



CODE OF GOOD GOVERNANCE

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Principles

1. **Organisational Purpose**

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

2. **Leadership**

The association is led by an effective board that provides strategic leadership in line with the association's aims and values.

3. **Integrity**

The board acts with integrity, adopting values and creating a culture which help achieve the association's purposes. The board is aware of the importance of the member's and public's confidence and trust in the association, and directors undertake their duties accordingly.

4. **Decision making, risk and control**

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.

5. **Board effectiveness**

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

6. **Diversity**

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

7. **Openness and accountability**

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

Objective (Purpose) – Without in any way restricting the powers of the association, the objects of the association include but are not limited to establishing, setting, verifying, auditing and maintaining appropriate standards for, and promoting industry best practice amongst asbestos training providers in the United Kingdom including British Crown Dependencies and the British Overseas Territories and such other locations as the Board may agree appropriate from time to time.

Income and property of the association – The income, capital and property of the association shall be applied solely towards the promotion of the objects of the association

Principle 1. Organisational Purpose

Principle

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

Rationale

Directors have a responsibility to understand the environment in which the association is operating and to lead the association in fulfilling its purposes as effectively as possible with the resources available. To do otherwise would be failing members.

The board's core role is a focus on strategy, performance and assurance.

Key outcomes

- 1.1 The board has a shared understanding of and commitment to the association's purposes and can articulate these clearly.
- 1.2 The board can demonstrate that the association is effective in achieving its purposes and agreed outcomes.
- 1.3 Determining organisational purpose
 - 1.3.1 The board periodically reviews the association's purposes, and the external environment in which it works, to make sure that the association, and its purposes, stay relevant and valid.
 - 1.3.2 The board leads the development of, and agrees, a strategy or plan that aims to achieve the association's purposes and is clear about the desired outputs, outcomes and impacts
- 1.4 Achieving the purpose
 - 1.4.1 The board can explain the association's public benefit.
 - 1.4.2 The board evaluates the association's impact by measuring and assessing results, outputs and outcomes.
- 1.5 Analysing the external environment and planning for sustainability
 - 1.5.1 The board regularly reviews the sustainability of its income sources and their impact on achieving the association's purposes in the short, medium and longer term
 - 1.5.2 The board consider the benefits and risks of partnership working if other organisations are fulfilling similar purposes.
 - 1.5.3 The board recognises its broader responsibilities towards communities, members, wider society and the environment, and acts on them in a manner consistent with the association's purposes, values and available resources.

Principle 2. Leadership

Principle

The association is headed by an effective board that provides strategic leadership in line with the association's aims and values.

Rationale

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

Key outcomes

- 2.1 The board accept collective responsibility for ensuring that the association has a clear and relevant set of aims and an appropriate strategy for achieving them.
- 2.2 The board agrees to the association's vision, values and reputation and leads by example, requiring anyone representing the association reflects its values positively.
- 2.3 The board makes sure that the association's values are reflected in all of its work, and that the ethos and culture of the organisation underpin the delivery of all activities.
- 2.4 Leading the association
 - 2.4.1 The board take collective responsibility for its decisions.
 - 2.4.2 The chair provides leadership to the board with prime responsibility for ensuring it has agreed priorities, appropriate structures, processes and a productive culture and has senior staff who are able to govern well and add value to the association.
 - 2.4.3 In the case of the most senior member of staff (e.g. COO) the board makes sure that there are proper arrangements for their appointment, supervision, support, appraisal, remuneration and, if necessary, dismissal.
 - 2.4.4 The board's functions are formally recorded. There are role descriptions defining responsibilities that differentiate clearly those of the chair and other officer positions and outline how these roles relate to staff.
- 2.5 Leading by example
 - 2.5.1 The board agrees the values, consistent with the association's purpose, that it wishes to promote and makes sure that these values underpin all its decisions and the association's activities (see also Principle 1).
 - 2.5.2 The board recognises, respects and welcomes diverse, different and, at times, conflicting views.
 - 2.5.3 The board provides oversight and direction to the association and supports constructive challenge to the organisation, its staff and, in particular, the most senior member of staff.

2.5.4 The board, through its relationship with the senior member of staff, creates the conditions in which the association's staff are confident and enabled to provide the information, advice and feedback necessary to the board.

2.6 Commitment

2.6.1 All directors give sufficient time to the association to carry out their responsibilities effectively. This includes preparing for meetings and sitting on working groups and other governance bodies where needed. The expected time commitment is made clear to directors before nomination or appointment and again on acceptance of nomination or appointment.

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.

Principle 3. Integrity

Principle

The board acts with integrity, adopting values and creating a culture which helps achieve the association's purposes. The board is aware of the importance of the membership's and public's confidence and trust in the association, and directors undertake their duties accordingly.

Rationale

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

Key Outcomes

3.1 The board acts in the best interests of the association and its members. The board is not unduly influenced by those who may have special interests and places the interests of the association before any personal interest. This applies whether directors are elected, nominated, or appointed. Collectively, the board is independent in its decision making.

3.2 The board safeguards and promotes the association'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 association are seen to be acting with integrity, and in line with the values of the association.

3.4 Maintaining the association's reputation

3.4.1 Directors adopt and adhere to a suitable code of conduct that sets out expected standards of probity and behaviour.

3.4.2 The board considers how the association is perceived by other people, and organisations involved with the association and the public. It makes sure that the association operates responsibly and ethically, in line with its own aims and values.

- 3.4.3 The board ensures that the association follows the law. It also considers adherence to non-binding rules, codes and standards.
- 3.5 Identifying, dealing with and recording conflicts of interest/loyalty
 - 3.5.1 The board understands how real and perceived conflicts of interests and conflicts of loyalty can affect an association's performance and reputation.
 - 3.5.2 Directors disclose any actual or potential conflicts to the board and deal with these in line with the association's governing document, and a regularly reviewed conflicts of interest policy.
 - 3.5.3 Directors 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.

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 association, but it cannot and should not do everything. The board may be required by statute or the association'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.

Directors 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. Directors must also identify and assess risks and opportunities for the association and decide how best to deal with them, including assessing whether they are manageable or worth taking.

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 association deliver its 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 working groups, staff, volunteers or contractors, the board keeps responsibility and oversight.
- 4.5 Delegation and control

- 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 senior managers, working groups or individual directors or volunteers.
- 4.5.2 The board describes its 'delegations' framework in a document which provides sufficient detail and clear boundaries so that the delegations can be clearly understood and carried out. Systems are in place to monitor and oversee how delegations are exercised.
- 4.5.3 The board makes sure that its working groups have suitable terms of reference and membership and that:
- the terms of reference are reviewed regularly
 - the working group membership is refreshed regularly and does not rely too much on particular people.
- 4.5.4 Where the association uses third party suppliers or services – for example for system development, data management or other purposes – the board assures itself that this work is carried out in the interests of the association and in line with its values and the agreement between the association and supplier. The board makes sure that such agreements are regularly reviewed so that they remain appropriate.
- 4.5.5 The board regularly reviews the association's key policies and procedures to ensure that they continue to support, and are adequate for, the delivery of the association's aims. This includes policies and procedures dealing with board strategies, functions and responsibilities, finances, service or quality standards, good employment practices, rules of membership, as well as key areas of activity such as data protection.
- 4.6 Managing and monitoring organisational performance
- 4.6.1 Working with senior management, the board ensures that operational plans and budgets are in line with the association's purposes, agreed strategic aims and available resources.
- 4.6.2 The board regularly monitors performance using a consistent framework and checks performance against delivery of the association's strategic aims, operational plans and budgets. It has structures in place to hold staff to account and support them in meeting these goals.
- 4.6.3 The board agrees with senior management what information is needed to assess delivery against agreed plans, outcomes and timescales. Information should be timely, relevant, accurate and provided in an easy to understand format.
- 4.6.4 The board regularly considers information from other similar organisations to compare or benchmark the association's performance.
- 4.7 Actively managing risks
- 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.

- 4.7.2 The board regularly reviews the association's specific significant risks and the cumulative effect of these risks. It makes plans to mitigate and manage these risks appropriately.
- 4.7.3 The board puts in place and regularly reviews the association's process for identifying, prioritising, escalating and managing risks and, where applicable, the association's system of internal controls to manage these risks. The board reviews the effectiveness of the association's approach to risk at least every year.
- 4.7.4 Arrangements are in place to consider concerns raised in confidence about alleged improprieties, misconduct or wrongdoing. This includes concerns raised by 'whistle blowers'. Arrangements are also in place for appropriate and independent investigations and follow-up action.

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

The board has a key impact on whether the association thrives. The tone the board sets through its leadership, behaviour, culture and overall performance is critical to the association's success. It is important to have a rigorous approach to recruitment, performance and development, and to the board's conduct. In an effective team, board members feel it is safe to suggest, question and challenge ideas and address, rather than avoid, difficult topics.

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 directors have appropriate skills and knowledge of the association 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 resolved.
- 5.4 The board takes decisions collectively and confidently. Once decisions are made the board unites behind them and accepts them as binding.
- 5.5 Working as an effective team
 - 5.5.1 The board meet quarterly, or as a minimum at least four times per year. However, additional board meetings may be scheduled as often as it needs to be effective.
 - 5.5.2 The chair, working with board members and senior managers, plans the board's programme of work and its meetings, making sure directors have the necessary information, time and space to explore key issues and reach well-considered decisions, so that board time is well-used.

- 5.5.3 The board has a vice-chair or similar who provides a sounding board for the chair and serves as an intermediary for the other directors if needed.
 - 5.5.4 The board regularly discusses its effectiveness and its ability to work together as a team, including individuals' motivations and expectations about behaviours. Directors take time to understand each other's motivations to build trust within the board and the chair asks for feedback on how to create an environment where directors can constructively challenge each other.
 - 5.5.5 Where significant differences of opinion arise, directors take time to consider the range of perspectives and explore alternative outcomes, respecting alternative views and the value of compromise in board discussions.
 - 5.5.6 The board collectively receives in-house or external governance advice and support. The board can access independent professional advice, such as legal or financial advice, at the association's expense if needed for the board to discharge its duties.
- 5.6 Reviewing the board's composition
- 5.6.1 The board has, and regularly considers, the mix of skills, knowledge and experience it needs to govern, lead and deliver the association's purposes effectively.
 - 5.6.2 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be more than eleven.
 - 5.6.3 The board may, from time to time, appoint a director to fill a vacancy. Any director appointed in this way must retire at the first annual general meeting after their appointment, at which they may stand for re-election.
- 5.7 Overseeing appointments
- 5.7.1 There is a formal, rigorous and transparent procedure to appoint new directors to the board.
 - 5.7.3 Any person eligible to be a director in accordance with the articles of association, article 21, may be appointed as a director by ordinary resolution passed by the membership at the association's annual general meeting.
 - 5.7.4 At each annual general meeting a third of the directors shall retire by rotation with the exception of the directors holding the offices of chair and vice-chair respectively, who nevertheless shall retire by rotation at the second annual general meeting following their appointment by the directors.
 - 5.7.5 Directors who retire shall be entitled to submit themselves for re-election.
- 5.8 Developing the board
- 5.8.1 Directors receive an appropriately resourced induction when they join the board. This includes meetings with senior management and covers all areas of the

association's work. Directors are given the opportunity to have ongoing learning and development.

- 5.8.2 The board reviews its own performance and that of individual directors, including the chair. This happens every year. Typically, the performance review considers the board's balance of skills, experience and knowledge, its diversity in the widest sense, how the board works together and other factors relevant to its effectiveness.

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 asbestos training sector. Boards whose directors 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 encourage people who think in different ways, as well as those who have different backgrounds.

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 association follows principles of equality and diversity, going beyond the legal minimum where appropriate.
- 6.3 Encouraging inclusive and accessible participation
- 6.3.1 The board periodically takes part in training and/or reflection about diversity and understands its responsibilities in this area.
- 6.3.2 The board makes a positive effort to remove, reduce or prevent obstacles to people being directors. This could include looking at:
- the time, location and frequency of meetings
 - how papers and information are presented to the board, for example using digital technology
 - offering communications in formats such as audio and Braille
 - paying reasonable expenses
 - the director appointment process
- 6.3.3 The chair regularly asks for feedback on how meetings can be made more accessible and how to create an environment where directors can constructively challenge each other, and all voices are equally heard.

Principle 7. Openness and accountability

Principle

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

Rationale

The member's and public's trust that the association is delivering 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.

Key outcomes

- 7.1 The association's work and impact are appreciated by the membership and wider sector.
- 7.2 The board ensures that the association's performance and interaction with the membership are guided by the values, ethics and culture put in place by the board. Directors make sure that the association collaborates with stakeholders to promote ethical conduct.
- 7.3 The association takes seriously its responsibility for building public trust and confidence in its work.
- 7.4 The association is seen to have legitimacy in representing its membership.
- 7.5 Communicating and consulting effectively with industry stakeholders
 - 7.5.1 The board identifies the key industry stakeholders with an interest in the association's work. These might include HSE, trade associations, governing bodies, staff, volunteers, members, suppliers, local communities and others.
 - 7.5.2 The board makes sure that there is a strategy for regular and effective communication with these industry stakeholders about the association's purposes, values, work and achievements, including information that enables them to measure the association's success in achieving its purposes.
 - 7.5.3 As part of this strategy, the board thinks about how best to communicate how the association is governed and the decisions they make.
- 7.6 Developing a culture of openness within the association
 - 7.6.1 The board gets regular reports on the positive and negative feedback and complaints given to the association. It demonstrates that it learns from mistakes and errors and uses this learning to improve performance and internal decision making.
 - 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.

7.6.3 The board keeps a register of interests for directors and senior staff and agrees an approach for how these are communicated in line with Principle 3.

7.7 Member engagement

7.7.1 The board makes sure that the association:

- has clear policies on who is eligible for membership of the association
- has clear, accurate and up-to-date membership records
- tells members about the association's work
- looks for, values and takes into account members' views on key issues
- is clear and open about the ways that members can participate in the association's governance, including, where applicable, serving on working groups or being elected as directors.