Board; or
- e) becomes bankrupt or, in the opinion of the Board, incapable on medical or psychological grounds of carrying out the duties of a Board member or is otherwise prevented by law from continuing as a company director; or
- f) is removed from office by Ordinary Resolution of the Company in General Meeting in accordance with section 303 of the Act.

### **Powers and duties of the Board**

- 42. The business of the Company shall be managed by the Board may pay all expenses of the formation of the Company as they think fit may exercise all such powers of the Company as may be exercised and done by the Company and as not by statute or by these Articles required to be exercised or done by the Company in General Meeting. No regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid had that regulation not been made.
- 43. All cheques, promissory notes, draft, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Board shall from time to time by resolution determine, provided that all instruments of expenditure above a certain limit specified from time to time by the Board must be signed by at least two Board members.
- 44. Without prior prejudice to its general powers, the Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, subject to such consents as may be required by law.

### **Proceedings of the Board**

- 45. Members of the Board shall elect from amongst their own number a Chairperson and Treasurer and such other honorary officers as they may from time to time decide. Any officer so appointed may be removed or replaced at any time by a meeting of the Board provided that the question of the officer's removal or replacement is specified in the notices calling the meeting.
- 46. Members of the Board may meet together for the despatch of the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
- 47. The Chairperson may and the Secretary on the requisition of at least two Board members shall summon a meeting of the Board by giving reasonable notice to all its members. It shall not be necessary to give notice of a meeting of the Board to any of its members for the time being absent from the United Kingdom.
- 48. The quorum necessary for the transaction of the business of the Board shall be three members.

49. The Board may act regardless of any vacancy in their body but, if and so long as their number is less than the minimum prescribed in these Articles, the Board may act for the purposes of increasing the number of Board members to that number, or of summoning a General Meeting of the Company, but for no other purpose.
50. At every Board meeting the Chairperson of the Company shall preside, but if s/he is not present within twenty minutes after the time appointed for the commencement of the meeting the Board members present shall choose one of their number to be Chairperson of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
51. The Board shall cause accurate record to be made, in books provided for that purpose, of:
  - a) the name, details and date of appointment of all persons appointed to office;
  - b) the names of the Board members, officers, members and other persons present at all General, Board and Sub-Committee meetings of the Company;
  - c) minutes of all proceedings and resolutions at all General, Board and Sub-Committee meetings of the Company;
  - d) all applications of the Seal to any document.
52. All such records and minutes shall be open to inspection during normal working hours by any member of the Board and any person authorised by the Company in General Meeting.
53. The Board may delegate any of their powers to Sub-committees consisting of such members of their body and/or the Company as they think fit. Any Sub-Committee so formed shall be made up in such a way that members of the Board shall be in the majority, and shall in the exercise of the powers so delegated conform to any regulation imposed on it by the Board which regulations shall always include provision for regular and prompt reports to the Board.
54. All acts done by any meeting of the Board or by any person acting as a member of the Board shall even if it be afterwards discovered that there was some defect in the appointment of any Board members or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be Board member.
55. A resolution in writing, signed by all Board members who for the time being are entitled to vote, shall be valid and effective as it had been passed at a meeting of the Board, and may consist of several documents in the same form, each signed by one or more Board members.
56. The Board may as its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

## **Secretary**

57. The Board shall appoint a secretary of the company for such term at such remuneration and upon such conditions as they think fit; and any Secretary so appointed may be removed by them. No remuneration may be paid to a Secretary who is also a member of the Board.
58. A provision of the Act or these Articles requiring a thing to be done by or to a Board member and the secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

## **The Seal**

59. If the Company has a Seal, it shall only be used by the authority of the Board and every instrument to which the Seal shall be applied shall be signed by a Board member and shall be countersigned by the secretary or by a second Board members. Every such application of the Seal shall be minuted.

## **Accounts**

60. The Board shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:
- a) all sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;
  - b) all sales and purchases of goods by the Company;
  - c) the assets and liabilities of the Company.

Proper accounts shall be deemed to kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.

61. The accounts shall be kept at the Registered Office of the Company or, subject to section 222 of the act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of all members and officers and by other persons authorised by the Company in General Meeting.
62. The Board shall from time to time, in accordance with sections 227 and 241 of the Act, cause to be prepared and to be laid before the Company in General Meetings such income and expenditure accounts, balance sheets, and reports referred to in those sections.
63. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together with a copy of the Auditor's report and Board's report shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of section 240(4) of the Act, be sent to every member of and every holder of debentures of the Company; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures. The Auditor's report shall be open to inspection and shall be read before the meeting.

## **Audit**

64. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure accounts and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
65. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.

## **Application of Surplus**

65. Clause 6 of the Memorandum of Association relating to the not-for-profit nature of the Company shall have effect as if its provisions were repeated in these Articles. Any surplus of the Company shall be applied as follows, in such proportion and such manner as may be decided by a General Meetings:
- a) to creating a general reserve for the continuation and development of the Company;
  - b) to make payments for charitable purposes in furtherance of the objects of the Company.

### **Indemnity**

66. Subject to the provisions of section 310 of the Act, in the execution of the objects of the Company no member of the Board or the Secretary, Auditor or other officer of the Company shall be liable for any loss to the property of the Company arising by reason of any improper investment made in good faith (so long as s/he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by them in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was strictly not necessary, or by reason of any mistake or omission made in good faith by any of the above persons or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the person(s) in question.

### **Dissolution**

67. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the company shall have effect as if its provisions were repeated in these Articles.

# **Appendix C – Conflict of Interest Policy & Register of Interests**

## Conflict of Interest Policy

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The term 'Director' will be used throughout as this policy is for charities that are also companies limited by guarantee even though the organisation may refer to the directors as management committee members or trustees etc.

### Why we have a Policy

All staff, volunteers, and Directors of North Smethwick Development Trust will strive to avoid any conflict of interest between the interests of the Organisation on the one hand, and personal, professional, and business interests on the other. This includes avoiding actual conflicts of interest as well as the perception of conflicts of interest.

The purposes of this policy is to protect the integrity of the Organisation's decision-making process, to enable stakeholders to have confidence in the organisation's integrity, and to protect the integrity and reputation of volunteers, staff and Directors. Further guidance can be found within the Charity Commissions [Conflicts of interest: a guide for charity trustees \(CC29\)](#).

Examples of conflicts of interest include:

- 1 A Director who is also a user may be faced with a decision in a committee meeting regarding whether fees for users should be increased.
- 2 A Director who is related\*\* 1 to a member of staff and there is decision to be taken on staff pay and/or conditions at a committee meeting.
- 3 A Director who is also on the committee of another organisation that is competing for the same funding.
- 4 A Director who has shares in a business that may be awarded a contract to do work or provide services for the organisation or is a director, partner or employee or related to someone who is\*\*.

Directors/Trustees **must** follow the 3 step approach:

- identify a conflict of interest
- deal with a conflict of interest
- record a conflict of interest

### The Declaration of Interests

Upon appointment each Director will make a full, written disclosure of interests, such as relationships, and posts held, that could potentially result in a conflict of interest. This written disclosure will be kept on file and will be updated annually or as appropriate. (see appendix A).

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<sup>1 \*\*</sup> A relative may be a child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Director or any person living with the Director as his or her partner'

In the course of meetings or activities, Directors will disclose any interests in a transaction or decision where there may be a conflict between the organisations' best interests and the Director's best interests or a conflict between the best interests of two organisations that the Director is involved with. If in doubt the potential conflict must be declared anyway and clarification sought.

The following are types of interest that must should be declared. This list is not exhaustive:

- Any personal/family relationships with Trustees, paid staff and volunteers or possible recruitment of any personal or family member.
- Any gifts or hospitality received greater than £50
- Any persons renting property, or has any financial interest with the charity (Asset(s), Loan or lending money to the charity)
- Any relationships with other groups that will affect your position – if you are a member of another organisation this needs to be declared as there may be a conflict. Particularly if both organisations work in the same geographical area or have the same client / user groups.
- You are an Elected Member, Employee or Board Member of an organisation that North Smethwick Development Trust may approach for funding or who is currently providing funding for North Smethwick Development Trust
- Any persons learn of an opportunity which the charity may or may not wish to exploit but which he / she wishes to take advantage of themselves or on behalf of another group.

## **Data Protection**

The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act 2003. Data will be processed only to ensure that individuals act in the best interests of North Smethwick Development Trust. The information provided will not be used for any other purpose.

## **What to do if you face a Conflict of Interest**

In the case of a conflict of interests arising for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the memorandum or the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

1. The Charity Commission's permission is sought before a benefit for a trustee may be authorised that isn't otherwise authorised in the Memorandum of Articles or already authorised in writing from the Commission.
2. the Director who has declared the conflict of interest withdraws from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
3. the Director who has the conflict of interest does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting;
4. the other Directors who have no conflict of interest in this matter consider it is in the interests of the charity to authorise the conflict of interest in the circumstances applying.
5. Any such disclosure and the subsequent actions taken will be noted in the minutes.

For all other potential conflicts of interest, the advice of the Charity Commission will be sought and the advice recorded in the minutes. All steps taken to follow the advice will be recorded.

At the beginning of all meetings you should declare immediately if there is an item on the agenda where they may be a conflict of interest.

This policy is meant to supplement good judgment, and staff, volunteers and Directors should respect its spirit as well as its wording.

## **Disclosure in Accounts**

Any income or benefits a Trustee receives from North Smethwick Development Trust in the course of an accounting year must be disclosed.

Where a member of North Smethwick Development Trust staff is connected to a party involved in the supply of a service or product to the charity, this information will also be fully disclosed in the annual report and accounts.

## **Decisions taken where a Trustee or Member of Staff has an Interest**

In the event of the board having to decide upon a question in which a Trustee or member of staff has an interest, all decisions will be made by vote, in line with the organisations constitution, excluding the party in question. All decisions, including the declared conflict and the outcome should be reported in the minutes of the Board Meeting.



## DECLARATION OF INTEREST FORM

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Name of Trustee/Staff Member.....

I confirm that:

- I have received and read a copy of the conflicts of interest policy;
- I understand and agree to comply with its requirements;
- I understand that North Smethwick Development Trust is a registered charity and company limited by guarantee acting for public benefit, and in order to maintain its US federal tax exemption, it must engage primarily in activities which accomplish one or more of its purposes as identified within the memorandum of articles of association.

<b>Category</b>	<b><i>Please give details of the interest and whether it applies to you or where appropriate a connected person.</i></b>
Current position and any previous positions (paid or voluntary) in which the above-named individual continues to have a financial interest	
Appointments (voluntary or otherwise) e.g.: Trusteeships, directorships, local authority, membership, elected members, tribunals etc	
Membership of any professional bodies, special interest groups or mutual support organisations	
Investment in companies, partnerships and other forms of business major shareholdings, beneficial interest where these are felt to constitute a potential conflict of interests.	
Any personal relationship with any persons employed by North Smethwick Development Trust	

Any contractual relationship with North Smethwick Development Trust	
Ownership of any property that could create a conflict of interest	
Gifts or hospitality offered by external bodies and whether this was declined or accepted in the last twelve months greater than the value of £50	
Any other conflicts that are not covered above where there could be perceived to be a conflict of interest	
Any other people, organisations, companies or institutions with whom you are connected whom you have not already referred to on this form	

To the best of my knowledge, the above information is complete & correct. I undertake to update on an annual basis. I give my consent for it to be used for the purposes described in the conflicts of interest policy and for no other purpose.

Name:.....

Signed: .....

Position: .....

Date .....



# Appendix D – Trustee Application Form



## TRUSTEE APPLICATION FORM

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### Personal Details

Title:

First name(s):

Surname:

Address (for correspondence):

Postcode

Tel:

Mobile:

Email:

### Interest and Motivation

Please explain why you would like to become a Trustee

## **Skills**

What relevant skills and expertise would you bring to the Board?

## **Experience**

Please list below, details of recent relevant experience including employment, voluntary work, community activities, etc. (You may wish to attach a separate CV to the application form).

## **Links**

Do you have any personal or professional links with the organisation? If so please specify.

## References

Please supply us with the names and contact details of two referees that we may contact.

Name:

Address:

Postcode:

Tel: (daytime)

Email:

Name:

Address:

Postcode:

Tel: (daytime)

Email:

## Trustee

## Declaration

I declare that:

- I am over age 18.
- I am not an undischarged bankrupt.
- I have not entered into a composition or arrangement with creditors which includes an individual voluntary arrangement (IVA), and am not currently on the Insolvency Service Register.
- I have not previously been removed from trusteeship of a charity by a Court or the Charity Commission.
- I am not under a disqualification order under the Company Directors' Disqualification Act 1986.
- I have not been convicted of an offence involving deception or dishonesty (unless the conviction is spent).
- I am, in the light of the above, not disqualified by the Charities Act 2011 (sections 178 to 180) from acting as a charity trustee.

I declare that the information I have given in support of my application is, to the best of my knowledge and belief, true and complete. I understand that if it is subsequently discovered that any statement is false or misleading, or that I have withheld relevant information my application may be disqualified or, if I have already been appointed that appointment may be revoked.

Signed \_\_\_\_\_

Date \_\_\_\_\_

**Thank you for completing this application form and for your interest in becoming a Trustee.**

This form should be marked 'Confidential' and returned to  
Jennifer Harrison - CEO & Company Secretary, North Smethwick Development Trust  
Brasshouse Community Centre, Brasshouse Lane, Smethwick, B66 1BA

***Please note that all data will be held in the strictest confidence and in compliance with the Data Protection Act of 1998 and will only be used for the purpose of selection of trustees.***

North Smethwick Development Trust  
Brasshouse Community Centre  
Brasshouse Lane  
Smethwick  
B66 1BA

0121 555 5672  
[info@nsdt.org.uk](mailto:info@nsdt.org.uk)  
[www.nsdtd.org.uk](http://www.nsdtd.org.uk)

Registered Charity Number: 1035308  
A company limited by guarantee Number: 02736636