

The Code of Governance Review - 2024				
Principle 1: Organisational Purpose: The board is clear about the charity's aims and ensures that these are being delivered effectively and sustainably.				
Rationale Charities exist to fulfil their charitable purposes. Trustees have a responsibility to understand the environment in which the charity is operating and to lead the charity in fulfilling its purposes as effectively as possible with the resources available. To do otherwise would be failing beneficiaries, funders and supporters. The board's core role is a focus on strategy, performance and assurance.			Key outcomes 1.1 The board has a shared understanding of and commitment to the charity's purposes and can articulate these clearly. 1.2 The board can demonstrate that the charity is effective in achieving its charitable purposes and agreed outcomes.	
Recommended Practice	Owner	Exec responsible	Compliant (Yes, No, part)	Narrative
1.3 Determining organisational purpose				
1.3.1 The board periodically reviews the organisation's charitable purposes, and the external environment in which it works, to make sure that the charity, and its purposes, stay relevant and valid.	Board	CEO	Yes	As a result of the summit in November 2023, a task and finish group reviewing the IMechE's purpose was established.
1.3.2 The board leads the development of, and agrees, a strategy or plan that aims to achieve the organisation's charitable purposes and is clear about the desired outputs, outcomes and impacts.	Board/Strat Com	CEO	Yes	Strategy has been approved and KPIs have been developed
1.4 Achieving the purpose				
1.4.1 All trustees can explain the charity's public benefit.	Board	CEO	Part	Legal induction at June's Trustee meeting outlines these areas. Further development of induction could strengthen this.
1.4.2 The board evaluates the charity's impact by measuring and assessing results, outputs and outcomes.	Board	CEO	Part	Development of KPIs
1.5 Analysing the external environment and planning for sustainability				
1.5.1 The board regularly reviews the sustainability of its income sources and business models and their impact on achieving charitable purposes in the short, medium and longer term	Board	Director of Finance	Yes	Through Finance Board reporting to Trustee Board
1.5.2 Trustees consider the benefits and risks of partnership working, merger or dissolution if other organisations are fulfilling similar charitable purposes more effectively and/or if the charity's viability is uncertain.	Finance Board	CEO/Director of Finance	Yes	IMechE's viability is monitored and reported to Finance Board and triggers, such as cash flow, reserves and going concern report Strat Com covered in their recent work and reported to Trustee Board
1.5.3 The board recognises its broader responsibilities towards communities, stakeholders, wider society and the environment, and acts on them in a manner consistent with the charity's purposes, values, and available resources.	Board	CEO	Part	CSR/Environmental Policy would be beneficial
Principle 2 – Leadership: Every charity is headed by an effective board that provides strategic leadership in line with the charity's aims and values.				
Rationale Strong and effective leadership helps the charity adopt an appropriate strategy for effectively delivering its aims. It also sets the tone for the charity, including its vision, values and reputation.			Key outcomes 2.1 The board, as a whole, and trustees individually, accept collective responsibility for ensuring that the charity has a clear and relevant set of aims and an appropriate strategy for achieving them. 2.2 The board agrees the charity's vision, values and reputation and leads by example, requiring anyone representing the charity reflects its values positively. 2.3 The board makes sure that the charity's values are reflected in all of its work, and that the ethos and culture of the organisation underpin the delivery of all activities.	
Recommended Practice	Owner		Compliant (Yes, No, part)	Evidence of application / explanation
2.4 Leading the charity				
2.4.1 The board and individual trustees take collective responsibility for its decisions.	Board	CEO	Yes	Trustee code of conduct (should be reviewed annually) Trustee Board minutes recorded
2.4.2 The chair provides leadership to the board with prime responsibility for ensuring it has agreed priorities, appropriate structures, processes and a productive culture and has trustees and senior staff who are able to govern well and therefore add value to the charity.	Board	CEO	Part	Scheme of delegation (financial and governance) was approved. Outcome of the November 2023 summit has prompted reflection as to how IMechE can be best structured The current structure with a new Chair in post every year makes consistent role out of policies and procedures challenging. Review of Chair and President roles should be considered
2.4.3 In the case of the most senior member of staff (e.g. CEO) the board makes sure that there are proper arrangements for their appointment, supervision, support, appraisal, remuneration and, if necessary, dismissal.	Board	Director of HR	Yes	Appraisals processes. Staff disciplinary processes. Remuneration Committee.
2.4.4 The boards functions are formally recorded. There are role descriptions defining responsibilities for all trustees that differentiate clearly those of the chair and other officer positions and outline how these roles relate to staff.	Board	CEO	Part	Trustee role profile (needs review). No President role profile. No Committee Chair profiles
2.4.5 Where the board has agreed to establish a formally constituted subsidiary organisation/s, it is clear about the rationale, benefits and risks of these arrangements. The formal relationship between the parent charity and each of its subsidiaries is clearly recorded and the parent reviews, at appropriate intervals, whether these arrangements continue to best serve the organisation's charitable purposes.	Board	CEO	Part	Would benefit from formal review of structure and rationale. Need clarity on decision taken on divestment
2.5 Leading by example				
2.5.1 The board agrees the values, consistent with the charity's purpose, that it wishes to promote and makes sure that these values underpin all its decisions and the charity's activities (see also Principle 1).	Board	CEO	Yes	Values set. There is more work required as to how these values underpin decisions and activities
2.5.2 The board recognises, respects and welcomes diverse, different and, at times, conflicting trustee views.	Board	NA	Yes	Trustee code of conduct (should be reviewed annually). Trustee role description (needs review). Relevant training
2.5.3 The board provides oversight and direction to the charity and support and constructive challenge to the organisation, its staff and, in particular, the most senior member of staff.	Board/executive	NA	Yes	Committee structure. Executive attending committee and board meetings
2.5.4 The board through its relationship with the senior member of staff, creates the conditions in which the charity's staff are confident and enabled to provide the information, advice and feedback necessary to the board.	Board/executive	CEO	Part	Ensure regular Board and Committee appraisals. Work continues embedding values and behaviours
2.6 Commitment				
2.6.1 All trustees give sufficient time to the charity to carry out their responsibilities effectively. This includes preparing for meetings and sitting on board committees and other governance bodies where needed. The expected time commitment is made clear to trustees before nomination or appointment and again on acceptance of nomination or appointment.	Board	CEO	Part	Review of role description to clarify time needed, lack of clarity upfront about time commitment. A review of the scheduling I meetings may be beneficial, in addition how the scheduling may impact on diversity of volunteers
2.6.2 Where individual board members are also involved in operational activities, for example as volunteers, they are clear about the capacity in which they are acting at any given time and understand what they are and are not authorised to do and to whom they report.	Board	CEO	Part	Introduce a more comprehensive system of role descriptions. New Conflicts of Interest policy was approved in Q4 2023 but a further review is now scheduled as a result of issues regarding the loan write off.
Principle 3 – Integrity: The board acts with integrity. It adopts values, applies ethical principles to decisions and creates a welcoming and supportive culture which helps achieve the charity's purposes. The board is aware of the significance of the				
Rationale Delivering the charity's purposes for public benefit should be at the heart of everything the board does. This is true even when a board's decision might be unpopular. Everyone who comes into contact with a charity should be treated with dignity and respect and feel that they are in a safe and supportive environment. Charity leaders should show the highest levels of personal integrity and conduct. To achieve this, trustees should create a culture that supports the charity's values, adopt behaviours and policies in line with the values and set aside any personal interests or loyalties. The board should understand and address any inappropriate power dynamics to avoid damaging the charity's reputation, public support for its work and delivery of its aims.			Key outcomes 3.1 The board acts in the best interests of the charity's purposes and its beneficiaries, creating a safe, respectful and welcoming environment for those who come into contact with it. 3.2 The board makes objective decisions about delivering the charity's purposes. It is not unduly influenced by those who may have special or personal interests. This applies whether trustees are elected, nominated, or appointed. Collectively, the board is independent in its decision making. 3.3 No one person or group has undue power or influence in the charity. The board recognises how individual or organisational power can affect dealings with others. 3.4 The board safeguards and promotes the charity's reputation by living its values and by extension promotes public confidence in the wider sector. 3.5 Trustees and those working for or representing the charity are seen to act with honesty, trustworthiness and care, and support its values.	
Recommended Practice	Owner		Compliant (Yes, No, part)	Evidence of application / explanation
3.6 Upholding the charity's values				
3.6.1 The board ensures that all of its decisions and actions are consistent with the charity's values.	Board	CEO	Yes	Trustees aware of values. Diversity moment in all meetings
3.6.2 Trustees regularly check whether there are inappropriate power imbalances in the board or charity. Where necessary, they address any potential abuse of power to uphold the charity's purpose, values and public benefit.	Board	CEO	No	Serious complaints policy approved Whistleblowing policy in place. Incident reporting process introduced in Q1 2024
3.6.3 Trustees adopt and follow a suitable code of conduct that reflects the charity's values and sets out expected standards of ethics, probity and behaviour.	Board	CEO	Part	Code of conduct in place but needs review
3.6.4 The board considers how the charity is seen by the people and organisations who are involved in its work and by the wider public. The board has policies and procedures to make sure that the charity works responsibly and ethically, has regard to the proper use of power and acts in line with its own aims and values.	Board	CEO	Part	Diversity and Inclusion Committee. Procedures need formulating. There is currently no mechanism in place for reviewing perceptions of IMechE by externals

3.6.5 The board ensures that the charity follows the law. It also considers following non-binding rules, codes and standards, for example regulatory guidance, the 'Nolan Principles' or Charity Ethical Principles and other good practice initiatives that promote confidence in charities and create a supportive environment.	Board	CEO	Part	Legislation followed, external legal support and advice followed. Trustees receive one legal briefing a year. Nolan principles on Code of Conduct but ideas not promoted. Consider increasing Board training opportunities. Currently one legal briefing a year
3.7 Ensuring the right to be safe				
3.7.1 Trustees understand their safeguarding responsibilities and meet the legal minimum to promote a culture in which everyone feels safe and respected.	Board/ARC	CEO	Part	Safeguarding policy for young people in place - overarching Safeguarding Policy is being drafted and will be presented to Trustees in December. No regular/scheduled safeguarding performance to Trustees
3.7.2 Where appropriate: <ul style="list-style-type: none"> ■ the board makes sure that there are appropriate and regularly reviewed safeguarding policies and procedures ■ as part of a charity's risk-management process, the board checks key safeguarding risks carefully and records how these are managed ■ all trustees, staff, volunteers and people who work with the charity have information or training on the safeguarding policy, so they understand it, know how to speak up and feel comfortable raising concerns. 	Board/ARC	CEO	Part	Safeguarding policy in place. Lacks prominence in risk management framework Training and information to be improved
3.8 Identifying, dealing with and recording conflicts of interest/loyalty				
3.8.1 The board understands how real and perceived conflicts of interests and conflicts of loyalty can affect a charity's performance and reputation.	Board	CEO	Part	Conflict of interest policy scheduled for further review. Declaration asked for as start of each Trustee meeting but not all Committees. Declarations requested from Committees but inconsistently applied
3.8.2 Trustees disclose any actual or potential conflicts to the board, and deals with these in line with the charity's governing document and a regularly reviewed conflicts of interest policy.	Board	CEO	Part	Policy under review
3.8.3 Registers of interests, hospitality and gifts are kept and made available to stakeholders in line with the charity's agreed policy on disclosure.	Board	CEO	Part	Register of interests in place. Gifts and hospitality policy missing
3.8.4 Trustees keep their independence and tell the board if they feel influenced by any interest, or may be perceived as being influenced or to having a conflict	Board	CEO	Part	Declaration at the start of each Trustee meeting but inconsistently applied at Committees
Principle 4 – Decision making, risk and control: The board makes sure that its decision-making processes are informed, rigorous				
Rationale 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.			Key outcomes 4.1 The board is clear that its main focus is on strategy, performance and assurance, rather than operational matters, and reflects this in what it delegates. 4.2 The board has a sound decision-making and monitoring framework which helps the organisation deliver its charitable purposes. It is aware of the range of financial and non-financial risks it needs to monitor and manage. 4.3 The board promotes a culture of sound management of resources but also understands that being over-cautious and risk averse can itself be a risk and hinder innovation. 4.4 Where aspects of the board's role are delegated to committees, staff, volunteers or contractors, the board keeps responsibility and oversight.	
Recommended Practice	Owner		Compliant (Yes, No, part)	Evidence of application / explanation
4.5 Delegation and control				
4.5.1 The board regularly reviews which matters are reserved to the board and which can be delegated. It collectively exercises the powers of delegation to senior managers, committees or individual trustees, staff or volunteers	Board	CEO	Yes	Scheme of delegation in place
4.5.2 The board describes its 'delegations' framework in a document which provides sufficient detail and clear boundaries so that the delegations can be clearly understood and carried out. Systems are in place to monitor and oversee how delegations are exercised.	Board	CEO	Yes	Scheme of delegation in place
4.5.3 The board makes sure that its committees have suitable terms of reference and membership and that: <ul style="list-style-type: none"> ■ the terms of reference are reviewed regularly ■ the committee membership is refreshed regularly and does not rely too much on particular people. 	Board	CEO	Yes	Committee membership via NomCo, ensure succession planning. Terms of office. Terms of reference in place
4.5.4 Where a charity uses third party suppliers or services – for example for fundraising, data management or other purposes – the board assures itself that this work is carried out in the interests of the charity and in line with its values and the agreement between the charity and supplier. The board makes sure that such agreements are regularly reviewed to make sure they are still appropriate.	Board	Director of Finance	Part	Procurement Policy being developed. Central log of all contracts has been developed
4.5.5 The board regularly reviews the charity's key policies and procedures to ensure that they continue to support, and are adequate for, the delivery of the charity's aims. This includes: policies and procedures dealing with board strategies, functions and responsibilities, finances (including reserves), service or quality standards, good employment practices and encouraging and using volunteers, as well as key areas of activity such as fundraising and data protection.	Board	CEO	Part	Policy library available to all staff and volunteers via SharePoint and Volunteer Hub.
4.6 Managing and monitoring organisational performance				
4.6.1 Working with senior management, the board ensures that operational plans and budgets are in line with the charity's purposes, agreed strategic aims and available resources.	Finance Board	Director of Finance	Yes	Budgets and plans agreed.
4.6.2 The board regularly monitors performance using a consistent framework and checks performance against the charity's strategic aims, operational plans and budgets. It has structures in place to hold staff to account and support them in meeting these goals.	Board/Strat Comm	CEO	Yes	Reporting to Strat Comm, performance against strategy. Need to integrate KPI monitoring
4.6.3 The board agrees with senior management what information is needed to assess delivery against agreed plans, outcomes and timescales. Information should be timely, relevant, accurate and provided in an easy to understand format.	Board/Strat Comm	CEO	Part	Need a clear policy in place on what information is required
4.6.4 The board regularly considers information from other similar organisations to compare or benchmark the organisation's performance.	Board	CEO	No	Not done
4.7 Actively managing risks				
4.7.1 The board retains overall responsibility for risk management and discusses and decides the level of risk it is prepared to accept for specific and combined risks.	Board	CEO	Part	Delegated to ARC. Improved reporting to Trustee Board on risk would help enforce overall responsibility
4.7.2 The board regularly reviews the charity's specific significant risks and the cumulative effect of these risks. It makes plans to mitigate and manage these risks appropriately.	Board/ARC	CEO	Part	Delegated to ARC Review of Corporate Risk Register is underway as well as internal processes
4.7.3 The board puts in place and regularly reviews the charity's process for identifying, prioritising, escalating and managing risks and, where applicable, the charity's system of internal controls to manage these risks. The board reviews the effectiveness of the charity's approach to risk at least every year.	Board	CEO	Part	Reviews inc risk appetite etc should be scheduled
4.7.4 The board describes the charity's approach to risk in its annual report and in line with regulatory requirements.	Board	CEO	Yes	
4.8 Appointing external examiners or auditors				
4.8.1 The board agrees and oversees an effective process for appointing and reviewing auditors, taking advice from an audit committee if one exists.	Board/ARC	Director of Finance	Yes	Delegated to ARC. Tender process just completed
4.8.2 Where the charity has an audit committee, its chair has recent and relevant financial experience and the committee includes at least two trustees.	Board/ARC	NA	No	Not in terms of reference. No role description for ARC Chair. Financial expertise requirement on Finance Board
4.8.3 The board, or audit committee, has the opportunity to meet the auditors without paid staff present at least once a year.	Board/ARC	NA	Yes	
4.8.4 Arrangements are in place for a body, such as the audit committee, to consider concerns raised in confidence about alleged improprieties, misconduct or wrongdoing. This includes concerns raised by 'whistle blowing'. Arrangements are also in place for appropriate and independent investigation and follow-up action.	Board	CEO	Yes	Complaints process developed and being reviewed. Have Disciplinary Regs and Process
Principle 5 – Board effectiveness: The board works as an effective team, using the appropriate balance of skills,				
Rationale The board has a key impact on whether a charity thrives. The tone the board sets through its leadership, behaviour, culture and overall performance is critical to the charity's success. It is important to have a rigorous approach to trustee recruitment, performance and development, and to the board's conduct. In an effective team, board members feel it is safe to suggest, question and challenge ideas and address, rather than avoid, difficult topics.			Key outcomes 5.1 The board's culture, behaviours and processes help it to be effective; this includes accepting and resolving challenges or different views. 5.2 All trustees have appropriate skills and knowledge of the charity and can give enough time to be effective in their role. 5.3 The chair enables the board to work as an effective team by developing strong working relationships between members of the board and creates a culture where differences are aired and resolved. 5.4 The board takes decisions collectively and confidently. Once decisions are made the board unites behind them and accepts them as binding.	
Recommended Practice	Owner		Compliant (Yes, No, part)	Evidence of application / explanation
5.5 Working as an effective team				
5.5.1 The board meets as often as it needs to be effective	Board	CEO	Yes	Scheduling to be reviewed

5.5.2 The chair, working with board members and staff, plans the board's work and its meetings, making sure trustees have the necessary information, time and space to explore key issues and reach well-considered decisions, so that board time is well-used.	Board	CEO	Yes	Papers sent out in appropriate time. Service standards to be introduced. Review of papers with a view to improve quality Annual work plan
5.5.3 The board has a vice-chair or similar who provides a sounding board for the chair and serves as an intermediary for the other trustees if needed.	Board	NA	Yes	Vice Presidents and Deputy Presidents
5.5.4 The board regularly discusses its effectiveness and its ability to work together as a team, including individuals' motivations and expectations about behaviours. Trustees take time to understand each other's motivations to build trust within the board and the chair asks for feedback on how to foster an environment where trustees can constructively challenge each other.	Board	CEO	No	Need annual appraisals on Trustees and Board and Committee collectively. This is more challenging with a structure of annual Presidents/Chair Strategy session at September's meeting may help this
5.5.5 Where significant differences of opinion arise, trustees take time to consider the range of perspectives and outcomes, respecting all viewpoints and the value of compromise in board discussions.	Board	NA	Yes	
5.5.6 The board collectively receives specialist in-house or external governance advice and support. The board can access independent professional advice, such as legal or financial advice, at the charity's expense if needed for the board to discharge its duties.	Board	NA	Yes	External lawyers available. Provide induction at first meeting
5.6 Reviewing the board's composition				
5.6.1 The board has, and regularly considers, the skills, knowledge and experience it needs to govern, lead and deliver the charity's purposes effectively. It reflects this mix in its trustee appointments, balancing the need for continuity with the need to refresh the board	Board	CEO	Part	Skills audits in place but need a review, NomCo process. Skills audit has been tied to election process
5.6.2 The board is big enough that the needs of the charity's work can be carried out and changes to the board's composition can be managed without too much disruption. A board of at least five but no more than twelve trustees is typically considered good practice	Board	NA	Yes	Issues of numerous Trustees finishing terms simultaneously needs to be considered.
5.7 Overseeing appointments				
5.7.1 There is a formal, rigorous and transparent procedure to appoint new trustees to the board, which includes advertising vacancies widely.	Nom Co	CEO	Part	By laws outline processes. Nom Co process. Work has been done to create positions and advertise to non-members to increase skills sets on the board
5.7.2 The search for new trustees is carried out, and appointments or nominations for election are made, on merit against objective criteria and considering the benefits of diversity on the board. Regular skills audits inform the search process.	Nom Co	CEO	Yes	Role of NomCo
5.7.3 The charity considers using a nominations committee to lead the board-appointment process and to make recommendations to the board.	Nom Co	CEO	Yes	In place
5.7.4 Trustees are appointed for an agreed length of time, subject to any applicable constitutional or statutory provisions relating to election and re-election. If a trustee has served for more than nine years, their reappointment is: ■ subject to a particularly rigorous review and takes into account the need for progressive refreshing of the board ■ explained in the trustees' annual report.	Board	CEO	Yes	In place
5.7.5 If a charity's governing document provides for one or more trustees to be nominated and elected by a wider membership or elected by a wider membership after nomination or recommendation by the board, the charity supports the members to play an informed role in these processes.	Board	CEO	Yes	In place
5.8 Developing the board				
5.8.1 Trustees receive an appropriately resourced induction when they join the board. This includes meetings with senior management and covers all areas of the charity's work. Trustees are given the opportunity to have ongoing learning and development.	Board	CEO	Part	Meetings with Senior Managers not standard. Standardised approach to inductions including L&D being developed
5.8.2 The board reviews its own performance and that of individual trustees, including the chair. This happens every year, with an external evaluation every three years. Such evaluation typically considers the board's balance of skills, experience and knowledge, its diversity in the widest sense, how the board works together and other factors relevant to its effectiveness	Board	CEO	No	Process in ToR to need to ensure reviews take place External evaluation of the Board is not done
5.8.3 The board explains how the charity reviews or evaluates the board in the governance statement in the trustees' annual report.	Board	CEO	No	

Principle 6 – Equality, Diversity and Inclusion: The board has a clear, agreed and effective approach to supporting equality, diversity and inclusion throughout the organisation and in its own practice. This approach supports good governance and the

Rationale		Addressing equality, diversity and inclusion helps a board to make better decisions. This requires commitment, but it means that a charity is more likely to stay relevant to those it serves and deliver its public benefit. Recognising and countering any imbalances in power, perspectives and opportunities in the charity, and in the attitudes and behaviour of trustees, staff and volunteers, help to make sure that a charity achieves its aims. All trustees have the same responsibility for the charity, so they must have equality of opportunity to contribute to decision making. Board diversity, in the widest sense, is important because it creates more balanced decision making. Where appropriate, this includes and centres those communities and people the charity serves. This increases the charity's legitimacy and impact. Equality and diversity are only effective and sustainable if the board works to be inclusive, ensuring that all trustees are welcomed, valued and able to contribute. Boards that commit to equality, diversity and inclusion are more likely to set a positive example and tone for the charity by following an appropriate strategy for delivering its purpose and setting inclusive values and culture.		Key outcomes 6.1 The principles of equality, diversity and inclusion are embedded in the organisation and help to deliver the charity's public benefit. 6.2 Obstacles to participation are reduced, with the organisation's work designed and open for everyone included within its charitable purposes. This supports the charity to challenge inequality and achieve improved equality of outcomes. 6.3 The board is more effective because it reflects different perspectives, experiences and skills, including, where applicable, from current and future beneficiaries
Recommended Practice	Owner	Compliant (Yes, No, part)	Evidence of application / explanation	
6.4 Assessing understanding of systems and culture				
6.4.1 The board analyses and can define how equality, diversity and inclusion are important for the charity, its context and the delivery of its aims.	Board/D&I Committee	CEO	Yes Values. D&I Committee	
6.4.2 The board assesses its own understanding of equality, diversity and inclusion. It considers how this happens in the charity and identifies any gaps in understanding which could be filled by discussion, learning, research or information	Board/D&I Committee	CEO	Yes Values. D&I Committee	
6.4.3 The board regularly assesses: 6.4.3.1 the charity's approach to equality, diversity and inclusion, using available data and, where applicable, lived experience 6.4.3.2 its own practice including: ■ the diversity of trustees' backgrounds and perspectives in its regular board skills audit to identify imbalances and gaps ■ any bias in trustee recruitment and selection ■ where applicable, how the communities and people that the charity serves are included and centred in decision making ■ how meetings and board information can be made more accessible and how to provide resources to support this ■ how to create a meeting environment in which behaving inclusively is the norm, all voices are equal and trustees can constructively challenge each other ■ how the board demonstrates inclusive behaviours in its decision making and how it engages with staff (where they exist), volunteers, members, service users and beneficiaries.	Board/D&I Committee	CEO	Part Although use of virtual meetings can help broaden who can be a Trustee, the time commitment that is currently required favours "time rich" individuals which tends to not be those younger in their careers or with caring responsibilities. Diversity of background is not currently considered in the skills audit process Need to determine how often this is done and schedule	
6.4.4 The chair regularly asks for feedback on how meetings can be made more accessible and how to create an environment where trustees can constructively challenge each other and all voices are equally heard.	President	CEO	Part Formal process for this not in place	
6.5 Setting context specific and realistic plans and targets				
6.5.1 The board sets a clear organisational approach to equality, diversity and inclusion in line with the charity's aims, strategy, culture and values. This is supported by appropriate plans, policies, milestones, targets and timelines.	Board/D&I Committee	CEO	Yes D&I Committee. Workplan in place	
6.5.2 The board uses the findings from its assessments to make context-specific and regularly reviewed plans and targets for: ■ equality, diversity and inclusion training for board members ■ inclusive boardroom culture, practices and behaviours ■ board evaluation or training to address any power imbalances between trustees ■ removing, reducing and preventing obstacles to people being trustees ■ attracting a diverse group of candidates for new trustee roles and providing an inclusive induction for new trustees ■ recruiting a diverse board that addresses imbalances and any gaps that have been found ■ promoting inclusive behaviours and cultures to the wider organisation	Board	CEO	Part Training and plans in place for diversity and inclusion. Other areas lacking specifics	
6.6 Taking action and monitoring performance				
6.6.1 The board ensures that there are appropriate arrangements and resources in place to monitor and achieve the organisation's equality, diversity and inclusion plans and targets, including those relating to the board.	Board	CEO	Part Nom Co and D&I Committee remit. Planning is underway as to the best way to collect diversity data of committee members	

6.6.2 The board creates and maintains inclusive cultures, practices and behaviours in all its decision making. It promotes and demonstrates inclusive behaviours and cultures to the wider organisation.	Board	CEO	Yes	One of the values. Ensure it is embedded. D&I Committee
6.6.3 The board regularly monitors and actively implements its plans and targets established under 6.5.2.	Board	CEO	No	Targets needed
6.6.4 The board leads the organisation's progress towards achieving its equality, diversity and inclusion plans and targets. It receives regular updates from the organisation including challenges, opportunities and new developments.	Board/D&I Committee	CEO	Part	Although D&I Committee established, no targets. The collection of data as referenced above would help this
6.6.5 The board periodically takes part in learning and/or reflection about equality, diversity and inclusion and understands its responsibilities in this area. It acts on any gaps in its understanding and looks at how board practice, culture and behaviour are affected by these gaps	Board	CEO	Yes	D&I training Need specific Trustee training
6.7 Publishing performance information and learning				
6.7.1 The board regularly publishes:				
6.7.1.1 information on its progress towards achieving its equality, diversity and inclusion plans and targets, including challenges, opportunities and learning. This could include the: <ul style="list-style-type: none"> ■ charity's organisational approach to equality, diversity and inclusion in line with its aims, strategy, culture and values, ■ board's culture, practices and behaviours ■ board's composition and make-up 	Board/Nom Co	CEO	Part	Values and behaviours published. Progress, challenges and opportunities not shared as freely. Need to be more public with progress reporting
6.7.1.2 its plans to tackle any organisational or board inequalities and gaps that have been identified.				

Principle 7 – Openness and accountability: The board leads the organisation in being transparent and accountable.

Rationale The public's trust that a charity is delivering public benefit is fundamental to its reputation and success, and by extension, the success of the wider sector. Making accountability real, through genuine and open two-way communication that celebrates successes and demonstrates willingness to learn from mistakes, helps to build this trust and confidence and earn legitimacy.	Key outcomes 7.1 The organisation's work and impact are appreciated by all its stakeholders. 7.2 The board ensures that the charity's performance and interaction with its stakeholders are guided by the values, ethics and culture put in place by the board. Trustees make sure that the charity collaborates with stakeholders to promote ethical conduct. 7.3 The charity takes seriously its responsibility for building public trust and confidence in its work. 7.4 The charity is seen to have legitimacy in representing its beneficiaries and stakeholders.
--	--

Recommended Practice	Owner		Compliant (Yes, No, part)	Evidence of application / explanation
----------------------	-------	--	---------------------------	---------------------------------------

7.5 Communicating and consulting effectively with stakeholders

7.5.1 The board identifies the key stakeholders with an interest in the charity's work. These might include users or beneficiaries, staff, volunteers, members, donors, suppliers, local communities and others.	Board	CEO	Part	Not clearly documented. "Consult" and "Inform" need to be performed more systematically. Develop national and international piece
7.5.2 The board makes sure that there is a strategy for regular and effective communication with these stakeholders about the charity's purposes, values, work and achievements, including information that enables them to measure the charity's success in achieving its purposes.	Board	Director of Impact	Part	Annual report. Comms department. Overall Comms plans. Need to identify relevant stakeholders
7.5.3 As part of this strategy, the board thinks about how best to communicate how the charity is governed, who the trustees are and the decisions they make.	Board	Director of Impact	Part	Governance page on the website. Information in annual report. Review of approach to annual report presents opportunity to review how this information is presented
7.5.4 The board ensures that stakeholders have an opportunity to hold the board to account through agreed processes and routes, for example question and answer sessions.	Board	CEO	Part	Annual meeting has open Q&A. TB minutes available on the website
7.5.5 The board makes sure there is suitable consultation with stakeholders about significant changes to the charity's services or policies.	Board	CEO	No	Unclear process for this although CLC and more broadly, Council are consulted on key issues

7.6 Developing a culture of openness within the charity

7.6.1 The board gets regular reports on the positive and negative feedback and complaints given to the charity. It demonstrates that it learns from mistakes and uses this learning to improve performance and internal decision making.	Board	CEO	Part	Complaints process has been developed and reported to ARC. Central incident reporting now in place. Both processes in infancy so opportunity to further develop
7.6.2 The board makes sure that there is a transparent, well-publicised effective, and timely process for making and handling a complaint, and that any internal or external complaints are handled constructively, impartially and effectively.	Board	CEO	Part	Complaints process introduced
7.6.3 The board keeps a register of interests for trustees and agrees an approach for how these are communicated publicly in line with Principle 3.	Board	CEO	Part	Interests asked for. Declarations from other committee members is inconsistent
7.6.4 Trustees publish the process for setting the remuneration of senior staff, and their remuneration levels, on the charity's websites and in its annual report.	Board	CEO	Yes	Remuneration Committee

7.7 Member engagement

7.7.1 In charities where trustees are appointed by an organisational membership wider than the trustees, the board makes sure that the charity: <ul style="list-style-type: none"> ■ has clear policies on who can be a member of the charity ■ has clear, accurate and up-to-date membership records ■ tells members about the charity's work ■ looks for, values and takes into account members' views on key issues ■ is clear and open about the ways that members can participate in the charity's governance, including, where applicable, serving on committees or being elected as trustees. 	Board	Member Operation Director	Part	Digital transformation will allow more effective engagement with members. Move to new election providers has improved the communications around elections By Laws around elections to TB are narrow and at times overly restrictive
--	-------	---------------------------	------	---