



Avon Valley Railway
Safety Management System

Roles and Responsibilities of Directors & Trustees

Scope:

The aim of this policy is to ensure that Directors and Trustees are aware of their over-arching roles and responsibilities.

This policy is designed to meet our obligations under relevant legislation.

Document:

AVR-SMS-050-02

Version:

Draft 1.0

Effective from:

Author:

Mark Simmons

Approved by:

John Lanchester

Authorised by:

Roger Eynon

CONTENTS

1.	Version history	3
2.	Definitions	3
3.	Purpose	3
4.	Defining the Avon Valley Railway.....	4
5.	Trustees	4
6.	Directors.....	5
7.	Duties of both boards.....	6
8.	Review of this policy	7
9.	Legislation	7
10.	References.....	7

DRAFT

1. VERSION HISTORY

Version	Effective from	Comments
1.0		New policy

2. DEFINITIONS

AVR	Avon Valley Railway (the railway)
AVRCo	Avon Valley Railway Company Limited (the trading company)
AVRHT	Avon Valley Railway Heritage Trust (the charitable trust)
HRA	Heritage Railway Association
ORR	Office of Rail and Road
ROGS	Railways and Other Guided Transport Systems (Safety) Regulations 2006
Staff	Includes paid employees and volunteers equally

3. PURPOSE

This policy sets out how the AVR;

- Defines the structure of the Avon Valley Railway
- Demonstrates what good governance looks like
- Details the over-arching and specific obligations of Trustees and Directors in their leadership roles

4. DEFINING THE 'AVON VALLEY RAILWAY'

- 4.1. There are two distinct organisations within the Avon Valley Railway
- The Avon Valley Railway Heritage Trust
 - The Avon Valley Railway Company Ltd
- 4.2. Trustees (of the Avon Valley Railway Heritage Trust) and Directors (of the Avon Valley Railway Company Ltd) share ultimate responsibility for the governance of the organisation. They are all volunteers who devote their time and effort to furthering the aims of the railway.
- 4.3. Both the Avon Valley Railway Heritage Trust and Avon Valley Railway Company Ltd are governed by Company and Charity law as it pertains to England and Wales.

5. TRUSTEES

- 5.1. The Avon Valley Railway Heritage Trust is the over-arching charitable Trust (charity number 1088545, Company number 01454069) responsible for the delivery of its charitable objectives as set out in its Memorandum and Articles of Association.
- 5.2. Its primary aims are to; *'restore, preserve, exhibit and operate railway locomotives, carriages, wagons, vehicles and other artifacts of historical interest and the structures connected therewith for the benefit and education of the public and to conserve books, drawings, records, documents, sound and visual recordings, cinematography films and photographs and other archives relating to such artifacts and vehicles, their history, and their development.'*
- 5.3. Trustees work to ensure that all activities that the charity undertakes comply with the purposes for which it was set up. They also;
- Ensure that the charity complies with its governing document, Memorandum and Articles of Association and the law (including charity law).
 - Always act in the best interests of the charity, working to set and implement strategic vision.
 - Avoid putting assets at risk by always acting responsibly, reasonably and honestly, ensuring that strict financial controls are in place and followed to enable the sustainable management of resources
 - Act with reasonable care and skill and put significant amounts of time and energy into the role.
 - Are accountable to the membership at general meetings

- 5.4. The Charity Commission publishes advice and guidance on becoming a Trustee and the Avon Valley Railway Heritage Trust is committed to ensuring that all Trustees are fully aware of their roles and responsibilities prior to taking up their role. Interested parties are invited to read the document 'The Essential Trustee; what you need to know' <https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3> before applying and are subject to a formal application process.

6. DIRECTORS

- 6.1. The Avon Valley Railway Company Ltd (Company number 04311647) is a wholly-owned trading subsidiary of the Heritage Trust responsible for the day to day running of the railway and its commercial operations.
- 6.2. Its primary aim is to *'carry on business as a general commercial company.'*
- 6.3. Directors work to ensure the safe running of the operational railway and to maximise the returns from this and other commercial activities undertaken. In addition they;
- Ensure the Company complies with its governing document, Memorandum and Articles of Association and the law.
 - Always act in the best interest of the Company, working to meet its financial and other business plans, whilst being mindful of the Trust's wider charitable objectives.
 - Avoid putting assets at risk by always acting responsibly, reasonably and honestly, ensuring strict financial controls are in place and followed to enable the sustainable management of resources
 - Act with reasonable care and skill and put significant amounts of time and energy into the role.
 - Are accountable to the Trust at an annual AGM.
- 6.4 Further information can be found in Chapter 2 of the the Companies Act 2006 (<https://www.legislation.gov.uk/ukpga/2006/46/part/10/chapter/2>), details the 'General Duties of Directors'. Alternatively a more simplified version can be found at <https://www.gov.uk/guidance/being-a-company-director>

7. DUTIES OF BOTH BOARDS

- 7.1 The Avon Valley Railway is, in essence, a medium sized business with responsibilities to its employees, volunteers and visitors. It is the role of the two Boards to provide direction and leadership to the organisation and ensure that all legislation is complied with.
- 7.2 A good Board, as outlined in '*Good Governance, a code for the voluntary and community sector 2010*', will provide this leadership and governance by;
- Clearly understanding its role
 - Ensuring delivery of its organisational purpose
 - Working effectively both as individuals and as a team
 - Exercising effective control
 - Behaving with integrity
 - Being open and accountable
- 7.3 Each Director or Trustee needs to take responsibility for good governance of the organisation. This includes ensuring that appropriate induction is given on appointment, and that there is ongoing training and development.
- 7.4 Good governance requires a number of actions on behalf of individual Directors and Trustees including;
- Understanding the legal and regulatory requirements of the business
 - Establishing appropriate policies and procedures and keeping them under review
 - Ensuring good financial and management controls are in place
 - Identifying and reviewing the major risks that the business faces
 - Ensuring all Health & Safety law is adhered to
 - Being clear about individual and collective responsibilities
 - Reviewing individual and collective performance
 - Planning ahead for succession and identifying areas for change where new skills may be required
- 7.5 Directors and Trustees hold a position of trust and owe a duty to the organisation, and ultimately the membership by;
- Acting within the Company powers
 - Promoting the success of the Company
 - Exercising independent judgement
 - Using reasonable care, skill and diligence
 - Avoiding conflicts of interest
 - Not accepting benefits from third parties

- Declaring an interest in a propose transaction or arrangement with the Company.

7.6 Trustees and Directors shall co-operate to;

- Hold yourself and others to account in completing tasks, both your own and those of the wider Board, within agreed timescales.
- Ensure there is a continual drive to re-inforce and improve the safety culture within the organisation.
- Take collective responsibility for decision-making and support the delivery of unified communication of Board decisions.
- Demonstrate strong and effective leadership.

8. REVIEW OF THIS POLICY

This Policy is subject to regular review to ensure it continues to be efficient and effective at managing the Company's operation. This Policy must be reviewed;

- when there has been significant change to the organisation (e.g. amendments to the Articles of Association);
- when potential improvements or issues have been identified with this Policy;
- following an incident, accident or near miss that should have been prevented by this Policy;
- following a change of legislation or guidance, or
- every 3 years (periodic review).

During the periodic review, the review team must:

- check that the Policy is being implemented correctly,
- identify any changes in legislation or guidance,
- identify any weaknesses with the Policy,

9. LEGISLATION

- Companies Act 2006

10. REFERENCES

- Charity Commission guidance 'The essential trustee: what you need to know, what you need to do (CC3)' and 'The essential trustee; 6 main duties'
- Good Governance; a code for the voluntary and community sector 2010
- Heritage Railway Association guidance note HGR-M0100-Is01 - Duties & Roles of the Board - Summary
- Heritage Railway Association guidance note HGR-M0101-Is01 - Duties & Roles of the Board & Chairman

DRAFT