

## Specific Governing Body Roles - Chair

Every board/management committee should have the legal minimum number of people sitting on it: Three for a charity or CIO; Two for a company; Three for a charitable company.

Every board needs to have a Chair, a Treasurer and a Secretary (although the secretary does not have to be a board member). This fact sheet goes through the essentials of the Chair's role and where they can find additional support.



### Who is the Chair?

Your management committee/trustee board will be made up of a number of people, voluntarily giving their time to sit on the governing body of your organisation. Amongst these committee members there will be some specific roles:

- Chair
- Vice-Chair
- Treasurer
- (Company) Secretary

You may also choose to have more specific areas for your other trustees, perhaps legal, HR, fundraising, safeguarding etc.

All trustees are collectively responsible for the decisions and management of the charity, and jointly and severally liable for their actions.

However we can consider the position of chair of trustees as the 'first amongst equals', an ambassador, and in some cases, the public face of the charity.

It is imperative that the chair provides effective leadership and management to the board, enabling them to fulfil their responsibilities for the overall governance and strategic direction of the charity, and ensuring that appropriate decisions are correctly made. The chair should also lead board discussions on the manner in which the charity continues to provide public benefit, and how such provision is continuously monitored by the board.

It is important to remember, that while the chair provides a certain level of leadership and management, will have a special relationship with the Chief Executive Officer/Senior Manager, the chair DOES NOT have any more decision making power than the other trustees.

The organisation's governing document should set out the broad responsibilities and powers of the chair. It is good practice for your organisation to have a role description.

It is also good practice to set terms of office – your governing document should outline how trustees including the chair can be re-elected, step-down as chair but not as a trustee, resign completely etc.

The role of the chairperson carries no legal rights or responsibilities except in relation to chairing meetings. Additional responsibilities may be set out in the governing document, standing orders, formal delegation of powers or a role description, or may have been developed through custom and practice.

## Main Responsibilities:

- Undertaking a leadership role in ensuring that the board of trustees fulfils its responsibilities for the governance of the charity;
- Leading and guiding the trustees and members of the senior management team in the development, direction and strategy of the charity;
- Providing leadership and support to the chief executive officer and ensuring that the charity is run in accordance with the decisions of the trustees, the charity's governing document, and appropriate legislation;
- Ensuring the board acts in furtherance of the charity's charitable purposes;
- Liaising with the chief executive officer with the drafting of agendas and supporting papers for trustee meetings and ensuring that the business is covered efficiently and effectively in those meetings;
- Ensuring board meetings are conducted properly and effectively, in line with the governing document, and role descriptions etc. Meetings should stick to the agenda, be minuted and provide opportunities for all members of the board to speak.

## Additional Responsibilities:

- Leading on the development and implementation of procedures for board induction, development, training, and appraisal;
- Ensuring an effective communication strategy that includes the needs of staff, beneficiaries and other stakeholders is implemented;
- Leading on the planning, setting agendas and chairing of trustee meetings and AGMs;
- Ensuring trustee decisions are acted upon;
- Supporting and appraising the performance of the chief executive officer and other appropriate members of the senior management team;
- Leading disciplinary and appointment committees, in line with the charity's procedures;
- Representing the charity at functions, meetings and in the press and broadcasting media, in line with the charity's agreed media strategy;
- Acting between full meetings of the board in authorising action to be taken e.g. banking transactions and legal documents in accordance with relevant mandates;
- Maintaining the trustees' commitment to board renewal and succession management, in line with the charity's governing document and/or current best practice;
- Ensuring that the performance of the board as a whole, and the trustees individually is reviewed on an annual basis.

## Resources

- Institute of Chartered Secretaries and Administrators (ICSA): [www.icsa.org.uk](http://www.icsa.org.uk)
- ICSA [Chair of Trustees Checklist](#) (2013)
- Association of Chairs: <http://www.associationofchairs.org.uk/>
- Governance Pages: [Role Description for a Chair](#)
- The Charity Commission Guidance: [Charity Trustee, what's involved?](#) (2013)
- The Russell-Cooke Voluntary Sector Legal Handbook, Third Edition
- Ruth Hayes & Jacki Reason: 'Voluntary but not Amateur – A guide to the law for the voluntary organisations & community groups': 8<sup>th</sup> Ed. Directory of Social Change (2012).
- Cecile Gillard: 'Charity Checklists': Institute of Chartered Secretaries and Administrators (ICSA) (2014)

## Support

If you would like any support with governance or any other issues facing your organisation, please contact the Development Team at Community Southwark: [development@communitysouthwark.org.uk](mailto:development@communitysouthwark.org.uk) or 020 7358 7020.