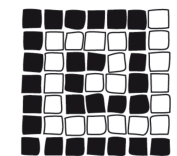


# SUSSEX ARCHAEOLOGICAL SOCIETY

## CODE OF GOVERNANCE 2015

This code of Governance contains six sections: leadership and control, roles and responsibilities, focus and direction, integrity and objectivity, openness and accountability and financial soundness and prudence.



SUSSEX  
PAST

# Sussex Archaeological Society – Code of Governance

## Background

The Code of Governance was developed by the Governance Committee during 2014/15 and formally adopted by Council in November 2015.

The Code defines the main governance activities of the Society; what is done, by whom, what documents are in place, the need for updating and review and the timeframe for actions.

The Code is supported by an Appendix which will record the actions and updates undertaken to record update actions undertaken. The Appendix directly corresponds to the Code so that actions undertaken can be tracked against the action required, in the Code.

The oversight of the Code sits within the remit of the Governance Committee and the updating and revision of the Code will be overseen by the Chairman of the Governance Committee on a publicly timetabled basis.

*Tony Reid*

*Chairman of Governance – November 2015*

## Key

**Section headings.** The Society's governance is divided into six overarching categories: Sound Leadership, Roles and Responsibilities, Focus and Direction, Integrity and Objectivity, Openness and Accountability and Financial soundness and prudence. A sub-heading '**Areas**' identifies main areas of focus in each category. The related activities under each area are identified under the following activity headings:

**What is done:** This column details what the current governance procedure/activity is.

**By Whom:** This column lists who is responsible for oversight of the activity

**When:** This column outlines when the activity is monitored.

**Reporting:** This column lists key documents/ reports.

**Priority/timeframe:** This column details the priority and timeframe for any actions. 1= High priority, 2 Medium priority, some need for revision - 3 =Mostly strong existing practise with limited need for revision. Timeframe U= current action required: all other items to be addressed in next 18 months.

## Sussex Archaeological Society – Code of Governance

### Section 1. Sound Leadership & Control

	Area	What is done	By Whom	When	Reporting	Priority /Timeframe
1.1.	Aims & Objectives	Clear aims and objectives are established regarding both strategic aims and general governance	Council supported by CEO and SMT	On-going	Strategic Plan, Governance Documents	1U
1.2.	Decision making	Council decisions are proposed (and seconded) and then voted on if necessary and recorded	Council	At each Council meeting	Council minutes	3
1.3.	Review of decisions made	Decisions voted on by Council stand without amendment for a minimum of six months except in exceptional circumstances	Chairman	At each Council meeting	Council minutes	2
1.4.	Council collective responsibility	For all Council decisions members need to accept collective responsibility for decisions, unless otherwise indicated by the Chair. (benchmarked to Charity commission document cc20 or CC3 para 6.6	Chairman and chair of Governance	At each Council meeting	Council Minutes and minutes of Governance Committee	2
1.5.	Committee structure	Committee structure in place e.g. Finance, Property etc., Working groups established on an as needs basis	Chairman and committee chairmen	Ongoing , reviewed after AGM	Minutes from committees –circulated to Council	2
1.6.	Delegation of powers to committees	Written Terms of Reference of committees developed and signed off by Council. Benchmarked to CC20 and CC3 para 9.3)	Chairman	By Dec 2015	Written TOR's for each committee/working group	2

## Sussex Archaeological Society – Code of Governance

1.7.	Strategic Planning	Council is responsible for ensuring a strategic plan is in place and is reviewed. Development and implementation is in collaboration between CEO, SMT and trustees.	Chairman	By Dec 2015	Strategic Plan	1U
1.8.	Board size	Currently Council can have up to 14 members as stipulated in Memorandum and Articles	Chairman	AGM	Chairman to review with Council before AGM.	3
1.9.	Council skillsets	Skills audit conducted annually and skills gaps identified. Recruitment to meet gaps met through election to Council or co-options to committees	Chairman to oversee. Trustees and CEO to support	Post AGM	Trustee skills audit and skills matrix	2
1.10.	Board training, induction and development	Initial induction provided by senior staff, supported by Chairman and relevant committee chairmen. Awareness generated through site visits	CEO. Personnel officer and Chairman	Within 2 months of AGM	Training Plans. Induction packs	2
1.11.	Council meeting intervals	Meetings every two months for main Council – special (e.g. budget) meetings added periodically	Chairman	Post AGM Council meeting	Annual Council meeting schedule.	3
1.12.	Council leadership	The Chairman and vice Chairman each required to have one year's recent experience on Council prior to appointment. Chairman and Vice Chairman elected at post AGM Council	Chairman	Post AGM Council Meeting	None	3

## Sussex Archaeological Society – Code of Governance

<b>Section 2: Clearly defined roles and responsibilities - Trustees and Senior staff</b>						
	<b>Area</b>	<b>What is done</b>	<b>By Whom</b>	<b>When</b>	<b>Reporting</b>	<b>Priority/Timeframe</b>
2.1.	Setting of aims	Establishment of aims responsibilities and targets. Detailed in strategic plan	Council in conjunction with Executive staff	Dec 2015	Strategic Plan	1
2.2.	Strategic Plan	Development of Strategic Plan	Council, Executive staff, Staff, Stakeholders	April –December 2015,	Strategic Plan	1U
2.3.	Appropriate delegation of Council functions	Committee Structure with written Terms of Reference	Council/Executive staff	Immediately/ ongoing	Written terms of reference for committees	2
2.4.	Financial sustainability	Business Plan. Financial planning and monitoring through finance committee and reporting	Committee/ Council/Executive	Dec budget setting,	Annual Accounts	1U
2.5.	Legal compliance	Ongoing review compliance with laws, CC, other professional and statutory bodies	Council/Executive staff/Governance Committee	At all times	Annual Report, etc.,	2
2.6.	Open Communication	Open Communication Policy	Council/Executive staff	Ongoing	Marketing plans, Newsletters, notes from Members' discussion sessions	2
2.7.	Provision of resources	Resource allocation established in annual budgets	Council/Executive staff	Budget set by Council in December	Asset registers, Annual operational budget	1
2.8.	Management of Conflicts of Interest	Related parties form completed by all trustees and senior staff and COI register maintained as set out in CC29 and CC3	Chairman to oversee -All Trustees and senior staff	Immediately it arises and at each meeting of Council	COI register, related parties form.	1

## Sussex Archaeological Society – Code of Governance

2.9.	Meeting attendance	Regular Attendance at Meetings. Minimum attendance requirement established in Memorandum and Articles	Chairman	All Council and Committee Meetings	Memorandum and Articles,	2
2.10	Trustee /executive working relationships	Outlined in standing orders and Code of Governance.	All/ Chairman	Ongoing	Standing orders and code of governance	1
2.11	Maintain reputation of the Society	Reputational matters reviewed at Council. Issues may be raised by any Council member.	All. Chairman	Ongoing	Standing orders	1
2.12	Responsibility of Executive staff	Lead responsibility for organisation through Chairman of Council.	Chairman	Ongoing	CEO review and agreed CEO aims and targets	2
2.13	Responsibility for employees	Trustees inducted into their legal responsibilities as employers. Personnel committee supports responsibilities of trustees	All trustees. Personnel committee	Ongoing		1
2.14	Information for trustees and committees.	Timely, comprehensive information provided to trustees on an agreed cycle.	Executive staff	Minutes within 10 days after a meeting. Papers one week before Council meeting	Briefing notes, Property newsletters, CEO updates to Council. Staff briefing notes. (refer to SAS trustee information document)	2
2.15	Operational management and monitoring	Service area and property reports issued to trustees on a regular basis	Executive staff	Various times	CEO briefing notes, Property newsletters, CEO updates to Council	2

## Sussex Archaeological Society – Code of Governance

2.16	Implementation of Council Decisions	Council Decisions implemented and reviewed through Council action points	Executive staff	Ongoing	CEO aims and targets, CEO review	2
2.17	Manage Staff, Evaluate Performance	Manage Staff, Evaluate Performance	Executive staff	Ongoing	CEO business reports and reviews	2
2.18	Manage Communication Programs (External)	All external communication goes through marketing officer. Membership information through Mem Sec.	Executive staff, Marketing Officer	Ongoing	Press releases, media reports, marketing plans	2
2.19	Manage Communication Programs (Internal)	Manage Communication Programs (Internal)	Executive staff	Ongoing	Staff newsletters	2
2.20	Recommend and Implement Improvements in Productivity/Efficiency	Recommend and Implement Improvements in Productivity/Efficiency	Executive staff	Budget setting in autumn	Business plans. Budget development reports	2
2.21	Maximise income including Fundraising Programs and donations.	Ad hoc appeals and ongoing relationships with donors	Trustees/Executive staff	Ongoing	Project development forms, grant applications, fundraising reports	1U
2.22	Manage charitable, academic and educational activities.	Strategic planning, property plans, audience development plans. target setting for all service areas	Executive staff	Ongoing	Reports to Council, property plans, education plans, audience development plans	2

## Sussex Archaeological Society – Code of Governance

2.23	Manage commercial functions and control expenditure.	Retails plans, KPI's set for all commercial functions. SPTL board provides input and steer	SPTL board, Finance Committee, senior staff.	Ongoing	Business plans	2
2.24	Volunteer management	Volunteer recruitment, support and management provided by senior service level staff. Travel payment authorised by team leaders.	Executive staff, HR	Quarterly	Volunteer report	2
2.25	Public profile	The Society's profile is raised by staff and trustee activities	Chairman/ Executive staff	Ongoing	Press releases, website updates, published articles, on the ground promotion	2
2.26	Partnerships	Partnerships are developed and maintained by staff and trustees	Trustees and Executive staff	Ongoing	Partnership agreements	2



## Sussex Archaeological Society – Code of Governance

<b>Section 3: Clear Focus and Direction</b>						
	<b>Area</b>	<b>What is done</b>	<b>By Whom</b>	<b>When</b>	<b>Reporting</b>	<b>Priority/timeframe</b>
3.1	Management of stakeholder relationships	Chairman and CEO hold Annual meetings with members. Executive staff meet with Friends groups and partners	Council and Executive staff	Ongoing	Member's meetings minutes on SAS website. Minutes form meetings with Friends and partners	2
3.2	Short term planning	Planning linked to budget development cycle.	Council/SMT	Annual – Sept – Nov	Annual development plans	2U
3.3	Long term planning	Development and implementation of strategy and business plans	Executive staff & Council	Annually	Business plan, strategic plan, property plans	1
3.4	Staff and trustee leadership	Development of vision/direction of activities by executive staff and trustees	Executive staff/Council	Ongoing	CEO aims document. Council agreed actions in Council minutes	2
3.5	Working partnership between trustees and senior staff	Trustees and senior staff work together on strategic planning. Trustees and staff work together on committees. Trustees periodically attend SMT	Chairman Executive staff	Ongoing	Strategy papers, SMT minutes, committee minutes	2U
3.6	Key performance indicators	Agreed key performance indicators for areas of business performance. Quantitative and qualitative data captured by internal and external means	Council, committees and SMT	Annual review	External reports, visitor data, customer feedback, external reviews (e.g. VAQAS, Trip Advisor)	2
3.7	Public benefit	Statement of principle in accounts. Oversight through Council review	Chairman/Council	Ongoing	Statement recorded in accounts	2

## Sussex Archaeological Society – Code of Governance

3.8	Impact measures	Impact measures established in property and service level plans	Executive staff and SMT	Ongoing	None	2
3.9	Change management	Risk assessments carried through Corporate Risk Register	Risk group – Chairman, CEO, Finance Officer, Chair of Finance	Annual –Dec-February	Risk register	1

## Sussex Archaeological Society – Code of Governance

<b>Section 4: Acting with Integrity and Objectivity</b>						
	<b>Area</b>	<b>What is done</b>	<b>By Whom</b>	<b>When</b>	<b>Reporting</b>	<b>Priority/timeframe</b>
4.1	Legal compliance	Charity commission updates provided to the board. Issues of concern referred to Society's legal advisors/accountants. Review of issues through Council and Governance Committee. Trustee training provided.	Executive staff. Chairman and Vice Chairman. Chairman of Finance committee. Chair of Governance Committee. Council	Ongoing	Charity commission correspondence. Advice from legal advisors. Accountant reports to trustees	2U
4.2	Acting in the best interests of the charity	Council review. Executive briefing of Chairman and Chairman of Governance committee	Executive staff, Chairman and Chairman of Governance	Ongoing	Council minutes. Executive briefing notes.	2
4.2	Management of conflicts of Interest	Conflicts of interest are recorded in the minutes of each Council meeting and a register of members' interests is updated at the start of each Council year. All trustees and senior staff complete a related parties transaction form	Executive staff. Also the chairman of the Finance Committee explains the requirement for declaration of interests annually.	Ongoing	COI register Related parties transactions forms. Council minutes	1

## Sussex Archaeological Society – Code of Governance

4.3	Trustee payments	Stipulations regarding payment requirements to trustees are recorded in section 5 of the Society's Memorandum and Articles. No current mechanism for review of indirect financial benefit	Executive staff reporting to Chairman and Chairman of Governance	Ongoing	Executive briefing notes to Chairman	1U
4.4	Protecting the charity's reputation	Discussion through Council about matters which may affect the Society's reputation based on CC stipulated requirements	Trustees Executive staff	Ongoing	Council Minutes, minutes of the Governance Committee	2
4.5	Ensuring collective accountability	Chairman reminds Council for need to observe principle of collective accountability as set out in CC3 para 6.2	Chairman	Ongoing	Council minutes. Council induction material	1
4.6	Dealing with complaints which relate to the Society's governance	Complaints are dealt with by the Chairman and brought through to Council and where relevant Governance Committee	Chairman	As they arise.	Council minutes. Code of Governance. Code of Conduct	2

## Sussex Archaeological Society – Code of Governance

Section 5: Being Open and Accountable						
	Area	What is done	By whom	When	Reporting	Priority/timeframe
5.1	Information from Chairman of Council to Trustees	Chairman informs Trustees of all relevant matters in a timely appropriate manner	Chairman	Ongoing	Emails, letters, direct communication and phone calls from Chairman to Council members	3
5.2	Council communication with Executive staff	Trustees communicate with Executive Staff in a timely and professional manner	Chairman/ Trustees	Ongoing	Emails/letters, face to face communication Communication at Council and committee meetings	1
5.3	Executive communication with trustees	Executive communicates with trustees in a timely and professional manner	Executive Staff and Chairman	Ongoing	Emails/letters, face to face communication Communication at Council and committee meetings	2

## Sussex Archaeological Society – Code of Governance

5.4	Council relationship with committees	Council agrees Terms of Reference for committees and oversees activities. Committees make recommendations to Council	Trustees and Executive Staff Chairman of Governance Committee	Ongoing	Terms of reference for committees. Minutes from committee meetings and Council	2
5.4	Council communications to Members	Communication takes place through newsletter, at the AGM, through the members open discussion sessions and at EGMs	Chairman supported by Trustees and Executive Staff	Ongoing	Chairman's opening lies in SP&P. Minutes from the membership open discussion sessions. AGM and EGM minutes and papers	3
5.5	Council communication to Staff/Volunteers	Chairman and Trustees have periodic communication to staff and volunteers in a timely and professional manner in consultation with executive staff	Chairman	As required	Chairman's letters and notes to staff and volunteers	3

## Sussex Archaeological Society – Code of Governance

5.6	Staff and volunteers communication with Council	Staff and volunteers communicate with Council, having observed the organisational procedures	Staff and volunteers	As required	Letters and other communication from staff and volunteers	3
5.7	Executive staff accountability to Council	Executive staff given clear objectives and timetables following appropriate consultation	Chairman of Council	Nov- Jan annually	CEO review and target setting documents	2U
5.8	Council accountability to Executive staff	Resources provided to staff to meet agreed objectives	Chairman of Council	Ongoing	Agree targets provided by Chairman	2U
5.9	Implementation of agreed Council decisions	Agreed Council targets are met and feedback provided to Council in written form or at Council meetings	Executive staff	As required	Council minutes and Council papers produced by Executive staff	3

## Sussex Archaeological Society – Code of Governance

5.10	Council minutes	Council Minutes to be issued within ten days of Council meeting. Minutes contain agreed action points	Executive Staff	For each meeting of Council	Council Minutes	3
5.11	Decision making	Decision making authority and responsibilities of executive and trustees established in standing orders	Chairman and Executive Staff	Ongoing	Standing orders and records from Chairman/Executive Staff meetings.	2U
5.12	Committee dates and communication	Committee dates to be set at Council meeting immediately following AGM. Committees produce full sets of minutes in standardized format and sent to Council in advance of reporting to Council meetings	Chairman and Committee Chairmen	Annual	Council Minutes and Committee Minutes	3
5.13	Council accountability to Members	Council oversees production of written report on Committee activities in report to AGM/ members discussions	Chairman and Trustees	Every AGM	Annual Report	2



## Sussex Archaeological Society – Code of Governance

5.14	Accountability to the public.	Society policies and main codes on publically accessible area of Society's website	Chairman of Governance and Marketing Officer	By Jun 2016	Policies/documents of Society website	2
5.15	Project development and approval	All projects and bids go through Society procedures, including communication with donors and funders	Chairman and Executive staff	Ongoing	Project development and approval documents	2U

## Sussex Archaeological Society – Code of Governance

<b>Section 6: Financially Sound and Prudent</b>						
	<b>Area</b>	<b>What is done</b>	<b>By Whom</b>	<b>When</b>	<b>Reporting</b>	<b>Priority/timeframes</b>
	<b>Control of Finances</b>					
6.1	Council budget setting	The annual budget for the following year is presented to a special trustee budget meeting. All agreed modifications undertaken prior to presentation to Council for final approval.	Executive staff Input – Committees Review - Trustee budget meeting Approval- Council	Sept- Dec annually	PowerPoint presentations from CEO and Chairman of Finance committee.  Full collated budget (excel) with all areas of budgetary activity – Central Finance Team	2
6.2	Financial planning	Annual financial planning is embedded in the annual budgets. Long term financial plan sitting alongside the strategic plan	Executive staff Committee and Council sign off	December, annually.	Annual budget  3 year Financial Plan	1U
6.3	Rolling forecasts	Rolling forecasts showing profit and loss and cash flow	Finance Manager	By Dec 2015	Forecasting documentation and cash flow spreadsheet	2

## Sussex Archaeological Society – Code of Governance

<b>Section 6: Financially Sound and Prudent</b>						
	<b>Area</b>	<b>What is done</b>	<b>By Whom</b>	<b>When</b>	<b>Reporting</b>	<b>Priority/timeframes</b>
6.4	Management account reporting	Budget monitoring variances for each budget produced. Reports produced by CEO and Chairman of Finance committee	Data- Accounts Officer. Investigative work by Finance Manager CEO and presentation to board CEO Chairman of Finance Committee	Quarterly, Maximum 2 months after quarter end.	Excel budget variance report CEO budget variance report Finance Committee Chairman report	2U
<b>Safeguarding assets</b>						
6.5	Management of bank accounts	Management of Bank accounts by reconciliation and liaison meetings with Bank	Finance Manager and Executive Staff	Occasional	To be developed	3
6.6	Management of investments	Management of investment accounts by review of reports and meetings with investment bankers. Written communication between bankers and Society Staff/Trustees	Executive Staff and Finance Committee	Previously annual. None currently	Quarterly reports by Schroders, reviewed by Executive and Chairman of Finance Committee	2
6.7	Asset maintenance and protection	Overarching maintenance schedule	Executive Staff Property	Jan- March	Property maintenance plans	2

## Sussex Archaeological Society – Code of Governance

<b>Section 6: Financially Sound and Prudent</b>						
	<b>Area</b>	<b>What is done</b>	<b>By Whom</b>	<b>When</b>	<b>Reporting</b>	<b>Priority/timeframes</b>
		Maintenance works scheduled into each property for Jan- March. Inspections off electrical/fire/flood risks undertaken as required by legislation or best practice	Managers and Ops staff. Properties Committee			
6.8	Asset register	Asset register is maintained and updated annually	Finance Officer	February	Asset register	2
<b>Management of Risk</b>						
6.9	Corporate Risk Register	Corporate Risk Register is reviewed and updated annually	CEO, Finance Officer, Chairman of Governance and Finance, Chairman of Council	Reviewed January annually – approval February	Risk Register Word Document Excel version of Risk Register	1U