

St Raphael's Hospice – Board Governance Update (January 2026)

Charity Governance Code a summary of key changes

Introduction

After consultation and review by a voluntary steering group, an updated version of the Charity Governance Code was published towards the end of 2025. This Code is not a regulatory requirement but is intended to be a practical framework for good governance for UK-based charities. The Code uses 'an apply or explain' approach with charities being encouraged to adopt the principles and associated outcomes or explain why they do not in their specific context. Charities are encouraged to refer to the Code and how they use it in their annual reports.

The Chartered Governance Institute (a member of the steering group that reviewed the Code) says that the new Code is described as 'evolution not revolution' – many core principles remain – but the structure and emphasis are meaningfully adjusted.

Key changes and updates in the 2025 Code

There are now eight universal principles: Foundation principle; Organisational purpose; Leadership; ethics and culture; Decision making; Managing resources and risks; Equity, diversity & inclusion; and Board effectiveness.

The Foundation Principle (which previously had been implicit across all the principles) explicitly emphasises the legal responsibilities of trustees, the importance of continuous learning, and prioritising the charity's interests.

Each principle now details: a section on 'what you'd expect to see' (i.e. outcomes) if governance is working well; a set of behaviours supportive of good governance; suggested policies, processes and practices relevant to the charity's size/complexity; and potential evidence of good governance for each principle.

Re-defined principles – some principles have been adjusted to emphasise their importance and provide clarity:

- 'Decision making' and 'Managing resources and risks' are now separate categories, allowing for greater focus.
- 'Diversity' has been widened to become 'Equity, diversity & inclusion' reflecting a broader approach.
- 'Integrity' and 'Openness and accountability' have merged into 'Ethics and culture', placing these values at the centre of governance.

The code now includes more explicit focus on increasingly recognised aspects including digital/data governance, stakeholder voice, and environmental/ethical responsibilities.

There is now only a single code for all charities – there are notes under the principles about how expectations might differ but no longer are there two separate sets of 'recommended practices' for larger and smaller charities.

Implications for charities

The updated code provides an opportunity for boards to step back and reflect on their role and how they deliver governance, in terms of structure and compliance as well as behaviours and culture. An annual review of practice against the framework will help trustees acknowledge the progress being made and think about actions that can be taken to continue improving governance practices and enhance effectiveness. The Board self-review framework will be circulated to Trustees in February with a deadline for completion ahead of the Strategy Day.

Proposed Review of Articles of Association – Chief Executive Requirement

The Board is asked to note and consider a proposed amendment to the Articles of Association, specifically Clause 4.25, in advance of the forthcoming recruitment of a new Chief Executive during 2026.

Clause 4.25 Extract:

“The Charity has the following powers, which may be exercised only in promoting the Object -

4.25 Subject to Article 10, to engage employees, consultants, advisers, agents, workers and volunteers provided the chief executive officer of the Charity (or person engaged to perform the usual duties of a chief executive officer, whatever his or her job title) shall be a Catholic or in exceptional circumstances a Christian committed to upholding the Catholic ethos of the Hospice.”

Clause 4.25 currently states that the Chief Executive Officer of the Charity must be a Catholic, or in exceptional circumstances a Christian committed to upholding the Catholic ethos of the Hospice. This provision was considered legally acceptable when the Hospice was affiliated with the Congregation of the Daughters of the Cross of Liège. However, following the change in affiliation, this position no longer applies.

Recent legal advice indicates that the clause now requires amendment, primarily because the Chief Executive is a paid employee of the Charity and that the existing requirement is unlikely to be legally sustainable in its current form.

Any amendment to the Articles requires approval at a Meeting of Members. Trustees are members by virtue of their office. Member meetings require at least 14 days’ written notice; this notice period has not been met for the Board meeting scheduled for 28 January. However, should all members unanimously agree on the day to proceed, the matter may be considered, with any resolution requiring a majority vote of members.

This paper is intended to provide advance notice to Trustees of this issue. If any member is uncomfortable proceeding without the required notice period, a separate Meeting of Members will be convened in accordance with the Articles.

Trustee Training and Visits 2026

Trustee visits - It is proposed that Trustees collectively visit each Retail location each year. A programme of fundraising events is currently being sought from the Fundraising team and will be shared for Board members to sign up to attend and will be circulated once received.

Trustee training – the training schedule will be firmed up once the Board self-review is completed, to consider topics Trustees express their value. The Governance Professional will maintain a training and visits register and provide annual evaluation reports to the Board.