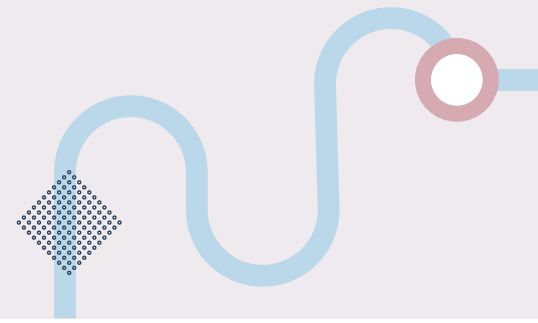


Governance Handbook



Centre Name	
Centre Address	

Policy Name	Governance Handbook
Policy Number	
Date Created	
Effective Date Adopted by the Board	
Version Number	
Date of Last Version	
Administrator Responsible	
Administrator Contact Information	

POLICY HISTORY

Version Number	Approved by	Revision Date	Author

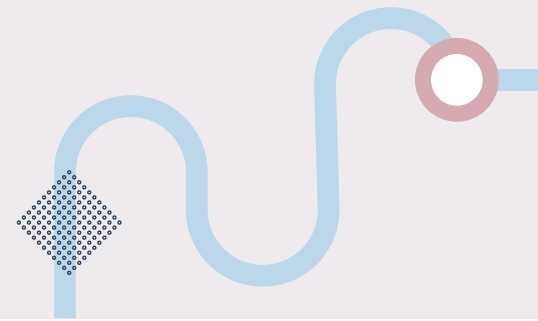
DOCUMENT CONTROL

Document Ref		Title	Governance Handbook
Version & Date		Author	
Directorate:		Approved by Management	
Reviewed		Change History	

You can fill this out on a screen using Adobe Reader [Download Here](#) or by printing.



Governance Handbook



This document was developed by:

Board Name	
-------------------	--

The document reflects the company as a not-for-profit organisation, it also considers the principles and standards of the Charities Governance Code. It is based on the template for charities developed by Carmichael which can be found here

www.carmichaelireland.ie/resources/board-trustee-governance-handbook-template/

CONTENTS

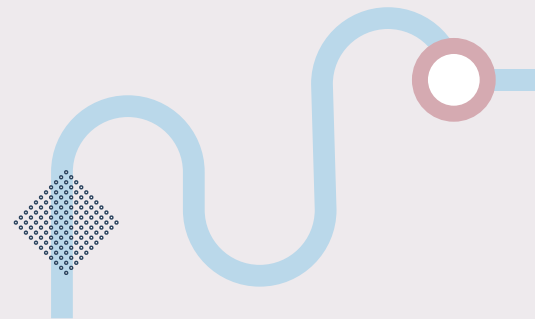
Introduction	3
The Purpose of this Handbook	3
Principles Guiding the Board of Directors (_____)	3
1. Advancing the Objectives and Purpose of (_____)	4
2. Behaving with Integrity	4
3. Leading People within (_____)	5
4. Exercising Control over (_____)	6
5. Working Effectively	8
6. Being Accountable and Transparent.....	16
Appendix 1- Constitution.....	17
Appendix 2- Conflict of Interest Policy	18
Appendix 3- Code of Conduct	19
Appendix 4 – Policies	20
Appendix 5- Subcommittees & Their Terms of Reference	21
Appendix 6- Register of Interests Template	22

Charity number	
-----------------------	--

Other company details	
------------------------------	--



Governance Handbook



INTRODUCTION

The Purpose of this Handbook

This handbook sets out _____ policies and procedures in relation to all aspects of the company's governance from the perspective of the board of directors. The Handbook documents the legal obligations of the directors as well as the processes that the company has in place to meet good governance standards, including those set out in the code for community & voluntary organisations and the charities governance code.

This handbook will be reviewed every three years, although changes can be proposed at board meetings and the handbook adapted accordingly. Any change that would affect the constitution of the company must be ratified at an Annual General Meeting (AGM) or Extraordinary General Meeting (EGM).

Principles Guiding the Board of Directors (_____)

The board is committed to the principles of the Charities Governance Code.

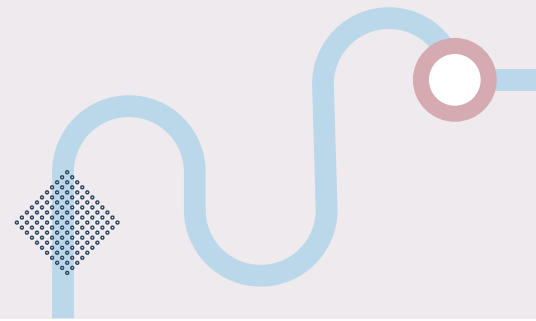
As such, each member of the Board is understood to commit to:

- Advancing the objectives or purpose of (_____).
- Behaving with integrity.
- Leading people within the organisation.
- Exercising control over the company.
- Working effectively.
- Being accountable and transparent.

(_____) is seeking to be compliant with the Charities Governance Code.



Governance Handbook



1. ADVANCING THE OBJECTIVES AND PURPOSE OF (_____)

1.1

The main objective of (_____) is: Insert principal objective

Principal objective	
----------------------------	--

See Appendix 1 for a full copy of our Constitution.

Some of these objectives fall under the definition of charitable purpose for public benefit as set out in the Charities Act 2009, although this will need to be modified if the company applies for Charitable Status.

1.2

(_____) is satisfied that any private benefit arising to anyone employed or providing services to the company is reasonable, necessary, and ancillary to the public benefit that the company provides.

1.3

(_____) conducts a strategic planning process involving the directors, management, staff, volunteers and other stakeholders and develops a three-year strategy and strategic implementation plan. This Plan is supported by annual operational plans for each functional area.

1.4

The board of directors commits to ensuring that the company has the resources it needs to carry out planned activities.

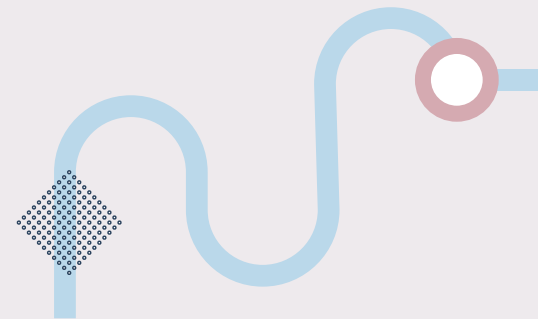
1.5

The board of directors regularly reviews our work to ensure that we continue to act in line with our company's purpose and provide public benefit. We regularly review our constitution.

(these points can be changed accordingly to suit your company's objectives)

Additional text here	
-----------------------------	--





2. BEHAVING WITH INTEGRITY

"Ethics are fundamental in the not-for-profit sector. Statements about ethos can undoubtedly play an important role, but it is when these values are lived out that they are at their most powerful. The board of directors have the power to create an ethical culture and set a tone where agreed values are reflected in everything the company does. The behaviour of individual company directors is very important; they must lead by example – Governance Code".

2.1

The board of directors has agreed to the values of (_____) and will publicise them widely (for example, on our website and in our annual report, employee handbook, and reception area).

The values are:

- Inclusive.
- Adaptable.
- Collaborative.
- Flexible.

Additional Values	

2.2

(_____) has Conflict of Interest and Conflict of Loyalty Policies that all directors are required to sign on joining the Board of (_____). See Appendix 2.

The purpose of these policies is to assist the board of directors to effectively identify, record and manage any conflicts of interest or loyalty in order to protect the integrity of (_____) and to ensure that the board of directors acts in the best interests of the company.

A conflict of interest is any situation in which a director's personal interests or loyalties could, or could be seen to, prevent the them from making a decision in the best interests of the company. This personal interest may be direct or indirect and can include interests of a person connected to the director. These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of the company and therefore must be managed accordingly.

2.3

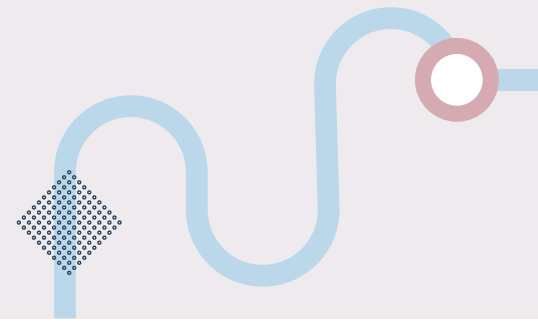
(_____) has a Code of Conduct which all directors of the board are required to sign. This document sets out the standard of behaviour expected from directors in order to ensure that:

- (_____) is effective, open and accountable.
- The highest standards of integrity and stewardship are achieved.
- The working relationship between board directors and any volunteers or employees is productive and supportive.

See Appendix 3.



Governance Handbook



3. LEADING PEOPLE WITHIN (_____)

"The most essential resource of any company limited by guarantee is its people. This means people should feel valued and have clarity around their own roles and the roles of others. The board of directors are responsible for providing leadership to volunteers, employees, and contractors. This includes taking their duty of care towards these people seriously and promoting a culture of respect – Governance Code"

3.1

All new directors joining the Board of (_____) receive an Induction Pack where their roles and duties as directors are discussed. All newly appointed directors are given a formal letter of appointment, which sets out their role, responsibilities and duties as a director of (_____) and which is signed by the director, with a copy returned to the secretary. All staff members and volunteers are given a job description that sets out their role and responsibilities.

(please ensure your board has an induction pack in place)

3.2

(_____) has arrangements in place that comply with employment legislation for staff members. These are all captured in our employee handbook, which is approved by the Board and reviewed every three years.

3.3

In addition to policies contained within the employee handbook, (_____) has a comprehensive range of operational policies. Directors on the board are responsible for the development, approval and review of all the company's Policies.

See a List of Policies in Appendix 4.

4. EXERCISING CONTROL OVER (_____)

"All companies, no matter what their complexity, must abide by all legal and regulatory requirements that are relevant to the work they do. The board of directors are responsible for making sure this happens. The board of directors must understand that the governing document of a company is a legally binding document in its own right. The directors are also responsible for a company's funds and any property or other assets that it holds. As much as is possible, they must also consider and reduce risks to which their company is exposed – Governance Code"

4.1

(_____) is a non-profit organisation. As such, it is governed by the Company's Act 2014. The board is responsible for ensuring that it remains aware and informed of future changes to the Act. It is the responsibility of the:

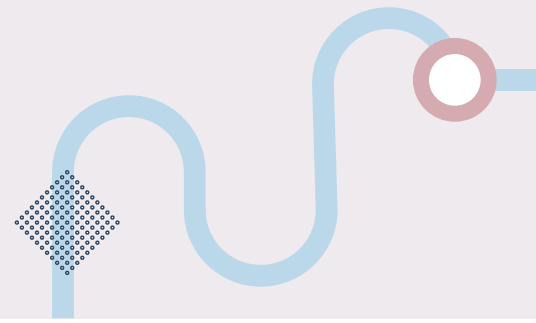
Person's name	
---------------	--

to keep the board updated on this.

(_____) is a company limited by guarantee (not having share capital) if another legal structure is in place please outline in this section. As per the legal requirement of a company, the constitution is composed of a Memorandum and Articles of Association, which comprise the governing documents.



Governance Handbook



All directors are provided with a copy of the constitution on joining the board. In line with legal requirements, the constitution is lodged with the Companies Registration Office (CRO) and is publicly available. The board is responsible for ensuring that the constitution accurately describes the organisation's structure and activities.

Where there is a change in company's mission, objectives or structure, or a significant change in activities or governance procedures, the constitution is reviewed and amended if necessary. Legal advice may be sought where any significant changes are made, and changes are made at an AGM or EGM. The Company Secretary ensures that the CRO is informed of any changes.

4.2

Person's name	
----------------------	--

Who will compile the compliance report for the directors) of (_____) provides a full compliance report to the directors once a year.

The Company Secretary	
------------------------------	--

May provide updates on some items during the year if needed. The compliance report includes updates on the following topics:

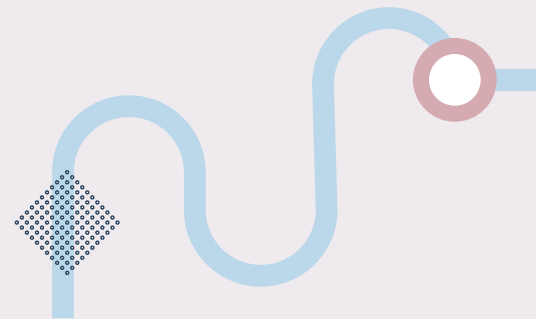
- Health & Safety.
- Complaints.
- Child Protection.
- Staff Performance Management / Human Resources issues.
- Data Protection.
- Compliance with funders' reporting requirements.
- Any other issues in relation to Risk Management.
- Compliance Requirements – CRO.
- Standard Operating Compliance Requirements.
- Employment Law Compliance Requirements.
- Finance Compliance Requirements.
- Register of Lobbying Compliance Requirements.

Person's name	
----------------------	--

is responsible for informing the board of any significant issues in a timely manner, determined by the nature of the issue. In serious or urgent matters requiring board input, the chairperson is informed as soon as possible.



Governance Handbook



The chairperson, in conjunction with the:

Person's name	
----------------------	--

then determines the next steps in resolving the issue and ensures that the board is updated within an appropriate timeframe.

4.3 Financial Controls

() takes seriously its duty to maintain proper books of accounts and does so in accordance with the Financial Management Policy of the Company.

Treasurer	
------------------	--

presents Management Accounts to the Finance Subcommittee and the Board on a monthly basis for consideration and discussion. The Finance Subcommittee receives copies of the Management Accounts monthly and reviews the finances of the Organisation regularly and in advance of the Board Meetings. Due to the nature of the Finance Subcommittee's work, it is desirable that at least one member should have a financial qualification and experience as a Financial Manager, in financial accounting, or similar. See Appendix 5.

4.4 Filing Accounts

It is the responsibility of the Secretary to ensure that the filing of accounts takes place at the appropriate time. () takes seriously its duty to file an Annual Return and Annual Accounts, which are true copies as laid before the AGM and include a:

- Balance sheet.
- Statement of financial activities.
- Directors' Report.
- Auditor's Report.

Directors are responsible for approving the financial management policy of (), which outlines all financial procedures, systems, and controls. This policy includes clarity on the level of financial authority given to the

Centre manager or other identified person	
--	--

and other staff as applicable. Other finance related policies that () has in place include reserves policies. See list of policies in appendix 4).

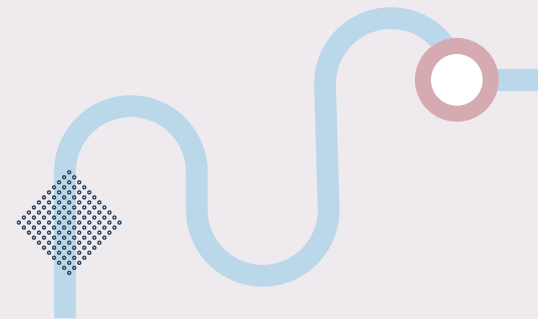
4.5 Auditing

As per the legal requirements of a Company, () accounts are audited annually. The Audit is an examination of the financial statements, providing an informed statement regarding the extent to which the financial statements:

- Have been prepared according to the Companies Acts, relevant legislation, and standard accounting practices.
- Give a true and fair view of the state of the company's affairs, profit or loss for the financial year, and assets and liabilities at the end of that year.



Governance Handbook



The board is responsible for ensuring that there are adequate internal financial controls and risk management systems, including budgeting and planning, appropriate financial procedures, monitoring of these, and adherence to relevant legislation. Specific tasks are delegated to the finance subcommittee on behalf of the board. See Appendix 5.

4.6 Auditor

The appointment, remuneration and removal of the Auditor is dealt with by the finance subcommittee in the first instance, but approval for any such decision must be granted by the board. The removal of the Auditor needs to be passed by ordinary resolution at a General Meeting of the Company.

4.7 Risk Management

The Board is responsible for ensuring that the company has a risk management system in place, including a business continuity plan. The risk management system consists of a:

Risk Management Officer	
--------------------------------	--

- Risk Management Policy.
- Risk Register.
- Business Continuity Plan.

The Risk Register is reviewed annually, or more often if required by the Board of (_____), and is updated as required.

4.8

(_____) takes advice on insurance needs as required and has appropriate and adequate cover in place, including Public Liability, Employers' Liability, Professional Indemnity, Directors & Officers' Liability, Cyber Risk, and Personal Accident.

5. WORKING EFFECTIVELY

"Running a company well means you need capable directors who work together as an effective team. Board meetings are especially important, as this is where directors exercise their collective authority. It is also important that there is a good mix of skills, experience and background among directors and that these are refreshed on an ongoing basis. It is vital that new directors receive a proper induction to the company – Governance Code".

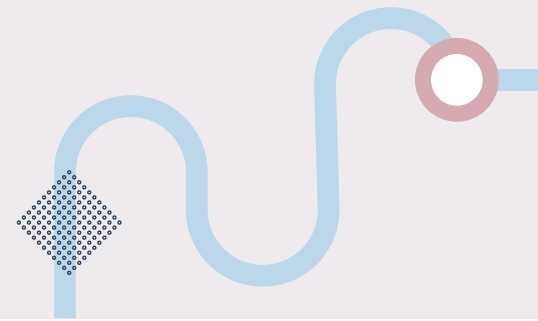
5.1 Appointment:

Directors are appointed to the board of (_____) in accordance with the Company's Constitution and the Company's Act 2014. When recruiting new directors, the company also follows the guidance from the relevant regulators as set out in their documents, on:

- Succession Planning.
- Due Diligence for prospective Company Directors.
- Recruitment and Induction of Board Directors.
- Induction Pack Checklist – Excel Sheet.



Governance Handbook



Before appointing a new director, the Board will always consider what is working well with the current board and what could work better. The board will also be mindful of what skills, experience and knowledge are already available to it from existing directors. This process is led by the chairperson and should help to identify any competency / skills gaps on the board.

5.2 meetings:

The board of (_____) meets six to eight times a year, with meetings planned a year ahead. The Constitution states the minimum number of members and directors required for the board to conduct business. Meetings may go ahead without a quorum, but decisions made require ratification (either virtually or at the next meeting of the board).

Board members are expected to attend all meetings, although it is understood that there may be times when other events prevent attendance. Where appropriate, participation by conference call will be arranged. When a board member cannot attend, they are asked to send apologies in advance to the chairperson and the centre manager as far as possible in advance.

In the event that a specific decision must be made / input is required, but the board member cannot attend the meeting, the chairperson may invite the board member to indicate their position, which will be reported to the meeting.

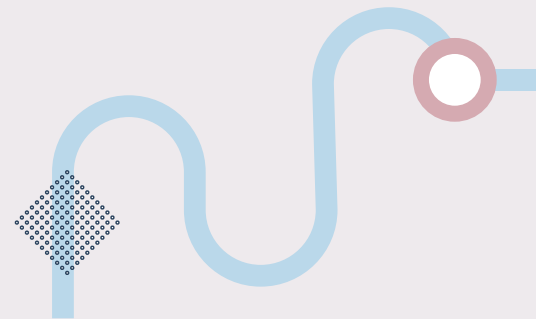
Board members who miss three meetings in a row or four meetings in a rolling 12-month period will be contacted by the chairperson. Non-attendance may result in a requirement to resign from the board.

5.3 Agenda-setting

The chairperson of the board should consult (in person or via telephone or email) with the centre manager in advance of the board meeting to discuss any issues arising and develop the agenda for the board meeting.

- Board members can propose items for the agenda by communicating directly with the chairperson or the manager.
- The chairperson will ensure that the agenda for the upcoming meeting is communicated to the members of the board and any additional attendees (by email).
- Supporting material should be circulated with the agenda to provide background to any topics included, namely, Minutes of previous meetings, agreed actions, management accounts and relevant reports, at least five days prior to the meeting.
- Interested parties wishing to address the board should apply in the first instance to the chairperson at least 14 days in advance of the board convening, outlining the nature of their request. The chairperson will discuss the request with the chairperson of the board in advance of the agenda being developed
- The chairperson of the board will then decide whether to include the request / issue on the agenda.
- In agreeing the agenda, the chairperson of the board and the chairperson should confirm the appropriate members of the Management Team to attend specific board meetings.
- The chairperson has discretion as to whether or not items can be raised under any other business (AOB) section of the meeting's agenda. Items that require a board decision should not be taken as items under AOB unless in exceptional circumstances and there is unanimous agreement by all board members present that a board decision can be taken on the item raised under AOB. It is good governance practice to restrict items raised under AOB to matters of information and not matters requiring a board decision.





5.4 Preparation for meetings

A board pack with the necessary supporting board papers is prepared and issued five days before the meeting.

Minutes and Action Items

The Manager, or a designated individual approved by the board, will be responsible for taking the minutes:

- Minutes are a record of key actions and decisions discussed and agreed at the meetings.
- Before the meeting concludes, the minute taker or designated individual may be asked by the chairperson to provide a summary of the main points captured at the meeting.
- The chairperson of the board will review the minutes once they are drafted, prior to circulation.

The centre manager / chairperson will ensure that the minutes are circulated (within two weeks of the board meeting). The minutes will include a summary of actions outlining key issues discussed, key decisions made, key actions agreed and associated completion responsibility and timeframe, and a detailed minute of the meeting:

- These key actions agreed should be the fourth agenda item at the next sitting of the board (following apologies, declarations of any conflicts and previous meeting minutes).

Every effort should be made to ensure that key decisions have the full support of the Board members. However, where necessary key decisions will be made using a majority of votes:

- Every board member shall have one vote.
- Where there is an equality of votes, the chairperson of the meeting shall be entitled to a casting vote.
- Attendees and ex-officio members do not have voting rights. They may be asked to leave the meeting if a vote is deemed necessary.

Board decisions / approvals in between scheduled meetings

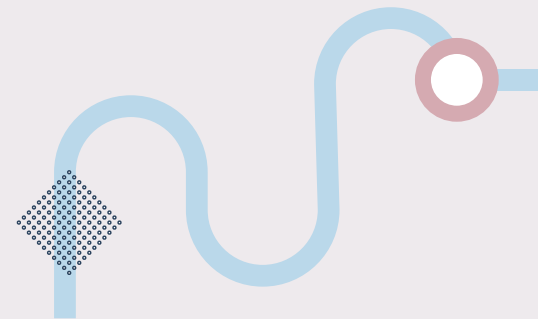
There may, from time to time, be a requirement for the board to decide or approve a matter outside a normal scheduled meeting. In situations where the centre manager requests a Board decision or approval for a matter that cannot wait until the next scheduled board meeting, they should contact either the chairperson, the vice chairperson or the treasurer setting out the background to the matter and outlining why a decision or approval is required before the next scheduled meeting of the board.

The chairperson, vice chairperson or treasurer may decide, depending on the nature of item requiring decision / approval, to call an extraordinary board meeting at which board members are physically present or attend via conference call. The required quorum of board members also applies to this type of meeting. If it is not practical to call a meeting, they may alternatively ask the centre manager to email the board members setting out the matter requiring the decision / approval. A minimum of three board members must give their consent by email for the approval to be valid. The matter must then be formally ratified and recorded in the minutes at the next meeting of the board.

The practice of board members using email for board approvals in between scheduled meetings should only be used infrequently and should not become standard practice for making board decisions.



Governance Handbook



5.5 Duration:

Directors are appointed to the board of (_____) for a term of three years. For further details on term limits see the Company's Constitution (not currently set out in constitution).

5.6 Induction:

The induction process for new directors to the board of (_____) involves the provision of an induction pack, and meetings with the existing directors, the chairperson and other key employee(s) or volunteer(s) within the company. An induction pack will also be given to each new director and will include the following key documents:

- A letter of welcome and appointment (from chairperson).
- The company's governing document
- A brief history of the company and an outline of the current work.
- A recent progress report describing the company's position in relation to any targets or goals.
- An organisation chart.
- A list of current directors and the chairperson, the company secretary and their contact details.
- The minutes of recent board meetings.
- A schedule of forthcoming board meetings.
- A list of the board sub committees, names of directors serving on the Subcommittees and their meeting schedule.
- The annual report and accounts for the past two years.
- The company's code of conduct for company directors.
- A register of interest (ROI) form (See Appendix 6).
- All policies within the company or a list of such policies and an indication of where they can be obtained.
- Details of the guidance documents available on the Governance Code or Carmichael's website.
- Relevant Governance Code.

5.7 Roles and responsibilities:

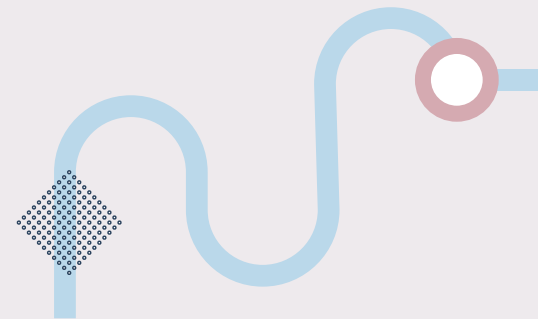
Directors' Roles - the Board has both the authority and responsibility to assume the following roles with their constituent elements, as follows:

Leadership Roles

- To define, uphold and work towards the vision, mission, values and objectives of (_____) and to fully comply with the Constitution, community purpose and public benefit.
- To provide overall strategic direction and leadership by developing and approving a strategic plan in line with the constitution.
- To monitor progress against the strategic plan through regular reporting.
- To ensure that an appropriate system is in place to assess the impact of the work of the company



Governance Handbook



- To approve all policies, systems and controls necessary to govern the activities and maintain the ethos of company.
- To appoint a manager, agree the manager's job description, and put appropriate systems in place for their support and performance management.
- To ensure that appropriate systems are in place for the support and supervision of all staff by delegating the responsibility for other staff management to the manager.
- To establish and agree the terms of reference of any subcommittees that may be necessary.
- To agree a schedule of matters specifically reserved for decision-making by the board. See Appendix 7

Resources

- To ensure that (_____) has the financial and human resources needed to implement its strategic plan and to promote the prudent and effective management of those resources.
- To ensure that appropriate financial management procedures are in place and are being implemented.
- To agree a risk management policy for the organisation.

Accountability

- To agree an appropriate process for communicating with and being accountable to funders, stakeholders and the general public.
- To identify and comply with all relevant legal, regulatory and funding requirements as outlined in this board handbook.
- To carry out board business efficiently and effectively.

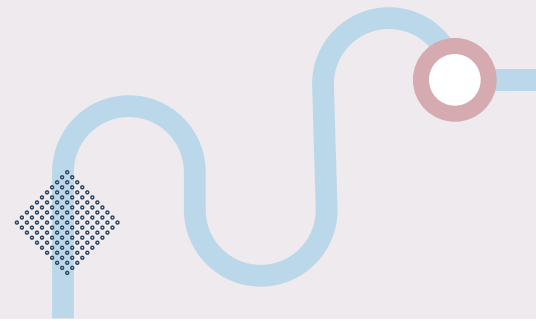
The Role of Individual Directors is:

- To comply with the company's constitution.
- To ensure that the company is carrying out its community purposes for the public benefit.
- To act in the best interests of the company.
- To act with reasonable care and skill.
- To manage the assets of the company.
- To make appropriate investment decisions.
- To ensure that (_____) is registered with the appropriate Regulator's Register (if applicable).
- To ensure that company the keeps proper books of account.
- To ensure that the company prepares and furnishes financial accounts to the CRO.
- To ensure that (_____) prepares and furnishes an annual report each year.
- To ensure that any relevant regulator is informed if there are reasonable grounds for believing that a theft or fraud has occurred (Disclosure obligation).
- To ensure that they comply with directions issued by the regulator / CRO.

Role of the Chairperson



Governance Handbook



Every board should have a chairperson whose duties include:

- Leading the board of directors.
- Promoting good governance among fellow directors.

Ensuring the Smooth Running of Board Meetings Involves:

- Liaising with the centre manager and company secretary to ensure that all relevant items are on the agenda.
- Consulting with other directors to ensure that concerns are reflected in the agenda.
- Allowing sufficient time for discussion and ensuring that meetings are kept to time (prioritising discussions when necessary).
- Ensuring that adequate information is available for productive discussion.
- Promoting maximum participation from all directors.
- Ensuring that decisions are understood, recorded, implemented and / or followed up.

Promoting Good Governance Involves:

- Initiating annual performance review / skills audit, etc.
- Leading on recruitment of new directors.
- Supporting new directors thorough induction.

Supervising and Providing Support to the Manager:

Designated Person	
-------------------	--

Reports to the board and the chairperson (or other nominated person) is the line manager to the Manager.

This involves:

- Supporting the:

Relevant person's name	
------------------------	--

in leading () at the strategic level.

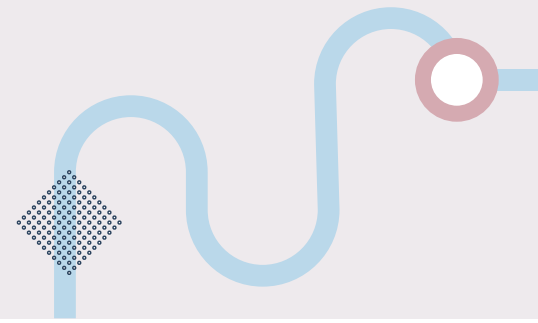
- Acting as a spokesperson for the board if required (e.g. the chairperson of the board may be required to act as media spokesperson, supported by the Manager).

In the case where the chairperson is aware that they will be unable to attend a board meeting, they will appoint another director to chair the meeting in their absence, as set out in the constitution. In the case where the chairperson is unable to attend and does not give advance notice of same, the directors in attendance may approve one director from their number to chair the meeting.

Where there is an unexpected or ongoing vacancy in the position of chairperson, the existing directors may nominate from their number an interim chairperson, for a period of up to six months.



Governance Handbook



Role of the Company Secretary:

As per the legal requirements of a registered company, (_____) has a company secretary. The company secretary will be supported by the centre manager. However, it is the company secretary's responsibility to ensure that duties are completed. The duties of the Company Secretary follow the guidelines and requirements of the CRO.

Role of the Secretary

The Secretary of (_____) has a specific role on the Board, whose duties include:

- Fulfilling issues relating to administration and compliance.
- Preparing for board meetings.
- Providing notification of board meetings.
- Circulating papers prior to board meetings.
- Taking minutes of meetings.
- Keeping an action log of all decisions taken.
- Attending other meetings.

Company Trustees must ensure that the person has the skills and resources to perform these duties.

Subcommittees

Subcommittees of the board are established, when deemed necessary by the Board, to deal with ongoing areas of work or to progress specific pieces of work. The following subcommittees are currently in place:

- Finance.
- Health & Safety.
- Operations.

All subcommittee members are appointed by the directors and all directors can be members of subcommittees. Each subcommittee will have a minimum of two directors, one of whom will chair the subcommittee. External individuals may be invited to join, based on their skills and / or experience. The finance subcommittee should have a minimum of two directors and at least one with recent and relevant financial experience. Each subcommittee will nominate a chairperson and their appointment will be approved by the board.

At the behest of the chairperson of the subcommittee, members of staff may also be asked to attend subcommittee meetings but are not considered members of the subcommittee. Any Director, including the Chairperson, may attend any subcommittee meeting and may be invited by the subcommittee to do so.

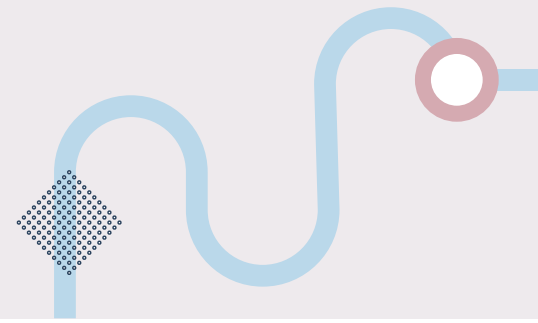
Meetings of subcommittees may take place in person or virtually (e.g., via conference calls). All subcommittee members, apart from any additional directors in attendance, have voting rights on subcommittees.

Subcommittees always have terms of reference agreed by the full Board and detailing the name, purpose, membership, and authority of the group. Subcommittees deliberate on issues within their remit separately from the full board, and present recommendations to the full board for ratification.

See Appendix 5.



Governance Handbook



Working Groups

From time to time, board working groups may be established to progress specific pieces of work. The following working groups are currently in place (if applicable):

Strategic Review Working Group.

5.8

Directors are committed to resolving problems and emerging issues as quickly as possible and in the best interests of (_____).

This is achieved by:

- Having effective engagement in the strategic planning process.
- Holding regular board meetings and ensuring that emerging problems or issues are included in the manager's report or put on the meeting agenda.
- Reviewing board subcommittees and assessing emerging issues or problems.
- Developing and reviewing of the risk register.
- Maintaining a comprehensive level of financial management.

5.9 Review of the Board

Good practice recommends that the performance of the Board should be formally appraised on an annual basis. The chairperson of the board will ensure that a process is put in place with the approval of the board to assess the performance of the board.

The chairperson will recommend an appropriate approach for conducting this performance appraisal.

Examples of possible approaches include:

- Self-Assessment Questionnaire completed by board members. Under this approach, the questionnaire to be circulated to board members is developed and analysed by the chairperson, the vice chairperson or agreed person / organisation.
- Interviews with board and subcommittee members would be conducted by the chairperson or an external (independent) third party to bring increased objectivity
- Board / subcommittee group discussion. This could be led by the chairperson of the board, or one of the chairpersons of the subcommittees or by an independent facilitator.

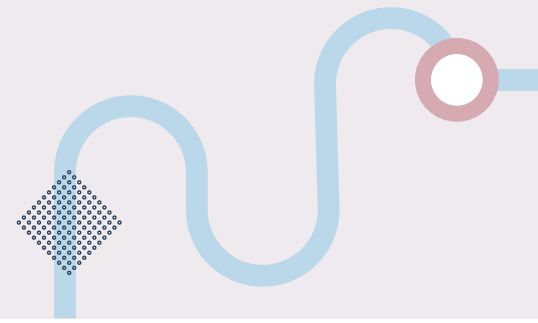
6. BEING ACCOUNTABLE AND TRANSPARENT

"Accountability for your company does not just mean accounting for the money you have brought in and spent (although that is clearly very important). It involves being open and transparent about all company matters. It is about being able to: stand over what your company does and how it does it; and justify this to any person or group who queries what your company has done or is doing. As an organisation set up to provide public benefit, this means you should be able to explain this to anyone who asks – Governance Code".

- (_____) displays its CRO number on its official company letterheads, website, emails, annual report, and social media platforms.



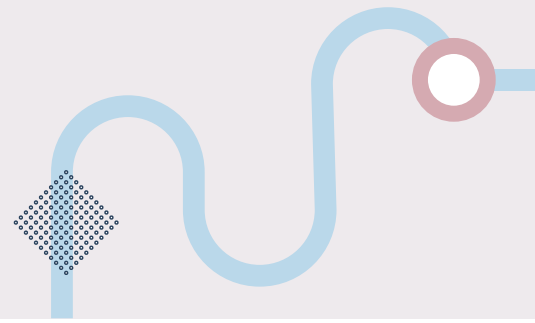
Governance Handbook



- (_____) stakeholders are any individuals or groups of people who have a legitimate interest in the company's work. It is important for the company to consider how it might communicate with them and how they might communicate with the company.
- (_____) stakeholders include:
 - Beneficiaries.
 - Members.
 - Employees and volunteers.
 - Partner Organisations and supporters.
 - Funders.
 - Regulators.
 - Public representatives.
 - The general public.
- The company has a communications strategy in place to ensure that all stakeholders are communicated with and can easily communicate with (_____).
- The company involves relevant stakeholders in the strategic planning process and, where appropriate and possible, involves stakeholders in other significant decisions involving (_____).
- The company has a complaints policy in place detailing the procedure to be followed in the event of a complaint being made. The policy is displayed on the centres notice board or the centre's website. See list of policies in Appendix 4.
- (_____) is committed to following the reporting requirements of all of its funders.



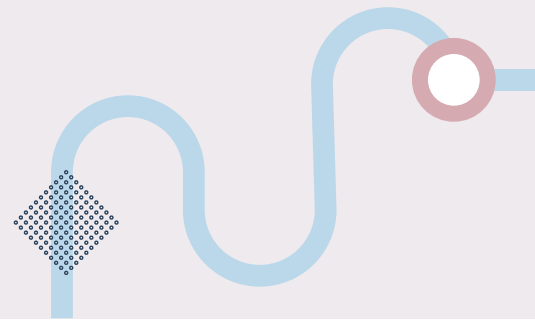
Governance Handbook



APPENDIX 1 - CONSTITUTION

Insert the Company's legal instruments (Constitution, Articles of Association, etc.)



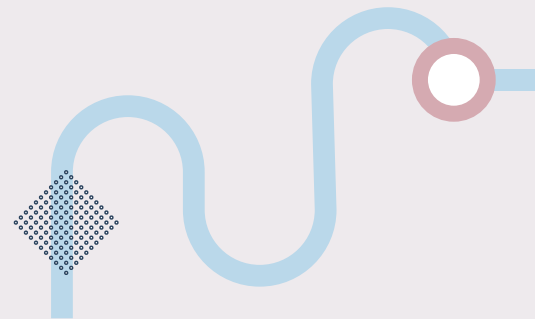


APPENDIX 2 - CONFLICT OF INTEREST POLICY

Insert the Company's Conflict of Interest Policy



Governance Handbook

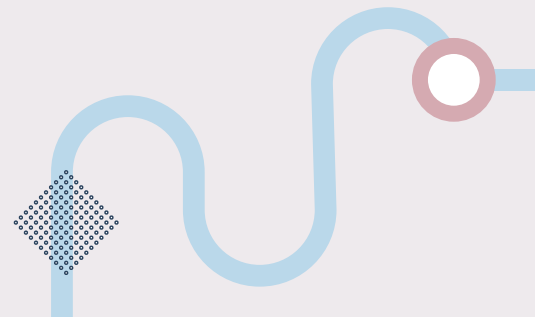


APPENDIX 3 - CODE OF CONDUCT

Insert Company's Code of Conduct Policy



Governance Handbook



APPENDIX 4 – POLICIES

(_____) add any other additional Policies that are relevant to your Organisation

For Directors

- Governance Handbook.
- Operating Guidelines for the Board.
- Recruitment & Induction Policy.
- Code of Conduct.
- Conflict of Interest / Loyalty Policy.

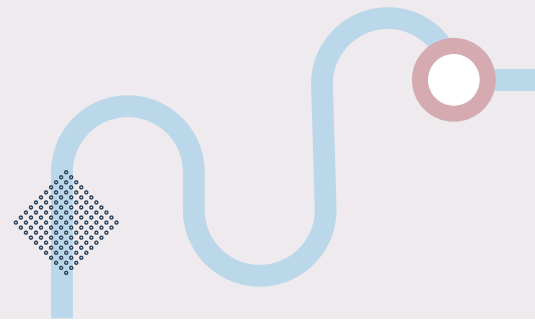
Organisational Policies

- Financial Management Policy.
- Reserves Policy.
- Risk Management Policy.
- Business Continuity & Disaster Recovery Plan.
- Communications Policy.
- Crisis Communications Plan.
- Complaints Policy.
- Data Protection Policy.
- Lobbying Policy.
- Safeguarding Children Policy.
- Safeguarding Vulnerable Adults Policy.
- Vetting Policy.

For Employees & Volunteers

- Employee Handbook.
- Equality Policy.
- Information and Communications Technology (ICT) Policy.
- Dignity & Respect Policy.
- Health & Safety Policy.
- Alcohol Substance Abuse Policy.
- Environmental Policy.
- Closed-circuit Television (CCTV) Policy.
- Whistle-blower Protection / Protected Disclosure Policy.
- Recruitment Policy.

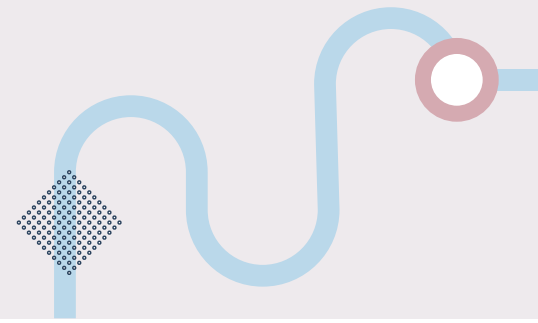




APPENDIX 5 - SUBCOMMITTEES & THEIR TERMS OF REFERENCE

Insert all Terms of Reference for Subcommittees (these must be signed off and approved by the Board)





APPENDIX 6 - REGISTER OF INTERESTS TEMPLATE

(_____)

This form is also a Google Form <https://forms.gle/HjxkpceJBNTpCCS17>

This can be used at any time to register a response. All conflicts must also be registered at the subsequent Board Meeting.

Name of Director	Date of Appointment	Description of Interest	Has the board of Directors Been Notified of the Interest?	Date of Disclosure

Signed:

Date:

[Insert name of Director]

