



Corporate Governance

The purpose of the Corporate Governance is to provide a structure for the responsibilities and expectations of the Board members to help avoid or address problems. It provides the Board members with an understanding of what is required of their role, enabling them to be transparent, open and accountable in what they do and how they do it. It is a list of the good practice and behaviour already in existence.

- Inclusiveness – we recognise that diversity is strength and will seek to involve all people, as active participants in their community
- Responsive – we will strengthen the efforts of individuals and groups to meet community needs and make a difference
- Quality – we will strive for excellence in the delivery of our services and activities
- Connected – we will work with others through local and regional cross-sectoral links and partnerships to enhance community well-being
- Accessible – we will provide fair and open access to volunteer opportunities and support
- Forward looking – we will recognise the need for continual review and improvement
- Impact focused – we believe that success is measured by outcomes and will seek to deliver results that benefit both individuals and the community.

I will act within the guidelines provided by the FoD & WV Mens Shed and the law, and abide by the policies and procedures of the organisation.

I will support the aims of the shed & I will act in the best interests of the shed and I will be an active Board member, making my skills, experience and knowledge available.

I accept my responsibility to ensure that the shed is well run and will raise issues and questions in an appropriate and sensitive way to ensure that this is the case.

I will use the shed's resources responsibly & I will not gain materially or financially from my involvement.

I will attend all appropriate meetings and other appointments or give apologies. I will actively engage in discussion, debate and voting in meetings; contributing in a considered and constructive way, listening carefully, challenging sensitively and avoiding conflict.

I will participate in collective decision making, accept a majority decision of the Board and will not act individually unless specifically authorised to do so.

If I wish to cease being a Board member at any time, I will inform the chairperson in advance (giving as much notice as possible) in writing, stating my reasons for leaving.

Please see Articles of Association for further detail.



Directors/Board members duties

As with any other company, the directors of a Community Interest Company (CIC) occupy an important position of trust, and company law imposes on them a range of duties. The directors are responsible for ensuring that the CIC meets its statutory and other obligations. The Companies Act 2006 codifies the general duties which directors owe to the company. A CIC director has the following duties under the Companies Act 2006:

1. To act within the company's powers
2. To act in the way he or she considers, in good faith, would be most likely to achieve the community purpose of the company, and in doing so have regard (amongst other matters) to:
 - the likely consequence of any decision in the long term
 - the interests of the company's employees
 - the need to foster business relationships with customers, suppliers and others
 - the impact of the company's operations on the community and the environment
 - the desirability of the company maintaining a reputation for high standards of business conduct
 - the need to act fairly as between the members of the company.
3. To exercise independent judgement
4. To exercise reasonable care, skill and diligence
5. To avoid conflicts of interest
6. Not to accept benefits from third parties
7. To declare an interest in proposed transactions or arrangements and in existing transactions and arrangements where appropriate.

SAM PHILLIPS (Chair)

ANNA DAVEY

NICK DAVIES (Vice chair)

GINA RICHARDSON

JANE TROUT (Secretary)

dated