Governance Policy

Leadership accountability and oversight for community benefit lawful operation and sustainable impact

Document control	Details
Organisation	Community Integration & Recovery Centre (CIRC) C.I.C.
Document owner	Board of Directors
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Purpose and status. This document sets the standard expected by Community Integration & Recovery Centre (CIRC) C.I.C.. It should be read with applicable law, contractual requirements, local safeguarding procedures and related operational procedures. It does not replace professional judgement or legal advice in a specific case.

Purpose and legal context

Community Integration & Recovery Centre (CIRC) C.I.C. is a Community Interest Company registered in England and Wales, company number 17079079. This policy explains how CIRC is directed, controlled and held accountable while pursuing its community purpose. It must be read with the Companies Act 2006, CIC legislation, CIRC's Articles of Association, any shareholders' agreement, funding conditions and other binding duties.

Governance principles

- community benefit and the community interest test guide decisions;
- Directors act within powers, promote the success of the company for its purposes and exercise independent judgement, reasonable care, skill and diligence;
- beneficiary voice, equality, safeguarding and human rights inform programmes;
- decisions use reliable evidence, declared interests, constructive challenge and accurate records;
- assets, income and any distributions are managed consistently with the statutory asset lock and governing documents;
- authority may be delegated, but accountability and oversight remain with the Directors.

Structure and responsibilities

Body or role	Core accountability
Board of Directors	Purpose, strategy, statutory duties, Articles, community interest, risk appetite, budget, accounts, major commitments, senior appointments and

Body or role	Core accountability
	assurance.
Chair or lead Director	Effective meetings, participation, challenge, declarations, decision clarity, action follow-up and governance evaluation.
Founder or executive lead	Implement strategy, lead relationships and programmes, manage resources and report performance and risk within delegated authority.
Company Secretary or governance lead if appointed	Maintain statutory registers, filings, meeting records, policy controls and governance calendar.
Safeguarding Lead	Safeguarding advice, referral, recording, partner liaison and learning.
Data Protection Lead	Privacy governance, records, DPIAs, rights, incidents, training and assurance.
Programme and project leads	Deliver approved plans and controls, manage partners and volunteers, evidence outcomes and escalate exceptions.
Staff and volunteers	Follow policies, act within competence and authority, protect information and speak up.

Matters reserved to the Board

- purpose, strategy, annual plan and material change to beneficiaries or activities;
- approval of statutory accounts, CIC report, annual budget, reserves approach, borrowing and banking mandates;
- appointment or removal of Directors and changes to governance roles;
- changes to Articles, share arrangements or shareholder rights, subject to law and required approvals;
- material contracts, property commitments, grants with significant obligations, litigation and related-party transactions;
- risk appetite, insurance, business continuity and acceptance of material residual risk;
- approval of core safeguarding, finance, workforce, complaints and information-governance policies;
- serious incidents, regulator engagement and material reputational issues.

Community interest asset lock and use of resources

CIRC's assets and income must be used primarily to benefit the community it was established to serve. Any transfer of assets, payment to Directors, dividend, distribution, loan, related-party arrangement or disposal must comply with law, the asset lock, the Articles and any applicable caps or approvals. Decisions must be demonstrably reasonable, in CIRC's interests, properly authorised and recorded. Restricted funds must be used only for the agreed purpose.

Delegation and financial authority

The Board will maintain a written scheme of delegation and financial limits. A delegate may act only within authority, competence, approved budget and policy. Material commitments should have documented approval, proportionate due diligence and conflict checks. Urgent action outside ordinary authority must be limited to protecting people or CIRC, recorded immediately and presented for ratification at the earliest opportunity.

Meetings decisions and records

The Board will meet at least quarterly and more often when risk or workload requires. Papers should be provided in time for scrutiny. Minutes record attendance, quorum, declarations, evidence, challenge, decisions, reasons, dissent where requested, actions, owners and deadlines. Written resolutions and delegated decisions must meet the Articles and company law. Actions remain open until completion evidence is accepted.

Conflicts related parties gifts and hospitality

Directors and relevant decision makers declare actual, potential and perceived interests on appointment, annually and whenever a matter arises. Management may include withdrawal, no vote, independent advice or alternative procurement. The declaration and response are recorded. Related-party decisions, gifts and hospitality must be transparent and within approved thresholds.

Risk quality safeguarding and impact

CIRC maintains a risk register covering safeguarding, service quality, workforce and volunteers, finance, data, cyber security, funding, partnerships, events, premises, legal compliance, reputation and business continuity. Governance reports will include programme reach and outcomes, beneficiary feedback, equality, complaints, incidents, safeguarding, finances, fundraising, partnership performance and overdue actions. Serious or rapidly changing risks are escalated immediately.

Beneficiary and stakeholder voice

Migrants, internationally qualified professionals, workers, families, community members and partners should have accessible opportunities to shape relevant activities. Participation must be voluntary, supported, inclusive and not tokenistic. Governance reports should protect confidentiality and distinguish evidence from anecdote. Feedback and complaints will inform improvement and strategy.

Transparency reporting and review

CIRC will maintain required Companies House and CIC Regulator filings, statutory registers, accounts, CIC reports, funding records and policies. Public statements and impact claims must be accurate and evidence-based. The Board will review this policy annually and after a material legal, ownership, service, financial or risk change.

Governance calendar

Frequency	Core review
Monthly or more often	Programme delivery, safeguarding, incidents, complaints, finances, cash position, funding actions and urgent risks.

Frequency	Core review
Quarterly	Board dashboard, risk register, management accounts, partnerships, workforce, data protection, impact and action plans.
Annually	Strategy, budget, statutory accounts, CIC report, insurance, interests register, policy schedule, business continuity and Board effectiveness.
Event driven	Serious incident, major grant or contract, property decision, regulator issue, cyber event, constitutional change or significant dispute.

Authoritative sources

This document was prepared with reference to the following official sources. The online version of each source should be checked at review or following a material legal or regulatory change.

Office of the Regulator of Community Interest Companies. Community Interest Companies guidance. https://www.gov.uk/government/organisations/office-of-the-regulator-of-community-interest-companies
UK legislation. Companies Act 2006. https://www.legislation.gov.uk/ukpga/2006/46/contents
UK legislation. Companies Community Interest Company Regulations 2005. https://www.legislation.gov.uk/uksi/2005/1788/contents