



Angmering Community Land Trust

GOVERNANCE DOCUMENTS

**STANDING ORDERS, FINANCIAL REGULATIONS, CODE OF
CONDUCT, MONEY LAUNDERING AND RETENTION OF
DOCUMENTS**

Contents

Annual General Meeting	2
Board selection	2
Roles & Responsibilities	3
Disorderly conduct	5
Committees	5
Unauthorised activities.....	5
Admission of press and public to meetings	5
Confidential business.....	6
Financial Matters	6
Emergency Business	6
Risk assessment.....	6
Review of Standing Orders	6
Financial regulations.....	6
Banking Arrangements and Cheques	7
Loans and Investments.....	7
Contracts and Purchase Orders.....	7
Assets.....	7
HMRC.....	7
Insurance.....	8
Code of Conduct - Members.....	8
Behaviour during all ACLT meetings.....	8
Declarations of Interest	8
Confidentiality	9
Breaches of the Code of Conduct during Meetings	9
Retention of Documents	10

These Orders, Processes and Policies must be read in conjunction with the Rules of Angmering Community Land Trust as determined under the Cooperative and Community Benefit Societies Act 2014 which will take precedence unless formerly varied by an ACLT Board decision.

ACLT Meetings

Annual General Meeting

1. Must be held within 6 months after the close of its financial year.
2. 21 days' notice to be given to all members.

Board selection

3. Board members are to be proposed and seconded by members. **A Proposal Form will be provided. (See Appendix 2)**
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.
5. The Board member's application shall state why they wish to join the Board, what qualities 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. ACLT 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. Any Other Business notified in advance and included in the agenda together with an opportunity for questions.

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 ACLT 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 ACLT Board meeting after the AGM the first business shall be:
 - To elect a Chairman of ACLT. 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 ACLT 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 / Updates
- Finance – To consider any matters that require ACLT 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.

Roles & Responsibilities

CHAIRMAN

21. The Chairman is responsible for ensuring that the Board's business and the ACLT's meetings are conducted efficiently. The core responsibilities are as follows:

Duties and responsibilities

- All Board members are given an opportunity to express their views.
- Ensuring a constructive working relationship is established with the Board Secretary, Treasurer and Administrative Secretary.
- The Board delegates sufficient authority to its Chair, Board Secretary, Administrative secretary and its Committees to enable the business of the ACLT to be carried on effectively between Board meetings.
- The Board receives professional advice when required.
- The ACLT is represented as required.
- The ACLT's affairs are conducted in accordance with generally accepted codes of performance and propriety.
- There is a clear division of responsibilities between the Board and any paid staff or Managing Agent.
- The Board shall ensure there is a written statement detailing the Chair's responsibilities.

BOARD / COMPANY SECRETARY

22. The Board Secretary is responsible for helping ensure that the organisation is properly governed. The core responsibilities of this role are as follows:

Duties and responsibilities

- 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.

ADMINISTRATIVE SECRETARY

23. The Secretary is responsible for providing the secretariat functions that support the efficient running of the organisation. The core responsibilities of this role are as follows:

Duties and responsibilities

- Organise and co-ordinate all the secretarial functions of the Board including meeting venues.
- Ensure the membership register is properly maintained and regularly updated.
- Issue relevant Notices, including the AGM within the required timescales.
- Support the efficient management of Board business through circulation of appropriate agendas, minutes and other information.

TREASURER

24. The Treasurer will maintain an overview of the organisation's affairs whilst ensuring its financial viability. They will also ensure that proper financial records and procedures are maintained. The core responsibilities of this role are as follows:

Duties and responsibilities

- To ensure that the ACLT complies with its governing document and other relevant financial legislation or regulations and that proper financial procedures are in place.
- Maintaining an accurate record (current and projected) of the ACLT's income and expenditure.
- Monitor and report on the financial health of the ACLT, briefing the Board clearly on financial matters, whilst identifying opportunities and risks.
- Ensure that the ACLT resources are applied in pursuance of its objects.
- Oversee the preparation for Board approval of the ACLT's budget, reports and accounts.
- To contribute actively to the Boards strategic direction.
- To safeguard the good name and values of the ACLT.
- Ensuring the Board appoints an independent auditor to prepare the annual financial accounts when required.
- These responsibilities apply equally to the role of Deputy Treasurer.

BOARD MEMBER

25. As a Board member you must promote equality and not unlawfully discriminate and treat others with respect. Provide the necessary access to information where appropriate and not disclose any confidential information. You must not use ACLT resources for political purposes or for any other reason unless agreed by the Board.

Duties and responsibilities

- To attend meetings when asked to do so, whenever practically possible
- Prepare for meetings by studying the agenda and making sure you are properly informed about issues to be discussed.

- Take part in meetings and form sound judgements based on what is best for ACLT and then to abide by majority decisions.
- Ensure, together with other Board members, that ACLT is properly managed and uses its resources prudently and in accordance with the law.
- Maintain proper standards of behaviour.

Disorderly conduct

26. All Board members must observe the Code of Conduct adopted by ACLT.
27. 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 ACLT into disrepute.
28. 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 ACLT 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.
29. The Chairman may adjourn the meeting or take such further steps as may reasonably be necessary to resolve the matter.

Committees

30. ACLT 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 ACLT to any Committee; and
 - May at any time dissolve or alter the membership of a Committee.
31. 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.
32. Except where ordered by ACLT Board the quorum of a Committee shall be one-half of its members.
33. The Standing Orders on conduct, and interests of members in contracts and other matters shall apply to Committee meetings
34. 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

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

Admission of press and public to meetings

36. The public and press may be invited to attend any meeting of ACLT with the prior approval of the Chairman.

37. 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

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

Financial Matters

40. ACLT shall have Financial Regulations. These should normally be drafted by the Treasurer and be submitted to ACLT Board for agreement and adoption. They should be reviewed every year. The Financial Regulations shall include detailed procedures for the following:
 41. Accounting records and systems of internal control
 42. Assessment and management of risks faced by ACLT
 43. Financial reporting requirements of Board members
 44. All accounting and financial matters, including budgets shall be controlled and administered in accordance with the adopted Financial Regulations.

Emergency Business

45. 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.
46. The Board may resolve to suspend a Standing Order, in order to progress the business of ACLT, and such decision will be included in the minutes. The suspension will not be taken lightly, and it will be time-limited.

Risk assessment

47. A risk assessment will be undertaken annually by the Treasurer of all the activities of ACLT 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 ACLT undertakes a new activity not covered by the existing risk assessment an assessment will be undertaken before the activity commences.

Review of Standing Orders

48. These standing orders will be reviewed annually by the Secretary and the Chair, and any amendments will be decided by the Board.

Financial regulations

49. The Treasurer will supply regular updates of income and expenditure throughout the year and detail actual figures against estimate.
50. The Treasurer will supply figures for the Annual Return of ACLT for the Financial Conduct Authority (the registering body for CCBSs).

Banking Arrangements and Cheques

51. ACLT's banking arrangements will be approved by the Board. They will be regularly reviewed for efficiency.
52. A resolution of the Board will nominate at least three members to be authorised by ACLT to sign cheques and authorise online payments.
53. All items of expenditure above £200 will be authorised by the Board and the payments approved. The Treasurer will examine invoices and verify and certify the expenditure.
54. All transactions will require two Board signatories.
55. Any utility bill may be paid by Direct Debit provided that the instructions are signed by two authorised Board members.
56. The Board will not have a Petty Cash policy. Small items of expenditure will be purchased through use of a Bank Business Card.

Loans and Investments

57. All loans and investments will be negotiated in the name of ACLT and will be set for a period approved by the Board.
58. All borrowings will be in the name of ACLT 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.
59. All investments of money under the control of ACLT will be in the name of ACLT and all certificates or other documents will be retained by the Treasurer.

Contracts and Purchase Orders

60. An official order or letter will be issued for all work or service paid for by ACLT. The Board are responsible for obtaining good value for money and appropriate terms at all times.
61. Two Bank Business Cards be issued with a card limit of £200 for incidental items of expenditure. The distribution / allocation of the Business Cards for purchases / use will be the responsibility of the Treasury. Any expense greater than £200 will need to follow guidance for authorisation contained under ACLT Governance & Standing Orders. The Treasury will monitor all expenditure on the Bank Cards.
62. Orders for values from £200 to £999 simply require Board approval
63. Orders for values £1000 to £9999 require two quotations and orders above £10,000 require three quotations. In either case, where the required number of quotations has not been received, or if it is impractical to obtain the required amount of quotations, the Board may accept any quotation received. This change does not alter existing Petty Cash policies.
64. 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

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

HMRC

66. The Treasurer will promptly complete any VAT or CT Return that is required.

Insurance

67. 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 ACLT. Minimum cover may include Public Liability, Employers' Liability, Money and Fidelity Guarantee.

Code of Conduct - Members

Behaviour during all ACLT meetings

68. Your behaviour at a meeting is important to the success of the meeting. Everyone needs to feel that their point was made and understood. To make sure meetings allow ACLT to progress there are some simple ground rules for behaviour before and during meetings.

All people attending any meeting of ACLT 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

69. Everyone is required to respect the ruling of the Chair.
70. All contributions should be addressed to the meeting via the Chair.
71. 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.
72. Individual and personal disputes should not be allowed to affect conduct within the meeting but should be resolved elsewhere.
73. People should not have meetings within meetings by discussing issues with other individuals or groups of individuals.
74. Everyone must respect others' contributions and not interrupt when someone is speaking.
75. 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.
76. Everyone must accept and abide by majority decisions.

Declarations of Interest

77. 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. 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

78. 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 ACLT.

Breaches of the Code of Conduct during Meetings

79. 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 ACLT 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 1

Retention of Documents

DOCUMENT	MINIMUM RETENTION PERIOD	REASON
Minute books	Indefinite	Archive
Receipt and payment account(s)	Indefinite	Archive
Receipt books of all kinds	6 years	VAT / Taxation
Bank statements, including deposit / savings accounts	Last completed audit year	Audit
Bank paying-in books	Last completed audit year	Audit
Cheque book stubs	Last completed audit	Audit
Quotations and tenders	12 years/indefinite	Statute of Limitations
Paid invoices	6 years	VAT / Taxation
Paid cheques	6 years	Statute of Limitations
VAT records	6 years	VAT
Petty cash, postage and telephone books	6 years	Tax, VAT, Statute of Limitations
Timesheets	Last completed audit	Audit
Wages books	12 years	Superannuation
Insurance policies	While valid	Management
Certificates for Insurance against liability for employees	40 years from date on which insurance commenced or was renewed	The Employers' Liability (Compulsory Insurance) Regulations 1998 (SI. 2753), Management.
Investments	Indefinite	Audit, Management
Title deeds, leases, agreements, contracts	Indefinite	Audit, Management

Proposal for a new Board Member

Name:(Please Print)

Address:

I propose as a Board Member of
Angmering 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