

# Whitefield Bowling Club Community Interest Company

## GOVERNANCE

A Community Interest Company (CIC) is a limited company, with special additional features, created for those who want to conduct a business or other activity for community benefit and social good, and not for private advantage.

### Directors' Remuneration Statement

In the context of working with funded statutory bodies, non-governmental organisations (NGOs), local charities, faith-based institutions, elected members, and local constituted groups, we make the following important statement:

The Board of Directors, critical friends and advisors of Whitefield Bowling Club CIC are retired, self-employed or employed by third party businesses or organisations. The roles and work that they undertake on behalf of WBCCIC is completely voluntary. They receive no payment whatsoever and take no expenses for their work. Their attendance at meetings, strategic gatherings or community events is entirely voluntary, they work on various services and in many cases the contribution they make is funded entirely by themselves.

We employ several people to help manage and deliver our service and our responsibilities always paying a living wage. Our staff are paid employees who live locally within the community which we serve. We have no paid employees occupying positions of decision making.

### Leadership

As with any other company, our directors occupy an important position of trust and general company law imposes on them a range of duties to the company and other responsibilities. The directors are also responsible for ensuring that the company meets its statutory and other obligations. The current Directors and are as follows:

#### Whitefield Bowling Club CIC Leadership team (Board of Directors)

**David Bevan:** Governance, Risk, Compliance & Finance, Person of significant responsibility (company secretary)

**Paul McMullen:** Digital, Day to Day operations, Equality and Diversity, Safeguarding & Policy

#### Whitefield Bowling Club CIC Critical Friends

**Colin Jack:** Former Director delivered numerous building and construction projects and improvements. Chaired Bowling committee and green maintenance provider. Self Employed Bricklayer and generous long-term supporter.

**Gary Lee:** Former Director and founding partner for the CIC, Business owner & President of WBCCIC

**Gary Wilcox:** CEO of Aarhus fire protection and honorary president of WBCCIC

**Ian Cropper:** Member and founder of “Forever 11”, Senior Manager in Private Sector

**Sheila McBurnie:** Retired Senior Manager, H.R and Staff specialist, membership and community interest focus

**Peter Cooper:** Senior Manager in private practice, experience H&S professional and WBC champion

**Martin McBurnie:** Retired Engineer, experienced committee member, youth coach and welfare specialist, focus on bowling and members

Our Critical friends act as auditor in reviewing the day to activities of WBCCIC. They receive monthly statements and accounts. Any decisions on strategic changes or policy alterations are presented for consideration and discussion. All policies and procedures are periodically tested against appropriateness and value. Any dispute or complaints are directed to Critical Friends for attendance on independent hearing panel and agreeing participants.

### **Whitefield Bowling Club CIC Advisors**

**Pamela Marsden:** Mental Health and Wellbeing Clinician

**Paul Murphy:** Ex-Lord Mayor of Manchester, BCGBA Secretary

**Cllr Bernstein:** Leader of Bury Conservatives

WBCCIC Articles of Association contain detailed governance requirements, however, compliance with the regulatory codes, (adapted to WBCCIC circumstances) is also seen as good practice; for example, the appointment of Critical Friends and Advisors a professional services support panel and the clarity of roles as determined in Directors Duties all contribute to transparency.

### **Director Responsibilities**

As with any other company, the directors occupy an important position of trust and general company law imposes on them a range of duties to the company and other responsibilities. The directors are also responsible for ensuring that the company meets its statutory and other obligations.

In addition to these general responsibilities the directors are also responsible for ensuring that the company is run in such a way that it will continue to satisfy the community interest test. In practice, this will mean having regard to the interests of members of the local community, and in some cases giving more weight to those interests than to generating financial returns.

In most companies the day-to-day management of the company is in the hands of the board of directors although certain functions may be delegated to specific directors and other delegated roles. It is essential to good governance that the directors clearly establish the lines of delegation. The authority and responsibility of those given delegated power need to be established and systems of control, including where appropriate internal audit, must be set up.

It must be remembered that the term director includes anyone who performs the role of a director whether formally appointed or not. A person who directs the policy and makes major decisions regarding WBCCIC therefore be regarded as a de facto director or a person upon whose instructions the appointed directors act (excluding those giving professional advice as part of the professional services & support team) may be regarded as a shadow director. It is therefore particularly important with Community Interest Companies, where stakeholders are encouraged to participate in running the organisation, to clearly establish respective roles and responsibilities that we at WBCCIC retested with our Solicitors May 2025 (Blackstone's, Cheadle).

### **Directors' Remuneration**

We do not currently pay Directors, but, because WBCCIC is a trading business that needs good directors to be successful, we may in the future need to remunerate directors to ensure that we achieve our full potential to benefit the community.

WBCCIC exercises the following remuneration policies:

- Directors' may be paid for their services
- Directors' remuneration will be set by both an internal and external (advisors) review committee
- Directors' remuneration will never be more than is reasonable
- Directors' remuneration arrangements will always be transparent

There are a range of key considerations which WBCCIC will bear in mind when setting directors' remuneration, and these are:

- Advice from internal and external (advisors) review committees
- Responsibilities, skills and expertise of individual directors
- Nature, size, and performance of the business
- Financial position of the company
- Published guidance on good corporate governance

As a general principle, the remuneration of our directors will be no more than is reasonable having regard to the contribution which they make to the success of the company and the benefits we provide for the community.

## **Community Interest Test and Asset Lock**

Two aspects of the legal framework which applies specifically to WBCCIC, are of particular importance in relation to directors' remuneration: these are the community interest test and the asset lock.

The community interest test requires WBCCIC to conduct its affairs in such a way that a reasonable person might consider that our activities are being carried on for the benefit of the community (legislation also provides that a CIC, which carries on activities that a reasonable person might consider only benefit its own employees, will not satisfy the community interest test) .

These rules apply as much to the remuneration of directors as to any other area of a CIC's business. For example, a CIC does not satisfy the community interest test if it is ostensibly established to benefit the community by devoting the profits from its trading activities to charitable or other community causes, but in fact consistently sets its directors' remuneration at a level which means that the company is left making little or no profit for distribution to these good causes.

The asset lock is the mechanism that ensures that a CIC's assets are used for the benefit of the community. It is embodied in the requirement that every CIC must include in its Articles of Association a prohibition on transferring any of its assets other than for full consideration (subject to certain limited exceptions, such as gifts to charities or the payment of dividends subject to the dividend capping rules).

In the context of directors' remuneration, consideration means the value which the company (and through it, the community) gets from having a particular individual as a director in return for transferring some of its assets to that individual by way of remuneration. If we as a CIC pays directors more than they are worth to WBCCIC and the community that we serve, we may well be breaching the asset lock. Such a breach may give rise to legal action.

The overall contribution which a director makes to the success of the WBCCIC business and the attainment of its community benefit objectives, is a key consideration when determining whether that director's remuneration is consistent with the Asset Lock.

## **Transparency**

Whitefield Bowling Club Community Interest Company will always be transparent about directors' remuneration. No effective control can be exercised over the remuneration of directors unless directors' remuneration arrangements are transparent. WBCCIC is obliged to disclose certain details about their directors' remuneration as part of its annual CIC Report.

## **Good Governance Code**

The Board of WBCCIC are working to 100% apply the Good Governance Code. This Code was published in 2005, in response to demand from the voluntary and community sector. It was written by representatives of the sector, with support from the Charity Commission, and was championed and promoted by the Governance Hub.

The 6 key principles of the Good Governance Code are:

- Principle 1: Understanding the Board's Role
- Principle 2: Doing what the organisation was set up to do
- Principle 3: Working Effectively
- Principle 4: Control
- Principle 5: Behaving with Integrity
- Principle 6: Openness and Accountability