

Governance and the Board Policy

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1. Policy Statement

The Foundation of Light (FOL) is led by a Board of Trustees which is collectively responsible for the direction of the FOL, the delivery of its purposes and achieving impact. The Board provides leadership for the FOL, ensures that the necessary resources are in place for the FOL to meet its objectives, reviews its performance and sets the values and standards by which the FOL operates.

2. Policy Aim

This policy aims to concur with the *Charity Governance Code* that sets out seven principles of good governance for charities. In addition to implementing specific requirements and recommendations, it is essential that the Board and Executive Team create a culture which supports the effective governance, management and operation of the FOL complying with *Charity Ethical Principles* that set out a framework for the ethical execution of a charity's purpose.

3. Definition of Terms

In the FOL, "governance" means the system by which FOL is directed, controlled and held accountable to achieve its core purpose over the long term. This is distinct from "management" which means the executive responsibility for the running of the FOL's business. This distinction and the respective roles and responsibilities of the Board and the Executive Team is important in avoiding any conflict or confusion which might hinder the effective operation of the FOL.

4. Scope

The policy (and accompanying manual) applies to all Board Members, employees, partners, and volunteers of the Foundation. It also applies consultants working on behalf of the Foundation.

5. Policy Principles

Governance and Management Responsibilities

The FOL, as an independent legal entity, is led by a Board of Trustees which is the ultimate decision-making body within the FOL, and which is collectively responsible for the control and direction of the FOL and the delivery of its purpose.

The FOL has an Executive Team with responsibility for the day-to-day management of the FOL and implementation of the FOL's strategic aims and objectives, led by the CEO of the FOL.

The FOL has a Scheme of Delegation setting out the powers which the Board has delegated to the Executive Team and to the various Boards and Committees across the FOL.

Role of the Board

The Board sets the strategic direction for the FOL in accordance with the purposes of the FOL and its vision, mission and values. The Board monitors and assesses the FOL's progress against its strategic objectives, including the FOL's outputs, outcomes and impact, to ensure delivery of the FOL's purposes and its vision. The Board exercises primary responsibility for ensuring that the FOL operates in compliance with its governing document and applicable legal and regulatory requirements.

Board Composition

The Board comprises not less than five and no more than twelve Trustees, of which at least one is also part of the affiliated club's board of directors. At least 75% are independent Trustees. Each Trustee has skills, expertise and/or experience which are relevant to the work of the FOL and/or to aspects of its operations and services. The skills, expertise and/or experience of different Trustees vary but are complementary. The FOL has a written role description for specific roles including Safeguarding, environment, and EDI.

The Board reviews its composition every three years and takes action to address the review findings that are recorded in the Statutory Accounts.

Appointment of Trustees

The FOL has a written procedure governing the recruitment and appointment of Trustees, which is reviewed and approved by the Board every three years. All Trustees are given a comprehensive induction. As part of their induction, Trustees are given a written statement of their responsibilities and access to key documents via an online file.

Board/Trustee Conduct

Trustees should act in the best interests of the FOL and its beneficiaries and in a way which is befitting of the FOL. The *Charity Governance Code* states: "Charity leaders should show the highest levels of personal integrity and conduct". Trustees should adhere to the seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

The Board has a written code of conduct that is reviewed and approved by the Trustees every three years. Trustees are held accountable for their adherence to the code of conduct.

The FOL has a written policy on Trustee payments and expenses, approved by the Board every three years. The FOL maintains a register of business gifts and hospitality given to Trustees.

Board Meetings

The Board meets four times per calendar year. The quorum for Board meetings is recorded in the FOL's governing document. The CEO (and other members of the Executive Team and staff, as required) attend Board meetings save for specific matters where the Board resolves that a closed session is required. Trustees are provided with an agenda for each meeting and associated papers not less than one week prior to the meeting (save for urgent matters arising) Board meeting papers are issued in digital form with the option for any Trustee to request a hard copy as required.

Minutes of each Board meeting (and of each Board committee and/or working group) are taken as a record of the decisions made and the main factors considered. Minutes are retained for the lifetime of the FOL; and circulated to all persons entitled to attend the meeting, for review and comment, before being approved and signed by the Chair of the meeting.

The FOL's governing document includes provisions which allow the Board to make decisions outside of meetings and attend Board meetings remotely.

Board Effectiveness

The Board reviews its effectiveness every three years. The review is carried out independently.

Conflicts of Interest

The FOL has a written Conflicts of Interest procedure that is approved by the Board every three years.

The FOL maintains a register of interests for Trustees, containing a declaration of interests from each Trustee, which is reviewed and updated annually. The Conflicts of Interest policy and the register of interests are available at each Board meeting, and the agenda for Board meetings has, as a standing item, a request for the declaration of any interests by Trustees in relation to the items on the agenda.

Board Committees

Committees may be established by the Board and given delegated authority for handling particular matters or areas of work. The membership of committees includes both Trustees and external appointments (Programmes Committee; Finance, Audit and Risk Committee).

All committees established by the Board have written terms of reference, reviewed, and approved by the Board, which record the committee's purposes, composition, responsibilities, scope of delegated authority and accountability to the Board. These are detailed in the Governance Manual

Annual General Meeting

The FOL maintains an up-to-date register of Members. All Members of the FOL are required to sign a Membership form on, or prior to, their Membership commencing. The Membership form includes a declaration that the Member is to exercise any rights, which they have in their capacity as a member, in the best interests of the FOL. The quorum for general meetings is recorded in the FOL's governing document.

Trading Subsidiaries

The FOL will appoint at least one of the Trustees to the Subsidiaries. The Trading Subsidiary operates for the benefit of the FOL, transfers distributable profits to the FOL periodically, and provides written updates on its performance at least every Board meeting. Trustees review its performance annually.

Equality, Diversity, and Inclusion

We will ensure that equality is embedded in all our activities, policies and decisions and will work with our partners to share good practice.

6. Policy Ratification and Review

Policy will be reviewed every three years.