



# West Somerset Railway Association

The Railway Station, Bishops Lydeard TA4 3 BX

## WSRA POLICY No B2: Being a Trustee

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### Introduction

The West Somerset Railway Association has been supporting the Railway since 1971 with all forms of volunteer activity, from fundraising to working on the line and restoring carriages and locomotives. The Association's restored carriages and locomotives run on the railway. Some things have changed over time, but over fifty years later the WSRA remains the support organisation for the West Somerset Railway.

### Considering Standing as a Trustee

Trustees can be co-opted but generally trustees will be elected at the WSRA AGM. A co-opted trustee must offer themselves for election at the next AGM. Election is by simple majority of the members.

You should be aware that the WSRA is also a limited company. As such all trustees are also appointed to be directors.

There is a membership qualification noted in the articles.

The WSRA maintains a standard Directors & Officers Liability Insurance.

As a director you are bound by all of the relevant company law. You cannot offer yourself for trusteeship if you are disqualified from being a director.

As a Trustee you are also bound by all of the laws and guidance issued by the Charity Commission. As a minimum you should read and understand the Charity Commission document "The Essential Trustee" before offering yourself for election.

The Charity Commission says that "you must act in the best interests of the charity" and that you "must deliver on the charitable purpose". This is sometimes a balancing act for a charity such as WSRA where the charity only exists to help support the West Somerset Railway which is run by the West Somerset Railway plc, a separate company.

Being a trustee gives you no say in how the railway is run on a day to day basis but, of course, the WSRA collaborates with WSR plc on defined and agreed projects that will benefit the railway. There is a need to be quite formal in these arrangements and no single trustee is empowered to make significant decisions that impact the WSRA.

The time commitment is not insignificant. The very minimum you should consider is the equivalent of one whole working day a month. If you agree to lead on a particular area of charity activity this can easily become one working day a week. Taking the chair or vice chair position will be correspondingly more time consuming up to several working days per week.

Knowledge of working on a board or a committee will be an advantage but there is scope to learn these skills.

## **You Are an Elected Trustee**

On election you will be required to sign several documents including:

- Trustee code of conduct by which you agree to uphold certain standards of behavior both in public and in private.
- A register of interests so that conflicts of interest can be avoided.
- A declaration of eligibility to be a director and a trustee.

It is up to you to fill these forms in honestly and you will not enjoy the protection of the WSRA liability insurance if you do not. ( If in doubt ask to see copies of these forms before offering yourself for election.)

Once elected it is a good idea to fully inform yourself of the Articles of Association of the WSRA and to read and understand the 5 minute guides published by the Charity Commission. In particular:

- Delivering Purpose
- Managing Conflict of Interest
- Reporting Information
- Safeguarding People
- Making decisions
- Managing Finances

Of course, re-read the Essential Trustee.

Read all of the current published policies that form the governance framework of the charity. There is an index list maintained by the General Manager.

## **Meetings**

Much of our correspondence is electronic, particularly for meeting preparation.

Decisions of the WSRA are made at formal meetings of the trustees that take place monthly. They last approximately 2 hours.

Decisions are made by reaching a consensus (or by achieving a majority in rare cases).

Discussion can be robust at times and you should be accepting of that. Trustees are drawn from a wide variety of backgrounds. What is said is often more important than how it is said.

You cannot vote if you do not attend the meeting.

Any trustee can propose an item for discussion and subsequent decision; this should be done via the Chair while the agenda for the next meeting is in preparation.

If your proposed item is added to the agenda (it may be delayed by agreement) you should generally prepare a briefing note for fellow trustees explaining the agenda item and laying out the pro's and con's as you see them. This should generally be available to all trustees at least 5 working days before the meeting. Such a note can avoid wasting lot of time in the meeting.

Some agenda items may be administrative, such as renewing or updating a WSRA policy or considering a grant application. In such cases a draft of the updated policy or administrative document must be made available for trustee review 5 working days before the meeting. If you are asked for comment on a draft policy please do so within the timeframe indicated. Policy changes can only be accepted formally at trustee meetings. That does not mean that work on a draft cannot

occur between meetings. If something in an administrative document is unclear to you then seek clarification as you prepare for the meeting. Generally you will have at least 5 working days to do this.

Sometimes a trustee (or trustees) are asked to take a particular responsibility for a matter. In general that trustee will be expected to prepare a report or update for trustees. Such a report should be available 5 working days before a trustee meeting, in particular if the report requires a trustee decision. The lead trustee should also be prepared to answer clarifying questions ahead of the trustee meeting.

If you believe you are conflicted over a matter then you should bring this to the attention of the Chair immediately. It goes without saying you should declare the conflict in a trustee meeting and abstain from any vote that takes place. Unless asked it is probably better to avoid stating a view on the matter. See also the conflict of interest policy.

### **Training**

There is a huge amount of information provided by the Charity Commission to improve your skills as a trustee. Their web site is also easily searchable for specific information.

Trustees may sometimes consider that specific training is useful for one or all of their number in order to upskill the charity and ensure continued good governance. In these cases the training will be agreed, as any other agenda item, at a trustee meeting.

### **Expenses**

There is a published expenses policy which should be followed.

No expense should be incurred without prior approval.

Some trustees chose not to claim expenses but this is an individual decision.

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