

Dalkeith CAB

Board of Directors/Trustees Handbook



<u>Contents</u>	<u>Page</u>
A. Introduction and Purpose	2
B. Board member and officer role descriptions	3
C. Code of Conduct	8
D. Respective responsibilities of Board members and the CAB Manager	9
E. Conflict of Interest Policy	10
F. Induction of New Board Members	11
G. Board Learning and Development	13

A. Introduction and Purpose

The purpose of this document is to provide information to new and existing members of the CAB Board (i.e. the governing body) to clarify their roles and responsibilities and to enable positive relationships, a collaborative approach, transparency and good practice in the governance of the CAB.

Dalkeith and District CAB is a Company Limited by Guarantee, which means its Board members are regarded as Directors and must carry out the duties of Directors stated in the [Companies Act 2006](#).

It is also a charity registered with the Office of the Scottish Charity Regulator (OSCR) which means members of its governing body are also regarded as Trustees with respect of the [Charities and Trustee Investment \(Scotland\) Act 2005](#).

The Board may be referred to interchangeably as a Trustee Board, Board of Directors, governing body or just “The Board.”

The CAB is governed by its *Articles of Association*, which may also be called the governing document, constitution or set of rules.

The Manager is an employee of the CAB and is the Chief Executive of the charity. The Board members are employers of CAB staff. Some staff are paid and others are unpaid volunteers.

B. Dalkeith CAB Board Member and Office-Bearer Specifications

Board/Committee Member Role Description

1. Attending Board meetings regularly, reading papers in advance and participating actively in all discussions and decisions.
2. Maintaining contact with bureau staff and other Board members between meetings as required.
3. Being aware of the advice needs of the local community, services of other providers and the opportunities and challenges facing the CAB in addressing needs.
4. Contributing actively to setting policy and strategic direction and to planning and evaluation of performance.
5. Complying with the bureau’s governing document, Citizens Advice Scotland (CAS) membership standards and all legal and regulatory requirements.
6. Monitoring the financial position of the bureau and ensuring financial and other resources are managed effectively (both strategically and day to day.)
7. Advancing the strategic objectives of the CAB and acting in the best interests of the bureau at all times.
8. Supporting the bureau’s development through participating in operational tasks (where this is agreed) and strategic decision-making as well as providing information on issues within one’s area of experience or knowledge.
9. Declaring any conflicts of interest and maintaining confidentiality related to sensitive or otherwise confidential information received while serving.
10. Observing all policies and procedures of the bureau at all times.
11. Taking responsibility for one’s own learning and development.

Personal skills and qualities for all Board Members

1. **Commitment.** Willingness to attend bureau board meetings and commit to communicating and carrying out other duties between meetings, entailing an average of 4 hours per month.
 2. **Communication.** Effective verbal and written communication skills and willingness to be an active participant in discussions and decisions.
 3. **Local understanding.** Willingness to learn about local needs, services, resources, issues and opportunities.
 4. **Aims and values.** Commitment to the aims, principles and policies of the CAB including those related to equality, independence, data protection and employment
 5. **Best interests of the CAB.** Willingness and ability to always act in the best interests of the CAB.
 6. **Responsibilities.** Ability to understand and accept responsibilities and liabilities within the role of Board/Committee member.
 7. **Active participation.** Willingness to participate in the processes for development of CAB policies and strategies at local, regional, national and UK level.
 8. **Numeracy.** Ability to understand CAB accounts (with support of the Treasurer, Manager and others,) and statistical information and use these to make informed decisions.
 9. **Creative, strategic thinking.** Ability to consider the wider context of issues, exercise informed, independent judgement, consider creative approaches and solutions and work effectively as a member of a team.
 10. **Willingness.** Not being disqualified from serving and is willing to serve as a Director/Trustee.
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CAB Chair Role Description

The Chair is responsible for facilitating and leading meetings, ensuring all board members are enabled to take part. The chair must demonstrate leadership of the Board and of the organisation.

The following are specific duties for Chairs, although in some cases, specific tasks may be delegated to other Board members, staff or volunteers. This is in addition to requirements of the Role Specification for all Board/Committee members (see page 1.)

1. Ensuring the Board complies with all legal and regulatory requirements and adheres to its governing document and Citizens Advice Scotland membership requirements.
2. Working with the secretary, other board members and/or staff to set an annual timetable of meetings, agreeing agendas and documents in advance of each meeting, approving draft minutes and checking decisions are implemented.
3. Leading a plan for recruitment, induction, learning, development and support of Board members to achieve an effective skill, knowledge and representation mix.
4. Ensuring officer and sub-committee roles are filled promptly and those appointed receive appropriate induction, training and support for those roles.
5. Ensuring the Board monitors its performance and the attendance and commitment of individual members, taking corrective action as required.
6. Liaising regularly with the bureau manager for an overview of activities, services, strategies and challenges for ongoing monitoring of bureau performance.

7. Providing or arranging for line management supervision, support, appraisal and learning and development of the bureau manager.
8. Maintaining oversight of CAB policies, procedures and systems for employment of staff and involvement of volunteers within the bureau.
9. Linking with the Treasurer and any relevant staff to maintain robust management and control of bureau finances and resources.
10. Ensuring effective systems for engaging with all sections of the community served by the bureau.
11. Representing the CAB including at community events, local network meetings, meetings with funders and decision-makers and with the media.
12. Willingness to observe all policies and procedures of the Bureau and provide leadership and support to other Board members in this.

Personal skills and qualities for CAB Chair

1. Familiarity with the values, goals and work of the CAB or willingness to learn.
2. Effective leadership skills.
3. Excellent verbal and written communication skills.
4. Experience of chairing meetings and committees or similar groups.
5. Ability to facilitate meetings and groups effectively.
6. Tact and diplomacy and the ability to negotiate with others.
7. Willingness to be impartial, fair and respect confidences.

CAB Vice Chair Role Description (1)

The Vice Chair deputises for the Chair of the CAB when they are unavailable (e.g. chairing Board meetings, representing the charity at external events, etc.) and may take on specific tasks to share some responsibilities of the chair.

Exact arrangements for the fulfilment of chairing duties should be considered and agreed by the Board to ensure the most effective arrangements for the Bureau and to ensure there is no confusion about who holds which responsibilities.

In general, the Vice Chair's responsibilities will include:

1. Carrying out chairing duties in the absence of the CAB Chair.
2. Providing support and assistance to the CAB Chair in carrying out their duties, which can include being a "critical friend" or "sounding board."
3. Taking on specific responsibilities from the chair, as and when agreed.

Personal skills and qualities for Vice Chairs

These are the same as for the Chair, as above.

(1) Not all CABx or small charities have a Vice Chair, but the role description above is provided should Dalkeith CAB wish to have one.

CAB Treasurer Role Description

The Treasurer ensures that financial control systems, reports and decisions are robust, accurate and comply with legal and regulatory requirements. The Treasurer is an officer of the Board/Committee and cannot be a paid employee of the CAB. Responsibility for day to day financial management is delegated to the Bureau manager or a staff member with designated responsibility for financial duties.

The duties and responsibilities below are in addition to requirements of the Role Specification for all Board/Committee members (see page 1.)

1. Ensuring Board members are aware of their financial responsibilities with sufficient understanding of the CAB's financial systems, policies and reports to enable effective Board decision-making
2. Presenting financial information and reports to Board meetings, General Meetings, strategic review and planning exercises or other meetings as needed.
3. Guiding and advising the Board in their consideration of budgets, accounts, financial statements, financial procedures and other financial issues, including the financial implications of the strategic and project plans.
4. Chairing meetings of the financial sub group (if relevant) and participating in finance-related meetings (e.g. with funders, financial institutions, auditors, etc.)
5. Having a good understanding of bureau financial systems, policies and controls, ensuring these are robust and appropriate for safeguarding CAB resources.
6. Liaising with the bureau manager (and/or other relevant staff member,) on tasks including drafting budgets, monitoring income and expenditure, reporting to the Board and other stakeholders and updating financial systems and policies.
7. Playing a key role in income generation and management including fundraising strategies, funding proposals, fund accounting and reporting to funders.
8. Ensuring that accounts are prepared at year-end and participating actively in the annual audit or external examination of accounts process.
9. Ensuring adherence to SORP 2015 and other legal and regulatory requirements.
10. Making sure annual accounts are submitted to the Office of the Scottish Charity Regulator (OSCR), Companies House and funders within required deadlines.
11. Recommending to the Board when external financial advice is required.

Personal skills and qualities for Treasurer

1. A qualification or relevant experience in financial tasks and management
2. Some experience or knowledge of charity financial management and fundraising.
3. Ability to understand, analyse and make recommendations related to financial information.
4. Ability to present often complex financial information to the Board and other stakeholders to ensure their understanding.
5. General understanding of legal and regulatory requirements for charity financial activities, records and management and commitment to maintaining up to date knowledge of requirements.
6. Willingness to be available to staff in order to provide support and guidance on financial matters.

CAB Board Secretary Role Description (2)

The duties and responsibilities of the Board Secretary * include the following:

1. Liaising with the Chair and Bureau Manager to prepare agendas, papers, speakers and other business in advance of Board meetings.
2. Circulating notices, papers, minutes and other information related to Board business to Board members.
3. Taking minutes at meetings, ensuring there is a clear and accurate record of decisions and monitoring the completion of any action points.
4. Making practical arrangements for meetings including room bookings, refreshments, copies of papers and making IT arrangements as required as required.
5. Ensuring records of Board business are efficiently maintained.
6. Dealing with Board correspondence between meetings.
7. Making arrangements for any necessary reports to be done (e.g. Annual Report, briefing papers for Board meetings, etc.)

Personal skills and qualities for Board Secretary

1. Good verbal and written communication skills.
2. Tact, diplomacy and confidence for engaging with Board members and others involved in the business of the Board.
3. Able to organise and prioritise often complex tasks within tight deadlines.
4. Ability to take accurate, succinct minutes and maintain effective meeting records.
5. Confident in the use of IT including word processing, presentation software, internet searching, diary management and emailing.

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- (2) By agreement, some or all of the tasks may be delegated to the Manager or another member of the CAB staff team.

Although it is not legally required, the Board may choose to appoint a Company Secretary who will have the authority to undertake some activities on behalf of the Board, but does not have to be a Director. This is often the Manager or a senior staff member. Information on the Company Secretary role can be found on the Chartered Governance Institute (UK and Ireland) website [here](#).

C. Code of Conduct for Dalkeith & District CAB Board Members

The Trustees/Directors of the Board agree to undertake the following:

1. **Commitment.** Attend all meetings, arrive on time and stay to the end. If absence is unavoidable, send apologies to the Chair or Secretary well in advance of meetings.
2. **Preparation.** Read agendas, minutes, papers and any communications between meetings. Clarify any issues or concerns with the Chair in advance of the meeting.
3. **Participation.** Be actively involved in each meeting, including:
 - *Listening* to what others have to say and keeping an open mind,
 - *Contributing* positively to discussions but being as concise as possible,
 - *Supporting* colleagues on the Board to make collective decisions.
4. **Attention.** Keep discussions focussed and avoid “side conversations.”
5. **Priority.** Ensure the best interests of the CAB are uppermost when making decisions.
6. **Conflicts of Interest.** Identify any potential/actual conflicts at the start of the meeting and if they arise during a meeting.
7. **Responsibility.** Fulfil all tasks you have undertaken and report back as required.
8. **Confidentiality.** Respect the confidentiality of the meeting and Board.
9. **Reputation.** Avoid any act that might bring Citizens Advice or the Board into disrepute.
10. **Disputes.** Follow agreed dispute resolution processes if conflicts arise within the bureau, Board, with other bureaux, other organisations or Citizens Advice Scotland. Never share information externally that could damage the reputation of Citizens Advice.
11. **Legality.** Adhere to all legal requirements (e.g. Company, Charity, Employment, etc.)
12. **Policies.** Adhere to all policies of the bureau (e.g. Equalities, Health & Safety, etc.)
13. **Principles.** Observe [Nolan’s seven principles](#) of public life:
 - Selflessness- you must act only in the interests of the bureau and not yourself
 - Integrity
 - Objectivity – make choices on merit
 - Accountability
 - Openness
 - Honesty
 - Leadership

D. Dalkeith CAB - Respective Roles of Boards and Managers

Function	Board Responsibilities	Manager Responsibilities
1. Clarity of Purpose	Define mission, aims and values Ensure maintenance of these.	Work towards mission and enact the aims. Work within the charity's values at all times.
2. Planning & Development	Exploit opportunities to fulfil charity's purpose & potential. Set strategic direction & targets. Monitor financial and service performance.	Brief board on potential opportunities and work with them on strategic planning. Display ability to sustain and develop business of the organisation. Display ability to follow strategic direction and achieve agreed targets.
3. Operational Policies	Design and/or endorse policies devised by manager/staff. Monitor policy performance.	Identify policy gaps and provide advice on policy creation, Implement policies and report progress.
4. Resources	Set resource plans & targets. Request budgets and proposals from Manager Decide on resource deployment.	Maintain transparent records and reporting. Prepare and present budgets and proposals. Develop and implement funding strategies and applications in line with strategic priorities. Gain Board endorsement for budgets/plans.
5. Activities & Services	Ensure quality standards met. Promote focus on optimising opportunities for development	Ensure delivery of all aspects of service provision (e.g. systems, processes, culture, quality assurance, outcomes, performance monitoring, etc.)
6. Stakeholders	Be positive ambassadors Ensure members, service-users and other stakeholders informed of developments. Seek views of stakeholders.	Manage concerns of members, service-users and other stakeholders. Maintain proactive and effective relationships with stakeholders. Advise Board on meeting stakeholder needs.
7. Decisions	Use sound judgement & process Scrutinise proposals from Manager. Endorse decisions delegated to the Manager. Take responsibility for decisions made by Board.	Provide comprehensive, succinct and high-quality briefings and information to Board. Advise Board on accountability, governance and legal and regulatory requirements. Promote sound decision-making processes throughout organisation.
8. Staffing	Appoint and supervise Manager Set Manager's performance expectations Endorse staffing strategies and policies Involved in recruitment as needed	Deliver all aspects of staff management Manage within legal and good practice expectations for staffing/HR Brief and inform Board on staffing matters with significant implications for Board.
9. Board Operations	Perform only Board functions. Honour Board decisions. Use sound governing process.	Fulfil management responsibilities. Maintain positive relationship with Board. Maintain sound governing processes.
10. Risks	Identify and monitor risks Practice due diligence	Assess risks to organisation. Implement risk management controls.
11. Accountability	Practice Board stewardship. Implement processes to maintain Manager's accountability. Ensure charity obligations met.	Maintain organisational accountability. Support/advise Board on meeting obligations. Report on results achieved.

E. Dalkeith CAB – Board Conflict of Interest Policy

1. **Responsibility.** Trustees must not allow a conflict of interest (whether actual or perceived) to compromise or appear to compromise their position, which could have the potential to damage the reputation and effectiveness of the charity and of individuals within the Board.
2. **Definition.** A conflict of interest may arise when a Board member, their partner or a family member stands to receive specific personal or financial advantage from a decision made by the Board. Where this may be the case, the Board member must not be involved in or seek to influence the outcome of such a decision. Examples might include:
 - A Board Member is the sister of an employee and a decision must be taken on staff pay and conditions.
 - A Trustee works for or is also on the Board of a charity competing with the CAB for funding.
 - A Trustee has shares in a firm that may be contracted to provide IT support.
3. **Action.** When a perceived or actual conflict exists, the Board member must strictly adhere to the requirements [Charities and Trustee Investment \(Scotland\) Act 2005](#) and Dalkeith & District CAB's *Articles of Association* 88-95, taking the following steps:
 - The Board member will declare the conflict (perceived or actual) to the Board.
 - The Board member will withdraw from discussion about and decisions on any related matter and will not receive any briefings or other materials related to the declared conflict from the time the conflict is declared.
 - The Board member will not seek to influence other Board members or any decision related to the declared conflict.
4. **Decision on Whether Conflict Exists.** If a Board member is unsure whether a conflict exists, they must still make a full disclosure to the Board. The Board will vote on whether the Board member should withdraw from proceedings. In the event of a tie, the Chair will cast a deciding vote.
5. **Recording.** Declared conflict of interest will be recorded in the meeting minutes of the Board meeting as well as the withdrawal of the Board member from the discussions (including the times left and re-entered.)
6. **Annual Declaration.** Board members must complete and sign an annual statement setting out actual or potential conflicts of interest that they are aware of. They will update this if and when there are any changes. The Manager will record these in the Conflicts of Interest register and disseminate this to Board members. **(3)**

(3) This annual statement is included in the Board "Contact details, agreement, code of conduct and conflict of interest form" which is completed by Board members when they join and all members at least annually, or when information in the form has changed.

F. Induction of New Board Members

Where possible, the Chair or another member of the Board will serve as a contact person for new members of the Board. They will support their induction and answer any questions that arise. The process need not be formal, and can be tailored to the needs of the individual.

Board members should also be given specific documents from the CAB to enable them to fulfil duties effectively. If any of the policies or documents change, new copies should be provided. The Dalkeith CAB Board Induction Checklist can be used to track and document the process.

1. Board “Contact details, agreement, code of conduct and conflicts of interest form”.
2. List of Board members, roles and contact details they’ve agreed to share.
3. List of dates, times and venues (or online arrangements) for forthcoming Board meetings, AGMs and other key events.
4. Minutes of the previous 2-3 Board members and papers for any forthcoming ones.
5. Most recent Annual Report and Financial Statements of the charity
6. Latest budget / management accounts, including a list of funding streams.
7. Articles of Association (i.e. constitution or governing document) of the CAB.
8. Current strategic plan
9. Details of CAS membership standards and audit process and Scottish National Standards for Information & Advice Providers (SNSIAP).
10. A skills audit form and details for logging into CAS website and CASLearn platform.

It may also be beneficial to supply copies of specific key policies of the charity, including:

- Financial procedures, including the reserves policy.
- Health & Safety policies and procedures.
- Risk assessments and risk management plans, including summary of insurance cover.
- Human Resources policies (e.g. standard terms & conditions of employment, Grievance and Disciplinary policy.)

Board members should also have access to the following documents.

Office of the Scottish Charity Regulator. (2016) *Guidance and Good Practice for Charity Trustees*. Dundee: Office of the Scottish Charity Regulator (OSCR.) [Updated 2025.]

<https://www.oscr.org.uk/guidance-and-forms/guidance-and-good-practice-for-charity-trustees/>

Third Sector Governance Forum (2023) *The Scottish Third Sector Governance Code*. Edinburgh: Third Sector Governance Forum. <https://governancecode.scot/wp-content/uploads/2018/11/Governance-Code.pdf>

Companies House website. *Running a Limited Company*. Edinburgh: Companies House <https://www.gov.uk/running-a-limited-company>

G. Board Learning and Development

1. **Introduction.** Dalkeith CAB is committed to ensuring Board members receive support and learning opportunities to enable them to gain skills, knowledge and confidence for performing their roles as Trustees/Directors and as office-bearers effectively.
2. **Identifying and Meeting Learning Needs.**
 - Each year, Board members will be asked to complete a brief “Skills Audit” to assess their capability and interest in a range of areas relevant to their role.
 - The Board will agree priority areas for development and whether all or specific Board members will undertake learning.
 - Consideration will be given to the individual’s preferred learning styles, any challenges or barriers to accessing specific learning activities, and the appropriateness of the course or other activity for meeting identified needs (e.g. accessibility, timing, location, etc.)
3. **Types of Learning Activities.** There are a number of ways Board members can gain skills, knowledge and confidence.
 - External training courses, conferences, lectures and seminars, usually on topics relevant to a range of third sector organisations (e.g. charity law, employment law, campaigning, etc.)
 - Internal training courses and workshops facilitated by a trainer for the Board or wider team.
 - CASLearn – the free online training platform for bureaux within the Citizens Advice Scotland network, covering a range of topics.
 - Self-Directed Learning, which can include researching a subject online, online training at your own pace or allocating time to read and reflect on policies, research, or other information resources.
 - Peer learning, which can involve a Board member facilitating a workshop for others or disseminating an information resource followed by sharing insights and learning in a discussion at a Board meeting.
 - Coaching and mentoring can involve a more experienced board member supporting newer Trustees or getting support from external individuals with expertise in trusteeship.
 - Shadowing can involve observing the delivery of CAB services, spending time with a trustee from another charity to gain ideas and insights, or similar.
4. **Recording and Evaluating Learning.** It is important to note when Board members undertake learning activities to demonstrate capability of the Board and good governance. This is also required for maintaining the CAB’s membership in quality assurance schemes. Board members are asked to complete a simple online form when they undertake any of the above activities to document the learning, the outcomes and how learning will benefit the CAB. This can be found here: <http://tinyurl.com/DCABBoardLearning>
5. **Practical Issues.**
 - This policy applies only to learning activities that can be shown to be in furtherance of the CAB’s charity objects.
 - The CAB has an annual budget for the cost of Board learning activities and can decide to allocate additional funds for learning where required (e.g. complying with a new law.)
 - Expenses for travel and subsistence to attend in person training will be reimbursed as per the CAB expenses policy.
 - Learning activities costing more than £100 should be agreed by the Board and recorded in meeting minutes.