

Cleveland Scout Council

Constitution from the model POR 5.6

Preamble

This constitution describes the role, membership and operation of the County Scout Council, and the County Trustee Board. In the interest of openness, especially for new members of the County Scout Council, the County Scout Council will re-adopt their constitution at each Annual General Meeting (AGM). Apart from use at the County AGM, this constitution must always be used in the context of 5.1, 5.2, 5.3 and 5.7

Charitable objects

[Rule 1.1 of The Scout Association Policy, Organisation and Rules] Our purpose is to actively engage and support young people in their personal development, empowering them to make a positive contribution to society.

The County Scout Council and the County Trustee Board

The County Scout Council has a governance role for the charity and, in particular, makes County Trustee Board appointments.

The County Trustee Board is responsible for the governance of the charity. Although the County Trustee Board is responsible for the charity, it is accountable to the County Scout Council.

The County Scout Council has no Trustee responsibilities.

The County Scout Council – membership

Membership of the County Scout Council does not provide any membership status of the Scouts.

County Scout Council membership

a) The ex officio members of the County Scout Council are people who are members by virtue of their role in the Scouts:

- all adult members with a role in the County– see County roles in the Chapter 16 Roles Table of The Scout Association Policy, Organisation and Rules
- all District Commissioner from the County

- all District Youth Commissioner from the County
- all District Trustee Board Chairs from the County
- all District Trustee Board Treasurer from the County
- all District Active Support Managers from the County
- one or two representatives from each District Scout Council, selected by the District Scout Council at their AGM
- a representative of the County Troop Leadership Forum, selected from amongst the membership of the Forum
- a representative of the County Explorer Forum, selected from amongst the membership of the Forum
- a representative of the Scout Network, selected from amongst the membership of the Scout Networks in the County
- the Regional Commissioner (in England and Wales) or the Nation Chief Commissioner (in Northern Ireland, Scotland, Wales and Overseas)

b) The appointed members of the County Scout Council are other supporters of the County appointed by the County Scout Council on the recommendation of the County Commissioner and the County Trustee Board. The number of appointed members must not exceed the actual number of ex officio members (see also (e) below). A County Scout Council does not need to have any appointed members.

c) The community members of the County Scout Council are representatives of the local community appointed because of their role rather than by name. For example, Girlguiding, religious bodies, schools or Education Authorities, Parish or Local Authorities, and other youth organisations. They are not required to be members of the Scouts.. They are appointed by the County Scout Council on the recommendation of the County Commissioner and the County Trustee Board. The number of community members must not exceed the number of ex officio County Scout Council members (see also (e) below).

d) Membership of the Scout Council ends when the:

- member resigns
- member no longer qualifies as a member of the Scout Council
- County Scout Council is dissolved
- County Scout Council membership is terminated by UK Headquarters following a recommendation by the relevant Trustee Board.

e) The total number of appointed and community members of a County Scout Council must not exceed the number of ex officio members.

f) Appointed members of a County Scout Council must each have a fixed period for their appointment of not more than three years. Subsequent reappointments are permitted.

g) Community members of a County Scout Council are initially appointed for a term of one year, though they may be renewed annually at the AGM.

h) Trustee Board administration (see Rule 5.6.7.9) must ensure that appointed County Scout Council Members are recorded locally in the minutes of the County Scout Council meeting which appoints them (normally the AGM). County Scout Council members (whether ex officio or appointed) must not be recorded as County Scout Council Members on The Scout Association's membership system.

County Scout Council - Annual General Meeting

The County Scout Council must hold an Annual General Meeting (AGM) within six months of the end of the County's financial year and give 4 weeks' notice of the date of the AGM.

The AGM must:

a) Undertake governance oversight by

- approving the minutes of the previous County AGM
- adopting (or re-adopting) the constitution of the charity. See Rule 5.3.
- noting the dates of charity's financial year
- approving appointed and community members of the County Scout Council
- agreeing the maximum total number of members of the County Trustee Board (this is one number representing the total of ex officio, appointed and co-opted members)
- agreeing the quorum for future meetings of the County Scout Council

b) Review the previous year by

- receiving from the County Commissioner an overview of the past 12 months of activity in the County
- receiving and considering the County [Trustees' Annual Report](#) and the annual statement of accounts approved by the County Trustee Board.
- Before the AGM, the accounts must have completed their examination by an appropriate auditor, independent examiner, or scrutineer. This must include the formal report prepared by the auditor, independent examiner, or scrutineer

c) Make appointments

- appoint a Chair of the County Trustee Board, following recommendations from the selection process initiated by the County Trustee Board. Vacancies for Chair only occur at the end of their period of appointment (for example, a Chair may have been appointed for three years so does not need to be re-appointed at the end of years 1 and 2).
- appoint a Treasurer of the County Trustee Board, following recommendations from the selection process initiated by the County Trustee Board. Vacancies for Treasurer only occur at the end of their period of appointment (for example, a Treasurer may have been appointed for three years so does not need to be reappointed at the end of years 1 and 2).
- appoint other members of the County Trustee Board, following recommendations from the selection process initiated by the County Trustee Board. 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 so does not need to be re-appointed at the end of years 1 and 2).
- approve the appointment of any County Presidents or County Vice Presidents, and note current appointees (if any)
- appoint (or re-appoint) an auditor, independent examiner or scrutineer as [required](#)
- elect representatives of the County Scout Council following Rule 6.5 to be nominated members of the Council of The Scout Association.
- elect representatives of the County Scout Council as per Rule 6.5 to be nominated youth members (18-24) on the Council of The Scout Association

5.6.5.3 Following each AGM, the County Trustee Board administration (see 5.6.7.9) must ensure that:

a) all appointed Trustees are recorded on the membership system, as required in Rules 16.1.2 and 16.2.2 of The Scout Association Policy, Organisation and Rules

b) the County Trustees' Annual Report and Accounts, including the formal report prepared by the auditor, independent examiner, or scrutineer are filed as described in Rule 5.7 of The Scout Association Policy, Organisation.

The new County Trustee Board will verify the draft Minutes of the AGM at their first meeting following the AGM, even though the minutes cannot be formally approved until the charity's next AGM.

County Trustee Board - purpose SV

The County 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.

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

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

Governance roles must be distinct to help manage conflicts of interest. This means that the roles of County Chair and County Treasurer must be kept separate and be done by two different people.

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

a) 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

b) 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 of The Scout Association Policy, Organisation and Rules

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

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

The County Trustee Board members must themselves collectively:

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

b) ensure that the County's finances are properly managed, including development and maintenance of appropriate budgets to support the work of the County

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 County is properly protected and maintained

e) ensure the appointment and management and operation of any subcommittees, including appointing a Chair to lead the sub-committee. This will normally be one of the County's Trustees.

f) ensure that effective administration is in place to support the work of the County Trustee Board

g) appoint any co-opted members of the County Trustee Board

h) ensure transparency of operation, including:

- prepare and approve the Annual Accounts and arrange their examination by an auditor, independent examiner or scrutineer (as appropriate) and as appointed by the County Scout Council at their AGM
- prepare and approve the County Trustees' Annual Report (which must include the Annual Accounts and include the report from the auditor, independent examiner or scrutineer)
- present the approved County Trustees' Annual Report and Annual Accounts to the County Scout Council for their consideration at the County's AGM
- following the County AGM, ensure that a copy of the County Trustees' Annual Report and Accounts is sent to UK Headquarters (email to finance@scouts.org.uk) and, if a registered charity, is filed with the appropriate charity regulator (if the regulator's rules require it).

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

j) individually and collectively maintain confidentiality regarding County Trustee Board business

k) put in place annually an open and transparent selection process to recommend to the County Scout Council appropriate persons to be appointed as members of the

County 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 at the end of 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 County Trustee Board may create sub-committees it deems necessary to support its governance function.

The County Trustee Board must ensure that for any sub-committee it appoints:

- a) its purpose is governance-focused and not operational
- b) its members are agreed and approved by the County Trustee Board
- c) the County Trustee Board Chair is an ex officio member
- d) the County Lead Volunteer is an ex officio member

Sub-committee members are not Trustees of the County unless they are already members of the appointing Trustee Board.

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

To support effective governance and share good practice, the County Chair and Treasurer should create a support network amongst the District Chairs and Treasurers of the County.

County Trustee Board - membership SV

Subject to the conflict of interest rules (see Chapter 16 and the definition of 'conflict of interest in the Definitions Chapter), a Trustee may be a member of more than one Trustee Board.

The County Trustee Board should comprise a maximum of 12 Trustees (the total of all ex officio, appointed and co-opted Trustee categories), with a minimum of five Trustees. The maximum number of Trustees should be agreed by the County Scout Council at its AGM.

Each ex officio, appointed and co-opted member of the County Trustee Board is a charity Trustee of the County .

People invited to attend, or with right of attendance, may be present at the meeting but are not charity Trustees and have no voting rights.

Certain people are disqualified from being charity trustees by virtue of the Charities Acts (see Rule 16.1.1.5 of The Scout Association Policy, Organisation and Rules).
SV

The County is registered as a charity (see Rule 13.1.2 of The Scout Association Policy, Organisation and Rules). SV

If registered, the County registration number must be recorded on the membership system.

Counties must not use any other charity number than their own.

All Trustees must complete learning as specified in Rule 16.2.1, 16.2.3, 16.2.4 and the Chapter 16 Roles Table of The Scout Association Policy, Organisation and Rules.

A County Trustee Board and its sub-committees should have at least two Trustees aged between their 18th and 25th birthdays.

The selection processes leading to appointment of County Trustees must include a rigorous and transparent selection process, which includes advertising vacancies widely

Members of the County Trustee Board

- a. The County Commissioner and the County Youth Commissioner are ex officio members of the County Trustee Board.
There is only one ex officio Trustee role for a County Commissioner, so where there are joint role holders for County Commissioner, the role holders must decide, in discussion with the County Chair, which of them will be the ex officio Trustee. However, each County Commissioner role holder must be eligible to be a Trustee (as specified in Chapter 16 of The Scout Association Policy, Organisation and Rules).
There is only one ex officio Trustee role for a County Youth Commissioner, so where there are joint role holders for County Youth Commissioner, the role holders must decide, in discussion with the County Commissioner and the County Chair, which of them will be the ex officio Trustee. However, each County Youth Commissioner role holder must be eligible to be a Trustee (as specified in Chapter 16 of The Scout Association Policy, Organisation and Rules).

b) The County Trustee Board must initiate a selection process to propose a County Chair to the County Scout Council for appointment at their AGM.

Vacancies for the role of Chair only occur at the end of their period of appointment (for example, a Chair may have been appointed for three years and so does not need to be re-appointed at the end of years 1 and 2).

c) The County Trustee Board must initiate a selection process to propose a County Treasurer to the County Scout Council for appointment at their AGM.

Vacancies for the role of Treasurer only occur at the end of their period of appointment (for example, a Treasurer may have been appointed for three years and so does not need to be re-appointed at the end of years 1 and 2).

d) The appointed members of a County Trustee Board are persons appointed by the County Scout Council at the County's AGM. This should follow a selection process initiated and overseen by the County Trustee Board.

Vacancies for the role of Trustee 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 reappointed at the end of years 1 and 2).

e) The co-opted members of a County Trustee Board are persons co-opted annually by the County Trustee Board. They are not appointed by the County Scout Council at its AGM. The number of co-opted members must not exceed the actual number of appointed Trustees (excluding Chair and Treasurer).

f) These members have the right to attend meetings of the County Trustee Board:

- the Regional Commissioner in England and in Wales
- the Chief Commissioner of Scotland
- The Chief Commissioner of Northern Ireland
- the UK Commissioner for International for British Scouting Overseas and for Gibraltar

g) These members must be invited to attend meetings of the County Trustee Board:

- the County's Nominated Member(s) on the Council of The Scout Association
- the County's Nominated Youth Representative on the Council of The Scout Association

Term limits for Trustees are defined in POR rule 5.3.1.6

If the County Trustee Board Chair or Treasurer resigns, then Rule 16.6.3 of The Scout Association Policy, Organisation and Rules must be followed.

County Scout Council - Conduct of meetings

The County Scout Council meets at their AGM (see 5.6.5). It would be unusual for there to be additional meetings of the County Scout Council.

The County 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 County Trustee Board.

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

Only County Scout Council members, as defined in Rule 5.6.4, may vote in County Scout Council meetings.

The quorum for a County Scout Council meeting is agreed by the County Scout Council at their AGM (see 5.6.5.2).

If there is no quorum present at a meeting of the County Scout Council, the meeting must be closed and reconvened at the earliest available appropriate date.

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 meeting Chair does not have a casting vote and the matter is taken not to have been carried.

In order to discharge their responsibilities, the County Scout Council may meet by telephone or video conference as well as (or instead of) face to face when agreed by the County Chair. The County Scout Council must not 'meet' using any indirect process, such as email.

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

All meetings of the County Scout Council (whether face-to-face or otherwise) must be properly recorded and minuted.

County Trustee Board - Conduct of meetings

Meetings of the County 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 County Trustee Board.

County Trustee Board meetings are chaired by the County Chair. If the County Chair is unable to be present, they may appoint a delegate to chair a meeting of the County 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 County Trustee Board as defined in Rule 5.6.7 may vote in meetings of the County Trustee Board.

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

If there is no quorum present at a meeting of the County Trustee Board, the meeting must be closed and reconvened at the earliest available appropriate date.

In the case of sub-committees of the County Trustee Board, the quorum for each sub-committee must be set by the County Trustee Board, based on the size of the sub-committee and the complexity of its task(s).

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 meeting's Chair does not have a casting vote and the matter is taken not to have been carried.

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

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