

## Introduction to the Board

### What is the Board's status?

The General Service Board, in addition to its AA commitments, is responsible for the business side of the Fellowship and is a charitable company limited by guarantee having no share capital. GSB members are company directors and charity trustees with all the responsibilities inherent in these posts. The Board's full title is:

*The General Service Board of Alcoholics Anonymous (Great Britain) Limited.*

This title must be used on all official correspondence and the Registered Charity Number 226745 displayed on all stationery. Board members are encouraged to use the headed stationery supplied.

As a charitable company, the Board is subject to the requirements of the Companies Acts and the Charities Acts and is bound by its memorandum and articles of association. The Board, as an employer, is also answerable to a raft of legislation.

*These liabilities must qualify any Fellowship projects no matter how desirable they may appear from the AA point of view.*

### What are my responsibilities as a GSB member?

There are *four* distinct areas:

- A. Service responsibilities to the Fellowship  
General Service Board members will have a clear understanding of their responsibilities in this area because of their experience in service at other levels and usually also through attendance at Conference. It is assumed that they are familiar with all relevant service publications.
- B. Responsibilities under the Companies Acts.  
As company directors GSB members must be aware of the requirements of the Companies Acts in their personal role as monitors. Day-to-day operations are delegated properly to the Board's Executive Committee and GSO, in particular, the General Secretary. The Board, however, remains ultimately responsible.
- C. Responsibilities under the Charities Acts.  
Trustees of a registered charity carry full personal responsibility for the charity's affairs and must be familiar with the good practices laid out in The Good Trustee Guide.
- D. Responsibilities as employers.  
As employers, the Board has total responsibility under various Acts and EEC directives. Again, much is properly delegated but GSB members should be aware of their ultimate responsibilities as employers.

## **The Law and Trustees - a Brief Outline**

Legally, trustees are jointly responsible for all the activities of the charity and they must act together. There are clear-cut rules for delegation and no trustee acting alone can bind his or her fellow trustees unless specifically authorised to do so in writing. However decisions do not have to be unanimous. Therefore the majority bind the minority and you are bound by the decisions of your fellow trustees even if you are absent from a meeting.

If you vote against an important decision make sure that your vote is recorded in the minutes. In serious matters; for example, *if you believe that charity is going to spend resources on something outside its charitable objects (which would be a breach of trust)*, then you should consider resignation.

Trustees are expected to act reasonably and prudently in all matters relating to the charity and its long-term interest. You must act with the same degree of care as a prudent person of business would exercise in the management of his or her own affairs. In practice this means that you need to know about the legal, financial and managerial issues affecting your charity, though you are not expected to have expert knowledge. If you hold yourself out as having expertise in a given area, however, you will be expected to act with a higher duty of care.

You have to ensure that your charity complies with the legislation covering such matters as employment, health and safety, taxation, environmental matters, data protection, trading standards.

If you do not seek advice on matters on which you are not an expert, be they legal, financial or managerial, you could be regarded as having acted imprudently and you may be personally liable for the consequences.

*(The Good Trustee Guide furnishes detailed information on the above topics.)*

You are required to ensure that mechanisms for adequate support and supervision are in place for all staff, voluntary or paid.

### **A Different Kind of Service**

The Board has established policies, procedures, code of practice and terms of reference in its operations, including the management of the General Service Office and Northern and Southern Service Offices.

It is very important for GSB Board Members to appreciate that they have certain responsibilities which are quite different to any responsibilities they had in their previous positions in AA

The levels of time commitment and personal responsibility demanded of General Service Board members far exceed those at any other level of service in Alcoholics Anonymous. Board members take on these responsibilities voluntarily on behalf of Alcoholics Anonymous in Great Britain.

## Personal Commitment

The Charities Act 1993 requires trustees to attend meetings of the Board of the charity. Dates are published a year in advance so that GSB members can arrange their personal calendars to ensure that they can attend all scheduled meetings and the General Service Conference. It is not possible to forecast exactly how much time might be involved but the following will give some idea of the personal time commitment required in a given year:

- A. Full Board meetings are currently held four times per year. The Annual General Meeting of the company being held as part of the March Board meeting. These meetings are held in York and commence at 4.15pm on Friday. They are scheduled to end at 12.30pm on Saturday. (8 days)
- B. GSB members attend the General Service Conference held in the University of York. Conference runs from 4.00pm on Friday until 1.00pm on Sunday. (3 days)
- C. Attendance is expected at all your own region's meetings and workshops. (4 to 6 days)
- D. You are bound to have some involvement in additional meetings in connection with membership of Board or Conference committees. These are normally held in York. (1 to 8 days)
- E. You will probably have a specific liaison responsibility and will be involved in meetings, e.g. National Liaison Officers' meetings in York. You may well also be asked to attend workshops or service meetings at other regions in your liaison role. There may also be visits to outside bodies connected with your service discipline. (2 to 6 days)
- F. Attendance may be required at Board Executive Committee meetings, normally held in York, in connection with your Board role. (2 to 6 days)
- G. You may be asked to represent the Board at Regional Forums, in addition to a forum held by your own region. (2 to 4 days)
- H. You may be asked to represent the Board on the committee of a National Convention. If so you will be required to attend their meetings. (4 to 8 days)
- I. If you are appointed as a World Service Meeting or European Service Meeting delegate then this will involve considerable time. (5 to 8 days)
- J. Attendance as GSB representative at foreign General Service Conferences is a possibility. (3 to 5 days)

***The greatest time commitment of all, however, cannot even be roughly quantified. You will be a member of one of the Board's committees and probably also of a sub-committee. Much time has to be made available for reading and preparing material in relation to projects. Reports have to be prepared and options papers written when seeking to present recommendations to the full Board. Regular consultation between Board committee members between meetings is essential. The agenda of each Board meeting is impossibly heavy unless discussion is facilitated by careful preparation of work brought to the table by those delegated to do it.***

## **General Service Board Members - some legal responsibilities**

General Service Board members are legally Trustees of the Registered Charity The General Service Board of Alcoholics Anonymous (Great Britain) Ltd. This is a company limited by guarantee. As Charity Trustees they have legal obligations under the Charities Act 1992 in England and Wales because the company is registered in England. Full information is available from the General Secretary, GSO, York, but at this stage the Board is legally required to inform prospective members of the Board of the grounds for disqualification under the charities Acts referred to above

### **Disqualification from acting as a charity trustee**

A wide-ranging list of disqualifications have been introduced which include:

1. a conviction for any offence involving dishonesty or deception unless it is spent under the Rehabilitation of Offenders Act 1974
2. an undischarged bankrupt
3. an undischarged composition or arrangements with creditors
4. he/she has been removed from office as a charity trustee by the Charity Commission or High Court in England and Wales, in Scotland, by the Lord Advocate
5. he/she is subject to a disqualification order under the Company Directors Disqualifications Act 1986
6. In England and Wales the Charity Commission can on application waive some of the disqualifications. In Scotland the authority concerned is the Director of the Scottish Charities Office.
7. A person can be held personally liable to repay any monies received from the charity if acting when disqualified and face criminal prosecution in the magistrates courts in England and Wales In Scotland, the penalty for breach of the disqualification provisions is (a) on summary conviction, to imprisonment for a term not exceeding six months or to a fine not exceeding the statutory minimum or to both; and (b) on conviction on indictment, to imprisonment for a term not exceeding two years or to a fine or both.

***This paper is produced as a convenience for candidates for Board membership. It does not attempt to deal with the regulations in full. It is incumbent on individuals to find out the inappropriate action in their case should they suspect that they may be liable to the disqualification provisions. The addresses to contact to apply for a waiver of disqualification can be obtained, in confidence, from GSO, York.***