

Shropshire Assembly for the Voluntary and Community Sector

Terms of Reference

Introduction

Shropshire Assembly for the Voluntary and Community Sector (the Assembly) is founded on the need for a collective, well defined route to engagement between voluntary and community sector (VCS) organisations and public, and statutory (PUBLIC AND STATUTORY SECTOR) bodies throughout the county of Shropshire. It is based on the belief that collective representation is more influential than a series of individual voices, and that cooperation generates shared strength through a pooling of energy, ideas and resources. It will provide a means for voluntary and community organisations throughout Shropshire to meet and exchange information, ideas and good practice always acknowledging that a diversity of views may exist.

The Background and History of the Shropshire Assembly's Development

The Shropshire Voluntary & Community Sector Assembly began its formation in April 2007 supported by an offer of funding for an Assembly Co-ordinator and some part time administrative support, from Shropshire County Council. The Co-ordinator post is hosted by Shropshire Partnership (LSP – Local Strategic Partnership). The initial motivation to form the Assembly came from the Audit Commission's report (2006/2007) on the Local Area Agreement (LAA) which suggested that the LAA would benefit from the development of a much more robust relationship with VCS partners and more evidence of partnership working.

The formation of the Shropshire VCS Assembly is driven by a wholly voluntary and community sector steering group which has been responsible for the visioning and form and function of the Assembly itself. The functions of the Assembly have been defined as:

- **Communication & Information**
- **Representation & Engagement**
- **Advocacy**
- **Networking & Support**
- **Capacity building (to work with public sector agencies)**
- **Educating and building awareness of VCS in public sector agencies**

The Steering Group consists of 23 Voluntary and Community Sector Organisations (VCS) organisations of varying size and interest who have volunteered to be involved in this process. The members of the Steering Group include 3 Councils for Voluntary Service (CVSs) and the Community Council of Shropshire, who, through the Shropshire Infrastructure Partnership, are working co-operatively to ensure complimentary support of the sector. **The Assembly is clear that infrastructure support for the sector is the role of the Shropshire Infrastructure Partnership and its members and intend to work with them to ensure the roles are not duplicated.** The implementation of the Assembly's development is facilitated by the Coordinator.

Shropshire, as one of England's most rural counties, faces particular challenges in engaging a county wide network of voluntary and community sector organisations. As a county with a two tier council there has been a tendency for smaller locally based VCS organisations to "look to" their local District or Borough Council and local CVS, if they have one, for funding and networking. This results in a lack of clarity across the wider geographical area as to the number and range of organisations which provide similar or even identical services to particular client groups. This, in turn, gives rise to uncertainty on the part of

statutory/public sector partners as to how to ensure inclusive engagement of all interested and relevant VCS organisations in any stakeholder consultations, funding or tendering opportunities. The drive by national government to encourage more delivery of local services through VCS (Third Sector) organisations has also been a factor in encouraging this initiative.

In some Districts, the local Council for Voluntary Services (CVS) have the capacity to engage with most of the smaller VCS organisations and ensure that they are kept informed of any relevant developments locally, county wide and even nationally, However in other Districts the capacity of the local CVS is limited or, in the case of Bridgnorth District, was non-existent until some recent funding enabled the appointment of a part-time officer (jointly supported by Community Council of Shropshire with funding through the Shropshire Infrastructure Partnership and Bridgnorth District Council) to try and identify and re-engage with the local VCS groups.

The emerging Unitary Council and the implications of this for the voluntary and community sector, have also focused the minds of the Assembly Steering Group on the development of county wide representation/communication mechanisms for VCS organisations. The Assembly is encouraging consideration of the needs of the sector at this crucial time of re-organisation. The Assembly has encouraged VCS engagement in stakeholder discussions around the structures of the new Council.

At each annual review this introduction will be reviewed and updated to document achievements and progress.

1. Aim

The aim of the Assembly is to strengthen and support the VCS in Shropshire, enabling strategic influence and an effective voice for the sector, as well as an arena for action, information sharing and discussion.

2. Purpose

The purpose of the Assembly is to develop and provide an effective mechanism for representation of the VCS to the public and statutory sectors.

3. Objectives

- Ensuring that the collective views of the VCS influence strategic planning and policy decisions.
- Promoting dialogue between the VCS and the public and statutory sectors to enable effective consultation, and to encourage partnership working.
- Building the capacity of the VCS to engage effectively with the public and statutory sectors.
- Creating a better understanding of the VCS within the public and statutory sectors
- Promoting networking, sharing of skills, information, experience, good practice and resources with VCS organisations.
- Ensuring active and effective representation on key strategic partnership bodies by nominating appropriate representatives.
- Improving the working relationships between VCS and public and statutory sectors through development and monitoring of effective frameworks.

4. Membership & Structure of the Assembly

- 4.1 The Assembly membership is open to all voluntary and community organisations operating in Shropshire who has signed up to the aims of the Assembly. (see appendix 1 of definitions)
- 4.2 The Assembly Board will approve eligibility for membership of the Assembly.
- 4.3 To apply for membership organisations can request a membership form from the Assembly Co-ordinator and on completion of this form the Board will confirm their eligibility for membership.
- 4.4 The Assembly will meet in full at least once a year. This meeting will be open to staff, volunteers and trustees/management committee members of voluntary and community organisations in Shropshire. Each organisation will have a single vote.

5. Membership & Structure of the Board of Representatives

- 5.1 The Assembly is supported by a Board of Representatives (the Board), made up of nominated representatives from eligible voluntary and community sector forums in Shropshire. (see definitions of forums in Appendix 2)
- 5.2 The Assembly determines eligibility criteria for additional networks and forums. Any forum meeting these criteria will then be considered by the current Board, and invited to nominate a representative to the Board. The Assembly is not responsible for this nomination process.
- 5.3 An organisation can be a member of several forums but their organisation can only be represented once on the Board.
- 5.4 In order to ensure that the Board is broadly representative of the full range of communities, interests and skills within the sector, the Board has delegated power to co-opt additional members. Co-options should constitute no more than 20% of total board membership. All co-optees should be from member organisations.
- 5.5 Termination of membership of the Board: A Board Member's period of tenure will automatically end in the event that she or he fails to attend three consecutive meetings of the Board, unless the Board determines otherwise. The forum will then be contacted and asked to nominate an alternative representative. From inauguration of the Board, the initial term of Board Membership will be staggered to ensure no more than one third of memberships are renewed each year.
- 5.6 Deputies: To ensure representation from each Forum at Board meetings, the forum must nominate a fully briefed deputy to attend the meeting in question. Both the representative and the deputy should receive all papers relating to each meeting.
- 5.7 Declaring an Interest – Board members must declare a specific interest in any agenda item. A register of interests will be kept and completed at each meeting.
- 5.8 Electing trained and appropriately qualified VCS representatives to sit on the Assembly Board.

6. Duties and Responsibilities for Board Members

- 6.1 Board Members and their nominated deputies will comply with the Role Description and Code of Conduct for representatives. (see attached Appendix 3 & 4) This will

include induction and training. Board Members will be required to sign the Code of Conduct.

6.2 The selection of the nominated representatives from the Forums should follow a process which requires each forum to use the Assembly Terms of Reference, Role Description and Code of Conduct to assess the suitability of their nominated representative to the Board.

6.3 Board Members will be responsible for:

- Implementing the Terms of Reference.
- Conducting an Annual Review of the work of the Assembly.
- Drawing up and overseeing the implementation of the Action Plan for the following year.
- Developing the Assembly to respond appropriately to changes affecting the VCS and to enable positive interaction with relevant agencies.
- Communicating effectively with the membership and representative forums ensuring a two way flow of information between Board and network forums.
- Considering requests and identifying appropriate representation from the VCS.

7. Meetings & Processes for the Board of Representatives

7.1 The Board of Representatives will meet at least 4 times a year to move forward the objectives of the Assembly.

7.2 Each Board Member will have one vote. Where necessary, questions arising will be decided by a simple majority of those present and entitled to vote. In the case of an equality of votes, the Chair will have a casting vote.

7.3 At least one half plus one of the total number of Board Members, or their deputies, must be present at a meeting to form a quorum.

7.4 The first part of Board Meetings will be open to observers from the voluntary and community sector. They will be welcome to attend and will be able to speak at the invitation of the Chair.

7.5 The Board will ensure that there is at least one full Assembly event per year to which all Assembly members will be invited.

7.6 The Board will have the right of censure for any Board member not complying with the Role Description/Code of Conduct for representatives.

Annual Meeting

7.7 The annual meeting will be held not more than 15 months after the last one.

7.8 Agenda items will include:

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- Confirmation of Board Members for the following 12 months.
 - Presentation of the Annual Report of Activities.
 - Approval of the Action Plan for year ahead.
 - Presentation of a full financial report on income and expenditure of the Assembly.
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8. Chair and Vice Chair

8.1 The Board will elect a Chair and Vice Chair from among Board members annually at the first Board meeting after the Annual Meeting.

- 8.2 The Chair and Vice Chair will be eligible to stand for a maximum of three consecutive years.
- 8.3 The Assembly will provide Role Descriptions for the Chair and Vice-Chair who will agree to undergo appropriate training and preparation for their roles as defined by the Assembly Board.
- 8.4 The Chair will not represent his/her own organisation or forum, and will only vote in the event of an equal number of votes. The Forum from which the Chair originates will be invited to elect another representative to ensure their views are adequately represented.

9. Administration

- 9.1 The Assembly Co-ordinator and Administrator will provide secretariat support to the Assembly and the Board of Representatives, contributing to the agenda of meetings in liaison with members and, where required, facilitating discussion.
- 9.2 Records will be retained of all meetings and circulated to all Board Members, and once approved, will be made public.
- 9.3 A record of the meetings taking place and key discussions/decisions taken will also be accessible to all Assembly members via the VCS website www.shropvcsassembly.org.uk

10. Alterations to these Terms of Reference

- 10.1 There will be an annual review of these Terms of Reference. Any proposed alterations must be given in writing to the Chair of the Assembly for consideration at least 21 days before the Annual Meeting.
- 10.2 Any alterations to these Terms of Reference will need to be approved by at least two thirds of the Board Members present at that particular meeting, followed by ratification by the full Assembly at its next meeting.

Values

- **Equality and Inclusion** – the Assembly will undertake creative positive action to encourage the involvement of groups within the VCS who tend to be marginalised or excluded.
- **Accountability** – the Assembly and any representatives it selects will be accountable to the VCS and will have clear mechanisms in place to demonstrate this.
- **Partnership** – the Assembly will work towards meeting its aims through co-operative and inclusive partnerships. It will aim to minimise duplication, to promote unity and to encourage and facilitate co-operation between voluntary and community organisations.
- **Respect** – the Assembly will operate on the basis of mutual respect and demand that respect in return for its membership. Members are expected to be open and honest.
- **Compact** -The Assembly will operate in a Compact compliant manner respecting the Compact Codes.

Membership Eligibility

In order to be recognised as a member, an organisation will comply with the following criteria:

The organisation shall:

- Be independent, that is, institutionally separate from the government and self-governing.
- Not distribute profit from its activities to owners or members but retain it, if any, for use in serving its basic purpose.
- Probably rely on some form of voluntary activity, i.e. donations, public support or unpaid trustees. It is entirely compatible for voluntary organisations to have a mainly salaried workforce.
- Not be party political.
- Be a voluntary & community organisation providing a service to a particular client group at neighbourhood or community level as well as district, county, regional or national level (provided that service is available within the county of Shropshire).
- Be a voluntary and community organisation working within a particular policy or service area such as the arts, education or regeneration at neighbourhood or community level as well as district, county, regional or national level (provided that service is available within the county of Shropshire).

N.B. Additional information may be sought by the Assembly to evidence eligibility.

The Forums

The Forums of Interest will nominate the representatives from their Forum to go forward to make up the Assembly Board to ensure that it is representative of the interests of all in the voluntary and community sector in Shropshire.

All nominated representatives will be required to comply with the Duties and Responsibilities set out in Section 6 of the Terms of Reference.

Forum – criteria of eligibility for association with the Assembly.

To become a Forum of Interest Forums shall be able to provide evidence to meet the following criteria:

- Have terms of reference or a governing document (support in creating these will be available if required).
- Meet at least twice a year.
- Keeps a record of meetings including attendance at meetings.
- Have and maintain a majority membership of Voluntary & Community Organisations.
- Have a purpose which is compatible with the purpose of the Assembly itself.
- Formally commit to the purpose and objectives of the Assembly.

Process

Each Forum will be asked to provide the following documentation to the Assembly Board:

- Terms of Reference or governing document.
- Minutes & record of attendance of at least two meetings if the Forum is already formed.
- A signed statement of purpose (provided by the Assembly for consideration by the Forum).
- A signed statement of commitment to the aim, purpose and objectives of the Assembly.

Board Members – Role Description

- To ensure that the Assembly complies with its Terms of Reference.
- To ensure that the Assembly pursues its objects as defined in its governing document.
- To ensure the Assembly applies its resources exclusively in pursuance of its aim, purpose and objectives.
- To contribute actively to the board's role in giving firm strategic direction to the organisation, setting overall policy, defining goals and setting targets and evaluating performance against agreed targets.
- To safeguard the good name and values of the Assembly.
- To ensure the effective and efficient administration of the Assembly.
- To monitor the finances of the Assembly.
- If the Assembly employs staff, to appoint those staff using procedures approved by the Board and monitor their performance.
- To comply with all legislation and ensure good practice is employed in all aspects of the Assembly's work.
- To assess and review the membership of the Assembly.
- To assess the eligibility of networks and forums who will nominate representatives to the Board.
- To represent the Assembly as determined by the Board.

In addition to the above statutory duties, all Board Members should use any specific skills, knowledge or experience they have to help the board reach sound decisions. This may involve:

- Scrutinising board papers.
- Leading discussions.
- Focusing on key issues.
- Providing guidance on new initiatives.
- Other issues in which the board member has special expertise.

Board Members – Person Specification

- Commitment to the Assembly and its purpose.
- Willingness to devote the necessary time and effort.
- Strategic vision.
- Good, independent judgement.
- Ability to think creatively.
- Willingness to speak their mind.
- Understanding and acceptance of the legal duties, responsibilities and liabilities of being a Board Member.
- Ability to work effectively as a member of a team.

Board Chairperson – Role Description

- Planning the annual cycle of board meetings.
- Setting agendas for board meetings in co-operation with the Assembly Co-ordinator.
- Chairing and facilitating board meetings.
- Giving direction to board policy-making.
- Monitoring the implementation of decisions taken at meetings.
- With the authorisation of the Board, representing the organisation at functions, and meetings.
- With the authorisation of the Board, acting as a spokesperson as appropriate.
- Bringing impartiality and objectivity to decision-making.

Where staff are employed:

- Liaising with these staff to keep an overview of the Assembly's affairs and to provide support as appropriate.
- Leading/supporting the process of appraising the performance of the staff.
- Sitting on appointment and disciplinary panels.
- Liaising with the Assembly Co-ordinator to develop the board of trustees.
- Facilitating change and addressing conflict within the board and within the Assembly, liaising with the Co-ordinator to achieve this.

The Vice-chair acts for the Chair when the Chair is not available and undertakes assignments at the request of the chair.

Board Chairperson specification

- Commitment to the Assembly.
- Willingness to devote the necessary time and effort.
- Strategic vision.
- Good, independent judgement.
- Ability to think creatively.
- Willingness to speak their mind.
- Understanding and acceptance of the legal duties, responsibilities and liabilities of being a Board Member.
- Ability to work effectively as a member of a team.
- Knowledge of and commitment to upholding Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- Leadership skills.
- Experience of committee work.
- Tact and diplomacy.
- Good communication and interpersonal skills.
- Impartiality, fairness and the ability to maintain confidentiality where appropriate.

Assembly Board Member Code of Conduct

Organisational values

As a Board member of Shropshire VCS Assembly I promise to abide by the fundamental values that underpin all the activity of this organisation. These are:

Accountability

Everything Shropshire VCS Assembly does will be able to stand the test of legitimate scrutiny.

Integrity and honesty

These will be the hallmarks of all conduct when dealing with colleagues within Shropshire VCS Assembly and equally when dealing with individuals and institutions outside it.

Transparency

Shropshire VCS Assembly strives to maintain an atmosphere of openness throughout the organisation to promote the confidence of the public, stakeholders, staff, charity regulators and Parliament.

Additionally, I agree to the following points:

Law, mission, policies

- I will not break the law or go against the Terms of reference or any agreed protocols of the Assembly in any aspect of my role of Assembly Board Member.
- I will support the Aims of the Assembly and consider myself its guardian.
- I will abide by organisational policies.

Conflicts of interest

- I will always strive to act in the best interests of the Assembly.
- I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises.
- I will submit to the judgment of the Assembly board and do as it requires regarding potential conflicts of interest.

Person to person

- I will not break the law, go against the Terms of Reference or any agreed protocols of the Assembly or act in disregard of organisational policies in my relationships with fellow Assembly members, staff, volunteers, members, service recipients, contractors or anyone I come into contact with in my role as Assembly Board member.
- I will strive to establish respectful, collegial and courteous relationships with all I come into contact with in my role as Assembly Board member.

Protecting the organisation's reputation

Wherever possible:

- I will not speak as a Board member of the Assembly to the media or in a public forum without the prior knowledge and approval of the Chair.
- When I am speaking as a representative of the Assembly, my comments will reflect current organisational policy even when these do not coincide with my personal views.
- When speaking as a private citizen I will strive to uphold the reputation of the organisation and those who work in it.
- I will respect organisational, board and individual confidentiality.
- I will take an active interest in the organisation's public image, noting news articles, books, television programmes and the like about the organisation, about similar organisations or about important issues for the organisation.

Personal gain

- I will not personally gain materially or financially from my role as Assembly Board member nor will I permit others to do so as a result of my actions or negligence.
- I will not accept substantial gifts or hospitality without the prior consent of the Chair.
- I will use organisational resources responsibly, when authorised, in accordance with procedure.

At board meetings

- I will strive to embody the principles of leadership in all my actions and live up to the trust placed in me by Shropshire VCS Assembly.
- I will abide by board governance procedures and practices.
- I will strive to attend all board meetings, giving apologies ahead of time to the Chair if unable to attend.
- I will study the agenda and other information sent me in good time prior to the meeting.
- I will seek to bring the representative views of the Forum which has nominated me to the meeting and be prepared to debate and vote on agenda items during the meeting.
- I will ensure that the outcomes agreed at the Board meeting are shared with all members of my Forum
- I will honour the authority of the Chair and respect his or her role as meeting leader.
- I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making my voice heard.
- I will accept a majority board vote on an issue as decisive and final.
- I will maintain confidentiality about what goes on in the boardroom unless authorised by the Chair or Board to speak of it.

Enhancing governance

- I will participate in induction, training and development activities for Assembly Board members.
- I will continually seek ways to improve board governance practice.
- I will strive to identify good candidates for Assembly membership and appoint new Forum representatives on the basis of merit.
- I will support the Chair in his/her efforts to improve his/her leadership skills.

Leaving the board

- I understand that a substantial breach of any part of this code may result in my removal from the Assembly board.
- Should I resign from the board I will inform the Chair in advance in writing, stating my reasons for resigning. Additionally, I will participate in an exit interview.

I agree to abide by the terms set out in this code of conduct.

Name of Board Member

Forum Represented:

Signature:

Date:



Shropshire Voluntary & Community Sector Assembly

VCS Organisation - Application for Membership

Having read the Terms of Reference for the Shropshire Voluntary and Community Sector Assembly I wish to apply for membership on behalf of my organisation.

Organisation name:

Address:

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Please read and sign to agree that you have understood the following statements:

- I have read and understood the Terms of Reference for the Shropshire Voluntary and Community Sector Assembly and believe that my organisation meets the criteria set for membership.
- I can provide evidence to support this, and am willing to do so including:
 - My organisation's Terms of Reference or Governing document
- I am authorised to sign to join the Assembly on behalf of the governing body of the above named organisation.

Signature:

Name: (in caps).....

Job title or role:

Date:

Please provide the name and contact details for the main contact your organisation i.e. who will be sent information and notification of meetings and events

Name:

Telephone No: Email address:

Address, if different from above:

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Shropshire Voluntary & Community Sector Assembly

VCS Organisation - Statement of Commitment

VCS Organisation name:

Address:

Having read the Terms of Reference for the Shropshire Voluntary and Community Sector Assembly I am, on behalf of my organisation, willing to commit to support the Aim, Purpose and Objectives of the Assembly as set out in those Terms of Reference.

I understand that any alterations to the Terms of Reference can only be made by a majority decision of the Assembly Board at the Annual Meeting and that due notice, as set out in the Terms of Reference, must be given to all members of any changes.

I am authorised to sign this Statement of Commitment on behalf of the governing body of the above named organisation.

Signature:

Name: (caps):

Job title or role:

Date:

Signature of Chair or Trustee:

Please provide the name and contact details for the main contact your organisation i.e. who will be sent information relating to the Assembly business.

Name:.....

Telephone No:

Email address:

Address (if different from above:

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Shropshire Voluntary & Community Sector Assembly

Forums of Interest – Application for Membership

Having read the Terms of Reference for the Shropshire Voluntary and Community Sector Assembly I wish to apply for membership on behalf of:

Forum Name:

Chair / Lead Person of Forum:

Description of Membership of Forum:

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Please read and sign to agree that you have understood the following statements:

- I have read and understood the Terms of Reference for the Shropshire Voluntary and Community Sector Assembly and believe that this Forum meets the criteria set for forums associated with the Assembly eligible to nominate a representative to sit on the Assembly Board.
- I can provide evidence to support this, and am willing to do so including:
 - My organisation’s Terms of Reference or Governing document
 - Minutes of previous two meetings, if an existing Forum
 - A signed statement of commitment to the aim, purpose and objectives of the Assembly.

- I am authorised to sign on behalf of this Forum to be associated with the Assembly on behalf of the governing body of the above named organisation.

Signature:

Name:(in caps):.....

Job title or role:

Date:

Please provide the name and contact details for the main contact in your Forum i.e. who will be sent information and notification of meetings and events

Name:

Telephone No:

Email address:

Address:.....

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