Millennium Farm Trust

GV4 Terms of Reference

for the Board, Subgroups and Director V04

Next review date: June 2026

Version Control

Version number	Date of changes	Who	Review summary
02	March 2021	J Massey	Review following consultation with subgroup chairs
03	June 2022	Helen Wilson, Amanda O'Neill	Amendments to HR and QA groups ToR in light of operational practice.
04	April 2023	J Massey / Brett Cowell	Addition of marking subgroup ToR
	April 2024	T Freathy	No changes

Contents

Introduction

These Terms of Reference set out the authority delegated by the Board of Trustees of Millennium Farm Trust to Board Subgroups and to the Director. They work in tandem with the job description of the Director, the Trustee's recruitment pack documents and the company's policies and procedures to enable accountable, effective, and efficient leadership and management of the organisation.

Policy framework

MFT is a company limited by guarantee registered as a charity and abides by the guidelines for the operation of companies and charities. The Director will draw to the attention of the Board of Trustees any need to update governance procedures to comply with changes to the operating context. The purpose of the Director is to provide leadership and management for the strategic and day-to-day running of the organisation.

Scheme of delegation

This scheme of delegation provides the authority to the Director and sub groups to manage the plans, budgets, property and staffing resources of MFT within this policy framework.

The Director is the senior manager of MFT and is responsible for advising the Board when it is determining policies and priorities and to ensure that these policies and priorities are implemented effectively. The Board will determine high-level or strategic policies. The Director has delegated authority to determine everyday policies overseen and supported by Board Subgroups. The Director operates within MFT's policies and priorities agreed by the Board. The Director has delegated responsibility for the effective and efficient management of the organisation. The Board Subgroups cover the principle areas of business activities and support both the Director in delivering the operational business and support the Board in monitoring the delivery of those services.

These terms of reference set out those delegated authorities.

Board

In order to carry out its role, the Board of Trustees has determined those matters that it wishes to have referred directly for information and/or decision.

Strategy, Management and Governance

- To approve and own the strategic direction for the organisation including its vision, aims and strategies and to guide MFT at DCF to achieve its aims in the most efficient and effective manner consistent with organisational values and approach.
- To take ultimate responsibility as per the Memorandum of Association for governance and management of the charity whilst delegating operational management to the Director and subgroups.
- To approve multi-year (Strategic) plans and budget projections, to monitor progress against these and to approve any material changes (defined as in excess of 10% of budget).
- To monitor and evaluate the progress of the organisation against its strategic aims, objectives and financial targets (including cash flow and reserves) by review and analysis of the quarterly reports received from the sub groups and Director.
- To maintain oversight of MFT's operations ensuring
    - competent and prudent management
    - Sound planning
    - An adequate system of internal control
    - Adequate accounting and other records
    - Compliance with statutory and regulatory obligations.
- To ensure that the organisation functions within the legal and financial requirements of a registered charity – sectoral, financial, charitable, health and safety, data protection etc.
- To regularly monitor the context and operating environment in which DCF/MFT works and to address emerging issues that may impact on strategy, implementation of plans or reputation with key stakeholders.
- To approve any extension of MFT's activities into new business or geographic areas.
- To approve any decisions to cease to operate all or any material part of MFT's business.
- To ensure that the organisation has the resources, both human and financial, to achieve its aims.
- To ensure that a process for declaring interests is in place.
- To follow MFT's Trustee code of conduct.
- To receive annual Health and Safety Report.
- To approve the reserves policy for MFT.

Structure and Capital

- To decide on any major changes to MFT's corporate structure.
- To make any decisions on changes to MFT's status as a company or registered charity.

Financial Reporting and Controls

- To ensure an ongoing risk assessment and management process is in place across the organisation that is informing policies, procedures and plans and that Trustees are provided with formal updates on this process and the outcomes and advised of any significant changes as they occur.
- To ensure maintenance of a sound system of internal control and risk management including receiving reports on, and reviewing the effectiveness of, MFT's governance, risk and control processes to support its strategy and objectives.
- Approving an appropriate statement for inclusion in the annual report.
- To approve annual reports and accounts for MFT

Membership and Appointments

- To select a chair and other honorary officers of the Board of Trustees and ensure adequate succession planning in place for these roles.

- To appoint and supervise a care farm service provider (Director) and delegate to them the management of the organisation.
- The Chair of Trustees, supported by the Director, is responsible to ensure that the processes of governance are carried out effectively e.g.
    - Changes to the structure, size and composition of the Board of Trustees.
    - Trustee selection, induction, review and rotation and ensuring a mix of governance skills and a diversity of membership; evaluation of performance of the Board to undertake the duties as described above; ensuring other subgroups of the Board are constituted appropriately, have the right membership and chair and are effective as necessary for good governance
    - Board meetings are held regularly and minuted
    - Appointment or removal of a company officers

Communication

- Approval of resolutions and corresponding document to be put forward to Members at the Annual General Meeting.
- The Chair and another trustee will approve press releases concerning matters relating to the Board of Trustees

Remuneration

- Determining the remuneration policy for the care service provider (Depden Care Farm Services).
- Appointment, appraisal, disciplining and dismissal of the care service provider (Director/Depden Care Farm Services).
- Major changes to MFT's pension scheme
- To sit on appraisal, recruitment and disciplinary panels as required

Finance Subgroup

Purpose

To monitor and advise the Board of Trustees on the financial position of the Charity, including

- Receiving and considering monthly financial reports and management accounts
- Scrutinising financial reports and advising the Board appropriately
- Monitoring expenditure and financial arrangements
- Approving large or unusual items of expenditure
- Approving finance policies and procedures

Powers

The Subgroup reports directly to the Full Board. Delegated financial powers are outlined in the Scheme of Delegation below.

Reporting

Minutes of QA Sub-Group meetings will be kept and reported to the next following Full Board meeting.

Scheme of Delegation

Delegated matter	Delegated by Board to	Limitation
Formulate, modify and recommend annual operating plan and budget to the Board	Finance Sub-Group Approved by the Board	Within the framework of DCF strategic plan
Control and monitoring of activities and expenditure within agreed operating plan and budget	Director monitored by Finance Sub-group Reported to the Board	Within agreed operating budget approved by the Board
Control and monitoring of approved special projects and grant expenditure	Director monitored by Finance Sub-group Reported to the Board	Within agreed project / grant budget and approved by the Board
Reallocation of resources 'in-year' to meet emerging requirements	Finance Sub-group	Within overall annual budget approved by the Board Approve
changes to banking arrangements	Finance Sub-group	
Recommendations re expenditure for items or projects over £5,000 that are outside the agreed annual Budget	Chief Executive to Finance Subgroup Approved by the Board	
Draft or amend financial policies and procedures	Chief Executive Approved by Finance Sub-group	
Investment and Reserves Policy	Finance Sub-group Approved by the Board	

Composition

- The Sub-Group shall consist of not less than 2 Board members, one of whom is the Company Treasure, the other(s) is/ are appointed by the Board and the Director.

- The Chair of the Sub-Group will usually be the company Treasurer, who will be responsible for convening meetings of the Sub-Group and reporting to the Board.
- Changes to the composition of the Sub-Group can be made by the Board.
- Any Board member may attend Sub-Group meetings with the prior approval of the Chair.
- The Sub-Group may invite others to attend meetings as it sees fit.
- The Sub-Group may appoint anyone it sees fit as advisers, who will attend meetings in a non-voting capacity.
- Unless otherwise determined by the Board, a quorum shall consist of 2 members of the Board and the Director.

Meetings

- The Finance Sub-Group will meet at least four times a year.
- The Finance Sub-Group will receive monthly management accounts.
- Prior to each board meeting, the Sub-Group will scrutinise and question the latest management accounts. This process may happen by email, but the Sub-Group will meet if the Chair deems it necessary. The Chair will prepare a report for presentation at the main board meeting.

Budget

The Finance Sub-Group will have no budget allocated to it, unless otherwise determined by the Board

Quality Assurance Subgroup

Introduction

The Quality Assurance Subgroup (QASG) takes delegated responsibility on behalf of the Board of Trustees (the Board) for the quality of the service provided by Millennium Farm Trust at Depden Care Farm. The QASG manages the quality of the service MFT provides at Depden Care Farm as it relates to both to the service content and the way that service is delivered. The QASG is responsible for reputational risks to

Purpose

To monitor and advise the Board of Trustees on the quality of the service we deliver at Depden Care Farm through:

- Developing DCF Professional Development Programme (Recognising and Recording Progress and Achievement (RARPA)) for use at the farm, supporting its delivery and monitoring its impact.
- Reviewing MFT Policies and Procedures at the farm and monitoring their implementation.
- Developing policies and procedures for safeguarding and promoting the welfare of our farm helpers.
- Receiving safeguarding reports from the Director and oversee action plans to implement lessons learned.

- Receiving health and safety reports from the Director and overseeing action plans to implement lessons learned.
- Carrying out annual health and safety reviews, disseminating results to staff and revising farm risk assessments accordingly.
- Receiving and responding to feedback, comments and complaints about the service provided at DCF through our official comments and complaints procedure.
- Service accreditation.

Powers
The Subgroup reports directly to the Full Board. It holds no financial powers.

Reporting
Minutes of QA Sub-Group meetings will be kept and reported to the next following Full Board meeting.

Composition
- The Sub-Group shall consist of not less than 2 Board members, appointed by the Board and the Director.
- The Board shall appoint a Chair of the subgroup who will be responsible for convening meetings and reporting to the Board.
- Changes to the composition of the Sub-Group can be made by the Board.
- Any Board member may attend Sub-Group meetings with the prior approval of the Chair.
- The Sub-Group may appoint anyone its sees fit as advisers who will attend meetings in a non-voting capacity.
- Quorum: The Chair and the Director, plus at least one other member of the subgroup.

Human Resources Subgroup

Introduction
The Human Resources Subgroup (HRSG) takes delegated responsibility on behalf of the Board of Trustees (the Board) for personnel aspects of the Millennium Farm Trust at Depden Care for both volunteers, staff and service providers. The HR SG reports and makes recommendations to the Board.

Main Duties

- Review policies related to personnel, in particular to ensure they comply with current legislation or requirements of authorities (e.g., Charity Commission).
- Ensure that policies related to personnel are being effectively implemented by the staff team.
- To review staff pay and service provider remuneration.
- To review and monitor staff levels and ensure that staff: client ratios remain appropriate.
- To monitor and review staff development.
- Handling complaints from staff and volunteers.

Powers

The Subgroup reports directly to the Full Board. It holds no financial powers.

Reporting

Minutes of HR Sub-Group meetings will be kept and reported to the next following Full Board meeting.

Composition

- The Sub-Group shall consist of not less than 1 Board member, appointed by the Board and the Director. A member of the operational team may be invited to attend at the discretion of the Chair.
- The Board shall appoint a Chair of the subgroup who will be responsible for convening meetings and reporting to the Board.
- Changes to the composition of the Sub-Group can be made by the Board.
- Any Board member may attend Sub-Group meetings with the prior approval of the Chair.
- The Sub-Group may appoint anyone its sees fit as advisers who will attend meetings in a non-voting capacity.
- Quorum: The Chair and the Director, plus at least one other member of the subgroup.

Scheme of Delegation

Delegated matter	**Delegated by the Board to**	**Limitation**
Approval of personnel policies and procedures	HR Subgroup	Board makes final approval
Appointment of Service Provider / Director	Not delegated	
Appointment of staff below Director	Director	HR Subgroup involved in process
Administration of pension scheme	Treasurer	
Guidance, support and supervision of staff	Director	Subject to agreed policies and procedures
Remuneration of staff	HR Subgroup	Board makes final approval
Handling complaints from staff and volunteers	HR Subgroup	Subject to agreed policies and procedures. E.g., whistleblowing policy.
Staff development,	Director	Supported by HR Subgroup

Marketing and Communication Sub-Group

Introduction

- The Marketing and Communication Sub-Group (MACG) takes delegated responsibility on behalf of the Board of Trustees (the Board) for the promotion of the work of the Trust including events, social media, newsletters and website.

- The Director has day-to-day responsibility for marketing and communication. The Sub-Group monitors the content, delivery and impact of this work and provides strategic guidance.

Main Duties

- Responsibility for the implementation of the Marketing Strategy and plan for advising the Board of major achievements and new areas for development.

- To oversee the website and use of social media, be aware of new technological developments and emerging social media platforms and advise the Board accordingly.

- Make recommendations to either the Board or Finance sub-group for new capital and revenue expenditure.

Powers

- The Subgroup reports directly to the Full Board. All expenditure is within agreed budgets. It holds no financial powers.

Reporting

- Full Board meeting.

Composition

- The Sub-Group shall consist of not less than 2 Board members, appointed by the Board. The Director also attends and minutes meetings of the group.
- The Board shall appoint a Chair of the subgroup who will be responsible for convening meetings and reporting to the Board.
- Changes to the composition of the Sub-Group can be made by the Board.
- Any Board member may attend Sub-Group meetings with the prior approval of the Chair.
- The Sub-Group may appoint anyone its sees fit as advisers who will attend meetings in a non-voting capacity.
- Quorum: The Chair and the Director of the subgroup.