

SFEDI®AWARDS
POLICIES AND PROCEDURES

Governance Policy

V2.0

Introduction

This is version two of the Governance Policy and replaces all previous versions. This document is subject to regular revision and maintained electronically by its owner. Electronic copies are version controlled. Printed copies are not subject to this control.

Change history to V2.0

Date	Section	Change	Reviewed by	Signed off By
January 2023	All	Multiple changes due to annual review	N Preston	R Lowbridge

Scope

Governance of SFEDI Awards is conducted by the SFEDI Awards Board and supports the appropriate operations of the organisation both with regards to a commercial entity and as a Regulated body.

Although SFEDI Awards operations are managed by the Senior Management Team, it's operations is overseen and guided by the Board.

The Board will review governance arrangements at least once every twelve months as part of the annual self-assessment process and these arrangements can only be amended by the Board in communication with the Senior Management Team and to address commentary received from the Regulator(s).

Responsibilities of the SFEDI Awards Board

The Board fulfils its responsibilities through supporting the Senior Management Team to develop strategic plans and by supporting the setting of policy and standards, as well as taking responsibility for the oversight and management of risk.

It will complete these through the monitoring of output by the organisation and being the 'friendly challenger' of the Senior Management Team with relation to the operation of the organisation.

The Board can direct change where required, in line with legal and regulatory requirements, and as such will act with fairness, integrity, and honesty in all its dealings with the Senior Management Team.

Further to this, the Board will agree any and all regulatory submissions prior to their submission as directed within the relevant policies, ie. event notifications, annual statements, changes of circumstance. In these instances, the Chair of the Board will sign on behalf of the Board all submissions alongside the Responsible Officer/Accountable Person.

Governing Board Purpose

The Board will meet on a quarterly basis focusing on:

- Setting and reviewing the values, aims and objectives for the organisation
- Setting and reviewing strategic planning
- Reviewing overall progress against the strategic plan and its objectives, particularly in respect of growth and sustainability, facility development, organisation and leadership, and qualifications strategy
- Acting where appropriate
- Reviewing the overall regulatory and business performance
- Setting and reviewing policy and standards
- Oversight and management of risks
- Addressing issues raised to its attention

The Board will also be responsible for the selection, appointment and performance review of the Head of Quality and the Responsible Officer/Accountable Person.

The day-to-day management and responsibility for the running of SFEDI Awards is delegated by the Board to the Head of Quality and the RO/AP who, in turn, will be supported by employees of the organisation and additional groups constituted for the completion of roles, projects and/or tasks.

Governing Board Membership

The Board will ensure that members have the necessary skills, background, and experience to properly fulfil their role as an active member. In accordance with best practice, the Board will carry out regular reviews of the skills and experience available and will seek to develop additional capability and skills where required. The Governing Board shall have a minimum of three members.

Board Meetings

The Board will meet a minimum of four times a year.

An agenda will be agreed by the Chair and papers in support of the agenda will be sent to all attendees at least one week before the date of the Board meeting.

The quorum for the transaction of the business of a Board meeting shall be a majority of the members. No vote on any matter shall be taken at a meeting of a Board unless the majority of members are present.

Each Board member present in person shall be entitled to one vote. Where there is an equal division of votes, the Chair shall have the casting vote.

At the start of each meeting all members present, whether Board members or invited parties, will be required to declare any conflicts of interest they may have in relation to items on the agenda.

Declared conflicts will be recorded within the relevant section of the minutes and, where the conflict is deemed prejudicial, the Board member or invited party will be required to remove themselves from the discussions relating to the agenda item.

Removal from discussions will guard against the potential for any undue influence being placed on other members of the meeting or the introduction of the inability to freely discuss the agenda item.

In addition to this, where a Board member or invited party has a prejudicial conflict of interest, all papers relating to the agenda item will be withheld to guard against disclosure of potentially sensitive information.

If the conflict has been declared by a Board member, then they shall not be counted towards the quorum with respect to the decision making of the meeting.

Within 10-working days of the meeting, minutes shall be produced. The minutes of each meeting shall be agreed by the Chair prior to issue and shall provide, as a minimum, the following:

- Summary of topics discussed
- Identification of any reports or papers discussed
- Record of any decisions made
- Record of actions placed, including actionees and timescales
- Matters raised to the attention of the Board for information
- Matters raised to the attention of the Board for further discussion

The minutes shall be provided to the members of the Governing Board within 15 working days of each meeting. The minutes shall be agreed and approved at the subsequent meeting of the Board.

Should confidential matters be discussed at a meeting, these shall be noted in the confidential part of the minutes. The Chair will decide whether a matter is to be considered confidential. The following is a non-exhaustive list of matters that will be generally regarded to be confidential:

- Those concerning specific members of staff
- Courses of action that might lead to redundancies, disciplinary action or dismissal, consideration of legal advice, of estimates or tenders for work or supplies or valuations
- Proposals to suspend or remove a Board member
- Formal complaints – depending on the nature of the complaint
- Matters regarding and identified by the Board as being confidential

Board Members' Interests

Board members are required to declare any business or other interests in any item being discussed at a meeting. Each Board member must disclose their interest, withdraw from the meeting, and not vote on a matter if:

- There may be a conflict between their interests and the interests of the Board
- There is reasonable doubt about their ability to act impartially in relation to a matter where a fair hearing is required
- They may have a personal interest in a matter, this is where they and/or a close relative will be directly affected by the decision of the Board in relation to that matter

All matters relating to Board members interests will be governed by the Conflict of Interest policy setting out how they should be recorded and appropriate actions taken where required.

Contact Us

If you have any queries about the content of this policy, please contact our customer service department.

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