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**Trustee Governance Protocol**

### Pentreath Ltd is committed to achieving a working environment which provides equality of opportunity and freedom from unlawful discrimination on the grounds of race, sex, pregnancy and maternity, marital or civil partnership status, gender reassignment, disability, religion or beliefs, age or sexual orientation.

**Introduction**

The following protocol outlines the overall roles and supporting responsibilities of the Pentreath board of trustees and managerial staff.

**Chairman’s Action**

* For the Chairman to take action the need for a decision should be urgent. There should be no time to convene a board meeting or an E meeting.
* The matter should be more than an operational issue.
* All board members must be informed immediately. (Electronically if possible.)
* The information communicated to board members must be more than the fact of the action. It must explain the reasoning behind the action.

**Operational Matters**

Which management decisions are operational, and which should be taken at board level?

* All day-to-day decisions are operational.
* Non-strategic matters are operational.
* Financial decisions within budget are operational if agreed between the CEO and the Finance Manager.
* Exceptional financial decisions, or decisions outside budget will require board approval.
* Minor disciplinary matters are operational.
* Any personnel issues that require reporting to the Charity Commission must be reported to the chairman and vice chairman, and require board approval.
* If in doubt refer to the Chairman or Vice Chairman, who could either authorise under Chairman’s Action or refer the matter to the board.

**Board Meetings**

* A period of time will be allocated at the end of each board meeting, at which confidential matters will be discussed.
* Those ‘in attendance’ at the meeting will be asked to leave the board meeting prior to the ‘in camera’ session.
* Meetings will be minuted by an independent person who is not participating in the meeting.
* Meetings will not be audio recorded unless no minute taker is available.
* Minutes will be circulated within two weeks of the board meeting.
* Following discussion upon an agenda item, the chairman will summarise the position of the board, and will call for a vote if he is uncertain, or is asked to do so by a board member.