

# The Bernicia Foundation

## Trustee Vacancies

Bernicia is a highly respected Housing Association entirely focussed on the North East, with a genuine passion and commitment to the Region.

We already deliver a whole host of valuable initiatives and projects, targeted to help communities grow and prosper - but with an ambition to do even more, we have pledged £1m of extra funding to create a new charitable foundation.

The Bernicia Foundation will support projects and initiatives that deliver real and lasting community benefit and support inspirational individuals to achieve their ambitions.

We already have a talented team of experts assembled. John Holmes, a highly respected member of the business and community sectors, will be Chair, drawing on his successful track record of delivering a wide range of projects and his passion for the people and places of the North East. Joining John will be Avril Gibson, former Chief Executive of the Northern Learning Trust, who will add her significant knowledge of learning, education and external funding as a Trustee. Andrea Malcolm, who brings a wealth of expertise in the development and delivery of award winning community initiatives, will be Foundation Director.

Andrea said “We are inspired daily by the creativity and determination of people across our region to support one another, and want to do all that we can to help”

“The Bernicia Foundation is a fantastic channel through which Bernicia can provide additional support to communities, at a time when arguably they need it most”.

John added “The Bernicia Foundation is an exciting opportunity for us to award grants and bursaries to individuals and organisations committed to delivering real community benefits, such as tackling loneliness, accessing employment opportunities or supporting young talent to flourish.”

“We’re now seeking two more dedicated and passionate people to join us as Trustees, to help shape our agenda and ensure the funding decisions we make as Trustees is targeted to areas where it will matter most”

If you are interested in being a Trustee please send a CV and covering letter to [andrea.malcolm@berniciafoundation.com](mailto:andrea.malcolm@berniciafoundation.com) by noon on Friday 24<sup>th</sup> May or contact Andrea on 0191 238 3841 to discuss this further.

More information about the Trustee role and background on Bernicia and The Foundation is available below.



# The Bernicia Foundation Trustee Role Specification

*(Trustees and Directors are the same people and are referred to as Trustees throughout this document)*

## Introduction

The Bernicia Foundation (the Foundation) is both a registered charity and a company limited by guarantee, having no share capital and is governed by its charitable objects and Memorandum and Articles of Association (M&A). A company limited by guarantee is non-profit distributing.

The Foundation's Parent company (the Bernicia Group) is the Foundation's sole member. The Trustees form the Board of the Foundation and as such manage the business of the Foundation and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Act, the M&A or any special resolution. All Trustees are appointed by the Parent. The Trustees have certain legal, financial and fiduciary duties in law. The requirements of some funding bodies also place responsibilities on the Company's Trustees. Bernicia will have appropriate insurance in place relative to Trustees.

Many of these duties are delegated to staff, the Board of Trustees (the Board) however must make clear decisions about such delegation; the ultimate responsibility for every aspect of the Company's operation lies with the Board. It is therefore important that Trustees ensure they understand the history of the Foundation and its current situation, and keep abreast of other issues that might affect the company.

The real focus of Trustees however will be to administer grant funding to eligible applicants demonstrating a real impact for communities and individuals, aligned to The Foundation's priority funding streams.

This role specification is intended to act as a checklist of responsibilities and to define any other duties expected of Trustees. It is intended to be a helpful document to assist with the smooth running of the Foundation.



# BOARD OF TRUSTEES MEMBERSHIP POLICY

This policy is based on the principle that the Board of the Foundation should consist of people who are able to fulfil the skills requirements of the organisation and will thereby support the work of the charity.

## Personal Attributes of Trustees

- 1 An enthusiasm for the work of the Foundation.
- 2 A commitment to carry out the duties of a Trustee.
- 3 To be a respected member of the community with good networks.
- 4 The ability to work as a member of a team and a willingness to state personal convictions and, equally, to accept a majority decision and be tolerant of the views of other people.
- 5 A willingness to deal openly and collaboratively with staff and colleague Trustees whether pleased or displeased about an issue.
- 6 A commitment to be well informed about the work of the Foundation.
- 7 A willingness to act as a champion for the Foundation.
- 8 The ability to treat sensitive information confidentially and abide by the Code of Conduct.

## Other Guidelines

- 1 *Skills requirements*  
Currently the Foundation acknowledges the need for the following expertise: third sector, charity funding, community building, financial and social inclusion, management, planning, and finance. Good business networks are also valued.
- 2 *Sources*  
Trustees will generally be drawn from within the North East. The Parent will carry out a regular audit of the Trustees' skills and consider what networks can be accessed to recruit missing skills and/or improve diversity. When a vacancy occurs, public advertisement or circulation of the opportunities will be used in line with Bernicia Group policies.
- 3 *Commitment*  
This role specification for Trustees outlines expected attendance on behalf of the Foundation. Any Trustee who fails to attend on more than 50% of the available opportunities in a year may be asked by the Chair to resign.
- 4 *Review*  
The Board of Trustees will review its own performance annually. An external review will be undertaken triennially in line with Bernicia Group policies.

- 5 *Term of office*  
A maximum of two terms of three years. The Bernicia Group Board reserves the right to appoint and remove all Trustees.

## DUTIES AND RESPONSIBILITIES

### Legal and Financial Duties

- 1 To ensure that the Foundation operates in accordance with Company and Charity Law. This requires that the Foundation only pursues its charitable objectives and operates in accordance with its constitution, and also includes the filing of statutory returns at Companies House, returns to the Charity Commission and the keeping of Company Registers.
- 2 To ensure the prudent financial management of the Foundation. To exercise financial control; to scrutinise regular statements of the financial position; to discuss and decide on annual budgets and to review and, if required, approve revised budgets. To decide on and, if necessary, assist with applications to funding bodies. To ensure the Foundation operates in accordance with all relevant Bernicia Group policies including, but not limited to those on financial and treasury management, internal control, and risk management.
- 3 To ensure the Foundation keeps proper accounts and that appropriately audited or examined accounts are produced annually and submitted to Companies House, the Charity Commission (if applicable) and funding bodies.
- 4 To ensure that the Foundation does not defray or commit funds in excess of the cash available to it at any time.
- 5 To ensure that the Foundation's assets are safeguarded and are well managed and maintained.
- 6 To ensure that the Foundation is properly insured.

NB: Trustees should note that if the Foundation is not run within the limits of its financial resources, it is possible that they could be held personally liable for the Foundation's debts and disqualified from being a company director, if they are not seen to have acted prudently. It is therefore essential that Trustees are kept well informed of the Foundation's financial position. Bernicia will have appropriate insurance in place relative to Trustees responsibilities.

## Employment and Personnel Duties

*(It is not envisaged that the Foundation will directly employ any staff).*

- 1 It is anticipated that the Foundation will manage any staff employed or seconded to it in line with the Bernicia Group's HR policies and procedures.

## Policy and Planning

- 1 The Board of Trustees defines the Foundation's policies, sets policy priorities and determines strategies for the implementation of the policies, always bearing in mind its charitable objectives and in line with the Bernicia Group policies. In particular, the Board of Trustees should discuss and decide on the Foundation's funding priorities. All Trustees should be familiar with and have a good understanding of all the Foundation and relevant Bernicia Group policy documents.
- 2 The Board of Trustees should monitor and report on the expected and actual outcomes and outputs of its funding awards on a regular basis.
- 3 The Board of Trustees should regularly review all areas of policy and policy implementation documents and make appropriate revisions. (This includes a review of this document.) Any diversion or amendment to Group policies will require prior Bernicia Group Board approval.

## Advocacy

- 1 To generally promote the Foundation so as to enhance its profile and assist with fundraising.
- 2 To act as an enthusiastic ambassador for the Foundation at all times.

## Management

- 1 To agree the amount and terms of any awards made.
- 2 To manage the awards programme within the set budget parameters.
- 3 To establish a cycle of meetings with appropriate papers to service the Board of Trustees efficiently.
- 4 To agree the criteria, application, assessment and decision making process, and monitoring and reporting for its awards programme ensuring appropriate due diligence is undertaken, and the reputation of the Foundation and Bernicia Group is protected.

## Attendance and Availability

- 1 At regular Board of Trustee meetings and any "emergency" meetings.
- 2 At other key events run by the Foundation to promote its work.
- 3 Around 4/5 regular meetings are expected each year.

## Remuneration

- 1 As the Foundation is a Charity, Trustee positions are unpaid.
- 2 Reasonable expenses will be paid.

## Chair's Delegated Duties

- 1 The Chair is the leader and spokesperson of the Board of Trustees and as such must keep closely in touch with the Foundation and its activities. The Chair and the Foundation Director will normally represent the Foundation at outside events, though may delegate to another Trustee.
- 2 Additionally the Chair acts as the decision maker on any matters that cannot be progressed without Board of Trustee authorisation, but cannot wait until the next meeting, in accordance with powers delegated by the Board.
- 3 All decisions made by the Chair between meetings will be reported to the full Board of Trustees and must in any event be in line with agreed policy parameters.
- 4 In the absence of the Chair, the duties and powers of the Chair will be undertaken by another Trustee nominated by the Bernicia Group.

# About The Foundation

The Foundation will receive annual funding from Bernicia.

An initial commitment of £1million over the first 4 years has already been made. The Bernicia foundation will determine how to use this funding, focussing on achieving the high level objectives of:

- Social Wellbeing
- Financial Wellbeing
- Supporting Young Talent and Innovation

The initial work of the foundation will be to provide grants to organisations delivering programmes, or bursaries / grants to individuals. As the foundation develops it may also wish to consider delivering initiatives itself.

The chair of the Foundation will be Bernicia's Chair, John Holmes.

John has an excellent standing with a host of community organisations and is the ideal person to launch and promote the work of the foundation.

To support John, one of Bernicia's current board members, Avril Gibson, has also been appointed as Trustee. Avril has significant experience across the education and learning sectors, and valuable external funding expertise.

Bernicia has selected two members of staff to support the Foundation – Andrea Malcolm, who has developed and delivered a range of award winning community initiatives, will be Foundation Director and Mike Axe, who will bring his considerable governance and assurance expertise to the role of Company Secretary.

Recruitment of Trustees to The Bernicia Foundation.

A shadow board of Trustees will initially be established whilst formal arrangements to create the Foundation are ongoing. We expect the shadow board to have its inaugural meeting towards late June/beginning of July.

This will allow the shadow board sufficient time to agree their approach for making the initial financial awards, and hit the ground running for a formal launch late autumn.

As The Bernicia Foundation is a Charity, Trustee positions are unpaid.

# About Bernicia

Bernicia's Housing People, Helping People corporate strategy is our most ambitious yet, and will see us invest over £200m across the North East by 2023.

We are a high performing, values driven business with a mission to invest in homes, services and people, and to make a positive impact on communities across the North East.

We currently own and manage 14,000 homes and are developing a range of new homes, across a mix of property types and tenures, to suit all household needs.

We provide housing and services for single people, couples, families, and older people and care and support for those with additional support requirements. We are delighted that our recent levels of customer satisfaction place us in the top quartile of housing associations nationally.

We also have a successful commercial division, Kingston; a leading provider of block and estate management and estate agency services. Their ethical operating model sees their profits gifted to Bernicia, and used to support social value initiatives across our region.

Our 550 dedicated and passionate staff are central to our success so we invest in their continuous professional development, reflected in our Investors In People Gold accreditation.

In short, Bernicia is a highly respected, community focussed Housing Association, entirely committed to the North East region

**Bernicia already deliver a host of added value initiatives to support the wider community.**

As a community focussed organisation we have the potential, and a commitment to help communities grow and prosper. As such we already deliver a range of initiatives that:

- support people to retain their independence, through social and financial inclusion initiatives
- encourage our tenants into training volunteering and employment opportunities
- help new entrants to the workplace develop the skills and experience they need to succeed

Whilst we already support a wide range of added value initiatives, the creation of The Bernicia Foundation will significantly add to our investment in this area. As a charitable subsidiary of Bernicia, this will ensure that this additional investment is channelled to community initiatives and individual's talent that achieve the greatest community impact.