

Committee Procedures

This guidance is designed to help committees of small voluntary and community groups understand their basic responsibilities. It describes procedures which can help committees to prevent problems occurring.

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This guidance note outlines the responsibilities of committee members as well as the roles of officer-bearers.

This advice note will help your committee to adhere to Principles 1 and 2 of the Code of Good Governance: Leadership and responsibilities, legal requirements and obligations.

Why have a committee?

A committee is a mechanism for bringing people together to consider issues and make decisions. The committee is responsible for governing the organisation in line with its governing document (eg constitution). A committee may simply be called ‘the committee’ or it may have another title as laid down in the governing document, such as:

- The Trustees
- Board of Trustees
- Executive Council
- Executive Committee
- Management Committee
- Central Committee
- Board of Directors

The governing document

The governing document is the source document from which the committee’s powers are derived. Depending on legal structure, it may be either a constitution, trust deed, memorandum and articles of association, rules or other document. The governing document of an organisation usually states:

- The objects of the organisation – that is, what it is established for (also called aims or purposes)
- Who is eligible to apply to become a member of the organisation
- The rights of the members of the organisation
- How the committee is constituted

- How and when general meetings of the whole membership are called, and what business is to be conducted at annual general meetings
- How the finances are to be controlled
- How the governing document can be altered
- How the organisation may be dissolved.

A governing document normally recognises that:

- It is not practical for all the members of a group to run it (except perhaps in a very small group)
- The members' powers are, therefore, delegated to a committee made up of some members, and the committee acts in the name of (on behalf of) all the members
- Some powers are not delegated to a committee, but are held onto by the whole membership, eg election of a committee, altering the constitution, deciding to dissolve the organisation
- The committee is answerable to the members meeting together at an annual general meeting or a special general meeting.

Responsibilities (and rights) of committee members

As a member of a committee:

(1) You are expected to:

- Attend regularly - send an apology if you can't
- Find out if the committee has rules/ regulations - are these written down?
- Participate in decisions - don't be shy
- Carry out any tasks you agree to take on - say beforehand if you are unable or unwilling
- Offer to lead if you have special skills
- Be loyal to the committee – respect confidentiality.

(2) Understand your legal responsibilities:

- Comply with all relevant legislation (charity, company, employment, children and vulnerable adults, health and safety regulations).
- Obtain adequate insurance
- Make it your business to monitor finances (if insolvency results, you may be personally liable)
- Remember you are accountable to the membership as a whole.

(3) You have rights to match your responsibilities:

- The right to correct information
- The right to be heard
- The right to be consulted
- The right to respect and loyalty from colleagues.

Roles of honorary officers (and paid staff)

(1) Honorary Officers

Honorary Officers (or office-bearers) are committee members with a specific role, acting in a voluntary capacity and distinct from the employees of the organisation. The key officers of a committee are:

- Chairperson (alternatively called the Chair)
- Honorary Secretary (or just the Secretary)
- Honorary Treasurer (or just the Treasurer)

These office-bearers may have deputies eg Assistant Treasurer or Vice Chair. A committee can have other office-bearers, such as Minutes Secretary, Press and Public Relations Officer, etc.

(2) Election of Officers

The governing document should state either that the office-bearers are elected at the annual general meeting by the members present or at the first committee meeting after the AGM by the elected committee.

(3) The role of the Chairperson

- To ensure that the agenda and minutes are prepared
- To ensure that the agenda is followed
- To ensure everyone has a chance to speak
- To keep speakers to the point
- To promote fairness and to resist the opportunity to put own opinion first
- To sum up discussion prior to decision
- To strive for consensus - use own and casting vote sparingly
- To ensure tasks allocated are carried out
- To speak for organisation publicly, unless otherwise agreed.

(4) The role of the Secretary

- To prepare agenda and minutes (in consultation with the Chairperson)
- To record decisions of meeting clearly and briefly
- To ensure that the committee is acting in line with its governing document
- To ensure Chairperson is fully briefed
- To handle and file all correspondence
- To prepare annual report for committee approval and then submission to the annual general meeting.

(5) The role of the Treasurer

- To record all income and expenses
- To give or obtain receipts when practicable for all income and expenses
- To lodge all monies, except for a small float, in the bank

- To report state of finances at all meetings, and to invite questions
- To ensure the organisation's annual accounts are audited or examined by an independent person
- To prepare the annual statement of accounts for approval by the committee first and then for submission to the annual general meeting.

For organisations that have staff, the first three points above may be carried out by staff.

(6) The role of paid staff at committee meetings

Employees of a charity may not usually be members of the committee. It is usual for senior staff to attend committee meetings and contribute in an advisory capacity (ie without the power to vote).

When employees participate in committee meetings, it should be clear that they attend and take part not as of right, but at the discretion of the committee. There may be meetings, or parts of meetings, which they will be asked to leave (eg where staff terms and conditions or pay are under discussion) because their personal interests may conflict with their advisory role.

It is good practice in an organisation with a number of staff, for a staff representative to be invited to attend committee meetings regularly as an observer. This could be a union representative or a representative elected by and from among the staff. Again, there should be a policy for situations where a conflict of interest arises, eg conditions of employment affecting staff.

Planning a meeting

An agreed and understood procedure for meetings should contribute to their efficiency and effectiveness. In addition to the agenda, committees may draw up a set of standing orders in line with what is written in the governing document to outline in more depth procedures at meetings. When they are drawn up, they should not be changed from meeting to meeting.

In general, meetings will be more efficient and effective when members:

- Study the minutes of the last meeting and the agenda for the forthcoming meeting before, and not at, the meeting
- Arrive in good time for the meeting
- Don't discuss business at the meeting except through the Chairperson
- Follow the guidance and abide by the rulings of the Chairperson.

The agenda

The agenda of a meeting is the list of items which have to be discussed at the meeting. A typical agenda may include

1. Apologies
2. Conflicts of interest

3. Minutes of last meeting (a written record of decisions taken which requires members to agree its accuracy)
4. Matters arising from the minutes (if not otherwise on the agenda)
5. Reports from Secretary, Treasurer, staff, sub-committees, etc.
6. Items of main business, eg fundraising events, recruitment
7. Any other business
8. Date, time and venue of next meeting