

Charity Governance Code

for larger charities

Charity Governance Code Steering Group

Group members



Observer



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About the Code

Good governance in charities is fundamental to their success.

A charity is best placed to achieve its ambitions and aims if it has effective governance and the right leadership structures. Skilled and capable trustees will help a charity attract resources and put them to best use. Good governance enables and supports a charity's compliance with relevant legislation and regulation. It also promotes attitudes and a culture where everything works towards fulfilling the charity's vision.

It is the aim of this Code to help charities and their trustees develop these high standards of governance. As a sector, we owe it to our beneficiaries, stakeholders and supporters to demonstrate exemplary leadership and governance. This Code is a practical tool to help trustees achieve this.

The Code is not a legal or regulatory requirement. It draws upon, but is fundamentally different to, the Charity Commission's guidance. Instead, the Code sets the principles and recommended practice for good governance and is deliberately aspirational: some elements of the Code will be a stretch for many charities to achieve. This is intentional: we want the Code to be a tool for continuous improvement towards the highest standards.

This Code has been developed by a steering group, with the help of over 200 charities, individuals and related organisations. We would like to thank everyone who has given comments and assistance during the consultation. Development of the Code would not have been possible without The Clothworkers' Company or the Barrow Cadbury Trust, whom we thank for their support.

We hope you find it useful in helping your charity to make an ever bigger difference.

[Using the Code](#)

[Steering group and sponsors](#)

Using the Code

Who is the Code for?

This Code is intended for use by charities registered in England and Wales. Much of it will also apply to other not-for-profit organisations that deliver a public or community benefit and those with a social purpose. Organisations or subsectors may find it helpful to adapt the Code to reflect their context.

The Code's principles, rationale and outcomes are universal and apply equally to all charities, whatever their size or activities.

The recommended good practice to meet these principles will vary. Although it's hard to be precise about the distinction between larger or more complex charities, governance practice can look significantly different depending upon a charity's size, income, activities or complexity. We have produced different versions of the recommended practice to reflect and address some of these differences.

Which version you choose to use will depend on a range of factors. In general, we recommend that charities with a typical income of over £1m a year, and whose accounts are externally audited, use the larger version and charities below this threshold use the smaller version.

How it works

This Code is designed as a tool to support continuous improvement. Charity boards that are using this Code effectively will regularly revisit and reflect on the Code's principles.

Compliance with the law is an integral part of good governance. This Code does not attempt to set out all the legal requirements that apply to charities and charity trustees, but it is based on a foundation of trustees' basic legal and regulatory responsibilities. The seven Code principles build on the assumption that charities are already meeting this foundation.

The Code sets out principles and recommended practice. See the Code's useful resources and links section on the Code's website for more detailed guidance on how to meet the Code.

Each principle in the Code has a brief description, a rationale (the reasons why it is important), key outcomes (what you would expect to see if the principle were adopted) and recommended practice (what a charity might do to implement the

principle).

Apply or explain

We anticipate that how a charity uses the Code is something which will develop and mature, particularly where the charity is growing and changing. Given this, some of the recommended practice may not be appropriate for a particular charity to follow initially, but it may become so in the future.

It's important that trustees discuss the Code's principles and recommended practice and make well-considered decisions about how these should be applied in their charity.

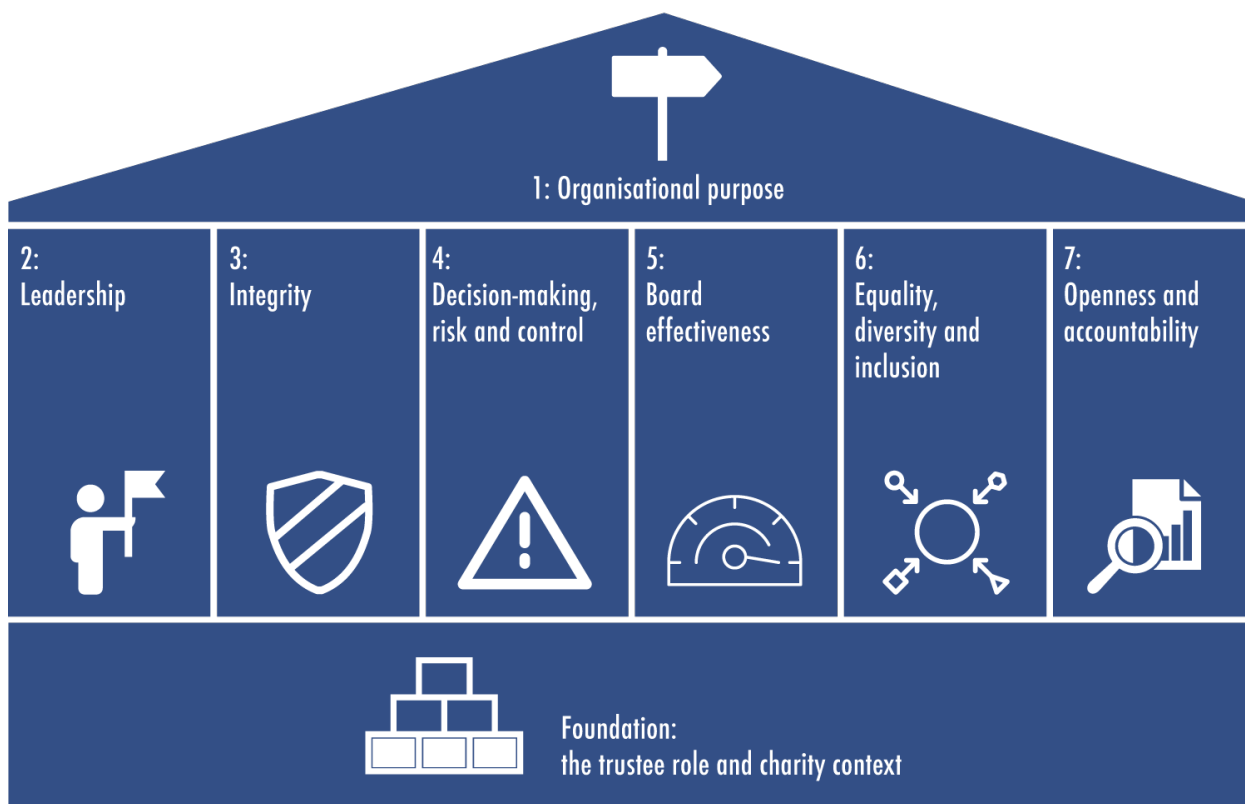
A charity should explain the approach it takes to applying the Code, so it is transparent to anyone interested in its work. We call this approach 'apply or explain'. All trustees are encouraged to meet the principles and outcomes of the Code by either *applying* the recommended practice or *explaining* what they have done instead or why they have not applied it. We have not used the phrase 'comply or explain', which is used by some other governance Codes, because meeting all the recommended practice in this Code is not a regulatory requirement.

Charities that adopt the Code are encouraged to publish a brief statement in their annual report explaining their use of the Code. We anticipate that this statement will be a short narrative rather than a lengthy 'audit' of policies and procedures.

Some charities work in areas, such as housing and sport, that have their own sector-specific governance Codes. These Codes may well take precedence over this Code, and such charities are encouraged to say in their annual reports which governance Code they follow.

The principles

There are seven principles which make up this Code. These seven principles build on the assumption that a charity is meeting its legal and regulatory responsibilities as a foundation.



1. Organisational purpose

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

2. Leadership

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

3. Integrity

The board acts with integrity, adopting values and creating a culture which help achieve the organisation'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.

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. Equality, diversity and inclusion

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 charity is open in its work, unless there is good reason for it not to be.

Steering group and sponsors

The Charity Governance Code Steering Group is a cross-sector collaboration with an independent chair, Rosie Chapman. The group's purpose is to review, develop, promote and maintain the Code for the sector.

The steering group's members are:

- [ACEVO: Charity Leaders Network](#)
- [Association of Chairs](#)
- [ICSA: The Chartered Governance Institute](#)
- [NCVO: National Council for Voluntary Organisations](#)
- [Small Charities Coalition](#)
- [WCVA: Wales Council for Voluntary Action.](#)

The [Charity Commission](#) is an observer on the group.

The steering group's latest revision of the Code has been funded by [The Clothworkers' Company](#) and the [Barrow Cadbury Trust](#).

You can [contact the steering group](#).

Foundation: the trustee role and charity context

It is the Code's starting point that all trustees:

- are committed to their charity's cause and have joined its board because they want to help the charity deliver its purposes most effectively for public benefit
- recognise that meeting their charity's stated public benefit is an ongoing requirement
- understand their roles and legal responsibilities, and, in particular, have read and understand:
 - the Charity Commission's guidance [*The Essential Trustee \(CC3\)*](#)
 - their charity's governing document
- are committed to good governance and want to contribute to their charity's continued improvement.

Principle 1. Organisational purpose

Principle

The board is clear about the charity'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 charity 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.

Key outcomes

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

Recommended practice

- 1.3** Determining organisational purpose
 - 1.3.1** The board periodically reviews the organisation's charitable purposes, and the external environment in which it works, to make sure that the charity, and its purposes, stay relevant and valid.
 - 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 outputs, outcomes and impacts.
- 1.4** Achieving the purpose
 - 1.4.1** All trustees can explain the charity's public benefit.
 - 1.4.2** The board evaluates the charity'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 business models and their impact on achieving charitable purposes in the short, medium and longer term.
- 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 charity's viability is uncertain.
- 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 charity's purposes, values and available resources.

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.

Key outcomes

- 2.1** The board, as a whole, and trustees individually, accept collective responsibility for ensuring that the charity has a clear and relevant set of aims and an appropriate strategy for achieving them.
- 2.2** The board agrees to the charity's vision, values and reputation and leads by example, requiring anyone representing the charity reflects its values positively.
- 2.3** The board makes sure that the charity'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

- 2.4** Leading the charity
 - 2.4.1** The board and individual trustees 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 trustees and senior staff who are able to govern well and add value to the charity.
 - 2.4.3** In the case of the most senior member of staff (e.g. CEO) 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 for all trustees that differentiate clearly those of the chair and other officer positions and outline how these roles relate to staff.

2.4.5 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. The formal relationship between the parent charity and each of its subsidiaries is clearly recorded and the parent reviews, at appropriate intervals, whether these arrangements continue to best serve the organisation's charitable purposes.

2.5 Leading by example

2.5.1 The board agrees the values, consistent with the charity's purpose, that it wishes to promote and makes sure that these values underpin all its decisions and the charity's activities (see also Principle 1).

2.5.2 The board recognises, respects and welcomes diverse, different and, at times, conflicting trustee views.

2.5.3 The board provides oversight and direction to the charity and support and 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 charity's staff are confident and enabled to provide the information, advice and feedback necessary to the board.

2.6 Commitment

2.6.1 All trustees give sufficient time to the charity to carry out their responsibilities effectively. This includes preparing for meetings and sitting on board committees and other governance bodies where needed. The expected time commitment is made clear to trustees 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. It adopts values, applies ethical principles to decisions and creates a welcoming and supportive culture which helps achieve the charity's purposes. The board is aware of the significance of the public's confidence and trust in charities. It reflects the charity's ethics and values in everything it does. Trustees undertake their duties with this in mind.

Rationale

Delivering the charity's purposes for public benefit should be at the heart of everything the board does. This is true even when a board's decision might be unpopular. Everyone who comes into contact with a charity should be treated with dignity and respect and feel that they are in a safe and supportive environment. Charity leaders should show the highest levels of personal integrity and conduct.

To achieve this, trustees should create a culture that supports the charity's values, adopt behaviours and policies in line with the values and set aside any personal interests or loyalties. The board should understand and address any inappropriate power dynamics to avoid damaging the charity's reputation, public support for its work and delivery of its aims.

Key outcomes

- 3.1** The board safeguards and promotes the charity's reputation by living its values and by extension promotes public confidence in the wider sector.
- 3.2** Trustees and those working for or representing the charity are seen to act with honesty, trustworthiness and care, and support its values.
- 3.3** The board acts in the best interests of the charity's purposes and its beneficiaries, creating a safe, respectful and welcoming environment for those who come into contact with it.
- 3.4** The board makes objective decisions about delivering the charity's purposes. It is not unduly influenced by those who may have special or personal interests. This applies whether trustees are elected, nominated, or appointed. Collectively, the board is independent in its decision making.
- 3.5** No one person or group has undue power or influence in the charity. The

board recognises how individual or organisational power can affect dealings with others.

Recommended practice

3.6 Upholding the charity's values

- 3.6.1** The board ensures that all of its decisions and actions are consistent with the charity's values.
- 3.6.2** Trustees regularly check whether there are inappropriate power imbalances in the board or charity. Where necessary, they address any potential abuse of power to uphold the charity's purpose, values and public benefit.
- 3.6.3** Trustees adopt and follow a suitable code of conduct that reflects the charity's values and sets out expected standards of ethics, probity and behaviour.
- 3.6.4** The board considers how the charity is seen by the people and organisations who are involved in its work and by the wider public. The board has policies and procedures to make sure that the charity works responsibly and ethically, has regard to the proper use of power and acts in line with its own aims and values.
- 3.6.5** The board ensures that the charity follows the law. It also considers following non-binding rules, codes and standards, for example regulatory guidance, the '[Nolan Principles](#)' or [Charity Ethical Principles](#) and other good practice initiatives that promote confidence in charities and create a supportive environment.

3.7 Ensuring the right to be safe

- 3.7.1** Trustees understand their safeguarding responsibilities and go beyond the legal minimum to promote a culture in which everyone feels safe and respected.
- 3.7.2** Where appropriate:
 - the board makes sure that there are appropriate and regularly reviewed safeguarding policies and procedures
 - as part of a charity's risk-management process, the board checks key safeguarding risks carefully and records how these are managed
 - all trustees, staff, volunteers and people who work with the charity have information or training on the safeguarding policy, so they understand it, know how to speak up and feel comfortable raising concerns.

3.8 Identifying, dealing with and recording conflicts of interest/loyalty

3.8.1 The board understands how real and perceived conflicts of interests and conflicts of loyalty can affect a charity's performance and reputation.

3.8.2 Trustees disclose any actual or potential conflicts to the board and deal with these in line with the charity's governing document and a regularly reviewed conflicts of interest policy.

3.8.3 Registers of interests, hospitality and gifts are kept and made available to stakeholders in line with the charity's agreed policy on disclosure.

3.8.4 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.

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

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

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, committees or individual trustees, staff 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 committees have suitable terms of reference and membership and that:
- the terms of reference are reviewed regularly
 - the committee membership is refreshed regularly and does not rely too much on particular people.
- 4.5.4** Where a charity uses third party suppliers or services – for example for fundraising, data management or other purposes – the board assures itself that this work is carried out in the interests of the charity and in line with its values and the agreement between the charity 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 charity's key policies and procedures to ensure that they continue to support, and are adequate for, the delivery of the charity's aims. This includes policies and procedures dealing with board strategies, functions and responsibilities, finances (including reserves), service or quality standards, good employment practices, and encouraging and using volunteers, as well as key areas of activity such as fundraising and 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 charity'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 charity'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 organisation'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 charity'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 charity's process for identifying, prioritising, escalating and managing risks and, where applicable, the charity's system of internal controls to manage these risks. The board reviews the effectiveness of the charity's approach to risk at least every year.

4.7.4 The board describes the charity's approach to risk in its annual report and in line with regulatory requirements.

4.8 Appointing auditors and audits

4.8.1 The board agrees and oversees an effective process for appointing and reviewing auditors, taking advice from an audit committee if one exists.

4.8.2 Where the charity has an audit committee, its chair has recent and relevant financial experience and the committee includes at least two trustees.

4.8.3 The board, or audit committee, has the opportunity to meet the auditors without paid staff present at least once a year.

4.8.4 Arrangements are in place for a body, such as the audit committee, to consider concerns raised in confidence about alleged improprieties, misconduct or wrongdoing. This includes concerns raised by 'whistle blowing'. Arrangements are also in place for appropriate and independent investigation 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 a charity thrives. The tone the board sets through its leadership, behaviour, culture and overall performance is critical to the charity's success. It is important to have a rigorous approach to trustee 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 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 resolved.
- 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

- 5.5** Working as an effective team
 - 5.5.1** The board meets as often as it needs to be effective.
 - 5.5.2** The chair, working with board members and staff, plans the board's programme of work and its meetings, making sure trustees 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 trustees 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. Trustees 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 trustees can constructively challenge each other.

5.5.5 Where significant differences of opinion arise, trustees 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 specialist in-house or external governance advice and support. The board can access independent professional advice, such as legal or financial advice, at the charity'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 charity's purposes effectively. It reflects this mix in its trustee appointments, balancing the need for continuity with the need to refresh the board.

5.6.2 The board is big enough that the charity's work can be carried out and changes to the board's composition can be managed without too much disruption. A board of at least five but no more than twelve trustees is typically considered good practice.

5.7 Overseeing appointments

5.7.1 There is a formal, rigorous and transparent procedure to appoint new trustees to the board, which includes advertising vacancies widely.

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 on the board. Regular skills audits inform the search process.

5.7.3 The charity considers using a nominations committee to lead the board-appointment process and to make recommendations to the board.

5.7.4 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:

- subject to a particularly rigorous review and takes into account the need for progressive refreshing of the board
- explained in the trustees' annual report.

5.7.5 If a charity'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 charity supports the members to play an informed role in these processes.

5.8 Developing the board

5.8.1 Trustees receive an appropriately resourced induction when they join the board. This includes meetings with senior management and covers all areas of the charity's work. Trustees are given the opportunity to have ongoing learning and development.

5.8.2 The board reviews its own performance and that of individual trustees, including the chair. This happens every year, with an external evaluation every three years. Such evaluation typically 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.

5.8.3 The board explains how the charity reviews or evaluates the board in the governance statement in the trustees' annual report.

Principle 6. Equality, diversity and inclusion

Principle

The board has a clear, agreed and effective approach to supporting equality, diversity and inclusion throughout the organisation and in its own practice. This approach supports good governance and the delivery of the organisation's charitable purposes.

Rationale

Addressing equality, diversity and inclusion helps a board to make better decisions. This requires commitment, but it means that a charity is more likely to stay relevant to those it serves and to deliver its public benefit. Recognising and countering any imbalances in power, perspectives and opportunities in the charity, and in the attitudes and behaviour of trustees, staff and volunteers, helps to make sure that a charity achieves its aims.

All trustees have the same responsibility for the charity, so they must have equal opportunity to contribute to decision making. Board diversity, in the widest sense, is important because it creates more balanced decision making. Where appropriate, this includes and centres the communities and people the charity serves. This increases the charity's legitimacy and impact. Equality and diversity are only effective and sustainable if the board works to be inclusive, ensuring that all trustees are welcomed, valued and able to contribute.

Boards that commit to equality, diversity and inclusion are more likely to set a positive example and tone for the charity by following an appropriate strategy for delivering its purpose and setting inclusive values and culture.

Key outcomes

- 6.1** The principles of equality, diversity and inclusion are embedded in the organisation and help to deliver the charity's public benefit.
- 6.2** Obstacles to participation are reduced, with the organisation's work designed and open for everyone included within its charitable purposes. This supports the charity to challenge inequality and achieve improved equality of outcomes.
- 6.3** The board is more effective because it reflects different perspectives,

experiences and skills, including, where applicable, from current and future beneficiaries.

Recommended practice

6.4 Assessing understanding of systems and culture

6.4.1 The board analyses and can define how equality, diversity and inclusion are important for the charity, its context and the delivery of its aims.

6.4.2 The board assesses its own understanding of equality, diversity and inclusion. It considers how this happens in the charity and identifies any gaps in understanding which could be filled by discussion, learning, research or information.

6.4.3 The board regularly assesses:

- the charity's approach to equality, diversity and inclusion, using available data and, where applicable, lived experience
- its own practice including:
 - the diversity of trustees' backgrounds and perspectives in its regular board skills audit to identify imbalances and gaps
 - any bias in trustee recruitment and selection
 - where applicable, how the communities and people that the charity serves are included and centred in decision making
 - how meetings and board information can be made more accessible and how to provide resources to support this
 - how to create a meeting environment in which behaving inclusively is the norm, all voices are equal and trustees can constructively challenge each other
 - how the board demonstrates inclusive behaviours in its decision making and how it engages with staff, volunteers, members, service users and beneficiaries.

6.5 Setting context-specific and realistic plans and targets

6.5.1 The board sets a clear organisational approach to equality, diversity and inclusion in line with the charity's aims, strategy, culture and values. This is supported by appropriate plans, policies, milestones, targets and timelines.

6.5.2 The board uses the findings from its assessments to make context-specific and regularly reviewed plans and targets for:

- equality, diversity and inclusion training for board members
- inclusive boardroom culture, practices and behaviours
- board evaluation or training to address any power imbalances between trustees
- removing, reducing and preventing obstacles to people being trustees
- attracting a diverse group of candidates for new trustee roles and providing an inclusive induction for new trustees
- recruiting a diverse board that addresses imbalances and any gaps that have been found
- promoting inclusive behaviours and cultures to the wider organisation.

6.6 Taking action and monitoring performance

- 6.6.1** The board ensures that there are appropriate arrangements and resources in place to monitor and achieve the organisation's equality, diversity and inclusion plans and targets, including those relating to the board.
- 6.6.2** The board creates and maintains inclusive cultures, practices and behaviours in all its decision making. It promotes and demonstrates inclusive behaviours and cultures to the wider organisation.
- 6.6.3** The board regularly monitors and actively implements its plans and targets established under 5.2.
- 6.6.4** The board leads the organisation's progress towards achieving its equality, diversity and inclusion plans and targets. It receives regular updates from the organisation including challenges, opportunities and new developments.
- 6.6.5** The board periodically takes part in learning and/or reflection about equality, diversity and inclusion and understands its responsibilities in this area. It acts on any gaps in its understanding and looks at how board practice, culture and behaviour are affected by these gaps.

6.7 Publishing performance information and learning

- 6.7.1** The board regularly publishes:
 - information on its progress towards achieving its equality, diversity and inclusion plans and targets, including challenges, opportunities and learning. This could include the:
 - charity's organisational approach to equality, diversity and inclusion in line with its aims, strategy, culture and values,
 - board's culture, practices and behaviours

- board's composition and make-up

6.7.2 its plans to tackle any organisational or board inequalities and gaps that have been identified.

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.

Key outcomes

- 7.1** The organisation's work and impact are appreciated by all its stakeholders.
- 7.2** The board ensures that the charity's performance and interaction with its stakeholders are guided by the values, ethics and culture put in place by 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

- 7.5** Communicating and consulting effectively with stakeholders
 - 7.5.1** The board identifies the key stakeholders with an interest in the charity's work. These might include users or beneficiaries, staff, volunteers, members, donors, suppliers, local communities and others.
 - 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.

7.5.3 As part of this strategy, the board thinks about how best to communicate how the charity is governed, who the trustees are and the decisions they make.

7.5.4 The board ensures that stakeholders have an opportunity to hold the board to account through agreed processes and routes, for example question and answer sessions.

7.5.5 The board makes sure there is suitable consultation with stakeholders about significant changes to the charity's services or policies.

7.6 Developing a culture of openness within the charity

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 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 trustees and senior staff and agrees an approach for how these are communicated publicly in line with Principle 3.

7.6.4 Trustees publish the process for setting the remuneration of senior staff, and their remuneration levels, on the charity's websites and in its annual report

7.7 Member engagement

7.7.1 In charities where trustees are appointed by an organisational membership wider than the trustees, the board makes sure that the charity:

- has clear policies on who is eligible for membership of the charity
- has clear, accurate and up-to-date membership records
- tells members about the charity'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 charity's governance, including, where applicable, serving on committees or being elected as trustees.

Useful links

This page contains some useful links to the resources available from code steering group partners and those that have supported the groups work.

[ACEVO](#) is the community of civil society leaders. Its website contains advice and support on governance, in particular developing effective CEO and board relationships.

The [Association of Chairs](#) supports Chairs and Vice Chairs in England and Wales. You can find resources and events on their website www.associationofchairs.org.uk

[ICSA: The Governance Institute](#) has general and detailed information for the charity and voluntary sectors, including guidance on trustee roles and duties and conflicts of interest, as well as books and courses. Go to the 'knowledge tab' and look for the link to 'charity resources'.

[NCVO](#) has a suite of tools and resources designed to support effective governance.

- The [NCVO Knowhow Nonprofit site](#) provides knowledge and e-learning for charities, social enterprises and community groups. The '[Board Basics](#)' [section](#) contains a suite of tools, model documents and guidance for effective boards.
- The '[Studyzone](#)' [section](#) hosts online trustee training and other courses which can help your board implement this code. These resources are free to NCVO members.
- Other information on NCVO's governance support, training, publications and topical blogs can be found through [NCVO's website](#).

The [Small Charities Coalition](#) supports organisations with an income of under £1m a year. Its website includes information on events, advice and guidance for the trustees of smaller charities.

Charities based in Wales are encouraged to visit [WCVA](#)'s website which has guidance and information on events. [Third Sector Support Wales](#) is a network of support organisations for the voluntar sector in Wales.

The audit, tax and consulting firm RSM Undertook the first major piece of research into the Code. This work launched in 2019 explores [the benefits to charities in adopting the Code and the trends of adoption](#).

Glossary

Please refer to the [glossary](#).