

# Code of Governance Questionnaire

The Code of Governance is a tool for charities of all sizes to use to enhance their existing governance procedures. The Code is based on a foundation of trustees' basic legal and regulatory responsibilities and sets out principles and recommended practice to help charities adhere to these. There are slightly different versions for small and large charities - this questionnaire is based on the latter.

The questionnaire below aims to ensure that the Board of [XYZ Charity] is fully compliant with key legal and regulatory requirements and are complying with operational best practice. The questionnaire is split into the seven principles around which the Code of Governance is built.

The Code has been developed over 15 years, leading sector bodies have contributed to its development and the Code has been endorsed by the Charity Commission. There is a site for the Code: [www.charitygovernancecode.org](http://www.charitygovernancecode.org). The Code recommends regular reviews of governance performance and that this done externally every 3 years. This questionnaire could be used as often as appropriate.

Now, for tomorrow

**1****Organisational purpose****Comply with code?**

1. Does the Board periodically review the organisation's charitable purposes to make sure that these are still relevant and valid?  
.....
2. Does the Board lead the development of a strategy or plan that aims to achieve the organisation's charitable purposes?  
.....
3. Can all Trustees explain the Charity's public benefit?  
.....
4. Does the Board evaluate the Charity's impact by measuring and assessing results, outputs and outcomes?  
.....
5. Does the Board regularly review the sustainability of its income sources and their impact on achieving charitable purposes in the short, medium and long term?  
.....
6. Do the Trustees consider the benefits and risks of partnership working, merger or dissolution if other charitable organisations are fulfilling similar charitable purposes more effectively?  
.....
7. Does the Board recognise its broader responsibilities towards the community, stakeholders, wider society and the environment and act on them in a manner consistent with the Charity's purposes and values?

**2****Leadership****Comply with code?**

1. Do the Board – and individual Trustees – take collective responsibility for its decisions?  
.....
2. Does the Chair provide leadership to the Board and take responsibility for ensuring the Board has agreed priorities, appropriate structures and processes, and a productive culture?  
.....
3. If the Charity employs staff, does the Board make sure that there are proper arrangements and processes in place?  
.....
4. If the Charity utilises volunteers, does the Board make sure there are proper arrangements and processes in place?  
.....
5. Are the Board's functions formally recorded with role descriptions that define the Trustees' responsibilities and the particular responsibilities of specific officer positions?  
.....
6. Where the Board has a subsidiary organisation, is it clear about the rationale, benefits and risks of these arrangements?  
.....
7. Where the Board has a subsidiary organisation, is the formal relationship clearly recorded and regularly reviewed to ensure the arrangements best serve the Charity's charitable purposes?

**2**

**Leadership (Continued)**

**Comply with code?**

8. Does the Board agree the Charity’s values, consistent with the Charity’s purpose, which it wishes to promote?

9. Does the Board recognise, respect and welcome diverse and conflicting Trustee views?

10. Does the Board provide oversight and direction to the Charity and provide constructive challenge to the organisation?

11. Does the Board support staff and volunteers to feel confident in providing information, advice and feedback to the Board?

12. Do the Trustees all give sufficient time to the Charity to carry out their responsibilities effectively?

13. Is the expected time commitment for Trustees made clear to potential Trustees before nomination or appointment?

14. Where board members are also involved in operational activities, are they clear about the capacity in which they are acting?

**3**

**Integrity**

**Comply with code?**

1. Does the board ensure that all of its decisions and actions are consistent with the charity’s values?

2. Do Trustees regularly check whether there are inappropriate power imbalances in the board or charity?

3. Do Trustees adopt and follow a suitable code of conduct that reflects the charity’s values and sets out expected standards of ethics, probity and behaviour?

4. Does the board considers how the charity is seen by the people and organisations who are involved in its work and by the wider public? Does the board have policies and procedures to make sure that the charity works responsibly and ethically, with regard to the proper use of power and acts in line with its own aims and values?

5. Does the board ensures that the charity follows the law? Does the board also considers following nonbinding rules, codes and standards, for example regulatory guidance, the ‘Nolan Principles’ or Charity Ethical Principles and other good practice initiatives that promote confidence in charities and create a supportive environment?

6. Do Trustees understand their safeguarding responsibilities and go beyond the legal minimum to promote a culture in which everyone feels safe and respected?

## 3

## Integrity (Continued)

## Comply with code?

7. Does the board makes sure that there are appropriate and regularly reviewed safeguarding policies and procedures?
8. As part of a charity's risk-management process, does the board check key safeguarding risks carefully and records how these are managed?
9. Do all trustees, staff, volunteers and people who work with the charity have information or training on the safeguarding policy, so they understand it, know how to speak up and feel comfortable raising concerns?
10. Does the board understand how real and perceived conflicts of interests and conflicts of loyalty can affect a charity's performance and reputation?
11. Do Trustees disclose any actual or potential conflicts to the board and deal with these in line with the charity's governing document and does the charity have a regularly reviewed conflicts of interest policy?
12. Are registers of interest, hospitality and gifts maintained and made available to stakeholders?
13. Do Trustees keep their independence and tell the Board if they feel influenced by any interest?

## 4

## Decision making, risk and control

## Comply with code?

1. Does the Board regularly review which matters are reserved to the Board and which can be delegated?
2. Does the Board detail its delegation framework in a document with sufficient detail and clear boundaries?
3. Does the Board ensure that all committees have suitable terms of reference and membership and that these are reviewed regularly?
4. Where the Charity uses third party suppliers or services, does the Board ensure that the work is carried out in the interests of the Charity and in line with its values? Are these agreements regularly reviewed?
5. Does the Board regularly review the Charity's key policies and procedures to ensure they continue to support the Charity's aims?
6. Do the Board and senior management ensure that operational plans and budgets are in line with the Charity's purposes, strategic aims and resource?

7. Does the Board regularly monitor performance using a consistent framework and have structures in place to hold staff to account and support them in meeting these goals?  
.....
8. Do the Board and senior management agree what information is needed to assess delivery against plans, outcomes and timescales?  
.....
9. Does the Board regularly consider information from similar organisations to compare and benchmark the Charity's performance?  
.....
10. Does the Board retain overall responsibility for risk management and discuss and agree the level of risk it is prepared to accept?  
.....
11. Does the Board regularly review the Charity's specific significant risks and the cumulative effect of these risks with plans to manage these risks appropriately?  
.....
12. Does the Board put in place and regularly review the Charity's process for identifying, escalating and managing risks?  
.....
13. Does the Board describe the Charity's approach to risk in its annual report?  
.....
14. Does the Board agree and monitor an effective process for appoint and reviewing auditors?  
.....
15. Where the Charity has an audit committee, does the Chair have recent and relevant financial experience and there are at least two trustees on the committee?  
.....
16. Does the Board or audit committee have the opportunity to meet the auditors without paid staff present at least annually?  
.....
17. Are arrangements in place to consider concerns raised in confidence about misconduct or wrongdoing, such as whistleblowing?  
.....
18. Are arrangements in place for appropriate independent investigation and follow up action?

## 5

## Board effectiveness

## Comply with code?

1. Does the Board meet as often as it needs to in order to be effective?  
.....
2. Does the Chair, alongside the Board and staff, plan the Board's programme of work and meetings to ensure Board time is well used?  
.....
3. Does the Board have a vice-chair or similar who provides a sounding board for the Chair and serves as an intermediary for the other trustees?  
.....
4. Does the Board regularly discuss its effectiveness and ability to work together as a team?  
.....
5. Does the Board collectively receive governance and legal advice if needed?  
.....
6. Does the Board have, and regularly consider, the mix of skills, knowledge and experience it needs to govern the Charity?  
.....
7. Is the Board big enough that the Charity's work can be carried out? A Board of five to twelve trustees is good practice.  
.....
8. Is there a formal and transparent procedure to appoint new trustees which includes advertising vacancies widely?  
.....
9. Are appointments to the Board made on merit against objective criteria and to achieve a diverse Board?  
.....
10. Are Trustees appointed for an agreed length of time?  
.....
11. If Trustees have served for more than nine years is their reappointment subject to a rigorous review and explained in the Trustees' annual report.  
.....
12. Do Trustees receive an appropriately resourced induction when they join the Board, including meetings with senior management?  
.....
13. Does the Board review its own performance and that of individual trustees including the Chair on an annual basis?  
.....
14. Is an external evaluation conducted every three years?  
.....
15. Does the Board explain how the Charity reviews or evaluates the Board in the Trustees' annual report?

## 6

## Equality, Diversity &amp; Inclusion

## Comply with code?

1. Does the board analyse and define how equality, diversity and inclusion are important for the charity, and its context in the delivery of its aims

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2. Does the board assess its own understanding of equality, diversity and inclusion. Does it consider how this happens in the charity and identify any gaps in understanding which could be filled by discussion, learning, research or information?

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3. Does the board regularly assess the charity's approach to equality, diversity and inclusion, using available data and, where applicable, lived experience?

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4. Does the board regularly assess the diversity of trustees' backgrounds and perspectives in its regular board skills audit to identify imbalances and gaps?

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5. Does the board regularly assess any bias in trustee recruitment and selection?

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6. Does the board regularly assess, where applicable, how the communities and people that the charity serves are included and centred in decision making?

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7. Does the board regularly assess how meetings and board information can be made more accessible and how to provide resources to support this?

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8. Does the board regularly assess how to create a meeting environment in which behaving inclusively is the norm, all voices are equal and trustees can constructively challenge each other?

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9. Does the board regularly assess how the board demonstrates inclusive behaviours in its decision making and how it engages with staff, volunteers, members, service users and beneficiaries?

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10. Are Trustees appointed for an agreed length of time?

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11. Does the board use the findings from its assessments to make context-specific and regularly reviewed plans and targets for:
  - Equality, diversity and inclusion training for board members?
  - Inclusive boardroom culture, practices and behaviours?
  - Board evaluation or training to address any power imbalances between trustees?
  - Removing, reducing and preventing obstacles to people being trustees?
  - Attracting a diverse group of candidates for new trustee roles and providing an inclusive induction for new trustees?
  - Recruiting a diverse board that addresses imbalances and any gaps that have been found?
  - Promoting inclusive behaviours and cultures to the wider organisation?

## 6

## Equality, Diversity &amp; Inclusion (Continued)

## Comply with code?

12. Does the board ensure that there are appropriate arrangements and resources in place to monitor and achieve the organisation's equality, diversity and inclusion plans and targets, including those relating to the board?

.....

13. Does the board create and maintain inclusive cultures, practices and behaviours in all its decision making. It promotes and demonstrates inclusive behaviours and cultures to the wider organisation?

.....

14. Does the board regularly monitor and actively implement its plans and targets established under its EDI plan and target?

.....

15. Does the board lead the organisation's progress towards achieving its equality, diversity and inclusion plans and targets. Does it receive regular updates from the organisation including challenges, opportunities and new developments?

.....

16. Does the board periodically take part in learning and/or reflection about equality, diversity and inclusion and understands its responsibilities in this area?

.....

17. Does the board regularly publish information on its progress towards achieving its equality, diversity and inclusion plans and targets, including challenges, opportunities and learning? This could include the:

- Charity's organisational approach to equality, diversity and inclusion in line with its aims, strategy, culture and values
  - Board's culture, practices and behaviours
  - Board's composition and make-up
- .....

18. Does the board publish its plans to tackle any organisational or board inequalities and gaps that have been identified?



**7****Openness and accountability****Comply with code?**

1. Does the Board identify key stakeholders with an interest in the Charity's work?

.....

2. Does the Board ensure that there is a strategy for regular and effective communication with these stakeholders about the Charity's purposes, values, work and achievements?

.....

3. Does the Board think about how best to communicate how the Charity is governed, who the Trustees are and the decisions they make?

.....

4. Does the Board make sure the stakeholders have an opportunity to hold the Board to account through agreed processes and routes?

.....

5. Does the Board make sure there is suitable consultation with stakeholders about significant changes to the Charity's services or policies?

.....

6. Does the Board get regular reports on the positive and negative feedback and complaints given to the Charity?

.....

7. Does the Board make sure that there is a transparent, effective and timely process for making and handling complaints?

.....

8. Does the Board keep a register of interests for Trustees and senior staff?

.....

9. Do the Trustees publish the process for setting the remuneration of senior staff, and their remuneration levels, on the Charity's website and in the annual report?

## Conclusions

[Set out a summary which identifies key areas of compliance and non-compliance with the Code. Note agreed actions and dates for the their completion]

Date of review:

Completed by:

### How we can help

This template is designed for information purposes only. Whilst every effort has been made to provide accurate and up to date information, it is recommended that you consult us before taking or refraining from taking action based on matters discussed.



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Now, for tomorrow