

## Governance Policy

### 1. Introduction.

As a Community Interest Company, the SUN Network is very much aware of the importance of compliance with national corporate governance standards for CICs.

Governance is the set of procedures which ensures that every member of staff, every committee and every piece of work carried out has clarity about who is responsible for what.

This policy sets out the governance processes that ensure best practice, effectiveness, efficiency and transparency. These processes are found in a range of documents including the SUN Network's Articles of Association (see section 10). This policy gives an opportunity to collate these for clarity, ease of reference and to support the organisation to operate at the highest standard of good governance.

The policy covers both corporate and operational governance.

### 1. Directors.

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors.

Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director:

- (a) by ordinary resolution; or
- (b) by a decision of the Directors.

Directors may undertake any services for the Company that the Directors decide.

Directors are entitled to such remuneration as the Directors determine:

- (c) for their services to the Company as Directors; and
- (d) for any other service which they undertake for the Company.

Subject to the Articles, a Director's remuneration may:

- (e) take any form; and
- (f) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

- (g) meetings of Directors or committees of Directors;
- (h) general meetings; or
- (i) separate meetings of any class of members or of the holders of any debentures of the Company.



or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

The Board of Directors will comprise of one Executive Director and at least one Non-executive Director who will be the Chair. This is the minimum acceptable number but we will aim at all times to have a Board of at least four in total.

The post of Executive Director will be salaried and permanent.

The term of office of the Non-Executive Directors, including the Chair, shall be three years with a maximum of three terms. The Board will take all reasonable steps to ensure that there are smooth transitions within the Board and a good level of continuity is maintained.

Progression to a second and third term as a Non-Executive Director will be agreed at the appropriate General Meeting.

In recruiting Non- Executive Directors, the Board will aim to increase its effectiveness by collecting people who will bring a complementary set of skills and experience to the role. A skills matrix will be used to support this approach.

Non-Executive Directors are not employees and they do not receive salaries. The chair will ensure that at the point of recruitment there is sufficient clarity about the time commitment that the recruit can provide. This can be expected to be approximately two days per month.

A person ceases to be a Director as soon as:

(a) that person ceases to be a Director by virtue of any provision of the Companies Acts, or is prohibited from being a Director by law;

(j) a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

(k) a composition is made with that person's creditors generally in satisfaction of that person's debts;

(l) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least two Directors will remain in office when such resignation has taken effect);

(m) the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason; or

(n) at a general meeting of the Company, a resolution is passed that the Director be removed from office, provided the meeting has invited the views of the Director concerned and considered the matter in the light of such views.

## 2. Role of Directors.

Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company. They ensure and assure compliance with HW statutory requirements and all legal requirements of the company.

The role includes the following elements:

- Strategic Direction

The Directors are responsible for setting and reviewing the strategic plan for the organisation, prioritising its tasks and ensuring it is fulfilling its aims. They use their knowledge of local and national policy and local need and priorities to prioritise its activity. They ensure effective ways of working and seek and maintain partnerships that best enable the work. They plan to assure the viability and sustainability of the company.

- Monitoring of performance

The Directors agree the annual business plan which is based on the requirements negotiated and agreed with commissioners annually. The Directors use activity and outcomes monitoring to understand and ensure compliance with the requirements of commissioners and the needs of the community. They ensure that the organisation is accountable to its funders, members and the community.

- Listening to the public

The Directors will ensure there are robust systems for listening to the needs and experiences of all their communities and assure there are good systems for gathering intelligence, so that all those with an interest in contributing their views about mental health and drug and alcohol services in Cambridgeshire and Peterborough are able to do so.

The Business Plan 2018 to 2021 and supporting commissioning documents provide more detail on the outputs expected from the SUN Network each year. The Business Plan will be the key reference point for the Board in monitoring the performance of the organisation.

- Employ and support staff and volunteers

Collectively, it is the Directors' responsibility to recruit and employ staff and provide them with a safe and legally compliant working environment. They provide direct support to the Executive Director and ensure checks and balances in the line management system are in place. They become involved in recruitment, selection and review of staff as appropriate

- Joint Working with other bodies

The Directors identify, create and maintain relationships with key organisations that are relevant to the work of the SUN Network. These include the two local authorities, the CCG, the local NHS Mental Health Trust, third sector organisations and Healthwatch. Memoranda of understanding will be used to formalise working relationships with key partner agencies so that information about the experience of people with an interest in mental health and/or drug and alcohol services is as comprehensive and rich as possible.

In these relationships Directors work to promote the role of the SUN Network and act as its ambassadors.

### 3. Values and Code of Conduct of Board Members

When acting as a Board member all Directors will adhere to the Nolan Principles of Conduct in Public Life.

In particular:

- a) Directors are expected to act with honesty, openness and integrity when representing SUN in any capacity;
- b) Directors must conduct themselves in a way that does not bring SUN into disrepute;
- c) Directors should act in the interests of the company, showing objectivity and selflessness;
- d) Directors cannot provide advice on health and social care issues;
- e) Directors cannot carry out activities purporting to be acting on behalf of SUN, unless as part of an agreed activity;
- f) Directors must not act in their own interest or promote their own issues;
- g) Directors cannot represent SUN on boards/committees/meetings etc unless agreed by the Chair as part of the work plan;
- h) When sharing documents, Directors should make it clear if there is a restriction as to circulation of the documents beyond SUN, or restrictions in terms of copyright;
- i) Where appropriate to their work, Directors should agree to disclosure and barring checks.
- j) Directors must never disclose confidential and sensitive information unless there is a legal duty to do so in the interests of child protection or the protection of vulnerable adults. In any case, seek advice before reporting.
- k) Directors must declare any conflict of interest and anything that might be seen by others as a conflict of interest, as soon as it arises.

### 4. Board of Directors

The Board of Directors will meet quarterly. All board meetings will be chaired by the Chair.

At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is two.

If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

to appoint further Directors; or

to call a general meeting to enable the members to appoint further Directors.

Directors may call a General Meeting at any time, but in any event a General Meeting will be held annually. These meetings will be held in public. The chair's report and the annual statements of account will be signed off at the General Meeting.

Board agendas and supporting papers will be circulated to Directors one week in advance of Board or extra-ordinary meetings related to Board governance matters. These meetings will be minuted. The Board meeting agendas and minutes will be available to the public on the website.

The timing and venue of Board meetings will be decided in order to maximise the opportunities for members and the public to attend.

## **5. Conflicts of Interest.**

Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already.

If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors.

Whenever a matter is to be discussed at a meeting or decided in accordance with Article 19 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 21, he or she must:

remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;

not be counted in the quorum for that part of the meeting; and

withdraw during the vote and have no vote on the matter.

When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

The Directors have power to authorise a Director to be in a position of Conflict of Interest provided:

in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 20.3;

in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum;

the decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation.



The Chair shall cause a register of Directors' interests to be kept. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.

A Register of Interests of the Directors and the CEO is maintained and publicly available on the website.

## **6. Members.**

For the SUN Network the members of the public who the organisation enables to speak up about their experiences are intended to become members. This is so that they can have a major role in steering the Directors and the organisation as a whole. As many members as possible will be recruited through a standard procedure which will make clear to applicants for membership both the advantages of being a member and the rights and responsibilities they will have as members.

The subscribers to the Memorandum are the first members of the Company.

Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.

No person shall be admitted a member of the Company unless he or she is approved by at least one Director.

Every person who wishes to become a member shall deliver to the Company an application for membership in such form (and containing such information) as the Directors require and executed by him or her.

## **7. Relations with Other Bodies.**

The SUN Network will require close effective and open relationships with a range of partner agencies if it is to achieve its aims of strengthening the public voice regarding drug and alcohol and mental health services in Peterborough and Cambridgeshire.

It is expected that in helping the public express its views and experiences, the organisation will at times find itself in conflict with other agencies, where the expectations of the public are not matched by the services provided.

In their role as ambassadors, Directors are responsible for making sure that their relations with other agencies remain constructive and professional, raising difficult issues where necessary but always seeking to find common ground with partner agencies in the interests of better care for all.

This approach to partnership working is expected of all staff employed by the SUN network also.

## 8. Operational Governance.

The Sun Network operates as a small organisation with an Executive Director as head of operations and around three paid employees including at least one apprentice. The Chair is accountable to the Board. The other Directors are accountable to the Chair.

Operationally the Executive Director is accountable to the Chair and other operational staff are accountable to the Executive Director.

If volunteers are to be used, they will always know to whom they are accountable

It is essential that these lines of accountability are clear for everyone with a role in SUN Network.

All operational staff will receive supervision from their line manager with one to one meetings monthly as well as the line manager being available as required for informal consultation. Supervisor and supervisee will both prepare for each session, and the agenda should be shared between them.

The Executive Director will be supervised by the Chair.

Supervision requires:

- A confidential setting - with the proviso that confidentiality may be broken if a major misdemeanour or safeguarding, or criminal matter is shared
- A trusting and mutually respectful relationship between the two parties
- Willingness of the supervisee to bring to supervision issues with which they are struggling
- Ability of the supervisor to balance support and encouragement with clear communication of the standards of practice expected
- Willingness of the supervisor to help the supervisee with their professional development including training and/or shadowing opportunities that can be identified

A brief written record of each supervision session will be kept by both parties. In exceptional circumstances pastoral supervision may be organised for an employee in addition to line management supervision.

Supervision should be seen in the context of an annual appraisal process. This gives an opportunity for each employee to reflect on their performance in the past year and to agree goals for the year ahead. Appraisal will also include consideration of the needs for continual professional development for the appraisee. A brief record should be kept by both parties of the annual appraisal meeting.

Operational governance also includes:

- Good communication within the organisation of any changes internally or externally which affect employees
- Consistent and overt reference to the underpinning aims and values of the organisation as a framework for best practice
- Relationships characterised by “living the values” including close attention being paid to each other’s physical and mental health and well-being
- In the context of these supportive relationships a culture of continuous improvement and “from good to great”.

## 9. Supporting documents.

This policy is based on key supporting documents as follows:

- a. Certificate of Incorporation as a Community Interest Company dated 24th January 2018
- b. IN01 Application to Register
- c. Memorandum of Association
- d. Articles of Association

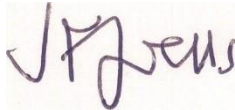
It is important that reference is made to these documents where necessary as they provide the legal context for the activities of the SUN Network.

Other relevant documents include Chapter 9: Corporate Governance (Department for Business Energy and Industrial Strategy May 2016) and the Directors' Duties leaflet from the same department.

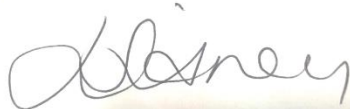
**Originally approved by The SUN Network Board of Directors Date: 23 April 2018**

**Reviewed: 27 April 2020**

**Next Review Date: April 2021 Responsible Officer Executive Director of The SUN Network.**



**Signed**  
**Chair of Directors**  
**Date: 27<sup>th</sup> April 2020**



**Signed**  
**Executive Director**  
**Date: 27<sup>th</sup> April 2020**