

Directors Hand Book

Trail Riders Fellowship



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Directors Code of Conduct

Directors should at all times conduct themselves in a professional and courteous manner that adheres to and promotes the Fellowships Values and Behaviours.

Directors shall fulfil their appointed role within the Trail Riders Fellowship to the best of their ability. They shall use their best endeavours to ensure that their particular strengths are best used in furthering the Objectives of the Fellowship

Directors shall not wilfully carry out any actions likely to bring their directorship or the Trail Riders Fellowship into disrepute

No director shall, outside any directors meeting, make or imply any disrespect or disagreement with the actions or conduct of any other director unless such disagreement is a matter of policy for the TRF.

No personal insults shall be made against any other member of the TRF, disagreement with actions of TRF members be they ordinary members or office holders must be dealt with in a professional and impersonal manner.

Directors must, at all times, carry out their roles in line with the contents of this hand book, relevant legislation, the Fellowships Constitution, Bye Laws, Strategy: Core Principles, policies and Standing Orders.

Directors must avail themselves of both the Memorandum & Article of the Trail riders Fellowship together with accompanying Bye Laws and Code of Conduct. They must also pay due regard to directors duties under the Companies Act to ensure that all their actions are in line with directors legal requirements.

Communication with Members

Directors' key method for communication with the membership shall be through normal communication processes of the Fellowship, Trail, TRF officers Forum and where urgency is required by direct email to members

Those appointed as directors must put an article into trail at least once in every three months that explains what they have achieved and what they are working towards in their role as director of the Trail Riders Fellowship.

Where information on policy or progress is included in communication to members it must be approved at directors meeting before being broadcast to the membership.

Communication by any director pertinent to their own area of responsibility within the TRF need only be approved by them, but out of courtesy circulated to other directors' prior to release to the membership at large. This is to ensure that any questions raised to any director can be answered and where appropriate referred back to the originator.

All posts by directors onto any TRF forum or other message space of the TRF should clearly show the real name of the originator and therefore be classed as their own posting. The exception to this rule is a post that is collectively agreed in advance. This may then be conveyed as originating from the "TRF Directors".

Any information that is deemed to be urgent and intended to be circulated by email to all members must be approved by at least two directors before being sanctioned for distribution.

Information that is to be circulated to members and other contacts by email must be approved by at least three directors to include the chair and/or the managing director should one be in post at the time.

Communication between directors must at all times be professional and courteous, and any communication with members relating to another director should be conducted in the same manner.

Financial Probity

Directors have a duty in law to declare any interest either pecuniary or otherwise in any dealings they are involved with as a director of the Trail Riders Fellowship

Authorisation of Expenditure (prior to ordering)

Within agreed budgetary levels in the annual TRF budget Directors monthly expenditure will fall under the following agreed procedures.

Expenditure between:

£0 to £250 Authorisation for expenditure is wholly at the discretion of the Director for their own agreed monthly expenditure.

£250- £1,000 Authorisation for expenditure must be approved and sanctioned by the Director responsible for finance. In the absence of the Director responsible for finance then the nominated deputy as elected by the Board.

£1,000 plus Authorisation for expenditure must be sanctioned by the Director responsible for finance and majority of the Directors.

In the absence of the Director responsible for finance then the majority of directors may authorise this level of expenditure.

Individual Directors shall be directly responsible for managing their monthly and annual budgets and associated expenditure. Negative reporting shall apply to expenditure, within monthly limits, expenditure in excess of monthly agreed limits or in excess of £1,000 will need to be accounted for at the next monthly directors meeting.

Expenses

Directors shall be eligible to claim reasonable out of pocket expenses from the company for activities carried out as part of their role as a director. The level of expenses for travel etc will be set by the Financial Director and must be in line with normal expense levels accepted by Her Majesty's Revenue and Customs for those items.

Expenses must be claimed using the standard expenses form, items other than vehicle travel must be accompanied by a receipt for reasons of probity, only minor omissions of this shall be accepted.

Subcontractors to the Trail Riders Fellowship

Appointment of contractors

Contractors to the TRF shall only be hired within budgetary constraints of the organisation. As such before entering into any short term or long term agreement with a potential contractor it must be approved by the Finance Director if that contact is likely to exceed the value of £250 in any one financial year.

Contracts with the TRF

All contractors to the TRF must be subject to an agreed contract which shall stipulate as fully as possible the roles and requirements of the service to be hired. Details of tasks, rates of remuneration, eligible expenses and reporting relationships must be included in any such contract.

Contents of all such contracts must be agreed with the Financial Director and Board before being issued and a copy once signed will be lodged with our accountants for financial clarity and for the purpose of payments of legitimate claims against those contracts and where necessary returns to HMRC.

Contractors for each of the areas of work ongoing within the TRF shall be subject to annual review by all directors to ensure “value for money” being optimised in the provision of any ongoing services.

Ad hoc work for the TRF

Where work is proposed to take place on an ad hoc basis for single projects within the areas of responsibility of directors the following procedure shall be adopted.

All ad hoc work that is commissioned shall be required to be issued a specific budget limit. No payments above that limit may be made without the express agreement of both the Finance Director and Board.

Ad hoc commissions for work with a value of less than £1,000 shall require a minimum of two commercial quotations to be obtained by the Director responsible for the budget to which the expenditure is to be allocated.

Commissions for work with a value greater than £1,000 shall require a minimum of three quotes to be obtained, authorisation for these commissions will be applied in the same way as any other form of expenditure.

Payments to appointed Contractors and others

All expenses claims and invoices made by contractors to the TRF and others claim for reimbursement should be sent to the director responsible for their work. All such claims and invoices shall then be subject to initial checking and authorisation by them before passing to both the Finance Director and accountant for further scrutiny before payment. The checking of claims and invoices must be carried out by examining the work record or achievements of activities provided by the contractor in justifying their invoice or claim.

Should there be any concern regarding any claim or invoice it shall be the responsibility of the director responsible to carry out any further checks to verify the legitimacy of such claim or invoice.

Only when both the director responsible and the finance director have approved the claim or invoice will the accountant be authorised to make any payment.

All invoices and claims shall be paid within 30 days of their receipt, or its authorisation should there be any dispute over an invoice or claim made.

Termination

Any contractor can at any time terminate their contract with TRF. Termination of such contract shall be made in writing and sent to the person responsible for authorising their claims or invoices.

Should the TRF decide that it no longer requires the services or assistance from a contractor or other person for the organisation the TRF shall provide notice of this to particular contractor or person. There will normally be a notice period given which shall not be less than 30 days under normal circumstances. Should the contractor breach the terms of their agreement with the TRF then termination would be considered to be immediate.

Should the TRF become financially insolvent then all contracts would need to be considered in the winding up of the company along with all other creditors at that time.

Directors Meetings

Directors meetings shall be held once a month to conduct the business of the fellowship.

All meetings must be preceded by the issuing of a formal agenda which includes all items to be considered at the meeting. Each director shall be expected to put forward to the Board, items they wish to be included on that agenda at least 5 days in advance of the scheduled meeting.

Only urgent items of AOB shall be considered on the day for inclusion at a director's meeting

Directors meeting may take any of the following forms

- Face to face meeting where at least three directors are present.
- Tele-conference where at least three directors are involved.
- Online conference where there may be a combination of the above but where at least three directors are involved.
- Any other form where directors have direct contact with each other.

Decision making at directors meetings shall be by show of hands or other indication to the affirmative, and actions as a result of discussion and agreement will be recorded. Decisions shall be subject to collective support from all directors once made in a valid way at a meeting of directors.

Minutes of the proceedings of Directors meetings shall be made and publicised in accordance with the Articles.

Any other persons who are carrying out specific business or providing advice to the directors may be invited to attend directors meeting and may be asked to contribute to the agenda at such meetings. However these individuals will carry no other rights than that of an ordinary member in their involvement.

Ordinary members can ask to have agenda items raised on their behalf at directors meetings if they have a particular issue that needs directors' approval. Ordinary members can be invited to participate at directors meeting by attendance, telephone link or internet access if it is thought necessary by the majority of the directors.

Constitutional and other organisational changes

Memorandum & Articles

Any Directors recommendation to amend the Constitution of the TRF will first be submitted to the Board for consideration before they are presented to a general meeting of the TRF.

Proposed amendments to the Constitution do not need to be approved by Directors but it might hinder the chance of adoption at a general meeting if they are not supported by those responsible for the running of the Fellowship.

It is the responsibility of the directors to ensure that proposed amendments to the Constitution are communicated to the membership in line with the requirements of company law as it stands at the time of the submission of an amendment to the Constitution.

Operational Management Amendments

Amendments to the operational management of the TRF by directors that does not affect the Constitution can be instituted by a simple resolution at a Board meeting. Any such amendment should however be communicated to the membership prior to any such amendment being adopted to ensure that it meets with members approval and does not adversely affect the service to members by the Directors or their actions.

Services to members

Directors of the Trail Riders Fellowship are appointed to maintain the services provided to members though its Constitution and the policies of the company. Where services are provided by custom and practice these should be maintained within the financial constraints of the business.

Where any significant changes to the services provided to members are adopted these should be made clear to members prior to the renewal of their membership.

Annual General Meetings

All Directors will be required to present a report to the AGM.

This report shall summarise their activities since the last general meeting and include where appropriate any significant ongoing plans for the coming year. This will be provided as a written report available to all those attending the meeting and will after the meeting, be made available via the TRF web site and other forms of electronic communication.

Directors shall be expected to attend all general meetings in person. Directors shall be expected to answer all reasonable questions from the membership at such meetings

Directors' honorarium and any other associated remuneration pertaining to their role as a director of the Trail Riders Fellowship will be agreed at the AGM and will be effective until there is an alteration at a future AGM.

Directors shall present a written manifesto to the membership which outlines their plans for the forthcoming term. Directors appointed on the basis of their manifesto shall be deemed to have the approval of the membership to undertake the actions set out in the manifesto, subject to approval by the Board.

Resignation or Termination of Directorship

Any director wishing to cease being a director must do so by providing a written letter of resignation to the Company. Once received the necessary forms will be completed by the appointed accountant and sent to company's house.

Any director wishing to stand down at an AGM can do so without prior written notification and nominations can be taken on the day for a replacement.

Any and all rights as a director will cease with immediate effect upon resignation or termination, save any outstanding expenses.