

GOVERNANCE DOCUMENTS

STANDING ORDERS

FINANCIAL REGULATIONS

CODE OF CONDUCT

MONEY LAUNDERING

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FCLT Meetings

Annual General Meeting

1. Must be held within 15 months of previous AGM.
2. 21 days' notice to be given to all members.

Board selection

3. Board members are to be proposed and seconded by members.
4. Seconded candidates shall send their application to the Board secretary to be circulated to all members not less than 14 days before the AGM (see form at Appendix B).
5. The board member's application shall state why they wish to join the board, what qualities, skills or experience they bring and what they hope to achieve.
6. Where more than two persons have been nominated for any position to be filled by the Board and of the votes given there is not an absolute majority in favour of one person, the name of the person having the least number of votes shall be struck off the list and a fresh vote taken, and so on until a majority of votes is given in favour of one person.

Agenda items

7. The outgoing chair will give a summary of the previous year's activities.
8. FCLT accounts for the year which have been signed off by the board will be presented by the treasurer for acceptance by members.
9. Audit exemption to be voted on if allowable in law.
10. Board members stepping down do so and new Board voted in.
11. AOB notified in advance and included in the agenda.

Board Meetings

12. Any board member may request the secretary to call a board meeting. Giving the reason.
13. The minimum notice given shall be 7 days.
14. The chair has a casting vote.
15. If the chair is not present, another may be selected as chair for that meeting.
16. The quorum for any board meeting is 5.
17. During the course of board meetings, the chair's decision as to the interpretation of the Rules and these Standing Orders will be final.
18. The board may resolve to suspend a Standing Order, in order to progress the business of FCLT and such decision will be included in the minutes. The suspension will not be taken lightly and it will be time-limited.
19. At the first FCLT Board meeting after the AGM the first business shall be:
 - To elect a Chairman of FCLT. The previous Chairman may be re-elected
 - To elect a Treasurer, Board Secretary and Administrative Secretary.
 - To fill any vacancies left unfilled at the election by reason of insufficient nominations. The minimum number of Board members is 5, the maximum 12.
 - To set dates for future Board meetings.

Agenda items

20. The agenda will include:
 - Apologies, with the reason given to the Secretary
 - New declarations of interest.
 - Minutes of previous FCLT Board Meeting – to consider and approve the Minutes, points of accuracy only, not re-opening discussion
 - After approval the Chairman shall sign the Minutes and initial each page as a correct record.

- Outstanding actions from Minutes
- Finance – To consider any matters that require FCLT action or resolution
 - This will include a record of money received and the authorisation of payments to be made
- Urgent Business – at the discretion of the Chairman, to hear issues that have arisen since the Agenda was issued
- Other items covered by agenda
- Applications for membership or cessation of membership received by the Secretary
- AOB
- Date of next meeting.

Secretary

21. The Board Secretary is elected by the Board and enables FCLT to be run in a tidy and lawful manner.

22. The Board Secretary shall:

- maintain a Members' Register and a Register of Interests.
- provide each new Board member with a letter of introduction, which confirms whether the Board member is elected or co-opted and includes the Code of Conduct and the Board member's written declaration to observe it
- provide each new Board member with these Standing Orders
- provide each new Board member with the Financial Regulations included in the Standing Orders.
- ensure a letter of resignation is provided by any Board member standing down
- take applications for membership of FCLT to board meetings
- organise and co-ordinate all the statutory and regulatory returns within the required timescales.

- ensure the governance and administrative functions of the Board meet and comply in full with the governing instrument, best practice standards and applicable regulatory requirements.
- accept proxy votes and use them at meetings
- ensure money /Identity checks are undertaken and are fit for purpose (see form at Appendix A).
- maintain a dated record of all incoming and outgoing correspondence
- acknowledge all incoming letters on receipt; and circulate to the board all incoming correspondence that needs action or attention in readiness for meetings.
- maintain a target to provide an immediate initial acknowledgement and a meaningful reply within two weeks.
- ensure notice to attend meetings of FCLT is given
- ensure proper records of all FCLT meetings are made and circulated to Board members with the Agenda of the next meeting.

Disorderly conduct

- 23.** All Board members must observe the Code of Conduct adopted by FCLT.

Committees

- 24.** FCLT Board may appoint Committees but

- shall not appoint any member of a Committee so as to hold office later than the next AGM.
- may appoint persons other than members of FCLT to any Committee; and
- may at any time dissolve or alter the membership of a Committee.

- 25.** Every Committee shall at its first meeting and before proceeding to any other business, elect a Chairman who shall hold office until the next AGM, and settle its programme of meetings for the year.

- 26.** Except where ordered by FCLT Board the quorum of a Committee shall be one-half of its members.

27. The Standing Orders on conduct, and interests of members in contracts and other matters shall apply to Committee meetings
28. A person who has made a proposal that by resolution has been referred to a Committee of which they are not a member, may attend to explain their proposal to the Committee but shall not vote.

Unauthorised activities

29. No member of FCLT Board or of its Committee shall in the name of or on behalf of FCLT issue orders, instructions or directions or otherwise represent FCLT unless authorised to do so by FCLT Board.

Admission of press and public to meetings

30. The public and press may be invited to attend any meeting of FCLT with the prior approval of the Chairman.
31. If anyone interrupts the proceedings at any meeting, the Chairman may, after warning, order that s/he be removed from the meeting and may adjourn the meeting for such period as is necessary to restore order.

Confidential business

32. No member of FCLT Board or of any Committee shall disclose to any person not a member of FCLT board any business declared to be confidential by FCLT Board, or a Committee.
33. Any Board member in breach of this Standing Order shall be suspended or removed. from the FCLT Board and from any Committee.

Financial Regulations

34. FCLT shall have Financial Regulations. These should normally be drafted by the Treasurer and be submitted to FCLT Board for agreement and adoption. They should be reviewed every year.
35. The Financial Regulations shall include detailed procedures for the following:
 - the accounting records and systems of internal control
 - the assessment and management of risks faced by FCLT \
 - the financial reporting requirements of Board members
36. All accounting and financial matters, including budgets shall be controlled and administered in accordance with the adopted Financial Regulations.

Emergency Business

37. Should it not be appropriate to convene a special meeting then any emergency business will be handled by the Board Secretary, in consultation with the Chair and one other board member. Actions will be reported promptly to the board.
38. The Board may resolve to suspend a Standing Order, in order to progress the business of FCLT, and such decision will be included in the minutes. The suspension will not be taken lightly, and it will be time-limited.

Risk assessment

39. A risk assessment will be undertaken bi-annually by the Treasurer of all the activities of FCLT and a report approved by the board. This assessment will also cover the appropriateness of the internal audit arrangements. The Risk Assessment will be reviewed annually. If FCLT undertakes a new activity not covered by the existing risk assessment an assessment will be undertaken before the activity commences.

Review of Standing Orders

40. These standing orders will be reviewed annually by the secretary and the chair, and any amendments will be decided by the board.

41. The Treasurer will supply regular updates of income and expenditure throughout the year and detail actual figures against estimate.
42. The Treasurer will supply figures for the Annual Return of FCLT for the Financial Conduct Authority (the registering body for CBSs).

Banking Arrangements and Cheques

43. FCLT's banking arrangements will be approved by the Board. They will be regularly reviewed for efficiency.
44. A resolution of the board will nominate at least three members to be authorised by FCLT to sign cheques and authorise online payments.
45. All items of expenditure will be authorised by the board and the payments approved. The Treasurer will examine invoices and verify and certify the expenditure.
46. All transactions will require two board signatories.
47. Any utility bill may be paid by Direct Debit provided that the instructions are signed by two authorised board members.

Loans and Investments

48. All loans and investments will be negotiated in the name of FCLT and will be set for a period approved by the board.
49. All borrowings will be in the name of FCLT and will not be entered into until necessary approvals have been given. Any application will be approved by board, especially the terms and purpose. These terms must be reviewed annually.
50. All investments of money under the control of FCLT will be in the name of FCLT and all certificates or other documents will be retained by the Treasurer.

Contracts and Purchase Orders

51. An official order or letter will be issued for all work or service paid for by FCLT. The Board are responsible for obtaining good value for money and appropriate terms at all times.
52. Orders for values £500 to £2000 require a minimum of two quotations; for values above £2000 three quotations are required if practicable.

- 53.** All estimates will be approved by the Board; while the board is not obliged to accept the lowest quotation the reasons for accepting the quotation will be recorded.

Assets

- 54.** The Treasurer will ensure that an appropriate and accurate Register of Assets is maintained by FCLT. It will be reviewed at least annually, in conjunction with a health and safety inspection of assets if appropriate.

HMRC

- 55.** The Treasurer will promptly complete any VAT or Corporation Tax Return that is required.

Insurance

- 56.** Following the annual risk assessment by the Treasurer the Board will review the level of insurance cover and ensure it is adequate and appropriate for the activities of FCLT. Minimum cover may include Public Liability, Employers' Liability, Money and Fidelity Guarantee.

Code of Conduct - Members

Behaviour during all FCLT meetings

57. No Board member shall at a meeting persistently disregard the ruling of the Chairman, wilfully obstruct business, or behave irregularly, offensively, improperly or in such a manner as to bring FCLT into disrepute.
58. If, in the opinion of the Chairman, a Board member has acted in a manner contrary to that required by the Code of Conduct, the Chairman shall express that opinion to FCLT Board and thereafter any Board member may move that the Board member named be no longer heard or that the Board member named should leave the meeting, and the motion, if seconded, shall be put to the vote forthwith and without discussion. If a Board member reasonably believes another Board member is in breach of the Code of Conduct, that Board member is under a duty to report the breach to the Chairman.
59. The Chairman may adjourn the meeting or take such further steps as may reasonably be necessary to resolve the matter.
60. Your behaviour at a meeting is important to the success of the meeting. Everyone needs to feel that their point was made and understood.
61. To make sure meetings allow FCLT to progress there are some simple ground rules for behaviour before and during meetings.
62. All people attending any meeting of FCLT must agree to abide by the code of conduct and act in a manner that supports equal opportunities for all.

They must:

- act appropriately and treat everyone at the meeting with respect allow everyone to take part without interruption or intimidation and treat everyone equally
- declare any private interests in the matters discussed

They must not:

- seek to gain any advantage for themselves, their family or friends act or speak in a way that may be perceived as bullying, abusive, discriminatory or derogatory

63. All contributions should be addressed to the meeting via the Chair.

64. The time available for meetings is finite. The Chair of a meeting is allowed to set a time limit on someone who is permitted to speak if needed.
65. Individual and personal disputes should not be allowed to affect conduct within the meeting but should be resolved elsewhere.
66. People should not have meetings within meetings by discussing issues with other individuals or groups of individuals.
67. Everyone must respect others' contributions and not interrupt when someone is speaking.
68. In contributing to the meeting, everyone will ensure that comments they make do not amount to a personal attack on another individual and should avoid using heated and emotional words or behaviour.
69. Everyone must accept and abide by majority decisions.

Declarations of Interest

70. The Agenda will include an item allowing members to declare whether they have any personal, financial or other material interest in any item on the Agenda in accordance with the Conflicts of Interest Policy. The Chair and the remaining voting members of the meeting will then decide whether individuals declaring an interest must leave the meeting for the relevant item or just not take part in the discussion or decision making.

Confidentiality

71. Meetings may occasionally receive information which is not in the public domain often relating to individuals, organisations or financial matters. It is the responsibility of each individual to ensure that this information remains confidential to the meeting unless prior authorisation has been given by the Chair for this to be discussed elsewhere. Individuals must never use confidential information for their personal advantage or the advantage or disadvantage of anyone known to them or to disadvantage or discredit FCLT.

Breaches of the Code of Conduct during Meetings

72. If, in the opinion of the Chair, a member has acted in a manner contrary to that required by the Code of Conduct, the Chair shall express that opinion to FCLT Board and thereafter any Board member may move that the member named

should leave the meeting, and the motion, if seconded, shall be put to the vote forthwith and without discussion. Anyone excluded from a meeting because of their behaviour will only be allowed to return to future meetings if they agree to abide by the code of conduct.

Appendix A - Money Laundering

Money laundering and ID checking – Chair / Treasurer / Secretary

(this is also available from some Post Offices)

Applicant

Surname

Other names

Occupation

Address

Date of Birth

I/We certify that I have seen the original documents of the copies attached and that any photographs on the documents were a good likeness for the individual applying for this identity check.

Signed

Name Position Date Solicitor/Accountancy firm name

Address

Tel:

Evidence of Name (copy attached of one document from this section)

- Current signed passport
- EEA member state identity card (please note that UK National Identity cards are no longer valid as proof of identity for anti- money laundering purposes)
- Residence permit issued by the Home Office to EU Nationals on sight of their own country passport
- Current driving licence (not old style provisional) or a blue disabled driver's pass

- Original notification letter from the Department for Work and Pensions (DWP) confirming the rights to benefits
- Self-Employed in the Construction Industry – current photographic registration cards
- HM Revenue & Customs tax notification – not a P45 or P60 form

Evidence of Address (copy attached of one document from this section)

- Current electricity, gas, landline telephone, or water/sewerage bill
- Local Authority Council tax bill (current year)
- Current UK driving licence (old full licence or new photo-card licence) if not used for evidence of name (old style provisional licences will not be accepted)
- Current EEA Member State identity card (if not used for evidence of name. Please note that UK National Identity cards are no longer valid as proof of address for anti-money laundering purposes)
- Bank, Building Society, Credit Card or Credit Union statement or Building Society passbook containing your address
- Most recent mortgage statement from a recognised lender
- Current local council rent card or tenancy agreement
- Original notification letter from the Department for Work and Pensions (DWP) confirming the rights to benefit (if not used for evidence of name)
- HM Revenue & Customs communications addressed to the applicant at the applicant's stated address (provided HM Revenue & Customs tax notifications have not been used for evidence of name). Not a P45 or P60 form
- Current house or motor insurance certificate

Appendix B - Proposal for a new Board Member

Name:Please Print

Address:

I propose as a Board Member of Ford
Community Land Trust

Signed

Dated

I second this Application

Name:Please Print

Address.....

Signed

Dated

This application must be received by the Board Secretary not less than 14 days before the
AGM.

Please attach your statement of:

- Why you wish to join the board
- What qualities you would bring
- What you would hope to achieve