## **Appendix 1 - Schedule of Delegations and**

## **responsibilities of Management Board Members,**

## **Chair and Deputy Chair**

**Contents**

[Delegations to the Chair 1](#_Toc188540386)

[Delegations to the Deputy Chair 2](#_Toc188540387)

[Charity Member 2](#_Toc188540388)

[Charity Trustees 4](#_Toc188540389)

[Legal & Financial 4](#_Toc188540390)

[Employment and HR 5](#_Toc188540391)

[**Advocacy and Communication 5**](#_Toc188540392)

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## **Delegations to the Chair**

Literature Wales Trustees have approved the following matters to be delegated to the Chair:

* Planning and running Board Meetings and drafting the agendas to be approved by Trustees.
* Taking the lead on ensuring that meetings are properly run and recorded.
* Taking the lead on ensuring that Trustees comply with their duties and that Literature Wales is well governed.
* Acting as a spokesperson for Literature Wales.
* Acting as a link between Trustees and staff.
* Recording the Trustees Discussion at Board Meetings and making notes available to Trustees only.
* Line managing the Executive Director and Artistic Director on behalf of Trustees, and carrying out their annual PDR.
* Respond to and investigate any concerns raised by Trustees through the Whistle-blowing Policy.
* Any other duties as detailed in the Articles of Association.

## **Delegations to the Deputy Chair**

If a Deputy Chair is elected, Literature Wales Trustees have approved the following matters to be delegated to the Deputy Chair:

* Assisting or deputising for the Chair with any of their delegations.
* Acting as a spokesperson for Literature Wales.
* Assisting the Chair with ensuring that Trustees comply with their Governance and **Compliance duties.**

## **Charity Member**

Literature Wales Trustees are also the charity’s Members. There is some

distinction between when Trustees are acting as Members or as Trustees,

as detailed below. This will be recorded appropriately in the minutes of Board

meetings and any resolutions.

The areas of the Management Board’s work conducted by the Trustees as the charity’s Members are as follows:

## **Management Board appointments**

These include:

* New Trustee appointments
* Trustee Service Term extensions
* Trustee removals
* Trustee retirements

Information concerning appointments, extensions, removals and retirements will be provided a minimum of 2 weeks before Management Board meetings. Appointments, extensions, removals and retirements will be subject to a majority vote by the Members at the Management Board meeting.

## **Amendments and revisions to governing documents**

Changes and revisions to the Literature Wales Articles of Association require a special resolution by the charity’s Members. Approval of a special resolution requires agreement by 75% of the entire membership. As the Literature Wales Trustees act as the charity’s Members the approval of a special resolution requires agreement by 75% of the entire Management Board membership.

## **Transactions and Agreements between Literature Wales and its Management Board Trustees, Employees, and Connected Persons**

Literature Wales may enter into agreements with Trustees, Employees, and connected persons, for the provision of services and/or goods. Agreements of this kind must be assessed and approved by the charity’s Members.

Please consult the Literature Wales **Procurement**, **Trustee Remuneration**, and **Conflict of Interest** policies for further information.

## **Disbursement of assets if Literature Wales is wound up**

In the event of the charity’s dissolution, the Members must ensure that all net assets are applied:

* directly for Literature Wales’ Charitable Objects; or
* by transfer to any charity or charities for purposes similar to the Literature Wales Charitable Objects; or
* by transfer to any charity or charities for use for particular purposes that fall within the Literature Wales Charitable Objects.

## **Charity Trustees**

Management Board Members are also the charity’s Trustees and are the group of individuals who have independent control over, and legal responsibility for, the charitable company’s management and administration.

The Charity Commission guidance ([The Essential Trustee](https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/842041/CC3_may18.pdf)) lists Trustee duties as follows:

* Ensure your charity is carrying out its purposes for the public benefit;
* 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.

Trustees must also fulfil the general duties of Trustees as detailed in the Companies Act 2006 (section 170-177):

* The duty to act within their powers (in accordance with the company’s constitution)
* The duty to promote the success of the company
* The duty to exercise independent judgement
* The duty to exercise reasonable care, skill and diligence
* The duty to avoid conflicts of interest
* The duty not to accept benefits from third parties
* The duty to declare interest in proposed transaction or arrangement

## **Legal & Financial**

Management Board Trustees must:

* Ensure Literature Wales operates in accordance with Company and Charity law - this includes filing annual returns and financial statements with Companies House and the Charity Commission and the maintenance of Company Registers.
* Ensure Literature Wales complies with relevant Charity Commission and Companies House regulations and the Charity Governance Code.
* Exercise financial overview and control; scrutinise quarterly financial statements; discuss and agree annual budgets and, if appropriate, assist with funding applications.
* Ensure Literature Wales keeps proper financial records and produces annual, audited accounts.
* Ensure payment of all due taxes to HMRC.
* Ensure Literature Wales’ assets are safeguarded and well managed.

## **Employment and HR**

The Literature Wales Management Board is responsible for the organisation’s employment and HR. This responsibility includes:

* Development and management of employment policies - including equal opportunities, recruitment, salary, grievance and disciplinary, appraisal, short- and long- term absence, expenses and training.
* Oversight of senior staff recruitment, staff contracts, and any decisions relating to dismissal or non-renewal of employment contracts.
* Line management of the Executive Director and Artistic Director.

## **Advocacy and Communication**

Management Board Trustees act as champions and ambassadors for Literature Wales. This includes:

* Promotion of Literature Wales within the public, private and third sectors to enhance the organisation’s profile and fund-raising activity.
* Act as an enthusiastic champion and ambassador for Literature Wales at all times.
* Attend Literature Wales and partner events as champion and ambassador.
* Provide information and expertise that may be of assistance to Literature Wales.

All Trustees are advised to read the following documents on the role and responsibilities of a Trustee:

* The [Charity Commission’s **Essential Trustee**](https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/617828/CC3.pdf) provides an excellent overview of the responsibilities and duties of charity trustees.
* The [**Charity Governance Code**](https://www.charitygovernancecode.org/en) sets out best practice and recommended principles for governance.
* The guidance document[, **Charity Governance, Finance and Resilience: 15 questions trustees should ask**](https://www.gov.uk/government/publications/charity-trustee-meetings-15-questions-you-should-ask/3495503) provides useful advice on the role of Trustees.
* For comprehensive details of the roles, responsibilities and powers, Trustees should refer to the [Charities Act 2011](http://www.legislation.gov.uk/ukpga/2011/25/contents), the [Trustee Act 2000](http://www.legislation.gov.uk/ukpga/2000/29/contents) and the [Companies Act 2006](http://www.legislation.gov.uk/ukpga/2006/46/contents).