Shropshire Voluntary and Community Sector Assembly

Terms of Reference

Introduction

Shropshire Voluntary and Community Sector Assembly (the Assembly) is founded on the need for a collective, well defined route to engagement between voluntary, community and enterprise sector organisations (VCSE) and public and statutory bodies throughout the county of Shropshire. It is based on the belief that collective representation is more influential than a series of individual voices, and that cooperation generates shared strength through a pooling of energy, ideas and resources. The Assembly provides a means for voluntary and community organisations throughout Shropshire to meet and exchange information, ideas and good practice, always acknowledging that a diversity of views may exist.

The Assembly began its formation in April 2007 and now comprises over 325 contacts, groups and organisations. The Assembly is formed of a wide range of different sized groups and organisations covering many different geographical areas across Shropshire. The Assembly is led by a Board of representatives of the Assembly's Forums of Interest and representatives appointed to carry out lead roles (such as volunteering and area representation) (see Appendix 2).

The functions of the Assembly are defined as:
- Communication and Information
- Representation and Engagement
- Advocacy
- Networking and Support
- Capacity building (to work with public sector agencies)
- Educating and building awareness of VCS in public sector agencies

Whilst the organisations who form the membership of the Assembly deliver many and varied services to communities throughout Shropshire, the key role of the Assembly is to provide representation and a voice for the sector. Its focus is on engagement and partnership and the Board will aim to ensure the Assembly's work does not duplicate the roles of other VCS partnerships or organisations such as those bodies with an interest in VCS infrastructure support or those delivering direct services.

The VCS will maintain and develop links with strategic partners. Where representation is required this will be provided by the VCS Assembly Chair, Vice Chair or Area representative.

Values

- **Equality and Inclusion** – the Assembly will undertake creative positive action to mitigate against adverse impact on the most vulnerable in our communities and encourage the involvement of groups within the VCS who tend to be marginalised or excluded.

- **Accountability** – the Assembly and any representatives it selects will be accountable to the VCS and will have clear mechanisms in place to demonstrate this.

- **Partnership** – the Assembly will work towards meeting its aims through co-operative and inclusive partnerships. It will aim to minimise duplication, to promote unity and to encourage and facilitate co-operation between voluntary and community organisations.

- **Respect** – the Assembly will operate on the basis of mutual respect and demand that respect in return for its membership. Members are expected to be open and honest.

Vision

"Our vision is that everything we do will have a positive impact for local people and our communities"

1. Aim

The aim of the Assembly is to make a difference to people and communities of Shropshire through strengthening and supporting the VCSE, enabling strategic influence and an effective voice for the sector, as well as an arena for action, information sharing and discussion.

We do this by harnessing the vast experience of sector leaders and the trust gained by past and existing partnership work.

2. Purpose

The purpose of the Assembly is to develop and provide an effective mechanism for representation of the VCS to the public and statutory sectors.

3. Objectives

- Ensuring that the collective views of the VCS influence strategic planning and policy decisions.
- Promoting dialogue between the VCS and the public and statutory sectors to enable effective consultation, and to encourage partnership working.
- Building the capacity of the VCS to engage effectively with the public and statutory sectors.
- Creating a better understanding of the VCS within the public and statutory sectors.
- Promoting networking, sharing of skills, information, experience, good practice and resources with VCS organisations.
- Ensuring active and effective representation on key strategic partnership bodies by nominating appropriate representatives.
- Ongoing development of the working relationships between VCS and public, business and statutory sectors through development and monitoring of effective frameworks.

4. Membership & Structure of the Assembly

4.1   The Assembly membership is open to all voluntary and community organisations operating in Shropshire who agree to sign up to the aims of the Assembly.

4.2   The Assembly Board will approve eligibility for membership of the Assembly based on the information provided in Appendix 1.

4.3.   To apply for membership, organisations can request a membership form from the Assembly Co-ordinator and on completion of this form the Board will endorse membership.

4.4   The Assembly will meet in full at least once a year. This meeting will be open to staff, volunteers and trustees/management committee members of voluntary and community organisations in Shropshire. Each organisation will have a single vote.

5. Membership & Structure of the Board of Representatives

5.1   The Assembly is supported by a Board of Representatives (the Board), made up of nominated representatives from eligible voluntary and community sector forums and Shropshire area representatives (see definitions in Appendix 2).

5.2   The Assembly determines eligibility criteria for additional networks and forums (see Appendix 2). Any forum meeting these criteria will then be considered by the Board, and invited to nominate a representative to the Board. Representatives must be an employee, volunteer or trustee of a VCS organisation. The Assembly is not responsible for this nomination process.

5.3   An organisation can be a member of several forums. A maximum of two members from the same organisation can be represented on the Board at any one meeting, when this occurs a declaration of interest must be made at the start of the meeting.

5.4   In order to ensure that the Board is broadly representative of the full range of communities, interests and skills within the sector, the Board has delegated power to co-opt additional members. Co-options should constitute no more than 20% of total board membership. All co-optees should be from member organisations.

5.5   Termination of membership of the Board: A Board Member's period of tenure will automatically end in the event that she or he fails to attend three consecutive meetings of the Board, unless the Board determines otherwise. The forum will then be contacted and asked to nominate an alternative representative.

5.6   Deputies: To ensure representation from each Forum at Board meetings, the forum must nominate a fully briefed deputy (second representative) to attend the meeting in question. Second representatives (to attend in the absence of the first representative) may be from an organisation already represented on the Board.

5.7   Declaring an Interest – Board members must declare a specific interest in any agenda item. A register of interests will be kept and completed at each meeting. The Board reserves the right to exclude holders of other public offices from becoming a Board Member if there is deemed to be an overriding conflict of interest.

5.8   All Assembly Board members will be required to undertake appropriate training.

5.9   Forums of Interest comprise VCS groups and organisations. However the Assembly Board recognises the important role user led organisations, service user groups and representative bodies play in Shropshire and the importance of having a close working relationship with these bodies. Partnership opportunities will be explored on a case by case basis, including an assessment of opportunities for existing Forums of Interest to join up with relevant user led groups. Information on new partnership arrangements will be communicated with the wider membership.

6. Duties and Responsibilities for Board Members

6.1   Board Members and their nominated deputies will comply with the Role Description and Code of Conduct for representatives (included within the Board Members and Elected Representatives Pack). This will include induction and training. Board Members will be required to sign the Code of Conduct.

6.2   The selection of the nominated representatives from the Forums and area representatives should follow a process which requires each forum to use the Assembly Terms of Reference, Role Description and Code of Conduct to assess the suitability of their nominated representative to the Board (see the Board Members and Elected Representatives Pack).

6.3   Board Members will be responsible for the actions listed in Appendix 3 which include:
* Implementing the Terms of Reference.
* Conducting an Annual Review of the work of the Assembly.
* Agreeing and overseeing implementation of the Action Plan for the following year.
* Developing the Assembly to respond appropriately to changes affecting the VCS and to enable positive interaction with relevant agencies.

- Communicating effectively with the membership and representative forums ensuring a two way flow of information between Board and network forums.
- Considering requests and identifying appropriate representation from the VCS.

7. Meetings & Processes for the Board of Representatives

7.1   The Board of Representatives will meet at least 4 times a year to move forward the objectives of the Assembly.

7.2   There will be an urgent decision making group that can meet at short notice, accessible to all board members, where there are matters to discuss that cannot wait until the next regular board meeting – *see appendix 4 for Terms of Reference.*

7.3   Each Board Member, except those who are co-opted members, will have one vote. Where necessary, questions arising will be decided by a simple majority of those present and entitled to vote. In the case of an equality of votes, the Chair will have a casting vote.

7.4   At least one half plus one of the total number of Board Members, or their deputies, must be present at a meeting to form a quorum.

7.5   The first part of Board Meetings will be open to observers from the voluntary and community sector and partner organisations. They will be welcome to attend and will be able to speak at the invitation of the Chair.

7.6   The Board will ensure that there is at least one full Assembly event per year to which all Assembly members will be invited.

7.7   The Board will have the right of censure for any Board member not complying with the Role Description/Code of Conduct for representatives.

7.8   The Assembly will operate in a Compact compliant manner, respecting the Compact codes, and the Compact will undergo regular reviews.

Annual Meeting

7.9   The annual meeting will be held not more than 18 months after the last one.

7.10   Agenda items will include:
- A report on activities undertaken over the last year.
- An opportunity to gather views from members concerning the priorities that should be adopted for the forthcoming year.
- Adoption of the Terms of Reference following the annual review

8. Chair and Vice Chair

8.1   The Assembly Board will appoint a Chair and Vice Chair.

8.2   The Assembly will provide Role Descriptions for the Chair and Vice-Chair who will agree to undergo appropriate training and preparation for their roles as defined by the Assembly Board.

8.3   Other assembly board members, as nominated, will assist the Chair and Vice Chair to carry out their roles, especially tasks identified at regular board meetings.

8.4   The Chair will not represent his/her own organisation or forum, and will only vote in the event of an equal number of votes. The Forum from which the Chair originates will be invited to elect another representative to ensure their views are adequately represented.

8.5 The Vice Chair may choose to not represent his/her own forum. The Forum from which the Vice Chair originates can be invited to elect another representative to ensure their views are adequately represented.

8.6 The Chair will be appointed for two years, but may be eligible to stand for a maximum of three consecutive years if required by the Board.

8.7 On completion of the period as Chair, the Vice Chair will take over from the Chair and a new Vice Chair will be nominated.

8.8 On completion of the period as Chair, the former Chair will be invited to remain on the Board as a co-opted member for a 12 month period. This is known within the VCSA as the Shadow Chair position.

8.9 The VCSA Board can decide to nominate more than one Vice Chair. This will ensure the VCSA Chair is adequately supported and there is the representational capacity to deliver strategic representation.

9. Administration

9.1 The Assembly Co-ordinator, Forum Support Officer and VCSA Administrators will provide secretariat support to the Assembly, Board of Representatives and Forums of Interest, contributing to the agenda of meetings in liaison with members and, where required, facilitating discussion.

9.2 Records will be retained of all meetings and circulated to all Board Members, and once approved, will be made public.

9.3 A record of the meetings taking place and key discussions/decisions taken will also be accessible to all Assembly members via the VCS website.

10. Alterations to these Terms of Reference

10.1 There will be an annual review of these Terms of Reference. A sub group of the Board will be convened in order to recommend any alterations to the Terms of Reference. The sub group will report to the Board Meeting held before the Annual Assembly.

10.2 Any alterations to these Terms of Reference will need to be recommended by the Board Members, followed by ratification by the full Assembly.

Membership Eligibility

In order to be recognised as a member, an organisation will comply with the following criteria:

The organisation shall be:

- A VCS group or organisation operating in Shropshire.
- Be independent, that is, institutionally separate from the government and self-governing.
- Not distribute profit from its activities to owners or members but retain it, if any, for use in serving its basic purpose.
- Involve some form of voluntary activity, i.e. donations, public support or unpaid trustees. It is entirely compatible for voluntary organisations to have a mainly salaried workforce.
- Not be party political.

N.B. Additional information may be sought by the Assembly to evidence eligibility.

New members will be sent a membership pack containing a membership application form and other appropriate information materials.

Forums of Interest

The Assembly is formed of a number of Forums of Interest and area/locality representatives of Shropshire. New Forums of Interest are often under development. Current Forums include:

- Voluntary Sector Health & Social Care Forum
- 0-25 VCS Summit
- Shropshire VS Training Providers Consortium
- Shropshire Infrastructure Partnership
- Voluntary Sector Mental Health Forum of Shropshire Telford & Wrekin
- Shropshire Community Transport Consortium
- Shropshire Pan Disability Forum (represents multiple Forums of Interest)
- Heritage Forum
- Visual Arts Network
- Green Shropshire Xchange
- Shropshire Housing Support Forum
- Partners for Social Enterprise Shropshire
- Shropshire Information, Advice, Advocacy and Guidance Forum
- Shropshire Older People's Assembly
- Criminal Justice Forum of Interest
- County Sports Partnership

The Forums of Interest will nominate the representatives from their Forum to go forward to make up the Assembly Board to ensure that it is representative of the interests of all in the voluntary and community sector in Shropshire. The nominated representative must be from a voluntary and community sector group or organisation that is a member of the VCSA. All nominated representatives will be required to comply with the Duties and Responsibilities set out in the Board Members and Representatives Pack.

Associate Forums of Interest
Should new forums of interest emerge that share similar interests/service objectives with an existing forum, Associate Forums will be encouraged (subject to approval by the Board). Associate Forums will be represented on the Board via an existing Forum of Interest and the two Forums will be encouraged to develop regular and effective communication channels.

Eligibility criteria for association with the Assembly
To become a Forum of Interest all Forums must provide evidence that they meet the following criteria:
- Have terms of reference or a governing document (support in creating these will be available if required).
- Have an open membership policy within Terms of Reference allowing any VCS organisation interested in the work of the Forum to join.
- Meet as a group at least twice a year.
- Keep records of all meetings, including attendance at meetings.
- Maintain a majority membership of Voluntary & Community Organisations.
- Identify a purpose which is compatible with the purpose of the Assembly itself.
- Formally commit to the purpose and objectives of the Assembly.
- Review their Terms of Reference in accordance with the Assembly to ensure these criteria are maintained.

* The Assembly recognises that some Forums of Interest may wish develop their own consortia for bidding purposes, these should be considered discrete from the Forum of Interest and would not be subject to the conditions outlined above.

Each Forum will receive a Forum of Interest Membership Pack and be asked to provide the following documentation to the Assembly Board:
- Terms of Reference or governing document (evidence of meeting the criteria as set out above).
- Minutes and record of attendance of at least two meetings (if the Forum is already formed).
- A short description of the Forum's purpose.

- A signed statement of commitment to the aim, purpose and objectives of the Assembly. (Included within the Forum of Interest Membership Pack).

When receipt of this information has been satisfactorily provided the application will be presented to the next VCSA Board meeting for formal approval as a Forum of Interest.

Area/Locality Representatives
Following local authority organisational changes this role has been reviewed, and will now ensure links with local community hubs in the light of the emergence of locality commissioning, and the Director of Commissioning. This will ensure that VCS representation at a local level will be fed through to the VCS Assembly board. The representative will be elected through an open election process advertised to all members and will stand for 3 years before offering the wider membership the option to nominate a new representative. The nominated representative will be subject to approval by the Assembly Board. If no nominations are received the existing representative will be asked to retain their seat at the Board or the Board will source a suitable candidate to take up the role.

Review Process
In order to ensure the Board election process is open to other potential candidates, the Board will request, of each Forum of Interest that their representative is reviewed after a three year period in accordance with the Forum Terms of Reference. Each Forum of Interest will be required to report the outcome of this process to the Board.

Board Members and Elected Representatives

All Board Members will work to:

- Ensure that the Assembly complies with its Terms of Reference.
- Ensure that the Assembly pursues its objects as defined in its governing document.
- Ensure the Assembly applies its resources exclusively in pursuance of its aim, purpose and objectives.
- Contribute actively to the Board's role in giving firm strategic direction, setting overall policy, defining goals and setting targets and evaluating performance against agreed targets.
- Safeguard the good name and values of the Assembly.
- Ensure the effective and efficient administration of the Assembly.
- Monitor the finances of the Assembly.
- If the Assembly employs staff, to appoint those staff using procedures approved by the Board and monitor their performance.
- Comply with all legislation and ensure good practice is employed in all aspects of the Assembly's work.
- Assess and review the membership of the Assembly.
- Assess the eligibility of networks and forums who will nominate representatives to the Board.
- Comply with the Compact.
- Represent the Assembly as determined by the Board.
- Provide feedback reports to the Assembly Board as required (highlighting key issues from the Forum of Interest/Area from which they have been elected and feedback from any other partnership groups/events attended on behalf of the Assembly).

Due to the size of the Board it may not always be possible to elect representatives from within the Board. Should representatives be elected from the wider Assembly membership, these individuals will be supported in their roles in the following way:

- Receive invitations to appropriate training
- Be provided with a Board Members and Elected Representatives Pack
- Receive appropriate support from the Board and VCS Coordinator

The Board Members and Elected Representatives Pack will include:

- Representatives information sheets
- Board Members Code of Conduct
- Board Members person specification
- Chairperson role description and person specification
- Appropriate VCS Assembly communication/information materials

Board Members – Role Description

Board Members will work to:

- Ensure that the Assembly complies with its Terms of Reference.
- Ensure that the Assembly pursues its objects as defined in its governing document.
- Ensure the Assembly applies its resources exclusively in pursuance of its aim, purpose and objectives.
- Contribute actively to the Board's role in giving firm strategic direction, setting overall policy, defining goals, setting targets and evaluating performance against agreed targets.
- Support and aid the work of the Chair and Vice Chair persons.
- Contribute to sub groups and support the development and delivery or projects and initiatives initiated by the Board.
- Safeguard the good name and values of the Assembly.

- Represent the Assembly as determined by the Board.
- Assess and review the membership of the Assembly.
- Assess the eligibility of networks and forums who will nominate Board representatives. Comply with the Compact.
- Comply with all legislation and ensure good practice is employed in all aspects of the Assembly's work.
- Ensure the effective and efficient administration of the Assembly.
- If the Assembly employs staff, to appoint those staff using procedures approved by the Board and monitor their performance.
- Monitor the finances of the Assembly.

In addition to the above duties, all Board Members should use any specific skills, knowledge or experience they have to help the Board reach sound decisions. This may involve:
- Scrutinising board papers.
- Leading discussions.
- Focusing on key issues.
- Providing guidance on new initiatives.
- Other issues in which the board member has special expertise.

Board Members – Person Specification

Board Members should demonstrate:
- Commitment to the Assembly and its purpose.
- Willingness to devote the necessary time and effort.
- Strategic vision.
- Good, independent judgement.
- Ability to think creatively.
- Willingness to speak their mind.
- Ability to work effectively as a member of a team.
- Understanding and acceptance of the legal duties, responsibilities and liabilities of being a Board Member.

Board Chairperson – Role Description

Key duties of the VCS Assembly Chairperson include:

- Planning the annual cycle of Board meetings.
- Setting agendas for Board meetings in co-operation with the Assembly Co-ordinator.
- Chairing and facilitating board meetings.
- Giving direction to board policy-making.
- The development and delivery of the Assembly's annual plan.
- Being accountable for the delivery of key milestones and initiatives.
- Chairing sub groups of the VCS Assembly Board, where appropriate.
- Providing support for the development of Forums of Interest.
- Reflecting the needs of current and developing Forums of Interest in the annual plan.
- Monitoring the implementation of decisions taken at meetings.
- With the authorisation of the Board, representing the organisation at functions and meetings.
- Developing effective links with other networks and partners to establish strong VCS representation.
- Representing the VCS Assembly on the Leaders Board and other strategic level groups and partnerships.
- Maintaining good relationships with other leaders.
- Present and champion the agreed views of board members
- With the authorisation of the Board, acting as a spokesperson as appropriate.
- Bringing impartiality and objectivity to decision-making.
- Supporting the Vice Chair at induction and offering support in the preparation of the Vice Chair to take on the role of Chair.

Where staff are employed:

- Directing the work of staff members in partnership with the appropriate manager at Shropshire Council.
- Liaising with these staff to keep an overview of the Assembly's affairs and to provide support as appropriate.
- Leading/supporting the process of appraising the performance of the staff.
- Sitting on appointment and disciplinary panels.
- Liaising with the Assembly Co-ordinator to develop the Board.
- Facilitating change and addressing conflict within the Board and within the Assembly, liaising with the Co-ordinator to achieve this.

The Vice-chair acts for the Chair when the Chair is not available and undertakes assignments at the request of the chair.

Board Chairperson – Person Specification

The VCS Assembly Board Chairperson should demonstrate:

- Commitment to the Assembly.
- Willingness to devote the necessary time and effort.
- Strategic vision.
- Good, independent judgement.
- Ability to think creatively.
- Willingness to speak their mind.
- Understanding and acceptance of the legal duties, responsibilities and liabilities of being a Board Member.
- Ability to work effectively as a member of a team.
- Chairing sub groups of the VCS Assembly Board, where appropriate.
- Support the workload of the Chairperson
- Knowledge of and commitment to upholding Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- Leadership skills.
- Experience of committee work.
- Tact and diplomacy.
- Good communication and interpersonal skills.
- Impartiality, fairness and the ability to maintain confidentiality where appropriate.

Board Vice Chairperson – Role Description

The Vice Chair acts for the Chair when the Chair is not available and undertakes assignments at the request of the chair.

Key duties of the VCS Assembly Vice Chairperson include:

- Working with the Chairperson to give direction to board policy-making.
- Supporting the development and delivery of the Assembly's annual plan.
- Chairing sub groups of the VCS Assembly Board, where appropriate.
- Providing leadership to support the development and delivery of Assembly projects and initiatives.
- Working with the Chairperson and Assembly Coordinator to provide support for the development of Forums of Interest.
- With the authorisation of the Board, working with the Chairperson to represent the Assembly at functions and meetings.
- Developing effective links with other networks and partners to establish strong VCS representation.
- Present and champion the agreed views of Board members
- With the authorisation of the Board, acting as a spokesperson as appropriate.

- Providing support to Board members and assisting in the induction of new Board members.
- Taking responsibility for obtaining the necessary knowledge, skills and experience to take on the role of Chair.

Where staff are employed:

- Liaising with these staff to keep an overview of the Assembly's affairs and to provide support as appropriate.
- Working with the Chairperson to provide direction and support for staff.
- Liaising with the Chairperson and Assembly Co-ordinator to develop the board.

Board Vice Chairperson – Person Specification

The VCS Assembly Board Vice Chairperson should demonstrate:

- Commitment to the Assembly.
- Willingness to devote the necessary time and effort.
- Strategic vision.
- Good, independent judgement.
- Ability to think creatively.
- Willingness to speak their mind.
- Understanding and acceptance of the legal duties, responsibilities and liabilities of being a Board Member.
- Ability to work effectively as a member of a team.
- Knowledge of and commitment to upholding Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- Leadership skills.
- Experience of committee work.
- Tact and diplomacy.
- Good communication and interpersonal skills.
- Impartiality, fairness and the ability to maintain confidentiality where appropriate.

Area/Locality representative – Person Specification

Area Representatives should demonstrate:
- Local knowledge.
- Ability to network with other VCS Assembly members and non members.
- Commitment to the Assembly.
- Willingness to devote the necessary time and effort.
- Strategic vision.
- Good, independent judgement.
- Ability to think creatively.
- Willingness to speak their mind.
- Understanding and acceptance of the legal duties, responsibilities and liabilities of being a Board Member.
- Ability to work effectively as a member of a team.
- Support the workload of the Chair and Vice Chair.
- Knowledge of and commitment to upholding Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- Leadership skills.
- Experience of committee work.
- Tact and diplomacy.
- Good communication and interpersonal skills.
- Impartiality, fairness and the ability to maintain confidentiality where appropriate.

Area/Locality representative – Role Description

The elected area representatives have a specific role in relation to the Director of Commissioning, and links directly to community hubs, rather than a forum (as with other board members)
Key duties of the VCS Area representative include:

- Liaising closely with the Director of Commissioning, ensuring an effective mechanism for feedback to other Board members.
- Developing links with other community facing organisations/workers, such as SALC, Community Action Team that are not otherwise represented at the Assembly.
- Supporting the development and delivery of the Assembly's action plan.
- Identifying key issues that arise from grass roots, member level.
- Supporting the VCSA Co-ordinator with links at an area level.
- Working with the Chairperson, Vice Chairperson and Assembly Coordinator to provide key links back to Public Sector Senior Management Teams in relation to area issues.
- At the request of the Board, working with the Chairperson and Vice Chairperson to represent the Assembly at area based functions and meetings, where appropriate.
- Developing effective links networks and partners to establish strong VCS representation.
- With the authorisation of the Board, acting as a spokesperson as appropriate, as above.

Assembly Board Member Code of Conduct

As a Board member of Shropshire VCS Assembly I promise to abide by the fundamental values that underpin all the activity of the Assembly. These are:

Accountability
Everything Shropshire VCS Assembly does will be able to stand the test of legitimate scrutiny.

Integrity and honesty
These will be the hallmarks of all conduct when dealing with colleagues within Shropshire VCS Assembly and equally when dealing with individuals and institutions outside it.

Transparency
Shropshire VCS Assembly strives to maintain an atmosphere of openness throughout the organisation to promote the confidence of the public, stakeholders, staff, charity regulators and Parliament.

Additionally, I agree to the following points:

Law, mission, policies
- I will not break the law or go against the Terms of Reference or any agreed protocols of the Assembly in any aspect of my role of Assembly Board Member.
- I will support the Aims of the Assembly and consider myself its guardian.
- I will abide by organisational policies.

Conflicts of interest
- I will always strive to act in the best interests of the Assembly.
- I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises.
- I will submit to the judgment of the Assembly Board and do as it requires regarding potential conflicts of interest.

Person to person
- I will not break the law; go against the Terms of Reference or any agreed protocols of the Assembly or act in disregard of organisational policies in my relationships with fellow Assembly members, staff, volunteers, members, service recipients, contractors or anyone I come into contact with in my role as Assembly Board member.

- I will strive to establish respectful, collegial and courteous relationships with all I come into contact with in my role as Assembly Board member.

Protecting the Assembly's reputation

Wherever possible:
- I will not speak as a Board member of the Assembly to the media or in a public forum without the prior knowledge and approval of the Chair.
- When I am speaking as a representative of the Assembly, my comments will reflect current organisational policy even when these do not coincide with my personal views.
- When speaking as a private citizen I will strive to uphold the reputation of the organisation and those who work in it.
- I will respect organisational, board and individual confidentiality.
- I will take an active interest in the organisation's public image, noting news articles, books, television programmes and the like about the organisation, about similar organisations or about important issues for the organisation.

Personal gain
- I will not personally gain materially or financially from my role as Assembly Board member nor will I permit others to do so as a result of my actions or negligence.
- I will not accept substantial gifts or hospitality without the prior consent of the Chair.
- I will use organisational resources responsibly, when authorised, in accordance with procedure.

At board meetings
- I will strive to embody the principles of leadership in all my actions and live up to the trust placed in me by Shropshire VCS Assembly.
- I will abide by Board governance procedures and practices.
- I will strive to attend all Board meetings, giving apologies ahead of time to the Chair if unable to attend.
- I will study the agenda and other information sent me in good time prior to the meeting.
- I will seek to bring the representative views of the Forum which has nominated me to the meeting and be prepared to debate and vote on agenda items during the meeting.
- I will ensure that the outcomes agreed at the Board meeting are shared with all members of my Forum.
- I will honour the authority of the Chair and respect his or her role as meeting leader.
- I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making my voice heard.
- I will accept a majority Board vote on an issue as decisive and final.
- I will maintain confidentiality about what goes on in the boardroom unless authorised by the Chair or Board to speak of it.

Enhancing governance
- I will participate in induction, training and development activities for Assembly Board members.
- I will continually seek ways to improve Board governance practice.
- I will strive to identify good candidates for Assembly membership and appoint new Forum representatives on the basis of merit.
- I will support the Chair in his/her efforts to improve his/her leadership skills.

Leaving the board
- I understand that a substantial breach of any part of this code may result in my removal from the Assembly Board.
- Should I resign from the Board I will inform the Chair in advance in writing, stating my reasons for resigning. Additionally, I will participate in an exit interview, if required by the Chair.

Urgent Decisions Group – Terms of Reference

Aim
- In the event that events arise that require the urgent attention of the Board this group will have the remit to meet urgently, at short notice, to address such issues.
- The group will meet as a sub group of the main Board.

Purpose
- To provide Board members with the opportunity to address urgent issues and to support the Chair and Vice Chair in their respective roles.

Objectives
- To address issues and make an urgent decision that enables progression.

Membership
- This group is open to all Board members, or their deputies.
- Any member who is unable to attend at short notice may submit their views in writing to the VCSA Co-ordinator who will present them at the meeting.

Meetings
- Meetings will be called at short notice, but giving at least 24 hours notice, where possible.
- Meetings will be held on an 'ad hoc' basis.
- A note taker will be nominated from those present, if the VCSA Coordinator is unable to attend.
- Any notes taken will be circulated to ALL Board members as quickly as possible, and within 1 week.
- A brief overview of the meeting will be circulated as above within 1 working day.
- A quorum of 4 Board members will be required for a viable meeting to take place.

Chairing the meeting
- The meeting will be chaired by the VCSA Chair or Vice Chair.
- In the event that neither of the above is available a chair will be elected from those present.

Reviewing these Terms of Reference
- It is recommended that the Terms of Reference for the Urgent Decisions Group are reviewed annually as part of the overall review of the Terms of Reference.