**Clinical Human Factors Group (CHFG)Board Governance Charter**

**An Expertise-Led Governance Model**

The Clinical Human Factors Group is governed by a Board of Trustees who collectively bring a depth and breadth of specialist knowledge in healthcare human factors that is exceptional among UK charities. This has been and remains central to how CHFG is designed to operate.

CHFG's mission is to advance the understanding and application of human factors science in healthcare. The trustees are among the leading practitioners and thinkers in that field. The charity therefore operates an expertise-led governance model: one in which the Board does not simply oversee the work of others from a distance, but actively shapes the intellectual direction, strategic priorities, and public positions of the charity, drawing directly on the knowledge and professional standing of its trustees.

This model places particular responsibilities on trustees. They are expected to bring their specialist expertise to bear in setting strategy, evaluating proposals, guiding programme development, and ensuring that CHFG's work reflects the best available understanding of the field. In doing so, they act collectively as the governing body, setting direction rather than managing delivery.

Expertise-led governance means trustees driving *what* the charity does and *why*, grounded in deep subject knowledge. It does not mean trustees substituting for operational staff in *how* that work is delivered day to day. The boundary between governance and operations, as set out in this Charter, exists not to limit trustee contribution but to ensure that their most valuable contribution, their expertise and judgement, is directed where it has the greatest impact.

This Charter, and the governance arrangements it describes, are designed to enable that model to work well.

**1. Purpose**

- This Charter defines the governance framework of the Clinical Human Factors Group (CHFG) as a Charitable Incorporated Organisation (CIO).
- It clarifies the distinction between governance (Trustees) and delivery (those providing services on behalf of the charity), ensuring compliance with charity law and effective operational delivery.

**2. Status of this Charter**

- This Charter is subordinate to the charity's constitution and to charity law. Where any conflict arises, the constitution and the law take precedence.

**3. Trustees – Governance and Legal Responsibility**

- Trustees are volunteers who act collectively as the governing body of CHFG and hold ultimate legal responsibility for the charity.
- Individual trustees have no authority to act on behalf of the charity unless explicitly authorised by a formal Board decision.

**3.1 Trustee Duties**

- Trustees are responsible for:
  - Setting and safeguarding the charity's mission, strategy, and public benefit
  - Ensuring compliance with the constitution, charity law, and regulatory requirements
  - Approving budgets, monitoring financial performance, and safeguarding assets
  - Overseeing risk management, safeguarding, and serious incident reporting
  - Appointing, supporting, and overseeing people providing services on behalf of the charity
  - Ensuring transparency, accountability, and accurate records

**4. People Providing Services on Behalf of the Charity**

- CHFG may engage staff, contractors, consultants, or freelancers to deliver services and projects.
- These individuals are not trustees and do not carry trustee legal responsibility.
- They operate under delegated authority from the Board and are accountable to the Trustees through agreed reporting and oversight arrangements.

**4.1 Responsibilities of Service Providers**

- Those providing services are responsible for:

- Delivering agreed work in line with the Board-approved strategy and budget
- Managing day-to-day operations, projects, and communications
- Managing expenditure within approved financial limits
- Providing timely, accurate information to support trustee oversight
- Acting in the best interests of the charity within the limits set out in the Scheme of Delegation (Section 5)

**5. Scheme of Delegation**

**5.1 Matters Reserved to Trustees**

The following matters are reserved to the Board and cannot be delegated:

*Strategic and Governance*

- Approval of annual strategy, priorities, and operating plan
- Changes to charitable objects, mission, or governing document
- Approval of annual budget, reserves policy, and risk appetite
- Appointment or removal of the Chair or trustees
- Approval of annual report and accounts
- Major policy approvals (safeguarding, fundraising ethics, data protection, etc.)
- Decisions affecting charitable registration or regulatory compliance

*Financial*

- Single expenditure commitments over £3,000
- Cumulative unbudgeted expenditure exceeding £1,000 per month
- Contracts or commitments exceeding 12 months in duration
- Budget reallocation of over £2,000 between budget headings
- Acceptance of grants or donations over £5,000
- Opening or closing bank accounts

*Operational matters requiring Board approval*

- New programme areas or projects outside the current approved strategy
- Partnerships requiring formal agreements (MOUs, SLAs, or equivalent)
- Changes to beneficiary eligibility or service delivery model
- Employment contracts for operational staff
- Acquisition or development of significant assets

**5.2 Authority Delegated to the Chair**

Between Board meetings, the Chair holds the following delegated authority, subject to reporting to the Board:

*Between-Meeting Authority*

- Urgent operational decisions up to £2,000, ratified at the next Board meeting
- Approval of communications on sensitive or controversial topics
- Sign-off on contracts pre-approved in principle by the Board
- Emergency decisions affecting the charity's reputation, with immediate notification to all trustees

*Line Management*

- Line management of operational staff, including supervision, performance review, and wellbeing
- Approval of operational staff leave
- Initial response to staff grievances or concerns
- Authorisation of staff development or training expenditure up to £500 per instance, or where cumulative training expenditure exceeds £1,000 in a quarter

*Compliance and Risk*

- Receiving and assessing safeguarding concerns, with Board notification
- Signing off regulatory submissions prepared by operational staff

**5.3 Authority Delegated to Operational Staff**

Operational staff exercise day-to-day authority within the following limits:

*Financial (within approved budget)*

- Single expenditure up to £1,000 per transaction

- Cumulative monthly spend within approved budget, with a tolerance of +/- 5%
- Supplier selection and contracts under £3,000 and under 12 months in duration
- Routine expenses, petty cash, invoice processing, and payment authorisation

*Operational Delivery*

- Implementation of approved strategy and projects
- Project management within agreed parameters
- Event organisation following approved plans and budgets
- Supplier and contractor management
- Volunteer coordination

*Communications*

- Routine social media content, following the approved communications plan
- Newsletter content and distribution
- Website updates in line with approved key messages
- Donor acknowledgements and routine supporter communications
- Responses to routine enquiries
- Factual responses to media enquiries; policy matters referred to the Chair

*Relationship Management*

- Day-to-day relationships with donors, supporters, and partners
- Beneficiary engagement and feedback collection
- Informal networking and attendance at sector events

**5.4 Delegated Authority — General Principle**

Delegated authority does not remove or reduce trustee accountability. The Board retains ultimate legal responsibility for all decisions taken on behalf of the charity, whether by trustees directly or by others acting under delegated authority. All delegation operates within the limits set out in this Charter and the accompanying Decision-Making and Delegated Authority Framework.

**6. Oversight, Reporting, and Routines**

- CHFG adopts structured routines to support effective governance and delivery, including:
    - Annual strategy development and review
    - Monthly written activity and finance updates from operational staff / contractors to the Board
    - Monthly oversight meetings with minuted decisions
    - Quarterly financial sustainability review
    - A quarterly compliance calendar

**6.1 Notification Requirements — Operational Staff to Chair**

Operational staff must notify the Chair within 24 hours of becoming aware of any of the following:

- A safeguarding concern or formal complaint
- A potential reputational risk
- A significant donor issue (major gifts, complaints, or withdrawal of support)
- A media enquiry beyond a routine factual request
- A staff or contractor matter requiring HR intervention
- Any incident that could affect charity operations or regulatory compliance

**6.2 Monthly Reporting: Operational Staff to Board**

The monthly written update from operational staff must include, as a minimum:

- All delegated decisions involving expenditure over £500
- Any use of Chair delegated authority during the period
- Any escalations arising from the decision criteria framework
- Near-misses, incidents, and lessons learned

**6.3 Chair Reporting to Board**

The Chair must report to the Board at each meeting:

- All decisions taken under delegated authority since the previous meeting
- Any emergency decisions taken between meetings, with rationale and outcome

**7. Escalation and Emergency Decision-Making**

**7.1 Escalation from Operational Staff to Chair**

Operational staff must escalate to the Chair before proceeding where any of the following apply:

- The decision could affect the charity's registration or regulatory compliance

- The commitment extends beyond the current financial year
- The matter could generate media interest or public scrutiny
- The action represents a significant departure from approved strategy
- A vulnerable person or group is involved
- A conflict of interest may exist
- The decision could carry reputational risk
- The decision would be difficult to explain transparently to beneficiaries or donors

**6A.2 Escalation from Chair to Board**

The Chair must refer matters to the Board where any of the following apply:

- Financial impact exceeds £3,000 or would materially affect the annual budget
- The decision creates legal obligations or long-term commitments
- The action would fundamentally change how the charity delivers its mission
- The matter sets a precedent for future governance decisions
- Personal data beyond routine management is involved

**6A.3 Emergency Decision-Making Protocol**

An emergency is defined as a situation requiring a decision before the next scheduled Board meeting where delay would cause financial loss, a compliance breach, harm to beneficiaries or staff, or reputational damage.

In such circumstances, the following process applies:

1. Operational staff identify the emergency and immediately contact the Chair
2. The Chair assesses whether the matter is genuinely urgent or can wait for a full Board meeting
3. If urgent, the Chair and at least one other trustee may jointly authorise the decision
4. All trustees are notified by email within 24 hours, with a clear rationale
5. The decision is formally ratified at the next Board meeting with full documentation

**7. Trustee Conduct and Boundaries**

- Trustees shall act collectively, maintain strategic focus, and respect the boundary between governance and operations.
- Trustees should not involve themselves in day-to-day management, which is the responsibility of those delivering services.
- Trustees may intervene operationally only where there is a serious risk to the charity and normal escalation has failed.

**8. Conflicts of Interest**

- All trustees and service providers must declare conflicts of interest, which will be managed transparently and recorded.
- No individual may benefit personally from the charity unless properly authorised and lawful.

**9. Review**

- This Charter will be reviewed annually and updated as required to reflect legal, organisational, and strategic developments.