



NEBOSH

GOVERNANCE FRAMEWORK

*WORKING TOGETHER TO DELIVER OUR CHARITABLE
PURPOSE*

CHARITY OBJECT

the preservation of health and wellbeing by the promotion of high standards of health, safety, and environmental protection at work in particular, but not exclusively, through study and competence in risk management.

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Summary

Good governance is fundamental to a charity's success and will enable and support the organisation to achieve its strategic objectives as well as comply with relevant regulatory and legal requirements.

A skilled and diverse Board providing leadership and oversight, a clear division of responsibilities between the Board and the Executive and risk management and internal control procedures that enable monitoring and evaluation to take place are all essential for the success of an organisation. Working together within a governance framework which supports transparency and accountability will accelerate the achievement of our strategic intent.

Our Governance Framework sets out the roles and responsibilities of the Board and the Executive, using a Scheme of Delegation that clearly articulates what authority the Board delegates to the Executive team and its subcommittees. Using Terms of Reference, the framework outlines the role of each Committee and provides guidance on how the Board and its Committees can effectively execute these responsibilities. It also includes the Board Charter which sets out the standards and values of the Board and the Executive Team and how we work together to ensure collective and efficient decisions are made. Finally the Trustees Code of Conduct sets out the behaviours expected of Board members and covers conflicts of interest to ensure that integrity of decisions is maintained at all times.

Whilst not included within the framework document, the Scheme of Delegation and Terms of Reference for the Board and its Committees should be referenced when considering the roles and responsibilities of Board members and the Executive team.

Values

Our values guide the way we behave

People are at the heart of our organisation; it's no understatement to say that NEBOSH and its learners are in the business of saving lives. Our values guide the way we behave to each other and to our valued stakeholders.

- **Ambitious**
We aspire to be the best. Our learners and their employers benefit from high quality qualifications that keep their employees and communities safe from harm.
Brave, bold, best.
- **Empowering**
We empower our employees and learners to gain new skills and develop their careers.
We take pride in, and celebrate, their success.
Achieve, enable, support.
- **Collaborative**
We believe in the power of working together, not just with our fellow colleagues but with learners, learning partners, employers and governments worldwide.
Together, engaged, committed.
- **Innovative**
We encourage creativity and diversity to spearhead developments within NEBOSH and for the profession.
Creative, learned, confident.
- **Integrity**
We do what we say we will and trust each other to do the right thing. If something goes wrong we help one another to find a solution.
Trust, responsibility, loyalty.
- **Respect**
We treat colleagues and customers with the same consideration with which we would like to be treated ourselves, removing any barriers to achieve working together as one agile team.
Honest, equal, fair.

Code of Conduct

1. Introduction

Those who serve on the Board of Trustees of NEBOSH have responsibilities both under Company Law as Directors and under Charity Law as Trustees. As part of this each Trustee is asked to agree to abide by the Code of Conduct which is set out in this document and to sign the attached declaration accordingly.

2. Purpose of the Code

The Code aims to define the standards expected of NEBOSH's Trustees in order to ensure that:

- the organisation is effective, open and accountable;
- the highest standards of integrity and stewardship are achieved; and
- the working relationships with staff, Examiners, stakeholders' representatives and panel members is productive and supportive.

3. Selflessness

Trustees have a general duty to act with probity and prudence in the best interest of NEBOSH as a whole. They should not act in order to gain financial or other material benefits for themselves, their family, their friends or the organisation they come from.

4. Integrity

NEBOSH Trustees should conduct themselves in a manner which does not damage or undermine the reputation of the organisation, or its staff. More specifically they:

- should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role;
- must avoid actual impropriety and any appearance of improper behaviour;
- should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement without prior consent of the Chair.
- must document expenses and seek reimbursement according to NEBOSH's expenses policy on the approved expenses form.
- recognise that they are bound by collective decisions made by the Board and as such should not express contrary views outside of that forum while remaining a member of the NEBOSH Board
- Must notify the Chair, as soon as practicable, of their involvement with any event or activity outside of their activities for or on behalf of NEBOSH which could negatively impact on NEBOSH's reputation.

5. Objectivity

In carrying out their role, including making appointments, awarding contracts, recommending individuals for rewards and benefits or transacting other business, Trustees should ensure that decisions are made solely on merit. In arriving at decisions in areas where they do not have expertise themselves Trustees should consider appropriate professional advice.

6. Accountability

Trustees:

- have a duty to comply with constitutional and legal requirements and to adhere to best practice in such a way as to preserve confidence in NEBOSH;

- are accountable for their decisions, the effectiveness of the Board and the performance of the organisation.

7. Openness

Trustees should ensure that confidential information and material, including material about individuals is handled in accordance with due care; so that it remains confidential. In addition, they should be as open as possible about their decisions and the actions that they take. As far as possible they should give reasons for their decisions and restrict information only when the wider interest clearly demands.

8. Honesty and Conflicts of Interest

Trustees have a duty to avoid any conflict of interest so far as is reasonably practicable. In particular they must make known any interest in any matter under discussion which:-

- creates either a real danger of bias (that is, the interest affects them, or a member of their household more than the generality affected by the decision); or
- which might reasonably cause others to think it could influence the decision.

They should declare the nature of the interest and withdraw from the room, unless the remaining Trustees agree otherwise.

It is the personal responsibility of Trustees to complete a Declaration of Interests statement on appointment and annually thereafter. Should Trustees acquire an interest during the period between annual declarations, they must declare it as soon as reasonably possible and certainly not later than 28 days after the interest arises. A list of suppliers to NEBOSH will be made available to Trustees annually to assist in the identification of conflicting interests.

9. Leadership

Trustees must:

- promote and support the principles of leadership by example;
- strive to attend all meetings regularly, ensuring they prepare for and contribute appropriately and effectively;
- bring fair and open-minded view to all discussions of the Board and should ensure that all decisions are made in the charity's best interests;
- honour the authority of the Chair and respect their role as meeting leader and maintain a respectful attitude toward the opinions of others;
- accept a majority Board vote on an issue as decisive and final (Trustees have the right to have their objections to any decision minuted);
- maintain confidentiality about what goes on in the boardroom, unless authorised by the Chair to speak of it;
- respect the role of any staff;
- accept and respect the difference in roles between the Board and staff, ensuring that they work effectively and cohesively for the benefit of the organisation, and develop a mutually supportive relationship;
- shall not behave in a way that may be considered inappropriate to other members of the Board, NEBOSH Committees or staff of NEBOSH
- having given delegated authority to any of their number or to any staff, be careful - individually and collectively - not to undermine it by word or action;
- not speak as a Trustee of NEBOSH to the media or in a public forum without the prior knowledge and approval of the Chief Executive or Chair;

- ensure that when speaking as a Trustee of NEBOSH any comments reflect current NEBOSH policies even when these do not agree with personal views;

10. Confidentiality

The terms and conditions of this Agreement shall apply during the Trustee's tenure as a Trustee of NEBOSH and after the termination of the directorship of NEBOSH (for whatever reason) but shall cease to apply to information or knowledge which the Trustee establishes to have entirely become public knowledge otherwise than through any unauthorised disclosure or other breach on his or her part. As well as abiding by the rules set out in the separate confidentiality agreement, Trustees must:

- except as authorised or required by their duties, keep secret and shall not use or disclose any of NEBOSH's confidential information which comes to their knowledge and shall use their best endeavours to prevent the use or disclosure by or to any person of any of NEBOSH's confidential information which comes to their knowledge;
- use confidential information only in the execution of Trustees' duties for and on behalf of NEBOSH and for the benefit of the business activities and aims and objectives of NEBOSH;
- not use confidential information or other information within NEBOSH for commercial purposes or to secure advantage in favour of the Trustee or for the use of anyone not connected with NEBOSH;
- maintain confidentiality about what goes on in the boardroom unless authorised by the Chair or Board to speak of it.

Board Charter

Our Commitment

As a Board we agree to abide by the rules contained within the Code of Conduct at all times.

We will ensure that:

- We role model the NEBOSH Values
- We are forward looking rather than retrospective
- We demonstrate a clear, shared, common purpose for NEBOSH
- We are a strong team working together
- We provide equal focus on the Why and the What
- We welcome diversity of views and constructive challenge, avoiding unhelpful conflict
- We add value to the work of the Executive
- We endeavour to spend equal time in each of our three areas of responsibility over the course of the year

1. Strategic Oversight

2. Operational Assurance

3. Ambassadorial Role

Our Standards

In order to function as a high performing board, we agree to work to a set of common standards and expectations which inform how we will operate.

We acknowledge that only with great inputs can we generate high quality outputs in respect of the discussions we have and the decisions we make, demonstrating good governance.

We commit, as a team, to the following principles:

Papers

- An annual cycle of business will be used for each financial year which sets out the timing of key decisions, updates and strategic items, enabling us to effectively manage the business of the Board.
- Papers will be issued not less than five working days prior to each meeting.
- Papers will be quality assured by the Company Secretary and will only be submitted if they meet the required standards.
- All papers will start with a standard Cover Sheet (see template attached), to which additional detail can be appended.
- A template is provided as a framework for preparing investment based Board papers to support the business case.
- Board items will be marked
 - D Decision items for approval by The Board
 - C Strategic Idea or Initiative still in the shaping phase for which consultation with the Board will generate valuable input
 - I items for information to help the Board discharge its Operational Assurance role

Board and Committees

- The Board has strategic oversight of the organisation and makes decisions reserved for the Board as set out in the Scheme of Delegation
- Sub-committees are created to undertake detailed scrutiny of items based on their terms of reference.
- Each Committee will make recommendations to the Board as part of their standard Committee summary report.
- It would be unusual for the Board to unpick or re-debate recommendations made to the Board, although Committee Chairs may be required to answer points of clarification.

Attendees

- As per the Terms of Reference, The Board will comprise of the Chair, Vice Chair, and all other Non-Executive Directors supported by the Company Secretary and with the CEO in attendance. Other attendees, including the leadership team, may be invited to support specific items as required.
- Committee composition is based on relevant Board member subject matter expertise, e.g. financial expertise for Finance, Audit & Risk Committee, People/Organisation Development expertise for Remuneration & Nomination Committee.
- Every Board member shall be required to sit on at least one Committee.

Meeting Preparation and protocol

- Every Board member commits to reading their papers in advance.
- Papers are not presented (as they will have been read), but the author may summarise and refer the Board to the headline key points and action required as set out on the cover sheet.
- Questions and challenges are raised with the spirit of positive intent, i.e. feedback designed to improve thinking or aid decision making.
- Questions and challenges are posed respectfully, recognising the diversity of expertise and the power of collective decision making
- Consensus won't always be achieved – which is healthy – but every Board member accepts cabinet responsibility and supports the decision publicly outside of the meeting.
- Actions arising from the meeting are captured with an expected due date and tracked in terms of completed, not yet due, or outstanding. Actions are never ongoing.
- Being curious and willing to continuously improve is the hallmark of an effective Board, to achieve this we will seek feedback at the end of each Board and Committee meeting via a short survey to ensure that the quality of the inputs continue to improve and contribute to our performance as a Board.

COVER SHEET TEMPLATE – FOR ALL PAPERS

COMPANY LOGO

Agenda Item	<i>Completed by the company secretary preparing the meeting pack</i>
Meeting	<i>Name of meeting: Board or Sub-Committee</i>
Date	<i>Insert Date</i>
Paper Sponsor	<i>Name of Exec member or Board or Committee Chair</i>
Action Required	<ul style="list-style-type: none">- <i>D</i> <i>Decision items for approval by The Board</i>- <i>C</i> <i>Strategic Idea or Initiative still in the shaping phase for which consultation with the Board will generate valuable input</i>- <i>I</i> <i>items for information to help the Board discharge its Operational Assurance role</i>
Executive Summary	<i>Succinctly set out the issue you are bringing to the Board, what input you require, and the impact of not having this input (or decision). Note any appended documents provided to support.</i>
Recommendation	<i>Set out clearly the recommendation for the Board to consider</i>

TYPICAL TEMPLATE FOR BOARD PAPERS REQUIRING INVESTMENT DECISION

Executive Summary	<i>Succinctly set out the issue you are bringing to the Board, what input you require, and the impact of not having this input (or decision). Note any appended documents provided to support.</i>
Context	<i>Summarise the reasoning and background for the request. Background to the Business Problem that is being addressed. Implications of not proceeding</i>
Proposed Solution & Course of Action	<i>Summarise intended solution (depending on solution address Project Details, organisation implications, equipment profile, description of purchased assets)</i>
Options	<i>Options considered and alternate approaches. Pros/cons of the options</i>
Financial Summary	<i>Breakdown of Expenditure (Capex & Opex). Summary of Benefits. Cashflow implications. Payback calculations</i>
Sensitivity Analysis	<i>Set out key assumptions and financial sensitivity of project on expenditure and benefits and payback calculations</i>
Quotations	<i>Comparison of alternate supplier quotations</i>
Project Timetable	<i>Set out the timelines and key milestones from Approval to Completion</i>
Key Success Indicators	<i>Upto 3 measurable output metrics to demonstrate project success post implementation</i>
Resources	<i>Set out Project ownership and team membership to ensure resource planning is considered and addressed. Address Reporting requirements and update frequency/method</i>
Project Risks & Mitigations	<i>Address risks and mitigation activities (eg: risk of delivery timelines, risk to rest of business, risk to H&S, risk of not doing project, risk to key external stakeholders)</i>

Board Visibility

The communications model provides Board members with details of how and when they will be kept up to date with activity and progress, as well as additional interaction not only with the Executive Team, but with the wider organisation.

Monthly the Board will receive

- CEO Update report including progress against business plan and the latest financial performance information
- Internal Newsletters

Quarterly meetings will be held to review business performance with minutes of all meetings circulated to all Board members for visibility:

- Month 1: Transformation Committee
- Month 2: Finance, Audit and Risk Committee
- Month 3: Board Meeting

Annually the Board will participate in:

- Annual evaluation of Board
- Board Development Days, including training opportunities offered
- Annual evaluation of business performance
- Strategic Planning
- Remuneration and Nomination Committee

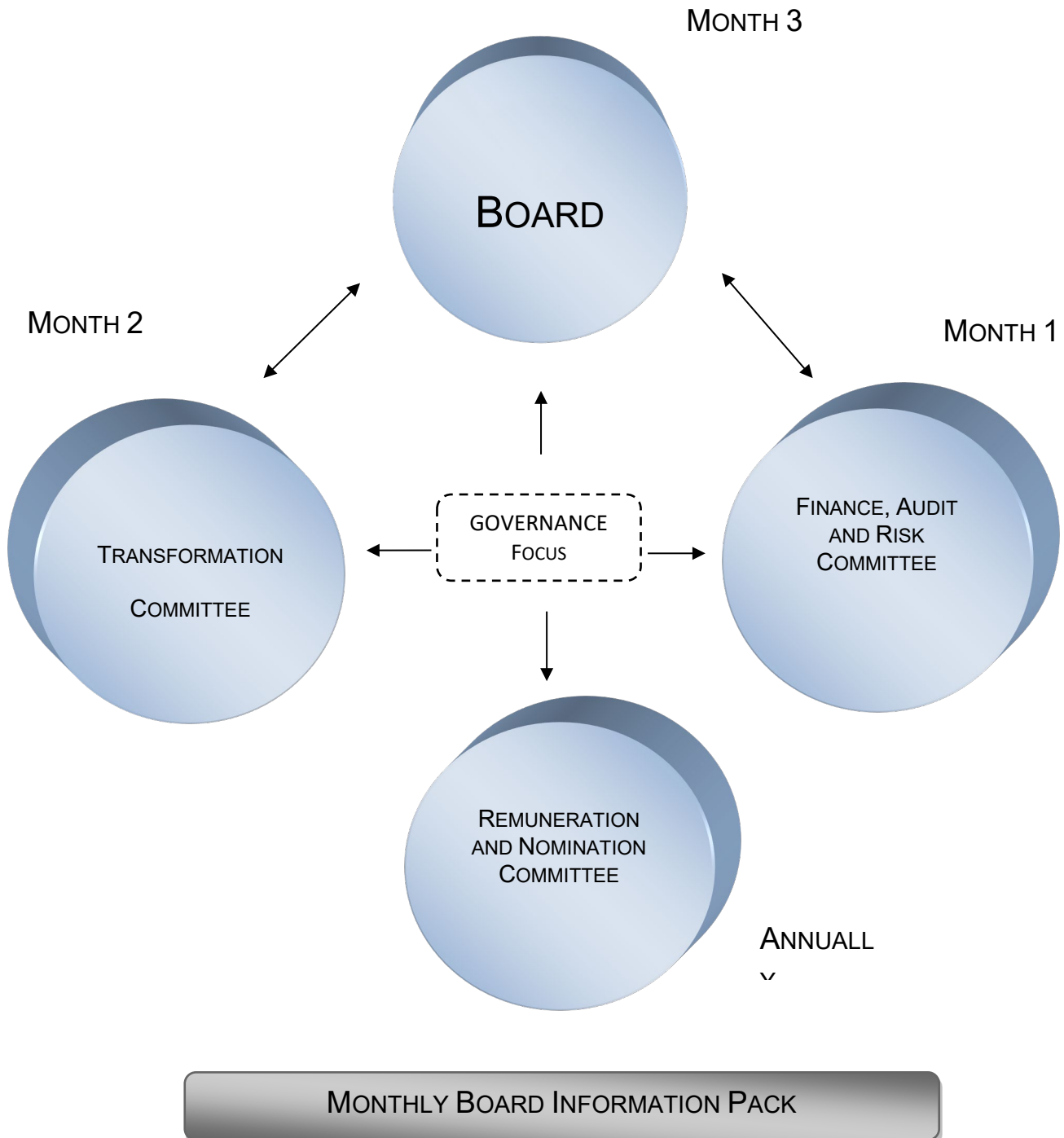
Company Events will include:

- Annual Company Conference
- Annual Graduation Ceremony

This ensures continual communication between the Executive team and the Board ensuring performance of the organisation is monitored, reviewed and evaluated; whilst enabling business plan outcomes to be progressed and completed.

Governance Communications Model

QUARTERLY CYCLE



Board Effectiveness

The Board works as a team, using a balance of skills, experience, and background to make informed decisions. It is important that the organisation has a rigorous approach to Board recruitment, performance, and development.

In order to achieve an effective Board, there must be

- Recruitment processes in place that allow rigorous and transparent Board appointments to be made. This work will be led by the Remuneration and Nominations Committee
- Induction processes that allow new Board members to meet senior management and gain an oversight of the whole organisation
- Opportunities to develop given to all Board members including any training requirements that might be needed
- An evaluation process that not only evaluates the work of each sub-committee but also the Board as a collective whole.

Each sub-committee will be asked to complete an evaluation of its membership, responsibilities and outcomes on an annual basis and provide a report to the Board. This will be discussed to ensure that any necessary actions are taken to improve the performance of the Committee if necessary.

The Board will also conduct an annual evaluation of its own performance, using surveys and analysis of responses to identify any opportunities for improvement. This will be conducted either internally, or through external facilitation and will be agreed with the Chair on an annual basis.

Additionally, each Board member will hold an annual appraisal meeting with the Chair, against set criteria to address any concerns there might be and identify any areas for self-improvement, allowing all Trustees to grow and develop in the role.

Finally, an annual appraisal of the Chairs performance will be conducted by the other Board members.

Further Reading and Guidance

The following Charity Commission articles are useful for Board members wanting to understand their responsibilities in more detail.

CC3 - The Essential Trustee

<https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3/the-essential-trustee-what-you-need-to-know-what-you-need-to-do>

CC27 Its your Decision: Charity Trustees and Decision Making.

<https://www.gov.uk/government/publications/its-your-decision-charity-trustees-and-decision-making/its-your-decision-charity-trustees-and-decision-making>

CC14 Charities and Investment Matters

<https://www.gov.uk/government/publications/charities-and-investment-matters-a-guide-for-trustees-cc14/charities-and-investment-matters-a-guide-for-trustees>

CC26 Charities and Risk Management

<https://www.gov.uk/government/publications/charities-and-risk-management-cc26/charities-and-risk-management-cc26>