



Ignis Lodge Board

Purpose

The Board is the ultimate governing body of Ignis Lodge. It protects the organisational purpose, approves strategy and budget, sets risk appetite, and assures people, place and profit are managed to the highest ethical, legal and professional standards.

Authority

Powers are derived from the Articles of Association and relevant company law. The Board may:

- appoint or dismiss the chief executive, non-executive directors (NEDs) and co-opted members (COMs);
- create committees and delegate clearly defined powers;
- buy, sell or charge assets and borrow or invest funds;
- approve or repeal organisational policies.

Reserved matters

The Board alone may approve:

- the five year strategy and annual operating plan;
- any single contract, lease or commitment greater than £750,000 or any value outside the approved operating budget;
- any changes to the governing document;
- appointment of the external auditor and approval of the annual report and accounts;
- entry into or exit from a new location of operations.

Delegation of matters

Finance and risk up to £750,000 is delegated to the Audit, Finance and Risk Committee (AFRC).

People and pay within agreed envelope is delegated to the People, Culture and Change Committee (PCCC).

Operational matters up to £0.5m or £2m cumulative are delegated to the Chief Executive.

Detailed delegations can be found in the **Counting on Integrity Policy** which explains our financial governance and control framework.

Meeting cadence

Annual general meeting: Oct each year.

Ordinary: six (6) per financial year (bi-monthly).

Extraordinary: at the chair's discretion or on written request of any three (3) voting members.

Papers circulate five (5) working days in advance. Late papers require chair's approval.

Decision making

Simple majority of voting members for adoption of strategy, annual budget, reserved matters.

Two-thirds majority of eligible voting members for the appointment or removal of a member.

Unanimous consent of eligible voting members for amendments to governing document, appointment or removal of the chair or CEO, dissolution, acquisitions or mergers.

In the event of an equal split on any simple majority vote, the chair has a casting vote. For any two-thirds or unanimous items the motion fails if the threshold is not reached but it may be tabled at the next meeting or referred to an extraordinary meeting.

Reporting

Draft minutes circulate within 10 working days. Actions are tracked on a rolling log. A public summary is posted on the website within 21 days subject to any commercial and personal redaction.

Characteristics of a high performing board

Purpose driven decisions map clearly to organisational social objects.

Strategic not operational board members set direction and hold management to account.

Inclusive variety of skills, backgrounds and experience, with all voices respected and heard.

Evidence based financial, quality, ESG and stakeholder data underpin debate.

Transparent publishes minutes (redacted for confidentiality) within 21 days and explains major decisions to stakeholders.

Risk aware reviews heatmap quarterly and acts quickly and decisively where risk exceeds appetite.

Learning culture conducts annual self-assessment and biennial external review proactively executing any lessons learned or good practice.



Ignis Lodge Board

Composition, roles and responsibilities

| Role | Voting | Appointment | Expectation |
|--|-----------------|---|--|
| Chair | Yes | Elected by Board. May serve two three-year terms. | Prepare thoroughly; declare conflicts; challenge constructively; keep confidentiality; attend $\geq 80\%$ of meetings. |
| 3 x Non-Executive Director | Yes | Appointed by Chair. May serve two three-year terms subject to contribution and impact. | |
| Youth Representative (co-opted) | Yes | Must be aged 18-21 and live or work within 30 miles of the campus. One-year renewable term until maximum age. | Provide lived-experience insight; uphold Nolan Principles; vote on all matters except CEO pay. |
| Veterans Representative (co-opted) | Yes | Must be serving or ex-forces personnel and live or work within 30 miles of the campus. One-year renewable term to a maximum of three years. | |
| Care Leaver Representative (co-opted) | Yes | Must have been in local authority care for any time up to the age of 21, and live or work within 30 miles of the campus. One-year renewable term to a maximum of three years. | |
| Community Representative (co-opted) | Yes | Must live or work within the areas designated as voting members (at any level) of the West Midlands Combined Authority. One-year renewable term to a maximum of three years. | |
| Workforce Representative (co-opted) | Yes | Must be elected by a majority of the Ignis Lodge workforce. One-year term. | |
| Founding and Life Member(s) | Yes | Attend the annual general meeting, any extraordinary meeting, or any decision for unanimous consent. | Safeguard the founding vision and mission of the organisation; uphold Nolan Principles. |
| Chief Executive | No (Ex-officio) | Attends all meetings except where executive remuneration is discussed. | Present with integrity, objectivity and candour; execute Board decisions. |
| Board Secretary | No | Minutes and secretariat support. | Issue agenda and papers; minute decisions and actions; maintain registers of interests and delegations. |

For the period of their term anyone holding voting rights are appointed as members of Ignis Lodge.

For the period of their term the chair, non-executive directors and chief executive are appointed as directors of Ignis Lodge.

Quorum is five (5) voting members including one (1) NED, one (1) co-opted representative and the elected chair or nominated deputy.