



STANDING OPERATING PROCEDURES FOR THE BOARD OF TRUSTEES (BoT) OF SAMARITANS IN SPAIN (SiS)

1. These Standing Operating Procedures may be varied at any time by BoT at a Meeting duly convened for that purpose and of which business special notice shall have been given.

Meetings of BoT

2. The President shall take the chair at all meetings of BoT. In his/her absence the Chairman will be either the Vice President (if any), the Secretary or the Treasurer in that order.
3. The Minutes of any Meeting of BoT will be kept by the Secretary and in his/her absence by another Trustee who may be appointed specially for that purpose.
4. Notwithstanding any irregularity in the appointment of a person to BoT any vote in which that person has taken part will not be nullified as a consequence.
5. BoT may allow any person who is not a Trustee to attend a Meeting of it on such terms and conditions and for such period of time as it may determine. Such details will be recorded in the Minutes of a Meeting of BoT.
6. BoT may in consensus co-opt a member (or members) to participate for a limited period of time up to 1 year in the BoT meetings and other duties. Such co-option may in consensus be prolonged and can be terminated at any time. A co-opted member participates on equal terms with the ordinary members except with no right to vote and thus with no legal responsibilities for decisions of BoT.
7. All Trustees and co-opted Trustees are concurrently members of SiS (article 7 and 8 in Statutes). Membership of SiS is terminated concurrently with the conclusion of the duties of the Trustee (or co-opted Trustee) whatever reason for this. A membership fee or quota – if any – will not be refundable.
8. The Minutes of the Meetings of BoT are confidential to the Trustees and may not be disclosed to any other person save as required under Spanish law.
9. Not less than seven days prior to each meeting of BoT the Secretary will send out to each Trustee the Agenda and the Minutes of the last Meeting. The Secretary or other Trustees will send out to each Trustee any other papers relevant to the Agenda – when possible not less than seven days prior to the meeting of BoT.
10. Late intimation through inadvertence or the failure of a Trustee to receive the notices and papers duly despatched will not invalidate that Meeting or the proceedings at it. In the event it is anticipated by the Secretary that such a Meeting will have Trustees participating in it in terms of Article 18 of the *Estatutos* who will not be in the same place then the Secretary will state how it is proposed that the Trustees communicate with each other during that Meeting.

11. Decisions are taken by simple majority of votes. In case of a tie, the president has the casting vote.
12. There is quorum for a BoT meeting when more than half of the members (including at least two of La Junta Directiva) are present or who are able to participate in the Meeting in accordance with Article 18 of the *Estatutos*.
13. If an emergency arises, Trustee Board decisions may be made in the course of telephone calls by two Trustees in the case of the unavailability of other Trustees. A single Trustee may make a decision on his/her own in an absolute emergency in the event that the other trustees cannot be reached quickly. All such decisions must be made in the best interests of SiS in accordance with the *Estatutos* and the Internal Regulations and in the spirit of existing process and procedure. All such decisions must be reported promptly by e-mail to all of the other Trustees.

Finance and payments

14. The Treasurer must design and maintain proportionate effective financial control policies and procedures which will be reviewed and endorsed by the BoT.
15. Trustee's approval of expenditures:
 - a) The BoT may grant a Trustee a formal prior authorization to approve expenses for specific projects or purposes within a budget approved by the BoT.
 - b) A Trustee may approve individual items of expenditure not exceeding €500 providing the spending is within the approved budget (or a forecast approved by the BoT).
 - c) Such within budget/forecast expenditures (re 15a and 15b) do not individually need to be reported to the BoT, but should be referred to the Treasurer for information and inclusion in the Treasurers reports to the BoT as a "significant spend" where appropriate.
 - d) Trustees may approve out of budget/forecast expenditure up to €200 after referral to the Treasurer when such expenditure is exclusively and necessarily for the work of SiS. The Trustee is responsible for reporting this to the next BoT meeting.
 - e) Other managers may be delegated similar authority, provided this is recorded in the minutes of a BoT meeting or in a specific procedure approved by the BoT.
16. It is acknowledged that the President and the Treasurer hold cards which enable them to use Bank Sabadell and La Caixa's internet banking service and each of them has been authorised to do so in accordance with article 25 of the *Estatutos*.

Code of conduct

17. The roles and responsibilities of the Trustees are disclosed in the Role Description for Trustees (incl. the "Seven Principles of Public Life").
18. A Trustee is elected for a term of five (5) years, and can by the recommendation of the BoT be re-elected for terms of one year, provided that the total term does not exceed 10 years (*Estatutos Art. 16, par. 1*).

19. Trustees should do their best to avoid conflicts of interest, and where they do find themselves in such a situation should declare that fact and not take part in any relevant decision making.
20. Trustees must not receive any financial or non-financial benefit that is not authorised by the *Estatutos*. Trustees should not exert any influence to obtain any preferential treatment for themselves or their family, or any other connected persons.
21. Each Trustee must complete and sign a Declaration of Eligibility form prior to appointment and every year thereafter in case of re-election at an AGM. Any alteration to that must be notified immediately to the Secretary.
22. Any Trustee must reside legally in Spain - or being in the process of seeking residency when elected to the BoT (*Estatutos Art. 16, par. 2*). Copies of residence certificate and passport (preferably electronical as a scan) must be submitted to the Secretary as soon as possible after appointment/election to the BoT. When resigning from the BoT the documents will be deleted/shredded when they are not legally required any more.

Office relinquished (Article 16 of the *Estatutos*)

23. In relation to the President, Vice President [if there is one], Secretary and Treasurer in the event of his or her absence from Spain or illness which prevents him or her from carrying out his/her duties for a continuous period longer than two weeks then the BoT, at a Meeting called in terms of the *Estatutos* and which gives notice of its intention to do so, may appoint another Trustee or Trustees to carry out the duties of that Trustee either in whole or in part for the duration of that absence or illness which is specified in the delegated authority.
24. Any Trustee who does not attend (physically or otherwise approved) 3 consecutive, ordinary meetings of the BoT may be relinquished from office by decision of BoT.
25. In the event of the Trustee who has been so absent or suffering illness either returning to Spain or recovering from such illness whilst there is continuing delegated authority to another Trustee in terms of this Standing Order then the Trustee who has been either absent or ill may not resume his or her duties until the BoT has recalled that delegated authority.

Assistant Secretary or Assistant Treasurer

26. The appointment of and duties of an Assistant Secretary or Assistant Treasurer in terms of the *Estatutos* must be approved at a Meeting of the BoT and detailed in a role description.

These Standing Operating Procedures were approved by the Trustees of Samaritans in Spain at its Meeting on 15th November 2017.

Edward Purcell

(President)

Ole M. Jung

(Secretary)