



Governance Handbook, March 2024

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1. Rationale for Handbook

Caplor Horizons is a Company Limited by Guarantee (number 08901760). It is also registered in England and Wales as a Charity (number 1157696/0). This Handbook provides a framework for *governance* that is intended to help ensure that Caplor Horizons remains effective, relevant and efficient in its work while being true to its vision and strategy. It provides information about the governance of Caplor Horizons, including its governing documents as well as guidance on best practice in the charity sector. It is particularly useful for new Trustees as an induction tool. They are also guided by the Guide for New Trustees which aims to help them get started, forming priorities amid what can seem quite an overwhelming amount of information and guidance.

2. Good Practice

Charities are organisations set up for the benefit of the community. Charities receive their money in various ways, such as donations from the public, payment for services provided, government grants and legacies. To qualify as a charity, an organisation has to meet strict conditions about its overall purposes, also referred to as its *objects*. The organisation also has to be set up with a constitution or rules which meet certain conditions. These rules are usually referred to as a charity's governing

documents which are the legal documents setting out the charity's purposes and how it is to be administered. In the case of Caplor Horizons they are our *Memorandum of Association* and *Articles of Association*. The Memorandum of Association shows the name of the charity, its legal identity as a company limited by guarantee and the names of the people who set it up, the subscribers. The Articles of Association provide what the charity may do (its objects) and the rules for the conduct of its internal affairs.

The Charity Commission is the independent regulator of charities in England and Wales. Their job as regulator is to work closely with charities to ensure that they are accountable, well run and meet their legal obligations in order to promote public trust and confidence. The Commission provides a wide range of advice and guidance to charities and their trustees, and can often help with problems. The Commission has wide powers to intervene in the affairs of a charity where things have gone wrong. Registered charities with an annual income over £10,000 must provide annual information and accounts to the Commission.

The Charity Governance Code¹ sets the principles and recommended practice for good governance to which all charities should aspire to enable them to fulfil their aims and ambitions. Governance can be defined as: *'The systems and processes concerned with ensuring the overall direction, effectiveness, supervision and accountability of an organisation'*. Our Ripple Paper "Essentials of Governance" acts as a source of information on governance, including our 5M Model shown later.

In order to keep up to date and alert to change, the Trustees of Caplor Horizons schedule occasional focus periods to complement ongoing meetings and review their roles and responsibilities. Helpful sources of information are:

- www.charitycommission.gov.uk
- www.companieshouse.gov.uk
- The Statement of Recommended Practice, Accounting and Reporting by Charities²
- Charity Commission booklet CC3 'The Essential Trustee' – updated May 2018³
- Government guide on the responsibilities of Directors⁴
- MHA Guide: '11 Key Steps for Trustees, 1 Giant Leap for your Charity' (Jan 2018)⁵

The MHA Guide contains 11 different areas of focus: finding new trustees; internal financial controls; collaborative working and mergers; investments; trustees meeting and decision making; trading and tax; campaigning, lobbying and political activity; risk management; expenses; fundraising; conflicts of interest.

Caplor Horizons seeks to be flexible and experimental in its leadership structures. Accordingly it may have a single Executive Director or two or more Co-Directors, a single Chair or two, and a Vice Chair or a Deputy Chair. In this document reference to the Co- Directors means the Executive Director if there is one rather than Co-Directors. Similarly references to the Chair include a single Chair if there is one or Co-Chairs if there are Co-Chairs and Deputy Chair means Vice Chair or Deputy Chair.

¹ www.charitygovernancecode.org

² www.charitycorp.org

³ www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3

⁴ www.gov.uk/guidance/being-a-company-director

⁵ mha-uk.co.uk/11-key-steps-for-trustees-1-giant-leap-for-your-charity/

3. Objects

The following is an extract from the Articles of Association. The vision and strategy of Caplor Horizons are consistent with the charity's objects, which are specifically restricted to the following:

1. To promote sustainable development for the benefit of the public by:
 - The preservation conservation and protection of the environment and the prudent use of resources;
 - The relief of poverty and the improvement of the conditions of life in socially and economically disadvantaged communities;
 - The promotion of sustainable means of achieving economic growth and regeneration.

And to advance the education of the public in subjects relating to sustainable development and the protection, enhancement and rehabilitation of the environment and to promote study and research in such subjects provided that the useful results of such study are disseminated to the public at large.

Sustainable development means development which meets the needs of the present without compromising the ability of future generations to meet their own needs.

2. To advance the education of the public in their knowledge and understanding of effective leadership, strategy and management and to mentor, coach and provide training in and develop effective leadership, strategy and management skills to individuals, communities and organisations with particular reference to charities and the not for profit sector;
3. To advance community development by the promotion of civic responsibility, volunteering, the voluntary sector and the effectiveness and efficiency of charities; and
4. To advance such other exclusively charitable purposes as are compatible with the purposes referred to above, as the Trustees in their discretion think fit.

4. Role of Trustee

Caplor Horizons is required by its constitution to have a minimum of 3 Trustees. There is no maximum. Due to the legal structure, each Trustee is also a shareholder and a director.

The number of Trustees will depend on circumstances, with the overall objective that it should be an effective, engaged and diverse group of individuals.

Statutory duties

1. To ensure that the organisation complies with its governing documents, charity law, company law and any other relevant legislation or regulations
2. To ensure that the organisation pursues its objects as defined in its governing documents
3. To ensure the organisation uses its resources exclusively in pursuance of its objects: the organisation must not spend money on activities which are not included in its own objects, no matter how worthwhile or charitable those activities are
4. To contribute actively to the Board of Trustees' role in giving firm strategic direction to the organisation, setting overall policy and defining goals
5. To monitor performance against agreed targets
6. To ensure there is a firm foundation for continuous learning by Staff and Trustees

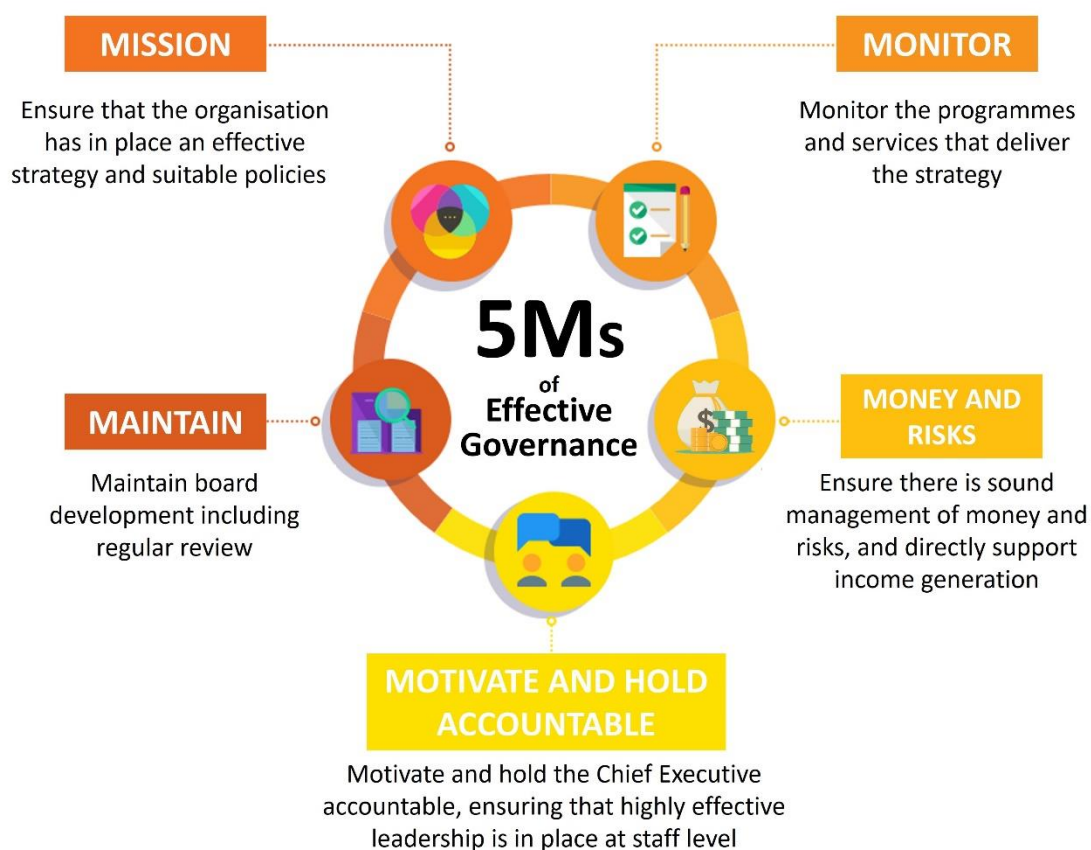
7. To ensure the safety and security of employees, Advisors and Trustees
8. To identify and mitigate risks faced by the organisation
9. To safeguard the good name and values of the organisation
10. To ensure the effective and efficient administration of the organisation
11. To ensure the financial stability of the organisation
12. To protect and manage the property of the charity and to ensure the proper investment of the charity's funds
13. To appoint the Co-Directors and monitor their performance

Other duties:

In addition to the above statutory duties, each Trustee should use any specific skills, knowledge or experience they have to help the Board reach sound decisions. This may involve:

- Scrutinising Board papers, reading reports and bulletins
- Leading discussions
- Focusing on key issues
- Providing guidance on new initiatives
- Other issues in which the Trustee has special expertise

These duties can be summarised in a more memorable form using our 5M Model of governance:



Trustees also have a key role in supporting, in particular by example, an appropriate culture for the Board and for Caplor Horizons as a whole including the following:

- Celebrating success
- Constructive challenge
- Studying and learning from failures
- Joint ownership through co-creation
- Openness and trust
- Emphasis on learning and improvement, creating space for reflection
- Getting the balance right between an entrepreneurial, can-do attitude and the need to accept more formal processes as the organisation matures

5. Trustee Selection and Tenure

The Board operates two processes for selecting Trustees: a demand-driven gap-filling process and a supply-driven process responding to suitable individuals. In both processes the final formal steps involve paperwork prescribed in Articles 34 and 35 of the Articles of Association.

In the **gap-filling process**, the Board as a whole or a special committee identifies gaps in the expertise and imbalances in the diversity of the Board based on a Trustee Matrix. This includes the following factors which are self-reported by each Trustee:

- Trustee experience on other Boards
- Various types of organisational skills and experience eg finance, HR, strategy
- Gender
- Age
- Ethnicity

To rectify the gaps and imbalances, Trustees are sourced and selected by a process that varies in detail but is guided by the following principles:

- The Chair oversees the process.
- Criteria:
 - Commitment to the Values, Beliefs, Vision and Purpose of Caplor Horizons, in the context of its strategy and policies, plus its approach to governance (distilled in the current versions of its Governance Handbook and “Essentials of Governance” Thought Leadership paper)
 - Ability to fulfil the role
 - Matching gaps and imbalances on the Board
 - Familiarity with the NGO sector
 - Balance between ability to fit in with Caplor Horizons culture and ability to challenge from fresh perspectives
- Sources: potential Trustees are sought primarily (but not exclusively) from among clients, Advisors and the networks of Staff and Trustees. At times, a strategic partnership with another organisation may be recognised through mutual membership of each other’s boards.
- Candidates are interviewed informally by the Chair, at least one other Trustee and a Co-Director. The latter interview includes a discussion of the distinctive features of Caplor Horizons and its ethos.
- The potential Trustee attends a Board meeting and may also attend another Caplor Horizons event before a mutual commitment is made.

- Before appointment the potential Trustee will be asked to write a summary of what they hope to contribute to Caplor Horizons by ways of skills, experience etc and particular areas of interest.

In the recruitment **process responding to suitable individuals**, the Chair and Co-Directors meet from time to time (normally informally) to discuss the names of potential Trustees, either ones they or other Trustees have come up with, or individuals who might have approached the charity. If they decide that someone seems appropriate, and there is a vacancy for someone with their apparent skills, that person is approached and discussion with them is initiated involving the Chair and Co-Directors. If, following those discussions, those who have met the individual agree they seem appropriate, the individual is asked to write a description of what they would like to offer to the charity by way of skills, experience etc. That note is circulated to all Trustees and an opportunity offered for them to meet the prospective Trustee individually if they wish. The offer to meet may or may not be taken up. The prospective Trustee is also invited to attend a Board meeting as a guest and may also attend a Caplor Horizons event. The Chair then canvasses opinion and if approved the individual is asked to join as a Trustee.

Tenure: New Trustees are elected at the AGM or by the Board at a regular meeting. The legal constitution requires Trustees to retire by rotation every three years, but there is no legal maximum period.

Caplor Horizons seeks a balance between continuity of Trustees and bringing in fresh skills and perspectives. Accordingly:

- Trustees have a term limit of three years and can be reappointed up to twice.
- Reappointment is not automatic and depends on a review by the Trustee and the Chair of the Trustee's contributions to the Board.
- Trustees will in most cases serve for a maximum of nine years but may stand for re-election after a one year gap.
- The Chair will not be subject to a maximum term as Trustee of nine years.
- There is no age limit for serving as a Trustee.

Trustee development: Trustees are encouraged to take part in Caplor Horizons activities for their own learning, for example on unconscious bias. The Chair also leads an annual process of review in which Trustees reflect on the performance of their work on the Board over the last year either individually with the Chair or as part of a review of the Board as a whole. The review is in confidence and includes individual achievements and the scope for enhanced contributions or changes in role in the following year.

6. Conflicts of Interest and Duty

Trustees are chosen partly for their active involvement in other organisations. At times, this can create a conflict between Caplor Horizons' interests and personal interests or responsibilities to other organisations. These conflicts can be of two kinds:

- A conflict of interest - when a Trustee has a material financial or other interest in a Board decision or discussion either directly or through another organisation: it is mainly about money.
- A conflict of duty - when a Trustee has a duty to another organisation, for example as a director or employee, that is related to a Board decision, discussion or public stance: it is about split loyalty.

Conflicts of interest mean that Trustees cannot be employees of Caplor Horizons. They should declare any potential conflicts of interest or duty as they arise at Board meetings. The following provides some practical guidance on behaviour, based on recommendations by the National Council for Voluntary Organisations (NCVO):

- Any Trustee who has a private interest or duty in a matter under discussion at a Board meeting should declare the nature of their interest or duty and withdraw from the room, unless they have a dispensation to speak.
- If a Trustee has any other interest or duty which does not create a real danger of bias, but which might reasonably cause others to think it could influence their decision, they should declare the nature of the interest or duty, but remain in the room, participate in the discussion and take part in decisions if the presiding Chair, in consultation with other Trustees present, agrees they can do so.
- If in any doubt about these rules, Trustees should consult the Chair.

7. Trustee Expenses

The Trustee role is voluntary and unpaid. Trustees should not however be out of pocket as a consequence, though Caplor Horizons does not compensate Trustees for loss of earnings arising from time spent on Caplor Horizons business. Reasonable expenses will be covered by Caplor Horizons provided they are wholly and necessarily incurred in the performance of work for Caplor Horizons. They include travel to and from Board and other meetings, accommodation and subsistence expenses.

Claims for expenses should be made on the Caplor Horizons expenses form with appropriate details provided. Claims should be accompanied by suitable receipts (except for mileage expenses) and authorised as follows before payment can be made:

- Under £5,000: authorised by a Co-Director, who contacts the Chair or another Trustee if there seems to be a problem
- £5,000 or more: authorised by the Finance Committee

Expense claims should be submitted within 1 month of the end of the expenditure incurred and will be paid within 1 month of receipt.

Mileage expenses may be claimed at 45p per mile with the start point and end point of the journey, plus total mileage, noted on the claim. The mileage claimable is either from the usual place of work to the destination and back or from home to the destination, whichever is shorter.

Caplor Horizons carries medical and travel insurance for Trustees travelling for Caplor Horizons.

8. Roles of Chair and Deputy Chair

Election: The Board elects from amongst its members one Trustee who will be Chair, or two Trustees who will be Co-Chairs, of the Board and may also at its own discretion elect Trustee(s) to be Vice Chair(s) or Deputy Chair(s) to assist the Chair/Co-Chairs. In the rest of this section, these positions will be referred to simply as “Chair” and “Deputy Chair”.

In electing the Chair, Trustees bear in mind the following key requirements:

- Commitment to the values and mission of Caplor Horizons
- Ability to fulfil the role as described below
- At least two years’ experience on an NGO Board

- Availability to be accessible to the Co-Directors both in emergencies and for regular discussions

The outgoing Chair and the Co-Directors canvas the opinions of Trustees and the Co-Directors confidentially and seeks consensus on the appointment of a Chair, including the possibility of looking outside the current Board or changing between having a single Chair or Co-Chairs. If there is no consensus then there is an election by secret ballot. The Chair must be appointed by a minimum of a two thirds majority.

If there is no suitable Trustee available, Trustees will look elsewhere in the Caplor Community for a potential Chair.

Tenure: The Chair and Deputy Chair serve for a period of 3 years and may be re-elected for only one further term of 3 years. The term for a Chair overrides the limit that would otherwise apply to the same person as a Trustee. The term of a Deputy Chair, by contrast, ends once they reach their term limit as a Trustee.

In addition to the duties of a Trustee, the Chair has the following particular **roles**:

- They are responsible for preparing the agenda for Board Meetings in consultation with the Co-Directors.
- They are responsible for chairing Board meetings.
- They should keep themselves abreast of matters of major significance and involve the Board whenever necessary at the appropriate time.
- They should work closely with the Co-Directors and ensure ongoing appreciation of the evolution of each other's roles as the organisation develops.
- They and the Co-Directors should give each other mutual support.
- They should lead the Board in assessing and giving feedback on the performance of the Co-Directors.
- They should ensure that each Trustee is able to contribute fully to the work of the Board and to their own satisfaction.

The Chair leads the Board in working with the Co-Directors to ensure the following:

- A financial framework for Board endorsement within which management can be given freedom to carry out the operations of Caplor Horizons.
- The development of suitable processes to assess the impact of the organisation's work for Board endorsement.
- The analysis of the particular risks and other factors inherent within Caplor Horizons activities.
- Identification and follow through on areas in which appropriate Board involvement should be sought, thus ensuring that the Board is duly consulted and involved in areas outside the orbit of management's authority.
- Analysis of the expertise needed on the Board and seeking new Trustees to fill any gaps.
- Clarity as to who represents Caplor Horizons when a spokesperson is needed either in public or in meetings with key stakeholders.

Chair development: There is an annual review of the work of the Chair, facilitated by the Deputy Chair (if there is one), another Trustee or an external facilitator. This review enables the Chair to reflect on their work with the Board and Staff over the last year and consider possible improvements. The Co-Directors contribute to this review. A summary of the results is shared with the Board as a whole.

Vice Chair/Deputy Chair: In addition to the duties of a Trustee, the Vice Chair/Deputy Chair shall, if the Chair is not available, take the responsibility for chairing meetings. Their other responsibilities will be agreed with the Chair and communicated from time to time to the Board.

9. Board Meetings

1. Board meetings are held four times a year; one of these is normally an Away Day. One meeting is held adjacent to the AGM.
2. Meetings are attended by Trustees, Board Advisors, the Co-Directors and any other person agreed by the Chair. Meetings are chaired by the Chair of Trustees, and if unavailable by the Deputy Chair or another Trustee. The quorum is two or the number nearest to one-third of the total number of Trustees, whichever is the greater. The agenda and papers for each meeting are circulated at least 1 week before the meeting. The papers include reports from the Co-Directors. A draft agenda is prepared as a result of consultation between the Chair and the Co-Directors. The aim is to spend at least half the time on policy and forward-looking items. There should be a regular opportunity for Trustees to meet on their own without Staff at longer meetings such as Away Days lasting a full day.
3. Minutes of the meeting are taken, edited if necessary by the Chair of the meeting and circulated to all Trustees. Any further corrections or additions are agreed at the subsequent Board meeting when the Minutes are formally approved by the Board and signed by the Chair of the meeting.

10. Board Structure

1. The Board may delegate powers permitted by the Articles of Association and Company Law.
2. Where powers are delegated to a Committee, it is possible for that Committee in turn to delegate such powers to a sub-Committee or to an officer as appropriate.
3. Sub-Committees of any Committee can, when requested by the Chair, meet together for the purpose of dealing with matters of urgency and have the responsibilities and duties of that Committee as mandated by the Board.
4. There are a number of Committees of the Board to help it carry out its day-to-day responsibilities: a Finance Committee, a People and Planet Committee and such other Committees as the Board may deem appropriate at any time.
5. The close working relationship between the Chair of the Board, the Chairs of the various Committees and Staff is pivotal to the success of the structure. This requires the dedication of substantial time on the part of the various Chairs and Trustees in liaising and familiarising themselves with the work that falls within the responsibility of their particular Committees.
6. The Committees are mandated to work within specific parameters by the Board and are intended (i) to focus on specific elements of work and enable proactive and in depth considerations of issues before drawing together recommendations for due consideration by the Board. Also (ii) to deal with relevant urgent matters swiftly and effectively.
7. In many instances it may not be necessary to have an actual face-to-face discussion, and members of the Board or a particular Committee may consider and approve specific points arising by email or telephone. In such instances, it is important that due procedure is followed and that when deliberations take place, the Committee / Board be provided with a briefing of the discussion and outcomes in due course. This is within the context of overall priorities and normal feedback mechanisms to the Board.
8. Trustees may invite people to attend Committee or Board deliberations in an advisory role.
9. Caplor Horizons Staff do not have voting rights at any meetings of the Board or its Committees.

11. Finance Committee

Overview

The role of the Finance Committee is:

- To monitor the finances and solvency position and thereby support the Board in safeguarding the future of the charity
- To advise the Board on whether the assets of the charity are dealt with in accordance with good practice and charity law
- To review the Statutory Accounts and recommend them to the Board for approval
- To provide a long term financial view to the Board

Membership

The Finance Committee is appointed by the Board and consists of the Chair of the Board, the Chair of the Finance Committee, at least one Co-Director plus other Trustees/Staff members and Advisors as appropriate.

To be effective it is important that the Finance Committee (i) has the correct skills and experience mix, (ii) is an appropriate size and (iii) is focused re its modus operandi. The Committee deliberately includes people with business and not-for-profit experience, also people who have Finance, IT and wider strategy experience. Finance meetings are held in advance of each Board Meeting and as deemed necessary by the Board or the Chair of the Finance Committee. A representative of the external auditors/independent external examiners may also attend. The quorum is one Trustee.

Duties

The Finance Committee:

1. Is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
2. Is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
3. Reviews draft budgets and recommends the next year's budget to the Board.
4. Reviews performance against budget and considers with the charity's finance manager and the Co-Directors appropriate actions if performance is short.
5. Identifies and reviews financial risks.
6. Reviews special items brought forward for consideration, including specific items of expenditure (not foreseen within the budget) that may arise, and brings these to the Board's attention for approval as necessary.
7. Receives and reviews reports.
8. Deals with the independent examination of the organisation including:
 - a. Considering the appointment of external independent examiners, the fee and any questions of resignation or dismissal of the independent examiners.
 - b. Discussing with the external examiners before the audit commences the nature and scope of the audit, and ensuring co-ordination where more than one audit firm is involved.
 - c. Discussing problems and reservations arising from the interim and final audits/independent examinations, and any matters that the external auditors/independent examiners may wish to discuss, in the absence of Staff if and as deemed necessary

- d. Reviewing the external auditors'/independent examiners' management letter and management's response.
 - e. Considering other topics as defined by the Board relating to the annual audit/independent examination.
9. Reviews the annual financial statements before submission to the Board, and reports to the Board on these, focusing particularly on:
 - a. Any changes in accounting policies and practices
 - b. Major judgmental areas
 - c. Significant adjustments resulting from the audit
 - d. The going concern assumptions
 - e. Compliance with accounting standards
 - f. Compliance with legal requirements
 10. Reviews internal control systems and authority levels prior to endorsement by the Board.
 11. Brings to the Board key points from its meetings, noting that all Trustees are responsible for financial matters.

12. People and Planet Committee

Membership

The People and Planet Committee is appointed by the Board and consists of at least two Trustees, one of whom chairs the Committee.

Meetings

Meetings are held four times a year, usually a short while before a Board Meeting, but also as deemed necessary by the Chair of the Committee. The quorum is two Trustees. The Chair of the Board has the right but not the obligation to attend any part or all of any meeting of the Committee. At least one Co-Director attends every meeting except for parts concerned with the performance and remuneration of Co-Directors.

Duties

1. To consider the rewards and remuneration of the Co-Directors and offer comments to the Finance Committee which will advise the Board on related decisions.
2. To review and support the performance and development of Co-Directors.
3. To support Co-Directors on staffing matters such as recruitment, retention, remuneration and staff surveys.
4. To ensure good interactions with Advisors and other stakeholders, notably including the Strategic Change and Development Group.
5. To monitor the use of, support for and engagement with Volunteers.
6. To oversee the Board's role in supporting the aspired culture of Caplor Horizons.
7. To advise the Board on the recruitment, induction, buddying, review and development of Trustees.
8. To monitor Caplor Horizons' delivery of the planet part of the strategy.
9. To monitor Caplor Horizons' fulfilment of the Sustainability Policy.

13. Board Advisors

From time to time individuals are approached to attend Board meetings regularly as Board Advisors. Their terms of engagement are agreed with the Chair and communicated to the Board. They are not

Trustees and they do not have the voting rights or responsibilities of Trustees but they contribute to Board discussions on the basis of their individual expertise.

14. Board Secretary

The role of the Board Secretary is to work with the Co-Directors to support Trustees in ensuring that Caplor Horizons complies with its Memorandum and Articles of Association and with relevant legislation and regulations as a charity and company. Related matters include notice of meetings, Board minutes, Trustee appointments, advice on changes to regulations and filing reports with the Charity Commission and Companies House.

15. Present Board and Board Advisors

Trustee	Joined Board	Last Re-appointed	End of Last Term
Laura Adams	March 2017	June 2023 as Chair	April 2026 as Chair and Trustee
Emma Hillyard	December 2020	December 2023	December 2024 subject to review
Elouise Mayall	December 2021		December 2030
Jonathan Kazembe	December 2021		December 2030
Nimisha Sachdev Bhakta	December 2021		December 2030
Shivani Singhal	December 2021		December 2030

Laura Adams was appointed Chair in April 2020 and reappointed in June 2023.

Peter Moore was appointed Board Secretary in March 2022. He also attends Board meetings in the capacity of Board Advisor as described in section 13 above.

17. Trustee Code of Conduct

It is important for Caplor Horizons to ensure that the conduct of people involved in the governance of its work is in keeping with its beliefs, values, strategy and standards. To supplement understandings gained in other ways, the intention of this Code of Conduct is to provide Trustees with clarification of the standards expected. There will be training opportunities in relation to the following along with ongoing support.

Values and Beliefs

At Caplor Horizons we are guided by our strategy and by our values and beliefs. Our values and beliefs are stated in the organisational strategy. Trustees are expected to uphold the integrity and reputation of Caplor Horizons by ensuring that their conduct, including what they write and say in social media, is consistent with our values and beliefs.

Equal Opportunities and Diversity

Caplor Horizons has a commitment to equality and this applies to everything we do. Externally it is at the heart of our work with clients and partners and the relationships we build. Internally the value of inclusivity is central to how we accept, respect and value people with diverse identities and backgrounds. Caplor Horizons considers having a diverse community as a significant advantage.

Caplor Horizons views diversity as a description of the visible and invisible differences that exist between people, such as gender, race, ethnic origin, physical and mental ability, sexual orientation, age, economic class, language, religion, nationality, type of education and family/marital status. Caplor Horizons recognises that these visible and non-visible differences between people can also lead to differences in experiences, values, attitudes, ways of thinking, behaving, communicating and working.

Caplor Horizons is committed to equal opportunities, eliminating discrimination and encouraging diversity, including diversity among its Trustees. Trustees are expected to:

- Embrace this commitment to equality and diversity
- Be committed to understanding unconscious biases
- Contribute to an environment in which individual differences and contributions are recognised and appreciated

Health and Wellbeing

Caplor Horizons prioritises health and wellbeing in the context of peoples' contribution to its activities. Trustees are expected to:

- Feel able to inform the Chair about any issues relating to their health and wellbeing that may significantly affect their involvement.
- Work in a way, and at pace, that suits them and to opt out of situations they feel uncomfortable in.

Safety and Security

Caplor Horizons takes safety and security seriously in all facets of its work. It has an insurance policy that covers Trustee involvement. It is at the discretion of the Trustee to check that the policy meets their personal requirements and to obtain additional cover if deemed necessary. To ensure safety and security Trustees must:

- Avoid any unnecessary risk to the safety, health and welfare of themselves and others, including partner organisations and the people that they work with.
- Take particular care when driving, for example:
 - Avoiding using a mobile phone while driving. The Highway Code states: “Never use a hand-held microphone when driving. Using hands-free equipment is also likely to distract your attention from the road. It is far safer not to use any telephone while you are driving or riding - find a safe place to stop first or use the voicemail facility and listen to messages later.”
 - Not driving under the influence of alcohol or drugs including some medicines. There are legal limits, eg 80 mg/100 ml of blood in England & Wales and 50 mg/100 ml of blood in Scotland, but the Highway Code states “Do not drink and drive as it will seriously affect your judgement and abilities.”
 - Avoiding driving when tired
 - Ensuring that the vehicle is in a safe and roadworthy condition including tyres and lights
 - Entering data into a sat nav system only when stationary in a safe place
 - Ensuring that the windscreen is clear of mist and ice before moving
 - Following the Highway Code⁶, for example on legal requirements and what to do in the event of a breakdown or accident
- If travelling internationally, check the [FCO Travel Advice website](#)⁷ for in-country safety and security advice, local laws and customs, entry requirements and other helpful information. The greatest risk is likely to be road traffic accidents. Particular care may be needed in areas such as the following:
 - Avoiding driving themselves at night, on poorly maintained roads or on an unfamiliar side of the road
 - Wearing seat belts, locking car doors and, in busy areas, closing car windows
 - Taking care when travelling on crowded public transport
 - Thinking through emergency response in different contexts (e.g. if walking alone)
 - Using hotel safes and not displaying cash or valuables
 - Being alert to con tricks including by actual or pretend military and security staff
 - Avoiding dangerous animals and diseases, including in fresh and sea water
 - Carrying their passport or a copy and keeping separate records of key information
 - Being accompanied by a citizen of the area in less secure places
- Ensure they have taken advice from health professionals regarding travel, including vaccinations and malaria tablets. Proof of yellow fever vaccination is required on entry to many countries.
- Report any safety or security concerns, near misses, accidents or injuries, no matter how minor, to Caplor Horizons Staff.
- Provide Caplor Horizons Staff with up-to-date next of kin information, emergency contact details, an in-country contact number, and travel arrangements such as flight details.

⁶ <https://www.gov.uk/guidance/the-highway-code>

⁷ <https://www.gov.uk/foreign-travel-advice>

Safeguarding and Whistleblowing

Caplor Horizons has Safeguarding and Whistleblowing Policies. Safeguarding is defined as Caplor Horizons' responsibility to avoid harm to its Staff, Advisors, Trustees, people worked with in client and partner organisations, beneficiaries and any other individual with whom it works. As is laid out in the Safeguarding Policy, harm can include various forms of discrimination, psychological pressure, sexual abuse and violence. Safeguarding is a very important issue. All Trustees must:

- Read, understand and adhere to the Caplor Horizons Safeguarding Policy
- Promote a robust approach to avoiding discrimination, sexual harassment and abuse in working environments
- Strive to develop relationships which are based on equality, trust, respect and honesty
- Place the safety and welfare of children and vulnerable people above all other considerations
- Report any concerns they may have about the welfare of a child or vulnerable person or about the behaviour of a Caplor Horizons representative in relation to safeguarding. Reporting should generally be to a Co-Director in the first instance, even if the concerns relate to a client or partner

Trustees must not:

- Sexually, physically or emotionally harass, assault or abuse another person
- Condone, or participate in behaviour which is abusive, discriminatory, illegal, or unsafe
- Act in ways that may be violent, inappropriate or sexually provocative

To ensure flexibility in visiting Caplor Horizons' work, all potential Trustees must pass an enhanced DBS check including the barred list for working with children. This will be organised by Caplor Horizons Staff. This DBS check is a check of criminal records that will show spent and unspent convictions, cautions, reprimands and final warnings plus any information held by local police that is considered relevant to the work. It will also check if the potential Trustee is on the barred list of individuals who are unsuitable to work with children. It will be renewed every three years.

Bribery, Fraud and Corruption Policy

It is the policy of Caplor Horizons that it is to be run ethically and that no bribes are to be given or received. Involvement with unethical practices, and bribery, fraud and corruption in particular, is contrary to our values and could cause serious damage to Caplor Horizons, whether or not Trustees and Staff know about it.

Our principal protective measure against bribery, fraud and corruption is to ensure that no payment is authorised unless it is properly substantiated (e.g. supported by a written contract).

If a Trustee has any concerns or questions about any aspect of this policy, including gifts given or received, they should consult a Co-Director or the Chair.

Confidentiality

Within an overall culture of openness, Trustees are expected to treat as confidential any information that they acquire through Board business that is personal to individuals including fellow Trustees, Staff and Advisors or that could be damaging to the reputation of Caplor Horizons.

Conduct with Clients and Partners

Trustees are expected to act respectfully and appropriately when meeting clients and partners and the people that they work with internationally and in the UK. Trustees must:

- Be mindful of [cross-cultural communication](#) including dress codes, local customs, beliefs, traditions and language.
- Be aware of power imbalances and their own cultural and other assumptions and differences - e.g. about religious beliefs, being open minded, tolerant and non-judgemental when meeting others.
- Be courteous, fair, polite and appreciative of others.

Reflection and Learning

Caplor Horizons is committed to learning, reasoning that it underpins our ability to grow, develop and improve as individuals, as teams and as an organisation. Therefore, Caplor Horizons expects Trustees to:

- Be actively involved in learning about and reflecting on the Board's performance
- Be involved with 'Reflection and Learning' webinars-events to increase and share learning.

Policies

All Trustees must follow the Policies that support this Code of Conduct:

- Equality & Diversity Policy
- Finance Policy
- Health & Wellbeing Policy
- Privacy Policy
- Safeguarding Policy
- Social Media Policy
- Sustainability Policy
- Whistleblowing Policy

Responsibility of Trustees

All Trustees should carefully read and understand the Governance Handbook, including the Code of Conduct, and agree to abide by its requirements and commit to upholding the standards of conduct required to support Caplor Horizons' strategy and policies.

18. Role of Co-Director

Overview about Shared Leadership Role at a Staff Level

At its inception in April 2014, Ian Williams became the 'Executive Director'. He worked closely with Lorna Pearcey since she started with the organisation in July 2014. Lorna became the 'Director of Development' at Caplor Horizons.

During a board meeting on 24th July 2017, it was agreed by Trustees that Lorna Pearcey and Ian Williams become 'Co-Directors'; that they share the leadership of the organisation in line with the Job Description below and the day to day practice that had emerged. A paper outlining the background, rationale and practicalities for this arrangement was developed; this has been saved as a record to supplement the minutes of the board meeting. However, in summary, Lorna had increasingly taken on greater responsibility, to the point where it was recognised by Ian, herself and others that leadership was effectively shared. Internally, it was deemed appropriate to recognise this shared leadership responsibility with a changed title. Moreover it was reasoned to be helpful - especially given the purpose and the wide level of engagement of Caplor Horizons with other organisations - to demonstrate a model of shared leadership to people externally. During annual appraisal processes, and regular engagement with Trustees in between times, the nature of the arrangement, as it further evolves, will continue to be considered.

At its meeting on 16th March 2021 the Board confirmed a new set of reporting relationships in which Rosie Bishop and William Eccles also became Co-Directors, making four Co-Directors in all. William Eccles stepped down as Co-Director in June 2023 in preparation for the departure of The Commitment from Caplor Horizons.

Co-Director Job Description

Based: Online

Responsible to: The Caplor Horizons Board of Trustees

Responsible for: The executive management and leadership of Caplor Horizons

Context: Established in April 2014, Caplor Horizons is a not for profit organisation. Caplor Horizons has a substantial number of key relationships organisationally and the nurturing of these is integral to the future development of the organisation; hence this forms an important backdrop for the Co-Director's role.

Major Responsibilities:

- ✓ To ensure that Caplor Horizons remains focussed on pursuing its purpose, vision and mission acting consistently with its stated values and beliefs and applying its resources as effectively as possible to this end.
- ✓ To provide operational leadership to Caplor Horizons in accordance with the strategy adopted by the Board of Trustees. Co-Directors have a leading role in ensuring ongoing relevance of the strategy, implementing it through harnessing the efforts of Staff, Advisors and key stakeholders plus contributing in a practical way directly (e.g., facilitating work with charities, speaking at relevant forums and so on).

- ✓ To ensure that the contribution of Board members, Advisors, Staff and other stakeholders is managed effectively, efficiently and sensitively so that the organisation's work is undertaken in a manner consistent with Caplor Horizon's purpose, vision, mission, strategy, beliefs and values.
- ✓ To operate within Caplor Horizons policies, strategy and structures in relation to all activities.
- ✓ To work closely with all key people connected with the charity, including weekly meetings whenever possible with the Chair/Co-Chairs. To develop an effective wider Advisory Group plus inclusive and participatory structure across the organisation to achieve strategy
- ✓ Guided by the Board, to preserve the integrity and nurture the values, beliefs, spirit/culture, commitment and capacity of the organisation in order to solidly improve the quality and scope of its practical/educational/advocacy activities.
- ✓ To strengthen Caplor Horizons roots and constituency through increasing numbers of members.
- ✓ To improve Caplor Horizons financial position, through meeting and where possible beating targets set out in the strategy; this includes improving the diversity and strength of income sources.
- ✓ To further shape and enhance Caplor Horizon's approach to its work and the depth and strength of its relationships with implementing and funding partners/clients.
- ✓ To make a wider impact organisationally in terms of a positive influence, through an increasing external appreciation of the quality, nature and distinctiveness of Caplor Horizons contribution.
- ✓ Acting in accordance with the strategy to take forward the organisation through organic growth; however, also through exploration of suitable enhanced strategic partnership opportunities up to and including potential acquisition/merger possibilities (e.g. Caplor Horizons might acquire another charity if relevant);

Specific Responsibilities:

- ✓ Work with the Chair/Co-Chairs to ensure that the Board functions effectively by:
 - Jointly identifying the skills and experience required by the Board.
 - Assisting in the search for potential new members to join the Board and in the search for new Trustees.
 - Providing clear and concise information to Board members through structured agendas, briefing papers, policy proposals and progress reports which focus members on the outcomes and impact of the work of Caplor Horizons.
 - Arranging for support to individual Board members as necessary, from induction to the Board onwards.

- Establishing a relationship with each Board member so that they have the opportunity to understand the issues with which Caplor Horizons is dealing and can therefore maximise the effectiveness of their personal contribution
 - Assisting Board members to further develop an appropriate governance and management approach for Caplor Horizons that properly distinguishes the roles of the Board and Staff.
- ✓ Ensure that Caplor Horizons acts strategically by:
- Working closely with the Chair/Co-Chair, the Board and Staff team members to ensure that there is an ongoing appreciation of Caplor Horizons strategy and that effective action is taking place towards achieving this.
 - Ensuring that people's efforts are effectively directed within a strategic framework agreed by the Trustees and that specific ongoing tasks are approved as necessary by the Board and any working groups.
 - In the context of the strategy, ensuring that an annual budget and rolling financial forecast is prepared and followed through.
- ✓ Ensure that the boundaries of management authority are clearly defined by:
- Working closely with the Chair/Co-Chair of the Board and ensuring ongoing appreciation of the evolution of each other's roles as the organisation develops.
 - Working to ensure a financial framework for Board endorsement within which management can be given freedom to carry out the operations of Caplor Horizons.
 - Working with Staff, Advisors and other stakeholders to ensure the development of a suitable process to assess the impact of the organisation's work for Board endorsement.
 - Analysing the particular risks and other factors inherent within Caplor Horizons activities and working with the Chair/Co-Chair in identifying and following through on areas in which appropriate Board involvement should be sought, thus ensuring that the Board is duly consulted and involved in areas outside the orbit of management's authority.
- ✓ Ensure that Caplor Horizons is led and managed effectively by:
- Ensuring that the management systems in place are relevant while developing enterprising working approaches and professional guidelines for Staff and Advisors which ensure that people are selected, trained, developed, rewarded and reviewed in a manner consistent with the organisation's values and beliefs and in a way which enables it to move forward in an effective, dynamic and flexible way.
 - Providing motivation and inspiration to Staff and volunteers, keeping people appropriately involved and aware of developments regarding key decisions that affect them.
 - Creating a mutually supportive team in which individual roles develop in an effective way and where a sense of responsibility for key decisions and policies is proactively nurtured.

- Developing a spirit/culture, approach and appropriate pace of effective communication that fosters excellent communication with external partners and stakeholders.
- Keep abreast and contribute towards developments in the wider charity/NGO sector.

Profile

✓ Essential

Broad education, excellent verbal and written communication skills.

Good organisational and administration skills

Fundraising training and/or experience

ICT literacy.

Experience in convincing people of the merits of supporting the purpose, mission, vision, strategy, beliefs and values of Caplor Horizons, or a similar cause.

Ability to inspire people about organisational development and work in an entrepreneurial, effective way to bring about change.

Experience of communicating persuasively and informatively to range of audiences about challenging issues.

Experience of developing effective relationships with a range of partners and stakeholders.

Proven track record of being able to perform satisfactorily in a pressurised environment.

Ability to work effectively with a wide range of people internally and externally to the organisation.

Good team working and team building experience

Experience of work internationally and in UK.

Experience of juggling multiple priorities and effective prioritisation of day-to-day workload.

Proven track record of securing funds from a wide range of sources.

✓ Desirable

High level management/leadership qualifications.

Broader experience of leadership and management beyond voluntary/NGO sector.

Extensive international experience of living and working with communities in different countries