



Crawley Town Community Foundation

Governance Handbook

May 2019



Table of Contents

Introduction

Board Terms of Reference:

1. Governance Aims, Objectives and Principles
2. Remit of the Board
3. Responsibilities and remit of the Chairperson
4. Responsibilities of Board members
5. Role of the Chief Executive (CEO)
6. Membership, quorum and voting
7. Meeting procedures
8. Declaration and conflicts of interests
9. Frequency of meetings
10. Committee Chairs & Ambassadors
11. Code of conduct
12. Equality and Safeguarding
13. Accountability and reporting
14. Governing document

Appendices: (page 19 onwards)

Appendix I - Role Description & Person Specification – Chair

Appendix II - Role Description & Person Specification – Board Member

Appendix III - Role Description - Trustee (Finance)

Appendix IV - Role Description – Trustee (Safeguarding / Health and Safety)

Appendix V - Role Description – Trustee (HR and Personnel)

Appendix VI - Role Description – Trustee (Governance and Policy)

Appendix VII - Role Description – Trustee (Business Development)

Appendix VIII - Role Description – Trustee (Communications)

Appendix IX - Terms of Reference for Sub-groups

1. Business Development Sub-group
2. Communications Sub-group
3. Finance Sub-group
4. Governance & Policy Sub-group
5. HR & Personnel Sub-group
6. Safeguarding/Health & Safety Sub-group

Appendix X - Trustee Recruitment Policy & Induction

Appendix XI - Trustee Expenses Policy

Appendix XII - Personal Liability

Appendix XIII - Declaration of Interests form

Appendix XIII - Matters Reserved for the Board

Introduction

Established in 2012, Crawley Town Community Foundation is the registered charity of Crawley Town FC (charity number 1149113). It is an independent entity, led by a Board.

Our vision is to engage, inspire and empower people through sport and football, and our organisation holds high the values of integrity and ethics; respect; innovation and drive.

Our Mission

Our programmes and services are based on the belief that engagement through sport can result in far more than developing sports skills. It can harness a sense of mutual respect and trust, widen horizons, raise aspirations and provide opportunities for people regardless of their background.

We use the power of sport and football and appeal of the brand to engage, inspire and empower people and we are and focused on developing the community through a range of programmes and services based on the following themes: Health & wellbeing, sports participation, equalities and inclusion, education, enterprise, employment and skills, regeneration and community safety- working through local, regional and national partnerships committed.

Our Board

The Board is the overall governing board for Crawley Town Community Foundation (referred hereinafter as 'the Charity'). It has a combination of independent and representative board which oversees, scrutinises and guides the Charity's work and makes decisions where appropriate to ensure our good governance.

The Board also oversees delivery by the CEO and executive staff of the current 2017-20 strategy, and has responsibility for developing strategic plans for the following period 2020-23.

The Charity operates in line with the recommended best practice governance

Board Terms of Reference

Board Composition

The recently published UK Code of Sports Governance requires that a Board shall be of an appropriate size to:

- (A) meet the requirements of the organisation;
- (B) have the appropriate balance of skills, experience, independence and knowledge;

- (C) manage changes to its composition (including that of its committees) without undue disruption; and
- (D) promote an open dialogue amongst the directors.

An appropriate Board size allows for full and frank discussions amongst all directors, while balancing the need to have varying and diverse opinions, achieved by a membership with a balance of skills, experience, independence and knowledge.

The governing document of the Charity allows for a maximum of 12 trustees (Article 18), and considers this number to be an appropriate size to manage changes to its composition, and that of its sub-committees.

In accordance with its governing document (Article 21.3), one third of its trustees must stand down each year. Trustees retiring under this article may be re-appointed for a consecutive period but (subject to Article 21.7), a Trustee who has served eight years consecutively must take a break from office, and may not be reappointed for a year or until the AGM following the previous years' AGM when the break was confirmed.

1. Board Aims, Objectives and Principles

- To set the values, strategic direction and policy of the Charity
- To respond to local, regional and national influences, including the representation of the Charity and community football on all relevant local, regional and national policy and strategy consultations
- To advocate for football and for the work of the Charity
- To ensure the Charity is fit for purpose
- To advise on the annual business plan and associated budget, and receive performance management information
- To scrutinise the Charity's governance, risk management, financial management, strategy implementation and delivery team (Charity staff) performance
- To account to the various funding partners, including but not limited to the EFL, Premier League, NCS Trust, and Department of Education, for the performance of the delivery team and the allocation, use and management of its grant funding
- To manage the Charity's Board and senior staff recruitment process

These aims and objectives support and complement the high level outcomes highlighted in the Government Strategy **Sporting Future: A New Strategy for An Active Nation (December 2015)**, where sport and physical activity is viewed by its contribution to:

- Physical wellbeing

- Mental wellbeing
- Individual development
- Social/community development
- Economic development

In addition, the Board's aims and objectives also seek to complement and contribute to local and regional strategic priorities and stated outcomes for physical activity in Sussex

2. Remit of the Board

- 2.1 The Board is the overall Governing Body of the Charity. It is a Board comprised of representative and independent trustees, who make decisions where appropriate and provides good governance of the Charity
- 2.2 The Board will take responsibility for setting the strategic direction of the Charity monitoring and evaluating the effective delivery of the Charity's objectives and being accountable for the achievement of key targets and outcomes
- 2.3 It is the Board's responsibility to ensure that these aspects of the Charity's business are maintained and improved to the satisfaction of partners and funders through transparent and planned processes
- 2.4 The clear separation of the Board (the Governing body) and the staff (the Charity's workforce) is fundamental to good governance of the Trust. Day-to-day management of the Charity is not a Board function, and authority is delegated for achieving the strategic outcomes, together with the necessary authority to make decisions in a specified range of activities to the CEO
- 2.5 Within this, specific roles will include:
 - **Strategic Leadership & Planning**
 - Providing clear direction for sport and physical activity in the county through the production of a Charity strategy and annual business plan strongly communicated in order to motivate, inspire and drive the team and their partners
 - Providing implementation leadership
 - Promoting the Charity's vision, aim and core values
 - **Advocacy**
 - Advocating the benefits of community football and physical activity and the Charity locally, regionally and nationally (where relevant)
 - Recognising and celebrating success in the Charity
 - Securing resources for sport and the work of the Charity
 - **Partnership Building**
 - Opening doors for football and physical activity and for the Charity
 - Encouraging collaboration

- Valuing and supporting people to achieve the Charity's goals
- Engaging stakeholders in a consistent and managed way to ensure commitment and satisfaction
- **Accountability**
 - Ensuring implementation and continuous improvement of the Charity's strategies and business plans with a customer/client-centred approach
 - Reporting on performance
 - Assuming responsibility, both moral and legal, for the actions of the Charity and its resources (financial and non-financial)
- **Good Governance**
 - Ensuring the Charity meets appropriate standards of governance
- **Risk Management**
 - Maintaining the Charity's risk register and reviewing it on a bi-monthly basis
 - In addition to having and using a risk management and internal control system (as in section 13), the Board (assisted by its Governance & Policy sub-group) will stand back and annually take a fresh look at their risk system or framework as a whole, and review its effectiveness at meeting the aims for which it was established
 - The same action (separately) will be undertaken for the Charity's internal control systems or framework
 - These will both be documented in the Board Terms of Reference (TORs).

2.6 Positions are non-executive and not salaried. Out of pocket expenses will be paid where appropriate. Trustees may choose to resign from office at any time, by formally writing to the Chair

3. Responsibilities and remit of the Chair

3.1 The main duties of the Chair should include:

- Defining the overall direction of the work of the Charity, setting targets and agreeing a business plan
- Providing strategic leadership to the Charity Board, chairing its regular meetings and bringing together a diverse range of interests and skills to work together on a common agenda
- Ensuring Board decisions are acted upon
- Supporting and appraising the work of the CEO
- Representing the Board to stakeholders at appropriate events

3.2 The main responsibilities of the Chair include:

- **Setting the agenda:** The agenda should take full account of the issues and the concerns of all Board members. Agendas should be forward looking and concentrate on strategy and developing the Charity, rather than focusing on management issues
- **Ensuring that Board members receive accurate, timely and clear information:** to enable the Board to make sound decisions, monitor effectively and provide advice to promote the success of the county
- **Managing Board meetings:** to ensure that sufficient time is allowed for discussion of issues, and where appropriate, arranging informal meetings beforehand to enable thorough preparation for the Board discussion. It is particularly important that Board members have sufficient time to consider critical issues and are not faced with unrealistic deadlines for decision making
- **Regular Liaison with the Chief Executive of the Charity:** to stay engaged and up to date
- **Board Member Development:** taking the lead in inducting and developing individual Board members, with a view to enhancing the Board's overall effectiveness as a team
- **Member Engagement and Mobilisation:** Encouraging active engagement by all members of the Board. Setting tasks for members to assist in the achievement of the Board's goals
- **Performance Assessment:** Taking lead of the annual assessment of performance of the Charity's Board and its' individual members

4. Responsibilities of Board Members

4.1 Board members should use their specific skills, knowledge, experience and networks to promote sport and physical activity, improve the impact of the Charity and help the Board reach sound decisions

4.2 Sound judgement is central to the Board member's role. The objectivity and fresh perspective acquired through their relative distance from day-to-day matters, combined with experience acquired elsewhere, is the basis for challenging the accepted thinking of the Charity and encouraging stronger performance

4.3 The main responsibilities of the Board include:

- **Strategy development:** Actively and constructively contributing to and challenging development of the Charity's strategic plan
- **Decision-making:** Ensuring that, in reaching a decision, the Board takes into account any relevant guidance issued by regional and national agencies as well as recommendations from the Charity's officers

- **Delegated authority:** Ensuring that the Board operates within the limits of its delegated authority. Individual Board members do not have any individual delegated authority
- **Financial scrutiny:** Ensuring that administrative and other systems of financial control are rigorous and constantly maintained, monitored and developed
- **Risk management:** Ensuring that risk management systems are robust and defensible so that major risks are identified and appropriately managed
- **Policy setting and endorsement:** Setting policy and ensuring that operational management of the Charity is carried out in accordance with the policies and procedures of the Charity
- **Overseeing results:** Ensuring the delivery of planned results by monitoring and evaluating performance against agreed strategic objectives and targets

4.4 Responsibilities of the Charity's Board members include a duty to:

- Comply with agreed policies and governance procedure
- Act reasonably and prudently in all matters relating to the Charity and in its long term interest
- Protect all resources belonging to the Charity, for instance by ensuring that there are adequate financial controls and risk assessments
- Act in the best interests of the public as a whole and to avoid conflicts of interest, particularly where they involve financial transactions
- Act collectively since no individual can bind his or her fellow Board members, unless specifically authorised to do so

5. The Role of the CEO

- The role of the CEO is to implement the strategies and policies as agreed by the Board of the Charity; and to develop, nurture and deliver effective working relationships with key agencies and partners within the county, region and nationally as appropriate
- The CEO has responsibility for the overall organisation, management and staffing of the Charity and for its procedures on financial and other matters, including conduct and discipline of staff
- The CEO is the accounting officer for the Charity and is responsible to the

Board for the resources under his/her control. The essence of the role is a personal responsibility for the propriety and regularity of public finances for which he or she is answerable; for prudent and economical administration; for avoidance of waste and extravagance; and for the efficient and effective use of all resources under their charge

6. Membership, quorum and voting

- 6.1 The Board will consist of a minimum of three and a maximum of 12 Members, including:
- An Independent Chair openly appointed from the trustees
 - A further minimum of two Independent Board Members who will be appointed by the Chair and CEO
 - Remaining Board members will be openly recruited non-executive directors appointed by the Board and CEO
 - Two “ex officio” individuals, namely:
 - The CEO
 - The minute taker
- 6.2 Membership of the Board will be subject to the provisions of Article 21 of the Charity’s governing document and, in line with current best practice, the maximum length of service allowed by any Member will normally be limited to a maximum of eight years, after which a minimum break of twelve months must be observed before seeking re-appointment.
- 6.3 The openly appointed Board Members will be recruited based on their skills, experience and knowledge in addition the Board will seek diversity in its membership, reflective of Crawley’s population (e.g. in terms of age, ethnic background, social class and life experiences, gender and disability). Equality is crucial and expertise in this area will need to be secured within the Board membership
- 6.4 The CEO is the only Executive Director and will not have voting rights. All other Board Members have voting rights, one per member
- 6.5 The Chair of the HR & Personnel Sub-group will coordinate an Annual Board Evaluation process. They will also be a sounding board and provide additional support for other Board Members and staff who may wish to raise a specific concern or issue
- 6.6 At least one-third voting members must be present to represent a quorum (Article. 25.2)

- 6.7 Normally the Board will operate by consensus and only when required will vote by a show of hands. In these circumstances voting will be by simple majority. In the result of a tied vote the Chair will have a second or casting vote (Art. 25.1)

7. Meeting procedures

- 7.1 Official records must be kept of all formal meetings of the Charity's Board. These will include:
- The names of all those present and any apologies for absence
 - All resolutions, decisions and any declarations of interest reported at the meeting
 - All appointments made at the meeting
 - Details of the establishment of any committees together with their terms of reference
 - Minutes of the meetings will be made available upon request (excluding items of confidentiality)
- 7.2 The CEO will appoint a member of the Charity's senior staff team to act as secretariat at meetings
- 7.3 The Board may invite representatives from other organisations as observers to attend its meetings, or meetings of its committees. Such individuals may contribute to discussions but are not permitted to vote at meetings

8. Declaration and conflicts of interests

- 8.1 All Board members (and any ex-officio staff members present) will be required to make an annual declaration of any interests, personal (including financial) or prejudicial, relating to the work and activities of the Board or the Charity
- 8.2 At the start of each Board meeting or as soon as possible, members will declare any interests in respect of any items of businesses being considered
- 8.3 A conflicted member shall withdraw from that part of the meeting unless expressly invited by the Chair to remain to participate in the discussion. In the event of the Board having to decide upon a question in which a member has an interest, the conflicted member shall not be counted in the quorum for that part of the meeting. All decisions will be made by vote, with a simple majority required. Conflicted members shall not vote on matters affecting their own interests

9. Frequency of meetings

9.1 The Charity's Board will meet bi-monthly, 6 times a year

9.2 The Committees also meet every two months

10 Committee Chairs and Ambassadors

The Board can appoint any of its members, with appropriate delegated authority, to chair committees in the key governance areas. These can include (as a minimum):

- Governance & Policy
- Business Development
- Human Resources & Personnel

In addition to this, the Board can appoint trustees to champion the minimum operating standards of:

- Equality
- Safeguarding Children & Vulnerable Adults

10.1 The Board can create other Board Champion roles, Committees, task and finish or other groups as necessary to further its work and responsibilities (per Article 28). Each should have its own terms of reference and agreed levels of delegated authority and be able to make recommendations to the Board. These should be led by a Board member and could include specialists or representatives of other organisations. Any decisions or actions taken by a Committee, task and finish or other group should be reported to the next meeting of the Board for information and, if necessary, ratification

10.2 The Charity currently has six Committees: **Governance & Policy, Business Development, Communications, Finance, Human Resources & Personnel** and **Safeguarding/Health & Safety**, whose terms of reference can be found in the Appendices.

11 Code of Conduct

All Crawley Town Community Foundation trustees have legal duties and responsibilities. This code of conduct is not a list of their legal duties, although elements of the code are based on legal principles. The Code of Conduct should be read in conjunction with the Memorandum of Association.

11.1 General

- The trustees must act with integrity, due prudence and should consider professional advice on anything in which the Board do not have expertise in.
- The trustees must administer the Foundation and any assets in the interest of current, potential and future beneficiaries.
- Trustees should hold themselves accountable to stakeholders and the public for any decisions made, performance of the Board and the performance of the Foundation.
- Unless legally authorised the trustees must not gain any financial or material gain through their trusteeship and must not use their status to gain any advantage within the Foundation. A trustee must not place themselves under any financial or other obligation to other individual organisations that might influence the performance of their duties to the Foundation.
- Trustees should conduct themselves in a manner, which does not damage or undermine the reputation of the Foundation, or its staff individually or collectively nor take part in any activity which is in conflict to the objectives of the Foundation.
- Trustees should not accept gifts or hospitality that might be thought to influence, or be intended to influence, their judgement.
- The trustees must make decisions together and take joint responsibility for them. Such decisions must be recorded.

11.2 Responsibilities:

- Trustees must, with the help of senior staff, formulate and review the Foundations vision, values and long-term strategy and well as the Foundations policies.
- With the assistance of the senior staff and, if appropriate professional advisers, trustees must ensure the Foundation complies with regulatory and statutory requirements. In addition to compliance with statutory requirements, trustees should have a commitment to the development and implementation of good practice.

- Trustees must be familiar with and review regularly the rules and constitution of the Foundation. Any changes must be made in accordance with constitutional and legal requirements.
- To develop a working knowledge of the Foundation and to give themselves credibility, trustees should endeavour to visit the Foundations office and where practicable to sessions held outside of the main Foundation office.
- Trustees must be familiar with the Foundations Safeguarding Children & Young People Policy and Safeguarding Adults at Risk Policy to ensure that the Foundation upholds its position in making sure all are safe from all forms of abuse, the welfare of all and that appropriate positive relationships are maintained.

11.3 Meetings of the Board of Trustees:

- Trustees should strive to attend meetings regularly, ensuring they prepare and contribute effectively.
- They should bring a fair and open mind to meetings and should ensure that all decisions made are in the best interest of the Foundation.
- Trustees must avoid any conflict of interest and where one arises declare the interest.
- Confidential information or material provided to, or discussed at a Board meeting must remain confidential and within the confines of the Board and not discussed outside the body of trustees.
- Trustees have a responsibility to develop and maintain a properly constituted, balanced and competent Board, including clear procedures on selection, election, training, retirement and if necessary, removal of trustees. To ensure that arrangements are followed for recruiting the chair and other honorary officers.

11.4 Staff

- Trustees must ensure that there is a clear understanding of the scope of authority delegated to senior staff.
- Policies and strategies agreed by the Board should be expressed in clear and practicable terms and staff responsible for implementing the policies are clear in what they need to do.

- Trustees should act fairly and in accordance with good employment and equal opportunities principles when making decisions affecting the recruitment, appointment, development, appraisal and discipline of all staff.
- Trustees must understand, accept and respect the difference in roles between the Board and staff, ensuring that the Board and staff work together effectively for the benefit of the Foundation, and develop a mutually supportive relationship.
- Having given the senior staff delegated authority, trustees should be careful – individually and collectively – not to undermine it by word or deed.

11.5 Principles

In short there are seven principles that build on the assumptions that the Foundations Board of Trustees are meeting its legal and regulatory responsibilities.

- **Organisational:** the Board is clear about the Foundation’s aims and these are being delivered effectively.
- **Leadership:** the Foundation is being led by an effective Board that provides strategic leadership in line with the Foundation’s aims and values.
- **Integrity:** the Board acts with integrity, adopting values and creating a culture which helps the Foundation achieve its charitable purposes. The Board is aware of the public confidence and trust in the Foundation and undertake their duties accordingly.
- **Decision-making:** the Board ensures that its decision making processes are informed, rigorous and timely and that effective delegation, control and risk management systems are set up.
- **Effectiveness:** the Board works as a team using the appropriate balance of skills, experience, knowledge and backgrounds to make informed decisions.
- **Diversity:** the Boards approach to diversity supports its effectiveness and leadership.
- **Openness and accountability:** the Board leads the Foundation in being transparent and accountable.

11.6 Rights

You have the right as a Trustee to:

- Equal status and voting rights with all the other Trustees
- An induction programme and induction pack to help you get involved in the Board and familiarise yourself with the organisation (*see appendices for basic induction information*)
- Receive training relating to any area of the Boards work
- Raise any concerns about the organisation, its work or operations

This policy will be reviewed on an annual basis at the AGM and/or when legislative or statutory changes require updated accordingly.

12 Equality and Safeguarding

12.1 **EQUALITY.** The Board will be responsible for the development and implementation of the Charity's Equality Policy Statement (below) (to be read in conjunction with the Equalities and Diversity Policy):

Crawley Town Community Foundation is committed to stopping discrimination and will treat people with dignity and respect. It will promote equal opportunities in both the employment and management of staff, and in the delivery of its services. In managing the services it provides, the Charity will promote equal opportunities across all its work

Purpose of the Policy Statement: the Charity identifies that certain sections of the community have been affected by past disadvantage and discrimination and may be denied the opportunity to participate equally and fully at all levels.

This policy statement has been produced to:

- Ensure that all sectors of the community have the opportunity to participate in any role and at any level
- Ensure no employee, job applicant or person using or seeking to use the services and activities of the Charity is unfairly discriminated against (either directly or indirectly, on any grounds)
- This includes on the grounds of their race, colour, ethnic or national origin, religious belief, political opinion or affiliation, sex, marital status, sexual orientation, gender reassignment, age or disability

Principles: The Charity's equality policy is based upon the following principles:

- All persons have the right to participate in and enjoy sport and other Charity services in any role and at any level
- All personnel involved in the Charity are responsible for creating an open and friendly environment for everyone wishing to participate in sport
- Discriminatory behaviour will not be tolerated within the Charity and all allegations and incidents of discrimination or other such unfair treatment will be taken seriously and responded to swiftly in accordance with the Charity's policies and procedures

All staff employed by the Charity will be expected to:

- Comply with the policy and other policies that relate to equality of opportunity
- Avoid any form of discrimination or encourage others to discriminate against any other member of staff, service user or others connected with the Charity
- Positively refrain from the harassment, victimisation, abuse or intimidation of any member of staff, service user or others connected with the organisation
- Inform the Charity's management or the staff of the Charity's partner organisations if they witness any form of discrimination in the normal course of their work (either involving staff or service users, or others connected with the organisation)

All members of the the Charity's Board have a duty to conduct themselves and make decisions in relation to the statement and policy

12.2 SAFEGUARDING. The Board will be responsible for the development and implementation of the Charity's Safeguarding Policy Statement and is committed to promoting the safety and welfare of children and young people and vulnerable adults engaged the Charity's activities. It aims to contribute to safeguarding by:

- Committing to the FA Safeguarding Framework, the local and regional safeguarding boards, and the Child Protection in Sport Unit's Safeguarding Framework
- Implementing and demonstrating best safeguarding practice when, core staff, delivery staff, helpers or volunteers, are providing services, activities and programmes
- Working with partners to establish and implement agreed, consistent

- minimum safeguarding standards for activities
- Requiring those individuals or organisations that are funded or commissioned to provide any services to effectively address safeguarding requirements
- Maximising its influence to promote safeguarding practice and principles within its wider partnership roles and relationships

Safeguarding compliance is monitored by the Chief Executive and reported via the Safeguarding/Health & Safety Committee which includes the lead Trustee for safeguarding, and to the full Board of Trustees on a bi-monthly basis. The Board endorses these aims, and supports the Charity in this work and the development of an implementation plan.

The Charity fully recognises its moral and legal responsibilities under The Children Act 2004 and are committed to working collaboratively in line with Working Together to Safeguard Children (HM Government, 2015) guidance to provide a duty of care for children and young people, to safeguard their welfare and to protect them from abuse.

The Charity will work in partnership to ensure that children and young people and vulnerable adults irrespective of age, gender, disability, race, ethnic origin, nationality, colour, parental status, religious belief, class or social background, sexual preference or political belief, are able to take part in services (as a participant or volunteer) in a fun, safe environment and are protected from harm or abuse.

The Charity will ensure that all incidents of suspicious poor practice and allegations of abuse should be taken seriously and responded to swiftly and appropriately in accordance with disciplinary procedures or, where necessary, through referral to statutory agencies. It is the responsibility of the child protection experts to determine whether or not abuse has taken place but it is everyone's responsibility to report any concerns

Confidentiality should be upheld in line with the Data Protection Act 1998 and Human Rights Act 1998.

13 Accountability and reporting

Crawley Town Community Foundation is a company limited by guarantee and a registered charity. As such, there are financial regulations with which it must comply with and these are detailed in the Finance Policy.

Authorised signatories

The authorised signatories to the Charity's bank account are the:

- Chair of the Charity

- Members of the Charity's Governance & Policy Committee
- CEO

All budget holders are asked to comply with the regulations as set out in the Finance Policy.

13.1 Independent External Audit

As a trustee, you should also be aware that it is the responsibility of the Charity's Governance & Policy Committee to review these policies and that our auditors will conduct an annual audit to test for compliance with these regulations

14. Governing document

Crawley Town Community Foundation is incorporated under the Companies Act 2006 as a private limited company. It is also a registered charity, and as such the company directors also serve as charity trustees. The governing document is the Memorandum & Articles of Association signed by the first subscribers on 12 May 2014.

The organisation recognises that it is good practice to regularly review the governing document to ensure it meets the current needs of the business. In the event that any amendment is required to the governing document, the organisation will enable that amendment through a special resolution passed at a shareholders' meeting, as outlined below in 14.1

So that all required changes can be made in one go rather than in a piecemeal fashion, a review is usually timed so that any necessary changes can be proposed in advance of, and passed via a special resolution at the organisation's annual general meeting.

14.1 Amending the governing document

To get a special resolution passed at a general meeting, the Directors of the company (Charity trustees) will arrange to:

- Hold a board meeting and resolve to convene a General Meeting and approve a circular to send to the shareholders. The circular sets out the reasons that the articles need to be changed and will summarise the main provisions/changes in consequence of the new articles. The full text of the new articles, or instructions about where they can be viewed, will be included.

- Hold the general meeting. The special resolution to amend the articles of association will be passed by a majority of 75% or more.
- The Directors will note that the special resolution has been passed and resolve to send a copy to Companies House alongside the new articles.
- A certified copy of the special resolution must be sent to Companies House within 15 days of the general meeting.



Crawley Town Community Foundation

Governance Handbook

Appendices



Appendix I - Role Description & Person Specification (Chair)

Title

Chair to the Board of Trustees of Crawley Town Community Foundation (the Foundation)

Eligibility

The Chair to the Board should work and/or reside in the geographical county of Sussex

Remuneration

This is a non-salaried position. Travel and other reasonable expenses will be reimbursed

Location

Foundation meetings will be held in Crawley (and throughout the County, if relevant)

Term

To be appointed for three years, with review after two years

Time Commitment

- Induction training
- c. Six Board meetings annually
- c. Key events annually including AGM
- Chair to represent the Foundation on working groups, conferences and events (as relevant)
- Regular contact with the Board Members, Chief Executive and core staff of the Foundation

Purpose

- Provide strategic leadership and be a visible role model/public face of the Foundation
- Help make the board a high performing team
- Help ensure the Foundation is 'fit for purpose'
- Extend the network, influence and resources of the Foundation
- Support the Board members (trustees), Chief Executive and professional staff.

Role of the Chair

- Lead advocate for Foundation services in and around Crawley
- Champion for the Foundation across all its networks
- Promote the vision of the Foundation
- Provide inspirational leadership to the Board and all partner agencies
- Contribute to board performance and management through effective chairmanship
- Ensure effective governance of the Board

- Set strategic goals within the business plan and ensure that effective monitoring is in place to evaluate progress to achieving those goals
- Support the planning, development and implementation of Foundation's work in accordance with the vision aims and objectives of the Foundation
- Ensure that the Foundation is 'fit for purpose'
- Ensure the media and all partners are kept updated on key developments within the Foundation
- Support and respect the roles of the Chief Executive and the Foundation staff

Other duties:

In addition the Chair of the Board will be expected to use specialist skills, knowledge and experience in ways to advance and support the work of the Board and of the Foundation

Person specification

- Commitment to the Foundation
- Willingness to devote the necessary time and effort
- Strategic vision
- Good, independent judgement
- A strict sense of confidentiality
- Ability to think creatively
- Willingness to speak their mind
- Understanding and acceptance of the legal duties, responsibilities and liabilities of Trusteeship
- Ability to work effectively as a member of a team
- Understanding Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership
- Leadership skills
- Experience of committee work
- Tact and diplomacy
- Good communication and interpersonal skills
- Impartiality, fairness and the ability to respect confidences
- Willingness to undergo an Enhanced CRB check

In most circumstances it would also be desirable for the Chair to have knowledge of the type of work undertaken by the Foundation and a wider involvement with the voluntary sector and other networks.

Expectations

The Chair will be expected to be able to make the following time commitments in order to fulfil their duties:

- Chairing six half-day meetings per year, including AGM, to be held in Crawley

- A maximum of one day per year (may be split into two half-day sessions) for Board induction, development and review sessions
- Additional time commitments which may be necessary effectively to fulfil their role as Chair of the Board (e.g. meeting with the Foundation's Chief Executive to plan Board meetings, recruitment of new Trustees)

Appendix II - Role Description & Person Specification (Board Member)

Role Description

Title

Trustee, Crawley Town Community Foundation

Eligibility

Trustees should work and/or reside in the geographical county of Sussex (or adjoining counties)

Remuneration

These are non-salaried positions. Travel and other reasonable expenses will be reimbursed upon request

Location

Board meetings and Foundation events may be held throughout the County, but typically meetings are held at the Crawley Town FC

Term

Trustees are appointed for a period of 3 years, and are eligible for reappointment at the end of that term. A maximum of eight years service is permitted

Time Commitment

- Induction training (0.5 day)
- 6 x Board meetings annually (2 hours per meeting)
- 1 x annual Board Away Day
- 2 x key Foundation events annually, including the Annual General Meeting (up to 2 days)
- Represent the Foundation on working groups/conferences/events (1 day)
- 6 x working group meetings annually (2 hours per meeting)
- Support via telephone and/or electronically

Purpose

- Provide strategic leadership and be a visible role model for the Foundation
- Help make the board a high performing team
- Help ensure the Foundation is 'fit for purpose'
- Extend the network, influence and resources of the Trust
- Champion a discrete portfolio, thematic area or aspect of the business plan or sub-committee
- Support the Chair, Chief Executive and the Foundation's senior staff

Statutory duties of a Trustee

- To ensure that the Foundation complies with its governing document, Charity law, company law and any other relevant legislation or regulations
- To ensure that the Foundation pursues its objects as defined in its governing document
- To ensure the Foundation uses its resources exclusively in pursuance of its objects
- To contribute actively to the Board of Trustees' role in giving firm strategic direction to the Foundation, setting overall policy, defining goals and setting targets and evaluating performance against agreed targets
- To safeguard the good name and values of the Foundation
- To ensure the effective and efficient administration of the Foundation
- To ensure the financial stability of the Foundation
- To protect and manage the property of the Trust and to ensure the proper investment of the Foundation's funds
- If the Foundation employs staff, to support the Chair in the recruitment of the Chief Executive and in the monitoring of his or her performance

Responsibilities

- Advocate for services, football and physical activity
- Champion for the Foundation within its own sector and its networks
- Promote the Foundation's vision for community services
- Provide a two way network of communication between partners within their own sector its associated networks
- Contribute to effective board performance and management
- Set strategic goals within the business plan and ensure that effective monitoring is in place to evaluate progress

Person specification

- Commitment to the Foundation
- Willingness to devote the necessary time and effort
- Strategic vision
- Good, independent judgement
- A strict sense of confidentiality
- Ability to think creatively
- Willingness to speak their mind
- Understanding and acceptance of the legal duties, responsibilities and liabilities of Trusteeship
- Ability to work effectively as a member of a team
- Understanding of Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership
Tact and diplomacy

- Good communication and interpersonal skills
- Impartiality, fairness and the ability to respect confidences
- Willingness to undergo an Enhanced CRB check

Expectations

Trustees will be expected to be able to make the following time commitments in order to fulfil their duties:

- Attendance at six half-day meetings per year, including AGM, to be held in Crawley
- A maximum of one day per year (may be split into two half-day sessions) for Board induction, development and review sessions
- Additional time commitments which may be necessary effectively to fulfil their specific role on the Board

Review date: refer to policy matrix

Appendix III - Role Description & Person Specification (Trustee - Finance)

Role Description – Trustee (Finance)

Remuneration

The role of Trustee is not accompanied by any financial remuneration.

Location

Broadfield Stadium, Crawley, West Sussex

Time commitment:

6 Board meetings per year

6 Sub Group meetings

AGM attendance

Committee groups as and when deemed necessary

Other agreed support

The role of Trustee at Crawley Town Community Foundation is an exciting and fulfilling role.

The most effective Boards are ones which benefit from individuals from a diverse range of backgrounds, experiences and skill sets.

The role of a Trustee is to ensure that Crawley Town Community Foundation fulfils its governance and financial obligations, its duty to its beneficiaries and stakeholders, and delivers on our vision, mission and values.

The statutory duties of a Trustee are:

- To ensure the Foundation complies with its governing document and legislation
- To ensure that the Foundation pursues its charitable objectives as defined
- To ensure the Foundation applies its resources exclusively in pursuance of its objectives - the charity must not spend money on activities which are not included in its own objectives
- To contribute actively to the Board of Trustees' role in giving strategic direction to the Foundation, setting overall policy, defining goals and evaluating performance
- To safeguard the good name and values of the Foundation
- To ensure the effective and efficient administration of the Foundation
- To ensure the financial stability of the Foundation
- To protect and manage the property of the Foundation and to ensure the proper investment of the Foundation's funds
- To appoint the Chief Executive Officer and monitor his or her performance.

In addition, with other trustees to hold Crawley Town Community Foundation 'in trust' for current and future beneficiaries by:

- Ensuring that the Foundation has a clear vision, mission and values, and a strategic direction and is focused on achieving these
- Being responsible for the performance of the Foundation and for ensuring that the Foundation complies with all legal and regulatory requirements
- Ensuring that the Foundation's governance is of the highest possible standard
- Actively champion safeguarding good practice

As well as the various statutory duties, any trustee should make full use of any specific skills, knowledge or experience to help the board make good decisions.

Person Specification

Essential

- Qualified accountant with demonstrated commercial awareness and knowledge.
- Competent use of IT skills.
- Proven ability to communicate and explain financial information to members of the Board and other stakeholders.
- Analytical and evaluation skills, demonstrating good judgement.
- Understanding and acceptance of the legal duties, responsibilities and liabilities of trusteeship.
- Good communication and leadership skills

Desirable

- Demonstrated knowledge and experience of charity fundraising and finance practices.
- Dedicated to the organisation's cause and objectives and willing to act as the charity's ambassador to external bodies, charities and companies.
- Skills and experience in one or more areas of non-executive governance and management e.g. strategic planning, business management, financial/accountancy, experience of Trusts or other grant giving bodies particularly fundraising and legal knowledge.
- A team-oriented approach to problem solving and to management.

Appendix IV - Role Description & Person Specification (Trustee - Safeguarding / Health and Safety)

Role Description – Trustee (Safeguarding / Health and Safety)

Remuneration

The role of Trustee is not accompanied by any financial remuneration.

Location

Broadfield Stadium, Crawley, West Sussex

Time commitment:

6 Board meetings per year

6 Sub Group meetings

AGM attendance

Committee groups as and when deemed necessary

Other agreed support

The role of Trustee at Crawley Town Community Foundation is an exciting and fulfilling role.

The most effective Boards are ones which benefit from individuals from a diverse range of backgrounds, experiences and skill sets.

The role of a Trustee is to ensure that Crawley Town Community Foundation fulfils its governance and financial obligations, its duty to its beneficiaries and stakeholders, and delivers on our vision, mission and values.

The statutory duties of a Trustee are:

- To ensure the Foundation complies with its governing document and legislation
- To ensure that the Foundation pursues its charitable objectives as defined
- To ensure the Foundation applies its resources exclusively in pursuance of its objectives - the charity must not spend money on activities which are not included in its own objectives
- To contribute actively to the Board of Trustees' role in giving strategic direction to the Foundation, setting overall policy, defining goals and evaluating performance
- To safeguard the good name and values of the Foundation
- To ensure the effective and efficient administration of the Foundation
- To ensure the financial stability of the Foundation
- To protect and manage the property of the Foundation and to ensure the proper investment of the Foundation's funds
- To appoint the Chief Executive Officer and monitor his or her performance.

In addition, with other trustees to hold Crawley Town Community Foundation 'in trust' for current and future beneficiaries by:

- Ensuring that the Foundation has a clear vision, mission and values, and a strategic direction and is focused on achieving these
- Being responsible for the performance of the Foundation and for ensuring that the Foundation complies with all legal and regulatory requirements
- Ensuring that the Foundation's governance is of the highest possible standard
- Actively champion safeguarding good practice

As well as the various statutory duties, any trustee should make full use of any specific skills, knowledge or experience to help the board make good decisions.

Role Specification

Safeguarding Commitment

Crawley Town Community Foundation is committed to safeguarding and promoting the welfare of children, young people and expects all staff and volunteers, parents, young players and any partner agency or commissioned service to share this commitment.

Post Title: Safeguarding Senior Manager (SSM) & Lead for Health and Safety

Department: Crawley Town Community Foundation

Responsible to: The Board / The Chairman

Responsible For: Designated Safeguarding Officer(s) (DSO) - *in respect of safeguarding issues (not necessarily in respect of employment responsibilities)* and to oversee Health and Safety

Overall Purpose of the Job

- The overall purpose of this role is to have senior management responsibility for the safeguarding of children and young people/adults at risk involved in any activities organised by the Foundation.
- To oversee Health and Safety for the Foundation.
- Provide leadership at internal Safeguarding and Health and Safety strategic meetings at least quarterly.
- Provide regular reports on Safeguarding and Health and Safety to the Board.
- Have an up-to-date knowledge of relevant requirements for safeguarding and health and safety.
- Attend SSM Training delivered by EFL at least once every two years.
- Ensure the club has in place appropriate policies and procedures, particularly in respect of identifying and reporting concerns or disclosures related to the protection of children.

- Work together with, and support the club/department DSO (s) in respect of any concern, disclosure or investigation.
- Ensure complaints of poor practice or disclosures are dealt with or escalated to the appropriate investigating agency.
- Ensure the footballing authorities including EFL/EFL Trust and the FA Safeguarding Case Team are informed as appropriate.
- Ensure issues are reported to the Disclosure and Barring Service (DBS) as required by legislation.
- Ensure any records in relation child protection and safeguarding are stored safely in line with The Data Protection Act (1998).
- Together with the club/department/CCO DSO(s) identify safeguarding and health and safety training needs and identify resources to support training is delivered to all staff and volunteers.
- Together with the DSO(s) monitor staff/volunteer training records in respect of safeguarding children.
- Together with the DSO(s) ensure all staff/volunteers working with children have the appropriate level of Disclosure & Barring Service (DBS) Criminal Records Check (CRC) for the role. That the CRC is regularly updated in line with FA and FL guidance, currently every 3 years.

Person Specification:

Guidance will be available, however, a high level of initiative, decision-making and discretion will need to be demonstrated in the performance of duties. Safeguarding Senior Managers should consider seeking external advice in relation to safeguarding and / or health and safety as and when required.

Other Duties and requirements may include

Attendance at internal and external safeguarding training appropriate to the role.

Appendix V - Role Description & Person Specification (Trustee - HR and Personnel)

Role Description – Trustee (HR and Personnel)

Trustee Role Description

Remuneration

The role of Trustee is not accompanied by any financial remuneration.

Location

Broadfield Stadium, Crawley, West Sussex

Time commitment:

6 Board meetings per year

6 Sub Group meetings

AGM attendance

Committee groups as and when deemed necessary

Other agreed support

The role of Trustee at Crawley Town Community Foundation is an exciting and fulfilling role.

The most effective Boards are ones which benefit from individuals from a diverse range of backgrounds, experiences and skill sets.

The role of a Trustee is to ensure that Crawley Town Community Foundation fulfils its governance and financial obligations, its duty to its beneficiaries and stakeholders, and delivers on our vision, mission and values.

The statutory duties of a Trustee are:

- To ensure the Foundation complies with its governing document and legislation
- To ensure that the Foundation pursues its charitable objectives as defined
- To ensure the Foundation applies its resources exclusively in pursuance of its objectives - the charity must not spend money on activities which are not included in its own objectives
- To contribute actively to the Board of Trustees' role in giving strategic direction to the Foundation, setting overall policy, defining goals and evaluating performance
- To safeguard the good name and values of the Foundation
- To ensure the effective and efficient administration of the Foundation
- To ensure the financial stability of the Foundation
- To protect and manage the property of the Foundation and to ensure the proper investment of the Foundation's funds
- To appoint the Chief Executive Officer and monitor his or her performance.

In addition, with other trustees to hold Crawley Town Community Foundation 'in trust' for current and future beneficiaries by:

- Ensuring that the Foundation has a clear vision, mission and values, and a strategic direction and is focused on achieving these
- Being responsible for the performance of the Foundation and for ensuring that the Foundation complies with all legal and regulatory requirements
- Ensuring that the Foundation's governance is of the highest possible standard
- Actively champion safeguarding good practice

As well as the various statutory duties, any trustee should make full use of any specific skills, knowledge or experience to help the board make good decisions.

Role specification: Board of Trustees – HR and Personnel: Equality, Diversity and Inclusion Lead

The trustee must have an understanding of Employment legislation, and Equality and Diversity in the workplace together with the protected characteristics as defined in the Equality Act 2010, and how that applies to all trustees, staff, volunteers and service users.

The trustee must have an understanding of Crawley Town Community Foundations Staff Handbook and of the Equality and Diversity Policy, and be able to assist in implementing, reviewing and updating the policy either annually or when changes are required through legislation.

The trustee should present the policy to Board of Trustees in order that it can be signed off by the board.

The trustee should review Crawley Town Community Foundations workplace policies and procedures, ensuring these are inclusive.

All trustees, should also be aware of and understand their individual and collective responsibilities, and should not be overly reliant on one or more individual trustees in any particular aspect of the governance of the Foundation.

Experience:

- Successful experience of operating within a board in a charitable, public sector or commercial organisation
- Experience of dealing with work-related HR and staffing situations
- A track record of commitment to promoting equality and diversity
- Demonstrable experience of building and sustaining relationships with key stakeholders and colleagues to achieve the Foundations objectives
- A proven track record of sound judgement and effective decision making
- A history of impartiality, fairness and the ability to respect confidences

Knowledge, skills and understanding:

- Commitment to the Foundation and a willingness to devote the necessary time and effort
- Preparedness to make unpopular recommendations to the board, and a willingness to speak their mind
- Willingness to be available to staff for advice and enquiries on an ad hoc basis
- Good, independent judgement and strategic vision
- An understanding and acceptance of the legal duties, responsibilities and liabilities of trusteeship
- An ability to work effectively as a member of a team
- An understanding of the respective roles of the Chair, Trustees and Chief Executive

A review of Trustee role descriptions will be at the AGM and changes/recommendations will be considered.

Appendix VI - Role Description & Person Specification (Trustee - Governance and Policy)

Role Description – Trustee (Governance and Policy)

Trustee Role Description

Remuneration

The role of Trustee is not accompanied by any financial remuneration.

Location

Broadfield Stadium, Crawley, West Sussex

Time commitment:

6 Board meetings per year

6 Sub Group meetings

AGM attendance

Committee groups as and when deemed necessary

Other agreed support

The role of Trustee at Crawley Town Community Foundation is an exciting and fulfilling role.

The most effective Boards are ones which benefit from individuals from a diverse range of backgrounds, experiences and skill sets.

The role of a Trustee is to ensure that Crawley Town Community Foundation fulfils its governance and financial obligations, its duty to its beneficiaries and stakeholders, and delivers on our vision, mission and values.

The statutory duties of a Trustee are:

- To ensure the Foundation complies with its governing document and legislation
- To ensure that the Foundation pursues its charitable objectives as defined
- To ensure the Foundation applies its resources exclusively in pursuance of its objectives - the charity must not spend money on activities which are not included in its own objectives
- To contribute actively to the Board of Trustees' role in giving strategic direction to the Foundation, setting overall policy, defining goals and evaluating performance
- To safeguard the good name and values of the Foundation
- To ensure the effective and efficient administration of the Foundation
- To ensure the financial stability of the Foundation
- To protect and manage the property of the Foundation and to ensure the proper investment of the Foundation's funds
- To appoint the Chief Executive Officer and monitor his or her performance.

In addition, with other trustees to hold Crawley Town Community Foundation 'in trust' for current and future beneficiaries by:

- Ensuring that the Foundation has a clear vision, mission and values, and a strategic direction and is focused on achieving these
- Being responsible for the performance of the Foundation and for ensuring that the Foundation complies with all legal and regulatory requirements
- Ensuring that the Foundation's governance is of the highest possible standard
- Actively champion safeguarding good practice

As well as the various statutory duties, any trustee should make full use of any specific skills, knowledge or experience to help the board make good decisions.

Role specification: Board of Trustees – Governance and Policy

The trustee must have an understanding of Charity governance and policy development, defined and directed by relevant partner agencies including but not limited to the Charity Commission and Company House, and legislation such as the Charities Act (2011 and 2016) and Companies Act (2006), and how this applies to the Foundation.

The trustee must be aware of the required policy documents and how these are used to govern the Foundation, in order to maintain a 'fit and proper' Charity and Company. The trustee will work with the CEO to incorporate and implement any necessary changes through the EFL and Premier League via the Capability Code of Practice.

Experience:

- Successful experience of operating within a board in a charitable, public sector or commercial organisation
- Experience of charitable governance and policy arrangements
- A track record of compliance with governance and policy identifying, mitigating and controlling risk through internal and external control systems
- A track record of compliance with and overseeing change in legislation with governance and policy
- Demonstrable experience of building and sustaining relationships with key stakeholders and colleagues to achieve the Foundations objectives
- A proven track record of sound judgement and effective decision making
- A history of impartiality, fairness and the ability to respect confidences

Knowledge, skills and understanding:

- Commitment to the Foundation and a willingness to devote the necessary time and effort
- Preparedness to make unpopular recommendations to the board, and a willingness to speak their mind
- Willingness to be available to staff for advice and enquiries on an ad hoc basis
- Good, independent judgement and strategic vision
- An understanding and acceptance of the legal duties, responsibilities and liabilities of trusteeship

- An ability to work effectively as a member of a team
- An understanding of the respective roles of the Chair, Trustees and Chief Executive

A review of Trustee role descriptions will be at the AGM and changes/recommendations will be considered.

Appendix VII - Role Description & Person Specification (Trustee - Business Development)

Role Description – Trustee (Business Development)

Trustee Role Description

Remuneration

The role of Trustee is not accompanied by any financial remuneration.

Location

Broadfield Stadium, Crawley, West Sussex

Time commitment:

6 Board meetings per year

6 Sub Group meetings

AGM attendance

Committee groups as and when deemed necessary

Other agreed support

The role of Trustee at Crawley Town Community Foundation is an exciting and fulfilling role.

The most effective Boards are ones which benefit from individuals from a diverse range of backgrounds, experiences and skill sets.

The role of a Trustee is to ensure that Crawley Town Community Foundation fulfils its governance and financial obligations, its duty to its beneficiaries and stakeholders, and delivers on our vision, mission and values.

The statutory duties of a Trustee are:

- To ensure the Foundation complies with its governing document and legislation
- To ensure that the Foundation pursues its charitable objectives as defined
- To ensure the Foundation applies its resources exclusively in pursuance of its objectives - the charity must not spend money on activities which are not included in its own objectives
- To contribute actively to the Board of Trustees' role in giving strategic direction to the Foundation, setting overall policy, defining goals and evaluating performance
- To safeguard the good name and values of the Foundation
- To ensure the effective and efficient administration of the Foundation
- To ensure the financial stability of the Foundation
- To protect and manage the property of the Foundation and to ensure the proper investment of the Foundation's funds
- To appoint the Chief Executive Officer and monitor his or her performance.

In addition, with other trustees to hold Crawley Town Community Foundation 'in trust' for current and future beneficiaries by:

- Ensuring that the Foundation has a clear vision, mission and values, and a strategic direction and is focused on achieving these
- Being responsible for the performance of the Foundation and for ensuring that the Foundation complies with all legal and regulatory requirements
- Ensuring that the Foundation's governance is of the highest possible standard
- Actively champion safeguarding good practice

As well as the various statutory duties, any trustee should make full use of any specific skills, knowledge or experience to help the board make good decisions.

Role specification: Board of Trustees – Business Development

The trustee must have an understanding of the corporate sector. As with most charities in the current financial climate, income generation poses a challenge. Whilst the Foundation is in a healthy position financially, our plans for growth and development will require us to look carefully at our business model. As with most charities, we are interested in developing new avenues of funding through procurement, grant-giving organisations and high-net worth donors, however, we are equally keen to explore the possibilities presented by corporate engagement, partnerships and collaborations. For this reason, we are looking for someone who can see the bigger picture when it comes to income generation.

The business development trustee will play an important, entrepreneurial role within the trustee board, scoping out opportunity and seeking to make connections between the Foundation and other public, private, charitable and academic organisations.

Experience:

- A good understanding of business and companies and how they can support charitable activities.
- A good understanding of sponsorship and other resource generation opportunities and business development.
- Good experience and knowledge of corporate and business partnerships with charities and/or social enterprise business development background and/or having run a medium size business.
- An understanding of the challenges facing small to medium UK charities in making links with donors, businesses and companies.
- Experience at senior level in having run a successful business and demonstrable entrepreneurial expertise.
- Excellent networking, influencing and communication skills.
- High level knowledge and contacts within business.
- Knowledge of the charity and voluntary sector and/or social enterprise.
- An understanding of the UK charity sector, good governance, Charity Commission, Companies House requirements, relevant legislations and statutory requirements.
- Demonstrable experience of building and sustaining relationships with key stakeholders and

colleagues to achieve the Foundations objectives

- A proven track record of sound judgement and effective decision making
- A history of impartiality, fairness and the ability to respect confidences

Knowledge, skills and understanding:

- Commitment to the Foundation and a willingness to devote the necessary time and effort
- Preparedness to make unpopular recommendations to the board, and a willingness to speak their mind
- Willingness to be available to staff for advice and enquiries on an ad hoc basis
- Good, independent judgement and strategic vision
- An understanding and acceptance of the legal duties, responsibilities and liabilities of trusteeship
- An ability to work effectively as a member of a team
- An understanding of the respective roles of the Chair, Trustees and Chief Executive
- A review of Trustee role descriptions will be at the AGM and changes/recommendations will be considered.

Appendix VIII - Role Description & Person Specification (Trustee - Communications)

Role Description – Trustee (Communications)

Trustee Role Description

Remuneration

The role of Trustee is not accompanied by any financial remuneration.

Location

Broadfield Stadium, Crawley, West Sussex

Time commitment:

6 Board meetings per year

6 Sub Group meetings

AGM attendance

Committee groups as and when deemed necessary

Other agreed support

The role of Trustee at Crawley Town Community Foundation is an exciting and fulfilling role.

The most effective Boards are ones which benefit from individuals from a diverse range of backgrounds, experiences and skill sets.

The role of a Trustee is to ensure that Crawley Town Community Foundation fulfils its governance and financial obligations, its duty to its beneficiaries and stakeholders, and delivers on our vision, mission and values.

The statutory duties of a Trustee are:

- To ensure the Foundation complies with its governing document and legislation
- To ensure that the Foundation pursues its charitable objectives as defined
- To ensure the Foundation applies its resources exclusively in pursuance of its objectives - the charity must not spend money on activities which are not included in its own objectives
- To contribute actively to the Board of Trustees' role in giving strategic direction to the Foundation, setting overall policy, defining goals and evaluating performance
- To safeguard the good name and values of the Foundation
- To ensure the effective and efficient administration of the Foundation
- To ensure the financial stability of the Foundation
- To protect and manage the property of the Foundation and to ensure the proper investment of the Foundation's funds
- To appoint the Chief Executive Officer and monitor his or her performance.

In addition, with other trustees to hold Crawley Town Community Foundation 'in trust' for current

and future beneficiaries by:

- Ensuring that the Foundation has a clear vision, mission and values, and a strategic direction and is focused on achieving these
- Being responsible for the performance of the Foundation and for ensuring that the Foundation complies with all legal and regulatory requirements
- Ensuring that the Foundation's governance is of the highest possible standard
- Actively champion safeguarding good practice

As well as the various statutory duties, any trustee should make full use of any specific skills, knowledge or experience to help the board make good decisions.

Role specification: Board of Trustees – Communications

The trustee will have communications and marketing expertise. An appreciation of the importance of community development is essential to this role as is an in-depth understanding of communications and marketing. The trustee will assist us in achieving our aim to extend and diversify the services we provide through an effective communication and marketing plan, and help to develop a comprehensive communications and marketing strategy for the organisation. The trustee will help define and develop the Foundation's long-term goals within an ambitious and creative communications and marketing strategy.

Experience:

- Experience of communications and marketing at a senior level.
- Demonstrated expertise in communications, marketing and public relations and ideally a track record of growing the public profile of organisations.
- Working in a team, being a self-motivator, willing to share views and knowledge.
- You must be innovative, creative and ambitious regarding the organisation's prospects, identifying key areas for promotion and growth.
- Ability to develop, test and launch new services and/or campaigns to successfully deliver growth.
- Proven effectiveness in facilitating organisational change with regard to branding and public engagement.
- Rigorous analytical thinking and problem solving skills with proven experience of designing efficient processes and strategies that result in impact to beneficiaries.
- Champion a positive approach to change and opportunity
- Project management expertise in the delivery of complex projects/activities to achieve long terms strategic objectives and strong, positive publicity.
- Demonstrable experience of building and sustaining relationships with key stakeholders and colleagues to achieve the Foundations objectives
- A proven track record of sound judgement and effective decision making
- A history of impartiality, fairness and the ability to respect confidences

Knowledge, skills and understanding:

- Commitment to the Foundation and a willingness to devote the necessary time and effort

- Preparedness to make unpopular recommendations to the board, and a willingness to speak their mind
- Willingness to be available to staff for advice and enquiries on an ad hoc basis
- Good, independent judgement and strategic vision
- An understanding and acceptance of the legal duties, responsibilities and liabilities of trusteeship
- An ability to work effectively as a member of a team
- An understanding of the respective roles of the Chair, Trustees and Chief Executive
- A review of Trustee role descriptions will be at the AGM and changes/recommendations will be considered.

Appendix IX – Terms of reference for Board Committees

IV.I Business Development Sub-group

Purpose

To monitor and advise the Board of Trustees on the position of Business Development for the Charity,

including:

Receiving and considering regular Business Development reports

Scrutinising Business Development reports and advising the Board appropriately

Monitoring Charity's Business Development arrangements

Reviewing Business Development legislation policies and procedures

Overseeing Business Development for the Charity

Powers

See Business Development Scheme of Delegation below

Reporting

Minutes of Business Development Sub-Group meetings will be kept and reported to the next following

Board meeting

Composition

The Sub-Group shall consist of not less than 1 Board member and not less than 2 members of staff, appointed by the Board and CEO

Members shall be appointed at the first Annual General Meeting.

Changes to the composition of the Sub-Group can be made by the Board and CEO.

Any Board member may attend Sub-Group meetings with the prior approval of the Chair.

The Sub-Group may appoint anyone it sees fit as advisers, who will attend meetings in a non-voting capacity.

Unless otherwise determined by the Board, a quorum shall consist of 2 members of the Sub-Group.

A lead member of the Sub-Group will be the nominated spokesperson to report back to the Board.

Meetings

The Business Development Sub-Group will aim to meet prior to each full Board meeting.

Budget

The Business Development Sub-Group will have no budget allocated to it, unless otherwise determined

by the Board.

Term of office

The Business Development Sub-Group is a permanent sub-group, and will continue indefinitely unless

otherwise determined by the Board.

Business Development Scheme of Delegation

1. To develop the 3-year business plan

Delegated by Board to CEO for Board approval

Limitation: Within the framework of relevant partner agencies and the Charity

2. To develop, review and achieve the strategic objectives from the business plan, ensuring integration with the annual budgets and planning process

Delegated by Board to CEO for Board approval

Limitation: Within the framework of relevant partner agencies and the Charity

3. To prepare and monitor a set of KPIs against which the Charity can be monitored and that meets

the requirements of national and regional guidance and legislation

Delegated by Board to CEO

Monitored by Business Development Sub-Group

Reported to the Board

Limitation: In line with strategic plan

4. To monitor the performance of projects, programmes and services

Delegated by Board to CEO

Monitored by Business Development Sub-Group

Reported to the Board

Limitation: In line with strategic plan

5. To oversee the overall long-term operational and financial progress of the Charity

Delegated to the CEO

Monitored by the Business Development Sub-Group

Approved by the Board

6. Oversee changes in Business Development procedures and legislation

Delegated to the CEO

Monitored by the Business Development Sub-Group

Approved by the Board

Effective date: 1 June 2019

Approved: 1 June 2019

Revision date: 1 June 2020

Signed:

Name:

IV.II Communications Sub-group

Purpose

To monitor and advise the Board of Trustees on the position of Communications for the Charity, including:

Receiving and considering regular Communications reports

Scrutinising Communications reports and advising the Board appropriately

Monitoring Charity's Communications arrangements

Reviewing Communications legislation policies and procedures

Overseeing Communications for the Charity

Powers

See Communications Scheme of Delegation below

Reporting

Minutes of Communications Sub-Group meetings will be kept and reported to the next following Board

meeting

Composition

The Sub-Group shall consist of not less than 1 Board member and not less than 2 members of staff, appointed by the Board and CEO

Members shall be appointed at the first Annual General Meeting.

Changes to the composition of the Sub-Group can be made by the Board and CEO.

Any Board member may attend Sub-Group meetings with the prior approval of the Chair.

The Sub-Group may appoint anyone it sees fit as advisers, who will attend meetings in a non-voting capacity.

Unless otherwise determined by the Board, a quorum shall consist of 2 members of the Sub-

Group.

A lead member of the Sub-Group will be the nominated spokesperson to report back to the Board.

Meetings

The Communications Sub-Group will aim to meet prior to each full Board meeting.

Budget

The Communications Sub-Group will have no budget allocated to it, unless otherwise determined by the Board.

Term of office

The Communications Sub-Group is a permanent sub-group, and will continue indefinitely unless otherwise determined by the Board.

Communications Scheme of Delegation

1. To raise the profile of the Charity, its objectives within partner agencies and with the public.

Delegated by Board to CEO for Board approval

Limitation: Within the framework of the Charity strategic plan

2. To coordinate campaigns at identified groups, either professionals or wider communities, to progress the priorities identified within the strategic plan.

Delegated by Board to CEO

Monitored by Communications Sub-Group

Reported to the Board

Limitation: In line with strategic plan

3. To manage and coordinate partner agency press offices responses particularly at critical times.

Delegated by Board to CEO

Monitored by Communications Sub-Group

Reported to the Board

Limitation: In line with strategic plan

4. To ensure compliance with governance and policy

Delegated to the CEO

Monitored by the Communications Sub-Group

Approved by the Board

5. Oversee changes in Communications procedures and legislation

Delegated to the CEO

Monitored by the Communications Sub-Group

Approved by the Board

Effective date: 1 June 2019

Approved: 1 June 2019

Revision date: 1 June 2020

Signed:

Name:

IV.III Finance Sub-group

Purpose

To monitor and advise the Board of Trustees on the financial position of the Charity, including:

- Receiving and considering regular financial reports and management accounts

- Scrutinising financial reports and advising the Board appropriately
- Monitoring expenditure and financial arrangements
- Reviewing finance policies and procedures

Powers

See Finance Scheme of Delegation below

Reporting

Minutes of Finance Sub-Group meetings will be kept and reported to the next following Board meeting

Composition

- The Sub-Group shall consist of not less than 1 Board member and not less than 2 members of staff, appointed by the Board and CEO
- Members shall be appointed at the first Annual General Meeting.
- Changes to the composition of the Sub-Group can be made by the Board and CEO.
- Any Board member may attend Sub-Group meetings with the prior approval of the Chair.
- The Sub-Group may appoint anyone it sees fit as advisers, who will attend meetings in a non-voting capacity.
- Unless otherwise determined by the Board, a quorum shall consist of 2 members of the Sub-Group.
- A lead member of the Sub-Group will be the nominated spokesperson to report back to the Board.

Meetings

The Finance Sub-Group will aim to meet prior to each full Board meeting.

Budget

The Finance Sub-Group will have no budget allocated to it, unless otherwise determined by the Board.

Term of office

The Finance Sub-Group is a permanent sub-group, and will continue indefinitely unless otherwise determined by the Board.

Finance Scheme of Delegation

1. Formulate, modify and recommend annual operating plan and budget to the Board

Delegated by Board to CEO for Board approval

Limitation: Within the framework of the Charity strategic plan

2. Control and monitoring of activities and expenditure – including signature of cheques and financial authorities (eg BACS)

Delegated by Board to CEO

Monitored by Finance Sub-Group

Reported to the Board

Limitation: In line with annual budget approved by the Board

3. Reallocation of resources 'in-year' to meet emerging requirements

Delegated by Board to CEO

Monitored by Finance Sub-group

Reported to the Board

Limitation: Within overall annual budget approved by the Board

4. Approve changes to banking arrangements

Delegated to the CEO

Monitored by Finance Sub-group

5. Recommendations re-expenditure for items or projects over £50,000 that are outside the agreed annual Budget

Delegated to the CEO

Monitored by the Finance Subgroup

Approved by the Board

6. Draft or amend financial policies and procedures

Delegated to the CEO

Monitored by the Finance Subgroup

Approved by the Board

7. Finance, Investment, Fundraising and Reserves Policy

Delegated to the CEO

Finance Sub-group

Approved by the Board

Effective date: 1 June 2019

Approved: 1 June 2019

Revision date: 1 June 2020

Signed:

Name:

IV.IV Governance & Policy Sub-group

Purpose

To monitor and advise the Board of Trustees on the position of Governance and Policy for the Charity,

including:

Receiving and considering regular Governance and Policy reports

Scrutinising Governance and Policy reports and advising the Board appropriately

Monitoring Charity's Governance and Policy arrangements

Reviewing Governance and Policy legislation policies and procedures

Overseeing Governance and Policy for the Charity

Powers

See Governance and Policy Scheme of Delegation below

Reporting

Minutes of Governance and Policy Sub-Group meetings will be kept and reported to the next following

Board meeting

Composition

The Sub-Group shall consist of not less than 1 Board member and not less than 2 members of staff, appointed by the Board and CEO

Members shall be appointed at the first Annual General Meeting.

Changes to the composition of the Sub-Group can be made by the Board and CEO.

Any Board member may attend Sub-Group meetings with the prior approval of the Chair.

The Sub-Group may appoint anyone it sees fit as advisers, who will attend meetings in a non-voting capacity.

Unless otherwise determined by the Board, a quorum shall consist of 2 members of the Sub-Group.

A lead member of the Sub-Group will be the nominated spokesperson to report back to the Board.

Meetings

The Governance and Policy Sub-Group will aim to meet prior to each full Board meeting.

Budget

The Governance and Policy Sub-Group will have no budget allocated to it, unless otherwise determined

by the Board.

Term of office

The Governance and Policy Sub-Group is a permanent sub-group, and will continue indefinitely unless

otherwise determined by the Board.

Governance and Policy Scheme of Delegation

1. Oversee the overall governance arrangements of the Charity and that the Charity undertakes a regular and appropriate review of the effectiveness of these arrangements.

Delegated by Board to CEO for Board approval

Limitation: Within the framework of the Charity strategic plan

2. Administer the robustness and appropriateness of the processes by which risks are identified, mitigated and or controlled through the risk register and internal control systems

Delegated by Board to CEO

Monitored by Governance and Policy Sub-Group

Reported to the Board

Limitation: In line with strategic plan

3. To gain assurance with regard to the processes by which the Charity's external and internal audit and priorities are determined and the implementation of the recommendations of audit reviews.

Delegated by Board to CEO

Monitored by Governance and Policy Sub-Group

Reported to the Board

Limitation: In line with strategic plan

4. To ensure compliance governance and policy

Delegated to the CEO

Monitored by the Governance and Policy Sub-Group

Approved by the Board

5. Oversee changes in Governance and Policy procedures and legislation

Delegated to the CEO

Monitored by the Governance and Policy Sub-Group

Approved by the Board

Effective date: 1 June 2019

Approved: 1 June 2019

Revision date: 1 June 2020

Signed:

Name:

IV.V HR & Personnel Sub-group

Purpose

To monitor and advise the Board of Trustees on the position of HR for the Charity, including:

Receiving and considering regular HR reports

Scrutinising HR reports and advising the Board appropriately

Monitoring staffing and HR arrangements

Reviewing HR legislation policies and procedures

Overseeing Equalities, Diversity and Inclusion for the Charity

Powers

See HR Scheme of Delegation below

Reporting

Minutes of HR Sub-Group meetings will be kept and reported to the next following Board meeting

Composition

The Sub-Group shall consist of not less than 1 Board member and not less than 2 members of staff, appointed by the Board and CEO

Members shall be appointed at the first Annual General Meeting.

Changes to the composition of the Sub-Group can be made by the Board and CEO.

Any Board member may attend Sub-Group meetings with the prior approval of the Chair.

The Sub-Group may appoint anyone it sees fit as advisers, who will attend meetings in a non-voting capacity.

Unless otherwise determined by the Board, a quorum shall consist of 2 members of the Sub-Group.

A lead member of the Sub-Group will be the nominated spokesperson to report back to the Board.

Meetings

The HR Sub-Group will aim to meet prior to each full Board meeting.

Budget

The HR Sub-Group will have no budget allocated to it, unless otherwise determined by the Board.

Term of office

The HR Sub-Group is a permanent sub-group, and will continue indefinitely unless otherwise determined

by the Board.

HR Scheme of Delegation

1. Formulate, modify and recommend annual staffing plan and organisational structure to the Board

Delegated by Board to CEO for Board approval

Limitation: Within the framework of the Charity strategic plan

2. Control and monitoring of staff related matters and activities – including staff handbook, staff contracts, complaints, disciplinary matters and appraisals

Delegated by Board to CEO

Monitored by HR Sub-Group

Reported to the Board

Limitation: In line with strategic plan and staff handbook approved by the Board

3. Reallocation of resources 'in-year' to meet emerging requirements

Delegated by Board to CEO

Monitored by HR Sub-group

Reported to the Board

Limitation: Within overall annual budget approved by the Board

4. Draft or amend HR policies and procedures

Delegated to the CEO

Monitored by the HR Subgroup

Approved by the Board

5. Oversee changes in HR legislation

Delegated to the CEO

HR Sub-group

Approved by the Board

Effective date: 1 June 2019

Approved: 1 June 2019

Revision date: 1 June 2020

Signed:

Name:

IV.VI Safeguarding/Health & Safety Sub-group

Purpose

To monitor and advise the Board of Trustees on the position of Safeguarding and Health and Safety for

the Charity, including:

Receiving and considering regular Safeguarding and Health and Safety reports

Scrutinising Safeguarding and Health and Safety reports and advising the Board appropriately

Monitoring Charity's Safeguarding and Health and Safety arrangements

Reviewing Safeguarding and Health and Safety legislation policies and procedures

Overseeing Safeguarding and Health and Safety for the Charity

Powers

See Safeguarding and Health and Safety Scheme of Delegation below

Reporting

Minutes of Safeguarding and Health and Safety Sub-Group meetings will be kept and reported to the

next following Board meeting

Composition

The Sub-Group shall consist of not less than 1 Board member and not less than 2 members of staff, appointed by the Board and CEO

Members shall be appointed at the first Annual General Meeting.

Changes to the composition of the Sub-Group can be made by the Board and CEO.

Any Board member may attend Sub-Group meetings with the prior approval of the Chair.

The Sub-Group may appoint anyone it sees fit as advisers, who will attend meetings in a non-voting capacity.

Unless otherwise determined by the Board, a quorum shall consist of 2 members of the Sub-Group.

A lead member of the Sub-Group will be the nominated spokesperson to report back to the Board.

Meetings

The Safeguarding and Health and Safety Sub-Group will aim to meet prior to each full Board meeting.

Budget

The Safeguarding and Health and Safety Sub-Group will have no budget allocated to it, unless otherwise determined by the Board.

Term of office

The Safeguarding and Health and Safety Sub-Group is a permanent sub-group, and will continue indefinitely unless otherwise determined by the Board.

Safeguarding and Health and Safety Scheme of Delegation

1. To ensure that the Charity has effective safeguarding and HR policies which are properly implemented.

Delegated by Board to CEO for Board approval

Limitation: Within the framework of relevant partner agencies and the Charity's strategy

2. To monitor and review the effectiveness and impact of safeguarding and HR policies and procedures and make recommendations for improvements where needed.

Delegated by Board to CEO for Board approval

Limitation: Within the framework of relevant partner agencies and the Charity

3. To ensure an annual audit of its safeguarding and HR procedures under the approved safeguarding framework; to receive and monitor implementation of audit recommendations.

Delegated by Board to CEO

Monitored by Safeguarding and Health and Safety Sub-Group

Reported to the Board

Limitation: Within the framework of relevant partner agencies and the Charity

4. To ensure that the training programmes are in place to enable staff and trustees to fulfil their duties and responsibilities in relation to safeguarding and H & S.

Delegated by Board to CEO

Monitored by Safeguarding and Health and Safety Sub-Group

Reported to the Board

Limitation: Within the framework of relevant partner agencies and the Charity

5. To ensure safer recruitment and H & S practices are followed and has a formal induction programme for all new staff members which includes safeguarding and H & S as a component.

Delegated by Board to CEO

Monitored by Safeguarding and Health and Safety Sub-Group

Reported to the Board

Limitation: Within the framework of relevant partner agencies and the Charity

6. To ensure a "Single Central Register" is maintained for inspection purposes, that formal DBS checks are carried out for all new members of staff, that review/renewal of DBS checks are

carried out in accordance with the approved schedule and that H & S measures are in place and are regularly monitored.

Delegated by Board to CEO

Monitored by Safeguarding and Health and Safety Sub-Group

Reported to the Board

Limitation: Within the framework of relevant partner agencies and the Charity

7. To identify, respond and escalate, as appropriate, organisational risk related to safeguarding and H & S.

Delegated by Board to CEO

Monitored by Safeguarding and Health and Safety Sub-Group

Reported to the Board

Limitation: Within the framework of relevant partner agencies and the Charity

8. To ensure that appropriate data on safeguarding is collected and collated in a way that supports statutory responsibilities, enables patterns/trends to be identified and supports consideration of equalities issues, training and development, resources/value for money, risks, etc.

Delegated by Board to CEO

Monitored by Safeguarding and Health and Safety Sub-Group

Reported to the Board

Limitation: Within the framework of relevant partner agencies and the Charity

9. To ensure that the Charity responds appropriately and in a timely manner to changes in relevant legislation which have a bearing on policies and procedures.

Delegated by Board to CEO

Monitored by Safeguarding and Health and Safety Sub-Group

Reported to the Board

Limitation: Within the framework of relevant partner agencies and the Charity

10. To ensure that conducive links and relationships are maintained with relevant stakeholders and external partner agencies.

Delegated by Board to CEO

Monitored by Safeguarding and Health and Safety Sub-Group

Reported to the Board

Limitation: Within the framework of relevant partner agencies and the Charity

Effective date: 1 June 2019

Approved: 1 June 2019

Revision date: 1 June 2020

Signed:

Name:

Appendix X Trustee Recruitment Policy, including Induction

Trustee Recruitment Policy

1. Statement

CTCF recognises that an effective board of trustees is essential if the charity is to be effective in achieving its objects.

The board must seek to be representative of the people with whom the charity works and must have available to it all of the knowledge and skills required to run the charity.

Individual trustees must have sufficient knowledge, both of trusteeship in general and of the Charity's activities, to enable them to carry out their role and to represent the Charity at meetings and other events.

This policy sets out how CTCF intends to recruit a robust and effective board of trustees.

2. Governing Document

Please refer to CTCF Memorandum of Association general rules or procedures when recruiting a Trustee.

3. Recruitment/Appointment Panel

When a need has been identified to recruit trustees the Chair and CEO will manage the process.

4. Skills Audit

An annual skills audit of the board will be done at the AGM to assess any key areas / skills that are needed. Whenever a trustee departs a skills audit of the board will be done. Efforts at recruiting a replacement will take account of the skills audit and of the skills being lost by the departure. Consideration must also be given to any specific roles or duties that the individual leaving the board was undertaking.

5. Recruitment Plan

We will follow the plan, process / procedure:

- Role Description.

- Advert.
- Role Pack
- Advertisement (if necessary) or approach the prospective trustee
- Encourage board diversity

Once the ideal skill/experience profile has been identified a recruitment plan will be formulated. This will identify the most appropriate resources from which applicants might be found. Preference should be given to advertisement in the media, volunteer agency, and direct approaches to individuals, professional bodies and to other voluntary organisations with the intention is to promote diversity and to avoid conflicts of interest.

CTCF seeks to ensure diversity in its board of trustees as well as in its staff base and consideration will be given to ways in which groups that are under-represented on the board might be reached and encouraged to apply. However, at the point of selection the board will not discriminate unfairly on any of the grounds listed in the Equal Opportunities Policy.

People enquiring to become trustees will be sent appropriate documentation about the charity and introductory material about trusteeship. Arrangements will be made to assist any potential applicant with specific needs in relation to completion of the form or access to the supporting materials.

6. Interview, Selection & Appointment

Applicants who appear suitable will be invited to attend a meeting with the Chair and CEO. If the applicant and panel are satisfied, the matter will be referred to a trustee meeting for further consideration. In the event of there being a large number of applicants those most closely matching the skills required will be approached at this stage in preference to less suitable applicants however, consideration will be given to appointing more than one suitable applicant. As a minimum, and if not sent earlier in the process, applicants will be provided with:- a copy of the latest accounts of the charity; Charity Commission Publication CC3- 'Responsibilities of Charity Trustees'; a copy of the charity's governing document; a copy of the minutes of the last three board meetings (edited to conform with the principles of data protection if necessary); a trustee 'job description'; relevant policies including those regarding equal opportunities and conflicts of interest; a copy of this policy.

The applicant will then be invited to a subsequent board meeting to meet the trustees and answer any questions that they may have.

The applicant will be considered by the trustees and will be asked whether or not they wish to be appointed. They would then be asked to leave if necessary.

The observations and recommendations of the panel will be put to the board meeting and a vote taken in accordance with the procedure for appointing co-opted trustees detailed in the governing document.

The applicant will be asked to declare any conflicts of interest and will be required to carry out a DBS and provide two references which will be taken up prior to the next board meeting. The applicant will be required to sign a declaration that they are not disqualified from being a trustee as per section 72 (1) of The Charities Act 1993. It is the responsibility of the trustees on the recruiting panel to ensure that references are obtained and all other relevant checks are completed.

7. Recruiting from your membership (Elections)

Please refer to CTCF Memorandum of Association general rules or procedures when recruiting from membership (elections).

8. Induction

New appointment roles and responsibilities contained within relevant Trustee Role Description. Induction will include the following:

- the purposes of the CCO and the vision, mission and values;
- the current strategy and any future strategic objectives;
- an overview of the current activities of the CCO;
- the current financial position of the CCO including the most recent annual accounts,
- the current budget and the most recent management accounts;
- the risk register and any key risks identified;
- an overview of the provisions of the governing document;
- the CCO's policies and procedures;
- Board policies and procedures, including payments and expenses;
- Board code of conduct;
- collective decision making of the Board;
- Introduction to other Trustees, the management team and other staff and volunteers;
- matters and decisions reserved for the board;
- the relationship with the affiliated club.

New trustees are invited to the next relevant sub group and board meeting.

9. Retaining and developing your board

Board effectiveness and composition audit (including trustee skills, board numbers, role descriptions and refreshing) and Trustee diversity audit conducted at the AGM

Appendix XI - TRUSTEE EXPENSES POLICY

Introduction

This Policy sets out the principles on which Crawley Town Community Foundation will reimburse reasonable and legitimate Trustee expenses, and the process for claiming them. It does not cover any other payments made by the Charity to Trustees, which can only be made in accordance with the organisation's Memorandum of Association and Charity Commission guidance.

The Foundation allows the payment of expenses incurred by Trustees in connection with the work of the Charity in accordance with guidance issued by the Charity Commission.

The Foundation does not expect Trustees to be out of pocket in respect of work carried out on behalf of the Charity, and encourages them to submit claims for reasonable expenses incurred whilst carrying out their duties as a Trustee.

Principles

Claims for, and payment of, expenses must be consistent with the following principles:

- 1 Expenses are refunds by the Charity of costs which a Trustee has needed to meet personally in order to carry out Trustee duties. They are not payments for services.
- 2 Trustees should use the most cost-effective means available when incurring expenses. For example, rail travel should normally be in standard class, and wherever possible travel should be booked sufficiently in advance to take account of the best-value rates available. Trustees should always arrange for the Charity to make bookings on their behalf where this is the most cost-effective method.
- 3 Expenses incurred should not be of a standard or nature which would constitute a personal benefit to the Trustee, since under Charity Law Trustees are not permitted to benefit personally from their role.
- 4 Evidence must be provided that the expenditure has been incurred. Tickets and receipts should be attached to travel claim forms.
- 5 Expenses are not allowable for the costs of partners who attend Foundation events with a Trustee, unless the purpose of the partner's attendance is to assist a Trustee with a disability.

Allowable Expenses

The following are legitimate expenses:

- 1 The reasonable cost of travelling to and from Trustee Board and Committee meetings, and on any other Trustee business. This can include the cost of using public transport, taxi fares, petrol allowances and car parking charges to the level permitted by H.M. Revenue and Customs before tax becomes payable.
- 2 Trustees are requested to keep their travel expenses as low as possible by making use of advance booking reductions and using the cheapest method of direct transport. Travelling on other business by circuitous routes and staying with friends and family is acceptable providing the fare for the cheapest route and mode of transport is claimed.
- 3 The cost of postage, telephone calls, printing and photocopying incurred on Charity business. Trustees should however consider using the Charity's facilities for this when the cost is substantial.
- 4 The reasonable cost of communication support eg; translating documents into Braille for a blind Trustee, or into different languages, provision of alerting and listening devices and other special aids for Trustees with a hearing impairment
- 5 Providing special transport, equipment, facilities or other support for a Trustee with a disability, where feasible and reasonable.
- 6 The reasonable cost of overnight accommodation and subsistence while on Trustee business.

Process for Claiming Expenses

All expenses claims should be submitted on an Expenses Claim Form normally within 6 weeks of the expense being incurred, together with receipts for all costs. Late claims for expenses must be authorised by the Chair.

Details of expenditure should be itemised with a date for each. If in exceptional circumstances a receipt is not available, the Trustee must attach a signed note with an explanation to the form. Expenses not supported by a receipt can only be allowed with the agreement of the Chair.

Expenses Forms are available from the Foundation office.

Payment of Expenses

No Trustee may verify or authorise their own expenses. These must be authorised by the Chair or CEO. The Chair's expenses must be authorised by the Honorary Treasurer or the CEO.

The Foundation will reimburse Trustees' expenses by direct payment into the Trustee's bank account.

Review

This Policy will be reviewed annually to ensure compliance with changes in the law and Charity Commission guidance.

ADOPTION OF THIS POLICY BY THE BOARD OF TRUSTEES

Signature

Name

Date

Appendix XII - Personal Liability

Although any legal proceedings initiated by a third party are likely to be brought against the Foundation.

In exceptional cases civil, or in certain cases, criminal, proceedings may be brought against a Chair or other individual board members. For example, a Board member may be personally liable if he or she makes a fraudulent or negligent statement, which results in loss to a third party.

Board members who misuse information gained by virtue of their position may be liable for breach of confidence under common law or may commit a criminal offence under insider dealing legislation.

However, the Government has indicated that individual Board members who have acted honestly, reasonably, in good faith and without negligence will not have to meet out of their own personal resources any personal civil liability, which is incurred in execution of purported execution of their board functions.

The Foundation hereby indemnifies its Board members against legal proceedings brought against them personally in execution of their board duties, provided they have acted in accordance with this paragraph. The Foundation will ensure that Board Members are provided with Indemnity Insurance.

Appendix XIII - Declaration of Interests Form

I _____ as trustee/staff member of the Crawley Town Community Foundation have set out below my interests in accordance with the organisation's conflicts of interest policy.

Category	<i>Please give details of the interest and whether it applies to yourself or, where appropriate, a member of your immediate family, connected persons or some other close personal connection</i>
Current employment and any previous employment in which you continue to have a financial interest	
Appointments (voluntary or otherwise), e.g. trusteeships, directorships, local authority membership, tribunals etc.	
Membership of any professional bodies, special interest groups or mutual support organisations	
Investments in unlisted companies, partnerships and other forms of business, major shareholdings (e.g. more than 5% of issued capital) and beneficial interests	
Gifts or hospitality offered to you by external bodies and whether this was declined or accepted in the last 12-months	
Do you use, or care for a user of the organisation's services?	
Any contractual relationship with the charity or its subsidiary	
Any other conflicts that are not covered by the above	

To the best of my knowledge, the above information is complete and correct. I undertake to update as necessary the information provided, and to review the accuracy of the information on an annual basis. I give my consent for it to be used for the purposes described in the conflicts of interest policy and for no other purpose.

Signed:

Position:

Date:

A Register of Interests will be held by the Chief Executive of the Foundation

Document last updated: [insert date]

Appendix XIII - Schedule of Matters Reserved to the Board

Except where determined by statute or by its governing documents, the governance of Crawley Town Community Foundation is vested in the Board of Trustees.

Trustees remain responsible for the oversight and governance of the Foundation, although executive and management action is delegated to the CEO Officer (CEO).

1. General enabling provision

Subject to its governing document and relevant legislation, the board of trustees may delegate such matters as it considers appropriate.

Matters reserved to the Board	Responsibility
Responsible for registering the charity and providing further information, as requested, to the Charity Commission and other bodies where appropriate, or to advise if the charity ceases to exist.	The Board and CEO
Set the charity's strategic direction and objectives, including its vision, mission, goals and values.	The Board, CEO, senior management team, and participants
Responsible for the overall management of the charity, ensuring compliance with the charity's objects and relevant legislation.	The Board and CEO
Responsible, as per its governing documents, for the efficient and effective governance and management of the charity in a manner consistent with its values and approach.	The Board and CEO
Approve, in accordance with its governing documents, changes to the charity's structure.	The Board and CEO

Approve changes to the charity's governing documents, subject to the approval of the Charity Commission and other member bodies	The Board and CEO
Approval of a schedule of matters reserved to the board and financial reporting for the regulation of its proceedings and business.	The Board and CEO

Approve proposals to alter or amend changes to the Charter and Bylaws.	The Board and CEO
Ratify any urgent decisions taken by the Chair and CEO, when necessary.	The Board
Establish/review/amend terms of reference and reporting arrangements of all committees of the board, including any ad hoc committees.	The Board and CEO
Receive reports from committees, and agree/amend/reject any recommendations presented to the board.	The Board, Sub Groups and CEO
Approve a scheme of delegation of powers from the board to committees and their terms of reference.	The Board, Sub Groups and CEO
Require and receive the declaration of trustee interests that may conflict with those of the charity and determining the manner in which such conflicts will be managed.	The Board and CEO
Where appropriate, require and receive the declaration of interests of staff members that may conflict with those of the charity.	The Board and CEO

Approve arrangements for dealing with complaints.	CEO and senior management team
Adopt/review/amend the organisational, management and control structures, processes and procedures required to further the aims of the charity's objects.	The Board, Sub Groups and CEO
Authorise use of the seal.	The Board, Sub Groups and CEO

2. Appointments/remuneration/discipline

Nominate and elect trustee to serve as chair, and where appropriate trustees as vice chair and treasurer	The Board
Responsible for the recruitment and appointment of the chair	The Board
Appoint and dismiss committees and individual members of committees that are accountable to the board.	The Board
Put in place effective procedures for the succession planning of the board.	The Board and CEO
Responsible for the recruitment, appointment and remuneration of the CEO. Support, management and appraisal of the CEO will be the responsibility of the Chair and HR Sub Group trustee (s) reporting as appropriate to the Board.	Chair and HR Sub Group trustee (s)
Consider, approve/reject proposals regarding salary and benefits of the CEO	Chair and HR Sub Group trustee (s)

Agree procedures for the effective evaluation of the Chair, the Board and individual trustees, and committees.	The Board
Consider and decide on any proposal to remunerate a trustee, subject to the restrictions of the charity's governing document and the requirements of the Charities Acts.	The Board and CEO
Approve/amend proposals for the delivery/cessation of delivery of programmes to further the charitable objects or changes to the charity's activities.	The CEO and Board
Ensuring that trading and other activities do not compromise charitable status.	The Board and CEO
Approve/amend the charity's policies and procedures for internal controls, the management of risk and protection of the charity's themes under the Capability Code of Practice	The Board and CEO
Approve/amend proposals for capital investment or expenditure	The Board and CEO
Approve/reject proposals for the acquisition/disposal of land/buildings, or change in its use, following the receipt and consideration of professional guidance.	The Board and CEO
Approve fundraising and income generation programmes, including funding applications and service delivery contracts	CEO and senior management team
Agree and review financial and investment strategy, in line with relevant policies.	The Board and CEO

Decide on the number, purpose and mandates of bank accounts and other deposit media.	The Board and CEO
Authorise delegated powers and limitations to the CEO and other members of the senior management team, where appropriate.	The Board and CEO
Decisions relating to court proceedings against or on behalf of the charity.	The Board and CEO
Approval and appointment of the charity's professional advisers and consultants and to determine their remuneration.	The Board and/or CEO
Approval of purchasing Trustee Indemnity Insurance from charity funds.	The Board and/or CEO
Agree changes to the charity's pension scheme and/or the management of its funds.	HR Sub Group and/or CEO

3. Monitoring

Receive reports as the board requires from committees and individuals, pertaining to activities within their delegation of authority.	Sub Groups and CEO
Receive reports from the charity pertaining to the activities of the charity in furtherance of its charitable objects.	CEO
Receive reports from the finance function on the financial performance of the charity against agreed budgets and strategy.	Finance Sub group and CEO

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

4. Policies

Holds ultimate responsibility for oversight and maintenance of policy areas but delegates close scrutiny of policies to its subcommittees and operational responsibility to the CEO. High-level policies include, but not limited to: Data protection, trustees' code of conduct, employment, safeguarding, health and safety, environmental, remuneration, communications, investments, reserves, whistleblowing, risk management, conflicts of interest, communications/PR, equal opportunities.	The policies listed are not exhaustive but cover some of the areas where the Board has responsibility.
--	--

5. Audit arrangements

Consideration of the external auditors, in line with legal requirements and those of the charity's governing document.	The Board and CEO
Approval of remuneration of external auditors, their reappointment or removal, in line with legislation and the requirements of the charity's governing document.	Finance Sub Group and CEO
Receive and note the annual management letter from the external auditor and agree the proposed	CEO

course of action, taking into consideration the recommendations of the Finance Sub Group	
--	--

6. Financial reporting arrangements

Present the charity's annual report and accounts for receipt and consideration.	CEO and Finance Sub Group
File the annual report and accounts with the appropriate regulator(s), including the Charity Commission.	CEO and Finance Sub Group
Establish, maintain and retain appropriate financial reporting arrangements and records and approve any significant changes in accounting policies or practices.	CEO and Finance Sub Group
Hold at least one General Meetings per year, of which one must be the Annual General Meeting.	The Board and CEO

7. Financial controls

Approve annual plans and budget projections, and monitor progress against these	The Board and CEO
Ensure that an ongoing business risk management process is in place, and is monitored and reviewed frequently.	The Board and CEO
Ensure the charity complies with any restrictions placed on the use of funds.	The Board and CEO

APPROVED BOARD

Name:

Signature:

Date: