

ROLE OF BDA TRUSTEE

1.0 Governance of BDA as a Charity

The British Deaf Association (the Association) is a Registered Charity, number 1031687. The Charities Act 2006 defines charity trustees as the people responsible under the charity's governing document for controlling the administration and management of the charity, regardless of what they are called.

For the Association the governing document is the Memorandum and Articles of Association and the charity trustees are known as the Board of Trustees. The Association is also a Company Limited by Guarantee, registered in England number 2881497. The members of the Board of Trustees are also Directors of the Company.

2.0 BDA's Governing principles

The Articles of Association define BDA's agreed purpose and provide authority to the Trustees to exercise the necessary powers to meet that purpose, whilst ensuring that they do so with transparent accountability to members and other interested parties.

The Articles were revised and adopted by Special resolution in April 2022. The Trustees must be clear that their actions and decisions are at all times consistent with the powers granted by the Articles. The Articles are designed to be permissive, giving Trustees freedom to operate in a changing environment, provided that decisions and actions are explained and adequately recorded.

Trustees should familiarise themselves with the Articles, but relevant sections are summarised here for clarity.

2.1 The purpose of BDA

The objects of the Association are to relieve Deaf people and to advance their education and training (Article 4b).

The Association may exercise the following powers to achieve these objects (as defined in the relevant Article):

- 6a) to foster the recognition and acceptance of Sign Language as used by Deaf people;
- 6b) to assist those responsible for the education of Deaf children by making available to them the experience of Deaf people gained in adult life;
- 6c) to create and provide opportunities to learn from and improve the life experience of the Deaf Community;
- 6d) to influence policy and practice to be Deaf aware whenever and wherever relevant and possible;
- 6e) to build appropriate relationships;
- 6f) to manage the resources of the Association efficiently and effectively to further its objects;
- 6g) to do anything else within the law which promotes or helps to promote the Objects;

2.2 Trustee Powers

The Trustees are directors of the Association and are responsible for controlling the Association and managing the business of delivering its objects, for which purpose they may exercise all the powers of the Association (Article 7a)

The Trustees have the following powers in the administration of the Association in their capacity as trustees (Article 8):

- 8a) to make appointments;
- 8b) to develop the effectiveness of the Board;
- 8c) to delegate any of their functions to committees or working groups;
- 8d) to establish policies, procedures and standing orders;
- 8e) to govern the administration of the Association, with full transparency and accountability;
- 8f) to make any additional rules or introduce any procedures which they think fit.

3.0 Trustee Roles and Responsibilities

3.1 Overall responsibility

Trustees hold their responsibility both individually, and collectively as a member of the Board of Trustees, and all decision made collectively by the Board are binding on individual Trustees.

Trustees must hold the British Deaf Association (BDA) “in trust” for current and future beneficiaries by:

- ensuring that the BDA has a clear vision, mission and strategic direction to meet the purpose defined by its Objects, and is focused on achieving these;
- providing a clear mandate empowering the executive to deliver the agreed mission;
- to assure the performance of the BDA and to be accountable for achieving its purpose and for its corporate behaviours;
- ensuring that the BDA complies with all legal and regulatory requirements;
- being guardians of the BDA’s assets, both tangible and intangible, taking all due care over their security, deployment and proper application;
- ensuring that the BDA’s governance is of the highest possible standard, including regular review and reporting of policies in safeguarding, equalities and other priorities.

3.2 Main duties

3.2.1 Purpose

The Board of trustees must ensure that the BDA has a clear vision, mission and strategic direction to meet the purpose defined by its Objects, and is focused on achieving these.

Work in partnership with the CEO and other senior staff to ensure that the purpose of BDA is clearly agreed and understood by:

- preparing, documenting and reviewing a clear vision, mission and strategic plan agreed by the Board of Trustees;
- ensuring there is clear and regular communication with staff and members, explaining the vision, mission and strategic plan and its intended impact in support of the Objects;

- ensuring that the business, annual and other plans support the vision, mission and strategic priorities.

Regularly dedicate Board time to horizon scanning and reviewing external environmental factors which may have implications for its short- and long-term direction, by:

- ensuring that the Board of Trustees has, through the personal experience of its members, a good understanding and close links with the Deaf community.
- ensuring there are effective mechanisms to listen to views of current and potential members in order to review the external environment for changes that might affect the BDA;
- monitoring and developing relationships with other organisations with similar aims to support the needs of Deaf people;
- re-assessing the need for and purpose of the BDA and for the activities it provides or could provide, and to review regularly its strategic plans and priorities.

3.2.2 Setting a clear mandate

The Board of Trustees is responsible for providing a clear mandate to the executive, delegating power and authority to deliver the business plan.

It is not the role of the Trustees to be drawn into operational delivery, or to manage achievement of the business plan, and the mandate empowers the executive to deliver the agreed mission and defines how accountability will be managed.

The Trustees are responsible for the mandate that delegates authority to the executive to achieve the agreed goals:

- agreeing the business plan and annual targets by which the vision and mission will be achieved;
- committing the resources identified in the business plan and delegating authority to the executive to determine and manage how those resources are deployed;
- ensuring that there are clear procedures in place to review and amend the mandate should unforeseen circumstances necessitate
- specifying how the executive should report progress to the Board for performance against the mandate, including processes for escalation, issue resolution, risk management, complaint management, where it is appropriate for the Trustees to be informed, or where active engagement of Trustees is required.

3.2.3 Performance accountability

The Trustees must assure the performance of the BDA and to be accountable for achieving its purpose and for its corporate behaviours.

Through the mandate, the Board of Trustees has empowered the executive to deliver the business plan, and has also defined the basis on which the executive will be held to account for performance against the business plan.

One frequent weakness in governance arises when boards seek to manage performance of the business plan. The CEO is responsible for operational performance. The Trustee role is to gain assurance through oversight that the executive has effective performance management processes in place and is able to account for that performance.

Trustees must be assured that effective performance management is in place and the agreed business plan is being delivered according to the terms set out in the mandate, by:

- providing oversight and scrutiny of the performance management processes which the executive has put in place;
- ensuring that the intentions of the mandate are understood and being met;
- regularly receiving and scrutinising progress reports, including review of complaints, issues and risks as appropriate;
- providing timely response to any escalations, issues and changes which lie beyond the agreed delegated authority levels, or sphere of influence of the executive.
- holding the CEO to account for the management and administration of the BDA;

Trustees must be accountable for achieving BDA's agreed objectives and purpose, by:

- providing assurance that effective management controls are in place, and that BDA resources are being used effectively to achieve agreed outcomes;
- publishing regular updates to members and other interested parties demonstrating the impact BDA is having in support of Deaf people;
- ensuring that there are mechanisms for members, employees and other stakeholders to bring to the attention of the Board of Trustees any activity that threatens the probity of the BDA.

Trustees must be accountable for maintaining exemplary corporate behaviour, by:

- ensuring that the CEO receives regular, constructive feedback on their performance in managing the BDA and in meeting their annual and longer-term targets and objectives;
- being assured that BDA has systems in place to ensure that all staff and other relationships are treated equally and that diversity is welcomed;
- being assured that there are effective mechanisms in place to support staff to maximise their potential, including through regular performance reviews and appraisals;
- articulating and exemplifying the values of the BDA;
- agreeing Board of Trustee policies relating to key areas of the BDA's business.

3.2.4 Compliance

Trustees must ensure that the BDA complies with all legal and regulatory requirements.

As directors of BDA, Trustees are responsible for compliance with all statutory requirements, including those of the Companies Act and those required by the Charity Commission, by:

- being personally assured, with the assistance of the CEO and appropriate professional advisors, that BDA complies with all legal, regulatory and statutory requirements;
- maintaining familiarity and complying with the rules and constitution that govern the BDA,
- undertaking regular review of the constitution;
- ensure that the Board of Trustees' delegated authority is recorded in writing by means of minutes, terms of reference for Board of Trustees committees or special interest groups, role descriptions for honorary officers, trustees and key staff, etc. and

that clear reporting procedures back to the Board of Trustees are recorded in writing and complied with.

- ensuring that the responsibilities delegated to the CEO are clearly expressed and understood, and directions given to him/her come from the Board of Trustees as a whole;
- ensuring that BDA has a clear risk management policy in place supported by an actively managed risk register documenting all major risks, together with their mitigation plans which are monitored and reviewed regularly, and at least annually;
- assuring themselves that BDA's safeguarding and privacy policies are clearly accessible and are being managed actively and effectively;
- to ensure that all financial controls are in place with commitments being met in a timely manner, and that adequate provision is made to cover all liabilities including continuing the agreed repayment fees to the Pensions Trust until this is fully repaid.

3.2.5 Protecting assets

Trustees must act as responsible guardians of the BDA's assets, both tangible and intangible, taking all due care over their security, deployment and proper application.

Trustees must at all times act in keeping with the Code of Conduct, and be responsible for the use and protection of resources and assets available to BDA, by:

- ensuring the BDA's financial obligations are met and that there are adequate financial controls in place to ensure all monies due are received and properly applied and that all assets and liabilities are recorded;
- acting reasonably and prudently in all matters relating to the BDA, always bearing in mind the interests of the BDA;
- being accountable for the solvency of the BDA;
- ensuring that intangible assets such as organisational knowledge and expertise, intellectual property, the BDA's good name and reputation etc are recognised, utilised and safeguarded;
- ensuring that any covenants or restrictions placed on any of the funds are honoured, and that such funds are not used for core projects unless agreed by the members at the AGM, the covenant solicitor or the Charity Commission;
- reviewing the condition and use of the properties leased by the BDA, as appropriate.

3.2.6 Governance

Trustees must ensure that the BDA's governance is of the highest possible standard, including regularly reviewing and reporting of policies in safeguarding, equalities and other priorities.

The governing document for BDA grants powers and sets expectations of Trustees as those entrusted with responsibility of meeting the Objects defined in the Articles, as their relevance may change over time. Trustees must:

- ensure that the BDA has a governance structure that is appropriate to an organisation of its size, complexity, stage of development and its charitable objects and is representative of its members and that the Board of Trustees are enabled to fulfil their responsibilities;
- ensure the Board of Trustees annually review the BDA's governance structure and the Board of Trustees' own performance.

- work closely with CEO to ensure that the Board of Trustees has on it the skills it requires to govern the BDA well, and that the Board of Trustees has access to relevant external professional advice and expertise;
- ensure that there is a systematic, open and fair procedure for the election, co-option or appointment of trustees, future chairs of the Board of Trustees and recruitment of future Director with a view to succession planning;
- ensure that all members of the Board of Trustees receive appropriate induction on their appointment and that they continue to receive appropriate advice, information and training (both individual and collective);
- ensure that Trustees have a code of conduct and comply with it, and that there are appropriate sanctions to correct behaviours, including mechanisms for the removal of Trustees who do not abide by the trustee code of conduct;
- ensure that all decisions and Board of Trustees policies are made by the Trustees acting collectively, and that all Trustees are bound by decisions once made;
- ensure that the Board has in place the appropriate procedures to adopt policy and strategy for the BDA and annually approve a budget which the CEO is able to implement their delegated responsibility for the day-to-day management of the association.

4.0 Additional guidance

There are several sources of additional guidance available to Trustees to help them to understand their responsibilities.

The National Operational Standards provide templates outlining good practice

- setting long-term direction: <https://www.ukstandards.org.uk/Nos-finder#k=SFTT1>
- strategic planning - <https://www.ukstandards.org.uk/Nos-finder#k=SFTT2>
- effective management - <https://www.ukstandards.org.uk/Nos-finder#k=SFTT3>
- board effectiveness - <https://www.ukstandards.org.uk/Nos-finder#k=SFTT4>
- trustworthiness in fundraising - <https://www.ukstandards.org.uk/Nos-finder#k=SFTF23>

The Institute of Directors publishes a general director's handbook and several more detailed guides that are available to members only:

- <https://www.iodireland.ie/resources-media/research-publications/director-handbooks>

The Charity Commission provides several guidance documents, including one focused on the role of the Trustee and a specific guidance on safeguarding which is a key priority for the Charity commission:

- general - <https://www.gov.uk/guidance/charity-commission-guidance>
- Trustee - <https://www.gov.uk/topic/running-charity/trustee-role-board>
- safeguarding - <https://www.gov.uk/government/publications/strategy-for-dealing-with-safeguarding-issues-in-charities>