

BOARD CONSTITUTION - UPDATED

Summary: To review the updated Constitution

Recommendation: That the Constitution be adopted by the Board.

Report by: Andy Parsons – Chief Executive

INTRODUCTION

1. The Constitution sets out how the Board operates, how decisions are made and the procedures that are followed to ensure efficiency, transparency and accountability.
2. Some of these processes are required by the rules under which the Board was established, while others are a matter for the Board to choose.
3. In 2020 there was a light touch update to the Constitution but it is generally felt that the document doesn't fully reflect the organisation of today and how it operates.
4. Therefore, the CEO asked Michele Holden (Board Monitoring Officer) to complete a full review and update of the Constitution. This took place between April and September 2023.
5. The CEO and Michele Holden met with the CEO and Clerk of the Chilterns Conservation Board to discuss, and learn from, how each organisation structures their Constitution and other governing documents. Michele also looked at other examples within the charity sector.
6. The main body of the document has been reduced to 39 pages, with a number of appendices in addition to this. By reducing the main body and introducing appendices it is felt that future updates to individual aspects of the Constitution will be much more straightforward, i.e. a change to an appendix rather than the full document.
7. At the commencement of this review, one of the objectives was to significantly reduce the length of the document. However, it became very clear during the process that this wouldn't be the case and that the final contents are all required.

KEY CHANGES

8. Embedding the Finance and Governance Committee (F&GC) into the document as approved at the 2022 AGM, replacing the requirement for key financial decisions to be made by Executive Committee.
9. Updating the role of the Board, The Executive Committee and the Working and Steering Groups – so that decision-making and delegations are clearer.
10. Tabulating the Scheme of Delegation to include the following increases to financial thresholds, reflecting the growing organisation (p61-64):
 - Virements approval to increase from £10k to £50k for CEO and >£50k goes to the Board, removing Executive Committee authorisation (p42).

- Procurement approvals increasing from £2k-£5k with value of money due diligence; £15k to £25k requiring three quotes and >£15k to >£25k requiring three formal tenders (p44).
- Entering into contractual agreements within the budget approved by the Board increases from £100k to £500k for CEO with F&GC consultation, otherwise up to £100k, replacing Executive Committee authorisation.
- Assets disposal threshold to change to <£5k CEO and >£5k Board, removing Executive Committee authorisation.

11. Change of registered address and administrative offices references throughout.

12. Addition of contact list in Appendix 9 (p90).

RECOMMENDATION

13. The Board is asked to review, and if in agreement adopt, the updated Constitution.

SUPPORTING PAPERS

- Appendix A – The Constitution of the Conservation Board for the Cotswolds Area of Outstanding Natural Beauty

OCTOBER 2023