Governance

There are eight key areas to help guide the Local Conversation. These are:

- Action
- Approach
- Context
- Governance
- Influence
- Involvement
- Leadership
- Relationships

This section looks at good governance. It will cover:

1. What we mean by governance
2. Why good governance is important for a Local Conversation
3. Some theory and approaches
4. Equity, diversity and inclusion considerations
5. Ways you can support effective governance, including some practical examples.
6. A summary
7. Some helpful do's and don'ts.

1. What is governance?

Governance refers to the ability to run your organisation well, and to a standard which gets the very best from all of those involved. It involves systems, procedures and processes which ensure overall direction, effectiveness, legal compliance and accountability, and which can be understood and followed by all staff, volunteers and residents taking part. This helps to preserve an organisation's reputation and promotes a positive culture.

2. Why is good governance important to the Local Conversation?

Good governance means not only doing what you *must* do, but also what you *should* do to make the organisation and the Local Conversation work better, to have a greater chance of succeeding and to ensure that people can fully participate. Local Conversations are using public money for which they are accountable, to the funder but also to the wider community.

People's Health Trust has outlined the flow of responsibilities and where accountability lies:
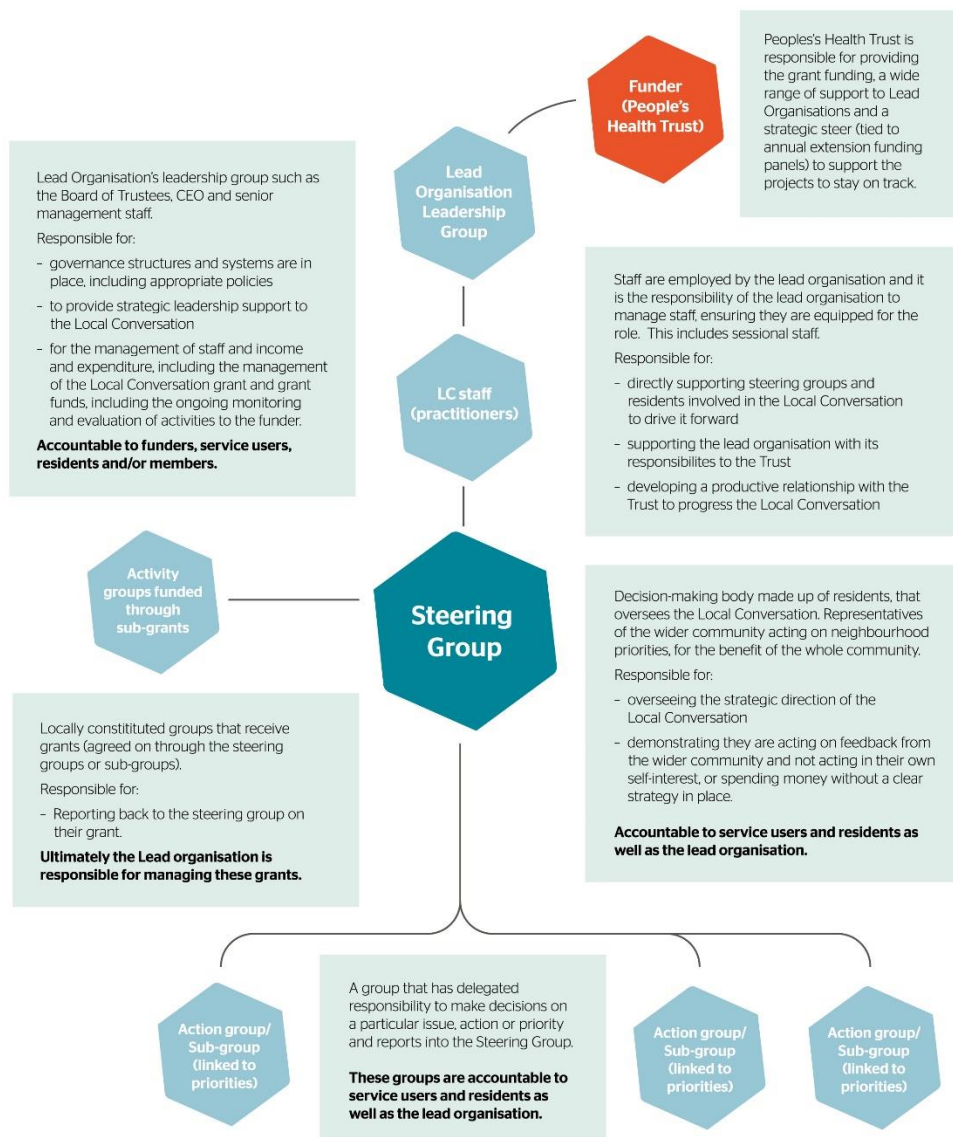
Good governance is not only needed within the lead organisation but should be reflected in the structures throughout the Local Conversation, from
Steering Groups (or similar) to sub groups and activity groups. Poor transparency within groups can cause real friction that can undo countless hours of relationship and confidence building.

Governance within lead organisations

A Local Conversation Steering Group or project needs to be supported by robust governance processes in the lead organisation. This includes oversight and support for financial and project management. This is important to ensure that local people trust and have confidence in the Local Conversation and how it is working in their neighbourhood.

There is a clear responsibility for the lead organisation to ensure appropriate governance structures and systems are in place. These are made explicit in the People's Health Trust General Conditions of Grant which stipulate that the Grant-holder:

a. Has all necessary resources and expertise to carry out the Project.
b. Has and will keep in place adequate procedures for dealing with any conflicts of interest.
c. Has and will keep in place systems to deal with the prevention of fraud.
d. Has and will keep policies and procedures in place to deliver the project successfully. This must include a complaints policy and procedure (an example policy is available from the Trust if you do not have one)

Additionally, the lead organisation is accountable to both the Trust and residents. It is responsible for timely reporting to the Trust, for overall management of the project and for ensuring the standard and specific terms of grant as set out by the Trust are actioned. Lead organisations are also accountable for any sub grants made and ensuring they are used appropriately.

Governance within Steering Groups

In each Local Conversation, there must be a group of local people that take responsibility for:
- Overseeing the Local Conversation's strategy (including agreeing the vision, priorities and objectives)
- Deciding how resources are allocated in line with the strategy
- Making sure that involvement in the Local Conversation is diverse, inclusive and representative of the wider community
- Supporting and reviewing good governance practice of the Local Conversation (with support from the lead organisation)

Steering Groups can demonstrate responsibility and accountability by:

- Ensuring the delivery of key things they are tasked with, including helping to set up x plan - responsibility
- Communicating impact and activity to the wider community - accountability
- Regularly gathering and reviewing feedback from the wider community as part of its annual planning
- Ensuring regular monitoring and reporting of activities and finances
- Making minutes available, not containing personal information. (See below for more detail on this).
- Managing comment and complaints fairly, sensitively, and efficiently.

Steering Groups can also set up subgroups which can help to engage more people and spread responsibility (see section 5).

# 3. Some theory and approaches

The [governance code](#) supported by the Charity Commission (see Resources box below) is an ideal model of governance, and can be adapted according to the size and complexity of any organisation, regardless of whether your organisation is a registered charity or not.

The governance principles are:

- **Purpose:** Being very clear about aims, what is to be delivered, when, and how this will be sustained. For example, the purpose for Local Conversations is to deliver the local vision, and to address health inequalities by working to improve local social determinants of health. A clear purpose and strong local vision will support residents to take action on the things that matter most to them.

- **Leadership:** Ensuring that an organisation follows an agreed strategy for both the effective delivery of its aims and how it does it. This might include for example: ensuring residents priorities are listened to and acted upon, encouraging resident involvement, enabling community based decision making processes and support for relationship building within communities and with other bodies.

- **Integrity:** Adopting and practising values of honesty, fairness and decency, applying ethical principles to decision making and creating a welcoming and supportive culture. These help to engender public confidence in the organisation.

- **Sound decision-making, risk management and control:** Decisions need to be informed by the right/appropriate level of questioning and evidence to establish a full understanding of what the outcome of the decision will be. This is how you make sure your decisions are sound. There need to be good systems for identifying and managing risks and strong management controls, though risks should be balanced against opportunities.

- **Effectiveness:** Ensuring that organisations have appropriate skills, experience, and knowledge to make clear and effective decisions, in the context of what the Local Conversation is trying to achieve and residents' priorities.

- **Equity, diversity and inclusion:** There should be an agreed approach to supporting equity, diversity and inclusion in policy and practice. This is covered in more detail in section 4 below.

- **Openness and accountability:** The way that decisions are made and money is spent should be transparent. This ensures greater accountability and helps to maintain legitimacy and trust.

Exercise: The Governance Wheel

NCVO has created a Governance Wheel directly influenced by the Charity Governance Code. It provides a framework to support regular governance reviews. You can score your organisation against each area of the wheel on a scale of 1-10. If you do this regularly, you can track progress against the lower scoring areas. Don't be put off by the word Board – you could swap it for Steering Group.
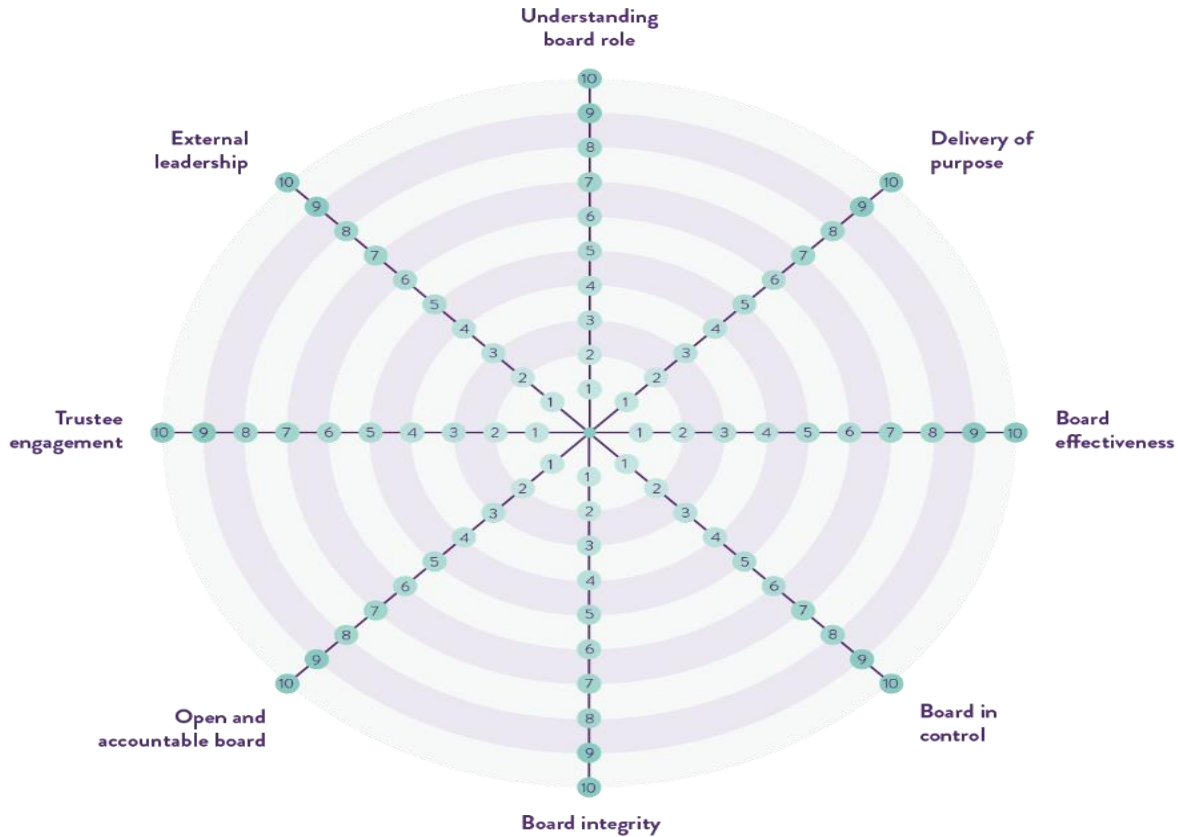
Practising good governance

The principles above are an important guide but it is understanding what is involved in 'doing' good governance that helps us to get it right. The Compass-Cass Business School model of governance identifies what needs to be considered and managed to deliver effective governance. This includes:

Governance			
Structures	**Processes**	**Meetings**	**Behaviours**
• Roles • Size • Working groups • Representation • Membership	• Recruitment • Appointment • Diversity • Induction • Skills/experience • Chair selection • Risk governance	• Frequency • Duration • Attendance • Agenda planning • Meeting management	• Use of members' skills • Listening • Team working • Praise / challenge • Openness / trust

	• Strategy		• Focus
			• Conflicts of interest

Research by Hudson and Ashworth 2012[1] found that whilst the structures and processes of governance need to be well managed, it is team working and behaviours that are the most significant determinants of effective governance.

Resources:

- Charity Governance Code: www.charitygovernancecode.org/en
- Charity Commission guidance: www.gov.uk/guidance/charity-commission-guidance
- OSCR - Good governance: www.oscr.org.uk/managing-a-charity/trustee-duties/good-governance/
- Charities Aid Foundation: www.cafonline.org/charities/trustees-and-governance
- NCVO Knowledge Bank: Governance
- NCVO's governance and trusteeship consultancy: www.ncvo.org.uk/practical-support/consultancy/governance-and-trusteeship-consultancy
- Governance Health Check: www.diycommitteeguide.org/download/governance-health-check
- Organisational level strategic planning: www.diycommitteeguide.org/resource/what-strategic-planning
- Tips on governance: Mike Hudson, (2014) One Minute Tips on Governance

Governance policies and procedures

A governing document explains how your Steering Group will be run. It shows that your group is democratic and accountable and that there is a clear procedure for decision-making. A governing document makes it easier for the group to work together to achieve a common aim – it ensures that everyone is aware of each other's responsibilities and it can be a useful reference point should disputes arise.

There are many types of governing document your Local Conversation steering group (or similar) could choose to adopt. The two most common are:

- Terms of reference - set out the group's aims and ways of working. Terms of reference are part of the Local Conversations' agreed governance structure, but ultimate accountability usually sits with the Lead Organisation. The Steering Group should review its Terms of Reference with the lead organisation to ensure responsibilities and expectations on both sides are understood and accepted.
- A constitution - a legal document which gives you the ability to do more things as a formally recognised entity (for example, taking out insurance on a building or applying for additional funding).

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[1] Hudson and Ashworth (2012) *Delivering Effective Governance*, Compass Partnership, Bucks

Terms of Reference	Constitution
Terms of Reference (TORs) describe the group's key procedures. It should include: • The purpose of the group (what it will do, why it was created) The scope of decision-making powers • How members are appointed, how the chair and any other roles are appointed • Meeting frequency and location, meeting procedures, quorum, details about agendas and minutes (how these will be distributed, who prepares them, etc.), communication between meetings • How often the TOR will be reviewed and next review date. TORs outline responsibilities and accountabilities and so are useful in defining the relationship with the Lead Organisation and if the Steering Group has subgroups or working parties.	A constitution sets out the group's aims and the rules it will follow, the scope of its work, its decision-making responsibility, how it reports and how frequently. If your group will be managing **finances and opening a bank account**, a constitution will be needed which includes: • Rules around financial management • A winding-up or dissolution clause With a constitution the group can apply for external funding in the group's name.

The governing document should be taken to a minuted meeting for formal acceptance by the group. Copies of the governing document should be available to all group members, and can be a useful introduction for new members. The content of your governing document should be determined by the group.

Examples of Terms of Reference

Haverhill South People's Forum Terms of Reference with six sections:

1. **Purpose / role of the group:** what it is and what it will do, including production of a Priorities Plan
2. **Membership:** criteria, maximum number, period of membership
3. **Accountability: e.g.** The Forum is responsible to Community Action Suffolk (the Lead Organisation) on matters relating to the Local Conversations programme; individuals representing the Forum can do so only on behalf of the Local Conversations programme; compliance with policies and procedures
4. **Review of TORs**
5. **Working methods / ways of working:** training opportunities, frequency of meetings, sub groups, appointment of chair etc.
6. **In Addition:** additional notes e.g. approval of grants

> **Stanwell Steering Group** Terms of Reference has five headings:
>
> **Overall purpose of the Steering Group**
> **Size, Membership & Roles**
> **Frequency of Meetings**
> **Administrative Support**
> **Confidentiality, Declarations of Interest and best practice**

A code of conduct outlines how group members should behave towards one another and anyone else both during and outside of meetings, and in any other situation when they may be representing the group or community. It states how you will create a safe and inclusive atmosphere. It will also help you to know how to manage a situation in which someone has been treated unfairly or disrespectfully within your group. The code of conduct needs to be agreed by the group so that it can be enforced if needed.

> **Example**
>
> **Local Conversation in Stanwell**
>
> **Steering Group/Grants Panel Code of Conduct**
>
> **As a member of the SG/GP you are expected to:**
>
> 1.   Be respectful of each other's views, follow the set agenda and Chair's guidance. Declare Any Other Business matters at the start of or before the meeting
>
> 2.   Maintain confidentiality of discussions and/or individual circumstances
>
> 3.   Communicate positively with each other, project staff, partners and other residents
>
> 4.   Actively support project activities and events and update the group regularly on participation
>
> 5.   Work cooperatively in order to focus our energies on delivering community benefit
>
> 6.   Understand that you will not benefit financially from attending meetings. Agree that you will not attempt to influence any decision which might bring you financial or other gain. This means you may have to leave the room whilst certain discussions are taking place and also declare any interests at the start of the meeting or as they arise.
>
> 7.   Meetings of the steering and grants panels are not a place to air or try and resolve personal conflict between members, as we want to honour everyone's valuable time. Processes for conflict resolution exist and if you find yourself in conflict, please speak first with the Project Officer. If the conflict

involves the project officer, then please refer to the Surrey Care Trust Complaints policy or speak to the Chair.

8. Operate within agreed expenditure levels as delegated to project staff and members

I have read the above rules and guidance and agree to abide by these during my time spent on the Local Conversation in Stanwell Steering Group or Grants Panel.

I understand that action will be taken according to the Terms of Reference and other relevant project policies and procedures, if a member does not act in accordance with this Code of Conduct.

Name:

Signature: Date

Reflection:
- How do you want people to be treated in your group? What types of behaviour are unacceptable?
- If someone feels harassed, what should they do about it? Who should they tell? What will the group do about it?
- If someone breaks the code of conduct, what will the group do about it? How will you help the group to move forward? How will you support and protect the person who feels harassed or bullied?
- How will you make sure that everyone is aware of your code of conduct?

Resources:

Code of Conduct Templates

- The Ayrshire Community Trust – Code of Conduct

- Hammersmith & Fulham Borough Council - Code of Conduct for resident-led panels

For preventing and dealing with conflict:

- DIY Committee – Preventing damaging conflict

- DIY Committee – Dealing with damaging conflict

4. Equity, diversity and inclusion

Equity is about ensuring people have the right amount of resources, support and information to ensure that they have as equal an outcome or chance of success as any other person or group.

Diversity is about recognising, respecting and valuing differences in people. The diversity of the local population for example, should be reflected in governance and decision-making groups.

Inclusion is about ensuring people are valued, involved and influencing . It involves taking deliberate action to create environments where everyone feels respected and able to achieve their full potential.

Communities are made up of diverse groups of people, including people of different genders[2], ethnic backgrounds[3] and religions[4], disabled people[5], older people[6], young people[7], members of LGBT+ communities[8], people with mental health needs[9], people with learning disabilities[10], and people from different socio-economic backgrounds.[11] It is critical therefore that all Local Conversations take a proactive approach to equity, diversity and inclusion and that you know who lives in your neighbourhood. It is not enough to be open and welcoming, you must also challenge the way in which your Local Conversation works, whether it is designed to be inclusive and whether it centres the needs of more marginalised people. You must positively target the involvement of under-represented groups and those whose voices are seldom heard and create allyships which help to increase and champion their voices. Local Conversations should be speaking out about the key issues affecting underrepresented groups of residents in their neighbourhood (including local and national government policy changes and legislative developments) and providing opportunities for people and communities that are less visible or traditionally less involved to participate.

Lead organisations and steering group members need to build the skills, confidence, tools, and techniques to ensure that they understand and practice equity, diversity and inclusion and this needs to be embedded in all aspects of the Local Conversation's governance structures and approach.

Reflection:
- How do you currently discuss and raise the profile of diversity and inclusion in your Local Conversation?

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[2] LSE Commission on Gender, Inequality and Power, *Confronting Gender Inequality*, London School of Economics (2015)
[3] Cabinet Office, *People living in deprived neighbourhoods*, Ethnicity facts and figures (2020)
[4] Welsh Government, *Analysis of protected characteristics by area deprivation: 2017 to 2019* (2020)
[5] DWP, *Disability facts and figures* (2014)
[6] Public Health Scotland, *Older people* (2021)
[7] Public Health Scotland, *Young people* (2021)
[8] Equalities Office, *National LGBT Survey* (2017)
[9] NHS England, *The Five Year Forward View for Mental Health* (2016)
[10] Public Health England, *Learning disabilities: applying All Our Health* (2018)
[11] Cabinet Office, *Socio-economic background (SEB)* (2019)

- Do you need to build confidence and knowledge to hold effective discussions about who is and is not involved, and to take action to broaden involvement where it is needed?
- Do you need a working group to focus directly on equity, diversity and inclusion?

Exercise: How inclusive are you?

How far is your Local Conversation and its decision-making groups inclusive of the following groups/people in respect of the nine protected characteristics under the Equality Act 2010?

If not, what can you do to address this?

- Age
- Disability
- Gender reassignment
- Class – specifically working class
- Marital or civil partnership status
- Pregnancy and maternity
- Race
- Religion or belief
- Sex
- Sexual orientation

It is also important that you consider how the above characteristics interact. For example, the experience of a Black disabled resident will be different to a non-disabled Black community member.

All Lead Organisations must have:

- an *Equity, Diversity and Inclusion statement* for your Local Conversation to demonstrate publicly the group's commitment to building an inclusive, diverse group, welcoming to people of all backgrounds within the community. This can be shared with residents to encourage involvement.

- an *Equity, Diversity and Inclusion policy* which is a written agreement about how the group will actively support and welcome particular groups, as well as how you will avoid discriminating against people, and create a safe and inclusive environment for all and any new members. This is also useful if the group ever has to manage a situation in which someone felt they had been unfairly treated or discriminated against.

- An *Equity, Diversity and Inclusion* plan – this plan will look at what your organisation does currently, who is within your community (whether you work with them or not), whether the services/activities/actions you take positively or negatively impact on marginalised groups, how you can adapt what you do to make what you do more inclusive. It is also critical that you consider how you can work to break down some of the barriers

which exist in all organisations and neighbourhoods and prevent people from fully participating, influencing and accessing the services or support they need.

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Exercise: who is and is not involved?

- Do a wide range of people take part in your activities and meetings? Who do you think is missing?

- Are there practical things that might stop certain people using your group and attending your meetings (such as the time of day of your meetings, or the venue you meet in)?

- Does your group ever treat people differently, or not include people as much, because of any particular characteristic, such as gender or race?

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The statement, policy and the plan show the commitment of the organisation to being inclusive and provide means through which others can hold you accountable to those commitments. It is important that statements, policies and plan are kept under regular review, are reported to the Steering Groups and boards, and that the commitments contained within them can be seen in action across all aspects of the Local Conversation governance structures and approach.

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Resources:

Support for your Equity, Diversity and Inclusion statement
- NCVO - Guidance on Equality and Diversity

Example equality and diversity policies
- Resource Centre – Equality and Diversity policies for small groups
- Northamptonshire Community Foundation – Equality and Diversity policy

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5. Ways you can support effective governance, including some practical examples

In Section 3 above, we looked at what makes for effective governance. Here, we explore how to build and improve good governance through structures (subgroups or action groups); processes (grant-making); meetings (making them effective) and behaviours (accountability and managing conflict).

Structure: The benefits of subgroups / action groups

Small task focussed groups are a good way to involve people and spread responsibilities. Local Conversations may want or need to establish different kinds of subgroups to oversee the strategy for a neighbourhood priority, lead on particular actions, tackle specific projects, or investigate new areas of work. It is important to be clear from the start about the scope of decision making powers and lines of accountability.

The Steering Group's governing document (Terms of Reference or Constitution) needs to confirm that it has the power to establish subgroups / action groups and to delegate some of its responsibility to them. For example, a clause like this could be included:

"The [steering group] may appoint such sub-committees, advisory groups or working parties of their own members and other persons as they may from time to time decide necessary for the carrying out of their work, and may determine their terms of reference, duration and composition. All such sub-committees shall make regular reports on their work to the [steering group]."

The steering or leadership group is responsible for all decisions taken by any subgroups so members should satisfy themselves that these are set up effectively, with TORs appropriate for their purpose and a clear way to keep track of their work and progress.

For groups with a relatively significant amount of responsibility, such as a subgroup overseeing the strategy for a particular priority or managing its own budget, the group will need Terms of Reference. These will likely be similar to those we described above for Steering Groups (written guidelines that clarify the role, purpose and responsibilities given to the group), but will relate specifically to the work of the subgroup.

Exercise: Developing Terms of Reference for subgroups

The governing document for the Local Conversation gives the Steering Group the power to set up subgroups and you're now planning to establish a group.

1. The first step is to bring together the Steering Group and people who have shown initial interest in being part of the subgroup. Work together to define the purpose and role of the group and how it will work. This will be described in its own Terms of Reference.

2. Work through each of the points below, answering the questions in the right-hand column.

3. Once you've got these answers, you're ready to draft the Terms of Reference for the group.

Name of group	For example, Environment Action Group, Youth Forum, Safety Subgroup, etc.
Membership and appointment	Who can be a member (e.g. residents of the local area, Steering Group members and non-Steering Group members)? How and when are they appointed? How long can someone be a member of the group?
Chairing	Will there be a Chair for this group? If so, who can be Chair? How will they be appointed? If it is the role of a member of the steering or

	leadership group to act as a chair for a particular subgroup then that should be detailed in the role description.
Frequency of meetings and quorum	How often will the subgroup meet? How many votes are required to carry a motion?
Record of meetings	How will minutes be recorded? Who will be responsible for taking these?
Reporting mechanism	How will the subgroup report to the steering or leadership group? Oral or written reports? By whom? How frequently?
Functions and delegated authority	Specify the role and purpose of the subgroup. Specify limits to their authority, for example, are they advisory only? Specify when they can make decisions or act without the specific approval of the Lead Organisation or the Steering Group. Will they oversee a budget assigned to them by the Steering Group? How will they be supported to monitor and report on this by the lead organisation?

Source: adapted from the DIY Committee Guide to Sub-Committees
https://www.diycommitteeguide.org/code/principle/sub-committees

Avoiding potential pitfalls with subgroups

Some key things to keep in mind when you are considering setting up different subgroups for the Local Conversation are:

- Too many subgroups could make it difficult for the Steering Group to maintain oversight
- Ensure that delegation and the decision-making process do not become blurred between the Steering Group and the subgroup
- Make sure that the decision-making process does not become unnecessarily lengthy or overcomplicated
- Maintain good channels of communication and transparency between the Steering Group and subgroups to avoid the potential for conflict – make sure each knows what is going on and why decisions have been made. It's good practice for a representative of the subgroup (ideally a nominated lead person) to attend Steering Group meetings to provide updates in person wherever possible.

Reflection:

- How are subgroups reporting on their progress?
- If they have a budget how is spend being monitored?
- Is everyone clear about where decision-making lies?

Grant-making

People's Health Trust makes a grant to your Local Conversation. In some cases, Local Conversations wish to use some of the grant to make further sub-grants. It is not essential to make sub-grants but a Local Conversation may wish to as part of its overall approach.

The community grant-making process - For more information on what to consider within the community grant-making process please contact People's Health Trust.

Terms of Reference checklist for the grant-making group of the Local Conversation (based on the principles of effective governance)

- **Purpose:** The purpose of a small grants group is to support the Local Conversation to act on the things that matter most to local people (their priorities) through the mechanism of small grants.

- **Leadership:** The group may have one chair or a rotating chair, but all the members of the small grants group can play a leadership role. They report back to the steering group for endorsement of decisions taken.

- **Integrity:** Members of the grants panel should represent the values of the Local Conversation and provide the community with confidence that fair decisions are being made to benefit the community. It is important that there is a culture in which open and diverse dialogue can take place safely and with care.

- **Decision-making:** Decisions made by the group need to be informed ones. When agreeing Terms of Reference, be sure to include the quorum (the number of people needed to agree a decision). Facilitation by a staff member (who is impartial) may also be important, especially in the early stages to support productive discussions, creation of opportunities, and spot risks. To ensure decision-making around which projects should receive funding is fair and fulfils the purpose, assessment criteria should be agreed up front, used in every meeting, and be publicly available to the wider community.

- **Effectiveness:** Ensuring that those involved are equipped with the skills, experience and knowledge to make decisions, and the panel is provided with the training and tools to enable effective decision-making. This involves introductory training for members on the purpose and process and ongoing discussions about whether the process is effective. Any reading or preparation for the meetings should be provided well in advance.

- **Diversity and inclusion:** Members of the group need to come from as wide and as representative a background as possible. This affects characteristics but it is also about diversity of thought and decision-making. Always be mindful of the accessibility barriers involved in grant-making – for example, if there's a lot of preparation involved or when/where and how the meetings take place and the costs involved (always reimburse people).

Effective meetings

Although most people prefer not to sit in meetings, these are important spaces for collective discussion and decision making. Here are some pointers to making them as effective as possible:

- **Frequency** – you should be meeting at least once every six weeks in order to keep momentum going. Beware however of adding in extra meetings on a regular basis or before you know it you will be meeting every week and people will get fed up and drop out.

- **Duration** – most people can only concentrate for a limited amount of time. Two hours is probably long enough though you may wish to add in time for refreshments, informal chatting and networking.

- **Attendance** – you should be aiming for at least 80% of members being present at all your meetings. Think about a quorum – the minimum number of people who can make a decision, and include guidance about how to deal with members repeatedly not turning up to meetings in your terms of reference or constitution (e.g. if a member misses more than two consecutive meetings they should be contacted to find out why, though ultimately may be asked to leave the group).

- **Agenda planning** – it is important that people know what is being asked of them when they come to a meeting. Agendas should therefore be constructed well in advance of a meeting. This might be by the chair and secretary, through discussion with the lead organisation and / or through a more collective process. You could identify future agenda items at the end of each meeting or ask people to submit agenda items on a local noticeboard or Facebook page. So that meetings do not run on for hours, it is a good idea to suggest how much time an agenda item will need.

  Circulating the agenda in advance means that people can think about the discussion points and the decisions to be made in advance and will be better prepared when they come to the meeting. The agenda items need to be written up in enough detail that they are self explanatory, for example, 'Café' as an agenda item does not say enough. To one person it means 'oh no, I promised to help out last Saturday and forgot'; to another it means 'they want to discuss the cash flow projections and I haven't finished it'; to a third it means 'that must be when lunch is'. A fuller explanation would be 'Café – the pros and cons of opening for longer during the day'.

- **Meeting management -** this is usually the responsibility of the chair, though everyone should be mindful of the role they can play in making meetings effective.

Chairing or facilitating a meeting	
The tasks	**Roles and attributes**
• Explaining the agenda and timings to the meeting • Ensuring all who attend share responsibility for smooth running • Getting through the business of the meting efficiently and effectively • Briefly introducing each item or the person who will • Clarifying or seek clarification of unclear statements • Summarise what has been decided at the end of each agenda item • Assisting groups to search for ideas and solutions that reflect everyone's point of view • Keeping the discussions moving towards completion • Encouraging full participation • Drawing people out and helping everyone to feel heard • Taking responsibility for finding ways of reaching agreed outcomes and decisions • Ensuring you are true to aims and objectives • Making sure you follow your code of conduct / governing documents • Ending the meeting on time.	**Friendly** Chairs have considerable influence over the tone and feel of a meeting. For a start, the chair is the most looked at person! Being friendly enables people to be at ease which ensures a better quality of contribution. But a good chair also needs to be… **Firm** There will always be time limits. The chair is responsible for moving the discussion on, though sometimes a minority will resist. **Focused** Every meeting needs a focus—the agenda. Each agenda item needs to stay more or less on track. Staying focused can mean being firm. At the same time, it is important that the chair is… **Flexible** Certain discussions will deviate from the original agenda item. Chairs need to use their judgement as to when to go with this and when to pull it back. **Fair** Everyone should be treated in the same way and be given equal access to 'airtime'. Chairs must put their own views on hold until everyone else has had their say. A chair's first duty is that of enabling open discussions to take place

- **Recording meetings** - it is essential to have a written record of meetings. Minutes keep members informed if they are unable to attend a meeting. They should be made publicly available with appropriate consideration for GDPR requirements (removal or

personal or other identifying information). Meeting minutes do not need to be long or overly detailed, but should cover what was discussed, what was agreed and who is responsible for any actions. Someone should be nominated to take minutes at every meeting. These minutes should be written up as soon as possible after each meeting and shared with the group for agreement – or to make changes if needed.

Minutes should be checked for accuracy at the start of the next meeting, any matters arising should be picked up and discussed (so that the points are not lost) and they should be signed and dated by the Chair as an accurate record. Each meeting's minutes must note that the previous meeting's minutes were agreed as a true and accurate record or issue corrections.

Behaviours

Accountability, Openness and Transparency
Effective engagement with residents is fundamental to building collective control. All Local Conversations need to be open, responsive, and accountable to the wider community. Steering or leadership groups need to actively engage with people about the Local Conversation's work. Doing this well requires thinking through how accountability, responsibility, and transparency will be achieved at the beginning and continually reviewing how well it is working, or what may need to be changed.

The DIY Committee Guide outlines ways in which groups can achieve openness and transparency in the way they communicate and work with others in the wider community. The ideas they share are presented in the box below.

Resource: How Steering Groups can create openness and transparency with the wider community

Communication

- Regular newsletters
- Publishing updates from steering group meetings
- Publicising the community plan and priority strategies
- Social media updates and discussions
- Publishing activities and actions – and how to join in – on the website
- Publishing articles in the local press

Publishing the community plan and priority strategies; updates from Steering Group meetings; and news about activities and actions across different communication channels including:
- Newsletters
- Social media
- Website
- The local press
- A local noticeboard.

Consultation

- Hold community planning meetings for strategic planning and strategic reviews

- Facilitate voting (online or postal) on key issues
- Hold open meetings to discuss issues and actions
- Promote mechanisms whereby local people can provide feedback to the group on its activities (e.g. evaluations, feedback forms, comment cards etc).

Involvement

- Consider how marginalised groups can be represented in the leadership group and subgroups
- Create advisory groups to involve stakeholders and partners in planning and decision-making
- Co-opt individuals into leadership groups for specific periods or purposes.

Co-production

- Consider how people can be involved in an active and equal way in planning and shaping actions and activities of the Local Conversation (and local services where you are working with partners and stakeholders)
- Consider how people can be involved in deciding how resources are allocated towards the priorities
- Consider the role local people can have in co-delivery of activities or actions (and local services where you are working with partners and stakeholders)
- Consider how people can be involved in evaluating activities or actions (and local services where you are working with partners and stakeholders)

Source: Adapted from DIY Committee Guide - Communication

Resources:

- Charity Commission - Running, planning and recording meetings
- OSCR - Minute taking template
- Seeds for Change - Minutes
- DIY Committee – A secretary's role at meetings

Promoting mutual understanding and fostering inclusive solutions

Agreements and decisions are more likely to be long lasting if they are built on a foundation of mutual understanding. This means enabling different perspectives to be shared and weaving together different viewpoints. However, misunderstandings are inevitable and conflict in groups is common. This is always stressful for everyone involved. Helping groups to survive the difficult periods when working towards a shared vision can be a struggle.

Managing conflict

Every group will face periods of conflict. Disagreements may be about directions and

policies, conflicting roles or personal differences. Conflict can be healthy – different viewpoints are a significant benefit to community decision making and addressing conflict constructively can be an important step in building and maintaining relationships. However, unhealthy conflict diverts energy, demoralises people, and prevents you from getting on with what you really want to do.

Pointers for dealing with conflict include:

- Don't panic when conflict arises – see it as an opportunity for growth.
- Recognise that people and cultures see and handle conflict in different ways.
- Try to look at things from each person's point of view – take their feelings seriously.
- Try to separate people and personalities from the situation – consider issues only.
- Make time to talk about it.
- Focus on mutual interest and emphasise common concerns and points of agreement - are there reasonable options available that could reach some accommodation with the different views.
- Look for options where there are mutual gains
- Consider how decision-making is conducted. It is important to be clear regarding how decisions are to be reached on governance matters (whether by consensus or voting) and that any delegated decision-making is clarified in writing with appropriate reporting mechanisms. Your governing document may provide specific rules on these matters.
- Remind members that they are bound by the decision of the committee, even where they disagree, and must continue to carry out with integrity their responsibilities to act in the best interests of the organisation. Highlight the damage that can be caused to the organisation by factional conflict

Conflicts of interest

A conflict of interest can arise if a person who is part of decision making such as on a steering group or sub-group, or trustee, as well as staff, have an interest or responsibility outside of the group which conflicts with the ability to make fair decisions. A conflict of interest also includes if a group member, or their relative/friend, stand to benefit personally from an action or decision made by the group. Some possible examples are:

- The group member's partner wants to apply for a paid job role with the organisation
- The group member receives payment for some work they undertake for the organisation

It is important to have a clear policy for declaring and managing these situations, so that decisions can be made in an objective and transparent way and all members of the group understand their obligation to declare any potential conflict of interest.

Declaration of interest forms should be issued to all members of the group and must be updated if circumstances change. In this way the Steering Group can maintain transparency, avoid potential conflict or criticism and maintain residents' trust. Many groups have a standing item on their agenda for declarations of interest.

Comments, complaints, and serious disclosures

Although there may be informal methods of getting feedback, there should also be a formal process for people to comment, complain or raise serious concerns about the Local Conversation. This will normally be through the existing complaints policy of the lead organisation, but it is really important that residents know this exists, can access it (it can be publicised in newsletters or through social media, for example) and that it is straightforward for them to follow. The lead organisation is responsible for guiding groups in managing complaints and will take the lead in investigating and resolving these.

People's Health Trust has procedures to deal with serious disclosures (sometimes known as 'whistleblowing') which include:

- Serious financial malpractice or fraud
- Serious failure to comply with a legal obligation or statutes
- Serious dangers to Health & Safety or the environment
- Conduct which is a breach of the law
- Improper behaviour or unethical behaviour
- Attempts to conceal any of these.

6. Summary

This section of the guide has looked at governance. We have explored why and how good governance within both the lead organisation and in a Local Conversation enables the overall direction, effectiveness, and accountability of the project.

There are seven key principles of governance which underpin effective and successful oversight, management and decision-making in a Local Conversation. Good practice in governance should be evident in structures, processes, meetings and behaviours.

We have also explored why it is essential that equity, diversity and inclusion considerations underpin these governance structures.

Finally, we have explored a range of mechanisms through which the Local Conversation can effectively deliver its purpose in an involving, transparent and open way, ensuring accountability to residents.

- Why is it important to consider governance within an organisation or a Local Conversation? What are the risks if you don't have strong governance within an organisation or Local Conversation?
- Does everyone involved in the Local Conversation understand and recognise the importance of governance within the Local Conversation?
- Who needs to be involved and how?

7. Some helpful do's and don'ts

Do:

- Make use of the resources embedded in this document. Although each Local Conversation is unique and will require governance structures and arrangements to meet its needs, there are some very useful generic resources and templates available. You don't need to reinvent the wheel.

- Keep governance arrangements under review and have a process for looking at how governance is being practised in the Local Conversation

- Have a governing document, which outlines how the Steering Group operates, including how people are elected and how long their terms last, how conflicts of interest will be managed, how often meetings take place, who can attend, who can vote, and the minimum number of members that need to be present for votes to be taken and decisions made

- Adopt a code of conduct for those involved

- Have a clear 'Comments, complaints and serious incidents' procedure

- Ensure you have other key policies in place, such as safeguarding, health and safety, that are reviewed regularly etc.

- Ensure meetings are formally chaired, have a quorate (ruling majority) of members present, an agreed agenda and supporting information circulated in advance and minutes recorded that note any declarations if interest

- Learn from other organisations.

- Have processes to ensure accountability to the wider community, such as a communications plan and the regular review and reporting of impact, outcomes and learning

- Be mindful of the group's membership and recruitment process, including ensuring the group membership is transparent, representative, diverse, and inclusive

- Have clear and transparent criteria around how sub-grants are made, including guidance information for applicants and published assessment criteria upon which decisions are made, and public information about what funds have been awarded.

Don't

- Underestimate the time required to set up effective governance arrangements.

- impose governance arrangements on a Local Conversation. They should be tailored and agreed in partnership with steering groups and residents.

- Hide from conflict

8. A final exercise

To bring everything together in this section we would like you to do one more exercise:

Exercise 4: Strengthening governance

This section of the guide has looked at governance. We have explored why and how good governance within both the lead organisation and in a Local Conversation enables the overall direction, effectiveness, and accountability of the project.

Although this guide is aimed at Local Conversations practitioners, it's really important that residents also have access to the tools and resources we have discussed in this section – not least your Steering Group, or whatever it is called locally. They will be able to fill in some of the gaps in terms of your (and their) understanding of governance. They may well be interested in the resources we have discussed and use it to further develop the Local Conversation and exert influence using data and broader research.

As a final exercise, please consider how you are going to ensure Steering Group members have a full understanding of governance and what three things have you taken away from this section that you can discuss with them to further develop their knowledge of governance within the Local Conversation and how they might use it?

Additionally, you could set aside some time for a governance review

- Ask everyone to read through this guide
- Where do you think your Local Conversation is strong in its governance?
- Identify three things can you do now to strengthen governance within the Local Conversation
- Set a timescale for action and who will do what

Having done this please let us what we could add to this section that might help others, in terms of exercises to try, sources of information from which to better understand governance, and how you have shared it with residents.

IMPORTANT