

Winchester Science Centre and Planetarium
Governance Code
November 2018

This document sets out the principles of good Governance by which Winchester Science Centre (WSC) operates and is held accountable. The code is not a legal or regulatory requirement but it does set the principles and practice for good Governance. The WSC code is based on the ***Charity Governance Code for larger charities (2017)***, a document drawn up by a Charity Commission steering group with the help of over 200 charities.

The WSC code is reviewed and formally approved annually by the Board. A brief statement on the use of the code is included in WSC the annual report.

The WSC code adopts the seven principles set out in the Charity Governance Code referenced above:

1. Organisational purpose
2. Leadership
3. Integrity
4. Decision making, Risk and Control
5. Board Effectiveness
6. Diversity
7. Openness and Accountability

As a foundation to these seven principles WSC commits that all Trustees understand their role and legal responsibilities and in particular have read *The Essential Trustee (CC3)* and are familiar with the Charity's strategic plan and governing documents.

1. Organisational purpose

The Board core role is a focus on strategy, performance and assurance. It achieves this by:

- a. ensuring organisational purposes remain relevant and valid.
- b. developing and agreeing the long term strategy.
- c. agreeing the short, medium and long term operational plans and budgets.
- d. monitoring progress and spending against plan and budget.
- e. evaluating results, assessing outcomes and impact.
- f. reviewing the sustainability of income sources.
- g. considering the benefits of collaborative working and/or merger.

2. Leadership

WSC is headed by an effective Board that accepts collective responsibility in setting the aims and agreeing the vision, values and reputation of the Charity. The Chair provides leadership to the Board with the prime responsibility for ensuring it has agreed priorities, appropriate structures and has Trustees and senior staff that govern well and add value to the Charity. In addition the Board ensures that:

- a. there are proper arrangements for appointing, supervising, supporting and remunerating the CEO.
- b. all Board functions are properly recorded and that the Chair and Trustees have role descriptions.
- c. the subsidiary Sparking Curiosity is formally constituted and reviewed.

3. Integrity

The Board acts with honesty and strong moral principles and has adopted the values and behaviour consistent with the Charity Governance Code and other regulatory guidance e.g. the Nolan Principles. In particular the Board:

- a. always acts in the best interests of WSC and its beneficiaries.
- b. ensures that WSC follows the law.
- c. maintains and regularly reviews the register of interests, hospitality and gifts.
- d. maintains independence of decision making

4. Decision making, Risk and Control

The Board is clear that its main focus is on strategy, performance and assurance rather than operational matters and ensures this is reflected in Board agendas. As the accountable body the Board exercises effective control by ensuring that:

- a. the organisation continues to have effective internal financial and management processes and controls.
- b. the risk register is maintained and regularly reviewed and that the systems to manage these risk are in place and effective.
- c. risk appetite is reviewed regularly.
- d. delegation to committees, staff and volunteers (as applicable) works effectively and the use of delegated authority is properly supervised. The Board has delegated authority to the following committees each of which has terms of reference approved and regularly reviewed by the Board:
 - Audit and Risk Committee: Review of the annual report and accounts, oversight of financial and non-financial policies, owner of the risk management process and oversight of the risk register, appointment and management of the external auditor, owner of the whistleblowing arrangements. Meets at least bi-annually.
 - Nominations Committee: Ownership of the succession plans for the Board and Board Committees. Recruitment of Chief Executive and Trustees. Meets at least bi-annually.
 - Remuneration Committee: Review of pay policy, salary benchmarking, Chief Executive remuneration. Meets at least bi-annually.
 - Fundraising Committee: Oversees implementation of the fundraising strategy. Contributes expertise as well as regional and industry perspectives to the fundraising office. Meets four times per year.
 - Discovery and Learning Committee: Advises the Senior Management Team on the scientific and educational appropriateness of the programmes, workshops and exhibits. Meets at least bi-annually.
 - Governance Effectiveness Review Group: Although not a formal committee the group works to draft WSC Governance documentation ensuring that it is both relevant and current prior to submission to the Board for approval.

5. Board Effectiveness

The Board holds five meetings a year one of which is dedicated to Strategy. The Trustees also take part in an annual workshop with Staff. Board and committee meetings are scheduled a year in advance and circulated to all Trustees. Meetings run to a published agenda and papers are circulated in advance, an executive assistance has been appointed to manage these processes on behalf of the Board. Specific activity to ensure Board effectiveness include:

- a. maintaining a register of Trustees that include: skills, date of appointment, diversity, date of re-nomination (after 3 years) or retirement (after 9 years).
- b. finding and recruiting new Board members to meet the organisation's changing needs in relation to skills, experience, equality and diversity. This responsibility is delegated to the Nominations Committee.
- c. providing suitable induction for new Board members.
- d. providing all Board members with opportunities for training and development according to their needs.
- e. periodically reviewing Board performance and that of individual Trustees including the Chair.

6. Diversity

The Board has identified widening participation as a strategic aim of WSC. Staff have been specifically recruited to spearhead the associated outreach programme. The Board recognises the importance of Trustee diversity in delivering this key strategic aim and has initiated the following actions:

- a. regular review of the Trustee register (see 5a. above) to identify diversity imbalance and plan accordingly.
- b. widening the recruitment pool from that historically used.
- c. review of facilities to ensure the experience of physically, audio or visually impaired visitors is as complete as possible.

7. Openness and accountability

The Board leads the organisation in being transparent and accountable in communicating with both internal and external stakeholders. This includes:

- a. open communications, informing people about the organisation and its work
- b. appropriate consultation on significant changes to the organisation's services or policies
- c. listening and responding to the views of supporters, funders, beneficiaries, service users and others with an interest in the organisation's work
- d. handling complaints constructively, impartially and effectively
- e. considering the organisation's responsibilities to the wider community, e.g. its environmental impact

*Revised August 2018 by the WSC Governance Effectiveness Review Group:
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