

## Portraits of Recovery (PORe) Trustee Detailed Information

PORe is a registered company limited by guarantee and a charity, so for simplicity, when we refer to 'trustees' we mean PORe's company members who are company directors. The 'Director & CEO' role is PORe's artistic and executive leader, but is not a trustee.

The roles and responsibilities of a Portraits of Recovery (PORe) Trustee are to:

- Ensure that PORe and its trustees always comply with its Articles of Association, company law, charity law, and any other relevant legislation or regulations.
- Set, maintain and support PORe's vision, mission and values.
- Safeguard PORe's reputation.
- Always act in PORe's best interests, never in the interests of yourself or another organisation and adhere to the seven Nolan Principles of Public Life (see below).
- Advocate for, champion and promote PORe.
- Ensure that effective financial management and control is in place.

- Set up employment procedures and respect the roles of staff/volunteers.
- Support PORe's efficient operational management.
- With the Director & CEO draw up and monitor the implementation of internal policies and strategies including equity, diversity and inclusion, environmental sustainability, health & safety policies and grievance and disciplinary procedures amongst others.
- Ensure that risk assessments for all aspects of PORe's activities are regularly carried out and reviewed.
- Maintain effective board performance and ensure the effective and efficient administration of the organisation including funding, insurance and premises.
- Ensure that PORe fully and accurately accounts to all its funders and stakeholders.
- Work collaboratively and cohesively with other trustees.
- Ensure formal and informal accountability to all PORe's users, regulators, funders and stakeholders.
- Ensure that PORe applies its resources exclusively in pursuance of its objects.
- With the Director & CEO and staff team, help develop PORe's strategy, policies, goals, targets and business plans, and evaluate performance against agreed targets.
- Trustees use their skills, knowledge, professional and lived experience to help PORe reach sound decisions which are in its best interests. This may mean scrutinizing the board and any sub-committee reports and papers, chairing sub-committees and leading working groups, providing advice and guidance on new initiatives and other issues in which you have special expertise.

## **Person Specification**

We are looking for trustees who can demonstrate:

- An interest in supporting and/or lived experience of recovery.
- A commitment to equity, diversity and inclusion.
- A strong interest in or experience of working in the arts, and the visual arts in particular.
- Strategic vision and an understanding about how 'visions' can be made real.
- Willingness to adhere to PORe's values.
- Willingness to devote the necessary time and effort to PORe's business.
- Independent judgment coupled with a willingness to speak your mind and challenge 'group thinking'.

## **Overview of PORe's Board Practice & Procedures.**

- We hold a minimum of four General Meetings of the Directors (known as Board meetings) a year plus an Annual General Meeting (AGM).
- Attendance at meetings can be in person or via video conferencing.
- The dates of the meetings are agreed at the last meeting of each year for the following year.
- Trustees are expected to attend all Board meetings. Where attendance is not possible the trustee should try and let the Chair know in advance, and whenever possible provide feedback / views to them about any issues to be discussed. Trustees can also appoint a proxy to attend and vote in their place if they wish

- The Chair is appointed by the trustees.
- The Director & CEO and Business Operations & Finance Manager usually attend Board meetings and AGMs.
- From time to time, when appropriate, the Trustees invite external specialists / consultants to Board meetings to provide additional guidance or advice.
- From time to time, when appropriate, Trustees may invite members of staff to meetings to feed in on specific agenda items.
- If appropriate, Trustees discuss matters in a confidential to trustees only item – e.g. to approve staff salary levels or to consider HR matters concerning an individual. Sometimes the trustees invite the Director & CEO to attend such items as well.
- Board agendas are sent to all Trustees, staff attending and our Arts Council England (ACE) Relationship Manager. Supporting papers are circulated by email prior to the relevant meeting and all Trustees are expected to have read all Board papers and reports prior to attending.
- Various time limited / ad hoc task or working groups are set up to progress particular areas of work when needed.
- The Director & CEO provides a brief written report for the trustees at the Board meeting. In the event that a written report is not distributed a verbal report is given.

- To fulfil their responsibility as PORe's 'accountable body' the Trustees are expected to regularly review and scrutinise all financial, artistic and organisational performance related reports including those required to be filed with our funders e.g ACE and Greater Manchester Combined Authority and our regulators the Charity Commission and Companies House.
- PORe's policies are regularly reviewed, updated and presented to the Board where needed.
- Any urgent matter for discussion (after distribution of the Agenda) is referred to the Chair.
- From time to time, we review our governance practice, and the structure of our meetings may change as a result of that work.
- Support will be available for board information and meetings to be adapted for specific access requirements.

## The Seven Principles of Public Life – ‘The Nolan Principles’

PORe’s Trustees are expected to adhere to these principles:

- **Selflessness** - Holders of public office should act solely in terms of the public interest.
- **Integrity** - Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
- **Objectivity** - Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- **Accountability** - Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
- **Openness** - Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
- **Honesty** - Holders of public office should be truthful.
- **Leadership** - Holders of public office should exhibit these principles in their own behaviour and treat others with respect. They should actively promote and robustly support the principles and challenge poor behaviour wherever it occurs.

## **PORe Trustees Code of Conduct**

### **Introduction**

Trustees of charities have responsibilities both under company law as company members and directors, and under charity law as trustees and to abide by the organisation's Articles of Association. As part of this, each trustee is asked to agree to act in accordance with this Code of Conduct, adhere to the Nolan Principles for Conduct in Public Life (see Section 4 above) and to sign the declaration at the end of this document.

### **Purpose of the Code**

The Code aims to define the standards expected of all PORe Trustees to ensure that:

- The organisation is effective, open and accountable;
- The highest standards of integrity and stewardship are achieved; and
- The working relationship with any staff and advisers is respectful, productive and supportive.

## **The Code of Conduct**

### **Selflessness**

Trustees have a general duty to act with probity and prudence in the best interest of PORe as a whole. They should not act to gain financial or other benefits for themselves, their family, their friends, or the organisation they come from.

### **Integrity**

PORe Trustees should conduct themselves in a manner which does not damage or undermine the reputation of the organisation or its staff.

More specifically, they:

- Should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role.
- Must avoid actual impropriety and any appearance of improper behaviour.
- Should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement, and any gift or hospitality received in any connection to the affairs of PORe over the value of £50 should be declared to the Board.



## **Objectivity**

In carrying out their role, including making appointments, including to the role of Trustee, awarding contracts, recommending individuals for rewards and benefits, or transacting other business, PORe Trustees should ensure that decisions are made solely on merit.

In arriving at decisions in areas where they do not have expertise themselves, the Trustees should consider professional advice.

## **Accountability**

PORe Trustees:

- Have a duty to comply with PORe's Articles of Association and legal requirements and to adhere to best practice in such a way as to preserve confidence in the organisation.
- Are accountable to other trustees, PORe's funders and stakeholders for their decisions, the effectiveness of PORe's Board, and the overall performance of the organisation.

## **Openness**

PORe's Trustees should ensure that confidential information and material, including material about individuals, is handled in accordance with due care, so that it remains confidential.

Whilst respecting issues of confidentiality, Trustees should, as a principle, be as open as possible about their decisions and the actions that they take. As far as possible, they should give reasons for their decisions and restrict information only when the wider interest clearly demands.

## Honesty

PORe's Trustees have a duty to avoid any conflict of interest so far as is reasonably practicable, register their interests and comply with PORe' Articles of Association and Declaration and Conflicts of Interests Policies. They must make known any interest in any matter under discussion which:

- Creates either a real danger of bias (that is, the interest affects the Trustee or a member of their family, or friends, or organisation, more than the generality affected by the decision).

or,

- Which might reasonably cause others to think it could influence the decision.

Trustees should declare the nature of the interest and withdraw from the room and not participate in discussion and decision making unless the remaining Trustees agree otherwise.

## **General conduct**

PORe's Trustees should:

- Promote and support the principles of leadership by example.
- Strive to attend all meetings regularly, ensuring they prepare for and contribute appropriately and effectively, and avoid dominating the contributions of others.
- Bring a fair and open-minded view to all discussions of PORe's board, maintaining a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in PORe's best interests.
- Having given delegated authority to any of their number or to any staff, be careful - individually and collectively - not to undermine it by word or action.
- Accept collective responsibility for the decisions and actions of the Board.
- Accept and respect the difference in roles between Trustees and staff, ensuring that the honorary officers, the Board and staff work effectively and cohesively for the benefit of the organisation, and develop an inclusive, mutually supportive, respectful and loyal relationship.
- At all times treat other Trustees and members of staff with respect and abide by PORe's equal opportunities, diversity, health and safety, bullying, harassment and whistleblowing policies and all other policies agreed by PORe's Board.

- Respect the distinct role of PORe's Director & CEO in relation to individual members of staff, permanent or freelance, volunteers and any others engaged by PORe, in particular, the management arrangements within the staff team, avoiding any actions that might undermine those arrangements.
- Maintain professional and courteous relationships with PORe's funders and external stakeholders at all times acting in PORe's best interests.
- When, in your capacity as a PORe Trustee, you are communicating publicly, verbally and in writing - including in the use of social media - ensure that all comments reflect PORe's current policies and that such comments are in PORe's best interest and do not bring PORe into disrepute even when such comments might be at variance with a Trustee's personal view.
- When speaking privately uphold PORe's reputation, and that of other Trustees, management and staff.

### **Breaches of the Code**

In cases where a concern has been raised that a Trustee might have breached this Code, or has acted in a manner which might damage PORe's reputation, the matter will be reviewed by the Chair and another Trustee, or two Trustees appointed by the Chair, who will make a recommendation to the Board.

- If a concern has been raised about the Chair, the review will be undertaken by two other Trustees appointed by the Board.
- The Board will decide whether to discuss the breach and any recommendations which arise in closed session.
- Any sanctions will be determined by the Board, up to and including requiring the Trustee concerned to resign from the Board.
- The Trustee / Chair will accept the decision of the Board in such case.

### Charity Commission's Trustee Eligibility Declaration Form

- On appointment all PORe trustees are required to complete the eligibility form which can be found [here](#).