



Little Hearts Matter

Half a heart, not half a life

CHARITY GOVERNANCE DOCUMENT

As an incorporated company with charitable status, we are bound by the details within the Memorandum & Articles of Association agreed by the Little Hearts Matter membership on 11th November 2007 and adopted on 1st April 2008.

The Governance Document works alongside these official documents, and can be amended by Trustees directly, without having to receive approval from the membership.

The Governance Document covers the Objectives & Membership of the Charity, its structure and its Committees and Working Groups, including their remits and mandates.

It also includes the roles & responsibilities of the Charity's Trustees, specifically its Honorary Officers, as well as ongoing Trustee recruitment, selection and induction.

It is the responsibility of the Trustee and Management Team to regularly review the Governance Document to ensure that it continues to reflect the structure and core values of Little Hearts Matter as the Charity continues to develop.

Although referenced within the Governance Document, a separate document runs alongside this Governance Document detailing the Financial Protocols of the Charity.

1. Terms of Reference

The Governance Document sets out the main objectives of Little Hearts Matter

The Governance Document details the structure and management of the Trustee Board, Sub-Committees and Working Groups of Little Hearts Matter.

The Governance Document references the Financial Protocols of the Charity which are held as a separate document, but will be reviewed and agreed through the same process.

The Governance Document details the roles and responsibilities for the Trustees, and Honorary Officers.

The Governance Document details the recruitment, selection and induction process for new Trustees.

The Governance Document works alongside the Memorandum & Articles of Association but can be amended by the Board of Trustees with a two-thirds agreement.

2. Objectives of the Charity

Little Hearts Matter is a national Charity which has been established:

- **To promote the relief of, and support for, persons affected by a single ventricle heart condition;**
- **To support families of children, young people and adults affected by a single ventricle heart condition; and**
- **To advance the education of the general public and the medical profession on the subject of single ventricle heart conditions and their implications for everyone affected, those with the condition and their family.**

The activities to support these objectives include:

- A range of support to the families of children, young people and adults with single ventricle conditions at all times, but particularly from the time of diagnosis, through treatments, life at home and times of stress – including bereavement – and ongoing challenges faced by the children and their families as they become young adults.
- Provide a source of information on diagnosis, care, treatment and ongoing lifestyle issues affecting children and young people with single ventricle heart conditions for use by children, young people and adults, their families, professionals and others involved in their care.
- Provide peer to peer support for the children, their families and their siblings, who are impacted by living with and supporting children with these conditions.
- Heighten the awareness of single ventricle heart conditions and their treatments and implications with the Charity membership, within health, education and social care arenas and with the general public.
- Initiate and assist in fundraising activities to aid the advancement of any of the powers of the Charity.
- Liaise with other organisations working in the field of congenital cardiology services, disability and statutory services, including adult services for young people in transition from child to adult care.
- Promote and assist in research work in relation to single ventricle conditions, and keeping the membership up-to-date with new medical and surgical treatments as they evolve.
- Give affected children, young people, and their parents the tools to enable them to live as full a life as possible.

3. Charity Membership

- Full Membership of the Charity is open to parents, grandparents, legal guardians, siblings or step siblings (once they have reached the age of 18 years old) of a child or young person diagnosed with a single ventricle heart condition and anybody with single ventricle conditions once they reach 18.
- The Trustees have the discretion to admit anyone to Full Membership provided their reasons for inviting someone to do this are documented and transparent, and the Board is in agreement.
- Child Membership is open to any child or sibling of a child who has a single ventricle condition. Child members, including siblings, can choose to become full members when they reach the age of 18.
- Associate Membership of the Charity is open to any person interested in furthering the objectives of the Charity and who has made a long term or significant

commitment to supporting the Charity in the past. This is inclusive of friends and family of Full Members.

- Professional Associate membership is open to those individuals working in related sectors such as medical, research and social services positions.
- Friends of the Charity membership is open to all those who are in a position to support and further the Charity either through introductions, financially or advisory.

4. General Meetings

Timings, proceedings and voting are covered in sections 4, 5 and 6 of our Articles of Association.

An Annual General Meeting is to be held on an annual basis, which will give members both attending on the day, and through a postal or proxy vote, the chance to approve the Annual Financial Report, as well as approve appointments to the Board of Trustees. This being the approval of the appointment of new Trustees, the appointment of Honorary Officers and further terms of office for existing Trustees and Honorary Officers.

Honorary Officers (Chair and Treasurer) will be elected for a two year term, and existing post holders can stand for re-election. The Chair of the Charity must be a member and have been a member of the Board of Trustees for a minimum of two years before election as Chair, ideally with one as Vice-Chair.

Trustees shall be elected for a three year term, and existing post holders can stand for re-election. Unless there are exceptional circumstances agreed by the Board of Trustees, each Trustee must also be a Director of the Company.

5. Dissolution

As set out in the Memorandum and Articles of Association, if the Company is wound up and any assets are left after all its debts and liabilities have been satisfied these assets will not be distributed among the members of the Company. Instead, they will be given to some other charity or charities with similar objects to the Company and whose governing document forbids the distribution of income and property to at least the same extent as is set out in Clause 5 of this Memorandum. The charity or charities will be determined by the members of the Company at or before the time of winding up, failing which the assets will be given to some other charitable object which the Charity Commissioners for England and Wales shall approve.

6. Management Structure

Chair of the Board of Trustees	Warren Manger
Treasurer & Chair of F&GP	David Baumber
Vice Chair	Julie Lube
Company Secretary	Julie Lube
Head of Information Group	Isabel Baumber
Designated Trustee for Safeguarding	Kim Botham
Other Board Trustees	Laura Durkin Hannah Palmer Sophie Murphy
Co-opted Trust Board Members	Vikki King
President	Baroness Valerie Howarth
Vice-Presidents	Andrew Shaw Bill Brawn David Anderson
Medical Adviser	Dr. David Crossland (Paediatric Congenital Cardiologist) Dr. Paul Clift (ACHD Congenital Cardiologist)
Chief Executive	Lisa Davies

7. The Trustee Board

7.1 About the Board of Trustees

The Little Hearts Matter Trustee Board is a dedicated group of dynamic individuals who are passionate about continuously driving the Charity forward through the facilitation of a cohesive and progressive strategy.

- The Board is a professional, dedicated and diverse team who work together to help shape the future direction of the Charity, and ensure it continues to deliver for the membership.
- With many Trustees also being members, the Board are first and foremost caring and empathetic to the memberships' needs. As a result, they are passionate about ensuring the Charity continues to support the membership, which includes challenging and empowering the CE and the LHM team.
- Individually and as a Board, Trustees are loyal and act solely in the interests of the Charity, irrespective of how and why they were appointed.
- The Board is both open and agile in its decision-making, is fully aware of its obligation and accountability, and finds reward in embracing and responding to the many external changes and challenges which affect both the Charity and its members.

7.2 The Board's Purpose

- Help shape and then facilitate implementation of the Charity's strategy
- Provide Governance for the organisation
- Provide and ensure Safeguarding of our members and staff
- Provide a sounding Board and support for the CE
- Provide a platform to bring additional expertise, knowledge and commitment to aid the Trustee Board to help the Charity continue to grow.

7.3 The Board's Values

- Caring
- Supportive
- Empowering
- Reliable
- Aspirational
- Representative
- Reactive

7.4 Board Membership

The Board of Trustees shall consist of no less than three members and no more than 15, though our preferred minimum number of Trustees is 7. No more than one third of the members of the Board of Trustees shall be non-members of the Charity.

Trustees are appointed for a period of three years, but can be re-appointed. Honorary Officers - Chair and Treasurer - are elected for a period of two years and can be re-appointed.

The make-up of members and roles on the Board will be continually reviewed to ensure they reflect the growth and development of the Charity. A skills matrix is in place and is

reviewed annually to make sure the Board remains relevant, fit for purpose and consistently mirrors the needs of the Charity. All Trustees will also undergo an annual performance review based on the Role & Responsibilities set out in the Role Description for their particular position upon the Board. Re-appointment to the Board or to a particular Honorary Officer role will be in accordance with both the Skills Matrix and Performance Review process.

7.5 Directorship

As an incorporated company with charitable status, Trustees of the Charity are also legal Directors of the Company.

On appointment to the Board of Trustees, following approval from members at the Annual General Meeting, each individual will also be appointed as a Director of the incorporated Charity. The only exception to this will be on the grounds that the individual is in full time education or in other circumstances at the discretion of the Board of Directors.

All Trustee members of the Charity's Finance & General Purposes Committee (F&GP) must be Directors.

7.6 Co-opted Members

New Trustees may join the Trustee Board at any time during the year before their formal appointment at the next Annual General Meeting when the Board is in agreement over their appointment. They are termed as Co-opted Trustees, can attend meetings but have no voting rights until their formal appointment.

Specialist Advisers can be appointed by the Board of Trustees to assist the Board in a specific area. These advisers are able to attend Trustee Meetings and provide input into those meetings, but do not have a vote.

7.7 Limitations

The proceedings of the Trustee Board shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a Board member. The Charity upholds standards in relation to the suitability of Trustees and these are fully detailed in Section 9.8.

No member of the Trustee Board shall acquire any interest in property belonging to the Charity (otherwise than as a Trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Trustee Board) in any contract entered into with the Trustee Board.

7.8 Role and Responsibilities

Little Hearts Matter is a member-led organisation and it is the role of the Board of Trustees to ensure that the Charity's range of support services meet the needs of its ever-growing membership. Working closely with the Charity's Chief Executive, the Board is responsible for:

- the Charity's overall governance.
- the management and strategic planning of the Charity's activities.
- ensuring the continued financial stability of the organisation.
- ensuring the organisation remains lawful.
- ensuring that there is good safeguarding practice throughout the Charity.

In summary, the Trustee Board is responsible for the overall management of the Charity and its employees, and on an annual basis, alongside the Chief Executive, it sets the strategy and budget for the Charity's ongoing growth and development. It then meets regularly to review the Charity's work in line with the agreed strategy.

7.9 Core Responsibility

The Trustee Board is responsible for setting the overall strategy of the Charity with the Chief Executive, managing the finances of the Charity to ensure that the strategic aims of the Charity are met within the financial constraints of the budget and income. All Sub-Committees should report through the Board of Trustees.

7.10 Configuration and Delegation

The Chair of the Charity is responsible for the effective running of the Trustee Board, its Sub-Committees and Working Groups and the employees of the Charity.

The Chief Executive of the Charity will have input into the Trustee Board and will work to deliver the agreed strategy within the agreed budgets, and report back to both the Trustee Board and F&GP. The Chief Executive also takes ownership of the management of the employed staff, and their workload, for the Charity.

Ongoing management of the strategy and budget outside the Trustee Board will be delegated to the F&GP, in partnership with the Chief Executive who manages the day-to-day workload and management of the staff, as well as that of fundraisers operating on behalf of the Charity.

All Sub-Committee decision making is subject to verification by the Trustee Board, and notes/minutes taken from any meeting should be distributed to the Trustee Board.

Additional Working Groups may be set up to take responsibility for specific areas of the running and management of the Charity – including information, fundraising and awareness. These are managed by the Chief Executive, and will have input from Trustee, staff and members as appropriate. Working Groups may only run for a short term and for a specific project, and will not always have formal governance in place, but will report back to the F&GP committee or Trustee Board if required.

7.12 Safeguarding Governance

As a national child focussed charity safeguarding children and vulnerable adults is a key governance priority for the Trustee Board.

Individual Trustee responsibility:

All Trustees undergo the Government Enhanced Disclosure and Barring Assessment which is updated yearly whilst they are involved with the Charity.

All Trustees have a yearly briefing on the Charity's Safeguarding Policy with clear lines of accountability and support and process.

Governance responsibility:

- a yearly review of LHM's safeguarding policy, code of conduct and procedures to ensure they are fit for purpose.
- regular consideration of how to improve the safeguarding culture within the Charity.
- a formal review LHM's safeguarding policy and procedures following a serious incident or 'near miss'. The Charity undertakes a Risk Assessment for each event, project, etc and a review process will be put in place following a serious incident or 'near miss'.
- to ensure that all Trustees, staff and volunteers undergo DBS checks and Safeguarding training.

One Trustee is designated as the Trustee Safeguarding Lead and works with the Service Safeguarding Lead to maintain the Safeguarding Policy and staff and Trustee training. Both Safeguarding Leads undertake Advanced Safeguarding and Child Protection Training.

With digital providing valuable communication channels for the membership, especially the one-to-one support the Charity provides young members, Trustees are especially aware of the different risks associated with the use of social media forums.

For further information refer to the Little Hearts Matter Safeguarding Policy.

7.13 Meetings

The Board of Trustees shall hold at least four ordinary meetings each year. These may be held physically or virtually depending on circumstances and need. A special meeting may be called at any time by the Chair, or by any two members of the Board of Trustees upon not less than four day's notice being given to the other members of the Board of Trustees of the matters to be discussed but, if the matters include an appointment of a Co-opted Member then not less than 21 days' notice must be given.

All Trustees need to show a lasting commitment to the work of the Charity and will need to attend in person (either physically or virtually) three Trustee Meetings each year as well as join any scheduled online meetings as required and take places on Sub-Committees or Working Groups as appropriate. Non-attendance should be discussed with the Chair in advance of meetings and would be due to individual or family health issues and exceptional circumstances that are truly unavoidable.

The Chair shall act as Chair at meetings of the Board of Trustees. If the Chair is absent from any meeting, the members of the Trustee Board present shall choose one of their number to be Chair of the meeting before any other business is transacted.

There shall be a quorum when at least one third of the number of members of the Board of Trustees for the time being or three members of the Board of Trustees, whichever is the greater, are present at the meeting.

Every matter shall be determined by a majority of votes of the members of the Board of Trustees present and voting on the question but in the case of equal votes, the Chair of the meeting shall have a second or casting vote.

The Board of Trustees shall keep minutes of the proceedings at Board Meetings as well as any Sub-Committee or Working Party Meetings.

7.14 Trustee Responsibilities beyond Meetings

We have a clear strategy for moving the Charity forward over the coming years, for maintaining and building on the very valuable support and information we provide our members, and for raising even more awareness of the needs of our families and our special children. The Trustee Board is deliberately constructed to ensure there is the right mix of skills and experience to help the Chief Executive and employees set and deliver the strategy required to deliver this.

Beyond attending meetings as listed in point 7.13, Trustees are therefore required to:

- Attend the annual AGM and Open Day/Summer Event
- Respond to all email correspondence and take or return calls promptly
- Provide one-to-one support with the CE and specific staff members as required in line with their own relevant skills and experience

8. Honorary Trustee Roles

8.1 The Chair

The Chair of the Charity must be appointed from amongst the Board of Trustees, and must be a Full Member of the Charity and a Director.

The Chair should have been a member of the Board of Trustees for a period of at least two years.

The appointment as Chair runs alongside the appointment as a Trustee. All Trustees are appointed at an Annual General Meeting for a period of three years.

The Chair should lead the Trustee Meetings. The Chair can also be a member of, but not the chair, of any of the Trustee-led committees such as the F&GP.

The Chair of the Charity must also be able to delegate their responsibility as appropriate to relevant Trustees, in consultation with the Chief Executive.

8.1.1 Personal Specification

- Shows a commitment to the aims and values of the Charity.
- Skills in dynamic leadership business and people management.
- A powerful voice for the work of the Charity.
- A strong communicator within the Board of Trustees, staff and membership, and an ability to complete regular appraisals of the Chief Executive.
- Must have working knowledge of the Charity's constitution and governance.

8.1.2 Key Responsibilities

Effectively lead the Board of Trustees whilst ensuring proper governance of the Charity is maintained:

- Chair the Trustee meetings effectively encouraging all members to participate openly and challenge where appropriate.
- Ensure that the Board effectively sets and maintains the strategy, vision and budget for the Charity and regularly reviews its status.
- Ensure that the Charity has an appropriate governance structure in place, and that it is regularly reviewed.
- Ensure the recruitment and induction for new Trustees is appropriate and skill levels are maintained within the Board in line with the annually reviewed Skills Matrix and Performance Review process.
- Support and, where appropriate, challenge the Chief Executive and ensure the Board works in partnership with the staff.
- Maintain a professional relationship with the Chief Executive and monitor performance in line with the annually reviewed Skills Matrix and Performance Review process.
- Ensure the communication between the Chief Executive and Board members is maintained and appropriate at all times.

8.2 Vice Chair

The Vice-Chair will be nominated from within the Board of Trustees and must be a member of the Charity.

The appointment as Vice Chair runs alongside the appointment as a Trustee. All Trustees are appointed at an Annual General Meeting for a period of three years.

8.2.1 Personal Specification

- Skills in dynamic leadership and organisational management.
- People management and appraisal experience.
- A powerful voice for the work of the Charity.
- A strong communicator within the Board of Trustees, staff and membership.
- Must have up-to-date knowledge of the Charity Commission and its accounting and auditing process.

8.2.2 Key Responsibilities

- Be involved in the day-to-day management of the Charity.
- Support the work of the Chair.
- Represent the Charity or the Chair where necessary.

8.3 Treasurer

The Treasurer of the Charity must be appointed from amongst the Board of Trustees but does not have to be a member of the Charity. It may be necessary to recruit an accountant specifically for this position if the current membership does not have the required skills.

The appointment as Treasurer runs alongside the appointment as a Trustee. All Trustees are appointed at an Annual General Meeting for a period of three years.

The Treasurer, within the Trustees, holds the overall responsibility for the Charity's accounting systems, financial planning and auditing procedures.

The Treasurer will chair the F&GP committee.

The Treasurer may delegate some of their responsibilities to any person qualified to carry out the task as long as the Trustee Board are aware and have approved of such delegation.

8.3.1 Personal Specification

- Should preferably have accountancy qualifications.
- A strong communicator both within the Board and staff, and with the Trustees and membership.

8.3.2 Key Responsibilities

To manage and present monthly and annual accounts to ensure that the Charity is able to meet its financial commitments by:

- Preparing monthly accounts which are presented at the regular F&GP Committee for discussion and sign off.
- Setting all budgets and re-forecasts throughout the financial year.
- Preparing annual accounts which are presented to the Charity membership at the Annual General Meeting.
- Ensuring all reports produced are accurate and timely.
- Ensuring that all payroll calculations are correct and payments to both staff and the Inland Revenue are made on a timely basis.
- Ensuring that the bank mandates are up-to-date with relevant signatures.
- Ensuring that the Charity remains within budgetary constraints and is able to meet its financial commitments by:
 - Preparing monthly reports on the Charity's financial commitment to show over/under spend as appropriate.
 - Challenging all spending commitments and ensuring that all activities are delivered within budget.
- Ensuring that the annual accounts are reviewed and reviewed/audited as required by an independent auditor on a timely basis.
- Providing the financial information as required by the Charity Commission in their annual return.
- Ensuring that all payroll functions are performed accurately and within published Inland Revenue timescales.
- To Chair the Finance and General Purposes Committee meetings.
- To oversee the Audit & Independent Review process.

8.4 Vice Treasurer (aspirational role)

The Vice Treasurer, if required, will be nominated from within the Board of Trustees.

The appointment of a Vice Treasurer runs alongside the appointment as a Trustee. All Trustees are appointed at an Annual General Meeting for a period of three years.

8.4.1 Personal Specification

- Should preferably have accountancy qualifications.
- A strong communicator both within the Board and staff, and with the Trustees and membership.

8.4.2 Key Responsibilities

- To support the Treasurer in all aspects of the role wherever necessary.
- Represent the Charity or the Treasurer where necessary.

8.5 Other Trustees

Members of the Board of Trustees will be appointed from the membership or sought externally to fulfil a particular role of responsibility from those who have specific qualifications and/or experience. The annually reviewed Skills Matrix details the mix of Trustee members required to help deliver the Charity's ongoing strategy alongside the CE and office team and new members will be sought to ensure the Board is best placed with the optimum mix of professional and committed Trustees who collectively reflect the growth and development of the Charity.

The Board will equally seek to ensure the Board maintains an appropriately diverse representation which reflects the needs of the Charity and its membership.

All Trustees need to show a lasting commitment to the work of the Charity and will need to commit to four Trustee meetings each year, as well as take places on Sub-Committees or Working Groups as appropriate. Trustees will be asked to step down from the Board following continuing non-attendance, following agreement with the rest of the Trustee Board.

All Trustees are officially appointed at an Annual General Meeting for a period of three years.

8.5.1 Role Responsibilities

The Board should be an effective group which is able to reach constructive decisions, through challenging discussion, about the Charity. It retains overall responsibility for the Charity, including its staff, Trustees and members.

Each Trustee has an equal level of responsibility within the Board irrespective of skills in a specific area.

Delegating responsibility to Sub-Committee/Working Groups does not diminish Trustee responsibility to decisions made in these groups.

Trustees of the Charity are also Directors, although there may be exceptions as agreed by the Board.

8.5.2 Personal Specification

- An ability to challenge and influence.
- An ability to work at Board level, consistently questioning and challenging strategy decisions and delivery for the benefit of the membership.
- An understanding of finance and legal responsibilities.
- An effective communicator within the Board of Trustees and across the wider membership.
- Advocate for the work of the Charity within public forums.

8.5.3 Key Responsibilities

Ensuring that the Charity's governance is of the highest possible standard:

- Ensure that the Charity has an appropriate governance structure.
- Ensure that there are suitable succession plans for staff and Trustees.
- Ensuring the Charity has a clear vision and strategic direction
- Work in partnership with other Trustees, the Chief Executive and other staff to ensure that the operations of the Charity support the vision and strategic priorities and that these are regularly reviewed.
- Ensure there are effective mechanisms to listen to the views of the membership of the Charity and re-assess the services it provides.
- Being responsible for the performance of the Charity
- Agree the method for objectively measuring the progress of the Charity in relation to its vision and strategic objectives and priorities and receive regular updates on performance.
- Ensure that the views of the membership of the Charity are regularly gathered and considered by the Board of Trustees.
- Ensuring the Charity complies with all legal and regulatory requirements.
- Being guardians of the Charity's assets
- Ensure that the Charity has satisfactory controls and procedures for holding in trust for the membership all monies, properties and other assets, and that all major risks to which the Charity are exposed are reviewed annually and are minimised where possible.

9. Trustee Code of Conduct, Recruitment and Selection and Induction

9.1 Code of Conduct

In order to fulfil their duties, Trustees should uphold certain values and principles. These include:

- To be loyal and act at all times in the best interests of the organisation, ahead of any professional or personal interest
- To act in accordance with the organisation's governing document and any relevant legislation
- To act with honesty and integrity, and respect confidentiality and diversity of opinion
- To enhance the organisation's reputation and take an active interest in its work
- To uphold the values and principles of the organisation
- To maintain good relationships with other trustees and with staff, volunteers, members and other people in the organisation
- To contribute actively to the work of the Board by attending all Trustee meetings and preparing and participating in discussion and decision-making.

Good governance needs well informed and active trustees.

9.2 Recruitment and Selection

To ensure that the Charity has a full and effective Board of Trustees at all times, planning is in place for the succession of Board members. This is conducted through a fair and transparent process of recruitment.

When recruiting new members to the Board, existing Trustees must be clear in their own minds about the Charity's aims and objectives as the Board should consist of

Trustees who are able to reflect the work of the Charity as well as being capable of the management implications of that work.

The Board's continually updated Skills Matrix will be used to identify gaps where skills and experience are required as well as recognising any diversity imbalances or gaps.

The Charity uses Trustee Role Descriptions to provide prospective Trustees with a balanced account of what the role entails.

Trustees must ensure that they are aware of the legal rules on eligibility to serve as a Trustee.

New Trustees should be made aware that their tenure is for three years. If asked to join the Board before the next Annual General Meeting, the new Trustee will be appointed a Co-opted Trustee until being officially voted onto the Board at the next Annual General Meeting. Co-opted Trustees however have no voting rights until they become a full Trustee.

The selection process for prospective new Trustees shall compose of:

- A skills match for vacancies as detailed in the Board's annually reviewed Skills Matrix.
- An interview by at least one member of the Board of Trustees.
- An invitation to attend a Trustee meeting as an observer.
- A recommendation is then taken back to the Board of Trustees for further discussion.
- If agreed, a confirmed approach to be taken by the Chair.
- Appointed as either a full Trustee or Co-opted Trustee depending on the timing of the appointment.

Trustees need to ensure that they retain overall responsibility and control of the Trustee recruitment, selection and induction process, and oversee the effective management of an open and efficient process. This should involve the Chief Executive throughout.

9.3 Skills and Experience

Trustees need to work together as a team to ensure that the Charity is run effectively and efficiently. As a body, the Board needs to include people who collectively have the skills and confidence that will enable the Charity to confront and challenge any issues affecting it. The Board should work to avoid situations where knowledge, or an excessive degree of influence, is in the hands of a select few.

The Charity's Trustee Board should always consider which skills, knowledge and experience the Board needs to ensure that the Charity is well-governed and run effectively, economically and appropriately.

It should consider how many Trustees it needs to run effectively and what attributes or competencies any new Trustees would add to the Board.

A Skills Matrix is in place and is reviewed annually to ensure the Board make-up remains as effective as possible.

9.4 Diversity & Inclusion

The Board ensures that it promotes and maintains an optimum diverse group of individuals who collectively reflect the needs of the Charity and its membership. Having a diverse Trustee base encourages greater debate and enables the Board to make better decisions as it includes a variety of perspectives, experiences and skills.

This includes both protected characteristics (Equality Act 2010) of race, age, disability, gender reassignment, religion or belief, marriage or civil partnership, pregnancy and maternity, sex and sexual orientation as well as cognitive diversity to ensure those who think differently as well as those who come from different backgrounds are embraced.

The Board recognises that diversity, in all its forms, is an important part of its regular board reviews and makes a positive effort to remove, reduce or prevent obstacles to people being Trustees. This includes the time, location and frequency of meetings, how papers and information are presented to the Board (i.e. using digital technology), offering communications in formats such as audio and braille, paying reasonable expenses and considering where and how Trustee vacancies are publicised and the recruitment process required.

The Board has suitable processes in place to monitor and achieve the Board's diversity objectives.

9.5 Recruitment Process

Having decided what skills and experience are required, as well as recognising any diversity imbalances or gaps, the Board always considers how best to attract new members.

Normal process sees new Trustees coming directly from the Charity's membership. However, to ensure there is a relevant skills mix for the Board to function and deliver its key responsibilities, there may be occasions when the Charity needs to attract new Trustees from external sources.

Wherever possible, the Board advises personal recommendations for these positions, providing the proposed person meets the required criteria.

Prospective Trustees are provided with a Role Description which clearly defines their role, duties and responsibilities. This should become effective from the outset of their co-opted or formal appointment.

A balanced and realistic picture should be portrayed and they should be made aware that their tenure is for three years.

Prospective Trustees are provided with information on the Charity's purposes, current financial position and current issues – covered in the latest Charity Report, as well as a copy of the Memorandum & Articles of Association and Governance Document. A Trustee in partnership with the Chief Executive, if appropriate, will work with prospective Trustees to ensure that they fully understand the difference between the role of Trustee and Director.

9.6 Role Descriptions

The Charity has Role Descriptions for all Honorary Officer and Trustee positions and these are updated as required during the annual review of all Governance protocols.

These are referenced for all Recruitment and Selection needs.

9.7 Induction

The Charity provides all Trustees with sufficient induction material to allow them to understand their purposes, financial position and current issues.

New Trustees must have access to any information they need to be able to satisfy themselves that the funds and assets of the Charity have been properly administered.

All new Trustees should receive an Induction Pack – consisting of the Charity’s Memorandum & Articles of Association, Governance Document, latest set of Annual Accounts, copies of the minutes of the previous Trustee meeting, the latest Annual Report, and the latest Charity Report.

A meeting between a designated Trustee and the Chief Executive will be organised to go through the relevant documentation so that they can learn more about the strategic aims of the organisation.

New Trustees will be invited to spend a day in the office meeting the staff and gaining a better understanding of the day-to-day work the Charity undertakes.

All new Trustees will also be invited to attend at least one F&GP meeting in the first six months of their elected term.

A separate induction interview should also take place to ensure prospective Trustees fully understand the difference between the role of Trustee and Director.

New Trustees will join as Co-opted Trustees until the next AGM where they will be proposed by their fellow Trustees before being voted on to the Board by the Charity’s membership. Following their appointment, the new Trustees will attend a final induction meeting where they will sign that they understand the roles and responsibilities of being both a Trustee and Director.

New Trustees would be expected to undergo an enhanced DBS check and internal Safeguarding training.

9.8 Trustee Disqualification

Some people are legally disqualified from acting as Trustees.

New Trustees must be asked to sign a declaration that they are not disqualified from acting and it is the responsibility of the Board to ensure that they do not appoint individuals who are disqualified from acting as a Charity Trustee.

The Charity must ensure that they, or their staff, make the necessary checks on prospective Trustees. If the existing Board proceeds to appoint a person who is disqualified then this is likely to be a breach of trust. Charity Commission Disqualification Register and Companies House Director Disqualification register.

All members of the Board will undergo a full DBS check and a failure to show a clear DBS record would lead to disqualification.

9.9 Conflict of Interest

Trustees have a duty to act always in the best interests of the Charity and its beneficiaries. As a member-led and service focussed organisation, service users are actively sought to help deliver the charity's strategy and there is therefore a possibility that trustees could have a service focussed conflict of interest or that trustees and/or staff could co-habit. When issues outside the Charity conflict with a Trustee's duties, they are in a conflict of interest which could affect their decision making. For example, a Trustee's decisions could be influenced if they:

- Receive payment for some work they do for the Charity.
- Work for a local authority which is thinking of funding the Charity.
- Are a service user of NHS in specific locations and with specific relationships.
- Co-habit with another trustee or staff member
- Are a Charity beneficiary and the Trustee Board is considering increasing its services.
- Are unable to pass an enhanced DBS check.

As a result, Trustees must always try to avoid putting themselves in a position where their duty to act in the Charity's best interests conflicts with their personal interests, or the interests of their family members, or businesses in which they have an interest. If they cannot, Trustees must declare this conflict of interest and, depending on the situation and in accordance with the Charity's conflict of interest policy, may have to withdraw from any further discussion regarding the matter in hand.

Declarations of interest are therefore included as a standard item on all Board of Trustee meeting agendas to enable Trustees to declare any potential conflicts of interest that may arise during the meeting. This then allows the Board to decide whether these conflicts are serious enough for that Trustee to leave the room whilst the particular item is being discussed or when a decision is made.

A conflict of interest register is also kept by the Charity of all known ongoing conflicts, with each meeting agenda asking for any additional conflicts to be raised. The register is reviewed and updated as appropriate on an annual basis.

If a conflict of interest isn't managed properly, it can create problems, including:

- Invalidating decisions in the eyes of the law.
- Calling into question the motives behind Trustees' decisions.
- Risking the Charity's reputation.
- Preventing Trustees from speaking freely at meetings.

However, the Board recognises the conflict of undivided loyalty in circumstances where a Member of the Board is both a Trustee and a Member of the Charity (i.e. where the Trustee is a member as a result of being related to a child or a closely connected person to a child who has a single ventricle congenital heart condition).

The Board therefore explicitly authorises such a conflict of interest on the basis that the expertise of the Trustee/s is of particular benefit to the charitable purpose of the Charity and any private benefit to a Trustee would be incidental.

For the avoidance of doubt, this authorisation does not extend to a Trustee's duty not to make a profit from their position in the Charity. Any authorisation of the conflict of undivided loyalty in accordance with this section 7.1, will be recorded appropriately and is subject to the requirements set out in paragraph 4.6 of the 'Financial Protocols' as may be amended from time to time.

9.10 Trustee Expenses

Expenses are available for out-of-pocket payments Trustees have to make in order to carry out their duties, and include:

- Travel to and from Trustee meetings.
- Overnight Accommodation.
- Postage, telephone calls for Charity work.
- Childcare or care of other dependencies while attending meetings.
- Any other out of pocket expenses for carrying out Charity work.

All expenses should be approved by the Chief Executive and either the Chair or the Treasurer prior to payment.

10. Finance & General Purposes Committee

10.1 Membership

The F&GP Committee membership currently comprises the Charity's Chair, Treasurer, and Chief Executive. The Committee membership is driven by skill-sets as opposed formal roles (e.g. Trustee) and as such will vary over time according to need.

Although it is not a formal Sub Committee, any Trustee can join any meeting, and Trustees may be invited to attend a specific meeting on the back of a specific agenda item.

Any member of the LHM staff team may be asked to report to the F&GP meeting.

Ideally, the F&GP Committee should meet regularly throughout the year, and will report in to the Board of Trustees. All Trustee members of the F&GP Committee must also be Company Directors of the Charity.

10.2 Responsibility

The F&GP Committee is responsible for ongoing review of the detailed financial status of the Charity on a monthly basis, and can agree changes to the overall budget. It will also review the monthly Charity Finance Report.

This Committee may also take other actions and responsibilities from the Board of Trustees, which may need more regular management. These actions will be clearly defined by the Board and Trustees and F&GP Committee will report back on these actions at the next Board meeting.

For example, in exceptional circumstances, such as a pandemic or significant loss of income, the Committee will meet on a more regular basis and have the powers to update forecasts and review the day to day operation and cost base on a more real

time basis. Any decisions made by the Committee in these circumstances will be shared with the Trustee Board in a timely basis.

The Committee will also retain an overview of the strategy being implemented by the Charity, and review issues raised by the Chief Executive regarding the day to day management of the Charity, including HR, finance and strategy.

The Committee is responsible for ensuring the Trademark and Copyright status of the Charity remains in place, undertaking an annual review each September.

Committee members are responsible for ensuring each meeting is chaired, minuted and is reported back to the Trustee Board.

10.3 Specialist Advisers

Specialist Advisers can be appointed by the Board of Trustees to assist the Committee in a specific area. These Advisers are able to attend Trustee meetings and provide input into those meetings, but do not have a vote.

10.4 Limitations

Subject to verification by the Trustee Board.

10.5 Meetings

The F&GP Committee meets on a monthly basis unless the Committee agrees to miss months where there are other Trustee meetings which will crossover in content, or during peak holiday periods.

Meetings will be chaired by the Treasurer, otherwise the chair will be agreed from among those present.

Ideally, three members of the Board of Trustees will be present, although a quorum will be achieved when two are in attendance at any meeting. The Chief Executive needs to be in attendance at each meeting unless under exceptional circumstances.

Any member of staff may be invited to attend to present project progress or proposals.

An agenda will be made available to all Trustees before each meeting and all Trustees are able to attend if they so wish.

Minutes will be kept of every meeting, and will be circulated to all members of the Board of Trustees. Minutes of these meetings to be disseminated within two weeks of the meetings being held.

10.6 Voting

All Trustees and the Chief Executive who attend an F&GP meeting are eligible to vote on decisions required.