

Dunblane Development Trust

Application Information for Prospective Trustees (Directors)

Note: Throughout this document the term “Trustee” is used in preference to “Director” to reflect the fact that DDT is primarily a charitable organisation.

A: Organisational Background

The Dunblane Development Trust (DDT) has been constituted as a Limited Company with charitable status in accordance with the Charities and Trustee Investment (Scotland) Act 2005 with appropriately lodged Memoranda and Articles of Association (M & A). This document is available on our website:

<https://dunblanedevelopmenttrust.com/documents/DDTMemsArtsOct2016.pdf>

The approved M & A's allow for a maximum of 16 Trustees on the Board: up to 12 “Member” (elected) Trustees who have the authority to co-opt up to 4 further Trustees. “Co-opted” Trustees provide both balanced representation within the community and opportunities for non-members with special expertise to contribute to Board activity. Non-member Trustees only serve until the next AGM.

In order to maintain a balance of continuity and renewal on the Board, one third of Member Trustees retire in rotation: each year one third of those who have served the longest since last elected stand down but are eligible for re-election.

Information on the current Trustees is available on the website:

<https://dunblanedevelopmenttrust.com/wp-content/uploads/2022/05/DDT-Directors-Register-2022.pdf>

Only paid up Ordinary Members of the Dunblane Development Trust are eligible for election to the Board as Member Trustees. There are currently in the region of 400 Ordinary Members.

Currently, although there 9 part-time employed staff supporting the Board, Trustees are still responsible for both strategic and operational issues: this requires time and teamwork.

The Board has a formal evening meeting every two months with committees/working groups addressing other agreed tasks. Board “Officers” meet as required informally between Board meetings to progress agreed actions from full Board meetings and address matters arising. There are also often training / information events for all Board members between Board meetings.

DDT (Projects) Ltd is a wholly owned subsidiary trading company, set up with separate governing documents (<https://dunblanedevelopmenttrust.com/what-we-do/ddtplriverview>) to manage developments of behalf of the Trust (the Holding Company). It is accountable to the Trust Board for all its activities. The Directors are appointed by the DDT Board and are usually serving Trustees.

B: Appointment Process (further information available)

On appointment all Trustees are required to complete the following:

- Commitment declaration
- Declaration of interests
- Fit and proper person declaration

C: Trustee Commitment, Duties and Responsibilities

Governance

As a Charity:

A person accepting an appointment to the DDT Board of Trustees will be expected to have read and understood the information contained in the principles outlined in the OSCR Guidance and Good Practice for Charity Trustees:

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

Essentially this mandates the practices an effective Board must undertake in regard to delivery of the DDT objects; strategic planning, performance against plan, financial solvency and sound practice, statutory and company compliance, clear definition of functions of officers and sub-committees and delegation, procedure for appointment and termination/retirement of officers and Trustees, assessment of performance of officers and the Board, transparency, accountability, and the maintenance of ethical standards.

The Scottish charities legislation (the Charities and Trustee Investment (Scotland) Act 2005) sets out certain specific duties, which apply to Directors of companies which are recognised as Scottish charities

The key points are as follows:

- Charity trustees must act in the interests of the charity; and must in particular:
 - Seek in good faith to ensure that the charity exercises its functions in a manner which is consistent with its purpose
 - Act with the care and diligence that is reasonable to expect of a person who is managing the affairs of another person
 - In circumstances where a conflict of interest may arise, put the interests of the charity first (or, where some other duty prevents that, disclose the conflict and take no part in the deliberations/decision)
- In addition, Charity Trustees must ensure that the charity complies with any direction, requirement, notice or duty imposed upon it by virtue of the 2005 Act
- Breach of trustees' duties specified above is to be treated as misconduct in the administration of the charity
- All charity Trustees must take such steps as they reasonably can for the purposes of ensuring that any breach of the above duties by the trustee concerned is not repeated and that any trustee who has been in serious or persistent breach of any of the above duties is removed as a Trustee.

As a Company:

- As a Director of a Company Limited by guarantee, duties include those of a company Director which are:
 - Duty to act within powers
 - Duty to promote the success of the company
 - Duty to exercise independent judgment
 - Duty to exercise reasonable care, skill and diligence
 - Duty to avoid conflicts of interests
 - Duty not to accept benefits from third parties
 - Duties to declare interests in proposed transactions or arrangements
 - Duties of insolvency
 - Duties to attend meetings

For further information, please refer to:

www.gov.uk/running-a-limited-company

<https://www.gov.uk/company-director-disqualification>

Liabilities

The liabilities of the Trustees include:

- Personal liability in a civil offence where a Trustee or Trustees expressly authorise a wrongful act or ignore duties such as keeping records of proceedings and the filing of annual and tax returns
- Compliance with statutes regarding employment, taxes, environment and misleading representation.

Individual commitment and involvement

The DDT's success depends on the personal commitment and active participation of all Trustees. They are expected to be strong advocates and enthusiastic communicators of the DDT's mission and to play a meaningful role in fundraising activities to support the DDT's programmes.

It is expected that Trustees will attend all meetings of the Board and are prepared fully for these meetings. The Chair will assume that all Trustees have read any papers circulated before these meetings. It is important not to miss meetings and to be well prepared for them. Each Trustee is expected to serve on a sub-committee best suited to his/her experience.

D. Due diligence for prospective Trustees

Before accepting an appointment, prospective Trustees should undertake their own examination of the organisation to satisfy themselves that it is an organisation in which they can have faith and in which they will be suited to working. The following areas should be considered:

- The exact nature and extent of the organisation's activities.
- Structure of the Board committees and the relationships between the Chairperson and the Board and any staff and volunteers.

- The background of current Trustees, their record and how long they have served.
- Qualities, knowledge and experience needed to complement the existing Board.
- How your knowledge, skills, experience and time matches the needs of the organisation.
- The organisations current financial position and past financial track record
- Current key dependencies (e.g. regulatory approvals, funding sources, etc.)
- The organisation's corporate governance policies.
- The organisation's main stakeholders and the current relationship with them
- Any material litigation presently being undertaken or threatened.
- Insurance cover available to Trustees and the organisation's policy on indemnifying Trustees
- Any of the organisation's business activities that might cause you concern in terms of risk or personal ethical considerations.

E: Appointment Process

At all times a Trustee Register is maintained by the Company Secretary:

- Name, address, telephone number and date of birth.
- Status (Member or Co-opted)
- Date elected / appointed
- Background/skill/experience
- Register of Interests

For further information on the appointment process for and Member and Co-opted Trustees, please see separate policies.