

Rutland First (CIC)

Articles, Standing Orders, and Policies

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Nominated Board Members

Rutland First Safeguarding lead	Nicola Darby
Anti Fraud	Judith Worthington
Data Protection	Bart Taylor-Harris

This document was compiled on 8 February 2019 and updated on 28 October 2019

Rutland First Community Interest Company is a not-for-profit company established to undertake and encourage a broad range of work and other activities relating to improving, promoting and enhancing the wellbeing of the people of Rutland, and the immediate surrounding areas.

Articles of Association

RUTLAND FIRST CIC
Registered Number 08943486

The Companies Act 2006

Community Interest Company Limited by
Guarantee '

Memorandum of Association of
Rutland First
Community Interest Company
Registered Number

08943486

The Companies Act 2006
Community Interest Company Limited by
Guarantee Memorandum of Association
of
Rutland First Community Interest Company

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the Company

Name of each subscriber

Authentication by each

Jennifer Fenelon
Jennifer Pearce
Judith Worthington
Elizabeth Tebbit
Barry Read

Date

Footnote

Above are listed the original Subscribers upon establishment of the Healthwatch Rutland Community Interest company in 2014. They constituted the Healthwatch Rutland CIC Board at the time of inception. Board Membership has been updated at each subsequent AGM and a record is kept in the Company's minute book. The company changed its name to Rutland First Community Interest Company in April 2018.

The Company also maintains a register of persons holding a controlling influence in the Company of which there are nil.

The Companies Act 2006

Community Interest Company Limited by Guarantee

Articles of
Association of
Rutland First Community Interest Company
Registered Number 08943486

(based on CIC Limited by Guarantee, Schedule 1, Large
Membership)

Revision August 2018

The Companies Act 2006
Community Interest Company Limited by
Guarantee

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The Companies Act 2006
Articles of Association
of

Rutland First Community Interest Company

INTERPRETATION

1. Defined Terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles

COMMUNITY INTEREST COMPANY AND ASSET LOCK

2. Community Interest Company

The Company is to be a community interest company

3. Asset Lock

3.1 The Company shall not transfer any of its assets other than for full consideration.

3.2 Provided the conditions in Article 3.3 are satisfied, Article 3.1 shall not apply to

- a) the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body, and
- b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body

3.3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum and Articles of the Company.

3.4 If:

1. the Company is wound up under the Insolvency Act 1986, and
2. all its liabilities have been satisfied

any residual assets shall be given or transferred to an asset-locked body as decided by the members of the company in a general meeting

4 **Not for profit**

The Company is not established or conducted for private gain, and any surplus or assets are used principally for the benefit of the community

OBJECTS, POWERS AND LIMITATION OF LIABILITY

5 **Objects**

The objects of the company are to:

Undertake and encourage a broad range of work and other activities relating to improving, promoting and enhancing the wellbeing of the people of Rutland, and the immediately surrounding areas.

Such activities may be found (but not exclusively so) in a variety of areas, including:

1. Physical and mental health improvement
2. Educational, environmental, housing and social care support
3. Community activities
4. Research and assessment connected with any of the above
5. Any others the Board of Rutland First may consider appropriate

6 **Powers**

To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular:

1. To employ staff, or engage consultants and advisers on such terms as the Board thinks fit and to provide pensions to staff.
2. To recruit or assist in recruiting and managing voluntary workers including paying their reasonable expenses
3. To purchase lease exchange hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interests)
4. To construct, alter, improve, convert, maintain, equip, furnish any structures or property
5. To raise funds and invite and receive contributions
6. To trade in the course of carrying out the Objects and to charge for services
7. To hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the Company and other organizations working in similar fields
8. To promote or carry out research and publish the results of it
9. To co-operate with and enter into contracts with any person
10. To draw, make, accept, endorse, discount and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in the name of the Company
11. To insure the assets of the Company to such amount and on such terms as the Board decides, to pay premiums out of income or capital and to use any insurance proceeds as the Board decides without necessarily having to restore the asset
12. To insure and indemnify the Company's employees, Directors, and voluntary workers from and against all risks incurred in the proper performance of their duties
13. To co-operate or join with any charity, voluntary body, public or statutory authority, or any other organization in furthering the Objects or allied purposes, to exchange information and advice and to undertake joint activities with them
14. To affiliate, register, subscribe to or join any organization
15. To act as agent for any organisation

7 Liability of Ordinary and Subscriber Members (titled Board Members)

Ordinary Members of the company are those persons admitted to Membership by Healthwatch Rutland CIC. Membership entitles the individual to vote at the company's annual general meeting. Ordinary Members have no financial liabilities.

Subscriber Members who are called *Board Members* are elected by the ordinary membership at Annual General Meetings. Board Members should be already ordinary members in order to be elected. The maximum number of Board Members including the Chair shall be 10.

Decisions of the company shall be made by up to 10 Subscriber Members who are elected by the Membership and called *Board Members*

A record of current subscriber Members is kept in the Company's minute book. They make decisions collectively under the chairmanship of one Board Member elected by them as Chair.

The liability of each Subscriber Member (titled *Board Member*) is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for

7.1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member,

7.2 payment of the costs, charges and expenses of winding up, and

7.3 adjustment of the rights of the contributories among themselves

DIRECTORS' & BOARD MEMBERS POWERS AND RESPONSIBILITIES

8 Directors' general authority

The company shall ensure that at least one Board Member (including the Chair) is registered as a Director of the company at Company's House. This (those) Director(s) will be responsible for ensuring that the requirements laid upon the company by Companies House are fully met.

Subject to the Articles, the Board Members are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

9 Board Members' reserve power

9.1 The Board members may, by special resolution, direct the Directors to take, or refrain from taking, specific action

9.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

10 Chair

Board Members may appoint one of their number to be the chair of the Board for such term of office as they determine and may by a resolution of a majority of the Board at any time remove him or her from office.

11 Board Members may delegate

11.1 Subject to the Articles, Board Members may delegate any of the powers which are conferred on them under the provisions of the Articles.

11.1.1 to such person or committee,

11.1.2 by such means (including by power of attorney),

11.1.3 to such an extent,

11.1.4 in relation to such matters or territories and

11.1.5 on such terms and conditions, as they think fit

11.2 If the Board Members so specify, any such delegation may authorise further delegation of the Board Members' powers by any person to whom they are delegated.

11.3 The Board Members may revoke any delegation in whole or part, or alter its terms & conditions

12 Committees

12.1 Committees to which the Board Members delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Board Members.

12.2 The Board Members may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them

DECISION-MAKING BY BOARD MEMBERS

13 Board Members to take decisions collectively

Any decision of the Board must be either a majority decision at a meeting or a decision taken in accordance with Article 19. In the event of the Company having only one Board Member, a majority decision is made when that single Board Member makes a decision

14 Calling a Board meeting

14.1 The Chair may call a meeting of the Board at any time, provided seven clear working days' notice is given. If a request for a meeting, signed by at least one-third of Board Members, is presented to the Chair, then the Chair must call a meeting within seven clear working days of receiving this request. If the Chair refuses to call a meeting, or if, without so refusing, does not call a meeting within seven working days of receiving the request, those Board Members who requested may call a meeting themselves.

14.2 A Board meeting must be called by at least seven Clear Days' notice unless either

14.2.1 all the Board Members agree, or

14.2.2 urgent circumstances require shorter notice

14.3 Notice of Board Meetings must be given to each Board Member

14.4 Every notice calling a Board meeting must specify

14.4.1 the place, day and time of the meeting, and

14.4.2 If it is anticipated that Board Members participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

14.5 Notice of Board meetings need not be in writing

14.6 Notice of Board meetings may be sent by electronic means to an address provided by the Board Member for the purpose

15 Participation in Board meetings

15.1 Subject to the Articles, Board Members participate in a Board Meeting, or part of a Board meeting, when

15.1.1 the meeting has been called and takes place in accordance with the Articles, and

15.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

15.2 In determining whether Board Members are participating in a Board meeting, it is irrelevant where any Board Member is or how they communicate with each other.

15.3 If all the Board Members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

16 Quorum for Board meetings

16.1 At a Board Meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

16.2 The quorum for Board Meetings may be fixed from time to time by a decision of the Board Members, but it must never be less than 50% of the Board membership

16.3 If the total number of Board Members for the time being is less than the quorum required, the Directors must not take any decision other than a decision

16.3.1 to appoint further Board Members, and

16.3.2 to call a general meeting so as to enable the members to appoint further Board Members

17 Chairing of Directors' meetings

The Chair, if any, or in his or her absence a Deputy Chair (if appointed) or another Board Member nominated by the Board Membership present shall preside as chair of each Board meeting.

18 Decision making at a meeting

18.1 Questions arising at a Directors' meeting shall be decided by a majority of votes

18.2 In all proceedings of Directors each Director must not have more than one vote

18.3 In case of an equality of votes, the Chair shall have a second or casting vote.

19 Decisions without a meeting

19.1 Board Members may take a unanimous decision without a Board meeting by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such a decision may, but

need not, take the form of a resolution in writing, copies of which have been signed by each Board Member or to which each Board Member has otherwise indicated agreement in writing.

19.2 A decision which is made in accordance with Article 19 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with

19.2.1 approval from each Board Member must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person ("the Recipient"), which person may, for the avoidance of doubt, be one of the Board Members,

19.2.2 following receipt of responses from all of the Board Members, the Recipient must communicate to all of the Board Members by any means whether the resolution has been formally approved by the Board in accordance with this Article 19,

19.2.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval,

19.2.4 the Recipient must prepare a minute of the decision in accordance with Article 46

20 Conflicts of interest

20.1 Whenever a Board Member finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Board unless, or except to the extent that, the other Board Members are or ought reasonably to be aware of it already.

20.2 If any question arises as to whether a Board Member has a Conflict of Interest, the question shall be decided by a majority decision of the other Board Members.

20.3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 19 and a Board Member has a Conflict of Interest in respect of that matter then, subject to Article 21, he or she must

20.3.1 remain only for such part of the meeting as in the view of the other Board Member is necessary to inform the debate,

20.3.2 not be counted in the quorum for that part of the meeting, and

20.3.3 withdraw during the vote and have no vote on the matter.

20.4 When a Board Member has a Conflict of Interest which he or she has declared to the Board Members, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her

21.1 The Board Members have power to authorise a Board Member to be in a position of Conflict of Interest provided

21.1.1 in relation to the decision to authorise a Conflict of Interest, the conflicted Board Member must comply with Article 20.3,

21.1.2 in authorising a Conflict of Interest, the Board Members can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Board Member with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum,

21.1.3 the decision to authorise a Conflict of Interest can impose such terms as the Board Members think fit and is subject always to their right to vary or terminate the authorisation.

A Board Member will generally be allowed to speak, but not vote, on non financial matters in which they have an interest that needs to be declared. However, the Chair may consider the interest to be of such a nature as to disqualify him or her from speaking on the matter, and must be reported to the meeting and recorded in the minutes.

21.2 If a matter, or office, employment or position, has been authorised by the Board Members in accordance with Article 21.1 then, even if he or she has been authorised to remain at the meeting by the other Board Members, the Board Member may absent himself or herself from meetings of the Board Members at which anything relating to that matter, or that office, employment or position, will or may be discussed.

21.3 A Board Member shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Board Members in accordance with Article 21.1 (subject to any limits or conditions to which such approval was subject)

22 Register of Board Members' interests including a register of People with Significant Control

The Board shall cause a register of Board Members' interests to be kept. Additionally the Company is required to keep a register of People with Significant Control (Small Business, Enterprise & Employment Act regulations April 2016).

A Board Member must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.

**APPOINTMENT AND RETIREMENT OF
BOARD MEMBERS AND ELECTION AT
ANNUAL GENERAL MEETING**

23 Methods of appointing Board Members

23.1 At the first annual general meeting all the Board Members shall retire from office, and at every subsequent annual general meeting one-third of the Board Members or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office. If only one Board Member is subject to retirement by rotation, that Board Member shall retire

23.2 The Board Members to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Board Members on the same day those to retire shall (unless they otherwise agree among themselves) be decided by lot.

23.3 If the Members at the meeting at which a Board Member retires by rotation do not fill the vacancy, the retiring Board Member shall, if willing to act, be deemed to have been reappointed unless

1. at the meeting it is resolved not to fill the vacancy, or
2. a resolution for the re-appointment of the Board Member is put to the meeting and lost

23.4 A retiring Board Member who wishes to be considered for re-election shall give notice to the Secretary (or the Board Member co-ordinating the election) at least fourteen but not more than thirty-five clear days before the date appointed for the annual general meeting

23.5 A Member other than a retiring Board Member who wishes to be considered for election as a Board Member shall give notice to the Secretary (or the Director co-ordinating the election) at least fourteen but not more than thirty-five clear days before the date appointed for the annual general meeting

23.6 At least seven but not more than twenty-eight clear days before the date appointed for holding an annual general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is eligible for election or re-election as Board Member and has given the required notice

23.7 Every notice given relating to the retirement by rotation of Board Members shall state those particulars which would be required to be included in the Company's register of Directors if the person to which the notice relates were to be elected a Board Member.

23.8 The election of any person as a Board Member shall be decided by a separate ordinary resolution of the Members at the annual general meeting

23.9 If

23.9.1 a number has been fixed by or in accordance with the Articles as the maximum number of Board Members (the "relevant maximum"), and

23.9.2 the number of candidates exceeds the relevant maximum less the number of those Board Members who are not retiring then the election of Board Members shall follow the procedure set out below -

23.9.3 the annual general meeting may be adjourned for the counting of votes, and, if it is so adjourned, the existing Board Members shall continue in office until the outcome of the vote has been determined and

If fewer than the minimum number of Board Members are elected at an annual general meeting, the Board Members shall appoint further Board Members to fill any vacancy.

24 Termination of Board Members (including Directors' appointments)

A person ceases to be a Board Members as soon as

1. that person ceases to be a Board Member by virtue of any provision of the Companies Acts, or in the case of a Board Member who is also a Company Director is prohibited from being a Director by law,
2. a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
3. a composition is made with that person's creditors generally in satisfaction of that person's debts,
4. the Board Members reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office,
5. notification is received by the Company from the Board Member that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least 50% of the Board will remain in office when such resignation has taken effect),
6. the Board Members fails to provide acceptable apologies for attendance at three consecutive meetings of the Board and the Board Members resolve that the Board Member be removed for this reason,
7. at a general meeting of the Company, a resolution is passed that the Board Member be removed from office, provided the meeting has invited the views of the Board Member concerned and considered the matter in the light of such views or

8. The Board Member is not re-elected at a general meeting called for the purpose of electing the Board.

25 Board Members ' remuneration

The income and property of the Company when so ever derived shall be applied solely towards the promotion of the objects of the Company as set out herein and no portion shall be transferred directly or indirectly to any Directors or employees of the Company except by way of payment in good faith of reasonable and proper wages, and repayments of expenses to any Board Member or employee of the Company In return for any services actually rendered to the Company.

26 Board Members ' expenses

The Company may pay any reasonable expenses which the Board Members properly incur in connection with their attendance at

- meetings of Board Members or committees of the Board
- general meetings, or other duties
- separate meetings of any class of members or of the holders of any debentures of the Company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

27 Becoming a member

27.1 The subscribers to the Memorandum are the first members of the Company.

27.2 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.

27.3 No person shall be admitted a member of the Company unless he or she is approved by the Directors.

27.4 Every person who wishes to become a member shall deliver to the company an application for membership in such form (and containing such information) as the Directors require and executed by him or her.

28 Termination of membership

28.1 Membership is not transferable to anyone else.

28.2 Membership is terminated if:

28.2.1 the member dies or ceases to exist;

28.2.2 otherwise in accordance with the Articles, or

28.2.3 at a meeting of the Board at which at least half of the Board Members are present, a resolution is passed resolving that the member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Company. Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Board. A member expelled by such a resolution will nevertheless remain liable to pay to the Company any subscription or other sum owed by him or her.

ORGANISATION OF GENERAL MEETINGS

29 General meetings

29.1 The Board Members may call a general meeting at any time

29.2 The Board Members must call a general meeting if required to do so by the members under the Companies Acts

29.3 A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.

30 Length of notice

All general meetings must be called by either

30.1 at least 14 Clear Days' notice, or

30.2 shorter notice if it is so agreed by a majority of the members having a right to attend and vote at that meeting. Any such majority must together represent at least (50%) of the total voting rights at that meeting of all the members

31 Contents of notice

31.1 Every notice calling a general meeting must specify the place, day and time of the meeting, whether it is a general or an annual general meeting, and the general nature of the business to be transacted

31.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution

32 Service of notice

Notice of general meetings must be given to every member, to the Board Members and to the auditors of the Company

33 Attendance and speaking at general meetings

33.1 A member or other person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

33.2 A member is able to exercise the right to vote at a general meeting when·

32 2 1 that member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

32 2 2 that member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other members attending the meeting

33.3 Board Members may make whatever arrangements they consider appropriate to enable those members attending a general meeting to exercise their rights to speak or vote at it

33.4 In determining attendance at a general meeting, It is immaterial whether any two or more members attending it are in the same place as each other

33.4. 1 Two or more members who are not in the same place as each other attend a general meeting if their circumstances are such that if they have, or were to have rights to speak and vote at that meeting, they are or would be able to exercise them

34 Quorum for general meetings

34.1 No business (other than the appointment of the chair of the meeting) may be transacted at any general meeting unless a quorum is present

34.2 At least 5% of the persons entitled to vote on the business to be transacted or 10 members (whichever is the greater and each being a member or a duly Authorised Representative of a Member Organisation) shall be a quorum

34.3 if a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the Board Members may determine, and if at the adjourned meeting a quorum is not present within half

an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum

35 Chairing general meetings

35.1 The Chair (if any) or in his or her absence some other Director nominated by the Board Members will preside as chair of every general meeting

35.2 If neither the Chair nor such other Board Member nominated in accordance with Article 35 1 (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Board Members present shall elect one of their number to chair the meeting and, if there is only one Board Member present and willing to act, he or she shall be chair of the meeting

35.3 If no Board Members is willing to act as chair of the meeting, or if no Board Members is present within fifteen minutes after the time appointed for holding the meeting, the members present in person and entitled to vote must choose one of their number to be chair of the meeting.

36 Attendance and speaking by Board Members and non-members

36.1 A Board Member may attend and speak at any general meeting

36.2 The Chair of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting

Adjournment

37.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if

37.1.1 the meeting consents to an adjournment, or

37.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner

37.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting

37.3 When adjourning a general meeting, the chair of the meeting must

37.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Board Members , and

37.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting

37.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven Clear Days' notice of it

37.4.1 to the same persons to whom notice of the Company's general meetings is required to be given, and

37.4.2 containing the same information which such notice is required to contain

37.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

VOTING AT GENERAL MEETINGS**38 Voting: general**

38.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles

38.2 A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company, but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures

39 Votes

39.1 On a vote on a resolution on a show of hands at a meeting every person present in person (whether a member or Authorised Representative of a Member Organisation) and entitled to vote shall have a maximum of one vote

39.2 On a vote on a resolution on a poll at a meeting every member present in person or Authorised Representative shall have one vote

39.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have

39.4 No member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Company have been paid

39.5 The following provisions apply to any organisation that is a member ("a Member Organisation")

39.5.1 a Member Organisation may nominate any individual to act as its representative ("an Authorised Representative") at any meeting of the Company,

39.5.2 the Member Organisation must give notice in writing to the Company of the name of its Authorised Representative. The Authorised Representative will not be entitled to represent the Member Organisation at any meeting of the Company unless such notice has been received by the Company. The Authorised Representative may continue to represent the Member Organisation until notice in Writing is received by the Company to the contrary,

39.5.3 a Member Organisation may appoint an Authorised Representative to represent it at a particular meeting of the Company or at all meetings of the Company until notice in writing to the contrary is received by the Company,

39.5.4 any notice in Writing received by the Company shall be conclusive evidence of the Authorised Representative's authority to represent the Member

Organisation or that his or her authority has been revoked. The Company shall not be required to consider whether the Authorised Representative has been properly appointed by the Member Organisation,

39.5.5 an individual appointed by a Member Organisation to act as its Authorised Representative is entitled to exercise (on behalf of the Member Organisation) the same powers as the Member Organisation could exercise if it were an individual member,

39.5.6 on a vote on a resolution at a meeting of the Company, the Authorised Representative has the same voting rights as the Member Organisation would be entitled to if it was an individual member present in person at the meeting, and

39.5.7 the power to appoint an Authorised Representative under this Article 38 5 is without prejudice to any rights which the Member Organisation has under the Companies Acts and the Articles to appoint a corporate representative.

40 Resolutions from the Membership

40.1 A resolution may be demanded in advance of the general meeting where it is to be put to the vote, or at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared

41 Errors and disputes

41.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid

41.2 Any such objection must be referred to the chair of the meeting whose decision is final.

42 Amendments to resolutions

42.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if

42.1.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and

42.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution

42.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if

42.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

42.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

42.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution

WRITTEN RESOLUTIONS**43 Written resolutions**

43.1 Subject to Article 42 3, a written resolution of the Company passed in accordance with this Article 43 shall have effect as if passed by the Company in general meeting

43.1.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members

43.1.2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.

43.2 In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution

43.3 A members' resolution under the Companies Acts removing a Board Member or an auditor before the expiration of his or her term of office may not be passed as a written resolution

43.4 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Acts.

43.5 A member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution

43.5.1 If the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the member's signature

43.5.2 If the Document is sent to the Company by Electronic Means, it is authenticated if it bears the member's signature or if the identity of the member is confirmed in a manner agreed by the Directors or if it is accompanied by a statement of the identity of the member and the Company has no reason to doubt the truth of that statement or if it is from an email Address notified by the member to the Company for the purposes of receiving Documents or information by Electronic Means

43.6 A written resolution is passed when the required majority of eligible members have signified their agreement to it

43.7 A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS**44 Means of communication to be used**

44.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company

44.2 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being

44.3 A Board Member may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours

45 Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

46 Minutes

46.1 The Board Members must cause minutes to be made in books kept for the purpose:-

46.1.1 of all appointments of officers made by the Board Members ,

46.1.2 of all resolutions of the Company and of the Board Members , and

46.1.3 of all proceedings at meetings of the Company and of the Board , and of committees of Board , including the names of the Board Members present at each such meeting, and any such minute, if purported to be signed (or in the case of minutes of Board Members ' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Board Member of the Company, be sufficient evidence of the proceedings

46.2 The Minutes must be kept for at least ten years from the date of the meeting, resolution or decision

47 Records and accounts

The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of

47.1 annual reports,

47.2 annual returns, and

47.3 annual statements of account

48 Indemnity

48.1 Subject to Article 48.2, a relevant Board Member of the Company or an associated company may be indemnified out of the Company's assets against any liability incurred by that Board Member in connection with

48.1.1 any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,

48.1.2 any liability incurred by that Board Member in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), and

48.1.3 any other liability incurred by that Board Member or as an officer of the Company or an associated company

48.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

48.3 In this Article

48.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

48.3.2 "relevant Board Member" means any Board Member or former Board Member of the Company or an associated company

49 Insurance

49.1 The Board Members may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Board Member in respect of any relevant loss

49.2 In this Article

49.2.1 "relevant Board Member " means any Board Member or former Board Members of the Company

49.2.2 an "associated company" is defined as in Article 48.3 above

49.2.3 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Board Member in connection with that Board Members 'duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the company or associated company, and companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

50 Social Audit

50.1 A social audit of the Company's activities may, by resolution of a General Meeting, be undertaken annually In addition to the financial records required by law the role of the social audit shall be to identify the social costs and benefits of the Company work, and to enable an assessment to be made of the Company's overall performance in relation to its objects more easily than may be made from financial accounts alone

50.2 Such a social audit may be drawn up by an independent assessor appointed by the Board or else by the Board Members themselves or authorised employees, who may submit their report for verification or comments to an independent assessor

51 Stakeholder group

51.1 The Company may create and support a Stakeholder/User Group the purpose of which will be to add value to the workings of the Company in pursuit of its main objects

51.2 Stakeholder group meetings will be attended by at least one director of the Company who will feed back the views of the meeting to the Board of Directors

52 Application of surplus

The surplus of the Company shall be applied in the following ways, in such proportions and in such manner as decided by the Board.

52.1 First, to creating a general reserve for the continuation and development of the Company

52.2 Secondly, to make payments for social and charitable purposes in furtherance of its objects

53 Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

SCHEDULE**INTERPRET****ATION****Defined terms**

- 1 In the Articles, unless the context requires otherwise, the following terms shall have the following meanings

Term	Meaning
1.1 "Address"	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means,
1.2 "Articles"	the Company's articles of association,
1.3 "Authorised Representative"	means any individual nominated by a Member Organisation to act as its representative at any meeting of the Company in accordance with Article 38,
1.4 "asset-locked body"	means (1) a community interest company, a charity or a Permitted Industrial and Provident Society, or (2) a body established outside the United Kingdom that is equivalent to any of those,
1.5 "bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
1.6 "Board member"	Is a Member who has been elected at an AGM to be a member of the Board of the company
1.7 "Chair" "chairman of the meeting"	has the meaning given in Article 10 has the meaning given in Article 34
1.8 "Circulation Date"	In relation to a written resolution, has the meaning given to it in the Companies Acts,
1.9 "Clear Days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,
1.10 "community"	Is to be construed in accordance with Section 35(5) of Company's (Audit) Investigations Community Enterprise) Act 2004,
1.11 "Companies Acts"	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company,

1.12 “Company”	Healthwatch Rutland Community Interest Company
1.13 “Conflict of Interest”	any direct or indirect interest of a Board Member (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company;
1.14 “Director”	a Board Member of the Company who is also registered at Companies’ House as a company director of Healthwatch Rutland Community Interest Company
1.15 “Document”	includes, unless otherwise indicated, any Document sent or supplied in Electronic Form,
1.16 “Electronic Forms and Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006,
1.17 “Hardcopy Form”	has the meaning given to it in the Companies Act 2006, the Company’s memorandum of association
1.18 Member	An ordinary member has been accepted into the membership of the company
1.19 “Memorandum”	
1.20 “Paid”	means paid or credited as paid,
1.21 “Participate”	In relation to a Directors’ meeting, has the meaning given in Article 15,
1.22 “Permitted Industrial and Provident Society	an industrial and provident society which has a restriction on the use of its assets in accordance with Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006,
1.23 “Secretary”	The secretary of the Company (if any),
1.24 “Specified”	means specified in the memorandum and articles of association of the Company for the purposes of this paragraph
1.25 “Subsidiary”	has the meaning given in section 1159 of the Companies Act 2006,
1.26 “Transfer”	includes every description of disposition in or right over any property
1.27 “Writing”	The representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods whether sent or supplied in Electronic Form or otherwise.

Subject to clause 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles become binding on the Company.

Standing Orders

1. INTRODUCTION

1.1 The Rutland First Community Interest Company Board Standing Orders set out the basic rules and procedures by which Rutland First will conduct its business. They should be read in conjunction with the Rutland First Articles of Association ("The Articles").

1.2 It is the duty of the Rutland First Chair to ensure that Rutland First Board Members understand their responsibilities. These Board Standing Orders, as far as they are applicable, apply with appropriate alteration to meetings of any sub-committee or working group established by the Rutland First Board.

1.3 At any meeting, the Chair of the Board must have the final decision on the interpretation of the Standing Orders.

2. INTERPRETATION AND DEFINITIONS

2.1 These Board Standing Orders are made pursuant to the Health and Social Care Act 2012. Any expression to which a meaning is given in the Health and Social Care Act or in Regulations made under it shall have the same meaning in these Standing Orders, unless the context requires otherwise. In addition:

- "Accounting Officer" is the Officer responsible and accountable for funds entrusted to Rutland First. This person is responsible for ensuring the proper stewardship of public funds and assets.
- "Board" means the Rutland First Board, which consists of a Chair and up to 9 Board Members who are appointed in accordance with the Public Appointments Code of Practice and the provisions in the Articles.
- "Budget" means a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of Rutland First.
- "Chair" is the person appointed according to chair Rutland First and its Board and to ensure that the Board successfully discharges its overall responsibility for the work of Rutland First. The Board may also choose to elect a Deputy-Chair. Where appropriate the expression "the Chair" shall be taken to refer to the Deputy-Chair, if the Chair is absent from the meeting or otherwise unavailable.
- "Chief Executive" is the senior Rutland First employee accountable to the Chair for the range of Rutland First business. The Chief Executive is invited to sit with the Board and has the right to participate in, but not vote on, Board proceedings.
- "Sub-Committee" means a committee that has been established with delegated advisory authority from the Board. The terms of reference of any sub-committee must be approved by the Board.

3. COMPOSITION OF THE BOARD

3.1 Membership of the Board

3.1.1 The Board will comprise the Chair and up to 9 Board Members.

3.1.2 The Chair of the Board is appointed for three years in the first instance, renewable once.

3.1.3 Board Members are appointed under the provisions set out in Article 23 of the Articles. The Chair is responsible for ensuring:

- as far as possible that the Board Members have relevant skills and knowledge in order to discharge the Board's functions under Section 45A of the Health and Social Care Act 2008 or any subsequent re-enactment thereof
- that the process of appointment is transparent and in accordance with criteria laid down by the Commissioner for Public Appointments' Code of Practice
- that due regard is had to the need to encourage diversity in the range of people appointed

3.1.4 Appointments of the Board Members: The term of appointment of each Board Member will be governed by Article 23 of the Articles and confirmed in the letter of appointment. Board Members may be reappointed under Article 23 for a further term but are not eligible for subsequent reappointment until a term has elapsed.

3.1.5 The Board may co-opt up to a maximum of one third of the total number of members of the Board for such term as they determine. Members or Associate Members may be co-opted if they can provide special skills, knowledge, expertise, or other characteristics which the Board perceives it lacks to properly pursue the Objects of Rutland First, as defined in the Articles. Co-opted or Associate Members may not vote.

3.2 Ceasing to be a Board Member

3.2.1 A Board member may resign at any time by giving notice in writing to the Chair.

3.2.2 The Chair may revoke the appointment of a Board Member in writing if the Board is satisfied that the Board Member is no longer able or fit to carry out their duties, and that a resolution to that effect has been passed pursuant to Article 24 of the Articles.

3.2.3 The Chair may suspend a Board Member from office by giving notice in writing, where the Chair has grounds for believing that the Board Member may be unable or unfit to, or may be failing to carry out the duties of a Board Member. Such suspension will remain in force until the Chair is satisfied the Board Member is able and fit to recommence their duties or until their appointment is ultimately revoked by Board resolution.

4. CONDUCT OF BOARD MEMBERS

4.1 Board Members as individuals or as a group must act in accordance with the provisions of the Articles and in the best interests of Rutland First.

4.2 Board Members are required to comply with the Rutland First Code of Conduct contained in the relevant Rutland First policy

5. MEETINGS OF THE BOARD

5.1 Admission of the Public and the Press

5.1.1 Meetings of the Board will normally be held in public. The Board will operate as far as possible in an open and transparent fashion, except where confidentiality requirements are concerned.

5.1.2 The Board is covered by the Public Bodies (Admission to Meetings) Act 1960. Members of the public and press are not admitted to restricted meetings of the Board, except by specific invitation.

5.2 Convening Meetings

5.2.1 Meetings of the Board will be held at such times and places as the Board may determine in accordance with the provisions in the Articles.

5.2.2 The Chair may call a meeting of the Board at any time, provided seven clear working days' notice is given. If a request for a meeting, signed by at least one-third of Board Members, is presented to the Chair, then the Chair must call a meeting within seven clear working days of receiving this request. If the Chair refuses to call a meeting, or if, without so refusing, does not call a meeting within seven working days of receiving the request, those Board Members who requested may call a meeting themselves.

5.2.3 Restricted Meetings of the Board, consisting of Board Members only, may be called by the Chair at any time, with limited notice. The purpose of such meetings will be to discuss matters of confidentiality, staff discipline or employment issues, budget issues, contractual arrangements between Rutland First and other parties, matters of urgency which require consideration before the next public meeting, and any other matter in the judgment of the Chair should be treated as one of confidence, unless or until the Board decides it should be put in the public domain. Such meetings need not be called with an Agenda.

5.3 Notice of Meetings

5.3.1 Before each meeting of the Board, a notice of the meeting, specifying the business proposed to be transacted at it, must be delivered to every Board Member or sent by post, e-mail or fax to the correspondence address supplied by them, at least five clear working days before the day of the meeting. Supporting papers will, wherever possible, accompany the agenda.

5.3.2 The business of the meeting will not be invalidated where any member fails to receive notification but if 50% or more of the Board do not receive such notification,

the meeting will be invalidated.

5.3.3 In the case of a meeting being called by the Board Members in default of the Chair, the notice must be signed by those Board Members and no business can be transacted at the meeting other than that specified in the notice.

5.3.4 Before each public meeting of the Board, a public notice of the time and place of the meeting, and the public part of the agenda, must be displayed on the Rutland First website at least five clear working days before the meeting.

5.3.5 In the case of Restricted Meetings, these may be called with limited or minimal notice to Board Members. Nevertheless, the Chair must make every effort to give as much notice to all Board Members, by whatever means. If at all possible an Agenda should be prepared.

5.4 Chairing Meetings

5.4.1 At any meeting of the Board, the Chair, if present, will preside.

5.4.2 If the Chair is absent, or is disqualified from participating, the Deputy-Chair will preside or, in his/her absence a Board Member chosen by the Board will preside.

5.4.3 The decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters will be final.

5.5 Quorum for Meetings

5.5.1 No business can be transacted at a meeting unless at least half of the whole number of the Chair and Board Members are present.

5.5.2 If at any time during a meeting, a quorum of Board members is not present then the business will, at the discretion of the Chair, be discussed by the Board members present and the decision deferred to the next meeting of the Board, unless the Chair of the meeting indicates an earlier date or is able to conduct the business under the urgent action provision.

5.5.3 If the Chair or any Board Member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest s/he will no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position must be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

5.6 Voting

5.6.1 The Chair and all Board Members may vote. Co-opted Members may not vote.

5.6.2 When necessary, if there is no consensus, a question at a Board meeting must be decided by the majority of the votes of the Chair and the Board Members present voting on the question.

5.6.3 In the case of the number of votes for and against a proposal being equal, the Chair of the meeting will have a second or casting vote.

5.6.4 All questions put to the vote will, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Board Members present request it.

5.6.5 If at least one-third of the Board Members present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Board Member present voted or abstained.

5.6.6 If a Board Member so requests, their vote will be recorded in the minutes of the meeting by name upon any vote (save those by paper ballot).

5.6.7 Board Members absent from a meeting will not have the right of a proxy vote although their written views may be entered in the debate. Absence is determined as at the time of voting on a motion.

6. AGENDAS, MINUTES AND PAPERS

6.1 Setting the Agenda

6.1.1 The Chair will set the agenda for each meeting,

6.1.2 Board Members wishing to put forward agenda items should notify the Chair at least 15 clear working days before the meeting. The request must state whether the item of business is proposed to be transacted in the presence of the public and must include appropriate supporting information. Requests made less than 10 clear working days before a meeting may be included on the agenda at the discretion of the Chair.

6.1.3 The agenda will be sent to Board Members at least 5 clear working days before the meeting and supporting papers will accompany the agenda, but will certainly be dispatched no later than three clear days before the meeting, save in emergency.

6.1.4 It is within the discretion of the Chair of a meeting to allow urgent items not on the published agenda to be discussed at the relevant meeting. The reasons for allowing such action should be indicated by the Chair.

6.2 Record of Attendance

6.2.1 The names of the Chair and Board Members present at the meeting must be recorded in the minutes.

6.2.2 Where a Board Member is not present for the whole of the meeting the minutes must indicate for which items the Board Member was present at the time of determination of the item.

6.3 Minutes

6.3.1 The minutes of the proceedings of a Board meeting will be drawn up by the Board Secretary (or his/her representative) and submitted for agreement at the following

Board meeting. Once confirmed as a correct record by the Chair of the meeting, they will be signed. Any amendment to the minutes must be agreed and recorded in the minutes of the Board meeting at which they are submitted for agreement.

6.3.2 The minutes of Board meetings, other than minutes containing confidential information will be available to the public. The Board will also receive the minutes of its advisory sub-committees for information.

7. ARRANGEMENTS FOR THE EXERCISE OF RUTLAND FIRST FUNCTIONS BY DELEGATION

7.1 Reserved Matters Reserved to the Board

7.1.2 The Board must agree those matters within its legal powers which it reserves to itself for decision and which matters it will delegate under the provisions of Article 11 and 12 to sub committees or to the Chief Executive.

7.1.3 The Board may create an Audit Committee to consist of a Board Member as Chair and two further Board Members. This committee is to meet at least once annually ahead of the Annual General Meeting of the Board.

7.1.4 The Board may create a Finance Committee to consist of a Board Member, acting in the capacity of Treasurer, and two further Board Members. This committee is to meet quarterly, ahead of quarterly Board meetings. Board members should not normally be members of both the audit Committee and Finance Committee.

7.1.5 A Board member would not normally be a member of the Audit and Finance Committee simultaneously.

7.1.6 The Board may create further sub committees or operational groups of members in furtherance of Rutland First Objects. As far as possible such committees should be chaired by a Board Member. If this is not possible, a member of Rutland First shall act as Chair or lead of such sub-committee or group and ensure it reports its activities to the Board or Chief Executive on a regular basis.

7.1.7 Notwithstanding such delegated powers, the Board, in full session, may decide on any matter it wishes that is within its legal powers.

8. EMERGENCY POWERS

8.2.1 The functions exercised by the Board may, in an emergency, be exercised by the Chair after he/she has consulted one other Board Member but the remainder of the Board should be notified as soon as possible. Where a decision is made, a Note or Minute of such decision must be made and produced at the next formal meeting of the Board.

8.2.2 The exercise of such powers by the Chair must be reported to the next formal meeting of the Board in public session for ratification, with reasons why an emergency decision was required clearly stated.

9. DUTIES OF BOARD MEMBERS TO REGISTER INTERESTS

9.1 Register of Interest

Pursuant to Article 22 of the Articles, The Chief Executive will arrange for the establishment and maintenance of a Register of Members' Interests to record the interests of Board Members and a register of People with Significant Control. They will be published in the Annual Report.

9.2 Declaring an Interest at a meeting

9.2.1 In addition to registering an interest, Board Members must declare any interest:

- At any proceedings of the Board or its committees, where a matter affecting a declarable interest is considered, or;
- At meetings of any outside body to which they are appointed or nominated by Rutland First, or;
- In other circumstances where they are active in a role for Rutland First.

9.2.2 Where there is an interest that must be declared under the Board Standing Orders, it should be declared:

- At the commencement of the proceedings in response to the formal request from the Chair for the declaration of interests; or
- If unaware of the interest at the commencement of the proceedings, as soon as the Board Member concerned becomes aware of the interest.

9.2.3 When an interest is declared, the Board Member is required to make an oral statement declaring the nature of the interest if requested to do so by the Chair.

9.2.4 Where such a disclosure is made, the disclosure shall be recorded in the Minutes of the Board Meeting.

9.2.5 A Board Member will generally be allowed to speak, but not vote, on non-financial matters in which they have an interest that needs to be declared. However, the Chair may consider the interest to be of such a nature as to disqualify him or her from speaking on the matter, and must be reported to the meeting and recorded in the minutes.

9.2.6 The Chief Executive will, at least annually, in March of each year, ask Board Members to confirm their interests for inclusion on the Register of Interests maintained by them. Nevertheless, Board Members should inform the Chief Executive of any changes in their interests as they occur, both for the purposes of updating the Register and, if necessary, for formal reporting to the Board.

10. SUSPENSION, VARIATION, AMENDMENT AND APPROVAL OF BOARD STANDING ORDERS

10.1 Suspension of Board Standing Orders

10.1.1 Except where this would contravene any statutory provision, any one or more of the Board Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Board are present, and that a majority of those present vote in favour of suspension.

10.1.2 A decision to suspend Board Standing Orders will be recorded in the minutes of the meeting.

10.1.3 No formal business may be transacted while Board Standing Orders are suspended.

10.1.4 A separate record of matters discussed during the suspension of Board Standing Orders must be made and must be available to the Chair and Board Members.

10.1.5 The Audit Committee of Rutland First must receive a report of every decision to suspend Board Standing Orders.

10.2 Approval, Variation and Amendment of Board Standing Orders

10.2.1 Any amendment to these Board Standing Orders can only be approved if:

- A notice of the proposal has been given (i.e. at least 10 working days in advance)
- A quorum of Board Members is present at the time of the vote and no fewer than half the total of the Board Members present vote in favour
- The variation proposed does not contravene a statutory provision

10.2.2 Any amendment must be reported to the Rutland First Audit Committee for its approval.

Standing Financial Instructions

1. General

1.1 These Standing Financial Instructions (SFIs) are issued for the regulation of the conduct of Rutland First Community Interest Company and the work of its Board Members, Volunteers and Officers in relation to all financial matters with which they are concerned. They shall have effect as if incorporated in the Standing Orders (SOs) of Rutland First CIC.

1.2 These Standing Financial Instructions detail the financial responsibilities, policies and procedures adopted by Rutland First CIC. They are designed to ensure that financial transactions are carried out in accordance with the law in order to achieve probity, accuracy, economy, efficiency and effectiveness.

1.3 These Standing Financial Instructions identify the financial responsibilities which apply to everyone working within Rutland First in a paid or unpaid capacity.

1.4 Oversight of the proper application of these Standing Financial Instructions will be delegated to a Board Sub Committee called the Audit Committee. Its terms of Reference are set out in Annex 3.

1.5 Should any difficulties arise regarding the interpretation or application of any of the Standing Financial Instructions then the advice of the Board Chair or Chair of the Audit Committee must be sought before acting. The user of these Standing Financial Instructions should also be familiar with and comply with the provisions of Rutland First Standing Orders.

1.6 Failure to comply with Standing Financial Instructions and Standing Orders can, in certain circumstances, be regarded as a disciplinary matter that could result in dismissal.

1.7 **Overriding Standing Financial Instructions** – If for any reason these Standing Financial Instructions are not complied with; full details of the non-compliance and any justification for non-compliance and the circumstances around the noncompliance shall be reported to the next formal meeting of the Audit Committee for referring action or ratification. All members of the Board and staff have a duty to disclose any non-compliance with these Standing Financial Instructions

1.8 Rutland First Board

The Board exercises financial supervision and control by:

- (a) formulating the financial strategy
- (b) requiring the submission and approval of budgets within approved allocations/overall income
- (c) defining and approving essential features in respect of important procedures and financial systems

1.9 Under the provisions of the Rutland First Articles of Association, the Board hold the powers for all decision making relating to accounting and financial matters, exercised in formal session. With reference to such matters, where the Board delegates certain defined powers to a member of staff, he/she is accountable to the Board for proper exercise of such powers.

2. Board Members and Employees

All Members of the Board and employees, and volunteers where such matters are within their control, severally and collectively, are responsible for:

- The security of the property of Rutland First
- Avoiding loss
- Exercising economy and efficiency
- Meeting the requirements of Standing Orders and Standing Financial Instructions

2.1 Contractors and their employees

Any contractor or employee of a contractor who is empowered by Rutland First to commit Rutland First to expenditure or who is authorised to obtain income shall be covered by these instructions. It is the responsibility of the individual signing the contract to ensure that such persons are made aware of this.

2.2 For all members of the Board and any employees who carry out a financial function, the form in which financial records are kept and the manner in which members of the Board, employees and volunteers (where such matters are within their control) discharge their duties must be to the satisfaction of the Audit Committee.

3. Audit

3.1 The Rutland First Board is responsible for ensuring there are adequate arrangements in place to review, evaluate and report on the effectiveness of internal financial control including through effective internal audit functions.

3.2 The Rutland First Chair is responsible for ensuring that an annual internal audit report is prepared for the consideration of the Rutland First Audit Committee.

3.3 The objective of the audit is to provide assurance to Rutland First Board on the adequacy, application and effectiveness of the organisation's internal controls, systems and processes for the management of risk and demonstrating value for money.

3.4 The designated auditors for the Rutland First internal audit are entitled to receive, without necessarily giving prior notice, access to all records, documents and correspondence relating to any financial or other relevant transactions, including documents of a confidential nature; and explanations concerning any other matter under investigation.

4. Fraud and Corruption

4.1 The Rutland First Board has responsibility to ensure there are sound systems of internal control in Rutland First to protect against fraud and losses within the day-to-day business of Rutland First, including data losses.

4.2 In the event of a fraud being detected, the Rutland First Chair must nominate a suitable person to carry out the duties of a fraud investigator.

5. Resource and Cash Limit Control

5.1 Rutland First is required not to exceed its cash limit and the Rutland First Board has responsibility to ensure Rutland First's activities remain within its cash limit.

5.2 The Rutland First Board through effective stewardship will:

- Ensure that no expenditure beyond that approved in the Rutland First budget(s) is incurred.
- Provide finance reports, including those requested by any contract holder
- Ensure expenditure approved against the Cash Limit is actioned only at the time of need; and be responsible for ensuring that an adequate system of monitoring financial performance is in place to enable Rutland First to fulfil its statutory and other contractual responsibilities.

6. Annual Reports and accounts

6.1 The Rutland First Board will produce an Annual Report. The annual financial accounts will be included.

6.2 The company's annual financial accounts and Annual Report will be scrutinised by the Rutland First Audit Committee prior to being submitted.

7. Bank Accounts

7.1 Rutland First's banking instructions are outlined in annex 1 of these instructions.

8. Security of Cash

8.1 The Rutland First Chair is responsible for:

- The provision of adequate facilities and systems for employees whose duties include collecting and holding cash, including the provision of safes or lockable cash boxes and the procedures for key holding; and
- Ensuring proper systems and procedures for handling cash and negotiable securities are in place and communicated
- Official money must not under any circumstances be used for encashment of private cheques. All cheques, postal orders, cash, etc. must be banked intact. Disbursements must not be made from cash received

9. Tendering and Contracting Procedure

9.1 The procedures for making all contracts and undertaking procurement will follow the competitive tendering procedures and financial limits set out by the funding body.

10. Employee Appointments

10.1 The recruitment of individual employees for Rutland First, including the use of agency employees, will be the responsibility of the Board delegated as appropriate. No permanent/temporary employees are to be appointed to Rutland First without the prior approval of the Rutland First Board.

11. Non-Pay Expenditure

11.1 Delegation of Authority

The Rutland First Board will approve the level of non-pay expenditure on an annual basis.

11.2 Choice, Requisitioning, Ordering, Receipt and Payment for Goods and Services

The choice, requisition, ordering and receipt of goods and services are at the discretion of Rutland First.

12. Financial Framework

12.1 The Rutland First Board Members should be aware of HM Treasury's Government Financial Reporting Manual and that the direction and guidance in the manual is followed by the Rutland First Board.

13. Capital Investment, Private Financing, Fixed Asset Registers and Security of Assets

Asset registers

13.1 The Rutland First Board has the responsibility to maintain a register of fixed assets relating to Rutland First and take responsibility for the security and custody of these assets, instigating periodic physical checks of assets against the register. Additions to the fixed assets register must be clearly identified and be validated by reference to suppliers' invoices.

13.2 Where capital assets are sold, scrapped, lost or otherwise disposed of, their value must be removed from the accounting records and each disposal must be validated by reference to authorisation documents and invoices (where appropriate).

13.3 Any suspected or actual instance of theft must also be immediately notified to the Board on an incident report form.

Security of Assets and Fixed Assets

13.4 Asset control procedures (including fixed assets, cash, cheques and negotiable instruments, and also including donated assets) must be approved by the Rutland First Board initially. These procedures will make provision for:

- Recording officer responsibility for each asset
- Identification of additions and disposals
- Identification of all repairs and maintenance expenses
- Physical security of assets
- Periodic verification of the existence of, condition of, and title to, assets recorded
- Identification and reporting of all costs associated with the retention of assets
- Reporting, recording and safekeeping of cash, cheques, and negotiable instruments.
- Suitable Insurance is to be in place for all Rutland First property and liabilities
- Where practical, assets must be marked as Rutland First property.
- Each Board Member, Volunteer and employee has a responsibility for the security of property of Rutland First.

13.5 Any breach of agreed security practices must be reported in accordance with instructions. Any damage to Rutland First premises, equipment or any loss of equipment, stores or supplies must be reported by Board Members, Volunteers and employees in accordance with the procedure for reporting losses (see Annex 2 to this document).

14. Storage and Receipt of Goods

14.1 Subject to applicability, stores and receipts of goods must be:

- Kept to a minimum
- Subjected to annual stock take
- Valued at the lower of cost and net realisable value

Annex 1 Banking and Accounting Instructions

These procedures act as a way of ensuring multi-person involvement in Rutland First CIC financial dealings while using HSBC online banking.

1. Procurement Authorisation

Decisions to procure items, services or contracts require the following levels of prior approval:

Less than £100	Single bank signatory
Between £100 and £1,000	Two bank signatories
Between £1,000 and £10,000	Rutland First Board
Over £10,000	Competition unless authorised otherwise by Board

2. Payment of Invoices

All invoices should be received by the Chair and be checked against the authority for procurement

- a. Online payments excluding salaries within daily and individual payment limits
 Chair passes copies of invoice to Project Manager and Treasurer
 Project Manager prepares bank payment and notifies bank signatory (not Chair) that authorisation is required
 Treasurer records invoice in accounts
 Bank signatory (not Chair) authorises payment on line
- b. Online payment of salaries/PAYE/NI/pensions
 Chair notifies Bulley Davey of any overtime worked or additional payments due
 Bulley Davey advises Chair of payments due
 Chair passes details to other bank signatory for preparation and authorisation of payments
- c. Payment by cheque of invoices in excess of online daily limits
 Chair passes copy of invoice to Treasurer
 Treasurer records invoice in accounts
 Chair prepares cheque and passes to second signatory
 Second signatory signs cheque and sends off

- d. Payment by credit card (held by Chair) or debit card (held by Chair and second signatory)

Expenditure authorised as above for procurement

Payment taken from Rutland First CIC account by monthly direct debit (credit card) or immediately (debit card)

3. Reconciliation and audit

The Treasurer reconciles accounts on Xero with bank statement 1 week before each Board Meeting, and notifies the Chair of the Audit and Risk Committee

At the end of the financial Year, the Treasurer:

- a. Reconciles accounts on Xero with the bank statement and passes copies to Bulley Davey to prepare draft annual accounts
- b. Presents draft annual accounts to Audit and Risk Committee for ratification and finalisation
- c. Presents annual accounts to Annual General Meeting for approval

4. Online access all HSBC accounts

The Chair acts as Primary User and as such has the ability to change payment limits, users and signatories. These should only be changed with the agreement of the Chair of the Audit and Risk Committee. Although the Chair has the ability to prepare and authorise payments, this should only be done in exceptional circumstances after getting the agreement of the Chair of the Audit and Risk Committee. The Chair should set up the following Secondary Users:

- a. The Treasurer and one other Board Member with the ability to authorise payments up to the daily/individual limits
- b. The Project Manager and the Schools Liaison Officer with full access and the ability to prepare but not authorise payments

5. Xero accounting system

- a. Treasurer has full access and authority to enter data and initiate bank reconciliation
- b. Chair, second signatory, Project Manager and Bulley Davey have read only access

Annex 2 – Procedure for Reporting Losses

Any breach of agreed security practices must be reported at the earliest possible opportunity to the Chair of the Board. In the absence of the Chair, the Chair of the Audit Committee will be informed.

Any damage to Rutland First premises and equipment, or any loss of equipment, stores or supplies must be reported by employees at the earliest possible opportunity to the Chair of the Board. If the Chair is unavailable, and the cost of the loss or damage is in excess of £200, the Board as a whole must be informed. Losses or damage should be entered in the assets log.

Annex 3 – The Audit Committee Terms of Reference

- The role of the Audit Committee shall be to provide reassurance to the Board that Standing Financial Instructions are being properly applied within Rutland First and that management and trading accounts truly reflect the operation of the company
- The Chair of the Audit Committee shall be a member of the Rutland First Board and be annually appointed at the AGM
- The membership of the committee shall consist of Rutland First CIC bank signatories and any other member agreed by the Board
- The committee shall meet at least annually prior to the AGM

Code of Conduct

This guide has been produced to enable members to follow the standards of conduct and commitment to public service values as described in the Nolan Principles.

This means that a member will:

- value people as individuals
- respect the different cultures & beliefs of others
- always behave courteously towards all people

This will include:

- listening politely to others
- accepting that others may hold different views
- being prepared to consider others' points of view

Duties and Responsibilities

As a member of Rutland First you should:

- find out what the people of Rutland think and want
- always present the views of Rutland First, even when different to your own
- have the agreement of Rutland First before speaking, writing or attending meetings on behalf of Rutland First
- refuse to disclose confidential information without permission
- not give advice or guidance to an individual or organisation unless qualified to do so
- never accept anything, such as money or gifts, that would affect how you think or act
- not use your membership of Rutland First to gain rewards for yourself (or anyone else)
- inform Rutland First if you know that another member is behaving in an incorrect manner

Code of Conduct

Members must respect:

1. CONFIDENTIALITY

Members must remember that:

- all information must be disposed of in a safe manner
- personal details of other members or the public should be stored safely and, when no longer required, be shredded or given to Rutland First for safe disposal
- information gained whilst representing Rutland First should be shared only with those who need to know it.
-

2. CONFLICTS OF INTEREST

Members must always declare if they have any personal or business connection with any matter with which Rutland First is dealing.

Leaving Rutland First

If you wish to leave Rutland First you should:

- inform a Rutland First member of staff
- continue to keep in confidence all Rutland First related information
- dispose of all Rutland First related papers

Breaking This Code of Conduct

Breaching the code of conduct may result in informal/ formal warning or suspension/removal from all membership of Rutland First.

THE NOLAN PRINCIPLES

Rutland First has adopted the seven principles of public life, referred to as the 'Nolan Principles.' Members of Rutland First consider them to be the fundamental values that underpin all Rutland First activity



Safeguarding policy

Safeguarding Policy

Rutland First has a key part to play in sharing the public's experience of health and social care services. This includes any suspected cases of abuse or neglect, or failure to safeguard. It is important for Rutland First to have a clear policy for staff, Board Members, volunteers and contractors about what action to take if they suspect someone is in danger of abuse or they feel safeguarding procedures are inadequate.

If you see something, say something. Safeguarding is everyone's responsibility. If you feel a vulnerable adult or child is in danger of abuse or neglect, report it to the relevant Authority.

Definition

A vulnerable child is defined as being under the age of 18 years and currently at high risk of lacking adequate care and protection. Accordingly, all children are vulnerable by nature compared to adults, but some are more critically vulnerable than others.

Vulnerable adults are people who are over 18 years of age and are getting or may need help and services to live in the community. Vulnerable adults may be unable to take care of themselves and unable to protect themselves from harm or exploitation by other people.

Abuse can include:

- ☐ Physical
- ☐ Financial
- ☐ Material
- ☐ Sexual
- ☐ Psychological
- ☐ Discriminatory
- ☐ Emotional abuse
- ☐ Neglect

Abuse can take place in any setting, public or private, and can be perpetrated by anyone.

Reporting

If a vulnerable Adult is suspected of being in IMMEDIATE DANGER:

- Call the Police on 999 – reporting a vulnerable adult in danger

If you believe a vulnerable Adult is at risk of harm or abuse, but NOT in IMMEDIATE danger you should call:

- Rutland Social Services Prevention & Safeguarding Team – 01572 758341

Out of Hours

- Adults Emergency Duty Team (EDT) – Leicestershire, Leicester and Rutland - 0116 255 1606

If you believe a child or young person is suspected of being in IMMEDIATE DANGER

- Call the Police on 999 – reporting a vulnerable child or young person in danger

If you believe a child or young person is at risk or harm or abuse, but NOT in IMMEDIATE danger you should call:

- Rutland County Council – Children’s Duty Team – 01572 758407

Out of Hours

- Children’s Emergency Duty Team (EDT) - 0116 305 0005

In either case AFTER the above action you must also raise your concerns with the Rutland First Safeguarding Lead who can be contacted via the Resilient Rutland Project Manager (info@resilientrutland.co.uk). If it is appropriate, the Safeguarding Lead will raise the issue with the Care Quality Commission (03000 616161 or enquires@cqc.org.uk) and the Chair of Rutland First.

Recruitment, Selection & Training of Staff & Volunteers

All staff and volunteers at Rutland First require an appropriate Disclosure and Barring Service (DBS) check. The check will be requested prior to the applicant taking up post.

Contractors will be required to ensure that their staff and volunteers have been DBS checked where appropriate.

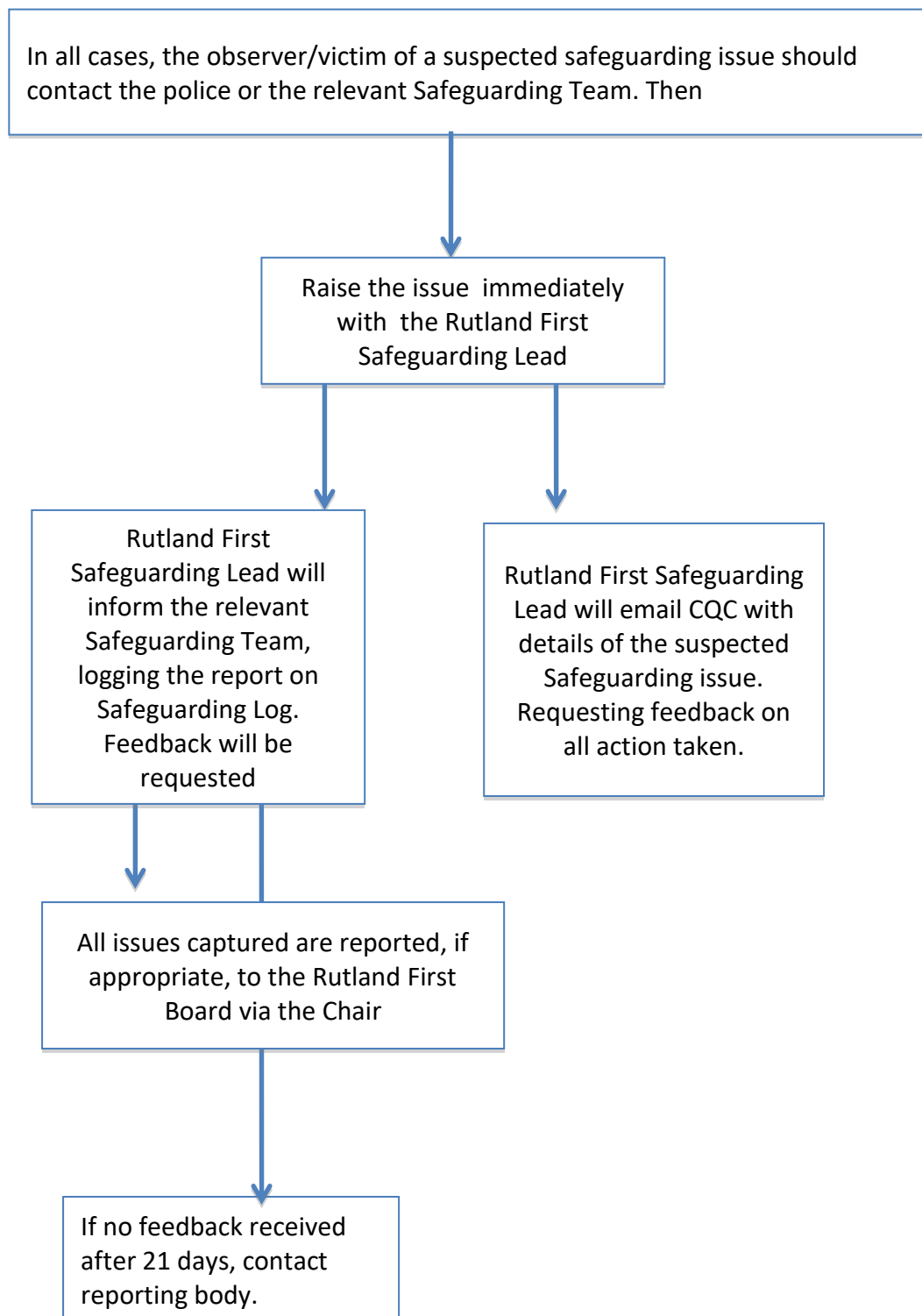
An introduction to safeguarding will be given to all staff, Board Members and volunteers in line with the local Leicestershire and Rutland Multi Agency Safeguarding policies and procedures. Updates and ongoing training will be provided at a level consistent with the staff, Board Member or volunteer role.

Responsibilities & Reporting Procedures

- It is the responsibility of Rutland First volunteers, staff and Board Members and contractors to raise all cases of suspected or alleged abuse in line with the procedures identified in this policy and the Leicestershire and Rutland Multi Agency policy (details can be found on their website <http://www.llradultsafeguarding.co.uk/>).
- It is the responsibility of Rutland First volunteers, Board Members, staff and contractors to report suspected abuse as soon as reasonably possible.
- All Safeguarding concerns received directly by Rutland First staff should be logged and reported immediately, (preferably) through the Chair using the reporting procedures above.
- It is **not** the responsibility of Rutland First to make any decision as to whether abuse has occurred or not. Once reported, this lies with the Adult or Children's Social Services Team of the Local Authority.
- It is the responsibility of Rutland First, once a report has been made, to follow up and track the actions made by the relevant agency.
- If a service user raises a suspicion or makes a claim of abuse, care should be taken to explain that following their disclosure the process within this policy will be followed, and that it will not always be possible for Rutland First to maintain all aspects of confidentiality.
- Any safeguarding allegation made against a member of staff, Board Member or volunteer should be reported to the Chair of Rutland First who will report and investigate in line with the Multi Agency Policy and take the appropriate action as per the Policy reporting procedures and also internal Disciplinary /governance procedures.
- Rutland First has an identified Lead for Safeguarding who is contactable through the Resilient Rutland Project Manager (info@resilientrutland.co.uk)

Note that failure to report concerns may put a vulnerable adult or child at risk.

Fig 1. Rutland First Safeguarding Reporting Process



Confidentiality Policy

What is Confidential Information?

The following types of information are classed as confidential. This list is not exhaustive:

Person-identifiable information is anything that contains the means to identify a person, e.g. name, address, postcode, date of birth, NHS number, National Insurance number etc. Even a visual image (e.g. photograph) is sufficient to identify an individual. Any data or combination of data and other information, which can indirectly identify the person, will also fall into this definition.

Sensitive personal information as defined by the General Data Protection Regulation (GDPR) refers to personal information about:

- personal data revealing racial or ethnic origin, political opinions, religious or philosophical beliefs;
- trade-union membership;
- genetic data, biometric data processed solely to identify a human being;
- health-related data;
- data concerning a person's sex life or sexual orientation.

Non-person-identifiable information can also be classed as confidential such as confidential business information e.g. financial reports; commercially sensitive information e.g. contracts, trade secrets, procurement information, which should also be treated with the same degree of care.

What is the legal requirement?

All Board Members, Volunteers and Employees working with/for Rutland First are bound by a legal duty of confidence to protect personal information they may come into contact with during the course of their work.

Rutland First will ensure that all Board Members, Volunteers and Employees, who are likely to deal with confidential information, will be briefed on data protection and confidentiality issues.

When is there a Duty to Share?

Rutland First adheres to the Common Law Duty of Confidentiality.

Information given in confidence must not be disclosed without consent unless there is a justifiable reason e.g. a requirement of law or there is an overriding public interest to do so.

Do's and Don'ts

Do safeguard the confidentiality of all person-identifiable or confidential information that you encounter.

Do keep all portable records containing person-identifiable or confidential information in recognised filing and storage places that are locked at times when access is not directly controlled or supervised.

Do switch off computers with access to person-identifiable or business confidential information, or put them into a password-protected mode, if you leave your desk for any length of time.

Do ensure that you cannot be overheard when discussing confidential matters.

Do challenge and verify where necessary the identity of any person who is making a request for person-identifiable or confidential information and ensure they have a need to know.

Do share only the minimum information necessary.

Do transfer person-identifiable or confidential information securely.

Do seek advice if you need to share patient/person-identifiable information without the consent of the patient/identifiable person concerned, and record the decision and any action.

Do report to a Board Member any actual or suspected breaches of confidentiality.

Do participate in induction, training and awareness raising sessions on confidentiality issues.

Don't share passwords or leave them lying around for others to see.

Don't share information with anybody without the consent of the person to which the information relates, unless there are statutory grounds to do so.

Don't use person-identifiable information unless absolutely necessary, anonymise the information where possible.

Don't collect, hold or process more information than you need, and do not keep it for longer than necessary.

Home and Remote Working Policy

Policy objective:

1. To manage and prevent unacceptable risks arising to Rutland First (RF) from the use of unapproved or unsafe facilities and/or practices when working at home or working remotely.

Scope:

2. All staff/volunteers who are permitted to use RF equipment at home or remotely, or who may use their personal computing resources to connect to networked services of RF or produce RF work are subject to the requirements of this Information Governance (IG) policy and procedure.

Responsibilities:

3. RF Chair is responsible for the local infrastructure and computer information security requirements and for the supply and configuration of all computing equipment provided by RF. This will include network connectivity and support for approved services if appropriate. The Chair may choose to delegate this responsibility to a Board Member, whilst remaining accountable through line management.
4. Where agreement is provided that a staff member or volunteer may use their personal computing resources for business purposes connected to RF, the Chair, with IT security advice as appropriate, must be satisfied that:
 - a. resources concerned are configured appropriately
 - b. the security measures are implemented and operating correctly
 - c. that no unacceptable IG risks exist
5. RF Chair is responsible for ensuring that a home risk assessment survey is conducted where necessary and for the identification of any necessary improvements or controls that affect proposed home working. In addition, the Chair, with appropriate IT security advice, will provide guidance to the home or remote worker (staff/volunteer) on all relevant security policies and responsibilities.
6. A home risk assessment survey will be necessary when an individual regularly works from home or remotely and has access to:
 - a. Documents protectively marked as 'confidential' or above in accordance with central government guidelines
 - b. other commercially or otherwise sensitive documents
 - c. any sensitive person identifiable information
 - d. person identifiable information deemed non-sensitive but still significant in terms of quantity (defined as 50+ records)

7. Unless instructed otherwise, the home or remote worker is responsible also for ensuring that their home contents insurance cover extends to any equipment provided belonging to RF.

IG Security Procedures for home working:

8. The home or remote worker's proposed working environment(s) should be considered and if necessary surveyed, and any perceived IG risks assessed to help inform consideration of home or remote working options. The findings of this consideration or survey process and any associated risks should be documented, so that appropriate control measures may be reviewed.

9. Where the proposed home or remote working arrangements involve the use of personal (or shared) computing resources, it must be noted the IG risks of doing so may outweigh any operational advantage of working at home or working remotely. For all home or remote working scenarios, consideration of risks must be made and should take account of the potential to:

- a. accidentally breach confidentiality
- b. disclose other sensitive data of RF or associated organisations to unauthorised individuals
- c. lose or damage critical business data
- d. damage the organisation's infrastructure and e-services through spread of un-trapped malicious code such as viruses
- e. create a hacking opportunity through an unauthorised internet access point;
- f. misuse data through uncontrolled use of removable media such as digital memory sticks and other media
- g. cause other operational or reputational damage

10. When a home or remote working agreement is possible, the purpose, terms and conditions should be formally reviewed and agreed between RF and the member of staff/volunteer and reference copy of this agreement must be provided to all parties. All such home or remote working agreements should be reviewed periodically for their continued applicability.

11. Steps should then be taken to define, agree and implement the environmental security controls deemed necessary. RF Chair, with appropriate IT security advice, should maintain records of all such assessments, surveys, related decisions, agreements and implementation plans.

12. It is the responsibility of the staff member/volunteer to maintain their home or remote working environment ensuring compliance with RF policies and agreements permitting their home or remote working. Where any aspect of home or remote working requires clarification or guidance this should be sought in the first instance from the RF Chair.

13. The home or remote worker (staff/volunteer) should be made fully aware of their information governance responsibilities to RF. Training should be provided to support any additional or special tools or functions that underpin the security of their home or remote working. Such facilities and training in their use are the responsibility of the Chair with appropriate IT security advice. This may for example include guidance on the deletion of cached information from internet browsers used to access web-based services.

- a. Failure by staff/volunteers to observe and maintain their home or remote working agreement may result in their home or remote working facility being withdrawn.
- b. It is the responsibility of the RF Chair to ensure that the RF infrastructure is maintained in a technically secure manner that would reasonably prevent a security breach arising from a home worker's location.
- c. Once all necessary steps have been satisfied, the home or remote working arrangements agreed may be made operational.
- d. Audit spot checks may be considered by RF to ensure this home or remote working policy is complied with and the agreement with the staff/volunteer should clearly specify that this may occur. Any compliance issues will be reported to the RF Chair and may subsequently be handled through a disciplinary process or contractual arrangements.
- e. All incidents involving the use of home or remote working facilities must be reported to the RF Chair immediately and to the Board in a timely manner and in accordance with the organisation's incident reporting procedures.

Equality and Diversity Policy

1. Aims of the Policy

Rutland First recognises and values people's differences and will assist them to use their talents to reach their full potential.

Rutland First will do all it can to ensure it recruits, trains and promotes people based on qualifications, experience and abilities for all roles within the organisation.

This policy is designed to ensure that Rutland First complies with its obligations under The Equality Act 2010 and demonstrates a commitment to treating people equally and fairly.

Rutland First is unreservedly opposed to any form of discrimination on the grounds of age, disability, gender reassignment, marriage or civil partnership, pregnancy and maternity, race, religion or belief, sex (gender) and sexual orientation (defined as Protected Characteristics).

Using fair and objective employment practices, Rutland First aims to ensure that:

- All employees/volunteers and potential employees/volunteers are treated fairly and with respect at all stages of their employment.
- All employees/volunteers have the right to be free from harassment and bullying of any description, or any other form of unwanted behaviour. Such behaviour may come from other employees/volunteers or third parties outside of Rutland First.
- All employees/volunteers have an equal chance to contribute and to achieve their potential, irrespective of any defining feature that may give rise to unfair discrimination.
- All employees/volunteers have the right to be free from discrimination due to their association with another person who possesses a Protected Characteristic or because others perceive that they have a particular Protected Characteristic, even if they do not.

In addition, Rutland First will ensure that no one involved with it is discriminated against, or treated unfairly. Therefore, this policy applies to all Rutland First employee/volunteer interaction with:

- Rutland First Members
- Service users and suppliers
- Visitors
- Partner Organisations
- Funding Bodies
- Members of the Public

2. Scope of the Policy

This policy applies to Staff (paid), Volunteers and Board Members. This policy applies to all stages of employment including recruitment and selection, promotion and training. In addition, it applies to the treatment of Rutland First Members, Service users and suppliers, Visitors, Partner Organisations, Funding Bodies and Members of the Public.

3. Policy statement

All involved or associated with Rutland First commit to:

- Contribute to an environment that is without discrimination, accessible, welcoming and free of harassment, victimisation and bullying.
- Demonstrate and share their commitment to valuing equality and diversity and to develop attitudes and behaviour that support this.
- Challenge what they consider to be unacceptable behaviour, being pro-active with regard to diversity.
- Identify their own learning and development needs on equality and diversity issues and undertake relevant training to maintain and improve their knowledge and contribute to the learning and developments of others.
- Consider what may be of offence to somebody else.
- Not tolerate exploitation of position within the organisation.
- Not make subjective judgments on ability and future potential.

4. Responsibilities

Employees and volunteers (including Board members) of Rutland First have a duty to act within this policy, ensure it is followed and to draw attention to any suspected discriminatory acts or practices.

Responsibility for promoting awareness of this policy and monitoring that it is being followed rests with the Board of Rutland First, with day to day management of this policy delegated to the Chair.

5. Breaches of the Equality and Diversity Policy by employees

Breaches of this policy by employees may be dealt with as a disciplinary matter.

6. Breaches of the Equality and Diversity Policy by volunteers

(including Board members) - as per Code of Conduct

Employees, volunteers and Board Members are also personally liable under equality legislation for any act of unlawful discrimination. In carrying out the policy, Rutland First will ensure appropriate training is in place and accessed as required. There will be regular audits through management mechanisms such as Supervision and Appraisal.

7. Communications

Communication of the policy to job applicants and employees/volunteers will be done through the recruitment process induction and training. The policy will be publicly available on the Rutland First website.

8. Working with Partners

In selecting our partners, we will consider their commitment to Equality and Diversity.

9. Monitoring the Policy

This policy will be monitored to judge to what extent it is working and identify areas for improvement.

Monitoring will relate to all employees, volunteers and to service users.

10. Reporting discrimination | potential discrimination

Employees who feel that they have suffered any form of discrimination should raise the issue through the Chair of Rutland First.

Volunteers who feel that they have suffered any form of discrimination should initially raise the issue through the management structure.

If an employee/volunteer witnesses behaviour that they find offensive in relation to age, marriage or civil partnership, pregnancy and maternity, disability, gender reassignment, race, religion or belief, sex (gender) or sexual orientation, even if it is not directed at them, they should also use this procedure.

11. Review

This policy will be reviewed every three years, or as necessary, by the Board to ensure that it remains up to date and reflects the needs and practices of Rutland First.

The policy may also be reviewed if legislation changes or if monitoring information suggests that policy or practices should be altered.

Expenses scheme for trustees, staff and Resilient Rutland steering group members

1. Introduction

- 1.1. Staff may incur expenses in carrying out Rutland First CIC work and activities. This policy sets out what expenses may be claimed, and what evidence and authorisation is needed to support a claim. ^[L]_[SEP]
- 1.2. Any claims that are likely to be substantial or are unusual in nature should be approved before any expenses are incurred. ^[L]_[SEP]

2. Claiming expenses

- 2.1. Expenses may be claimed for travel, refreshments and, where appropriate, accommodation. ^[L]_[SEP]
- 2.2. Payment is normally by bank transfer. ^[L]_[SEP]
- 2.3. Claim forms should be submitted monthly and will be paid as soon as possible.
- 2.4. If you need the money to cover your expenses beforehand, an advance can be ^[L]_[SEP]arranged. ^[L]_[SEP]

3. Travel

- 3.1. Claimants should use the cheapest form of travel reasonably available. Rutland First CIC encourages you to use public transport where available, and to share the use of cars if possible. ^[L]_[SEP]
- 3.2. Forms of Travel:
 - 3.2.1. Rail. The ticket, or a ^[L]_[SEP]receipt for the ticket, must be attached to the claim form. ^[L]_[SEP]
 - 3.2.2. Bus. The ticket must be attached to the claim form. ^[L]_[SEP]
 - 3.2.3. Taxi. Taxis must only be used when: ^[L]_[SEP]
 - public transport is not available, or ^[L]_[SEP]
 - you are not able to use public transport because of items being carried. ^[L]_[SEP]
 - A receipt must be attached to the claim form.
 - 3.2.4. Own transport. If using a car or motorcycle you must:
 - Have a valid driving license

- Be appropriately insured
- Have taxed your vehicle
- Have an MOT Certificate, if required

3.2.5. Mileage Rates:

- Car: 45p per mile ^[L]_[SEP]
- Motorcycle: 24p per mile ^[L]_[SEP]
- Bicycle : 20p per mile ^[L]_[SEP]

3.2.6. You will need to fill in a claim form stating the starting point and destination for your journey, and how many miles travelled. You may claim from home if not visiting your work base on route to or from the destination, but otherwise should claim from your work base.

4. Car parking

4.1. Claims for car parking, where necessarily incurred, should be accompanied by a receipt possible. Parking or clamping fines will not be paid.

5. Refreshments

5.1. If attending a full day event at which refreshments and food are not provided, you may claim:

- Over 3 hours but less than 4 hours - £2 ^[L]_[SEP]
- Over 4 hours but less than 8 hours – a lunch allowance of up to £6 ^[L]_[SEP]
- Over 8 hours – a further meal allowance of up to £6 ^[L]_[SEP]

6. Business meetings and receiving unpaid advisors

6.1. From time to time it will be necessary to book meeting rooms, or where it is more cost effective, use a hotel lounge or coffee shop facility, which necessitates payment for beverages or snacks for all present.

6.2. Such expenses will only be met where the agreement of two Board members is sought and obtained in advance of the meeting.

6.3. Such requests should normally be by email and should explain the meetings purpose with reference to the delivery of the approved Resilient Rutland Project plan.

7. Completing the claim form ^[L]_[SEP]

7.1. All claims must be made on the official Rutland First CIC Expenses Claim Form. They

must be accurate, and must be supported by receipts where available. [SEP]

- 7.2. Claims by staff must be approved by the chairman of the Steering Group, or in his/her absence, by a designated Member of the Board. [SEP]
- 7.3. Claims by the Board members must be approved by the Chair, or by a designated Member of the Board. [SEP]
- 7.4. Claims should normally be submitted within one month. Rutland First CIC maintains the right not to pay claims submitted more than 3 months after the event. [SEP]

Scheme of delegation for Resilient Rutland project

1. Structure

- 1.1. The Board of Rutland First CIC has established the following structure for the delivery of the Resilient Rutland Project:
 - 1.1.1. A Resilient Rutland Steering Group comprising: two members of the Rutland First Board, professional representatives from Rutland schools and health services (preferably mental health), a person with professional/academic expertise in the areas covered by the project. The project manager in attendance. The Steering Group will be chaired by a RF Board member
 - 1.1.2. A Resilient Rutland Programme Management Board. Membership includes: the Steering Group, youth forum representative(s), representatives from each of the secondary schools, a primary school head who represents all the primary schools, a Rutland County Council Councillor with agreed officer support.

2. Decision making and delegation

- 2.1. Strategic decision making, including the setting of budgets, resides with the Board of Rutland First CIC. Before making strategic decisions concerning the Resilient Rutland project the Board of Rutland First CIC will:
 - 2.1.1. Seek and consider advice from the project manager and the Resilient Rutland Steering group.
 - 2.1.2. Consult the Resilient Rutland Programme Management Board.
- 2.2. Operational decision making takes place within the strategic framework set by the Board of Rutland First CIC. The project manager, with the Steering Group, normally makes operational decisions. Before making operational decisions the project manager and steering group will consider:
 - 2.2.1. Whether the decision could have possible strategic consequences and should be reported the Rutland First Board before implementation,
 - 2.2.2. The need to ensure the full involvement of all stakeholders in the project either through: direct consultation with schools, young people, other professionals and key stakeholders; consultation with the project management board, or both.

3. Reporting and accountability

- 3.1. The Board of Rutland First CIC is responsible for the successful delivery of the Resilient Rutland Project and for complying with the terms of the grant received from the Big Lottery Fund.

- 3.1.1. The Resilient Rutland Steering Group and the project manager will produce a draft project delivery plan and budget plan for approval by the Rutland First Board.
- 3.1.2. The project manager, advised by the Steering Group, is responsible for the implementation of the project delivery plan and operating within budget in accordance with RF relevant policies. Both the Board of Rutland First CIC and the Programme Management Board will receive timely and regular reports on progress against plan. Such reports will include; progress against milestones and outcome objectives, a financial report, and any recommendation for project variances.
- 3.1.3. The Board of Rutland First CIC may consider that the project delivery plan should be varied in the light of any report from The Big Lottery Fund, stakeholders, the project manager and Steering Group. In such circumstances it will consult before any decision is finalised.

4. Urgent Action

- 4.1. In the unlikely event of an urgent decision being necessary:
 - 4.1.1. the project manager in consultation with a member of the Board of Rutland First CIC (normally the chairman) will undertake an email consultation with members of the Board of Rutland First CIC, and/or Resilient Rutland Steering Group, as appropriate, before making their decision,
 - 4.1.2. an emergency meeting of the relevant group(s) will then be called at which a report will be presented explaining why it was necessary to implement an urgent procedure, the advice received during the email consultation, if any, and the decision made.

Procurement Policy

Rutland First CIC will ensure that:

- spending is for the purpose intended, that the need has been established and that there is financial probity
- spending decisions represent value for money - securing the best mix of quality and effectiveness for the least outlay over the period of use of the goods or services bought
- that there is a policy for internal delegation levels and that this is applied within the CIC
- relevant professional advice is obtained where appropriate
- a clear record is made of the reason for selecting a particular supplier
- there is no involvement by anyone in the CIC with a personal interest in the transaction. All directors and employees have a duty to ensure such conflicts of interest are avoided and must declare any such interests. Breaches of this provision are a serious issue.
- suppliers are treated fairly – with professional communications, clearly established contact points, adequate information to participate in the bidding process, the outcome of bids announced promptly, feedback to all participants, prompt courteous and efficient responses to suggestions enquiries and complaints
- a competitive tendering process is in place and applied and the thresholds for competitive tendering are:
 - For all projects funded by The Big Lottery, £10,000 for capital spending or for services or a series of services
 - For all other projects £10,000
 - When it is decided not to award a contract to the cheapest tender, reasons for the decision should be recorded

Where it proves impossible to obtain alternative suppliers to support a competitive tender arrangement, a waiver must be obtained from the Rutland First CIC Board (and The Big Lottery if appropriate) supported by the following:

- Documentation demonstrating the lack of alternatives. This can be by way of (1) professional advice or (2) a lack of response to the publication of the competitive tender on my Tenders PRO or Contracts Finder or an equivalent system

Procurement of services or assets over £1,000 and below £10,000 in value requires approval of Rutland First CIC Board (this may be obtained electronically or at a Board Meeting).

Procurement of services or assets over £100 and below £1,000 in value requires approval by two bank signatories.

Procurement of services or assets below £100 in value may be approved by a single bank signatory.

Anti-Fraud Policy

Introduction

This document sets out the policy and procedures of Rutland First against fraud and other forms of dishonesty, together with the steps that must be taken where any of these practices is suspected or discovered.

It applies to Board Members, Directors, staff and volunteers. Anybody associated with Rutland First who commits fraud, theft or any other dishonesty, or who becomes aware of it and does not report it, will be subject to appropriate action.

Statement of intent

Rutland First will continually strive to ensure that all its financial and administrative processes are carried out and reported honestly, accurately, transparently and accountably and that all decisions are taken objectively and free of personal interest. It will not condone any behaviour that falls short of these principles.

All members of the organisation have a responsibility for putting these principles into practice and for reporting any breaches they discover.

Definitions

Fraud:

A deliberate intent to acquire money or goods dishonestly through the falsification of records or documents. The deliberate changing of financial statements or other records by either; a member of the public, someone who works or is a volunteer for Rutland First. The criminal act is the attempt to deceive and attempted fraud is therefore treated as seriously as accomplished fraud.

Theft:

Dishonestly acquiring, using or disposing of physical or intellectual property belonging Rutland First or to individual members, supporters or clients of Rutland First.

Misuse of Equipment:

Deliberately misusing materials or equipment belonging to Rutland First.

Abuse of Position:

Exploiting a position of trust within the organisation

Culture

The culture of Rutland First is intended to foster honesty and integrity.

Board members, Directors, staff and volunteers are expected to lead by example in adhering to policies, procedures and practices. Equally, our members, partners and external organizations (such as suppliers and contractors) are expected to act with integrity and

without intent to commit fraud against the organisation in any dealings they may have with Rutland First.

As part of the culture, Rutland First will provide clear routes by which concerns can be raised by Board Members, Directors, staff and volunteers and by those outside of the organisation. A copy of Rutland First's whistleblowing policy is available to Board members, Directors, staff, volunteers, service users, suppliers and other third parties. Those in positions of responsibility are expected to deal promptly, firmly and fairly with suspicions and allegations of fraud or corrupt practice

Responsibilities

In relation to the prevention of fraud, theft, misuse of equipment and abuse of position, specific responsibilities are as follows:

Board Members and Directors:

Board members and Directors are responsible for establishing and maintaining a sound system of internal control that supports the achievement of the organisation's policies, aims and objectives.

The system of internal control is designed to respond to and manage the whole range of risks that the organisation faces.

The system of internal control is based on an on-going process designed to identify the principal risks, to evaluate the nature and extent of those risks and to manage them effectively. Managing fraud risk is seen in the context of the management of this wider range of risks.

Nominated Board Member

Overall responsibility for managing the risk of fraud has been delegated to the nominated Board member. The responsibilities include:

- Undertaking a regular review of the fraud risks associated with each of the key organizational objectives.
- Establishing an effective anti-fraud response plan, in proportion to the level of fraud risk identified.
- The design of an effective control environment to prevent fraud.
- Establishing appropriate mechanisms for:
 - reporting fraud risk issues
 - reporting significant incidents of fraud or attempted fraud to the Board of of Rutland First;
 - Liaising with the Board member responsible for finance and if appropriate Auditors.
 - Making sure that all staff are aware of the organisation's Anti-Fraud Policy and know what their responsibilities are in relation to combating fraud;
 - Ensuring that appropriate anti-fraud training is made available as required; and

- Ensuring that appropriate action is taken to minimize the risk of previous frauds occurring in future.

Staff and Volunteers:

Every member of staff or volunteer is responsible for:

- Acting with propriety in the use of organisation's resources and the handling and use of funds whether they are involved with cash, receipts, payments or dealing with suppliers;
- Conducting themselves in accordance with the values and behavior principles set out above;
- Being alert to the possibility that unusual events or transactions could be indicators of fraud;
- Alerting the nominated Board member when they believe the opportunity for fraud exists e.g. because of poor procedures or lack of effective oversight;
- Reporting details immediately if they suspect that a fraud has been committed or see any suspicious acts or events; and
- Cooperating fully with whoever is conducting internal checks or reviews or fraud investigations.

Detection and Investigation

Whilst having regard to the requirements of the Data Protection legislation, Rutland First actively participates in an exchange of information with external agencies on fraud and corruption. It is often the alertness of Board members, Directors, staff or volunteers and the general public to the possibility of fraud and corruption that leads to detection of financial irregularity.

The nominated Board member must be notified immediately of all financial or accounting irregularities or suspected irregularities or of any circumstances which may suggest the possibility of irregularities including those affecting cash, stores, property, remuneration or allowances.

Reporting of suspected irregularities is essential as it:

- Facilitates a proper investigation by experienced staff, and ensures the consistent treatment of information regarding fraud and corruption.
- When so notified, the nominated Board member will instigate an investigation by appointing a designated officer, auditor or other adviser.
- The designated officer, auditor or other advisor will:
 - deal promptly with the matter
 - record evidence received
 - ensure the security and confidentiality of evidence

- Work closely with the Board and other agencies, such as the Police and Courts to ensure that all issues are properly investigated and reported upon.
- Ensure maximum recoveries are made on behalf of the organisation, and assist the appropriate nominated Board member to implement Rutland First's disciplinary procedures where considered appropriate (referral to the Police will not prohibit or restrict action under the Disciplinary Procedure).
- In cases of suspected payroll irregularities where a fraud investigation may be possible, discussion will occur between the Chair and the nominated Board member if it is thought a disciplinary investigation is more appropriate
- Malicious accusations may be the subject of disciplinary action.

Awareness/Training

An important contribution to the continuing success of an anti-fraud strategy, and its general credibility, lies in the effectiveness of programmed awareness/training, of all throughout the organization.

This will be achieved through the development of both induction and awareness training for all personnel involved in internal control systems to ensure that their responsibilities and duties in this respect are regularly highlighted and reinforced.

Data Protection Policy

Introduction

As part of its usual business activity, Rutland First needs to collect and use, or else may acquire, certain types of information about Data Subjects who come into contact with Rutland First. This personal information must be collected and dealt with appropriately. Whether the information is held on paper, electronically, or recorded on other material, there are safeguards under the General Data Protection Regulations.

Staff, Board Members and Volunteers gathering and recording data away from Rutland First's office and using their own rather than the organisation's equipment and systems need to adhere to Rutland First's Home and Remote Working Policy.

Definitions

The following list is intended to aid understanding of this policy:

Data Controller - Rutland First is the Data Controller under the Act, which means that it determines the purposes for which personal information held will be used. It is also responsible for notifying the Information Commissioner of the data it holds or is likely to hold, and the general purposes for which this data will be used.

The General Data Protection Regulations (GDPR) – The EU regulations covering the storing and processing of personal data.

Data Protection Officer – The person responsible for ensuring that Rutland First adheres to its data protection policy and complies with the Data Protection Act 1998. The identity of the Data Protection Officer will be publicly available.

Data Subject/Service User – The individual whose personal information is being held or processed by Rutland First (for example: a client, an employee, a supporter).

'Explicit' consent – is a freely given, specific and informed agreement by a Data Subject (see definition) to the processing* of personal information* about her/him. Explicit consent is needed for processing sensitive* data.

* See definition

Notification – Notifying the Information Commissioner about the data processing activities of Rutland First, as certain activities may be exempt from notification.

Information Commissioner – The UK Information Commissioner responsible for implementing and overseeing the Act.

Processing – means collecting, amending, handling, storing or disclosing personal information.

Personal Information – Information about individuals that enables them to be identified – e.g. name and address. It does not apply to information about organisations, companies and agencies but applies to named persons, such as individual volunteers or employees within Rutland First.

Sensitive data – means data about:

- Racial or ethnic origin
- Political opinions
- Religious or similar beliefs
- Trade union membership
- Physical or mental health
- Sexual life
- Criminal record
- Criminal proceedings relating to a data subject's offences

Disclosure

Rutland First may share data with other agencies such as the local authority, funding bodies and other voluntary agencies.

The Data Subject will be made aware in most circumstances how and with whom their information will be shared. There are circumstances where the law allows Rutland First to disclose data (including sensitive data) without the data subject's consent.

These are:

1. Carrying out a legal duty or as authorised by the Secretary of State
2. Protecting the privacy and confidentiality of a Data Subject or another person
3. The Data Subject has already made the information public
4. Conducting any legal proceedings, obtaining legal advice or defending any legal rights
5. Monitoring for equal opportunities purposes – i.e. race, disability or religion

Rutland First regards the lawful and correct treatment of personal information as very important to successful working, and to maintaining the confidence of those with whom they work.

Rutland First will, to the best of its ability, ensure that personal information is treated lawfully and correctly.

To this end, Rutland First will adhere to the Principles of Data Protection, as detailed in the Act.

Specifically, the Principles require that personal information:

1. Shall be processed fairly and lawfully and, in particular, shall not be processed unless specific conditions are met
2. Shall be obtained only for one or more of the purposes specified in the Act, and shall not be processed in any manner incompatible with those purposes
3. Shall be adequate, relevant and not excessive in relation to those purpose(s)
4. Shall be accurate and, where necessary, kept up to date
5. Shall not be kept for longer than is necessary
6. Shall be processed in accordance with the rights of data subjects under the Act
7. Shall be kept secure by the Data Controller who takes appropriate technical and other measures to prevent unauthorised or unlawful processing, accidental loss or destruction of, or damage to, personal information
8. Shall not be transferred to a country or territory outside the European Economic Area unless that country or territory ensures an adequate level of protection for the rights and freedoms of data subjects in relation to the processing of personal information

Rutland First will, through appropriate management, strict application of criteria and controls:

- To the best of its ability, fully observe conditions regarding the fair collection and use of information
- Meet its legal obligations to specify the purposes for which information is used
- Collect and process appropriate information, and only to the extent that it is needed to fulfil its operational needs or to comply with any legal requirements
- Ensure the quality of information used
- Ensure that the rights of people about whom information is held, can be fully exercised under the Act. These include:
 - The right to be informed that processing is being undertaken
 - The right of access to one's personal information
 - The right to prevent processing in certain circumstances and
 - The right to correct, rectify, block or erase information which is established as inaccurate information

- Take appropriate technical and organisational security measures to safeguard personal information
- Ensure that personal information is not transferred outside the European Economic Area without suitable safeguards
- Treat people justly and fairly whatever their age, religion, disability, gender, sexual orientation or ethnicity when dealing with requests for information
- Set out clear procedures for responding to requests for information

Data collection

Informed consent

Informed consent is when

- A Data Subject clearly understands why their information is needed, with whom it will be shared and the possible consequences of agreeing or refusing the proposed use of the data
- and then gives their consent.

Rutland First will ensure that data is collected within the boundaries defined in this policy. This applies to data that is collected in person, or by completing a form.

When collecting data, Rutland First will ensure that the Data Subject:

- Clearly understands why the information is needed
- Understands what it will be used for and what the consequences are should the Data Subject decide not to give consent to processing
- As far as reasonably possible, grants explicit consent, either written or verbal, for data to be processed
- Is, as far as reasonably practicable, competent enough to give consent and has given so freely without any duress
- Has received sufficient information on why their data is needed and how it will be used

Data Storage

Information and records relating to service users will be stored securely and will only be accessible to authorised staff and volunteers.

Information will be stored for only as long as it is needed or required by statute and will be disposed of appropriately.

It is Rutland First's responsibility to ensure all personal and company data is non-

recoverable from any computer system previously used within the organisation, which has been passed on/sold to a third party.

Data access and accuracy

All Data Subjects have the right to access the information Rutland First holds about them. Rutland First will also take reasonable steps to ensure that this information is kept up to date by asking data subjects, at regular intervals, whether there have been any changes in their circumstances.

In addition, Rutland First will ensure that:

- It has a Data Protection Officer with specific responsibility for ensuring compliance with Data Protection
- All Rutland First personnel processing personal information understands that they are contractually responsible for following good data protection practice
- All Rutland First personnel processing personal information are appropriately trained to do so
- All Rutland First personnel processing personal information are appropriately supervised
- There is a procedure in place and publicly available, for individuals to access data held about themselves
- It deals promptly and courteously with any enquiries about handling personal information
- It describes clearly its policy on handling personal information
- It will regularly review and audit the ways it holds, manages and uses personal information
- It regularly assesses and evaluates its methods and performance in relation to handling personal information
- All staff are aware that a breach of the rules and procedures identified in this policy may lead to disciplinary action being taken against them

This policy will be updated as necessary to reflect best practice in data management, security and control and to ensure compliance with any changes or amendments made to the Act.

In case of any queries or questions in relation to this policy please contact the Rutland First Data Protection Officer

Privacy Policy

Rutland First is committed to upholding your privacy and ensuring that your personal data is secure and protected

This Privacy Policy explains how we will treat your personal data and provides the information we are required to give regarding the processing of this data under EU law.

Rutland First reserves the right to amend this policy from time to time. Any such changes would only take effect once the Privacy Policy is posted on our website www.rutlandfirst.co.uk

1. What data will be collected

We require a certain level of mandatory personal data (such as name and email address) to enable us to communicate with you appropriately.

2. How will your data be used?

Data may be used as follows:

- Administer attendance at meeting/events
- Update you on our activities and any appropriate industry activities.

3. Protection and security

Rutland First is firmly committed to data security. We take all reasonable and appropriate steps to protect your data from unauthorised access, loss, misuse, alteration or corruption.

Only authorised employees will have access to your personal information.

Although every effort is made to create a secure environment for your personal information, we cannot guarantee the safety of any personal information which you transmit to us online.

4. We will not share your data with any third party

Rutland First does not share or sell your personal data with any third party.

We may need to share limited information with our service providers who assist us in preparing and sending you communications e.g. sending emails. However, we do not allow these organisations to use your data for their own purposes and we ensure that at all times they keep your data securely and comply with current regulation.

5. Exemptions

The Privacy Policy only applies to the collection and use of data by Rutland First.

6. Data retention

Personal data is stored for varying lengths depending on the nature and purpose for which it was collected. This is reviewed periodically to ensure it is still necessary to be retained for the purpose for which it was collected.

7. Cookies

In line with many other websites, we may use cookies to store and sometimes track information about you. A cookie is a small amount of data sent from the server and stored on your PC's hard drive. Most web browsers are automatically set up to accept cookies, but you can set your browser to reject cookies or ask your browser to show you where a cookie has been set up.

8. Complaints or the need to question this Privacy Policy

By law, you are entitled to:

- object to your personal information being used for marketing purposes. We give you the choice to opt out of communications by simply emailing info@rutlandfirst.co.uk.
- receive, upon payment of a fee, a copy of any personal information about you which is held by us.
- require the rectification, erasure or blocking of any of your personal information which is inaccurate or not up to date held by us.

You also have the right to make a complaint direct to the UK's data protection authority, the [Information Commissioner's Office \(ICO\)](#).

9. Contact us

If you have any questions or concerns about our use of personal information, please email info@rutlandfirst.co.uk

On-Line Engagement Policy

1. The Purpose of Online Engagement

By engaging on-line in social networks, Rutland First aims to keep people informed about consultations and surveys and anything that affects their health and social care services, thus amplifying their voice. Although we will be using a range of engagement channels to do this, including the Rutland First website, Rutland First will also use social networks to extend the reach of the project and encourage use of the resources that will be hosted on the Rutland First website.

Rutland First paid staff will be responsible for operating this policy. However, even though only Board Members and staff will be able to access social media accounts to post, volunteers should be aware of this policy when replying to posts, or tagging or sharing content with the Rutland First accounts.

2. Aim

The aim of this policy is to ensure that:

- Engagement with individuals, communities and promotion of Rutland First through the use of social media is maximized.
- A consistent and corporate approach is adopted and maintained in the use of social media
- Rutland First information remains secure and is not compromised through the use of social media
- Staff operate within existing policies, guidelines and relevant legislation
- Rutland First's reputation is not damaged or adversely affected
- Service users viewing Rutland First social media channels are not abused, threatened or discriminated against
- Rutland First core values are maintained

3. Social Media

Social media is increasingly used to reach a wider audience, particularly audiences who may not access traditional media. All Rutland First social media content should be up to date and accurate.

Rutland First will use a range of social media outlets to communicate its core messages and engage with individuals and organisations about health and social care. This includes, but is not limited to, Facebook and Twitter.

4. Risk Assessment

The following risks have been identified:

- Damage to the reputation of Rutland First
- That Rutland First posts online give a false impression that Rutland First has exceeded its objects, or is perceived as campaigning inappropriately or not remaining impartial when necessary
- Virus or other malware (malicious software) infection from infected sites
- Disclosure of confidential information
- Social engineering attacks (this is the act of manipulating people into disclosing confidential material or carrying out certain actions. Individuals fraudulently claiming to be a business or client often conduct social engineering)
- Civil or Criminal action relating to breaches of legislation
- Breach of Safeguarding
- Abuse or discrimination

In light of these risks, Rutland First will monitor and regulate the use of social media sites regularly to ensure that such use does not damage Rutland First, its employees, partners or the people it serves.

5. Procedure

Users must ensure that they use social media sensibly and responsibly, in line with this policy. They must ensure that their use will not adversely affect Rutland First or its business, nor be damaging to Rutland First's reputation and credibility or otherwise violate any Rutland First policies. They should:

- Be aware of and recognise their responsibilities identified in this Online Engagement Policy
- Remember that they are personally responsible for the content they publish on any form of social media
- It shall be considered a breach of acceptable conduct to post any confidential information or intellectual property of Rutland First obtained during the person's work, including information relating to finances, research, development, marketing, service users, operational methods, plans and policies
- Never give out personal details such as home address and telephone numbers
- Ensure that any personal or sensitive information is handled in line with the Rutland First's Data Protection Policy
- Be aware of safeguarding issues, as social media sites are often misused by offenders. Safeguarding is everyone's business – if you have any concerns about other site users, you have a responsibility to report these to a Board Member
- Social media sites are in the public domain and it is important to ensure that you are confident about the nature of the information you publish. Permission must be sought if you wish to publish or report on meetings or discussions that are meant to be private or internal to Rutland First

- Responses from the public on the Rutland First website and social media pages will be regularly moderated to ensure that any inappropriate messages/posts from the public are removed from the website/social media page. See section 8 Moderation guidelines. Inappropriate content includes anything defamatory, personal or profane. If there is any doubt as to whether to delete a post, a Board Member is to be approached
- Don't cite details of service users, partners or suppliers without their approval
- Don't use insulting, offensive or racist language or engage in any conduct that would not be acceptable in the workplace
- Ensure all content is polite, professional, appropriate, accurate and spell checked

6. Content

The following is a guide to the content of any online communication from Rutland First. If any doubt exists, a Board Member should be approached to confirm whether information should be shared on the Rutland First website or social media accounts.

Do

- Post/share information about Rutland First projects, surveys and activities
- Post/share information about local health and social care services
- Post/share reports from recognised national bodies
- Post/share surveys and information from other recognised charities, government bodies and health and social care providers and commissioners

Don't

- Engage in conversations on social media platforms. If a question is asked, refer the person to the info@rutlandfirst.co.uk email address for a response
- Post/share anything of a specifically political, religious or legal nature
- Support any campaign (information can be shared with the public regarding health or social care campaigns – but it must be clear that Rutland First does not engage in campaigning)
- Use the site/tool for personal gain or to solicit business for personal gain
- Express personal views
- Post/share materials considered to be defamatory or to the detriment of Rutland First and/or the public perception of the organisation

7. Administration

The username and passwords to access Rutland First online profiles will be held securely.. The only people authorized to access the Rutland First website management tools, and the

Facebook and Twitter accounts are the Chair of the Board and the Resilient Rutland Project Manager.

8 Moderation

The aim of moderating the Rutland First website and social media posts is to monitor items of feedback and public comment against a set of 'good practice' or 'acceptability' principles. In the case of the Rutland First website the technology allows for 'pre-moderation' whereby all comments can be checked before they go live. In the case of social media such as Twitter and Facebook, moderation activity is necessarily conducted after posts have been made, due to the nature and limitations of the media.

Good Practice Principles

Moderation should be conducted professionally with a common-sense approach, taking care that the following types of comment are disallowed:

- Personal attacks
- Threats or discussion of illegal activity
- Comments that are racially or sexually inflammatory
- Advertising or self-promoting
- Use of lewd language
- Comments that are irrelevant or out of context

Where website feedback and posts are found to be unacceptable according to these principles, then the moderator may seek to reword the comments and seek the author's approval before publishing. Where that approval is not forthcoming, or where the author has not left contact details, then Rutland First will decline to publish the item of feedback.

Where Social Media posts are found to be unacceptable according to these principles then the moderator will remove the post immediately.

Moderation is conducted in the first instance by the Chair of the Board or the Resilient Rutland Project Manager. The Chair shall have the final word in deciding the suitability of any post after application of the Good Practice Principles.

Rutland First Environmental Policy

Purpose

- Rutland First recognises the many and increasing threats to the environment and wishes to play its part in developing a sustainable society.
- This Policy will provide the strategic and operational framework to support the integration of the BS ISO 14001 Environmental management system (available electronically from the Rutland First office or online) into the organisations services and functions.
- Rutland First recognises that as a duty holder under environmental legislation it has responsibility and accountability for its aspects and impacts on the environment created (both directly and indirectly) by our operations, services and activities. As such the organisation will use the BS EN 14001 Environmental Management Model to assist with compliance to the present legislation and standards.

Organisation and Responsibilities

Responsibility for ensuring the provision and implementation of this Policy will rest with Rutland First's Chair. The Chair will ensure that the Board of Rutland First agrees an Environmental Policy that:

- Directly relates to the environmental impacts of the Organisation's activities, products and services
- Takes into account the nature and magnitude of all such environmental impacts
- Takes into account the continual development cycle and standards outlined in the BS ISO 14001 Management Standards
- Commits Rutland First to take all reasonable steps to prevent pollution
- Commits the Organisation to continually seek improvements in its Environmental Management System under the Plan, Do, Check, Act process
- Commits the Organisation to compliance with applicable environmental legislation, regulations and all other relevant requirements to which the Organisation subscribes
- Provides a framework for setting and reviewing environmental objectives and establishes time frames for their achievement
- Is documented, put into practice and sustained
- Is introduced to all employees/volunteers
- Can be accessed by the public

Rutland First pledges itself and all personnel to:

- Reviewing policy and practice to ensure they include envisaged situations that may have an adverse impact on the environment.
- Commencing regular reviews of our Environmental Policy Action Plan in advance of our external audits

In addition, Rutland First will endeavour to:

- Raise awareness of environmental issues with our staff/volunteers
- Help to create a clean and healthy environment
- Help to reduce pollution
- Increase our efficiency in our use of energy, water and resources
- Minimise waste production and seek to reuse or recycle as much as possible
- Protect and enhance the wildlife habitats within our grounds if appropriate

Environmental Policy Statement

Rutland First recognises the importance of environmental protection and is committed to operating its business responsibly and in compliance with all environmental regulations, legislation and approved codes of practice and any other requirements to which we subscribe relating to improving the health of people of Rutland. This must be an on-going process of improvement to service provided.

It is the Organisation's objective to operate with, and to maintain good relations with all regulatory bodies, and our Organisation's declared policy on Environmental and Energy to carry out all measures reasonably practicable to facilitate the ability to continually improve environmental performance. We will publicise our efforts wherever possible, and:

- Assess and regularly re-assess the environmental effects of the Organisation's equipment, workplace and facilities operations with regards to the reduction of our environmental impact and continual development of environmental performance under the BS ISO 14001 standards
- Adhere to all relevant regulations concerning waste and environmental well-being and prevention of pollution
- Ensure that any sub-contracted operations are in-line with this policy, and that they are aware of their respective responsibilities in the environment
- Train all employees/volunteers in environmental issues, raise awareness and actively promote establishing a clean and healthy environment
- Minimise the production of waste and material wastage
- Actively promote the use of recyclable and renewable materials
- Minimise energy wastage by promoting the efficient use of energy, water and other resources
- Set out commitments in relation to the main areas where the Organisation has significant environmental impacts:
 - Use of paper
 - Paper sourcing, through sustainable forestry and recycled qualities
 - Energy consumption
 - Greenhouse gases - carbon management and emissions in the supply chain
 - The purchase of contracted services
 - Reducing transport pollution
 - Control of emissions from operations, and protecting wildlife habitats within the grounds

- Minimise risk to the general public, employees and volunteers from any Organisation operations and activities

This policy will be communicated to all employees and volunteers, suppliers and sub-contractors (as appropriate) and will be made available to the public. All personnel understand their obligations under this policy statement.

The Organisation constantly monitors and review its environmental performance and this Environmental Policy Statement in order to ensure its continuing suitability, and will implement appropriate improvements.

Planning and Implementation

Awareness Raising

Rutland First will include relevant environmental information for staff and volunteers during induction, at staff meetings, on notice boards and in newsletters to raise awareness of environmental issues and to encourage individuals to adopt more sustainable practices.

Clean and Healthy Environment

Rutland First will purchase eco-friendly, biodegradable cleaning materials, products made from recycled materials, unbleached paper etc. if practicable.

Reducing Transport Pollution

Wherever possible, Rutland First will:

- Encourage staff and volunteers to share cars or use public transport to attend meetings and events
- Explore the use of tele-conferencing to alleviate travelling to meetings.
- Encourage staff to use e-mails and telephones instead of driving to meetings
- Buy local goods and services.

Efficient use of Energy, Water and other Resources

Rutland First will encourage efficiency including:

- Signage reminding staff and volunteers to save on heating and lighting
- Reminding staff and volunteers to switch off lights, computers, printers and photocopiers etc when not in use
- Setting heating timers if appropriate so that heating is generally off when the workplace is empty
- Having a clear reporting system for leaking taps, faulty equipment, and repairing as soon as practicable.

Recycling and Minimising Waste

Rutland First will:

- Recycle all waste paper, cardboard, plastics, bottles and cans, etc.
- Recycle ink cartridges and mobile phones

- Where facilities exist, set default printer settings to double sided as standard.
- Remind staff/volunteers to use email instead of posting documents and to print them off only when necessary.
- Encourage staff, volunteers and the wider public to give all unwanted saleable goods to charity shops
- Cut waste by filling kettles with only the amount required, checking the refrigerator regularly for efficiency
- Remind staff and volunteers to keep doors closed, especially external doors and in the winter months
- Avoid buying products with excess packaging

Monitoring and Review

- Rutland First Board will ask the Chair to oversee this policy and to provide reports to the Board on the effectiveness of its implementation. The Chair will keep Rutland First Board informed of progress on an annual basis.
- This policy is designed to be a working document to improve our impact on the environment. Therefore, we will review the policy on an ongoing basis with a view to making further improvements as opportunities arise. Because the policy is founded on us all becoming more efficient it should result in financial savings and there will be no overall increase in costs to Rutland First.