

GROUNDWORK TRUST – NOMINATION OF MEMBER REPRESENTATIVE

1 SUMMARY

- 1.1 This report seeks the nomination of a Member to become a Board Director/Trustee of the Groundwork Trust for South Essex.

2 BACKGROUND

- 2.1 The Council agreed to support the creation of a Groundwork Trust for South Essex by contributing £10,000 per annum, index linked for a period of six years in cash or kind (Minute 222/05 of this Committee refers).
- 2.2 A proposal to form a new Groundwork Trust has now been finalised and has been issued to Groundwork UK for comment. If the proposal is supported, it will be submitted to the Office of the Deputy Prime Minister and a bid for funding made.
- 2.3 The Council is now invited to become a founding member of the Trust and as such it is invited to nominate a Member to become a Board Director/Trustee.
- 2.4 It is intended to set up a shadow board in January 2006 and Groundwork UK are seeking nominations by 13 December. The objective is for the Trust to “go live” by 1 April 2006.
- 2.5 The Groundwork Trust will be a company limited by guarantee. This means that each partner’s liability will be limited to £1. Such a company has no share capital and is a not-for-profit organisation.

3 FOUNDER MEMBER

- 3.1 By becoming a founder member the Council has the right to vote at Annual General Meetings and Extraordinary General Meetings which can change the Memorandum of Articles of the Association.
- 3.2 By agreeing to become a founder member, the Council has the right to nominate a representative to serve on the Board of Directors and become a Trustee.

4 BOARD MEMBER/TRUSTEE

- 4.1 A person nominated to become a Board Member/Trustee would normally serve for a period of three years. The nominating body is, however, able to change their nomination at any time.

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4.2 A Member taking on the role of Board Member/Trustee will be accepting personal responsibilities for the governance of the company. Training will be given by Groundwork and the eventual Chief Executive of the new Trust.

4.3 A copy of the job description of the Board Member/Trustee is attached as Appendix 1 of this report.

5 COUNCIL PROCEDURE

5.1 The decision with regard to becoming a founder member may be resolved by this Committee.

5.2 With regard to wishing to have a Board Member/Trustee, this must form a recommendation to Full Council. Unlike the normal case of representatives to outside bodies, in this instance, because the representative becomes a Board Member/Trustee of the Trust, a substitute is not possible.

5.3 In accordance with Council policy in respect of representatives to outside bodies, a report back twice a year via the Members' Bulletin would be required.

6 RECOMMENDATION

6.1 It is proposed that the Committee **RESOLVES**

- (1) Whether or not it wishes founder member status
- (2) If it is agreed to become a founder member, whether or not to recommend to Full Council the nomination of a representative to be a Board Member/Trustee.

Roger Crofts

Corporate Director (Finance & External Services)

Background Papers:-

Letter from Regional Director of Groundwork dated 10 November 2005

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GROUNDWORK SOUTH ESSEX

JOB DESCRIPTION: TRUSTEES

ROLE OF TRUSTEES:

Members of the Trust Board are charity trustees and company directors. They are responsible for the overall governance of the Trust. They must ensure that it operates in a manner which enables it to fulfil the objectives set out in the Memorandum and Articles of Association; that due attention is paid to charitable and company law; that it bears in mind the strategies and aspirations of Company members and stakeholders and that it upholds the reputation of Groundwork.

Trustees must act at all times in the best interests of the Trust as a whole. Trustees must work together and are not allowed to pursue personal interests at the expense of the interests of the Trust as a whole. Trustees should declare any conflict of interest.

MAIN RESPONSIBILITIES:

1. Understanding Groundwork's aims and objectives as set out in its Memorandum and Articles of Association and that it is operated in accordance with them.
2. Ensuring that Groundwork operates within the law, particularly with regard to the Charities and Companies Acts.
3. Attending and contributing to meetings of the Board and Committees as relevant. Attending Groundwork events.
4. Maintaining a governance perspective by ensuring that the Board:

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- establishes the Trust's strategic direction and goals;
 - understands and acts upon financial and other monitoring information presented to it, questioning such information when appropriate;
 - defines the boundaries of management authority;
 - contributes to the development of the Trust's strategy and business plans;
 - delegates the implementation of its decisions to the Executive Director;
 - monitors key performance indicators on a regular basis and holds the Executive Director accountable for outcomes; and
 - reviews the Executive Director's performance and development annually.
5. Representing the Board's agreed position when speaking publicly on behalf of the Trust.
6. Reviewing the Board's performance annually.
7. Helping to identify, recruit and induct new Board Members, the Chairman and the Executive Director.
8. Supporting the Executive Director and other staff in carrying out their work when requested to do so.

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TRUSTEE PERSON SPECIFICATION:

Trustees shall be selected without regard to sex, race, colour, nationality, ethnic or national origins, marital status, gender orientation and religious beliefs in accordance with Groundwork's Equal Opportunities policy. They should, collectively, have a balanced range of skills, experience and judgement. They should have some organisational and management experience, or bring particular insights and perspectives which will be valuable to the Trust, such as specialist environmental experience, business experience etc. They must have a commitment to Groundwork's mission and purpose.

TIME REQUIREMENTS

Board Meetings: There will usually be 4 meetings per year. Board members are expected to attend the AGM and other events.

ADVOCACY:

Trustees are expected to assist the Board and the Executive Director in advancing the objectives of Groundwork and in fundraising by meeting and communicating with potential supporters where no conflict of interest is involved.

CONTACT WITH STAFF:

Trustees will have contact with the Trust's staff. Trustees will be given the opportunity to get to know particular areas of the staffs work and to act as champions for it on the Board. Their role is to support and motivate the staff and provide advice and guidance when requested rather than to give instruction.

GOVERNANCE TRAINING:

This is provided from time to time and trustees are expected to participate. The Executive Director will also provide induction training and trustees should also help newcomers to the Board in this respect.

CONFLICTS OF INTEREST:

To minimise the risks of conflict of interests trustees are asked to complete a form covering main areas of potential conflict of interest. In the event of any trustee becoming aware of a potential or perceived conflict of interest they should notify the Board of this; the Board will decide how best the matter may be dealt with by excluding the individual from, for example,

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decision making, discussion and/or withholding privileged communications.

UNDERTAKING:

I have read the Job Description and undertake that I will discharge my legal, financial and governance responsibilities to the best of my ability. I also undertake to review these particulars once a year and to consider whether I am willing to continue as a Director and Trustee, bearing in mind the responsibilities this entails.

Signature.....

Date.....