

The Salisbury Centre

GOVERNANCE REVIEW 2024

Adopted Recommendations

Approved and Adopted by the Board of Trustees, June 2024

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1. Introduction

This report with recommendations is the result of a Governance Review process undertaken by the Salisbury Centre's Board of Trustees during 2023/4. The recommendations were approved and adopted by the Board on 3 June 2024

1.1 Sustainability

This Governance Review takes place with an acute awareness that a significant transition and culture shift has taken place at the Salisbury Centre over recent years.

It has transitioned from an unsustainable model where Trustees managed the Centre without paid staff, to the current situation where staff are employed to maintain the building, service room hire, manage innovative grant-funded projects, develop a vibrant Community, facilitate exciting Community events, and ensure charity and legal compliance.

However, the new staff structure and the increasing number of employees, with development of consequently needed policies, oversight and HR (Human Resources) support, mean that the time, energy and workload of the Trustees are in danger of becoming unsustainable once again.

1.2 Consultancy Report

A consultancy report was commissioned by the Board of Trustees in the summer of 2023 as part of a grievance process. The report from Animate Consulting makes a number of recommendations which have been incorporated into the recommendations of this Governance Review.

1.3 Recommendations

This Governance Review makes a number of recommendations (marked with a § symbol), including an expanded Subcommittee structure and enhancing external support. The recommendations aim to support the work of the Trustees and Staff immediately, as well as increase Community participation in the running of the Salisbury Centre.

The recommendations are intended to provide a secure framework on which the Salisbury Centre can develop and grow. Realistically, it will take several years to put these recommendations in place, so there is a need to prioritise the recommendations as well as to redouble efforts to recruit more Trustees to support the work.

Disclaimer: The information and recommendations have been carefully considered and are offered in a spirit of service. The Board of Trustees will seek specific legal advice should legal certainty be required on any aspect of this report.

1.4 Consultation and Adoption of Recommendations

The consultation and adoption process was as follows:

1. The Board gave careful consideration to a Governance Review report and its proposed recommendations, drafted by two Trustees (Neill Walker and Patrick Poon).
(February 2024)
2. A document 'Governance Review 2024: Consultation on Recommendations' was produced based on the report and feedback from the Board.
(March 2024)
3. A structured online Consultation Questionnaire was produced in order to capture feedback. This online questionnaire and the 'Governance Review 2024: Consultation on Recommendations' document was distributed to Staff, Residents, Salisbury Centre Community Members, Community Facilitators and Hirers. Completed questionnaires were collected and the responses collated.
(April 2024)
4. The Board gave careful consideration to a document 'Governance Review 2024: Recommendations for Adoption (Draft)' which was prepared by Neill Walker and Patrick Poon, based on the Consultation document and the collated consultation responses.
(June 2024)
5. The Board approved the final document 'Governance Review 2024: Adopted Recommendations' (this document).
(June 2024)

2. Legal Framework

The Salisbury Centre is a **Scottish Charitable Incorporated Organisation (SCIO)** which meets the public benefit test.

The Salisbury Centre has a Board of Trustees that **leads, controls and supervises the Charity's activities.**

The **legal powers and responsibilities** of the Board of Trustees are defined in the Charity's governing document (**'The Constitution'**).

Trustees must **act in the best interests of the Charity and its beneficiaries**, and **follow all relevant laws and regulations**, to which all Trustees are legally accountable.

3. The Core • Values • Principles

3.1 The Core of the Salisbury Centre



- § 1. It is recommended that ***Spirituality*** be understood to be at the core of the Salisbury Centre, supporting and supported by the other Values of the Salisbury Centre (see section 3.2).
- § 2. It is recommended that the Salisbury Centre be understood to be a **Spiritual Centre**.
- § 3. It is recommended that the Salisbury Centre also be understood as a **Spiritual Hub** for interconnection and cooperation.
- § 4. It is recommended that the Salisbury Centre **welcomes a wide range of spiritual practices and expressions** including non-religious forms of spirituality, and that regular diverse spiritual practices be offered to enrich the life, energy, presence, and sanctuary of the Salisbury Centre.
- § 5. It is recommended that **listening and discernment be valued** at an individual level, across the Community, and relative to shifts and needs in the wider world.

- § 6. It is recommended that consideration be given to creating a new grant-funded part-time post of **Spiritual Facilitator/Coordinator** of the Salisbury Centre. The Spiritual Facilitator/Coordinator is be line managed by a Trustee, and must work closely with the Centre Manager.

At present, in terms of spiritual practices, the Salisbury Centre operates to a model of voluntary Spiritual Practice Facilitators. This is fine, as long as voluntary Facilitators can be found of sufficient experience and proficiency to offer a diversity of spiritual practices.

An alternative or complementary model would be for the Salisbury Centre to create a new part-time post of **Spiritual Facilitator/Coordinator**, who would personally facilitate spiritual practices, co-ordinate a team of voluntary Spiritual Practice Facilitators, and develop a Mentoring Programme for the benefit of less experienced facilitators.

3.2 Values of the Salisbury Centre

Values are the set of qualities that an organisation or individual strives for; values form the foundation of any moral and ethical code.

The set of values shown below include those that emerged from a Development Day held in January 2024 which was attended by Salisbury Centre Trustees, Staff and Community Members.



3.3 Charitable Purposes

The Salisbury Centre Constitution's stated purposes are:

- (i) **To provide education, training and support** for the development of personal growth, spiritual practice, creativity, self-discipline and responsible living for individuals and in the community.
- (ii) **The provision of, and research into** spiritual, psychological and physical healing to those in need.
- (iii) **The relief and prevention of suffering** caused by mental and physical ill-health or by social or economic circumstances.

3.4 Operating Principles

It is recommended that the following Operating Principles be adopted:

- § 1. The Salisbury Centre must operate within **current charity legislation** and abide by equality, employment, health and safety and all relevant laws.
- § 2. Individuals with Charity roles must act for the **benefit of the Charity** and represent the **views of the Charity**, which is distinguished from individual participation or views. 'Charity roles' include Trustees, Staff, those to whom power/responsibilities are delegated, and volunteers.
- § 3. Individuals with Charity roles must act to **avoid conflicts of interest**.
- § 4. There is an understanding that there are **different possible approaches to inclusion**, each with their pros and cons.
- § 5. **A Grievance process** is available to Staff and Trustees.
- § 6. **A Complaints process** is available to everyone at the Salisbury Centre.
- § 7. **A Whistleblowing process** is available to everyone at the Salisbury Centre.
- § 8. **External support and mediation** may be used to handle a grievance, complaints or whistleblowing process.
- § 9. **A person is presumed innocent**, unless and until proven otherwise.
- § 10. **Due process** must be followed.
- § 11. There is a presumption to **de-escalate conflict**.
- § 12. There is a presumption to consult, clarify, renew **commitments and trust**.
- § 13. The Salisbury Centre works towards:
 - A Culture of **Consent**
 - A Culture of **Trust and Mutual Respect**
 - A Culture of **Gratitude, Acknowledgement and Empowerment**

3.5 Principle of Inclusion

There are a range of possible approaches to inclusion at the Salisbury Centre, each with their pros and cons, but all approaches must comply with the Equality Act 2010 and relevant Scottish and UK laws.

- § 1. It is recommended that the Salisbury Centre does not identify itself with any of the polarised positions in so-called ‘culture wars’.

Culture War: “A conflict between two groups within a society, each of which seeks to establish the pre-eminence of its own beliefs, values, and practices.” (Collins Dictionary)

There are such ‘culture wars’ in society which can be very polarising, divisive, time consuming and draining in the context of the governance and operation of a charity.

- § 2. It is recommended that the Salisbury Centre hosts events, Facilitators and Hirers in alignment with its charitable purposes (see section 3.3), and which meets its legal obligations, including a spectrum of positions, outlooks, and approaches; rather than identify with, or limit itself to, any one position, outlook or approach across the spectrum.

- § 3. It is recommended that the Salisbury Centre respects the freedom of expression within the law.

In the UK, Article 10 of the 1998 Human Rights Act protects the right to freedom of expression: “Everyone has the right to freedom of expression. This right shall include freedom to hold opinions and to receive and impart information and ideas without interference by public authority and regardless of frontiers. The exercise of these freedoms, since it carries with it duties and responsibilities, may be subject to such formalities, conditions, restrictions or penalties as are prescribed by law and are necessary in a democratic society, in the interests of national security, territorial integrity or public safety, for the prevention of disorder or crime, for the protection of health or morals, for the protection of the reputation or rights of others, for preventing the disclosure of information received in confidence, or for maintaining the authority and impartiality of the judiciary.”

- § 4. It is recommended that the Salisbury Centre does not change its Constitution to discriminate against, limit or exclude persons because of their age, disability, gender reassignment, race, religion, philosophical belief, sex, sexual orientation, or marriage or civil partnership status (in employment situations) — all of which are defined as protected characteristics in the Equality Act 2010.

3.6 The Five Core Governance Principles of Scotland's Third Sector Governance Forum

1. Organisational Purpose

A well-run board is clear about the purpose and values of the organisation and how it will achieve its aims.

2. Leadership

A well-run board is clear about its role and responsibilities, and provides strategic direction in line with the organisation's purpose, vision and values.

3. Board Behaviour

A well-run board, both collectively and individually, embraces and demonstrates mutual respect, integrity, openness and accountability.

4. Control

A well-run board will develop and implement appropriate controls to direct and oversee progress and performance of the organisation.

5. Effectiveness

A well-run board understands its role, powers and duties and works to achieve its purpose collectively and proactively.

Scotland's Third Sector Governance Forum: goodgovernance.scot

4. Operation of the Board of Trustees

The Salisbury Centre is a **Scottish Charitable Incorporated Organisation (SCIO)**.

It was awarded SCIO charitable status by the **Office of Scottish Charity Regulator (OSCR)**. OSCR is an independent, non-ministerial department, overseen by a strategic board appointed by Scottish Government Ministers.

A SCIO can only exist as long as its charitable status exists. If the organisation loses or decides to drop its charitable status, the organisation ceases to exist legally, unless it becomes another type of legal entity (e.g. a Company Limited by Guarantee).

4.1 Board of Trustees' Stewardship Role

Stewardship

"The conducting, supervising, or managing of something, especially the careful and responsible management of something entrusted to one's care"

(Merriam-Webster dictionary)

The Board of Trustees has a **Stewardship Role**, with the SCIO / Charity assets held in trust and managed by the Board of Trustees in accordance with the Salisbury Centre's charitable purposes (see section 3.3).

Trustees have legal responsibilities in relation to the SCIO / Charity, and they have governance powers in line with those legal responsibilities. Trustees can only use the assets of the Salisbury Centre for the purposes set out in its Constitution (see section 3.3).

There has been some reflection by the Salisbury Centre Community on 'power dynamics' and 'ownership'. But there has been less reflection on 'legal-responsibility dynamics' at the Salisbury Centre. 'Ownership' (e.g. by the Trustees or by the Salisbury Centre Community) does not seem to reflect how the legal responsibilities are held. '**Stewardship**' is a more helpful way of understanding how legal responsibilities and assets are held in trust, from one Board of Trustees to the next.

4.2 Accountability of the Board of Trustees

The Salisbury Centre Board of Trustees is accountable to, and regulated by, OSCR.

Through OSCR, the Board of Trustees is accountable to the public of Scotland, in that as an SCIO, the Salisbury Centre needs to meet the public benefit test relative to its charitable purposes as set out in the Salisbury Centre Constitution.

Any entity to which the Salisbury Centre Board of Trustees is accountable must have the legal status to play an accountability role, and also have the requisite legal and policy expertise and the requisite capacity to be able to uphold accountability professionally and transparently.

The Salisbury Centre has become a more complex organisation to manage, legally and professionally, as an employer, as a landlord, with a historic building and other fixed assets, cash and investments.

Through OSCR, any member of the public has the means to raise any issue of concern about the running of the Salisbury Centre by the Board of Trustees, and OSCR has the legal authority to investigate if and when that is felt to be necessary.

§ It is recommended that **OSCR** remains the sole means of legal and public accountability for the Salisbury Centre.

The Salisbury Centre also has policies and processes for anyone to raise issues and concerns to the Board of Trustees, with the option of external mediation if required.

4.3 The Collective Responsibility of Trustees

All Trustees are **collectively responsible** for running the Salisbury Centre, including its property, cash and investments, financial policies and procedures, Staff, Residents and Volunteers.

Should there be any legal or financial repercussions arising from decisions made by the Board of Trustees, then all Trustees are legally liable in equal proportion.

If a Trustee is absent from a meeting, they are still responsible for decisions made by the Board when they were not present. Their absence does not absolve them from responsibility or liability.

The behaviour of one Trustee is the concern of all the others.

Trustees can delegate some of their authority (e.g. to Staff and Subcommittees), but they can never delegate their responsibility.

The Salisbury Centre's status as a Scottish Charitable Incorporated Organisation (SCIO) offers a level of protection to Trustees. According to the Scottish Charity Regulator OSCR: "*SCIOs may incur debts, sue or be sued. Being a SCIO provides charity trustees with a certain degree of protection from personal liability but is not a blanket protection from liability. There are circumstances, for instance when charity trustees have acted negligently or beyond their powers, when individual charity trustees might be liable for the SCIO's actions.*"

4.4 Trustee Workload & Sustainability

At present, Trustees are required to read a great deal of paperwork, be aware of legal responsibilities and uphold them, participate in a wide range of meetings, spend extensive time reflecting, and in some cases attend external events. All this is significantly time consuming, and is done on a voluntary basis.

The Salisbury Centre has become a more complex organisation to govern responsibly. The amount of time and effort required to uphold the role of being a Salisbury Centre Trustee responsibility should not be underestimated. Indeed, it is anticipated that it will become even more time and energy demanding.

- § 1. It is recommended that it be recognised **how much time and effort are required** to make governance decisions responsibly on behalf of the Salisbury Centre.
- § 2. It is recommended that all Trustees must be able to **commit the necessary time and effort** to make governance decisions.

This Governance Review has identified **significant gaps** in needed policies, HR, and Subcommittee support to make the role of being a Salisbury Centre Trustee more sustainable.

If those gaps are not filled, either substantive issues will remain unaddressed (potentially creating avoidable problems for the Salisbury Centre), or it will be left to Salisbury Centre Trustees to tackle. That latter is, quite simply, not a practical option going forward.

Putting in place what is recommended in this document will be a significant amount of work. But without that work being done, the role of being a Salisbury Centre Trustee will be even more burdensome and unsustainable, and could well lead to even more Trustees stepping down and Trustee vacancies remaining unfilled.

4.5 Trustee Roles

The Salisbury Centre's Constitution allows, if required, for the election of a Chair, Treasurer, Secretary and any other office-bearer as the Board deems necessary (e.g. Deputy Chair, Co-Chair, Communications Officer).

The current Board of Trustees has decided that no Chair or other office-bearers are required at present, and that office-bearer responsibilities are shared among the Trustees.

4.6 Trustee Nomination: Two Routes

- § 1. It is recommended that there be **two routes** by which Salisbury Centre Trustees are nominated, to create opportunities for participation on the Board from within and across the diversity of the Salisbury Centre Community.

Route 1: Through Co-option by the existing Board of Trustees

This allows people to be invited onto the Board who are considered to have specific relevant experience, expertise and skills.

Route 2: Through the Salisbury Centre Subcommittees

This allows people from among the Salisbury Centre Community initially to play a role on a Subcommittee, and some might then consider joining the Board of Trustees. This could be formalised by people having to be nominated by the relevant Subcommittee for consideration to be a Trustee.

The recommendation for an expanded group of Subcommittees (see section 8) will create opportunities and thematic options for participation by a wider cross-section of the Salisbury Centre Community into the work of Subcommittees.

The Two Routes will create a good balance between Trustees with specific relevant experience, expertise and skills, and those who facilitate, use and benefit from the

services that the Salisbury Centre offers to meet public benefit. However, everyone will need to have the practical capacity to uphold the responsibilities to be a Trustee.

The nominated person, through either Route 1 or Route 2, is required to complete a questionnaire stating their connection to the Salisbury Centre, the skills and experience they can offer to the charity, and reasons for wanting to join the Board.

- § 2. It is recommended that the Board **delegates to two Trustees** the task of reviewing the completed questionnaire with the nominated person, and then reporting to the Board on the suitability of the candidate as a Prospective Trustee.

A Prospective Trustee is not registered with OSCR and cannot vote at Board meetings. After the Prospective Trustee has attended two quarterly Board meetings, a decision is made as to whether to offer the person the role of a full Trustee registered with OSCR.

4.7 Trustee Induction and Training

- § 1. It is recommended that a **Trustee Handbook** be developed as a resource and reference for Prospective and all full Trustees.

The Trustee Handbook should be reviewed every two years or sooner if required.

- § 2. It is recommended that an **Induction Programme** be developed to orientate Prospective Trustees to the values, responsibilities and practical aspects of being a Trustee of the Salisbury Centre.

The Induction Programme should be reviewed every two years or sooner if required.

- § 3. It is recommended that a **Prospective Trustee be paired with a ‘buddy’** who is an experienced Trustee on the Board. The aim is to help a Prospective Trustee settle in and learn how to fulfil their role on the Board.

- § 4. It is recommended that a **Trustees Development and Training policy** be developed (see section 5).

Prospective and all full Trustees should complete SCVO’s e-Learning programme which provides entry-level learning on how to run a charity. The online programme has five modules: Governance, Financial, Fundraising, Communications, Risk Management
<https://scvo.scot/support/elearning/scope>

- § 5. It is recommended that the **Board of Trustees proactively procures what they need**, including any training and external support, to be delivered on a day that suits them.

- § 6. It is recommended that all **Trustees actively keep up-to-date** on charity law and developments in charity governance by, for example:

Attending relevant on-line training courses and conferences organised by SCVO and others scvo.scot/events

Consulting SCVO and OSCR online resources
scvo.scot/support oscr.org.uk/guidance-and-forms/

Subscribing to e-newsletters published by SCVO, OSCR and others
scvo.scot/support/digital/bulletin
www.oscr.org.uk/newsletter/

4.8 Board of Trustees: Decision Making

The Salisbury Centre's Constitution requires that the Board of Trustees' decision making (with exceptions) be by consensus for a resolution to be passed. Should a consensus not be reached, then an adjourned meeting will be called to try again to reach a consensus; but if a consensus still cannot be reached, then a two-thirds majority is required for the resolution to be passed.

The Principle of Delegation has been set out elsewhere in this document (see section 8.4).

- § It is recommended that the Policy Subcommittee draws up a **Handling of Conflicts of Interest policy** (see section 5).

4.9 Board of Trustees: Upholding the Constitution

- § 1. It is recommended that all Trustees have read and understood the **practical implementation of the Salisbury Centre's Constitution**, a copy of which must be available at Board meetings for reference.
- § 2. It is recommended that, as the final step in its decision making process, the Board must confirm that the **Constitution is upheld** before a decision is made.

4.10 Board of Trustees: Meetings

- § It is recommended that the Board of Trustees be responsible for **convening Board meetings**, agreeing an agenda, and inviting Staff to report to the Board as required.

4.11 Board of Trustees: Observers at Board Meetings

Observers can attend Salisbury Centre Board meetings by invitation and at the discretion of the Board. Observers do not contribute directly to the work of the Board.

- § 1. It is recommended that there be **no more than two invited observers**, who would not speak or be involved in decision making.
- § 2. It is recommended that observers sign an **agreement of confidentiality**.

4.12 Board of Trustees: Communication Plan

§ 1. Newsletter 'Trustees Column'

It is recommended that there be a Trustees Column bi-monthly in the Salisbury Centre Newsletter emailed to subscribers; the column would contain news on Trustees activities, musings, events attended, governance matters, etc.

§ 2. Quarterly 'Trustees News'

It is recommended that following each quarterly Board of Trustees meeting, there be a communication from the Board of Trustees to the Salisbury Centre Community.

§ 3. Annual ‘Salisbury Centre Development Day’

It is recommended that an annual **Development Day** be organised by the Board of Trustees, **with a facilitator appointed by the Board.**

A Development Day would be used by the Board of Trustees to **consult the Staff and the Salisbury Centre Community** to an agreed agenda. After the event, the facilitator would write up a summary report to submit to the Board.

A Development Day **will not itself be a decision making forum**, but rather gather information and proposals for consideration by the Board.

§ 4. Annual ‘Salisbury Centre Community Day’

It is recommended that there be an annual Salisbury Centre Community Day to bring together Trustees, Staff and Salisbury Centre Community Members to celebrate the year’s achievements, exchange ideas, and help shape plans for the future. In some years the Development Day and the Community Day might be merged.

§ 5. Annual ‘Salisbury Centre Festival’

It is recommended that there be an annual Salisbury Centre Festival where Residents of Edinburgh and beyond can learn about, and try out, the range of activities taking place at the Salisbury Centre, as well as meet the Salisbury Centre Community, Staff and Trustees. This could also function as an Open Day or a Community Festival.

4.13 Board of Trustees: Annual Review Day

§ It is recommended that the **Board of Trustees holds an Annual Review Day**

This day is for Trustees to celebrate achievements of the past year, and to review their own performance, the attainment of objectives, strengths and weaknesses of the Charity and the Board, and the progress towards achieving long-term aims.

4.14 Board of Trustees: Trustee Numbers & Subcommittees

The Board currently comprises 6 full Trustees. Two Trustees have given notice that they will step down in the last quarter of 2024. Hence, a Trustee recruitment drive will now take place.

At least 8 to 10 Trustees are needed to cover the likely workload of the recommendations contained in this Review, and to achieve the recommended Trustee participation across the proposed Subcommittees.

§ 1. It is recommended that there be a recruitment drive to **increase the Salisbury Centre Board to 8-10 Trustees**, and to maintain the number of Trustees within that range if possible.

§ 2. It is recommended that there is an expectation that **every Trustee actively participates in at least one Subcommittee.**

4.15 Board of Trustees: Recruitment of Staff

- § 1. It is recommended that the Board of Trustees delegates the recruitment of staff to a **Staff Recruitment Subgroup** comprising two Salisbury Centre Trustees and the Centre Manager.
When the recruitment is to the Centre Manager position, then delegation would be to three Salisbury Centre Trustees.
- § 2. It is recommended that **guidance on recruitment, interviewing and selection processes be followed**, such as that provided by the Law Society of Scotland and SCVO.
- § 3. The Staff Recruitment Subgroup would make a recommendation to the Board.
The decision on appointment would be made by the Board.
- § 4. It is recommended that the Staff Recruitment Subgroup **meets 1-2 times a year** to stay updated on any changes in employment law. If there are job openings, the Subgroup would convene earlier to address them promptly. Additionally, if the position is a funded post, the Subgroup must ensure that any requirements stated by the funders are met.

4.16 Board of Trustees: Recruitment of Residents

- § It is recommended that the Board of Trustees delegates the recruitment of Residents to a **Residents Recruitment Subgroup** comprising two Salisbury Centre Trustees and the Centre Manager.

4.17 Board of Trustees: Recruitment of Volunteers

- § It is recommended that the Board of Trustees delegates the recruitment of Volunteers **jointly** to the **Volunteer Coordinator** and the **DIY & Gardening Volunteer Coordinator**.

4.18 Board of Trustees: Recruitment of Facilitators

- § It is recommended that the Board of Trustees delegates the recruitment of Facilitators to the **Community Manager**.

4.19 Board of Trustees: Five Year Plan

- § It is recommended that the **Board of Trustees develops a remit for the development of a Five Year Plan** for the Salisbury Centre; and that the **Stakeholders Forum Subcommittee** be delegated to prepare a draft Five Year Plan (see section 9.1).

This draft plan would be reported back directly to the Board of Trustees for their consideration. The Board of Trustees then reviews and amends the draft plan as required to create a final Five Year Plan for the Salisbury Centre.

4.20 Board of Trustees: Secure Online Resource for Trustees

- § It is recommended that there be a **Secure Online Resource** of all relevant current and archived documents which Trustees can access, if required, to carry out their governance duties. A data access and storage protocol must be put in place to ensure the data security of this resource.

Documents to include, among others:

1. **Board Meetings** (Agendas, Minutes, supporting documentation, etc.)
2. **Code of Conduct** (Signed copies)
3. **Constitution** of the Salisbury Centre
4. **Contracts** (Contractors, Consultants, etc.)
5. **Data Protection Registration**
6. **Financial Information** (Monthly Reports, Annual Accounts, Annual Budgets, bank account details and list of signatories, etc.)
7. **Log-in details** of all online services used by Staff for carrying out their duties (this file must be encrypted, with a strict protocol for how a Trustee can access the file)
8. **Policies** of the Salisbury Centre
9. **Record of incidents** of Complaint, Grievance, Health & Safety breach, Whistleblowing, etc. (storage and access subject to data protection protocols)
10. **Registers** (Asset, Risk, etc.)
11. **Staff Employment** (Job descriptions, Contracts, Timelines of appointments, Employee Handbook, etc.)
12. **Trustees** (Register of Members, Trustee Declarations, Trustee Handbook, etc.)

4.21 The Constitution & Membership Model

The Salisbury Centre's current membership model has the Board of Trustees as the only members. It is recognised that there are pros and cons to any legally compliant governance structure, and that also applies to possible membership models. A SWOT (Strengths, Weaknesses, Opportunities, Threats) analysis would help to highlight the benefits and risks of the current and alternative membership models.

This Governance Review has put forward **a large number of recommendations which need to be given priority focus** of time, energy, and resources.

- § It is recommended that the Salisbury Centre Constitution, including the membership model, be reviewed **once significant progress has been made on implementing the recommendations in this document.**

5. Policies

5.1 New Policy Subcommittee

- § 1. It is recommended that a **Policy Subcommittee** be formed to give consideration to needed policy support, and their implementation and oversight.
- § 2. It is recommended that all policies are drawn up with **SCVO advice**, and based on SCVO Policy templates where available but adapted to be mindful of the Salisbury Centre's values and principles as a spiritual centre. For some policies the Salisbury Centre Board of Trustees might consider hiring or contracting trained **HR professionals** to provide an initial policy template to ensure legal compliance; the template would then be adapted to the Salisbury Centre's specific values, principles, needs and circumstances.
- § 3. It is recommended that the Policy Subcommittee give consideration to the **current and recommended new policies** listed below, with consideration of their implementation and oversight.

5.2 Current Policies Recommended for Review & Updating

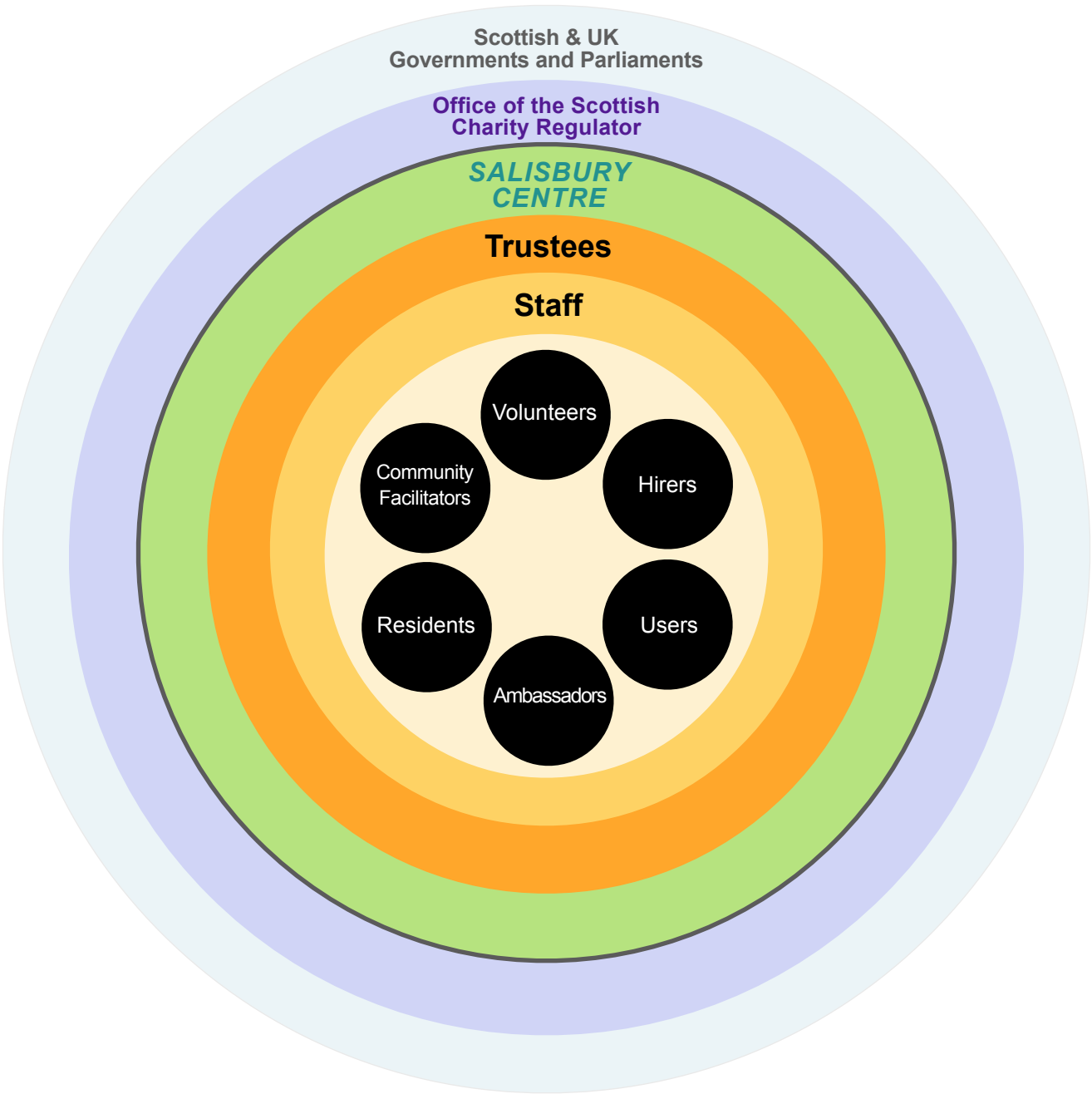
- § **Code of Conduct** (Staff & Trustees)
(in Employee Handbook for Staff; in the Constitution for Trustees)
- § **Data Handling, Protection & Privacy** (Staff)
(in Employee Handbook) – to include registration with Information Commissioner Office, Data Protection Officer role, staff training
- § **Equity, Diversity and Inclusion (EDI)**
– to include practice & monitoring; improved signage to make the centre more welcoming and easy to navigate for newcomers
- § **Environmental** (and Net Zero Plan)
- § **Grievance** (Staff, in Employee Handbook)
– to include a staged process delegated to two Trustees, with the Board of Trustees being informed at every stage; and an option for external mediation and support
- § **Fire Safety**
- § **Health and Safety** (from 2020)
- § **Lone Working**
- § **Maternity** (in progress)
- § **Reproductive Wellbeing**
- § **Safeguarding** (in progress)

5.3 Recommendation for New Policies

- § **Ambassadors** (see section 6.1)
 - to include nomination process, approval process by Board of Trustees, role, responsibilities, line management
- § **Asset Management**
 - to include an Asset Register
- § **Code of Conduct**
(for Facilitators, Ambassadors, Residents, Hirers, Users, Volunteers)
- § **Complaints** (for everyone)
- § **Conflicts of Interest**
 - to include a Register of Interests
- § **Cybersecurity**
- § **Data Protection & Privacy** (Public)
 - for publication on website
- § **Donations**
- § **Expenses**
- § **Event Management**
 - to require all aspects of Salisbury Centre events to be legally compliant; consideration of issues that may arise from people turning up on the day; accessibility
- § **Financial Control**
- § **Insurance**
- § **Risk Management**
 - to include Risk Register(s)
- § **Staff Recruitment**
- § **Trustees Development and Training**
- § **Website & Social Media**
- § **Whistleblowing** (for everyone)

6. Structures, Roles & Responsibilities

This diagram illustrates the hierarchical structure within which the Salisbury Centre operates, both externally and internally



This table defines the responsibilities of the Salisbury Centre's Trustees, Staff, Community Members, Users and the Scottish Charity Regulator

Role	Responsibilities	Particulars	Responsible to
OSCR	Independent regulator and registrar of charities in Scotland	'Office of the Scottish Charity Regulator'	Strategic Board appointed by Scottish Government Ministers
The Salisbury Centre	Constituted as a 'Scottish Charitable Incorporated Organisation' (SCIO)	Vision Statement: "To offer a place of welcome, safety, warmth and community for all those who are seeking to grow and develop spiritually, psychologically and creatively in the company of others."	The Charity is regulated by OSCR
Trustees	Must act in the interests of the Charity Must comply with the Charities and Trustee Investment (Scotland) Act 2005	Operating in a manner consistent with the Charity's purpose; acting with care and diligence; managing any conflict of interest between the Charity and any person or organisation who appoints Charity Trustees. Ensuring Charity details are accurate on the Scottish Charity Register; reporting to OSCR on changes to the Charity; keeping financial records & submitting Annual Report and Accounts to OSCR; ultimate responsibility for fundraising; providing information (Charity name & number on documents, publications and website; and providing to the public on request the governing document or accounts).	OSCR
Staff	As stated in individual employment contract	Employment Terms and Conditions are stated in the Employee Handbook. Staff include: Centre Manager, Centre Administrator, Cleaners, Community Development Lead, Eco Programmes Coordinator, Engagement Administrator, Facilities Manager, Volunteer Coordinator, DIY & Gardening Volunteer Coordinator, (Project Managers)	Line Manager

Role	Responsibilities	Particulars	Responsible to
Ambassadors		(see section 6.1)	Board of Trustees
Community Facilitators			Supported by Community Manager / Community Development Lead
Residents			Supported by Centre Manager and Trustee representative
Hirers			Facilities Manager
Users		Those attending classes, workshops, events, therapy and other activities.	
Volunteers			Volunteer Coordinator; DIY & Gardening Volunteer Coordinator

6.1 New Role: Salisbury Centre Ambassador

- § It is recommended that a new role of ‘**Salisbury Centre Ambassador**’ be created for volunteers who wish to contribute to the Salisbury Centre by attending events to raise awareness of the Charity, help with fundraising and encourage others to get involved.

This is an important role as it helps the Salisbury Centre to reach new people, and inspire new fundraising and other activities. This role would be available to financial benefactors who would otherwise have a conflict of interest if they were in a Trustee role.

Ambassadors are to be line managed by a Trustee, and must work closely with the Centre Manager. Ambassadors will not have a leadership or management role.

The role description, key responsibilities, person specification, code of practice, line management (directly by a Trustee) and the recruitment process will have to be defined for the new role.

Note: An ‘Ambassador’ role was one of the recommendations in the Animate Consulting report commissioned by the Board of Trustees (see section 1.2).

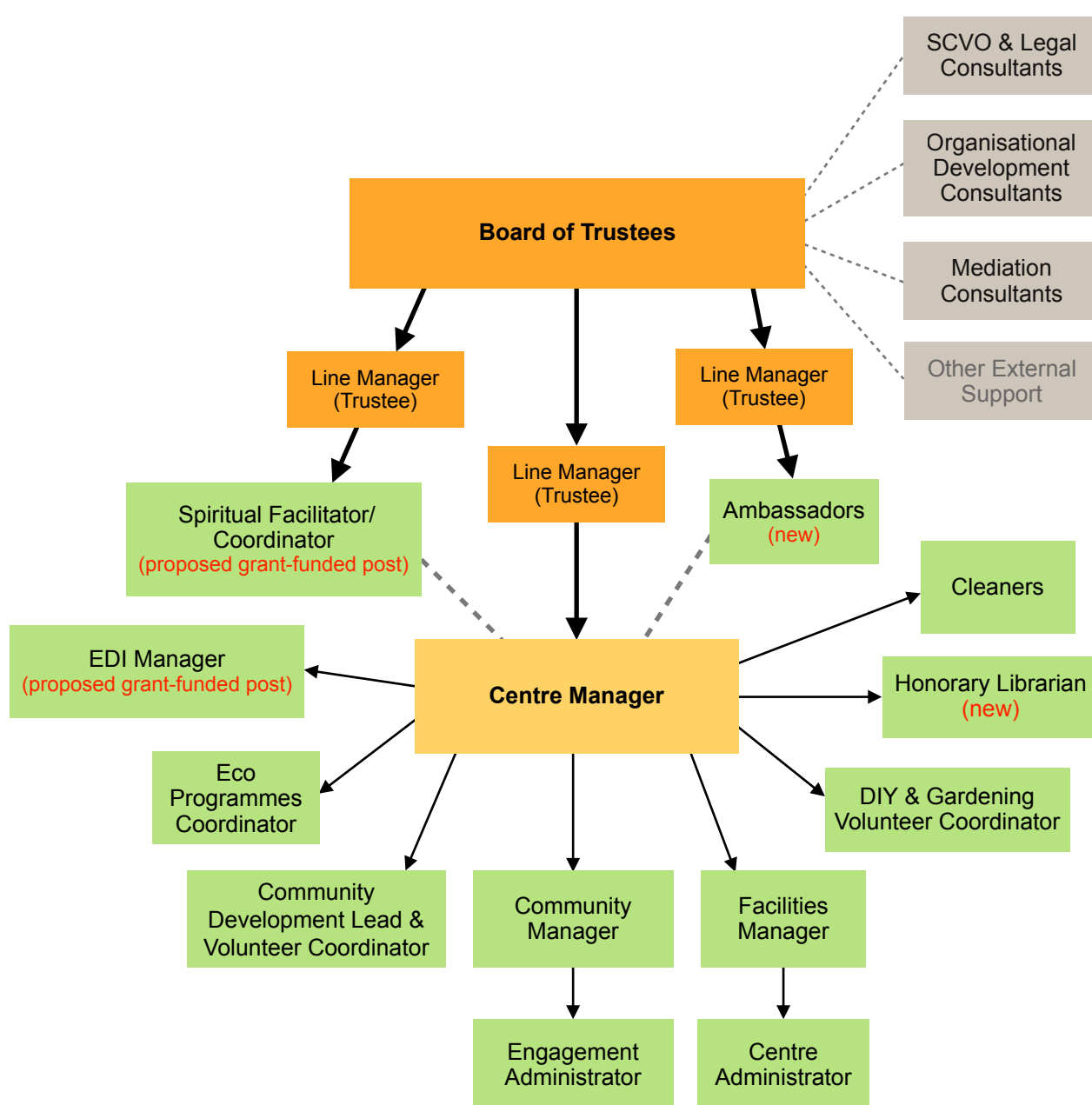
7. Management & Staff Structure

The Board of Trustees is responsible for the Salisbury Centre's governance, strategic planning, employment, policies, legal compliance, and the management of Staff, Residents and resources.

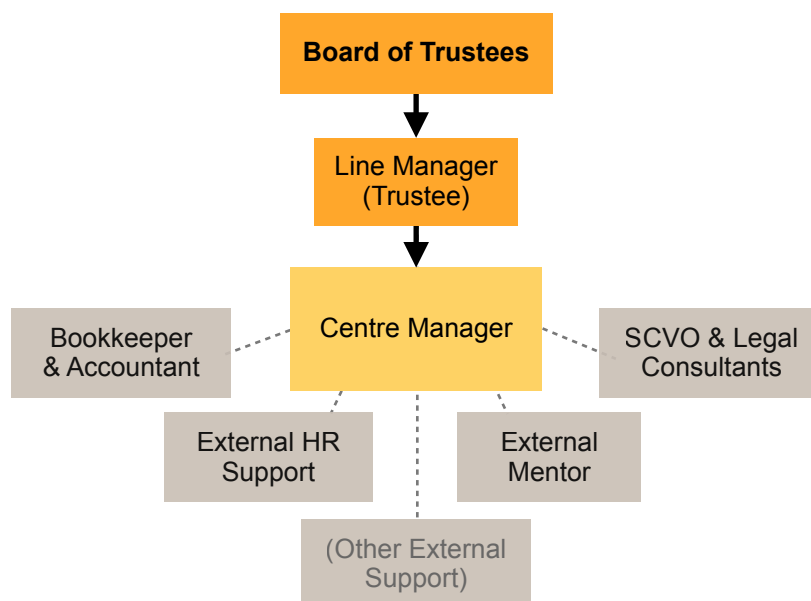
Staff are responsible for the day-to-day operation of the Charity in alignment with the strategy, policies and legal duties of the Charity.

The diagrams in this section show the lines of authority and accountability to meet the Salisbury Centre's Charitable Purposes

7.1 Line Management & Trustees Support



7.2 Centre Manager – Responsibilities & Support



§ It is recommended that the Centre Manager be provided with **ongoing mentoring** from an external consultancy, to supplement the line management by a Trustee.

Delegation of Power	Delegated to	Limitations	Notes
Implement policies and processes to achieve strategic goals, charity and legal compliance, protecting against fraud, protecting charitable status	Centre Manager	Policies and processes must be approved by the Board	Supported by SCVO and other external resources as required
Line Management & HR of Staff Team	Centre Manager		Supported by SCVO and other external HR resources as required
Safeguarding	Centre Manager	All safeguarding incidents must be documented and reported to the Board	Supported by SCVO and other external resources as required
Fundraising	Centre Manager	Draft grant applications & fundraising schemes; manage grants received	
Invoicing and paying bills & banking	Centre Manager	Payment of bills must be authorised by a bank signatory Trustee on the Finance & Resources Subcommittee	
Bookkeeping	Centre Manager		Supported by an external bookkeeper
Preparation of Monthly Cashflow Reports	Centre Manager		Supported by an external bookkeeper
Preparation of Annual Report and Accounts, and Annual Budget	Centre Manager		Supported by an external accountant & bookkeeper

8. Enhancing Subcommittee Structures

§ It is recommended that the Board of Trustees increases democratic and Community participation through **enhanced Subcommittee structures**.

This will involve creating some new Subcommittees, and clarifying and enhancing the existing Subcommittees. The aim is to have all such structures operating in alignment with, and in support of, the work of the Board of Trustees for clarity of decision making, as well as efficiency of time and effort.

8.1 Creating New Subcommittees

§ It is recommended that **new Subcommittees** can only be formed by either:

- (i) A proposal from within the Board of Trustees.
- (ii) A proposal submitted to the Board of Trustees and approved by the Board of Trustees.

8.2 Appointing Members of Subcommittees

§ It is recommended that **membership of all Subcommittees** must be approved by the Board of Trustees.

When the Board of Trustees delegates authorities/powers to Subcommittees, the Trustees retain legal responsibilities for the action of Subcommittees. The Board, therefore, must be assured that a Subcommittee member is able to apply such delegated power in the best interests of the Charity and to comply with charity and relevant laws.

If existing members of a Subcommittee wish to invite someone new onto the Subcommittee, then the candidate should prepare a statement about themselves and why they wish to join the Subcommittee. The Subcommittee will then submit the candidate's statement to the Board of Trustees for consideration and approval. The statement can either be in writing or in the form of a meeting with a Trustee.

The selection process, criteria for acceptance and the Board's decision (and reason for approval or rejection) will be made clear to candidates. Candidates will have the option to appeal a decision.

8.3 Terms of Reference of Subcommittees

Subcommittees are set up by the Board of Trustees to handle specific areas of the Charity's planning and policies development.

The Board sets each Subcommittee's **Terms of Reference**: *Remit; Membership & Chair; Reporting procedures; Relationship to the Board; Delegated Powers*.

Any decisions made by a Subcommittee outwith its delegated powers have to be approved by the Board of Trustees.

The Terms of Reference for each Subcommittee are documented and reviewed annually.

8.4 Principle of Delegation

Trustees have to uphold the interests of the Salisbury Centre in their actions and choices. When the Board of Trustees delegates specific authorities/powers to a Subcommittee or to Staff, **all members of that Subcommittee and Staff must also uphold the Charity's interests in their actions and choices**, otherwise the delegation is invalidated.

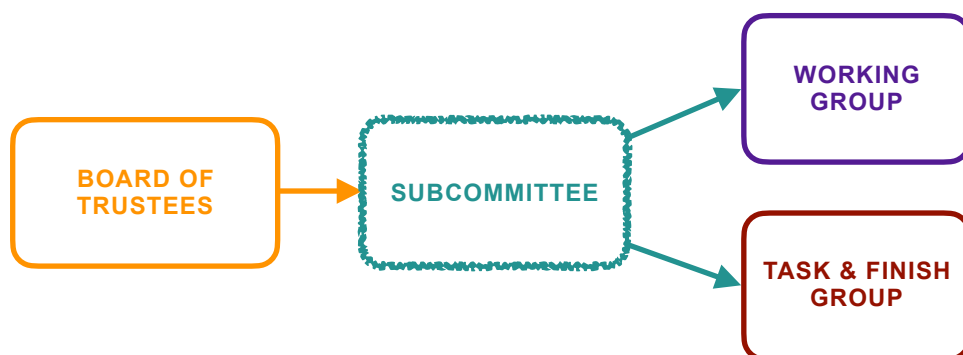
A scheme of delegation outlines the authorities/powers which the Trustees of the Salisbury Centre have delegated, and to whom they are delegated (Subcommittee or Staff member).

Where authority or power has been delegated to the **Centre Manager**, they can delegate further to other Staff, Volunteers or contractors, but the Centre Manager will remain accountable to the Trustees for the correct use of these authorities or powers.

The Trustees retain their legal responsibilities under the Charities and Trustee Investment Act (Scotland) and can revoke any of these delegated authorities or powers at any time.

8.5 Working Groups and Task & Finish Groups

§ It is recommended that a Subcommittee has delegated power to create one or more **Working Groups** and **Task & Finish Groups**, each to accomplish respectively a specific responsibility or task to fulfil the Subcommittee's remit. A Subcommittee also to have delegated power to disband a Working Group or Task & Finish Group.



8.6 Creating New Working Groups and Task & Finish Groups

§ It is recommended that **new Working Groups and Task & Finish Groups** can only be formed by either:

- (i) A proposal from within the Subcommittee.
- (ii) A proposal submitted to the Subcommittee and approved by the Subcommittee.

At least one member of a Working Group or a Task & Finish Group must be from the Subcommittee.

The Subcommittee can appoint new members to a Working Group or a Task & Finish Group. If the new member is not on the Subcommittee that formed the Group, then the person should prepare a statement about themselves and why they wish to join the Group. The Subcommittee will then submit the statement to the Board of Trustees within a week of appointing the new member. The statement can either be in writing or in the form of a meeting with a Trustee.

The Board of Trustees reserves the right to rescind a person's membership within two weeks of the statement submission. If the Board's decision is to rescind membership, the reason(s) will be made clear to the person, who will then have the option to appeal the decision.

8.7 New Members Appointed by Working Groups and Task & Finish Groups

A Working Group or a Task & Finish Group can appoint new members onto their Group. If the new member is not on the Subcommittee that formed the Group, then the person should prepare a statement about themselves and why they wish to join the Group. The Group will then submit the statement to the Board of Trustees within a week of appointing the new member. The statement can be in writing or in the form of a meeting with a Trustee.

The Board of Trustees reserves the right to rescind a person's membership within two weeks of the statement submission. If the Board's decision is to rescind membership, the reason(s) will be made clear to the person, who will then have the option to appeal the decision.

8.8 Terms of Reference of Working Groups and Task & Finish Groups

A Working Group or a Task & Finish Group is created by a Subcommittee to handle specific areas of the Subcommittee's remit.

The Subcommittee must define and document each Group's Terms of Reference: Remit, Membership & Chair (at least one member must be from the Subcommittee), Reporting Procedures, Relationship to the Subcommittee, and Powers delegated to it by the Subcommittee).

A Working Group or a Task & Finish Group cannot create or delegate any part of its remit to a further grouping.

Any decisions made by a Working Group or a Task & Finish Group outwith its delegated powers have to be approved by the Board of Trustees.

The Terms of Reference for each Working Group or a Task & Finish Group must be documented and reviewed annually.

8.9 The Subcommittees

§ It is recommended that the following Subcommittees guide and support each of these operational and governance areas:

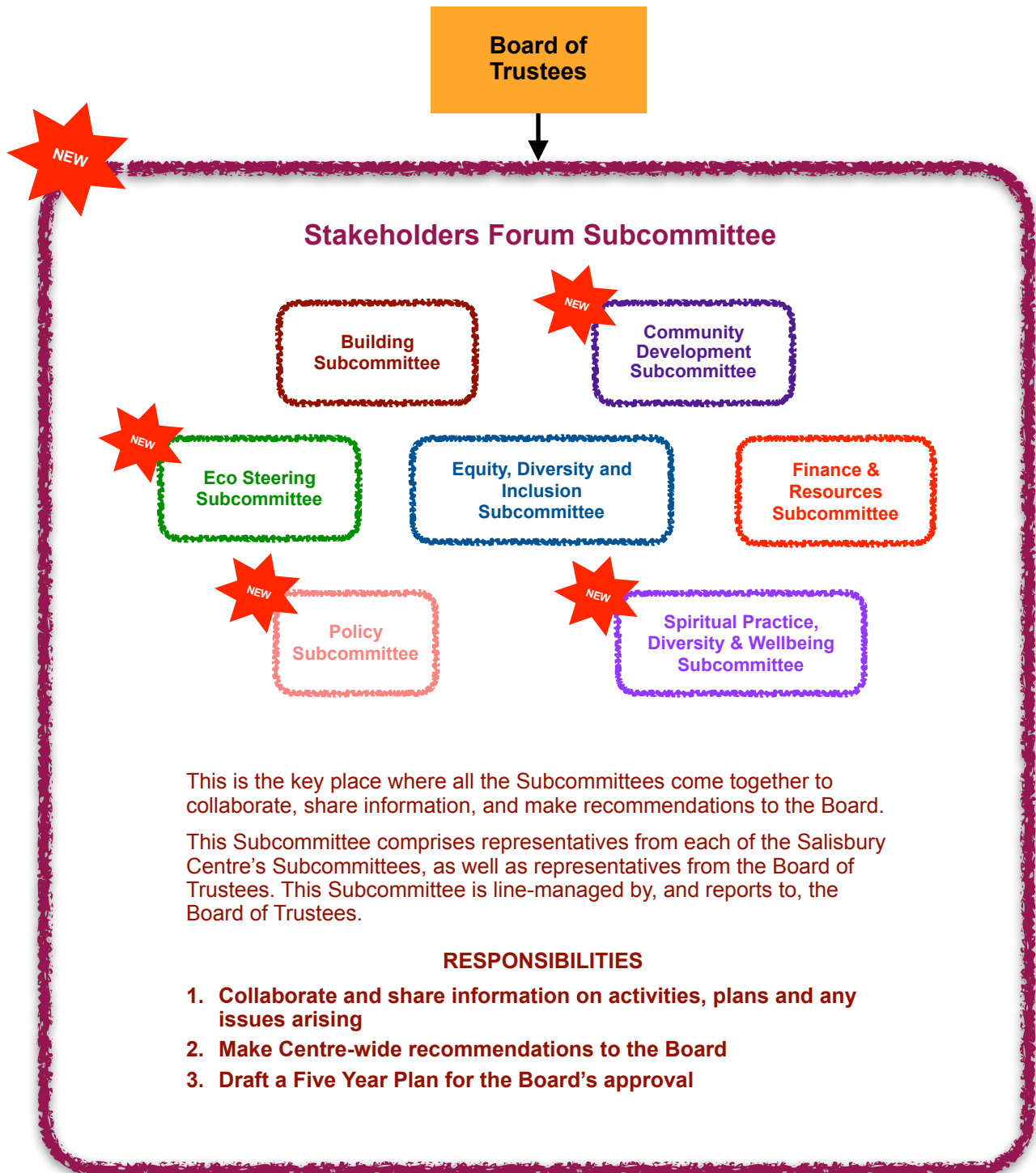


The next section details the role and scope of each Subcommittee and how they fit together within the Salisbury Centre’s governance structure.

9. The Subcommittees

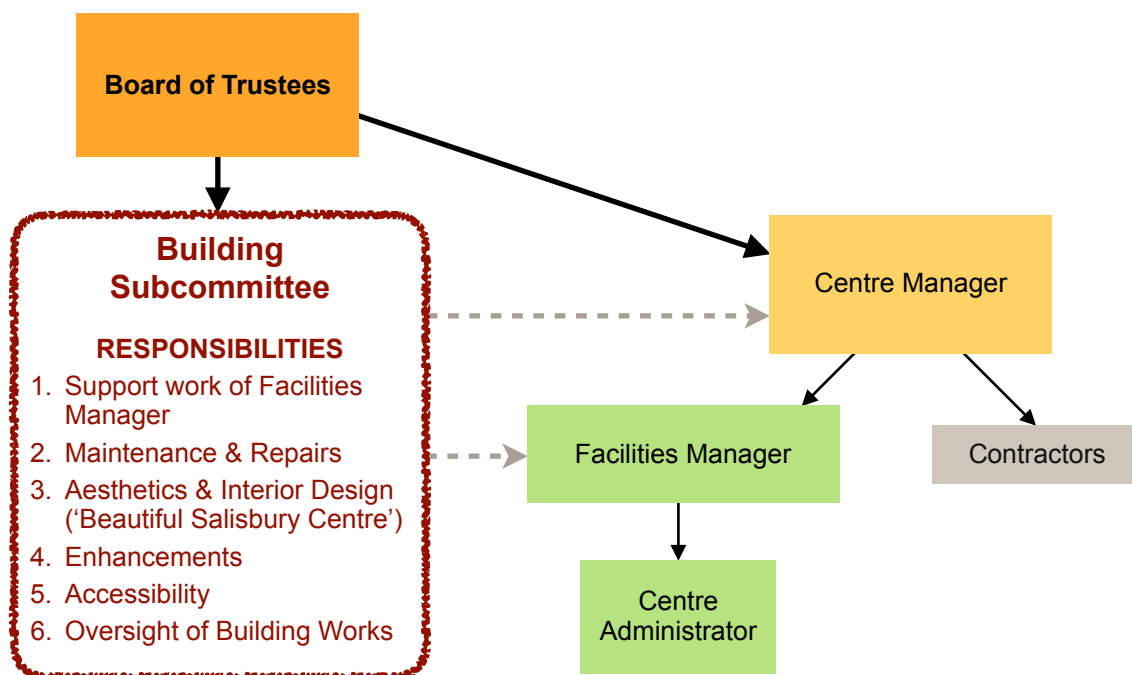
The diagrams in this section show the lines of authority and accountability for each Subcommittee; with a table of its Terms of Reference including delegated powers

9.1 Stakeholders Forum Subcommittee



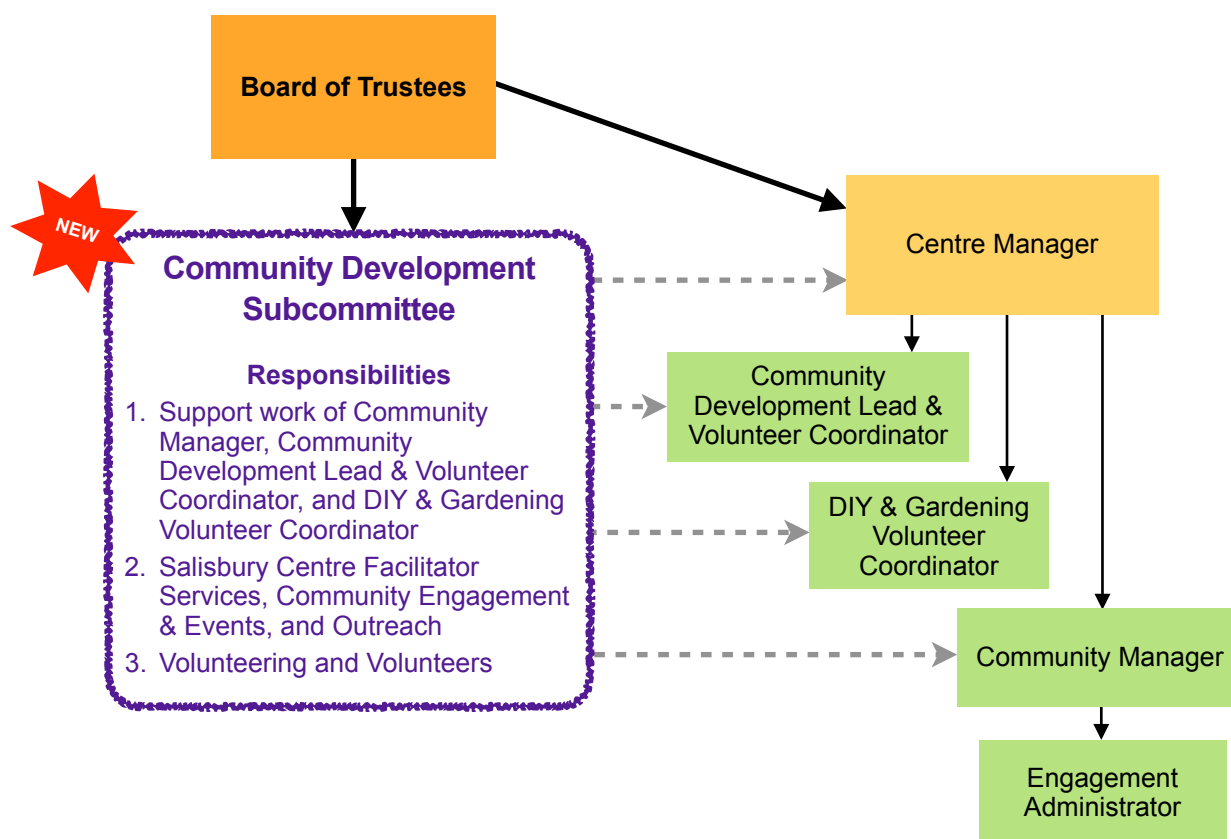
REMIT & TERMS OF REFERENCE (Stakeholders Forum Subcommittee)	
REMIT	1. Subcommittees to collaborate and share information on progress, plans and any issues arising. 2. To make Centre-wide recommendations to the Board. 3. To draft a Five Year Plan based for the Board's approval.
Membership & Chair	- The Subcommittee membership comprises a representatives from each of the Charity's other Subcommittees and at least two Trustees. - Members of the Subcommittee must appoint a Chair, <i>who must be a Trustee</i>. - The Subcommittee is supported by the Centre Manager and/or other members of the Staff Team, who may also request to attend meetings as contributing observers.
Reporting Procedures	Activities and any recommendations arising are submitted in a report to quarterly Board meetings, or submitted to the Board via the Centre Manager outwith Board meetings.
Relationship to the Board	The Subcommittee is set up and line-managed by the Board, and reviewed annually. Outwith its delegated powers, any recommendations must be submitted to the Board for consideration and approval.
Type of Subcommittee	Standing Subcommittee
Delegated Powers	Delegated power to draft and submit a Five Year Plan to the Board of Trustees for approval. Delegated power to create and disband Working Groups and Task & Finish Groups to accomplish specific responsibilities/tasks of this Subcommittee's remit. Each Group must have defined and documented Remit and Terms of Reference. (Refer to sections 8.5-8.8 of this document.)

9.2 Building Subcommittee



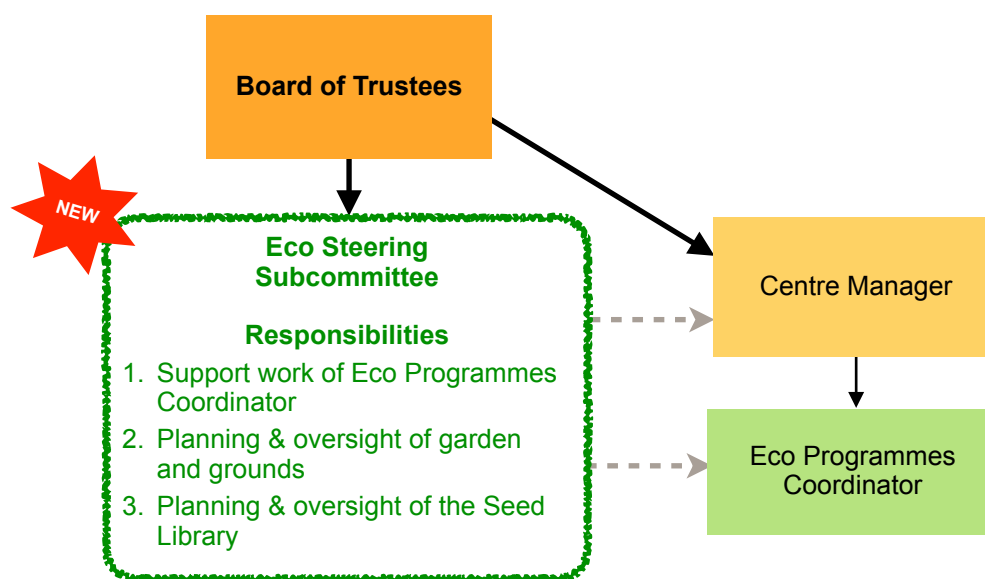
REMIT & TERMS OF REFERENCE	
REMIT	1. To support the work of the Facilities Manager. 2. To provide oversight of maintenance and repairs needed to the Salisbury Centre's building and infrastructure. 3. To monitor, address and make recommendations for the Salisbury Centre's aesthetic and interior design ('Beautiful Salisbury Centre'). 4. To monitor, address and make recommendations for enhancements to the building and infrastructure. 5. To monitor and address accessibility to and within the building. 6. To provide oversight of the implementation of building works.
Membership & Chair	• The Subcommittee membership must comprise at least one Trustee and one Salisbury Centre Community member. • Members of the Subcommittee can invite additional people to join, subject to approval by the Board of Trustees. • Members of the Subcommittee must appoint a Chair from their ranks. • The Subcommittee is supported by the Facilities Manager and/or Centre Manager, who may also request to attend meetings as a contributing observer.
Reporting Procedures	• Activities and any recommendations arising are submitted in a report to quarterly Board meetings, or submitted to the Board via the Centre Manager outwith Board meetings.
Relationship to the Board	• The Subcommittee is set up by the Board and reviewed annually. Outwith its delegated powers, any recommendations must be submitted to the Board for consideration and approval.
Type of Subcommittee	• Standing Subcommittee
Delegated Powers	• Delegated power to create and disband Working Groups and Task & Finish Groups to accomplish specific responsibilities/tasks of this Subcommittee's remit. Each Group must have defined and documented Remit and Terms of Reference. (Refer to sections 8.5-8.8 of this document.)

9.3 Community Development Subcommittee



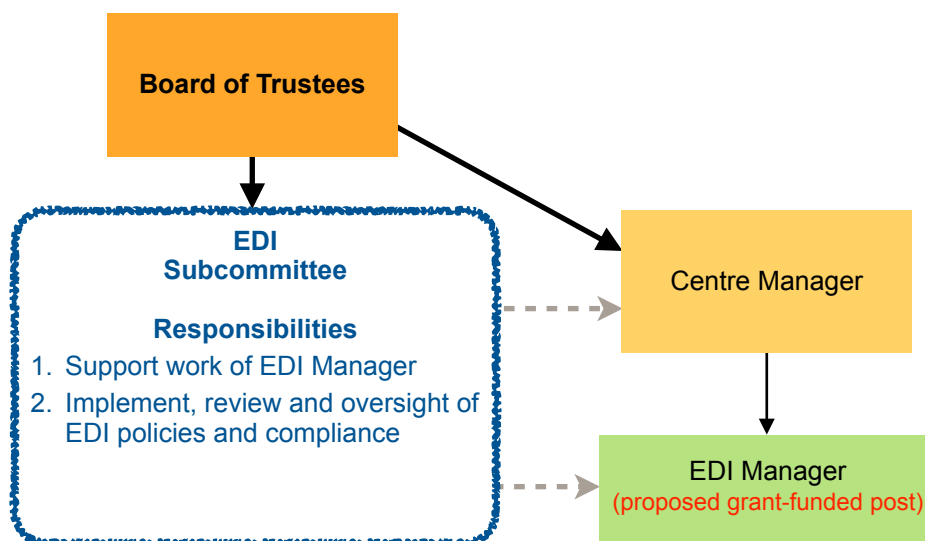
REMIT & TERMS OF REFERENCE	
REMIT	1. To support the work of the Community Manager and Community Development Lead & Volunteer Coordinator, and DIY & Gardening Volunteer Coordinator 2. To provide planning oversight of Salisbury Centre Facilitator services, Community Engagement & Events (e.g. Festivals, Open Days), and Outreach. 3. To provide planning and oversight of Volunteering and Volunteers at the Salisbury Centre.
Membership & Chair	• The Subcommittee membership must comprise at least one Trustee and one Salisbury Centre Community member. • Members of the Subcommittee can invite additional people to join, subject to approval by the Board of Trustees. • Members of the Subcommittee must appoint a Chair from their ranks. • The Subcommittee is supported by the Centre Manager, and/or the Community Manager, and/or the Community Development Lead & Volunteer Coordinator, and/or DIY & Gardening Volunteer Coordinator, who may also request to attend meetings as contributing observers.
Reporting Procedures	• Activities and any recommendations arising are submitted in a report to quarterly Board meetings, or submitted to the Board via the Centre Manager outwith Board meetings.
Relationship to the Board	• The Subcommittee is set up by the Board and reviewed annually. Outwith its delegated powers, any recommendations must be submitted to the Board for consideration and approval.
Type of Subcommittee	• Standing Subcommittee
Delegated Powers	• Delegated power to create and disband Working Groups and Task & Finish Groups to accomplish specific responsibilities/tasks of this Subcommittee's remit. Each Group must have defined and documented Remit and Terms of Reference. (Refer to sections 8.5-8.8 of this document.)

9.4 Eco Steering Subcommittee



REMIT & TERMS OF REFERENCE	
REMIT	1. To support the work of the Eco Programmes Coordinator. 2. To provide planning and oversight of the Salisbury Centre's garden and grounds. 3. To provide planning and oversight of the Seed Library.
Membership & Chair	• The Subcommittee membership must comprise at least one Trustee and one Salisbury Centre Community member. • Members of the Subcommittee can invite additional people to join, subject to approval by the Board of Trustees. • Members of the Subcommittee must appoint a Chair from their ranks. • The Subcommittee is supported by the Centre Manager and/or the Eco Programmes Coordinator, who may also request to attend meetings as contributing observers.
Reporting Procedures	• Activities and any recommendations arising are submitted in a report to quarterly Board meetings, or submitted to the Board via the Centre Manager outwith Board meetings.
Relationship to the Board	• The Subcommittee is set up by the Board and reviewed annually. Outwith its delegated powers, any recommendations must be submitted to the Board for consideration and approval.
Type of Subcommittee	• Standing Subcommittee
Delegated Powers	• Delegated power to create and disband Working Groups and Task & Finish Groups to accomplish specific responsibilities/tasks of this Subcommittee's remit. Each Group must have defined and documented Remit and Terms of Reference. (Refer to sections 8.5-8.8 of this document.)

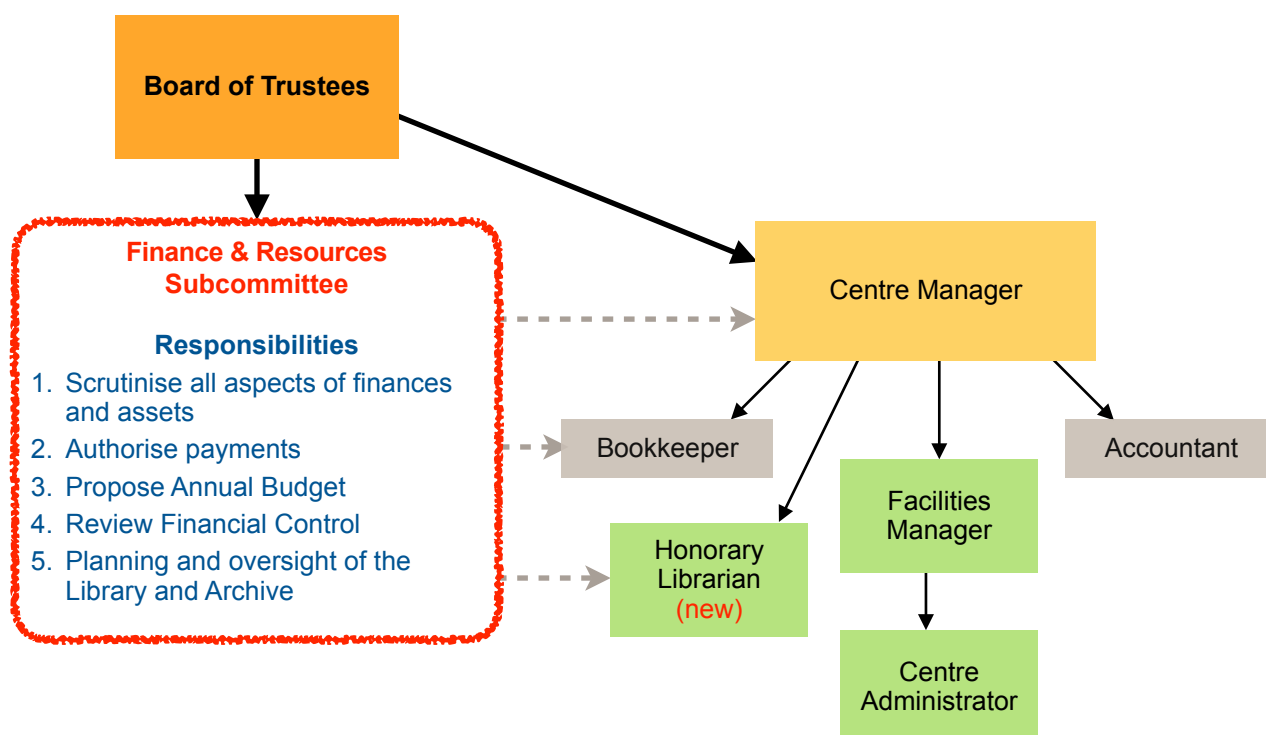
9.5 Equity, Diversity & Inclusion (EDI) Subcommittee



- § It is recommended that a new grant-funded post of **EDI Manager** to be created to take the lead on EDI policy formation, compliance, monitoring, reporting, trainings, and outreach to diverse communities. Until such an appointment is made, the Centre Manager will continue to lead on EDI related compliance and processes.

REMIT & TERMS OF REFERENCE	
REMIT	1. To support the work of the EDI Manager. 2. To implement, review and provide oversight of EDI policies and legal compliance.
Membership & Chair	• The Subcommittee membership must comprise at least one Trustee and one Salisbury Centre Community member. • Members of the Subcommittee can invite additional people to join, subject to approval by the Board of Trustees. • Members of the Subcommittee must appoint a Chair from their ranks. • The Subcommittee is supported by the Centre Manager and/or the EDI Manager, who may also request to attend meetings as contributing observers.
Reporting Procedures	• Activities and any recommendations arising are submitted in a report to quarterly Board meetings, or submitted to the Board via the Centre Manager outwith Board meetings.
Relationship to the Board	• The Subcommittee is set up by the Board and reviewed annually. Outwith its delegated Power, any recommendations must be submitted to the Board for consideration and approval.
Type of Subcommittee	• Standing Subcommittee
Delegated Powers	• Delegated power to create and disband Working Groups and Task & Finish Groups to accomplish specific responsibilities/tasks of this Subcommittee's remit. Each Group must have defined and documented Remit and Terms of Reference. (Refer to sections 8.5-8.8 of this document.)

9.6 Finance & Resources Subcommittee

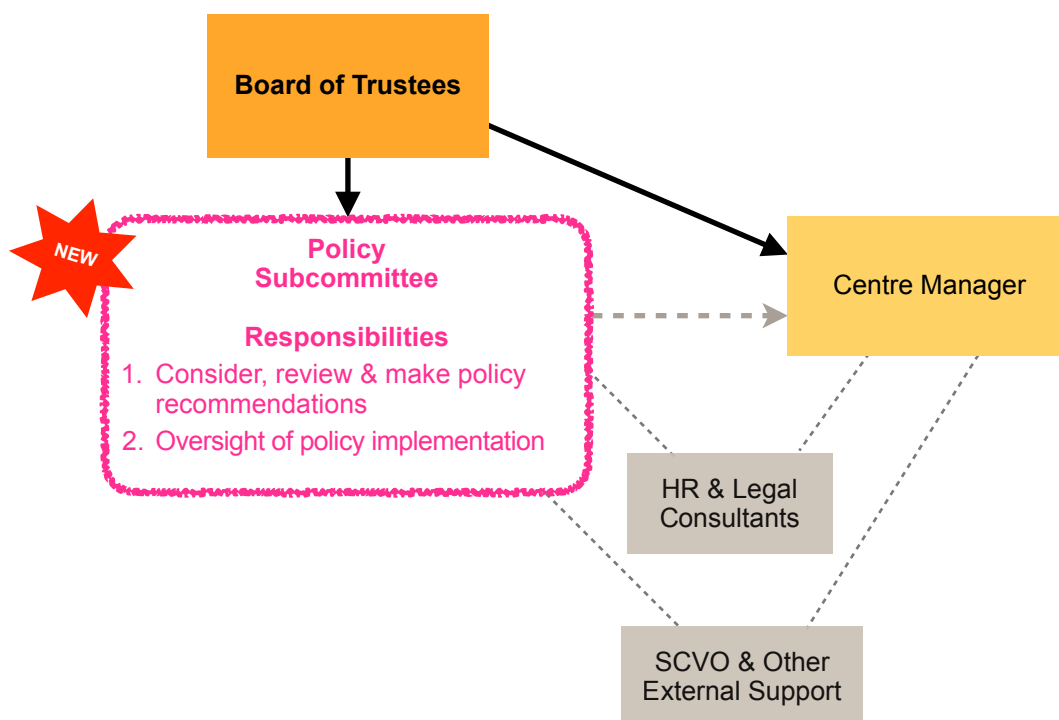


- § 1. The Finance and Resources Subcommittee to give consideration to the **full audit** of the Salisbury Centre's Annual Accounts.
- § 2. The Finance and Resources Subcommittee to give consideration to the timely review and practical implementation of **financial control** (e.g. signatories to bank accounts, authorisation of payments) when the Board of Trustees changes.
- § 3. **A volunteer 'Honorary Librarian'** be appointed to be delegated the care of the Salisbury Centre's Library.
- § 4. **The Salisbury Centre Archive** will continue to be developed.
- § 5. **A permanent home** is to be found for the Salisbury Centre Archive; the following are recommended in order of preference:
The National Library of Scotland, Edinburgh University Library, Edinburgh Central Library, Edinburgh City Archives.

REMIT & TERMS OF REFERENCE
(Finance & Resources Subcommittee)

REMIT	1. To scrutinise the finances and assets of the Charity, including monthly cashflow reports and the Annual Report and Accounts. 2. To authorise the payment bills (must be a Trustee who is a bank signatory). 3. To propose the Annual Budget. 4. To review and make recommendations on financial control. 5. To provide planning and oversight of the Salisbury Centre Library and Archive.
Membership & Chair	• The Subcommittee membership comprises at least two Trustees who must also be appointed as bank signatories. • Members of the Subcommittee can invite additional people to join, subject to approval by the Board of Trustees. • Members of the Subcommittee must appoint a Chair, <i>who must be a Trustee</i>. • The Subcommittee is supported by the Centre Manager, who may also request to attend meetings as a contributing observer.
Reporting Procedures	• Activities and any recommendations arising are submitted in a report to quarterly Board meetings, or submitted to the Board via the Centre Manager outwith Board meetings.
Relationship to the Board	• The Subcommittee is set up by the Board and reviewed annually. Outwith its delegated powers, any recommendations must be submitted to the Board for consideration and approval.
Type of Subcommittee	• Standing Subcommittee
Delegated Powers	• Delegated power to create and disband Working Groups and Task & Finish Groups to accomplish specific responsibilities/tasks of this Subcommittee's remit. Each Group must have defined and documented Remit and Terms of Reference. (Refer to sections 8.5-8.8 of this document.)

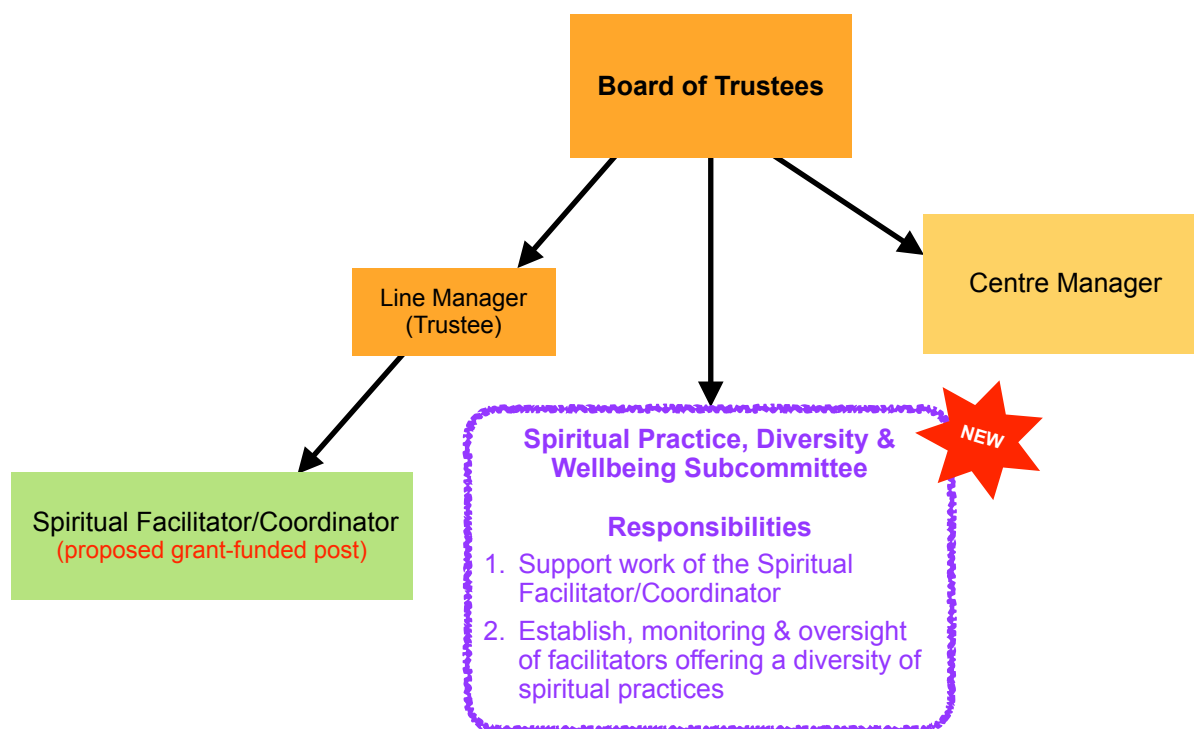
9.7 Policy Subcommittee



§ See **Section 5** of this document for the review of current policies and the creation of new needed policies, with the support from HR and legal consultants as required.

REMIT & TERMS OF REFERENCE	
REMIT	1. To consider, review and make policy recommendations. 2. To provide oversight of policy implementation.
Membership & Chair	- The Subcommittee membership must comprise at least two Trustees and one Community Member. - Members of the Subcommittee can invite additional people to join, subject to approval by the Board of Trustees. - Members of the Subcommittee must appoint a Chair, <i>who must be a Trustee</i>. - The Subcommittee is supported by the Centre Manager, who may also request to attend meetings as a contributing observer.
Reporting Procedures	Activities and any recommendations arising are submitted in a report to quarterly Board meetings, or submitted to the Board via the Centre Manager outwith Board meetings.
Relationship to the Board	The Subcommittee is set up by the Board and reviewed annually. Outwith its delegated powers, any recommendations must be submitted to the Board for consideration and approval.
Type of Subcommittee	Standing Subcommittee
Delegated Powers	Delegated power to create and disband Working Groups and Task & Finish Groups to accomplish specific responsibilities/tasks of this Subcommittee's remit. Each Group must have defined and documented Remit and Terms of Reference. (Refer to sections 8.5-8.8 of this document.)

9.8 Spiritual Practice, Diversity & Wellbeing Subcommittee



- § 1. This Subcommittee will be formed once the **Spiritual Facilitator/Coordinator** post is filled.
- § 2. There is an acknowledgement of the Shadow Side of Individuals and of Community. It is recommended that **Conflict Resolution** and **Nonviolent Communication (NVC)** training and other resources be considered to address the issues that may arise.

REMIT & TERMS OF REFERENCE	
REMIT	1. To support the work of the Spiritual Facilitator/Coordinator. 2. To establish, monitor and provide oversight of facilitators offering a diversity of spiritual practices.
Membership & Chair	• The Subcommittee membership must comprise at least one Trustee and one Salisbury Centre Community member. • Members of the Subcommittee can invite additional people to join, subject to approval by the Board of Trustees. • Members of the Subcommittee must appoint a Chair from their ranks. • The Subcommittee is supported by the Centre Manager and/or the Spiritual Facilitator/Coordinator, who may also request to attend meetings as contributing observers.
Reporting Procedures	• Activities and any recommendations arising are submitted in a report to quarterly Board meetings, or submitted to the Board via the Centre Manager outwith Board meetings.
Relationship to the Board	• The Subcommittee is set up by the Board and reviewed annually. Outwith its delegated powers, any recommendations must be submitted to the Board for consideration and approval.
Type of Subcommittee	• Standing Subcommittee
Delegated Powers	• Delegated power to create and disband Working Groups and Task & Finish Groups to accomplish specific responsibilities/tasks of this Subcommittee's remit. Each Group must have defined and documented Remit and Terms of Reference. (Refer to sections 8.5-8.8 of this document.)

10. Salisbury Centre Outreach

10.1 The Salisbury Centre and Other Spiritually-Orientated Organisations

There have been historic links between the Salisbury Centre and the Findhorn Community.

- § 1. It is recommended that links with the **Findhorn Community** be explored further, while being mindful of the need to welcome a wide range of spiritual practices and expressions.
- § 2. It is recommended that the Salisbury Centre considers the possibility of collaboration with other spiritually-orientated organisations in alignment with the Salisbury Centre's charitable purposes.
- § 3. It is recommended that two Trustees be delegated to explore these links further.

10.2 Collaboration With Another Community Group/Project

- § 1. It is recommended that the Salisbury Centre considers the possibility of collaboration with another community group or project that aligns with the ethos, values, and the charitable purposes of the Salisbury Centre.
Collaboration, for example, could be in the form of arranging for Salisbury Centre Volunteers to support a project run by a community group, or applying to funding bodies for a grant to carry out a joint project.
- § 2. It is recommended that the group or project be **selected by the Board of Trustees** following consultation with the Salisbury Centre Community.
- § 3. It is recommended that the group or project supported may **vary over time** in response to changing needs and circumstances.
- § 4. It is recommended that the groups or projects with which the Salisbury Centre collaborates must align with one or more of the Salisbury Centre's charitable purposes.
- § 5. It is recommended that the Salisbury Centre considers exploring partnerships at the local level and maintaining our existing collaborations with organisations such as Bridgend Farmhouse, ECANN (Edinburgh Communities Climate Action Network), The Charteris Centre, ELREC (Edinburgh & Lothians Regional Equality Council), SCANN (Scottish Communities Climate Action Network), University of Edinburgh, and others.

11. Managed Access to the Library and Garden

- § It is recommended that **managed access to the library and the garden** be explored, outwith events taking place in either.

This could draw upon trained Volunteers to manage the required health and safety protocols and communication.

Appendix 1

External Documents and Sources for Reference

- **EVOC:** evoc.org.uk/need-help
- **Online Governance Checking Tool:**
scvo.scot/support/running-your-organisation/governance/checkup
- **OSCR:** oscr.org.uk
- **SCVO:** scvo.scot
- **SVCO Templates:**
scvo.scot/support/running-your-organisation/governance/guidance-and-templates
- **Recruitment:**
 - lawscot.org.uk/members/business-support/recruitment-guidance/the-selection-process
 - scvo.scot/support/hr/recruitment-selection
- **Scotland's Third Sector Governance Forum:** goodgovernance.scot

Appendix 2

Summary of Recommendations

– Recommendations listed below are marked with the § symbol –

1. Introduction	1
1.1 Sustainability	1
1.2 Consultancy Report	1
1.3 Recommendations	1
1.4 Consultation and Adoption of Recommendations	2
2. Legal Framework	3
3. The Core • Values • Principles	3
3.1 The Core of the Salisbury Centre	3
§ 1. It is recommended that Spirituality be understood to be at the core of the Salisbury Centre, supporting and supported by the other Values of the Salisbury Centre (see section 3.2).	
§ 2. It is recommended that the Salisbury Centre be understood to be a Spiritual Centre.	
§ 3. It is recommended that the Salisbury Centre also be understood as a Spiritual Hub for interconnection and cooperation.	
§ 4. It is recommended that the Salisbury Centre welcomes a wide range of spiritual practices and expressions including non-religious forms of spirituality, and that regular diverse spiritual practices be offered to enrich the life, energy, presence, and sanctuary of the Salisbury Centre.	
§ 5. It is recommended that listening and discernment be valued at an individual level, across the Community, and relative to shifts and needs in the wider world.	
§ 6. It is recommended that consideration be given to creating a new grant-funded part-time post of Spiritual Facilitator/Coordinator of the Salisbury Centre. The Spiritual Facilitator/Coordinator is be line managed by a Trustee, and must work closely with the Centre Manager.	
3.2 Values of the Salisbury Centre	4
3.3 Charitable Purposes	5
3.4 Operating Principles	5
§ 1. The Salisbury Centre must operate within current charity legislation and abide by equality, employment, health and safety and all relevant laws.	

- § 2. Individuals with Charity roles must act for the benefit of the Charity and represent the views of the Charity, which is distinguished from individual participation or views. 'Charity roles' include Trustees, Staff, those to whom power/responsibilities are delegated, and volunteers.
- § 3. Individuals with Charity roles must act to avoid conflicts of interest.
- § 4. There is an understanding that there are different possible approaches to inclusion, each with their pros and cons.
- § 5. A Grievance process is available to Staff and Trustees.
- § 6. A Complaints process is available to everyone at the Salisbury Centre.
- § 7. A Whistleblowing process is available to everyone at the Salisbury Centre.
- § 8. External support and mediation may be used to handle a grievance, complaints or whistleblowing process.
- § 9. A person is presumed innocent, unless and until proven otherwise.
- § 10. Due process must be followed.
- § 11. There is a presumption to de-escalate conflict.
- § 12. There is a presumption to consult, clarify, renew commitments and trust.
- § 13. The Salisbury Centre works towards: • A Culture of Consent • A Culture of Trust and Mutual Respect • A Culture of Gratitude, Acknowledgement and Empowerment

3.5 Principle of Inclusion

6

- § 1. It is recommended that the Salisbury Centre does not identify itself with any of the polarised positions in so-called 'culture wars'.
- § 2. It is recommended that the Salisbury Centre hosts events, Facilitators and Hirers in alignment with its charitable purposes (see section 3.3), and which meets its legal obligations, including a spectrum of positions, outlooks, and approaches; rather than identify with, or limit itself to, any one position, outlook or approach across the spectrum.
- § 3. It is recommended that the Salisbury Centre respects the freedom of expression within the law.
- § 4. It is recommended that the Salisbury Centre does not change its Constitution to discriminate against, limit or exclude persons because of their age, disability, gender reassignment, race, religion, philosophical belief, sex, sexual orientation, or marriage or civil partnership status (in employment situations) — all of which are defined as protected characteristics in the Equality Act 2010.

3.6 The Five Core Governance Principles of Scotland's Third Sector Governance Forum

7

4. Operation of the Board of Trustees

8

4.1 Board of Trustees' Stewardship Role

8

4.2 Accountability of the Board of Trustees

8

- § It is recommended that OSCR remains the sole means of legal and public accountability for the Salisbury Centre.

4.3 The Collective Responsibility of Trustees **9**

4.4 Trustee Workload & Sustainability **9**

- § 1. It is recommended that it be recognised how much time and effort are required to make governance decisions responsibly on behalf of the Salisbury Centre.
- § 2. It is recommended that all Trustees must be able to commit the necessary time and effort to make governance decisions.

4.5 Trustee Roles **10**

4.6 Trustee Nomination: Two Routes **10**

- § 1. It is recommended that there be two routes by which Salisbury Centre Trustees are nominated, to create opportunities for participation on the Board from within and across the diversity of the Salisbury Centre Community.
- § 2. It is recommended that the Board delegates to two Trustees the task of reviewing the completed questionnaire with the nominated person, and then reporting to the Board on the suitability of the candidate as a Prospective Trustee.

4.7 Trustee Induction and Training **11**

- § 1. It is recommended that a Trustee Handbook be developed as a resource and reference for Prospective and all full Trustees. The Trustee Handbook should be reviewed every two years or sooner if required.
- § 2. It is recommended that an Induction Programme be developed to orientate Prospective Trustees to the values, responsibilities and practical aspects of being a Trustee of the Salisbury Centre. The Induction Programme should be reviewed every two years or sooner if required.
- § 3. It is recommended that a Prospective Trustee be paired with a ‘buddy’ who is an experienced Trustee on the Board. The aim is to help a Prospective Trustee settle in and learn how to fulfil their role on the Board.
- § 4. It is recommended that a Trustees Development and Training policy be developed (see section 5). Prospective and all full Trustees should complete SCVO’s e-Learning programme which provides entry-level learning on how to run a charity. The online programme has five modules: Governance, Financial, Fundraising, Communications, Risk Management <https://scvo.scot/support/elearning/scope>
- § 5. It is recommended that the Board of Trustees proactively procures what they need, including any training and external support, to be delivered on a day that suits them.
- § 6. It is recommended that all Trustees actively keep up-to-date on charity law and developments in charity governance by, for example:

4.8 Board of Trustees: Decision Making **12**

- § It is recommended that the Policy Subcommittee draws up a Handling of Conflicts of Interest policy (see section 5).

4.9 Board of Trustees: Upholding the Constitution **12**

- § 1. It is recommended that all Trustees have read and understood the practical implementation of the Salisbury Centre's Constitution, a copy of which must be available at Board meetings for reference.

- § 2. It is recommended that, as the final step in its decision making process, the Board must confirm that the Constitution is upheld before a decision is made.

4.10 Board of Trustees: Meetings **12**

- § It is recommended that the Board of Trustees be responsible for convening Board meetings, agreeing an agenda, and inviting Staff to report to the Board as required.

4.11 Board of Trustees: Observers at Board Meetings **12**

- § 1. It is recommended that there be no more than two invited observers, who would not speak or be involved in decision making.
- § 2. It is recommended that observers sign an agreement of confidentiality.

4.12 Board of Trustees: Communication Plan **12**

- § 1. Newsletter 'Trustees Column'
- § 2. Quarterly 'Trustees News'
- § 3. Annual 'Salisbury Centre Development Day'
- § 4. Annual 'Salisbury Centre Community Day'
- § 5. Annual 'Salisbury Centre Festival'

4.13 Board of Trustees: Annual Review Day **13**

- § It is recommended that the Board of Trustees holds an Annual Review Day

4.14 Board of Trustees: Trustee Numbers & Subcommittees **13**

- § 1. It is recommended that there be a recruitment drive to increase the Salisbury Centre Board to 8-10 Trustees, and to maintain the number of Trustees within that range if possible.
- § 2. It is recommended that there is an expectation that every Trustee actively participates in at least one Subcommittee.

4.15 Board of Trustees: Recruitment of Staff **14**

- § 1. It is recommended that the Board of Trustees delegates the recruitment of staff to a Staff Recruitment Subgroup comprising two Salisbury Centre Trustees and the Centre Manager. When the recruitment is to the Centre Manager position, then delegation would be to three Salisbury Centre Trustees.
- § 2. It is recommended that guidance on recruitment, interviewing and selection processes be followed, such as that provided by the Law Society of Scotland and SCVO.
- § 3. The Staff Recruitment Subgroup would make a recommendation to the Board. The decision on appointment would be made by the Board.
- § 4. It is recommended that the Staff Recruitment Subgroup meets 1-2 times a year to stay updated on any changes in employment law. If there are job openings, the Subgroup would convene earlier to address them promptly. Additionally, if the position is a funded post, the Subgroup must ensure that any requirements stated by the funders are met.

4.16 Board of Trustees: Recruitment of Residents **14**

- § It is recommended that the Board of Trustees delegates the recruitment of Residents to a Residents Recruitment Subgroup comprising two Salisbury Centre Trustees and the Centre

Manager.

4.17 Board of Trustees: Recruitment of Volunteers **14**

§ It is recommended that the Board of Trustees delegates the recruitment of Volunteers jointly to the Volunteer Coordinator and the DIY & Gardening Volunteer Coordinator.

4.18 Board of Trustees: Recruitment of Facilitators **14**

§ It is recommended that the Board of Trustees delegates the recruitment of Facilitators to the Community Manager.

4.19 Board of Trustees: Five Year Plan **14**

§ It is recommended that the Board of Trustees develops a remit for the development of a Five Year Plan for the Salisbury Centre; and that the Stakeholders Forum Subcommittee be delegated to prepare a draft Five Year Plan (see section 9.1).

4.20 Board of Trustees: Secure Online Resource for Trustees **15**

§ It is recommended that there be a Secure Online Resource of all relevant current and archived documents which Trustees can access, if required, to carry out their governance duties. A data access and storage protocol must be put in place to ensure the data security of this resource.

4.21 The Constitution & Membership Model **15**

§ It is recommended that the Salisbury Centre Constitution, including the membership model, be reviewed once significant progress has been made on implementing the recommendations in this document.

5. Policies **16**

5.1 New Policy Subcommittee **16**

- § 1. It is recommended that a Policy Subcommittee be formed to give consideration to needed policy support, and their implementation and oversight.
- § 2. It is recommended that all policies are drawn up with SCVO advice, and based on SCVO Policy templates where available but adapted to be mindful of the Salisbury Centre's values and principles as a spiritual centre. For some policies the Salisbury Centre Board of Trustees might consider hiring or contracting trained HR professionals to provide an initial policy template to ensure legal compliance; the template would then be adapted to the Salisbury Centre's specific values, principles, needs and circumstances.
- § 3. It is recommended that the Policy Subcommittee give consideration to the current and recommended new policies listed below, with consideration of their implementation and oversight.

5.2 Current Policies Recommended for Review & Updating **16**

- § Code of Conduct (Staff & Trustees) (in Employee Handbook for Staff; in the Constitution for Trustees)
- § Data Handling, Protection & Privacy (Staff) (in Employee Handbook) – to include registration with Information Commissioner Office, Data Protection Officer role, staff training
- § Equity, Diversity and Inclusion (EDI) – to include practice & monitoring; improved signage to make the centre more welcoming and easy to navigate for newcomers

- § Environmental (and Net Zero Plan)
- § Grievance (Staff, in Employee Handbook) – to include a staged process delegated to two Trustees, with the Board of Trustees being informed at every stage; and an option for external mediation and support
- § Fire Safety
- § Health and Safety (from 2020)
- § Lone Working
- § Maternity (in progress)
- § Reproductive Wellbeing
- § Safeguarding (in progress)

5.3 Recommendation for New Policies

17

- § Ambassadors (see section 6.1) – to include nomination process, approval process by Board of Trustees, role, responsibilities, line management
- § Asset Management – to include an Asset Register
- § Code of Conduct (for Facilitators, Ambassadors, Residents, Hirers, Users, Volunteers)
- § Complaints (for everyone)
- § Conflicts of Interest – to include a Register of Interests
- § Cybersecurity
- § Data Protection & Privacy (Public) – for publication on website
- § Donations
- § Expenses
- § Event Management – to require all aspects of Salisbury Centre events to be legally compliant; consideration of issues that may arise from people turning up on the day; accessibility
- § Financial Control
- § Insurance
- § Risk Management – to include Risk Register(s)
- § Staff Recruitment
- § Trustees Development and Training
- § Website & Social Media
- § Whistleblowing (for everyone)

6. Structures, Roles & Responsibilities

18

6.1 New Role: Salisbury Centre Ambassador

20

- § It is recommended that a new role of ‘Salisbury Centre Ambassador’ be created for volunteers who wish to contribute to the Salisbury Centre by attending events to raise awareness of the Charity, help with fundraising and encourage others to get involved.

7. Management & Staff Structure	21
7.1 Line Management & Trustees Support	21
7.2 Centre Manager – Responsibilities & Support	22
§ It is recommended that the Centre Manager be provided with ongoing mentoring from an external consultancy, to supplement the line management by a Trustee.	
8. Enhancing Subcommittee Structures	23
§ It is recommended that the Board of Trustees increases democratic and Community participation through enhanced Subcommittee structures.	
8.1 Creating New Subcommittees	23
§ It is recommended that new Subcommittees can only be formed by either:	
(i) A proposal from within the Board of Trustees. (ii) A proposal submitted to the Board of Trustees and approved by the Board of Trustees.	
8.2 Appointing Members of Subcommittees	23
§ It is recommended that membership of all Subcommittees must be approved by the Board of Trustees.	
8.3 Terms of Reference of Subcommittees	23
8.4 Principle of Delegation	24
8.5 Working Groups and Task & Finish Groups	24
§ It is recommended that a Subcommittee has delegated power to create one or more Working Groups and Task & Finish Groups, each to accomplish respectively a specific responsibility or task to fulfil the Subcommittee's remit. A Subcommittee also to have delegated power to disband a Working Group or Task & Finish Group.	
8.6 Creating New Working Groups and Task & Finish Groups	25
§ It is recommended that new Working Groups and Task & Finish Groups can only be formed by either:	
(i) A proposal from within the Subcommittee.	
(ii) A proposal submitted to the Subcommittee and approved by the Subcommittee.	
8.7 New Members Appointed by Working Groups and Task & Finish Groups	25
8.8 Terms of Reference of Working Groups and Task & Finish Groups	25
8.9 The Subcommittees	26
§ It is recommended that the following Subcommittees guide and support each of these operational and governance areas:	
9. The Subcommittees	27

9.1 Stakeholders Forum Subcommittee	27
9.2 Building Subcommittee	29
9.3 Community Development Subcommittee	30
9.4 Eco Steering Subcommittee	31
9.5 Equity, Diversity & Inclusion (EDI) Subcommittee	32

- § It is recommended that a new grant-funded post of EDI Manager to be created to take the lead on EDI policy formation, compliance, monitoring, reporting, trainings, and outreach to diverse communities. Until such an appointment is made, the Centre Manager will continue to lead on EDI related compliance and processes.

9.6 Finance & Resources Subcommittee	33
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- § 1. The Finance and Resources Subcommittee to give consideration to the full audit of the Salisbury Centre's Annual Accounts.
- § 2. The Finance and Resources Subcommittee to give consideration to the timely review and practical implementation of financial control (e.g. signatories to bank accounts, authorisation of payments) when the Board of Trustees changes.
- § 3. A volunteer 'Honorary Librarian' be appointed to be delegated the care of the Salisbury Centre's Library.
- § 4. The Salisbury Centre Archive will continue to be developed.
- § 5. A permanent home is to be found for the Salisbury Centre Archive; the following are recommended in order of preference: The National Library of Scotland, Edinburgh University Library, Edinburgh Central Library, Edinburgh City Archives.

9.7 Policy Subcommittee	35
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- § See Section 5 of this document for the review of current policies and the creation of new needed policies, with the support from HR and legal consultants as required.

9.8 Spiritual Practice, Diversity & Wellbeing Subcommittee	36
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- § 1. This Subcommittee will be formed once the Spiritual Facilitator/Coordinator post is filled.
- § 2. There is an acknowledgement of the Shadow Side of Individuals and of Community. It is recommended that Conflict Resolution and Nonviolent Communication (NVC) training and other resources be considered to address the issues that may arise.

10. Salisbury Centre Outreach	37
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10.1 The Salisbury Centre and Other Spiritually-Orientated Organisations	37
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- § 1. It is recommended that links with the Findhorn Community be explored further, while being mindful of the need to welcome a wide range of spiritual practices and expressions.
- § 2. It is recommended that the Salisbury Centre considers the possibility of collaboration with other spiritually-orientated organisations in alignment with the Salisbury Centre's charitable purposes.
- § 3. It is recommended that two Trustees be delegated to explore these links further.

10.2 Collaboration With Another Community Group/Project

37

- § 1. It is recommended that the Salisbury Centre considers the possibility of collaboration with another community group or project that aligns with the ethos, values, and the charitable purposes of the Salisbury Centre.
- § 2. It is recommended that the group or project be selected by the Board of Trustees following consultation with the Salisbury Centre Community.
- § 3. It is recommended that the group or project supported may vary over time in response to changing needs and circumstances.
- § 4. It is recommended that the groups or projects with which the Salisbury Centre collaborates must align with one or more of the Salisbury Centre’s charitable purposes.
- § 5. It is recommended that the Salisbury Centre considers exploring partnerships at the local level and maintaining our existing collaborations with organisations such as Bridgend Farmhouse, ECANN (Edinburgh Communities Climate Action Network), The Charteris Centre, ELREC (Edinburgh & Lothians Regional Equality Council), SCANN (Scottish Communities Climate Action Network), University of Edinburgh, and others.

11. Managed Access to the Library and Garden

38

- § It is recommended that managed access to the library and the garden be explored, outwith events taking place in either.

Appendix 1 External Documents and Sources for Reference

39

Appendix 2 Summary of Recommendations

40