15th St Helens (St Andrews) Scout Group
Charity Constitution

Scouts
15th St Helens
(St Andrews)

Preamble

This constitution describes the role, membership and operation of the Group Scout Council, and the Group Trustee Board.

Charitable objects

Our purpose is to actively engage and support young people in their personal development, empowering them to make a positive contribution to society.

The Group Scout Council and the Group Trustee Board

- The Group Scout Council has a governance role for the charity and makes Group Trustee Board appointments other than ex officio and co-opted appointments.
- The Group Trustee Board is responsible for the governance of the charity. Although the Group Trustee Board is responsible for the charity, it is accountable to the Group Scout Council.
- The Group Scout Council has no Trustee responsibilities.

Group Scout Council membership

- The ex officio members of the Group Scout Council are members by virtue of their role in The Scouts as detailed in Rule 5.3.3.1
- The Group Scout Council may **appoint** some members, on the recommendation of the Group Lead Volunteer and the Group Trustee Board. See Rule 5.3.3.4.
  A Group Scout Council does not need to have any appointed members.
- The Group Scout Council may appoint some **community** members. See Rule 5.3.3.5.
  A Group Scout Council does not need to have any community members.
- The total number of appointed and community members of a Group Scout Council must not exceed the number of ex officio members.
- Group Trustee Board administration must ensure that appointed Group Scout Council Members are recorded locally in the minutes of the Group Scout Council meeting which appoints them (normally the AGM). Scout Council members (whether ex officio or appointed or community) must not be recorded as Scout Council Members on The Scout Association's membership system.

Group Trustee Board membership

The members of the Group Trustee Board are:

- The ex officio roles, as defined in Rule 5.3.4.5(a).

- Appointed Trustees (including Chair and Treasurer)
  The selection process for Trustees must follow Rule 5.3.4.6.
  Vacancies for appointed Trustees only occur at the end of their period of appointment. For example, a Group Chair may have been appointed for three years and so does not need to be re-appointed or re-selected after years one and two.
  The proposal from the Trustee Board is received by the Scout Council at their AGM. The proposal from the Trustee Board does not require seconding by a member of the Scout Council. The action of the Scout Council is to approve or not approve the proposed names from the Trustee Board.
- Co-opted members are persons co-opted annually by the Group Trustee Board. They are not appointed by the Group Scout Council at its AGM. The number of co-opted members must not exceed the actual number of appointed Trustees, excluding Chair and Treasurer.
- The Sponsoring Authority, or its nominee, has right of attendance at a Group Trustee Board.

Group Scout Council – Annual General Meeting

- Each Group Scout Council must hold an Annual General Meeting (AGM) within six months of the end of the Group's financial year. The Group should give a minimum of four weeks' notice of the date of the AGM.

- The AGM must:
  1) Undertake governance oversight by
     (a) approving the minutes of the previous Group AGM
     (b) adopting (or re-adopting) the constitution of the Group (see Rule 5.3)
     (c) noting the dates of charity's financial year
     (d) approving appointed and community members of the Group Scout Council
     (e) agreeing the maximum total number of members of the Group Trustee Board (this is one number representing the total of ex officio, appointed and co-opted members)
     (f) agreeing the quorum for future meetings of the Group Scout Council

  2) Review the previous financial year by
     (a) receiving from the Group Lead Volunteer an overview of the past 12 months of activity in the Group
     (b) receiving and considering the Group Trustees' Annual Report and the annual statement of accounts which have been approved by the Group Trustee Board.

  3) Make appointments
     (a) appoint a Chair of the Group Trustee Board, following recommendation from the selection process initiated by the Group Trustee Board.
     (b) appoint a Treasurer of the Group Trustee Board, following recommendation from the selection process initiated by the Group Trustee Board.
     (c) appoint other members of the Group Trustee Board, following recommendations from the selection process initiated by the Group Trustee Board.

(d) approve the appointment of any Group Presidents or Group Vice Presidents, and note current appointees (if any)
(e) appoint (or re-appoint) an auditor, independent examiner or scrutineer as required.

Group Trustee Board – Purpose

- The Group Trustee Board is a team of volunteers who work together, as charity Trustees, to make sure the Scouts is run safely and legally. At the heart of their role is a focus on strategy, performance and assurance, working to ensure that the Group is meeting The Scout Association's overall aims and strategic goals.

- In Scotland, Members of the Group Trustee Board must act collectively as Charity Trustees (if a registered charity) or with the same duties and responsibilities as Charity Trustees (if they are not registered) and in the best interests of its members.

- Effective Trustee support helps other volunteers run the Scout programme that gives young people skills for life.

- Members of the Group Trustee Board must act collectively as charity trustees of their Group, and in the best interests of the charity's members.

- The Group Trustee Board must act in the charity's best interests, acting with reasonable care and skill and take steps to be confident that:

    1) The charity is:
        - well managed
        - carrying out its purposes for the public benefit
        - complying with the charity's governing document and the law
        - managing the charity's resources responsibly

    2) the charity is operating compliant with POR and the local charity regulator, including effective management of each of the Key Policies listed in Chapter 2.

    3) young people are meaningfully involved in decision making at all levels

    4) the Group has sufficient resources (funds, people, property and equipment) available to meet the planned work of the Group including delivery of the high-quality programme and resource requirements of the training programme (4.3.7 of The Scout Association Policy, Organisation and Rules).

- The Group Trustee Board members must themselves collectively:

    a. develop and maintain a risk register, including putting in place appropriate mitigations

b. ensure that the Group's finances are properly managed, including development and maintenance of appropriate budgets to support the work of the Group.
Where the Group is partnered with an Explorer Unit and the operational financing is undertaken by the Group, this arrangement must be documented in the Partnership Agreement, and the finance arrangements must follow this guidance.

c. maintain and manage:
• a reserves policy for the charity including a plan for use of reserves outside the 'minimum'
• an investment policy for the charity
• a public benefit statement for the charity

d. ensure that people, property and equipment are appropriately insured, and that any property and equipment owned or used by the Group is properly protected and maintained

e. ensure the appointment and management and operation of any sub-team(s), including appointing a Chair to lead the sub-team(s). This should normally be one of the Group's Trustees.

f. ensure that effective administration is in place to support the work of the Group Trustee Board

g. appoint any co-opted members of the Group Trustee Board

h. ensure transparency of operation, including:
    a. prepare and approve the Annual Accounts and arrange their examination by an auditor, independent examiner or scrutineer (as appropriate) and as appointed by the Group Scout Council at their AGM
    b. prepare and approve the Group Trustees' Annual Report (which must include the Annual Accounts and include the report from the auditor, independent examiner or scrutineer)
    c. present the approved Group Trustees' Annual Report and Annual Accounts to the Group Scout Council for their consideration at the Group AGM
    d. following the Group AGM, ensure that a copy of the Group Trustees' Annual Report and Accounts is filed as described in 5.7.2.2 of The Scout Association Policy, Organisation and Rules.

i. take responsibility for the Group's adherence to Data Protection Legislation recognising that, dependent on circumstances, it may at different times act as a Data Controller and as a Data Processor

j. individually and collectively maintain confidentiality regarding appropriate Group Trustee Board business

k. put in place annually an open and transparent selection process to recommend to the Group Scout Council appropriate members to be appointed members of the

Group Trustee Board, including Chair and Treasurer. Vacancies for appointed Trustees only occur at the end of their period of appointment (for example, a Trustee may have been appointed for three years and so does not need to be re-appointed or re-selected after years 1 and 2).

l. where staff are employed:
• act as a responsible employer in accordance with the Scouts' values and relevant legislation
• ensure that effective line management is in place for each employed staff member and that these are clearly established and communicated
• ensure that appropriate specific personnel insurance is in place

- A Group Trustee Board may create sub-teams it deems necessary to support its governance function. The Group Trustee Board must ensure that for any sub-team it appoints:
    - its purpose is governance-focused and not operational
    - its members are agreed and approved by the Group Trustee Board
    - the Group Trustee Board Chair is an ex officio member
    - the Group Lead Volunteer is an ex officio member

- Sub-team members are not Trustees unless they are already members of the appointing Group Trustee Board.

- All sub-team members must be recorded on the membership system.

Group Scout Council – Conduct of Meetings

- The Group Scout Council meets at their AGM (see 5.4.4 of The Scout Association Policy, Organisation and Rules).

- It would be unusual for there to be additional meetings of the Group Scout Council. This is because the primary task of the Group Scout Council is to appoint the Group Trustee Board. If members resign from the Group Trustee Board, Rule 16.9.2 of The Scout Association Policy, Organisation and Rules must be followed, thus rendering an additional meeting unnecessary.

- A Group Scout Council meeting should normally be convened with at least four weeks' notice. A meeting may be convened on shorter or no notice with the agreement of at least three quarters of the members of the Group Trustee Board.

- Group Scout Council meetings are chaired by the Group Chair. If the Group Chair is unable to be present, the Group Chair may appoint a delegate to chair a meeting of the Group Scout Council subject to such appointment being approved at the start of the meeting by a majority of the Group Scout Council members present.

- Only Group Scout Council members, as defined in 5.4.3.4 of The Scout Association Policy, Organisation and Rules, may vote in Group Scout Council meetings.

- The quorum for a Group Scout Council meeting is agreed by the Group Scout Council at their AGM (see 5.4.4.3 of The Scout Association Policy, Organisation and Rules).

- If there is no quorum present at a meeting of the Group Scout Council, the meeting must be closed and reconvened at the earliest available opportunity.

- Decisions are made by a majority of votes cast by those present at the meeting. In the event of an equal number of votes being cast on either side, the Chair does not have a casting vote and the matter is taken not to have been carried.

- To discharge their responsibilities, the Group Scout Council may meet by video conference as well as, or instead of, face to face when agreed by the Group Chair. The Group Scout Council must not 'meet' using any indirect process, such as email.

- At any meeting which is not fully in person, there must be an online poll or other electronic method of counting votes.

- All meetings of the Group Scout Council, whether face-to-face or otherwise, must be properly recorded and minuted.

Group Trustee Board - Conduct of meetings

- Meetings of the Group Trustee Board should be convened on at least two weeks' notice. Meetings may be convened on shorter or no notice with the agreement of at least half of the members of the Group Trustee Board.

- Group Trustee Board meetings are chaired by the Group Chair. If the Group Chair is unable to be present at a meeting, the Group Trustee Board may choose a member to act as chair for the duration of the meeting of the Group Trustee Board subject to such appointment being approved at the start of the meeting by a majority of the members present at the meeting.

- Only members of a Group Trustee Board as defined in Rule 5.4.3 of The Scout Association Policy, Organisation and Rules may vote in its meetings.

- The quorum for a meeting of a Group Trustee Board is one third of the Trustees (ex officio plus appointed plus co-opted) plus one.

- For any sub-teams of the Group Trustee Board, the quorum for each sub-team must be set by the Group Trustee Board, based on the size of the sub- team and the complexity of its task(s).

- If there is no quorum present at a meeting of the Group Trustee Board, or a meeting of a sub-team, the meeting must be closed and reconvened at the earliest opportunity.

- Decisions are made by a majority of votes cast by the Trustees present at the meeting. In the event of an equal number of votes being cast on either side, the meeting Chair does not have a casting vote and the matter is taken not to have been carried.

- To discharge their responsibilities, the Group Trustee Board may meet by telephone or video conference as well as face to face when agreed by the Group Chair. This includes 'hybrid' meetings, where some Trustees are present at an agreed meeting place and others join by telephone or video.

- Where urgent matters arise between scheduled meetings of the Group Trustee Board and if it is not practicable to convene a meeting of the Group Trustee Board then an electronic voting method (such as email) is allowed for decision making of the Group Trustee Board when deemed appropriate by the Group Chair. In such circumstances, at least 75% of the Trustees of the Group Trustee Board must approve the decision, and the outcome of the voting must be reported at, and recorded in the minutes of, the next Group Trustee Board meeting.

Notes

- For any areas of dispute not covered by this document, the UK Scout Association's *Policy, Organisation & Rules (POR)* will apply.

Date of Adoption: ...../...../.....

Signed:



Philip Gilbert
Group Chair



Carl Latham
Group Lead Volunteer