

Athena Herd Foundation C I C

Executive Committee

Terms of Reference

Version Control

Version	Initials	Revision Description	Revision Date
1.0	GG	First draft	September 2021
1.1	GG	Revised for CIC	March 2021

1.0 Purpose of the Document

The purpose of this document is to define the structure, scope, authority and responsibility of the Athena Herd Foundation Executive Committee.

2.0 The Company

The Company's name is the Athena Herd Foundation CIC.

The Athena Herd Foundation has fully assumed the continuing business of the training and social benefit activities previously delivered by the not-for-profit community interest company incorporated as Athena Herd CIC on 29 March 2019, with a change of name to Athena Herd Foundation CIC on 18 June 2021.

The Company has applied to the Charity Commission to become a Charitable Incorporated Organisation.

3.0 Charitable Objects

The charitable objects of the CIC as submitted to the Charity Commission are as follows:

The advancement of animal welfare through:

- a) the provision of rehabilitation and sanctuary care for animals in need of rescue, or that might otherwise have to be destroyed.
- b) promoting humane behaviour towards animals by providing appropriate care, protection, treatment and security for animals which are in need of care and attention by reason of sickness, maltreatment, poor circumstances or ill-usage.
- c) providing education to the public in matters pertaining to animal welfare in general and the prevention of cruelty and suffering among animals.

The advancement of positive emotional health and wellbeing for individuals and groups by providing them with skills-based education. This will be delivered by working alongside local organisations which provide care and support for vulnerable communities.

The advancement the education of the public and professional practitioners involved in the delivery coaching or therapeutic services. Specifically in the subject of equine and nature-based activities interactions and experiential learning skills to support the learning and development and healing of others. This will be done by:

- a) designing, delivering, learning and training qualifications;
- b) ensuring standards of qualification design and delivery with specific outcomes and objectives which are set and maintained in alignment with regulatory standards.

4.0 Powers and Responsibilities

The Directors shall, supported by the full membership of the Executive Committee, take responsibility for all matters relating to management of the Company and the achievement of its Objects.

Any additional or replacement Directors shall be approved by the Executive Committee and advised to the Companies House accordingly.

5.0 Authority and Governance

The Executive Committee is delegated to be the principal governance body of the Company. All strategic financial and operational discussion and decisions will be directed through and resolved by the Executive Committee.

The Athena Herd Foundation has in place an extensive set of operational policies and procedures which provide a framework of guidelines, instructions and best practice for all of its members and activities, which are intended to safeguard the interests of all those with whom it interacts.

6.0 The Company's Executive Committee ("Executive Committee")

6.1 Constitution

The constitution of the Executive Committee is:

- (i) Director and CEO (Jennifer Geach)
- (ii) Director and Chair (Brenton Geach)
- (iii) Director and Secretary (Ann Newman)
- (iv) Member (Michelle Jamieson)
- (v) Head of Operations and Finance (Brenton Geach)
- (vi) Head of Design and Delivery (Graeme Green)
- (vii) Head of Legal, Risk and Compliance (currently covered by Jennifer Geach with the appointment of external legal counsel where required and also includes Data Protection oversight responsibility)
- (viii) Head of HR (currently covered by Jennifer Geach to be recruited to)

6.2 Chair

The Chair shall act as chair of the meeting and will ensure that:

- (i) full minutes and actions are produced and distributed within 5 working days of the meeting;
- (ii) any proposals considered and / or decisions made are clear as to which proposal and / or decision it relates to;
- (iii) any conflicts of interest are disclosed and managed as appropriate.

6.3 Quorum

The Executive Committee shall be deemed quorate if the following are present and/or are connected online or via telephone:

- (i) The CEO;
- (ii) One other director;
- (iii) One other person.

6.4 Responsibilities

The Executive Committee will have strategic, financial and operational control over the Company, as well as ensuring organisational compliance with all policies and procedures. This shall include but not be limited to:

- (i) Strategic direction and business development for the Company and the service that it provides in line with its stipulated objects, as defined in paragraph 3.0 above;
- (ii) To establish, and monitor performance against, all business plans and operational budgets;
- (iii) To report, review and monitor the services provided;
- (iv) To own and clearly understand the effect of risk on the Company's activities, including maintenance and review of the applicable policies and procedures;
- (v) To ensure that necessary policies and procedures are understood and maintained complete and current in line with the regulatory obligations of the Company;
- (vi) To ensure that necessary operational policies and procedures are understood and maintained complete and current in line with the services being delivered by the Company;
- (vii) To ensure compliance at all times with the regulatory and operational policies and procedures of the Company;
- (viii) To ensure that all appropriate business and professional insurances are in place as required and that all subjectivities therein are complied with;
- (ix) To target appropriate grant and funding opportunities for the Company, and ensure that all related activity is being kept up to date;
- (x) To ensure that at all times the use of grants and funding remains in line with the conditions of the original grant(s);
- (xi) To ensure that all necessary reporting back to fund providers is completed in line with the same in a timely fashion;
- (xii) To oversee and maintain all issues relating to recruitment, engagement and deployment of staff, consultants and subject matter experts;

- (xiii) To protect against, manage and mitigate potential conflicts of interest that may occur within the management and delivery of the Company's business in line with the Athena Herd Foundation Conflict of Interest and policy and procedure;
- (xiv) Compliments and complaints arising from the daily operations of the Company shall be handled in line with the Athena Herd Foundation Compliments and Complaints policy.

6.5 Compliance with General Conditions of Qfqual Recognition

Further to Responsibilities defined under paragraph 6.4 the Executive Committee shall also be responsible for the specific conditions of recognition for Ofqual, as follows:

- (i) Suitability for continuing recognition;
- (ii) Establishment in the UK
- (iii) Safeguards on Change Control
- (iv) Conflicts of Interest
- (v) Availability of adequate resources and arrangements
- (vi) Identification and management of risks
- (vii) Management of incidents
- (viii) Malpractice and maladministration

These conditions are defined in detail online with the UK Government website, <https://gov.uk> under the Ofqual Handbook: General Conditions of Recognition. All members of the Executive Committee are expected to be familiar with these conditions.

6.6 Compliance with Professional Standards Authority Accredited Practitioner Register™

Further to Responsibilities defined under paragraph 6.4 the Executive Committee shall also be responsible for the governance of the Professional Standards Authority Accredited Practitioner Register™, and the compliance of individual registered practitioner's with the terms of that register. The register's purpose is defined as follows:

- (i) create and maintain professional ethics and standards that prioritise the health and wellbeing of clients and public and protects them from harm or injury;
- (ii) promote and maintain client confidence and public credibility in the benefits of Equine Assisted and Facilitated interventions and the delivery thereof;
- (iii) provide a clear definition of professional standards required to support the delivery of Equine Assisted and Facilitated interventions;

- (iv) maintain ongoing compliance with these standards by all registered Practitioners.

6.7 Recruitment to the Executive Committee

Recruitment to the Executive Committee shall be carried out on a needs arising basis, and all new roles shall require the agreement and approval of all Trustees.

Successful applicants for these positions will need to have successful background (Disclosure and Barring Service) checks and will be considered on the basis of team fit as well as appropriate experience, technical skills and competencies.

6.8 Professional and Public Benefit activities

The Company's objects define a range of services and beneficial activities. These come under the three arms of: "Awarding", "Learning" and "Community".

These activities will report into the Executive Committee through one or more of the existing members. Representatives from these services and activities will be invited to present directly to the Executive Committee as and when appropriate.

In recognition of the need for independence, to ensure clear and unbiased separation and oversight, there are the following three distinct arms with defined responsibility:

- (i) "Awarding": develop, deliver and award regulated qualifications in line national standards (as defined in England and Wales by the Office of Qualifications and Examinations Regulation "Ofqual"). Plus further development of programmes in areas of specific expertise.

The Awarding arm has responsibility to ensure appropriate training is provided to support facilitation and assessment throughout the qualification lifecycle.

The "Awarding" arm will also provide ultimate responsibility for governing and overseeing the conditions of registration on the Accredited Practitioner Register™, and the compliance of individual registrants with the conditions thereof. Where appropriate it delegates day to day oversight to specific sub-committees in respect of the activities of the register.

It will also own the Company's relationship with The Professional Standards Authority. See paragraph 6.6 above.

Furthermore, the Athena Herd Foundation Awarding shall oversee the governance and compliance of both the Athena Herd Foundation Organisational Memberships, Athena Herd Foundation Training and External Training Memberships.

- (ii) "Learning": delivery of both regulated and unregulated qualifications that are overseen by either members from the Awarding arm and, where applicable, Ofqual.

The Company oversees both Organisational Membership and Training Centre Membership delivering Athena Herd Foundation Training Programmes (as above). The Company ensures that both Organisational and Training School

Members comply with the applicable policies and procedures and attain a high standard of delivery of Training Programmes. Ultimate oversight will be monitored by the Executive Committee.

- (iii) “Community” strategic development and delivery of the Company’s social benefit commitments.

This includes, for example, the seeking of, and application for, funding to support this work. As well as the resourcing of support, delivery and summary reporting related to such projects.

All activity will be reported to the Executive Committee.

6.9 Executive Committee Meetings

The Executive Committee meetings will be held as frequently as required and in any event on a quarterly basis.

6.10 General Accounting Policy

The general accounting policy of the Charity is overseen by the Executive Committee.

The Trustees have subcontracted general accounting activity, as follows:

Ian S. Anderson

Chartered Accountant & Registered Auditor

Chartam House 16 College Avenue,

Maidenhead, SL6 6AX

General accounting activity will be reported and monitored at each Executive Committee meeting.

6.11 Control of bank and payment process

The Company shall maintain strict controls around the handling of monies within the Company bank account. The general handling and payment of invoices is carried out by the Trustees or specifically authorised individuals. All monies from the Company’s bank account require dual sign-off, this is designated to be The Chair or The Treasurer plus one other. To clarify, there are three signatories on the Company bank account.

6.12 Management and handling of funding and investments

All funds received by the Company shall be recorded and maintained in such a way so as to ensure that they are appropriately ring-fenced so they are available for use as stipulated within the terms of the original donation.

All funds donated without a stipulated beneficiary will be deemed as “non-aligned” funding and made available to support the operational management and promotion of the Charity’s business.

Any investments made and/or held on behalf the Company shall be the responsibility of the Trustees in partnership with those providing accounting services.

6.13 Cheque handling and writing

Wherever possible financial transactions will be carried out by BACS transfer following procedures referred to under 6.10 above.

Where necessary, no cheque shall be issued without two signatures, and a supporting note and/or email clearly stipulating the requirement.

6.14 Other process and governance

Any other financial governance that is required will not be implemented without the evidenced agreement of all Trustees.

7.0 Amendments

Any amendments to these Terms of Reference shall require the agreement of all Directors without exception.

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