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Trustee Information Pack

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**EAST AYRSHIRE LEISURE**

**Welcome to East Ayrshire Leisure Trust’s Board of Trustees…**

East Ayrshire Leisure is a Scottish Charitable Independent Organisation (SCIO). Our main purpose is to deliver inspiring cultural, countryside, community and sport services and experiences to support East Ayrshire’s communities’ aspirations in a way that has a focus on ensuring equality of opportunity and access for all.

The Trust is governed by a Board of Trustees with experience, commitment and enthusiasm to direct and shape the delivery of these services throughout East Ayrshire.

You are joining a team of Trustees who have been chosen to operate in a strategic role, drawing on their range of knowledge and professional skills from within a broad remit of leisure administration, management and/or development.

You will also have been recruited into an Ambassador role representing one key area of our business; Sharing Our Vision, Leisure At the Heart of Our Community, Living Your Best Life, Investing in Our People & Embracing Our Values, Creating A Solid Foundation for Growth and Protecting Our Environment. Becoming an Ambassador greatly enhances the role of Trustee and further develops and strengthens the relationship between the Board and our employees.

Information within this handbook has been collated to provide you with the tools and knowledge you will need to assist in your role as Trustee. If you require any additional information which is not included, please contact Human Resources on 01563 554026.

Please note that within this document, all references to the Chief Executive will now remit to the Chief Officer.

We look forward to working with you in the coming years.

**About Us**

East Ayrshire Leisure Trust offers something for residents and visitors alike. Museums, art galleries, a theatre, music and conference venue, a country park and medieval castle, libraries, leisure centres, swimming pools, a golf course, football pitches, an athletics arena and over 700kms of path networks.

Our key venues and visitor attractions include Annanhill Golf Course, Ayrshire Athletics Arena, Baird Institute, Burns House Museum & Library, Cumnock Town Hall, Dean Castle Country Park, Dick Institute, Palace Theatre & Grand Hall Complex, River Ayr Way and a range of Leisure Centres including Auchinleck, Doon Valley, Grange, Loudoun, Stewarton and St. Joseph’s.

## Our Vision

## Always with a focus on continuous improvement, we will deliver inclusive, sustainable and accessible services to enable our communities and visitors to live their best life.

## Our Mission

In order to engage our people, partners and communities we will ensure:

* the creation of real and sustainable partnerships
* that we deliver services which meet the needs of our communities
* that we invest in, and empower our people

## Our Values

**B**eing honest and demonstrating integrity at all times

**E**ngaging and inclusive with our people, partners and communities

**S**triving for continuous improvement by being ambitious and aspirational in all the we do

**T**aking responsibility and being accountable for our organisation and our service delivery

Our events, venues and activities are publicised through our website [www.eastayrshireleisure.com](http://www.eastayrshireleisure.com), our quarterly ‘what’s on’ Guide and through our social media channels.



**SENIOR MANAGEMENT TEAM structure / CONTACT DETAILS**

EAST AYRSHIRE LEISURE SENIOR STAFF CHART – APRIL 2022

**CHIEF OFFICER**

**HEAD OF OPERATIONS**

**HEAD OF CORPORATE SERVICES**

**DEVELOPMENT MANAGER**

**(BUSINESS SUPPORT) SERVICES)**

**DEVELOPMENT MANAGER**

**(FINANCE & BUSINESS)**

**DEVELOPMENT MANAGER**

**(RELATIONSHIP & BUSINESS)**

**DEVELOPMENT MANAGER**

**(PROPERTY & ESTATES)**

**DEVELOPMENT MANAGER**

**(COMMUNITY & PERFORMING ARTS)**

**DEVELOPMENT MANAGER**

**(SPORTS)**

**DEVELOPMENT MANAGER**

**(LEISURE)**

**DEVELOPMENT MANAGER**

**(CULTURAL)**

**SENIOR MANAGEMENT TEAM CONTACT DETAILS**

|  |  |  |  |
| --- | --- | --- | --- |
| **NAME** | **DESIGNATION** | **OFFICE LOCATION** | **EMAIL** |
| **Executive Management** |
| Anneke Freel | Chief Officer | Dower House | Anneke.Freel@eastayrshireleisure.com |
| Jackie Biggart | Head of Corporate Services | Dower House | Jacqueline.Biggart@eastayrshireleisure.com  |
| Paul Mathieson | Head of Operations | Dower House | Paul.Mathieson@eastayrshireleisure.com  |
|  |  |  |  |
| **Senior Management** |
| Janice Gilmour | Community and Performing Arts Development Manager | Dower House | Janice.Gilmour@eastayrshireleisure.com |
| Christine Keenan | Property and Estates Development Manager | Dower House | Christine.Keenan@eastayrshireleisure.com |
| Vacant | Leisure Development Manager | Dower House |  |
| Greig Russell | Sports Development Manager | Dower House | Greig.Russell@eastayrshireleisure.com |
| Vacant | Cultural Development Manager | Dower House |  |
| Dianne Reid | Relationship & Business Development Manager | Dower House | Dianne.Reid@eastayrshireleisure.com |
| Lorraine Russell | Finance & Business Development Manager | Dower House | Lorraine.Russell@eastayrshireleisure.com |
| Isabel Pick | Business Support Development Manager | Dower House | Isabel.Pick@eastayrshireleisure.com  |



**TRUSTEEs**

Our Board of Trustees is responsible for providing strategic direction for the organisation. The 13 Trustees comprise:

* 6 Independent Trustees – one of whom is a Trade Union nominee
* 5 Councillor Trustees, nominated by East Ayrshire Council
* 2 Council Officer Trustees nominated by East Ayrshire Council to act as Trustees, but without voting rights

|  |  |
| --- | --- |
| **AMBASSADOR PORTFOLIO** | **TRUSTEE** |
|  | Sharing Our Vision | Councillor Claire Maitland (Chair) |
|  | Leisure At The Heart of Every Community | Councillor Iain Linton |
|  | Leisure At The Heart of Every Community | Councillor Linda Holland |
|  | Living Your Best Life (Sport & Wellbeing) | Jackie Livingston |
|  | Living Your Best Life (Sport & Wellbeing) | Councillor James Adams |
|  | Living Your Best Life (Culture & the Arts) | David Ross |
|  | Living Your Best Life (Culture & the Arts) | Councillor Graham Boyd |
|  | Living Your Best Life (Leisure & Outdoors) | Vacant |
|  | Investing In Our People & Embracing Our Values | Andy Wilson |
|  | Creating A Solid Foundation For Growth | Robin Hume (Vice Chair) |
|  | Protecting Our Environment | Melanie Swan |
|  | Council Officer Trustee | Joe McLachlan |
|  | Council Officer Trustee | Blair Millar |



**CONSTITUTION OF EAST AYRSHIRE LEISURE TRUST**

**Approved by Board on 28 June 2022**

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| **CONTENTS** |
| **GENERAL** | type of organisation, Scottish principal office, name, purposes, powers, liability of members, general structure | clauses 1 - 11 |
| **BOARD (CHARITY TRUSTEES)** | qualifications, applications, subscription, number, composition, initial Charity Trustees, eligibility, appointment, retiral, termination of office, register of Charity Trustees, office-bearers, powers, general duties, code of conduct | clauses 12 - 58 |
| **DECISION-MAKING BY THE CHARITY TRUSTEES** | notice, procedure at Board meetings, minutes | clauses 59 - 84 |
| **ADMINISTRATION** | sub-committees, Nominations Committee, operation of accounts, accounting records and annual accounts | clauses 85 - 98 |
| **MISCELLANEOUS** | winding up, alterations to the constitution, interpretation | clauses 98-104 |

**GENERAL**

**Type of organisation**

1. The organisation (“the SCIO”) will, upon registration, be a Scottish Charitable Incorporated Organisation.

**Scottish principal office**

1. The principal office of the SCIO will be in Scotland (and must remain in Scotland).

**Name**

1. The name of the SCIO is “East Ayrshire Leisure Trust”.

**Purposes**

1. The SCIO’s purposes are:
	1. Sharing our Vision**:** East Ayrshire Leisure will be widely recognised and acclaimed as a leisure provider that is firmly committed to listening to our customers, local residents, visitors and partners and developing facilities and services that meet their needs.
* To create a programme of community engagement activities which includes consultation with our customers and potential customers about existing and future facilities and services and to adopt a positive approach to feedback.
* To ensure our use of creative marketing led activities effectively promote our high quality services, maximise customer engagement and make a real difference to how people view East Ayrshire Leisure Trust.
* To work collaboratively with key partners and stakeholders in the development of programmes and activities whilst exploring innovative delivery models which ensure best value for our customers.
* To introduce customer service related performance targets

4.2 Leisure at the Heart of Every Community: East Ayrshire Leisure will continue to provide high quality leisure facilities that are relevant and modern and will support other leisure providers in ensuring that leisure is truly at the heart of every community regardless of who the provider is.

* To work with community, local authority and private providers to develop a Leisure Facility Plan that identifies all leisure provision throughout East Ayrshire and maximises the opportunities for our communities to participate in leisure activity
* To work with partners to explore funding opportunities for refurbishment and development of leisure facilities
* To work with East Ayrshire Council in reviewing and refining repair and maintenance plans and schedules for all facilities within our remit which include an annual programme of planned maintenance and decoration

4.3 Living your Best Life: East Ayrshire Leisure will contribute to improving the enjoyment, quality of life, health and wellbeing of communities and visitors to East Ayrshire through an innovative, welcoming and ambitious programme of cultural, sport and outdoor activities.

* To support the development of sustainable pathways that encourage lifelong participation in leisure activities
* To contribute to a programme of high profile regional and national events, exhibitions, programmes and projects, that are ambitious and outward facing, whilst maximising the impact on our customers and visitors
* To develop activities and services that contribute to the Scottish Government’s aspirations for ‘A Healthy and Active Nation’ and ‘A Creative, Open and Connected Nation’ and that ensure that East Ayrshire Leisure is at the heart of future trends and initiatives

4.4 Investing in our People and Embracing our Values: East Ayrshire Leisure will be an employer that encourages all employees and volunteers to be fully engaged in the operation and development of our business and where opportunities are provided for them to realise their potential.

* To develop and embed our People Strategy so that employees at all levels are engaged and can contribute to the business
* To offer work placements, volunteering and apprenticeships
* To integrate our values into all aspects of our business including Review and Development programme, recruitment, training and meetings. To focus on skills, knowledge and experience in the development of our business and to ensure we invest in industry specialist training which is tailored to meet the needs of our programmes
* To ensure that our board of Trustees reflects the community we serve and the need to be both a charitable and commercial organisation

4.5 Creating a Solid Foundation for Growth: East Ayrshire Leisure will achieve continuous improvement in the operation of the Trust and will focus on developing and challenging existing and new business opportunities in order to fulfil our strategic and charitable objectives.

* To review and continually improve and enhance our systems and processes to ensure that they are effective and appropriate in the transformation of our business
* To develop a collaborative approach with relevant partners to explore wider opportunities that fit within the Trust’s vision and values and to explore opportunities to share resources across all of our services internally and with key stakeholders
* To maximise the return from commercial opportunities, especially around retail, hospitality and membership packages, so that we are in a position to fulfil our charitable obligations and become a sustainable organisation
* To develop an effective performance management framework

4.6 Protecting our Environment: East Ayrshire Leisure will be committed to environmental best practice and will use resources as efficiently and effectively as possible in the operation of our business. We will also explore new opportunities to promote sustainability and biodiversity

* To prepare and adopt a Climate Change Declaration on an annual basis which audits our carbon footprint and outlines priorities for carbon reduction
* To adopt the principles of Visit Scotland’s Green Tourism Business Scheme to reduce the environmental impact of our business
* To implement a Sustainable Transport Strategy which encourages active travel in all of our operations and with our staff and customers

through the provision of services (including those entrusted to it by East Ayrshire Council (hereinafter referred to as “The Council”)), which contribute to advancing well-being (primarily the wellbeing of residents of East Ayrshire) including (i) the operation, management and development of galleries, museums and other facilities which provide public access to collections of works of art, antiquities and objects of scientific interest; (ii) the development and delivery of arts and cultural activities and events, artistic programmes, and educational projects; (iii) the operation, management and development of libraries and provision of library and archive services; (iv) the operation, management and development of indoor and outdoor sports facilities (including arrangements to facilitate access to such facilities by those on lower incomes or having special needs and to encourage wider participation in healthy exercise); (v) the development and delivery of sports activities and events directed towards wider participation in sport; (vi) the development and delivery of community learning and adult learning initiatives; (vii) country park, strategic routes, biodiversity and countryside services management and (viii) the delivery of services focused on social renewal and the needs of young people.

**Powers**

1. The SCIO has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so and is not prevented by any provision hereof whether express or implied from the creation, control and ownership of any formally constituted trading subsidiary.
2. For the avoidance of doubt, the whole income and property of the SCIO shall be applied solely towards the promotion of its purposes set out in Clause 4 above and it is hereby expressly declared that no portion thereof shall be paid or transferred directly or indirectly in any manner howsoever by way of profit to any Charity Trustee and no Charity Trustee shall be paid salary or fees, or receive any remuneration or any other benefit in money or money’s worth from the SCIO for discharging his duties as such.
3. No part of the income or assets of the SCIO may be paid or transferred (directly or indirectly) to the Charity Trustees either in the course of the SCIO’s existence or on dissolution.
4. It is further hereby expressly declared that any surplus income or profits of the SCIO:

8.1 derived from the provision of sport or leisure activities must be reapplied to the provision and furtherance of leisure activities; or

8.2 derived from the provision of cultural activities must be reapplied to the provision and furtherance of cultural activities; or

8.3 derived from the provision of educational activities must be reapplied to the provision and furtherance of educational activities.

**General structure**

1. The structure of the SCIO consists of the Charity Trustees who are also the SCIO’S only members and comprise the SCIO’S Board. The Board have important powers under the constitution, take decisions on changes to the constitution itself, hold regular meetings, and generally control the activities of the SCIO; for example, without prejudice to the generality of the foregoing, the Board is responsible for monitoring and controlling the financial position of the SCIO.

**Liability of Charity Trustees (Members)**

1. The Charity Trustees have no liability to pay any sums to help to meet the debts (or other liabilities) of the SCIO if it is wound up; accordingly, if the SCIO is unable to meet its debts, the Charity Trustees will not be held responsible.
2. The Charity Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 8 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

**BOARD**

**Qualifications for Charity Trusteeship**

1. Charity Trusteeship is open to:
	1. any person aged 16 or over; and/or
	2. any individual who has been nominated for membership by an unincorporated organisation; and/or
	3. any corporate body,

who subscribes to the purposes of the organisation and wishes to see them fulfilled.

**Application for Charity Trusteeship**

11. Any person, nominated individual or body who/which wishes to become a Charity Trustee must sign a written application for Charity Trusteeship; and for a corporate body, that application must be signed by an appropriately authorised officer of that body who will remain as the representative of the corporate body until such time as the corporate body informs the Board otherwise.

12. The application will then be considered by the Nominations Committee, further to which the application may, at the Board’s discretion, be referred to Full Board or the Nominations Committee in terms of Clause 93.

13. The Board however may, at its discretion, refuse to admit any person, nominated individual or corporate body, or veto the proposed authorised officer acting as a representative of a corporate body, to Charity Trusteeship.

14. The Board must notify each applicant promptly in writing (which includes by e-mail) of its decision on whether or not to admit the applicant to Charity Trusteeship.

**Subscription to the SCIO**

15. No subscription will be payable.

**Number of Charity Trustees**

16. The maximum number of Charity Trustees is 13

17. The minimum number of Charity Trustees is 5.

**Composition of the Board**

18. Subject to any vacancies which may exist from time to time, the Board shall consist of:

18.1 5 Charity Trustees who are elected members of the Council;

18.2 2 Charity Trustees who shall be the Depute Chief Executive and the Chief Financial Officer and Head of ICT of East Ayrshire Council ex officiis or their nominated representatives, which Charity Trustees shall have no voting rights on any matter or issue being considered by the Board but shall be regarded as specialist Local Authority advisors to the Board specifically (but not exclusively) on all matters detailed within the purposes of the SCIO as detailed within paragraph 4 hereof; and

18.3 6 Charity Trustees who are neither elected members nor officers of the Council (one of which may be an employee representative) (“independent Charity Trustees).

**Eligibility**

1. A person will not be eligible for appointment to the Board if he/she is disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005.

**Annual General Meeting**

1. The Board must arrange for a meeting of the Charity Trustees (an annual general meeting or “AGM”) in each calendar year, reporting on the immediately preceding financial year of the organisation.
2. The gap between one AGM and the next must not be longer than 15 months.
3. Notwithstanding Clause 21, an AGM does not need to be held during the calendar year in which the organisation is formed; but the first AGM must still be held within 15 months of the date on which the organisation is incorporated and entered on the Scottish Charity Register.

**Appointment of Charity Trustees**

1. Notwithstanding the terms of clauses 11-14, the Council may by notice in writing given to the SCIO:-
	1. appoint any individual (providing he/she is willing so to act) to be a Charity Trustee (elected member); or
	2. remove any individual previously appointed by it, from office as a Charity Trustee (elected member).
2. Any appointment or removal of a Charity Trustee under clause 23 shall have effect from
	1. the date on which the relevant notice is given to the SCIO; or
	2. any later date stated in the notice.
3. A notice under clause 23 shall be valid only if signed by an appropriate officer of the Council.
4. The Council shall exercise its powers of appointment and removal under clause 23 in such a way as to reflect the intended composition of the Board, as set out in clause 18.
5. The Council shall be guided by the Nominations Committee (as defined in clause 95) in relation to the selection of appropriate individuals for appointment as Charity Trustees under clause 18.3.

**Retiral/re-appointment of independent Charity Trustees**

1. At the conclusion of each AGM occurring on every consecutive second year, 3 out of the 6 Charity Trustees appointed under paragraph 18.3 (independent Charity Trustees) shall retire from office, but (subject to clauses 30 and 31) may then be re-appointed (subject to Clause 23) unless:-
	1. he/she/it advises the Board prior to the conclusion of the AGM that he/she/it does not wish to be re-appointed as a Charity Trustee; or
	2. an election process was held at the AGM and he/she/it was not among those elected/re-elected through that process; or
	3. a resolution under Clauses 36.5, 36.6 or 36.7 was put to the AGM and carried.
2. The Charity Trustees to retire under clause 28 shall consist of those who have been longest in office since they were last appointed or re-appointed; as between Charity Trustees who were last appointed/re-appointed on the same date, the question of which of them is to retire shall be determined by lot.
3. Subject to clause 29, a Charity Trustee appointed by the Council under paragraph 18.3 (independent Charity Trustees) who has served for a period of six years shall not be eligible for re-appointment until a further period of one year has elapsed.
4. The Board may, by way of a resolution passed by majority vote at a Board meeting, waive the provisions of clause 30 in relation to a particular Charity Trustee if they consider that exceptional considerations make that appropriate.
5. For the purposes of clause 30:
	1. the period between the date on which an individual was appointed as a Charity Trustee and the annual general meeting which next follows shall be deemed to be a period of one year, unless it is of less than six months’ duration (in which case it shall be disregarded);
	2. the period between one annual general meeting and the next shall be deemed to be a period of one year;
	3. if an individual ceases to hold office as a Charity Trustee and is re-appointed as a Charity Trustee within a period of six months, he/she shall be deemed to have held office as a Charity Trustee continuously.

**Retiral of other Charity Trustees**

1. A Charity Trustee appointed by the Council under paragraph 18.1 (elected member) who has held office for a period of six years shall retire from office at the AGM which next follows the end of that six-year period, and shall then not be eligible for re-appointment until a further period of one year has elapsed.
2. The provisions of clause 32 shall apply in relation to the interpretation of clause 33.
3. For the avoidance of doubt, Charity Trustees appointed by the Council under paragraph 18.1 (elected members) shall not require to retire from office at any AGM, except as provided for in clause 33.

**Termination of office**

1. A Charity Trustee will automatically cease to hold office if: -
	1. he/she becomes disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005;
	2. he/she becomes incapable for medical reasons of carrying out his/her duties as a Charity Trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
	3. in the case of a Charity Trustee appointed under paragraph 18.1, he/she ceases to be an elected member of the Council;
	4. he/she gives the SCIO a notice of resignation, signed by him/her;
	5. he/she is absent (without good reason, in the opinion of the Board) from more than three consecutive meetings of the Board - but only if the Board resolves to remove him/her from office;
	6. he/she is removed from office by resolution of the Board on the grounds that he/she is considered to have committed a material breach of the code of conduct for Charity Trustees (as referred to in clause 57);
	7. he/she is removed from office by resolution of the Board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
2. A resolution under paragraph 36.5, 36.6, or 36.7 shall be valid only if: -
	1. the Charity Trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
	2. the Charity Trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
	3. at least two thirds (to the nearest round number) of the Charity Trustees then in office vote in favour of the resolution.

**Register of Charity Trustees**

1. The Board must keep a register of Charity Trustees, setting out
	1. for each current Charity Trustee:
		1. his/her full name and address;
		2. the date on which he/she was appointed as a Charity Trustee;
		3. the category into which he/she falls (i.e. by identifying the paragraph of clause 18 under which he/she was appointed); and
		4. any office held by him/her in the SCIO;
	2. for each former Charity Trustee - for at least 6 years from the date on which he/she ceased to be a Charity Trustee:
		1. the name of the Charity Trustee;
		2. the category into which he/she fell (as interpreted for the purposes of paragraph 38.1.3);
		3. any office (under clauses 41 to 47) held by him/her in the SCIO; and
		4. the date on which he/she ceased to be a Charity Trustee.
2. The Board must ensure that the register of Charity Trustees is updated within 28 days of any change:
	1. which arises from a resolution of the Board of the SCIO; or
	2. which is notified to the SCIO.
3. If any person requests a copy of the register of Charity Trustees, the Board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; If the request is made by a person who is not a Charity Trustee of the SCIO, the Board may provide a copy which has the addresses blanked out - if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

**Office-bearers**

1. The Charity Trustees must elect (from amongst themselves) a chair and a vice chair.

42 Charity Trustees appointed under paragraphs 18.1 (Elected Members) and 18.3 (independent Trustees) shall be eligible for election as chair or vice chair

1. For the avoidance of doubt (notwithstanding the provisions of Clauses 42 and 43) there shall be no prohibition on both the chair and the vice chair being Charity Trustees appointed under paragraph 18.3 (independent Charity Trustees).
2. In addition to the office-bearers required under clause 41, the Charity Trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
3. All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 41 or 44 at the first Board meeting after the AGM.
4. A person elected to any office will automatically cease to hold that office: -
	1. if he/she ceases to be a Charity Trustee; *or*
	2. if he/she gives to the SCIO a notice of resignation from that office, signed by him/her.

**Powers of Board**

1. Except where this constitution states otherwise, the SCIO (and its assets and operations) will be managed by the Board; and the Board may exercise all the powers of the SCIO.
2. A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
3. The members may, by way of a resolution passed by majority vote (either at a members’ meeting or via a written resolution), direct the Board to take any particular step or direct the Board not to take any particular step; and the Board shall give effect to any such direction accordingly.
4. The members shall, in exercising their powers under clause 49, comply with the duties imposed on members of a SCIO by section 51 of the Charities and Trustee Investment (Scotland) Act 2005.

**Charity trustees - general duties**

1. Each of the Charity Trustees has a duty, in exercising functions as a Charity Trustee, to act in the interests of the SCIO; and, in particular, must:-
	1. seek, in good faith, to ensure that the SCIO acts in a manner which is in accordance with its purposes;
	2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
	3. in circumstances giving rise to the possibility of a conflict of interest between the SCIO and any other party:
		1. put the interests of the SCIO before that of the other party;
		2. where any other duty prevents him/her from doing so, disclose the conflicting interest to the SCIO and refrain from participating in any deliberation or decision of the other Charity Trustees with regard to the matter in question;
	4. ensure that the SCIO complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
2. In addition to the duties outlined in clause 51, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
	1. that any breach of any of those duties by a Charity Trustee is remedied by the Charity Trustee concerned and not repeated; and
	2. that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
3. Provided he/she has declared his/her interest - and has not voted on the question of whether or not the SCIO should enter into the arrangement - a Charity Trustee will not be debarred from entering into an arrangement with the SCIO in which he/she has a personal interest; and (subject to clause 55 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005) he/she may retain any personal benefit which arises from that arrangement.
4. No Charity Trustee may serve as an employee (full time or part time) of the SCIO; and no Charity Trustee may be given any remuneration by the SCIO for carrying out his/her duties as a Charity Trustee.
5. The Charity Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

**Code of conduct for Charity Trustees**

1. Each of the Charity Trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Board from time to time.
2. The code of conduct referred to in clause 56 shall be supplemental to the provisions relating to the conduct of Charity Trustees contained in this constitution and the duties imposed on Charity Trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

**DECISION-MAKING BY THE CHARITY TRUSTEES**

**Notice of meetings**

1. Any Charity Trustee may request that a meeting of the Board be called subject to the submission of a written motion to that effect to the chair which motion must be subscribed by a minimum of three Charity Trustees appointed by virtue of Clauses 18.1 or 18.3.
2. At least 14 days’ notice must be given of the AGM, or of a Board meeting at which the business of the meeting includes consideration of any resolution.
3. At least 7 days' notice must be given of each Board meeting, unless (in the opinion of the chair) there is a degree of urgency which makes that inappropriate.
4. The notice calling an AGM or a Board meeting at which the business of the meeting includes consideration of any resolution, must specify in general terms what business is to be dealt with at the meeting.
5. Notwithstanding the provisions of clauses 58 to 61 inclusive, at every AGM the Board will be required to approve the formal schedule of meetings for the ensuing year.
6. Notice of the AGM and Board meetings must be given to all the Charity Trustees; but the accidental omission to give notice to one or more Charity Trustees will not invalidate the proceedings at the meeting.
7. Any notice which requires to be given to a Charity Trustee under this constitution must be:-
	1. sent by post to the Charity Trustee, at the address last notified by him/her/it to the SCIO and on the register of Charity Trustees as described in clause 40.1.1; and/or
	2. sent by e-mail to the Charity Trustee, at the e-mail address last notified by him/her/it to the SCIO. It is the responsibility of each Charity Trustee to keep their personal email details up to date.

**Procedure at Board meetings**

1. No valid decisions can be taken at a Board meeting unless a quorum is present; the quorum for Board meetings shall (subject to Clauses 66 and 67) be 5 Charity Trustees (specifically excluding the Charity Trustees detailed in clause 18.2 hereof), present in person.
2. A quorum shall not be deemed to be constituted at any Board meeting unless there is at least two Charity Trustee falling under paragraph 18.1 (elected members) and at least three Charity Trustees falling under paragraph 18.3 (independent Charity Trustees) present at the meeting.
3. If at any time the number of Charity Trustees in office falls below the number required at the time to form a quorum, the remaining Charity Trustee(s) will have power to fill the vacancies - but will not be able to take any other valid decisions.
4. A Charity Trustee may participate in a Board meeting (or a meeting of a committee of Charity Trustees) by means of a conference telephone, video conferencing facility or similar communications equipment whereby all the Charity Trustees participating in the meeting can hear each other; a Charity Trustee participating in a meeting in this manner shall be deemed to be present in person at the meeting
5. The chair of the SCIO should (subject to clauses 70, 71 and 72) act as chairperson of each Board meeting.
6. If the chair of the SCIO is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the vice chair should act as chairperson.
7. If the chair of the SCIO considers that he/she has a significant conflict of interest in relation to a particular item to be discussed at a Board meeting, he/she shall allow the vice chair to take over from him/her as chairperson of the meeting while that item is being dealt with.
8. If neither the chair nor the vice chair is present within 15 minutes after the time at which the meeting was due to start - or if neither of them is willing to act as chairperson - the Charity Trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
9. Every Charity Trustee (with the specific exception of those Charity Trustees appointed in terms of Clause 18.2 who have no voting rights) has one vote, which must be given personally.
10. All decisions at Board meetings will be made by majority vote.
11. If there are an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
12. The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at an AGM or Board meeting (or if passed by way of a written resolution under clause 82):

77.1 a resolution amending the constitution;

77.2 a resolution approving the amalgamation of the SCIO with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);

77.3 a resolution to the effect that all of the SCIO’s property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities); and

80.4 a resolution for the winding up or dissolution of the SCIO.

1. The Board may, at its discretion, allow any person to attend and speak at a Board meeting notwithstanding that he/she is not a Charity Trustee - but on the basis that he/she must not participate in decision-making.
2. A Charity Trustee must not vote at a Board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the SCIO; he/she must withdraw from the meeting while an item of that nature is being dealt with.
3. For the purposes of clause 78: -
	1. an interest held by an individual who is “connected” with the Charity Trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that Charity Trustee;
	2. a Charity Trustee will (subject to clause 80) be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.
4. A Charity Trustee appointed under paragraph 18.1 shall, notwithstanding the provisions of clause 78 and paragraph 79.2, be entitled to vote in relation to a particular matter notwithstanding that the Council has an interest in that matter; but on the basis that in exercising his/her voting rights in respect of any such matter, the Charity Trustee shall comply with the provisions of clauses 58 and 59 and in particular (but without limitation) must give priority to the interests of the SCIO.
5. For the avoidance of doubt, Charity Trustees shall not be entitled to vote at a Board meeting unless they are personally present, or are participating in the meeting in a manner permitted under clause 68; Charity Trustees are not entitled to appoint substitutes to vote in their place at Board meetings.

**Written Resolutions by Charity Trustees**

82 A resolution agreed to in writing (or by e-mail) by all the Charity Trustees will be as valid as if it had been passed as an AGM or Board meeting; the date of the resolution will be taken to be the date of which the last Charity Trustee agreed to it.

**Minutes**

1. The Board must ensure that proper minutes are kept in relation to all Board meetings and meetings of sub-committees.
2. The minutes to be kept under clause 83 must include the names of those present; and (insofar as possible) should be signed by the chairperson of the meeting.

**ADMINISTRATION**

**Delegation by the Board**

1. The Board may delegate any of their powers to sub-committees; a sub-committee must include at least one Charity Trustee, but other members of a sub-committee need not be Charity Trustees.
2. The Board may also delegate to the chair of the SCIO (or the holder of any other post) such of their powers as they may consider appropriate.
3. When delegating powers under clause 85 or 86, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board).
4. Any delegation of powers under clause 85 or 86 may be revoked or altered by the Board at any time.
5. The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Board.
6. The Board may also approve the terms of a formal scheme of delegation and administration in order to advance the purposes of the SCIO as detailed within Clause 4 hereof.

**Nominations Committee**

1. The Board shall establish a committee (referred to in this constitution as “the Nominations Committee”) to make recommendations to the Board in relation to the selection of appropriate individuals for appointment as Charity Trustees under paragraph 18.3 (independent Charity Trustees).
2. The members of the Nominations Committee shall comprise:
	1. two Charity Trustees appointed in terms of paragraph 18(1) and (18.3); and
	2. one further individual from the Executive Management Team. These officers will not have voting rights on the Nominations Committee
3. Subject to clause 89, the composition and proceedings of the Nominations Committee shall be governed by such standing orders as may be issued by the Board from time to time.
4. In carrying out its functions, the Nominations Committee shall give effect to the following principles:
	1. the Nominations Committee should set an appropriate skills matrix to guide it in selecting and evaluating appropriate candidates, and should review and adjust that skills matrix from time to time;
	2. nominations for Charity Trustees falling within the remit of the Nominations Committee should be sought from a range of appropriate sources;
	3. all expressions of interest should be considered by the Nominations Committee; and
	4. the Nominations Committee should maintain a register of suitable candidates for future reference.

**Performance and Audit Committee**

1. The Board shall establish a committee (referred to in this constitution as “the Performance and Audit Committee”) to make provide governance and scrutiny of finance and performance
2. The members of the Performance and Audit Committee shall comprise:
	1. three Charity Trustees appointed in terms of paragraph 18(1) and (18.3); and
	2. one further individual from the Executive Management Team. This officer will not have voting rights on the Performance and Audit Committee
3. Subject to clause 89, the composition and proceedings of the Performance and Audit Committee shall be governed by such standing orders as may be issued by the Board from time to time.

**Operation of accounts**

1. Subject to clause 100, the signatures of two out of three signatories appointed by the Board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the SCIO.
2. Where the SCIO uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 98.

**Accounting records and annual accounts**

1. The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements and in particular must ensure that the Following the Public Pound Code principles of openness, integrity and accountability apply to all financial intromissions of the SCIO.
2. The Board must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the Board consider that an audit would be appropriate for some other reason), the Board should ensure that an audit of the accounts is carried out by a qualified auditor.

**MISCELLANEOUS**

**Winding-up**

1. If the SCIO is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005 and the Scottish Charitable Incorporated Organisation (Removal from Register and Dissolution) Regulations 2011.
2. Any surplus assets available to the SCIO immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the SCIO, as set out in this constitution.

**Alterations to the constitution**

1. This constitution may (subject to clause 106) be altered by resolution of the members passed at an AGM or Board meeting (subject to achieving the two thirds majority referred to in clause 76) or by way of a written resolution of the Board.
2. The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

**Interpretation**

1. References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
	1. any statutory provision which adds to, modifies or replaces that Act; and
	2. any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 107 above.
2. In this constitution: -
	1. “charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
	2. “charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.
	3. “Council” means East Ayrshire Council incorporated in terms of the Local Government Etc. Scotland Act 1994 and having its principal offices at Council Headquarters, London Road, Kilmarnock, KA3 7BU.

This is the proposed constitution referred to in the accompanying form, applying for a SCIO to be constituted with the name set out in clause 3 above.



**GUIDANCE documents**

OSCR

The Scottish Charity Regulator (OSCR) is a Non-Ministerial Department and part of the Scottish Administration following commencement of the Charities and Trustee Investment (Scotland) Act 2005.

They are the independent regulator and registrar for over 24,000 Scottish charities including community groups, religious charities, schools, universities, grant-giving charities and major care providers. Their work as Regulator ultimately supports public confidence in charities and their work.

OSCR have produced numerous guidance documents which you may find useful.

Please click on the links below to download the documents. If you would prefer to receive a hard copy, contact the Corporate Services team on (01563) 554026.

[SCIOs: A Guide. Guidance on the Scottish Charitable Incorporated Organisation for charities and their advisors](https://www.oscr.org.uk/media/3113/cscios_a_guide.pdf)

[Guidance and good practice for Charity Trustees](https://www.oscr.org.uk/guidance-and-forms/managing-a-charity-guidance/guidance-and-good-practice-for-charity-trustees/)

Further general information regarding OSCR can be found at [www.oscr.org.uk](http://www.oscr.org.uk) and contact details are below:

The Scottish Charity Regulator (OSCR)
2nd Floor
Quadrant House
9 Riverside Drive
Dundee
DD1 4NY

Email: info@oscr.org.uk

Phone: 01382 220446

**POLICIES & PROCEDURES**

All Trustees have a responsibility to ensure they familiarise themselves with all policies on an annual basis. [The Code of Conduct](https://eastayrshireleisure.com/media/1660/code-of-conduct.doc) provides information on all matters regarding the conduct of our employees and Trustees, including; Conflicts of Interest, Openness & Disclosure of Information, Gifts & Hospitality and Bribery & Corruption.

All policies, procedures and relevant documentation can be accessed via our website at <https://eastayrshireleisure.com/about-us/document-library/> or by contacting the Head of Corporate Services on 01563 554057.



**SCHEME OF DELEGATION**

**Approved by the Board, 4 October 2022**

**1. SCHEME OF DELEGATION**

1.1The Scheme of Delegation for East Ayrshire Leisure Trust set out in this document and annexes, as may be amended by the East Ayrshire Leisure Trust Board from time to time, is established to provide a framework within which the Trust will operate. Terms of reference and delegated authority to the Sub- Committees of the Board , the Chair of the Scottish Charitable Incorporate Organisation (SCIO) (hereafter referred to as the Chair of the Trust) or holder of any other post i.e. employees of the SCIO will at all times be in accordance with the Trust Constitution.

1.2 The Board may exercise all the powers of the Trust to borrow money and to mortgage or charge its undertaking and property, or any part thereof, as security for any or obligation of the Trust or of any third party.

1.3 The Board on behalf of the Trust may establish, maintain, participate in and contribute to any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of any persons (including Trustees, former Trustees – employees and former employees) who are or shall have been at any time in the employment of the Trust.

1.4 The Board on behalf of the Trust may establish, subsidise, subscribe to or support institutions, associations, clubs, schools, funds or trusts for the benefit of any of such organisations or their members as aforesaid, in order to advance the purposes of the Trust’s as set out in Clause 4 of the Trust constitution.

1.5 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Trust shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such a manner as the Trust shall from time to time determine.

1.6 Delegated powers granted to any sub-committee, Chair of the Trust and/or any employee will be exercised in compliance with the Trust's:

 (a) Standing Orders

1. Standing Orders on Contracts; and
2. Financial Regulations

and must comply with any conditions set by the Board when granting the related delegated powers..

1.7 The Scheme of Delegation is subject to the principles of corporate management and governance and the policies adopted by the Trust as embodied in any policy document approved by the Board.

**2.** **DELEGATION TO SUB-COMMITTEES**

2.1 The Board may delegate any of their powers to a Sub-Committee or Sub-Committees consisting of at least one charity Trustee and other such persons, as the Board shall determine.

2.2 Any Sub-Committee so formed shall in the exercise of the powers delegated to it conform to any conditions that may be imposed upon it by the Board and shall report and be responsible to the Board.

2.3 Each sub-committee is populated from the charity trustees who compose the full Board of the Trust, but excluding the two charity trustees appointed under Clause 18.2 of the Trust’s constitution, on a rotational basis and each sub-committee applies the terms of reference and composition as detailed below:

1. APPEALS SUB-COMMITTEE
2. Composition

 3 available trustees (3 a quorum).

 Chair shall be:

(Option 1) either the Chair or the Vice-Chair of the Trust or

(Option 2) appointed from the 3 trustee members that comprise the sub-committee at each appeal.

 (b) Terms of Reference

 1. To determine appeals against:

* Dismissals;
* Any disciplinary action taken by the Chief Officer

 2. To uphold or reject such appeals or order the varying of the disciplinary action taken.

 3. To decide upon grievances raised by employees of the Trust at Stage 3 of the Trust’s grievance procedure.

 (c) Delegated Powers

 Full delegated powers to uphold or reject grievance, or disciplinary appeals, or to order the varying of disciplinary action taken in respect of Trust employees.

1. RECRUITMENT SUB-COMMITTEE
2. Composition

 3 available trustees (3 a quorum).

Chair shall be Chair of the Trust

1. Terms of Reference

 To short-leet, interview and appoint applicant for the Chief Officer post within the Trust

1. Delegated Powers

 Full delegated powers to deal with all matters detailed within the above Terms of Reference.

**3. DELEGATION TO EMPLOYEES**

3.1 The Scheme of Delegation to employees as set out below is subject to:

1. appropriate provisions for income and expenditure having been made in the Business Plan for the current year;
2. the right of an employee to consult with the Chief Officer on any matter, even though it has been specifically delegated to him/her particularly;
3. a duty on an employee to consult where instructed or directed by the Chief Officer
4. the Chief Officer may not exercise his or her delegated authority and refer the matter for consideration to the Board or appropriate Sub Committee of the Board for a decision; and

(e) any legal or regulatory restrictions.

**4. CHIEF OFFICER**

* 1. The following delegations are made to the Chief Officer:

 1. to take all necessary action to fulfil the terms of his/her appointment as senior employee of the Trust and leader of the Executive Management Team

2. to authorise the issue of all publicity of the Trust and its services and to the promotion of them including the issue of press releases, pamphlets, and other forms of publicity on behalf of the Trust;

3. to absent themselves or to permit any member of staff to absent themselves occasionally and temporarily during business hours to attend to duties or services of a professional, civic, honorary, charitable or social nature provided that these do not interfere with the efficient discharge of their duties to the Trust;

4. to sign and to issue identity cards to employees of the Trust;

 5. where he/she considers it would be in the interests of the Trust to do so, to approve the provision of reasonable hospitality to representatives of other organisations;

6. to grant the use of Trust accommodation to outside bodies for the purpose of holding meetings, etc if not otherwise provided for; and

7. to sell surplus stock, furniture and equipment for the best price in his/her reasonable opinion and to write off any such stock, furniture and equipment which have been unfit for use and are unsaleable.

8. to secure the efficient and effective implementation of the Trust’s programmes and policies, the development of resources towards that end and to ensure the implementation of effective and equitable Human Resource policies. Also the maintenance of internal and external relations, being actions implicit in the day to day management of affairs and all steps ancillary thereto, not involving a change in policy and for which there is adequate provision in the Business Plan;

9. in an emergency and in cases of emergency, to take or to authorise the taking of all necessary action including the incurring of necessary expenditure outwith the Strategic Vision and Corporate Delivery Plan to secure the Trust’s immediate interests, subject to consultation, as soon as practicable with the Chair and subject thereafter to a report on the action taken to the first available Board meeting;

10. to ensure adequate risk management arrangements are enforced throughout East Ayrshire Leisure Trust;

11. to liaise with East Ayrshire Council in respect of the terms within the Service Level Agreement between East Ayrshire Council and the Trust;

12. to determine, in line with the Strategic Vision and Corporate Delivery Plan, the use or occupancy of all facilities/offices of the Trust and authorise such alterations, improvements and repairs as may be required. Also to determine and control the standard of furniture, furnishings and equipment within these sites within budget guidelines;

13. to issue orders for the supply of goods and services for the Trust required for normal working and to authorise the payment of accounts made by the Trust for goods and services properly supplied and for which there is provision in the Strategic Vision and Corporate Delivery Plan in accordance with purchasing policy and Financial Regulations;

14. to liaise with East Ayrshire Council’s Finance and ICT as required to achieve best practice in the procurement, installation and maintenance of all hardware and software subject to the Service Level Agreement approved by the Board;

15. to obtain legal advice from East Ayrshire Council’s Legal Service on legislative matters and to undertake any necessary legal work as may be required by the Trust; where there is a conflict of interest arising, to engage a private legal firm to provide this advice; and

16. to give a direction in special circumstances as determined by the Chief Officer acting reasonably that any officer shall not exercise a delegated function.

17. to execute all deeds and documentation which requires to be executed on behalf of the Trust

Human Resources

18. to appoint within the respective service all employees within the authorised establishment agreed by the Board;

19. to carry out normal matters relating to employee recruitment, promotion and transfer within the Trust’s policy and apply the conditions of Service agreed by the Trust in respect of their employees;

20. to approve initial placing within approved salary scales and to review salary placing in appropriate circumstances, in conformity with accepted practices;

21. to appoint temporary and casual employees authorised as aforesaid in accordance with approved policy or in emergency conditions;

22. to arrange for the payment of wages, salaries and additional payments to employees etc, inclusive of incremental or annual awards agreed by the Board;

23. to apply the Trust’s Conditions of Service as affecting employees within their service;

24. to exercise the powers under the Conditions of Service so far as discipline, grievance and efficiency of the service is concerned;

25. to exercise the discretionary powers available in implementation of the Conditions of Service in respect of all employees;

26. to authorise the working of ordinary overtime by appropriate employees;

27. to ensure compliance with Health and Safety legislation and Trust Policies and Codes of Practice;

28. to co-ordinate the training policy of the Trust;

29. to authorise, subject to arrangements approved by the Trust, the attendance of employees on full-time or part-time courses of study including day release, block release or sandwich courses, for appropriate qualifications and the payment of course fees and other expenses;

30. to authorise, subject to arrangements approved by the Trust, the attendance of employees at courses, seminars and conferences not exceeding one week, provided that the cost is reasonable and where such are held at alternative centres, employees will attend those nearest to the Trust's offices;

31. to undertake on behalf of the Trust negotiations and discussions with trade unions and other organisations concerned with the employees of the Trust;

32. to instruct the immediate implementation of any circular from any officially recognised body which allows no discretion to the Trust subject to a report to the Board;

33. to authorise the granting of special leave in respect of employees in accordance with the provisions of the appropriate Scheme of Salaries and Conditions of Service and any guidelines by the Trust;

34. to approve special leave with or without pay where the period of leave is in excess of the provision of the Trust’s Conditions of Service;

35. to approve unpaid leave of absence for employees to undertake courses of further education where attendance at such courses is not covered by the training policy of the Trust;

36. to approved changes in post designations where there is no change in salary grade; and

37. to liaise with East Ayrshire Council as required in the carrying out of those duties subject to the specific Legal Agreement approved by the Board.

Finance

38. to arrange all aspects of insurance cover securing adequate protection of the Trust’s interests together with the settlement of insurance claims against the Trust;

39. to initiate action for the recovery of any outstanding debt owed to the Trust and to instruct the Trust's debt collection agency to pursue outstanding debt considered recoverable;

40. to write off as irrecoverable any bad debt not exceeding an amount fixed from time to time by the Trust in circumstances where proceedings are inappropriate or unlikely to be fruitful; and

41. to liaise with the East Ayrshire Council’s Finance and Information Technology Service as required in the carrying out of these duties subject to the specific Agreements approved by the Board.

 Operations

42. to liaise with East Ayrshire Council’s Facilities and Property Management Service as required in respect of the maintenance of facilities subject to the specific Agreement approved by the Board;

43. to let or arrange for the letting, hire and use of sports and leisure centres; swimming pools; pavilions and sports pitches; Theatre; Community Halls and all other indoor and outdoor leisure facilities, and also the provision of entertainment, promotions and events approved by the Trust and that in accordance with the policies, practices, and procedures and subject to the changes fixed from time to time by the Trust;

1. to approve or reject any applications for free lets or reduced charges for lets at any facilities described above;
2. to provide courses as requested by outside agencies and to negotiate appropriate charges for these services;
3. to vary charges at all facilities for limited periods for special promotion campaigns;
4. to approve or reject applications for charitable or other collections at all facilities; and
5. to arrange for public entertainment and other licences as may be necessary.

44. Sub delegation – In addition to the specific officer delegation to the Chief Officer referred to within this Scheme of Delegation, the Chief Officer may authorise other employees of the Trust to carry out all or a number of the duties listed under 4.1, numbers 8 to 43 inclusive.

 Such sub delegation shall be notified in writing to the appropriate employee of the Trust, detailing the activities that have been delegated to them and the conditions (if any) under which the sub delegation may operate. The Chief Officer shall also specify the reporting arrangements in respect of sub delegation activity.

 Copies of all notifications of sub delegation shall be appended to the master copy of the East Ayrshire Leisure Trust Scheme of Delegation and to an electronic copy of the Scheme of Delegation, which is available for public viewing.

**5. PROCUREMENT**

* 1. In relation to invitations to tender/quote, opening of tenders/quotations, acceptance of offers and authorisation of expenditure, the delegated authorities as detailed in Appendix A will apply.
	2. The limits of delegation and the levels of delegated authority will be reviewed as and when considered appropriate by the Chief Officer and will be subject to approval by the Board.
	3. In addition, the Chief Officer is authorised to:
1. sign every contract entered into by the Trust except where otherwise provided for in this Scheme;
2. terminate on behalf of the Trust any contract which the Trust is entitled to terminate under appropriate conditions of contract where he/she is satisfied that it is the interest of the Trust to do so; and
3. return, unopened, any tenders received after the closing date and time.

**6. STATUTORY RESPONSIBILITIES**

6.1 **Land Reform (Scotland) Act 2003**

To exercise operational functions under the Land Reform (Scotland) Act 2003 relating to:-

* upholding of access rights to assert and protect access rights and keep them open and free from obstruction or encroachment (Section 13);
* under Section 14, implementation of measures to remedy prohibition signs, obstruction, dangerous impediments etc which may prevent or deter the exercise of access rights;
* under Section 15, implementation of measures for safety, protection, guidance and assistance intended to warn and protect the public against danger and/or give direction;
* preparation of core paths plan (Section 17);
* service of public notices re consultation and adoption of core paths plan (Section 18);
* maintenance of core path (Section 19);
* review and amendment of core paths plan (Section 20);
* under Section 23 powers to reinstate core paths or rights of way following failure of land owner to carry out reinstatement works;
* appointment of rangers (Section 24); and
* establishment of local access forums (Section 25).

**7. OBSERVANCE OF SCHEME OF DELEGATION**

7.1 It shall be the responsibility of each Strategic Lead to ensure that this Scheme of Delegation is made known to appropriate employees within the facility/service.

7.2 A breach or non-compliance with this Scheme must be reported to the Chief Officer who shall determine the proper action to be taken.

**APPENDIX A - PROCUREMENT DELEGATION**

|  |  |
| --- | --- |
| **Delegation / Instruction** | **Level of Delegation** |
| **INVITATION TO TENDER / QUOTE**To invite Tenders/Quotations from a minimum of 3 Contractors/Suppliers, either, from lists drawn up and approved by the Chief Officer/Board for that purpose, or from persons other than those on such an approved list, at the discretion of the Chief Officer.**a) Value in excess of £30,000**1. **Value up to £30,000**

**c) Any Value**On the approval of the Chief Officer\*, toInvite Tenders/Quotations where it is considered that there are special circumstances justifying an exemption from obtaining competition.*\*A written record/reason shall be kept of such authorisation.* | Chief Officer or Procurement Manager EACIdentified Managersor Procurement Manager EACChief Officer or Procurement Manager EAC |
| **OPENING OF TENDERS / QUOTATIONS**To open Tenders and formally record details therein.**d) Value in excess of £30,000****e) Value up to £30,000** | A member of staff at Strategic Lead Grade, and one of the following:Chief Officer or Procurement Manager EACA member of staff at Strategic Lead Grade, and one of the following:Identified Managers or Procurement Manager EAC |

|  |  |
| --- | --- |
| **Delegation / Instruction** | **Level of Delegation** |
| **ACCEPTANCE OF OFFERS**1. To accept the lowest tender/quotation (and to enter into Lease/Contract Hire Agreements) for the provision of Supplies, Works or Services:-
2. **Contracts over £100,000\***

 **\* Board Approval will be sought for all Contracts over £250,000**1. **Contracts between £30,000 and £100,000**
2. **Contracts up to £30,000**
3. Where it is intended to accept other than the lowest tender/quotation, the prior written authorisation of the Chief Officer should be obtained, and a written record/reason shall be kept of such authorisation.
 | Board of Trustees and The Chief Officer Chief Officer or Identified Manager Identified Manager As noted in Section (f) 1, 2, 3.With authorisation from the Chief Officer |
| **AUTHORISATION OF EXPENDITURE****h)** To authorise expenditure on the purchase of goods and services up to the following limits on any one transaction, for the purpose of executing the business of East Ayrshire Leisure Trust, all in accordance with Standing Orders and Financial Regulations. 1. **Over £30,000**
2. **Up to £30,000**
3. **Up to £5,000**
4. To authorise expenditure on the purchase of goods and services from within stipulated contracts, for the purpose of executing the business of East Ayrshire Leisure Trust, all in accordance with Standing Orders and Financial Regulations.
 | Chief Officer or Identified ManagerAppropriate Manager Appropriate ManagerRefer to Authorised Signatory List for East Ayrshire Leisure Trust |



**REGISTER OF TRUSTEES’ INTEREST**

**REGISTER OF TRUSTEES’ INTEREST**

This form is issued in accordance with OSCR guidelines on the roles and responsibility of Charity Trustees. The main purpose of the Register is to provide information about certain financial or other interest you or a close family member may have which might reasonably be thought to influence your conduct as a Charity Trustee, or prove to be a conflict of interest.

A conflict of interest is any situation in which a trustee or close family members personal interests, or interests that they owe to another body, may (or may appear to) influence or affect the trustee's decision making.

The definition of a close member of family of a person is ‘close relatives of the individual or members of the individual’s immediate family who can be expected to influence or be influenced by that individual in their dealings with the Board’. This includes spouse, domestic partner, dependent child or relative living in a common household, a grandparent, parent, non-dependent child, grandchild, brother or sister, the spouse or domestic partner of a child, a parent in law, a brother in law or sister in law.

If you or a close family member has no registrable interests, you are still required to submit the form, but you should simply answer “No” to all the questions asked. If you answer “Yes” you will be required to state if the conflict is “Personal” or “Appointment” as defined below:

Personal Conflict - Your duty to act in the interests of the charity conflicts with your own personal or business interest in relation to that matter.

Appointment Conflict - Your duty to act in the interest of the charity conflicts with the interests of the person or organisation that appointed you.

You will be asked to confirm your Register entry on a quarterly basis, and state whether the entry remains the same or advise of any changes. The Register will be made available for public inspection.

There are eight categories of interest: Remuneration; Related Undertakings; Contracts; Houses, Land and Buildings; Shares and Securities; Non-financial Interests, Gifts and Hospitality and Ability to act as a Trustee.

Data Protection

East Ayrshire Leisure will ensure any information supplied is processed and held securely in accordance with the Data Protection Act 2018.  For further information on our legal basis for processing your information and your rights in terms of Data Protection Legislation please visit [www.eastayrshireleisure.com](http://www.eastayrshireleisure.com) to view our Privacy Statement.

**REGISTER OF INTEREST**

|  |
| --- |
| **Category One: Remuneration**  |

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| Do you or a close family member hold any positions where you receive remuneration by virtue of being:Employed; self-employed; the holder of an office; a director of an undertaking; a partner in a firm; or by undertaking a trade, profession or vocation or any other work?Remuneration includes allowances (such as travel and subsistence). Remuneration you receive from a pension or as a Charity Trustee of the Leisure Trust does not have to be included.**YES/NO (delete as appropriate)****If YES please delete as appropriate: Personal Conflict/Appointment Conflict** |

|  |
| --- |
| If yes, you must give the name of the employer(s), the nature of its business and the nature of the post held in the organisation or, if self-employed, you must provide the name and details of the nature of the business. When registering an interest in a partnership(s) or a directorship(s) you must give the name of the partnership or undertaking and the nature of its business. Where you undertake a trade, profession or vocation, or any other work, the detail to be given is the nature of the work and its regularity. When registering a directorship, it is necessary to provide the registered name of the undertaking in which the directorship is held and the nature of the business.Please note that you **do** **not** need to register the amount of the remuneration.  |

**REGISTER OF INTERESTS**

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| **Category Two: Related Undertakings** |

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| Do you or a close family member hold any directorships which are themselves not remunerated but where the company (or other undertaking) in question is a subsidiary of, or a parent of, a company (or other undertaking) in which you hold a remunerated directorship (as described under Category 1)?**YES/NO (delete as appropriate)****If YES please delete as appropriate: Personal Conflict/Appointment Conflict** |

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| --- |
| If yes, you must register the name(s) of the subsidiary or parent company or other undertaking and the nature of its business, and its relationship to the company or other undertaking in which you are a director and from which you receive remuneration. |

**REGISTER OF INTERESTS**

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| **Category Three: Contracts** |

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| Have you or a close family member (or a firm in which you or a close family member are a partner, or an undertaking in which you or a close family member are a director or in which you or they have shares of a nominal value of (i) greater than 1% of the issued share capital of the company or other body; or (ii) greater than £25,000) made a contract with the Leisure Trust under which goods or services are to be provided, or works are to be executed and which has not been fully discharged?**YES/NO (delete as appropriate)****If YES please delete as appropriate: Personal Conflict/Appointment Conflict** |

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| If yes, you must enter a description of the contract, including its duration, but excluding the consideration (the amount involved). |

**REGISTER OF INTERESTS**

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| **Category Four: Houses, Land and Buildings** |

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| Do you own or a close family member have any right or interest in houses, land and buildings, which may be significant to, of relevance to, or bear upon, the work and operation of the Leisure Trust?The test to be applied when considering the appropriateness of registration is to ask whether a member of the public acting reasonably might consider any interests in houses, land and buildings could potentially affect your responsibilities to the Leisure Trust and to the public, or could influence your actions, speeches or decision-making.**YES/NO (delete as appropriate)****If YES please delete as appropriate: Personal Conflict/Appointment Conflict** |

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| If yes, you must list all relevant interests. |

**REGISTER OF INTERESTS**

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| **Category Five: Shares and Securities** |

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| Do you or a close family member have an interest in shares which constitute a holding in a company or organisation which may be significant to, of relevance to, or bear upon, the work and operation of the Leisure Trust.The test to be applied when considering appropriateness of registration is to ask whether a member of the public acting reasonably might consider any interests in shares and securities could potentially affect your responsibilities to the Leisure Trust or could influence your actions, speeches or decision-making.**YES/NO (delete as appropriate)****If YES please delete as appropriate: Personal Conflict/Appointment Conflict** |

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| If yes, you must list all such interests. You are not required to register the value of such interests. |

**REGISTER OF INTERESTS**

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| **Category Six: Non-financial interests** |

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| Do you or a close family member have any non-financial interest which may be significant to, of relevance to, or bear upon, the work and operation of the Leisure Trust? It is important that relevant interests such as membership or holding office in other public bodies, clubs, societies and organisations such as trades unions and voluntary organisations, are registered and described.**YES/NO (delete as appropriate)****If YES please delete as appropriate: Personal Conflict/Appointment Conflict** |

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| If yes, you must list all relevant interests. |

**REGISTER OF INTERESTS**

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| **Category Seven: Gifts and Hospitality** |

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| Have you or a close family member received any gifts or hospitality in the last quarter as a result of your position within the Leisure Trust?The test to be applied when considering appropriateness of registration is to ask whether a member of the public acting reasonably might consider any gifts and hospitality as potentially affecting your responsibilities to the Leisure Trust or could influence your actions, speeches or decision-making.**YES/NO (delete as appropriate)****If YES please delete as appropriate: Personal Conflict/Appointment Conflict** |

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| If yes, you must list all such interests detailing the gift/hospitality, name of the donor and any organisation represented by that person and the date received.  |

**REGISTER OF INTERESTS**

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| **Category Eight: Ability to act as a Trustee** |

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| Please state if you have been disqualified from acting as a Trustee under the provisions of Section 69 of the Charities and Trustee Investment (Scotland) Act 2005. **YES/NO (delete as appropriate)** |



**TRUSTEE INDEMNITY INSURANCE**

TRUSTEE INDEMNITY INSURANCE

Not-for-profit organisations depend on their Board of Trustees to elect officers, adopt policies and make major financial decisions. Though extremely rewarding, there’s a certain amount of risk involved for board members, as they can be are subject to personal liability.

Trustee Indemnity Insurance protects board members from having to personally pay legal claims made against them, for negligence or a breach of trust or duty.

For the charity to meet any losses and legal costs, East Ayrshire Leisure offers trustee liability insurance cover. This protects the trustee and charity as a whole against liability arising from a wrongful act by a trustee.

The policy schedule is renewed annually and a copy is included for Trustees’ information.

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**MEETING SCHEDULE**

 TRUST BOARD MEETING SCHEDULE

A schedule of meetings for the coming year is presented to the Board for approval at the Annual General Meeting.

Board Meetings are scheduled on a quarterly basis to allow consideration of Performance Reports by both the Performance and Audit Sub-Committee and the Trust Board following a timetable that is appropriate for the Trust’s financial procedures.

Trust Board meetings are now established on a Tuesday evening at 6pm with the Performance and Audit Sub-Committees taking place on a Tuesday afternoon at 4pm.

Additional Development Sessions are arranged throughout the year which allow further discussion and exploration of issues which are relevant to the business needs of the Trust.

 LEISURE TRUST BOARD MEETINGS CALENDAR: NOVEMBER 2022 – SEPTEMBER 2023

|  |  |  |  |
| --- | --- | --- | --- |
| **DATE/TIME/VENUE OF MEETING** | **LODGEMENT DATE** | **\*PRE-AGENDA MEETING DETAILS** | **ISSUE AGENDA** |
| **NOVEMBER** |  |  |  |
| **PERFORMANCE & AUDIT SUB-COMMITTEE**TUES 08/11/221600 HOURSGRAND HALL, KILMARNOCK | WED 26/10/22 | TUES 01/11/22 | WED 02/11/22*2ND QUARTER**(July – Sept)* |
| **TRUST BOARD**TUES 22/11/221800 HOURSVENUE - TBC | WED 09/11/22 | TUES 15/11/22 | WED 16/11/22*2ND QUARTER**(July – Sept)* |
| **FEBRUARY** |  |  |  |
| **PERFORMANCE & AUDIT SUB-COMMITTEE**TUES 07/02/231600 HOURSGRAND HALL, KILMARNOCK | WED 25/01/23 | TUES 31/01/23 | WED 01/02/23*3RD QUARTER**(Oct - Dec)* |
| **TRUST BOARD**TUES 21/02/231800 HOURSVENUE - TBC | WED 08/02/23 | TUES 14/02/23 | WED 15/02/23*3RD QUARTER**(Oct - Dec)* |
| **MAY** |  |  |  |
| **PERFORMANCE & AUDIT SUB-COMMITTEE**TUES 16/05/231600 HOURSGRAND HALL, KILMARNOCK | WED 03/05/23 | TUES 09/05/23 | WED 10/05/23*ANNUAL PERFORMANCE REPORT* |
| **TRUST BOARD**TUES 30/05/231800 HOURSVENUE - TBC | WED 17/05/23 | TUES 23/05/23 | WED 24/05/23*ANNUAL PERFORMANCE REPORT* |
| **AUGUST** |  |  |  |
| **PERFORMANCE & AUDIT SUB-COMMITTEE**TUES 15/08/231600 HOURSGRAND HALL, KILMARNOCK | WED 02/08/23 | TUES 08/08/23 | WED 09/08/23*ANNUAL ACCOUNTS/REPORT**1ST QUARTER**(April - June)* |
| **SEPTEMBER** |  |  |  |
| **TRUST AGM/BOARD**TUES 12/09/231800 HOURSVENUE - TBC | WED 30/08/23 | TUES 05/09/23 | WED 06/09/23*ANNUAL ACCOUNTS/REPORT**1ST QUARTER**(April - June)* |



**EXPENSES FORM**



Completed forms should be submitted to EALeisureHR@eastayrshireleisure.com





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 **GIFTS AND HOSPITALITY RECORD**

**Gifts and Hospitality**

Trustees may occasionally be placed in a position where they have to decide whether or not to accept offers of gifts or hospitality from organisations or businesses associated with East Ayrshire Leisure. Often these can come from people who wish to become associated with, or who already have commercial links with, East Ayrshire Leisure.

It is recognised that the offer of gifts or corporate hospitality can often be a normal part of business for some organisations. On the other hand, there have been instances elsewhere where inappropriate acceptance of gifts or hospitality has prejudiced (or has been perceived to prejudice) the decision making and good name of public sector organisations.

Whilst not wishing to enforce regulations which are over rigid and do not take account of individual circumstances, it is imperative that the reputation of East Ayrshire Leisure and its standing in the community is protected at all times. This should always be the primary consideration in any decision regarding the acceptance of gifts or hospitality by employees. You should carefully consider all offers of gifts and hospitality and, if in doubt, err on the side of caution. Where you decline a gift or an offer of hospitality you should do so politely and inform the person making the offer of the procedures and standards operating in East Ayrshire Leisure. It is not acceptable to accept repeated gifts or hospitality from the same source.

**Register of Offers of Gifts or Hospitality**

The action of East Ayrshire Leisure in respect of offers of gifts or hospitality should be open to

public scrutiny at all times. All offers of gifts or hospitality should be recorded on a copy of the

Gift and Hospitality Record should be forwarded to the Chief Officer to enable them to

be held centrally. These forms will be available to the public and Trustees on request. Any offers

which are declined should also be recorded.

**EAST AYRSHIRE LEISURE TRUST**

**GIFTS AND HOSPITALITY RECORD**

|  |  |
| --- | --- |
| Name |  |
| Designation |  |
| Name of company or organisation offering hospitality or gift |  |
| Nature of hospitality or gift  |  |
| Date, venue & event (if relevant) |  |
| Whether or not accepted   |  |
| Any other information |  |
| Your signature |  |
| Chief Officer’s signature  |  |
| Date |  |

Completed forms should be sent to EALeisure-CorporateAdmin@eastayrshireleisure.com