



THE DEVON & EXETER INSTITUTION
LIBRARY & READING ROOMS
(Founded 1813)
Registered Charity No. 900104

Notes from the Trustee Induction meeting

Held in the Courtenay Room at 2.30pm on 8 November 2017

Trustees present: Margaret Knight (MK), Jeremy Lawford (JL), Paul Vincent (PV), Peter Brotherton (PB), Margo Swift (MS), Christopher Chanter (CC), Derek Knight (DK), Katharine Chant (KC), Sandra Bond (SB)

Apologies: Henry French (HF), John Manley-Tucker (JMT), Bill Leedham (BL), John Reeves (JR)

1. Introduction (MK)

MK confirmed that the date of the next Board meeting is 6 December, not 23 November

MK introduced the session by emphasising the collective responsibilities of trustees. We must:

- ensure our charity is carrying out its purposes for the public benefit
- act in the in the charity's best interest both in the short and long term when making decisions
- not serve our own interest or those of our staff to the exclusion of our charitable objects

Her immediate priorities and aspirations for the new Board are to:

- communicate well with members, each other and our partners
- resolve some staffing issues
- plan effectively for the long term to preserve no 7 and its collection for future generations

In discussion it was agreed that the new Chairs Committee did not feature on the new management structure chart. It was expected that this committee would only need to meet infrequently and it was not intended to supplant the agreed decision making process.

2. Policies & procedures (PB)

PB outlined the work of the Policies and Procedures Committee over the last few years. In 2015 there were very few Trustee guidance documents and since then 28 documents had been produced with the able assistance of our staff. These have been based on 'best practice' principles but adapted to fit the needs of the DEI. These documents will be tested under the new CIO structure and will need to be annually reviewed.

PB outlined the review process and indicated that seven additional documents needed completion. Four of these were job descriptions for DEI staff and it is hoped to present these to the December Board meeting. The other topics are Asset Register, Data Protection and Freedom of Information.

PB noted that he had attended an excellent course run by Peninsula Training which aimed to keep charities abreast of current legislative requirements and recommended that further contact with this group by appropriate staff be considered. DK commented that it would also be appropriate for trustees to have the opportunity to attend.

3. CIO constitutional obligations (JL)

JL described the essential difference between the old and new constitutions. The new CIO puts governance in the hands of the entire board of trustees rather than the Officers elected by the membership under the old constitution. The concentration of authority into the hands of a smaller group of trustees who were not limited by a fixed term of office (other than re-election) is no longer possible.

JL distributed copies of the CIO constitution to all trustees and highlighted several important paragraphs. Copies will be available for trustees who were unable to attend this meeting. Sec 12(1) outlines the legal duty to act in the best interest of the charity. Sec 5-7 deal with Conflict of Interest which is also covered by a DEI policy. He noted that conflict of loyalty is as important as conflict involving pecuniary interest. The first duty of all trustees is to represent the DEI, not any other outside body or persons that they may be representing or involved with. It was agreed that 'Conflict of interest' should be a standing item on all committee agendas and any necessary declarations should be recorded at that time.

JL described the rotation process necessary in the first three years of the CIO to ensure continuity of service. Four existing trustees need to retire at the end of each of these years to be replaced by trustees serving a three year term. Existing trustees may stand for a second term after which they must have a one year sabbatical. JL and PB indicated that they intended to retire after the first year and two other trustees may then have to be decided by lot. It was agreed that succession planning for new trustees needed to be considered well in advance of any new election in the future.

4. Standing committees (all)

Trustee membership was confirmed as follows:

Library, Research/IT & Publications	MK, JL, SB
Finance & HR	JR, DK, PB
Housekeeping and Buildings	DK, KC, SB, JR
Procedures and Membership	PB, PV, JL, BL
Projects and Programme	KC, BL, JR, HF

Agreed that standing committees must have budget monitoring information for each meeting. Terms of reference needed to be reviewed at initial meetings of each committee. The frequency of meetings would vary according to the needs of each committee but should be timed to report to the next available Board meeting.

It was agreed to reduce the notice period for agenda items and papers to the Board to four days.

5. Staff roles

Short presentations giving an overview of their work were made by Emma Dunn, Anne Howard/ Clare Maudling and Susan Kaufman were much appreciated by the trustees. As the meeting overran time, the presentation by Mary Noon was postponed to a future date to be determined.

The meeting closed at 4.55pm

Derek Knight
Hon. Secretary