



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 and staff 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 to staff 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.

ELECTION AND SELECTION OF THE BOARD

1. Composition of the Board

1.1. The Board of Trustees comprise of:

- **IAPB Officers**
 - President and Chairman of the Board
 - Vice President
 - Treasurer
- **Nominated Trustees**
 - One trustee each nominated by the International Council of Ophthalmology, World Council of Optometry and World Blind Union
 - One trustee nominated by each of the Group A Members¹
 - One trustee nominated by each of the Patron Members
- **Elected Trustees**
 - Eight trustees elected by the Council of Members, of which a minimum of two from Group B members, and the remaining from Group B or C Members (*see note 1*)
- **Regional Chairs²**

There is no maximum number of trustees as the total may vary depending on the number of member organisations with an automatic right to nominate trustees at any given time.

1.2. The aim of the composition of the Board is to ensure that:

- IAPB is effectively and responsibly governed,
- Representation from key global constituencies is guaranteed,
- Those member organisations that have invested substantial resources into IAPB have a commensurate stake in governance,
- All members retain a sense of ownership of governance through a significant number of Board seats being drawn from wider members' own nominations.

2. Tenure

2.1. Officers, Regional Chairs and Elected Trustees serve for a four year term. At the following election, they may be re-nominated for a further four year period, after which they must stand down for at least one term.

¹ At the 2014 AGM it was decided that the nomenclature for Group A, B and C members may be updated to better clarify mutual expectations; the terms Group A, B and C are here used interchangeably with any updated designation that may subsequently arise.

² The Board has established a Taskforce to look into issues related to the IAPB regional structure, including the representation of Regional Chairs on the Board, their nomination process and election; the Taskforce is due to report in 2015 with proposals.

2.2. Nominated Trustees have no maximum term of office, as their tenure is linked to their role in the nominating organisation.

3. Frequency and timing of elections

3.1. Election of Officers and Regional Chairs takes place every four years at the time of the IAPB General Assembly.

3.2. Election for the eight elected seats takes place every four years starting from the end of current terms for Group B representatives on the Board (2016). The only exception to this will be the first election, which will see a ballot for the six vacant seats out of the eight (as two Trustees from Group B members are already in place) being held immediately after the approval of the new rules (2014). To align terms of all elected seats, the first elected trustees will serve an *interim* term till 2016, after which all 8 elected seats will be up for election.

4. Nominations

4.1. Election of Officers - nominations for all three Officers positions will be solicited from the Council of Members in time for the anticipated General Assembly. Nominations should take into consideration the criteria required for board membership, as well as any other specific guidance circulated at the time of the call for nominations. The nominees for Officers positions do not have to be drawn exclusively from the Council of Members, but may be from outside of the coalition.

4.2. Election of Regional Chairs³ – nominations for Regional Chairs will be solicited from Council Members as well as national prevention of blindness committees working in each region. Nominations should take into consideration the criteria required for board membership, as well as any other specific guidance circulated at the time of the call for nominations.

4.3. Election of Trustees - all Council Members will be invited to nominate one or more candidates for the eight elected seats on the board. Nominations should take into consideration the criteria required for board membership. The nominees must be drawn from Group B or C Members exclusively.

4.4. A nomination shall be valid if it is accompanied by:

- Evidence that the nominee has accepted the nomination
- Evidence that the nomination has come from a legitimate member of IAPB
- Evidence that the nomination has been seconded by a legitimate member of IAPB
- A statement of no more than 400 words on why the candidates wish to stand for the board

³ The Board has established a Taskforce to look into issues related to the IAPB regional structure, including the representation of Regional Chairs on the Board, their nomination process and election; the Taskforce is due to report in 2015 with proposals.

- A statement of no more than 300 words on why the member believes the nominee should be elected (related to the Person Specification for Board members).

5. Elections for the eight elected places

5.1. The election will be conducted by the Council of Members.

5.2. Council members will receive:

- A clear list of all candidates
- For each candidate, a bio, personal statement and statement from the nominating member organisation
- Details of seconding member organisation
- Clear instructions on the number of candidates for which the Council members may vote
- A clear statement on the closing date for votes

5.3. Each Council member will be able to cast up to eight preferences, or up to the number of seats available for election should this be less than eight.

5.4. Voting will normally take place by email or other electronic means prior to the AGM on the year the terms are over.

5.5. In order to be elected any one candidate must reach a minimum of 11 votes⁴. The two Group B candidates with the most votes will fill the 2-seats quota for Group B members. The remaining six seats will be allocated to the first six candidates, regardless whether they are from Group B or C Members.

5.6. If not all available vacancies are filled after the election, the related board seats will remain vacant till the next round of election, saving the right of the Board to fill casual vacancies as per article 12.3 of the Articles of Association.

5.7. The Audit Committee will oversee the election process.

6. Selection of nominated trustees

6.1. Nominated trustees serve on the board for as long as they are chosen by their member organisation with the automatic right to do so, or until they leave the member organisation.

6.2. When choosing its nominated trustee, the eligible member organisation should take into consideration the criteria required for board membership.

⁴ Based on the principle that “Trustees are appointed by ordinary resolution of the members of the Charity” (art. 12.1 of the Articles of Association); ordinary resolutions are passed by a simple majority of a quorum of members, the quorum currently being 20 members (art. 5.2).



6.3. Nominated trustees are appointed by the board upon submission by the eligible member organisation and start serving immediately, with formal appointment taking place at the subsequent AGM.