

Trustee Governance Policy

Version 1.0 – Effective from 3rd November 2026
Next review due: 3rd November 2027
Approved by: Mama2Mama Board of Trustees

Organisation	Mama2Mama Baby Essentials CIO | Charity 1199777
Version	1.0 | Effective from 3rd November 2026
Status	Approved by Board of Trustees
Policy lead	Zuzana Fratrikova, Founder & CEO
Next review	3rd November 2027
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1. Purpose and authority

This policy sets out how the Board of Mama2Mama Baby Essentials CIO governs, delegates and oversees the charity, Café 51 and the donation warehouse. It complements but cannot replace the CIO constitution or applicable law.

Trustees apply the constitutional rules on appointment, trustee numbers, meetings, quorum, voting, conflicts, removal and delegation; this policy does not assume or restate them.

2. Collective Board responsibilities

Trustees are collectively responsible for charitable purpose and public benefit, strategy, finances, safeguarding, compliance, risk, culture and accountability.

The Board should approve budgets, key policies, material commitments, strategic plans and annual reporting, subject to the constitution and agreed reserved matters.

3. Roles and independent oversight

The Chair facilitates effective meetings, challenge, inclusion and follow-up; the Chair has only the powers given by the constitution or valid Board decisions.

Zuzana Fratrikova, Founder & CEO, is the primary policy and operational coordination contact and manages day-to-day delivery within approved delegations.

The Board nominates non-conflicted trustees for independent escalation of concerns involving the CEO, whistleblowing, conflicts, risk and CEO appraisal. Roles can be combined if independence and capacity permit. The independent trustee contact for concerns involving the CEO is Miroslava Zverbikova, Chair of Trustees (zverbikovam@yahoo.com).

4. Trustee appointment and induction

Appointment, eligibility, terms and removal must follow the constitution and law. Recruitment should consider skills, experience, independence and diversity.

Induction should include the constitution, recent accounts, current budget, strategy, policies, risk register, Board minutes and safeguarding and financial responsibilities.

5. Meetings, agendas and records

Agree a meeting calendar with enough meetings to discharge responsibilities. Follow constitutional notice, quorum, voting and remote attendance requirements.

Circulate agendas and papers in advance. Record declarations, withdrawals, decisions, rationales, action owners and deadlines in minutes; approve and retain minutes securely.

Standing reports should cover safeguarding, finances and cash flow, restricted grants, Café 51, staffing, risk, compliance and actions.

6. Reserved matters and delegation

Approve a written Scheme of Delegation, including financial approval limits, reporting obligations and reserved decisions. No financial limits are asserted in this policy.

Potential reserved matters include annual budget, reserves, major leases and contracts, loans and guarantees, material unbudgeted spending, CEO remuneration, trustee benefits, related-party transactions and major strategic changes.

Delegation to the CEO or staff does not remove trustee accountability.

7. Financial and trading oversight

Receive timely management accounts, cash forecasts, restricted-fund reporting and exceptions. Monitor grant conditions and the financial sustainability of Mama2Mama and Café 51.

Oversee reserves under the separate Reserves Policy and ensure appropriate financial controls, reconciliations, spending approvals and fraud prevention. Seek professional advice on trading or tax structures when necessary.

8. Safeguarding, risk and serious incidents

Oversee safeguarding, health and safety, GDPR, complaints, whistleblowing, recruitment and conflicts policies. Review the organisational risk register at least twice yearly and following material incidents.

Record decisions on potential Charity Commission serious incident reporting and report where required. Ensure urgent child or adult protection referrals are not delayed for Board meetings.

9. CEO accountability and people

Agree clear CEO objectives, reporting arrangements, appraisal and remuneration review through non-conflicted trustees. Employment matters must follow applicable policies and law.

Ensure appropriate workforce planning, volunteer oversight, safer recruitment, staff wellbeing and succession arrangements.

10. Conflicts, confidentiality and conduct

Apply the Trustee Code of Conduct and Conflict of Interest Policy. Obtain initial and annual declarations, document management of conflicts, and keep Board information secure.

Trustees must not make unauthorised public statements or disclose confidential information.

11. Stakeholders and statutory reporting

Oversee statutory accounts, annual returns, funder reporting and public benefit reporting. Ensure impact claims are evidence-based and complaints channels accessible.

Seek meaningful feedback from families, volunteers and partners while protecting confidentiality.

12. Emergency decisions and business continuity

Urgent decisions must follow the constitution and an approved emergency delegation procedure. Neither Chair nor CEO should assume unilateral powers not granted.

Maintain continuity planning for premises loss, staff absence, funding interruptions, IT incidents and safeguarding emergencies; document urgent decisions and report them promptly to the full Board.

13. Board effectiveness and review

Review Board skills, attendance, training, independence, succession and governance effectiveness at least annually. Maintain a policy register recording ownership, versions, approvals and review dates.

Review this policy by 3rd November 2027, or sooner after major changes, and record formal approval in Board minutes.

14. Implementation actions

- [ ] Confirm constitutional rules and the current trustee roster and Chair.
- [ ] Approve Scheme of Delegation and spending limits, nominated independent trustee contacts, Board meeting calendar and reporting pack.
- [ ] Agree CEO appraisal arrangements; formal Board approval is recorded in the October 2026 trustee meeting minutes.

Trustee implementation and approval

This policy complements the CIO constitution; where they differ, the constitution prevails. Any nominated roles, delegations or procedures are confirmed and recorded in the minutes.

Approved by the Board of Trustees on: 3rd November 2026

Minute reference: October 2026 trustee meeting minutes

Miroslava Zverbikova

Miroslava Zverbikova
Chair of Trustees
Signed electronically on 3rd November 2026

Agnieszka Derejska

Agnieszka Derejska
Trustee
Signed electronically on 3rd November 2026

Hazel Chawapiwa

Hazel Chawapiwa
Trustee
Signed electronically on 3rd November 2026

Roy Gopaul

Roy Gopaul
Trustee
Signed electronically on 3rd November 2026

Zuzana Fratrikova

Zuzana Fratrikova
Policy owner · Founder & CEO
Signed electronically on 3rd November 2026

Collectively *responsible.*

Trustees are collectively responsible for charitable purpose and public benefit, strategy, finances, safeguarding, compliance, risk, culture and accountability.

Delegation to the CEO or staff does not remove trustee accountability.

Concerns involving the CEO are escalated through an independent, non-conflicted trustee.



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