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# Governance handbook

March 2025

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**Version as approved in March 2020 – with section 2 updated in July 2024, and sections 12.9 and 12.10 updated in March 2025.**

The name of the charity is the Town and Country Planning Association, but it is known more simply as the TCPA.

The TCPA is a company limited by guarantee, incorporated in England and Wales (No. 146309), and a registered charity (No. 214348).

Its registered office is 17 Carlton House Terrace, London SW1Y 5AS.

The TCPA was founded in 1899. It is governed by its Memorandum and Articles of Association, originally dating from 3 March 1917, but amended on many occasions subsequently.

The objects for which the Association is established are:

*To promote and improve the art and science of town and country planning and to promote, encourage and assist the education of persons of any description in the said art and science and in all other arts and sciences connected therewith.*

The Association is a membership organisation. The members, at the AGM, appoint Trustees and Policy Council members, in line with the processes set out in the governing bodies. The Board of Trustees has overall responsibility for ensuring that the management, policies and strategies are in place to achieve the objectives of the Association. This involves formal approval of key financial decisions such as the Annual Business Plan and Budget.

The Board has delegated certain functions to the Chief Executive, including personnel management and the day-to-day running of the Association.

## **1 INTRODUCTION**

### **1.1 Memorandum and Articles of Association**

The TCPA's legally binding constitutional documents is its Memorandum and Articles of Association. It specifies the objects, powers, use of income and property, limits of member liability, winding up and dissolution, and amendment.

### **1.2 The Governance Handbook**

The Governance Handbook flows from and is congruent with the Memorandum and Articles of Association (2016).

The Governance Handbook and the documents listed below provide the framework within which the TCPA Trustee Board, Policy Council, Management Team and other staff operate. The Governance Handbook should be cross referred to other core governance documents as appropriate:

- Memorandum and Articles of Association 2016

- Employee Handbook (includes Corporate Policies and Procedures not included in this Handbook).

For Trustees and Policy Council Members, this Governance Handbook should be read in conjunction with their individual Appointment Letter.

The Governance Handbook provides clarity around the role and responsibilities of the Board, Policy Council (which is defined in the Articles as a standing committee of the Board), Trustees and Policy Council Members, staff and volunteers. It outlines how the TCPA is controlled and managed.

**Update:** The Trustee Board is responsible for approving and amending the Governance Handbook, including Terms of Reference and Role Profiles, every three years, or more frequently if required, or following changes to TCPA's constitution or governance structure.

The Chief Executive, who is also the Company Secretary, will take the lead on providing information to the Trustee Board on updates to the Governance Handbook.

**Access:** The Governance Handbook will be made available to all Trustees and Policy Council members, all members considering standing for office and all staff. An introduction to the Governance Handbook will form part Trustee and Policy Council member and staff induction.

**Interpretation:** The Trustee Board will seek the guidance of the Company Secretary if required on interpretation of the Governance Handbook. The Trustee Board's decision on interpretation will be final.

### 1.3 Financial Regulations

Financial Regulations can be found at [section 12](#), and cover financial control, income and banking, expenditure, and other matters, including investments and reserves policies.

### 1.4 Delegations from the Trustee Board

The Trustee Board may delegate some of its powers, and authority to act on its behalf to:

- The Chair
- Policy Council
- The Chief Executive
- The Management Team, or to individual members of the Management Team or Company Secretary, or other members of staff
- Other specialist external professional advisers or consultants.

Delegations from the Board over and above those recorded in Scheme of Delegation ([section 13](#)), Terms of Reference, Role Profiles and Job Descriptions must be clearly minuted.

Delegations from the Board to Policy Council are contained within Policy Council's Terms of Reference ([section 6](#)).

In the event of a dispute the Board’s decision will override that of Policy Council or any individual with delegated authority.

**1.5 Corporate Policies and Procedures**

1) In addition to the documents highlighted above, a range of policies and procedures, which Trustees and Policy Council members are expected to comply with, are contained in the Annex to this Handbook.

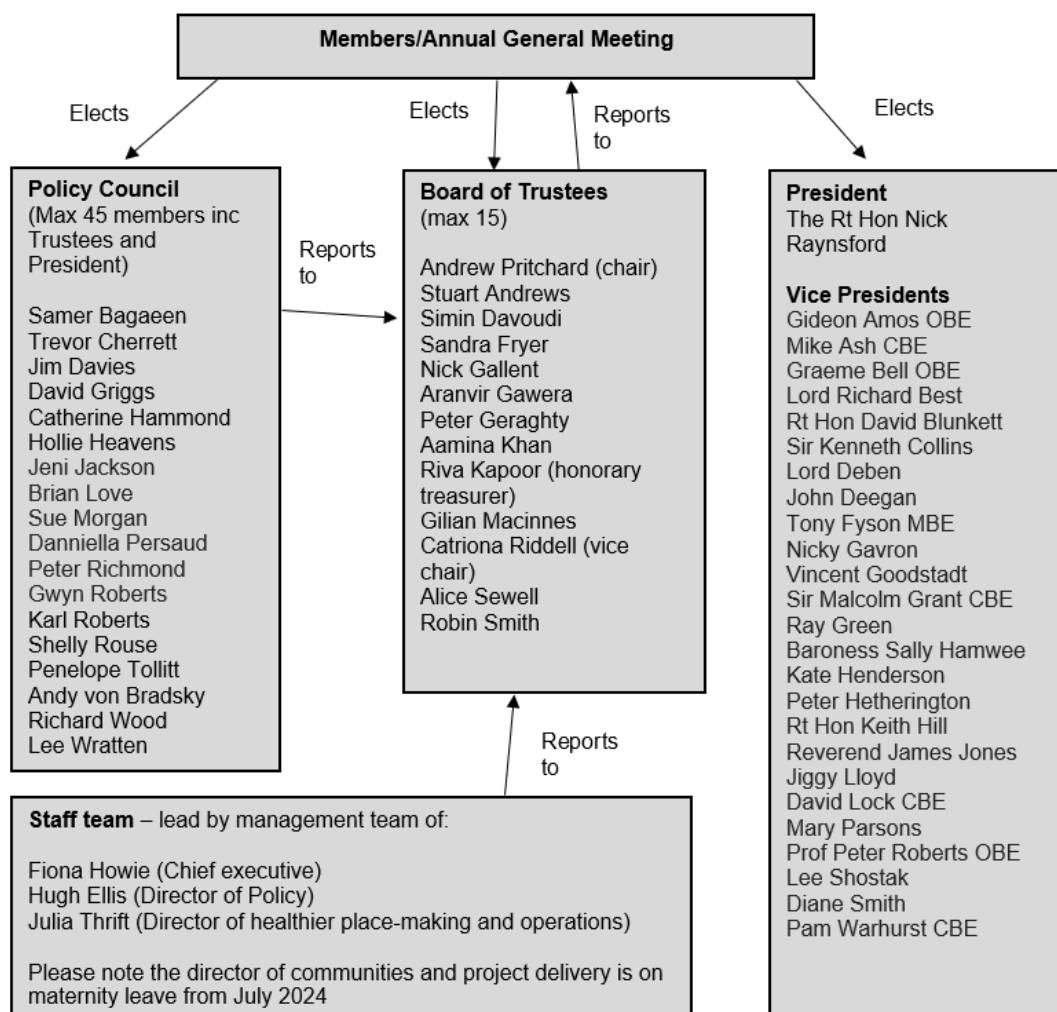
**1.6 Precedence**

The overall management of the TCPA shall be overseen by the Trustee Board in accordance with the Memorandum and Articles of Association, Governance Handbook and the Employee Handbook.

**1.7 Statutory and Regulatory Requirements**

1) Nothing in this Governance Handbook shall override instructions or conditions imposed from time to time by Companies House, The Charity Commission, Her Majesty’s Revenue and Customs (HMRC) or any other statutory requirements.

**2 THE TCPA’S STRUCTURE (As of July 2024)**



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### 3 GENERAL PRINCIPLES

The following general principles apply.

#### 3.1 Changes to the Memorandum and Articles of Association

The process for making constitutional amendments is outlined in:

- Memorandum Section 9: Alterations to this Memorandum
- Articles Clause 73: Alteration of the Articles.

#### 3.2 General Meetings

The TCPA must hold an Annual General Meeting (AGM) every year. The procedures for calling and running an AGM are outlined in the Articles at Clauses 15-35. The Board also has powers to call an Extraordinary General Meeting (EGM). General Meetings must be called with a minimum of 14 days' notice.

All members have the right to attend the AGM and EGM and have a right to vote. At every General Meeting members also have a right to appoint a proxy.

#### 3.3 Quora:

- For general meetings, the quorum is 15 members personally present and entitled to vote.
- For Trustee Board meetings the quorum is five Trustees.
- For Policy Council meetings the quorum is five members including a minimum of two Trustee members.

#### 3.4 Use of the seal

The seal and seal register must be kept by the Company Secretary. The seal must not be used except by the authority of a resolution of the Board and in the presence of at least two Trustees and the Secretary. (Clause 64).

#### 3.5 TCPA Code of Conduct for Trustees and Policy Council members

All Trustees and Policy Council members are expected to be familiar with and comply with the Code of Conduct. The Code is an annex to the Appointment Letter issued to all new Trustees and Policy Council members.

### 4 PRESIDENT AND VICE-PRESIDENTS

The TCPA has a President who is elected annually at the AGM. The President must be a member of the TCPA (Article 38). The President holds office for a period of up to twelve months (Article 61) and may stand for re-election. They are not subject to a maximum number of terms of office. The President shall not by virtue of their tenure as President be a Trustee (although they can be nominated and elected, or appointed, as a Trustee through the appropriate process).

The TCPA may have Vice Presidents who are elected annually at the AGM. A Vice President does not have to be a member of the TCPA. A Vice President holds office for a period of up to twelve months (Article 61). Vice Presidents may stand for re-election and are not subject to a maximum number of terms of office. A Vice-President shall not by virtue of their tenure as Vice President be a Trustee.

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## 5 TRUSTEE BOARD (The Board)

### 5.1 Terms of Reference

Terms of Reference have been produced to provide details of the role and responsibilities of the Board. A Role Profile for individual Trustees is in section 8.

#### a. Role and Responsibilities

The business of the TCPA will be conducted by the Trustee Board (the Board) which may exercise all such powers as may be exercised by the Association except those which by the Articles of the Association or statute are required to be exercised in Annual or Extraordinary General Meetings.

The Board may delegate any powers under written Terms of Reference or through the authority of a Board minute for carrying out the association's activities to Policy Council, to any officer or employee, but retains the responsibility for all actions taken in its name. Delegated powers shall be exercised only in accordance with any written instructions given by the Board. Decisions and actions not included within these Terms of Reference, Policy Council Terms of Reference, Financial Regulations and the Schedule of Delegated Authority should be deemed decisions for the Board. If in doubt, the advice of the Company Secretary should be sought.

Policy Council is a committee of the Board. The majority of the membership of Policy Council shall be determined by election.

All proceedings of Policy Council and of any Task Teams or other sub-groups shall be reported to the Board.

The Board must give a minimum of 14 days' notice of its Annual General Meeting. It is the responsibility of the Board (supported by the Chair and the Company Secretary) to ensure that proceedings at general meetings are conducted in line with its Articles (Clauses 15-33).

The Board shall ensure that the correct procedures for the use of written resolutions are complied with when such procedures are used.

The Board, taking guidance from the Company Secretary, shall ensure compliance with all other requirements of the Memorandum and Articles of Association.

#### b. Meetings

The Trustee Board must meet at least four times a year (Clause 51). In practice, it currently meets six times a year. Normally, seven days' notice will be given, by the Company Secretary, of all Board meetings.

The Board will, at least annually, ensure there is an opportunity to meet in closed session (without staff present) to review its effectiveness.

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A schedule of all Trustee Board and Policy Council meetings will be produced annually and approved by the Trustee Board. Except in exceptional circumstances, a minimum of three days' notice is required for any additional or rescheduled meeting.

Meetings of the Board can take place in any manner and through any medium which permits those attending to hear and comment on the proceedings. Any person who attends in this manner will be deemed to be present at the meeting whether or not all are assembled in one place (Clause 58).

### c. Membership

The Board can consist of up to fifteen Trustees. This is made up from:

- Twelve elected Trustees
- The ex officio member (who is appointed by the Trustee Board to be Honorary Treasurer)
- Two Appointed Trustees.

**Elected Board members:** 12 Trustee Board members are elected by the TCPA membership at the AGM in accordance with procedures laid down in Clauses 45-50 of the Articles. Elected Trustees serve for up to a three year term. At the end of three years, they are required to stand for re-election should they wish to continue to serve as a Trustee. Should an elected Trustee fail to attend at least half the meetings during any year, they will be required to stand for re-election (Clause 47A).

**The ex-officio member:** The Trustee Board must ensure that there is an Honorary Treasurer who shall be a member of the Association and who shall be ex-officio a Trustee. (Clause 36).

**Appointed Board members:** The Trustee Board may appoint two members (Clause 36). Appointed Trustees are appointed by the Board and must be members of the TCPA. An Appointed Trustee (other than the ex officio member) shall hold office until the Annual General Meeting immediately following the expiry of the period of three years from the date of their appointment and must then retire. They are not eligible for reappointment but are eligible for election to the Board or other office.

The Board may appoint any eligible person to be a Trustee provided that the maximum number of Trustees does not exceed fifteen.

No one who has served as an elected member of the Board or as Honorary Treasurer or as a Vice-President shall be eligible to be an appointed member of the Board.

All Trustees must be a member of the TCPA who has paid at least one annual subscription (or he or she is a person who has been nominated under Article 37(A)).

The Trustee Board will endeavour to use the two Appointed Trustee roles to bring members with relevant and diverse skills, knowledge and experience to the Board, and who can support delivery of the TCPA's objects and Business Plan objectives.

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All Board members must declare their interests on an annual basis, and throughout the year if their, or their close relatives and/or close connections personal or professional or business interests, change or become more relevant to the business of the TCPA.

Members who fail to attend three consecutive meetings of the Trustee Board (or any of its committees) without prior leave of absence may be removed from the Trustee Board.

#### **d. Chair of the Board**

The Board elects a Chair and it must be done in accordance with Clause 53A. Candidates for Chair must be nominated by at least three elected Trustees.

If there is more than one nomination, each Trustee and each member of Policy Council shall be entitled to vote in any election for the position of Chair of the Board. It should be noted that Policy Council members shall not be entitled to vote on any other resolution of the Board other than the election of the Chair of the Board.

In the event that there is only one candidate for the position of Chair of the Board a vote of affirmation by Policy Council by a simple majority will be required.

The Chair may hold office for a period of no more than three years, at the end of which the Chair shall retire and be eligible for re-election. The Chair cannot hold office for longer than six years (Clause 53A).

The Chair is responsible for leadership of the Board and ensuring its effectiveness.

#### **e. Vice Chairs of the Board**

The Board may elect up to two Vice-Chairs (Clause 53B).

Vice-Chairs may be appointed for periods and on such terms as to eligibility for re-election as the Board decides.

The Chair or failing the Chair one of Vice-Chairs shall chair all meetings of the Board and the Policy Council. If neither the Chair nor a Vice-Chair is present, Trustees shall choose another member to Chair the meeting. (Clause 53B).

#### **f. Quorum for Trustee Board Meetings**

A quorum will consist of five members (Clause 51).

Any Board member, as long as they can hear and be heard may participate in a Board meeting by means of conference telephone, video or other communication equipment and any member so participating shall be deemed to be present in person and counted in the quorum of that meeting.

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Inquorate meetings, or meetings which become inquorate, may not take decisions but may continue to meet to discuss other business. Business that could not be undertaken due to a meeting being inquorate may be undertaken at a time fixed by the Chair of that meeting. An adjourned meeting is considered to be a continuation of the original meeting and can only deal with matters adjourned from the original meeting. Alternatively, business can be transacted at the next ordinary meeting of the Board.

Any matter requiring an urgent decision at an inquorate meeting should be decided using the urgency procedures outlined in [section 11](#).

#### **g. Lead Officer**

Chief Executive

#### **h. Attendance**

Attendees will usually include:

- Members of the Management Team
- Other staff as required, including a minute taker
- Representatives of the accountants, internal auditor and external auditor as required
- Other professional advisors as required.

Others may be invited to attend as observers with the prior consent of the chair.

#### **i. Authority**

The Board has ultimate responsibility and clear powers to direct and, if necessary, intervene in the activities of Policy Council.

The Board may obtain independent, legal or other professional advice.

#### **j. Functions of the Board**

In furtherance of its objects the Board has specific and wide-ranging legal powers set out in Clauses 4, 42 and 43 of the Articles and not reproduced here.

The Board has, additionally, approved the following functions:

##### **Strategy**

- Set and ensure compliance with the values, vision, mission and strategic objectives of the TCPA, ensuring its long-term success.
- Provide oversight, direction and constructive challenge to the organisation's chief executive and staff team.

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- In line with the Association's *Equality, Diversity, Inclusion and Equity Strategy*, set a positive, inclusive culture.
  - Approve the annual business plan and monitor progress in achieving strategic objectives.
  - Approve changes to the TCPA's corporate structure and constitution, for recommendation to members to approve at a general meeting.
  - Approve strategic partnerships.
  - Take all other decisions on all matters that might create significant financial or other risk to the TCPA, or which raise material issues of principle.

## Governance

- Ensure appropriate oversight of the activities of the TCPA to ensure agreed standards of governance are met.
  - Hold Policy Council, a standing committee whose function is to advise the Trustees regarding the policy stance and initiatives to be undertaken by the Association, accountable for delivery of their objectives.
  - Establish, oversee and review a business planning and risk management framework in order to safeguard the assets and reputation of the TCPA.
  - Establish, oversee and review a framework of delegation and system of internal control.
  - Approve updates to the governance and staff handbooks, other governance documents and corporate strategies and policies.
  - Satisfy itself that the TCPA's affairs are conducted lawfully and in accordance with generally accepted standards of performance and probity.
  - On an annual basis, assess the effectiveness of its governance arrangements.
  - Oversee Board and Policy Council member election, appointment and co-option processes. Ensure an effective induction is available for all new Trustees and Policy Council members.
  - Approve resolutions to be put forward by the Board at a General Meeting.
  - Ensure effective arrangements are made for the collective appraisal of the Board and Policy Council, and the individual appraisal of Board members.
  - Ensure that at all times the TCPA takes account of any obligation imposed upon it by Companies House and the Charity Commission.
  - Maintain regular oversight of the TCPA's compliance with all statutory, funder and registrar requirements; seeking appropriate assurance from the executive team.
  - Receive for noting minutes of Policy Council meetings at the next meeting of the Board after that of the Policy Council.
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- Resolve any disputes between the Board and Policy Council and/or Task Teams.
- Appoint (and if necessary remove) the Company Secretary.

### Finance and Accounts

- Approve each year's financial statements prior to publication.
- Approve each year's budget.
- Establish a risk appetite and oversee a framework for the identification, management and mitigation of risk, ensuring that the Board receives regular reports on these.
- Receive an annual report from the auditors on internal control and issues including the internal / external auditors' management letters.
- Appoint and remove the TCPA's bankers, including the agreement of new banking contract(s), variations, extension and other changes to existing banking agreements.
- Approve the delegated bank account signatory framework.
- Approve the TCPA's borrowing facilities.
- Ensure the TCPA's assets are protected including the maintenance of adequate insurance cover.
- Receive standard financial performance reports, including reports on income and expenditure, financial position, balance sheet and cash flows, with associated written commentary on the key issues.
- Scrutinise bi-monthly financial reports to ensure that expenditure is in accordance with approved budgets and actions are agreed to minimise the risk of any significant variations.
- Approve all budget virements.
- Approve capital expenditure and major revenue expenditure following scrutiny of a full business case.
- Receive an annual investment report, pensions report and reserves policy report.
- Approve any contract not authorised by relevant delegated authorities, contained within an approved budget or through the provision of external funding.

### Strategy and Policy

- Establish a framework and delegated authority for approving strategies and policies which will apply across the TCPA.
- Approve corporate policies reserved for Board approval listed below:
  - Governance Handbook and Employee Handbook including Corporate and HR Policies
  - Investment Policy, which includes 'appetite for risk' ([section 12](#))

- Reserves Policy ([section 12](#)).

## Performance

- Monitor the TCPA's performance in relation to achievement of its business plan objectives, achievement of budget, effectiveness of risk management and mitigation procedures, robustness of internal controls, improvements against key performance indicators and implementation of Board decisions.
- Receive bi-monthly progress reports against business plan objectives.

## Appointment of Executives and Remuneration

- Appoint (and, if necessary, dismiss) the chief executive and approve their salary, benefits and terms of employment.
- Appoint an acting chief executive in the prolonged absence of the chief executive and determine the recruitment procedure.
- Approve staff pension arrangements and any significant changes to those arrangements.

## k. Composition of the Board

The Board must be effective in the strategic leadership and control of the organisation and act wholly in its best interest. All members of the Board share the same legal status and have equal responsibility. Each must act only in the interests of the organisation and not on behalf of or representing any constituency or interest group. Board members must ensure that the interests of the organisation are placed before any personal interests, whether commercial or otherwise.

The Board may appoint any eligible person to be a Trustee:

- to fill a casual vacancy, or
- by way of addition to the Board
- provided that the maximum of Trustees (15) is not exceeded.

Any Trustee (other than the ex-officio member) so appointed shall stay in office until the next Annual General meeting and shall then be eligible for re-election. (Clause 39).

## I. Board appraisal and effectiveness, skills, succession

**Appraisal and effectiveness:** Collective Board (and Policy Council) appraisal will normally be undertaken annually with outcomes reported to the Board and any agreed governance improvement actions recorded in the minutes. Terms of Reference for Board and Policy Council and all non-executive Role Profiles will be reviewed annually as part of the appraisal process, and any changes approved by the Board.

**Skills:** The Board (and Policy Council) Skills Matrix and individual Board (and Policy Council) skills self-assessments against the Skills Matrix will be reviewed annually as part of the appraisal process. Any changes to the Skills Matrix will be approved by the Board.

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**Succession Planning:** The Board Chair and Company Secretary will ensure that there is a formal process for succession planning to ensure continuity of relevant skills, knowledge, experience and competencies on the Board and Policy Council.

#### m. Resignation and disqualification

**Resignation:** A Board member may resign by providing written notice to the Company Secretary.

**Disqualification:** A Trustee may be disqualified under the circumstances outlined in Clause 61 (A-G).

#### n. Decision making, voting and dissent

Normally, the Board should be able to reach a consensus decision through debate.

**Voting:** Every Board member, including the ex-officio Trustee member and appointees, shall in the event of a vote being taken be entitled to vote.

**Chair's Casting Vote:** If at any Board or Policy Council meeting a vote is called for, the Chair shall, in addition to their vote, have a casting vote in the event of a tie.

**Dissent:** Any Board member may ask for their dissent to a decision to be recorded.

**Written resolutions:** A resolution in writing signed by all Trustees shall be valid and effective immediately as if it has been passed at a duly convened and constituted meeting of the Trustee Board (Clause 56).

Decisions may be taken at Board meetings held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

## 6 POLICY COUNCIL

### 6.1 Terms of Reference

Terms of Reference have been produced to provide details of the role and responsibilities of Policy Council. A separate role profile for individual members is in [section 8](#).

Proceedings of Policy Council are covered in Clauses 55-57 and 65 in the Articles.

#### a. Role and Responsibilities

The Board may delegate to Policy Council any powers under written Terms of Reference or through the authority of a Board minute for carrying out the association's activities.

Delegated powers shall be exercised only in accordance with any written instructions given by the Board.

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Decisions and actions not included within these Terms of Reference, Financial Regulations and the Schedule of Delegated Authority should be deemed decisions for the Board. If in doubt, the advice of the Company Secretary should be sought.

Policy Council is a standing committee of the Board whose function is to advise the Trustees regarding the policy stance and initiatives to be undertaken by the Association (Articles Clause 1).

All proceedings of Policy Council and of any Task Teams or other sub-groups shall be properly recorded and reported to the Board.

Policy Council meeting minutes will be reported to the next meeting of the Trustee Board for formal noting.

#### **b. Meetings**

Policy Council shall meet at least four times a year.

#### **c. Membership**

Membership comprises (Clause 44):

- The President (ex-officio)
- The 15 Trustees (ex-officio)
- Up to 20 ordinary members of the Association, elected by the TCPA members at the AGM (Clauses 37-38 and 45-50)
- Up to nine co-optees, who may be co-opted by Policy Council

The number of Policy Council members shall not be more than 45.

Elected Policy Council members serve for up to a three year term. At the end of three years, they are required to stand for re-election should they wish to continue to serve. Should an elected Policy Council member fail to attend at least half the meetings during any year, they will be required to stand for re-election. (Clause 47B).

All Policy Council members must declare their interests on an annual basis, and throughout the year if their, or their close relatives and/or close connections, personal or professional or business interests change, or become more relevant to the business of the TCPA.

#### **d. Chair of Policy Council**

Policy Council shall be chaired by the Chair of Trustees, or in the absence of the Chair by one of the Vice Chairs. Should the Chair and Vice Chairs be unavailable, the Chair will nominate a Trustee to Chair Policy Council meetings.

#### **e. Quorum for Policy Council Meetings**



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A quorum is five members including a minimum of two Trustee members.

**f. Lead Officer**

Director of Policy

**g. Attendance**

Attendees will usually include the Chief Executive, the Lead Officer and other staff as required, including a minute taker.

Others may be invited to attend as observers with the prior consent of the Chair.

**h. Authority**

The Policy Council is a committee of the Board and therefore the Board has ultimate responsibility and clear powers to direct and if necessary, intervene in the activities of Policy Council.

**i. Functions of Policy Council**

The Board has approved the following functions:

- To debate and make recommendations to the Board on the TCPA's policies and programmes of work, in accordance with the objectives and established policies of the Association, as approved by the Board and in accordance with the charitable objectives of the Association.
- To work with the Chief Executive (to whom the Board has delegated authority to act as the Association's spokesperson), and with staff to advance and promote the objectives and policies of the TCPA; receiving reports on positions taken and responding constructively.
- Where relevant, and in the best interests of the TCPA, to appoint Task Teams to review policy issues in more depth, prepare draft policy statements, provide a forum to engage a wider community in the TCPA priority policy areas.
- To help to ensure all TCPA activity delivered to further achievement of its objectives is informed by members' up to date and expert information and knowledge.
- Where relevant, to advise the Chief Executive on appointments made of the TCPA representatives to outside organisations and to advance the TCPA's interest through such appointments.
- When requested by the Chief Executive, to consider consultations received from Government or from other bodies or organisations.
- To contribute to publications, reports, and the journal.

The Board reserves the right to recover to itself any function delegated to the Policy Council.

Policy Council must not undertake any activities which:

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- Appears to undermine or be contrary to achieving the agreed objectives of the Association
- Impacts unacceptably on the financial viability of the Association;
- Raises serious issues of legality or probity for which the Board retains ultimate responsibility.

#### **j. Policy Council appraisal and effectiveness, skills, succession**

**Appraisal and effectiveness:** Collective Policy Council appraisal will normally be undertaken annually with outcomes reported to the Board and any agreed governance improvement actions recorded in the minutes. Terms of Reference for Policy Council and all non-executive role profiles will be reviewed annually as part of the appraisal process, and any changes approved by the Board.

**Skills:** Individual Policy Council skills self-assessments will be completed soon after induction and updated at least every three years.

**Succession Planning:** The Board Chair and Company Secretary will ensure that there is a process for succession planning to ensure continuity of relevant skills, knowledge, experience and competencies on Policy Council.

#### **k. Resignation**

**Resignation:** A Policy Council member may resign by providing written notice to the Company Secretary.

#### **l. Decision making, voting and dissent**

When asked to do so, Policy Council should be able to reach a consensus recommendation through debate.

**Voting:** Every Policy Council member, including the ex-officio Trustee members and appointees, shall in the event of a vote being taken at a meeting be entitled to vote.

**Chair's Casting Vote:** If at any Policy Council meeting a vote is called for, the Chair shall, in addition to their vote, have a casting vote in the event of a tie.

**Dissent:** Any Policy Council member may ask for their dissent to a decision to be recorded.

### **7 MATTERS COMMON TO ALL BOARD AND POLICY COUNCIL MEMBERS**

#### **7.1 Role Profiles**

Each Board member and each Policy Council member will have an up to date Role Profile (see sections 8.1 and 8.6 respectively). Members should be familiar with and comply with their Role Profile, take decisions within their delegated authority, and manage and monitor risk and performance as relevant to their Terms of Reference. Collectively they should:

- Have a commitment to the agreed charitable objects and strategic objectives, as defined in the Memorandum and Articles of Association and in the annual Business Plan approved by the Board.
- Promote equality and diversity in line with the TCPA's equal opportunity policy (in the Annex to this Handbook) and the *Equality, diversity, inclusion and equity strategy: 2022 - 2026*.
- Have a good understanding of the TCPA's core activities.
- Have a good understanding of, and be capable of monitoring, as relevant to the respective Terms of Reference of the Board and the Policy Council, all of the ways in which the organisation ensures compliance with statutory and regulatory requirements.
- Monitor complaints related to their work.
- Have a diverse range of different skills, knowledge and experience that aligns with the charitable objects and strategic objectives.

Role Profiles for Trustees and PC Members can be found in [section 8](#).

## 7.2 Board Member and Policy Council Member Appointment Letter

No Board or Policy Council member may act until they have signed their Appointment Letter confirming they will meet their obligations (including the expected standards of conduct).

The Appointment Letter will normally cover the period of appointment, expected time commitment, role and duties, outside interests, confidentiality and review, as well as data protection, equality, health and safety, insurance and other matters.

## 7.3 Board Member and Policy Council Member Induction

All new Board Members and Policy Council Members are expected to attend an induction session, and to read the documents provided to them which will provide information on the TCPA's charitable objects and strategic objectives, governance, conduct and compliance arrangements, key strategies, policies and procedures, delegation arrangements, internal control frameworks, as well as the governance and staffing structures.

## 7.4 Board Member and Policy Council Member leave of absence

Any Board member or Policy Council member who has a valid reason for absenting themselves from meetings may seek a leave of absence. This is a matter for the Chair of Trustees, who may consult with the Company Secretary. Normally a leave of absence will not be granted for any period over three months and any leave of absence will not change the length of time a person can serve in their role for.

# 8 ROLE PROFILES

## 8.1 Trustee role profile

Trustees are responsible for the overall governance and strategic direction of the TCPA; its financial health, and the probity of all its activities. Trustees are also responsible for developing the aims, objectives and goals of the organisation in accordance with its Memorandum and Articles of Association, legal and regulatory requirements and liabilities under law.

TCPA is an incorporated charity (both a registered charity and a company limited by guarantee). Trustee liability for any contractual obligations of the TCPA is limited to £1.

**Trustees are company directors** and, as such, need to be aware that they are personally subject to statutory duties codified in the Companies Act 2006. The seven general duties of directors are:

- To act within powers in accordance with the company's constitution and to use those powers only for the purpose for which they were conferred
- To promote the success of the company for the benefit of its members
- To exercise independent judgement
- To exercise reasonable care, skill and diligence
- To avoid conflicts of interest
- Not to accept benefits from third parties
- To declare an interest in a proposed transaction or arrangement as required.

**Trustees are also charitable Trustees** and have an over-riding duty to advance the objects of the charity. In doing so, they have seven primary responsibilities, to:

- Be responsible for the proper administration of the charity, including keeping accounts
- Accept ultimate responsibility for everything the charity does
- Act reasonably and prudently in all matters relating to the charity
- Safeguard and protect the assets of the charity
- Act personally and collectively, and with due respect to the duty of care
- Act in the best interests of the charity
- Avoid any conflict between their personal interests and those of the charity.

It must be noted that some people are disqualified by law from acting as Trustees including:

- Anyone who has an unspent conviction for an offence involving deception or dishonesty.
- Anyone who is an undischarged bankrupt.
- Anyone who has been removed from trusteeship of a charity by the Courts or Charity Commission for misconduct or mismanagement.
- Anyone who is disqualified from being a company director under the Company Directors Disqualification Act 1986.

### **Role purpose**

- a. Together with the other Trustees, to ensure that the charity acts within its objects; functions within the legal, charitable and financial requirements of a charitable organisation and strives to achieve best practice.
  - b. To agree the Association's strategy, to monitor progress towards achieving strategic goals and to ensure that it pursues its objectives in keeping with that strategy.
  - c. To monitor performance against agreed targets in line with the Association's annual business plan.
  - d. To act in the best interests of the charity and its beneficiaries at all times.
  - e. To ensure the effective and efficient administration of the TCPA, ensuring the financial stability of the organisation and the proper investment of any funds managed on its behalf.
  - f. To use any specific skills, knowledge and experience to help the Board of Trustees reach sound decisions (this will include the scrutiny of proposals, leading and initiating discussions,
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providing advice or guidance on new initiatives and utilising any specialist expertise and experience).

- g. To chair and/or attend bodies given delegated authority by the Board.

### **Duties of Trustees of the TCPA**

These include:

#### **h. Ensuring the TCPA operates in an effective, responsible and accountable manner**

- Approve an annual budget and ensure the annual preparation of accounts and the report of directors to be audited annually in accordance with current legislation.
- Make decisions and approve policies and procedures, if applicable, required by law, or which might create significant financial risk to the organisation, or which raise material issues of principle.
- Ensure there are policies covering all major aspects of the organisation and for dealing responsibly with fraud, bribery, conduct and conflict of interest.
- Ensure that the organisation promotes diversity and equality as positive values in its policies and practice.
- Establish and oversee a framework of delegation and systems of control. Delegate, when appropriate, specific activities with clear instructions about what has been delegated, to whom, for how long and the reporting lines of communication.
- Regularly review risks to which the organisation is subject and take appropriate action to mitigate risk based on the reviews.
- Ensure that the organisation remains financially viable and that all funds are allocated wisely, used only in furtherance of the organisation's objects, are used in accordance with the law and accounting requirements,

#### **i. Safeguarding and promoting the TCPA by determining its strategy and structure**

- Ensure that there is clarity about why the organisation exists, what it stands for, and how it will deliver its charitable objects.
- Set the strategic direction of the organisation.
- Approve an annual business plan that reflects the TCPA's charitable objects and objectives.
- Ensure the TCPA has appropriate organisational and governance structures incorporating legal and regulatory frameworks.
- Ensure decisions relating to these responsibilities are made in the best interests of the organisation and its beneficiaries.
- Regularly review and update the TCPA's objectives to keep them fit for purpose.

## j. Ensuring the effective functioning of the Board of Trustees

- Ensure the composition of the Board reflects the community and the membership it serves, and the structure is in accordance with the organisation's Memorandum and Articles of Association.
- Ensure the Board has a range of skills and experience on which to draw in order to help the organisation progress and fulfill its objects. This should include undertaking appropriate succession planning for key roles on the Board.
- Ensure clear and prompt lines of communication within the Board, and between the Board, Policy Council and staff.
- Ensure that conflicts of interest including matters relating to any benefits for Trustees are recognised, declared and handled in accordance with the law and TCPA policy and procedures.
- Act in a manner agreed by the Board and reflecting TCPA values and aims when representing the Board.
- Ensure that mechanisms are in place for regular:
  - Reviews of the Board's performance, and
  - Individual Trustee appraisals.

### 8.2 Chair of the Board of the TCPA and Chair of Policy Council (Supplementary to Trustee role profile)

To lead the Board in ensuring that it fulfils its responsibilities for the governance of the organisation by ensuring that the organisation acts in accordance with its Memorandum and Articles of Association and by managing its activities.

To ensure the Board sets the strategy of the organisation, informed by the Policy Council, Chief Executive, senior staff and other stakeholders including the financial strategy of the organisation and ensure these are adhered to.

To work with the Chief Executive helping him or her to advance the objects and strategic objectives of the organisation. This includes supporting them to ensure that appropriate resources (personnel, financial, material) are secured to achieve this.

To review the composition of the Board and its members, and to recommend actions to remedy any weaknesses and to support succession planning. To encourage and guide the Board in co-opting and appointing Trustees with specific, relevant expertise and to support new Trustees as part of their induction.

With the Chief Executive as company secretary, develop appropriate and relevant agendas for meetings, ensuring all matters requiring Trustees review are discussed.

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To chair meetings of the Board and Policy Council, ensuring that they function effectively and carry out their duties. Ensure that appropriate standards of behaviour are maintained in accordance with the Code of Conduct. Ensure that the views of all Trustees are sought before important decisions are taken.

To lead on the annual review of effectiveness of the Board and Policy Council.

To support, monitor and annually appraise the work of the Chief Executive and to establish and chair a Committee (of at least two Board members) which will be responsible for appointing, managing, reviewing, disciplining and dismissing the Chief Executive as may be necessary, including conducting an annual salary review, reporting all actions to Board as soon as possible. The appointment or dismissal of the Chief Executive shall be subject to approval by the Board. The Chair of the Board may act alone to suspend the Chief Executive where urgent action is required due to gross misconduct. The Chair is responsible for ensuring the Chief Executive is replaced in a timely and orderly fashion.

To ensure the Board delegates sufficient authority to the Chair, Honorary Treasurer, Policy Council, Chief Executive and other senior staff to enable the business of the Association to be carried on effectively between Board meetings; and also to ensure that the Board monitors the use of these delegated powers.

To take decisions delegated in this way to the Chair, in consultation with at least one other Board member, and with the advice of the Chief Executive.

To receive and deal with any grievances or complaints under the TCPA whistleblowing policy made to the Chair of the Board by any member of staff as provided for in TCPA contracts of employment.

To act as an ambassador for and represent the TCPA on appropriate occasions.

### **8.3 Vice chairs of the Board of the TCPA (Supplementary to the Trustee role profile)**

To undertake the responsibilities of the Chair of the Board when he/she cannot be available. The Board has up to two Vice Chairs, who shall, in the absence of the Chair, chair Board meetings and Policy Council meetings and have Chair's powers and duties to ensure the Board's business and the organisation's general meetings are conducted efficiently.

In consultation with the Chair; participate in the induction, training and development of Trustees, Policy Council members and staff.

To support the Chair in mutually agreed ways at times when the Chair's workload is heavier than normal (for example, in the absence of a Chief Executive).

To act as a 'critical friend' and 'sounding Board' for the Chair.

To fulfil any other roles as agreed by the Board and/or the Chair.

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When there is more than one Vice Chair, to agree seniority.

#### 8.4 Honorary Treasurer of the TCPA (Supplementary to the Trustee role profile)

To provide general advice on the financial affairs of the TCPA and the budgeting strategy.

To oversee the preparation of, and present budgets, accounts, management accounts and financial statements to Trustees after discussion with the external professional advisors.

To ensure on behalf of the Board that the Chief Executive is maintaining arrangements for the fulfilment of the TCPA's financial duties and, including:

- Making sure that the TCPA operates within the legal and financial guidelines set out in current legislation and its own financial regulations.
- Ensuring that adequate financial controls and systems are in place and that the organisation operates within a sound financial framework.
- Ensuring that proper accounting records are kept.
- Ensuring that adequate and appropriate audit of financial dealings is undertaken, and that the necessary financial information is presented to the Board comprehensively, accurately and clearly.
- Ensuring that the necessary financial, reserves and investment policies are kept up to date and complied with.
- Ensuring that the annual accounts are compliant with the relevant statutory requirements and charity SORP.

To advise the Board on the financial implications of its strategy and policy objectives, taking expert advice as appropriate.

To oversee the process of appointment of Auditors to the organisation.

To help ensure that the organisation has a satisfactory system for holding in trust for the beneficiaries of the charity any monies or property to ensure that where appropriate monies are invested to the greatest benefit of the organisation within the constraints of the law and ethical investment practices.

Contribute to the fundraising strategy.

#### 8.5 President of the TCPA

**Please note:** *If the President of the TCPA is not also a Trustee they will be expected to abide with the spirit of the TCPA Trustee role profile as appropriate.*

To chair General Meetings of the TCPA.

To receive and deal with any grievances or complaints under the TCPA whistleblowing policy by any member of staff as provided for in the TCPA contracts of employment.

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To act as an ambassador for and represent the TCPA on appropriate occasions.

### **8.6 Policy Council member role profile**

Policy Council members are responsible to Trustees and must support the overall governance and strategic direction of the TCPA and the probity of all its activities.

The TCPA is an incorporated charity (both a registered charity and a company limited by guarantee).

Policy Council is constituted as a sub-committee of the Trustee Board, as set out in the TCPA's Articles of Association.

Policy Council members must:

#### **a. Safeguard and promote the charitable objectives of the TCPA and support delivery of the TCPA Business Plan**

Ensure that they are clear about why the organisation exists, what it stands for, and that they promote the organisation and the delivery of its charitable objects.

Ensure that the work of Policy Council, under delegated authority, furthers the best interests of the organisation and its beneficiaries.

Ensure that the organisation is not unduly influenced by external organisations or individuals.

Support Trustees in delivering the annual business plan approved by Trustees, that reflects its strategic objectives.

Contribute to a programme of policy-related activities which continually builds upon, and makes good use of, the organisation's resources.

#### **b. To ensure the TCPA operates in an effective, responsible and accountable manner**

Support Trustees in ensuring that the organisation promotes diversity and equality as positive values in its policies and practice.

Understand the framework of delegation to Policy Council and the TCPA's systems of control.

Be aware of the reputational risks to which the organisation is subject and support appropriate actions to mitigate those risks.

Identify opportunities and areas of improvement that may benefit the organisation and its beneficiaries, and report to Trustees as required.

#### **c. To ensure the effective functioning of Policy Council**

In undertaking their duties, Policy Council members should:

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- Act personally and collectively, and with due respect to the duty of care
- Act in the best interests of the charity
- Avoid any conflict between their personal interests and those of the charity.

Ensure the Policy Council Terms of Reference and Policy Council Member Role Profile is reviewed as a minimum every three years and make recommendations to Trustees for any amendments.

Ensure the Policy Council has a range of skills and experience on which to draw in order to help the organisation progress and fulfill its objects. Consider the use of co-option to ensure the composition of Policy Council reflects the membership it serves, and the structure is in accordance with the organisation's Memorandum and Articles of Association.

Ensure the conduct of individual Policy Council members, the Policy Council and its meetings, are in accordance with the law, the Memorandum and Articles of Association and generally accepted standards of behaviour.

Ensure that conflicts of interest including matters relating to any benefits for Policy Council members are recognised, declared and handled in accordance with the law.

## 8.7 Chief Executive responsibilities

The appointment, removal and remuneration of the Chief Executive is a matter for the Board (Clause 62).

### Overall purpose

Provide effective leadership and performance management of the TCPA holding executive responsibility for all its day to day operations.

Ensure that the TCPA works effectively with its members, with national and local government, with funders and other stakeholders to shape the future development of the organisation.

### Key responsibilities

The Chief Executive is accountable to the board of trustees for leading and developing the TCPA's strategy and business plan. The Chief Executive will be hands-on across a variety of activities especially with regard to leading fundraising programmes. This requires an entrepreneurial mind-set to seize opportunities and turn them into commercial realities.

### Key tasks

To build valuable sustainable relationships with a diverse group of stakeholders. The Chief Executive will enhance the TCPA's profile by acting as the public figurehead and ensuring that our voice is heard at the highest, and most appropriate, levels of government, government agencies and academia, whilst also engaging and developing relationships with students and members of different lay communities.

To ensure the continued financial stability of the TCPA by building a pipeline of deliverables through contracts/sponsorship within the private sector, responding to government tenders and developing new income streams and initiatives. To be successful you will need to have an entrepreneurial flair and a disciplined approach to closing commercial opportunities.

To work with a supportive and active Board of Trustees, to maintain effective and robust business planning, performance monitoring, governance and risk management processes.

To prioritise opportunities and lead the TCPA to fulfil our commitments on time and to budget as well as executing deliverables to the highest quality.

To ensure compliance with all legal requirements including the Charities Commission and Companies House as well as requirements of funders.

To work closely and collaboratively with the Chair and Trustees as well as the staff team.

## 8.8 The Company Secretary

The TCPA must at all times have a Company Secretary. The appointment and removal of the Company Secretary is a matter for the Board. The Board may also choose to appoint a Deputy Company Secretary (Clause 63). The Secretary is for the time being, normally the Chief Executive.

The post-holder will have clear accountability to the Board, to advise on compliance with the Memorandum and Articles of Association and other statutory and regulatory requirements (Companies House and the Charity Commission) particularly as relating to their position as Trustees/Directors.

The Secretary shall:

- summon and attend all meetings of the TCPA Trustee Board and all general meetings (AGMs and EGMs).
- keep the Seal of the Association (Clause 64).
- be responsible for the safe-keeping of the minutes of all AGMs/EGMs, Trustee Board and Policy Council meetings.
- keep the registers.
- be responsible for ensuring the Association complies with its Memorandum and Articles of Association.
- make the statutory and regulatory returns.

## 9 GOVERNANCE HOUSEKEEPING

### 9.1 Trustee Board and Policy Council Meeting Calendar

Four months in advance of the start of each financial year (September) a schedule of all Board and Policy Council meetings will be prepared by the Company Secretary and approved by the Board.

**The Board:** The Board will meet at least four times each year (Clause 51). Currently, the Board normally meets six times a year. Seven days' notice will be given by the Company Secretary of all Board meetings.

**Policy Council:** The Policy Council will meet at least four times each year (Clause 44D). Seven days' notice will be given by the Company Secretary of all Policy Council meetings.

Any additional or rescheduled Board or Policy Council meeting may be convened with seven days' notice by the Company Secretary, at the request of the Board, or the Chair.

**Trustee Board Strategy Meetings:** One board meeting is currently used as a board strategy meeting. This is an opportunity for trustees to spend time together discussing and debating the TCPA's mission, vision and values, business plan objectives, governance, risk, performance and undertaking collective learning and development activities. The Board may ask the Company Secretary to arrange an external facilitator for all or part of such events. The event may be held 'offsite'. Some staff may be invited to attend. The event might include a visit to a local development or scheme or project. And might involve an overnight stay.

**Trustee Board and Policy Council Joint Strategy Meetings:** From time to time the Trustee Board and Policy Council may meet together to spend time together discussing and debating the TCPA's business plan objectives, governance, risk, performance and undertaking collective learning and development activities.

**Meetings location:** The venue for Board and Policy Council meetings will normally be the TCPA's Office in London.

Any change of location will be advised to members and others in attendance by the Company Secretary at least seven days in advance of the meeting.

## 9.2 Documents for Board and Policy Council Meetings

**Agendas:** The Company Secretary and the Chair of the meeting are responsible for ensuring agendas are produced that include all necessary items, identify documents for decision, risk and performance management, and items for discussion/noting/information only.

**Late or tabled documents:** will be discussed at a meeting only in exceptional circumstances and with the prior approval of the Board or Policy Council Chair.

**Minutes:** will clearly record decisions taken, the main reasons for the decisions, the challenges raised, and must record all future actions requested by the Board or Policy Council (who is to do what, by when, reporting back how).

Named members of staff and/or external professional advisors and/or Trustees/Policy Council members will be responsible for completing actions assigned to them in the minutes in the agreed timescale.

Minutes must also clearly record any new delegations of authority from the Trustee Board.

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Minutes of Policy Council meetings should provide assurance to the Board that functions which have been delegated under Terms of Reference or in any other way by the Board have been completed.

**Confidential documents and minutes:** All Board and Policy Council members must handle confidential information in accordance with the law and the TCPA's Codes of Conduct. Confidential documents will be circulated at the discretion of the Chair and Company Secretary. Separate confidential minutes will be produced by the Company Secretary for signing by the Chair, when required.

### 9.3 Conduct of Board and Policy Council Meetings

Board and Policy Council meetings will not normally exceed two hours in length.

The Company Secretary will circulate the draft agenda for all meetings to the relevant Chair, which will be responsible for ensuring all the appropriate documents are prepared, to a consistently high standard, and on time, for issue.

Normally, documents for all Board and Policy Council meetings will be despatched seven calendar days prior to the date of the meeting. All Board and Policy Council members receive their documents as PDF's attached to an email, and hard copies are also provided on request.

### 9.4 Conduct of members in meetings

Members and others in attendance must show respect for all and comply with the Code of Conduct. Members will be courteous to all other attendees and respect the position of the Chair.

Members should always direct contributions to a meeting through the Chair. Members should conduct themselves in a manner that does not obstruct the business of the meeting or call into question the status of the Chair.

Members must not use threatening or aggressive behaviour, or act in a disruptive way.

Once a Board or Policy Council meeting has properly reached a decision or a recommendation, all members must share responsibility for that decision, even when they have not supported it.

Any member who persistently disregards the ruling of the Chair may be asked by the Chair to leave the meeting.

### 9.5 Attendance at Board and Policy Council Meetings

Board and Policy Council members are expected to attend as many meetings as they can during the year. Where a Board or Policy Council member cannot attend a meeting, they should normally offer their apologies at least three days in advance of the meeting, to the Company Secretary.

Board and Policy Council members should read their documents at least three days before meetings, submitting requests for clarification to document authors in good time before the meeting.

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Board and Policy Council members who are unable to attend a meeting should submit any questions they may have, or comments of a more general nature to the Chair of the meeting and the Company Secretary at least three days advance of the meeting.

Board and Policy Council member attendance at meetings will be monitored and reported to the Board on an annual basis.

#### **9.6 Staff attendance at Board and Policy Council meetings**

The Chief Executive and members of the Management Team will normally be in attendance at Board and Policy Council meetings.

Other staff members may be invited to attend Board and Policy Council meetings and contribute to the debate.

Minutes of Board meetings will normally be taken by the PA to the Chief Executive.

Minutes of Policy Council meetings will be taken by a member of staff.

#### **9.7 Attendance at Board and Policy Council meetings by external professional advisors**

The TCPA's accountants attend every meeting of the Board. The TCPA's auditors may attend the Board meeting once a year at which members sign off the audited financial statements for the year.

Attendance at Board or Policy Council meetings by any other external professional advisor should be notified to the Chair and the Company Secretary at least three days before the meeting.

#### **9.8 Attendance at Board and Policy Council meetings by others**

Board and Policy Council meetings are not held in public. Attendance by others, including observers, is at the discretion of the Chair and Company Secretary. Whether observers are invited to participate in meetings is a matter for the Chair, and any agreed level of participation should be agreed and advised to the observer by the Company Secretary before the meeting.

#### **9.9 Reporting to the Board**

The working draft minutes of Board and Policy Council meetings will be circulated by the Company Secretary to the relevant Chair for agreement as promptly as possible following the meeting date (with a target set of five working days), and minutes will be issued in draft to all members, and to others (including those who may not have been in attendance) with action points arising from the minutes shortly after that. The Company Secretary will circulate the draft minutes to the Executive Team and other staff as appropriate.

Any inaccuracies or other comments on the draft minutes of Board and Policy Council minutes should be advised to the Company Secretary as soon as possible and before the papers for the next Board or Policy Council meeting are issued, to enable a 'clean' set of minutes to be available for signing by the Chair at the meeting.

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Minutes will be formally circulated to Board (Board and Policy Council minutes) and Policy Council (Policy Council minutes) members with the papers for the next Board or Policy Council meeting.

#### **9.10 Audit and archiving**

Board and Policy Council agendas and documents will be kept for a minimum of seven years after the date of the meeting. Paper copies of the signed minutes of all Board and Policy Council meetings will be kept in perpetuity and will be held by the Company Secretary, securely in a fire-proof safe.

### **10 CONDUCT AND PROBITY**

Board and Policy Council membership entails a particular responsibility to avoid any suggestion of impropriety. Matters such as conflicts of interest, or acceptance of gifts or hospitality, are particularly sensitive.

Every Board and Policy Council Member shall act at all times in accordance with the:

- Memorandum and Articles of Association;
- Governance Handbook, which includes the Financial Regulations and Scheme of Delegation;
- Their Appointment Letter, including the Code of Conduct; and
- Other probity policies and procedures in the Annex to the Governance Handbook.

#### **10.1 Declarations of interest, hospitality and entertainment, gifts and small benefits**

All Trustees (Clause 59), Policy Council members and staff are required to make an annual declaration of interest, and to update their declaration during the year if their circumstances change.

All Trustees are required to respond to other requests from the Company Secretary for information required to complete other statutory and regulatory returns.

Where conflicts of personal interest arise in Board or Policy Council meetings these must be recorded in the minutes and, if material, the individual concerned must be excluded from the discussion or decision. Any discretion exercised by the Chair of the meeting should be recorded in the minutes.

In the case of a fundamental or ongoing material conflict the Board or Policy Council must consider and determine whether the person concerned should cease to be a Trustee or Policy Council member.

Declarations of interest, hospitality and entertainment offered, accepted and declined and gifts / small benefits received should be made as soon as they occur, and registers will be kept up to date, by the Company Secretary.

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## 10.2 Registers

The Declarations of Interests, Hospitality and Gifts, Bribery, Fraud, Money-Laundering, Tax Evasion; Whistleblowing, Subject Access Requests, Use of the Seal and Contracts Registers will be inspected and signed off by the Chair once a year.

## 10.3 Social media

Trustees and Policy Council members should think carefully about the way they present themselves personally on social media. As leaders, anything they say could be considered as being linked to the organisation. Trustees and PC members should always be clear that the views expressed are their own and are not representative of the TCPA. Trustees and Policy Council members should also refrain from publishing anything received in confidence and avoid bringing the TCPA into disrepute.

Whether deliberate or inadvertent, improper or inappropriate use of social media by Trustees and Policy Council members could result in:

- Unauthorised disclosure of confidential and/or proprietary information
- Infringement of third-party intellectual property rights
- Liability for discriminatory or defamatory comments
- Reputational damage.

## 11 URGENCY PROCEDURES

Urgent decisions between Board meetings will always be taken in accordance with formally recorded, predetermined arrangements.

### 11.1 Written resolutions

Clause 34 permits the use of written resolutions between general meetings and Board meetings provided the correct process is followed. Any decision taken by written resolution is as valid and effective as if it had been passed at a properly called and constituted general meeting or meeting of the Board.

Decisions taken using written resolutions must be reported to the next Board meeting and recorded in the minutes of that meeting.

Written resolutions cannot be used to remove a Trustee or the auditors.

### 11.2 Chair's action procedure

Generally, this procedure will be used if the matter concerns a decision which is outside the delegated authority of staff or represents a one-off exception to a policy or procedure. Wherever possible, a request for Chair's action will be initiated by a written report from the Chief Executive (or in their absence another member of the Management Team) to the Board Chair. The report will set out the issue that needs to be considered and why it cannot be dealt with through a normal Board meeting.

The Chair will consider and decide whether the issue can be dealt with without recourse to calling a supplementary Board meeting. Providing that in the opinion of the Chair, the matter



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does not require a Board meeting to be called, the Chair will approve or refuse the requested action. In reaching a decision, the Chair may refer to other non-executive members or staff or external professional advisors for advice or guidance.

The Chair's decision will be recorded in writing and the original report requesting Chair's action, and the decision will be submitted to the next meeting of the Board, where it will be recorded in the minutes.

In the absence of the Chair of the Board the Vice Chairs are authorised to act.

## **12 FINANCIAL REGULATIONS**

The TCPA Financial Regulations require checks by a minimum of three separate people before any monies are paid on any item and are intended to provide safe and efficient procedures. They apply to all the TCPA held accounts and bank accounts.

### **12.1 Annual Budget Preparation, Approval and Monitoring**

The Chief Executive will work with the Treasurer and the financial consultant to draft an annual budget, which accompanies the draft Business Plan, each year for consideration at the November Board meeting. The budget should be formally agreed at that meeting ready for implementation from January.

Management accounts are prepared by the Chief Executive and the financial consultant on a monthly basis. These should be sent on to the Chair and Treasurer and any issues or concerns discussed.

Every two months the management accounts for the previous month are reported to the whole Board. This report sits alongside the Chief Executive's business report and the live risk register. Any risks or concerns must be reported to the Board of Trustees as part of those reports.

### **12.2 Project Management and Issuing Invoices**

Once the annual budget has been approved, project managers and all staff should be aware of their relevant budgets, set out with the accounts as regularly circulated to all staff and Trustees.

Project managers must maintain income and expenditure within budgeted levels.

The Chief Executive must be informed of all fundraising requests before they are submitted.

Invoices issued by the TCPA will be prepared by the Membership Officer or financial consultants and for all project invoices a copy should be saved in the relevant folder.

### **12.3 Contracts and Orders for Goods and Services**

Only the Chief Executive may sign contracts on behalf of the TCPA.

With the exception of orders for regular office supplies and other items under £500 that are made within budget provision, all orders including for items already in the budget should be approved by a member of the Management Team as relevant. In all cases expenditure over

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£1,000 and any expenditure not already within the budget must be authorised by the Chief Executive.

The project folder reference and manager's initials should be given as an order reference number where required.

Contracts for employment are signed by the Chief Executive (and by the employee) and reported to the Board. They are checked by book-keeping staff (currently LFF) prior to any payment being issued.

#### **12.4 Checking and Authorising Invoices for Payment**

Invoices for payment by the TCPA must be stamped with the received date and with the invoices stamp.

The 'Checked By' box must be initialled by the staff member responsible for the order or by any member of staff who has checked the goods/services received are as ordered.

The Chief Executive must have authorised any invoice for payment by initials in the 'Authorised By' box before any payment may be made.

The TCPA accountant must then perform a final check in preparing payment confirmed by their initials on the invoice or their signature on a cheque.

No payment may be made without being authorised by the Chief Executive. The Chief Executive may delegate this authority for certain areas of expenditure to a named member of staff or consultant, but this authority may be withdrawn at any time by the Chief Executive.

#### **12.5 Cheques and Bank Instructions**

Approved bank account signatories will be determined by formal resolution of the Board; usually the Chief Executive, the Honorary Treasurer and up to three senior accounts staff/consultants.

Any cheques and any instructions to the bank (including Direct Debit, Standing Order, Bank Transfer and BACS orders) for payments over £500 must bear at least two approved signatures (any two signatures).

Cheques or orders for under £500 may be signed by any one approved signatory but the invoice must have been properly checked and authorised for payment.

Passwords for electronic instructions to the bank will be held by approved signatories only.

#### **12.6 Petty Cash**

Petty cash will be managed by the Membership Officer who will hold the key.

Use of petty cash should be minimised through staff credit cards and expenses claims. It is expected that petty cash claims should also be relatively small and generally up to a maximum of £30. Larger claims should be submitted as expense claims.

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The petty cash float will be a maximum of £250 (the insured amount).

A petty cash reconciliation will be prepared monthly and sent to the accountants. It will also be made available to the Chief Executive. Any discrepancy of £10 or over will be raised with the accountant and the Chief Executive at the earliest opportunity.

## 12.7 Travel and Expense Claims

Expense claims whether from Trustees, Policy Council members, staff or volunteers must be supported with receipts and submitted using the appropriate form.

Expense claims should usually be submitted shortly after the expense has been incurred.

Public transport should be used wherever practical.

Short haul air travel should be avoided wherever possible.

It is TCPA policy to only pay for standard class travel.

The mileage rate for driving your own car on TCPA business is 45p per mile<sup>1</sup>.

## 12.8 Procurement Policy

The TCPA is a charitable company. It is not required to comply with public procurement legislation.

The TCPA's policy on procurement of goods and services is as follows:

- For contracts above the value of £10,000 three written quotations will be obtained and reviewed by the Chief Executive who will make a report to the Board of Trustees.
- For contracts for the award of goods and services over the value of £150,000 the TCPA will follow public procurement regulations as if they applied to the TCPA, as referred to above.
- Public procurement regulations would exempt much of the TCPA's contracted work since these are frequently for the supply of research and development services in the public interest.
- The Chair of the Board and the Treasurer will decide whether to apply the above procedures for research and development contracts over £150,000 in value on a case by case basis.

## 12.9 Reserves Policy [reviewed by the Board March 2025]

The TCPA's policy on reserves recognises the uncertainty of a proportion of the Association's income and its relatively set and predictable operating costs. To support the charity's resilience, therefore, the Association should maintain reserves that provide between six to 12 months' core running costs of the charity based on year-on-year expenditure.

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<sup>1</sup> HMRC guidelines are 45p per business mile 2017 to 2018 <https://www.gov.uk/guidance/rates-and-thresholds-foremployers-2017-to-2018#employee-vehicles-mileage-allowance-payments-maps>

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The policy also recognises the need to establish and maintain two specific designated funds to support the medium to long term operation of the charity.

The first is to maintain the TCPA Legacy Reserve Fund, as required in the Articles of Association, such that the interest earned by the fund shall be disbursed primarily to further the objectives of the TCPA as agreed by the Board. The capital sum within this fund shall be maintained for the long-term security of the Association and only be released through the agreement of a General Meeting.

The second is to set aside a Redecoration and Maintenance Fund sufficient to meet cyclical requirements for internal and external redecoration, based on historical spend and the requirements of our lease.

The Board of Trustees has reviewed the risks to which the Association is exposed through regular consideration of the Risk Register. They consider that the major risks are financial in nature, and the reserves policy set out above has been adopted in order to mitigate them.

## **12.10 Investment Policy [reviewed by the Board March 2025]**

The TCPA has an annual income from membership, sponsorship, grants and other forms of fundraising of around £1m. Annual expenditure is a similar level. The charity does not regularly receive legacies but has received income from this source in 2024 and is expected to again in 2025. The charity's reserve's policy is to hold between six and twelve months' core running costs of the charity.

The charity's governing documents require the establishment and maintenance of a Legacy Reserve Fund. The documents state it should be managed so that the interest earned by the Fund shall be disbursed to further the objectives of the TCPA. A 75% majority of votes of those present at a General Meeting of the Association is required to withdraw any capital. Monies 'as agreed by the Board' should be invested in this fund.

The charity currently has a Legacy Reserve Fund and as of 31 December 2024, it has a balance of £87,000.

### **a. Investment objectives**

The TCPA seeks to secure the best financial return within an acceptable level of risk.

The investment objective for the long-term reserves is to provide protection against the effects of inflation over the long term whilst generating an income to support the on-going activities of the Association. As well as this being undertaken within an acceptable level of risk, ethical considerations must also be taken into account.

The objective for short term reserves is to preserve the capital value with a minimum level of risk and be readily available to meet unanticipated cash flow requirements.

### **b. Risk**

**Attitude to risk** - The main risk to the long-term reserves is inflation, and the assets should be invested to mitigate this risk over the long term. The Trustees understand that if assets are invested then the capital value will fluctuate.

The short-term reserves are held to provide financial security, and may be required at short notice. As such, investment of these assets will be focused on minimising the risk of volatility.

**Assets** - The Association's assets can be invested widely and should be diversified by asset class. Asset classes could include cash, bonds, equities, and other assets that are deemed suitable for the charity. A suitable asset allocation strategy for the reserves should be agreed with the investment manager.

**Currency** - The base currency of the investment portfolio is Sterling and all short-term reserves should be held in that currency.

The charity's cash balances should be deposited with institutions with a minimum rating of A or above by either Standard & Poor or Moody or invested in a diversified money market fund.

Deposits should be spread by counterparty, subject to a maximum exposure of 25% of the total cash balance per institution excluding the main bankers of the charity (which are currently Bank of Scotland and CAF Bank).

### c. Liquidity requirements

In light of the requirement that money within the Legacy Reserve Fund [ie long term investments set out in section 5.1] can only be withdrawn through agreement at a General Meeting, the Trustees expect to keep the long-term reserves in investments that can be liquidated within one year.

All of the short-term reserves should be accessible within three months to cover any unexpected cash flow needs.

### d. Time horizon

The Association has divided its reserves into those expected to be held for a long term time horizon and those that may be needed in the short term.

**Long-term investments (Over three years)** - To maximise the total return, having regard to any risk parameters set (including the ethical investment policy set out in section 6). Assets may include equities, diversified funds and bonds with longer maturities.

**Medium term investments (One to three years)** - To preserve capital while generating a return higher than cash on a rolling 12-month basis. This may include short-term bonds, fixed deposits, or structured products with a maturity of one to three years.

**Cash and short term investments (less than one year)** - To maintain liquidity and capital security while earning a return above risk-free cash. Assets may include high-yield savings accounts, money market funds, and 90-day fixed deposits.

#### e. Ethical investment policy

The Association is clear that its investments must not conflict with its aims. The primary ethical consideration will be therefore to identify any obvious conflicts of interest between its objectives and the objectives/activities of any company whose shares may be acquired **directly** for the purpose of investment.

If there is a significant contradiction between the policies or activities of a specific company or investment sector and the TCPA's objectives, then the Trustees may decide it is appropriate to instruct the relevant investment managers to avoid direct investment in that company or sector.

- Companies where we will have real concerns would include, but is not limited to:
- Companies with a reputation for damaging the environment, including in relation to the extraction of fossil fuels
- Companies whose products or services could clearly damage our environment.

In instructing and working with investment managers the Association will be clear that investment should take into consideration the Association's vision and mission.

The Association accepts that it cannot apply these criteria to investments in pooled vehicles.

#### f. Management, reporting and monitoring

The Association will use a professional investment management entity, which may include a firm or pre-screened passive investment funds, to manage the assets on an execution basis, in line with this investment policy. The Association will also nominate a list of authorised signatories, two of which are required to sign instructions to the investment manager.

The Honorary Treasurer has lead responsibility for agreeing strategy and monitoring the investment assets.

The manager will provide the following information on a quarterly basis: valuation of investments, transaction report, cash reconciliation, performance analysis and commentary. This will be provided to the Chief Executive and shared with the Honorary Treasurer and Chair of the Board. The Board of Trustees will review the information provided by the investment manager at least once per year.

Performance of the long-term reserves will be measured against inflation and agreed market indices. The level of capital volatility will be monitored to ensure the risk profile remains appropriate for the Association.

## 13 SCHEME OF DELEGATION

### 13.1 Delegation Agreement to the Chief Executive

In order to exercise efficient and effective management the Chief Executive may delegate authority further to other members of the Management Team and other staff in accordance with the relevant job descriptions and areas of responsibility.

Nothing within this Scheme of Delegation shall prevent the Chief Executive or any Management Team member taking urgent action as permitted by the Memorandum and Articles of Association and Governance Handbook to safeguard the interests and assets of the TCPA. Any such urgent action shall be taken wherever possible in consultation with the Chair and the Treasurer and shall be reported as soon as possible to the Board.

The Board of Trustees agrees to delegate the following to the Chief Executive.

- To be able to comment on behalf of the TCPA on planning matters to:
  - The media;
  - Central government and local government, including planning authorities; and
  - Any other appropriate person or agency.
  
- To have appropriate contact on behalf of the TCPA with:
  - Funding bodies;
  - The Charity Commission;
  - Companies House; and
  - Any other appropriate person or agency.

To allocate, incur and monitor expenditure in accordance with the agreed budget (including the appointment of consultants), and unbudgeted expenditure up to £8,000, subject to unbudgeted expenditure not exceeding £20,000 in any quarter, without prior agreement of the Board. Unbudgeted expenditure should be reported retrospectively to the Chair or Treasurer.

To allocate, incur and monitor expenditure on any item of any amount previously reported in writing to the Board, unless the Board resolve the expenditure should not go ahead.

To recruit staff to existing posts and any additional temporary staff (up to and including one year contracts) or contractors reporting all decisions taken to the Chair and Treasurer.

To initiate and generate income from projects which are within the general remit of the TCPA.

To undertake the day-to-day management of the organisation including the allocation of tasks to and supervision of all staff members.

To undertake any other tasks which are within the general remit and agreed objectives of the TCPA.

To delegate responsibility of day-to-day matters to a nominated member of staff in the absence of the Chief Executive.

To make recommendations on behalf of the TCPA to Government Departments on the award of honours, following consultation with the Chair and Treasurer.

In the Chief Executive's absence, he/she may delegate these responsibilities to the Director of Policy.



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**ANNEX to Governance Handbook****The TCPA's HR policies and procedures relevant to Trustees and Policy Council members**

**Please note:** elements of some of these policies and procedures apply to employees only. We have, therefore, indicated the sections relevant to Trustees and Policy Council members at the start of each policy.

**13.1 Computer use, internet, email and social media (as relevant)**

*This policy applies to anyone issued with a TCPA email address, which can include Trustees and other volunteers.*

**Computers/Internet** - You may have access to the TCPA's computers including email and access to the internet. But you must not abuse this by using these facilities for purposes unrelated to the TCPA's business. Where you have a TCPA email address, this is provided for responsible use on TCPA business and should not be used in any other way whatsoever.

**Email** - The TCPA encourages its Employees to use email and the internet at work where this can save time and expense. However, it requires that Employees follow the rules below. Serious breach of these rules could lead to dismissal.

- Employees must take care not to introduce viruses on to the system
- Employees must also ensure that they do not use libellous statements in emails or on social media sites as the TCPA could be liable for damages
- Employees must not bring the TCPA into disrepute through their actions or sabotage of the TCPA systems

**Contents of emails** - Emails that Employees intend to send should be checked carefully. Email should be treated like any other form of written communication and, as such, what is normally regarded as unacceptable in a letter is equally unacceptable in an email communication.

The use of email to send or forward messages which are defamatory, obscene or otherwise inappropriate will be treated as misconduct under the appropriate disciplinary procedure. In serious cases this could be regarded as gross misconduct and lead to dismissal. Equally, if an Employee receives an obscene or defamatory email, whether unwittingly or otherwise and from whatever source, he/she should not forward it to any other address.

Statements to avoid in emails include those criticising the TCPA's competitors or their staff, those stating that there are quality problems with goods or services of suppliers or customers, and those stating that anyone is incompetent.

**CCing** - Employees should exercise care not to copy emails automatically to all those copied in the original message to which they are replying. Doing so may result in disclosure of confidential information to the wrong person.

**Attachments** - Employees should not attach any files that may contain a virus to emails, as the TCPA could be liable to the recipient for loss suffered. Employees should exercise extreme

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care when receiving emails with attachments from third parties, particularly unidentified third parties, as these may contain viruses.

**Monitoring** - The TCPA reserves the right to monitor Employees' emails and use of the Employer IT Network, but will, where appropriate, endeavour to inform an affected Employee when this is to happen and the reasons for it. The TCPA considers the following to be valid reasons for checking an Employee's email:

- If the Employee is absent for any reason and communications must be checked for the smooth running of the business to continue;
- If the TCPA suspects that the Employee has been viewing or sending offensive or illegal material, such as material containing racist terminology or nudity (although the TCPA understands that it is possible for Employees inadvertently to receive such material and they will have the opportunity to explain if this is the case);
- If the TCPA suspects that an Employee has been using the email system to send and receive an excessive number of personal communications;
- If the TCPA suspects that the Employee is sending or receiving emails that are inappropriate or detrimental to the TCPA.

**Use of internet** - Limited personal use of the internet is permitted during your lunch break. All internet use is monitored and accessing pornographic or other unsuitable material, including auction, gambling or certain social networking sites is strictly prohibited and would be considered a serious disciplinary offence which may result in dismissal. Where personal use of the internet is a distraction away from your work tasks then you may be asked to justify the amount of time you have spent on the internet or the sites visited. Inappropriate use may lead to disciplinary action.

**Software** - Only software packages properly authorised and installed by the TCPA may be used on the TCPA equipment, you must therefore not load any unauthorised software onto the TCPA's computers. For the avoidance of doubt Employees are not permitted to bring their own software or hardware into the office.

**Social Media** - Social media sites are regularly monitored, and Employees should take care with the information that they post on such sites. Employees who post derogatory comments about the TCPA, its members, partners or colleagues could face disciplinary action which could result in dismissal. Likewise, Employees should be discreet about work comments as they may inadvertently leak information about the TCPA that a competitor might use or be in breach of copyright law.

## 13.2 Confidentiality

It is a condition of your employment or your appointment as a Trustee or Policy Council member that you have a duty of confidentiality with regards to the TCPA's business affairs. During your employment with, or time as part of the governance of, the TCPA you may find yourself in possession of sensitive information, the disclosure of which could be construed as a breach of confidentiality. You must not discuss any sensitive or confidential TCPA matter whatsoever with any outside individual or organisation including the media or internally with persons not authorised to access such information.

Any such breach of confidentiality would be deemed as gross misconduct except as permitted by any current legislation (e.g. the UK Public Interest Disclosure Act 1998) and could lead to an Employees dismissal. The re-percussions for Trustees or members of Policy Council are set out in the Governance Handbook.

Contracts of Employment for each Employee will contain a contractual clause with regard to confidentiality which will remain in place both during and after employment with the TCPA. Please also see use of Social Media section in this handbook.

### 13.3 Data Protection and Access to Information

*Not all of this policy applies to Trustees and Policy Council members. Although please note that if a Trustee were to be handling personal data, for example as part of a recruitment process, they will need to adhere to advise from the Chief Executive about its retention and so on.*

Personal data on Employees is held in accordance with the provisions of EU General Data Protection Regulation (GDPR) 2018 and Data Protection Act 2018. A data collection sheet will be used upon joining the TCPA and thereafter periodically issued to Employees to ensure that data being held is accurate. It is therefore important that Employees must notify their Line Manager immediately of all changes in the following personal information:

- Name
- Home address
- Telephone number
- Bank account details
- Examinations passed/qualifications gained
- Emergency contact(s)
- Driving licence penalties (if you are required to drive on Employer business)
- Criminal charge, caution or conviction
- Conflict, or potential conflict of interest.

In addition, by accepting employment for the purposes of the EU GDPR and Data Protection Act 2018 Employees give their consent to the holding and processing of personal data provided by them to the TCPA for all purposes relating to the performance of their employment including, but not limited to:

- Administering and maintaining HR records;
- Paying and reviewing salary and other remuneration and benefits;
- Providing and administering benefits (including if relevant, pension, or insurance);
- Undertaking performance and fitness, appraisals and reviews;
- Maintaining sickness and other absence records;
- Providing references and information to future employers, and if necessary, governmental and quasi-governmental bodies for social security and other purposes, the Inland Revenue and Contributions Agency;
- Providing information to future partner organisation or organisations with whom we may merge or transfer an undertaking to;
- Transferring information concerning you to a country or territory outside the EEA.

Trustees and Policy Council members are also asked to submit specific personal information in line with regulatory requirements (for Trustees, for example, to update our records on Companies House). In asking for this data we will be explicit about how it will be used and the data will only be used for the stated purpose.

Please also see the separate TCPA Data Protection Handbook.

#### 13.4 Equal Opportunity, Discrimination, Harassment and Bullying

*The whole of this policy applies to Trustees and Policy Council members, unless otherwise stated. Trustees and Policy Council members should also read and seek to implement the Association's Equality, diversity, inclusion and equity strategy.*

**The Law** - The Equality Act 2010 sets down legislation that states that it is unlawful to discriminate directly or indirectly in recruitment or employment because of age, disability, sex, gender reassignment, pregnancy, maternity, race (which includes colour, nationality and ethnic or national origins), sexual orientation, religion or belief, or because someone is married or in a civil partnership. These are known as "protected characteristics".

The TCPA recognises that discrimination is both unacceptable and unlawful. It is the responsibility of Trustees, Policy Council members, Employees, applicants for employment, volunteers, interns and work experience students, agency workers, clients, contractors, suppliers and all other stakeholders to recognise this and ensure that they abide by the TCPA policy at all times.

##### Definitions

- **Discrimination** is where a person is treated less favourably than another because of a protected characteristic.
- **Harassment** is where there is unwanted conduct, related to one of the protected characteristics.
- **Associative discrimination** is where an individual is directly discriminated against or harassed for association with another individual who has a protected characteristic
- **Perceptive discrimination** is where an individual is directly discriminated against or harassed based on a perception that he/she has a particular protected characteristic when he/she does not, in fact, have that protected characteristic.
- **Victimisation** occurs where an Employee is subjected to a detriment, such as being denied a training opportunity or a promotion because he/she made or supported a complaint or raised a grievance under the Equality Act, or because he/she is suspected of doing so.

##### Grievances with regards to Equal Opportunity

If you consider that you may have been unlawfully discriminated against, you may use the TCPA's grievance procedure to make a complaint. Trustees, Policy Council members or other members should bring the matter to the attention of the chair of Trustees. The TCPA will take any complaint seriously and will seek to resolve any grievance that it upholds. You will not be penalised for raising a grievance, even if your grievance is not upheld, unless your complaint is both untrue and made in bad faith.

### **Harassment and Bullying**

All Employees and volunteers should be aware that the TCPA will not tolerate any form of harassment or bullying. The TCPA intends to provide a neutral working environment in which no one feels threatened or intimidated.

**Harassment** is a discriminatory act and is also a criminal offence. It is very difficult to define as it can take many forms, but in the main it takes the form of unwanted behaviour by one Employee or volunteer towards another, for example:

- Patronising or belittling comments;
- Comments about appearance/body/clothes;
- Leering or staring at a person's body;
- Unwelcome sexual invitations or pressure;
- Promises or threats, concerning employment or conditions, in exchange for sexual favours;
- Displaying offensive or sexually explicit material;
- Touching, caressing, hugging or indecent assault.
- Please remember the test is that the behaviour is unwelcome, uninvited and unreciprocated.

**Bullying** is also difficult to define. Obvious examples are:

- Threats of or actual physical violence;
- Unpleasant or over repeated jokes about a person;
- Unfair or impractical work loading.

### **Grievances with regards to Harassment or Bullying**

If you encounter a problem of this nature, it is vital that you make the person responsible aware that his/her remarks or conduct are offensive to you. This should be done in a simple, straightforward way.

It is recognised that complaints of harassment or bullying are often of a sensitive or worrying nature and that it may be difficult to speak directly to the other Employee or volunteer involved. If this is the case, you should put your request in writing and hand it to the harasser or bully.

When or if the informal approach fails or if you believe that the harassment or bullying is of a very serious nature you must bring the matter to the attention of a member of Management using the Employer's grievance procedure to make a complaint. Trustees, Policy Council members or other members should bring the matter to the attention of the chair of Trustees.

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If possible, you should keep notes of the harassment or bullying so that the formal complaint can be investigated, including the date, time and whereabouts of the acts.

If you bring a complaint of harassment or bullying, you will not be victimised for having brought the complaint. If, however after a full and fair investigation, the Employer has grounds to believe that the complaint was brought with malicious intent, you will be subject to disciplinary action.

### **Respect, dignity and fair treatment**

We aim to create an environment for our staff, members, volunteers and all our stakeholders which values diversity and promotes dignity, respect and fair treatment for all. No form of intimidation, bullying or harassment, or victimisation will be tolerated. Breaches of our equality policy will be regarded as misconduct and will be investigated under the terms of the Disciplinary Policy. For Trustees and Policy Council members breaches will be considered against the Appointment Letter and Code of Conduct.

### **Equality of opportunity**

The TCPA recognises that the provision of equal opportunities in all its activities will benefit the TCPA. It will tackle barriers to participation and create a culture in which equal opportunities and equal treatment are a priority for all staff and stakeholders.

### **Putting policy into practice**

As an Employer, the TCPA will:

- Make sure that decisions on selection for employment, promotion, training or any other benefit are made objectively on the basis of aptitude and ability;
- Provide effective procedures for reporting incidents of discrimination or harassment, from colleagues or stakeholders, that make sure complaints are dealt with fairly and promptly;
- Provide a safe and accessible working environment where all Employees and volunteers are treated with dignity and respect, and where the need to achieve a balance between work and personal responsibilities is recognised;
- Continue to develop fair and flexible employment policies and practices that respond to the different needs of Employees, including making reasonable adjustments as appropriate;
- Develop and train our staff to help them recognise equality issues and further understand their role and responsibilities in achieving equality.

### **Monitoring and Reporting**

The TCPA will monitor procedures for services and employment and report, once a year, to the Board of Trustees.

### **Mainstreaming**

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The TCPA aims to ensure that equality is threaded through every aspect of its services and operations and that promoting equal opportunities is the responsibility of all staff and all involved in the Association's governance.

**Responsibilities of all Employees and volunteers:**

- To act in line with the policy and its related procedures
- To treat colleagues, members, clients and other stakeholders with dignity and respect
- Not to discriminate against other Employees, volunteers or stakeholders
- To challenge discrimination or inappropriate behaviour
- To report any discriminatory acts or practices.

**Responsibilities of the management team:**

- To act as role models to promote equality within the TCPA
- To ensure that the standards established within this policy are adhered to within their own area of responsibility
- To consider the impact of their action / inaction on equality of opportunity
- To be alert and identify risks (e.g. practices or behaviours) that may lead to breaches of the policy
- To investigate and act upon cases of discrimination, victimisation, bullying and harassment
- To promote equal opportunities and encourage diversity within the workforce
- To ensure that information on equal opportunities is incorporated in induction procedures and is supported by ongoing training.

**Responsibilities of the Chief Executive:**

- To ensure that the TCPA complies with the Equality Act legislation
- To formulate, monitor, evaluate and review the Equality Policy to ensure consistency of application
- To communicate the policy, internally and externally
- To provide advice and guidance to the management team and staff
- To support managers in investigating issues relating to potential discrimination
- To monitor employment policies and practices
- To facilitate training and development initiatives on equality of opportunity.

**Responsibilities of the Board of Trustees:**

- To have due regard when exercising their functions to the need for the TCPA to eliminate discrimination, harassment, victimisation and any other conduct that is prohibited under the Equality Act 2010
- To support the TCPA's activities in promoting equality of opportunity
- To support the fostering of good relations between different groups.

**Consequences of not complying with legislation, and risks to the organisation**

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Individuals have a right to take proceedings in a County Court or proceed to an Employment Tribunal. The Act enables Employment Tribunals to make recommendations that benefit the whole of the workforce and not just the claimant.

Other remedies include:

- Damages
- Compensation for injured feelings
- Fines to the organisation
- Court proceedings under the Human Rights Act
- Reputational damage.

Acts of discrimination, harassment, bullying or victimisation will be dealt with under the disciplinary procedure. Discrimination, harassment, bullying or victimisation may constitute gross misconduct and could lead to dismissal without notice. Employees can be held personally liable as well as, or instead of, the TCPA for any act of unlawful discrimination. Employees or volunteers who commit serious acts of harassment may be guilty of a criminal offence.

### **13.5 Gifts, bribery, financial crime and corruption**

*The whole of this policy applies to Trustees and Policy Council members.*

#### **Our Commitment**

As a Registered Charity, the TCPA is committed to eliminating bribery and corruption and achieving the highest standards of good governance in all its activities. The TCPA wishes to carry out its business transparently and fairly and therefore operates a zero-tolerance policy towards bribery and other financial crimes (including but not limited to fraud, money-laundering and tax evasion) by its Board and Policy Council members, employees, contractors, agents and other associated persons. Incidences of bribery could lead to the Association's reputation being damaged and also lead to deterioration in its relationship with its partners, funders, customers, business colleagues and other stakeholders. As explained below, your conduct can lead to prosecutions being brought against the TCPA can impact directly on the Association's public reputation. The TCPA is committed to avoiding working with organisations or individuals which do not commit to doing business without bribery and without other financial crimes and other forms of corruption.

#### **Background - The Bribery Act 2010 ('the Act')**

The Act came into force in 2011 and it applies to the TCPA. The Act contains four principal bribery offences:

- Bribing someone to encourage or reward 'improper performance' of a function or activity – this includes offering, promising or actually giving a bribe;
- Being bribed resulting in an activity or function being 'improperly performed' or resulting from an activity or function being 'improperly performed' – this includes requesting, agreeing to receive or receiving a bribe;
- Bribing a foreign public official; and



- The corporate offence (see below).

A bribe is ‘a gift or reward given, offered or received to gain any business, commercial or personal advantage’.

### **The corporate offence**

The Act introduces a strict liability offence for commercial organisations where someone associated with an organisation (including board members, employees, agents or sub-contractors) commits an act of bribery to obtain or retain business or a business advantage. Strict liability means that the TCPA may be liable in law without the finding of fault. At court, it need only be proved that a bribe was made by someone associated with the TCPA with the intention of giving the TCPA a business advantage, whether or not the TCPA encouraged such action or was aware of it. The responsibilities under the Act therefore need to be taken seriously.

### **Penalties**

Prosecution under the Act could result in the TCPA receiving an unlimited fine and potentially the TCPA becoming debarred from tendering for public contracts. Breaches of the Act could also lead to penalties for the TCPA’s senior officers with whose “consent or connivance” bribery was committed. Individuals can be found guilty of bribery and, in the most serious cases, be liable on conviction to imprisonment for up to 10 years, to a fine, or to both. In addition, individuals could be liable for bribing, receiving a bribe or bribing a foreign public official. Again, such individuals could be liable on conviction to imprisonment for up to 10 years, to a fine, or to both.

### **Adequate procedures – the six management principles**

There is a defence to the corporate offence if the TCPA can show it had “adequate procedures” in place, designed to prevent bribery. The Ministry of Justice has issued guidance which sets out six broad management principles to assist organisations to put in place proper anti-bribery procedures. The TCPA will be following these principles to show that it is committed to eliminating bribery within the TCPA. The management principles the TCPA needs to follow are:

- **Proportionality** – anti-bribery policies and procedures should be proportionate to the activities and size of the Association, the sector in which it operates and the risks it faces;
- **Top level commitment** – establishing a clear culture within the Association in which bribery is unacceptable;
- **Risk assessment** – understanding and keeping up to date with the bribery risks it faces by carrying out regular and comprehensive risk assessments;

- **Due diligence** – the Association needs to know about who it does business with, who it's paying money to and why – and make sure the Association's partners also have reciprocal anti-bribery agreements in place;
- **Communication** – so that all of the Association's employees, Board members and business partners know the procedures to follow in situations which may be sensitive to bribery. The Association must ensure that its anti-bribery policies are embedded in the Association's culture, not just a "box-ticking" exercise; and
- **Monitoring and review** – through audit and other internal controls the Association must monitor its anti-bribery procedures to prevent and detect bribery – to make sure its procedures are working!

This Policy is designed to address these principles and, primarily, the second key principle of demonstrating top level commitment and the fifth key principle – having clear, practical and accessible policies and procedures properly communicated to people and organisations with the TCPA. This Policy complements the other procedures the TCPA has in place to avoid bribery, other financial crimes and other forms of corruption.

### **Application of the Policy**

The TCPA will apply the principles set out in this policy fairly, openly and transparently. The Policy applies to all Members, Employees, Board Members and Policy Council Members of the TCPA at any time. The TCPA will apply the provisions of this policy as they relate to all of its commercial and non-commercial arrangements and to individuals and organisations having a relationship with the TCPA, including contractors, agents and consultants. All of the parties listed above are required by the TCPA to familiarise themselves with this policy and the processes and procedures contained within it, and to make sure they follow it at all times throughout their relationship with the TCPA.

### **Other policies and procedures**

This policy needs to be read alongside the TCPA's other policies and procedures from time to time including:

- Staff terms and conditions including contracts of employment;
- Board and Policy Council members Appointment Letter and Code of Conduct;
- The TCPA's Governance Handbook, including the scheme of delegation and financial regulations;
- The TCPA's Whistleblowing Policy; and Where this Policy conflicts with any provision of the above policies and procedures, this Policy will prevail. The TCPA will act at all times within its Articles of Association. If anything within this policy conflicts with the Association's Articles of Association, the Articles of Association will take priority.

### **Mechanics of the Policy**

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## Who is responsible for keeping the policy up to date?

The Board has overall responsibility for ensuring that all of the TCPA's policies and procedures are kept up to date. It has delegated to the Company Secretary (the Chief Executive) the specific responsibility for maintaining general awareness of and compliance with this Anti-Bribery Policy.

## Monitoring and review

This Policy will be reviewed by the Board periodically and no less frequently than every three years. The Chief Executive will monitor the operation and adequacy of this Policy on a regular basis and will report to the Board on any problems. The Chief Executive will report to the Board no less frequently than every 12 months on the TCPA's anti-bribery compliance. If you have any questions on this Anti-Bribery Policy or any of the issues covered within it, please contact the Company Secretary. This Policy may only be amended with the approval of the Board.

## Anti-Bribery Requirements

### Gifts and Hospitality

This Policy does not prohibit the giving or receiving of reasonable, proportionate and appropriate hospitality or gifts to or from people and organisations the TCPA deals with. There are circumstances where the acceptance of hospitality or gifts is in accordance with established business practice, or where the acceptance of gifts or hospitality is difficult to avoid without causing offence. Any such gifts or hospitality should be given openly and the TCPA will keep a register of gifts and hospitality offered and declined/accepted. Employees, Board and Policy Council Members should generally not accept or offer hospitality and gifts from or to persons or organisations that may be in a position to benefit from actions or decisions taken by the TCPA. Hospitality and/or gifts cannot be given or received if done so with the intention of influencing someone to give the TCPA business, influencing the TCPA to award business or to reward the provision or retention of business or business advantage. Any hospitality or gifts offered/accepted should be reasonable and proportionate and designed to:

- Cement or improve relationships;
- Show genuine appreciation for services;
- Improve the TCPA's image; and/or
- Market products or services.

Recipients should never be given the impression that they are under an obligation to confer a business advantage on the TCPA because of the gifts or hospitality offered. Gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of the Chief Executive. You should never give, promise or offer a payment, gift or hospitality to a government official, agent or representative to expedite or "facilitate" a routine procedure. If you suspect that hospitality is being offered or provided with an expectation that a business advantage will be provided by the TCPA in return, then you must not accept it and you must report this to the Chief Executive (Company Secretary) immediately. Any hospitality or gifts offered or declined/accepted should be declared and

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entered into the register. Unofficial payments or “kick-backs” should not be offered or accepted under any circumstances.

### **Expenses**

Any expenses claims you make must be in accordance with the TCPA’s Expenses Policy, properly recorded and supported by receipts (other than in exceptional circumstances).

### **Dealings with third parties**

If you make payments to third parties, details of such payments must be properly recorded and receipted. In making any such payments, you should consider what these payments are for and whether they are reasonable and proportionate. You must make all suppliers / contractors and business partners you deal with aware that the TCPA takes bribery, other financial crimes and other forms of corruption very seriously and that they will not be tolerated. No hospitality or gifts should be offered to any organisation for which the TCPA is tendering for a contract during the tender process.

### **Charitable donations**

The TCPA only makes charitable donations that are legal and ethical. No donation should be offered or made without the prior approval of the Company Secretary. In making charitable donations there will be an assessment of whether it would be appropriate to make such a donation under a formal grant agreement.

### **Political donations**

The TCPA does not make political donations.

### **Training**

Board Members and employees will receive training on bribery, other financial crimes and anti-corruption measures and the requirements of this Policy, and all new Board and Policy Council Members and Employees will receive anti-bribery and corruption training as part of their induction. You must attend any training you are invited to attend and, where you cannot attend a session that has been organised; you must arrange to attend an alternative session. Any training provided will be monitored and evaluated to ensure it is an effective method of communicating with Board and Policy Council Members and Employees.

### **Advice**

You should seek advice from the Company Secretary if you are unsure about how the provisions of this policy should be applied. Where appropriate, the Company Secretary should seek legal advice on anti-bribery, financial crime and other corruption issues.

### **Practical Procedures**

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You must make sure that no payments are left unrecorded; to make sure that there can be no concealment of improper payments.

### **Breaches**

If you believe or suspect that a breach of this policy has taken place, or may occur in future – for example if a contractor offers you something in return for business, you must notify the Company Secretary immediately. You must tell the Company Secretary if you are ever offered a bribe, suspect that this may happen in the future or if you think you are a victim of any other form of financial crime or corruption or unlawful activity. You must tell the Company Secretary if you have any concerns or suspicions that any of your colleagues may be involved in bribery or other financial crime or other form of corruption at the earliest possible opportunity. Alternatively, if you are uncomfortable in doing this, you should raise your concerns or suspicions following the procedure set out in the TCPA's Whistleblowing Policy. The TCPA is keen to encourage openness and will support you if you raise genuine concerns you have under this policy (even if they later turn out to be mistaken). The TCPA wants to ensure no one suffers detrimental treatment (including disciplinary action or dismissal, threats etc) because of such reporting or because of refusing to take a bribe – if you feel you have suffered such treatment contact the Company Secretary.

### **Examples of Bribery**

The following list contains some examples of acts which should set alarm bells ringing and which should be reported to the Company Secretary. These are to give you an idea of the sort of behaviour which is unacceptable and which could have serious consequences.

- You learn that one of the contractors you regularly deal with has a reputation for paying bribes or requiring that bribes are paid to them;
- A supplier asks you to provide an invoice or receipt when no money is payable or has been paid;
- A supplier insists on being paid in cash and/or refuses to sign a formal agreement;
- A contractor offers to pay you cash to provide employment for a friend or relative;
- You notice that TCPA has been invoiced for a payment which seems large given the services / goods which have been provided;
- You are offered an unusually generous gift or lavish hospitality;
- You are offered substantially discounted fees for supply of goods to you as a private person; or
- You are offered a payment in cash if a contract is awarded to the contractor / supplier.

### **Dealing with Breaches**

The TCPA will treat any breach of the Anti-Bribery Policy very seriously indeed. Any alleged breach of the Policy will be investigated by the TCPA. A breach of the Policy by an Employee will be treated as a disciplinary matter under his or her contract of employment and an appropriate sanction may be applied. An investigation into any allegation of such a breach made against an Employee will be conducted in accordance with the TCPA's relevant policies for such investigations. This policy does not form part of any Employee's contract of

employment and it may be amended at any time. A breach of the Anti-Bribery Policy by a Board Member or Policy Council Member will be treated as a breach of his or her duties and obligations to the TCPA. An investigation into any allegation of such a breach made against a Board Member or Policy Council Member will be conducted in accordance with guidance published by the Serious Fraud Office and an appropriate sanction may be applied in accordance with the TCPA's Articles of Association. Where the TCPA discovers bribery, or any other financial crime, or any other form of corruption has taken place, it will make a full disclosure of this to the Serious Fraud Office and/or National Crime Agency and/or Charity Commission and co-operate fully in any external investigation.

### 13.6 Health and safety

*This policy is relevant to Trustees as the 'employer', and the section on fire safety is relevant to all Trustees and Policy Council members.*

#### **Legal responsibilities of the TCPA Board (the Employer)**

Health and safety law places duties on the TCPA and directors can be personally liable when these duties are breached: members of the Board have both collective and individual responsibility for health and safety. Health and safety law states that the TCPA must:

- provide a written health and safety policy
- assess risks to employees, volunteers, customers, partners and any other people who could be affected by their activities
- arrange for the effective planning, organisation, control, monitoring and review of preventive and protective measures
- ensure they have access to competent health and safety advice
- consult employees about their risks at work and current preventive and protective measures

Failure to comply with these requirements can have serious consequences – for TCPA, for Board Members and Employees. Sanctions include fines, imprisonment and director disqualification.

The management of health and safety (H&S) issues is seen as an integral part of the efficient management of the Employer's activities, and critical to developing the professional culture of the Employer and establishing and maintaining a solid reputation with all of our Employees and wider stakeholder groups.

#### **Employee Responsibilities**

All Employees have responsibility for implementing the specific arrangements made under Health and Safety. All Employees have a duty not to put at risk either themselves or others by their acts or omissions. Employees should also ensure that they are familiar with the TCPA's health and safety arrangements. Should you feel concern over any health and safety aspects of your work, this should be brought to the attention of your Line Manager immediately.

The Health and Safety at Work Act 1974 dictates specific Employee duties which are:

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- Take reasonable care of their own health and safety and that of others who may be affected by their acts or omissions at work;
  - Co-operate with other Employees and partners and stakeholders to meet the statutory duties;
  - Not interfere with, misuse or wilfully damage anything provided in the interest of Health and Safety.

Specifically, all Employees are expected to:

- Read and abide by the relevant health and safety rules for the equipment which they use for work and also the safety notices on their specific client premises where they work;
- Encouraged to be proactive on health and safety issues as part of the continued development of the health and safety culture of the TCPA;
- Co-operate with TCPA health and safety rules and ensure any contractors, sub-contractors and temporary staff they work with also follow the rules;
- Ensure that their own work is without risks to themselves and others as far as reasonably practicable;
- Attended appropriate training;
- Keep all work areas clean and tidy at all times;
- Report any accident, incident or injury at work in the Accident Book at their place of work. The date, time and nature of the incident should be entered and whether it was witnessed.

### **Procedure in the event of an accident**

An Accident Book is available from the PA to the Chief Executive and it is the responsibility of each individual Employee to report and record any accident involving personal injury. Any accident or near miss occurrence (i.e. no one was injured but the incident had the potential to injure or kill) at work should be reported immediately to your Line Manager.

All Employees who are absent from work following an accident must complete a self-certification form and accident form, which clearly states the nature and cause of the injury.

It is essential that any Employee who suffers an injury at work which results in them being away from work, or unable to do their normal work, for seven days or more (including weekends, rest days or holidays) reports this to your manager, to ensure the correct Health and Safety Executive Reporting of Injuries, Diseases and Dangerous Occurrences Regulations 2013 (RIDDOR) reporting process is followed.

### **Fire Safety**

As an employer the TCPA is responsible for undertaking and keeping up to date a Fire Risk Assessment. As our office is part of a shared and managed building this needs to be undertaken in consultation with other relevant organisations.

Employees and volunteers should follow these steps to help prevent fires:

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- Before you use any electrical appliances carry out a quick check to make sure that the cables, plugs etc are not damaged.
  - Do not use any electrical equipment that shows signs of damage, even if you think it is only minor. Report any faults you find to your Line Manager and find an alternative appliance.
  - Ensure that you place your rubbish in the proper waste bins. Do not overfill the bins and ensure that your waste bin is accessible to the cleaners.

Action to take when the fire alarm goes off:

- Immediately stop what you are doing and walk (do not run) to the nearest available safe fire exit. If your nearest exit/route is obstructed, choose another route. Make sure that you are aware of the fire exits and routes in your area.
- Follow the instructions of your designated Fire Warden.
- Direction signs should indicate the route to your fire exit. These comprise a white arrow on a green background sometimes accompanied by the words 'FIRE EXIT' and also a pictogram of a running man. The arrows indicate the direction of the nearest fire exit.
- Always use designated stairs rather than the lift.
- Make your way to the assembly point, which is on Carlton House Terrace – opposite the TCPA's office building.
- Once you are at the assembly point you should report to the Fire Warden, so that they can account for the people in their designated area.
- Do not leave the designated assembly point, or attempt to re-enter the building, until you have been instructed to do so by the Fire Warden.

Action to take if you discover a fire:

- RAISE THE ALARM! This can be achieved by shouting the instruction "Fire – call the fire brigade".
- Raise the alarm even if the automatic fire alarm system, has not yet activated - you must not wait for it to do so of its own accord. The alarm must be raised for every occurrence of a fire, no matter how small it appears to be. This will ensure that people in the building have adequate notice to evacuate should it begin to spread quickly. In addition, modern furnishings may allow the fire to develop unnoticed, so time is of the essence if everyone is to get out safely.
- Call the fire brigade by calling 999 at the earliest available, and safe, opportunity. If the fire is small or limited, use an extinguisher to put the fire out e.g. a small fire in a wastepaper basket. Do not attempt to tackle a larger fire unless you have been appropriately trained and can safely do so. Unless you have been trained you could be putting yourself or somebody else at risk.

The appointed Fire Wardens are responsible for checking that everyone has left our section of the building and the toilets are clear.

The fire alarm is tested every Tuesday and rings for 15 seconds or so. If the bell rings for longer than 30 seconds you need to start evacuating the office. You will need to make anyone aware hiring the meeting room that this is just a test and they do not need to evacuate. BNP Paribas usually email to advise of when there is a fire drill (every six months).

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## **Personal Safety**

For those Employees who have duties that take them off site or who attend a meeting from their home location, it is important to take personal safety precautions. Prior to making an appointment with someone you do not know, obtain as much information as possible about the person you are meeting and arrange to meet the person on the Employer's premises. Always ring back the telephone number you have been given to confirm that it is legitimate. If a mobile number is given you should always ask for an alternative fixed line number. Let your colleagues know where you are going, with whom and what time you are expecting to return. If you think that you are going to run over your original timescales, let your colleagues know. If you are at all concerned that you are being placed in a dangerous situation through your employment, you must discuss this with your Line Manager.

The TCPA's 'Health and Safety Policy Statement' and Fire Safety Risk Assessment are available on request. In addition, specific information about the Health and Safety implications for individual roles can be discussed with an Employee Line Manager.

### **13.7 Insurance**

#### **Insurance whilst on TCPA business**

The TCPA's employers' liability insurance covers all Employees or volunteers for injury or death from an incident whilst working for the TCPA. This is only payable when the TCPA is found to have been negligent in its role as an Employer. The TCPA's professional indemnity insurance covers directors (ie Trustees) and senior managers acting on behalf of the organisation and the Association's public and products liability covers trustees, employees and committee members. Trustees and senior managers are also covered by the TCPA's management liability insurance. For specific queries about the organisation's insurance please contact the chief executive.

#### **Damage or loss to personal property**

Compensation for damage to or loss of personal possessions will only be considered if the TCPA can be held to have been negligent. All damage or loss should be reported to your Line Manager immediately or for Trustees and Policy Council members reports should be made to the Chief Executive. Where there is evidence that the accident or loss occurred through lack of care on your part, compensation will not normally be paid, and you should check whether a claim could be made on your personal insurance policy to cover such circumstances.

Any personal property such as jewellery, cash, credit cards, clothes, cars, motorbikes or bicycles etc. left on the TCPA's premises is left entirely at your own risk. You are strongly advised not to leave any valuables unattended on TCPA premises. The TCPA does accept liability for loss or damage to any personal property whatsoever.

#### **Damage or loss to TCPA property**

The cost of any damage to, or loss of, vehicles, stock or other TCPA property that arises through your carelessness, negligence or deliberate vandalism, may be sought from you by the TCPA in full or in part after a full investigation.

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Similarly, any other loss suffered by the TCPA arising from your failure to observe rules, procedures or instructions, or because of your negligent behaviour or unsatisfactory work standards may also after a full investigation, be sought from you by the TCPA in full or in part.

In the event of your failure to make any relevant reimbursement to the TCPA then, upon giving notice of the amounts due, the TCPA may deduct any such monies from your pay. This is an express written term of your contract of employment.

### **13.8 Whistleblowing (Public Interest Disclosure)**

#### **Context**

This policy has been produced in accordance with the Public Interest Disclosure Act 1998 (PIDA) (as updated), which protects Employees and workers making disclosures about certain matters of concern (where those disclosures are made in accordance with the provisions of the Act) from dismissal or a detriment short of dismissal.

#### **Statement of Intent**

The TCPA is committed to the highest standards of quality, probity, openness and accountability. It encourages a free and open culture in its dealings between its Trustees, Employees and all people with whom it engages in business and legal relations. The TCPA is committed to act on any allegations of fraud, abuse or malpractice whether the allegations are made from outside or inside the organisation.

This policy is designed to encourage and provide guidance to all those who work with or within the TCPA, including volunteers, who feel that they need to raise issues or have serious concerns relating to the TCPA and the conduct of the TCPA's business. As a part of its commitment, the TCPA encourages people with serious concerns about any aspect of its work to come forward and express those concerns. In many cases, concerns or complaints will be dealt with through normal procedures, such as the mechanisms for resolving grievances, disciplinary matters, or concerns relating to equal opportunities. However, in some cases, the TCPA recognises that Employees and volunteers will need to come forward on a confidential basis. This policy statement is intended to underline the TCPA's commitment to its Employees and volunteers that they can do so without fear of reprisal or victimisation; and its support for those who come forward to express their concerns.

All Board and Policy Council members and employees will be made aware of this policy and the TCPA's Whistleblowing Procedures for making a whistleblowing disclosure during their induction.

The TCPA's whistleblowing arrangements meet the requirements of the Public Interest Disclosure Act (PIDA) 1998.

#### **What is Whistleblowing?**

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Whistleblowing, legally, is the term used when a worker passes on information concerning wrongdoing. In this policy, we call that ‘making a disclosure’ or ‘blowing the whistle’. The wrongdoing will typically (although not necessarily) be something they have witnessed at work.

### **Scope of Policy**

The PIDA covers ‘Employees and workers. In line with sector best practice, the TCPA has chosen to include Board and Policy Council members within the scope of its whistleblowing policy. The text of the policy refers to Employees (workers). The spirit of the policy applies to Board and Policy Council members but as they are not Employees, they cannot enjoy the legal protection afforded to workers by the PIDA. For the avoidance of doubt, Board and Policy Council members will be expected to follow the same procedures for whistleblowing as Employees.

To be covered by whistleblowing law, a worker who makes a disclosure must reasonably believe two things. The first is that they are acting in the public interest. This means in particular that personal grievances and complaints are not usually covered by whistleblowing law. The second thing that a worker must reasonably believe is that the disclosure tends to show past, present or likely future wrongdoing falling into one or more of the following categories:

- Criminal offences (this may include, for example, types of financial impropriety such as fraud)
- Failure to comply with an obligation set out in law
- Miscarriages of justice
- Endangering of someone’s health and safety
- Damage to the environment
- Covering up wrongdoing in the above categories.

Whistleblowing law (the PIDA 1998) provides the right for a worker to take a case to an employment tribunal if they have been victimised at work or they have lost their job because they have ‘blown the whistle’.

This policy applies to Employees and workers in the following categories:

- Employees of the TCPA
- Agency and contract workers
- Self-employed contractors
- Persons on work experience or training within the TCPA, either under contract, or as part of a training programme agreed by the TCPA
- Employees of any third-party service provider (contractors, support providers, agency staff etc.).

Whilst this procedure also applies to Board and Policy Council members, they do not have the same legal protection as Employees (workers).

### **Policy Aims and Objectives**

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This policy aims to encourage Employees (including workers) to feel confident in raising serious concerns and to question and act upon concerns about practice. It will:

- Provide the opportunity for Employees to raise these concerns and receive feedback on any actions taken;
- Ensure that Employees receive a response to concerns and that they are aware how to pursue them if they are not satisfied;
- Reassure Employees that they are protected from possible reprisals of victimisation.

### **Responsibility**

The Company Secretary is responsible for the effective implementation of this policy.

The TCPA's Trustees will take ultimate responsibility for ensuring that all allegations and reports of whistleblowing are scrutinised and examined and ensure that appropriate action is taken.

### **Purpose**

Encompassing the spirit of the PIDA 1998, this policy is to protect members of staff who disclose conduct or neglect of duty, by other members of staff, which is criminal, dangerous or otherwise improper.

The term 'whistle-blower' is used to describe the staff member who makes such disclosures.

This policy is not intended to replace any Grievance Procedure which should be used if members of staff are concerned about themselves being personally disadvantaged by the action or failure of action by the TCPA. Therefore, any complaints about breaches of an Employees' own contract of employment should be raised as a grievance.

### **Protection**

Employees and workers disclosing information will be protected if:

- They believe the allegation they are making it is true;
- It is not made for personal gain.

The PIDA 1998 provides statutory protection for disclosures, protecting individuals against dismissal, employer reprisals short of dismissal and victimisation as a result of making a disclosure.

An individual may request that their disclosure is dealt with anonymously in accordance with this policy. Every effort will be made to protect an individual's anonymity; however, the individual should be made aware that if anonymity is preserved, this may inhibit the proper investigation of the alleged malpractice and, in particular, where the individual/s may be required as witnesses to take the investigation further.

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Individuals must therefore be aware that the TCPA will make every effort to protect an individual or group, but this may not be possible in all circumstances, particularly when third party agencies are involved in investigating or taking further action with regards to the alleged malpractice. In such circumstances, the individual will be asked to consent to their identity being revealed and this consent must not be unreasonably withheld, as the TCPA will do everything possible to protect the individual/s interest.

In order therefore to encourage workers to make good faith disclosures in confidence and without fear of recrimination, the TCPA will take all reasonable steps to try and ensure that individuals that make disclosures are not victimised, bullied, or otherwise disadvantaged as a result of the disclosure.

The TCPA requires management to be open to concerns regarding allegations of malpractice. Victimising, bullying or any other action by an individual/s intending to deter a colleague from making a disclosure, or by way of revenge following a disclosure will be regarded as serious disciplinary offences, as will making false (known to be untrue) and malicious allegations.

### **Whistleblowing Procedure**

The TCPA encourages individuals to raise concerns in the first instance within the TCPA. In most cases, Employees should be able to raise concerns with their immediate Line Manager. If this is not possible (for example, if they have concerns about their line manager), Employees should speak to:

- A member of the Management Team;
- The Chief Executive;
- Should the whistleblowing concern have regard to a member of the Management Team including the Chief Executive, Employees may raise the matter with the Chair of Trustees;
- Should the whistleblowing concern have regard to the Chair of Trustees, the Employee or Trustee or Policy Council member may raise the matter with the TCPA's President.

If, for whatever reason, a whistleblower feels they are unable to raise concerns within the TCPA, they may contact the TCPA's auditors, Morris Crocker, using the information at <https://www.morriscrocker.co.uk/contact-us/8/>

The Line Manager, Chair of Trustees or President (as appropriate) will arrange an investigation into the matter (either by investigating the matter him/herself or immediately passing the issue to someone in a more senior position). The investigation may involve you and other individuals involved giving a written statement. Your statement will be taken into account, and you will be asked to comment on any additional evidence obtained. The Line Manager (or the person who carried out the investigation) will then report to the Management Team (the Chair of Trustees or the President), who will take any necessary action, including reporting the matter to the TCPA's Trustees, and if the matter is judged to be material, to Companies House / The Charity Commission (in their role as regulator), any other appropriate organisation or the police.

If any investigation results in disciplinary action being required, the Chief Executive (Chair of Trustees, President) will ensure that the TCPA's normal disciplinary procedure is followed.

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On conclusion of any investigation, subject to any legal restraints, you will be told the outcome of the investigation and what action has been taken or is proposed by the Management Team. If no action is taken, the reason for this will be explained.

If you are concerned that your Line Manager is involved in the wrongdoing, has failed to make a proper investigation or has failed to report the outcome of the investigations to the Management Team, or for any other reason, you should inform a member of the Management Team, the Chief Executive (or as appropriate the Chair of Trustees, or TCPA President) or TCPA's auditors (See 7.1 and 7.2 above). They will arrange for another individual to review the investigation carried out, make any necessary enquiries and make their own report to the Management Team (See 7.3 above).

If on conclusion of the TCPA's internal procedure, you reasonably believe that the appropriate action has not been taken, you should report the matter to the proper authority. The PIDA sets out a number of 'Prescribed' persons and bodies to which qualifying disclosures may be made. These include:

- HM Revenue and Customs;
- Charity Commission;
- Health and Safety Executive;
- Environment Agency;
- Director of Public Prosecutions;
- Serious Fraud Office.

In following the procedure Employees have the right to be accompanied by a trade union representative, a colleague or friend.

### **Confidentiality**

Any data held or collated within the scope of this policy will be handled in accordance with the Data Protection Act 2018, the EU General Data Protection Regulation (GDPR 2018) and TCPA's Data Protection Policy.

### **Outcomes**

TCPA will seek to keep the 'whistle-blower' informed of the investigation processes, proceedings and eventual outcomes.

If the 'whistle-blower' is dissatisfied with the outcome they should initially raise the matter with a more senior person as listed in 7.1 above. A whistleblower also has recourse to an external independent person. See 7.2 above for more information.

### **Monitoring**

Any allegations, reported either internally or externally, will be confidentially monitored by the Company Secretary on behalf of the Trustees (or, in the case of allegations made against the Company Secretary, by the Chair of Trustees). The Company Secretary will maintain a

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confidential register of whistleblowing allegations, investigations and outcomes in line with best practice guidelines, and will report whistleblowing activity to the Trustees in the appropriate way.

### **Abuse of the Policy**

This policy is not intended for malicious use. Anyone found to be knowingly raising unfounded allegations or consistently using the policy to raise matters of a trivial nature may be liable to investigation under the TCPA's Disciplinary Procedure.

### **Further Information and Support**

Should any Trustee, Policy Council member or staff member wish to seek independent advice whilst they are considering making a disclosure Public Concern at Work may be able to help.

Public Concern at Work is a charity which aims to help make whistleblowing work so that dangers, wrongdoing and serious risks that threaten the public good are deterred or at least detected before serious damage is caused. It pursues this aim through its free confidential advice line, the support and services it provides to organisations, its policy work and public education activities.

Through these activities it promotes the role of whistleblowing in furthering the Associations accountability, individual responsibility and public confidence. You can contact Public Concern at Work as follows:

- Whistleblowing advice line: 020 7404 6609
- General enquiries: 020 3117 2520
- Fax: 020 7403 8823
- Email: [whistle@pcaw.org.uk](mailto:whistle@pcaw.org.uk)
- Web: [www.pcaw.org.uk](http://www.pcaw.org.uk)

If a whistleblower believes that they have been unfairly treated because they have blown the whistle, they may decide to take their case to an employment tribunal. The process for this would involve attempted resolution through the Advisory, Conciliation and Arbitration Service (ACAS). You can contact ACAS as follows:

Website: [www.acas.org.uk](http://www.acas.org.uk)

Help Online: via the ACAS website

Helpline: Telephone: 0300 123 1100

Helpline: Textphone: 18001 030 0123 1100

The Department for Business, Energy and Industrial Strategy has produced Whistleblowing: Guidance for Employers and Code of Practice.