



FOREST

ECONOMIC PARTNERSHIP

Delivering a thriving economy

Directors Handbook

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Contents

- Board Members and Overall Structure.....3
- Roles and Responsibilities.....4
 - Appointment to the Board.....4
- The Board of Directors Roles4
 - All Directors Responsibilities5
 - The Chairperson/Vice Chairperson.....5
 - The Chairperson/Vice Chairperson’s Role:6
 - The Chairperson/Vice Chairperson Main Responsibilities.....6
- The Company Secretary6
 - The Company Secretary Responsibilities:7
- A Director7
 - A Director’s Responsibilities:7
- The Regeneration Officer.....8
- The Cabinet Member Responsible.....8
- Sub-Group Leader8
- The Code of Conduct for Directors8
 - Purpose8
 - General8
- Conflict of Interests Policy / Anti Bribery & Corruption Policy 10
 - Why we have a Policy 10
 - The Declaration of Interests 10
 - What to do if you face a Conflict of Interest 10
 - Managing Contracts..... 11
- Declaration of Interests Form..... 12
- Appendices Director’s Forms..... 13
 - Skills Matrix for Board Members Annual Self-Assessment..... 13
 - Director Skills/Experience..... 14
 - Director Champions/Leads 15
 - Director Declaration 16

Introduction

This handbook sets out the structure of the corporate governance of Forest Economic Partnership (FEP). FEP comprises of the following entities:

1. The Stakeholder Group. This group meets quarterly and comprises anyone who lives, works, studies or visits the District. Currently with c150 members, this should grow substantially.
2. Sub-groups. These are thematic sub-groups decided by the Stakeholders to address particular issues. They typically meet monthly to understand the issues and to potentially propose projects that move the District towards where it wishes to be by 2050. Currently the sub-groups include:
 - a. Transport and Infrastructure
 - b. Bridges and Borders
 - c. Digital Connectivity
 - d. Education and Skills

Sub-groups are led by Sub-group Leaders. Sub-group Leaders expect to spend a day per month.

3. Project Action Groups. These are created by Sub-groups to work on a particular issue such as the IF- Inspiring the Forest project. They may meet fortnightly or monthly to create timely solutions and proposals.
4. FEP CIC. This is a community interest company limited by guarantee under the Companies Act 2006 to act as the legal body to receive funds whether from grants or donations and to oversee the delivery of approved projects. These projects could include a mixed of paid and volunteer staff depending on the needs of the project.
5. FEP CIC Board of Directors. This provides the governance and strategic leadership of the CIC and oversees the work of the appointed Project Manager(s). The Board meets at least quarterly and Directors would expect to spend 1-4 days per month.
6. FEP Chair. The Chair is elected by the Stakeholders for terms of 2 years and also serves as the Chair of the FEP CIC. S/he would expect to spend 4-8 days per month on FEP business.
7. Project Managers. Each agreed project will appoint a designated Project Manager responsible for the delivery of the project and for reporting on progress to the Board. A pragmatic approach will be taken by the Board as to the appointment of Project Managers dependent on the scope and scale of the project. Project Managers will serve as a Project Managers Group (PMG). Project plans will determine the level of the time commitment of each.
8. It is noted that one individual might serve in all 7 roles and needs to be clear of the requirements of each.

This handbook defines the specific roles and duties of the Directors of the FEP CIC in providing strong governance and strategic leadership of the company. All members of the Board are expected to carry out the duties of company directors as set out in this handbook.

The Board comprises:

- 2-3 Individuals nominated by the Stakeholder Group
- Chair of FEP
- Leaders of Sub-Groups who opt to serve
- The Regeneration Officer nominated by Publica on behalf of The Forest of Dean District Council (ex officio)

- The Council Cabinet Member Responsible for Economic Development (ex officio) subject to an agreed process and who serves as Vice-Chair of FEP

It is essential to have strong corporate governance to give guidance and support to the Project Managers Group (PMG) in delivery of the objectives and legal responsibilities of the company. This governance is discharged through the Board.

The Board is collectively responsible for promoting the success of the company by leading and directing the company's affairs via the PMG.

The number of meetings of the Board is determined by the rules as stated within the Memorandum and Articles of Association. The Board should meet not less than quarterly.

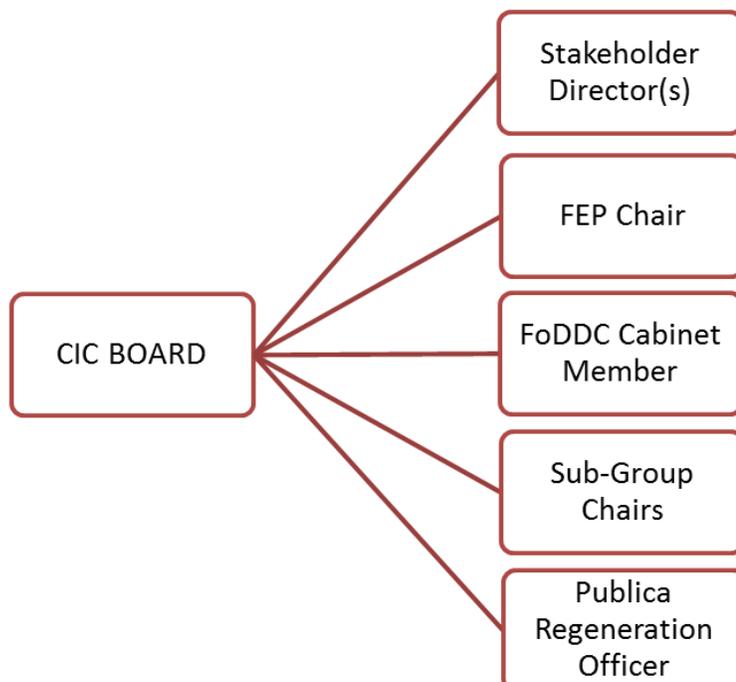
The Board will be a maximum of 12 people including a Chairperson and a Vice-Chairperson. The Quoracy (4) must be comprised of either the Chair or Vice Chair, a Stakeholder Director, a Sub-Group Leader, Cabinet Member or Officer. All Board meetings will be minuted.

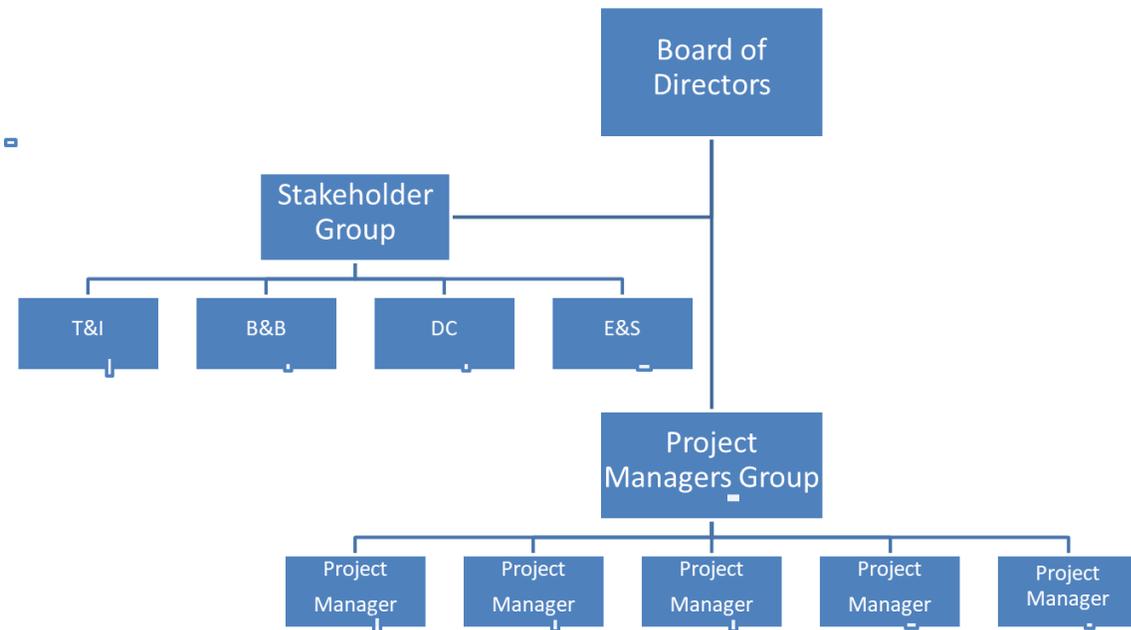
The PMG consists of all Project Managers, it is their duty to discharge the duties of the company on a day to day basis. The Board of Directors is responsible for setting the strategic aims and objectives. The PMG provides the Board with key company information and may attend Board Meetings, but they are not entitled to vote.

FEP company policies for all staff including Directors are detailed in the Policies and Procedures Handbook. For example, this includes: GDPR, Financial Rules, Employment Law, Safeguarding, Equal Opportunities, Health and Safety, Project Risk Assessment and Procurement

An annual Self-Assessment/Strategy Review is the principal means by which FEP summarises its strengths and weaknesses and gives everyone involved in the FEP CIC, including staff (paid & voluntary), board directors and other stakeholders the opportunity to reflect to plan improvement.

Board Members and Overall Structure





Roles and Responsibilities

Members elected to and serving on the Board take on the duties of Directors of a company limited by guarantee who have a duty to act for the benefit of the company and comply with company law.

The Board of Directors should have a range of skills and experience available to help the organisation develop and grow, and overcome any difficult situations. This may include professionals, and those with specific skills which are relevant to the work of the organisation for example Finance or HR.

Appointment to the Board

The Stakeholder Director(s) will be elected into the role by the stakeholder group and serve a two year term. They may be elected for a second and subsequent terms by the Stakeholder Group

Non ex officio members appointments are confirmed by the membership of Forest Economic Partnership each year at the Annual General Meeting.

New Directors are appointed by the Chair after a vote of the existing Board. These appointments will be ratified by the Stakeholder Group at the next meeting. The performance of each board member will be reviewed within the self-assessment annually before the AGM.

The Board of Directors Roles

The Board of Directors are jointly and severally responsible for the overall governance and strategic direction of the CIC, and financial health, probity of its activities, developing the organisation's aims, objectives and goals in accordance with the Memorandum and Articles of association, legal and regulatory guidelines.

The Stakeholder Director(s) will have an executive role within the CIC to encourage input at Director level and to enhance objectivity/impartiality. Their core responsibility will be to report back to the Stakeholders on the progress of the CIC ensuring that the values of the FEP are continued to be met. These reports will

be verbally fed back to the stakeholders at each Stakeholder meeting, without the presence of the other board members to enable them to reflect honestly and without pressure.

All Directors Responsibilities

- Setting strategic direction, vision and mission. Board Directors should contribute and constructively challenge the development of strategy.
- Annual review of terms of reference
- The Board is collectively responsible for promoting the success of the CIC by directing and supervising the company's affairs.
- Board Directors should scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.
- The Board should ensure that the necessary financial and human resources are in place for the company to meet its objectives.
- Board Directors should satisfy themselves that financial information is accurate and that financial controls and systems of risk management are robust and defensible.
- The Board should set the company's values and standards and ensure that its obligations to its membership and others are understood and met.
- Acting in the best interest of FEP and its beneficiaries at all times.
- Ensuring a fully effective and appropriate system for the recruitment, appointment and monitoring of the work and activities of staff both paid and voluntary and, where applicable, other members of the Board.
- Representing the organisation at functions, meetings and in the press and broadcasting media, in line with the organisation's agreed media strategy.
- Ensuring the effective and efficient administration of the organisation and its resources, striving for best practice in good governance.
- Acting as a counter-signatory on FEP's cheques (including any electronic transactions) and any applications for funds.
- To maintain absolute confidentiality about all aspects of the Directors' business, bearing in mind the over-riding legal obligations placed upon Directors.
- To ensure that FEP, and its representatives, function within all legal and regulatory requirements applicable, and in line with the organisation's Memorandum and Articles, continually striving for best practice in governance.
- To take appropriate professional advice in matters where there may be a material risk to the organisation, or where the Directors may be in breach of their duties.
- To avoid any personal conflict of interest.
- To undergo a thorough induction upon appointment and ongoing to remain alert to, and aware of, their duties and responsibilities, and of the environment in which they operate.

The Chairperson/Vice Chairperson

The Chair /Vice Chair will work with the Company Secretary to ensure that Director decisions are acted upon and that FEP is managed effectively.

The Chair /Vice Chair particularly should be sympathetic to the difference between the role the Board of Directors play in developing and agreeing the strategic direction of the organisation and that of the PMG in applying that strategy to the day-to-day operations of the organisation.

The Chairperson/Vice Chairperson's Role:

- Leadership of the Board, ensuring its effectiveness on all aspects of its role and setting its agenda.
- Ensuring the provision of accurate, timely and clear information to Directors.
- Ensuring effective communication with the membership.
- Arranging the regular evaluation of the performance of the Board and individual Directors.
- Facilitating the effective contribution of Directors and ensuring constructive relations between the PMG and the Directors.

The Chairperson/Vice Chairperson Main Responsibilities:

- Leading the Directors and members of the PMG in the development of strategic plans for the organisation.
- Providing leadership and support to staff and ensuring that the organisation is run in accordance with the decisions of the Directors, the organisation's Memorandum and Articles and relevant legislation.
- Liaising with the Company Secretary and Admin Officer with the drafting of agendas and supporting papers for Board meetings, ensuring that the business is covered efficiently and effectively in Board meetings.
- Undertaking a leadership role in ensuring that the Board of Directors fulfils its responsibilities for the governance of the organisation.
- Leading on, with the assistance of the Company Secretary where appropriate, the development and implementation of procedures for Board induction, development, training, and appraisal.
- Implementing an effective communication strategy that includes the needs of staff, beneficiaries and other stakeholders.
- Liaising with the Company Secretary to lead on the planning and convening of setting and Chairing of Board meetings and AGM's.
- Chairing Board and stakeholder meetings
- Ensuring Board decisions are acted upon and followed through.
- Leading disciplinary procedures and recruitment, where appropriate and in line with the organisation's agreed procedures.
- Maintaining the Directors' commitment to Board renewal and succession management, in line with the Memorandum and Articles and other governing documents.
- Ensuring that the performance of the Board, as a whole, and the Directors individually is reviewed on an annual basis.

The Company Secretary

The Company Secretary provides assistance and support to the Chair of the Board for the smooth and efficient running of meetings of the Board of Directors.

The Company Secretary may also be closely involved in monitoring the compliance with various legislative and regulatory requirements affecting the organisation's duties and its activities, and ensuring that the Directors' decisions are acted upon, and that all decisions made are in accordance with the Memorandum and Articles, reflect the objects of the Company, and that the company continues to provide public benefit.

The Company Secretary should comply with the relevant legislative and regulatory requirements FEP is subject to.

The Company Secretary Responsibilities:

- To liaise with the Chair to plan, arrange and produce agendas and supporting papers for Board meetings and for drafting the subsequent minutes.
- To act as Company Secretary and ensure that company law, and regulatory requirements of reporting and public accountability are complied with.
- Arranging Board meetings in line with legal, and other regulatory requirements, and in accordance with the Memorandum and Articles. If the position of Company Secretary is an honorary one, this may be in partnership with a paid member of staff.
- Acting as the custodian of the Memorandum and Articles in liaison with the Directors, reviewing its appropriateness and monitoring that the organisations activities reflect the objects set out in the Memorandum and Articles. Also, to act as the holder of statutory registers and books, and other legal / important documents.
- Ensuring that Director decisions are implemented in accordance with the companies Memorandum and Articles or other internal operational procedures.
- Acting as a counter signatory on company cheques and any applications for funds.
- Ensuring that the stationery, including electronic communications, orders, invoices, cheques and other relevant documents include all the details required under company law and/or VAT law.

A Director

The overall responsibility and liability for the actions of those managing the organisation lies with the Directors, it is therefore essential that Directors give both clear guidance and establish thorough reporting systems to ensure that they are the ones making the appropriate decisions about the overall direction of the organisation. It is then up to the PMG to implement the decisions of the Directors and report back to the Board.

A Director's Responsibilities:

- Nominate a Company Secretary
- Act in the best interests of FEP at all times, and its beneficiaries, in accordance with the organisation's Memorandum and Articles;
- Ensure the solvency and effective running of FEP.
- Ensure that there are effective controls in place to monitor and regularly FEP finance and administration systems;
- Take responsibility for the appointment and ongoing management of the Project Managers, along with appraising and monitoring their work.
- Agree the strategic direction of FEP which may involve input from their staff and their stakeholders.
- Ensure that all risks to FEP and its assets are identified, in a risk register, and appropriate steps established to mitigate against those risks;
- Ensure money that is not immediately required should be invested in the most suitable manner seeking professional advice when appropriate.
- Not personally profit from their position; unless relevant authority has been gained from the Board in accordance with the requirements of the Articles of Association.
- Maintain appropriate records relating to accounts and financial matters and ensure that they are audited/independently examined accordingly. This includes accounts being filed at Companies House. 'Preparing Directors' Annual Reports and Accounts.

- Comply with any other legal or regulatory requirements relevant to FEP such as:
 - Health and Safety and Environment
 - Employment Law
 - Data protection
 - Safe Guarding Children
 - Whistle Blowing
 - Cyber Security
 - GDPR
- Should familiarise themselves FEP Memorandum and Articles and quality procedures.
- Should seek guidance or legal advice, when the organisation is no longer able to carry out its objects in line with the Memorandum and Articles, with the view to resolving the situation.

The Regeneration Officer

- Carry out Duties of Director.
- Responsible for providing the management, storage, and retrieval of FEP records and data.
- Provide admin support to the Board, Stakeholder and Sub-Groups. This may be delegated but supervised.
- Support Company Secretary
- Responsible for Media Strategy and internal /external communications

The Cabinet Member Responsible

- Carry out Duties of Vice Chair?
- Carry out Duties of Director in line with the Forest of Dean District Council corporate strategy

Sub-Group Leader

Sub-group leaders will be invited to become Directors of the FEP CIC on appointment. If they decide not to become a Director, they can be invited to attend Board Meetings to report on progress as follows:

- Ensure that their sub-group meets on at least a quarterly basis.
- Ensure that the sub-group has enough members with relevant skills and experience to carry out duties.
- Develop project proposals for approval by the Board of Directors and Stakeholder group.
- Manage meeting Agenda.
- Feedback sub-group activity to the Board and Stakeholder group.
- Provide lead contact for sub-group communications

The Code of Conduct for Directors

Purpose

The purpose of this code of conduct is to provide Directors with clear guidelines as to their standard of behaviour, responsibilities, and best practice in fulfilling their obligations to this Community Interest Company. This document should be read in conjunction with the Director role description and the conflicts of interest policy, prior to FEP register of interests.

General

Directors should familiarise themselves with the 'Nolan Principles' below and act in accordance with them.

“Selflessness: They should not make decisions in order to gain financial or other benefits for themselves, their family or their friends.

Integrity: Directors should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their duties.

Objectivity: In carrying out their business, whether awarding contracts or recommending individuals for rewards and benefits, Directors should make choices on merit.

Accountability: Directors are accountable for their decisions and actions to FEP and must submit themselves to whatever scrutiny is appropriate.

Openness: Directors should be as open as possible about all decisions and actions that they take.

Honesty: Directors have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising.

Leadership: Directors should promote and support these principles by leadership and example.”

Directors must have a good understanding of, and be sympathetic with, the aims and objects of the organisation and act in accordance with the Memorandum and Articles at all times.

Directors must act and make decisions in the best interests of the organisation, and its present and future beneficiaries.

Directors should do their best to avoid conflicts of interest, and where they do find themselves conflicted should declare that fact and not take part in any relevant decision making, in accordance with the conflict of interest policy.

Where assistance and advice are required for the Directors to be able to make the most appropriate decision affecting the company, that assistance/advice should be sought from an appropriate source (e.g. professional adviser) and considered carefully.

Directors must play an active role in the Board of Directors, having spent due time reading and digesting Board papers in preparation for the meeting. A minimum attendance of 4 is required at Board meetings to ensure a quorum and that best practice in governance is reached and maintained.

Directors must not receive any financial or non-financial benefit that is not explicitly authorised by the Memorandum and Articles. Directors should not exert any influence to garner any preferential treatment for themselves or their family, or other connected persons (refer to conflict of interest policy).

Directors are jointly and severally liable for their decisions, therefore decisions should be taken together, as a team, recorded accurately in the minutes, and communicated to staff, beneficiaries and funders in a unified manner.

Directors are accountable to a range of interested parties for their actions and as such decision-making and governance issues should be as transparent as possible, except for when confidentiality is required.

Should a Director feel they require further guidance or training in their role, it is their responsibility to inform the Chair and, in liaison with the Chair, develop opportunities for new training on an individual or group basis.

Any information of a confidential nature must remain so outside the confines of the Director meeting.

Conflict of Interests Policy / Anti Bribery & Corruption Policy

Why we have a Policy

Directors have a legal obligation to act in the best interests of FEP CIC and in accordance with Memorandum and Articles of Association, and to avoid situations where there may be a potential conflict of interest. Conflicts of interests may arise where an individual's personal or family interests and/or loyalties conflict with those of FEP. Such conflicts may create problems; they can:

- Inhibit free discussion;
- Result in decisions or actions that are not in the interests of Forest Economic Partnership; and
- Risk the impression that the company has acted improperly.

The aim of this policy is to protect both the organisation and the individuals involved from any appearance of impropriety as well as actual impropriety.

The Declaration of Interests

Accordingly, we are asking Directors to declare their interests, and any gifts or hospitality received in connection with their role in FEP. A declaration of interests form is provided for this purpose, listing the types of interest you should declare. To be effective, the declaration of interests will be updated annually, and also when any changes occur.

If you are not sure what to declare, or whether/when your declaration needs to be updated, please err on the side of caution. If you would like to discuss this issue, please contact the Chair or Company Secretary for confidential guidance.

This register of interests shall also be used to record all gifts of a value over £10 received by the Directors and staff. Interests and gifts will be recorded on the Company's Register of Interests, which will be maintained by the Company Secretary. The register will be accessible by the Chairperson and Company Secretary. It may be accessed on written request by Directors.

Data Protection

The information provided will be processed in accordance with data protection principles as set out in the General Data Protection Regulations 2018. Data will be processed only to ensure that Directors act in the best interests of FEP. The information provided will not be used for any other purpose.

What to do if you face a Conflict of 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 two thirds majority required. A quorum must be present for the discussion and decision; interested parties will not be counted when deciding whether the meeting is quorate. Interested Board members may not vote on matters affecting their own interests.

All decisions under a conflict of interest will be recorded by the Company Secretary and reported in the minutes of the meeting. The report will record:

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

Where a Director benefits from the decision, this will be reported in the annual report and accounts.

All payments or benefits in kind to Directors will be reported in the accounts and annual report, with amounts for each Director listed for the year in question.

Where a member of FEP staff is connected to a party involved in the supply of a service or product to the company, this information will also be fully disclosed in the annual report and accounts.

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

Managing 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. Monitoring arrangements for such contracts will include provisions for an independent challenge of bills and invoices, and termination of the contract if the relationship is unsatisfactory.

Declaration of Interests Form

I as Director / Sub-group Lead / Officer of Forest Economic Partnership (FEP) have set out below my interests in accordance with the organisation’s conflicts of interest policy.

Current employment and any previous employment in which you continue to have financial interest.	
Appointments e.g 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 shareholding and beneficial interests.	
Gifts or hospitality offered to you by external bodies and whether this was declined or accepted in the last 12 months.	
Any contractual relationship with the company 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: Dated:

Position

Director Skills/Experience

Briefly state the skills / Experience that you bring to the Board of Directors at FEP e.g. *Finance, HR, Project Management etc:*

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What development do you think you might need in the role of a Director within FEP?

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Signed:

Print Name:

Date:

Director Champions/Leads

If you are willing to champion and work with members then please note your name next to the appropriate subject area.

Subject Area	Champion Name
Quality	
Equality & Diversity	
Finance	
Human Resources	
Health & Safety	
Corporate Governance/ Company Secretary	
Legal	
Safeguarding	
Marketing and Comms	

Director Declaration

As a Director of FEP a Company Limited by Guarantee, I agree that I have read and understood my responsibilities as a Director as outlined within this governance document.

I agree that at all times I will represent the interests of FEP where no conflicts arise and in cases where conflicts could arise that I will notify the Board of Directors immediately.

I will always ensure that I will represent FEP with the utmost professional integrity to aid the company to discharge its obligations under the company's memorandum and articles.

I agree to provide strategic guidance as a Director to the Team to ensure the legal responsibilities of the company are discharged and maintained.

Signed:

Print Name:

Date: