



**MATTERS RESERVED  
FOR THE BOARD**

**REVIEWED SEPTEMBER 2022**



Except in the case of emergency, as set out below, the following matters are to be reserved for the decision of the full Board. No binding decision or commitment on these matters shall be made by any individual trustee, committee, subsidiary company or management without the decision or commitment having been approved in principle by the Board.

### **Corporate Governance Matters**

- Composition of the Board, selection and appointment of the Chair and Trustees;
- Undertaking an annual formal and rigorous review of its own performance, that of its committees and individual Trustees;
- Appointment or removal of the CEO and the Company Secretary;
- Ensuring adequate succession planning for the board and senior management;
- Establishing sub-committees of the board, approving their terms of reference and their composition;
- Considering the balance of interests between members, employees, stakeholders and the community;
- Agreeing with the management of trustee conflicts of interest;
- Review of the organisation's overall governance arrangements;
- Ratify/reject instances of failure to comply with the schedule of matters reserved for the Board;
- Receive reports from sub-committees and consider, approve/reject proposals.

### **Strategy and Management**

- Responsibility for the overall direction of the charity;
- Approval of the charity's long-term objectives and strategy;
- Approval of the annual budget and any material changes to it;
- Oversight and scrutiny of the charity's operations ensuring competent and prudent management, an adequate system of internal controls, adequate accounting and other records, and compliance with statutory and regulatory obligations;
- Review of performance considering the organisation's strategy, objectives/performance measures and budgets and ensuring that any necessary corrective action is taken;
- Any acquisition or disposal of any company, business or of the assets/ liabilities of a company or business;
- Any decision to cease to operate all or any material part of the organisation's business;
- Approval of a reserves policy and target level which reflects the charity's strategic planning, budgeting and risk management processes.

### **Structure and Capital**

- Major changes to the charity's corporate structure;
- Changes to the charity's management and control structure; and
- Any changes to the company's status as a company limited by guarantee.



## Financial Reporting and Controls

- Approval of the annual directors'/Trustees' report and financial statements;
- Approval of any significant changes in accounting policies or practices;
- Acquisition or disposal of any fixed asset (or collection of fixed assets) having a capital value of more than £20,000;
- Any borrowing of money otherwise than within previously approved facilities and limits, any alteration to the terms of existing borrowings or the giving of security for borrowings;
- The lending of money and equipment, provision of credit facilities or any other acceptance of credit risk for a party or the giving of any guarantee or security for the obligations of any party;
- Appointment, re-appointment or removal of the external auditor, tax or accounting advisers, financial advisers, legal advisers or other professional advisers; and
- Establishing or changing authority levels of directors or other management.
- Trust staff have a delegated authority limit of up to £50,000 committed supplier budgeted expenditure. Any individual payments over £50,000 must have additional written approval from the Chair of the Board. This can take the form of an email.

## Internal Controls

- Ensuring maintenance of a sound system of internal control and risk management including establishing the charity's appetite for risk, receiving reports on and reviewing the effectiveness of the charity's annual assessment of these processes and approving an appropriate statement for inclusion in the annual directors'/Trustees' report.

## Contracts

- All major capital projects;
- All revenue contracts with a value over £250,000 must be signed off by the Treasurer and Finance & Audit Committee. Any revenue contracts with a value over £500,000 must be signed off by the Chair of the Board. In the absence of the Chair he/she may delegate this responsibility to either a Vice-Chair or the CEO;
- Contracts which are material, strategically or because of size and entered into in the ordinary course of
- business (for example, bank borrowings and material acquisitions or disposals of fixed assets); and
- Contracts not in the ordinary course of business (for example, material loans, major acquisitions or disposals).



### **Communication**

- Approval of all resolutions and corresponding documentation to be put to members at a general meeting.

### **Remuneration**

- Determining the remuneration policy for the organisation as a whole and the remuneration package of the CEO as recommended by the Remuneration and Nominations Committee.

### **Delegation of Authority**

- The division of responsibilities between the Chair, the CEO and other senior members of the staff team; and
- Approval of Terms of Reference for sub-committees.

### **Policies**

The below policies are those that are required for review, amending and approval at Board Level:

- Matter Reserved for the Board
- Terms of Reference
- Board Membership and Operating Procedures
- GDPR
- Anti-Harassment and Bullying
- Equalities and Diversity
- Volunteering
- Safeguarding
- Whistleblowing
- Social Media

### **Other**

- Prosecution, defence or settlement of litigation material to the interests of the company;
- This schedule of matters is reserved for board decisions; and
- Anything which may attract unusual publicity (favourable or otherwise) or otherwise affect the Company's public image.
- To approve and review the Trust's Diversity and Inclusion Action Plan



## Matters of Urgency

Where a decision is required before the next Board meeting on any matter which is otherwise specifically reserved to the full Board under the above schedule, the matter shall be referred to the Chair or, if the Chair is not available, a Vice-Chair / senior non-executive director. The Chair shall, where applicable, consult the CEO and a Vice-Chair / senior non-executive director and shall decide whether the urgency of the matter genuinely justifies a decision before the next regular meeting of the Board and if so:

- Shall, if the urgency of the matter permits and the importance of the matter appears to him/her to justify doing so, either convene a special meeting of the Board, or circulate a written resolution of the Board for signature/written approval (if via electronic mail) by all directors together with the information necessary to enable all directors to form a considered judgement on the matter and on whether an urgent decision is justified.
- May decide the matter as an urgent issue when the urgency of the matter so requires or if the importance of the matter appears to him/her not to justify a special meeting or consulting the full Board (having particular regard to whether he/she believes that any directors might oppose or would wish to express their views on the decision, having consulted such trustees as he/she thinks fit), and provided that the matter concerned does not, under the Articles of Association or any other legal or formal requirement other than this resolution, require a resolution of the Board.

A matter to be decided as an urgent issue may be approved if so agreed (whether formally or informally) by the Chair (or in his/her absence a Vice-Chair / senior non-executive director) and the CEO (or in his/her absence a senior non-executive director) and any one other director acting unanimously, without the need for a meeting or any other formality other than a written record of the decision and of the trustees approving it. In so acting those trustees shall be a committee of the Board authorised to exercise any of the powers, authorities and discretion of the Board to the extent required by the urgency of the matter as determined by the Chair. The Chair and the Committee shall report to the Board at its next meeting on the decision, the reasons for it and the reasons for taking the decision without consulting the Board.



Where a matter is not reserved to the full Board under the above schedule and is not actually considered by the Board or a committee of the Board, it may be decided as follows:

- If it involves a transaction having a capital value of £20,000 or more it shall not be decided upon without the written approval of two trustees.
- If it does not fall within the above paragraph, it may be decided upon by the Chair or the CEO, or by other trustees or management within the authority limits and rules laid down by the Board.

Signed:	
Name:	Ed Bracher
	Chair of the Board of Trustees
Date:	7 <sup>th</sup> September 2022
Updated	August 2022
Next Review	July 2024