RESPONSIBILITIES OF THE MANAGEMENT COMMITTEE

Shildon Railway Institute Limited

Supporting effective stewardship and good governance

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1. Statement of Stewardship

Since its foundation in 1833, Shildon Railway Institute has depended upon the willingness of volunteers to give their time, skills and judgement in service of the organisation and the community it serves.

Members of the Management Committee continue that tradition by accepting additional responsibilities for the governance, long-term sustainability and reputation of the Society. Their role is one of stewardship rather than privilege. They are entrusted by the membership to safeguard the Institute's assets, values and future, while supporting fellow volunteers, employees and members in achieving the Society's charitable and community objectives.

Every member of the Management Committee is first and foremost a volunteer. Committee Members are expected to lead through integrity, accountability, respect and example, always acting in the best interests of the Society.

2. About the Society

Shildon Railway Institute Limited is a **Community Benefit Society**, registered under the **Co-operative and Community Benefit Societies Act**.

Throughout this document, and the wider governance framework adopted by the Institute, the terms **"the Society"** and **"Shildon Railway Institute"** refer to the same organisation.

The term **"the Society"** is used where these documents describe the Institute in its legal, constitutional or governance capacity. The term **"the Institute"** may be used where the document refers more generally to the organisation, its premises, activities or community role.

This distinction is intended solely to aid clarity and consistency and does not imply the existence of separate organisations.

3. Purpose

The purpose of this document is to describe the responsibilities, expectations and principles that apply to members of the Management Committee of Shildon Railway Institute Limited.

It provides clarity for those serving on the Management Committee and for members of the Society regarding the responsibilities entrusted to those elected or appointed to govern the organisation.

This document should be read alongside the Society's Rules, the Management Committee Code of Conduct and the other governance documents adopted by the Society.

4. The Role of the Management Committee

The Management Committee is responsible for the overall governance of the Society on behalf of its members.

Its role is to provide strategic leadership, ensure effective governance and safeguard the long-term interests of the Society.

Collectively, the Management Committee is responsible for:

- ensuring the Society operates in accordance with its Rules, legal obligations and adopted policies;
- protecting the Society's heritage, assets, finances and reputation;
- setting the strategic direction of the organisation;
- ensuring that the Society remains financially sustainable;
- providing effective oversight of employees, volunteers and organisational activities;
- supporting and encouraging volunteering throughout the Society;
- acting openly, honestly and in the best interests of the membership and wider community;
- ensuring that risks are appropriately identified and managed;
- promoting a positive, inclusive and respectful organisational culture;
- planning for the Society's long-term future.

Whilst particular responsibilities may be delegated to individual Committee Members or office holders, overall accountability for the governance of the Society remains with the Management Committee acting collectively.

No individual Committee Member exercises authority independently unless specifically authorised by the Management Committee or by the Society's Rules.

5. Principles of Good Governance

The Management Committee is committed to governing the Society in a manner that reflects its Governance Philosophy (see the corresponding document of that name) and supports the long-term success of Shildon Railway Institute.

Good governance is founded upon stewardship, accountability, openness and a shared commitment to acting in the best interests of the Society and the community it serves. It requires Committee Members to exercise sound judgement, respect differing views, work collaboratively and make decisions fairly, transparently and responsibly.

In carrying out their responsibilities, members of the Management Committee are expected to uphold both the Society's Governance Philosophy and the **Seven Principles of Public Life (the Nolan Principles)**:

- **Selflessness** – acting solely in the interests of the Society and the community it serves.
- **Integrity** – avoiding improper influence or personal gain.
- **Objectivity** – making decisions fairly and on their merits.

- **Accountability** – accepting responsibility for decisions and actions.
- **Openness** – being transparent wherever appropriate.
- **Honesty** – acting truthfully and declaring relevant interests.
- **Leadership** – promoting these principles through personal example.

These principles should guide every decision made by the Management Committee and underpin the relationships between Committee Members, volunteers, employees, members and the wider community.

6. Collective Responsibilities of Every Committee Member

Membership of the Management Committee is both an honour and a responsibility. Every Committee Member shares collective responsibility for the governance of the Society, regardless of any additional office or portfolio they may hold.

Every member of the Management Committee is expected to:

- act at all times in the best interests of the Society;
- uphold the Society's Governance Philosophy and the Society's values;
- exercise stewardship of the Society's assets, reputation and future;
- contribute positively to strategic planning and decision-making;
- prepare for, attend and participate constructively in meetings;
- respect collective decisions once properly made;
- support fellow Committee Members, volunteers and employees;
- encourage volunteering and the development of future leaders;
- declare interests openly and manage conflicts appropriately;
- maintain appropriate confidentiality;
- undertake relevant learning and development;
- comply with the Society's Rules and adopted governance documents;
- promote equality, inclusion, dignity and respect;
- contribute to a culture in which constructive challenge is welcomed and differing opinions are valued;
- help ensure that the Society remains financially, organisationally and environmentally sustainable.

Whilst individual responsibilities may be delegated to particular office holders or portfolio leads, every Committee Member shares collective responsibility for the governance and long-term wellbeing of the Society.

7. Working Together as a Management Committee

The effectiveness of the Management Committee depends not only upon the knowledge, skills and experience of its individual members, but upon their willingness to work together in a spirit of trust, respect and shared responsibility.

Committee Members should:

- value the diverse skills, experience and perspectives that each member brings;
- encourage open, honest and constructive discussion;
- listen respectfully to differing viewpoints;
- challenge ideas thoughtfully while respecting the people expressing them;
- support collective decisions once they have been reached;
- recognise that disagreement can strengthen decision-making when approached respectfully;
- share knowledge and experience generously;
- encourage and support newer Committee Members as they develop confidence in their responsibilities;
- promote a culture of continuous learning and improvement;
- remember that every Committee Member is first and foremost a volunteer contributing to the success of the Society;
- recognise that no individual possesses all the knowledge or experience needed to govern effectively, and value the collective wisdom of the Management Committee.

The Management Committee should seek to create an environment in which every member feels able to contribute fully, ask questions, offer ideas and raise concerns in the knowledge that they will be treated with courtesy and respect.

8. The Chair

Purpose

The Chair exists to enable the Management Committee to fulfil its collective responsibilities effectively, ensuring that the Society is governed in accordance with its Governance Philosophy, its Rules and the values of stewardship, integrity and accountability.

The Chair provides leadership through service, creating an environment in which every Committee Member is encouraged to contribute their knowledge, experience and judgement for the benefit of the Society.

The Chair recognises that good governance is achieved through collective wisdom rather than individual authority and seeks to help the Management Committee become the best version of itself.

Key Responsibilities

The Chair is expected to:

- provide leadership that reflects the Society's Governance Philosophy and promotes a culture of stewardship, openness and mutual respect;
- enable the Management Committee to work effectively as a cohesive and collaborative team;

- encourage every Committee Member to contribute fully to discussion, decision-making and the development of the Society;
- facilitate constructive debate, ensuring that differing views are heard, respected and thoughtfully considered before decisions are reached;
- help the Management Committee build consensus wherever possible whilst ensuring that decisions are made fairly and in accordance with the Society's Rules;
- ensure that meetings are well prepared, conducted efficiently and focused upon matters of governance and strategic importance;
- support the effective induction, development and wellbeing of Committee Members;
- encourage succession planning and help identify and develop future leaders from within the Society's volunteer community;
- promote a culture in which questions, constructive challenge and continuous learning are welcomed;
- work collaboratively with fellow office holders, employees and volunteers, recognising that leadership is shared across the Society;
- act as an ambassador for the Society, representing its interests positively and professionally when authorised to do so by the Management Committee;
- help maintain effective relationships with members, volunteers, employees, partners, funding bodies and the wider community.

Delegated Responsibilities

On behalf of the Management Committee, the Chair normally accepts delegated responsibility for:

- chairing meetings of the Management Committee and General Meetings in accordance with the Society's Rules and Standing Orders;
- ensuring that decisions of the Management Committee are implemented or appropriately delegated;
- maintaining oversight of the Society's governance arrangements and supporting their continuous improvement;
- working closely with the Secretary to ensure that the Management Committee fulfils its constitutional and governance responsibilities;
- supporting the Treasurer in maintaining appropriate financial oversight by the Management Committee;
- responding appropriately to matters requiring urgent attention between scheduled meetings, reporting actions taken to the Management Committee at the earliest opportunity;
- undertaking any additional responsibilities delegated by resolution of the Management Committee.
- Whilst these responsibilities are delegated to the Chair, accountability for the governance of the Society remains vested in the Management Committee acting collectively.

Working Relationships

The Chair should seek to build positive, respectful and constructive relationships throughout the Society.

In particular, the Chair should:

- work in partnership with all members of the Management Committee, recognising them as fellow volunteers entrusted with collective responsibility for governance;
- maintain a close and supportive working relationship with the Secretary and Treasurer, recognising the complementary nature of their responsibilities;
- support employees in carrying out their roles while respecting the distinction between governance and day-to-day operational management;
- encourage volunteers to develop their skills, confidence and aspirations, recognising that today's volunteer may become tomorrow's Committee Member or office holder;
- foster positive relationships with members, partner organisations and the wider community in support of the Society's objectives.
- The Chair should strive to create an environment in which people feel valued, trusted and able to contribute their best for the benefit of the Society.

Guiding Principle

The measure of a successful Chair is not the prominence of their own contribution, but the extent to which they enable others to contribute theirs.

9. The Vice-Chair

Purpose

The Vice-Chair supports the Chair in enabling the Management Committee to fulfil its collective responsibilities effectively and helps ensure continuity of leadership within the Society.

The Vice-Chair works in partnership with the Chair, providing support, constructive challenge and additional capacity, whilst preparing to undertake the responsibilities of the Chair whenever required.

Key Responsibilities

The Vice-Chair is expected to:

- support the Chair in promoting the Society's Governance Philosophy and values;
- work collaboratively with the Chair and other Committee Members to strengthen the effectiveness of the Management Committee;
- assist in fostering a positive, inclusive and collaborative culture;
- provide support and constructive challenge to the Chair where appropriate;
- undertake responsibilities delegated by the Management Committee or the Chair;
- deputise for the Chair whenever required;
- contribute actively to succession planning and leadership development within the Society.

Delegated Responsibilities

When acting in place of the Chair, the Vice-Chair assumes the responsibilities and authority delegated to the Chair for that purpose.

At other times, the Vice-Chair undertakes those responsibilities specifically delegated by the Management Committee or agreed with the Chair.

Working Relationships

The Vice-Chair should work particularly closely with the Chair, helping to ensure continuity, mutual support and effective leadership of the Management Committee.

Guiding Principle

The Vice-Chair succeeds by strengthening the effectiveness, resilience and continuity of the Management Committee, ensuring that leadership remains collective and sustainable.

10. The Secretary

Purpose

The Secretary exists to support the Management Committee by safeguarding the Society's governance, constitutional integrity and institutional memory.

The Secretary helps ensure that the Society's business is conducted properly, transparently and in accordance with its Rules and governance framework, while maintaining accurate records that preserve continuity between successive Management Committees.

Through careful administration and attention to good governance, the Secretary helps ensure that the knowledge, decisions and experience of one generation of volunteers are available to those who follow.

Key Responsibilities

The Secretary is expected to:

- promote and uphold the Society's Governance Philosophy through the effective administration of its governance arrangements;
- support the Chair and the Management Committee in fulfilling their collective governance responsibilities;
- prepare and distribute agendas, reports and supporting papers in good time before meetings;
- produce clear, accurate and impartial minutes that provide an enduring record of the Committee's decisions, reasoning and agreed actions;
- maintain appropriate records of meetings, governance documents and key decisions;
- help ensure that decisions are properly documented, communicated and, where appropriate, reviewed;
- support the timely review of the Society's governance documents, policies and procedures;

- advise the Management Committee on constitutional and procedural matters where appropriate;
- encourage good governance practices throughout the Society;
- support effective communication between the Management Committee, members, volunteers and employees on governance matters.

Delegated Responsibilities

On behalf of the Management Committee, the Secretary normally accepts delegated responsibility for:

- administering meetings of the Society and the Management Committee in accordance with the Society's Rules and Standing Orders;
- maintaining the Society's official governance records;
- ensuring that statutory and constitutional records are maintained appropriately;
- coordinating the review and maintenance of governance documentation;
- supporting compliance with reporting and filing requirements applicable to the Society;
- maintaining an accurate record of Committee membership, appointments and terms of office;
- undertaking such additional governance responsibilities as may be delegated by the Management Committee.

Whilst these responsibilities are delegated to the Secretary, accountability for the governance of the Society remains vested in the Management Committee acting collectively.

Working Relationships

The Secretary should work closely with the Chair, Treasurer and all members of the Management Committee to support effective governance and organisational continuity.

The Secretary should:

- maintain a collaborative and supportive working relationship with the Chair, recognising the complementary nature of their responsibilities;
- work closely with the Treasurer to ensure that governance and financial reporting support one another effectively;
- assist Committee Members in understanding governance processes and their responsibilities;
- support new Committee Members through effective induction into the Society's governance arrangements;
- maintain constructive relationships with members, volunteers, employees and external bodies where governance matters arise.

The Secretary should seek to ensure that the Society's governance is accessible, well understood and capable of supporting future generations of volunteers.

Guiding Principle

The measure of a successful Secretary is not the number of records they create, but the extent to which they create and maintain records that preserve the memory of the Society's progress and decision-making, support good governance, and enable each generation to build confidently upon the work of those who came before.

11. The Treasurer

Purpose

The Treasurer exists to help safeguard the Society's long-term financial wellbeing, ensuring that its resources are managed responsibly, transparently and sustainably in support of its charitable and community purposes.

The Treasurer enables the Management Committee to make informed decisions by providing clear financial information, sound advice and prudent stewardship of the Society's resources.

Through careful financial stewardship, the Treasurer helps ensure that each generation of volunteers is able to build confidently upon the work of those who came before while preserving opportunities for those who will follow.

Key Responsibilities

The Treasurer is expected to:

- promote and uphold the Society's Governance Philosophy through responsible financial stewardship;
- support the Management Committee in making informed decisions by providing clear, accurate and timely financial information;
- help ensure that the Society's financial resources are managed prudently, transparently and in accordance with legal and regulatory requirements;
- work collaboratively with the Management Committee to promote the Society's long-term financial sustainability;
- assist the Management Committee in understanding the financial implications of strategic decisions;
- contribute to the development of realistic budgets and long-term financial planning;
- encourage financial resilience by helping the Society balance present needs with future opportunities;
- support appropriate financial controls and effective management of financial risk;
- promote a culture of accountability and openness in financial matters;
- support fundraising, grant applications and other initiatives that strengthen the Society's financial resilience;
- encourage good stewardship of all the Society's resources, recognising that buildings, collections, equipment, volunteers and reputation are assets requiring thoughtful care as well as financial investment.

Delegated Responsibilities

On behalf of the Management Committee, the Treasurer normally accepts delegated responsibility for:

- overseeing the Society's financial administration and accounting arrangements;
- presenting regular financial reports to the Management Committee and Annual General Meeting;
- helping to prepare annual budgets and financial forecasts;
- monitoring income, expenditure and cash flow;
- ensuring that appropriate accounting records are maintained;
- supporting the preparation of annual accounts and liaison with independent examiners or auditors where applicable;
- overseeing banking arrangements and authorised financial transactions in accordance with the Society's financial procedures;
- helping ensure compliance with relevant financial legislation and regulatory requirements;
- undertaking such additional financial responsibilities as may be delegated by the Management Committee.

Whilst these responsibilities are delegated to the Treasurer, accountability for the Society's finances remains vested in the Management Committee acting collectively.

Working Relationships

The Treasurer should work closely with the Chair, Secretary and all members of the Management Committee to support sound financial governance and informed decision-making.

The Treasurer should:

- maintain an open and collaborative relationship with the Chair in supporting strategic planning and organisational sustainability;
- work closely with the Secretary to ensure that financial reporting supports effective governance and appropriate record keeping;
- support Committee Members in understanding the Society's financial position and the implications of proposed decisions;
- encourage confidence in the Society's financial stewardship through openness, clarity and constructive communication;
- work positively with employees, volunteers, members and professional advisers on financial matters where appropriate.

The Treasurer should seek to ensure that financial stewardship enables the Society not only to meet today's responsibilities but also to remain capable of serving future generations.

Guiding Principle

The measure of a successful Treasurer is not the size of the Society's reserves, but the confidence with which the Society can fulfil its purpose today while preserving the resilience and opportunities that future generations will depend upon.

12. Deputy Office Holders

Purpose

The Society recognises that effective governance depends upon continuity, resilience and the thoughtful development of future leaders.

Deputy office holders strengthen the Society not only by providing continuity during periods of absence, but by contributing complementary knowledge, skills, perspectives and capacity that enhance the effectiveness of the principal office holder and the Management Committee as a whole.

Through partnership with the principal office holder, Deputy office holders contribute to organisational resilience, succession planning and the long-term stewardship of the Society.

General Expectations

All Deputy office holders are expected to:

- support the principal office holder in the effective discharge of their responsibilities;
- develop an understanding of the responsibilities, challenges and governance principles associated with the office they support;
- contribute positively to continuity of leadership and organisational resilience;
- provide constructive support and thoughtful challenge where appropriate;
- undertake responsibilities delegated by the Management Committee or agreed with the principal office holder;
- deputise when required, ensuring continuity of governance and decision-making;
- contribute to the Society's succession planning by developing the knowledge, confidence and experience necessary to undertake greater responsibilities in the future.

Deputy office holders should regard their appointment not simply as preparation to assume a role in the future, but as an opportunity to strengthen the effectiveness of the Society today.

Deputy Secretary

Purpose

The Deputy Secretary supports the Secretary in safeguarding the Society's governance, constitutional integrity and institutional memory.

Through active involvement in the administration of the Society, the Deputy Secretary helps ensure continuity of governance while developing the knowledge and experience necessary to provide resilience and future leadership within the Management Committee.

Key Responsibilities

The Deputy Secretary is expected to:

- support the Secretary in fulfilling the responsibilities of the office;
- assist with the preparation and administration of meetings where appropriate;
- help maintain accurate governance records and documentation;
- contribute to the review and maintenance of governance documents and policies;
- assist in ensuring that governance information is communicated effectively;
- develop a sound understanding of the Society's Rules, governance framework and administrative responsibilities;
- deputise for the Secretary whenever required.

Delegated Responsibilities

The Deputy Secretary undertakes those responsibilities delegated by the Management Committee or agreed with the Secretary.

When acting in place of the Secretary, the Deputy Secretary assumes the delegated responsibilities of that office for the duration of that appointment.

Working Relationships

The Deputy Secretary should work in close partnership with the Secretary, recognising that their combined knowledge, experience and complementary strengths contribute to more effective governance than either could achieve alone.

The Deputy Secretary should also maintain positive working relationships with the Chair, Treasurer and other members of the Management Committee in support of the Society's governance arrangements.

Guiding Principle

The measure of a successful Deputy Secretary is not how often they are required to step in, but the confidence with which the Society knows that its governance, records and institutional memory will remain secure whenever they do.

Deputy Treasurer

Purpose

The Deputy Treasurer supports the Treasurer in safeguarding the Society's financial stewardship, resilience and long-term sustainability.

Through active involvement in the Society's financial administration and planning, the Deputy Treasurer helps strengthen continuity, develops financial understanding and provides additional capacity to support the Management Committee in fulfilling its collective responsibilities.

Key Responsibilities

The Deputy Treasurer is expected to:

- support the Treasurer in fulfilling the responsibilities of the office;
- assist with financial administration, reporting and budgeting where appropriate;
- contribute to the Society's financial planning and long-term sustainability;
- develop a sound understanding of the Society's financial arrangements and regulatory responsibilities;
- support the Treasurer in promoting financial transparency and accountability;
- assist with fundraising, grant administration or financial projects where appropriate;
- deputise for the Treasurer whenever required.

Delegated Responsibilities

The Deputy Treasurer undertakes those responsibilities delegated by the Management Committee or agreed with the Treasurer.

When acting in place of the Treasurer, the Deputy Treasurer assumes the delegated responsibilities of that office for the duration of that appointment.

Working Relationships

The Deputy Treasurer should work in partnership with the Treasurer, recognising that different skills, perspectives and experience can strengthen financial stewardship, improve decision-making and increase the resilience of the Society.

The Deputy Treasurer should contribute to building financial confidence throughout the Management Committee, recognising that sound financial stewardship is a collective responsibility.

Guiding Principle

The measure of a successful Deputy Treasurer is not how often they manage the Society's finances independently, but the extent to which they strengthen the Society's financial resilience, support the Treasurer and ensure continuity of stewardship for future generations.

13. Committee Portfolios

Purpose

The Management Committee may establish portfolio responsibilities to ensure that particular aspects of the Society's work receive appropriate attention, leadership and stewardship.

Portfolios enable Committee Members to contribute their individual knowledge, skills, interests and experience in ways that complement the collective responsibilities of the Management Committee. They broaden participation in governance, encourage shared leadership and help ensure that the Society continues to evolve in response to the changing needs of its members and the wider community.

Portfolio responsibilities are not fixed. They may be created, adapted or concluded by the Management Committee as the Society develops, recognising that each generation of custodians has both the opportunity and the responsibility to respond thoughtfully to changing circumstances while remaining true to the Society's purpose and Governance Philosophy.

Portfolio Responsibilities

The Management Committee may establish portfolio responsibilities including, but not limited to:

Membership Coordinator

Supports the recruitment, welcome, retention and engagement of members, helping to ensure that membership remains central to the Society's identity and governance.

Volunteer Coordinator

Supports the recruitment, development, wellbeing and recognition of volunteers, encouraging a welcoming environment in which people are supported to contribute their time, skills and experience.

The Volunteer Coordinator should actively encourage volunteers to develop confidence, broaden their involvement and, where appropriate, consider future leadership opportunities within the Society.

Events Coordinator

Supports the planning, coordination and evaluation of the Society's programme of events, helping to ensure that activities continue to advance the Society's charitable and community purposes while encouraging participation, inclusion and enjoyment.

Additional portfolio responsibilities may be established by the Management Committee whenever this is considered beneficial to the Society.

14. Committee Development and Succession

The long-term success of Shildon Railway Institute depends upon each generation preparing the next.

Every member of the Management Committee shares responsibility for encouraging, supporting and developing those who may one day become future custodians of the Society.

Committee Members should:

- encourage volunteers to develop new knowledge, skills and confidence;
- share experience, understanding and institutional knowledge generously;
- support the induction and mentoring of new Committee Members;
- identify and encourage potential future leaders from within the Society's volunteer community;
- avoid unnecessary dependence upon any single individual by promoting shared knowledge and collaborative working;
- contribute to a culture of continual learning, reflection and improvement;
- recognise that stewardship includes preparing the Society for those who will one day inherit responsibility for its future.

The Management Committee should regard succession planning not as the replacement of individuals, but as the continual development of people, relationships and organisational capability.

15. Guiding Principle

The measure of a successful Management Committee is not simply what it achieves during its own term of office, but the strength, confidence and preparedness of those who will follow.

16. Related Documents

This document should be read alongside:

- The Governance Philosophy of Shildon Railway Institute
- Society Rules
- Management Committee Code of Conduct
- Standing Orders
- Conflicts of Interest Policy
- Disputes and Complaints Procedure
- Volunteer Code of Conduct
- Volunteer Agreement

17. Document Review

This document forms part of the Society's governance framework and should normally be reviewed annually, or sooner where changes to legislation, regulation, the Society's Rules or organisational practice make this necessary.

The Management Committee should ensure that each review considers not only whether the document remains accurate and compliant, but whether it continues to reflect the Society's Governance Philosophy and the values of stewardship upon which it is founded.