



## GOVERNANCE FACTSHEET – THE BASICS

### Trustee roles

- **The chair**
- **The vice-chair**
- **The treasurer**
- **Secretaries**
- **Patrons and presidents**

Trustees share formal responsibility for the charity and must act in its best interests, regardless of how they're elected or appointed. Some trustees may take on specific roles on the board, such as chair, vice-chair, secretary and treasurer.

These roles are often known as honorary officer roles, and can only take on specific duties if they've been authorised to do so.

This authorisation is set out in the governing document or related procedure, or it will be agreed by the other trustees in a role description (or similar document).

- **For more information see [sample role descriptions for a trustee, chair, secretary and treasurer](#) in the NCVO tools and resources section.**
- **See Handouts – Trustee skills audit tool & Individual trustee self-reflection**

### The chair

The chair is a trustee with a specific role on the board. The chair is elected or appointed to this role. The role of the chair is to lead meetings of the trustee board.

Additional roles of the chair sometimes include:

- supporting and supervising the head of staff or chief executive and acting as a channel of communication between board and staff
- acting as a figurehead for the charity (for example, representing it at functions, meetings or in the press).
- leading on the development of the board and making sure that its decisions are carried out.
- taking urgent action (but not decision-making unless authorised) between board meetings when it isn't possible or practical to hold a meeting.

The roles above aren't exclusively roles of the chair. For example, in some charities the development of the board might be led by another trustee. In others, the charity's press spokesperson might be a member of staff.

## The vice-chair

Some boards have the specific role of vice-chair to the trustee board. The vice-chair is elected or appointed to this role.

The vice-chair's role varies from charity to charity. In some charities the vice-chair acts as a deputy for the chair, taking on the chair's role when the chair is absent. In others, the vice-chair is the 'chair in waiting' or 'chair designate' and will take over the chair's role in the future.

[The Association of Chairs](#) offers support and networking for the chairs and vice-chairs of non-profit boards.

**DOWNLOAD** - Their [Chairs Compass guide](#) aims to help chairs find and maintain direction, map the areas they're likely to encounter, and provide them with helpful signposts.

## The treasurer

Generally the treasurer helps trustees carry out their financial responsibilities. They might do this by:

- presenting financial reports to the board in a format that helps the board understand the charity's financial position
- advising the board on how to carry out its financial responsibilities
- working with professional advisors
- overseeing the preparation and scrutiny of annual accounts
- (in small charities) taking on some or all day to day financial duties, such as book-keeping, budgeting and preparation of reports.

The work of the treasurer can vary significantly from charity to charity, especially between small and large charities. Many guides exist to help treasurers of different types and sizes of charity understand and carry out their role.

- [The Honorary Treasurers Forum](#) offers support and networking for those who take the role of Treasurer on nonprofit boards. They publish the free [Honorary Treasurer's Handbook](#). The Forum also runs regular meetings, provides updates and briefings, carries out research and produces other helpful publications.

## Secretaries

Company Secretary and the secretarial role which may be taken by a trustee (usually known as honorary secretary) or by a staff member (a board secretary).

It's no longer a legal requirement to appoint a company secretary unless the governing document specifically requires one. However, charitable companies can consider updating their governing document to remove the requirement.

## Patrons and presidents

Patrons, presidents or vice-presidents are usually people who lend support to a charity by taking on a high profile figurehead role. They may have specific duties such as chairing an Annual General Meeting.

Presidents and patrons are not trustees, unless the governing document clearly states otherwise (for example, some organisations use the term 'president' to refer to the chair of the trustee board).

To avoid any confusion, the role of a patron or president and the limits and expectations of the role should be set out clearly in writing. Some organisations also ask that a code of conduct is observed.