



An Rialálaí  
Carthanas  
Charities  
Regulator

# The role of the Chairperson of a charity

### **Legal Disclaimer**

This document is issued by the Charities Regulator under section 14(1)(i) of the Charities Act 2009, to encourage and facilitate the better administration and management of charitable organisations. It is published as part of a suite of guidance, intended to provide support to charity trustees to meet their legal duties, by putting in place systems, processes and policies which ensure charities are managed in an effective, efficient, accountable and transparent way.

This document is not, nor is it intended to be, a definitive statement of the law and it does not constitute legal advice. Charity trustees are recommended to consult their governing document or to obtain their own independent legal advice where necessary. The Charities Regulator accepts no responsibility or liability for any errors, inaccuracies or omissions in this document.

## The role of the Chairperson of a charity

Charity trustees are the people who ultimately exercise control over, and are legally responsible for, the charity. Each board of charity trustees should have a chairperson whose duties include:

- Leading the board;
- Ensuring smooth running of board meetings;
- Promoting good governance among fellow charity trustees;
- Providing supervision and support to the manager/CEO (where applicable);
- Acting as a figurehead or spokesperson where required.

The duties and responsibilities of the chairperson are as follows:

### To lead the board

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#### Prioritising the governance role:

The board of charity trustees is responsible for the governance of the charity. For volunteer-only charities (charities with no staff) the trustees are likely to be actively involved in both the governance and in the day-to-day management of the charity.

At meetings of the board, the chairperson must be clear on whether a matter being considered by the board relates to an operational issue i.e. the day-to-day work of the charity, or whether the issue is strategic in nature and thus relates to the longer term plans or governance of the charity.

Charity trustees of more complex charities, should keep their eyes on the 'bigger picture'. Even in more complex charities (i.e. charities with a CEO, a manager or management team, and/or employees), it is very easy for the board to get drawn into the operational side of things. It is the role of the chairperson in more complex charities to be clear in their own mind about the boundaries between governance, management and operations and to ensure that the board fulfils its governance role and doesn't stray into areas of management or operations, which may be carried out by employees or other volunteers.

### Ensuring that the charity is managed effectively:

The chairperson must co-ordinate the board of charity trustees to ensure that appropriate policies and procedures are in place for the effective management of the charity. If the charity is more complex, the chairperson should ensure that where the Board delegates authority to carry out any of its functions, to a manager/CEO or other employee of the charity, that such delegations are subject to regular reporting requirements. Delegations of authority by the Board and the associated reporting requirements should be documented, understood and applied.

### Driving charity trustee recruitment and succession planning:

It is difficult for some charities to find and retain new charity trustees. Successful recruitment of charity trustees requires thought, planning and effort. It is essential that the chairperson takes the lead in this process. A really effective chairperson will give some consideration to succession planning for both their role as chairperson and other trustees who may be nearing the end of their term of office. The chairperson should also consider how they will be replaced when they step down as chairperson and how new charity trustees with the necessary skills and experience will be recruited.

### Leading board development:

It is also part of the chairperson's role to make sure that the board of charity trustees is operating as effectively as possible. This may involve the induction of new charity trustees and on-going training and development to ensure that all charity trustees understand their role and have the necessary skills to carry it out. All charity trustees benefit from the opportunity to reflect on the way in which they work together and there are a number of ways of doing this such as planning days, training and board evaluations.

## To ensure smooth running of board meetings

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### Preparation:

A certain amount of preparation is necessary to ensure that board meetings are as effective as possible. In the case of volunteer-only charities the chairperson and board secretary should discuss and agree the agenda, ensuring items on the agenda and any accompanying papers identify what is operational in nature and what is strategic or governance related in nature. In larger charities the chairperson and secretary should agree the agenda ensuring the focus is always on strategy and governance. In all cases the agenda itself should tell charity trustees as much as possible about what to expect at the meeting. It is also useful to draw up a calendar of annual items such as agreeing the budget, approving the annual report and financial statements or preparing for the AGM so that they can be scheduled appropriately. These items should also appear in the charity's work plan.

### Managing the meeting process and behaviour of charity trustees:

Chairing the meeting itself, is perhaps the most obvious part of the chairperson's role. It can also be a challenge. The chairperson must work through the agenda in a timely fashion, but also allow for the necessary discussion and ensure that everyone has an opportunity to speak. Some charity trustees can exhibit unhelpful behaviour, such as dominating the discussion or carrying on 'side conversations' with their neighbours. Meetings may also get heated or argumentative. Where inappropriate behaviour persists, it may be helpful to spend some time drawing up ground rules, or a code of conduct for the board. It is good practice for charities to have a code of conduct in place for charity trustees. This makes it much easier for the chairperson to challenge difficult or inappropriate behaviour in an objective manner.

### Decision-making:

There should always be a certain number of decisions to be taken at board meetings. If the decisions that are proposed to be made at a particular meeting are unclear, the necessity for the meeting should be questioned. It is helpful if the agenda indicates where a decision needs to be taken and, where appropriate, supporting papers should outline both the background and the proposals. The chairperson's role here is crucial, in ensuring that all the charity trustees understand what the decision, if taken, will mean for the charity. It may be necessary for the chairperson to put the decision to a vote, in accordance with the charity's governance procedures and/or its constitution.

### Checking and signing the minutes:

The chairperson should work closely with the secretary and read over the draft minutes prepared after each meeting, before they are circulated to the board in order to correct any major inaccuracies. Minutes are draft minutes until they are approved and signed at the following board meeting by the chairperson.

## To promote good governance among fellow charity trustees

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- Leading on recruitment of suitable new charity trustees.
- Supporting new charity trustees through the induction process.
- Following up with charity trustees on items or actions outstanding throughout the year.
- Encouraging dialogue and participation from charity trustees.

## **To supervise and provide support to the manager/CEO (where applicable)**

### **Overseeing the recruitment process of the manager/CEO:**

It is the role of the chairperson to oversee the recruitment process and ensure that all steps are taken to find the best possible person for the role.

### **Guiding work priorities:**

It is vital that the chairperson and manager/CEO meet regularly to discuss and agree work priorities.

### **Providing support:**

The role of the manager/CEO is also demanding and can be quite isolating. An effective chairperson will encourage their manager/CEO to discuss any difficulties that they may be facing and act as a sounding board. While there may be times when they have to act as a 'critical friend', this needs to take place against a backdrop of encouragement and support.

### **Succession planning:**

The most effective chairperson will also give some thought to what will happen when the current manager/CEO leaves. Ideally, this is something that the chairperson and manager/CEO will work on together.

## **Acting as figurehead or spokesperson**

The chairperson of any charity may be seen by many people as the figurehead or main spokesperson for that charity. If there is a manager/CEO, or a public relations officer on the board, the chairperson may delegate a significant amount of their public duties or contact with the media. It is also possible to delegate attendance at events or meetings to other trustees, as long as everyone is clear about what they are, or are not able to say on behalf of the charity.

However there will be certain meetings that require the presence of the chairperson, such as meetings with regulatory bodies including the Charities Regulator, significant funders or politicians. It may also be the case that the media will want a comment from the chairperson if the charity is receiving adverse publicity. In these circumstances, the chairperson should have the confidence and competence to rise to the occasion on behalf of the charity.

The role of chairperson can be demanding at times, but it is also worthwhile and rewarding. The chairperson leads the board in developing an ethical culture in line with the values of the organisation. An effective chairperson is a key player in ensuring effective governance for the charity.

## Other Relevant Documents

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This document should be read in conjunction with our ‘Sample Code of Conduct for Charity Trustees’.

