

**CONSTITUTION UPDATE**

**Summary:** Constitution

**Recommendation:** To approve changes to the Constitution as recommended by Finance and Governance Committee

**Report by:** Michele Holden – Monitoring Officer

**CORPORATE GOVERNANCE REVIEW**

On 10 February the Finance and Governance Committee reviewed outcomes from the annual meeting of the CEO, Chair and Monitoring Officer to review governance process and practice, which had taken place on 4 December 2025.

As a result of that meeting, a refresh has been made to the Corporate Governance Policy so that wording is consistent with the most recent Annual Governance Return.

The policy has been added to the Constitution (Appendix 9) instead of being separately located on the CNL website, to ensure it has an annual review and that wording stays current. This will address an item noted by the Internal Auditor in the Internal Audit Report to the Board dated 31 March 2025 item 1.5.

The Internal Audit report also specified that there is no requirement for the Board to regularly review the Constitution (Item 1.1). Although this is specified in the Constitution, the wording has been strengthened to make the requirement clearer.

The wording modifications have been made on pages 20 and 60 .

P20 section 12.01 Duty to monitor and review the Constitution:

After “The Chief Executive Officer will monitor and review the operation of the Constitution to ensure that the aims and principles of the Constitution are given full effect.”

added: “This review will be carried out at the annual meeting of the CEO, Chair and Monitoring Officer.”

And on p60 section 2.42 (iii) after “Meeting the CEO and Chair annually to review governance process and practice.” added “and the Constitution.”

In Appendix 10, the address has also been updated from Rissington, Robinswood Hill and Greystones Farm to Marsden. The next review is due December 2026.

**RECOMMENDATION**

The Finance and Governance Committee has recommended that the Board approve an updated Constitution to include the Corporate Governance Policy and some minor modifications to wording.

FEBRUARY 2026