



governancehub

Better Governance

An Introduction to Measuring
and Improving Board
Effectiveness

The Governance Hub is a partnership of eight organisations that provide support to the voluntary and community sector: Association of Chief Executives of Voluntary Organisations (acevo), the Black Training and Enterprise Group (BTEG), The British Association of Settlements and Social Action Centres (bassac), Charity Trustee Networks (CTN), East Cornwall Council for Voluntary Services (ECCVS), the National Association for Voluntary and Community Action (NACVA), the National Council for Voluntary Organisations (NCVO) and Volunteering England.

The Governance Hub is one of six national Hubs of expertise, developed as part of the ChangeUp programme to build capacity and improve the infrastructure of the voluntary and community sector. The other five Hubs are concerned with: Finance, ICT, Performance, Volunteering and Workforce. The Hubs are funded by Capacity Builders.

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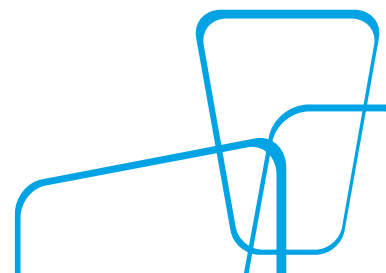
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Email: governance.hub@ncvo-vol.org.uk

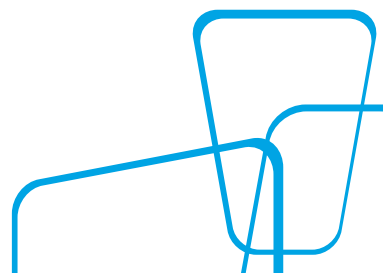
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An Introduction to Measuring
and Improving Board Effectiveness

by **Mark Parker – bassac**



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Acknowledgements

This guide has been written as part of a study into how voluntary and community organisations improve their governance. During the study, we interviewed a range of expert “witnesses” who helped us understand better the dynamics at play in this field. We also tested the guide in an early version with two groups, one made up of trustees and one of development workers. We are very grateful for their help in the process. The study researched existing evidence about improving governance and also examined a range of tools and approaches to performance improvement more generally. Patricia Young of the Institute for Voluntary Action Research provided invaluable assistance in these two areas, without which this guide would be much weaker. Thanks and acknowledgement go to her.

Some words explained

Trustees

We have consistently used this term to refer to those who have the final strategic decision-making role in any form of voluntary and community organisation. They take joint responsibility for the organisation and are often together referred to as a management committee or a Board.

Governance

We use this term to refer to the whole system that provides an organisation with effective decision-making. Reaching throughout the organisation, governance provides accountability to beneficiaries, funders and regulators, monitors and evaluates performance, sets policies and procedures and plans for the longer term development of the organisation. The governance system is often focused in a management committee or Board who meet regularly and make the final decisions, but also includes ways in which they are informed and develop their understanding and perspective.

Introduction

What is this guide?

This guide is a short introduction to how you might go about making the governance of your organisation better. We have not tried to tell you what to do but rather to guide you to a process that has the best chance of success.

The guide is for trustees, staff and volunteers of voluntary and community organisations who want to develop the governance of their organisations. It is not an easy task so we have tried to offer advice for you to think about in key areas. We pose some questions, to help you focus on the aspects you want to tackle, when you will give them priority and what resources you might have available to help you create a governance action plan.

How do I use the guide?

This guide is something you will come back to several times. It might help to read it right through once to get a sense of the whole thing but it provides ideas, hints and tips that will be helpful at several stages in the process. You will probably want to discuss the booklet with other people in the organisation and you might use the questions in the workbook to help focus your discussion.

What is in the guide?

The guide is divided into three simple steps toward success:

- Step 1 – Getting better at governance: what it means and why do it
- Step 2 – The approach: choosing a framework to suit your needs
- Step 3 – Making it work: tips for success and action planning

We have also given you details of some useful resources at the end.

The following icons are used to highlight different sections of this guide:



Digest this information and decide the approach best suited to the context you work in.



Complete these Worksheets by yourself or with colleagues to be clear about your proposal. You may want to work through them with the manager and chair to ensure they are fully on board. You may want to include the views and comments of all your trustees to get them thinking.

Use these questions to get to the heart of your proposal and to make it work for your situation.

Step One Getting better at governance: what it means and why do it

What is governance?

Governance is about how decisions are made in your organisation. It is about organisations planning for the future, keeping tabs on progress, ensuring they are legally and properly run, that they are open to a range of people and views and responding well to their environment. The trustees (if you are a charity) hold the final responsibility for making sure that these things are done but governance is also about how the trustees are chosen, informed, developed and supported.

Improving governance

Everyone wants to do a good job. Often voluntary and community organisations see their job as meeting the needs of their users or clients. But it does not stop there. The trustees are also responsible for ensuring the organisation is using resources well and that includes the activities of the trustees themselves. Improving governance is not easy but it can mean a more sustainable and effective outfit, better able to meet the next challenge.

Benefits of better governance

There are many great results from improving your governance. It will depend on your circumstances which of these is most important for you at this stage of your organisation's development.

Strategic focus: to make more robust long-term decisions

Trustees guide the strategic direction of a voluntary or community organisation. Their aim is to make the organisation more sustainable and fit for purpose. If the organisation is healthy, it will be better able to handle the future. Better governance leads to decisions properly informed by the best expertise available.

Risk focus: to manage risk and make the most of opportunities

Looking to the future, we all want to make sure that we are not surprised by things that could have been foreseen. It is also really important to be open to new opportunities that might further your cause without putting at risk what is most important. Better governance can help you have the right risk strategy in place and to be well placed to respond to new challenges.

Mission focus: to be more effective at delivering the mission

Voluntary and community organisations exist to deliver their mission. To do this, they need to make the best use of their resources. They want the organisation to be as effective as possible. Better governance makes a real difference to your efficiency and allows you to tackle more with the same resources.

Reputation focus: to be more credible with funders, staff, volunteers and the media

People want to trust voluntary and community organisations. They want to know they are well run and effective. If they give you money, they want to know it will be used well. Better governance gives people confidence that you will be able to handle conflict, people and money well.

Relationship focus: to promote common efforts between groups

People who are passionate about the cause want to ensure their voice is heard. They want your organisation to work for what they believe in. But there are many voices – users, volunteers, staff and funders to name four – who have a stake in the decisions. Better governance helps you link people's views, develop a team spirit and reach a clear conclusion.

Learning focus: to develop a responsive and creative organisation

Change affects every organisation and the best ones are able to learn from experience and respond in fresh ways to new challenges. Organisations also exist to create change themselves. Better governance allows the trustees to learn, grow and lead organisations that are innovative and creative.



Worksheet

Use these questions to get to the heart of your proposal and to make it work for your situation.

Why do you want to improve your governance?

What's the purpose of your organisation?

(e.g. is it about providing services to a particular group or is it more focused on campaigning?)

Why do you want to have better governance?

(e.g. do you feel there is a particular area of weakness or are you thinking of expanding?)

Are you under pressure to improve your governance?

(e.g. from your funders or your membership)

What results do you want from improving your governance?

(e.g. do you want better meetings or a more skilled group of trustees?)

Which aspects of your governance do you most want to improve?

(e.g. do you want to focus on strategy or on revising your constitution?)

Step Two The approach: choosing a framework to suit your needs

Different pathways

Organisations have improved their governance using a wide range of approaches. Each organisation works in its own unique setting and at its own size and stage of development. This guide is intended to help you make an informed choice about the pathway best suited to you and to think through the most important issues. Many people have made huge strides in improving governance and this guide collects their ideas together to help you to create an effective pathway to good governance for your organisation.

Using the right approach

There are many pathways to governance improvement and you need to discover the right one for you. The right approach will depend on several factors and they include the resources you can make available – time, commitment, money and interest. Some approaches can be very demanding but deliver good results. Others are easier processes but are not so comprehensive. When choosing your approach, make sure you pick one that your organisation feels comfortable with and able to use, so that it is seen by everyone as a help rather than a hindrance!

Governance improvement is an ongoing journey. It will take time and it is likely that you may need to do it in stages. Different pathways to governance improvement may be needed, depending on what your organisation is hoping to achieve and where it is in its own life cycle. One approach may be ideal for the first stage whilst another may serve better for the next. It may be that you want to tackle a pressing issue first, rather than take a wider view. That is fine, so choose a pathway that will help you handle it in a focused way in the time you have available.

Do your research and make your pathway choice



Many approaches exist to improving your organisation. Some are designed to help you to prove you have reached a consistent standard across the whole organisation. These are known as quality assurance systems. In choosing a tool from the range available, the organisation will be able to review its performance overall and to have a complete picture of its strengths and weaknesses: most would include a review at some level of governance practices. Many organisations find it helpful to follow this type of ready-made standard or framework. The following are quality systems in widespread use in voluntary and community organisations.

PQASSO® the practical quality assurance system for small organisations.



Independent data suggest that PQASSO is by far the most widely used quality system in the VCS. It was designed by Charities Evaluation Services particularly for small to medium-sized voluntary organisations operating across all areas of the sector, and for project teams within larger organisations.

PQASSO is based on self-assessment, but an externally assessed 'kite mark' is in development and will be available in 2007.

PQASSO is designed to:

- focus on what the organisation is doing
- bring people together to identify areas for improvement
- facilitate discussion to ensure all stakeholders are aware of policies, procedures and plans
- motivate people to make visible progress
- use a clear language for negotiating with funders

It is based on twelve quality areas which address all aspects of organisational management. One of the twelve standards focuses on Governance, encouraging organisations to engage in a thorough analysis of their practices, to identify and evidence their level of achievement in this area.

More details from Charities Evaluation Services www.ces-vol.org.uk or 020 7713 5722.

VISIBLE Communities Standard



VISIBLE is a quality assurance framework targeted at community associations and other similar multi-purpose community centres and organisations. It has been recently developed by Community Matters. There are seven main areas of assessment for the standard:

- V – voice to represent issues of local concern
- I – independent and politically neutral organisation
- S – service provider for local people
- I – initiator of projects to meet locally identified need
- B – builder of partnerships with other local organisations and groups
- L – strong local network of people and organisations
- E – a way to engage people to become active in their communities.

Good governance is a theme embedded throughout the standard and governance practices are assessed across the seven areas.

More details from www.visiblecommunities.org.uk

Investors in People



'Investors in People' is a business management tool that is designed to advance the performance of an organisation in any sector by developing its people. It provides a flexible framework that can be adapted to suit each organisation's purpose. The approach it promotes is based on a business planning model and is designed to be integrated into an organisation's own planning cycle.

Although it does not contain an explicit focus on trustees, it does refer to 'leaders' and 'top managers' within its general standard and more specifically within its leadership and management model.

More details from Investors in People UK www.investorsinpeople.co.uk

- There are many different options available. To check at a glance which approach may be right for you, see the Performance Hub's 'Quality Selector' at www.performancehub.org.uk. Each of the main standards is explained in brief, with links to further sources of information and support.
- For a more comprehensive understanding of over 20 approaches from the voluntary and business sector to help prove and improve the effectiveness of your organisation, download the New Economics Foundation's *Proving and Improving* free toolkit at www.proveandimprove.org.

Some quality assurance systems will be better at developing your governance than others. With any of the systems, you may not tackle key aspects of your governance unless you deliberately focus on them. Using such a generic system is likely to flag up areas of concern or development needs in relation to your organisation's governance. The tools and materials introduced in the next pathway can potentially be used as a way of following through on a wider assessment.



If you want to focus **specifically** on your governance, using sector wide, nationally endorsed standards, then the Governance Hub has published two practical toolkits that will help you use the *Code of Governance* and the *Trustee Standards* in your organisation as a route to improving your governance.

Good Governance: A Code for the Voluntary and Community Sector

The *Code of Governance* is a new tool to help voluntary and community organisations improve their governance. The Code has been developed by the voluntary and community sector to provide clear guidance for organisations about governance. It provides a benchmark for organisations to set themselves against. It is divided into seven principles which outline the practice of good governance.

More details from the Governance Hub www.governancehub.org.uk

Trustee and Management Committee National Occupational Standards (or Trustee Standards)

Individual trustees come to the organisation with a range of differing experiences and skills. The *Trustee Standards* lay out what the functions and responsibilities of trustees are, how their performance can be assessed and how they identify the knowledge and understanding required to meet the Standards. They can be used in many ways: an organisation might use them to plan the recruitment and selection of trustees, or it might help write role descriptions for trustees and to identify training needs.

More details from www.ukworkforcehub.org.uk

Improving your governance will mean getting to grips with both the principles outlined by the *Code of Governance* and the *Trustee Standards*. It will help to get a copy of both from the Governance Hub and to consider how you want to share them with others in the organisation.

You may already be using or have chosen to use a different approach for improving your organisation. You may be required to conform to another code or meet a standard specific to an existing regulator or representative body related to the service your organisation provides. *The Code of Governance* and *Trustee Standards* offer an opportunity to look at specific areas of governance, which will help you comply with the governance aspects of other quality systems.

PQASSO, VISIBLE and IIP each address most of the principles within the *Code of Governance*; in some cases they will cover the detailed statements of the Code quite comprehensively; in others, they touch only on the overall principle or one part of it.

From research around the links between the *Code of Governance* and approaches to performance improvement, we know that other quality systems tend not to provide for such a rigorous review of practices around board delegation or trustee integrity – principles five and six in the Code.

It is appropriate that you use the *Code of Governance* and *Trustee Standards* to suit the needs of your organisation in whichever way you feel most appropriate. Ultimately they are designed as a way to help your organisation practise good governance, with the backing of a nationally recognised standard.

The Governance Hub is working to link the *Code of Governance* and *Trustee Standards* to existing, popular quality systems and standards used in the voluntary and community sector.

Other approaches that focus specifically on governance development are provided by other agencies, as part of the support service they provide to their members or the wider sector. You may wish to contact umbrella organisations or networks you are part of to see what support is available.

The Good Governance Action Plan produced by National Council for Voluntary Organisations (NCVO) provides a comprehensive approach to governance improvement, helping trustees and staff to review the effectiveness and performance of their board, based on thirteen key areas.



Other approaches help you in other ways to improve your organisation such as strategic planning, benchmarking and monitoring and evaluation. You can learn more about them at the Performance Hub www.performancehub.org.uk

Strategic planning

Strategy determines the overall direction, aims and objectives of your organisation. It includes how your organisation relates to its environment and positions itself so as to accomplish its mission, vision and goals. Being strategic is a way to help your organisation survive, focus effort and resources, improve relationships, manage and minimise risk, motivate staff and volunteers and to innovate. Strategic thinking encourages improved decision making and performance. It encourages you to be more responsive. Strategic planning captures the ideas generated by the process of strategic thinking in a clear and coherent plan which details what the organisation wishes to achieve and how and when it intends to achieve it.

Benchmarking

Comparing yourself against another organisation is a very good way to generate ideas that can help you improve the performance of your own organisation. This process of learning by comparison is also known as benchmarking. Gathering evidence of your governance performance and inviting trustees of other organisations to your meetings to share information, can help quickly discover innovative ways of working, saving the months or years of trial and error that can occur if an organisation only looks inwards. Benchmarking also provides organisations with reassurance and enables them to celebrate by showing where they are doing well. Any differences between organisations should be carefully analysed, to decide whether differences in performance are caused by random or environmental factors, or by processes or practices that could be changed.

Following in others' steps...

On The Up Community Association, having survived another funding crisis, recognised it was time to take stock and ensure it is delivering high quality services to its membership. *PQASSO* was recommended as a way in which performance could be reviewed, and the organisation quickly achieved level one. Staff and trustees welcomed the opportunity to review their governance systems, policies and procedures, and together they identified a number of gaps and areas for development, particularly around ensuring potential conflicts of interest were properly dealt with. It was the first time the Committee had considered how it functioned and the standards it should be meeting.

It was felt it would be useful to focus closely on this area, using the *Code of Governance*, to help the Association put in place the specifics which would help strengthen its governance practices. The Committee and lead member of staff all read the summary version of the Code and discussed and agreed the top five action points at its next regular meeting (20 minutes on the agenda). During a six-month period, the finance and general purposes sub-committee completed a number of key tasks, such as drafting a conflict of interest policy and procedure, which were ratified by the Committee later in the year. Levels two and three of *PQASSO* were achieved soon after, and the Association was able to evidence that it had already exceeded the required level in the governance quality area.

Could your organisation use the Code to reflect on governance practices specifically, alongside any other quality standard you may be seeking?

The new CEO coming into the **Lost Its Way Trust** persuaded her board it needed to revive its governance; in particular to get some new blood on board and meet the new SORP 2005 requirements around trustee training. She recommended a review using the *Code of Governance*, which she had come across in her previous role. The Code questionnaire was issued to the trustees, and many strengths and weaknesses were identified, not least associated with the lack of strategic planning, direction and monitoring and evaluation of existing activities. Before it could continue with its governance review and act on the many emerging areas for development, the board had to go back to the beginning, to establish its purpose (vision, mission and values) and plans for the next three years.

Could the Code of Governance help your organisation to identify priority areas for development on which it should focus?

The **Super Strong Service for Young People** recruited some new management committee members in their early 20s who are new to trusteeship. They were offered a subscription to the trustees' e-learning scheme, by way of induction and to enhance their knowledge and understanding of their roles and responsibilities, based on the *Trustees Standards*. Between them they soon covered the 12 learning modules available and were more confident in their role, to the extent that other committee members felt compelled to sign-up to refresh their knowledge too. This innovative learning and development opportunity was a useful way by which they could demonstrate their achievements and commitment when seeking the *Investors in People* standard.

Could the *Trustee Standards* provide learning and development opportunities for your Board which might provide the basis for achieving other quality marks?



Worksheet

How do you decide on the right type of approach for your organisation?

How much money can you invest in this process? What is your timescale? How much time can you give to this process?

(e.g. do you have a budget for governance? Do you want to move things on for the AGM?)

Do you want to tackle one important governance question?

(e.g. do you have a strong sense that one issue must be resolved or do you want to develop governance more generally?)

Do you want to improve your governance as part of an overall approach to organisational development or do you want to focus on governance specifically?

(e.g. do you want an approach which looks at governance particularly or one that improves the whole organisation, including its governance?)

Do you know which approach to governance improvement will best suit you? Do you need further information or advice?

(e.g. do you know that one approach is best fit for you and how to get more information? If not, see the Useful resources section)

Step 3 Making it work: tips for success and action planning

Time and resources

Without finding enough time, governance improvement will not happen. The amount required will depend on the approach you choose and on your circumstances. Similarly, you need to consider how to fund the changes and how much you can afford to invest in governance development. A budget will help to see whether you will need extra funding.

Leadership

Leadership from key trustees and staff is very important. Getting key trustees and senior staff committed also means that you can identify and secure resources more easily and make sure that governance improvement is given a high priority.

Relevance

Be clear about what you are trying to achieve and why it is important. If everyone understands the point of the exercise, they will be much more likely to support the change. Think about what each group might gain from governance improvement and consider how you can help them see its significance.

Structure

It helps to have someone who takes special responsibility for governance improvement. That might be an individual – such as one trustee or a senior manager – or if your organisation is a bit bigger, you might set up a small group to promote the process. They need to make a convincing case so that everyone becomes committed to the process.

Planning

When trying to make changes that will take time and are meant to last, it helps to have a plan. The plan needs to identify how you will measure progress and assess success. It is also important to make it workable, rather than expecting huge changes in a short time. Set realistic timescales and remember to celebrate progress along the way.

Seeking support

Having a critical friend who can help you keep going is very useful. Choose someone – perhaps from your local or national infrastructure body – who you trust and who can offer advice on hard issues, remind you about deadlines and to encourage you when things get difficult.

Communications

Keeping everyone informed and involved will help to ensure that you are all pulling in the same direction. Giving people opportunity to give their comments on the plan for governance improvement can show that you are eager to engage everyone. Make sure you listen properly and let them know what happens to their ideas!

Some final hints and tips

- Do not try to do too much too soon – people will burn out
- Do not let the pace slacken too much – people will get bored
- Give time for people to get used to changes – one thing at a time
- Early on, look for some small gains that will be generally welcomed
- Keep the plan lean and focused – resist making it too complex or difficult to share
- Think about why people may resist change – try to meet their needs and keep on course
- Involve the right people at each stage – not everyone, but not a solo show either
- For each activity, ensure you have agreed *who* will do *what* by *when*
- Think early on about how to gain and then keep up everyone's energy and commitment
- Consider how you can judge whether the change has worked – what would success look or feel like?
- Set up times in a year or so to review and consider next steps – maybe celebrate the progress too!



Worksheet

How can you make it work?

Which are the key people or groups who need to be involved? What role do you want each to play?

(e.g. staff, volunteers, trustees, service users, funders, external bodies)

What time is needed to support governance improvement?

(e.g. time to prepare, plan and share the plan, time to get agreement and resources, time to take forward each step and to check it worked)

What money is needed to support governance improvement?

(e.g. purchasing the chosen approach, facilitation, money to cover out of pocket expenses, cost of consultation exercises)

What structure will be best suited to helping you keep going?

(e.g. do you want one person to play a key co-ordinating role or would it be best to have a small group involved?)

How can you best introduce governance improvement to the organisation?

(e.g. would it be best to have an open discussion at a meeting or to explore it first with key people?)

continued overleaf

What are the best ways to keep people informed and involved in improving governance?

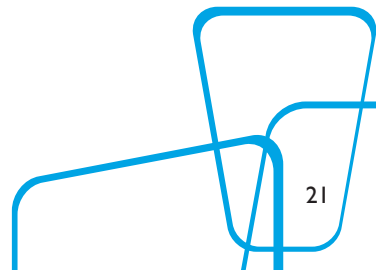
(e.g. should you put an article in your newsletter, put up a poster or send a letter to all your staff or volunteers?)

How can you ensure a plan fits with the other priorities of the organisation?

(e.g. are there plans in place that might be achieved through governance improvement? How can you link better governance with other priorities?)

Would you benefit from external support? If so, where will that come from?

(e.g. local development agency, national membership body)





Worksheet

Action planning

From discussing the questions in the workbook so far, you will begin to be able to develop a plan for governance improvement in your organisation. Here you can begin to put the plan together.

Start by distinguishing those things that need to be done immediately (NOW) from those that need more time or are not quite so urgent (SOONER / LATER). Some of your tasks may need to be done first to allow others to follow on. Do not forget that time invested early on in bringing people on board can make things much easier later on. Now consider how much effort, money and time you will have for each of your main tasks. Distinguish those that need longer (LATER) from those that can be completed in a few months (SOONER). The LATER items are often the most important ones that just take more time to get in place! The timescale must fit your own circumstances.

Action plan

NOW:

SOONER:

LATER:

You will end up with a list of several items under each of the three headings. Now you need to consider whether all of them are going to get done well or whether you need to focus on achieving well only the most important ones. Look for the changes that will make the most difference and concentrate your efforts on those. Think through how you are going to get other people to see their importance too.

Useful resources

Good Governance: a Code for the Voluntary and Community Sector

- Full version of the Code
- Summary pocket version of the Code
- *Learning to Fly*, a summary of the code for smaller organisations
- A practical toolkit to help use the Code

Trustee & Management Committee National Occupational Standards

- Full version of the *Trustee Standards*
- Summary pocket version of the *Trustee Standards*
- A practical toolkit to help use the *Trustee Standards*
- *Trustee Standards in Practice: A Guide for Smaller Organisations*

The above resources are available to download free from the Governance Hub website. Hard copies can be purchased via our website or by calling the number below:

Governance Hub

c/o NCVO, Regent's Wharf, 8 All Saints Street, London, N1 9RL

0800 652 4886

governance.hub@ncvo-vol.org.uk

www.governancehub.org.uk

For information on using approaches to performance improvement contact:

Performance Hub

c/o NCVO, Regent's Wharf, 8 All Saints Street, London, N1 9RL

0800 652 5787

helpline@performancehub.org.uk

www.performancehub.org.uk

Practical Quality Assurance System for Small Organisations (PQASSO)

Charities Evaluation Services

4 Coldbath Square, London EC1R 5HL

020 7713 5722

enquiries@ces-vol.org.uk

www.ces-vol.org.uk

Investors in People UK

7-10 Chandos Street, London W1G 9DQ

020 7467 1900

information@iipuk.co.uk

www.investorsinpeople.co.uk

VISIBLE Communities Standard

Community Matters

12-20 Baron Street, London N1 9LL

0845 VISIBLE (847 4253)

visible@communitymatters.org.uk

www.communitymatters.org.uk

The Good Governance Action Plan

National Council for Voluntary Organisations (NCVO)

Regent's Wharf, 8 All Saints Street, London N1 9RL

Helpline: 0800 2 798 798

ncvo@ncvo-vol.org.uk

www.ncvo-vol.org.uk

Proving and improving: quality and impact toolkit for social enterprise

New Economics Foundation

3 Jonathan Street, London, SE11 5NH

020 7820 6300

improveit@neweconomics.org

www.proveandimprove.org

This guide is a practical introduction to how voluntary and community organisations can improve their governance.

Better Governance is produced by the Governance Hub and provides an overview of the different approaches and resources available to measure the effectiveness of boards and to start improving their performance.

The Governance Hub exists to improve governance within the voluntary and community sector in England by:

- increasing the supply of trustees
- enhancing trustee learning and development
- strengthening and extending support services for trustees.

Governance Hub c/o NCVO

Regents Wharf, 8 All Saints Street, London, N1 9RL

Helpline 0800 652 4886
(9am to 6pm Mon to Fri)

To order publications and resource packs, and for general information about the Hub, governance and board membership

020 7520 2469

Media enquiries

020 7520 2514

Inquiries about the Hub's partnerships, tenders or policies

governance.hub@ncvo-vol.org.uk

General enquiries about the Hub, governance and board information

www.governancehub.org.uk

To access information, download free resources or sign-up to our e-newsletter