Minstead Trust

Governance Rules

November 2026

Minstead Trust (also referred to in this document as the Trust) is governed by its Articles of Association (Articles). These specify certain legal and procedural requirements for how the Trust operates. They also give the Board power to make reasonable rules or for the proper conduct and management of the Trust (57.1) and regulate its own proceedings (40.1) provided in each case that there is no conflict with provision of the Articles themselves (57.5).

These Governance Rules set out the key procedural requirements of the Articles (*in italics*. with the Article number given). and the additional rules adopted by the Board (in normal text). If there is any conflict, the Articles prevail.

Trustees are referred to as Directors within the Articles (s.177, Charities Act 2011) and as Members of the Trust (26.3). Within this document the term Trustee is used in preference to Director, but the terms may be interchangeable.

1. ORGANISATIONAL PURPOSE

1.1 Charitable Objects

The Trust's objects are the following, and it may not do anything inconsistent with these (4):

1. To support people with a disability, or otherwise excluded by their social or economic circumstances and members of their family and their carers by means of providing services, facilities, campaigning and support to enable them to lead more independent and fulfilling lives and become fully integrated in society.
2. To advance in life and relieve the needs of people, particularly but not exclusively those with a disability or neurodisability, by providing opportunities to develop skills, capacities and capabilities including (but not limited to) artistic expression, creative development and public performance through engagement with performing arts, visual arts, music, dance, crafts and related creative activities.
3. To preserve, maintain and develop the historic gardens and buildings particularly at Furzey Gardens, Minstead for the enjoyment and benefit of horticultural groups and the general public and in particular people who are otherwise excluded by their social or economic circumstances.
4. To provide facilities for the better carrying out of the objects herein referred to without prejudice to the generality of this object to provide library, workshop, research, employment, training, recreational, spiritual and other residential and non-residential facilities as may be necessary to promote such objects.

The Trust has power to do anything which is calculated to further its objects or is conducive or incidental to doing so (5).

1.2 Strategy

The way in which the Trust intends to meet its charitable objects shall be set out in a Strategic Plan which the Board shall approve and regularly review.

1.3 Leadership

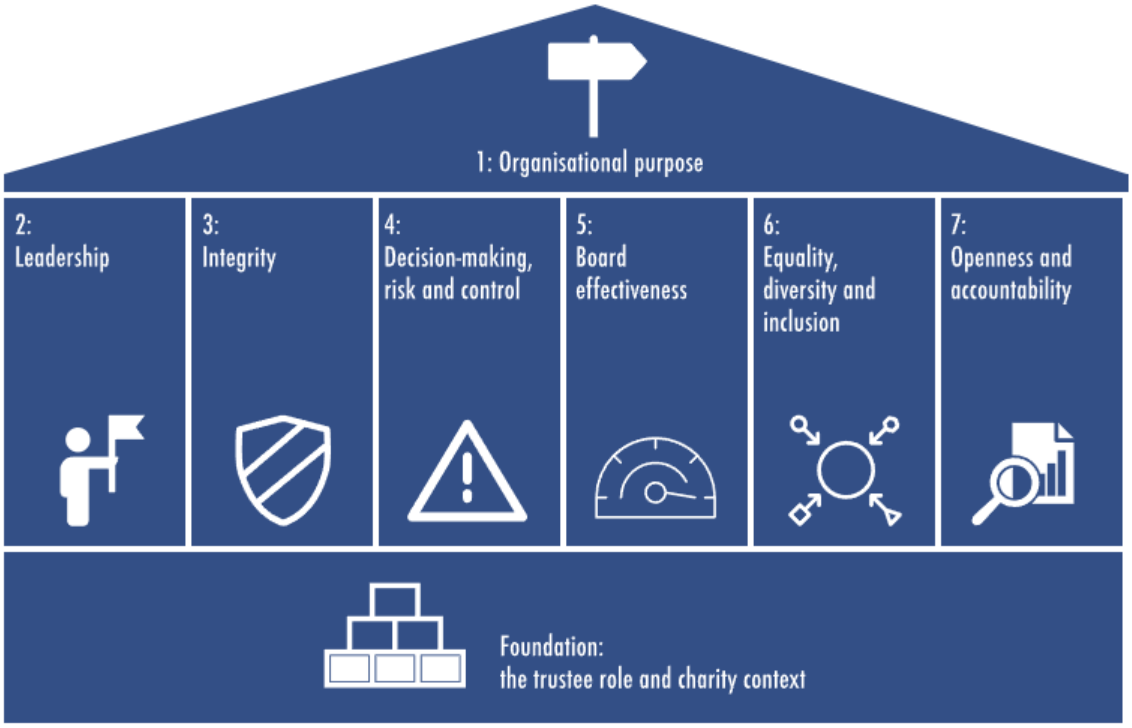
The leadership comprises the Trustees, the Chief Executive Officer (CEO) and Senior Leadership Team. They meet at least four times a year at Board meetings and in Committees and Working Groups to ensure that the Trust is managed in accordance with its organisational purpose and Strategic Plan.

1.4 The people we support

The Board shall establish a mechanism to be informed by and responsive to the people we support.

1.6 Charity Governance Code

The Board shall ensure that as far as reasonably practicable it complies with the principles of the Charity Governance Code:



https://www.charitygovernancecode.org/en/front-page

2. THE BOARD

2.1 Role and Responsibilities

The Charities Act 2022 defines charity Trustees as the people responsible under the Charity's Governing Document for controlling the administration and management of the Charity.

The Board must act in the best interest of the Trust and apply the same duty of care that a prudent person of business would in looking after the affairs of someone for whom they have responsibility. The Board acts as a group and not as individuals. In particular the Board must:

- Ensure the Trust is carrying out its purposes for the public benefit
- Manage the Trust's resources responsibly
- Ensure the Trust is accountable
- Comply with the Trust's Governing Document, charity law, company law and other relevant legislation and regulations

2.2 Term of Office

A Trustee may serve for a maximum of three terms of three years and thereafter must stand down as Trustee for at least a period of one year (33).

Terms of office will align to the Trust's AGM and a Trustee's first term will be determined as follows:

- A Trustee who is first appointed to the Board within the three months following an AGM will be deemed to have completed their first term at the AGM of their third year.
- Otherwise, a Trustee will be deemed to have completed their first term at the AGM following the third anniversary of their appointment.

A Trustee may resign by notice to the Trust (38.5). A Trustee may be removed if absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees so resolve (38.6). A Trustee may be removed for cause by vote of the Board to terminate their role as a Member of the Trust (19).

2.3 Recruitment

The Board shall actively review the skills and needs of the Board and the terms of office of existing Trustees and seek to recruit additional Trustees when a need arises. The recruitment process shall be managed by the Governance Committee and shall normally consist of a review of a candidate's CV and application letter, and interview. A candidate may be offered the opportunity to attend a Board meeting as an observer. The same process shall apply to all candidates whether or not they have a previous connection with the Trust.

A person who has previously worked for the Trust will not be considered for appointment as a trustee until twelve months has elapsed since their departure.

A previous Trustee who has retired under Article 32 may apply to become a Trustee once twelve months have elapsed since they stood down.

Trustees shall have a current DBS certificate (36.1), satisfy any other Safer Recruitment requirement of the Trust and *not be disqualified by law (38).*

Any person who wishes to become a Trustee shall apply in writing to the Chair of the Board of Trustees.

2.4 Chair and Deputy Chair

The Board shall elect a Chair to govern its proceedings (43.1). The Chair's term of office shall be decided by the Board but shall normally be three years subject to confirmation at each AGM that the Board wishes them to remain in office) but shall end when they cease to be a Trustee, if earlier. There are no restrictions on how many terms a Trustee may serve as Chair.

When a vacancy arises for Chair, Trustees who wish to be considered for appointment shall submit a short personal statement, to be circulated to all Board members, stating their reasons for applying and what they would bring to the role. They may be questioned about their application at a Board meeting. The new Chair shall then be elected by anonymous ballot. To be appointed, a candidate must receive the support of at least 50% of the total number of Trustees, excluding any Trustees standing for election This shall apply whether or not the election is contested.

In a contested election, if no candidate receives the required support, there shall be a second election, in which only the candidates with the two highest numbers of votes in the first ballot shall be eligible to participate. If the second election is contested, there shall be an anonymous ballot. To be appointed, a candidate must receive the support of at least 50% of the total number of Trustees, excluding any Trustees standing for election.

If this still results in no candidate being appointed, the position of Chair shall be advertised externally.

The role description for the Chair is set out in Appendix 1.

The Board may, if it thinks fit, elect a Deputy Chair. The term of office and method of appointment of a Deputy Chair shall be as for the Chair. If the Board does not elect a Deputy Chair, the chair of the Governance Committee shall fulfil that role.

If neither the Chair nor Deputy Chair is present at a Board meeting, the Trustees present shall elect one of their number to chair that meeting (43.2).

2.5 Trustees

2.5.1 Trustees shall

- act within Articles of Association, the Governing Document and the law
- act in the best interests of the Trust as a whole
- actively promote the values of the Trust to ensure that they are maintained and supported
- work considerately and respectfully with all - respecting diversity and valuing each individual as set out in our values
- manage personal conflicts of interest effectively - registering, declaring and resolving conflicts of interest so as not to gain materially or financially
- respect confidentiality

- have a sound and up-to-date knowledge of the Trust, its environment, operations and culture
- commit the time necessary to attend scheduled meetings and other appointments and to take on specific roles to facilitate the work of the Trust. The expectation is that Trustees will attend for the whole of every meeting, either in person or on-line, unless otherwise agreed in advance personally with the Chair
- prepare fully for meetings and all work for the Trust - reading papers, clarifying and thinking through issues in good time before meetings
- actively engage in discussion, debate and voting in meetings - contributing constructively, listening carefully, challenging sensitively, and avoiding conflict
- act jointly and stand by majority decisions - making decisions and collectively accepting corporate responsibility for the work of the Board and the Trust.

2.5.2 Trustees shall receive an appropriate induction when they join the board to enable them to meet the expectations above and fulfil the job description set out in Appendix 2. Trustees shall be given the opportunity to have ongoing learning and development, including when they are appointed to new roles within the Trust's governance structure.

2.5.3 Trustees shall not

- use the Trust's resources or make commitments on behalf of the Trust otherwise that in accordance with the Trust's written policies or without the authority of the Board
- make comments about the Trust in the media or online without prior agreement with the Chair or Chief Executive

2.6 Conflicts of interest

No Trustee nor any 'connected person' may receive any remuneration or derive any benefit from the Trust except as authorised by Article 7.

Trustees shall declare any interest they may have in any transaction or arrangement being entered into by the Trust. They shall absent themselves from any discussion where it is possible that a conflict might arise between their duty to act solely in the Trust's interests and any other interest, pecuniary or otherwise, which they or a connected person may have (8).

2.7 Boards of subsidiary companies

The Trust shall appoint directors of its subsidiaries. Those appointed shall attend the meetings of the Social Enterprise Committee for any item relating to the subsidiary of which they are a director. The Chair shall be a director of subsidiary companies.

An independent director (neither employee nor Trustee) shall serve for a maximum of three terms of three years and thereafter must stand down as an independent director for at least a period of one year.

Terms of office will align to the subsidiary Company's AGM and the first term will be determined as follows:

- An independent director who is first appointed to the Board within the three months following an AGM will be deemed to have completed their first term at the AGM of their third year.
- Otherwise the independent director will be deemed to have completed their first term at the AGM following the third anniversary of their appointment.

2.8 Annual review

Every year, the board shall arrange a review of its own performance including the performance of the Chair, with a view to ensuring its current and future effectiveness, for example through by identifying development opportunities and succession planning.

The review shall consider the board's balance of skills, experience and knowledge, its diversity in the widest sense, how the board works together and other factors relevant to its effectiveness.

The review shall also provide an opportunity for individual trustees to discuss how they see their role currently and in the future.

3. MEETINGS OF THE BOARD

Board meetings shall be held as a minimum three times per annum, with additional meetings as may be required.

3.1 Notice

Fourteen days clear notice shall be given of a Board meeting. The notice shall be given to all Trustees and shall state the time and place of the meeting. The full agenda and any papers shall be circulated at least seven days in advance.

Notices and papers shall be provided in writing or electronic form (52).

The Chair may call a Board meeting at shorter notice or allow papers to be circulated less than seven days in advance if considered necessary or expedient to transact urgent business.

Any Trustee may call a Board meeting (40.2) and the Secretary shall call a Board meeting if requested to do so by any Trustee (40.3).

Trustees may attend Board meetings in person or by electronic means agreed by the Board which enable each participant to communicate with all the other participants (40.6)

3.2 Quorum

The Board may make decisions at a Board meeting only if a quorum is present (41.1).

A quorum is 50% of the current number of members plus one, rounded down.

3.3 Voting

Decisions of the Board shall be reached by majority vote (40.4).

Voting at Board meetings shall be by show of hands unless the Chair or any two Trustees present request a recorded vote. The result of any such vote shall be recorded in the Board minutes, but the number or proportion of votes cast shall not be recorded.

Each Trustee shall have one vote, save that if votes are equal, the Chair shall have a second or casting vote (40.5).

Trustees shall have the right to require that their name be recorded in the minutes as not voting on an item of business.

3.4 Written resolutions

A written resolution (including in electronic form) agreed by a majority of trustees shall have the same status as a decision reached at a quorate Board meeting (44.1).

3.5 Minutes

The Board shall appoint a person to act as Secretary to the Board to take minutes of its meetings, which shall be submitted to the next meeting of the Board for confirmation as a correct record. If the Secretary is not present for any meeting, the Board shall appoint some other person to act as Secretary for that meeting.

Minutes shall include as a minimum the names of the trustees present, the decisions reached and, where appropriate, the reasons for those decisions (48.3).

3.6 Other attendees

The Board may invite to attend a Board meeting, or any part of it, any person who in their opinion will bring relevant expertise or knowledge. Such persons shall not be entitled to vote.

4. COMMITTEES AND WORKING GROUPS

4.1 Committees

The Board may appoint Committees with a *minimum of two members* (45.1) all of whom shall be Trustees. Each committee shall have and act in accordance with terms of reference agreed by the Board.

The Board may delegate to any Committee such of its functions (and make such delegation subject to such conditions) as it considers appropriate. The terms of any such delegation shall be recorded in the minutes. The Board may amend or revoke a delegation at any time (45).

The Board shall reconsider the membership of each committee at least every three years with a view to rotating committee membership.

Each Committee shall have a Chair. If the Chair is absent for any meeting, the members of the Committee present shall elect one of their number to act as Chair for that meeting. *The Chair of each Committee meeting shall fully report its proceedings to the next meeting of the Board (45.4).*

The Chair of the Board shall not chair the Governance Committee. If the Chair of the Board is a family member of a person the Trust supports, the Chair of the Governance Committee shall not be.

Each Committee shall keep minutes of its meetings, which shall be reported to the next Board meeting and available to any Trustee on request*. Minutes must include as a minimum the names of the Trustees present, the decisions reached and, where appropriate, the reasons for those decisions (48.3).*

Committees may invite other attendees to be present at their meetings on the same basis as for Board meetings. Relevant SLT member(s) shall normally be invited for all or part of each meeting.

In all other respects, Committees shall control their own procedures.

4.2 Working Groups

The Board may appoint Working Groups with a minimum of two members at least one of whom shall be a Trustee. Each Working Group shall have and act in accordance with terms of reference agreed by the Board. A Working Group shall not have delegated authority.

A Trustee member of a Working Group shall report the proceedings of each meeting to the next meeting of the Board.

In all other respects, Working Groups shall control their own procedures.

The list of Committees and Working Groups, their terms of reference and membership shall be provided to Trustees annually, and whenever they change.

5. PATRONS AND AMBASSADORS

The Board may designate such persons as it considers appropriate as Patrons or Ambassadors of the Trust without limit of number.

5.1 Patron

A Patron is a person with a public profile willing to allow that profile to be actively used for the advancement of the Trust's objects.

Designation as a Patron is subject to reaching a written agreement with the Chair and CEO setting out the manner in which the person's profile is to be used (e.g. attendance at events, networking, fundraising, public speaking) and the extent (if any) to which they will be personally involved. Such agreements are to be regularly reviewed and may be varied at any time.

Designation as a Patron may be terminated by consent, if the agreement is not adhered to, or for cause (e.g. the Patron making public statements inconsistent with the Trust's mission or values).

5.2 Ambassador

An Ambassador is a person other than an officer or employee of the Trust who demonstrates a sustained commitment to providing active practical support for the Trust's work in any sphere.

Designation as an Ambassador may be made in recognition of current support or where an individual makes a specific commitment to future support.

Designation as an Ambassador will be agreed by the Chair and will normally continue for as long as the relevant support continues, but may be withdrawn at any time for any reason.

5.3 Status and engagement

Although Patrons and Ambassadors are not officers or employees of the Trust, their designation signals a public commitment by them to the Trust, and the Trust to them. As such they are regarded as integral members of the wider Trust 'team' and the Trust commits to engaging with and supporting them appropriately.

6. DELEGATION

6.1 Decisions reserved to the Board

1. Strategy

- Approval of the Trust's strategy
- Commitments to provide any services materially different to an existing service in scope, client group or geography unless they clearly form part of the Trust's approved strategy
- Termination or serving of notice in respect of any externally contracted services

2. Governance

- Approval of changes to the Trust's governing document or governance manual
- Approval of remuneration of any trustee
- Decisions relating to court proceedings against or on behalf of the Trust or to regulatory action against the Trust

3. Financial

- Entering into any investment or new banking arrangements
- Approval of changes to the pension scheme or the management of its funds
- Approval of the Trust's budget. Where the budget includes project works, the Board may require the expenditures on these to be shown separately and subject to separate approval.
- Commitment to joint enterprises
- Acquiring or disposing of interests in land or buildings or material change of use of any existing land or building

4. Organisation and staffing

- Approval of SLT structure
- Approval of appointment of Trust Chief Executive and Secretary

5. Policy approval

Approval of the following policies (detailed review is delegated to committees):

- Remuneration policy (including arrangements for Chief Exec appraisal and approval of pay increases)
- Complaints policy (against the Trust or its staff or volunteers)
- Risk management policy (to include requirement for appropriate internal controls and for Board scrutiny of any proposals for accepting funds from potentially controversial sources)
- Whistleblowing policy
- Accounting policies
- Employment policy

- Health and safety policy;
- Safeguarding policy;
- Environmental policy;
- Communications and PR policy;
- Treasury and investments policy;
- Reserves policy;
- Corporate social responsibility;
- Conflicts of interest policy;
- Equal opportunities policy;
- Use of AI & 3rd party software;
- Anti-fraud;
- Anti-bribery;
- Social Networking;
- Fundraising;
- Marketing;
- Estate Strategy;
- Tenders/Procurement;
- Trustee expenses;
- Inclusion;
- Trust Data Sharing Policy.

6.2 Decisions delegated to Committees

Such matters as may be decided by the Board from time to time and minuted in accordance with Section 4.1 above.

6.3 Decisions delegated to the Chair

The amount of and method of approval of the Chief Executive's expenses to a maximum of £500 for any one item and £5000 in any financial year

6.4 Decisions delegated to the Chief Executive

All decisions on matters arising in the ordinary course of the Trust's business, provided they comply with Board-approved policy where relevant, other than those explicitly reserved to the Board or a Board committee. This includes capital expenditure decisions consistent with the Trust's approved budget, and any capital expenditure decisions required to give effect to projects approved by the Board subject to external fund raising once the required funds have been secured.

6.5 Decisions beyond the levels of authority listed, and not reserved to the Board

Any such matter shall be discussed between the Chief Executive, the Chair of the Board and the Chairs of any relevant committee, who may take the decision without reference to the Board if they unanimously agree. Any such decisions, and the basis for them, shall be reported formally at the next Board meeting. In the absence of unanimity, or if the Chair of the Board thinks fit, the matter shall be referred to the Board for decision.

APPENDIX 1: ROLE DESCRIPTION – CHAIR OF THE BOARD

The Chair will hold the Board and Executive Team to account for the Trust's mission and vision, providing inclusive leadership to the Board, ensuring that each Trustee fulfils their duties and responsibilities for the effective governance of the Trust. The Chair will also support, and, where appropriate, challenge the Chief Executive Officer and ensure that the Board functions effectively and works closely with the entire Executive of the Trust to achieve agreed objectives. The Chair will act as an ambassador for the Trust and present the public face of the Trust in partnership with the Chief Executive Officer.

Principal responsibilities

Strategic leadership

- Provide leadership to the Trust and its Board, ensuring that the Trust has maximum impact for its beneficiaries
- Ensure that Trustees fulfil their duties and responsibilities for the effective governance of the Trust
- Ensure that the Board operates within its Charitable Objects, and provides a clear strategic direction for the Trust
- Ensure that the Board regularly reviews major risks and associated opportunities, and satisfies itself that systems are in place to take advantage of opportunities, and manage and mitigate the risks
- Ensure that the Board fulfils its duties to ensure the sound financial health of the Trust, with systems in place to ensure financial accountability.

Governance

- Ensure that the governance arrangements are working in the most effective way for the Trust
- Develop the knowledge and capability of the Board
- Encourage positive change where appropriate and address and resolve any conflicts within the Board
- Evaluate the performance of the Board and its members annually
- Ensure that the Board is regularly refreshed and incorporates the right balance of skills, knowledge and experience needed to govern and lead the Trust effectively, and which also reflects the wider population
- Work within any agreed policies adopted by the Trust.

External Relations

- Act as an ambassador for the cause and the Trust
- Act as a spokesperson for the organisation when appropriate
- Represent the Trust at external functions, meetings and events
- Facilitate change and address any potential conflict with external stakeholders.

Efficiency and effectiveness

- Chair meetings of the Board effectively and efficiently, bringing impartiality and objectivity to the decision-making process
- Ensure that Trustees are fully engaged and that decisions are taken in the best, long-term interests of the Trust and that the Board takes collective ownership of all decisions
- Foster, maintain and ensure that constructive relationships exist with and between the Trustees
- Work closely with the Chief Executive Officer to give direction to Board policy-making and ensure that meetings are well planned and effective and reflect the responsibilities of Trustees
- Monitor the implementation of decisions and actions agreed at meetings.

Relationship with the Chief Executive Officer and the wider management team

- Establish and build a strong, effective and a constructive working relationship with the Chief Executive Officer, ensuring s/he is held to account for achieving agreed strategic objectives
- Provide appropriate support to the Chief Executive Officer, whilst respecting the boundaries which exist between the two roles
- Ensure regular contact with the Chief Executive Officer and develop and maintain an open and supportive working relationship within which each can speak openly about concerns, worries and challenges
- Conduct an annual appraisal and remuneration review for the Chief Executive Officer in consultation with other Trustees
- Ensure that the Chief Executive Officer has the opportunity for professional development and has appropriate external professional support.

APPENDIX 2: ROLE DESCRIPTION – TRUSTEE/DIRECTOR

The duties of a Trustee/Director are to ensure that they meet the Six Governance Requirements of the Board as follows, ("The Governance Jigsaw" taken from `The Essential Trustee` published by the Charity Commission):

Ensure the Trust is carrying out its purpose for the Public Benefit

- Ensure that the Trust pursues its Objects as set out in the Articles of Association;
- Ensure that the Trust applies its resources exclusively in pursuance of the Objects, and for no other purpose, no matter how worthwhile;
- Know what difference the Trust is making through impact assessments.

Comply with its governing document and the law:

- Ensure the Trust complies with its Articles of Association and Governance Rules, charity law, company law and other relevant legislation or regulations;
- Ensures the Trust is up to date with filing accounts, returns and any changes to the Trust's charity registration details with the Charity Commission;
- Take reasonable steps to ensure that the Trust is aware of, and compliant with, other laws and regulations relevant to the running of the Trust.

Act in the best interest of the Trust

- Contribute actively to the Board in giving firm strategic direction to the Trust, setting overall policy, defining goals, setting targets and evaluating performance against those;
- Recognising and dealing with conflicts of interest;
- Being prepared to question and challenge;
- Accept majority decisions.

Manage the Trust's resources responsibly:

- Manage risks effectively
- Protect the Trust's assets, reputation and people
- Ensure the Trust has appropriate financial controls and procedures
- Ensure the Trust manages its assets, including land and buildings, appropriately
- Having a responsibility for, and to, the staff and volunteers.

Act with Reasonable Care and Skill

- Use skill and experience to enhance the workings of the Trust
- Decide when professional advice is needed
- Prepare for, and participate effectively in, Trust meetings
- Ensure that the information needed in order to fulfil the role is received
- Ensure that the Trust develops contingency plans to mitigate risk.

Ensure the Trust is accountable

- Ensure that Trust meets its legal accounting and reporting requirements
- Ensure the Trust Is able to demonstrate that it complies with the law and is effective
- Ensure that the Trusts holds itself accountable to those with an interest in the Trust
- Ensure that the Trust regards accountability as an opportunity, not a burden.