

Aim/Objective, Roles / Organisational Structure and Arrangements

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1. Historical Overview

The 'Birmingham & District Industrial Safety Group' was formed in 1930 when the (now) Health and Safety Executive and industry representatives met to discuss how to reduce the number of serious machinery accidents. (The close involvement and support of the HSE has continued to this day).

Initially a discussion forum, a programme of regular meetings evolved where safety topics were presented, attracting an increasing number of members which at one stage reached over five hundred. (Currently circa three hundred).

Early on, at a time when safety services, support and competent safety people were limited, the Group saw the need and opportunity to launch new activities and initiatives to promote and improve safety including:

- Detailed proposals for a safety profession, eventually leading to IOSH - 1943
- Junior Section of the Group to introduce apprentices & young persons to the hazards at work - 1948
- Major safety exhibitions (at Bingley Hall in Birmingham) opened by the Lord Mayor of Birmingham – 1950's
- Safety training courses for power press operators (reputedly a world first) - 1951
- A dedicated training centre* with an extensive safety training programme - 1956

The Group, now 'Birmingham Health, Safety and Environment Association' (BHSEA), has undergone a few generally minor name changes over the years and whilst some services including training have ceased or are much reduced, the aim of promoting safety (now with health, environment and business risk), providing a discussion forum, and holding regular meetings / events, has remained largely unchanged.

For several years BHSEA had office premises, including a 'Safety Information Centre' (Quinton) but with the advent of information technology, particularly the internet and email, physical premises were no longer needed and in 2017 the premises were sold and the proceeds invested. (Selling of Quinton premises was also part of a strategy to simplify and streamline the business model and make it easier and less time consuming to run BHSEA in the future).

* Sold in 2014 and the proceeds invested

2. Aim / Objective – Governing Document

Registered as a company (00925718), and as a charity (255523), the Association is governed by [Articles of Association](#) which states that the objective of BHSEA is:

'To promote the health, safety, welfare and wellbeing of working people and the organisations they work for by facilitating networking, sharing, learning, the adoption of good practice and continuous improvement. This extends to an organisation's physical assets, the environment, and the community which it serves or in which it operates with a focus on Birmingham and surrounding areas'.

3. Roles / Organisational Structure

The Articles describe how BHSEA is to be run and provides for the following roles and implied organisational structure:

- Trustees [Honorary Officers* + up to two co-opted previous Honorary Officer(s)] - Directing
- Management Committee [Trustees + Secretary + up to 4 co-opted members] - Managing
- Council – Advising
- Sub-committees – for specific issues
- Secretary / secretariat [the only remunerated role] – operations, administration and support
- President - discretionary overseeing role

* *Honorary Officers: Chair, Vice-Chair, Chair of the Construction Section, Vice-President (Previous Chair)*

Trustees are the people who lead the charity, decide how it is run and are responsible for making sure it is doing what it was set up to do. Duties (emanating from the Charities Act) include: following the law, preparing reports and accounts for the Charity Commission (and Companies House), finance and investment, operating in accordance with the governing document (Articles), managing risk, and ensuring BHSEA spends its money wisely. *See below for the role of Chair*

Management Committee (including trustees) is the decision-making body that in conjunction with the Secretary manages the business of the Association and helps put agreed recommendations into practice. It relies on ideas and advice from Council, particularly with regards to achieving the objective of BHSEA.

Council (including Management Committee members) carries out the vital role of advising the Management Committee on what the Association can and should do to achieve its 'objective', move forward and stay relevant to its members and others. It reviews key performance measures and makes suggestions for improvement. It also contributes to growing the membership and extending the reach and influence of BHSEA.

Sub-Committees are used / set up where a particular need arises or where ongoing input or oversight of an issue is needed.

Secretary – *see below for further information*

President, a discretionary role, acts as *Contributor* - to help achieve the BHSEA 'objective' as stated in the Articles of Association'; *Ambassador* - to represent the Association as, when and where appropriate; *Catalyst* - to promote discussion, research and development – improvement; *Overseer* - to provide oversight of the BHSEA operation, its products and services, and its place within the wider community; *Facilitator* - to propose and where feasible help facilitate partnership and collaborative working opportunities.

- Notes:** 1. *Trustees and the Secretary, in particular, need to know what is expected as outlined in Charities Commission guidance CC3 'The Essential Trustee: What you need to know, what you need to do'.*
2. *Completion of the BHSEA 'Knowledge / Skills / Experience Questionnaire' by everyone helps ensure that BHSEA has the mix of skills etc that it needs and helps identify training and development needs.*

4. Key Roles – Chair and Secretary

Nearly all of the operational activities, administration and support are carried out by the Secretary with general oversight and involvement of the Chair and other Trustees as and when appropriate and if and when they are able (most Trustees, Management and Council members have full time jobs and are all volunteers). *See under 'Arrangements' for details of operational activities for running BHSEA.*

Depending on their individual circumstances (retired or not, time, experience, expertise etc) the Chair may take on additional tasks which at other times have been (or will be) carried out by the Secretary.

A close working relationship with mutual help, support, reminders etc, and regular communication between Secretary and Chair has been, and remains, key.

The roles complement each other and together require a range of enabling skills, attributes and experience, some possibly from a current or past management / supervisory / team leader type of role.

In this exciting information and increasingly connected age, and as BHSEA moves forward, products, services, processes etc are likely to change and develop which will have a bearing on all organisations, and for BHSEA roles, particularly those of Chair and Secretary. Flexibility, adaptability, an open mind and innovation are therefore key attributes.



Chair

The person:

Someone with a passion for health and safety wishing to help lead and guide the operation and development of BHSEA.

As indicated in Charities Commission guidance <https://www.charitiesregulator.ie/media/1692/the-role-of-the-chairperson-of-a-charity.pdf> the role includes: Leading the board (BHSEA Management Team); Ensuring smooth running of meetings; Promoting good governance among fellow charity trustees; Providing supervision and support; Acting as a figurehead or spokesperson where required.

Hours:

Essential tasks for the Chair (often with another trustee as deputy) including chairing meetings and events, require on average about 4 hours per week. However, depending on their particular circumstances the Chair may be prepared, willing and able to take on additional tasks, which would otherwise be carried out by the Secretary. Additional time by the Chair tends to happen during periods of development and change brought about by internal or external factors.

Knowledge, Experience and Skills include:

- Leadership
- Clear thinker
- Quick self-learner (the role has many facets and stakeholders)
- Confident speaker / presenter (although this quickly comes with practice and preparation)
- Team player
- Facilitator

Secretary

The person:

Someone with a passion for and experience of health and safety wishing to continue in a part-time and flexible role, essentially working from home but with regular contact with various stakeholders and others.

Hours:

Looking after BHSEA and performing the role during periods of normal ongoing operation requires on average 12 hours a week but increases during periods of development and change brought about by internal or external factors. Could also increase if, as and when new products or service are introduced.

Knowledge, Experience and Skills:

- Self-motivated
- Organised
- Quick self-learner with a willingness to learn (the role has many facets and stakeholders)
- A doer and a thinker
- Able to organise thoughts, files and folders, others
- Confident speaker / presenter (although this quickly comes with practice and preparation)
- Excellent communicator – written, verbal, face-to-face
- Facilitator to organise, persuade and involve others
- Team player
- Proficient with common software (Word, Excel, PowerPoint)
- Persuasion and persistence (nagging)
- Some knowledge of finances (Income, expenditure, budgets – living within ones means)

5. Arrangements

Operations

From an *operational* point of view what needs to be done, when and by whom is detailed in document 'Key Event / Activity Calendar' (Excel file), a management tool for use particularly by the Secretary and Chair, to ensure actions are taken in a planned and timely manner. Linked guidance notes, checklists, and tools & techniques on multiple pages / sheets provide further information.

The full Activity List is currently:

- Council ('C'), Mgt. ('M') & Construction Committee ('CC') Meetings
- Monthly meetings - events (incl. Newsletters and annual programme leaflet)
- WWT - SHADs (Construction 'Working Well Together' - 'Safety & Health Awareness Days')
- Membership including subscriptions
- Gaining new members
- VAT returns (Quarterly)
- Financial report (budget, income & expenditure)
- Governance, Policies and Procedure
- Annual Report & Accounts (including Charities Commission and Companies House returns)
- AGM
- Succession planning & election of Council & Management Members
- Other activities

Development

To help provide a broad overview and to guide *development and improvement*, an EFQM Business Excellence based 'Strategic Planning & Monitoring' tool has been developed. It uses the 'plan-do-check-act' process cycle and helps identify the current situation and the 'enablers' and actions which should lead to improved 'results'.

Note: Arrangements including the above tools are shared, reviewed, developed and improved with input from Council and Management.

6. Additional Notes

a. Becoming a Trustee, Management or Council member including the benefits

- Most roles are filled by Association members volunteering and / or being approached and nominated followed by election (normally every 2 years) at the AGM. There is also provision for co-option. For nomination, election etc details see BHSEA Articles of Association.
- The starting point is usually as a Council member, perhaps, after two years or so, moving to the Management Committee where turning ideas into action is one of the key roles.
- Both Council and Management meetings (usually three a year) are held in a relaxed, friendly and non-threatening atmosphere where everyone has opportunity to both learn and contribute.
- Members often gain key contacts from various backgrounds and usually find that their own knowledge, skills and experience – continuing professional development – is enhanced.
- Employers also benefit by being recognised as contributing to the wider good possibly as part of a social responsibility / community agenda.

b. Membership of Council or Management need not be onerous

Although in the past some members may have overstretched themselves the roles are not in themselves particularly onerous. Most members are still in employment and of course the needs of their employer comes first. Retired members are a bonus in this regard.



There are usually 3 Council / Management meeting each year and it is hoped that members attend at least 2 meetings or contribute in some way eg via email.

Regarding monthly programme meetings/events there is no expectation that members attend although it is hoped that they will attend a few times a year eg when there are topics or speakers of particular interest in order to experience what is the main BHSEA activity.

The Annual General Meeting (AGM) in January is an ideal meeting to attend since it includes a keynote address from the HSEA Area Director (usually) and presentation of the Annual Report and Accounts.

c. Sub-Committees

The main role is to maintain oversight of a particular topic and its relevance to BHSEA.

It is not expected that sub-committees meet on a frequent basis unless important challenges / issues have been identified and agreed. Neither is it expected that meetings have to be attended in person since full use should be made of email etc.

The use of sub-committees is seen as a means of making BHSEA more effective and more efficient, making best use of limited resources and giving everyone greater opportunity to be involved and make a difference.

It also helps with succession planning by providing overlap and continuity and the sharing and development of skills and experience.

The role of a sub-committee is typically to:

- Maintain oversight of a particular topic and its relevance to BHSEA
- Look out for developments, initiatives etc elsewhere that could benefit BHSEA and its objectives
- Consider improvement opportunities – and threats
- Address specific issues agreed at Council and / or Management meeting(s)
- Be involved with actions / action plans depending on resource needs and availability
- Report to Council and / or Management Committee as and when appropriate

Sub-committees will typically comprise 3 or 4 people plus possibly the BHSEA Secretary to provide direct input, assistance and co-ordination. From time-to-time honorary officers may also wish to be involved with a particular sub-committee in addition to the one(s) they are directly involved with.

Although sub-committees will usually comprise Council / Management members, other BHSEA members may be co-opted where a particular interest, knowledge or experience is identified.

It is not expected that sub-committees meet on a frequent basis unless important challenges / issues have been identified and agreed. Neither is it expected that meetings have to be in person since full use should be made of email etc.

It is possible that some sub-committee members will be almost entirely ‘corresponding members’ due to travel distance to get to meetings or work commitments.

d. Trustee role – fuller description / essential reading from the Charity Commission

[The Essential Trustee: What you need to know, what you need to do \(CC3 – updated 2015\)](#)

The updated ‘Essential trustee’ breaks down the trustee’s role into 6 clear duties:

- Ensure your charity is carrying out its purposes for the public benefit (‘charitable purpose/s’)
- Comply with your charity’s governing document and the law
- Act in your charity’s best interests
- Manage your charity’s resources responsibly
- Act with reasonable care and skill
- Ensure your charity is accountable

Under each heading, the commission explains the legal requirements that trustees must meet, and the good practice they need to follow, to operate effectively and comply with their duties. From there, you can go to more detailed guidance if you need an in-depth understanding. For example, there are links to guidance on fundraising, making better decisions and reducing the risk of liability. The commission also provides a [summary guide](#) if you want the headlines at a glance.

Time and again, the commission finds that serious concerns about a charity have their root causes in weak governance. It manifests itself as failure in at least one of the trustees' 6 key duties. All too often trustees have failed to comply with their governing document, deal with conflicts of interest, or implement sufficient procedures and controls. It creates opportunities for serious wrongdoing such as fraud or abuse of beneficiaries. The new guidance highlights and gives practical examples of how to avoid some common pitfalls, for example by ensuring you understand your governing document, asking questions and ensuring you understand your charity's finances. So, you can feel confident that you're running your charity in a legal, accountable and effective way.

Decision Making

As a trustee, you can take advice about the law, finance, property, and so on. But the decisions you make in the end are down to you and your fellow trustees. Trustees must:

- act within their powers
- act in good faith and only in the interests of the charity
- make sure they are sufficiently informed
- take account of all relevant factors
- ignore any irrelevant factors
- manage [conflicts of interest](#)
- make decisions that are within the range of decisions that a reasonable trustee body could make

Risk Management

Risk management is the trustees' responsibility. Trustees should research the potential risks carefully before making a decision, especially before the charity enters into any contracts or borrows money.

Some of the risks charities can face are:

- damage to the charity's reputation
- receiving less funding or fewer public donations
- losing money through inappropriate investments

Financial investment

The purpose of financial investment is to yield the best financial return within the level of risk considered to be acceptable.

Trustee's duties mean that they must:

- exercise care and skill when making investment decisions
- select investments that are right for their charity e.g. regarding suitability and need to diversify
- take advice from someone experienced in investment matters unless good reason not to
- follow legal requirements if they are going to use someone to manage investments on their behalf
- review investments from time to time
- explain their investment policy (if they have one) in the trustees' annual report

d. President Role

Main features of the role are:

- **Contributor** - to help achieve the BHSEA 'objective' as stated in the Articles of Association
- **Ambassador** - to represent the Association as, when and where appropriate
- **Catalyst** - to promote discussion, research and development - improvement
- **Overseer** - to provide oversight of the BHSEA operation, its products and services, and its place within the wider community
- **Facilitator** - to propose and where feasible help facilitate partnership and collaborative working opportunities

Notes

1. This is not intended as a role specification and can be amended at any time and / or simply allowed to evolve.

2. There is no legal responsibility attached to the role of President; that remains with the Trustees (listed in the Annual Report and Accounts).
3. Regarding attendance at meetings, there is no stipulation. However, attending at least 1 Council / Management meeting per year - usually 3 a year (currently February, June and September) should be the aim. Of the 10 monthly members programme meetings (now being call 'Events') attendance at the AGM in January and 1 or 2 other 'events' - listed in the BHSEA 'Introduction and Events Programme' leaflet would normally be expected.
4. At the AGM in January each year the President may wish to say a few words and have a short article posted in the associated Newsletter.
5. Copies of meeting minutes and the use of email can also help to keep in touch.
6. Where appropriate, travel expenses can be paid via an Expenses / Mileage claim form.

Companies House (guidance) leaflet (March 2017) - essential reading

BEIS | Directors' duties

As a director you have a set of general duties which you must adhere to.

These duties still apply to you even if:

- you are not active in your role as director
- someone else tells you what to do
- you act as a director without being formally appointed as one
- you control a board of directors without being on it

Promote success

You must act in good faith to promote the success of your company; in doing this you must consider the:

- consequences of decisions made—including in the long term
- interests of the company's employees
- need to foster the company's business relationships with suppliers, customers and others
- impact of the company's operations on the community and environment
- company's reputation for high standards of business conduct
- need to act fairly as between members of the company

If the company becomes insolvent, your director's duties no longer apply towards the company but towards the creditors.

Your role as a director

To exercise reasonable care, skill and diligence: you must perform your role as director to a high standard. You must perform to the best of your ability and accept the responsibilities and expectations associated with this role. The more qualified or experienced you are, the greater the standard required of you.

Directors' duties | BEIS

Company constitution

You must comply with the company's constitution. Its articles of association set out what powers are granted to directors and the purpose of those powers.

Interests in a transaction

You must tell the other directors if you have an interest in a proposed transaction or arrangement the company is considering: for example, the company proposes to enter a contract with a business owned by a family member.

Third party benefits

You must not accept benefits from people other than your company (or a person acting on behalf of the company). Third party benefits might be perceived as giving rise to conflict of interest, offered to you because you are a director, or for acting, or not acting in a certain way as a director.

In certain circumstances the company may authorise the acceptance of benefits where it is clear that no conflict of interest exists, for example to enable you to benefit from reasonable corporate hospitality.

Conflicts of interest

To avoid conflicts of interest:

- you must avoid putting yourself in situations where your loyalties might be divided
- you should consider the positions and interests of your family in case of potential conflicts

If you disclose a conflict of interest there is a process to authorise you to continue to act.

This duty continues to apply after you cease to be a director as regards the exploitation of any property, information or opportunity you became aware of in your position as a director.

Independent judgement

To exercise independent judgement: you must not allow your powers as a director to be controlled by others. It is ok to accept advice but you must exercise your own independent judgment to make final decisions.

Other duties

There are other duties that apply to you as a director, for example:

- to not misapply the company's property
- to apply a duty of confidentiality