

Federation Trustee E-Learning Transcript - Module 3

Slide 1 – Welcome



Welcome to the Federation Trustee E-learning Programme!

We are delighted to have you here and hope you find this training both informative and valuable in supporting your role as a Federation Trustee.

This e-learning complements the WI Core Module Programme and is designed to enhance your understanding of the responsibilities that come with your trustee role. The Core Programme consists of three modules that cover key areas, including; an introduction to the WI, an overview of the Constitution, and an in-depth look at the Policies and Procedures established by the NFWI.

For a seamless experience, we recommend completing the WI Core Modules before beginning the Federation Trustee training, as they provide helpful context and serve as a useful refresher. You'll find the link to these modules just below the video.

This training is a mandatory part of your responsibilities as a trustee, with this module specifically focusing on Governance and the WI. All resources referenced in the modules, as well as a transcript, are available under the 'Helpful Links' section below the video.


At the end of each module, you'll complete a short knowledge test. Upon successful completion of all six modules, you'll receive a certificate recognising your achievement.

Thank you for your commitment to maintaining good governance and reducing risk as a Federation Trustee. Your role is invaluable.


Slide 2 – Introduction to Module 3

Introduction to Module 3

- The role of the Federation Board of Trustees and succession planning
- The value of having a Strategy
- How to identify risk and the trustee's responsibility to manage risk
- The principles of decision making and how to reach agreement



We hope that by the end of the module you will have a greater understanding of governance which is the formal framework by which your charity operates



In this module, we'll cover:


- The role of the Federation Board of Trustees and succession planning
- The importance of a strategic vision in guiding your federation
- Identifying and managing risk, a key trustee responsibility
- Principles for effective decision-making and reaching agreements

By the end of this session, we hope you'll have a greater understanding of some of the key elements of governance that you need to consider in your role.

Slide 3 – Board of Trustees

Board of Trustees

- Minimum of eight and maximum of 15 trustees
- Meet regularly to manage operational and strategic matters
- Board meetings are confidential
- A set of minutes with actions and recommendations should be issued after the meeting



A Federation Board should have between eight and 15 trustees (unless your federation has passed a member resolution or bye-law to amend this). These trustees will include essential Officers; a Chair, Treasurer, and Vice-Chair. The Board meets regularly to address operational and strategic matters, with each trustee receiving an agenda beforehand. Meeting minutes, including actions and recommendations, are then issued and reviewed at the next meeting. The minutes

are also agreed at the next meeting of the Board. The content of the meeting is deemed confidential unless Trustees have agreed to share summaries or extracts in specific circumstances.

A diverse Board brings a range of perspectives, skills, and experiences that strengthen governance and represent the membership. Encouraging a broad spectrum of backgrounds on your Board can help generate new ideas and innovative solutions, as well as ensuring that your federation is hearing the voices of a wide range of women and ensuring that you are catering for their needs. Each individual is capable of offering unique ideas, solutions, and strategies.

Slide 4 – Recruitment, Training and Succession



Trustees are recruited through an election process. In addition to elections, co-options and appointments to any vacancies (where an elected trustee leaves mid-term) can be agreed by the board itself in line with the allowed ratios as set out in the federation's constitution. It is natural for a federation to have a turnover of trustees during any term of office as we all know that life can change and sometimes individuals will need to step back. As such, recruitment and identification of potential trustees of the future should be an ongoing task, ensuring the federation always has sufficient trustees to ensure its continuation.


Trustee boards all need succession planning. The process by which we can identify replacements for trustee positions when your most experienced and senior trustees leave or retire. It helps to increase the availability of candidates prepared to fill these critical roles and ensures a pipeline of new ideas and enthusiasm. The nomination and recruitment process takes place every two years and every federation should inform and educate their members on the process itself and encourage members to submit nominations.

To support the ongoing recruitment to your board, you should consider the accessibility of your trustee roles. Is it realistic for working women or those with


caring responsibilities to join you? Should you be considering how you can demonstrate greater flexibility or adapt your working approach to meet the needs of each successive board? To achieve a sustainable board of trustees, ongoing identification of potential candidates and invitations to be observers of meetings are crucial to explain the value of being a trustee and must be an ongoing commitment. Members realise then that they can make a valued contribution by being involved in this way and the federation will maintain sufficient trustees to ensure its continuation and its growth.

Slide 5 – Strategic Vision

Strategic Vision



“To create a world where women come together to learn, share skills and work together to become active citizens, influencing change to improve lives in their local, national and global communities”



In 2020, the NFWI established a Strategic Vision statement; sharing a five-year plan and organisational goals. Through the combining of resources and shared vision the WI as a whole becomes a stronger organisation.

The NFWI Strategic Vision statements should help you within your federation to establish your own strategic plan if you haven't already got one. If you are looking to start this activity, we have an anonymised template from one of our federations and it is in the useful links section below this video.

Getting WI members and trustees involved in designing the federation strategic vision/management plan is empowering and clearly states that you value their input and opinion. As such you may find that members are more supportive of the Board of Trustees and work together towards the shared goals.

An important element of the governance picture for any charity is its strategic vision and plan. A Strategy provides a long-term direction and scope of an organisation by determining how organisational resources, skills and competencies should be combined.

Each federation is responsible for creating its own strategic plan and vision statements as its starting point.

You may not have considered the advantage of a five-year plan before, but it is a fluid, working document which gives your federation board a focus. It informs other stakeholders what your priorities are and can always be referred back to or adapted as the need arises. It has goals and a trackable timeline which will take your federation forward. Remember also, your board in five years' time will have a different dynamic and so the plan automatically becomes a progression document for the change of trustees.

Please note, the NFWI is currently consulting with federations and WIs on its new strategic plan and vision statements which will be launched on WI Day in 2025.

More information about the NFWI Strategic Vision statements please see My WI: <https://mywi.thewi.org.uk/essential-information/nfw-vision-for-the-future>

Slide 6 – Potential Risks

Potential Risks

Risks are likely to include:

- Operational
- Governance
- External
- Compliance with law and regulations

As a trustee you have a duty to avoid exposing your federation to unnecessary risk.

The identification and responsibility for risk management sits with the Board of Trustees and is a key responsibility for a trustee. As a trustee you have a duty to avoid exposing your federation to unnecessary risk.

[The Charity Commission \(CC26\)](#) states that:

"Charities that are required by law to have their accounts audited must make a risk management statement in their trustees' annual report confirming that '...the charity trustees have given consideration to the major risks to which the charity is exposed and satisfied themselves that systems or procedures are established in order to manage those risks.' (Charities (Accounts and Reports) Regulations 2008).

Charities will need to consider risk and its management in a structured way if a positive risk management statement is to be made".


Risks are likely to include:

- Operational - e.g. poor contract value, management of the federation's building, event management.
- Governance - e.g. lack of organisational structure or skill set of trustees or conflicts of interest.
- External - e.g. poor public perception or reputation, demographic changes, economic uncertainties
- Compliance with law and regulations - e.g. breach of trust, lack of knowledge of the legal responsibilities if your federation employs paid/salaried staff or poor knowledge in regulatory requirements.

There are financial risks too such as inaccurate or insufficient financial information, inadequate reserves or cash flow, limited resources or insufficient insurance cover. We will look at this in more detail in Module 4. And we talk about organisational reputation risk in Module 5.

Slide 7 – Risk Management

Risk Management




The Charity Commission guidance (CC26) gives direction on the basics of risk management.

Risk management model :

- Stage 1: Establishing a risk policy
- Stage 2: Identifying risks
- Stage 3: Assessing risk
- Stage 4: Evaluating what action needs to be taken
- Stage 5: Periodic monitoring and assessment

"Charities will need to consider risk and its management in a structured way if a positive risk management statement is to be made"



[The Charity Commission guidance \(CC26\)](#) gives direction on the basics of risk management and knowing the requirements (the risk management statement).

It also includes a risk management model covering 5 stages:

- Stage 1: Establishing a risk policy
- Stage 2: Identifying risks
- Stage 3: Assessing risk
- Stage 4: Evaluating what action needs to be taken on the risks
- Stage 5: Periodic monitoring and assessment


There is a risk register and risk management template with examples of use and examples of potential risk areas, their impact and mitigation.

Other suggestions to manage and reduce risks are:

1. Ensure that your federation has an appropriate risk policy in place that is reviewed and maintained.
2. Have the topic of risk as a standing agenda item on the board of trustee meetings. You will quickly become accustomed to discussing risk as part of routine business. Federations required to submit an annual audit must include a risk management statement, and regular discussion throughout the year can make this process straightforward.

Slide 8 – Conflict of Interest

Conflicts of Interest



A trustee must:

- be able to identify and declare any conflict of interest.
- make decisions in the best interest of the charity and not individual interest
- remember the focus of charity law is always to avoid conflict of interest as much as possible

A trustee must be able to identify, where possible, and declare any conflict of interest. Their decisions must be in the best interest of the charity and not individual interest (directly or indirectly). The focus of charity law is always to avoid conflict of interest as much as possible.

We recommend watching the Charity Commission video on Conflicts of Interest which is linked below this video: <https://www.youtube.com/watch?v=kEg9sFWT78w>

Additionally, a training video on Conflict of Interest created by Birketts Law firm is available on the WI Learning Hub: <https://learninghub.thewi.org.uk/trustee-courses/>

Slide 9 – Principles of Decision Making

Principles of Decision Making



As a trustee you must be able to demonstrate that, when making decisions, you have:

- acted within your powers
- acted in good faith and only in the interests of the federation
- made sure you are sufficiently informed
- taken account of all relevant factors
- ignored any irrelevant factors

Decision-making is central to trusteeship. Trustees must:

- Act within their powers and in good faith
- Prioritize the federation's interests
- Be well-informed
- Weigh all relevant factors

We would suggest reading the [Charity Commission document CC27](#) which looks at:

- Principles for good decision making
- Things to think about
- Why it's important to follow the guidance.

Some other useful resources include:

- The '[Making decisions at a charity](#)' government webpage looks at the principles and explains each in greater detail.
- The Charity Commission video on Making Decisions at a Charity: <https://www.youtube.com/watch?v=25FyxbTI2Uw>

All of these resources are included under the 'Useful links' section below this video.


Slide 10 – Making Decisions as a Board


Making Decisions as a Board

When making decisions you should take into consideration:

- Cost or value
- Complexity of the issue
- Any controversy
- The impact of the decision
- How far-reaching it is
- Time frames – how urgent it is

Don't forget that in making decisions the Board of Trustees must ensure that you meet the requirements of legislative governing documents.





Decisions should be made with as much evidence and information as possible; this may mean consulting with a suitably qualified person such as a solicitor.

When making decisions you should take into consideration:

- Cost or value
- Complexity of the issue
- Any controversy
- The impact of the decision
- How far-reaching it is
- Time frames – how urgent it is


When making decisions the Board of Trustees must ensure that you meet the requirements of legislative governing documents by:

- following your federation's governing document (constitution) to inform your decisions and the holding of meetings
- making decisions as a collective, ensuring all trustees have the opportunity to participate in the decision-making process
- using power to take decisions outside of a meeting; strictly following the provisions of this power
- having clear and robust reporting procedure and lines of accountability in place if the Board of Trustees are delegating to staff or sub-committees
- making it clear to the sub-committee what authority they have and don't have, making sure you evidence the decision making process


- recording of all decisions properly, considering what, where, when, why and how.

Slide 11 – Disagreements & Mediation

Disagreements & Mediation



Don't forget that in making decisions the Board of Trustees must ensure that you meet the requirements of legislative governing documents.



It is essential that evidence of your decision-making process is maintained; this should also include information that was felt to be irrelevant.

Remember that your formal minutes of meetings and decisions are the legal record of your management of the federation and so they should be clear and unambiguous so that they are an effective record of you as a board and anyone else that may need to access them in the future.

If, as a trustee, you are unwilling to agree with the proposal, you are able to request that your disagreement is recorded. However, under the principle of collective responsibility you must support any majority decision and will be held jointly responsible for any subsequent outcome. 'Cabinet responsibility', is the willingness to publicly support a majority decision, is a key part of being a board member. Regardless of individual views expressed within a confidential board discussion, once a majority view has been reached then this formally becomes the view of the board and its trustees.

There are two useful resources available from NCVO which we have included in the 'Helpful Links' below this video.

- ['Dealing with problems and disputes between trustees'](#)
- ['Guidance on how to deal with challenging conversations with trustees'](#)

If you enter into a dispute because you cannot reach a decision, you should seek mediation or alternative resolution. Mediation is a more formal way to settle disputes. It is a private and confidential process in which an independent person meets with both sides, helping them to reach a solution that everyone finds

acceptable. Mediation can be quick and cost-effective. Through mediation, both sides must agree to any solution, so it is more likely to be a lasting agreement. If your dispute is taken to court, you will be expected to have tried mediation first.


The Charity Commission has good advice about disagreements and this is linked below this video: [Disagreements and disputes](#).


Slide 12 - Summary of learning

Summary of Learning

- The role of the Federation Board of Trustees and succession planning
- The value of having a Strategy
- How to identify risk and the trustee's responsibility to manage risk
- How to identify risk and the trustee's responsibility to manage risk.
- The principles of decision making and how to reach agreement

We hope you have learned something new or refreshed your knowledge!







Thank you for participating in this module on governance within the WI. We've covered:

- the role of the Federation Board of Trustees and succession planning
- the value of having a Strategy to help your federation achieve its vision
- how to identify risk and the trustee's responsibility to manage risk
- the principles of decision making and how to reach agreement

Slide 13 – Knowledge Test

Knowledge Test



Congratulations on completing this module! Now, it's time for the knowledge test. There are five questions based on the material covered. If needed, feel free to review the slides to refresh your understanding.

Thank you for your dedication as a Federation Trustee. If you have any questions, please reach out to the NFWI for support. We appreciate your time and commitment in this role.