

9 March 2026
FOR DECISION

Introduction

At the November 2025 Board meeting, Trustees were made aware that they did not have the legal power to delegate responsibilities to the Chief Executive. The Board resolved to give itself that power through a revised Memorandum and Articles of Association.

Revisions to the Memorandum and Articles of Association

Delegation to the Chief Executive

The revised Memorandum and Articles of Association is in Appendix 1. The changes are as follows:

Added to the end of Clause 9(1):

The Board of Trustees may discharge some of their responsibilities through a Scheme of Delegation to the Chief Executive, provided that such delegation is consistent with Clause 14 and does not relinquish the Board's overall accountability.

Clause 14(1) has been amended to allow the Board to delegate to the Committees and also to the Chief Executive.

New Clauses 14(2) and 14(3) have been added:

(2) The Board of Trustees shall not delegate any matter which is expressly reserved to them by law, by this governing document, or by Charity Commission regulation.

(3) Delegation under this clause does not absolve the Board of Trustees of their legal duties and responsibility for the management and administration of the Charity.

Clauses 14(5) and 14(6) detail the particulars of the delegation:

Delegation to the Chief Executive

- (1) The Board of Trustees may delegate to the Chief Executive such executive powers and responsibilities as are necessary for the effective day-to-day management and operational leadership of the Charity. These may include, but are not limited to:
 - a. Implementation of the Charity's strategy as approved by the Board;
 - b. Management of staff and volunteers;
 - c. Operational decision-making;
 - d. Financial commitments within limits set by the Board;
 - e. Safeguarding, regulatory compliance, and risk management duties as delegate and overseen by the Board;
 - f. Ensuring proper reporting to the Board.

- (2) Any delegation to the Chief Executive shall be documented in a written Scheme of Delegation approved by the Board and reviewed at least annually.

Other matters

Throughout the document, references to 'his or her' have been replaced with 'their' both for simplicity and to make the language more inclusive.

Clause 9(2), relating to eligibility for Trusteeship have until now had two sub-clauses referring to criminal convictions:

- (iii) if they were convicted of an offence involving dishonesty or deception;
- (vi) where there has been a conviction for:
 - (i) Various offences under counter-terrorism legislation;
 - (ii) Money-laundering offences;
 - (iii) Offences under the Bribery Act 2010;
 - (iv) Misconduct in public office, perjury, and perverting the course of justice;

These have been replaced with a new Clause 9(2)(iii):

- (iii) If they have been convicted of an imprisonable offence, an offence involving dishonesty or deception, any other offence considered by the

Board as relevant to the role, or if they have been placed on the sex offenders register;

Clause 21 has been amended to enable documents to be written either by handwritten or electronic signature, and to enable the Chief Executive to execute documents:

- (1) The Charity shall execute documents either by handwritten or electronic signature.
- (2) A document is validly executed by signature if it is signed by the Chief Executive or, in the case of a reserved matter or where the Chief Executive is not able, by at least two of the Board of Trustees.

Clause 21(3) relates to a Charity seal, as Talkback does not have a seal, this clause has been deleted:

- (3) If the Charity has a seal;
 - a. It must comply with the provisions of the General Regulations; and
 - b. The seal must only be used by the authority of the Board of Trustees or of a committee of the Board of Trustees duly authorised by the Board of Trustees. The Board of Trustees may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by two Charity trustees.

Clause 12(2) has been deleted as it is unnecessary due to other clauses providing for the same action to be taken should the Board so choose:

Any person retiring as a Charity trustee is eligible for reappointment for ONE further consecutive term.

Scheme of delegation

The Scheme of Delegation is in Appendix 2. It details the principles that govern all delegation to the Chief Executive, as follows:

- Delegation to the Chief Executive does not remove or diminish the legal responsibilities of Trustees.
- All delegates responsibilities must be exercised within approved policies, budgets, and legal frameworks.
- Responsibilities are delegated to ensure efficient management whilst reserving strategic matters to the Board.

- Delegations must be reviewed annually and whenever significant organisational or legal changes occur.

The document details significant matters that are reserved for decision by the Board. It specifies that the Board delegates to the Chief Executive responsibility for day-to-day management and operational leadership, and details the Chief Executive's responsibilities in the following areas:

- Strategic and operational leadership
- Financial management
- Personnel
- Risk, compliance and safeguarding

Resolution

It is recommended that the Board approve the changes to the Memorandum and Articles of Association and adopt the Scheme of Delegation, and in accordance with Clause 28(1)(a) that each Trustee send an email to the Chief Executive to confirm they agree the amendments.

Adoption

The changes were agreed in principle at a Board meeting on 9 February 2026. Following the final amendments, the 6 trustees, who are also Talkback's only members, agreed the changes unanimously via email on 6 and 7 March 2026.



Chris Brace

Chief Executive

09/03/2026

Talkback-UK Ltd company number 04279266

[charity number 1093732]