

TAP Governance - Structures and Bodies

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Communication This document will be included in the induction of all board, executive and senior team members, and, will be made available to anybody who's role requires it.

Version	Date	Status	Comment
1	18/12/2020	Released	The TAP Governance Framework
1.1	29/01/2021	Reviewed	Inclusion of 3 additional conditions regarding the conduct of board

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1. Introduction

The purpose of this document is to layout the Governance of the TAP organisation in terms of strategic and operational management. This defines roles, responsibility, practice and procedures relating to the Board, Directors and management team(s).

This will be updated as the organisation grows and evolves.

2. The purpose, role and structure of governance

The purpose of the governance system described in this document and other associated policies is to describe the structure and processes for decision making, accountability, control and behaviour of those who are Directors of The Activation Project (TAP) and thereby control how the organisation functions.

This governance document includes how TAP's objectives are set and delivered, the key governance responsibilities and roles. We wish our governance system to support the long term success of the organisation and how TAP makes a difference in the work that it does.

3. The roles and responsibilities of the Board and the Directors

The role of the Board and the Directors as the operational executive is distinct and separate. This is critical to maintain good governance.

The role of the Board

The Board's primary responsibilities are for: setting strategy, monitoring performance and overseeing the running of the organisation. The Board will also ensuring that good practice and sound governance are maintained. Specifically the responsibilities of the Board includes:

- Ensuring the organisation's long term viability and sustainability
- Establishing the organisation's mission, vision, values and behaviours, and standards of operation
- Creating and setting the strategic direction of the organisation and developing a strategy to deliver this
- Reviewing and approving the annual business plan – which is developed from the strategy – set and monitor key performance indicators, budgets and corporate policies
- Monitoring/assessing performance of the organisation – this includes the board itself, as well as deliver against major contracts and programmes

- Ensuring legal and regulatory compliance is maintained, including compliance with accounting standards, trading legislation and requirements, occupational health and safety and environmental standards
- Understanding and protecting the organisation's financial position
- Approving annual reports, annual activity summary to the regulator and other public documents/sensitive reports
- Ensuring an effective system of internal controls exists and that they are maintained as expected, eg finance and risk management
- Delegating the appropriate level of accountability, authority and responsibility to management
- Ensuring effective communication with key stakeholders and interested parties
- Short term crisis and recovery management

The Make up of the Board

- The Board will consist of the three Directors of TAP
- Plus any additional non-executive appointments that the Board decide

The Role of Company Directors

- Company Directors will perform as a minimum the duties set out under the Companies Act 2006
- In addition Company Directors will also be members of the executive management team whose responsibilities are described below

The role of the Directors as the operational executive (the management team)

The Directors as the operational executive, operate as a collective management team. Their responsibilities include:

- To translate the strategic plan into an annual business plan that drives the day to day operations of the organisation that drives the organisation forward
- Manage the organisation's resources to achieve the organisations objectives
- Manage the delivery of contracts, programmes and delivery obligations
- Develop, implement and manage the organisation's risk management and internal control frameworks
- Develop, implement and update key policies and procedures
- Be alert to relevant trends in the industry and the organisation's operating environment
- Provide the agreed information to the Board

A key responsibility of the Directors is to ensure that The Activation Project conforms with all relevant laws, regulations and contractual commitments.

Specific Roles

The role of the Chair of the Board

It is the intention of the Activation Project to appoint a non-executive Chair, currently the Chair will be a Director in rotation. The chair's role and responsibility is to:

- Lead the board
- Ensure the board functions effectively as a whole in discharging its responsibilities
- Facilitate constructive contributions by all Directors and any other relevant parties and ensure all issues are given due and appropriate consideration
- Ensure conclusive decisions are consensually reached and are clearly understood by all Directors
- Ensure appropriate minutes, notes and decisions are appropriately recorded
- Ensure future review and agenda points are noted and revisited at the right time
- To deliver performance appraisals for all members of the Board
- To ensure the pro-active management of conflicts of interest.

The Chair will be appointed through a unanimous approval of the members of the Board. The Chair will be appointed for a period of 1 year at which point they may seek re-appointment with the approval of the Board.

Other Roles

Overtime the Board and management structures will grow additional roles anticipated include:

Non-Executive Directors and Board Advisors

To support a balanced and effective Board and fulfil specific skill gaps, the intention of The Activation Project is to recruit a small group of Non-Executive Directors and Board Advisors. Their role includes:

- Apply their knowledge and expertise in the organisation's best interests, as well as being a valuable sounding board
- Help the Board to discuss, review and formulate effective ideas and decisions that help drive the organisation move forward in the desired direction and against its strategic ambition
- Assist the management team by reviewing the plans and performance objectives of the organisation and progress towards them
- Help keep the organisation's growth and development successfully on track

Non-executive directors will be appointed by the Board based on their capability and suitability for the role. Their appointment will be for 1 year and then can be renewed on approval of the Board.

4. How strategy is set, monitored and reviewed through the Board

In the Activation Project, we believe that development of the strategy and strategic plan is a collaborative process between the Board, Directors, key responsible staff members and the organisation's partners and stakeholders where appropriate. The objective is to ensure that an effective organisation wide strategy and strategic plan is developed which aligns our mission and remit with a long-term vision and short term commitments and priorities. This collaboration will take place through a number of events, meetings, workshops etc over a time period agreed and planned by the Board.

The period of time that a strategy might cover will be decided by the Board to suit the needs of the organisation, where the strategy period is greater than 1 year the strategy will be formally reviewed and adjustment made if necessary every year.

Once the strategy and strategic plan has been developed and approved, the Directors are responsible for its implementation. However, with the Board, the Directors will agree how progress against the strategic plan is monitored, including how situation, circumstance or change might require the strategy to evolve.

As a minimum:

- progress against the strategy needs to be discussed and reported on half yearly
- monitoring of the organisation's financial situation, risk and performance against its annual budget, cash flow forecast, and any changes to the risk register are undertaken quarterly

5. How the Board and Directors as the executive will operate, report and be performance managed

The overall responsibility and liability for the actions of those managing the organisation rests with the Board. Therefore, it is essential that the Board make timely and relevant decisions and agreements that guide the organisation forward. It is important that all decisions are:

- taken by the Board as a whole by meeting together – whether physically or virtually
- based on informed discussions around the relevant and supporting information
- preferably based on the Board reaching a consensus where all are in agreement if not by a majority vote

It's then the responsibility of the Directors as the operational executive, to implement those decisions and report back where required, via the agreed monitoring or review process.

How decisions are made

In accordance with the Articles of Association, each Board member has one vote, and majority decisions will be taken. However, the Board may make special resolutions relating to conditions of funding bodies, to ensure the right mechanisms in place and/or the right decisions are taken.

Each discussion and decision point will be captured in minutes of Board meetings. These will include:

- a clear, concise, record of the discussion and decisions of the Board
- key questions asked of Directors or responsible staff members of the organisation
- any additional relevant information requested by the Board to help support the right discussions or decisions.

How minutes of meetings are recorded and stored

The minutes of meetings will be captured by the company secretary, a nominated Director or chair of the meeting. A draft will be provided for all attendees to review within a short time frame after the meeting.

Board minutes are stored as read-only files, in a secure, rights-protected folder on the server, as a matter of record.

All key decisions and resulting actions from Board Meetings are captured on the Board Action List, updated after each meeting. Each action will include:

- the responsible person(s)
- the board date the action relates to
- the desired completion date
- any additional notes to support the action

A review of ongoing actions is a standing item on the board's agenda. This is to ensure that actions are being progressed accordingly.

6. Entering into new commercial and contractual agreements

We operate a simple straight-forward process for how the company will define, agree and enter into new commercial and contractual agreements. This is:

1. Director(s) receives and reviews the RFP or ITT and develops a recommendation to

bid/not bid

2. Recommendation reviewed by the Directors and agreement on bid/not bid made
3. Nominated Director(s) leads the development of the proposal
4. Proposal reviewed at a Directors meeting, prior to submission
5. On successful submission, Contractual Requirements/Arrangements responded to by Nominated Director(s) – points of clarification, etc
6. Nominated Director(s) leads the engagement to develop/negotiate the contractual agreement on behalf of the Company
7. Nominated Director(s) prepare and submit the final contract, any supporting articles (eg, plan, significant risks, financability, etc) and recommendation to Board to review (as declared in the Finance Policy)
8. Contract and recommendation reviewed by the Board, a recommendation to reject, clarify or approval by Directors is made.
9. Directors collectively sign off the contract (as declared in the Finance Policy)

7. The code of conduct for the Board, Directors, Managers and employees

We believe in a simple straight forward code of conduct that acts a framework for all representatives of the organisation to operate in.

1. Organisational purpose

The Board, Directors and staff are clear about The Activation Project's aims and that everybody ensures that these are being delivered effectively and sustainably. All directors must act in the best interests of The Activation Project, and in a manner appropriate to and consistent with their legal duties.

2. Leadership at all levels

It is critical that the organisation is led by an effective Board that provides strategic leadership in line with the company's remit and strategic plan. Equally, it is expected that everybody in the organisation shows leadership when required in executing that plan, holding everybody to account in maintaining clarity of this remit.

3. Integrity

The Board will always strive to act with integrity, adopting values and creating a culture which help achieve the organisation's strategic plans. The Board is aware of the importance of our clients and funding partners confidence and trust in our role and deliver, and equality that trust is transferred to our staff to undertake their duties accordingly.

4. Decision-making, risk and control

The Board makes sure that its decision-making processes are informed, rigorous and timely and that effective delegation, control and risk assessment and management systems are set up and monitored. However, it is expected that any member of staff can challenge these if they feel they are wrong or will deliver the wrong outcomes.

5. Board and management effectiveness

The board will always aim to work as an effective team, using the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions. Similarly, we expect this behaviour to be mirrored at all levels of the organisation, with an environment that enables people to grow their skills to meet the challenges faced.

6. Inclusion and diversity matters

At The Activation Project, we embrace inclusion and diversity at all levels, relationships and collaborative activities. We believe this enables the organisation to grow, be more successful and also perform in the delivery of its responsibilities.

7. Openness and accountability

The Board and Directors will always lead the organisation to be transparent and accountable. All our activities are open unless there is good reason for it not to be. We expect our staff at all levels to act in this way, and we openly encourage them to think with one foot in the shoe of our clients and funding partners.

8. The approach to declaration and management of conflicts of interest

What is a conflict of interest?

A conflict of interest can occur when a Director, staff member or anyone connected to the company that has an interest, eg, an Associate, is put in a situation or circumstance that impacts their ability to act in their role and apply judgement.

This can happen in any situation where there is a possibility that an individual or the organisation could unduly benefit or be compromised as a result.

Even if the individual or organisation doesn't actually benefit, a conflict can still occur if it appears a decision may have been influenced. The perception of competing interests, impaired judgement or undue influence can also be a conflict of interest.

Additionally, a Director occupies a position of trust within a company and must therefore avoid situations in which the Director's own interests conflict with those of the company. This is enshrined in the section 175, Companies Act 2006.

The declaration of interests?

We openly ask Board members, Directors, all staff and Associates to declare their interests in connection with their role in The Activation Project. To be effective, the declaration of interests needs to be updated when any circumstances or material changes occur.

A declaration of interests are defined by utilising a Declaration of Interest form which lists the types of interest a person should consider and declare. This is signed and dated and held on the company server.

At the start of every meeting the chair of that meeting calls for any conflicts of interest to be declared.

What to do if you face a conflict of interest?

If you believe you have a real or perceived conflict of interest you should:

- declare the interest at the earliest opportunity
- withdraw from discussions and decisions relating to the conflict.

You should declare your interest at the earliest opportunity and withdraw from any subsequent discussion, unless expressly invited to remain in order to provide information.

In this case you may not participate in, or influence, the decision. In the case of Board and Directors, this includes any vote on the matter.

Decisions taken where a somebody has a declared interest

In the event of the Board having to decide upon a question in which a Director or member of staff has an interest, all decisions will be made by vote, with a simple majority required.

[Interested Directors and Board members must absent themselves from the quorum, discussion and voting on any matter where they have a conflict of interest.](#)

All decisions under a conflict of interest will be recorded in the appropriate minutes. This will include:

- the nature and extent of the conflict;
- an outline of the discussion; and
- the actions taken to manage the conflict.

Specifically in the case of managing funding body or client contracts

If you have a conflict of interest, you must not be involved in managing or monitoring a contract in which you have an interest unless that is prior agreed by the Board and with the appropriate funding body or client organisation.

Independent external moderation will be used where conflicts cannot be resolved through the agreed procedures.

