

# Crawley u3a Committee Procedures **Approved 13<sup>th</sup> December 2023**

## Scope of Document

There are two parts to these procedures.

### Section 1: Trustees and Support

### Section 2: Protocols and Papers

The first covers Trustees' Organisational matters, and the second the structure and content of Committee Meetings.

They exclude matters dealt with as part of Trustees Induction ("Trustees' Handbook" and "Trustees' Induction Checklist") or included within the "Essential Documents for u3a Trustees".

All the above included on the [For Trustees](#) page of the website.

## Section 1: Trustees and Support

### (A) Agreement on Trustee Posts for the Forthcoming Committee Year

1. The **Committee Year** runs from AGM to AGM and is to be distinguished from the Financial and Membership year which runs 1<sup>st</sup> September to 31<sup>st</sup> August.
2. The Trustees will agree on the ideal structure of the Committee (i.e. Trustee posts and titles) for the forthcoming year at their August meeting, so Trustee vacancies can be advertised along with the AGM notification documents.

### (B) Trustees' Task Lists

1. A Trustees Task List, agreed by all Trustees, is maintained by the Secretary. This shows the tasks falling under each of the Trustee posts, both filled and vacant, which were agreed for the year.
2. This list is intended to:
  - Enable new Trustees to be clear on what their responsibilities are;
  - Inform the Committee of which tasks falling under Trustee posts not filled need to be reallocated;
  - Prevent those tasks at the interstices of two operational areas (e.g. setting up website pages for new Groups) from being forgotten, or two Trustees both attempting to communicate with the same third party on the same matter.
3. Tasks performed by a support role assisting the Trustee will be allocated to the Trustee, but if they wish others to deal with the support role directly this will be made clear on the list,
4. The Task list will be made available to all Support Role holders as well as Trustees. It is recognised that it may need to be amended frequently, not least when new tasks arise. If two or more Trustees agree between themselves to reallocate tasks between themselves then other Trustees will be informed but do not need to approve the changes.

### (C) The First Meeting of the Committee Year (late November or early December)

1. The following processes will take place at this meeting:
  - (i) All Trustees (new and continuing) sign the Trustee eligibility form confirming their suitability
  - (ii) New Trustees sign and date the Trustees Code of Conduct

- (iii) The Secretary checks that the monthly meeting slot is suitable for all Trustees. If not then the Committee will need to consider amending it (and associated room bookings)
  - (iv) The new Trustees will state the progress made so far on their induction process and their current priorities for what they need to cover next. The Chair and Secretary, joined by any other Trustees who wish to attend, will arrange to meet informally with all new Trustees together to cover the more essential induction matters
2. If any Trustee roles remain vacant the Committee will need to:
    - (i) Agree the strategy to be followed to fill these vacancies as soon as possible
    - (ii) Agree how the essential duties of the vacant Trustee roles are divided up amongst the existing Trustees until those vacancies are filled, using the current Trustees Tasks list.
  3. Decisions on the Committee's Aims for the year, as proposed by the Chair, will be made.
  4. The Secretary will table the Committee Agenda Timetable showing the topics to be considered at each meeting for the next 12 months together with the Trustee assigned to each. This will be based on the proposed Committee Aims and will be updated monthly and included within the Trustees Calendar spreadsheet sent out by the Secretary to Trustees each month.
  5. Agree any changes to the bank mandate.
  6. For those who have ceased acting as Trustees there is a short checklist on actions around revoking access to Beacon, transferring computer files, and ensuring they no longer hold any material with personal data subject to GDPR requirements etc

#### **(D) Trustees & Support Roles**

1. Individual Trustees should be left to determine themselves the form and nature of the support they require to deliver the requirements of their role. This might be in the form of one or more support roles and/or working groups (covered in (E) below) depending upon what they consider to be most practical and availability of volunteers.
2. The Trustee is responsible for (a checklist is available for this if required):
  - (i) The induction of that support role
  - (ii) Arranging access to any systems required
  - (iii) Ensuring they have any equipment they require to undertake their role
  - (iv) Arranging for their appointment to be announced in the newsletter (along with the retirement of any predecessor)
  - (v) Passing on to the support role/working group (WG) any actions or information from Committee meetings of which they need to be aware when performing their own role
3. Similarly the Trustee is responsible for ensuring that when the holder of a support role ceases that:
  - (i) Access to any systems is revoked
  - (ii) Any equipment or stocks in their possession belonging to the u3a is returned
  - (iii) Any GDPR sensitive data or documents they may hold are passed on to the new role holder or destroyed
4. The Trustee should inform the Committee at the next meeting (normally via their monthly report) of any new and/or retiring Support Role holders
5. The Trustee should check with other Trustees that any new title for the support role/WG, including any generic e-mail address is not misleading to members i.e. it correctly represents the function of the role holder.

## **(E) Delegation to Working Groups**

1. Clause 24 of the 2022 Constitution includes the following (references in paranthesis):
  - (i) The Trustees may delegate any of their powers or functions to a working-group (WG) of **two or more trustees** but the terms of any such delegation must be recorded in the Committee minutes. Such a WG may have additional members who are not also trustees (24.1)
  - (ii) The trustees may [note: may, not must] impose conditions when delegating, including the conditions that:
    - the relevant powers are to be exercised exclusively by the WG to whom they delegate;
    - no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees (24.2)
  - (iii) The trustees may revoke or alter a delegation (24.3)
  - (iv) All acts and proceedings of any WG must be fully and promptly reported to the trustees (24.4)
2. This implies that there are two types of Working Groups permitted by the Constitution:
  - (i) Those to which the Trustees may delegate specific powers and functions, and which must include at least two Trustees (as in 1(i) above). These will be termed Official Working Groups.
  - (ii) Those to which the Trustees cannot delegate any powers (either because they do not have at least two Trustees or because the Trustees do not wish to delegate any powers to them). These will be termed Unofficial Working Groups
3. It is expected that any Working Groups set up within Crawley u3a, normally to oversee particular events or reviews of policy, will be of type (ii) i.e. Unofficial Working Group.
4. For both types of WGs the Committee should approve brief Terms of Reference, the approximate timetable and appoint a Trustee responsible for overseeing the WG. There is no requirement to approve the appointment of individual members to the WG, unless it is of type 2(i) above.
5. The Responsible Trustee should report back to the Committee regularly on progress made. If there are no decisions to be approved this may be brief - either as a short item in their monthly report or in the Action Log.
6. That Trustee will be responsible for bringing to the Committee any reports and recommendations on which Trustee decisions are required.

## **(F) Communications with Other Trustees and Members**

1. When sending e-mails by Beacon make it clear in the subject line or at the top of the text to whom it has been sent (all GLs, all Trustees etc)
2. When posing a question or asking for some information or feedback in an e-mail make that clear, and by when, in the Subject Heading (e.g. Proposed Agenda for Meeting on 10<sup>th</sup> June: Respond with any changes by 2<sup>nd</sup> June)
3. Try to allow at least a week for any response, unless it really is urgent
4. If a Trustee has no response to a question raised in an e-mail by another Trustee, or does not have time to respond by the required deadline, they should let the Trustee sending the e-mail know.
5. Messages concerning an event on the same day, or requiring an urgent response (e.g. approval of a purchase) within the same day should be posed via WhatsApp as not all Trustees' mobile phones are able to pick up @Crawleyu3a.org.uk e-mails before synchronisation.
6. All Trustees should be informed in advance of, and given the opportunity to question, any issues which create a legal, contractual or financial obligation on the part of the u3a, subject to the financial

approval limits set out in the latest version of the “Financial Policy – Delegated Decisions” under section 5.4.3. Whether such consultation takes place via e-mail communication or in the form of a draft copy of an agenda item depends upon the urgency and nature of the issue. In either case the decision should be formally noted at the next Committee meeting.

7. If an e-mail has been sent by a Trustee to more than one other Trustees then the “reply to all” response option should be used.
8. It is recommended that Trustees avoid sending e-mails to or contacting internal Crawley u3a groups or members who normally fall under the responsibility of another Trustee’s role (e.g. Secretary sending e-mails to Group Leaders) unless:
  - This has been agreed in advance with the relevant Trustee, or
  - Is the result of an action agreed at a Committee meeting, or
  - Relates to a matter (e.g. Insurance in the case of the Secretary and GLs) for which the first Trustee is responsible.

In such cases the relevant Trustee should be copied in as a matter of courtesy.

### **(G) Communication with External Bodies and Persons**

1. External Bodies and Persons comprise any organisation or person external to Crawley u3a:
  - To whom the Crawley u3a is legally or constitutionally obliged to report (Third Age Trust (TAT), Charity Commission);
  - With whom Crawley u3a has an ongoing financial and/or contractual commitment (venues hired, owners of software for which a licence is held, the bank, the Third Age Trust Trading Ltd, Group tutors engaged for a number of sessions);
  - Whose services Crawley u3a has agreed to use on a one-off basis in return for a payment or refund of expenses (meeting speakers, a coach company, a printing company)
  - Other community bodies with whom Crawley u3a may engage in the course of promoting its charitable objectives, and in playing its full part as a responsible provider of services for all people in their third age, whatever their background, in Crawley
2. The Trustee whose role is considered most closely aligned will be assigned to each of these External Bodies & Persons (or different sections of the body when dealing with the TAT) and the relevant Trustee in each case will be indicated on the Trustees task list under the Scheme of Delegation Annex. That Assigned Trustee will be the one who carries out any necessary reporting to, or correspondence and negotiation with, that External Body on behalf of the Committee.
3. Trustees should not contact or correspond with an External Body for which another Trustee acts as the Assigned Trustee unless authorised to do so in advance by the Assigned Trustee. On such occasions the Assigned Trustee should be copied into or forwarded any e-mails sent or received.

### **(H) Dealing with Problems**

1. We are all human with lives and obligations outside the u3a and there will be times when an individual Trustee needs to step back for a while. Likewise at times a Trustee may struggle with the volume of work their role requires. In either case the Trustee should inform the rest of the Committee so it can consider how some of the more urgent responsibilities can be covered by others, and the Committee Timetable amended accordingly in respect of the non-urgent matters.

2. Whilst Trustees are normally expected to attend all Committee meetings (holidays and other important commitments permitting), the AGM, Fees Approval and the GL meetings, the Open Day, Coffee Mornings and Celebration Events they should not (apart from the Chair) feel obliged to attend all the monthly Friary meetings.
3. if a Trustee is experiencing problems dealing with the holder of a Support Role or WG for which they are responsible, then this should be raised with one or more other Trustees, who should try to suggest or broker a solution.
4. If a Trustee feels another person has acted or communicated something in a way which interferes with their own role or contradicts something previously agreed then they should try to speak with that person first to check whether their perception is accurate and to give them an opportunity to retract. Resist the temptation to send a critical e-mail copied into others. Sending a critical e-mail copied into others might be seen to breach the Trustees Code of Conduct.
5. If tension between two or more Trustees is starting to interfere with their working relationship then it would be prudent to arrange a quick call or longer meeting in an informal setting to resolve the underlying issues.

## Section 2: Protocols and Papers

### **(I) Constitutional & Planning Requirements** (Constitution clause references in paranthesis)

1. The quorum shall be two or the number nearest to two-thirds of the total number of trustees, whichever is the greater or such larger number as may be decided from time to time by the trustees. In addition, at least two officers must be present for a Trustees meeting to be quorate (21.9)
2. No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made (21.8).
3. If a Trustee knows they cannot attend a meeting then they should let the Secretary know as soon as they become aware of this, so if a meeting is expected to be inquorate the meeting date can be changed.
4. The Secretary should call an additional meeting if two or more Trustees request this (21.5)
5. A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees (17.10).
6. At least four Committee meetings must be held by the Trustees each year (21.3)
7. Questions arising at a meeting must be decided by a majority of votes. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote (21.6 & 21.7)
8. No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made (21.8)
9. Any Trustee needing to leave a meeting before the end should inform the Secretary as soon as they know this so the order of the agenda items can be rearranged accordingly.

### **(J) Standing Items (excluding Trustees' Monthly Updates)**

1. Each meeting should include the following standing items:
  - (i) Apologies for any absences
  - (ii) Approval of the minutes of the previous meeting (together with any matters arising not covered elsewhere on the agenda). The minutes should state clearly any actions arising together with the Trustee(s) responsible for undertaking these.

- (iii) A review of the latest Action Log. This lists actions from all meetings prior to the previous one which are still outstanding by the time of the current meeting, plus all actions from the previous meeting indicating which have been completed. The Secretary will request updates on progress before sending out the material for each meeting.
- (iv) Update on Trustee, Support Role and Working Group Members Recruitment  
This is to ensure we do not lose focus on this.
- (v) Purchases, Procurements & Contracts for information and, if required, approval  
To include requests for approval on purchases or contracts (> £100 or whatever is amount is specified in Financial Policy Delegated Decisions 5.4.3) which are not expected to require anything beyond a short discussion. Also to include the setting up of working groups on any proposed strategic contracts (as defined by the Trustee Task list) and reporting on their progress.
- (vi) Other Committee Approvals Required for Matters not the subject of Non-Standing Items:  
This is to formally approve any policies or other proposals which require formal Committee Approval (see section (M) below) but on which Trustees have already had the opportunity to comment and on which no issues have been raised which it is believed require further discussion. Trustees will be notified before the meeting of these items and will have the opportunity to object to this – giving reasons - and that it should be moved to become a Non-Standing Item.
- (vii) Trustees Calendar update. This for Trustees to agree dates for future events, and to be reminded of the events taking place within the next two months and the confirmation of responsibilities for those events. It will also look at the latest Committee Meeting agenda timetable.
- (viii) Any Other Business. The Chair should ask at the start of the meeting whether anybody has Any Other Business (AOB) and what this comprises so he can leave sufficient time. AOB should only be used to deal with developments occurring between the deadline for Trustee submissions (normally four days in advance of the meeting) and the meeting itself. Otherwise such matters should feature somewhere else in the agenda.

## **(K) Standing Items: Trustees' Monthly Updates**

1. Monthly update reports should include any developments in their area of responsibility during the period since the last meeting they attended (excluding any which are the subject of one of the non-standing items for the meeting) of which other Trustees need to be aware and should cover:
  - The latest data on any statistics to be reported in the Annual Report and Accounts such as membership numbers, new Groups established etc
  - The extent of progress on any Committee Aim for the year (e.g. migration of the website)
  - Any event within their area which could potentially impact upon the u3a's reputation or pose some other risk (e.g. failure to meet a Charity Commission or Third Age Trust deadline, friction with one of our venues, loss of a piece of equipment);
  - The appointment of members to support and GL roles which (and the cessation of members to such roles). This is so the relevant Trustee knows that Beacon Access and Privileges need to be changed.
  - Any correspondence from u3a members, other u3a organisations, and external bodies which feature complaints, questions to the Committee, or any other matters about which the Trustee believes the Committee needs to be aware, together with an indication of the response. The Secretary submits an update each month on updates received from the Third Age Trust (TAT) and Regional u3a Networks.

- Short reports on minor events, such as new members meetings and coffee mornings, should be covered in the organising Trustee's monthly report unless the Committee's views are specifically sought on any aspect. This does not prevent the Responsible Trustee from asking for other Trustees' views outside the meeting. The Events checklist (in progress) will be updated automatically by the Responsible Trustee with any points relevant to future events of the same type.

2. They should not include:

- Repetition of anything covered by the Action Log
- Matters which are covered by a Non-Standing agenda item for the meeting.

See <https://u3asites.org.uk/files/c/crawley/docs/templatefortrusteesmonthlyupdatereport.pdf> for more on monthly reports

3. If a Trustee has no developments to report then they should let the Secretary know of this so "nothing to report" is entered into the meeting papers.

### **(L) Non-Standing Items**

1. These should cover all matters requiring Committee Approval (as indicated in the Trustee Task list) and which are not to be dealt with under (J) 5 above because Trustees have already had the opportunity to comment them and no issues have been raised which it is believed require further discussion.
2. To help other Trustees make it clear on any Non-Standing Item agenda item what is being asked of them e.g. to approve a report, to support (or not) a proposed decision, to approve suggested, to submit any comments by a particular date with the intention of bringing an amended version back for approval.

### **(M) Content & Style of Committee Documents**

1. Avoid including an individual member's name in any Committee documents (e.g. when reporting an incident), unless this is in relation to something which would be expected to be known across Crawley u3a and/or displayed on the web e.g. announcing a new or retiring GL or Support Role holder. This is because the meeting papers and minutes are placed on the web and so available to the public. When it is necessary to include a members' name then the relevant section should be clearly indicated as being "Confidential" and the Secretary will remove that section for the version placed on the web (though a full record will be retained for future Committee use).
2. If a u3a member is observing a committee meeting and a matter with implications for a members' privacy is to be discussed the observer should be asked to leave the room until the discussion of that item has finished.
3. Avoid vague actions such as "we must think about" - state what you propose should be done next, by whom and by when. Otherwise give a list of potential options. People appreciate a list of ideas to get them started rather than having to conjure ideas out of nowhere.
4. Do not state "we" without it being clear to whom "we" refers
5. To help Trustees absorb any information:
  - (i) Avoid a series of long paragraphs. Break up text by using headings (e.g background, objectives, situation at current time, proposed next steps....)
  - (ii) Number lists of more than three or four items, rather than just using bullet point, to make it easier for others to refer to individual items.

- (iii) In order to keep the volume of meeting papers to a minimum trustees should avoid, as far as possible, repeating any documents which the Trustees have received on a previous occasion or which exist on the website (but be clear as to which documents these are, their dates, where they appear on the website etc).

#### **(N) Timings for Submission of Documents**

1. The Secretary will remind the Trustees of the agenda items, and the deadline date for submission for both the Trustees' Monthly Updates and documentation required for Non-Standing Items. This deadline date will normally be four days before the meeting.
2. The Secretary aims to circulate the meeting material at least three days before the meeting.
3. Trustees are encouraged to add items to their Monthly Update at intervals throughout the month as they complete various tasks or attend non-Committee meetings (including on-line meetings).
4. On Non-Standing items, Trustees are encouraged to circulate any draft new or amended policies well in advance of the meeting, to give other Trustees an opportunity to submit comments and questions (allow a week for this) which can then be incorporated for the final version.

#### **(O) Conduct of Meetings**

1. Trustees should ask to speak 'through the Chair'. This means putting their hand up if they wish to speak and waiting for the Chair to ask you to speak. The Chair should be vigilant in checking whether any hands are raised.
2. When a Trustee is presenting a report or a Standing Item to the Committee they should indicate when they have finished so the Chair knows he is free to ask anybody with their hand up to speak, or to move on.
3. Trustees should avoid bringing up other matters incidental to the subject being discussed. If they believe it is important they should request it be covered under AOB, so the Chair knows to leave adequate time..

ML 14<sup>th</sup> December 2023