



# Code of Governance

Gaia Education should be led and controlled by an effective Board of directors, which collectively ensures delivery of its objects, sets its strategic direction and upholds its values.

## 1. The Role of the Board

Directors have and must accept ultimate responsibility for directing the affairs of their organisation, ensuring it is solvent, well-run, and delivering the outcomes for which it has been set up.

### 1.2 Strategic Direction

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## 2. Board Accountability

The directors as a Board should collectively be responsible and accountable for ensuring and monitoring that Gaia Education is performing well, is solvent, and complies with all its obligations.

### 2.1 Compliance

The Board must ensure that Gaia Education complies with its own governing document, relevant laws, and the requirements of any regulatory bodies.

### 2.2 Internal controls

The Board should maintain and regularly review Gaia Education's system of internal controls, performance reporting, policies, procedures and its need for an internal audit function.

### 2.3 Managing risk

The Board must act prudently to protect the assets and property of the organisation, and ensure that they are used to deliver the organisation's objectives. The Board must regularly review the risks to which the organisation is subject, and take action to mitigate risks identified.

## 3. Where we publish Information

The Board should have clear responsibilities and functions, and should compose and organise itself to discharge them effectively.

### 3.1 Director duties and responsibilities

Directors should understand their duties and responsibilities.

### 3.2 The Chairperson

The Chairperson runs the Board and set its agenda with the support of the Chief Executive. The agenda should take full account of the issues and the concerns of all

board members. Agendas should be forward looking and concentrate on strategic matters.

### **3.3 The Chief Executive**

The Board should make proper arrangements for the supervision, support, appraisal and remuneration of its Chief Executive.

### **3.4 The effective Board**

The Board should organise its work to ensure that it makes the most effective use of the time, skills and knowledge of directors.

### **3.5 Information and advice**

Directors should ensure that they receive the advice and information they need in order to make good decisions.

### **3.6 Skills and experience**

The directors should have the diverse range of skills, experience and knowledge needed to run the organisation effectively.

## **4. Board Review and Renewal**

The Board should periodically review its own and the organisation's effectiveness, and take any necessary steps to ensure that both continue to work well.

### **4.1 Performance appraisal**

The Board should regularly review and assess its own performance, and that of individual directors.

### **4.2 Renewal and recruitment**

The Board should have a strategy for its own renewal. Recruitment of new directors should be open and transparent, and focused on creating a diverse and effective Board.

## **5. Board Delegation**

The Board should set out the functions of the Chief Executive and other key staff in clear delegated authorities and should monitor their performance.

### **5.1 Clarity of roles**

The Board should define the roles and responsibilities of the Chair and the Chief Executive.

### **5.2 Effective delegation**

The Board should ensure that staff, volunteers and consultants have sufficient delegated authority to discharge their duties. All delegated authorities must have clear limits relating to budgetary and other matters.

### **5.3 Monitoring**

All delegated authorities Scotland.



## **6. Board and Director integrity**

The Board and individual directors should act according to high ethical standards, and ensure that conflicts of interest are properly dealt with.

### **6.1 No personal benefit**

Directors are precluded from making any personal profit from their roles as Board members and must ensure that no conflict of interest arises between their own personal interests and those of the organisation.

### **6.2 Conflicts of interest**

Directors should identify and promptly declare any actual or potential conflicts of interest affecting them.

## **7. Board Openness**

The Board should be open and responsive to Gaia Education's beneficiaries, members, partners and others with an interest in its work.

### **7.1 Communications and consultation**

The Board should identify those with a legitimate interest in Gaia Education's work (stakeholders) and ensure that there is a strategy for regular and effective communication with them about the organisation's achievements and work.

### **7.2 Openness and accountability**

The Board should be open and accountable to stakeholders about its own work, and the governance of the organisation by issuing Gaia Education's Annual Report.

### **7.3 Stakeholder involvement**

The Board should encourage and enable appropriate engagement of key stakeholders, such as funders and beneficiaries, in the organisation's planning and decision-making.

