

RAY WIND FUND

GOVERNANCE HANDBOOK

MAY 2021



RAY WIND FUNDS

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1. Introduction

- 1.1 The Directors of the Ray Windfarm Fund Community Interest Company believe that good standards of governance are essential to achieving the community benefit purpose for which the CIC has been established. This Governance Handbook provides a framework that will be used to govern the CIC. It is drawn in part from the Articles of Association. In the event of any doubt the Articles take precedence over the policies in this Handbook.

- 1.2 In order to comply with best practice, the CIC will use as its chief source of reference the National Council of Voluntary Organisations' Good Governance code for the voluntary and community sector. Though the language of the Code refers to 'charity' much of the substance is relevant to CICs (this is the weblink: http://governancecode.org/wp-content/uploads/2017/02/NC940_good_governance_11.pdf).

2. Background

- 2.1 The Ray Windfarm Fund was established in 2017 by Vattenfall, the power company that has built and now operates the Ray Windfarm near Kirkwhelpington in Northumberland. Ray Wind Farm Ltd have committed £272,000 p.a., index linked, £100,000 to CF T & W and £172,000 to the CIC for the life of the farm (which is estimated to be between 20 and 25 years) to be allocated for the benefit of the community living close to the wind farm.
- 2.2 Vattenfall recruited a Steering Group of local residents to advise on the allocation of funds and initiated a community profile and needs survey carried out by Community Action Northumberland. While considering the results of the survey, other feedback and professional advice it was agreed to establish a community interest company ('CIC'), the Ray Windfarm Fund CIC, to manage the Fund.

3. Definitions

In this document the following terms shall have the following meanings:

"Area of Benefit" the area within a 10km radius of the Wind Farm.

"Articles of Association" the Articles of Association of Ray Windfarm Fund Community Interest Company from time to time in force.

"CIC" means Ray Windfarm Fund Community Interest Company.

"Community" means the community hosting and neighbouring the Wind Farm which includes those people, businesses and organisations located within the Area of Benefit.

"Community Benefit" means benefits to the Community through the furtherance of community facilities, infrastructure and housing, education, skills and employment, community or local events, sport and recreation, environmental improvements, health-related services for all, including provision of services for the elderly, young people, or those with disabilities and/or arts and heritage, or such other purpose as has first been approved in writing by the Funder.

"Grant" means the sum specified in the Grant Agreement payable by Ray Wind Farm Limited to the CIC

"Grantor" Ray Wind Farm Limited

“Grant Agreement” an agreement made between Ray Windfarm Fund Community Interest Company and Ray Wind Farm Limited (as the same may be amended from time to time).

“Methods of Disbursement” means the disbursement of the Grant to recipients for Community Benefit by way of the following:

- i.Grants in accordance with the provisions of this document
- ii.Repayable grant in accordance with the provisions of this document
- iii.[Payment into a legacy fund that will benefit the area after the income from the Windfarm ends to be held by the Community Foundation]
- iv.Such other forms of disbursements as shall be agreed between the CIC and Ray Wind Farm Limited in writing from time to time.

“Objects” the objects of the CIC set out in Article 5 of the Articles of Association

“Wind Farm” means Ray Wind Farm, a development at Ray Estate, near Kirkwhelpington, Northumberland.

4. Purpose and vision

- 4.1 This document should be read in conjunction with the Grant Agreement and Articles of Association and in the case of conflict between the provisions of the respective agreements, the provisions of the Grant Agreement shall take precedence.
- 4.2 This document sets out the processes and procedures the CIC and its Board of Directors will adopt in fulfilling the purpose and vision of the CIC.
- 4.3 The CIC has been registered with the Registrar of Community Interest Companies and its purpose is stated in its Articles of Association as being to 'carry on activities which benefit the Community in the Area of Benefit (*APPENDIX 1*) and in particular (without limitation) to:
- i. Oversee a fund to deliver benefits to the Community; and
 - ii. To ensure that the funding received by the CIC brings long term benefit to the Community.
- 4.4 Our vision is that in 20 years' time the Fund will have substantially improved the quality of life for people living in the vicinity of Ray Windfarm. In particular:
- i. The community facilities will be better and the levels of community activity will have increased
 - ii. The infrastructure supporting the area of benefit will have been improved in accordance with Key Performance Indicators that are community priorities and identified in accordance with Schedule 3 of the Grant Agreement
 - iii. The local economy will have improved with more businesses, more prosperous businesses and more employment opportunities.
- 4.5 Thus, the people in the area will be better connected to each other and the wider world, more active locally and more prosperous. And these improvements will be sustained.

5. Our values

5.1 Good governance.

The Directors believe that good standards of governance for the CIC are essential to managing its reputation and thus in maintaining the confidence of the local community and other stakeholders.

5.2 Equality and diversity.

Our organisation's main purpose is to manage a Fund on behalf of the community living in the vicinity of the Ray Windfarm. As such we believe it is important to ensure that we have processes, behaviours and a culture of operating that encourages participation and benefit to that full community and that everyone that we work with to achieve our purpose is properly valued and respected. This is regardless of age, disability, ethnicity (including race, colour and nationality), gender, gender reassignment, religion or belief, sexual orientation, marriage and civil partnership, pregnancy and maternity, refugees and asylum seeker status, people's diverse communication needs and record of offending.

5.3 Knowing our community.

Achieving this will be a matter of deploying a range of measures according to the 'business of the day' but underpinning this will be:

- i. Understanding who our community is. We will supplement the CAN research with engagement with the population aiming to engage its diversity and geography from our contact with them and the voluntary and public bodies who serve them.
- ii. Making the CIC and its work known widely to the community through the community's networks and web and media outlets.
- iii. Seeking the involvement of the community through the consultation processes.
- iv. Regularly reflecting on how well these approaches are working in achieving this value.

6. Ray Wind Funds

The CIC aims to achieve its vision by making Disbursements for Community Benefit via the following funding streams in all cases in accordance with the policies and processes set out in this Governance Handbook:

6.1 Small Grants Programme

To support charitable projects with awards normally of between £1000 and £10,000. This programme is administered by the Community Foundation for Northumberland and Tyne & Wear, advised by a panel comprised of Directors of the CIC.

6.2 Local Initiatives Fund

This is not restricted to charitable projects, administered by the Ray Windfarm Fund CIC and is open to businesses and organisations which have the potential to deliver projects that are relevant to the needs of the communities in the area of benefit and provide a clear Community Benefit.

6.3 Small Donations Fund

This is available to local groups and donations for grants to a maximum of £500 that provide a clear Community Benefit. This fund has a simplified application process with the aim of accelerated assessment.

6.4 Endowment Fund,

The annual returns on which will support the Small Grants Programme and in the longer term provide for continued Community Benefit after the annual donations from Vattenfall cease. Oversight of this fund, which has been established within an ethical investment fund administered by the Community Foundation, is the responsibility of the Finance and General Purposes Committee of the CIC

7. Operation of the CIC

7.1 Transparency and Consultation.

In order to achieve our strategic objectives, the Directors have committed to ensuring that the business of the company is carried out transparently and with a good standard of local consultation. In particular:

- i. Board minutes of the CIC the Annual Report and policies will be available for the public on request and online, except where they are of a commercially sensitive nature or relate to confidential HR matters.
- ii. We will produce an annual review and hold an annual open meeting to review our progress and invite discussion and comment from the beneficiary community.
- iii. Major strategic decisions will be taken only when we are confident that we have consulted properly. The consultation will depend upon the nature of the decision and might include making information available on relevant websites, media outlets, at public events and directly consulting people most affected. In each case comment will be invited and the results of this will be considered by the Board in advance of a decision.
- iv. Consultation with the Funder. We will consult with the Funder on any major decision.

7.2 Board of Directors.

There may be between 6 and 15 Directors of the CIC. Six local parish councils Bavington, Birtley, Corsenside, Elsdon, Kirkwhelpington and Otterburn are each entitled to nominate one resident of their Parish to be a Director.

Directors that are not nominated by a Parish Council will be appointed by the existing Directors of the CIC.

7.3 Appointment of Directors and Staff

The appointment of Directors to the board of the CIC shall be governed by the **Recruitment Policy and Procedures for Directors and Staff** as set out in Appendix 2 and as amended from time to time.

The suitability of each candidate will be assessed, and suitable candidates will be interviewed. Through this process, existing Directors will seek to ensure that there is a balance of age, gender, skills and experience to pursue the objectives of the Fund and take steps to ensure that the Board reflects the beneficiary community as far as is practicable.

A description and person specification of the director role is attached to Appendix 2 together with the application form, the form of declaration of commitment and declaration of interests statement required to be signed by each Director on appointment.

7.4 Creation of Committees.

The CIC may, from time to time, create smaller sub- committees whose membership shall include members drawn from the Board of Directors and other co-opted members to discuss specific matters relating to the day to day running of the CIC or grant applications submitted to the CIC. Such committee/s shall report to the CIC. Grant award decisions will be deferred to the main CIC Board.

7.5 Business Continuity

It is expected that the CIC will from time to time experience significant interruption in its activities. The processes and practices to be adopted in such an event are set out in the **Business Continuity Plan** set out in Appendix 3.

7.6 Confidentiality

From time to time, it is anticipated that Directors of the CIC and its employees will have access to confidential information. The policy and procedures applying to Directors and employees of the CIC are set out in Appendix 4.

7.7 Data Protection (GDPR)

The Directors of the CIC acknowledge their responsibility to protect and manage sensitive data. The policy and procedures to do this are set out in the **GDPR Policy** in Appendix 5.

7.8 Grievance

As stated in our values above we aim to operate the CIC as a fair and inclusive organisation. If incidents do occur that require action to be taken the policy and processes to deal with this situation are set out in Appendix 6.

7.9 Conflicts of Interest

The board of Directors and employees of the CIC seek to uphold the highest standards of probity in the course of discharging their duties. To ensure there is no actual nor any apparent conflicts of interest the board and employees of the CIC will adhere to the **Conflict of Interest Policy** as set out in Appendix 7.

7.10 Privacy Notice for Directors and Staff and Applicants

It is important that the CIC is a safe, supportive and welcoming place to work. As part of this safe and secure work environment we require all members of the board of the CIC to adhere to the **Directors and Staff Privacy Policy** as set out in Appendix 8a. Likewise we must ensure that all data provided by applicants is held and processed correctly, as set out in the **Applicants' Privacy Policy** in Appendix 8b.

7.11 Sub-Committees.

Where a sub-committee is formed its terms of reference, memberships and method of reporting back to the Board of Directors will be approved by the Board. At least two members of each sub-committee will be a Director. The Board may dissolve a sub-committee at any time. Sub- committees are expected to operate in line with the principles outlined in this Governance Handbook.

The sub-committees are:

- i. The Financial and General Purposes Committee – The **Financial Policy and Procedures** document is attached as Appendix 9.
- ii. The Application Review Committee – The **Terms of Reference** documents for both sub-committees are attached as Appendix 10.

7.12 Co-opted Directors

The existing Directors may co-opt Directors on a fixed short term basis to fill a skills need provided the number of Directors does not exceed 15.

An existing Director would identify a suitable candidate to fill this gap and propose the person to the CIC. The existing members of the CIC would then vote, and if a majority are in favour, the identified person would be asked to join the CIC up until the subsequent AGM and then for a further 12 month period.

The co-opted Director will have full voting rights and will be subject to the Articles of Association and this Governance Handbook in the same way as an existing Director.

At the end of the 12 month term, they may be asked to remain as a Director if it is still considered necessary to do so. A Co-opted Director can only serve for a total of 2 years.

7.13 Term of office for Directors

Directors serve for three years and may be nominated to serve for a further two three year terms after which they must step down for at least three years. Appendix 11 details the **Succession Planning** for the CIC Directors.

Co-opted Directors will be appointed for 12 months which can be extended with the agreement of the Directors by a further 12 months. Co-opted Directors may be offered the opportunity to become full Directors with the existing Director's approval.

Where a Director wishes to resign before the end of their current term of office, they are asked to provide three months' notice of their intention to resign in order to allow a replacement to be found.

Directors are expected to adhere to the Articles of Association and this Governance Handbook.

The Articles of Association sets out specific instances where a Director would be immediately removed from office.

In other instances, if it becomes apparent that a Director is acting outside the terms of the Articles and this Handbook, then the Director will be asked to explain his/her actions to the meeting of the Directors. The remaining Directors will then make a decision as to whether there was any misconduct and /or whether the action was justified and explainable. A decision on whether that Director will be asked to resign their office on the basis of any misconduct will be taken by the Full Board of Directors.

The Board will give consideration to its long term succession strategy and how it can spot and nurture community members from diverse geographies and backgrounds

that could be supported to become a Director. This might initially be through work on sub-committees for example.

7.14 Quorum for decisions and decision making

The required quorum is set out in the Articles of Association of the CIC and is two thirds of the minimum Directors (6 is the minimum number of Directors as set out in Article 24.1).

The Articles require Directors to take decisions collectively and by majority. The chair will seek to achieve decisions by consensus wherever possible. In the event that votes are cast a simple majority will suffice, with the chair holding a casting vote in the event of a tie.

7.15 Observers at meetings of Directors

The Directors may invite non-directors to observe Director's meetings. The Windfarm operator, Vattenfall, is extended an open invitation to send a representative to attend as an observer. In rare circumstances the Directors may deem it to be inappropriate to have a Vattenfall representative attend, for example at certain points during the negotiation of a new agreement between the CIC and Vattenfall.

7.16 Honorary Officers

The Directors will appoint one of their number to be a Chair and one to be Vice Chair. The Articles allow the Directors to choose the length of time these appointments are for, though in practice the appointments will be for three years.

7.17 Delegation

The Board of Directors may delegate the business of the CIC to such people and to such committees as they see fit. In each case they will set out the terms of delegation in order to ensure that their overall responsibility is fulfilled.

7.18 Members

The members of the company act as the equivalent of shareholders albeit that this is a company without shares. The Directors of the CIC will also be appointed as members of the company and when they cease to be a Director they will also be removed from membership of the company. The Company Secretary will maintain a register of Members and ensure that the Directors of the CIC are registered at Companies House.

7.19 Decision making by Members

Decisions are made collectively and by a majority.

In rare circumstances members may be required to meet to make a decision that is reserved to members, for example a change to the Articles of Association. Details of such circumstances and decisions are set out in the Articles of Association. In these events, the Company Secretary will ensure that the notice of meetings and records of meetings of the members will be maintained clearly as separate from the meetings of the Board of Directors.

7.20 Directors' responsibilities

The board of directors of a company is primarily responsible for:

- i. determining the company's strategic objectives and policies;
- ii. monitoring progress towards achieving the objectives and policies;
- iii. appointing staff, committees, advisors and volunteers;
- iv. accounting for the company's activities to relevant parties, notably The Windfarm operator, the beneficiary community, Companies House and the CIC registrar;
- v. to review risk;
- vi. to set policies to protect and guide the Directors of the CIC.

In addition to these specific responsibilities Directors have certain common law and equitable duties regarding 'how' they fulfil these responsibilities. The Companies Act 2006 codified these for the first time. The Act sets out seven general duties of directors which are: -

- i. to act within powers in accordance with the company's constitution and to use those powers only for the purposes for which they were conferred
- ii. to promote the success of the company for the benefit of its members
- iii. to exercise independent judgement

- iv. to exercise reasonable care, skill and diligence
- v. to avoid conflicts of interest
- vi. not to accept benefits from third parties
- vii. to declare an interest in a proposed transaction or arrangement.

8. Discharging the Directors responsibilities

The Directors responsibilities are set out in section 7.20. To fulfil these responsibilities the Directors will:

8.1 Set objectives and policies.

Prepare a business plan every 5 years including the strategic objectives and the steps that will be pursued to achieve them. These will be based on the review and consultation processes set out in Schedule 1. of the Grant Agreement. In year 4 the draft objectives will be set out at the Annual Open Meeting and reviewed in the Vattenfall Review meeting. The agreed objectives will be published and will then be taken forward in the next 5 years.

After 5 years we will review the strategy for the CIC in consultation with the community to reflect their priorities. This work will begin in year 3, to be completed and submitted to Vattenfall by year 5.

- i. Policies for assessment and monitoring of risk will be established and risk assessment will comprise part of the Annual Review
- ii. Policies to achieve the objectives and those to run the CIC, including this Governance Handbook, will be prepared and reviewed by the Board, as necessary. The Company Secretary will maintain copies of all written policies. They will be available for public inspection and will be available on the CIC website.

8.2 Monitor progress

Grant awards will be monitored. The **Monitoring Form** is attached as Appendix 12. The CIC Board will review the overall portfolio of grants annually.

Our progress on the infrastructure schemes will be reviewed at the Board meetings through reports back from the sub-committees tasked with achieving the objective.

Consultation with and feedback from the community. We will present a plan of our progress on the CIC website and hold an annual open meeting to answer questions and seek feedback. This feedback will be reviewed by the Board of Directors in considering their strategy each year and at significant decision points.

We will seek feedback from the key stakeholders that we work with as part of our annual review process (see section 8.3 below).

8.3 Account for the CIC's activities.

The Board will account for the activities of the CIC to Vattenfall (the Windfarm operator), the beneficiary community, Companies House and the CIC registrar as follows: Progress will be reviewed on an ongoing basis, however after each 12 months of operation there will be a formal annual review process in three stages:

- i. Annual review meeting of the Board of Directors.
- ii. Annual Open Meeting. The annual open meeting will be publicised in local media and relevant websites and on the CIC website. The CIC Directors will present a review of what they have done during the year, their proposals for activity in the coming year and invite discussion and comment on both.
- iii. Annual Vattenfall Review. A short time after the Annual Open Meeting the CIC Directors will meet with representatives of Vattenfall to review the feedback from the open meeting and other consultation activity and to discuss the review of the year and the plans for forthcoming activity.

The CIC will complete a proforma annual report for purposes of this review (*Proforma available from Vattenfall*).

The reviews will consider:

- i. The extent to which the CIC has achieved the objectives set out in its business plan.
- ii. The objectives for the coming year and beyond and the extent to which they meet the Vision of the CIC and that the mission remains relevant.
- iii. The financial performance and projections.
- iv. The extent to which the CIC has carried out its business according to its values.
- v. The extent to which the governance of the CIC as set out in the Governance Handbook is being managed effectively and whether any aspect of the Governance Handbook should be amended.

The CIC will comply with all regulations governing its registration as a CIC at Companies House. Currently this includes providing: -

- i. Abbreviated financial statement
- ii. Confirmation statement
- iii. Updated register of people with controlling interest
- iv. Corporation Tax return
- v. Details of how the CIC has benefited the community
- vi. Confirmation of how the stakeholders were consulted about the activities
- vii. Information on any assets transferred to another locked body.

8.4 Managing Risk

- i. Ensure that there is a written record of any meeting of the CIC and its sub-committees.
- ii. The reason for granting funds or withholding funds is fully recorded.
- iii. Ensure that, as far as we are able, that the grants are given to individuals/ organisations who have assessed the risk in the projects they are seeking funding for.
- iv. To review the risk to the CIC on an annual basis.

The policy regarding **Risk Management** is set out in Appendix 13.

8.5 Frequency and planning of meetings

Directors are required to meet at least four times per year, though are likely to meet more frequently in order to get the Fund up and running. Where at all possible dates of meetings will be organised at the beginning of the year to support high attendance and information will be circulated about the agenda and matters to be considered in sufficient time to allow Directors to prepare. Directors are expected to have prepared by reading the papers and given prior thought to the business on the agenda, raising matters in advance with the Chair where they feel insufficient information is available to support the Board making a decision.

Extraordinary meetings

Where a meeting occurs outside of this schedule, this meeting shall be called an Extraordinary meeting and notice given as soon as possible to enable all parties to attend.

Sub-committees

The Directors sitting on the sub-committee would be subject to reappointment or replacement every 2 years as agreed in a full board meeting.

8.6 Directors' Remuneration and out of pocket expenses

Directors will not be remunerated for their role as Directors. Directors are entitled to reimbursement of expenses incurred in carrying out their duties as Directors of the company. An Expenses Policy is available.

Directors are not excluded from being paid for roles that support the work of the CIC above and beyond their role as a Director. For example - It is conceivable that a Director may simultaneously be appointed Administrator. However, such roles must be open to people who are not Directors and the process of appointment be fair and be able to be demonstrated as fair to the external stakeholders of the CIC.

9. Delivering Community Benefit

- 9.1 The purpose of the CIC is to receive applications for support by members of the Community which provide a Community Benefit to the people located within the Area of Benefit. This is in line with our Vision that in 20 years' time the Fund will have substantially improved the quality of life for those living within the vicinity of the Ray Windfarm. This will be delivered through improvements to community facilities and increased community activity, improvements in the infrastructure supporting the area of benefit and improvements in the local economy with more businesses, more prosperous businesses and increased employment opportunities. The CIC will look to support applications that benefit the Community and deliver on our Vision through the furtherance of community facilities, infrastructure and housing, education skills and employment, community or local events, sport and recreation, environmental improvements, health related services for all including provision of services for the elderly, young people or those with disabilities and/or arts and heritage.
- 9.2 The CIC will directly operate two different funds; the first will distribute funds of £500 or less (Small Donation Fund) and the second (Local Initiatives Fund) will distribute funds of £501 and over. Appendix 14 sets out the steps to be taken to **Process Initial Enquiries** to the CIC. For awarding grants of £500 or less, the **Small Donation Fund Procedures** are detailed in Appendix 15. The remaining two funds will be operated by the Community Foundation for Northumberland and Tyne & Wear. The Small Grants Programme invites applications of a charitable nature for awards between £1,000 to £10,000, which are decided by a panel of Directors of the CIC. The Endowment Fund administered by the Community Foundation will provide long term benefits for the Community after the cessation of the annual Vattenfall donations.
- 9.3 In relation to awards made by both the Small Donation Fund and the Local Initiatives Fund, the CIC will only make payments to successful applicants in the form of the Methods of Disbursement.
- 9.4 The process for dealing with enquiries for support from the CIC from the Local Initiatives Fund will be governed by the following documents. Appendix 16 details how applications are processed from the **Processing Applications from PEF to Completion**. Once a Preliminary Enquiry Form has been received and the nature of the applicant has been established, this will then dictate the next steps in the process. Business applicants will be sent the **Business Application Eligibility Criteria** in Appendix 17. If it is relevant to the applicant, they will also receive the **Training and Apprenticeship Support Policy** as detailed in Appendix 18. Grant summary information, discussion points from the Application Review Committee and

decisions made by the CIC will be recorded on the **Grant Assessment Form** as at Appendix 19. The **Conditions of the Grant Award** are listed in Appendix 20.