

---

## ABOUT THE BOARD OF TRUSTEES

*This paper sets out the role of the board of trustees of Shared Lives South West – why we have them, what they do and who they are. It is written by the chairman of the board of trustees.*

---



**A note from the Chairman of the Board of Trustees**  
Clive Wilson

### 1. The background

As you will know, Shared Lives South West is a charity. But what does that mean, how does it affect how we work and how we managed and how we account for what we do? And why are we a charity? This short note tries to answer those questions.

To start with the last question, most Shared Lives services are managed in-house by local authorities. Those few that are not generally began their lives as local authority services which the authorities concerned decided to contract out to other agencies.

That's what happened in our case when Devon County Council (DCC) and neighbouring authorities felt the best way forward for Shared Lives would be to encourage the formation of a new organisation, in the absence of any existing organisation. Amongst the very first things which those of us (just three now of the present trustee board) who came together in 2004 to help establish Shared Lives South West did was to apply to the Charity Commission to be registered as a charity.

This was an important step because:

- As a charity we are **legally obliged** always to work in ways which we think will most benefit those who use our services and to put their interests first;
- It marks us out as an independent, autonomous organisation at arm's length from our commissioning local authorities. We want to work with them but in the end it is **our judgement** about what is best for our service users that must determine how we act and use our resources, rather than the judgement of our commissioners;
- It makes us subject to the requirements of the Charity Commission, ensuring open and accountable reporting year by year of our activities and financial position and that the **governance** of the organisation meets the Commission's requirements.

## 2. What is governance and what are those requirements?

Because we are a charity, there has to be a board of trustees. The trustees have specific statutory responsibilities defined by the Charity Commission. The role of a trustee is set out by the Charity Commission as part of their publication "The Essential Trustee: What you need to know". A copy is available in the office.

Trustees are unpaid volunteers but may claim travelling and incidental expenses. Shared Lives South West trustees are also directors of Shared Lives South West as a company limited by guarantee.

The board can appoint a Chief Executive and staff to run the services but it remains legally responsible for all that the organisation does. In particular it is responsible for seeing that the organisation is well run, is financially sound and that everything it seeks to do is consistent with the "objects" of the organisation.

These are as set out in the articles and memorandum of association which were used to register Shared Lives South West as a charity. The board must ensure that Shared Lives South West uses its resources only in furtherance of those objects. The articles and memorandum in effect sets out our 'constitution' and the 'rules' we have to follow in running the organisation.

Governance in brief is the process by which a governing body such as a board of trustees ensures that organisation is effectively and properly run - which is not necessarily about doing; rather it is about ensuring things are done.

In Shared Lives South West, the board does this principally through:

- Ensuring that Shared Lives South West has realistic objectives and priorities and management plans to deliver them and to enable progress to be monitored;
- Setting budgets consistent with its duty to ensure that Shared Lives South West remains solvent and uses any surpluses further to develop services; and monitoring performance against budget through regular surveillance of in-year management accounts and other data. Where performance is falling short of budget requirements, it is ultimately the board's responsibility to decide on any appropriate corrective action;
- Overseeing and steering as necessary key matters such as renegotiation of contracts with commissioning agencies, discussions with potential new commissioners; and formally agreeing to the terms of new contracts etc;
- Regularly reviewing the operating context in which Shared Lives South West works to help ensure that it is best fitted to take advantage of new service opportunities or to deal with changes that might adversely affect; and documenting risks to the organisation in our "risk register"



- 
- Seeing that Shared Lives South West has a cost effective organisational management structure which remains "fit for purpose" as circumstances change. Being fit for purpose includes ensuring that all staff are confident in, and feel equipped and properly supported for, the work which they are responsible. It also includes ensuring that the pay and other terms and conditions of staff remain reasonable and competitive, and are fairly applied in practice.
  - Ensuring that there are satisfactory arrangements for reviewing the performance of staff, including in particular the performance of the Chief Executive.
  - Lastly, reviewing its own performance as a board and ensuring that through succession planning it maintains a good balance of skills and experience amongst the trustees.

### **3. Where do board members come from and how are they recruited**

Shared Lives South West trustees have a diverse range of skills to support all our areas of activity, including relevant social or health care, finance and human resources experience or expertise. What we all have in common is a positive and supportive approach to Shared Lives, motivation to work with a local charity and commitment to the provision of quality services for vulnerable adults.

### **4. The board in action**

The board meets at least four times a year to deal with the on-going business and generally has an away day each year to consider broader issues, such as longer term planning, and major organisational issues.

Through its constitution, the board can set up committees consisting wholly or partly of trustees and delegate to them powers to make decisions which would otherwise have to be dealt with by the full board. It has set up three committees - the Remuneration and Terms of Service (RTS) committee, and the Finance and Audit (F&A) committee, consisting wholly of trustees and the Approval Panel responsible for approving new Shared Lives carers and related matters. This is technically a committee of the board but operates at arm's length and has a majority of non-board members and an independent chair.

The RTS and F&A committees also generally meet about four times a year between the main board meetings so that they can advise the board on issues within their remit.

The Finance and Audit (F&A) Committee monitors the financial health of the organisation by reviewing the management accounts quarterly, does the detailed scrutiny of the annual accounts, reviews the financial procedures and controls in place, appoints and reviews the auditors and considers any matter which particularly relates to the finances and resources of the organisation. This includes our contractual relationships, premises and IT. It advises the board on these matters and can make decisions within delegated powers.

---

The Remuneration and Terms of Service (RTS) Committee considers matters such as remuneration and terms of service for the Chief Executive and other members of staff, and related personnel policies so as to ensure they are fairly rewarded for their individual contribution to the organisation; and oversees and advises the management team as necessary on all matters relating to the well being of staff, the handling of HR matters and the deployment and development of our human resources - our most valuable asset. It advises the board on these matters and can make decisions within delegated powers.

The chair of the RTS committee also acts in a personal capacity as someone to whom any member of staff who has concerns about matters affecting themselves as an employee or more generally about the organisation can turn if they feel unable to raise through the normal line management arrangements.

The board meetings are normally attended by the Chief Executive and the Finance and Resources Manager. The executive assistant to the CEO takes the notes and other managers may attend for specific discussions as required. New staff are encouraged to observe a board meeting as part of their induction.

A key part of governance is ensuring that the board has a good balance of skills and experience amongst its trustees and that they have a shared appreciation of their own role and those of the Chief Executive and other staff. We regularly look to see how we can strengthen the board through bringing in new trustees.

## 5. In summary

In its simplest terms, it is the job of the board to see that the organisation has a clear picture of what it is being asked to do and is resourced to do it. It is the job of the Chief Executive and the staff to deliver, whilst the board oversees and satisfies itself about progress. In practice the distinction is not a rigid one - for example, the Chief Executive and other staff have a big input into the development of strategic planning and the board or its committees can get involved in the "nitty-gritty" of some contractual operational or personnel matters. So good governance depends on the trustees and staff enjoying good working relationships whilst at the same time having a shared understanding of the differences in their roles.

A profile of the current members of the board is attached.

A handwritten signature in blue ink that reads "Clive Wilson".

Clive Wilson  
May 2011

---

## Profiles

### Clive Wilson – Chairman



Clive is a retired Civil Servant. Most of his career was in the Department of Health, but he also worked on secondment in the voluntary sector (with the National Council for Voluntary Organisations – NCVO) from 1992 to 1995 and for the Ombudsman (1995 –1998).

On retiring from the Civil Service, he worked in the House of Commons until moving to Devon in 2000. Since 1998 he has also been the Independent Complaints Reviewer for various of the national bodies who make grants from the National Lottery funds for ‘good causes.’

He is married with two daughters, one married and living in Sheffield and the other working in Manchester. Clive has been a trustee since Shared Lives South West was first envisaged in 2003 and chairman since 2004.

### Lorraine Ellicott – Trustee and member of finance and audit committee



Lorraine worked in commercial television for over twenty years until 2001 when she was made redundant from her position of Chief Operating Officer, as a result of the consolidation that took place in independent television.

She subsequently moved to Devon and works part-time as a director of a property company. Lorraine is involved in her local village as treasurer of the Sports Field and Chairman of the Parish Council. She has two daughters at secondary school and lives with them, her partner and numerous animals in Lydford.

Lorraine has been a trustee since Shared Lives South West was first envisaged in 2003.

### Dennis Osborne – Trustee



Dennis is originally from North Nottinghamshire. He has a BSc in Chemistry and an MA in the Philosophy of Education. Most of his working life was as a teacher - his final post being as Vice Principal at Braunton Community College from where he retired in 2000. He still lives in Braunton with wife Jacqueline, also a retired teacher, having been in the village for 22 years.

During his teaching career he worked in Saskatchewan Canada, Sheffield, Barnsley, Nottingham and Wiltshire before arriving in Devon. He has also had periods of other work outside of teaching most recently a secondment to South West Water.

On retirement from teaching Dennis was chair of the North Devon Primary Care trust for three years. Dennis’ hobbies are the typical ones of gardening, photography, walking and travel though he has recently returned to skiing after a break of thirty years.

Dennis has been a trustee since Shared Lives South West was first envisaged in 2003.

---

### Robin Tolson – Trustee



Robin has been a barrister for 25 years and Queen’s Counsel, specialising in the law relating to children. He has undertaken much work in the area of care standards and the duties owed by local authorities to vulnerable adults.

Robin has a brother with a slight learning disability and appreciates some of the problems service users can encounter. Robin has been a trustee since 2005.

### Sue Joseph – Trustee



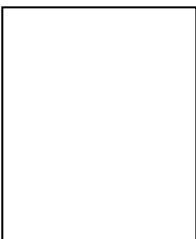
Sue has worked briefly in a psychiatric hospital and teaching but went on to work for 30 years in the Department for Work and Pensions (DWP). Initially she dealt directly with the full range of benefit recipients including visiting people in private and residential homes.

She then spent half of her career working in DWP headquarters in London. As well as dealing with politicians she often worked in partnership with private sector companies, visiting all parts of the country to find ways of developing improvements to service delivery. She has lived in Dartmouth for 15 years and before retiring, set up and ran a Call Centre for paying pensions in the South West.

Sue is now involved as a volunteer in local charities. She is also a magistrate sitting in both the adult and youth courts, regularly coming into contact with the support services dealing with individual and family issues. Part of her JP role also involves giving presentations to local organisations and schools.

Sue became a trustee in 2009.

### Keith Richards – Trustee



Keith became a trustee in 2010.