

Policy, Organisation and Rules

5. c. Constitutions of Groups, Districts and Counties (except in Scotland) (see Chapter 5d for constitutions for Scottish Groups, Districts, Regions)

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5c.1. Constitution for a Group (except Scotland)

5c.2. Constitution for a District (except in Scotland)

5c.3. Constitution for a County (except in Scotland)

Introduction to the Constitution for a County (except Scotland)

This introduction is not part of the model constitution for a County but includes important points of context.

- This POR 5c.3 version of the constitution must not be used for a County that has no Districts. In such cases, use POR 5c.4 instead.
- The County constitution must always be used in the context of the rules in POR Chapter 5b. Chapter 5b contains rules which must not be amended.
- In accordance with POR 5b.3.1.5 and 5b.3.1.6 any amendments or differences to the model constitution at POR 5c.3 below must be agreed at the AGM and fully recorded in the minutes.
- In the interest of openness, especially for new members of the County Scout Council, the County Scout Council must re-adopt their constitution at each Annual General Meeting (AGM).

5c.3.1.1 Preamble

This constitution describes the role, membership and operation of the County Scout Council, and the County Trustee Board.

5c.3.1.2 Charitable objects

[POR 1.1]

Our purpose is to actively engage and support young people in their personal development, empowering them to make a positive contribution to society.

5c.3.2 The County Scout Council

5c.3.2.1

The County Scout Council has a governance role for the charity and makes County Trustee Board appointments other than ex officio and co-opted appointments.

5c.3.2.2

The County Scout Council has no Trustee responsibilities.

5c.3.2.3

The members of the County Scout Council are

- The ex officio members of the County Scout Council are detailed in POR 5b.3.2.6.
- The County Scout Council may **appoint** some members as detailed in POR 5b.3.2.8.
- The County Scout Council may appoint some **community** members. See POR 5b.3.2.9.
- The maximum number of appointed and community members of a County Scout Council is detailed in POR 5b.3.2.10.

5c.3.2.4

County Trustee Board administration must ensure that appointed County Scout Council Members are recorded locally in the minutes of the County Scout Council meeting which appoints them (normally the AGM). County Scout Council members (whether ex officio or appointed) must not be recorded as such on the membership system.

5c.3.3 The County Trustee Board

5c.3.3.1

The County Trustee Board is responsible for the governance of the County, whether or not it is a charity in law. Although the County Trustee Board is responsible for the charity, it is accountable to the County Scout Council.

5c.3.3.2

County Trustee Board membership

- a. The Ex officio County Trustees, as defined in POR 5b.3.3.5(a).
- b. Appointed County Trustees (including Chair and Treasurer) are persons appointed by the County Scout Council as described in POR 5b.3.3.5(b).
The selection process for appointed County Trustees must follow POR 5b.3.3.5(b) and POR 5b.3.3.6.
- c. Co-opted Trustees are persons co-opted annually by the County Trustee Board [see POR 5b.3.3.5(c)]. Their term of appointment is a maximum of 12 months (though re-appointment is permitted).
The number of co-opted members must not exceed the actual number of appointed Trustees, excluding Chair and Treasurer. If a co-option is required mid-year because of a vacancy arising, then this rule may be broken, provided that the total number of Trustees remains no greater than the total number of Trustees permitted by County Scout Council resolution at the AGM.
The selection process for co-opted Trustees must follow POR 5b.3.3.5(c) and POR 5b.3.3.6.

5c.3.4 County Scout Council - Annual General Meeting

5c.3.4.1

To support the planning and delivery of a County AGM there is a downloadable '[script](#)' (including agenda and script templates and a suggested planning timetable).

5c.3.4.2

Each County Scout Council must hold an AGM within six months of the end of the County's financial year. Counties should give four weeks' notice of the date of the AGM.

5c.3.4.3

The AGM must:

- a. Undertake governance oversight by
 - a. approving the minutes of the previous County AGM
 - b. adopting (or re-adopting) the constitution of the County. See POR 5b.3.
 - c. noting the dates of County's financial year
 - d. approving appointed and community members of the County Scout Council
 - e. agreeing the maximum total number of members of the County Trustee Board (this is one number representing the total of ex officio, appointed and co-opted members)
 - f. agreeing the quorum for future meetings of the County Scout Council
- b. Review the previous financial year by
 - a. receiving from the County Lead Volunteer an overview of the past 12 months of activity in the County
 - b. receiving and considering the [County Trustees' Annual Report](#) and the annual statement of accounts approved by the County Trustee Board.
- c. Make appointments
 - a. appoint a Chair of the County Trustee Board, following recommendations from the selection process initiated by the County Trustee Board
 - b. appoint a Treasurer of the County Trustee Board, following recommendations from the selection process initiated by the County Trustee Board
 - c. appoint other members of the County Trustee Board, following recommendations from the selection process initiated by the County Trustee Board
 - d. approve the appointment of any County Presidents or County Vice Presidents, and note current appointees (if any)
 - e. appoint (or re-appoint) an auditor or independent examiner (see POR 5e.3)
 - f. elect representatives of the County Scout Council as per POR 6.5.1.2 to be nominated members of the Council of The Scout Association
 - g. elect representatives of the County Scout Council as per POR 6.5.1.3 to be nominated youth members (18-24) on the Council of The Scout Association

5c.3.5 County Trustee Board - purpose

5c.3.5.1

The County Trustee Board is a team of volunteers who work together, as charity Trustees, to make sure Scouts is run safely and legally. At the heart of their role is a focus on strategy, performance and assurance, working to ensure that the County is meeting the Scout Association's overall aims and [strategic goals](#).

Effective Trustee support helps other volunteers run the Scout programme that gives young people skills for life.

5c.3.5.2

Members of the County Trustee Board must act collectively as charity Trustees of their County (whether or not it is a charity in law), and in the best interests of the members of the County.

5c.3.5.3

The County Trustee Board must act in the charity's best interests, acting with reasonable care and skill and take steps to be confident that:

- a. the County is:
 - a. well managed
 - b. carrying out its purposes for the public benefit
 - c. complying with the County's governing document and the law
 - d. managing the County's resources responsibly
- b. the County is operating compliant with POR and the local charity regulator, including effective management of each of the Key Policies listed in POR Chapter 2a
- c. young people are meaningfully involved in decision making at all levels
- d. the County has sufficient resources (funds, people, property and equipment) available to meet the planned work of the County, including delivery of the high-quality programme and resource requirements of the training programme (POR 4b.7)

5c.3.5.4

The County Trustee Board members must themselves collectively:

- a. develop and maintain a risk register, including putting in place appropriate mitigations
- b. ensure that the County's finances are properly managed, including development and maintenance of appropriate budgets to support the work of the County
- c. maintain and manage:
 - a. a reserves policy for the County. This must address the minimum reserves that should be maintained to allow for difficult financial circumstances in the County, and must also include a statement about how reserves outside that 'minimum' will be used for development of Scouts
 - b. an investment policy for the County
 - c. a public benefit statement for the County
- d. ensure that people, property and equipment are appropriately insured, and that any property and equipment owned or used by the County is properly protected and maintained
- e. ensure the appointment and management and operation of any sub-teams created in line with POR 5c.3.5.5, including appointing a Chair to lead the sub-team. This should normally be one of the County's Trustees. This sub-team Chair role title is Sub-Team Leader (see the Teams Table in POR Chapter 16).
- f. ensure that effective administration is in place to support the work of the County Trustee Board
- g. appoint any co-opted members of the County Trustee Board
- h. ensure transparency of operation, including:
 - a. prepare and approve the Annual Accounts and arrange their examination by an auditor or independent examiner (as appropriate) and as appointed by the County Scout Council at their AGM
 - b. prepare and approve the County Trustees' Annual Report (which must include the Annual Accounts and include the report from the auditor or independent examiner)
 - c. present the approved County Trustees' Annual Report and Annual Accounts to the County Scout Council for their consideration at the County's AGM
 - d. following the County AGM, ensure that the County Trustee Board administration:
 - files a copy of the [County Trustees' Annual Report and Accounts](#) is filed as described in POR 5e.2.1.2 and POR 5e.2.1.3.
 - records all County Trustees on the membership system, and ensures that the necessary eligibility checks are promptly concluded (should be by no later than 30 days following the AGM)

- if the County is registered with their regulator, updates the County's registration details to list all County Trustees
- i. take responsibility for the County's adherence to Data Protection Legislation recognising that, dependent on circumstances, it may at different times act as a Data Controller and as a Data Processor, including the Trustee Board responsibilities listed at POR 2a.3.2.1.
- j. individually and collectively maintain confidentiality regarding County Trustee Board business
- k. put in place annually an open and transparent selection process to recommend to the County Scout Council appropriate persons to be appointed as members of the County Trustee Board, including Chair and Treasurer. Vacancies for appointed Trustees only occur at the end of their period of appointment (for example, a Trustee may have been appointed for three years and so does not need to be re-appointed at the end of years 1 and 2).
- l. where staff are employed:
 - a. act as a responsible employer in accordance with Scouts' values and relevant legislation
 - b. ensure that effective line management is in place for each employed staff member and that these are clearly established and communicated
 - c. ensure that appropriate specific employee insurance is in place (POR 5g.4.1.2(j))

5c.3.5.5

- a. A County Trustee Board may create sub-teams it deems necessary to support its governance function (see POR 5c.3.5.4(e)). The County Trustee Board must ensure that for any sub-team it appoints:
 - a. its purpose is governance-focused and not operational
 - b. its members are agreed and approved by the County Trustee Board
 - c. the County Chair has right of attendance
 - d. the County Lead Volunteer has right of attendance
- b. Sub-team members are not Trustees of the County unless they are already members of the appointing Trustee Board.
- c. All sub-team members must be recorded on the membership system.
- d. If a sub-team consists entirely of non-Trustee members it is good practice for at least one member of the sub-team to have completed the Being a Trustee in Scouts learning.

5c.3.5.6

To support effective governance and share good practice, the County Chair and Treasurer should create a support network amongst the District Chairs and District Treasurers of the District.

5c.3.6 County Scout Council - Conduct of meetings

5c.3.6.1

The County Scout Council meets at their AGM (see POR 5c.3.4).

5c.3.6.2

It would be unusual for there to be additional meetings of the County Scout Council. This is because the primary task of the County Scout Council is to appoint the County Trustee Board. If members resign from the County Trustee Board, POR 16.9.2.2 describes the process to adopt until the next County AGM, thus rendering an additional meeting of the County Scout Council unnecessary.

5c.3.6.3

A County Scout Council meeting should normally be convened with at least four weeks' notice. A meeting may be convened on shorter or no notice with the agreement of at least three quarters of the members of the County Trustee Board.

5c.3.6.4

County Scout Council meetings are chaired by the County Chair. If the Chair is unable to be present, the Chair may appoint a delegate to chair a meeting of the County Scout Council subject to such appointment being approved at the start of the meeting by a majority of the County Scout Council members present.

5c.3.6.5

Only County Scout Council members, as defined in POR 5c.3.2.3, may vote in County Scout Council meetings.

5c.3.6.6

The quorum for a County Scout Council meeting is agreed by the County Scout Council at their AGM (see POR 5c.3.4.3(a)).

If there is no quorum present at a meeting of the County Scout Council, the meeting must be closed and reconvened at the earliest available appropriate date.

5c.3.6.7

Decisions are made by a majority of votes cast by those present at the meeting. In the event of an equal number of votes being cast on either side, the meeting Chair does not have a casting vote and the matter is taken not to have been carried.

To discharge their responsibilities, the County Scout Council may meet by telephone or video conference as well as (or instead of) face to face when agreed by the County Chair. The County Scout Council must not 'meet' using any indirect process, such as email.

5c.3.6.8

At any meeting which is not fully face-to-face, there must be an online poll or other electronic method of counting votes.

5c.3.6.9

All meetings of the County Scout Council (whether face-to-face or otherwise) must be properly recorded and minuted.

5c.3.7 County Trustee Board - Conduct of meetings

5c.3.7.1

Meetings of the County Trustee Board should be convened with at least two weeks' notice, though it is good practice to schedule meeting dates well in advance.

Meetings may be convened on shorter notice, using the guidance of POR 5c.3.7.3 to agree the date of the additional meeting.

5c.3.7.2

County Trustee Board meetings are chaired by the County Chair.

If the County Chair is unable to be present at a meeting, the County Trustee Board may choose a member to act as Chair for the duration of the meeting of the County Trustee Board subject to such appointment being approved at the start of the meeting by a majority of the members present at the meeting.

5c.3.7.3

Only members of a County Trustee Board as defined in POR 5b.3.3 may vote in meetings of the County Trustee Board.

Trustees (including ex officio Trustees) must have a full appointment as a Trustee before they can vote at, or influence discussion at, a Trustee Board meeting. They can be invited to attend Trustee Board meetings while they have a provisional appointment but may not influence decision making or take part in any voting.

Decisions are made by a majority of votes cast by the Trustees present at the meeting. In the event of an equal number of votes being cast on either side, the meeting Chair does not have a casting vote and the matter is taken not to have been carried.

5c.3.7.4

The quorum for a meeting of a County Trustee Board is one third of the Trustees (ex officio plus appointed plus co-opted) plus one [round down if necessary]. So, a Trustee Board with 10 members would have a quorum of four. And a Trustee Board with six members would have a quorum of three.

For any sub-teams of the County Trustee Board, the quorum for each sub-team must be set by the County Trustee Board, based on the size of the sub-team and the complexity of its task(s).

If there is no quorum present at a meeting of the County Trustee Board or a sub-team, the meeting must be closed and reconvened at the earliest available appropriate date.

5c.3.7.5

Decisions are made by a majority of votes cast by the Trustees present at the meeting. In the event of an equal number of votes being cast on either side, the meeting's Chair does not have a casting vote and the matter is taken not to have been carried.

5c.3.7.6

To fulfil their responsibilities, the County Trustee Board may meet by video conference or in person, as determined by the County Chair. This includes 'hybrid' meetings, where some Trustees are present at an agreed location while others participate remotely via phone or video.

Whether hybrid or in person, it is important that all persons present at a meeting are able to:

- a. be seen
- b. ask questions
- c. join in the debate
- d. see, share and display documents such as resolutions

5c.3.7.7

Where urgent matters arise between scheduled meetings of the County Trustee Board and if it is not feasible to convene a meeting of the Trustee Board, electronic voting (such as email) may be used for decision making provided the County Chair deems it appropriate.

Digital applications other than email are not normally appropriate to be used for such decision making. This includes WhatsApp, Doodle and similar tools, which should only be considered in exceptional circumstances and with the agreement of the County Chair.

For such decisions taken between meetings, a minimum of 75% of the total number of Trustees [round down if necessary] must approve the matter. The results of the vote must be reported to, and recorded in the minutes of, the next County Trustee Board meeting.

5c.4. Constitution for a County (except in Scotland) that has no Districts
