

# The Mortimer Society

## Good Governance Code

November 2017



## Principle 1. Organisational Purpose

### Principle

The Board is clear about the Society's aims and ensures that these are being delivered effectively and sustainably.

### Rationale

Charities exist to fulfil their charitable purposes. Trustees have a responsibility to understand the environment in which the Society is operating and to lead the charity in fulfilling its purposes as effectively as possible with the resources available. To do otherwise would be failing beneficiaries, funders and supporters. The Board's core role is a focus on strategy, performance and assurance.

### Board Member Duties

Members of the Board will understand their role, responsibilities and legal duties collectively and individually.

### Key Outcomes:

- 1.1** The Board has a shared understanding of and commitment to the Society's purposes and can articulate these clearly.
- 1.2** The Board can demonstrate that the Society is effective in achieving its charitable purposes and agreed outcomes.

Recommended Practice	Demonstrated by:
<b>1.3</b> Determining Organisational Purpose	
1.3.1. The Board periodically review the Society's charitable purpose and the external environment in which it works to make sure that the Society and its purposes stay relevant and valid.	<p>This is achieved through the review of the <u>Annual Business Plan</u><sup>1</sup> that continues to evolve to meet the requirement of the external environment. Trustees take responsibility for setting the Society's <u>strategic aims and direction</u><sup>2</sup> and agreeing appropriate future plans. Decisions taken are documented at each Board meeting.</p> <p><i>Accountable: 1 - HBCA: 2 – CEO:</i></p>
Recommended Practice	Demonstrated by:

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<p>1.3.2. The Board leads the development of and agrees a strategy that aims to achieve the organisation’s charitable purposes and is clear about the desired outcomes and impacts.</p>	<p>The Board’s aims and vision for the Society are translated into <u>annual residential care requirements</u><sup>1</sup> aligned with <u>workforce planning, a development plan</u><sup>2</sup>, the <u>income expenditure and capital programme</u><sup>3</sup>. Clear lines of responsibility are allocated to monitor the delivery of high quality care and other agreed outputs, outcomes and impacts.</p> <p><i>Accountable: 1 – HCQC: 2 – HBCA: 3 – CEO:</i></p>
<p><b>1.4 Achieving the Purpose</b></p>	
<p>1.4.1. All Trustees can explain the Society’s public benefit.</p>	<p>All Trustees understand the Society’s purpose as set out in the governing document and are conversant with the <u>aims and objectives of the Society</u><sup>1</sup>. The <u>Trustees' Annual Report</u><sup>2</sup> explains how the Society has carried out its purpose for the public benefit and demonstrates the value and impact of the Society's work to its stakeholders and other interested parties. The report is accessible on the Society web site.</p> <p><i>Accountable: 1 – SMT: 2 – CEO</i></p>
<p>1.4.2. The Board evaluates the Society’s impact, outputs and outcomes on an ongoing basis.</p>	<p>The progress on objectives are reviewed by the Board with the senior management team, quarterly, or more frequently if necessary.</p>
<p><b>1.5 Analysing the external environment and planning for sustainability</b></p>	
<p>1.5.1. The Board regularly review the sustainability of its income sources and their impact on achieving charitable purposes in the short, medium and longer term.</p>	<p>The Board ensures that <u>appropriate financial controls</u><sup>1</sup> are in place to manage risk and has safeguards in place that include <u>corporate risk management</u><sup>2</sup> to avoid exposing the Society’s assets or reputation to undue risks. The Board approves financial policies to provide control. Sector comparisons are provided by SMT to determine future revenue based on demand. An Annual Business plan that is approved by the Board is in place to ensure the Society’s charitable purposes are met.</p> <p>Trustees are aware of their responsibility to make balanced and adequately informed decisions, thinking about the long and medium term. Trustees take appropriate advice and special care when investing or borrowing and comply with any restrictions on spending funds or selling land. All decisions of this nature are discussed and recorded at each meeting of the Trustees.</p> <p><i>Accountable: 1 – CEO: 2 – HBCA</i></p>
<p><b>Recommended Practice</b></p>	<p><b>Demonstrated by:</b></p>

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<p>1.5.2. Trustees consider the benefits and risks of partnership working, merger or dissolution if other organisations are fulfilling similar charitable purposes more effectively and/or if the Society's viability is uncertain.</p>	<p>The Charity has been independently assessed a viable on-going organisation by both the Bank and Auditors therefore merger or dissolution has not been deemed necessary to consider at this time. <u>Partnership working</u><sup>1</sup> with our contractors continues at all levels particularly with Local Authorities and NHS.</p> <p><i>Accountable: 1 – SMT:</i></p>
<p>1.5.3. The Board recognises its broader responsibilities towards communities, stakeholders, wider society and the environment and acts on them in a manner consistent with the Society's purposes, values and available resources.</p>	<p>The Board ensures that they are sufficiently informed by taking any advice needed to act in good faith, and only in the interests of the Society to best enable the Society to carry out its purposes. This is achieved by taking documented advice from professionals within specific areas of expertise. Trustees monitor complaints and grievances and resultant actions on a monthly basis through <u>audit reports</u><sup>1</sup> and <u>dashboard analysis</u><sup>2</sup></p> <p><i>Accountable: 1 – HCQC: 2 – SMT</i></p>

## Principle 2. Leadership

### Principle

Every charity is headed by an effective Board that provides strategic leadership in line with the charity’s aims and values.

### Rationale

Strong and effective leadership helps the charity adopt an appropriate strategy for effectively delivering its aims. It also sets the tone for the charity, including its vision, values and reputation.

### Board Member Duties

Members of the Board will understand their role, responsibilities, stewardship of assets and legal duties collectively and individually.

### Key Outcomes

- 2.1** The Board as a whole, and Trustees individually, accept collective responsibility for ensuring that the Society has a clear and relevant set of aims and an appropriate strategy for achieving them.
- 2.2** The Board agrees the Society vision, values and reputation and leads by example, requiring anyone representing the Society to reflect its value positively.
- 2.3** The Board makes sure that the Society’s values are reflected in all of its work, and that the ethos and culture of the organisation underpin the delivery of all activities.

Recommended Practice	Demonstrated by:
<b>2.4. Leading the Charity</b>	
2.4.1. The Board and individual Trustees take collective responsibility for its decisions.	The Board makes all significant decisions collectively with care and skill and these decisions are documented within the minutes of the quarterly meetings. The Board is aware of its <u>legal duty</u> to act in the Society’s best interest and manage resources responsibly. <i>Accountable: 1 -CEO</i>
Recommended Practice	Demonstrated by:

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<p>2.4.2. The Chair provides leadership to the Board and takes responsibility for ensuring the Board has agreed priorities, appropriate structures, processes and a productive culture and has Trustees who are able to govern well and therefore add value to the Society.</p>	<p>The Chair leads the Board and <u>Trustee meetings ensuring that they are properly run and recorded<sup>1</sup></u> . The Trustees oversee the priorities, workforce planning, inclusive culture and the governance of the Society adding overall value in their expertise. The Chair line manages the CEO on behalf of the Trustees.</p> <p><i>Accountable: 1 – HBCA</i></p>
<p>2.4.3. The Board makes sure that there are proper arrangements for the appointment of staff, supervision, support, appraisal, remuneration and, if necessary, dismissal</p>	<p>The Board is aware of and complies with the governing document and the law that clearly states specific legislation and regulations that the Society must adhere to. The Board approves Recruitment, Supervision, Appraisal, Disciplinary and Dismissal policies that are in place.</p>
<p>2.4.4. If the Society has volunteers, the Board makes sure there are proper arrangements for their recruitment, support and supervision.</p>	<p>The Board approves a policy for the recruitment, support and <u>management of volunteers<sup>1</sup></u>.</p> <p><i>Accountable: 1 – RM BH &amp; FH</i></p>
<p>2.4.5. The Boards’ functions are formally recorded. There are role descriptions that define Trustees’ responsibilities for all Trustees that differentiate clearly between the responsibilities those of the Chair and other officer positions and outline how these roles relate to staff or volunteers where they exist.</p>	<p>All meetings including AGM, quarterly Board meetings and special meetings are documented. Each Trustee has lead responsibilities aligned with their field of expertise and experience. All Trustees have terms of reference and refer to The Charity Commission Guidance to reflect good practice.</p>
<p><b>Recommended Practice</b></p>	<p><b>Demonstrated by:</b></p>

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<p>2.4.6. Where the Board has agreed to establish a formally constituted subsidiary organisation/s, it is clear about the rationale, benefits and risks of these arrangements.</p>	<p>N/A</p>
<p><b>2.5 Leading by Example</b></p>	
<p>2.5.1. The Board agrees the values, consistent with the Society's purpose, and makes sure that these values underpin all its decisions and the Society's activities.</p>	<p>The Trustees' Annual Report explains how the Society has carried out its purpose the public benefit and demonstrates the value and impact of the Society's work to its stakeholders and other interested parties.</p>
<p>2.5.2. The Board recognises, respects and welcomes diverse, different and, at times, conflicting Trustee views.</p>	<p>The Society actively encourages a diverse range of Trustees to join the Board to create confidence and respect from their stakeholder base and the wider community.</p>
<p>2.5.3. The Board provides oversight and direction to the Society and provides support and constructive challenge to the organisation and its existing staff and volunteers.</p>	<p>The Board holds the CEO and the senior management team to account and ensure they are acting to deliver the organisation's strategy and objectives. The Board meets with the SMT quarterly on a formal basis and other specific meetings occur throughout the year.</p>
<p>2.5.4. The Board supports staff and volunteers to feel confident and able to provide the information, advice and feedback necessary to the Board.</p>	<p>There is a strong working relationship between the CEO and the Chair of the Board through 1:1 meetings and pre Board meetings with the CEO, HBCA and the HCQC.</p>
<p><b>Recommended Practice</b></p>	<p><b>Demonstrated by:</b></p>



<b>2.6 Commitment</b>	
<p>2.6.1. All Trustees give sufficient time to the Society to carry out their responsibilities effectively. This includes preparing for meetings and sitting on Board committees and other governance bodies where needed.</p> <p>The expected time commitment is made clear to Trustees before nomination or appointment and again on acceptance of nomination or appointment.</p>	<p>Following the recruitment procedure and prior to appointment potential Trustees meet with the Chair and CEO to discuss Trustee responsibilities and time commitment. The Chair of the Society writes to the prospective Trustees, setting out their duties and the Society's expectations of them</p> <p><u>An information pack<sup>1</sup></u> about the Society is held by all Trustees</p> <p><i>Accountable: 1 – HBCA</i></p>
<p>2.6.2. Where individual Board members are also involved in operational activities, for example as volunteers, they are clear about the capacity in which they are acting at any given time and understand what they are and are not authorised to do and to whom they report.</p>	<p>N/A</p>

## Principle 3. Integrity

### Principle

The Board acts with integrity, adopting values and creating a culture which helps achieve the Mortimer Society's charitable purposes. The Board is aware of the importance of the public's confidence and trust in charities, and trustees undertake their duties accordingly.

### Rationale

Trustees, and the Board members collectively, have ultimate responsibility for the Society's funds and assets, including its reputation. Trustees should maintain the respect of beneficiaries, other stakeholders and the public by behaving with integrity, even where difficult or unpopular decisions are required. Not doing this risks bringing the Society and its work into disrepute.

### Board Member Duties

Members of the Board will understand their role, responsibilities and legal duties collectively and individually and will provide good governance and leadership by behaving with integrity.

### Key Outcomes:

- 3.1.** The Board acts in the best interests of the Society and its beneficiaries. The Board is not unduly influenced by those who may have special interests and places the interests of the Society before any personal interest. This applies whether trustees are elected nominated, or appointed. Collectively, the Board is independent in its decision making.
- 3.2.** The Board safeguards and promotes the Society's reputation and, by extension, promotes public confidence in the wider sector.
- 3.3.** Members of the Board and those working in or representing the Society are seen to be acting with integrity and in line with the value of the Society.

Recommended Practice	Demonstrated by:
<b>3.4 Maintaining the Society's Reputation</b>	
3.4.1. Trustees adopt and adhere to a suitable code of conduct that sets out expected standards.	All Trustees comply with the Society's governing document and the law.
3.4.2. The Board considers how the Society is perceived by other people, and organisations involved with the Society and the public. It makes sure that the Society operates responsibly and ethically, in line with its own aims and values.	This is achieved by compliance with the governing document and charity law requirements. The Board ensures that the Society's assets are only used to carry out its purpose and no other and the Mortimer Society Annual Report and Accounts are published and available on the Society web site.
3.4.3. The Board ensures that the Society follows the law.  It also considers adherence to non-binding rules, codes and standards, for example relevant regulatory guidance, the 'Nolan Principles' and other initiatives that promote confidence in charities.	All Trustees comply with the Society's governing document and the law. The Charity Governance code is adhered to and advice is sought from other organisations that support effective governance such as NCVO.
<b>3.5 Identifying, dealing with and recording conflicts of interest/loyalty</b>	
3.5.1 The Board understands how real and perceived conflicts of interests and conflicts of loyalty can affect the Society's performance and reputation	Trustees avoid putting themselves in a position where their duty to the Society conflicts with their personal interests or loyalty or any other body. Trustees do not receive any benefit from the Society unless it is authorised and clearly in the Society's interests. Any benefits paid are documented and published in the Society's Annual Report and Accounts.

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Recommended Practice	Demonstrated by:
<p>3.5.2. Trustees disclose any actual or potential conflicts to the Board, and deals with these in line with the Society’s governing document and a regularly reviewed conflicts of interest policy.</p>	<p>A <u>Conflict of Interest Policy</u><sup>1</sup> is in place and any conflict of interest actual or potential is declared and recorded in the minutes of each quarterly Trustee meeting and how this conflict of interest (or loyalty) was dealt with.</p> <p><i>Accountable: 1 – HBCA</i></p>
<p>3.5.3. Registers of interests, hospitality and gifts are kept and made available to stakeholders in line with the Society’s agreed policy on disclosure.</p>	<p>Trustees submit an annual declaration of actual or potential conflicts of interest. A hospitality and gifts policy is in place and any disclosures are declared in the annual report and accounts</p>
<p>3.5.4. Trustees keep their independence and tell the Board if they feel influenced by any interest, or may be perceived as being influenced or to having a conflict.</p>	<p>A Conflict of Interest Policy is in place and any conflict of interest (or loyalty) is declared and recorded in the minutes of each quarterly Trustee meeting. Any action taken as a result of a declaration of conflict of interest is documented within the Minutes of the Meeting.</p>

## Principle 4. Decision Making, Risk and Control

### Principle

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.

### Rationale

The Board is ultimately responsible for the decisions and actions of the Mortimer Society but it cannot and should not do everything. The Board may be required by statute or the Society's governing document to make certain decisions but, beyond this, it needs to decide which other matters it will make decisions about and which it can and will delegate.

Trustees delegate authority but not ultimate responsibility, so the Board needs to implement suitable financial and related controls and reporting arrangements to make sure it oversees these delegated matters. Trustees must also identify and assess risks and opportunities for the organisation and decide how best to deal with them, including assessing whether they are manageable or worth taking.

### Board Member Duties

As the accountable body the Board will ensure effective controls.

### Key Outcomes

- 4.1** The Board is clear that its main focus is on strategy, performance and assurance , rather than operational matters, and reflects this in what it delegates.
- 4.2** The Board has a sound decision-making and monitoring framework which helps the organisation deliver its charitable purposes. It is aware of the range of financial and non-financial risks it needs to monitor and manage.
- 4.3** The Board promotes a culture of sound management of resources but also understands that being over-cautious and risk averse can itself be a risk and hinder innovation.
- 4.4** Where aspects of the Board's role are delegated to committees, staff, volunteers or contractors, the Board keeps responsibility and oversight

Recommended Practice	Demonstrated by:
<b>4.5 Delegation and Control</b>	
<p>4.5.1. The Board regularly reviews which matters are reserved to the Board and which can be delegated. It collectively exercises the powers of delegation to committees or individual Trustees, staff or volunteers.</p>	<p>The Board discharges its responsibility of overseeing the administration of the Society at its quarterly and additional meetings by delegating specific projects and tasks to sub-groups or an accountable lead.</p> <p>The Board reviews the Work Development Plan quarterly . A lead officer from SMT is accountable to deliver each element.</p>
<p>4.5.2. The Board describes its 'delegations' framework in a document which provides sufficient detail and clear boundaries that the delegations can be clearly understood and carried out</p>	<p>A Governance Code is in place and reviewed regularly by the Trustees and Chair</p>
<p>4.5.3. The Board makes sure that its committees have suitable terms of reference and membership and that:</p>	<p>N/A</p>
<p>4.5.4. Where The Society uses third party suppliers the Board assures itself that this work is carried out in the interests of the Society and in line with its values and the agreement between the organisation and supplier.</p> <p>The Board makes sure that such agreements are regularly reviewed to make sure they are still appropriate.</p>	<p>A <u>preferred suppliers list of approved contractors</u><sup>1</sup> is reviewed on an annual basis or as necessary by the Trustees. There is an agreed financial limit for each contract in place for preferred suppliers.</p> <p><i>Accountable: 1- CEO</i></p>
Recommended Practice	Demonstrated by:

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<p>4.5.5. The Board regularly checks the Society’s key policies and procedures to ensure make sure that they still support, and are adequate for, the delivery of the Society’s aims.</p> <p>This includes: policies and procedures dealing with Board strategies, functions and responsibilities, finances (including reserves), service or quality standards; where needed, good employment practices and encouraging and using volunteers; key areas of activity such as fundraising and data protection.</p>	<p><u>Policies and Procedures</u><sup>1</sup> that reflect legal and regulatory requirements are in place for the Society that are reviewed annually or as necessary and available for all stakeholders.</p> <p><i>Accountable: 1 – SMT</i></p>
<p><b>4.6 Managing and monitoring organisational performance</b></p>	
<p>4.6.1. The Board makes sure that operational plans and budgets are in line with the Society’s purposes, strategic aims and resources.</p>	<p>The Board approves an Annual Business Plan to meet The Society’s objectives, values, beliefs and the management of Society resources.</p>
<p>4.6.2. The Board regularly monitors performance using a consistent framework and checks performance against the Society’s strategic aims, operational plans and budgets.</p>	<p>A monthly Society Dashboard provides the Board with clinical data concerning the delivery and experience of care which is aligned to CQC performance indicators.</p> <p>All Trustees receive a <u>Monthly Quality and Compliance Audit</u><sup>1</sup> to allow the monitoring of operational plans and service delivery.</p> <p>A Development Plan is in place which is monitored by Trustees every quarter.</p> <p><i>Accountable: 1 – HCQC</i></p>
<p><b>Recommended Practice</b></p>	<p><b>Demonstrated by:</b></p>

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<p>4.6.3. The Board agrees what information is needed to assess delivery against agreed plans, outcomes and timescales. Trustees share timely, relevant and accurate information in an easy to understand format</p>	<p>The Chair and Board approve The Annual Work Programme. The Minutes of all Trustee meetings report the agreed plans/decisions with specified actions, timescale for completion and responsible person identified</p> <p>The Quarterly Trustee Report prepared by SMT gives information concerning the Homes and the Care Sector. SMT provide a list of conferences, training, and sector events attended and report back significant information to Trustees quarterly or more frequently as necessary.</p>
<p>4.6.4. The Board regularly considers information from other organisations to compare or benchmark the organisation's performance.</p>	<p>The Board routinely requests comparator information regarding organisational performance from the CEO. Reports provide comparisons from CQC, Government, Inspection reports, Media Information, KiCA. SMT provide feedback to the Trustees quarterly concerning conferences, training and meetings attended.</p>
<p><b>4.7 Actively Manage Risks</b></p>	
<p>4.7.1. The Board retains overall responsibility for risk management and discusses and decides the level of risk it is prepared to accept for specific and combined risks.</p>	<p>The Trustees assess the major risks to which the Society is exposed, in particular those related to the operations and finances of the organisation, as outlined in the Annual Report.</p> <p>Trustees monitor this process through the Society's <u>Corporate Risk Assurance Framework</u><sup>1</sup> which is reviewed, updated as appropriate and reported to the Board on a quarterly basis. The Board ensures that the Society's assets are protected and do not make decisions to over commit the Society.</p> <p><i>Accountable: 1 – HBCA</i></p>
<p>4.7.2. The Board regularly reviews the Society's specific significant risks and the effect of these risks added together. It makes plans to mitigate and manage these risks appropriately. Trustees also consider risk that relates to their situation. The Society cares for vulnerable adults and Trustees look carefully at risks relating to the safeguarding process.</p>	<p>The Society complies with The Care Act 2014 with reference to the safeguarding process to protect adults at risk of abuse or neglect.</p> <p>A designated Trustee provides the <u>Safeguarding Lead</u><sup>1</sup> for the Board and all safeguarding alerts are notified immediately to the Board. Safeguarding is an agenda item at each quarterly Trustee Meeting.</p> <p>All cases of safeguarding are reviewed by the Board to assess any learning required from a specific event.</p> <p><i>1 - Trustee Yvonne Clarke is the safeguarding lead for the Board</i></p>
<p><b>Recommended Practice</b></p>	<p><b>Demonstrated by:</b></p>



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<p>4.7.3. The Board puts in place and regularly checks the Society's process for identifying, prioritising, escalating and managing risks and, where applicable, the Society's system of internal controls to manage these risks.</p> <p>The Board reviews the effectiveness of the Society's approach to risk at least every year. The Board describes the Society's approach to risk in its annual report and in line with regulatory requirements.</p>	<p>The Corporate Risk Register identifies and assesses risks across The Society, with systems in place to minimize, monitor, and control the probability and/or impact of adverse events to which the Society is exposed. The Board reviews, directs amendments and approves the Corporate Risk Register quarterly.</p> <p>Robust and effective financial controls are in place that are reviewed by the Board and CEO annually or as necessary. Trustees approve financial policies and procedures to manage income and expenditure.</p>
<b>4.8. Appointing External examiners or auditors</b>	
<p>4.8.1. The Board agrees and oversees an effective process for appointing and reviewing its external examiners or auditors if they are required.</p>	<p>The Chair and CEO recommends the appointment of the auditors for the following years' audit at the AGM for ratification by the Board.</p>

## Principle 5. Board Effectiveness

### Principle

The Board works as an effective team, using the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions.

### Rationale

Diversity, in the widest sense, is essential for Boards to stay informed and responsive and to navigate the fast-paced and complex changes facing the voluntary sector. Boards whose trustees have different backgrounds and experience are more likely to encourage debate and to make better decisions.

The term 'diversity' includes the nine protected characteristics of the Equality Act 2010 as well as different backgrounds, life experiences, career paths and diversity of thought. Boards should try to recruit people who think in different ways, as well as those who have different backgrounds, whether they are manageable or worth taking.

### Board Member Duties

As the accountable body the Board will ensure effective controls

### Key Outcomes

- 5.1** The Board's culture, behaviours and processes help it to be effective; this includes accepting and resolving challenges or different views.
- 5.2** All Trustees have appropriate skills and knowledge of the charity and can give enough time to be effective in their role.
- 5.3** The chair enables the Board to work as an effective team by developing strong working relationships between members of the Board and creates a culture where differences are aired and resolves.
- 5.4** The Board takes decisions collectively and confidently. Once decisions are made the Board unites behind them and accepts them as binding.

### Recommended Practice

### Demonstrated by:

<b>5.5 Working as an Effective Team</b>	
5.5.1. The Board meets as often as it needs to be effective.	The Board meets quarterly or more frequently as necessary. In addition special meetings are arranged throughout the year to discuss specific decisions that may need to be made.
5.5.2. The Chair, working with Board members and where they exist staff, plans the Board’s work and meetings, making sure Trustees have the information, time and space they need to explore key issues and reach well-considered decisions.	The Chair approves the agenda for each Trustee meeting and requests supporting documentation as required. Trustees have information provided in the form of reports, audits, dashboards, accounts, recommendations and discussion with SMT prior to any decision making process. The Chair carries out meetings with Senior Management Team prior to each trustee meeting to ensure all Trustees are fully briefed with sufficient information concerning agenda items and decisions that may need to be made.
5.5.3. The Board regularly discusses its effectiveness and its ability to work together as a team, including individuals’ motivations and expectations about behaviours.  Trustees take time to understand each other’s motivations to build trust within the Board and the Chair asks for feedback on how to foster an environment where Trustees can constructively challenge each other.	The Trustees hold closed sessions at Board meetings on an ad hoc basis to enable a free exchange between members. The Chair has individual discussions with Trustees and specific meetings and training sessions are arranged. Future direction/vision meetings are planned to set the overall direction of the Society. Objectives are reviewed and recorded at each meeting by the Trustees to evaluate progress and determine the next steps or improvements required. CEO meets with Trustees to take opinion concerning collaboration and working arrangements.
5.5.4. Where significant differences of opinion arise, Trustees take time to consider the range of perspectives and outcomes, respecting all viewpoints and the value of compromise in Board discussions.	All significant decisions made concerning activities the Society undertakes and resources to be used are collective and the decision making process is recorded at Trustee Meetings. The Trustees have a varied set of skills and experience and all views are respected and considered prior to arriving at a collective decision.
<b>Recommended Practice</b>	<b>Demonstrated by:</b>

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<p>5.5.5 The Board collectively can get independent, professional advice in areas such as governance, the law and finance.</p>	<p>The Board is able to gain independent, professional advice from various consultancies. Consultants and Professional bodies currently used are Brachers, McIntyre Hudson, The National Council for Voluntary Organisations, CQC, The Charity Commission</p>
<p><b>5.6. Reviewing the Board’s composition</b></p>	
<p>5.6.1. The Board has, and regularly considers, the skills, knowledge and experience it needs to govern, lead and deliver the Society’s purposes effectively. It reflects this mix in its trustee appointments, balancing the need for continuity with the need to refresh the Board.</p>	<p>Responsibility for the recruitment of new trustees rests with the existing Trustees who oversee the management of an open and efficient process that is documented. In this process consideration is given to knowledge, experience, diversity gaps in the composition of the current Board of trustees.</p>
<p>5.6.2. The Board is big enough that the needs of the Society’s work can be carried out and changes to the Board’s composition can be managed without too much disruption.</p> <p>A Board of at least five but no more than twelve Trustees is typically considered good practice.</p>	<p>The Board is composed of six Trustees.</p>
<p><b>5.7 Overseeing Appointments</b></p>	
<p>5.7.1. There is a formal, rigorous and transparent procedure to appoint new Trustees to the Board, which includes advertising vacancies widely.</p>	<p>Preferred candidates are identified and invited to join the Trustees, subject to references, formal vetting and approval by the full Trustee Board</p>
<p><b>Recommended Practice</b></p>	<p><b>Demonstrated by:</b></p>

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<p>5.7.2. The search for new Trustees is carried out, and appointments or nominations for election are made, on merit, against objective criteria and considering the benefits of diversity. The Board regularly looks at what skills it has and needs, and this affects how new Trustees are found.</p>	<p>Prior to recruitment of new Trustees the Chair and Trustees consider the skills and experience of the existing Board to ensure any new appointment brings a mix of different skills, mindsets and experience to show diversity and ensure balance within the Board.</p>
<p>5.7.3. Trustees are appointed for an agreed length of time, subject to any applicable constitutional or statutory provisions relating to election and re-election. If a trustee has served for more than nine years, their reappointment is</p> <ul style="list-style-type: none"> <li>• Subject to a particularly rigorous review and takes into account the need for progressive refreshing of the Board.</li> <li>• Explained in the Trustees' Annual report.</li> </ul>	<p>Trustees are appointed for an agreed period of time and are subject to constitutional or statutory provisions for election and re-election. The Board records the replacement of Trustees annually.</p>
<p>5.7.4. If a Society's governing document provides for one or more Trustees to be nominated and elected by a wider membership, or elected by a wider membership after nomination or recommendation by the Board, the Society supports the members to play an informed role in these processes.</p>	<p>N/A</p>
<p><b>Recommended Practice</b></p>	<p><b>Demonstrated by:</b></p>

<b>5.8 Developing the Board</b>	
<p>5.8.1 Trustees receive an appropriately resourced induction when they join the Board that includes meetings with other members and staff and covers all areas of the Society's work.</p>	<p>All new Trustees receive key documents including:</p> <ul style="list-style-type: none"> <li>• The Society's governing document</li> <li>• The latest annual report and accounts</li> <li>• Minutes of Recent Trustee Meeting</li> <li>• Charity Commission Guidance publication 'The Essential Trustee: what you need to know, what you need to do'</li> <li>• Conflict of Interest Policy</li> </ul> <p>A Trustee induction programme is in place covering the work, aim and objectives of the Society.</p>
<p>5.8.2. The Board reviews its own performance, including that of the Chair. These reviews might consider the Board's balance of skills, experience and knowledge, its diversity, how the Board works together and other factors that affect its effectiveness.</p>	<p>The Board and Chair is held to account by its Members who can raise issues at any point of time. This includes past Trustees who decide to continue to be Members of the Society.</p>
<p>5.8.3. Trustees can explain how they check their own performance.</p>	<p>Trustees check their performance against the actions set out in the minutes of meetings to contribute to the collective performance of the Board.</p>

## Principle 6. Diversity

### Principle

The Board's approach to diversity supports its effectiveness, leadership and decision making.

### Rationale

Diversity, in the widest sense, is essential for Boards to stay informed and responsive and to navigate the fast-paced and complex changes facing the voluntary sector. Boards whose trustees have different backgrounds and experience are more likely to encourage debate and to make better decisions.

The term 'diversity' includes the nine protected characteristics of the Equality Act 2010 as well as different backgrounds, life experiences, career paths and diversity of thought. Boards should try to recruit people who think in different ways, as well as those who have different backgrounds, whether they are manageable or worth taking.

### Board Member Duties

As the accountable body the Board will ensure effective controls

### Key Outcomes:

- 6.1** The Board is more effective if it includes a variety of perspectives, experiences and skills.
- 6.2** The Board ensures that the charity follows principles of equality and diversity, going beyond the legal minimum where appropriate.

Recommended Practice	Demonstrated by:
<b>6.3 Encouraging inclusive and accessible participation</b>	
6.3.1 The Board periodically takes part in training and/or reflection about diversity and understands its responsibilities in this area.	The Board are alert to its responsibilities and also the legislative requirements with which charities must comply with regard to the Equality Act 2010. The Trustees are aware of their general duty to eliminate discrimination within the Society on certain grounds and to advance equality of opportunity. There is periodic discussion concerning diversity of the Board.
Recommended Practice	Demonstrated by:

# The Mortimer Society

<p>6.3.2. The Board makes a positive effort to remove, reduce or prevent obstacles to people being Trustees, allocating budgets where necessary to achieve this within the Society's available resource. This could include looking at</p> <ul style="list-style-type: none"> <li>• The time, location and frequency of meeting</li> <li>• How papers and information are presented to the Board, for example digital technology</li> <li>• Offering communications in formats such as audio and Braille</li> <li>• Paying reasonable expenses</li> </ul> <p>Where and how Trustee vacancies are publicised and the recruitment process</p>	<p>The Board is committed to making use of more active, open and inclusive methods of recruitment, such as advertising or using trustee brokerage services</p> <p>All Trustees are advised one year in advance of the meetings and are able to raise any issues about the timing to avoid exclusion. If for any reason a member is unable to attend they are able to provide input, advice and views by email on the matters pertaining the meeting. Organising Trustee Board meetings at the most convenient times, or at different times so that people who cannot attend at a particular time are not excluded</p> <p>Documentation is printed and provided by email and other formats would be used if required.</p> <p>All venues used are accessible for people with disabilities.</p> <p>Travel expenses can be claimed</p>
<p>6.3.3. The Chair regularly asks for feedback on how meetings can be made more accessible and how to create an environment where Trustees can constructively challenge each other and all voices are equally heard.</p>	<p>The Chair is open to Trustee debate and discussion at all meetings and is available to discuss any matter with Trustees on a quarterly basis and at the private sessions with Members.</p> <p>The Chair asks for feedback at meetings held with SMT and the CEO and is open to diverse opinion.</p>
<p><b>6.4 Recruiting Diverse Trustees</b></p>	
<p>6.4.1. The Board regularly looks at the skills, experience and diversity of background of its members to find imbalances and gaps, informing trustee recruitment and training</p>	<p>Responsibility for the recruitment of new Trustees rests with the existing Trustees who oversee the management of an open and efficient process.</p> <p>Prior to recruitment of new Trustees the Chair and Trustees consider the skills and experience of the existing Board to ensure any new appointment brings a mix of different skills, mindsets and experience to show diversity and ensure balance within the Board.</p>
<p><b>Recommended Practice</b></p>	<p><b>Demonstrated by:</b></p>



# The Mortimer Society

<p>6.4.2. The Board sees diversity, in all its forms, as an important part of its regular Board reviews. The Board recognises the value of a diverse Board and has suitable diversity objectives.</p>	<p>The Board recognises diversity within its commitment to an open and transparent Members process and adheres to its agreed recruitment process for all positions with the Society. Given the nature of the Charity the importance of recruiting Trustees with the appropriate skill mix is fundamental to ensure the on-going care of its residents.</p> <p>Achieve greater diversity by reaching out into communities that are not presently represented, for example by advertising and by making specific efforts to assist people who might otherwise have difficulties in attending Board meetings. to include people from different social or ethnic backgrounds or to include people with disabilities..</p>
<p>6.4.3. When deciding how to recruit Trustees, the Board thinks about how to attract a diverse pool of candidates. It tries to have diversity in any trustee appointment panels.</p>	<p>Prior to recruitment of new Trustees the Chair and Trustees consider the skills and experience of the existing Board to ensure any new appointment brings a mix of different skills, mindsets and experience to show diversity and ensure balance within the Board. All potential Trustees submit a CV and that are checked in line with the recruitment policy</p>
<p><b>6.5 Monitoring and reporting on diversity</b></p>	
<p>6.5.1. Trustees ensure that there are plans in place to monitor and achieve the Board's diversity objectives.</p>	<p>A Society Policy is in place to cover Equality and Diversity and this is also addressed within in the published Annual Report.</p> <p>Trustees monitor diversity on the dashboard and ensure open processes take place across the workforce.</p>
<p>6.5.2. The Board publishes a description of what steps it has taken to address the diversity and accessibility of the Board.</p>	<p>Annual Report inclusion</p>

## Principle 7. Openness and Accountability

### Principle

The Board leads the organisation in being transparent and accountable. The charity is open in its work, unless there is good reason for it not to be.

### Rationale

The public's trust that a charity is delivering public benefit is fundamental to its reputation and success, and by extension, the success of the wider sector. Making accountability real, through genuine and open two-way communication that celebrates successes and demonstrates willingness to learn from mistakes, helps to build this trust and confidence and earn legitimacy.

### Board Member Duties

Members of the Board will ensure that the Society's performance are guided by the values of openness and accountability

### Key Outcomes

- 7.1 The organisation's work and impact are appreciated by all its stakeholders
- 7.2 The Board ensure that the Society's performance and interaction with its stakeholders are guided by the values, ethics and culture put in place the the Board, Trustees make sure that the charity collaborates with stakeholders to promote ethical conduct.
- 7.3 The Charity takes seriously its responsibility for building public trust and confidence in its work.
- 7.4 The Charity is seen to have legitimacy in representing its beneficiaries and stakeholders.

Recommended Practice	Demonstrated by
<b>7.5 Communicating and Consulting effectively stakeholders</b>	
<p>7.5.1. The Board identifies the key stakeholders with an interest in the Society's work. These might include users or beneficiaries, staff, volunteers, members, donors, suppliers, local communities and others</p>	<p>Stakeholders are the NHS, Local Authorities, Residents and their families, staff and professionals who are involved with the Society. All stakeholders are approached as part of the <u>annual audit</u><sup>1</sup> for specific feedback and this information is collated for review by Trustees to approve/direct any action necessary.</p> <p><i>Accountable: 1 – HCQC</i></p>
<p>7.5.2. The Board makes sure that there is a strategy for regular and effective communication with these stakeholders about the charity's purposes, values, work and achievements, including information that enables them to measure the charity's success in achieving its purposes</p>	<p>The Board approves the Quality Assurance Audit process which includes questionnaires to stakeholders about the service the Society provides.</p> <p>A business plan that includes strategies to ensure that the Society communicates effectively is in place and approved by the Board of Trustees.</p>
<p>7.5.3 As part of this strategy, the Board thinks about how to communicate how the charity is governed, who the Trustees are and the decisions they make.</p>	<p>The Annual Report and Accounts is published and available on the Society's web site.</p>
<p>7.5.4. The Board ensures that stakeholders have an opportunity to hold the Board to account through agreed processes and routes,</p>	<p>The Annual Report and accounts are published yearly. Trustees are identified within the reporting structure of the complaints process.</p>

Recommended Practice	Demonstrated by:
7.5.5. The Board makes sure it speaks to stakeholders about significant changes to the Society's services or policies.	The Board publishes Annual Report and Accounts. Trustees approved a business plan which identifies strategy, goals and
<b>7.6 Developing a Culture of openness within the Charity</b>	
7.6.1. The Board gets regular reports on the positive and negative feedback and complaints given to the charity. It demonstrates that it learns from mistakes and uses this learning to improve performance and internal decision making.	The Board receives monthly quality assurance reports and dashboard analysis. This includes positive and negative feedback received and any action taken.
7.6.2. The Board makes sure that there is a transparent, well-publicised effective and timely process for making and handling a complaint, and that any internal or external complaints are handled constructively, impartially and effectively.	The Board ensures that the homes are fully compliant to Standard 16: Complaints of the National Minimum Standards for Care Homes for Older People. It receives monthly reports on all complaints and how these have been actioned.
7.6.3. The Board keeps a register of interests for Trustees and agrees an approach for how these are communicated publicly in line with Principle 3.	Register of Interests in place.
7.6.4. The Trustees agree how to set staff remuneration, and they publish their approach.	A meeting is convened annually to set staff remuneration and decisions taken are documented.

