

Halcrow Foundation

HF/1 - Governance

Introduction

This document sets out the rules and guidelines under which the Halcrow Foundation will be governed. Good governance starts with, and is the responsibility of, the Trustees. The UK Charities Commission has published a document entitled 'Good Governance - A Code for the Voluntary and Community Sector', which sets out six principles which should be followed by the Trustee board to provide good governance and leadership. These are to:

- understand their role,
- ensure delivery of organisational purpose,
- work effectively as individuals and as a team,
- exercise effective control,
- behave with integrity, and
- be open and accountable.

That document also highlights the overarching principle of diversity, in which organisations should, and frequently must, follow principles and practices that fully recognize diversity in all its forms including age, gender, faith, race, sexual orientation, disability, experience and thinking.

The governance of the Foundation that is set out in this document follows these six principles, firstly by defining the key attributes of each principle, and then by setting out actions which will ensure that these attributes will be achieved. These actions are not all-encompassing, and other actions may also be necessary to fully comply with these principles. The Trustees will be responsible for ensuring such other actions are carried out.

Definitions

Halcrow Foundation (the Foundation) - the charity registered in the United Kingdom with reference no. 1115729

Trustees - the Trustees of the Foundation

Board - the Trustees as Directors of Halcrow Foundation Ltd.

Principle 1 Trustees shall understand their role

Trustees 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 organisation*

and in terms of

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

The Foundation shall achieve this by:

- Keeping abreast with and complying with UK charity law.
- Preparing and implementing a **Code of Conduct** (HF/2) for the Trustees and all Foundation representatives which sets out inter alia the Foundation's objectives, beneficiaries, and how it relates to society and the environment, and requiring all Trustees and representatives to sign and adhere to the Code of Conduct, to be recorded in a **Register of Code of Practice Signatories** (HF/10).
- Setting out a clear **Investment Policy** (HF/3) for the management of the Foundation's assets.
- Setting out a clearly articulated **Vision and Strategy** (HF/11), communicated to Foundation representatives, stakeholders and the wider public through means such as websites, social media, traditional media, etc.
- Acting as responsible employers of Foundation employees, as appropriate.
- Requiring all Trustees to receive training in understanding their obligations.

Principle 2 Trustees shall ensure delivery of organisational purpose

The Trustees will ensure that the organisation 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.*

The Foundation will achieve this by:

- Preparing a **Financial Management and Disbursement Policy** (HF/4) setting out the manner in which the Foundation will determine its available operational funds and how these will be managed and disbursed to projects and causes and setting an annual operational budget in accordance with this policy
- Preparing a **Policy for the Management of Projects and Causes** (HF/6) supported by the Foundation. This will include a process for selecting projects and causes to support, and reporting procedures for implementers of the projects to follow.
- Carrying out an annual review of strategy and actions in previous year to ensure outcomes fit the Foundation's strategy and Business Plan and, when appropriate and agreed by the Trustees as necessary, updating the Foundation's Vision and Strategy document (HF/10).
- Preparing and updating each year a three-year rolling **Business Plan** (HF/12) by which the Foundation will implement its **Vision and Strategy** (HF/11).

Principle 3 The Trustees shall work effectively as individuals and as a team

The Trustees 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 organisation'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.*

The Foundation will achieve this by appointing a board of Trustees with the following characteristics:

- The board shall comprise a minimum of five permanent Trustees,
- Trustees may resign at any time;
- Trustees may be removed by unanimous vote of the other Trustees for:
 - i. A persistent lack of attendance at meetings and/or input to the running of the Foundation, and/or
 - ii. A breach of the terms of the Foundation's policies and/or the Code of Conduct which is liable to bring the Foundation into disrepute
- The composition of the board of Trustees shall be periodically reviewed at least every three years to ensure that the skills and experience within the board is sufficient for the Foundation to implement its strategy.
- Existing trustees may co-opt new trustees at any time providing they are unanimously agreed on the candidate(s) to be selected
- A chairman, treasurer and secretary shall be appointed to facilitate the performance of the Trustee team
- A minimum number of five and a desired number of six face-to-face meetings shall be held each year, with a minimum of three Trustees either present or by live voice communication to form a quorum
- Preparing and implementing a range of policies to meet the objectives and governance requirements, as set out in this document (see appendix for list of policies)

Principle 4 The Trustees shall exercise effective control

As the accountable body, the board will ensure that:

- *the organisation understands and complies with all legal and regulatory requirements that apply to it*
- *the organisation continues to have good internal financial and management controls*
- *it regularly identifies and reviews the major risks to which the organization 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.*

The Foundation will achieve this by:

- Preparing and implementing an **Investment Policy** (HF/3), taking advice from or appointing a reputable fund manager to manage the Foundation's financial assets.
- Preparing and implementing a **Financial Management and Disbursement Policy** (HF/4), which will include day-to-day control of funds
- Preparing and implementing a **Risk Management Policy** (HF/5) setting out how the Foundation manages the corporate and operational risks in the areas of health and safety, fraud or other mismanagement of Foundation funds, substandard delivery of projects and corporate brand.
- Preparing and periodically updating a **Standard Form for Grant Applications** (HF/13) that incorporates requirements for applicants to demonstrate the alignment of the proposed project or cause to the **Foundation's Code of Conduct** (HF/2) and **Vision and Strategy** (HF/11) and the applicant's competence and capacity to make effective use of the proposed grant.
- Preparing and periodically updating a **Standard Template for Assessment of Grant Applications** (HF/14) in line with Foundation's **Policy for the Management of Projects and Causes** (HF/6).
- Preparing and periodically reviewing and updating a **Standard Form of Agreement** (HF/15) between the Foundation and recipients of grants from the Foundation in line with Foundation's **Policy for the Management of Projects and Causes** (HF/6).

- Ensuring that each project or cause has a suitably vetted implementer.
- Appointing a Trustee to take responsibility for the oversight of each project or cause to which grants are awarded.
- Preparing a **General Data Protection Policy** (HF/9) ensuring amongst other things compliance with EU General Data Protection Regulations (GDPR)

Principle 5 The Trustees shall behave with integrity

The Trustees will:

- *safeguard and promote the organisation'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.*

The Foundation will achieve this by

- Implementing its Code of Conduct (HF/2)
- Requiring implementers of projects and causes to follow the reporting procedures set out in the Foundation's Policy for the Management of Projects and Causes (HF/6).
- Implementing a **Complaints Procedure** (HF/7)
- Maintaining a **Register of Conflicts of Interest** (HF/16) documenting potential or actual conflicts of interest to which Trustees and other Foundation representatives may be subject. Trustees, both individually and collectively, will be responsible for identifying such conflicts of interest.

Principle 6 The Trustees shall be open and accountable

The Trustees will lead the organisation in being open and accountable, both internally and externally. This will include:

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

The Foundation will achieve this by following the policies, procedures and actions set out above and by:

- Making available to all interested parties through the Foundation's website its policies, vision and strategy.
- Preparing and publishing annual reports of the Foundation's activities in accordance with the reporting requirements for charities prevailing in the United Kingdom.
- Establishing and implementing a **Complaints Procedure** (HF/7) setting out a procedure by which anyone connected with the Foundation who has cause to believe that they have been treated in an inappropriate way or has observed other unethical behaviour including violation of the **Code of Conduct** (HF/2) may register a complaint to the Foundation and a procedure by which the Trustees will consider and address this.

Appendix - Policies and operational documents

Policies

- HF/1 Governance
- HF/2 Code of Conduct
- HF/3 Investment Policy
- HF/4 Financial Management and Disbursement Policy
- HF/5 Risk Management Policy
- HF/6 Policy for Management of Projects and Causes
- HF/7 Complaints Procedure
- HF/8 Partnership Policy
- HF/9 General Data Protection Policy

Operational documents

- HF/10 Register of Code of Practice signatories
- HF/11 Vision and Strategy
- HF/12 Business Plan
- HF/13 Standard Form for Grant Applications
- HF/14 Standard Template for Assessment of Grant Applications
- HF/15 Standard Form of Agreement
- HF/16 Register of Conflicts of Interest
- HF/17 Risk Register

Document History

Document no HF/1

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