

## IAPB BOARD: TERMS OF REFERENCE

### 1. Purpose

The Board oversees the management and administration of IAPB under its [Memorandum and Articles of Association](#). It takes legal responsibility for IAPB as a registered organisation (currently registered as a Company Limited by Guarantee and a Charity in the UK). It approves main policy positions, strategy, financial and human resource policies and strategies.

### 2. Terms of Reference

#### Core responsibilities

To ensure that IAPB:

- Complies with charity and companies law in the UK, and with other legislative and regulatory requirements, in particular ensuring that IAPB prepares reports and accounts as required by law
- Does not breach any of the requirements or rules set out in its governing documents
- Remains true to its mission and purpose
- Remains solvent
- Uses its funds and assets reasonably, effectively, and only in furtherance of IAPB's mission and purpose
- Invests those funds not immediately required properly and prudently
- Acts with integrity, avoids any personal conflicts of interest or misuse of IAPB funds or assets by Board members, and is protected from personal conflicts of interest or misuse of funds or assets by others
- Approves the priorities, strategies and policy positions, taking into due consideration input from IAPB members through the Council of Members

To fulfil its core responsibilities, the Board is required to:

- Approve structures and mechanisms for the admission of members of IAPB, the rights and privileges of such members, and the mechanisms through which members engage in the decision making and activities of IAPB
- Appoint a Chief Executive, and annually review their performance
- Approve strategies, work plans and budgets
- Approve financial and human resources policies and procedures, including policies governing conflicts of interest or misuse of funds or assets
- Monitor and evaluate progress in relation to strategies
- Periodically review work plans and their implementation
- Review and approve accounts
- Maintain and review a register of risks
- Approve core IAPB policy positions
- Be the final arbiter in any conflicts between members of IAPB

- Uphold, and provide governance according to, the IAPB's values and membership standards
- Establish and hold accountable such Board Committees as it deems necessary to fulfil its responsibilities effectively
- Review the Board's own performance periodically

The Board of Trustees may delegate certain powers to the Executive and Audit Committee in order to more efficiently fulfil the responsibilities above, as per article 13.5 of the IAPB Articles of Association.

## BOARD MEMBERS: ROLE DESCRIPTION

**Board members of IAPB have been selected to the Board because of a wish to support the work of IAPB. Regardless whether they have been elected by the Council of Members, or nominated by member organisations with the automatic right to do so, Board members sit on the Board as individuals and do not represent any particular organisation's interests other than IAPB.**

**IAPB is a company limited by guarantee, and a charity. Board members are Directors of the company and Trustees of the charity. UK company law and charity regulations affect the activities of the company and charity, and it is the responsibility of Directors and Trustees to ensure compliance with these laws and regulations.**

**Alongside the Board, the IAPB Council of Members, comprising the totality of IAPB members, also has some governance responsibilities. While the Board takes ultimate legal responsibility for IAPB, and ensures the integrity of its financial and legal frameworks, the Council contributes to the development of the strategy and ensures that ongoing activities reflect views from the broader membership. The Board has to take into account the input of the Council of Members when deciding strategy and policy positions, provided that in doing so it can properly fulfil its role as IAPB's legal and financial guardian.**

Board members are expected to:

### **General**

- Ensure that IAPB fulfils its objectives.
- Ensure that IAPB complies with the requirements set out in the Memorandum and Articles of Association and meets the requirements of all relevant legislation.
- Provide guidance and instruction to the Chief Executive as required.
- Attend meetings regularly, preparing for them and contributing appropriately and effectively.
- Use any specific personal knowledge and expertise to help the Board of Trustees provide leadership for IAPB as well as advice and guidance when requested.

### **Policy and Planning**

- Approve overall strategic direction of the organisation, ensuring that it meets the legal and financial requirements of Directors of the Company and Trustees of the Charity.
- Consider and approve overall policies and position statements covering all aspects of IAPB's work, as recommended by relevant committees and work groups.
- Ensure that appropriate systems are in place for evaluating and reviewing performance against objectives.

## **Finance**

- Ensure there are adequate systems for financial planning, budgeting, recording of income and expenditure, reporting and financial management, including investment and capital expenditure.
- Review and approve IAPB's long term financial strategy.
- Review and approve annual budgets covering revenue and capital income and expenditure.

## **Personnel**

- Assist with the appointment of the Chief Executive and the review of the post-holder's performance.
- Ensure grievance and disciplinary procedures are in place.

## **Relationship between Board members and other parts of IAPB**

As guardians of the interests of IAPB, Board members are expected to work together in the interests of IAPB. Regardless of any other role they may have within IAPB or IAPB member organisations, their role as a Board member is to consider the interests of the global coalition as a whole, not the part from which they come.

## **Representation**

Board members may be asked to represent IAPB to members, other members of the public or the media. To that end, they have a responsibility to be well informed of the activities of the organisation and to safeguard the good name and values of the coalition.

# **PERSON SPECIFICATION**

## **Each Board member should**

- Have experience and understanding of governance of organisations in general, and coalitions in particular
- Have an understanding of the legal duties, responsibilities and liabilities of Directorship of a company limited by guarantee, and Trusteeship of a charity
- Have a commitment to the organisation
- Have an understanding of the core values, beliefs and objectives of the organisation
- Have a willingness to devote the necessary time and effort to their role
- Have integrity, sound judgement and a willingness to speak their mind
- Have the ability to work in English, as the working language of IAPB and its Board

## **Register of Interests**

Trustees have a legal duty to avoid conflicts between their personal interests and those of IAPB. In addition, it is important for public confidence that charities are seen to operate to the highest standards of integrity and honesty.

With this in mind IAPB has adopted a policy which requires each trustee to disclose any actual or potential conflicts of which they are aware. To this end, on an annual basis, trustees are asked to complete and sign a Declaration of Interests form.