

# Working Party Report On the Setting up of a Trustee Body December 2014

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## **Clauses covering a trustee body recommended by Working Party for inclusion in a revised constitution.**

### Governance & Management

The trustees are legally responsible for the activities of The U3A.

The trustees' primary role is to carry out the requirements of charity law.

Subject to the trustees, the executive shall have the management of The U3A.

### Executive/ Trustee Links

Each Trustee shall be given:

A copy of the Constitution, the Trustees' Code of Conduct, the management structure and the contact details of all committee members;

Copies of Minutes (draft and approved) of Executive and other Committee meetings;

Copies of all relevant Financial Statements;

Each Trustee shall have a right to attend all executive meetings with a right to speak but not to vote. This shall not prejudice the voting rights of those trustees who are also members of the Executive Committee.

### Appointment of Trustees

The board of trustees shall consist of seven members.

Three of these members shall be the chairman, the secretary and the treasurer of the executive committee.

The secretary of the executive committee shall also be the secretary of the Board of Trustees.

Four trustees, who are not members of the executive committee, shall be elected by the membership at a general meeting to serve a four year term.

Trustees who have been elected to serve a four year term shall not be eligible for re-election ~~subsequently~~ *for the next two years after the end of their present term of office.*

The chairman of the board of trustees shall be elected by the trustees from the elected trustees.

After leaving the executive committee, a member shall not be eligible for election as a trustee for the next two years.

There shall be no co-options to the board of trustees.

Should more than one vacancy arise, there shall be a Special General Meeting to return the board of trustees to its full complement.

The business of the trustees shall not be invalidated by any vacancy among their number or any failure to appoint or any defect in the appointment or election of a member.

#### Cessation of Office

A Trustee shall cease to hold office if he or she:

is disqualified from acting as a trustee by virtue of charity law;

becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

is absent without the permission of the trustees from three consecutive meetings and the trustees resolve that his/ her office be vacated;

is removed by resolution of the trustees for significant misconduct under the Trustees' Code of Conduct. Such a resolution may be passed only after the completion of the disciplinary procedure set out in that Code;

notifies in writing to the trustees a wish to resign (but only if six members of the trustees will remain in office when the notice of resignation is to take effect, which shall be at least 21 days from the receipt of the notification);

ceases to be a member of The U3A;

becomes an officer or non-officer member of the Executive Committee of any other U3A.

#### Conduct of Meetings

The trustees shall meet at least twice in each calendar year.

Trustees shall form a quorum when at least one half is present.

Each meeting shall be chaired by the chairman of the board of trustees.

In his/ her absence, meetings shall be chaired by a board member appointed by those members present.

#### Content of Meetings

Key items of business will include:

Review and approval of annual accounts of The U3A prior to their submission to the membership;

Consideration of reports from the executive committee including strategic planning of The U3A's development, progress, direction and succession for all key posts.

Consideration of issues submitted by executive committee to trustees.

Consideration of issues submitted by members to trustees.

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#### Implementation Provisions

In order to stagger the retirement of trustees, following the first election of trustees under the above provisions, the trustees shall arrange that:

One of the trustees so elected shall retire at the end of a one year term and be eligible for re-election for a four year term;

A second trustee shall retire at the end of a two year term and be eligible for re-election for a four year term;

A third trustee shall retire at the end of a three year term and be eligible for re-election for a four year term.