

**Trustee Meetings and Decision-making**

Trustees have the responsibility to act in the best interests of their charity, by making informed decisions to ensure that the charity carries out its purposes. Meetings of the trustee board provide the opportunity for trustees to be kept informed about the current activities and to make decisions about the future.

Running meetings effectively allows trustees to be well informed and enabled to make the best decisions for Mothers’ Union in the diocese. Meetings must be organised and conducted in accordance with the requirements set out in the diocesan constitution or governing documents, otherwise decisions taken at those meetings could be invalid.

# Organising meetings

The diocesan constitution or governing documents should include how often the trustee board will meet and the notice that should be given. It’s helpful for a trustee board to agree the dates of their meetings for the coming year.

Discuss appropriate timings and venues. Trustees will have other commitments which may limit their availability to attend meetings, so try to arrange meeting times that will allow all the trustees to be in attendance. Try to find venues which are accessible for everyone on the board.

Your governing document may say whether meetings must be held in person or whether video or telephone conferencing can be used. If it doesn’t say anything, video conferencing (where the people attending can see and hear each other) is acceptable. You may wish to amend your governing document to make it clear what forms of meeting are allowed. In any event, it is recommended that you have at least one face-to-face meeting of all trustees each year.

While a minimum number of meetings is usually specified in the governing document, a trustee board needs to meet often enough to keep on top of the work of the charity, so it may be necessary to hold additional meetings should the need arise.

# Attendance at meetings

Most meetings will involve just the members of the trustee board to make decisions on the regular business in hand.

If there are any appointed officers, such as a treasurer or secretary, they may be invited to all or some of the meetings to provide information and advice, or to take minutes, but do not have a vote. A board may invite others to a part of the meeting to offer advice or information on a particular issue.

# Chairing the meeting

It is usual for diocesan president to be named as the chair of Mothers’ Union boards of trustees in the governing documents. There should also be guidance for appointing someone to take the chair if the diocesan president is unable to do so.

# Having an agenda

Every meeting needs an agenda which should be sent out in advance to allow for board members to be prepared for the items to be considered. There may be a requirement in a constitution or governing document for the time when an agenda must be received by the members of the board.

A meeting agenda will include some standard items:

* Declaration of any conflicts of interest in items on the agenda
* Apologies for absence
* Agreement of the minutes of the last meeting
* Matters arising from the minutes
* Financial reports
* Communications received

The agenda should include regular reports on all the activities in which Mothers’ Union is involved in the diocese. Trustees should agree the frequency of the reports and what should be included in them. Effective reports should measure impact, the relevance of the activity to current needs, the financial outlay and future recommendations.

It can be helpful to have a policy regarding items to be included as ‘any other business’. Any other business should be limited to issues that have emerged after the agenda has been distributed, rather than a channel for a trustee (or group of trustees) to get an issue discussed. All trustees should know how to ask for an item to be included on the agenda and so avoid items being raised without notice.

It is good practice for anyone who needs to raise an item under ‘any other business’ to inform the chair in advance, who should then ask the trustees in attendance to agree to the item(s) being included.

# Making decisions

Decisions can only be made if there is a quorum at the meeting. The number of trustees that constitutes a quorum is usually included in the governing documents. Having a quorum avoids a small minority of people being able to impose their views and make decisions.

If a trustee’s decision-making could be influenced by a conflict of interest, the board’s Conflict of Interest policy must be followed. Guidance regarding Conflicts of interest can be found in the Being a Trustee section of the website (https://www.mothersunion.org/being-trustee-0)

There may be guidance on voting procedures in the governing document: for example, what happens should a vote be tied. It is essential that decisions are made following these procedures.

Trustees also need to check the effectiveness of the decisions they have taken, whether these were carried out as expected and if not, why this was the case. Scheduling an agenda item to review outcomes at the time the decision is taken can ensure this isn’t overlooked.

# Minute taking

Accurate minutes need to be kept for all meetings as a record of how decisions have been made. These should include:

* the name of the charity
* the type of meeting (i.e. is it a meeting of the full trustee board, or a sub-committee)
* the date and time of the meeting
* the names of those present
* who chaired the meeting
* the capacity in which people attended the meeting (eg trustee, treasurer)
* any absences for agenda items due to conflicts of interest
* any apologies for absence.

The minutes should accurately record what was agreed at the meeting, particularly for important or controversial decisions. Minutes do not need to record word for word what was said during the discussion, but should include:

* the exact wording of any resolution
* a summary of the discussion on each item of business
* any information used to make decisions.
* the proposer and seconder
* the number of votes for and against, and how many people didn’t vote
* the action that is needed and who is responsible for taking it

The minutes should also include the date, time and venue of the next meeting.

Ideally, the person taking the minutes should not be involved in the meeting, for example the diocesan secretary or an appointed minute taker. If a trustee does take the minutes, it is important that they can also contribute actively to the discussion.

# Committees and sub groups

To enable the working of the Mothers’ Union in the diocese to happen effectively, some aspects of the charity’s activities may be delegated to committees (or sub groups). It is essential for committees to:

* have clear terms of reference of the scope of the work that has been delegated to them
* be clear about the purpose of the committee, whether its function is advisory, or if decisions can be made, the limitations to this
* have guidance about the frequency of meetings
* report to the full board at regular, specified intervals.

Reports should not just include what the committee has done, but also provide the board with information regarding the impact of the activities, relevance to current needs, financial outlay and future recommendations.

# Financial reports

Trustees need to receive financial reports at least quarterly. Current financial information is essential for trustees to make informed decisions about the working of Mothers’ Union in the diocese. Financial reports should include balances in the bank, debtors and creditors, stock levels, reserve levels and investment balances, as well as committed expenditure and expected income.

All areas of the charity’s work should be included in financial reporting – even funds that just come in and go out, such as donations to Central Funds. Trustees should also receive information of funds for specific activities (such as contact centres and AFIA holidays) to ensure these are being used appropriately and within the agreed terms of reference.

The board should ask for reports from any independent advisers, such as insurers, bankers, investment managers and auditors, who are responsible for looking after the charity’s affairs. Where necessary, these adviser can be asked to attend board meetings to discuss issues affecting the charity more fully.

# Conflict at meetings

There may be occasions where there is strong disagreement over an item under discussion at a trustee board meeting. Trustees should act professionally and in the charity’s best interest at all times. Agreeing a Trustee Code of Conduct at the start of a triennial period can clarify the behaviour that is expected of trustees. A model Code of Conduct can be found in the Being a Trustee section of the website (<https://www.mothersunion.org/being-trustee-0>)