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Introduction

Each Standing Order is made by the Board exercising its powers under Article 11.1 of the Articles of Association of the Charity.

All words and expressions used in the Standing Orders have the same meaning as in the Articles of Association of the Charity.

In the case of any conflict between the provisions of any Standing Order and the Articles, the latter shall prevail.

The accidental failure to comply with the provisions of any Standing Order shall not invalidate any decisions or resolutions or acts taken or made by the Board or any committee or person on behalf of the Charity.

Standing Orders 1 and 2 form part of the Charity’s “trusts” within the meaning of section 97(1) of the Charities Act 1993 and are required to be filed with the Charity Commission under section 38 of that Act.

Adopted by the Board on 29 September 2011.
Standing Order 1

Appointments to the Board of Trustees

Appointments to the Board

1. The Governance & Nominations Committee shall, subject to the requirements set out in the Standing Orders, determine the process for receiving and considering applications for appointments to the Board.

2. The Governance and Nominations Committee shall oversee the advertising, selection and appointment of Trustees and make recommendations on appointments to be confirmed by the Board.

3. No Trustee shall take part in a formal discussion in a meeting regarding their own re-appointment to the Board or to Board Officer positions.

4. No member of the Charity’s staff may be a Trustee.

5. The criteria for trusteeship are set out in Standing Order 2.

6. In establishing the process for receiving applications and in considering those applications, the Governance & Nominations Committee shall seek to achieve the ideal composition of the Board. The priority skills and experience on the ideal Board should include:

   6.1 One healthcare professional with primary care experience
   6.2 One healthcare professional with secondary care experience
   6.3 One other healthcare professional
   6.4 Treasurer (who should be a qualified accountant).
   6.5 One other person in addition to the Treasurer with experience of financial management.
   6.6 One person with experience of strategy and performance management.
   6.7 One person with volunteering experience with the Charity or elsewhere.
   6.8 One person with a background in the Charity’s voluntary groups.
   6.9 One person with communications and/or fundraising experience.

   In order to achieve good representation on the Board, the ideal Board should include:

   6.10 At least one person with Type 1 diabetes (more desirable)
   6.11 At least one person with Type 2 diabetes (more desirable)
   6.12 One parent of a child with Type 1 diabetes.
   6.13 Two people with black and ethnic minority backgrounds.
   6.14 One person from Scotland (who must have a personal or professional connection to diabetes).
6.15 One person from Northern Ireland (who must have personal or professional experience of diabetes).

6.16 One person from Wales (who must have personal or professional experience of diabetes).

6.17 At last two people from England who live or work outside London and the South East.

6.18 At least four women and four men.

7. The Trustees shall appoint new Trustees from among the candidates put forward, following such process as they determine.

Board Officers

8. The Chair’s appointment shall be overseen by the Governance & Nominations Committee which shall make recommendations on the process to be confirmed by the Board.

9. The Vice-Chair shall be elected by the Board from amongst their number as the Board thinks fit.

10. The Treasurer’s appointment shall be overseen by the Governance & Nominations Committee which shall make recommendations on the process to be confirmed by the Board.

11. The Chair, Vice-Chair and Treasurer shall serve in those capacities for terms of up to three years from the dates of their appointment and shall remain Trustees during their terms of office irrespective of whether their terms of office as Trustees would otherwise come to an end. A person may serve as Chair for a maximum of two terms, as Vice-Chair for a maximum of two terms, and as Treasurer for a maximum of two terms. In accordance with Article 9.6, the maximum continuous period any Trustee may serve shall be nine years.

12. The Chair, Vice-Chair and Treasurer together comprise the Board Officers.

Status

13. This Standing Order is required to be filed with the Charity Commission.

Adopted by the Board on 29 September 2011.
Standing Order 2

Role Description for a Trustee of Diabetes UK

Overall purpose

To accept, as an individual with other members of the Board of Trustees, legal responsibility and accountability for the overall governance and strategic direction of the Charity; developing aims, objectives and goals in accordance with the governing documents.

Key Responsibilities

1. The key responsibilities of the Trustees are:

Legal

1.1 To ensure that the Charity complies with its governing documents, charity and company law, and any other relevant legislation or regulations.

1.2 To ensure that the Charity pursues its objects, as defined in its governing documents.

1.3 To ensure that the Charity uses its resources exclusively in pursuance of its objects: the Charity must not spend money on activities which are not included in its own objects, no matter how worthwhile or charitable those activities are.

1.4 To act in the best interests of the Charity, its beneficiaries and future beneficiaries at all times.

Strategic

1.5 To contribute actively to the Board of Trustees' role in giving clear strategic direction to the Charity, setting overall policy, defining goals and objectives, and evaluating performance against agreed targets; and to keep under review the long term development of the Charity in light of the political, economic and social environment in which it operates.

1.6 To safeguard the good name and values of the Charity.

Financial

1.7 To ensure the financial stability of the Charity.

1.8 To approve the annual budget.

1.9 To protect and manage the property of the Charity and to ensure the proper investment of the Charity's funds.

Other

1.10 To appoint the Chief Executive and to monitor his or her performance.

1.11 To ensure the effective and efficient administration of the Charity.
1.12 To ensure appropriate advice is taken from professional advisers on matters where there may be material risk to the Charity or where Trustees may be in breach of their duties.

1.13 To maintain the confidentiality of all sensitive / confidential information received in the course of a Trustee’s responsibilities.

Criteria for Trusteeship

2. The criteria for trusteeship are:

Essential

2.1 Demonstrable interest in diabetes from a personal or professional perspective.

2.2 Understanding of the Charity, its purpose and its work.

2.3 Demonstrable interest in furthering the purposes of Diabetes UK.

2.4 The ability to probe facts, challenge assumptions and identify the advantages and disadvantages of proposals.

2.5 The ability to work at a strategic level for an organisation of Diabetes UK’s size and complexity including thinking creatively and criticising constructively.

2.6 Good, independent judgement and a willingness to speak his or her mind.

2.7 Ability to work effectively as a member of a team.

2.8 An understanding and acceptance of the importance of good governance and the legal duties, responsibilities and liabilities of Trusteeship.

2.9 Acceptance of the Nolan Committee’s Seven Principles of Public Life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

2.10 An understanding of equality and diversity issues and their importance to the work of the charity.

2.11 Willingness to devote necessary time and effort to trusteeship.

Desirable (some of the following)

2.12 Experience of specialist areas required in the running of the Charity such as knowledge of the third sector, fundraising, communications, finance, the law and human resources.

2.13 Specialist experience related to diabetes and diabetes care and/or in-depth knowledge and experience of healthcare provision.

2.14 Experience or knowledge of devolution and issues affecting diabetes care or services in the devolved nations.
Accountabilities

3. Trustees are accountable to a variety of stakeholders including service users, Supporting Members, funders, the Charity Commission and Companies House. On a routine basis, they are accountable to each other and to the Chair, who will conduct periodic 1:1 performance discussions with each Trustee. Finally, all Trustees must sign and adhere to the Trustee Code of Conduct, and account for their conduct against it to the Chair and to the other Trustees.

Meetings

4. The focus of the Board’s work will be on giving the Chief Executive and Executive Team clear strategic direction and on monitoring delivery of agreed targets. A schedule of Board meetings shall be circulated annually. The frequency of meetings will be determined by the Board.

5. In addition, Trustees are expected, where possible and as appropriate, to attend Board committees and other events and meetings relating to the work of the Charity.

Support for Trustees

6. The Charity will provide Trustees with induction and additional training, as required, to support them in their role.

7. The Charity will pay reasonable travel, overnight and subsistence expenses, where appropriate in line with the policy on expenses.

Adopted by the Board on 29 September 2011.
Standing Order 3

Role Description for the Chair

Overall purpose

1. The overall purpose of the Chair shall be to lead the Board, ensuring that it fulfils its responsibilities for the governance of the Charity.

Duties

2. The duties of the Chair shall be to:

2.1 Ensure that the governance procedures and structures of the Charity are complied with and periodically reviewed.

2.2 Chair the Board and other meetings effectively through the use of carefully structured agendas and briefing papers and encouraging participation from all Trustees and other participants.

2.3 Monitor implementation of Board decisions.

2.4 Represent the Charity at functions and meetings and acting as spokesperson as appropriate.

2.5 Together with the Governance & Nominations Committee, identify new skills and experience required by the Board and seek new Trustees from diverse sources.

2.6 Together with the Governance & Nominations Committee, ensure there are comprehensive Trustee induction and training programmes.

2.7 Ensure clear guidelines are issued and upheld for the conduct of Trustees.

2.8 Chair the Remuneration Committee, and serve on the Governance & Nominations Committee.

2.9 Ensure that a financial policy framework is established within which management can be given the freedom to manage the Charity’s operations.

2.10 Ensure that a performance evaluation process is established and maintained.

2.11 Ensure that the particular risk factors inherent in the Charity’s activities are analysed and that proper plans are put in place to prevent or mitigate them.

2.12 Ensure clear guidelines are issued and adhered to for investment policy, equal opportunities and other issues requiring a moral framework.

2.13 Together with the Governance & Nominations Committee, ensure that Trustees review both the performance of the Board as a whole and their own contribution annually. Undertake periodic individual appraisals with Trustees.

2.14 Ensure that management effort is effectively directed within a framework of clearly stated corporate strategies and key tasks.
2.15 Ensure that the Chief Executive is clear about the key performance indicators that the Trustees wish to use to monitor management’s performance and by which they will hold the Chief Executive responsible.

2.16 Have an involvement in the recruitment of senior staff and to ensure that they are appropriately remunerated.

2.17 Encourage appropriate successors to the position of Chair of the Board.

2.18 Carry out any other task delegated to him or her from time to time by the Board.

**Person specification**

3. In addition to the qualities needed by all Trustees, the Chair should possess the following skills/attributes:

   3.1 Leadership
   3.2 High level influencing skills
   3.3 Experience of committee work
   3.4 Strong networker with a high profile to develop relationships of benefit to the Charity.
   3.5 Tact and diplomacy
   3.6 Good interpersonal skills
   3.7 Impartiality, fairness and the ability to respect confidences.

**Review and performance**

4. The Chair’s performance shall be reviewed on an annual basis during an appraisal conducted by the Vice-Chair, according to such process deemed fair and appropriate by the Governance & Nominations Committee.

   Adopted by the Board on 29 September 2011.
Standing Order 4

Role Description for Vice-Chair

Overall purpose

1. The overall purpose of the Vice-Chair shall be to deputise for the Chair, assisting his / her leadership of the Board, ensuring that it fulfils its responsibilities for the governance of the Charity.

Duties

2. The duties of the Vice-Chair shall be to:

2.1 Support the Chair in carrying out the role of the Chair (as set out in role description for the Chair) and to deputise for him or her when he or she is not available.

2.2 Serve on the Remuneration Committee.

2.3 Represent the Charity at functions and meetings and acting as spokesperson as appropriate.

2.4 Carry out an annual appraisal of the Chair’s performance, in accordance with such process deemed fair and appropriate by the Governance & Nominations Committee.

2.5 Carry out any other task delegated to him or her from time to time by the Board.

Person specification

3. In addition to the qualities needed by all Trustees, the Vice-Chair should possess the following skills/attributes:

3.1 Leadership;

3.2 Experience of committee work;

3.3 Tact and diplomacy;

3.4 Good interpersonal skills;

3.5 Impartiality, fairness and the ability to respect confidences.

Review and performance

4. The Vice-Chair’s performance shall be reviewed on an annual basis during an appraisal conducted by the Chair, according to such process deemed fair and appropriate by the Governance & Nominations Committee.

Adopted by the Board on 29 September 2011.
Standing Order 5

Role Description for Treasurer

Overall Purpose

1. To monitor the financial matters of the Charity and report to the Board of Trustees at regular intervals on the financial health of the Charity, in line with good practice and in accordance with the governing documents and legal requirements.

1.1 Maintain an overview of the Charity’s affairs.

1.2 Ensure its financial viability.

1.3 Ensure that proper financial records and procedures are maintained.

Duties of the Treasurer

2. In addition to his or her other responsibilities as a Trustee, specific additional duties will include:

2.1 Overseeing, approving and presenting budgets, accounts and financial statements.

2.2 Being assured that the financial resources of the Charity meet its present and future needs.

2.3 Ensuring that the Charity has an appropriate reserves policy.

2.4 Chairing the Finance Committee in line with Standing Orders and terms of reference, and reporting back to the Board of Trustees.

2.5 Serving on the Remuneration and Audit and Risk Committees.

2.6 Ensuring that appropriate accounting procedures and controls are in place.

2.7 Liaising with any relevant paid staff and volunteers about financial matters.

2.8 Advising on financial implications of the Charity’s strategic plans.

2.9 Ensuring that the Charity has an appropriate investment policy.

2.10 Ensuring that there is no conflict between any investment held and the aims and objects of the Charity.

2.11 Monitoring the Charity’s investment activity and ensuring its consistency with the Charity’s policies and legal responsibilities.

2.12 Ensuring the Charity’s compliance with relevant legislation.

2.13 Ensuring equipment and assets are adequately maintained and insured.

2.14 Ensuring that the accounts are prepared and disclosed in the form required by funders and the relevant statutory bodies, e.g. the Charity Commission, Office of the Scottish Charity Regulator, the Charity Commission of Northern Ireland and the Registrar of Companies.
2.15 Ensuring that the accounts are audited and any recommendations of the auditors are reviewed and addressed appropriately.

2.16 Keeping the Board informed about its financial duties and responsibilities.

2.17 Contributing to the fundraising strategy of the Charity.

2.18 Making a formal presentation of the accounts at the Annual Meeting and drawing attention to important points in a coherent and easily understandable way.

Person specification

3. In addition to the qualities needed by all Trustees, the Treasurer should possess the following skills / attributes:

3.1 Significant demonstrable experience of the financial management of a complex organisation at a senior level.

3.2 Some experience of charity finance, fundraising and pension schemes.

3.3 The skills to analyse proposals and examine their financial consequences

3.4 Preparedness to make unpopular recommendations to the Board.

3.5 Willingness to be available to staff and Trustees for advice and queries on an ad hoc basis.

Adopted by the Board on 29 September 2011.
Standing Order 6

Regulation of Proceedings of the Board

Frequency of meetings

1. The exact frequency of Board meetings shall be determined by the Board, provided that it meets at least six times per year in accordance with the Articles.

The Calling and Conduct of Meetings

Notice

2. Reasonable notice shall be given in advance of the date of the meeting. The sending of the annual list of ordinary meetings to the Trustees shall be deemed reasonable notice in respect of meetings specified on such list.

Special meetings

3. The Chair or any three Trustees may summon a special meeting of the Board for the purpose of dealing with any matter requiring urgent attention, the consideration of which ought not to be postponed until the next ordinary meeting of the Board. Wherever possible, notice shall be given at least seven clear days in advance.

Agendas

4. The agenda for a meeting of the Board shall be prepared by the Chair in consultation with the Chief Executive. Business shall normally be dealt with in the order that it appears on the agenda, save that the chairperson of the meeting may give precedence to such business as is deemed urgent. Trustees wishing to raise business should if possible notify the Secretary at least fourteen clear days in advance of the date of an ordinary meeting so that it may appear on the agenda. The chairperson of the meeting may, however, in his or her discretion permit new business to be raised without prior notice under ‘Any other business’ or may defer such items to the next meeting.

Papers

5. Papers for discussion at meetings of the Board shall usually be circulated at least seven clear days in advance of the date of the meeting.

Minutes

6. The Trustees shall ensure that accurate records of all proceedings at such meetings are kept and presented to the chairperson of the meeting for approval before circulation to Trustees. The meeting shall be asked to approve the minutes of the previous meeting as a correct record of that meeting. Once approved the minutes shall be signed by the chairperson of the meeting as a correct record.
Attendance by electronic means

7. In accordance with Article 10.6, a meeting of the Board, or a Committee, may be held with some or all Trustees not present in person, but attending by telephone, video link, or some other suitable electronic means. Meetings held in this way shall be the exception rather than the norm.

Voting

8. Questions arising at any meeting of the Board may, at the discretion of the chairperson of the meeting, be decided without a vote being taken, but a vote must always be taken if a single Trustee so requests. If a matter is decided without a vote it will not be invalidated by reason of a vote not having been taken, if the decision is recorded in the minutes of the meeting and these minutes are approved by the next meeting. When a vote is taken the relevant question or questions arising shall be decided by a simple majority of votes cast. In the case of an equality of votes the person chairing the meeting shall have a second or casting vote. If requested by a Trustee, the number of votes for and against and any abstentions shall be recorded.

Attendance by staff at meeting of the Board

9. The Chief Executive and the Departmental Directors shall normally be in attendance at meetings of the Board. Other members of staff may be invited to attend for certain agenda items as appropriate.

Status

10. This Standing Order is required to be filed with the Charity Commission.

Adopted by the Board on 29 September 2011.
Standing Order 7

Terms of Reference for the Finance Committee

Membership, attendees, quorum and reporting

1. The Finance Committee shall consist of four members, including its chair.

2. Unless otherwise determined by the Board, the chair of the Finance Committee shall be the Treasurer.

3. The other members of the Finance Committee shall be as follows:

   3.1 Two Trustees (or, if no Trustee is available, a non-Trustee) with financial / investment experience;

   3.2 One Trustee (or, if no Trustee is available, a non-Trustee) without financial / investment experience.

4. The Chief Executive, Director of Planning and Support Services, Head of Finance and such other members of staff as the chair of the Finance Committee may require shall be in attendance at meetings.

5. Unless otherwise determined by the Board, the quorum for the Finance Committee shall be two members.

6. Unless otherwise determined by the Board, the Finance Committee shall meet about six times per year.

Overall responsibility

7. To oversee and to review regularly all financial aspects of the Charity’s activities, including its operational and strategic plans, so as to ensure its short- and long-term viability.

Duties

8. To ensure that the Charity operates according to the financial guidelines set out in the current regulatory framework and by the Charity Commission, the Charity’s governing documents and the Board (and, where considered appropriate, best practice);

9. To advise the Board about financial targets and policies and to ensure measurement against targets and application of financial policies;

10. To ensure that the Charity’s financial obligations are met;

11. To consider and to advise the Board about the financial implications and financial operational risks arising from Board decisions, in particular those relating to policy and to strategy;

12. To consider and to review regularly longer term forecasts of capital resources and of income and expenditure, and to monitor financial trends within the Charity and the sector within which it operates;

13. To formulate for Board approval, to review regularly and to monitor compliance with a financial strategy and financial policies (including a reserves policy) that will help to achieve the Charity’s objectives as set out in the Strategic Plan and Business Plan;
14. To scrutinise and to evaluate prior to Board approval a draft annual budget (including the annual pay award to staff), ensuring that it is compatible with and supports the Charity’s objects and the strategic, business and annual plans;

15. To receive regularly and to scrutinise the Charity’s management accounts and to monitor performance against the approved budget, key performance indicators and trends, bringing any significant variance and proposed courses of action to the attention of the Board;

16. To scrutinise and to monitor regularly the Charity’s current and forecast cashflow;

17. To scrutinise prior to Board approval the integrity of the draft annual Trustees’ Report and Financial Statements, ensuring that they provide a true and fair view of the Charity’s affairs, meet legal requirements, comply with the charity SORP, take account of best practice and that the information provided therein is adequate, consistent and easy to understand;

18. To approve, within the limits specified by the Board, un-budgeted initiatives, subject to reporting back at the earliest opportunity to the Board;

19. To formulate for Board approval, to review regularly and to monitor compliance with and performance against an appropriate investment policy;

20. To oversee the process for selecting and to make recommendations about the appointment, re-appointment, remuneration and removal of the investment manager to the Board; to receive and to consider regular reports from the investment manager; and to agree and to review performance against the investment manager’s terms of engagement;

21. To formulate for Board approval, to review regularly and to monitor compliance with and performance against policies in relation to pensions; and to consider any comment on such matters from the Remuneration Committee;

22. To work with the Chief Executive and other relevant staff to ensure that all financial information is both accurate and presented in such a way that it facilitates good governance and sound financial management; and

23. To advise and to make recommendations about all such matters to the Board.

 Adopted by the Board on 29 September 2011.
Standing Order 8
Terms of Reference for the Governance & Nominations Committee

Membership, attendees, quorum and reporting

1. The Governance & Nominations Committee shall consist of six members, including its chair.

2. The chair of the Governance & Nominations Committee shall be one of the non-Trustee members of the committee, elected by the committee.

3. The six members\(^1\) of the Governance & Nominations Committee shall be as follows:

   3.1 The Chair of the Board;
   3.2 Three non-Trustees appointed by the Board after an appointments process developed by the Committee and approved by the Board.
   3.3 Non-Trustee members should have demonstrable expertise or interest in governance and should include at least one healthcare professional, at least one person living with diabetes, one person with knowledge and experience of governance principles and one with nominations committee or equivalent experience.

4. Non-Trustee members of the Governance & Nominations Committee shall serve for not more than two terms of three years each.

5. The Chief Executive, Director of Planning, Finance and Corporate Services, Governance and Compliance Manager and such other members of staff as the chair of the Governance & Nominations Committee may require shall be in attendance at meetings.

6. Unless otherwise determined by the Board, the quorum for the Governance & Nominations Committee shall be four, provided that at all times there are present both one Trustee and one non-Trustee member of the committee.

7. Unless otherwise determined by the Board, the Governance & Nominations Committee shall meet between three to five times per year.

Overall responsibility

8. The overall responsibility of the Governance & Nominations Committee is:

   8.1 To establish and to review regularly appropriate search, induction, continuing development and training policies and procedures for Trustees and advisory councils.

   8.2 To monitor compliance with and to review regularly the Charity’s governing documents and governance arrangements, ensuring that the Charity can achieve its charitable objectives, strategic priorities and the highest possible standards of governance.

1. Board approved reduction in membership from eight to six in February 2014.

Duties
9. The duties of the Governance & Nominations Committee are:

9.1 To receive and to consider regular reports about the governance and governance structure of the Charity and to commission reviews of the governance structure as required;

9.2 To establish and to review regularly appropriate search, nomination, induction, continuing development and training policies and procedures for Trustees;

9.3 To formulate for Board approval and to review regularly role descriptions, person specifications and information packs for prospective and current Trustees;

9.4 To review and to agree the annual Trustee recruitment plan and timetable;

9.5 To oversee annual skills, experience and diversity audits of the Board, to identify before the annual Trustee appointments cycle the skills, experience, backgrounds and other such criteria required to achieve the ‘ideal board’;

9.6 To direct the search for Trustees and to recommend the most suitable candidates using the criteria developed by the Governance & Nominations Committee and approved by the Board;

9.7 To direct the search for and to recommend for Board approval prospective Trustee and non-Trustee members of committees;

9.8 To formulate for Board approval and to review regularly procedures for the appointment of the Chair, Vice-Chair and Treasurer of the Board;

9.9 To formulate for Board approval, to review regularly and to monitor compliance with the Trustee Code of Conduct and the Advisory Body Code of Conduct;

9.10 To monitor compliance with and to review regularly the Charity’s governing documents and governance arrangements, ensuring that the Charity can achieve its charitable objectives, strategic priorities and the highest possible standards of governance;

9.11 To monitor the Charity’s adherence to ‘Good Governance – A Code for the Voluntary and Community Sector’.

9.12 To ensure that the Board reflects regularly on its own performance and to identify training, support and development needs of the Board as a whole and of individual Trustees;

9.13 To review and to agree an annual programme of Board development, collectively and for individual Trustees;

9.14 To formulate for Board approval and to review regularly a process for reviewing the performance and the terms of reference of all committees of the Board;

9.15 To oversee, monitor and periodically review the appointments process to advisory councils, and;

9.16 To advise and to make recommendations about all such matters to the Board.

Adopted by the Board on 29 September 2011.

Amended by the Board 5th March 2013
Standing Order 9

Terms of Reference for the Audit and Risk Committee

Membership, attendees, quorum and reporting

1. The Audit and Risk Committee shall consist of four members, including its chair.

2. The chair of the Audit and Risk Committee shall be a Trustee with organisational management experience.

3. The other members of the Audit and Risk shall be:
   3.1 Two Trustees with experience of the issues around audit and risk; and
   3.2 The Treasurer.

4. The Chief Executive, Director of Planning and Support Services, Head of Finance and such other members of staff as the chair of the Audit and Risk Committee may require shall be in attendance at meetings.

5. Unless otherwise determined by the Board, the quorum for the Audit and Risk Committee shall be two members.

6. Unless otherwise determined by the Board, the Audit and Risk Committee shall meet about two times per year.

Overall responsibility

7. The overall responsibility of the Audit and Risk Committee is:
   7.1 To oversee the statutory financial audit and reporting process, ensuring the balance, transparency and integrity of published financial information.
   7.2 To review the effectiveness of: the independent audit process; the internal control, risk management and compliance systems; and the internal audit function.

Duties

8. The duties of the Audit and Risk Committee are:

Financial audit and reporting

8.1 To oversee the process for selecting the external auditor and to make recommendations about the appointment, re-appointment, remuneration and removal of the external auditor through the Board to the AGM; and to agree and to review performance against the external auditor’s terms of engagement;

8.2 To discuss with the external auditor the nature and scope of the annual audit and to review and to agree the annual audit plan;
8.3 To review the external auditor’s quality control procedures and steps taken to respond to changes in regulatory and other requirements;

8.4 To ensure that the Board fulfils its obligation to take all steps to disclose all relevant information to the external auditor;

8.5 To meet and to discuss with the external auditor any matters arising from the audit and management’s response;

8.6 To ensure that the external auditor’s independence or objectivity is not impaired, e.g. through the provision of non-audit services.

*Internal control, risk management and compliance*

8.7 To formulate for Board approval, to review regularly and to monitor compliance with an appropriate system of effective and robust internal controls and a risk management strategy;

8.8 To review and to approve the statements to be included in the annual Trustees’ Report and Financial Statements concerning internal controls and risk management;

8.9 To monitor the Charity’s compliance with the legal and regulatory framework within which it operates;

8.10 To formulate for Board approval, to review regularly and to monitor compliance with policies and processes for assessing and managing risk;

8.11 To review regularly and to monitor compliance with internal policies, except insofar as a particular policy is delegated to another committee.

8.12 To review regularly the adequacy of the charity’s insurance cover.

*Internal audit*

8.13 To monitor and to review the effectiveness of the internal audit function in the context of the overall risk management framework;

8.14 To consider and to approve the remit of the internal audit function, ensuring that it has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards; and to review and to agree the internal audit plan;

8.15 To oversee the process for selecting and to make recommendations about the appointment, reappointment, remuneration and removal of the internal auditor to the Board; to receive and to consider regular reports from the internal auditor and to consider management’s response; and to agree and to review performance against the internal auditor’s terms of engagement.

*Miscellaneous*

8.16 To formulate for Board approval, to review regularly and to monitor compliance with a well-publicised complaints procedure;
8.17 To formulate for Board approval and to review regularly the arrangements in place for any stakeholder of the Charity to raise concerns in confidence, ensuring that the arrangements allow proportionate and independent investigation of possible wrongdoing and appropriate follow-up action;

8.18 To act as a sounding board for the Chief Executive; and

8.19 To advise and to make recommendations about all such matters to the Board.

Adopted by the Board on 29 September 2011.
Standing Order 10

Terms of Reference for the Remuneration Committee

Membership, attendees, quorum and reporting

1. The Remuneration Committee shall consist of the officers of the Charity, namely the Chair, Vice-Chair and Treasurer.

2. The chair of the Remuneration Committee shall be the Chair of the Board.

3. The Chief Executive, Director of Human Resources and such other members of staff as the chair of the Remuneration Committee may require shall be in attendance at meetings.

4. Unless otherwise determined by the Board, the quorum for the Remuneration Committee shall be two members.

5. Unless otherwise determined by the Board, the Remuneration Committee shall meet as the need arises, normally once or twice a year.

Overall responsibility

6. The overall responsibility of the Remuneration Committee is to consider and to recommend for Board approval the annual pay award to staff and the remuneration and other terms of employment of the Chief Executive and members of the Executive Team.

Duties

7. The duties of the Remuneration Committee are:

7.1 To consider and to recommend for Board approval the annual pay award to staff;

7.2 To consider and to approve in line with the agreed remuneration policy, individual contribution and the prevailing market the annual remuneration of the Chief Executive and members of the Executive Team;

7.3 To consider and to approve in line with the agreed remuneration policy and the prevailing market the service agreements used to employ the Chief Executive and members of the Executive Team;

7.4 To consider and to approve in line with the agreed remuneration policy and the prevailing market the terms of any severance arrangements for the Chief Executive or member of the Executive Team;

7.5 To formulate for Board approval, to review regularly and to monitor compliance with a policy about the remuneration of Trustees (including the payment of expenses);

7.6 To consider at the request of the Finance Committee other issues relating to remuneration and / or pensions;

7.7 To advise and to make recommendations about all such matters to the Board.

Adopted by the Board on 29 September 2011.
Standing Order 11

Terms of Reference for the Research Committee

Membership and procedures

1. The Board shall appoint an independent chair of the Research Committee.

2. The Board shall agree procedures to be used by the Research Committee when assessing grant applications.

Overall responsibility

3. The overall responsibility of the Research Committee is to assess and to approve research grant applications, within the guidelines set by the Board and in accordance with the Association of Medical Research Charities’ best practice.

4. The Board shall retain responsibility for:
   
   4.1 setting overall policy in relation to research;

   4.2 setting research needs/priorities, subject to appropriate consultation; and

   4.3 setting the research budget.

Membership and conflicts of interest

5. The Research Committee shall consist of a pool of approximately 30 members, who shall be selected for their specialist knowledge and expertise across the broad range of topic areas in which the Charity funds research.

6. Members shall be appointed by the chair of the committee, in consultation with the secretary to the committee.

7. Trustees shall not be members of the committee but shall be entitled to attend its meetings as observers.

8. Members shall be requested to attend meetings at which grant applications in their areas of expertise are to be considered. Normally, between 12 and 18 members shall attend any one meeting of the committee, depending on the number and scope of the applications to be considered. The quorum for any one meeting of the committee shall be six, plus at least one lay representative (see paragraph 14).

9. Whilst members may attend and participate at a committee meeting at which a grant application they have submitted is to be considered, this shall only be under exceptional circumstances and when their particular expertise is required for other grants under consideration. Any such member shall, however, be required to leave the meeting during the consideration of their grant application and shall not participate in the scoring of their application.

10. Paragraph 9 shall apply also to members attending and participating at a committee meeting at which a grant application from their research institution, or one in which they have another potential conflict of interest, is to be considered.
11. Members shall disclose their interest in any grant application preferably in advance of the committee meeting at which it is to be considered, or as soon as the member’s interest in the application becomes apparent. The chair of the committee shall determine the existence or otherwise of a conflict of interest.

12. Any declaration of interest in a grant application by a member shall be duly recorded in the minutes of the relevant committee meeting.

13. Members shall be required to complete a declaration of interest form similar to that completed by Trustees on an annual basis, and within 28 days of becoming aware of a change in their interests. The register shall be available for inspection.

14. The committee shall have the power to appoint additional expertise, to attend either for a complete meeting or for the discussion of one grant application only. Co-opted members shall not participate in the scoring of grant applications.

**Lay representatives**

15. There shall be three non-scientific (‘lay’) representatives on the committee, who shall be appointed in accordance with the criteria set by the committee, in consultation with the secretary to the committee.

16. Lay representatives shall score applications and contribute to the discussion of each grant application to ensure that research funded by Diabetes UK has relevance to people with diabetes.

**Chair**

17. The Board shall appoint an independent chair of the committee for a period of up to three years. An individual may serve as chair for a period of not more than six years.

18. The chair shall not be permitted to submit a grant application for consideration by the committee, nor to have an interest in any such grant application.

19. The chair of the committee shall not score grant applications.

20. If the chair is to be absent from all or part of a meeting of the committee, the secretary to the committee shall in advance of the meeting appoint an acting-chair.

**Secretary to the Committee**

21. The Director of Research shall be the secretary to, and a non-scoring member of, the committee.

22. The secretary to the committee may appoint a member of his or her staff to act as the scientific secretary to the committee. The scientific secretary shall not be a member of the committee.

**Terms of office**

23. Operating the pool system, whereby members only attend meetings at which grant applications in their areas of expertise are to be considered, ensures membership rotation at each meeting, whilst retaining continuity for procedures. Under this system, a member may serve on the committee for a period of up to four years. On the expiration of such a period, and of a subsequent gap of not less than one year, a former member shall be eligible to serve on the committee again for a further four year term. This paragraph shall not apply to the chair of the committee.
Operating Procedures

24. The committee shall normally meet to consider grant applications twice per year.

25. External referees shall be invited by members of the research team to review the grant applications received. Each grant application shall normally be reviewed by three but not by less than two external referees.

26. Each grant application, and the related external referees’ reports, shall be submitted for consideration to the committee meeting that follows its date of submission.

27. The committee shall be invited to score each grant application in accordance with the criteria provided for that purpose. This score shall then be used as the basis for awarding funding, subject to the outcome of any discussion with the lay representatives (see paragraph 15).

28. Grant applications which score below the threshold identified in the scoring criteria referred to above shall not be eligible to be re-submitted for consideration to the committee without substantial revision.

29. Grant applications which have discrete, remediable flaws, which if addressed might increase their score to within the threshold set for funding, shall be returned to the applicant for correction and re-submission. Any such action shall not amount to a commitment to funding.

30. Grant applications may be withdrawn at any time after submission. However, once applicants have received the request to respond to reviewers’ comments they may not withdraw their application in order to resubmit a revised application at a later date in light of the feedback received.

31. The final score of the committee for each grant application shall be duly recorded in the minutes of the relevant meeting. However, committee members shall not be required to provide a formal note of their opinion of individual grant applications.

Adopted by the Board on 29 September 2011.
Standing Order 12

Advisory Bodies & Stakeholder Engagement

Advisory Bodies

1. As part of the Board’s commitment to engagement with beneficiaries and other key stakeholders it shall establish a number of formal bodies to inform the work of the Charity, which should include

   1.1 A Council of People Living with Diabetes;
   1.2 A Council of Healthcare Professionals;
   1.3 National Councils in Scotland, Wales and Northern Ireland;
   1.4 A Science and Research Advisory Group.

2. The Governance & Nominations Committee shall establish criteria for recruitment to these bodies and oversee and monitor recruitment to them.

3. The Governance & Nominations Committee shall also monitor and enforce the code of conduct for these formal advisory bodies.

4. In addition there shall be a number of other mechanisms whereby stakeholders will be involved in the work of the Charity and by which stakeholders may hold the Board to account which shall be outlined in a publicly available Stakeholder Engagement Policy.

4.1 This should include an annual meeting of the Charity, at which participants will have opportunities to hold the Board to account over its running of the Charity including the opportunity for participants to request a vote of no confidence in the Board. The procedure for a vote of no confidence will be outlined in the Charity’s Complaints’ Procedure.

Adopted by the Board on 29 September 2011.
Standing Order 13

Terms of Reference for the Council of People Living with Diabetes

Overall purpose

1. The Council of People living with Diabetes (‘the Council’) is a formal advisory body which helps inform the work of the Charity as part of the Charity’s stakeholder engagement.

2. In particular, members will:
   2.1 Provide the Board and the Executive Team with a fixed reference group of users that will be representative of people living with diabetes;
   2.2 Bring to the attention of the Board issues of concern to people living with diabetes;
   2.3 Comment on the plans and work of the Charity to ensure they meet the needs of people living with diabetes;
   2.4 Contribute to consultations on particular issues such as the Charity’s response to Government White papers.

Authority

3. The Council shall be advisory, without decision making authority.

Membership

4. There shall be up to 30 members of the Council.

5. Membership should be representative of people living with diabetes but members will not be ‘representatives’ in the formal sense.

6. The term of office of Council members shall be three years. On the expiration of such a three year term, a Council member is eligible for one further three year term.

7. The chair of the Council shall serve up to three years, irrespective of whether his or her Council membership ends during that period. The chair of the Council may serve up to two terms as chair. The chair of the Council may serve up to nine years on the Council if that is necessary to enable him / her to serve two terms as chair.

8. Members are expected to attend meetings, wherever possible. The term of office of a member will terminate if he or she is absent from two consecutive meetings unless the chair of the Council is satisfied that there are relevant mitigating circumstances.

9. Members must be Supporting Members of the Charity.

10. Trustees may not be members of the Council but shall be entitled to attend Council meetings.

11. Members of the Charity’s staff may not be members of the Council.
12. The Chief Executive and Executive Team of the Charity may attend Council meetings and other staff may be required to attend depending on the agenda items.

13. Members who do not meet the attendance requirement without reasonable excuse, or who fail to comply with the Advisory Body Code of Conduct and who are removed from office on that ground by resolution of the Governance & Nominations Committee, shall cease to be members.

**Composition of Council**

14. Ideally the Council would include:

14.1 Broadly equal numbers of people with Type 1 and Type 2 diabetes

14.2 Carers of people living with diabetes

14.3 At least two people living or working in Wales

14.4 At least two people living or working in Northern Ireland

14.5 At least four people living or working in Scotland

14.6 At least ten people living or working in England

14.7 At least six people under the age of 30

14.8 At least one third women and at least one third men

14.9 At least six people with black and ethnic minority backgrounds

14.10 Members will be expected to demonstrate an ability to think strategically and question constructively as part of a diverse group.

**Meetings**

15. There will normally be four meetings per year with some email consultation of members between meetings.

16. Reasonable notice shall be given of all meetings.

17. Preparation time will normally be required for meetings for reading agendas, reports etc.

18. A work plan for the Council will be developed on an annual basis and members will be invited to put forward proposals as to what this should include.

19. Items for the agenda can be proposed by Council members, the Board and the Executive Team. The agenda shall be subject to approval by the chair of the Council.

20. At each meeting, members should be asked if there are any issues that should be raised with the Board.

21. Where possible, papers will be circulated at least 14 days prior to the meeting.
22. Minutes should be provided to the Chair within 14 days of meetings and circulated to members within 21 days.

23. The Charity will pay reasonable travel, overnight and subsistence expenses, where appropriate, in line with the policy on expenses.

Additional activities

24. Members will be encouraged to contribute to the broader work of the Charity.

25. Members living or working in England may be invited to England only sessions at the start or finish of Council meetings where there is a need to consult members on an England specific issue that is not adequately met through other means.

26. Members may occasionally be invited to attend joint meetings with the Council of Healthcare Professionals as the need arises.

Recruitment to the Council

27. The appointments process shall be established and overseen by the Governance & Nominations Committee. The process shall be publicised by whatever means the Governance & Nominations Committee considers appropriate.

Appointment of Chair

28. The chair of the Council shall be appointed through an open application process established and overseen by the Governance & Nominations Committee. The process shall be publicised by whatever means the Governance & Nominations Committee considers appropriate.

Relationship to Board

29. There will be an expectation that the Chair of the Charity, the Vice Chair and at least two other Trustees should, where possible, attend all meetings in order to listen to the views of members and that all Trustees should attend at least one Council meeting a year.

30. The Board should ensure feedback is provided on actions taken as a result of advice provided as well as on advice that has not been carried forward.

31. The chair of the Council shall be invited to attend Board meetings from time to time to ensure feedback is also provided to the whole Board direct.

Review of performance

32. The Council shall review on an annual basis its own performance in accordance with a procedure agreed periodically by the Governance & Nominations Committee.

Adopted by the Board on 29 September 2011.
Standing Order 14

Terms of Reference for the Council of Healthcare Professionals

Overall purpose

1. The Council of Healthcare Professionals (‘the Council’), has two major roles:
   1.1 To act as a formal advisory body that will inform the work of the Charity as part of the Charity’s stakeholder engagement; and
   1.2 To provide specific support and advice to healthcare professionals working in different settings and disciplines.

Advisory role

2. The Council will:
   2.1 Act collaboratively and provide multi-disciplinary leadership on issues around diabetes care.
   2.2 Provide the Board and the Executive Team with a fixed reference group of a range of healthcare professionals working in diabetes.
   2.3 Bring to the attention of the Board and the Executive Team issues of concern to people living with diabetes and healthcare professionals.
   2.4 Comment on the plans and work of the Charity to ensure it meets the needs of people with diabetes and healthcare professionals.
   2.5 Contribute to consultations on particular issues such as the Charity’s response to Government White Papers etc.
   2.6 Promote Diabetes UK, and relevant work programmes, within their professional community.
   2.7 Participate in joint working with members of the Council of People living with Diabetes and other people with diabetes as appropriate.

Support and advice

3. In collaboration with the Charity’s medical advisors and Executive Team, Council members will:
   3.1 Investigate and report on specialist issues in diabetes care through work groups as required
   3.2 Represent Diabetes UK on national and international external bodies, as required
   3.3 Work to improve healthcare professional education.
   3.4 Lead workforce planning surveys
   3.5 Develop professional standards, care recommendations and position statements
   3.6 Work collaboratively with other professional diabetes societies
3.7 Advise and support applications for a variety of honours and excellence awards

4. The Council may delegate its work to other competent healthcare professionals. In this situation, Council members should advise the Charity of the most appropriate individuals to undertake these tasks.

**Authority**

5. The Council’s role is primarily advisory but it will have some limited decision making around professional matters such as merit awards and Named Lectures, to the extent these decisions are delegated by the Board.

**Membership**

6. The Council will have up to 20 members.

7. Membership should be drawn from the full range of healthcare professionals but members will not be representatives in the most formal sense.

8. The term of office of Council members shall be three years. On the expiration of such three year term, a Council member is eligible for one further three year term.

9. The Council shall have two chairs, one of whom shall be medically qualified and the other of whom shall not be medically qualified (the ‘Co-Chairs’). The Co-Chairs shall be elected by the Council from among their number.

10. The Co-Chairs shall be elected for terms of up to three years, irrespective of whether their Council membership ends during that period. The Co-Chairs may serve up to two terms in this capacity. A Co-Chair may serve up to nine years on the Council if that is necessary to enable him / her to serve two terms as Co-Chair.

11. Members are expected to attend meetings, wherever possible. The term of office of a member will terminate if he or she is absent from two consecutive meetings unless the Co-chairs of the Council are satisfied that there are mitigating circumstances behind the member’s absence.

12. Members must be Professional Members of the Charity.

13. Trustees may not be members of the Council but shall be entitled to attend Council meetings.

14. Members of the Charity’s staff may not be members of the Council.

15. The Chief Executive and Director responsible for Healthcare Professionals and / or Head of Policy and Care Improvement will be expected to attend each meeting, where possible.

16. Other staff may be required to attend depending on the agenda items and administrative support will be provided by Diabetes UK Staff.

17. Members who do not meet the attendance requirement without reasonable excuse, or who fail to comply with the Advisory Body Code of Conduct and are removed from office on that ground by the Governance & Nominations Committee, shall cease to be members.

**Composition of the Council**
18. Ideally, the Council should include:

18.1 Two consultant physicians working in diabetes
18.2 Two GPs, at least one of whom should have a particular interest in diabetes
18.3 Two diabetes specialist nurses or nurse consultants
18.4 One clinical scientist
18.5 One basic scientist
18.6 One practice nurse
18.7 One dietitian
18.8 One podiatrist
18.9 One paediatric specialist
18.10 One specialist in psychological care
18.11 A representative of the Young Diabetologists’ Forum
18.12 Other places may be filled by any relevant professionals

**Representation**

19. The Council should also include:

19.1 At least one healthcare professional working in Scotland
19.2 At least one healthcare professional working in Wales
19.3 At least one healthcare professional working in Northern Ireland
19.4 Broad representation from across England
19.5 At least one third of members should be women and at least one third of members should be men
19.6 At least two members should have black or minority ethnic backgrounds.

**Expectation of members**

20. Members will be expected to demonstrate an ability to think strategically and question constructively as part of a diverse group.

21. Members will be expected to take an active part in all meetings and email correspondence and be able to put across the perspective of their profession.
22. There will normally be four meetings per year with regular email consultation of members between meetings.

23. Reasonable notice shall be given in advance of the date of meetings.

24. Preparation time will normally be required for meetings for reading agendas, reports etc.

25. The Board and the Executive will consider the areas on which it will seek the advice of the Council but the work of the Council will not be restricted to these areas. A jointly agreed work plan for the Council will be developed by the Council working with the Board and Executive and reviewed on an annual basis.

26. Items for the agenda can be proposed by Council members, the Board and the Executive Team. The agenda shall be subject to the approval of the Co-Chairs.

27. At each meeting, members should be asked if there are any issues that should be raised with the Board.

28. Agendas should be available at least two weeks prior to the meeting and, where possible, papers will be circulated at least two weeks prior to the meeting.

29. Minutes should be provided to the Chair within 14 days of meetings and circulated to members within 21 days.

30. The Charity shall pay reasonable travel, overnight and subsistence expenses, where appropriate, in line with the policy on expenses.

Additional Activities

31. Other activities will be established as part of the annual work plan.

32. Groups will be established from time to time to address particular issues that need a defined piece of work to be accomplished.

33. Membership of the groups may be drawn from the Council, healthcare professionals not on the Council and people living with diabetes, as appropriate.

Recruitment to the Council

34. The appointments process shall be established and overseen by the Governance & Nominations Committee. The process will be publicised by whatever means the Governance and Nominations Committee considers appropriate.

Relationship to Board

35. Members of the Board shall be invited to attend meetings should they wish, in particular the trustees who are healthcare professionals. Healthcare professional members of the Board will be expected to attend at least one meeting a year (with at least one healthcare professional member of the Board present at each Council meeting).

36. At each meeting, members should be asked if there are any issues that should be raised with the Board.
37. The Board and Executive Team should ensure feedback is provided on actions taken as a result of advice provided as well as on advice that has not been carried forward.

38. The Co-Chairs shall be invited to attend a Board meeting from time to time to ensure feedback is also provided to the whole Board direct.

**Review of performance**

39. The Council shall review on an annual basis its own performance in accordance with a procedure agreed periodically by the Governance & Nominations Committee.

Adopted by the Board on 29 September 2011.
Standing Order 15

Terms of Reference for National Councils

Overall purpose

1. The National Advisory Councils in Scotland, Wales and Northern Ireland (‘the Councils’) will provide formal advisory bodies that will inform the work of the Charity as part of the Charity’s stakeholder engagement.

2. In particular, members will:

2.1 Provide the National Director with a fixed reference group that will be representative of people with diabetes and healthcare professionals in the nation concerned.

2.2 Bring to the attention of the National Director issues of concern to people living with diabetes and healthcare professionals within the nation.

2.3 Comment on the plans and work of the Charity in the nation concerned to ensure they meet the needs of people living with diabetes and healthcare professionals.

2.4 Contribute to consultations on particular issues such as the Charity’s response to Government White papers etc.

2.5 Highlight issues of concern that should be raised with the Board.

Authority

3. The Councils will be advisory and will not have decision making authority.

Membership

4. The Councils should normally have a minimum of 10 members but no more than 20 members who shall be appointed in accordance with procedures agreed by the Governance & Nominations Committee.

5. The term of office of Council members shall be three years. On the expiration of such a three year term, a Council member is eligible for one such further three year term. Exceptions to this rule must be agreed by the Governance & Nominations Committee.

6. The chair of the Council may be either a healthcare professional or person living with diabetes and will be appointed for his or her chairing skills. The chair of the Council shall be appointed in accordance to procedures agreed by the Governance & Nominations Committee. He / she shall serve up to three years, irrespective of whether his/her Council membership ends during that period. The chair of the Council may serve up to two terms in that office and may serve up to nine years on the Council if that is necessary to enable him/her to serve two terms as chair of the Council.

7. Members are expected to abide by the Advisory Body Code of Conduct.

8. They are also expected to attend meetings, wherever possible. The term of office of a member will terminate if he or she is absent from two consecutive meetings unless the chair of the Council is satisfied that there are relevant mitigating circumstances.
9. Members must be Supporting Members or Professional Members of the Charity.

10. Trustees may not be members of the Councils but shall be entitled to attend Council meetings.

11. Members of the Charity’s staff may not be members of the Councils.

12. The Chief Executive, National Director, Secretary and Executive Team members may attend and other staff may be required to attend depending on the agenda items. The National Director should attend each meeting and the Chief Executive and Director covering regions and nations should attend at least one meeting a year.

**Composition of Council**

13. Members should be broadly representative of relevant healthcare professionals and people with diabetes in the nation but will not be ‘representatives’ in the formal sense. They should have diverse personal and professional experience.

14. Members will be expected to demonstrate an ability to think strategically and question constructively as part of a diverse group.

**Meetings**

15. There will normally be four meetings per year with some email consultation of members between meetings.

16. Reasonable notice shall be given in advance of the date of meetings.

17. Preparation time will normally be required for meetings for reading agendas, reports etc.

18. Work plans for individual Councils will be developed on an annual basis and members will be invited to put forward proposals as to what these should include.

19. The National Director shall agree the agenda with the chair of the Council who shall sign off the agenda. Items for the agenda can be proposed by Council members, the Board, Executive Team and the National Director.

20. At each meeting, members should be asked if there are any issues that should be raised with the Board.

21. Where possible the agenda and other papers will be circulated at least 14 days prior to the meeting.

22. Minutes should be provided to the Chair within 14 days of meetings and circulated to members within 21 days.

23. The Charity shall pay reasonable travel, overnight and subsistence expenses, where appropriate, in line with the policy on expenses.

**Relationship to Board**
24. Board members resident in the relevant Council area will be expected to attend at least one meeting a year in order to hear the views of Council members directly.

25. The Chair of the Councils should report on issues raised by members at Council meetings in writing to the Chair of the Board and should copy the relevant National Director and Secretary in to this correspondence.

26. The Board and / or National Director should ensure feedback is provided on actions taken as a result of advice provided as well as on advice that has not been carried forward.

27. The Chairs of the Councils shall be invited to attend Board meetings from time to time to ensure that feedback is also provided to the whole Board direct.

**Review of performance**

28. The Council shall review on an annual basis its own performance in accordance with a procedure agreed periodically by the Governance & Nominations Committee.

Adopted by the Board on 29 September 2011.
Standing Order 16
Terms of Reference for the Science and Research Advisory Group

Overall purpose
1. To review the broad field of diabetes research and make recommendations to the Board on the areas in which the Charity should focus its research effort, taking into account the Charity’s various constituencies including:
   1.1 people with diabetes, their parents and carers;
   1.2 research scientists and clinicians;
   1.3 other healthcare professionals.

Duties
2. To work with the Director of Research to formulate a research strategy for the Charity on a periodic basis;
3. To advise the Director of Research and Board on matters relating to science and research that will affect how the Charity's research strategy is implemented;
4. To maintain a watching brief on the outcome of research funded by the Charity and advise the Director of Research accordingly;
5. To promote and encourage research into all aspects of diabetes relevant to the Charity;
   5.1 To encourage research into and application of evidence-based clinical practice;
   5.2 To help the Charity promote and communicate knowledge of scientific and clinical aspects of diabetes research to professionals in the wider scientific and clinical community.

Composition of the Science and Research Advisory Group

Chair and Vice-Chairs:
6. The appointments process for the chair of the group shall be established and overseen by the Governance and Nominations Committee and publicised by whatever means the Governance & Nominations Committee feels appropriate.
7. The chair of the Group shall be a professional member of the Charity.
8. There shall be one professional Vice-Chair and one lay Vice-Chair who shall be selected by the professional and lay members of the group respectively.

Membership:
9. There should be a minimum of 14 members but shall normally be 20 members of the Science and Research Advisory Group with a maximum of ten professional and ten lay members who shall be appointed in accordance to publicly available procedures.
10. Members should be broadly representative of relevant professionals and people living with diabetes but will not be ‘representatives’ in the formal sense. They should have diverse personal and professional experience.

11. Trustees may not be members of the Science and Research Advisory Group but shall be entitled to attend.

12. The Charity shall pay reasonable travel, overnight and subsistence expenses, where appropriate, in line with the policy on expenses.

**Relationship to Board:**

13. The Board and Director of Research should ensure feedback is provided on actions taken as a result of advice provided as well as on advice that has not been carried forward.

14. The chair and vice-chairs the Group may be invited to attend Board meetings from time to time to ensure that feedback is also provided to the whole Board direct.

**Review of performance**

15. The Group shall review on an annual basis its own performance in accordance with a procedure agreed periodically by the Governance & Nominations Committee.

Adopted by the Board on 29 September 2011.
1. This Trustee Code of Conduct (“the Code”) is binding upon all Trustees of Diabetes UK (“the Charity”).

2. Trustees shall make every effort to observe both the letter and the spirit of the Code whenever they:
   2.1 conduct the business of the Charity; or
   2.2 act as representatives of the Charity,
   2.3 and references to a Trustee’s “official capacity” shall be construed accordingly.

3. In this Code:
   3.1 “Person” shall mean both legal and natural persons; and
   3.2 “Stakeholders” shall mean the Charity’s Trustees, employees, volunteers and members, and people with diabetes and their carers.

**Monitoring and Enforcing the Code of Conduct**

4. It shall be the responsibility of the Governance & Nominations Committee (the “Committee”) to evaluate and to monitor the implementation of the Code and to make recommendations on these matters to the Board.

5. It shall be the responsibility of the Board to enforce by means prescribed in Standing Orders the provisions of the Code, subject only to:
   5.1 having due regard to any recommendations of the Governance & Nominations Committee; and
   5.2 it being reasonable to proceed in the manner proposed.

6. Breach of the Code may form grounds for the Board to consider removal of a Trustee under Article 9.8.6 which would lead to the automatic termination of the Trustee’s membership under Article 6.2.3.

7. The Code shall be enforced in accordance with Standing Order 19.

**The Code of Conduct**

**Part 1 – Core Values of Acceptable Behaviour**

8. **Accountability** – Trustees shall be accountable to all stakeholders, both for their own actions and for those of the Charity.
9. **Duty to Uphold the Law** – Trustees shall uphold the law and, on all occasions, act in accordance with the trust that both stakeholders and the public are entitled to place in them.

10. **Stewardship** – Trustees shall endeavour to ensure that the Charity uses its resources prudently and in accordance with the law.

11. **Selflessness** – Trustees shall serve only the interests and objects of the Charity and shall never use their position improperly to confer an advantage or disadvantage on any person.

12. **Honesty and Integrity** – Trustees shall not place themselves in situations where their honesty and integrity may reasonably be questioned, shall not behave improperly and shall on all occasions avoid the appearance of such behaviour.

13. **Objectivity** – Trustees shall make decisions on merit, including when making appointments, awarding contracts or grants or recommending individuals for rewards or benefits.

14. **Openness** – Trustees shall be as open as possible about their actions and those of the Charity, and shall be prepared to justify those actions.

15. **Personal Judgement** – Trustees shall have due regard to the views of all stakeholders and professional advisers, but shall reach their own conclusions on the issues before them and act accordingly.

16. **Respect for Others** – Trustees shall respect the diversity, impartiality and integrity of all stakeholders.

17. **Leadership** – Trustees shall promote and support these Core Values by leadership and by example, and shall always act in a way that secures or preserves universal confidence.

**Part 2 – Acceptable Behaviour**

18. Trustees shall:

   18.1 promote equality by not discriminating unlawfully against any person;

   18.2 treat others with respect; and

   18.3 not do anything which compromises, or which is likely to compromise, the impartiality or integrity of any stakeholder.

19. Trustees shall not:

   19.1 disclose confidential information, or information which was given to them in confidence, without the prior consent of a person authorised to give it, or unless required by law to do so; nor

   19.2 prevent any person from gaining access to information to which he/she is entitled by law.

20. Trustees shall not, in their official capacity or in any other circumstance, conduct themselves in a manner which could reasonably be regarded as bringing the Charity into disrepute.
21. Trustees shall not, in their official capacity or in any other circumstance, use their position improperly to confer on or secure for themselves, or any other person, an advantage or disadvantage, for example by using their position for commercial gain.

22. Trustees shall, in their position as directors of the Charity, abide by all relevant provisions of the Companies Acts.

23. Trustees shall abide by the Charity’s Articles, Standing Orders and other governance practices and procedures.

24. Trustees shall, when using or authorising the use by others of the resources of the Charity:

   24.1 act in accordance with the relevant policies and procedures; and

   24.2 ensure that such resources are not used for purposes that are immoral, unlawful or unrelated to their official capacity.

25. Trustees shall have due regard to all relevant advice and information provided to them by the Charity’s stakeholders and professional advisers.

26. Trustees shall, as appropriate, participate in induction, training and development activities.

27. Trustees shall, if they become aware of any conduct by another Trustee which they reasonably believe involves a failure to comply with the Code, make a written report to that effect to the Chair of the Governance & Nominations Committee, copied to the Secretary, as soon as it is practicable to do so.

**Part 3 – Conflicts of Interest**

28. Trustees are under a duty to avoid situations in which they have, or can have a direct or indirect interest that conflicts or might conflict with the interests of the Charity.

29. Trustees are also under a duty to declare an interest in any existing or proposed transactions or arrangements with the Charity.

30. A conflict of interest includes any direct or indirect interest of a Trustee (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts or might conflict with the interests of the Charity. A Trustee will have an interest if a person connected with him or her has an interest. Persons connected with the Trustee include those relatives defined in the Articles.

31. Whenever a conflict of interest might arise, the provisions of Article 12 must be followed.

**Part 4 – The Register of Trustees’ Interests**

32. A Register of Trustees’ Interests shall be maintained as a public document by the Secretary and shall be available for inspection by any member of the public on giving two working days’ notice in writing to the Secretary.

33. The Register of Trustees’ Interests shall include a record of the matters which are required by this Code to be notified to the Secretary.
34. The notification of interests and of gifts and hospitality under this Code shall be on the form set out in the Appendix to this Code.

35. A Trustee shall, within 28 days of his or her election or appointment to the Board notify the Secretary in writing of:

36. Any interests in existing or proposed transactions with the Charity;

36.1 Any relevant interests in any other organisations, whether or not they are likely to give rise to a conflict of interest. Relevant interests include:

36.1.1 trusteeships or other committee positions;

36.1.2 membership or position of control/or management in any:

36.1.3 public authority or body exercising functions of a public nature;

36.1.4 body directed to charitable purposes;

36.1.5 body whose principal purposes include the influence of public opinion or policy;

36.1.6 trade union, political party, professional association, specials interest group or mutual support organisation; or

36.1.7 any other body or organisation which may give rise to a potential conflict of interest,

36.1.8 any positions of employment or any interest in any business carried on including any interest in any partnership;

36.1.9 any directorships held; and

36.1.10 significant investments (including any shareholdings where he or she has a beneficial interest exceeding £20,000 or 5% of the total issued share capital, whichever is lower) or other business connections.

36.2 Any land or property in which the Trustee or a connected person has a direct interest and which is clearly within the Charity’s sphere of activities – for example, if a Trustee owns commercial premises which the Charity may be interested in leasing.

36.3 Any interests of which they are aware that persons connected to them have with organisations where it is reasonably likely that a conflict could arise.

37. The details will be entered in the Register of Trustees’ Interests.

38. A Trustee shall, within 28 days of becoming aware of any change to the information specified in the Register of Trustees’ Interests, provide written notification of that change to the Secretary.

39. A Trustee shall, within 28 days of an AGM of the Charity, review his/her entry in the Register of Trustees’ Interests and shall notify the Secretary immediately of any errors or omissions.

40. If there is any uncertainty about whether an interest gives rise to a conflict, the other Trustees have the right to determine (without the interested Trustee being present) whether a conflict exists in the
circumstances. Any determination regarding the existence of a conflict will be made by a vote of unconflicted Trustees based on an objective evaluation.

41. The requirement to declare interests is set out in Articles 12.1 and 12.2. Although these state that Trustees need not declare interests of which the other Trustees ought reasonably to be aware, the Charity’s policy is that all conflicts should be declared to avoid uncertainty.

**Part 5 – Gifts and Hospitality**

42. A Trustee shall treat with extreme caution any offer or gift, favour or hospitality that is made personally to him/her or to any person connected with him or her (as defined in the Articles).

43. A Trustee shall, within 28 days of accepting in his/her official capacity any gift or hospitality over the value of £50, provide written notification to the Secretary of the existence and nature of that gift or hospitality.

44. A Trustee shall, within 28 days of accepting any gift or hospitality of a type specified in paragraph 45 below, provide written notification to the Secretary of the existence and nature of that gift or hospitality, irrespective of its value.

45. Paragraph 44 shall apply only in respect of:

45.1 cash or monetary gifts received by a Trustee in the course of his/her official capacity;

45.2 repeated gifts or hospitality from the same or similar source; and

45.3 gifts or hospitality intended to, or which reasonably appear to be intended to, influence a Trustee’s decisions or opinions.

46. A Trustee who receives a gift or wins a prize at an event at which he/she is attending in his/her official capacity shall either:

46.1 donate that gift or prize to the Charity; or

46.2 be given the option to purchase that gift or prize at fair market value.

46.3 This paragraph does not apply to a gift or prize of less than £50 in value.

47. For the purposes of Part 5, the terms “gift” and “hospitality” shall include the payment by any person, whether in fact or in kind, of a Trustee’s accommodation, subsistence or travel expenses. This paragraph does not apply to payments made directly by the Charity.

**Part 6 – Payment of Expenses**

48. A Trustee’s expenses shall be reimbursed only in accordance with the Charity’s Policy for Reimbursement of Expenses.

Adopted by the Board on 29 September 2011.
Appendix

Diabetes UK – Trustee Declaration of Interests Form

As a Trustee of Diabetes UK, you are required under Parts 4 and 5 of the Trustee Code of Conduct to register certain financial and other interests and the receipt of certain gifts and hospitality in the Register of Trustees’ Interests. Failure to make a complete and accurate disclosure may be considered a breach of the Code actionable under the Standing Orders.

Please complete the form below and continue items on a separate sheet, if necessary. If you are unsure as to whether something should be declared or not please contact the Secretary for clarification.

<table>
<thead>
<tr>
<th>Name:</th>
</tr>
</thead>
</table>

| Category | Please give details of the interest and whether it applies to yourself, or where appropriate, a member of your immediate family, connected persons or some other close personal connection, and the name of the person and their relationship to you, if the interest does not relate to yourself. |

<table>
<thead>
<tr>
<th>Current employment and any previous employment in which you continue to have a financial interest.</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Any business or consultancy interests (actual or planned).</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Appointments (voluntary or otherwise), eg trusteeships, directorships, local authority membership, tribunals etc.</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Membership of any professional bodies, special interest groups or mutual support organisations.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Investments in unlisted companies, partnerships and other forms of business, major shareholdings (exceeding the value of £20,000 or five per cent of the total issued share capital of that company, whichever is the lower) and beneficial interests.</td>
</tr>
<tr>
<td>Gifts or hospitality offered to you by external bodies and whether this was declined or accepted in the last twelve months.</td>
</tr>
<tr>
<td>Do you, or does a person closely connected to you, use the services provided by the Charity or benefit from its activities?</td>
</tr>
<tr>
<td>Any contractual relationship with the Charity or its subsidiary.</td>
</tr>
<tr>
<td>Any potential conflicts that are not covered above.</td>
</tr>
</tbody>
</table>

To the best of my knowledge, the above information is complete and correct. I undertake to update as necessary the information provided on an annual basis, and within 28 days of my becoming aware of any change to this information. I give my consent for it to be used for the purposes described in the conflicts of interest policy and for not other purpose.

Signed: 

Position: 

Date: 

NB: The categories in this form are based on a guidance note on the Charity Commission website produced by the Institute of Chartered Secretaries and Administrators (ICSA).

Adopted by the Board on 29 September 2011.
Standing Order 18

Advisory Body Code of Conduct

1. This Code describes the responsibilities of ‘advisory body members’, namely all people (other than Trustees, to whom the Trustee Code of Conduct applies) who are appointed to committees, councils and groups of the Charity. All ‘Advisory Body members’ will be required on appointment to declare that they will be guided by the Code.

Responsibilities and Conduct of Advisory Body Members

2. Advisory body members need to draw a distinction between their position as an appointed member of the relevant body and their activity in other capacities. They should at all times act with an awareness of their wider responsibilities and should comply with this Code. They should at all times:

   2.1 Act with integrity and in good faith and in the best interests of furthering the aims of the Charity;

   2.2 Respect others and treat people equally irrespective of age, race, sex, class, economic status, disability, sexual orientation and religious belief; and

   2.3 Follow the Charity’s procedures and policies and, when using the resources of the Charity, ensure that they are used appropriately and not for any purpose that is unrelated to their official capacity.

3. Advisory body members shall not:

   3.1 Act in a way which may bring the Charity into disrepute;

   3.2 Use information gained in the course of their membership of the relevant body for personal gain; or

   3.3 Disclose confidential information received by virtue of their membership of the relevant body.

4. As a general guide, advisory body members should not take any action which cannot be publicly explained.

Declaration of Interests

Formal Business:

5. Any advisory body member who has a clear and substantial interest in a matter under consideration should declare that interest at any meeting where the matter is to be discussed. Such declaration should make clear the interest and whether it could give rise to either direct or indirect financial benefit to the individual.
6. Where such an interest could give rise to a direct or indirect financial benefit, the advisory body member involved shall withdraw from any meeting and not seek to influence any decision taken by the relevant body relating to the matter under discussion.

7. In all circumstances, advisory body members should ask themselves whether members of the public, knowing the facts of the situation, would reasonably conclude that the interest involved might influence the approach taken or the actions of the relevant body or the Charity. If so, the interest is sufficient for the advisory body member to withdraw.

8. Advisory body members who have any queries or concerns about these matters should discuss them with the chair of the body, or the Company Secretary.

**Informal and other business:**

9. Advisory body members should apply the same standards regarding the declaration of interests and non-involvement in relevant business in their dealings with the Charity’s staff and in informal meetings.

**Gifts, Hospitality and Fees**

10. Advisory body members should treat with caution any offer of gifts, favours, hospitality or fees arising from their position on the body. Members should consult the chair of the body in cases of doubt.

**Issues arising from the Code**

11. The Governance & Nominations Committee has overall responsibility for monitoring compliance with the Code and resolving complaints and issues arising from it.

12. Complaints should in the first instance be raised with the chair of the relevant body who shall attempt to resolve issues. If the chair is not able to resolve the issue or complaint, this should be referred to the Chair of Governance & Nominations Committee or the Company Secretary who shall investigate the matter. A recommendation should be made by the Governance & Nominations Committee on a resolution.

13. Where a serious breach is found to have occurred, an advisory body member may be suspended or removed by the Governance & Nominations Committee. Any decision to remove an advisory body member, for reasons other than non-attendance, shall require the agreement of the Board.

Adopted by the Board on 29 September 2011.
Standing Order 19

Enforcing the Trustee and Advisory Body Codes of Conduct

1. In this Standing Order “the Code” means the Trustee and/or Advisory Body Code of Conduct.

2. An allegation by any person that a person has acted in any way contrary to the Codes shall be made in writing to the chair of the Governance & Nominations Committee, copied to the Secretary, as soon as it is practicable to do so.

3. If after due consideration the Governance & Nominations Committee is of the opinion (in its absolute discretion) that the allegation has merit, and that it concerns what would be a material breach of the relevant Code, the Governance & Nominations Committee may suspend the Trustee or Advisory Body member in question from the Board or Advisory Body (as appropriate) and:

3.1 the Trustee/Advisory Body member shall be notified without delay by the Secretary that he/she has been suspended; and

3.2 the Secretary shall convene not earlier than 10 days, nor more than 20 days, after receipt of notice a special meeting of the Board at which the allegation shall be considered. Should a regular Board meeting be scheduled to take place during this period the allegation may be considered at this meeting.

4. If after due consideration the Governance & Nominations Committee is of the opinion (in its absolute discretion) that the allegation has merit, but that it concerns what would be a non-material breach of the relevant Code, the allegation shall be considered at the next scheduled meeting of the Board.

5. The Trustee/Advisory Body member in respect of whom the allegation has been made shall be made aware in writing of the full terms of the allegation and shall be given not less than seven days to make written submissions on the matter to the Board.

6. The Trustee/Advisory Body member in respect of whom the allegation has been made shall be given the opportunity to address the Board at the meeting at which the allegation is to be considered.

7. Once the Board has considered the allegation, together with any submissions made under paragraphs 5 and 6, it shall have at its disposal the sanctions listed under paragraph 8, subject only to:

7.1 a decision by a quorate meeting of the Board that the Trustee/Advisory Body member was in breach of the relevant Code; and

7.2 it being reasonable to proceed in the manner proposed.

8. For the purposes of paragraph 7, the Board shall have at its disposal the following sanctions, and its decision as to the most appropriate sanction(s) shall be final:

8.1 an official letter of warning signed on behalf of the Board;

8.2 suspension from the Board/relevant Advisory Body or Advisory Bodies for a period not exceeding 12 weeks;

8.3 removal as a member of the relevant Advisory Body or Bodies; or
8.4 in accordance with Article 9.8.8, removal as a Trustee.

9. A Trustee/Advisory Body member suspended or removed from office shall be prohibited from:

9.1 conducting the business of the Charity;

9.2 attending meetings of the Board or any Advisory Body; or

9.3 acting as a representative of the Charity.

10. For the avoidance of doubt, the Trustee/Advisory Body member in respect of whom the allegation has been made shall be considered to have an interest in the discussion of the allegation, and, in relation to a Trustee he/she shall be required by Article 12 (Conflicts of Interest) and shall be required by this provision of the Standing Orders to withdraw from that discussion after his or her case has been heard.

Adopted by the Board on 29 September 2011.
Standing Order 20

Patron

The Patron shall be invited by the Trustees to accept such office. The Trustees may at their discretion fill any vacancy which may occur in the office of Patron, whether by death, resignation or otherwise.

Adopted by the Board on 29 September 2011.
Standing Order 21

Role Description for the President

Overall purpose

1. The overall purpose of the President is to be a leading ambassador for the Charity, furthering its objects by using his/her position in society to assist in awareness raising, influencing and fund-raising.

Accountability

2. The President is accountable to the Board.

Duties

3. The duties of the President shall be agreed between the Board and the President.

Meetings

4. The President shall not be a member of the Board and shall not be entitled to attend meetings of the Board and shall take no formal part in the governance of the Charity.

Appointment, removal and terms of office

5. The Trustees may at their discretion appoint and remove the President. The President shall normally be appointed for renewable terms of three years and would normally serve no more than two terms.

6. The President is expected to comply with the Advisory Body Code of Conduct.

Person Specification

7.1 Strong personal connection to diabetes.

7.2 High public profile in the UK, with a wide network of contacts of benefit to the Charity.

7.3 Sound reputation, in line with the good name of the Charity.

7.4 Able and willing to devote the necessary time to the role.

Review and performance

8. The Board shall review on an annual basis the performance of the President in relation to the role description above.

Adopted by the Board on 29 September 2011.
Standing Order 22

Role Description for Vice-President

Overall purpose

1. The overall purpose of a Vice-President is to be a leading ambassador for the Charity, furthering its objects by using his/her position in society to assist in awareness raising, influencing and fund-raising.

Accountability

2. A Vice-President is accountable to the Board.

Duties

3. The duties of a Vice-President shall be agreed between the Board and the Vice-President.

Meetings

4. A Vice-President shall not, by virtue only of their appointment, be a member of the Board, entitled to attend meetings of the Board or to take a formal part in the governance of the Charity.

Appointment, removal and terms of office

5. The Trustees may at their discretion appoint and remove Vice-Presidents.

Person Specification

6. The Vice-President is expected to:
   6.1 Have strong personal connection to diabetes.
   6.2 Have enthusiasm and commitment to the Charity.
   6.3 Have a wide network of contacts of benefit to the Charity.
   6.4 Have a sound reputation, in line with the good name of the Charity.
   6.5 Be able and willing to devote the necessary time to the role.
   6.6 Abide by the Advisory Body Code of Conduct.

Adopted by the Board on 29 September 2011.
Standing Order 23

Authority Levels

Part 1: Authority Levels for Expenditure – new items outside of the planned core budget and not fully funded by external sources

<table>
<thead>
<tr>
<th>Level</th>
<th>Authority Limits</th>
<th>Special conditions</th>
<th>Quorum or number of persons required</th>
</tr>
</thead>
<tbody>
<tr>
<td>Board</td>
<td>£200,001 to Unlimited for single items, £400,001 to unlimited for cumulative spend</td>
<td>Finance Committee to review and make recommendations to Board</td>
<td>Quorum required, in emergency – Chairman to authorise.</td>
</tr>
<tr>
<td>Chief Executive</td>
<td>£50,001 - £200,000 for a single item, £100,001 - £400,000 for cumulative spend</td>
<td>All information must be submitted to Director of Corporate Services, to be reviewed by CEO. Cross Directorate implications to be reviewed by ET</td>
<td></td>
</tr>
<tr>
<td>Executive Team Members</td>
<td>Up to £50,000 for a single item, and £50,000 for cumulative spend</td>
<td></td>
<td>Nil</td>
</tr>
<tr>
<td>Budget holders</td>
<td>Nil</td>
<td>All requests must be referred to Director</td>
<td>Nil</td>
</tr>
</tbody>
</table>
Part 2: Authority Levels for Expenditure within annual core budget or fully funded by additional external funding– Contracts, Orders and Invoice Approval

<table>
<thead>
<tr>
<th>Level</th>
<th>Typical Authority Limits (based on annual commitment)</th>
<th>Maximum Delegated Authority Limits</th>
<th>Special conditions</th>
<th>Quorum or number of persons required</th>
</tr>
</thead>
<tbody>
<tr>
<td>Finance Committee</td>
<td>£1,000,000 to Unlimited</td>
<td>n/a</td>
<td>Finance Committee to approve. E-mail approval OK</td>
<td>Quorum required</td>
</tr>
<tr>
<td>Chief Executive</td>
<td>£1,000,000</td>
<td>n/a</td>
<td></td>
<td>None</td>
</tr>
<tr>
<td>Executive Team Members</td>
<td>£100,000</td>
<td>n/a</td>
<td></td>
<td>None</td>
</tr>
<tr>
<td>Heads of Team</td>
<td>50,000</td>
<td>n/a</td>
<td></td>
<td>None</td>
</tr>
<tr>
<td>Budget holder</td>
<td>up to £20,000</td>
<td>n/a</td>
<td></td>
<td>None</td>
</tr>
</tbody>
</table>

If a contract proposed is to run for more than 5 years, then it needs to be referred to the next level up.

(CEO sign off based on materiality being circa 2.5% of annual Turnover)
### Part 3: Property Acquisitions, Disposals and Leases

<table>
<thead>
<tr>
<th>Level</th>
<th>Authority Limits</th>
<th>Special conditions</th>
<th>Quorum or number of persons required</th>
</tr>
</thead>
<tbody>
<tr>
<td>Board</td>
<td>£1,000,000 to Unlimited for all types of property transactions</td>
<td>All real property sales or acquisitions of interest in land or real property to be agreed by Board.</td>
<td>Quorum required</td>
</tr>
<tr>
<td>Finance Committee</td>
<td>£500,000 to £1,000,000 for all types of property transactions</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Chief Executive</td>
<td>Can authorise acquisitions and leases of values up to £500,000 in total contract value.</td>
<td>Secretary would sign documents in legal capacity</td>
<td>Nil</td>
</tr>
<tr>
<td>Directors</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Heads of Teams</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
</tbody>
</table>

Adopted by the Board on 29 September 2011.

Standing Order 23 amended by the Board on 21 May 2015.