

GV01 Governance Policy

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The Role of a Trustee

The Hartcliffe City Farm Board of Trustees is collectively responsible for establishing the essential purposes of Hartcliffe City Farm and are also responsible for safeguarding its ethos and values.

Together, the Board and the General Manager develop long-term strategy. Board meeting agendas reflect the key points of the strategy to keep the Board on track.

The Board approves policies to govern organisational activity. These cover essential legal obligations (eg with personnel issues), embody the culture and ethos of the organisation (eg where we purchase goods and services), and set the boundaries for organisation activities (eg how we respond to adverse weather). Policy-making responsibility belongs to the Board.

The Board makes sure the memorandum and articles of association are followed. In particular the organisation's activities must comply with the charitable objects as stated in the memorandum. The Board will review and renew the governing documents from time to time.

The Board is responsible for ensuring that all the organisation's activities are legal.

The Board ensures that Hartcliffe City Farm as a charity fulfils its accountability as required by law to The Charity Commission and HM Revenue and Customs.

The Board is also accountable to:

- Staff and volunteers
- Donors and funders
- Beneficiaries
- The general public

The Board creates policy covering the employment of the General Manager (GM). The Board also select, support and review performance of the GM. The Board recognises and respects the domain of staff and operational responsibility. At the same time, the Board creates policy to guide staff activities and safeguard Hartcliffe City Farm's interests. The extent and limits of the General Manager's authority are laid out in the Scheme of Delegation (HGV15).

The Board supports and follows the Charity Commission Governance code available at [Charity Governance Code](#)

- Organisational purpose
- Leadership
- Integrity
- Decision making, risk and control

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- Board effectiveness
- Equality, diversity and inclusion
- Openness and accountability

It does this through

- Productive meetings
- Effective committees with adequate resources
- Development activities
- Regular performance reviews
- Partnership with consultants where necessary.

Through the Board's own behaviour, governance oversight and activities on behalf of Hartcliffe City Farm, it enhances and protects its reputation. Trustees are good ambassadors for Hartcliffe City Farm and adhere to its codes of conduct.

Financial Responsibilities

The Charity Commission has full guidance on the financial responsibilities of the trustees at [Managing charity finances - GOV.UK](#)

The financial responsibilities of the board are to

- Act in the charity's best interests
- Ensure responsible financial management so that assets are used solely for charitable purposes
- Avoid undue risk (not over-commit, take special care when investing or borrowing, insure against risks)
- Comply with the law and governing documents
- Ensure financial record-keeping and reporting (publish financial statements that accurately reflect the charity's financial position and performance)
- Oversee budgeting and financial planning (ensure sufficient financial resources to carry out activities)
- Oversee financial operations
- Ensure accountability, in particular with restricted funds
- Understand financial documents (eg balance sheets, budgets, management accounts, cash flow and annual accounts).

The board should ensure the constraints charities have on trading are considered. These include

- Constraints in law
- Tax issues
- Charity Commission guidance
- Trustee duties of Trust, duty of Prudence and duty of Care
- Good Practice
- The Articles of the Charitable Company, and in particular the Powers
- The Articles of any subsidiary trading company
- Considerations of maximizing income
- Internal administrative capacity and efficiency

HMRC have good guidance on charities and trading at [Charities and trading - GOV.UK](#)

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Delegation

The board can only delegate matters insofar as there is a power to do so in the organisation's articles. Any delegation is to enable the trustee body as a whole to better fulfil their duties. The delegation does not enable or cause the trustee body as a whole to abdicate from their collective responsibilities. The board holds responsibility for its choices in any acts of delegation.

Conflicts of Interest

Any trustee who has a financial interest in a matter under discussion, should declare the nature of their interest and withdraw from the room, unless they have a dispensation to speak. This includes if a trustee has an interest in the matter under discussion, which creates a real danger of bias (that is, the interest affects them, or a member of their household, more than the generality affected by the decision).

If a trustee has any other interest which does not create a real danger of bias, but which might reasonably cause others to think it could influence their decision, they should declare the nature of the interest, but may remain in the room, participate in the discussion, and vote if they wish.

If in any doubt about the application of these rules, a trustee should consult with the Chair.

All trustees' interests are listed in the Register of Trustees' Interests.

When a trustee becomes aware of a new, actual or potential conflict of interest, they should give notice of it to the General Manager to enable them to update the Trustees' Interests Register.

The General Manager should include in their report for each trustees' meeting details of any contracts/agreements to be entered into prior to the next meeting of the trustees and any potential conflicts identified from a check of the Register.

Whenever possible, there should be competitive tendering for contracts or work for which a trustee might be suited (and taking up references from other clients or customers).