

## 1. Introduction

The constitution (S30) of Victim Support Scotland’s (VSS) states that VSS must elect from among themselves a Chair and a Vice-chair. In addition, the charity trustees may elect from among themselves further office bearers if they consider that appropriate.

VSS currently has a third office bearer, the Treasurer.

## 2. Main purpose of office bearers & trustees

	<b>Overall Purpose</b>
Chair	In collaboration with the Executive Board, the Chair of VSS will provide vision, leadership and stewardship of VSS, guiding its strategy and representing VSS within VSE.
Vice-Chair	To support the Chair in providing leadership of VSS; and through collaboration with senior staff and the Executive Board, ensuring effective stewardship of the organisation and guiding its strategic direction.
Treasurer	To oversee and monitor the financial affairs of VSS, and in collaboration with senior staff, ensure effective budgetary control. To report to the Executive Board and key stakeholders about the financial health of the organisation.
Trustees	In collaboration with the Chair, the trustees of VSS will provide vision, leadership and stewardship of VSS, guiding its strategic direction. Trustees of the Board have a duty to safeguard the charity’s assets and to make sure the charity fulfils its charitable purposes.

## 3. Main responsibilities of office bearers & trustees

	<b>Main Responsibilities</b>
Chair	<ul style="list-style-type: none"> <li>• Lead and collaborate with the Board and senior management in guiding the organisation's strategy, mission and priorities</li> <li>• Ensure an appropriate organisational framework, systems and procedures for the governance and strategy of VSS</li> <li>• Ensure that the Board adhere to the trustee code of conduct; that they strive to maintain their capability to govern; and that they create an ethos within the organisation of accountability and self-reflection; and that the Board shows leadership in relation to equalities legislation</li> <li>• Regularly evaluate and report on the performance of the Board through robust review</li> <li>• Develop the capacity of the Board</li> <li>• Ensure that VSS complies with its governing documents, charity law and other relevant legislation</li> <li>• Ensure that the organisation is managed in accordance with the decisions of the Board and its strategic priorities, making effective use of</li> </ul>

	<p>resources through providing line management, support and leadership to the Chief Executive</p> <ul style="list-style-type: none"> <li>• Ensure that Board decisions are taken in the long-term interest of the organisation and that it takes collective ownership of its decisions.</li> <li>• Be responsible for the confidentiality of all business conducted for and on behalf of the Board taking action as necessary and appropriate.</li> <li>• Ensure the efficient conduct and recording of Board meetings and it's committees</li> <li>• Be accountable to stakeholders and professional staff for the governance of VSS and maintain an interest and support professional staff in their involvements in Europe</li> <li>• Represent the organisation nationally, throughout Europe and beyond</li> <li>• To safeguard the good name and values of VSS</li> <li>• To adhere to VSS code of conduct</li> <li>• Deal with any breach of the code of conduct.</li> <li>• Adherence to Guidance for charity trustees as produced by OSCR</li> </ul>
Vice-Chair strategy	<ul style="list-style-type: none"> <li>• Vice Chair will each be principally accountable to the Chair and the Executive Board for monitoring the work of Directorates and associated Committees as delegated by the Chair</li> <li>• Deputise for the Chair as required by the Chair</li> <li>• Play a leading role in supporting the development of the VSS Strategic Plan</li> <li>• Provide support, with the Chair, where required in the development of new services initiatives</li> <li>• Undertake specific tasks related to charitable objectives and strategic directions as required by the Chair and/or the Executive Board and will where necessary and appropriate, speak on behalf of the Chair</li> <li>• Assist and advise the Chair on establishing agendas and meeting materials for Board meeting.</li> <li>• Share in the workload of the Chair as delegated; acting promptly, taking initiative, showing good judgement, maintaining confidentiality, in providing full support to the Chair</li> <li>• Work actively with the Chair, and other Office Bearers to promote the work and decisions of the Chair and the Executive Board of VSS</li> <li>• Work actively with senior staff of VSS to promote the implementation of Board decisions</li> <li>• Together with the Chair, ensuring that the organisation acts in accordance with the governing documents of VSS</li> <li>• Participating in Board committees as delegated by the Chair and appropriate</li> <li>• Carrying out any function deemed fitting to the role of Vice Chair</li> <li>• To safeguard the good name and values of VSS</li> <li>• To adhere to VSS trustee code of conduct</li> <li>• Adherence to Guidance for charity trustees as produced by OSCR</li> </ul>
Vice-Chair Governance	<ul style="list-style-type: none"> <li>• Vice Chair will each be principally accountable to the Chair and the Executive Board for monitoring the work of Directorates and associated Committees as delegated by the Chair</li> <li>• Undertake specific tasks related to charitable direction and effective</li> </ul>

	<p>governance as required by the Chair and/or the Executive Board and will where necessary and appropriate, speak on behalf of the Chair</p> <ul style="list-style-type: none"> <li>• Responsible for Chairing and overseeing the Governance Committee</li> <li>• Assist and advise the Chair on establishing agendas and meeting materials for Board meeting.</li> <li>• Share in the workload of the Chair as delegated; acting promptly, taking initiative, showing good judgement, maintaining confidentiality, in providing full support to the Chair</li> <li>• Work actively with the Chair, and other Office Bearers to promote the work and decisions of the Chair and the Executive Board of VSS</li> <li>• Work actively with senior staff of VSS to promote the implementation of Board decisions</li> <li>• Together with the Chair, ensuring that the organisation acts in accordance with the governing documents of VSS</li> <li>• Mentor new appointees to the Board and provide oversight, coaching and advice with a view to ensuring quality, consistency and accountability .</li> <li>• Taking collective responsibility and being accountable for the solvency and effectiveness of VSS, ensuring it is managed efficiently and effectively; that records are properly kept; and that risk is managed appropriately and well</li> <li>• Participating in Board committees as delegated by the Chair and appropriate</li> <li>• Carrying out any function deemed fitting to the role of Vice Chair</li> <li>• To safeguard the good name and values of VSS</li> <li>• To adhere to VSS trustee code of conduct</li> <li>• Deal with any breach of the code of conduct.</li> <li>• Adherence to Guidance for charity trustees as produced by OSCR</li> <li>•</li> </ul>
Treasurer	<ul style="list-style-type: none"> <li>• To provide the Board with assurance that there are sufficient financial resources in place to support the strategy and direction of the organisation</li> <li>• To ensure that budgets are controlled in accordance with the decisions of the Executive Board, the governing documentation and statutory and legal requirements of a registered charity. To work with the Director of Finance &amp; Business Planning to ensure that VSS’s financial affairs, budgets, accounts and financial statements are managed in an effective and efficient manner following best accounting practice</li> <li>• To ensure that the implications of strategic and local plans and direction are fully costed and viable</li> <li>• To ensure assessment and overall monitoring of the budgets within each Directorate. To ensure that appropriate financial controls and systems are in place and adhered to and that there are effective policies relating to finance, reserves, insurance, risk, trading and investment of public monies.</li> <li>• To keep the Board informed about its financial duties and responsibilities</li> <li>• To ensure an appropriate financial strategy is in place incorporating</li> </ul>

	<p>income generation and reserves plans</p> <ul style="list-style-type: none"> <li>• To ensure that VSS equipment and assets are insured</li> <li>• To formally present the Annual Accounts at the Annual General Meeting and other formal events.</li> <li>• To represent VSS nationally, internationally and as required by the Chair.</li> <li>• To safeguard the good name and values of VSS</li> <li>• To adhere to VSS trustee code of conduct</li> <li>• Deal with any breach of the code of conduct.</li> <li>• Adherence to Guidance for charity trustees as produced by OSCR</li> </ul>
Trustee	<p>All trustees have legal duties and responsibilities under the Trustees' Charity &amp; Investment (Scotland) Act 2005. See OSCR guidance Charity Trustee Duties.</p> <p>A Trustee of the Board of VSS will, in collaboration with other Trustees and the Chair:</p> <ul style="list-style-type: none"> <li>• Decide the organisation's strategic direction, mission and priorities.</li> <li>• Take all reasonable steps to achieve the organisations strategy, mission and priorities.</li> <li>• Ensure that VSS complies with its governing documents, charity law and other relevant legislation.</li> <li>• Ensure that the organisation is managed in accordance with the decisions of the Board and its strategic priorities, making effective use of resources.</li> <li>• Ensure that all staff, volunteers and members act in a manner consistent with the charitable purposes of VSS.</li> <li>• Scrutinise, evaluate and account for the organisation's performance.</li> <li>• Ensure that there is an effective risk management system in operation to safeguard the organisation's sustainability, financial and otherwise and to protect its assets and reputation.</li> <li>• Maintain open and transparent methods of selection for Board and Office Bearer appointments and that of staff at all levels.</li> <li>• Regularly review the performance of the Board, the Chair and individual Trustees.</li> <li>• Take appropriate disciplinary action as required in relation to any member who is in serious or persistent breach of that code.</li> <li>• Always act in the interests of the organisation.</li> <li>• To safeguard the good name and values of VSS.</li> <li>• To adhere to VSS trustee code of conduct.</li> <li>• Adherence to Guidance for charity trustees as produced by OSCR.</li> </ul>

#### 4. Length of service for officer bearers

- **Chair – will usually be appointed for a term of 3 years**
- **Vice-Chairs – will usually be appointed for a term of 2 years. This will allow for different experiences to be brought to the roles as well as assisting with longer term Chair succession planning**

- **Treasurer – will usually be appointed for a term of 3 years**

## **5. Appointment of trustees (S18 -23 constitution)**

Extract from constitution is:

### **Appointment/retiral**

18. *The board may at any time appoint any person to be a charity trustee - by way of a resolution passed by majority vote at a board meeting.*
19. *At the conclusion of each AGM (see clause 59), any charity trustee who has served for a term of three years since he/she was last appointed/re-appointed will vacate office - but will then be eligible for re-appointment under clause 18 at the next board meeting.*
20. *For the purposes of clause 19:*
  - a. *the period between the date of appointment/re-appointment of a charity trustee and the AGM which next follows shall be deemed to be a period of one year (unless it is of less than six months' duration, in which case it shall be disregarded);*
  - b. *the period between one AGM and the next shall be deemed to be a period of one year;*
  - c. *if a person ceases to be a charity trustee and is then re-appointed as a charity trustee within a period of six months, he/she shall be deemed to have held office as a charity trustee continuously.*
21. *A charity trustee vacating office at the conclusion of an AGM will be deemed to have been re-elected at the board meeting which next follows unless*
  - a. *he/she advises the board that he/she does not wish to be re-appointed; or*
  - b. *a resolution for the re-appointment of that charity trustee was put to the board meeting and was not carried.*
22. *A charity trustee who, as at the annual general meeting when he/she retires from office as a charity trustee under clause 19, has held office for a continuous period of six years or more shall not be eligible (except as otherwise provided in article 87) for re-election as a charity trustee.*
23. *The board shall have discretion to relax the provisions of clause 22 in exceptional circumstances if it considers it appropriate to do so.*

## **5. Removal of trustees (S24 -25 constitution)**

Extract from constitution is:

#### **Termination of office**

24. *A charity trustee will automatically cease to hold office if: -*

- a. he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;*
- b. he/she becomes incapable for medical reasons of carrying out his/her duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;*
- c. he/she becomes an employee of the organisation;*
- d. he/she gives the organisation a notice of resignation, signed by him/her;*
- e. he/she is absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove him/her from office;*
- f. he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 41);*
- g. he/she is removed from office by resolution of the board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or*

25. *A resolution under paragraph f or g shall be valid only if: -*

- a. the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;*
- b. the charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution*