



DIRECTORS AND TRUSTEES HANDBOOK

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1. CODE OF CONDUCT

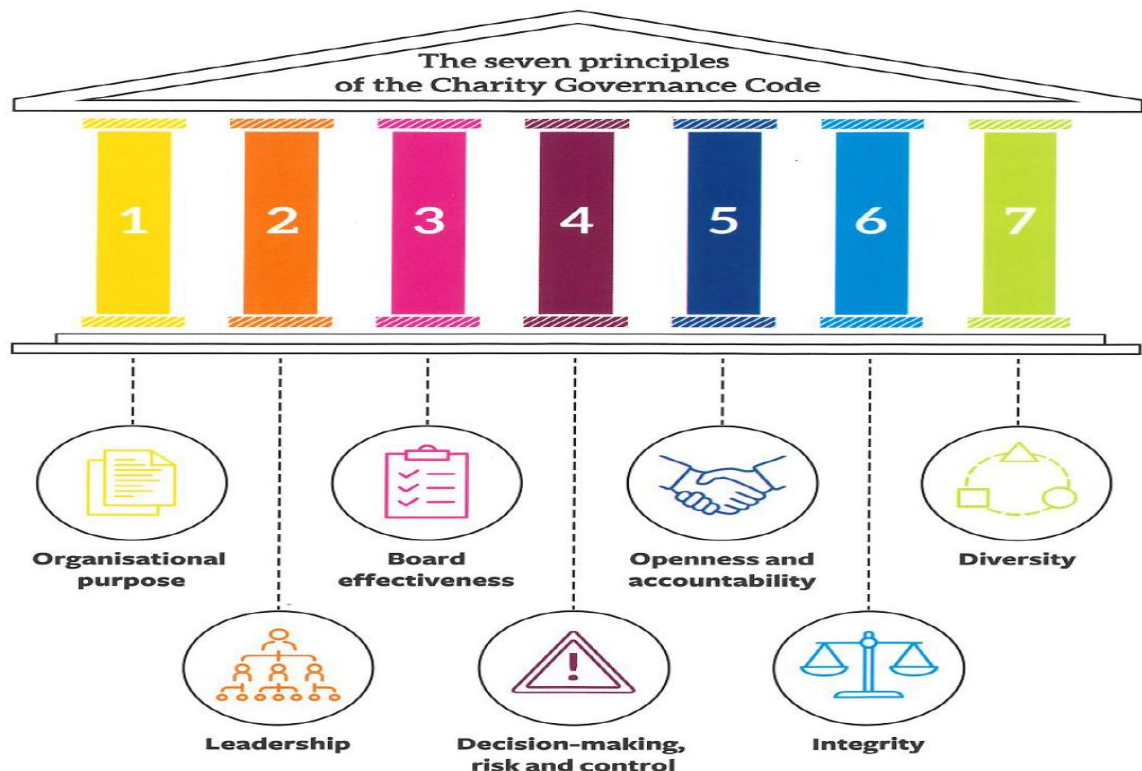
The Code of Conduct sets out the expectations of all those who are engaged in providing leadership at Board of Trustees, Business Board and Committee levels. It is based on the principles of a professional organisation and it is expected that the conduct of all those engaged in governance will reflect this.

The Code of Conduct should be read in conjunction with other policies and procedures as approved by the Board of Trustees.

Those in a leadership role should embrace and uphold the following values:-

- Excellence in service delivery
- Fairness and tolerance
- Openness to learning
- Honesty and integrity
- Compassion

* *The reference to Member will mean Board Member, Director and/or Trustee*



PRINCIPLE 1

An effective Board will provide good governance and leadership by understanding their role

Members of the Board will understand their role and responsibilities collectively and individually in relation to:-

- their legal duties
- their stewardship of assets
- the provisions of the governing document
- the external environment
- the total structure of the Charity

and in terms of:

- setting and safeguarding the vision, values and reputation of the Charity
- overseeing the work of the Charity
- managing and supporting staff and volunteers where applicable

PRINCIPLE 2

An effective Board will provide good governance and leadership by Ensuring delivery of organisational purpose

The Board will ensure that the Charity delivers its stated purposes or aims by:-

- ensuring organisational purposes remain relevant and valid
- developing and agreeing a long term strategy
- agreeing operational plans and budgets
- monitoring progress and spending against plan and budget
- evaluating results, assessing outcomes and impact
- reviewing and/or amending the plan and budget as appropriate

PRINCIPLE 3

An effective Board will provide good governance and leadership by Working effectively both as individuals and as a team

The Board will have a range of appropriate policies and procedures, knowledge, attitudes and behaviours to enable both individuals and the Board to work effectively. These will include:-

- finding and recruiting new Board Members to meet the Charity's changing needs in relation to skills, experience and diversity
- providing suitable induction for new Board Members
- providing all Board Members with opportunities for training and development according to their needs
- periodically reviewing their performance both as individuals and as a team

PRINCIPLE 4	<i>An effective Board will provide good governance and leadership by Exercising effective control</i>
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As the accountable body, the Board will ensure that:-

- the Charity understands and complies with all legal and regulatory requirements that apply to it
- the Charity continues to have good internal financial and management controls
- it regularly identifies and reviews the major risks to which the Charity is exposed and has systems to manage those risks
- delegation to committees, staff and volunteers (as applicable) works effectively and the use of delegated authority is properly supervised

PRINCIPLE 5	<i>An effective Board will provide good governance and leadership by Behaving with integrity</i>
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The Board will:-

- safeguard and promote the Charity's reputation
- act according to high ethical standards
- identify, understand and manage conflicts of interest and loyalty
- maintain independence of decision making
- deliver impact that best meets the needs of beneficiaries

PRINCIPLE 6	<i>An effective Board will provide good governance and leadership by Being open and accountable</i>
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The Board will lead the Charity in being open and accountable, both internally and externally. This will include:-

- open communications, informing people about the Charity and its work
- appropriate consultation on significant changes to the Charity's services or policies
- listening and responding to the views of supporters, funders, beneficiaries, service users and others with an interest in the Charity's work
- handling complaints constructively, impartially and effectively
- considering the Charity's responsibilities to the wider community, e.g. its environmental impact

Supporting the Board

Trustees are expected to support the Board at all times and to comply with its agreed policies and procedures. Differences of opinion may exist and wherever possible the Board will try to reach a consensus. However, it is recognised that this is not always possible. After a democratic decision has been made, all Trustees are expected to support the majority decision of the Board and not to voice any opposition to a decision outside of meeting or to engage in any activity likely to diminish or undermine the authority of the Board. If a Trustee feels so strongly about a particular issue then they should raise their concerns with the Chair to see if they can be resolved, failing which they should resign from the Board to be free to argue their case as they wish.

2. EQUAL OPPORTUNITIES

There is a separate Equality, Diversity and Inclusion policy that should be read in conjunction with this document.

The policy should be complied with both in the letter and the spirit. Equality issues affect every area of our work; in provision of services, purchasing decisions and as an employer. All those connected with the Charity have the right to be treated with fairness, dignity and equality regardless of their backgrounds.

There is a separate Data Protection Policy that should be read in conjunction with this document. The law requires that certain type of information must be available to members of the Charity, the Auditors, Charities Commission and members of the public. Other information will be regarded as confidential and must not be passed on. For further information please refer to the Data Protection and Confidentiality Policy.

Whilst we wish to be as open as possible, it is recognised that it also operates within a commercial environment. Members will have access, from time to time, to confidential information and should ensure that such information is not passed on to a third party. We must respect an individual's right to privacy. Such information will include:-

- items concerning specific individuals or their financial affairs – fellow Trustees or employees or service users
- items concerning the terms of negotiations relating to the acquisition or disposal of property or the supply of goods and services or the involvement of LEAP in new pieces of work
- items concerning negotiations with employees
- items concerning legal proceedings
- items specifically marked "private and confidential"

If you are in any doubt as to whether any item of business is confidential or about disclosing any information then you should seek advice from the Chair of the Board or Chief Executive.

Staff

The Board recognises that, in order to be as effective as possible, a creative partnership needs to exist between the Trustees and paid staff. Trustees and staff should show respect for each other in a professional and courteous manner. Close personal relationships between Trustees and employees should be avoided. If a personal relationship develops between a Trustee and a member of staff then this should be discussed with the Chair of the Board and Chief Executive.

Trustees should ensure that if they have concerns relating to the performance of a particular member of staff or team then this should be raised only with the Chief Executive. Trustees operate collectively and corporately and no individual Trustee has the right to reprimand or criticise an individual staff member. From time to time, concerns relating to the performance of a staff member may be raised at meetings. Whilst this is appropriate, this should be done in as constructive a manner as possible.

Code of Good Governance

This Code should be read in conjunction with the Code of Conduct and focuses on the premise that an effective Board will provide good governance and leadership by:-

- understanding their role
- ensuring delivery of organisational purpose
- working effectively both as individuals and a team
- exercising effective control
- behaving with integrity
- being open and accountable

Trustees are expected to follow, as far as is practicable, the principles outlined within the Code and avails themselves of any appropriate training opportunities that may be provided both individually and collectively.

If a Trustee has a concern relating to the implementation of the Code then this should be discussed in the first instance, with the Chair.

3. EFFECTIVE GOVERNANCE

The eight elements of effective governance are a good starting point for ensuring that a Board successfully carries out its responsibilities.

An effective board has:

1. the right people round the table
2. an understanding of the role and responsibilities of the governing body
3. good chairing
4. professional clerking
5. good relationships based on trust
6. knowledge of the Charity – the data, the staff, the clients, the community

7. a commitment to asking challenging questions
8. the confidence to have courageous conversations in the interests of the clients

The respective roles of strategic governance and operational management

The purpose of governance is to provide confident and strong strategic leadership which leads to robust accountability, oversight, and overall effectiveness.

Governance is strategic, and management is operational. The distinction between governance and management needs to be clearly understood by all, so that all trustees are not asked to, and do not try to, involve themselves in day-to-day management. Collaborative strategic planning between governing boards and charity leaders helps to embed the understanding of respective roles and keeps Conversations focused and effective.

The Governing Board should concentrate on matters related to strategy and financial improvement and leave internal organisation, management, and control of the Charity to the senior executive leader, unless there is good reason to intervene.

4. TRUSTED CHARITY

LEAP has adopted Trusted Charity as the Quality Standard to provide greater credibility and legitimacy as well as ensuring there are effective organisational systems and procedures in place to evidence the quality of the Charity. The standards cover Governance, Planning, Leadership and Management along with evidencing the commitment towards learning and development, managing resources and assessing outcomes and impact. In total there are eleven standards that must be met in order to attain the kite mark. There are also two levels that can be awarded. LEAP aims to achieve a Level 2 grading and to sustain the accreditation over time.



5. TRUSTEE REQUIREMENTS

Criminal Convictions

If a Trustee is convicted of a criminal offence (other than minor driving matters) then this should be reported immediately to the Chair of the Board of Trustees (or in his/her absence the Vice Chair) or the Chief Executive, who will treat such information sensitively. This may influence the individual's ability to continue in a governance role within the Board as the Charities Act 1993 and Companies Act 1985 have a bearing upon a member's ability to continue as a Trustee.

Personal Disclosures

A Trustee has an obligation to disclose, at the earliest opportunity, any issue within his or her personal or professional life that, if it became public, could have a negative impact upon the reputation or values of the Charity. Such disclosure should be made in confidence to the Chair of the Board (or in his/her absence the Vice Chair) and will be treated sensitively. If in any doubt about whether such a disclosure should be made, the individual Trustee should be as transparent as possible and if in doubt, a declaration should always be made.

Politics

The charities are a non-party political organisation. Those engaged in leadership in the Charity should not attempt to promote political views through the Board. This does not preclude the Board adopting a position in relation to the public policy issues.

Public Profile and Media

Those in leadership must avoid any action that might bring LEAP into disrepute, even if this is outside of the Charity's activities.

All media enquiries should be managed through the Chief Executive's Office. The Chair of the Board and the Chief Executive (or those staff specifically designated) will usually speak to the press.

Gifts and Hospitality

You should never accept gifts or hospitality which could be interpreted as a way of exerting improper influence over the way you carry out your duties. Nor should you offer gifts or hospitality to others on behalf of the Charity without proper authority. When gifts or hospitality are accepted or given then these should be notified to the Chair and will be recorded by the Company Secretary. This register is open to inspection.

When you need to decline a gift or hospitality you should be courteous but firm and draw the attention of the person making the offer to the existence of the Code of Conduct.

You may accept modest working meals and light refreshments without making any declaration or obtaining written consent.

If in doubt relating to any of the above, always take advice from the Chair and/or Company Secretary.

Tendering and Purchasing

You must exercise fairness and impartiality when dealing with consultants, suppliers, contractors and sub-contractors. All orders and contracts must be awarded on merit by fair competition.

You may not tender for, or provide, services to the Charity and no special favour should be shown to any business with which you or your family have some personal or professional connection.

Declaration of Interest

You must ensure that your private and personal interests do not influence your decisions and that you do not use your position as a Trustee to obtain personal gain of any sort, either for yourself directly, or for your family, friends or associates.

You must disclose any conflict of interest at the relevant meeting at which such interest first arises. The disclosure may be verbal or in writing. If you do not initially have an interest but subsequently do, the conflict of interest must be declared at the first meeting thereafter. If you become interested in a contract or other arrangement after it has been agreed, this must also be declared at the next meeting. The disclosure must be to the Board, as well as to the relevant committee.

You should not take part in any discussion or decision on any matter in which you have disclosed an interest.

Duality of Interest

Conflict of interest is not the same as duality of interest, where a Member is associated with another body and may have divided loyalties but does not stand to gain financially. Where there is duality of interest you must always act in the best interests of the Charity on whose governing body you are then sitting at that point in time.

Individual Trustee Legal Advice

In certain limited circumstances (such as where an individual trustee is precluded from participating in a decision due to a perceived conflict of interest) it might be appropriate for individual Trustees to seek legal advice in respect of their role and for this to be paid for by the Charity, provided that such expense amounts to “reasonable and proper” expenses. This should only be done having sought the consent of the Chair and the Company Secretary.

Employment within the charities

No Trustee of the Board of Trustees is eligible to apply for and be offered any paid posts within the Charity. This is an area regulated by the Charity Commission.

Such applications may be considered once Trustees have retired from the Board of Trustees for at least 12 months and is in accordance with the agreed employment practices of the charities.

Dealing with Breaches of Code

Alleged breaches of this Code of Conduct should be reported to the Chair of the Board of Trustees (or in his/her absence the Vice Chair). The Chair will then appoint a panel of not less than two Trustees to investigate the complaint. The composition of the Panel will depend on the nature of the complaint. If appropriate, an independent member may be asked to sit on this Panel.

The Panel should take reasonable steps to ascertain the facts and ensure that the relevant information is given fair opportunity to put their case (either in writing or in person). The Trustees will have the right to have a person of their choosing accompanying them.

The Panel will notify the Board of Trustees of its conclusions and make recommendations for any further action that might be required.

Board Elections and Tenure/Rotation

The Board has agreed that all (newly) elected Trustees will be eligible to serve a tenure from the relevant AGM, (when first elected) of 4 years by three consecutive terms – thereby offering themselves up for re-election at the end of each 4 year period, to a maximum of three times. At the end of this 12 year tenure, any Trustee may offer themselves up for re-election at the appropriate AGM (on completion of their twelfth year) for a further year and if elected, thereafter, each subsequent year.

Trustees joining the Board on an “ad-hoc” basis between AGMs must put themselves forward for election at the next available AGM.

The Payment of Trustee Expenses

The charities do not expect Trustees to be out of pocket in respect of work carried out for the Charity.

Principles

The Charity Commission has issued guidance on the payment of expenses to Trustees as follows:-

1. Expenses are refunds by a charity of payments which the Trustee has needed to meet personally in order to carry out his or her duties. They are not for payment of services.
2. Expenditure incurred should be made by the most cost effective means available. Where this is not possible, a brief note of the extra expenses incurred should be attached to the claim form.
3. The expenses incurred must not be of a standard or nature which will constitute a personal benefit to the Trustee.
4. Where relevant, evidence such as tickets/receipts must be provided for the expenditure incurred. These should be attached to the claim form.
5. Expenses are not allowable for the costs of partners who attend an event with a Trustee.

Allowable Expenses

The following are considered to be legitimate expenses:-

1. The reasonable cost of travelling to and from Trustee Board and sub-committee meetings and on Trustee business (including taxi fares, where necessarily incurred) and mileage allowances subject to Inland Revenue limits.
2. The provision of specialist transport, equipment and/or facilities for a Trustee with a disability.
3. Reasonable overnight accommodation and subsistence while attending Trustee Meetings or other essential events as authorised.

Process of Claiming Expenses

The Chair of the Board of Trustees must authorise, agree and approve each stage of the process for each claim as follows:-

1. Prior approval for the expense(s) being claimed must be sought.
2. Claims with appropriate receipts must be submitted to the Chair for authorisation within 10 working days of being incurred.
3. Where (for instance) attendance at a training event or overnight stay has been approved, then the actual cost as per on the invoice, will be claimed.

Once authorised by the Chair, the Trustee's Expense Claim Form will be processed in line with all other Claim Forms.

Annual Report of Trustee Expenses

A summarised report on the total expenditure incurred by Trustees will be reported to the Board and in the Annual Accounts on an annual basis.

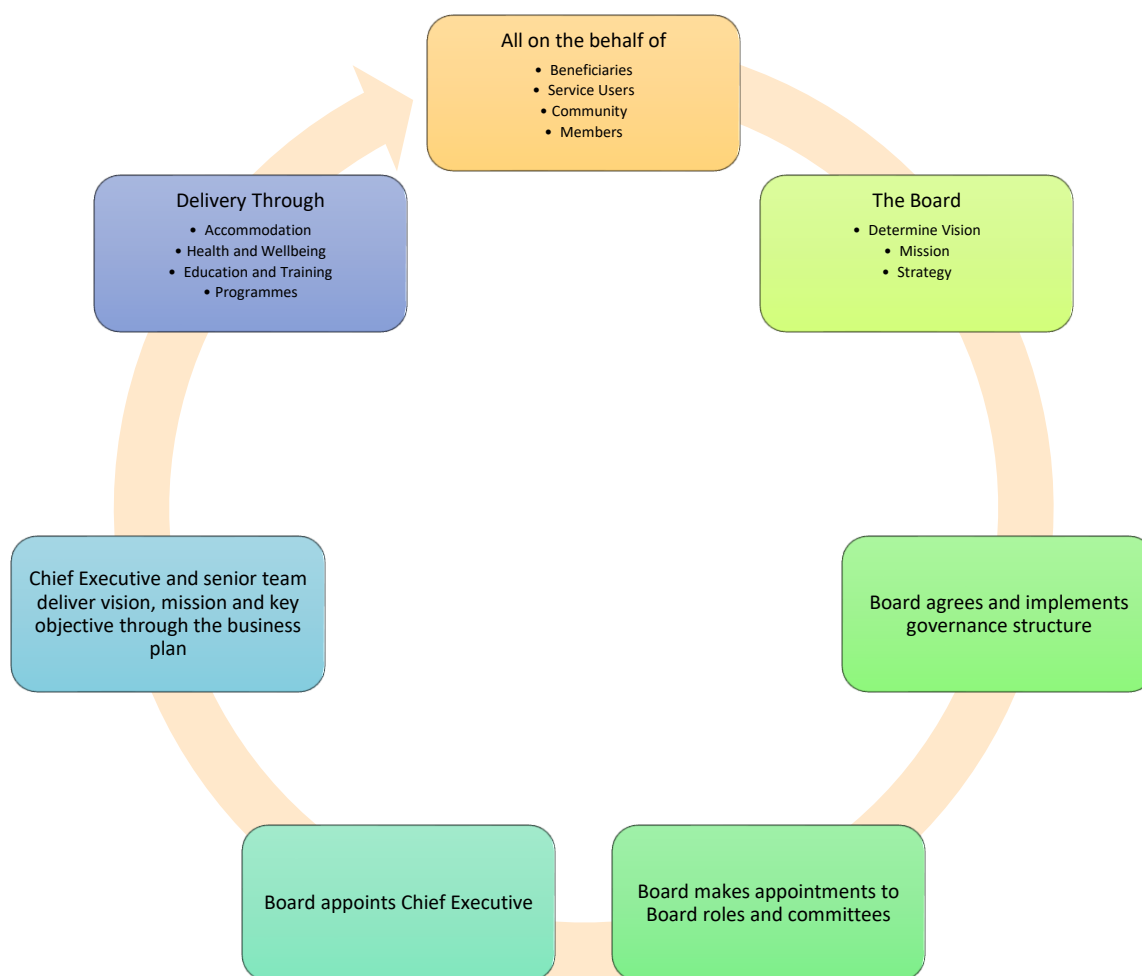
6. BOARD FUNCTION

1. Business Planning
 - 1.1. Setting the overall direction, policy and business within the Strategic Objectives of the Board.
 - 1.2. Agreeing budgets and develop appropriate performance targets for the Executive.
 - 1.3. Develop with the Executive and monitor 5 year business plans and financial forecasts and being responsible and accountable.
 - 1.4. Finance and Audit approval.
2. Performance Monitoring and Reporting
 - 2.1. Reviewing regular performance reports on each area of activity, monitoring actual performance against targets and forward plans.
 - 2.2. Monitoring performance against the business plan and approving any changes in light of changing developments or business opportunities.
 - 2.3. Reviewing reports prepared by the Executive and advisors, assessing for adequacy in terms of decision-making and performance monitoring.
 - 2.4. Ensuring that Assets are managed by the Executive in accordance with the Regulatory Framework and meets the National Standards in relation to: Statutory Accounts, Value for Money, Governance and Financial Viability.
3. Policies and Procedure
 - 3.1. Agree and monitor the Asset Management policies and procedures, in the light of regulatory requirements and to reflect best practice.
 - 3.2. Agree and monitor the policies and procedures for the maintenance, retention and/or disposal of assets.

- 3.3. Reviewing the operation of Agreements and reviewing the terms to ensure best practice and appropriate clarification of respective responsibilities under such agreement.
 - 3.4. Reviewing the reporting requirements and ensuring compliance to regulatory and statutory requirements.
 - 3.5. Ensuring robust and transparent internal control mechanisms, to hold the Executive and advisors to account in terms of compliance.
4. Risk Management
- 4.1. Identifying and assessing key areas of risk.
 - 4.2. Reviewing strategies to mitigate identified risks, and advising the Executive on developing methods to track new risks that might impact on the Charity.
 - 4.3. Receiving and reviewing reports from both internal and external audits.

APPENDIX 1

LEAP GOVERNANCE DIAGRAM



APPENDIX 2

SCHEDULE OF MATTERS RESERVED AND SCHEME OF DELEGATION

Purpose of this document

This document sets out the powers of the Charity; where the authority to exercise those powers resides and the extent to which that authority is delegated. Most powers are

delegated to the Board of Trustees (Board) who reserve some for themselves and delegate others, usually through its chair or Committees or the Chief Executive (CEO). The CEO may delegate powers delegated to them.

1. Introduction

The Governance Institute offers the following guidance:

In addition to the relevant legislation and regulation, Charities must also bear in mind the specific requirements and powers of their governing document, and act in accordance with them, along with being aware of the particular circumstances in which the Charity operates.

LEAP is a Charity and a company limited by guarantee. As such, it is a separate legal entity and its constitution, its governing document, the Articles of Association, set out the rules about running the organisation including restrictions relating to the way the organisation is governed.

2. Objects

The constitution defines what the organisation does:

The Charity's objects ("Objects") are specifically restricted to the following:

- A) To promote social inclusion for the public benefit by preventing young people and others from becoming socially excluded in terms of accommodation and support services
- B) To provide a range of accommodation and social housing to meet the needs of vulnerable or homeless people
- C) To undertake other activities and services within the Regulators regulatory framework to support the work of the organisation and provide services for its clients

Social housing; means low cost rental accommodation as defined in section 68 and social housing as defined in section 77 of the Housing and Regeneration Act 2008.

Socially excluded; means at threat of being homeless and disadvantaged as to their social economic and educational needs.

Regulator; means the body defined as the Homes and Communities Agency acting through its regulation committee or any statutory successor to or any assignee of any or all of its relevant functions from time to time.

3. Powers of the Board

The Board powers exist by virtue of its creation as a separate legal entity: a company limited by guarantee. The powers are set out in the constitution. The powers of the organisation may also be subject to external control such as legislative and regulatory.

All powers available to the Board as an organisation may only be exercised to further the objects in Section 2 (reproduced above) and they must be exercised in keeping with those charitable objects and the statement of the Aims and Purpose of LEAP as it may be amended from time to time, subject to the provision of the Companies Acts and the Articles and to any directions given by special resolution:

- (1) to raise funds. In doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
- (4) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
- (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (9) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The Charity may employ or remunerate a director only to the extent it is permitted to do so by the relevant article and provided it complies with the conditions in that article;
- (10) to:

- (a) deposit or invest funds;
- (b) employ a professional fund-manager; and
- (c) arrange for the investments or other property of the Charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

(11) to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;

(12) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;

4. Delegation

As a separate legal person, the Board can only exercise its powers through individuals or groups of individuals. The constitution includes key information about how the organisation should be run, how decisions are made, governance and management, the rights and responsibilities of trustees, and the types of activities and transactions in which the organisation can engage.

All the powers above may be exercised by the Board who are responsible for the management of the business. The Board may delegate these powers to committees and make, repeal, or alter Trustee byelaws and regulation as to the management of the Board by Committees, officers and staff.

Principle 4 of the Charity Governance Code set out the importance of effective and well monitored delegation to enable the Board to avoid becoming engaged in day-to-day activities, but retaining oversight of issues for which they are legally responsible.

The Principle's rationale states:

'The Board is ultimately responsible for the decisions and actions of the charity but it cannot and should not do everything. The Board may be required by statute or the charity's governing document to make certain decisions but, beyond this, it needs to decide which other matters it will make decisions about and which it can and will delegate.

'Trustees delegate authority but not ultimate responsibility, so the Board needs to implement suitable financial and related controls and reporting arrangements to make sure it oversees these delegated matters. Trustees must also identify and assess risks and

opportunities for the organisation and decide how best to deal with them, including assessing whether they are manageable or worth taking'. (Charity Governance Code, Principle 4 – Rationale)

The overall responsibility, and liability, for the actions of those managing the charity rests and remains with the Board. It is, therefore, essential that the Board gives clear guidance, set limits to delegated authority and establishes thorough reporting systems to ensure that it makes the appropriate decisions about the overall direction of the charity and ensures that those decisions are enacted. As each trustee is jointly and severally liable, it is important that decisions are taken by the Board as a whole, with trustees meeting together in order that they may hear arguments either in favour or against a decision before casting a vote on a proposal.

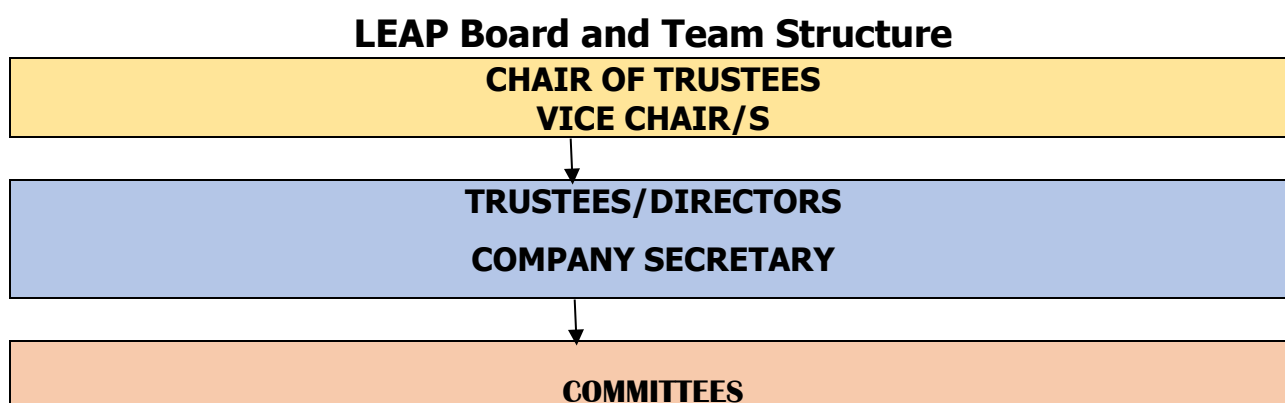
It is the responsibility of the CEO, and senior management team where appropriate, to implement the decisions of the Board and report back to the Board via the agreed monitoring process.

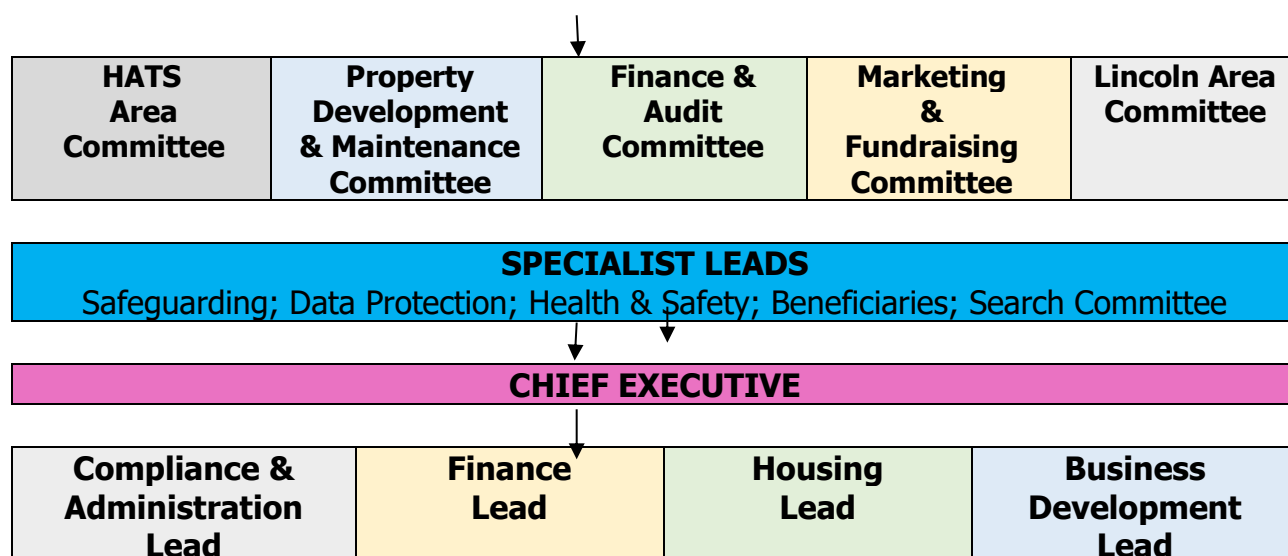
In order to ensure that decisions are taken at an appropriate level (avoiding contractual and financial risk), clear levels of delegation need to be set and be easily accessible and understood by trustees, committee members, staff and volunteers.

To minimise risk and provide transparency in decisions making a comprehensive scheme of delegation provides clarity as to who is responsible and accountable for any actions taken on behalf of LEAP and as a framework within which future terms of reference, manuals, policies, procedures and job descriptions can be drafted.

5. LEAP's Governance Structure

The following diagram sets out the Governance structure and serves to identify where various individuals and groups of individuals fit in the overall structure.





6. Schedule of Matters Reserved for the Board of Trustees

Except where determined by statute or by the Articles of Association, the Governance of the Charity is vested in the Board. The Board remain responsible for the oversight and Governance of the Charity, although executive and management action is delegated to the CEO and through that role to others.

Governance and Democracy

The Board holds an Annual General Meeting (AGM) and the Board decide where and when it is to be held.

In addition, the Board may convene other General Meetings, notify Trustees of such meetings and of the non-ordinary business of the AGMs.

The Board also decide and make the arrangements for Trustees to speak and vote at General Meetings.

The Board may postpone a General Meeting and make arrangements for hybrid General Meetings.

Trustees are entitled to attend and speak at General Meetings and collectively demand a poll.

Recommended practice is for the Board to approve recommendations to change/amend the Charity's Articles, subject where applicable to Charity Commission approval, and put them to the members for approval at General Meetings.

Regulation and Control

Procedures of the Board are set out in the Articles. These deal with meetings, summoning meetings, quorum at meetings, decision making and voting, the Chair, and taking decisions outside of meetings. The Board may also determine on Trustees conflict of interest and require and receive the declaration of interests of staff members that may conflict with those of the charity.

The Board cause minute books to be kept, appoint or remove and remunerate the Company

Secretary and authorise use of the seal.

It is the Board who are required to comply with the requirements of the Companies Acts, the Housing and Regeneration Act 2008 and the Charities Act 2011 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission of the Registrar of Companies, Social Housing Regulator and the Charity Commission of: Annual Reports; Annual Returns or confirmation statements; and Annual Statements of Accounts; and to notify the Charity Commission and Companies House, if the Charity ceases to exist or there is any change in its trusts or in the particulars entered in the register.

The Board have the power to pay reasonable travelling, hotel, and other expenses.

General Enabling Provision

The Board are responsible for the management of their business and may exercise all their powers accordingly they may delegate to committees and may make, approve, repeal, suspend or alter and amend Trustees byelaws and regulations. This includes officers and employees, a schedule of matters reserved for the Board and financial reporting for the regulations of its proceedings and business and a scheme of delegation of powers from the Board to committees and their terms of reference.

The Board reserves the power to establish/ review/ amend terms of reference and reporting arrangements of all committees of the Board, including any ad hoc committees. These include the Finance & Audit committee, the Property Development & Maintenance Committee, Marketing & Fundraising Committee and the Area Committees.

The Board reserve the right to receive reports from committees and agree/ amend/ reject any recommendations presented to the Board.

The Board are responsible for ratifying any urgent decisions taken by the Chair or CEO, and ratifying/ rejecting instances of failure to comply with Trustee byelaws, regulations and standing orders.

They also retain responsibility for approving arrangements for dealing with complaints and adopt/ review/ amend the organisational, management and control structures, processes and procedures required to further the aims of the Charity's objects.

People – Appointments/ remunerations/ appraisal/ discipline

The Board decide on the form of declaration of commitment required of all trustees and may co-opt additional Trustees. In addition, in certain circumstances, the Board may remove trustees.

Nominate and elect a Trustee to serve in the positions of Chair, Vice Chair and Treasurer, where appropriate.

Appoint and dismiss committees and individual Trustees of committees that are accountable to the Board.

Put in place effective procedures for the succession planning of the Board.

Appoint, appraise and dismiss the CEO, where applicable.

Consider, approve/ reject proposals regarding salary and benefits of the CEO and other senior management staff, where appropriate.

Agree procedures for the effective evaluation of the Board and individual trustees, and

committees, including receipt and approval of recommendations for improvement. Consider and decide on any proposal to remunerate a trustee, subject to the restrictions of the charity's Articles and the requirements of the Charities Act.

Policies

The Board leads the creation of a positive culture towards each of the key organisational policy areas.

The Board establish/ review/ amend/ approve key organisational policies including:

Safeguarding and Protection including DBS

Health and Safety including personal security, substance misuse, safety checks

Equality, Diversity and Involvement including employment, volunteering, codes of conduct and dress, disciplinary, modern slavery, wellbeing, grievance, anti-harassment and bullying, whistle blowing, complaints, redundancy, flexible working (including all forms of leave, absence and time of in lieu), grading and rewards, youth involvement, awards, training and development, sponsorship and conflict of interest

Data and Information Confidentiality including retention, processing, IT and communications, social media

Environment and Corporate Social responsibility

Finance, Accounting and Risk Management including treasury and investment, anti-corruption and bribery, gifts and hospitality, fraud, procurement and tendering, selection and approval of contractors, season ticket loans, expenses, best value and continuous improvement, designation/ re-designation of unrestricted funds, reserves, strategic and business planning and asset management and maintenance

Operational including communications and PR, working from home, remote working, lone working, car, adverse weather and travel disruption, secure desk, smoking

Strategic, planning, budgetary and financial matters

The Board define and agree the strategic aims and objectives of the charity.

This includes setting the vision and values, acting as guardians of beneficiaries and ensuring strategic plan continues to meet them approving amendments to the plans if necessary.

Approve/ amend proposals for the delivery/ cessation of delivery of programmes to further the charitable objects or changes to the Charity's activities subject to meeting charitable objects.

Apply charitable property to the furtherance of the Charity's objects including making social investments. Seek, obtain and consider professional advice.

Ensure that trading and other activities do not compromise charitable status.

Set and approve/ amend the Charity's policies and procedures for internal control and the management of risk and protection of the Charity's property (including insurance).

Approve the full Risk Register on an annual basis.

Approve/ amend proposals for capital investment or expenditure, including the spending of capital from an endowment fund and making social investments. Seeking, obtaining, and considering professional advice.

Approve/ amend budgets.

Approve/ reject proposals for the acquisition/ disposal of land/ buildings, or change in its use, following the receipt and consideration of professional guidance.

Approve fundraising and income generation programmes, including funding applications, service delivery contracts and transfer of public collection certificates from one trustee to another.

Agree and review investment strategy, in line with relevant policies.

Decide on the number, purpose and mandates of the bank accounts and other deposit media.

Authorise delegated powers and limitations to the CEO and other members of the senior management team, where appropriate.

Decisions relating to court proceedings against or on behalf of the Charity.

The Board approve and appoint the Charity's professional advisers and consultants and determine their remuneration.

Approve the purchasing of Trustee Indemnity Insurance from charity funds, where permissible.

Approve the transfer of Charity property to another charity with substantially similar objects.

Agree changes to the Charity's pension scheme or the management of funds.

Appoint bankers.

Reporting and Monitoring

The Board receive, present, and approve the annual report and accounts (for presentation to the Trustees of the General Meeting).

File the annual report, accounts, and any Serious Incident Reports with the Charity Commission.

Receive regular updates on the strategic plan with opportunity to question the senior managers.

Establish, maintain, and retain appropriate financial reporting arrangements and records and approve any significant changes in accounting policies and practices.

Receive subsidiary companies' reports.

Receive and review such reports as the Board requires from committees and individuals with regard to the use of delegated powers.

Receive and review such reports from members of the Charity's staff pertaining to the activities of the organisation in furtherance with the charitable objects.

Receive and review reports from the CEO pertaining to meeting the Charity's goals as agreed in the strategic and business plans.

Receive and review an Annual Report and plan on each of the key organisational policy areas including the Risk Register.

Receive reports and recommendations from time to time on any matter which it considers significant to the charity.

Monitor compliance with governing documents.

Audit arrangements

The Board appoint and review the External Auditors, in line with legal requirements, subject to authority from Members in the General Meeting.

Approve remuneration of External Auditors, their reappointment or removal, in line with legislation, subject to authority from Trustees in General Meeting.

Annually approve Letter of Representation to External Auditors.

Receive and note the annual management letter from the External Auditors and agree the proposed course of action, taking into consideration the recommendations of the Finance and Audit Committee, where appropriate.

Receive and note reports from the (internal audit function) and agree remedial action, where appropriate.

7. Schedule of Matters Reserved for and Scheme of Delegation by the Board to its Chairs

Chair of Trustees

The Chair of Trustees and any Vice-Chairs (up to two) are elected by the Board for terms of 4 years and eligible for re-election for a further term of 4 years whilst they remain as a Trustees (Art 94).

The Chair has the following powers:

Governance and Democracy

The Chair of Trustees shall chair a General Meeting. The Chair shall be a member of the Progress and Planning Committee and the Finance and Audit Committee (and attend any other committee as deemed necessary).

Regulation and Control

The Chair shall be Chair of Board Meetings. If the Chair is not present within 5 minutes after the time appointed for holding the meeting, one of the Vice-Chairs shall be Chair of the meeting.

The Chair of the Board Meeting shall have a casting vote in addition to any other vote he or she may have unless he or she is not counted as participating in the decision-making process.

The Chair has authority to approve any claim by a Trustee for reasonable travelling, hotel, and other expenses.

General Enabling Provisions

The Chair has authority to take decisions in respect of matters reserved by the Board when an urgent decision is required between Board Meetings and the views of the Board have been confirmed by the Remote Decision Making Process/Policy.

People – Appointments/remuneration/ appraisal/ discipline

The Chair has authority to provide leadership to the Board.

To carry out the agreed procedures for the effective evaluation of the Board and individual trustees, and committees.
To mentor and support new Trustees and those taking on new responsibilities.
To undertake the day-to-day management and supervision of the CEO.
Lead recruitment and selection of any new CEO and approve the appointment.
To approve changes to management structure at senior management level.
To hear disciplinary appeals for the CEO.

Policies

The Chair shall lead the Board in the creation of a positive culture towards each of the key organisational policies areas identified in the Matters Reserved for the Board.
The Board monitors the delegated powers by way of regular review with the Chair at the end of Board Meetings.