

Introduction to the Constitution for a County

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

- a. The County constitution must always be used in the context of the POR Rules at 5.1, 5.2, 5.3 and 5.7 – these Rules must not be amended.
- b. In accordance with POR Rule 5.3.1.3 any amendments or differences to the model constitution at 5.6 below must be agreed at the AGM and fully recorded in the minutes.
- c. 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).

5.6 Constitution for a County ^[SV – Annex C]

5.6.1 Preamble

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

5.6.2 Charitable objects

5.6.2.1 [Rule 1.1 of The Scout Association Policy, Organisation and Rules]
Our purpose is to actively engage and support young people in their personal development, empowering them to make a positive contribution to society.

5.6.3 The County Scout Council and the County Trustee Board

5.6.3.1 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.

5.6.3.2 The County Trustee Board is responsible for the governance of the charity. Although the County Trustee Board is responsible for the charity, it is accountable to the County Scout Council.

5.6.3.3 The County Scout Council has no Trustee responsibilities.

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5.6.3.4 County Scout Council membership

- a) The ex officio members of the County Scout Council members by virtue of their role in The Scouts as detailed in Rule 5.3.3.3 of The Scout Association Policy, Organisation and Rules
- b) The County Scout Council may appoint some members. See Rule 5.3.3.4 of The Scout Association Policy, Organisation and Rules.
A County Scout Council does not need to have any appointed members.
- c) The County Scout Council may appoint some community members. See Rule 5.3.3.5 of The Scout Association Policy, Organisation and Rules.
A County Scout Council does not need to have any community members.
- d) The total number of appointed and community members of a County Scout Council must not exceed the number of ex officio members.
- e) 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 County Scout Council Members on The Scout Association's membership system.

5.6.3.5 County Trustee Board membership

The members of the County Trustee Board are:

- a) Ex officio
This role is defined in Rule 5.3.4.5(a) of The Scout Association Policy, Organisation and Rules.
- b) Appointed Trustees (including Chair and Treasurer)
The selection process for Trustees must follow Rule 5.3.4.6 of The Scout Association Policy, Organisation and Rules.

Vacancies for appointed Trustees only occur at the end of their period of appointment. For example, a County Chair may have been appointed for three years and so does not need to be re-appointed or re-selected after years one and two.

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The proposal from the Trustee Board is received by the Scout Council at their AGM. The proposal from the Trustee Board does not require seconding by a member of the Scout Council. The action of the Scout Council is to approve or not approve the proposed name(s) from the Trustee Board.

- c) Co-opted members
are persons co-opted annually by the County Trustee Board. They are not appointed by the County Scout Council at its AGM. The number of co-opted members must not exceed the actual number of appointed Trustees excluding Chair and Treasurer.

5.6.4 County Scout Council - Annual General Meeting

5.6.4.1 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).

5.6.4.2 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.

5.6.4.3 The AGM must:

- a) Undertake governance oversight by
- approving the minutes of the previous County AGM.
 - adopting (or re-adopting) the constitution of the County. See Rule 5.3.
 - noting the dates of charity's financial year
 - approving appointed and community members of the County Scout Council
 - 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)
 - agreeing the quorum for future meetings of the County Scout Council

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- b) Review the previous financial year by
- receiving from the County Lead Volunteer an overview of the past 12 months of activity in the County,
 - receiving and considering the County Trustees' Annual Report and the annual statement of accounts approved by the County Trustee Board.
- c) Make appointments
- appoint a Chair of the County Trustee Board, following recommendations from the selection process initiated by the County Trustee Board.
 - appoint a Treasurer of the County Trustee Board, following recommendations from the selection process initiated by the County Trustee Board.
 - appoint other members of the County Trustee Board, following recommendations from the selection process initiated by the County Trustee Board.
 - approve the appointment of any County Presidents or County Vice Presidents, and note current appointees (if any)
 - appoint (or re-appoint) an auditor, independent examiner or scrutineer as required
 - elect representatives of the County Scout Council following 6.5.1.2 of The Scout Association Policy, Organisation and Rules to be nominated members of the Council of The Scout Association.
 - elect representatives of the County Scout Council as per 6.5.1.3 of The Scout Association Policy, Organisation and Rules to be nominated youth members (18-24) on the Council of The Scout Association.

5.6.5 County Trustee Board - purpose

5.6.5.1 The County Trustee Board is a team of volunteers who work together, as charity Trustees, to make sure the 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.

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- 5.6.5.2 Effective Trustee support helps other volunteers run the Scout programme that gives young people skills for life.
- 5.6.5.3 Elsewhere than Scotland, Members of the County Trustee Board must act collectively as charity Trustees of their charity, and in the best interests of the charity's members.
- In Scotland, Members of the Region (Scotland) Trustee Board must act collectively as Charity Trustees (if a registered charity) or with the same duties and responsibilities as Charity Trustees (if they are not registered) and in the best interests of its members.
- 5.6.5.4 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 charity is:
 - well managed
 - carrying out its purposes for the public benefit
 - complying with the charity's governing document and the law
 - managing the charity's resources responsibly
 - b) the charity is operating compliant with POR and the local charity regulator, including effective management of each of the Key Policies listed in Chapter 2
 - 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 (Rule 4.3.7 of The Scout Association Policy, Organisation and Rules)
- 5.6.5.5 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:

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- a reserves policy for the charity including a plan for use of reserves outside the 'minimum'
 - an investment policy for the charity
 - a public benefit statement for the charity
- 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, including appointing a Chair to lead the sub-team. This should normally be one of the County's Trustees.
- 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:
- prepare and approve the Annual Accounts and arrange their examination by an auditor, independent examiner or scrutineer (as appropriate) and as appointed by the County Scout Council at their AGM
 - prepare and approve the County Trustees' Annual Report (which must include the Annual Accounts and include the report from the auditor, independent examiner or scrutineer)
 - present the approved County Trustees' Annual Report and Annual Accounts to the County Scout Council for their consideration at the County's AGM
 - following the County AGM, ensure that a copy of the County Trustees' Annual Report and Accounts is filed as described in 5.7.2.2 and 5.7.2.3 of The Scout Association Policy, Organisation and Rules.
- a) 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
- individually and collectively maintain confidentiality regarding County Trustee Board business

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- 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).

i) where staff are employed:

- act as a responsible employer in accordance with the Scouts' values and relevant legislation
- ensure that effective line management is in place for each employed staff member and that these are clearly established and communicated
- ensure that appropriate specific personnel insurance is in place

5.6.5.6 A County Trustee Board may create sub-teams it deems necessary to support its governance function. The County Trustee Board must ensure that for any sub-team it appoints:

- a) the sub-team's purpose is governance-focused and not operational
- b) the sub-team's members are agreed and approved by the County Trustee Board
- c) the County Trustee Board Chair is an ex officio member of the sub-team
- d) the County Lead Volunteer is an ex officio member of the sub-team

Sub-team members are not Trustees of the County unless they are already members of the appointing Trustee Board.

5.6.5.7 All sub-team members must be recorded on the membership system.

5.6.6 County Scout Council - Conduct of meetings

5.6.6.1 The County Scout Council meets at their AGM (see 5.6.4).

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,

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Trustee Board, Rule 16.9.2 describes the process to adopt until the next County AGM, thus rendering an additional meeting unnecessary.

5.6.6.2 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.

5.6.6.3 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.

5.6.6.4 Only County Scout Council members, as defined in Rule 5.6.3.4, may vote in County Scout Council meetings.

5.6.6.5 The quorum for a County Scout Council meeting is agreed by the County Scout Council at their AGM (see 5.6.4.3).

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.

5.6.6.6 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.

5.6.6.7 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.

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

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

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- 5.6.7 County Trustee Board - Conduct of meetings
- 5.6.7.1 Meetings of the County Trustee Board should be convened on at least two weeks' notice. Meetings may be convened on shorter or no notice with the agreement of at least half of the members of the County Trustee Board.
- 5.6.7.2 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.
- 5.6.7.3 Only members of a County Trustee Board as defined in Rule 5.6.3.5 may vote in meetings of the County Trustee Board.
- 5.6.7.4 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.
- 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.
- 5.6.7.5 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.
- 5.6.7.6 To discharge their responsibilities, the County Trustee Board may meet by video conference as well as face to face when agreed by the County Chair. This includes 'hybrid' meetings, where some Trustees are present at an agreed meeting place and others join by telephone or video.
- 5.6.7.7 Where urgent matters arise between scheduled meetings of the County Trustee Board and if it is not practicable to convene a meeting of the County Trustee Board, then an electronic voting method (such as email) is allowed for decision making of the County Trustee Board when deemed appropriate by the County Chair. In such circumstances at least 75% of the Trustees of the County Trustee Board must approve the decision, and the outcome of the

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voting must be reported at, and recorded in the minutes of, the next County
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