St Ives Community Orchard CIC

Governing Document

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1) Introduction

St Ives Community Orchard (SICOCIC) is a Community Interest Company, asset-locked and limited by guarantee (see: https://www.gov.uk/government/publications/community-interest-companies-how-to-form-a-cic/community-interest-companies-guidance-chapters) - company number 13342142).

Community Interest Companies are ‘limited companies which operate to provide a benefit to the community they serve. The purpose of a CIC is primarily one of community benefit rather than private profit.’ Community Interest Companies Guidance - GOV.UK.For more information on the company’s ‘asset-lock’ and arrangements, please see the *Articles of Association*.

Our *Articles of Association* are filed at Companies House and this *Governing Document* seeks to outline additionally how we are organised and managed in order to meet our statutory and regulatory responsibilities and fulfil our mission, aims, objectives and values.

NB: In sections of this *Governing Document* some of the articles are cited directly and in full – this is to ensure that any future changes made to the *Governing Document* as the organisation continues to grow and develop do not inadvertently change wording in the *Articles of Association*.

The *Governing Document*, however, also adds detail and extra information about what we do and how we do it - for members and others.

The *Governing Document* will be reviewed at least annually. Changes may be made to the parts of the *Governing Document* that only concern information additional to the *Articles of Association* at any time, with the approval of members as necessary and in line with the arrangements for formal proposals and voting outlined in the *Articles of Association*.

2) What we do and how we strive to do it

Objects

The following information is taken from the Articles of Association and the numbers below refer to specific articles in that document – wording of these sections in the Governing Document cannot be altered without revision to the Articles of Association.

Article 5. Objects

The objects of the Company are to carry on activities which benefit the community and in particular:

5.1 To maintain, improve and manage a community orchard and nature reserve for the benefit of the public, and to support and enhance wildlife, biodiversity and the natural environment.

5.2 To promote sustainable and locally produced food growing and retailing, and to raise awareness of environmental issues.

5.3 To support the economic and social wellbeing of people living and working in St Ives, Cornwall, and surrounding areas.

5.4 To promote the sharing of plant knowledge and nature-based skills, and to sustain traditional practices relating to the land and the species it supports.

Mission

Our mission is to create, maintain, nurture and protect a species-rich ecosystem of edible, native and useful plants, encouraging biodiversity and a safe space for wildlife and the local community to co-exist in harmony.

We support local communities to connect with nature through education and volunteering and come together around shared values to work, grow, harvest, learn, play, eat and socialise in a welcoming space. A community-led and optimistic sanctuary in the heart of St Ives, which champions local residents, builds community resilience, supports mental health and wellbeing and promotes regenerative farming practices and environmentally friendly living.

Vision

The vision for the St Ives Orchard CIC is that it will grow into a thriving, environmentally, sustainable community asset, that encompasses an orchard, forest garden, a registered nature reserve and a vibrant community learning centre. It serves as a source of inspiration and education for all; wildlife and biodiversity flourish; many friendships are forged and there is access to abundant free, nutritious food. It will be run and resourced to secure its future for generations to come.

Values

What we do and how we do it is underpinned by our values, striving to embody a code of conduct summed up by the word and acronym: RESPECT.

- **Respect:** we show respect for the environment and for each other. This includes valuing each other's time, privacy, opinions and personal space. Individuals take personal responsibility for their actions in their St Ives Orchard role.

- **Environment:** protecting the environment is one of our core values – we lead by example. This involves avoiding all types of waste, using ethical and sustainable products, minimal use of fossil fuels, leaving no trace, not littering, recycling, reusing.

- **Safe:** we nurture a space where every member feels part of the team and feels safe in the St Ives Orchard environment, both in terms of safe working practices and not feeling intimidated, bullied, victimised, sexually pressured or harassed – whether through word or action.

- **Peace:** as part of the St Ives Orchard community we demonstrate a positive non-violent, non-aggressive attitude. There is no place for anger or violence in St Ives Orchard, including in our online presence. Temporary conflicts are dealt with calmly and quickly.

- **Equality:** we work actively for every community member to feel included and not discriminated against due to age, disability, gender, relationship status, pregnancy and maternity, race, religion and belief, sex and sexual orientation or form of employment.

- **Care:** being part of the St Ives Orchard community means ensuring the well-being of others. This means taking care of each other, supporting each other, being honest with each other and being open to others' needs. It also means taking care of St Ives Orchard property, finances, images, messages and reputation.

- **Trust:** members of St Ives Orchard community are able to trust one another. They can also trust St Ives Orchard to provide relevant, timely and appropriate support, resourcing and training.

Policies, procedures and protocols

SICOCIC has policies, protocols and procedures to further guide and manage what we do and how we do it and these are listed in Appendix 1.

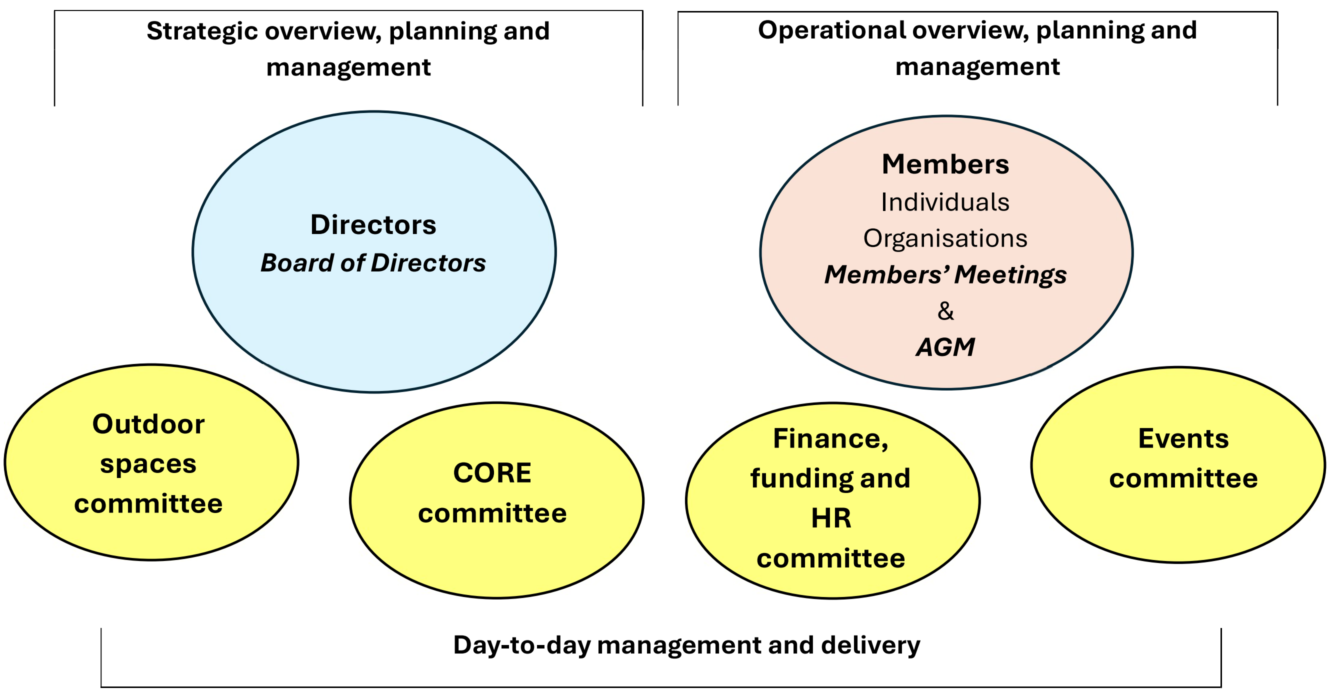
3) SICOCIC organisation and key elements: formal roles and groups

SICOCIC has a wide range of formal and informal roles and groups, each with their own primary focus, responsibilities, duties and powers in relation to governance and the management of the organisation and its activities. Together the key elements of the organisation work complementarily to fulfil our objects and mission, to realise our vision and to promote our values.

3.1 Formal roles

- **Members – individuals and organisations**: meeting in Members' Meetings and an Annual General Meeting, with a primary focus on *operational* matters
- **Directors**: meeting as a Board of Directors, with a primary focus on *strategic* matters and governance
- **Committee members**: meeting in various committees, with a primary focus on *day-to-day delivery* matters
- **Treasurer**
- **Clerk**
- **Chair**
- **Health and Safety Officers**
- **Safeguarding Leads**

3.2 Organisation diagram



3.3 Members

The following information is taken from the Articles of Association and the numbers below refer to specific articles in that document – wording of these sections in the Governing Document cannot be altered without revision to the Articles of Association.

Becoming and ceasing to be a member

Article 9. Individual members

9.1 *The subscribers to the Memorandum are the first members of the Company.*

9.2 *Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.*

9.3 Anyone who shares the objects, mission, vision and values of SICOCIC and who participates actively (to a level determined by the directors) through volunteering at work parties, events or activities will be eligible to become a member and help formally to manage and develop the work of the organisation and its assets.

9.4 *Every person who wishes to become a member shall deliver to the Company an application for membership in such form (and containing such information) as the directors require and executed by him or her.*

9.5 Applications for membership of SICOCIC are reviewed by the directors as soon as possible after submission. *No person shall be admitted a member of the Company unless he or she is approved by the directors.* A recommendation to approve membership will be made to members who will then vote to accept the application or not.

9.6 Full membership will begin from the date that the application is approved by both members and directors.

9.7 Membership cannot be denied on the grounds of any issues concerned with wealth, social class, age, politics, race, creed, religion, culture, ethnic origin, sex or sexual orientation, marital status, any kind of disability or chronic illness (protected characteristics under the Equality Act 2010, section 4). SICOCIC is required to make ‘reasonable adjustments’ to enable and support anyone’s participation in accordance with the Equalities Act 2010 and with reference to the ‘protected characteristics’ defined in the Act.

9.8 Membership is not transferable to anyone else

9.9 An individual member may benefit from an advocate to enable their participation in the organisation. The advocate may exercise any rights and powers of the member, on behalf of the member and as agreed with the directors.

9.10 Members can put proposals and amendments to Members’ Meetings and vote. They are responsible for electing directors of the CIC.

9.11 In addition to the reasons for a post or role ending set out in article 19, membership will be deemed to have lapsed if a member fails to attend any members’ meetings or fails to participate in any activity to support the objects, mission, vision and values of the CIC for a period of a year.

10. Organisation membership

10.1 Groups or organisations that are active partners in the work of SICOCIC (e.g: providing services, resources, advice or support in the past year; participate regularly in events, activities and/or frequently use the CORE) are eligible to become an Organisation Member.

10.2 Applications for organisation membership of SICOCIC are reviewed by the directors as soon as possible after submission. No organisation shall be admitted a member of the Company unless approved by the directors. A recommendation to approve organisation membership will be made to members who will then vote to accept the application or not.

10.3 Membership will begin from the date of the application that the application is approved by both members and directors.

10.4 Organisation membership will be reviewed annually and is dependent upon continuing active involvement or partnership with the CIC.

10.5 In addition to the reasons for a post or role ending set out in article 19, organisation membership will end if the organisation is no longer an active partner with the CIC or if it fails to send a representative to at least one members' meeting in a year.

11. Role of members

11.1 SICOCIC is at heart a membership and volunteer organisation benefitting the local community.

11.2 Members support and guide the current work and future development of the organisation to ensure that its objects, mission, vision and values are realised.

11.3 Members have what is referred to as a 'reserve power'. They can direct the directors to take, or refrain from taking, *specific* action/s by means of a 'special resolution' though no such special resolution invalidates anything which the directors have done before the special resolution is passed.

11.4 Members can remove a director through a formal process under powers within the Companies Acts 2006 and set out in SICOCIC Governing Document.

11.5 Members meet in regular Members' Meetings throughout the year and in an Annual General Meeting.

11.6 The primary focus of the Members' Meetings is to have an operational overview: planning, reviewing and evaluating, and making operational decisions about the running of SIOCIC and the management of the CIC's assets and its activities.

11.7 The Annual General Meeting provides an opportunity for all volunteers, members, partner organisations and the members of the community to hear about the past year's activities and plans for the future.

3.4 Members ~ additional notes

a) For the purposes of article 9.3 (above), active participation (e.g: volunteering at work parties, events or activities) prior to an application for membership is considered to be at least 4 sessions in a year.

b) A scheme of benefits for members may be developed to include, as an example, a reduced hire rate for the CORE>members will be advised of the details of any scheme if/when it is agreed.

3.5 Directors

The following information is taken from the Articles of Association and the numbers below refer to specific articles in that document – wording of these sections in the Governing Document cannot be altered without revision to the Articles of Association

12. Becoming and ceasing to be a director

12.1 The minimum and maximum number of directors may be fixed from time to time by the Board of Directors.

12.2 Anyone who is a member, is willing to act as a director and is permitted by law to do so, may be appointed by a resolution of the members following a proposal from the directors.

12.3 Membership of the Board of Directors cannot be denied on the grounds of any issues concerned with wealth, social class, age, politics, race, creed, religion, culture, ethnic origin, sex or sexual orientation, marital status, any kind of disability or chronic illness (protected characteristics under the Equality Act 2010, section 4). SICOCIC is required to make 'reasonable adjustments' to enable and support anyone's participation in accordance with the Equalities Act 2010 and with reference to the 'protected characteristics'.

12.4 If requested, training should be made available to assist a Director to fulfil their role.

12.5 The directors with approval at a Members' Meeting may co-opt to the Board individuals with particular expertise to serve as a non-executive member of the Board of Directors. Anyone co-opted will not have a right to vote at Board meetings. The length, scope and conditions of any co-opted term on the Board will be determined by the Board of Directors but at least reviewed annually.

12.6 In addition to the reasons for any post or role ending set out in article 19 a person will stop being a director if:

i. they are prohibited by any provision of the Companies Act or by law

ii. they are subject to a bankruptcy order

iii. the directors reasonably believe he or she is suffering from a long-term illness and incapable of acting as a director – and pass a resolution to that effect

iv. they fail to attend three consecutive meetings without explanation, and the directors additionally resolve that the person is removed from the role.

13. Role of Directors

13.1 The directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

13.2 The primary focus of the directors both individually, together and when meeting as the Board of Directors is to have a strategic overview of the organisation, its governance and activities (proposing or considering plans and developments for what the organisation does and how it does it beyond the day-to-day), and to review and evaluate the activities of the CIC and their impact

13.3 The directors have a responsibility to ensure that the SICOCIC fulfils its key responsibility: that activities are or will be carried out for the benefit of the community (the "community interest test").

13.4 Directors individually and together oversee and direct the company to ensure that the organisation follows its objects, mission, vision and values and complies with its Articles of Association, company law and any other relevant legislation or regulations.

13. 5 Individually and together, directors are accountable to the regulator of CICs.

13.6 The directors are accountable individually to the Board of Directors.

13.7 All directors are required to be members of SIOCIC and subject to the same terms of membership as all members. The directors and Board of Directors are accountable to members through Members' Meetings and the AGM. Minutes of meetings of the Board of Directors should be available to members and should reviewed at each Members' Meeting.

13.8 Directors ensure that appropriate strategic plans, policies and procedures are in place and monitor their implementation and related impact and outcomes. They carry overall responsibility for the financial stability and sustainability of the organisation.

13.9 The directors will comply with the requirements of the Companies Act to maintain a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Register of Companies and the Regulator of:
i. annual reports
ii. annual returns
iii. annual statements of accounts

13.10 The directors will oversee the appointment and the contracts of any employees, ensuring that adequate management, support, supervision and necessary training is available and that appropriate policies, procedures and processes for the organisation to meet its responsibilities as an employer are in place and followed.

13.11 The directors shall have regard to equal opportunities implications of issues under deliberation and the extent to which they may be furthered by decisions – though directors are not bound to treat equal opportunities as the overriding consideration.

13.12 Directors should keep informed about wider issues and policies that might affect the organisation's work, attend and contribute to meetings and use specific skills, knowledge or experience to help the Board reach sound decisions.

13.13 The directors may arrange for a social audit of the Company's activities - to identify the social and environmental costs and benefits of the Company's work and to enable an assessment of its overall performance.

14. Directors' remuneration

14.1 Being a director of St Ives Orchard CIC is a voluntary, not a paid position. Directors may undertake services for the Company but cannot be paid for their service *as* directors.

14.2 Directors are entitled to reasonable and proper remuneration (including reasonable and proper salary or wages as an employee) for any services additional to their service as a director. No question relating to terms and conditions of employment of a director (in a role other than their role as director) shall be decided at a meeting (or part of a meeting) of directors where one half or more of those present are employees of the Company.

3.6 Directors ~ additional notes

a) The Companies Act 2006 (https://www.legislation.gov.uk/ukpga/2006/46/contents) sets out seven key duties of Directors - to:

- observe the company's constitution - as set out in the Articles of Association (CA2006:171
- act in good faith to promote the success of the company for the benefit of its members as a whole (CA2006:172)
- exercise independent judgement (CA2006:173)
- exercise reasonable care, skill and diligence (CA2006: 174)
- avoid conflicts of interest (CA2006: 175)
- not accept any benefit from a third-party for being a director, or through doing or not doing something as a director (CA2006:176)

- declare to the other directors the nature and extent of any interest, direct or indirect, in any proposed transaction or arrangement with the CIC (CA2006:177)

b) It is the Directors' responsibility to ensure that minutes of all meetings of the Board of Directors, Members' Meetings and the Annual General Meeting are made, to include:

- all appointments of officers
- all resolutions
- the names of all participants at these meetings

c) The Directors are required to:

- maintain a members' register
- keep financial records
- arrange an audit or examination of the accounts
- prepare and send annual reports, annual returns and an annual statement of account to the Registrar of Companies and Regulator - including a report (e.g: an annual impact report) on how SICOCIC has fulfilled its community purpose and how its activities have benefited the community.
- maintain a register of directors' and members' interests with declarations of the nature and extent of any interest direct or indirect. Anyone in a position of responsibility (e.g: Treasurer, Clerk, Committee member, etc.) or who is employed by SICOCIC is also required to declare any interest.

d) The directors will maintain an on-going record of 'key indicators' to represent the state of the organisation e.g: funds available to meet commitments, insurance, safeguarding and health and safety incidents, sufficiency of volunteers to carry out essential tasks. This will be reviewed and updated at the time of each meeting of the Board of Directors. Issues of concern will be addressed as a priority.

3.7 Committees

The following information is taken from the Articles of Association and the numbers below refer to specific articles in that document – wording of these sections in the Governing Document cannot be altered without revision to the Articles of Association.

16. Role of Committees

16.1 Committees may be established to help manage the day-to-day delivery of the work and activities of the SICOCIC as guided and directed by the members and directors through approved strategic and operational plans, and through proposals and action agreed at meetings.

16.2 All committees are accountable to the directors and members. A report of each committees' activities should be made available and reviewed at each Directors' Board Meeting and Members' Meeting. These reports should include a record of all decisions made by the committees.

17. Committee membership

17.1 A director or member will act as the co-ordinator of each respective committee, as agreed by the directors and members. Each committee will have at least one director as a member.

17.2 SIOCIC will invite members (including representatives from organisation members), or active volunteers to join a committee.

17.3 A record of committee members will be kept.

17.4 Membership of a committee cannot be denied on the grounds of any issues concerned with wealth, social class, age, politics, race, creed, religion, culture, ethnic origin, sex or sexual orientation, marital status, any kind of disability or chronic illness. (protected characteristics under the Equality Act 2010).

SICOCIC is required to make ‘reasonable adjustments’ to enable and support anyone’s participation in accordance with the Equalities Act 2010 and with reference to the ‘protected characteristics’.

17.5 In addition to the reasons for any post or role ending set out in article 19, membership of a committee will be deemed to have elapsed if a member fails to attend any committee meetings in a year.

3.8 Committees ~ additional notes

a) There are currently four committees:

1) Orchard, Nature Reserve and Gardens Committee
2) CORE Committee
3) Finance, Funding and HR (Human Resources) Committee
4) Events Committee

Other committees may be proposed by the members or directors and should be approved both by Directors and Members.

An invitation to join a committee for the forthcoming year will be made at an Annual General Meeting. All members, including representatives from organisation members, and active volunteers will be encouraged to join a committee and a record of names of committee members will be kept.

Anyone employed by SICOCIC will be expected to join and participate in one or more relevant committee.
The Treasurer is expected to be a member of the Finance, Funding and HR Committee

b) **Orchard, Nature Reserve and Gardens Committee (outdoor spaces)** is responsible for overseeing the day-to-day management of the Orchard, Nature Reserve and Gardens (vegetable garden, teaching garden, allotment gardens etc.) on behalf of SIOCIC.

This may include, for example:

- ensuring that all necessary insurance cover and risk assessments are up-to-date
- managing any bookings to use the outdoor spaces by third-party organisations or groups in line with the bookings/lettings policy, including managing any necessary payments.

- ensuring that anyone using the outdoor spaces is aware of their responsibilities and duties and of SIOCIC's policies (e.g: health and safety, sustainability, lone-working, safeguarding, etc.) and risk assessments and have agreed to follow these policies and risk assessments.
- co-ordinating volunteers.
- liaising with Work Party Leads
- managing events and activities put on directly by SIOCIC that take place across the outdoor site
- liaising and working with members of the CORE Committee and Events Committee to plan and manage events and activities that involve the whole site
- liaising with partner agencies (including funding bodies), employees and contractors
- following the guidance in SIOCIC's finance protocol in relation to the approval of expenditure or remuneration.

- Other responsibilities that may be identified, as necessary.

c) **CORE Committee** is responsible for overseeing the day-to-day management of the CORE building and its use on behalf of SICOCIC.

This may include, for example:

- ensuring that all necessary insurance cover, health and safety measures and risk assessments are up-to-date
- ensuring that there is an up-to-date bookings/lettings policy (covering both the CORE and the outdoor spaces, where appropriate) and that it is followed
- managing bookings/lettings in line with the policy, including – with the Treasurer - any necessary payments
- ensuring that anyone using the CORE is aware of their responsibilities and duties (Including for the security of the building), and of the CIC's policies (e.g: health and safety, sustainability, lone-working, safeguarding, etc.) and risk assessments and have agreed to follow these policies and risk assessments
- the upkeep, cleaning and decoration/maintenance of the building and immediate surrounding area
- co-ordinating volunteers
- managing events and activities put on directly by the CIC that take place in the CORE
- liaising and working with members of the Orchard, Nature Reserve and Gardens Committee and Events Committee to plan and manage events and activities that involve the whole site
- liaising with partner agencies and funding bodies, employees and contractors
- following guidance in the SICOCIC's finance protocol in relation to the approval of expenditure or remuneration.

- Other responsibilities that may be identified, as necessary.

d) **Finance, Funding and HR (Human Resources) Committee** is responsible for overseeing the management of the financial activities of SIOCIC, funding applications, fundraising and matters relating to anyone employed by the organisation.

This may include, for example:

- ensuring that financial protocols and procedures are in place specifying clearly expenditure approval levels across the SICOCIC, details of required signatories, financial reporting arrangements etc.
- the preparation of regular finance reports (including the annual report) for the Directors, Members and external auditors, as appropriate.
- identifying and applying for grants, awards and funding opportunities
- the reporting requirements of funding bodies
- liaising with funding bodies, partner agencies, employees and contractors
- following the guidance in the CIC's finance protocol in relation to the approval of expenditure or remuneration and monitoring of compliance with these arrangements across the organisation
- ensuring the appropriate recruitment, support, supervision and management of any employee and that appropriate policies, procedures and processes for the organisation to meet its responsibilities as an employer are in place and followed.

- Other responsibilities that may be identified, as necessary.

e) **Events Committee** is responsible for planning and managing events (e.g: Apple Day, Wassail, etc.)

This may include, for example:

- liaison with others within and across SICOCIC e.g: Treasurer, Health and Safety Officer, Safeguarding Leads, other committees, etc.
- liaison with people and organisations outside of the SICOCIC providing goods and services for the event e.g: musicians, workshop co-ordinators, stall-holders, etc.
- ensuring that guidance in the CIC's finance protocol is followed in relation to the approval of expenditure or remuneration
- co-ordinating publicity and related media matters (e.g: photos and videos for social media, reports for local press etc.)
- ensuring that all insurance, liability and health and safety, and safeguarding arrangements are in place e.g: risk assessments undertaken, mitigating actions undertaken including the provision of adequate first aid cover; that risk assessments are provided by external providers of goods and services and mitigating actions undertaken; that external providers of goods and services they have appropriate insurance cover (public liability etc.) and any necessary checks have been made, i.e: DBS.
- co-ordinating volunteer activity
- ensure that events run and are managed in line with the SICOCIC's policies: sustainability, health and safety etc.

- monitoring the safety and well-being of participants and attendees and that the site is used appropriately (including noise levels, protection of the environment, etc.) and co-ordinating a response if concerns arise
- co-ordinating the evaluation of any event
- preparing reports after an event, to include any learning points and information about practical matters for future reference

- Other responsibilities that may be identified, as necessary.

3.9 Task groups

The following information is taken from the Articles of Association and the numbers below refer to specific articles in that document – wording of these sections in the Governing Document cannot be altered without revision to the Articles of Association.

18.1 Focussed and time-limited task groups may be established by a proposal passed at a Members' General Meeting, a meeting of the Board of Directors, or by agreement at a meeting of a committee as a way of completing specific actions decided at the relevant meeting. At least one member of the group that sets up a specific task group should be a member of the task group.

18.2 Any task group is accountable to the particular body that set it up and should report back on its work and progress on identified actions and outcomes to that body whenever the originating body meets, and whilst the task group is still operating. The report should include a record of decisions taken to complete the identified task. A final report should be made to the originating body on completion of the task.

18.3 If further decisions are required about any aspect of a task group's remit or work whilst the group is in operation, these should be taken at a meeting of the Members' General Meeting, Board of Directors or Committee that set up the task group.

3.10 Task groups ~ additional notes

a) Task groups may invite others with expertise to join the group informally and for the duration of the group, with the agreement of the group that established originally the task group (e.g: Members' General Meeting, Board of Directors or Committee)

3.11 Chair

The following information is taken from the Articles of Association and the numbers below refer to specific articles in that document – wording of these sections in the Governing Document cannot be altered without revision to the Articles of Association.

15. The directors will serve in rotation as chair of SICOCIC and this appointment will be approved at an Annual General Meeting. Should a decision be made to appoint a Managing Director, then no-one shall be the chair and hold the office of Managing Director at the same time.

15.1 The chair will work with the clerk/s to organise and fulfil the schedule of formal meetings, their preparation and management.

15.2 In all other respects the chair's functions, responsibilities, duties and powers will be that of anyand every director and member.

3.12 Treasurer

a) The primary focus of the role of Treasurer is to oversee the management of SICOCIC's finances, working closely with Directors, Members, the Chair and Committee members as necessary.

b) The Treasurer will be appointed by Directors and Members at the Annual general Meeting.

c)Whilst the Treasurer need not necessarily be a Member of SICOCIC they are expected to act in accordance with the CIC's values.

d) The Treasurer:

- Checks that funds are being spent in accordance with SICOCIC's aims and objectives and that money given for a specific purpose is used, and can be demonstrated to have been used appropriately.
- Keeps accurate up-to-date financial records and manages the organisation's book-keeping and, when SICOCIC has paid staff, the pay-roll system.
- Keeps receipts for income and expenditure.
- Produces reports and budgets for meetings of the Board of Directors and Members including producing an annual account in liaison with the appointed auditor.
- Helps produce and revise, when necessary, the organisation's financial policy and procedures and, with the Directors, oversees compliance with them.

e) Any concerns about the capability or capacity of the Treasurer will be considered by the Directors and appropriate opportunities for further training, support and supervision offered before they may be asked to relinquish the role.

3.13 Clerk/s

a) The primary focus of the Clerk (or Clerks in the event of the position being shared), is to provide administrative support to ensure the smooth functioning of Members' Meetings, meetings of the Board of Directors and the Annual General Meeting and to ensure that the responsibility is met to maintain a formal record of meetings, decisions and actions.

b) The Clerk/s will be appointed by Directors and Members at the Annual general Meeting.

c) Whilst the Clerk/s need not necessarily be a Member/s of SICOCIC they are expected to act in accordance with SICOCIC's values.

d) The Clerk/s role is vital in ensuring that the various elements of the organisation, especially the Members and Directors of SICOCIC, have all necessary reports, information and minutes to inform and co-ordinate their work both separately and together as a whole organisation.

e) The Clerk/s will

- Maintain a record of members, directors and members of committees.
- Ensure arrangements for meetings of the members (including the Annual General Meeting) and the Board of Directors are met, including giving due notice and ensuring that a proposed agenda and associated reports are circulated in good time.
- Check that each meeting is quorate and record the names of everyone present or anyone who has given apologies.
- Take notes of each meeting, recording key points, making sure that all decisions, resolutions and votes are recorded, and that action points are clear with a record of the name of the person or group responsible for carrying them out and by when.
- After each meeting, prepare a draft of the minutes and any accompanying reports. These should be circulated so that all participants in a meeting have a reasonable opportunity to propose corrections.
- Ensure that a formally agreed version of the minutes is signed by the chair of the meeting and stored appropriately.

e) Any concerns about the capability or capacity of a Clerk will be considered by the directors and appropriate opportunities for further training, support and supervision offered before they may be asked to relinquish the role.

3.14 Health and Safety Officer/s

a) Any appointed Health and Safety Officers are responsible for implementing and reviewing the organisation's health and safety policy and arrangements (including risk assessments) across the organisation and to ensure that they are up to date, reflect the most recent legislation, statutory guidance, local policies and procedures, and best practice - and that they are implemented and adhered to across the organisation.

b) A Health and Safety Officer's appointment is approved at a Members' Meeting.

c) A Health and Safety Officer takes the lead in ensuring that:

- All processes and systems of work are designed to take account of health and safety and are properly supervised at all times.
- Competent people are appointed to assist in meeting the organisation's statutory duties including, where appropriate, specialists from outside of the organisation.
- All volunteers and members are consulted on and informed about matters relating to health, safety and welfare.
- Adequate facilities and arrangements are maintained to enable volunteers and members to raise issues of health and safety.
- Information, instruction and training is provided as is necessary to enable the safe performance of work activities.
- Health and Safety arrangements are brought to the attention of volunteers, members and anyone participating in events and activities. These are to be monitored, reviewed and revised as necessary to ensure that they are effective.

d) The Health and Safety Officer's role covers the whole organisation and all relevant aspects of what SICOCIC does. They also liaise with statutory and other agencies as and when necessary.

e) Any concerns about the capability or capacity of a Health and Safety Officer will be considered by the directors and appropriate opportunities for further training, support and supervision offered before they may be asked to relinquish the role.

3.15 Safeguarding Leads

a) Safeguarding Leads are responsible for implementing and ensuring that the organisation's safeguarding policies and procedures are up to date, reflect the most recent legislation, statutory guidance and local policies and procedures, and that they are implemented and adhered to. The Safeguarding Policy should be reviewed and revised as necessary annually.

b) The Safeguarding Leads ensure that everyone in the organisation is aware of the safeguarding policies and procedures that are in place and what to do if they have a safeguarding concern. This includes making sure that the safeguarding flowchart and contact numbers are displayed in the CORE and other appropriate sites.

c) The Safeguarding Leads' role covers the whole organisation and all relevant aspects of what SICOCIC does. They also liaise with statutory and other agencies as and when necessary.

d) Details of the Safeguarding Leads' specific roles and responsibilities, duties and powers are set out in the Safeguarding Policy and cover both preventative work (risk assessments, raising awareness and training), and any necessary response should a safeguarding incident occur.

e) One of the Safeguarding Leads should always be a director and others may be appointed given their interest and expertise. There should always be two Safeguarding Leads in place at any time.

f) Safeguarding Leads are approved at a Members' Meeting.

g) Any concerns about the capability or capacity of a Safeguarding Lead will be considered by the Directors and appropriate opportunities for further training, support and supervision offered before they may be asked to relinquish the role.

3.16 Additional roles

a) The members and directors may decide that additional roles are required on a short-term or longer-term basis (e.g: project lead for a particular initiative or funding award). Terms of reference (including role, responsibility, reporting arrangements, etc.) will be drawn up and amendments made to this Governing Document, as necessary.

3.17 All roles

a) Ending of all roles and positions

The following information is taken from the Articles of Association and the numbers below refer to specific articles in that document – wording of these sections in the Governing Document cannot be altered without revision to the Articles of Association.

19. Special note: ending of all roles and position

19.1 Someone's role or position in the CIC ends and membership is terminated if:

i. if the person resigns

ii. *if the member* or any other person in a position or role in SICOCIC *dies or ceases to exist;*

iii. *otherwise in accordance with the Articles;*

iv. a proposal is passed by directors and members for membership to end on the grounds that continuation is, or may be, harmful to the interests of the organisation. The member will be given at least 14 days' notice of the proposal, provided with information about the circumstances behind the proposal, and will have reasonable opportunity to make written or verbal representation to directors and members.

b) Declarations of interest

The following information is taken from the Articles of Association and the numbers below refer to specific articles in that document – wording of these sections in the Governing Document cannot be altered without revision to the Articles of Association.

20. Declarations of interest

20.1 It is recognised that many interests are likely to be congruent with the objects, mission, vision and values of the CIC.

20.2 Directors, members, members of committees, anyone in a position of responsibility or who is employed by SICOCIC is required to declare any actual or potential interests (for example an interest, direct or indirect, in a proposed transaction or arrangement with SICOCIC) and a register must be kept.

20.3 If anyone in a position of responsibility with SICOCIC finds themselves in a situation that is reasonably likely to give rise to an actual or potential conflict of interest, they must declare the interest to the directors.

20.4 If a question arises as to whether someone has or may have a conflict of interest, this will be decided by a majority decision of the directors. This may include situations where someone in a position of responsibility is employed or providing services to SICOCIC, outside of their role as a director, member, committee member, or volunteer.

20.5 Whenever a matter is to be discussed at a meeting or decided through voting on a proposal and someone has or is considered to have a conflict of interest in respect of the matter, then they must:

i. remain only for the part of the meeting as is deemed necessary to inform the debate

ii. not be counted in the quorum for that part of the meeting

iii. withdraw during the vote and not exercise a vote on the matter.

Declaration of interests ~ additional notes

Directors, members, members of committees, anyone in a position of responsibility or who is employed by SICOCIC will be required to complete a *Declaration of Interest Form* annually as well as inform the directors at the point where an interest is recognised at any time.

4) Meetings and decision making

4.1 *The following information is taken from the Articles of Association and the numbers below refer to specific articles in that document – wording of these sections in the Governing Document cannot be altered without revision to the Articles of Association.*

Meetings and decision making

General

21. A schedule of regular meetings of members, the Board of Directors and committees may be drawn up. Additional meetings may be arranged as required.

22. Meetings should take place in person preferably, but 'virtual' meetings may be organised so long as this does not disadvantage anyone who is eligible and wishes to participate.

23. Notification of meetings of the Board of Directors and Members' Meetings should be sent to everyone who is entitled to attend. The notice should:

i. confirm the date, time and place of the forthcoming meeting and arrangements for 'virtual' attendance, if required

ii. invite proposed agenda items

iii. request that papers or reports (with proposals for consideration, discussion and voting) are made available with a view to their circulation before the scheduled meeting

iv. if a 'special resolution' is going to be proposed during a meeting the notice must include the proposal and specify that it is being proposed as a special resolution (and therefore requires a higher approval percentage in order to be accepted).

24. All reasonable steps should be taken to enable anyone who is eligible to attend a meeting to do so, including arrangements for someone to 'attend' a meeting virtually, and to participate as fully as possible.

25. Anyone eligible to attend a meeting may appoint a 'proxy' to represent them at a specific meeting. Reasonable notice must be given before the meeting and the details checked by the clerk and chair. The notice should:

i. state the name and address of the member appointing the proxy

ii. identify the person appointed to be that member's proxy and the specific meeting to which the person is appointed

iii. be signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine.

26. One person may act as an appointed proxy for more than one member or authorised representative of an organisation member, in agreement with the chair.

27. Anyone who is unable to attend a meeting may choose to communicate with the clerk or chair to express their view on any matter on the agenda – including in relation to reports or proposals that are tabled. However, only those in attendance (or represented by an advocate or proxy) at a meeting and who are eligible to vote are entitled to vote in relation to proposals put to the meeting.

Members' Meetings including the Annual General Meeting

28. Members meet regularly at Members' General Meetings and an Annual General Meeting.

29. Directors may call a Members' General Meeting at any time and must do so if requested by 3 or more members, or 20% of the membership (whichever is greater).

30. The meeting will be chaired by the chair of the SICOCIC or, in their absence, another director.

31. Quoracy.

31.1 A Members' Meeting will be quorate if at least 25% of the total membership or 5 members – whichever is the greater - (in person, represented by an advocate, by proxy or in person as an authorised representative of an organisation member), and at least one director is present.

31.2 If a quorum is not present within 15 minutes from the time appointed for the meeting, the meeting will be adjourned to a new date, time and place decided by the chair, and notice given.

31.3 If at a quorum is not reached within 15 minutes from the time appointed for the adjourned meeting, those present will be treated as a quorum for the purposes of that meeting.

32. Organisation member participation in meetings.

32.1 An organisation member may nominate any individual to act as their authorised representative at a Members' Meeting or Annual General Meeting

32.2 An organisation member must give notice of the name of its authorised representative in writing to the clerk/s. The authorised representative will not be entitled to represent the organisation member unless such notice has been received. The authorised representative may continue to represent the organisation member until notice in writing is received by the company to the contrary.

32.3 Each individual member and organisation member has one vote in relation to any proposal put to a meeting (and provided that there is no conflict of interest). The vote of an individual member may be exercised by a proxy representative or advocate.

Annual General Meeting

33. The Annual General Meeting plays a formal role in approving appointments to key positions (Treasurer, Clerk, Chair and auditor of accounts) and receives and approves the annual accounts. It also provides an opportunity to hear about the past year's activities and future plans.

34. Quoracy

34.1 An Annual General Meeting will be quorate if at least 25% of the total membership or 5 members – whichever is the greater - (in person, represented by an advocate, by proxy or in person as an authorised representative of an organisation member), and at least two directors are present.

34.2 If a quorum is not present within 15 minutes from the time appointed for the meeting, the meeting will be adjourned to a new date, time and place decided by the directors, and notice given.

34.3 If a quorum is not present within 15 minutes from the time appointed for the adjourned meeting, those present will be treated as a quorum for the purposes of that meeting.

Board of Directors

35. Directors meet regularly as the Board of Directors. Additional meetings of the Board of Directors may be called.

36. The Board of Directors will be chaired by the current SICOCIC chair (a director nominated by the Board of Directors and appointed as chair by members at the Annual General Meeting) or another designated director if the chair is unable to attend.

37. Two or more directors may request a meeting of the Board of Directors at any time.

38. A meeting may be called at short notice if all the directors agree or if urgent circumstances require it.

39. Quoracy

39.1 A meeting of the Board of Directors will be quorate if 50% or more of directors are present.

39.2 If a quorum is not present within 15 minutes from the time appointed for the meeting, the meeting will be adjourned to a new date, time and place decided by the directors and notice given.

39.3 If a quorum is not present within 15 minutes from the time appointed for the adjourned meeting, those present will be treated as a quorum for the purposes of that meeting.

Committee meetings

40. Committee meetings are less formal though a schedule of dates for the year to link with Members' Meetings and meetings of the Board of Directors should be planned.

41. Each committee will be co-ordinated and chaired either by a director or a member.

42. The co-ordinator of the committee will be responsible for giving reasonable notice of meetings, putting together the agenda and circulating reports as necessary.

43. A committee meeting will be quorate if more than 50% of the committee members are present and at least one director.

44. Any decisions taken by committees should be made if a majority are in agreement. Any disputes or difficulties in making decisions should be referred to the directors by the co-ordinator of the committee.

45. A record of all committee meetings (including decisions taken) must be made and a report prepared for Members' General Meetings and meetings of the Board of Directors on the work of the committee and any decisions made since the last report.

46. Adjournment of meetings

46.1 Any meeting may be adjourned by the chair if the meeting agrees to a proposal to adjourn it or if the chair considers that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the organisation can be conducted in an orderly manner.

46.2 Details of a reconvened meeting need to be provided as soon as possible after a meeting has been adjourned.

47. Proposals and voting

47.1 Decisions at all meetings are made by eligible members (or their advocate, authorised representative in the case of Organisation Members, or proxy) voting on proposals.

47.2 An ordinary proposal voted on at a Members' General Meeting and the Annual General Meeting will be passed if more than 50% of those attending and eligible to vote, vote in favour of the proposal. *Questions arising at a directors' meeting shall be decided by a majority of votes. In all proceedings of directors each director must not have more than one vote.*

47.3 *A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.*

47.4 A special resolution may be voted on at a Board Meeting of the directors, or at a Members' General Meeting or Annual General Meeting. This provision relates to significant matters about the fundamental nature, organisation and management of SICOCIC (such as amending the Articles of Association, changing the company's name, or a matter relating to the organisation's 'asset'). A special resolution is passed if 75% or more of those attending and eligible to vote, vote in favour of the proposal.

47.5 A secret ballot or poll on a resolution may be requested by the chair of the meeting, by a director, by two or more members (their advocate/s or proxy representative/s) who have the right to vote on the resolution. The request for a secret ballot can be made in advance of a meeting or at a meeting itself, prior to the vote. The process of voting by secret ballot or poll will be managed by the clerk.

47.6 The chair does not have a second or casting vote in the event of votes for or against any proposal/resolution (ordinary or special) being equal.

47.7 No member may vote if any monies presently payable to the Company have not been paid.

48. Decisions between meetings

48.1 If a decision is required between scheduled Members' Meetings and it is not considered necessary or possible to arrange an additional meeting, then a proposal may be voted on through the following process, to be managed by the chair and the clerk:

i. the written proposal should be circulated to all eligible members by the chair or clerk, seeking their vote

ii. a reasonable and specified period of time should be given to respond with clear arrangements about how this should be done (e.g: via electronic communication) and what is required by way of authentication of the respondent (i.e: using a recognised email address, signed written communication)

iii. one person should be nominated as the formal 'receiver' of the votes on the proposal

iv. an ordinary written proposal will be passed if there is a majority vote in its favour at the end of the specified period

v. in the unusual event of a special proposal ('special resolution') being voted on by Members using this process, then the written proposal will be passed if no less than 75% of the total of those eligible to vote in its favour

vi. the 'receiver' will inform all participants of the outcome of the vote.

vii. a record of the process and the decision made under these arrangements should be presented at the next formal Members' Meeting and included in the minutes of the meeting.

vii. a proposal to remove a director or an auditor before the end of their term of office may not be passed as a written resolution.

48.2 If a decision is required urgently by the directors between scheduled meetings and it is not possible or considered necessary to arrange an additional meeting, then:

i. a proposal should be circulated to all directors by the chair or clerk, seeking their vote

ii. a reasonable and specified period of time should be given to respond with clear arrangements about how this should be done (e.g: via electronic communication)

iii. one person should be nominated as the formal 'receiver' of the votes on the proposal.

iv. a proposal will be passed if there is a unanimous vote in its favour.

v. the 'receiver' will inform all participants of the outcome of the vote.

vi. A record of the process and the decision made under these arrangements should be presented at the next formal meeting of the Board of Directors and included in the minutes of the meeting.

49. Minutes and records

49.1 Minutes of General Meetings and the Board of Directors should be available to those eligible to attend and all members of SICOCIC (subject to arrangements made in relation to confidential matters). Minutes of the Annual General Meeting are considered to be a public document.

49.2 Any items, discussion or decisions that need to be treated in confidence should be identified at the relevant meeting and there should be agreement about how these will be recorded and made available only to relevant people. A record of the reason for the decision will be included with the relevant minute.

49.3 The minutes should be signed by the chair of the meeting confirming that they are a true record

49.4 Minutes must be kept for 10 years.

4.2 Meeting and decision making - additional notes

a) The notice period reminder for a Members' General Meeting and for meetings of the Board of Directors should ordinarily be 14 days.

b) The required notice period for an Annual General Meeting should be 21 days.

c) The Clerk will send reminder notices to everyone who is entitled to vote at each meeting (recognising that volunteers who are not members may wish to attend Members' General Meetings and an Annual General Meeting of SICOCIC is a public meeting).

d) The notice should:

- confirm the date, time and place of the forthcoming meeting
- invite proposed agenda items
- request that papers and reports (with proposals for consideration, discussion and voting) are made available to the Clerk with a view to circulation preferably 7 days before the scheduled meeting
- preferably include a summary of actions from the last meeting

e) If a 'special resolution' is going to be proposed during a meeting, the notice must include the proposal and specify that it is being proposed as a 'special resolution' (which requires a higher percentage threshold of eligible and present voters to pass).

f) Participants at all meetings are expected to have read the circulated papers and reports and reviewed the minutes of the last relevant meeting in order to approve them. Actions identified at the last meeting should be noted and updates prepared for the meeting.

g) Proposed agenda items for *all* meetings:

- Present, apologies
- Reminder of SICOCIC 'RESPECT' values
- Reminder about declarations of interest
- Review of last meeting's minutes – corrections and approval
- Review of last meeting's minutes – matters arising and review of actions where not covered by the agenda
- Summary of minutes of other relevant meetings
- Reports from the committees
- Health and safety matters – update and any issues
- Safeguarding matters – update and any issues
- Other items as notified prior to the meeting and included on the agenda
- Review of actions (what, by when, who)
- AOB
- Date of next meeting

h) Proposed additional standing items for Members' General Meetings:

- Consideration of new membership applications

i) Proposed additional standing items for meetings of the Board of Directors:

- Consideration of new membership applications
- Review of 'key indicators' document

j) Items required* or proposed** on the agenda of an Annual General Meeting

- Annual Report*
- Annual statement of accounts*
- Appointment of Independent Examiner and remuneration*
- Approval of Chair (normally every two years)**
- Declaration of Interest form**
- Names of committee members for the coming year**
- NB: to encourage maximum involvement, the Annual General Meeting may be held alongside an open event (perhaps including a speaker) to which anyone associated with SICOCIC is invited – providing an opportunity for all volunteers, members, partner organisations and members of the community to hear about the past year's activities and plans for the future.

5) Conclusion, review and updates

5.1 This Governing Document complements the SICOCIC *Articles of Association* registered with Companies House.

5.2 This document (and the effectiveness of the provisions and arrangements in supporting the work, events and activities of SICOCIC set out in it) will be reviewed annually and updated as necessary. **Please note that sections set in borders and shaded are cited directly from the *Articles of Association* and cannot be changed unless the *Articles of Association* are also revised.**

5.3 Any proposed amendments to the *Governing Document,* to ensure its value in guiding the work of SICOCIC – including any changes made as a result of legislation, guidance or best practice evidence - will be presented to the Board of Directors and members (at a Members' Meeting or Annual General Meeting), approval sought and a revised document adopted.

5.4 A record of approval, reviews, revisions and updates will be completed (see table at the end of the document)

Appendices

Appendix 1) Current policies, procedures and protocols

NB: SICOCIC's Safeguarding Policy should be reviewed annually and revised as necessary. All other policies, procedures and protocols should be reviewed every two years and revised as necessary. Policies and procedures may be revised at any time, not least to reflect changes in legislation, statutory guidance or best practice.

- Health & Safety Policy
- Environmental Policy
- Lone Working
- Safeguarding Policy
- Equality, Diversity and Inclusion Policy
- Volunteer Policy plus Code of Conduct
- Data Protection Policy
- Complaints and Grievance Procedures
- CORE Lettings Policy
- Financial Protocols

Appendix 2) Key reference documents and links *(add further links where necessary)*

- Articles of Association of St Ives Community Orchard Community Interest Company (SICOCIC)
- SICOCIC website: https://www.stivesorchard.co.uk/
- Office of the Regulator of Community Interest Companies: https://www.gov.uk/government/organisations/office-of-the-regulator-of-community-interest-companies
- Companies House SICOCIC information: https://find-and-update.company-information.service.gov.uk/company/13342142

Record of reviews, approval and notes about changes

Reviewer	Dates			Notes about any changes
	Review	Approved	Next review due	
Add rows as necessary...				

Version approved at SICOCIC Annual General Meeting: 21.4.2026