



**AF & V Launchpad Limited, charity no 1153185 &
company no 08633047**

Governance Framework

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Approval date: 13 th February 2025
Approved by: Board of Trustees
Review date: due October 2027 (3-year full review)

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Introduction

AF&V Launchpad Limited recognises the importance of providing sound governance to deliver the charity's key objectives and strategic plans to service the homeless veterans it aims to support. Good governance is defined by incorporating all legal, policy, process, systems and behaviours into effective direction, administration, and control.

This Governance Framework sets out the roles and responsibilities, policies and procedures in place to enable the effective, efficient and competent running of the charity.

The Trustees commit to a practice of accountable and transparent working practices to ensure good governance is in place.

Constitution

AF&V Launchpad Limited (Launchpad) is a charitable company limited by guarantee (company no 08633047 & registered charity no 1153185) governed by its Memorandum and Articles of Association set at 1st August 2013 and amended 20 July 2020.

Legal, Regulatory & Code Compliance

As a charitable limited company, the organisation is regulated under the Companies Act 2006 and Charitable Statement of Recommended Practice.

The Trustees have also taken guidance from the Charity Governance Code, Cobseo Governance Practices and Charity Commission guidelines in forming this Framework and framing best practice.

Trustees agree to be ethically bound to duties of openness and accountability. Trustees recognise the requirements of the Charitable Code of Ethics and follow their principles of:

- Beneficiaries first
- Integrity
- Openness
- Right to be Safe

The below framework takes elements of these principles and applies them.

Organisational Purpose

Launchpad exists to provide accommodation and other support, with the expertise of specialist staff and partnering providers, so that homeless Veterans, who predominantly have complex needs can stabilise their lives and make a successful transition from military to civilian life.

Launchpad helps homeless UK Armed Forces' Veterans rebuild their lives. Despite serving their country, most people we support have had to rely on foodbanks to stay alive. Many have drug and/or

alcohol addictions, often associated with poor mental health and PTSD. We provide up to two years' housing and support, which helps the Veterans address the key underlying issues which caused or contributed to their situation. We have three residential houses in Liverpool, Newcastle and Durham which, between them, can accommodate 98 homeless Veterans at a time, all in self-contained apartments. On arrival every homeless Veteran is welcomed into a fully furnished apartment with everything provided, including a pack of essential items such as towels bedding etc, as well as food and toiletries. Often, we provide the first safe place the Veterans have slept for months or even years.

The objectives of the charity as stated in its articles are: -

The relief of financial hardship amongst service personnel and armed forces Veterans and their dependents (including those who are serving members that are about to leave, and those who have served in the armed forces and have already left) by the provision of housing and accommodation, the provision of education, training, employment and financial support to help them resettle into civilian life.

To promote social inclusion for the public benefit by preventing the beneficiaries identified in the Object from becoming socially excluded, relieving the needs of those beneficiaries who are socially excluded and assisting them to integrate into society.

For the purpose of this clause 'socially excluded' means being excluded from society, or parts of society, as a result of one of more of the following factors: unemployment; financial hardship; youth or old age; institutionalisation; ill health (physical or mental); substance abuse or dependency including alcohol and drugs; poor educational or skills attainment; relationship and family breakdown or rejection; poor housing (that is housing that does not meet basic habitable standards); crime (either as a victim of crime or as an offender rehabilitating into society).

Review of purpose and aims

Trustees will undertake to continually review the purpose and aims of the charity in relation to its strategic delivery plan and monitor that activities are undertaken in line with the objectives as stated. Any deviation from the original aims should be considered and corrective action must be undertaken through either: amendment or broadening of Launchpad's objectives (approval of members necessary) or cessation of the activities in question. To ensure good governance in this area a formal strategic plan is to be set every 3-5years with annual review of delivery outcomes including impact reports and assessments against original plan. This must be documented in trustee formal meeting minutes.

Public Benefit

The trustees consider the charitable aims to be of public benefit due to the nature of the activities which by preventing the beneficiaries, the Veterans, identified in the objects from becoming socially excluded, relieving the needs of those Veterans who are socially excluded and assisting them to integrate into society.

Sustainability

The charity trustees recognise the importance of reviewing the sustainability of the charity and will regularly review its income generation and risks associated with cessation of grant and other income sources. The Trustees considers its stakeholders including partners, commissioners, and especially the service users it serves when considering income generation plans and risks associated with the running of its services.

The Trustees will continually review short, mid and long-term sustainability as part of their standard strategic review and evaluate the risks in place with regards to sustainability at any one time. This will consist of reviewing current reserve levels and cash and liquidity position as well as future projections.

The Trustees will consider sustainability when making key decision on material increases in overhead such as staff costs.

Leadership

Launchpad Trustees are committed to making sound decisions collectively on behalf of the Veterans they serve. To ensure effective leadership and appropriate decision making the following structures are in place.

Constitution of the Board of Trustees

The Board Trustees comprises of up to 10 trustees including an appointed Chair, the Chair of Finance & Risk committee (Treasurer) and the remaining trustees. The reason for this size is to capture the breadth of skills and experience needed to oversee the running of the charity, whose specialties should include (but not be limited to): Leadership, Housing & Homelessness, Governance & Assurance, Risk, H&S, Data Protection, Strategic Finance, Legal and Human Resources. In addition, at any point of time the Trustees should consist of representation from either former or current Veteran community. Three trustees make a quorum.

Regularity of Meetings

Board meetings are held quarterly with additional meetings required for Special Resolutions as requested by the Chair in consultation with the CEO. The Board will also meet separately on an annual basis to discuss and agree strategy.

Documentation of Meetings

The Company Secretary is charged with taking minutes of board meetings and sub-committee meetings to include actions to be taken, including timeframes and those charged with the actions as required. Minutes should also include annual statutory declarations such as the approval of accounts.

Minutes should be circulated within 2 weeks of the meeting taking place and ratified by Trustees. Action plans and matters arising should be covered in the next board meeting agenda.

Terms of Reference Board of Trustees and Committees

To ensure the effective running, participation and conduct of the board and its sub-committees' terms of reference have been set. The terms for the Board of Trustees are incorporated in this document and sub-committee terms of reference can be found in appendix one.

Integrity

The Trustees are committed to acting with integrity in all their actions and decision making. Decisions are based on serving the Public Benefit and specifically to make decisions to improve the lives of Veterans.

Reputation

Regard will be made for the reputation of Launchpad when making decisions. The CEO is responsible for making the Trustees aware of any reputational risks and the Trustees are responsible for ensuring appropriate action is taken to mitigate against risks or to respond to any negativity associated with reputational damage to the Charity.

Safeguarding & Safety

The Trustees will ensure the safety of its service users and staff are at the forefront of its governance procedures. The Trustees understand that the overall responsibility for safeguarding lies with themselves and therefore have embedded procedures and policies on safeguarding that are regularly reviewed. Safeguarding policies and procedures are reviewed on an annual basis.

As a minimum the Executive team will be asked to report on:

- 1) Any incidents relating to safeguarding over the period of review plus any remedial or disciplinary action taken where issues or safeguarding breaches are high risk.
- 2) Any incidents or near misses with regards to Health & Safety incidents plus remedial action taken.
- 3) A summary of ongoing staffing disciplinaries and ongoing actions.
- 4) A summary of any grievances/complaints made by Veterans/Staff or stakeholders.

It is the responsibility of the CEO to ensure that all staff, volunteers, trustees and stakeholders working with the charity have had safeguarding training to ensure they can fulfil their duties appropriately. They will also supply stakeholders with a copy of the safeguarding policy and procedures.

Safeguarding risks are reviewed on a regular basis and Trustees should ensure they are satisfied with the level of Safeguarding information supplied to them. Safety being a primary ethical concern.

Ethical Declarations and Conflicts of Interest

The Trustees are collectively responsible for ensuring that any conflict of interests is declared and managed appropriately to make sound decisions. As a main principle:

- 1) An annual declaration of interest form should be completed by Trustees naming any conflicts of interest that may result in unfair/biased decision making.
- 2) A trustee cannot be an employee of the charity, and should they wish to be paid for services relating to the charity this must be considered and approved at Trustee level with consideration as to whether this best serves the charity. Any services will be contracted in line with Finance Policy and compliant with an ethical tendering process. The CEO will undertake tendering duties on behalf of the Trustees
- 3) Trustee members may have to step down from decision-making where conflicts arise, and this should be discussed and agreed as and when required.
- 4) In each Board meeting the Chair will ask for any changes in conflicts at the commencement of the meeting and it is an individual Trustee's responsibility to declare any changes in their situation.
- 5) A register of interest is kept and maintained, and a statement is made on any related party transactions within the Annual Accounts. The register must be made available on request.

Gifts and Hospitality

Trustees and members of staff should not use their official position to receive, agree to accept or attempt to obtain any payment or other consideration for doing, or not doing, anything or showing favour, or disfavour, to any person. They should not receive benefits of any kind from a third party which might be seen to compromise their personal judgement and integrity.

Decision Making, Risk & Control

Delegation of Duties

The Trustees are responsible for directing the affairs of Launchpad in line with its strategic aims and objectives. It owns, supports, and directs its vision, missions, and values through:

- Approval of key policies
- Setting the Business Plan
- Reviewing the annual budget
- Identifying and managing organisational risk
- Compliance with legal and regulatory requirements
- Oversight and accountability of the Executive Team performance

The Trustees are entitled to delegate some of these powers and tasks to sub-committees whilst retaining overall legal responsibility, accountability, and oversight. For this reason, the Trustees have set up two further committees being:

- Finance and Risk Committee
- Governance and Remuneration Committee

Terms of reference for these committees can be found in appendix one. A general list of responsibilities by role can be found below. This is further supported by the Delegation of Authority policy which gives guidance on approval levels under financial control.

Responsibility of the Chair

The Chair is responsible for leading the Trustees and focusing it on strategic matters, overseeing the company's business, and setting high governance standards.

The Chair will direct, support, and manage the CEO in undertaking his/her duties to ensure the Charity is run in accordance with set strategy, promoting the charitable objectives, purpose, and mission in a safe operational environment.

The Chair will ensure the smooth running of board meetings through:

- Agreeing the agenda & supporting papers with CEO and Executive team
- Ensuring all agenda items are covered efficiently and effectively allowing for full scrutiny and discussion and conclusion
- Consider whether a vote is required in areas of dispute/where this is a mandatory requirement.
- Lead on, with support from the CEO, the induction, recruitment and training of Trustees.
- Oversight of the communication strategy set by the CEO ensuring this is being effectively implemented
- Maximising Trustee effectiveness by individually and collectively with Trustees, establishing, monitoring and reviewing governance structures, systems and processes.
- Ensuring that Launchpad fulfils its vision and purpose through its strategies and plans for future.
- Ensure delivery of service by analysing data and key performance indicators appropriate to the charity.
- The Chair will also be an external ambassador and spokesperson on behalf of the Trustees.

The Trustees are responsible for setting the strategic direction of the charity aligned to its mission, purpose, values, and objectives. They are responsible for monitoring its performance against objectives and ensuring that the charity is fully compliant in its regulatory requirements. The Trustees are committed to attending board meetings and ensuring they have sufficient time to review the documents supplied to them in advance of the meetings they attend. They commit to contributing to discussion and crucial decision making and ensuring that they make any decisions based on the safety and benefit of the Veterans they are serving.

Responsibility of the CEO

The CEO is responsible for the implementation of strategy, performance management and the culture within Launchpad. The day-to-day running and all operational aspects of the organisation, they will be supported by a strategic plan and action plan, plus policies and procedures, as set by Trustees. The CEO will prepare such policies and procedures for Trustee approval.

The CEO is also responsible for:

- The staff of Launchpad ensuring they are properly recruited, inducted, trained, and nurtured for them to fulfil their roles effectively.
- The assets of Launchpad ensuring that they are up to Decent Homes standard, and thorough plans are in place for the upkeep and maintenance of the property. This will include maintaining a full register relating to asset management compliance.
- The Risk Register being set and scrutinised by the Trustees.
- The Communication Strategy for the organisation including being the main internal spokesperson for the Charity.
- Overseeing the tendering process in relation to sub-contracted agreements/outsourced work and ensuring full contract compliance. This includes monitoring the value for money on services provided to the charity in line with financial policies set.
- Considering sustainability and notifying Trustees on cessation of contracts/concerns around continuation of services.

Key Staff

To support the CEO several key staff have been identified with responsibilities as follows:

Company Secretary: Leads on administration and HR support, compliance and income generation, with support from our accountant and HR specialist.

Head of Finance: Leads on financial matters, maximising process efficiency and accuracy, minimising costs, business planning, financial strategy, forecasting and risk management

Manager: Each house has a manager responsible for day-to-day operations. They oversee all aspects of operation, safety and planning for residents and the house for which they are responsible.

Deputy Manager: Stands in for the manager. Detailed understanding of resident Veterans' personal plans. Conducts liaison with most partner organisations.

Facilities Coordinator: Ensures facilities are good for purpose and runs planned maintenance programmes and contingent repairs. Provides additional counselling to residents, when required.

Activities Coordinator: Plans and executes community projects and activities for the residents.

Specialist Caseworker & Lead Support Worker: Oversees welfare support for residents.

IT Manager (Speke House): Oversees all facilities arrangements and maintenance and has overall responsibility for IT across Launchpad.

Strategic Risk Register

The Trustees are committed to managing risk and have a risk register in place which is regularly updated and reviewed quarterly by the Risk and Finance Committee. The Trustees are focused on

strategic risks to the charity which are reviewed on a quarterly basis. In the interim period the CEO and Management team are responsible for monitoring of the risk register in minimum monthly meetings.

Review of Policies

Policies are reviewed and reapproved on a cyclical 3 yearly basis unless there are specific reasons for more regular review. The Trustees take overall responsibility for the setting of policies that are appropriate to ensure the effective, safe, and legally compliant operational running of the charity. Current policies in place are listed in Appendix three.

Policies and procedures deal with board strategies, functions and responsibilities, finances (including reserves), service or quality standards, good employment practices and encouraging and using volunteers; plus, key areas of activity such as fundraising and data protection.

Managing & Monitoring Organisational Performance

The Trustees monitor the following on an ongoing basis:

Every 3 years

- Set strategic plan on a (3/5 year) cyclical basis
- Policies revisions and approval

Annually

- Annual accounts and audit conclusions
- Level and allocation of reserves,
- Health & Safety compliance including fire safety, gas and electrical compliance etc. COSHH, food safety, HMRC, DBS checks, training.
- Condition of buildings utilised for accommodation by Veterans
- Appointment of external auditors and accountants

Quarterly

- CEO report
- Performance against Strategic Plan objectives/action plan
- Complaints
- Cash and net assets position
- Financial performance against set budget and forecasts
- Number & type of safeguarding incidents
- Number & type of H&S incidents
- Staff levels and levels of absence/sickness/turnover
- Charity risk register & mitigations in place against risks
- Approval of supplier agreements over £50k (as required)

Additional reports are requested from time to time on an as needs basis.

Board Effectiveness & Control

Cobseo Self-Assessment

The Trustees are committed to governance in line with Charity Commission and Cobseo guidance. The Trustees therefore commit to undertaking a two-year review of Governance utilising the Cobseo 'Governance Self-Reporting Tool' (last updated 23 February 2022) found in appendix 7 to ensure that they categorise as "green" under governance effectiveness or action any areas of "red" or "amber" rating.

Identifying Trustee Skills Gaps

All Trustees are required to complete a skills matrix on an annual basis which can be found in appendix two. This matrix assesses skills and competencies categorised into experience, technical skills and knowledge, behavioural attributes and leadership and governance. This is then collated and assessed by the Chair of the Board and CEO. Any gaps in skills and knowledge are identified and where gaps are identified a decision is made as to whether to recruit or train for the skills gap. Recruitment will be determined based on number of trustees in position with 10 being the maximum number.

Recruitment and Induction of Trustees

Recruitment of trustees is made through the following: open and transparent trustee advertisement, application process and interview. Potential candidates will be invited to tour a residential property as well as meet staff and Veterans and the CEO. Candidates will then formally apply for the role and be interviewed by the Chair, Company Secretary and CEO. Appointment will be made, and the trustee is then expected to complete a period of induction to include provision of accounts, latest impact report and governance documents including this framework and a trustee code of conduct. Trustees will also be required to complete a full DBS disclosure check and declare eligibility as a trustee, guidance will be given on CC3 and they will be provided with information relating to communications on behalf of the charity and conflicts of interest forms. The CEO will meet with all newly appointed trustees on a 1to1 basis before a board meeting.

Trustees as Members

Trustees are also appointed Members of the charity and on recruitment are asked to sign that in the event of a wind up of the charity they would be legally responsible for paying £5. For the purposes of Company Law and Charity Law the Members are deemed to have the exact same rights to vote as trustees. On cessation of being a trustee, individuals also agree to step down as members.

Code of Conduct

The Trustees are required to sign a code of conduct which sets out the expectations on how the trustees conduct themselves serving on the board. This can be found in appendix seven.

Nolan Principles

The trustees are expected to adopt the Nolan principles of selflessness; integrity; objectivity; accountability; openness; honesty; and leadership.

Trustee Term

In accordance with the Articles of Association a Trustee may serve for an unlimited duration but subject to a review every 3 years where their continued appointment should be approved by a two thirds majority of the other Trustees. Good governance recommends a maximum term of 9 years.

Trustee Training and Development

The trustees are expected to identify their own training gaps through the skills matrix. Where knowledge gaps are found then trustees must undertake further training to ensure sufficient knowledge is in place to appropriately govern the charity. Trustees are expected to regularly consider the COBSEO and Charity Commission principles on governance and ensure they understand their legal and ethical responsibilities of good governance.

Equality, Diversity & Inclusion (EDI)

The Trustees are committed to embedding equality, inclusion & diversity into all its practices and ensuring that they lead by example in their practices on EDI.

The Trustees ensure that they monitor and support EDI through:

- Continuation of using Veterans as representatives at Trustee level and in Committees to ensure a Veterans perspective is embedded in culture and decision making.
- Setting strategy through gaining insights and consultations from a range of Veterans, staff, external stakeholder, and volunteer information.
- Ensure all Board meetings are inclusive, and all opinions are heard through allowing those with opposing view to contribute their ideas, points, and perspectives.
- Embed EDI training within the organisation from Trustee level through to volunteers and staff.
- Embed a culture of EDI in values and mission setting.
- Embed a culture of EDI through devising policies and procedures to identify inequalities and tackle these.
- Recruit trustees, staff and volunteers who embrace a culture of EDI and refrain from judgement and prejudices.

Openness & Accountability

The Trustees re committed to maintaining open and transparent communications to its staff, Veterans, and stakeholders.

Key Stakeholders & Communications

The Trustees identify the following parties of key main stakeholders to the charity: Veterans, staff, funders and donors and key sponsors and suppliers. The Trustees ensure that any key decision made which may impact these stakeholders are communicated to these parties through appropriate means. The Trustees will issue guidance on the communication required to CEO where this is required.

Complaints Procedure

The Trustees are committed to ensuring that any complaints made to the charity are dealt with in a timely and appropriate manner. All complaints are taken seriously and dealt with promptly, impartially and professionally. A complaints procedure is available for both residents and other stakeholders.

Culture of Openness

Remuneration of Staff

Remuneration of staff is set through an independent committee who are committed to openness and transparency. The reasons for staff pay scale changes are communicated to staff as soon as decision on remuneration have been made in a transparent manner. Good practice would require that sector benchmarking is undertaken every 5 years to ascertain if the organisation is paying staff at a median level and to ensure the continued recruitment and retention of good personnel.

Register of interests

The register of interests can be accessed by all stakeholders on request through the company secretary.

Communication of Governance

The Trustees communicate the way they run the charity through clear descriptions of their governance practices and code of conduct on the charity website.

Grant and Contract returns

The Trustees delegate the responsibility to communicate with grant and contract suppliers of income to the CEO who is responsible for providing timely and accurate information in reports to its funders.

Positive and Negative Feedback

The CEO is responsible for supplying feedback to the Trustees including both positive and negative feedback and handling of matters where appropriate.

APPENDICES

Appendix One: Committee Terms of Reference

Appendix Two: Trustee skills matrix

Appendix Three: Current policy list

Appendix Four: Risk register

Appendix Five: Safeguarding policy

Appendix Six: Code of Conduct Trustees

Appendix Seven: COBSEO Governance Self-Reporting Tool