

**The Association for Pastoral Care in Mental Health CIO operating as Being Alongside  
("BA")**

**Supplemental to the New Constitution (to which Clauses in this Policy Refer)**

**1. Tenure of Office of Trustees**

- 1.1 The initial tenure of trustees is set out in Clause 9(4). That tenure is to be calculated from 18<sup>th</sup> May 2022 when the new Constitution was approved by the Charity Commission.
- 1.2 No trustee will be appointed or reappointed for a term that would result in an overall period as trustee of more than 9 years. The calculation of the 9 year period will include any previous period as a trustee of the Charity when it was unincorporated (1987 to 2000) or a company limited by guarantee (2000 to 2022).
- 1.3 The retirement of a trustee, whether due to length of service or otherwise, does not preclude that trustee having a specific role or being invited to attend Trustee meetings (see section 5 below).

**2. Decisions by The Trustees**

- 2.1 Decisions may be taken at a meeting of Trustees or by agreement of a majority of the total number of Trustees in writing or electronically as set out in Clause 13.
- 2.2 Unless otherwise decided by the Trustees, such decisions may be taken by email communication to and from the usual email addresses of the Trustees and BA respectively.

**3. CIO Secretary**

The trustees will endeavour to engage a CIO Secretary at an appropriate fee to keep records and to carry out administrative duties. The duties and responsibilities should include those which would be carried out by a Company Secretary if the Charity had remained as a Company Limited by Guarantee. The CIO Secretary should attend Trustee meetings but without any voting rights.

**4. Treasurer**

The Trustees may appoint a Treasurer with such responsibilities and on such terms as they may decide. If feasible, the Treasurer should be a Trustee but a non-Trustee may be appointed if there is no trustee who is ready, willing and able to accept the role. The Treasurer, if not a Trustee, should attend Trustee meetings unless the Trustees decide otherwise but without any voting rights.

**5. Committee Support Members and Others Invited to Attend Trustees Meetings**

- 5.1 The Trustees may appoint Committee Support Members who will be entitled to attend meetings for the period of their appointment.
- 5.2 The Trustees can decide to invite any other person to attend one or more specified meetings but without any voting rights. Such invitation may be extended to all Trustee meetings for a given period or to a specific meeting or meetings
- 5.3 Any person who attends a meeting but is not a trustee will have no voting rights.

## **6. Decisions under Delegated Authority**

- 6.1 Decisions made by a committee under delegated authority must be notified to the Trustees by email as soon as reasonably practicable.
- 6.2 Any Trustee may require any such decision to be reviewed by the Trustees.
- 6.3 Unless otherwise directed by a majority of the Trustees, the Chair should determine the time, place and manner for such review.
- 6.4 Any decision made by a committee under delegated authority shall be effective unless and until it is revised or revoked by the Trustees.

## **7. Calling of Meetings**

- 7.1 The Chair, or in the absence of the Chair, the Vice-Chair or such other Trustee as may be agreed by the Trustees, shall be responsible for determining the time, place and manner of meetings of the Trustees and decisions to be proposed under Paragraph 2 above. In so doing the Chair will have regard to the wishes of the other Trustees insofar as time and circumstances allow.
- 7.2 Notice of meetings or matters for decision should be given in writing or electronically by the Secretary to the Trustees on the instruction of the Chair.
- 7.3 Trustees wishing to call a meeting or to propose a review or other decision should notify the Chair who should act under paragraph 7.1 as soon as reasonably practicable. If no action is taken by the Chair and/or the Secretary within 7 days of such notification, the Trustee concerned may make the arrangements under paragraph 7.1 and give at least 7 days notice to the other Trustees.
- 7.4 The Trustees should endeavour to agree in advance at least 4 regular Trustees' meetings each year, with such dates arranged in the autumn of each year for the following 12 months. Maximum possible notice of these and any other meetings called should be given to the Trustees and those invited to attend.

As agreed by the Constitution Committee under delegated authority

27 September 2022