

## **Good Governance Policy**

### **1 Introduction**

- 1.1 This policy provides guidance to directors, members, staff and officers of Design In Mental Health Limited (which may be referred to below as the Limited Company) with particular reference to the nature of the activities they undertake in pursuit of its objectives. The Articles of Association of Design In Mental Health Limited (referred to below as the Articles) take precedence.

### **2 Authority to act**

- 2.1 The Articles provide for the appointment of directors (the Board) and govern the conduct of board and general meetings. The Board will actively manage the activities of Design In Mental Health Limited. The principle conduit for activity is Design In Mental Health Network (which may be referred to below as the Network) and in practice the Network and the Limited Company are synonymous. Contracts and agreements in either name are the responsibility of the Limited Company.
- 2.2 The Board may set up projects or workstreams to carry out certain functions. For each of these the Board will set out terms of reference and appoint a lead director from their number.
- 2.3 For each project or workstream one or more teams may be formed and project manager(s) appointed, as appropriate to the size and complexity of the task. The Articles do not govern the selection of workstream or project team members or the conduct of their meetings and the lead director will decide membership, quorum, chairing and voting arrangements, with the exception of 2.5 below.
- 2.4 The lead director has authority to act within the terms of reference and may delegate authority to act on specific items to their team members. Any significant undertaking, such as entering into partnership with another organisation or involving high-profile publicity, should be led by the lead director and approved by the Board. Any associated large expenditure must be agreed in accordance with the Board approval process for expenditure.
- 2.5 Articles 44 (declaration of interest) and 45 (conflict of interest) and paragraphs 5.1 to 5.4 below will also apply to project teams except that the member concerned need not absent themselves from the meeting and may take part in the discussion but may not vote or otherwise assent to or dissent from the decisions concerned. However, the terms of reference or the lead director may direct that in certain types of meetings absence is required.
- 2.6 The lead director may authorise the co-opting of a non-member representing another organisation onto a project team where a working relationship with them is required and such an arrangement is productive. Such non-members may take part in the discussion but may not vote or otherwise assent to or dissent from decisions.
- 2.7 Each lead director will consult the Board regularly on the progress of each project or workstream in terms of 2.4 above. They will provide a verbal or written report to each board meeting and consult other board members as required.

### **3 Subsidiary companies**

- 3.1 The Board may direct that a separate company be registered to carry out a significant project or workstream. Such a company will be a wholly-owned subsidiary of Design In Mental Health Limited and its Articles of Association must be approved by the board and be in keeping with the probity and aims of the current policy and Articles and must provide for 3.2. and 3.3 below.

- 3.2 The appointment of any directors and officers of the subsidiary company must be approved by the Board of Design In Mental Health Limited, who will also appoint a lead director from their number to monitor the activities of the company.
- 3.3 Any surplus generated or proceeds on winding up of a subsidiary company will belong to Design In Mental Health Limited.
- 3.4 Each lead director will consult the Board regularly on the progress of each subsidiary company. They will provide a verbal or written report to each Board meeting and consult other Board members as required. Any significant undertaking, such as entering into partnership or contract with another organisation, significant expenditure or involving high-profile publicity, should be approved by the Board.

#### **4 Intellectual Property**

- 4.1 Any idea, proposal, design or other creation arising from the activity of the Limited Company shall be the intellectual property of Design In Mental Health Limited and will be regarded as the collaborative effort of the membership.
- 4.2 The Board on behalf of Design In Mental Health Limited will retain the right to any intellectual property when setting up a project, workstream or subsidiary to utilise it, and will assert that right over any partner organisation or non-member involved.
- 4.3 The Board may sell or divest this right in pursuit of the aims.
- 4.4 Members must take reasonable steps to safeguard the intellectual property of Design In Mental Health Limited.

#### **5 Conflict of Interest**

- 5.1 Articles 44 and 45 cover conflict of interest in Board conduct and 2.5 and 3.1 above cover conflict of interest in projects and workstreams. Similar standards shall apply to any situation where a member enacts or discusses the business of Design In Mental Health Limited.
- 5.2 Members are encouraged to discuss and publicise the aims and activities of Design In Mental Health Limited in broad terms wherever it is constructive to do so.
- 5.3 Where a member has loyalty to another person or organisation, their loyalty to Design In Mental Health Limited must take precedence when discussing or conducting the business of the latter. They must separate the business of the two organisations by means of separate discussions or meetings with separate records and publicity.
- 5.4 The chair of any meeting of the Board, the members, a project, workstream or subsidiary company shall request brief declarations of interest at the start and a record of them shall be made in the minutes. These minutes shall collectively form a live register of interests to be maintained by the Board.

#### **6 Communication**

- 6.1 Members are encouraged to discuss and publicise the aims and activities as in 5.2 above in order to raise awareness and improve participation in the activities.
- 6.2 The normal means of communication between members will be through information sent out to members, discussion at general and Board meetings, and any forum (such as a conference or interactive website) set up as a project or workstream. Certain forms of communication are set out in the Articles.

- 6.3 The secretary and chairman shall coordinate and direct the communications of the Board. The lead director shall coordinate and direct the communications of any project or workstream.
- 6.4 All communication between members should always be supportive, inclusive and sensitive in order to encourage participation of those who may be vulnerable but whose experience is valuable to the aims and activities. When those involved do not consider themselves to be vulnerable, this style of communication is nevertheless still required in order to model to others what is expected. Deviation from this is not acceptable and the Board will take steps to correct it.

## **7 Disputes**

- 7.1 The Articles of Association of Design In Mental Health Limited take precedence and will be used to resolve any clarification or dispute. The decision of the Board shall be final.

## **8 Annual General Meetings**

- 8.1 Article 14 and 15 cover the requirements for ensuring that the annual general meeting is quorate. It has been agreed by the Board that because of the growth of the organisation the requirement outlined in 14.2 (b) is unlikely to be achieved, therefore 14.2 (a) "10 members present in person or by proxy and entitled to vote upon business to be conducted at the meeting" is the requirement to ensure the meeting is quorate and can continue.