

Governance health check for third sector organisations

Introduction

Good governance is a vital part of how third sector organisations operate and are held accountable for what they do. Wales Council for Voluntary Action (WCVA) published the second edition of [Good governance: a code for the third sector in Wales](#) in April 2012, and this health check has been designed in accordance with the principles set out in that code. The health check is intended to be used as a self-assessment tool, but assistance is available if you identify any issues that need addressing as a result of completing the health check (please see the 'useful contacts' list at the end of this document for details). And please do not worry if you do identify issues when going through this process: in most cases such issues can be resolved reasonably easily, especially with the help that is available to you.

Please note that the term 'board' is used throughout this document, but that term is intended to cover any collective group of people that are responsible for a voluntary organisation which may also be known as a committee/executive committee, council, and so on.

While the primary purpose of completing this self-assessment is to assist your board to work towards adhering to the principles of the above code, it should also help boards of any size to demonstrate their good governance practices to funders, beneficiaries and stakeholders.

The completion of the health check is not intended to be overly complex or burdensome, but it will require you to dedicate some time to focusing on the questions that it raises. One approach could be for a whole meeting to be assigned to going through the health check, with all board members present at that meeting being involved in the self-assessment. Alternatively, you may wish to assign the task to a select number of your board, so that they complete the health check during a set period of time and then report back to the rest of the board with their findings as an agenda item at a meeting (providing copies of the completed health check, highlighting any issues identified, and so on).

Please note that the suggested evidence listed next to each question is not exhaustive: there may well be many other documents that can show how you are fulfilling a particular aspect of governance, but the most common forms of evidence have been set out to help you identify what you may need to check.

It is important to recognise that reviewing your governance practices is not simply a 'tick-box' exercise. Once you have carried out this health check it would be good practice to draw up an action plan for any items that you've noted need attention, giving yourself a realistic time frame to complete those actions, and also to timetable in a review of how your organisation is doing after a set period (for example, every 12 months or two years). We appreciate that these kind of reviews do take time, but it really is very important that

you dedicate the ongoing time to self reflect in this way to ensure that you are always doing the best that you can for your members and/or service users. It may also be worthwhile having a regular item on your agenda for board meetings to remind you to check your progress against the findings of your self-assessment (i.e. the actions that you note are required against specific points), so that you can keep track of how well you are doing and what may still need attention.

Finally, WCVA would really appreciate your feedback on how you found the experience of completing the health check. We are keen to ensure that the best possible resources are made available to you, so that we can help and support you in the most effective way, and to do that we need to hear from you with any suggestions or comments that you might have about the resources that we produce. If you would like to contact us with your feedback on this health check please contact Anna Lewis, Legal Services Officer, on alewis@wcva.org.uk.

Useful contacts

If, in completing this health check, you identify points that you require assistance with, there are a number of sources of help available to you:



WCVA, county voluntary councils (CVCs) and volunteer centres (VCs) form a network of support organisations across Wales that help people who are inspired to make a positive difference to their communities. We work with charities, voluntary and community groups, social enterprises, trustees and individual volunteers. WCVA works at a national level, while CVCs and VCs work at a local level.

Wales Council for Voluntary Action (WCVA)

WCVA's mission is to provide excellent support, leadership and an influential voice for the third sector and volunteering in Wales. We provide information, guidance, training, events and a variety of other practical services to charities, voluntary organisations and social enterprises.

Baltic House
Mount Stuart Square
Cardiff
CF10 5FH
T: 0800 2888 329
F: 029 2043 1701
Minicom: 0808 180 4080
E: help@wcva.org.uk
W: www.wcva.org.uk

Your local County Voluntary Council

There are 19 county voluntary councils (CVCs) in Wales and their key role is to provide advice and information to local third sector organisations. They support voluntary action by supporting volunteering, advising on good practice, providing information on funding sources along with a wide range of other issues. The 19 CVCs are:

- [Association of Voluntary Organisations in Wrexham \(AVOW\)](#)
- [Bridgend Association of Voluntary Organisations \(BAVO\)](#)
- [Cardiff Third Sector Council \(C3SC\)](#)
- [Carmarthenshire Association of Voluntary Services \(CAVS\)](#)
- [Ceredigion Association of Voluntary Organisations \(CAVO\)](#)
- [Conwy Voluntary Services Council \(CVSC\)](#)
- [Denbighshire Voluntary Services Council \(DVSC\)](#)
- [Flintshire Local Voluntary Council \(FLVC\)](#)
- [Gwent Association of Voluntary Organisations \(GAVO\)](#)
- [Interlink \(Rhondda Cynon Taff\)](#)
- [Mantell Gwynedd](#)
- [Medrwn Mon \(Isle of Anglesey\)](#)
- [Neath Port Talbot Council for Voluntary Services \(NPTCVS\)](#)
- [Pembrokeshire Association of Voluntary Services \(PAVS\)](#)
- [Powys Association of Voluntary Organisations \(PAVO\)](#)
- [Swansea Council for Voluntary Service \(SCVS\)](#)
- [Torfaen Voluntary Alliance](#)
- [Vale Centre for Voluntary Services \(Vale of Glamorgan – VCVS\)](#)
- [Voluntary Action Merthyr Tydfil \(VAMT\)](#)

Charity Commission

The Charity Commission for England and Wales is established by law as the regulator and registrar of charities in England and Wales. It aims to provide the best possible regulation of these charities in order to increase charities' efficiency and effectiveness and public confidence and trust in them.

Charity Commission Direct
PO Box 1227, Liverpool
L69 3UG
T: 0845 3000 218
F: 0151 7031 555
E: enquiries@charitycommission.gsi.gov.uk
W: <http://www.charity-commission.gov.uk>

Companies House

The main functions of Companies House are to incorporate and dissolve limited companies, examine and store company information delivered under the Companies Act and related legislation, and make this information available to the public.

Crown Way
Maindy
Cardiff
CF14 3UZ
T: +44 (0)303 1234 500
F: 029 20380900
E: enquiries@companies-house.gov.uk
W: <http://www.companieshouse.gov.uk>

Institute of Fundraising

The Institute of Fundraising is the professional membership body for UK fundraising. Its mission is to support fundraisers, through leadership, representation, standards-setting and education, and it champions and promotes fundraising as a career choice.

Institute of Fundraising Cymru
1st Floor, 21 Cathedral Road
Cardiff
CF11 9HA
T: 029 2034 0062
E: cymru@institute-of-fundraising.org.uk
W: www.institute-of-fundraising.org.uk

Principle 1: Understanding the board's role

An effective board will provide good governance and leadership by understanding their role.

Members of the board will understand their role and responsibilities, collectively and individually in relation to:

- their legal duties
- their stewardship of assets
- the provisions of the governing document
- the external environment
- the total structure of the organisation

and in terms of:

- setting and safeguarding the vision, values and reputation of the organisation
- overseeing the work of the organisation
- managing and supporting staff and volunteers, where applicable.

Question	Answer			Suggested evidence	Comment/reason/action required
	Yes <input checked="" type="checkbox"/>	No <input checked="" type="checkbox"/>	Other (give details)		
1.1 Do you have a defined board of trustees with a named chairperson, secretary and treasurer?				<ul style="list-style-type: none"> ✓ List of board members and officers ✓ (If a registered charity), A copy of your organisation's record on the Charity Commission's Register of Charities, showing the named trustees 	
1.2. If you do have a defined board, do the members of your board understand that they must always accept ultimate responsibility for the organisation, and that in law all board members are equally responsible?				<ul style="list-style-type: none"> ✓ Board induction documents/pack 	

1.3. Does your organisation have a governing document (e.g. Constitution, Memorandum and Articles, Trust Deed, Rules etc)?				<ul style="list-style-type: none"> ✓ Copy of your governing document 	
1.4. If you do have a governing document, does it set out what the various responsibilities and duties of the board members are and what procedures need to be followed (e.g. how to elect the board, arrangements for meetings etc)?				<ul style="list-style-type: none"> ✓ Compare to the Charity Commission's model governing documents 	
1.5. Have the board members been provided with a copy of the governing document so that they are aware of what is expected of them?				<ul style="list-style-type: none"> ✓ Copy of your governing document ✓ Board induction documents/pack 	
1.6. Have the board members been provided with any other documents that confirm what their roles and responsibilities are (in addition to/instead of the governing document)?				<ul style="list-style-type: none"> ✓ Board induction documents/pack (e.g. a copy of CC3 – <i>The essential trustee: what you need to know</i>) ✓ The latest financial information for your organisation 	
1.7. Are board members aware of the duties that they have to employees, volunteers and service users?				<ul style="list-style-type: none"> ✓ Policies/procedures ✓ Risk assessments and notices. ✓ Accident book. ✓ Fire extinguishers and alarms, and first aid equipment. ✓ Insurance policies. 	

<p>1.8. Does the organisation have a mission and/or values statement that actually reflects what the organisation is about? If so, do your board members all have a copy of it so that they know what it says?</p>				<ul style="list-style-type: none">✓ Mission statement and/or statement of values✓ Board induction documents/pack	
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Principle 2: Ensuring delivery of the organisation's purpose

An effective board will provide good governance and leadership by ensuring delivery of organisational purpose.

The board will ensure that the organisation delivers its stated purposes or aims by:

- ensuring organisational purposes remain relevant and valid
- developing and agreeing a long term strategy
- agreeing operational plans and budgets
- monitoring progress and spending against plan and budget
- evaluating results, assessing outcomes and impact
- reviewing and/or amending the plan and budget as appropriate.

Question	Answer			Suggested evidence	Comment/details/reason/action required
	Yes <input checked="" type="checkbox"/>	No <input checked="" type="checkbox"/>	Other (give details)		
2.1. Are the activities that your organisation carries out delivered in line with the objects/purposes set out in your governing document?				<ul style="list-style-type: none"> ✓ Copy of your governing document ✓ Review of your activities ✓ Board induction documents/pack 	
2.2. If your organisation is a registered charity, are your board members aware of the fact that your organisation must be able to demonstrate public benefit and that you are required to report on that public benefit in your Annual Report?				<ul style="list-style-type: none"> ✓ Board induction documents/pack ✓ The Charity Commission's public benefit guidance ✓ Your latest Annual Report 	
2.3. Does your organisation have a long term strategy/plan?				<ul style="list-style-type: none"> ✓ Strategic plan(s) ✓ Business plan 	

2.4. Does your organisation have an operational/work plan?				<ul style="list-style-type: none"> ✓ Operational/work plan(s) ✓ Service level agreements 	
2.5. Does your organisation have a budget(s)?				<ul style="list-style-type: none"> ✓ Budget plan(s) 	
2.6. Does your organisation have a fundraising plan?				<ul style="list-style-type: none"> ✓ Fundraising plan 	
2.7. Does your board have a process in place to review whether progress is being made against your agreed plan(s) and/or targets?				<ul style="list-style-type: none"> ✓ Action plan(s) ✓ Staff and volunteer reports and/or supervision ✓ Minutes of board meetings 	
2.8. Do you monitor and evaluate the work that you do (e.g. record/show the difference that your organisation makes)?				<ul style="list-style-type: none"> ✓ Monitoring and evaluation (forms etc) ✓ Satisfaction surveys ✓ Case studies ✓ Research/statistics ✓ Impact reporting 	
2.9. Does your board ever consider whether your organisation has completed everything that it was set up to do, and whether it is still needed or should consider closing?				<ul style="list-style-type: none"> ✓ A copy of your governing document ✓ Progress reports 	
2.10. Does your board ever consider whether your organisation could achieve its aims more effectively by working				<ul style="list-style-type: none"> ✓ Guidance on the possibilities of collaboration and/or merging 	

closely with/merging with another organisation?				✓ Minutes of meeting(s) where this has been explored as an option	
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Principle 3: Working effectively as individuals and as a collective board

An effective board will provide good governance and leadership by working effectively both as individuals and as a team.

The board will have a range of appropriate policies and procedures, knowledge, attitudes and behaviours to enable both individuals and the board to work effectively. These will include:

- finding and recruiting new board members to meet the organisation's changing needs in relation to skills, experience and diversity
- providing suitable induction for new board members
- providing all board members with opportunities for training and development according to their needs
- periodically reviewing their performance both as individuals and as a team.

Question	Answer			Suggested evidence	Comment/details/reason/action required
	Yes <input checked="" type="checkbox"/>	No <input checked="" type="checkbox"/>	Other (give details)		
3.1. Are your board meetings held in accordance with the provisions set out in your governing document (if you have one, or in line with Charity Commission guidance CC48 Charities and Meetings if not)?				<ul style="list-style-type: none"> ✓ Appropriate meeting agenda(s) ✓ Minutes of board meetings ✓ Proof of notice of meetings being given ✓ Proof of regular meetings being held ✓ Proof of attendance at meetings and quorums met 	
3.2. Do you have adequate skills and experience on your board? If not, have you thought of carrying out a skills audit and/or				<ul style="list-style-type: none"> ✓ Skills audit ✓ Training records/requests ✓ Trustee role descriptions 	

specific training for your board members?				<ul style="list-style-type: none"> ✓ Recruitment records ✓ Performance review records 	
<p>3.3. Does your board look to attract new board members?</p> <p>If so, do you recruit them in accordance with the provisions in your governing document (ensuring that they are eligible to be a trustee)?</p>				<ul style="list-style-type: none"> ✓ A copy of your governing document ✓ Terms of office ✓ Rotational board members ✓ Process for recruiting and admitting new board members ✓ Skills audit that identified skills gap(s) ✓ Advertisements for new board members ✓ Recruitment policy 	
3.4. If your recruitment of new board members is limited, is this because your governing document is limiting/restricting recruitment?				<ul style="list-style-type: none"> ✓ Review of governing document, with possible amendments 	
3.5. When new board members are recruited, do you have an induction process in place for them?				<ul style="list-style-type: none"> ✓ Board induction documents/pack ✓ Board induction programme ✓ Recruitment policy ✓ Training records 	
3.6. Does your board carry out succession planning (i.e. planning for when those in executive roles may step down, and who may then take on those roles)?				<ul style="list-style-type: none"> ✓ A copy of your governing document ✓ Details of terms of office for those in executive roles ✓ Roles descriptions ✓ Skills audits 	

				<ul style="list-style-type: none"> ✓ Process for rotation of board members 	
3.7. Does your board follow the rules in your governing document regarding the retirement of board members?				<ul style="list-style-type: none"> ✓ A copy of your governing document ✓ Minutes of board meetings ✓ Terms of office ✓ Rotational board members 	
3.8. Does your board regularly review its own performance and the performance of any sub-committees/task groups you may have?				<ul style="list-style-type: none"> ✓ Minutes of board meetings ✓ Performance review records, and proof of actions taken in response to results ✓ Monitoring and evaluation (forms etc) 	
3.9. Do you ensure that all members of your board attend appropriate, regular training on issues of importance (e.g. equality and diversity, health and safety etc)?				<ul style="list-style-type: none"> ✓ Minutes of board meetings ✓ Training records ✓ Proof of the appointment of a board member(s) to be responsible for identifying appropriate legal requirements for training 	

Principle 4: Exercising effective control

An effective board will provide good governance and leadership by exercising effective control.

As the accountable body, the board will ensure that:

- the organisation understands and complies with all legal and regulatory requirements that apply to it
- the organisation continues to have good internal financial and management controls
- it regularly identifies and reviews the major risks to which the organisation is exposed and has systems to manage those risks
- delegation to committees, staff and volunteers (as applicable) works effectively and the use of delegated authority is properly supervised.

Question	Answer			Suggested evidence	Comment/details/reason/action required
	Yes <input checked="" type="checkbox"/>	No <input checked="" type="checkbox"/>	Other (give details)		
4.1. Is your board aware of the legal and compliance obligations of your organisation?				<ul style="list-style-type: none"> ✓ Contracts of employment ✓ Insurance ✓ Policies (see Q4.2) ✓ Risk assessments ✓ Accident book ✓ Fire alarms and extinguishers ✓ Leasing agreements ✓ Proof of compliance with Charity Law (and Company Law and administration requirements if you are a company) ✓ Subscriptions to legal update publications/mailings 	

				<ul style="list-style-type: none"> ✓ Membership of an umbrella body 	
<p>4.2. Does your organisation have in place the policies that are necessary for it to operate well, taking in to account the needs of your members/service users and your legal and compliance obligations?</p>				<ul style="list-style-type: none"> ✓ Conflict of interest policy ✓ Trustee expenses policy (and a staff expenses policy if you employ staff) ✓ Health and safety policy ✓ Equal opportunities policy ✓ Data protection policy ✓ Fundraising policy ✓ Communications policy ✓ Leave policy(ies) ✓ Campaigning/political activities policy ✓ Safeguarding policy (if you are working with children and/or vulnerable adults) ✓ Recruitment and selection policy ✓ Volunteering policy ✓ Whistleblowing policy ✓ ICT policy ✓ Grievance policy 	
<p>4.3. As well as the policies mentioned above, does your organisation have procedures in place for complying with what is set out in those policies on a day to day basis?</p>				<ul style="list-style-type: none"> ✓ Notices displaying what a procedure is ✓ Checklists ✓ Forms (e.g. for processing requests, staff returning to work, expenses etc) 	

				<ul style="list-style-type: none"> ✓ Training on procedures 	
4.4. Have you got appropriate financial systems in place?				<ul style="list-style-type: none"> ✓ Bank statements ✓ Cash book/petty cash records ✓ Budget ✓ Management accounts ✓ Invoices ✓ Finance policy(ies) ✓ Segregation of duties ✓ Required cheque signatories ✓ Salary records (if employing staff) 	
4.5. Is the financial reporting to your trustee board clear and understood by the board members at each meeting?				<ul style="list-style-type: none"> ✓ Minutes of board meetings ✓ Agenda of meetings ✓ Budget updates ✓ Management accounts ✓ Income and expenditure sheet ✓ Finances training for board members 	
4.6. Are your annual accounts externally examined?				<ul style="list-style-type: none"> ✓ Audit documentation ✓ Proof of independent examination 	
4.7. Does your board ensure that your organisation's assets are only used to achieve your objects (which will be set out in your governing document)?				<ul style="list-style-type: none"> ✓ Minutes of board meetings ✓ Agenda of meetings ✓ Copy of your governing document ✓ Business plan/forecast ✓ Register of assets 	

4.8. Do you have a system in place to assess the risks that your organisation faces (both short and long term), and to try to minimise those risks?				<ul style="list-style-type: none"> ✓ Risk assessments ✓ Risk register ✓ Register of interests ✓ Business plan/forecast ✓ Rescue plan ✓ Insurance policies ✓ Policies and procedures ✓ Details of your reserves 	
4.9. Do your board, staff, volunteers and sub-committee members understand their delegated authorities, and have they been appropriately trained?				<ul style="list-style-type: none"> ✓ Role and/or job descriptions ✓ Training records ✓ Organisation diagram ✓ Policies ✓ Mentoring 	
<p>4.10. Do those with delegated authority know and understand when they must report back to the board?</p> <p>And are those delegate authorities reviewed periodically to ensure they are still appropriate?</p> <p>[NB: board members cannot delegate their ultimate responsibility for the organisation]</p>				<ul style="list-style-type: none"> ✓ Reporting procedures ✓ Reports ✓ Supervision, monitoring and evaluation ✓ Minutes of meetings ✓ Evidence of decisions made in line with limits imposed within the delegation ✓ Review procedure and documentation 	

Principle 5: Behaving with integrity

An effective board will provide good governance and leadership by behaving with integrity.

The board will:

- safeguard and promote the organisation's reputation
- act according to high ethical standards
- identify, understand and manage conflicts of interest and loyalty
- maintain independence of decision making
- deliver impact that best meets the needs of beneficiaries.

Question	Answer			Suggested evidence	Comment/details/reason/action required
	Yes <input checked="" type="checkbox"/>	No <input checked="" type="checkbox"/>	Other (give details)		
5.1. Does your board have a code of conduct in place for board members to follow? (see Charity Trustee Networks' Codes of Conduct for Trustees for more information)				<ul style="list-style-type: none"> ✓ Code of conduct ✓ Board induction documents/pack 	
5.2. Are your board members aware that they must always act in the best interests of your organisation?				<ul style="list-style-type: none"> ✓ Code of conduct ✓ Board induction documents/pack ✓ Minutes of board meetings 	
5.3. Does your board understand the importance of declaring any conflicts of interest that they may have? And do you have procedures in place to deal with conflicts of				<ul style="list-style-type: none"> ✓ Board induction documents/pack ✓ Training records ✓ Conflict of interests policy ✓ Register of interests ✓ Minutes of board 	

interest that are declared?				meetings ✓ Agenda for meetings ✓ Copy of your governing document	
5.4. Do you have procedures in place to deal with gifts and hospitality?				✓ Gifts and hospitality policy ✓ Register of gifts and hospitality ✓ Procedure with clear guidelines	
5.5. Do any of your board members receive any payments other than out of pocket expenses?				✓ Copy of your governing document: are any such payments permitted? ✓ Policy(ies) on payments/expenses ✓ Register of interests	
5.6. Do you have guidelines in place for who is authorised to speak on behalf of the organisation, especially to the media?				✓ Communications policy ✓ Training records (e.g. for media training, public speaking etc)	

Principle 6: Being open and accountable

An effective board will provide good governance and leadership by being open and accountable.

The board will lead the organisation in being open and accountable, both internally and externally. This will include:

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

Question	Answer			Suggested evidence	Comment/details/reason/action required
	Yes <input checked="" type="checkbox"/>	No <input checked="" type="checkbox"/>	Other (give details)		
6.1. Do your board members understand the legal requirements relating to the publishing of annual reports and accounts?				<ul style="list-style-type: none"> ✓ Charity law ✓ Company law (if you are a company) ✓ Subscription to legal publication/updates 	
6.2. Is your board open, accountable and responsive to your members, service users, partners, funders and other stakeholders?				<ul style="list-style-type: none"> ✓ Annual report ✓ Newsletter(s) ✓ Up to date website with details of how people can feed back to you ✓ Consultations ✓ AGM and regular open meetings ✓ Suggestions box/book ✓ Reports to funders ✓ External 	

				audit/evaluation ✓ Partnership agreements	
6.3. Are you aware of your obligations under equality legislation?				✓ Equality legislation ✓ Subscription to legal publication/updates ✓ Your equal opportunities and diversity statement (which should be displayed in a prominent position) ✓ Training records for staff, trustees and/or volunteers	
6.4. Do you have a procedure in place for people to make a complaint if necessary (either internally or externally)? And are trustees, staff and volunteers trained in how to deal with complaints that are made?				✓ Clear complaints procedure, both for internal and external complaints ✓ Policy on dealing with complaints ✓ Training records	
6.5. Are you aware of your organisation's responsibilities for the wider community?				✓ Environmental policy and procedures for its implementation	