Governance Manual

1. About Family for Every Child

1.1. Vision, mission, values, beliefs

Vision

A world where every child can grow up in a permanent, safe and caring family.

Mission

To strengthen a global network of national civil society organisations that mobilises knowledge, skills and resources so every child can grow up in a permanent, safe and caring family, and to support temporary, quality alternative care where needed.

Values

- Solidarity
- Partnership
- Empowerment
- Strive for excellence
- Accountability
- Non-discrimination
- Subsidiarity

Beliefs

- The best place for a child to grow up, regardless of background or circumstance, is in a safe, caring and permanent family.
- Children should have at least one protective, responsible adult who cares for them in their own home - preferably a parent or, if this is not possible, a family member.
- Keeping families together is a priority and more support must be provided for those who need it.
- A range of quality alternative care options must be made available for children who cannot be cared for by their parents.
- Decisions about children's care should be made in their best interests, appropriate to their individual circumstances, and involving children and families.
- Children in alternative care should remain as close as possible to their home communities.

1.2. Conceptual Framework

Family for Every Child's conceptual framework is summarised below:

We want a world where:

- All children grow up in safe and caring families, through efforts to reduce abuse and neglect within families and greater support to: parents, kinship carers, domestic adoption and *kafala* (see Section 1)

- Children who cannot be cared for in permanent families have a range of high-quality care choices for their temporary care including: foster care, small group homes, kinship care and supervised independent living (see Section 2)

- There is better and more participatory decision making about children's care (see Section 4)

As an interim measure only, whilst better alternatives are being developed, we will:

- Support and protect children who have to live outside of any adult care, without the care of families or other carers (see Section 3)

- Improve standards in institutional care (see Section 2)

We feel that inter-country adoption and children's villages should be used with caution (see Sections 1 and 2)

Ultimately, we would like to see an end to:

- The use of large-scale, institutional care (see Section 2)

- Children having to live unsupervised, outside of any adult care (see Section 3)
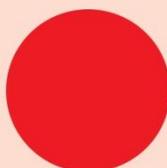
In order to achieve these goals, it is important to develop strong child protection systems which include:

- National legislation, policies and guidance on care, which are in line with the Guidelines for the Alternative Care of Children

- A strong child welfare workforce, orientated particularly to providing support to vulnerable families

- A range of services aimed at keeping families together, and at providing quality alternative care for children

- A recognition of the role of national NGOs, and of both the formal and informal sectors in delivering better care for children

- Linkages to other systems, including health, education, justice and social protection (see Section 5)

Our goals apply during emergency and normal periods to all children, regardless of age, gender, HIV status, disability or any other status.

For more information, please see http://www.familyforeverychild.org/knowledge-centre/towards-family-every-child-conceptual-framework

1.3. Legal structure and the role of this governance manual

Family for Every Child is registered in England and Wales as a charitable company limited by guarantee. It is registered with Companies House (number 08177641) and the Charity Commission (number 1149212).

The activities of the company and certain governance rules are laid out in the Articles of Association.

Under the charity law of England and Wales, and as laid out in the Articles, the objects of Family for Every Child are:

"for the public benefit:

to promote the care, protection and development of children and young people throughout the world and in particular those without parental care or who are at risk of losing parental care; and

to advance such other charitable purposes incidental to the above purpose as [Family for Every Child] may determine".

This governance manual is complementary to, and consistent with, the Articles. It is intended to be a more user-friendly working document to codify governance operations and to enable members to modify the governance approach as appropriate without a need to revert to the higher level Articles.

It should be noted that, in case of any discrepancy between the two documents, the Articles have precedence under law – changes to this manual should always be checked to the Articles to ensure that the two documents remain consistent.

Changes to the governance manual require an ordinary resolution to be passed at a general meeting – usually this would take place when an Assembly of Members is held and an ordinary resolution requires a majority vote of votes cast (in person or by proxy). (see section 4).

2. Members

This section provides a very basic description of members and their roles / rights in the governance structure. For more detail, refer to the membership process document and the membership standards.

2.1. There are 4 categories of membership:

a. Associate – the entry level for a new member.

Associate members are identified following a selection process as agreed by the membership and co-ordinated by the secretariat.

Associate members have the right to have one representative, selected from their own governing body or senior management, in attendance at meetings of the Assembly of Members. Associate members do not have any voting rights at members' meetings, and are not able to stand for the Board or for Assembly committees (if applicable). They can be co-opted onto Board committees or task groups.

Associate status typically lasts for one year, after which the associate is assessed by the Membership and Standards Committee (or, in the absence of this committee, by another mechanism identified by the Board and ratified by the membership) to determine whether the criteria / standards for accession to full membership have been met.

b. Full – the category of membership for national non-governmental organisations who have successfully completed the associate stage.

Full members have the right for one representative to attend meetings of the Assembly of Members. They have one vote in all issues put to the vote of the members.

Full members have the right to nominate a representative from their own governing body or senior management to stand for election to the Board, as President of the Assembly, or to serve on any Assembly committees, Board committees or task groups. See the relevant sections for details on the nomination and selection process for each post.

Full membership requires the member to continue to meet the criteria as determined by the Board and the Assembly of Members. Membership can be suspended by the Board at their sole discretion and with immediate effect; following ratification by the Assembly of Members, membership may be permanently withdrawn.

c.   <u>Affiliate</u> – the category of membership open to research institutes, international and regional NGOs and other alliances and coalitions with experience of work with children without adequate care.

Affiliate members cannot participate in the governance of Family for Every Child.

d.   <u>Friend</u> – the category of membership open to businesses, trade unions, civil society organisations not working specifically on children without parental care, and individuals such as consultants, researchers and professionals.

A friend has an informal relationship with Family for Every Child.

Other benefits and obligations relating to membership, including rights to use the Family for Every Child brand in a member's own communications, are detailed in the membership process document.

2.2. <u>Dispute resolution</u>

In the event of dispute, e.g. at a decision of the Board of Trustees, members have the right of appeal to the Chair of the Board in the first instance. If still not satisfied, the member can appeal to the President of the Assembly of Members for the right to be heard at the next meeting. The President will determine the mechanism to consider an appeal, including whether there is a case to be heard; the President's decision is final.

3. **Governance structure**

The primary bodies in the governance structure of Family for Every Child are:

- Assembly of Members
- Board
- Secretariat

3.1 <u>Assembly of Members - summary</u>

The Assembly of Members is the highest body in the governance structure.

Its main governance functions are primarily to discharge responsibilities under the Companies Act – for example, to receive the accounts and reports from the Board to appoint and/or remove trustees, to appoint auditors and authorise trustees to agree auditor remuneration, and to agree changes to the Articles or the Governance Manual. This business takes place in a general meeting convened in accordance with the Companies Act and the Articles.

As well as governance functions, meetings provide an opportunity for knowledge sharing, practice exchange and strategy development . These aspects of the Assembly are less formal, and are not convened as formal general meetings under The Companies Act.

The Assembly is overseen by the Assembly President.

The frequency of physical Assembly meetings is agreed by the members as described in 4.3. The President is responsible for determining how to manage meeting logistics (venue etc.) and for liaising with the secretariat (predominantly on the conference elements of the meeting) and Board (predominantly on the governance elements). This liaison includes the allocation of staffing responsibilities for co-ordinating the meeting.

See section 4 for more detail.

3.2. Board - summary

The Board is responsible for taking the decisions / steers from the Assembly of Members and ensuring these are translated into a detailed strategy. It is responsible for oversight of the strategy delivery.

It is responsible for ultimate management oversight of the secretariat's functioning – it holds the Chief Executive to account. The Board is responsible for ensuring good governance across the organisation.

The Board is accountable to the whole membership through the Assembly of Members.

The ideal Board size is between nine and thirteen trustees, with the majority of trustees elected by the membership.

See section 5 for more detail.

3.3. Secretariat - summary

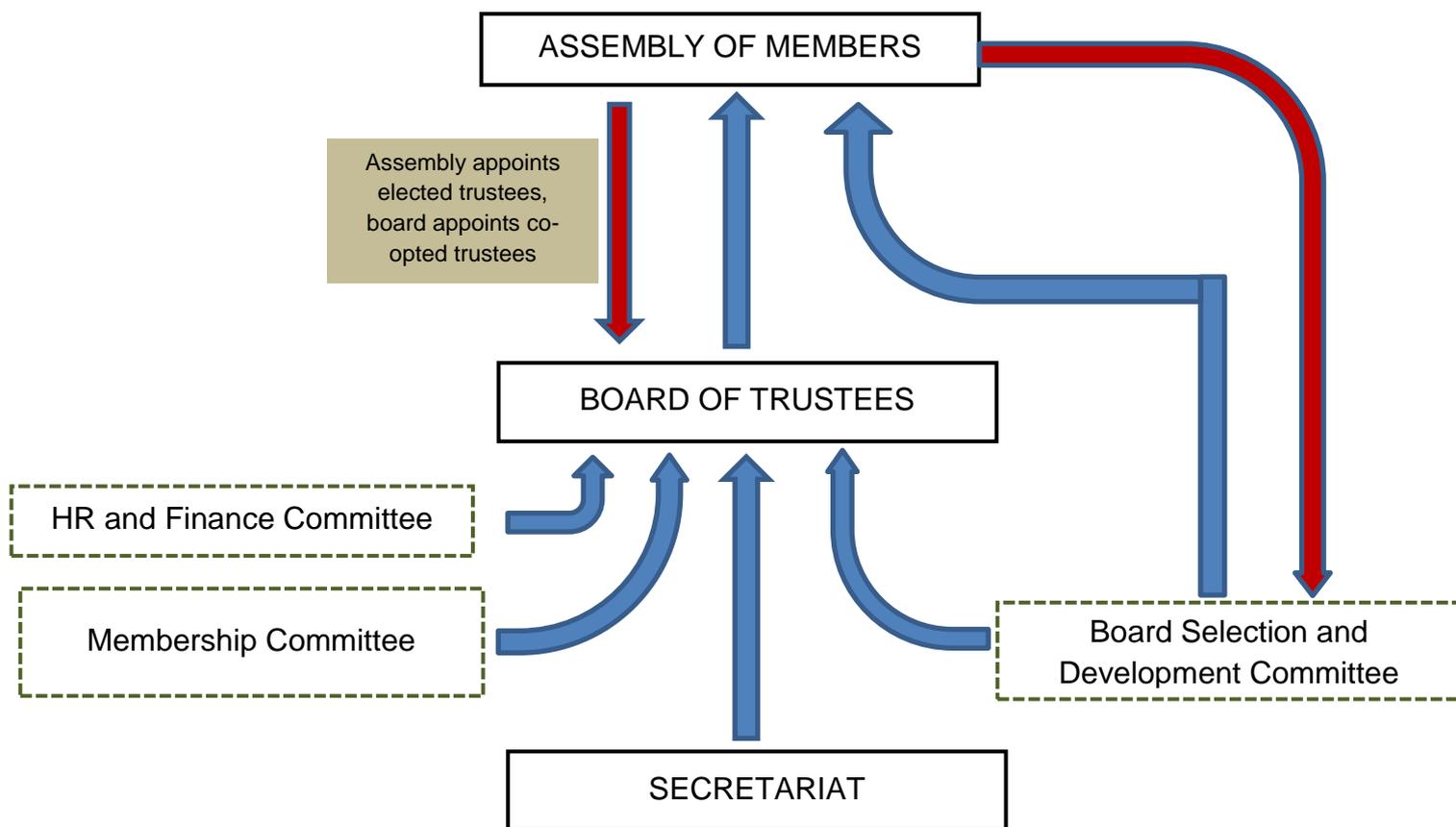The secretariat is accountable to the Board via the Chief Executive.

It is responsible for supporting the detailed development of, and operationalising, the agreed strategy.

The secretariat facilitates and works with members, for example through working groups.

See section 7 for more detail.

The governance structure is shown in diagrammatic form below, along with high-level accountabilities.

ASSEMBLY OF MEMBERS

Assembly appoints elected trustees, board appoints co-opted trustees

BOARD OF TRUSTEES

HR and Finance Committee

Membership Committee

Board Selection and Development Committee

SECRETARIAT

Key

Makes appointment (where not appointed by Board of Trustees)

Accountable to

Mandatory elements of the governance structure

Discretionary – functions can be discharged by Board as a whole or by formation of a committee, at the Board's discretion

The governance structure is designed to ensure appropriate checks and balances over key decisions, and in particular to ensure that conflicts of interest and loyalty regarding resource allocation and strategic direction are avoided. See the rest of the manual for more details.

4. Assembly of Members

4.1 President of the Assembly

The President of the Assembly ('President') is the person with overall responsibility for ensuring that Assembly meetings run effectively, and that the governance responsibilities of the members are discharged through such meetings.

The President also has a role in representing Family for Every Child in certain external forums, where it is considered appropriate for the membership's face to be seen.

The President must be a full member representative, and must not be on the Board of Trustees.

4.2 Selection of the President

The President is selected by the full members at the Assembly of Members. The appointment is made by consensus where possible, once the election of trustees has been completed. If consensus is not possible, a vote will be held in the manner determined by the incumbent President.

At the end of each Assembly meeting, consensus is sought amongst full members as to whether the President shall remain in post. If consensus is not achieved, a President is selected by the process described above. Unless the incumbent President has been in post for two three-year terms (see below), that individual is eligible to stand again.

A formal vote amongst full members is held at the third anniversary of the President's appointment (or the nearest Assembly meeting to that date if the meeting is within six months of the anniversary) to validate the President remaining in post for a maximum of an additional three years. After this period the President must stand down and cannot be reappointed for a minimum of one year.

4.3 Removal of President

If an Assembly meeting is called as laid out in section 4.4 of this manual, and a motion is heard seeking removal of the President, the President can be removed by simple majority of those voting provided the President has had the opportunity to be heard.

The President must stand down if they leave their member organisation.

When the President ceases to fulfil the role without the Assembly having met, the Chair of the Board of Trustees shall appoint an interim President from

amongst the membership to ensure continuity until the Assembly has had the opportunity to meet and appoint a new President.

4.4 Process for calling and running meeting

The frequency of Assembly meetings is a matter for the members. The frequency will be influenced by such issues as:

- the number / scale of issues to be discussed,
- cost / affordability / availability of funding,
- logistical considerations such as the amount of effort required of the President, secretariat etc. to set up and run a meeting.

An Assembly meeting will include a decision on the timing of the next Assembly meeting. The President then considers options and reaches a decision on the location of the next Assembly. This is supported by the secretariat, who advise on budget and resource implications, and are responsible for the meeting organisation, logistics etc.

Ad hoc Assembly meetings, which are held via electronic means, can be called by 5% of the full membership requesting the President to call a meeting. The President and trustees are required to accede to this request.

An ad hoc electronic meeting requires 14 clear days' notice to members, unless more than 90% of the full membership agree that it can be held sooner.

An ad hoc 'physical' meeting requires the agreement of 75% of the full membership, to be obtained via an electronic meeting. 1 month's notice minimum is required for a physical meeting.

The President is responsible for agenda planning and other aspects of meeting co-ordination, supported by the secretariat and other support resources as identified, for example regional or subject matter representatives from amongst the membership. In line with company law, the board of Trustees issue formal notices for general meetings, in consultation with the President.

If the President is unable to attend a meeting of the Assembly of Members, the membership will choose a Chair of the meeting from amongst themselves at the beginning of the meeting. This is done by consensus where possible – if not possible, a vote is held.

4.5 Mechanisms for motions, resolutions etc.

Any two members (full or associate) can propose a motion for discussion at the Assembly of Members, following the process to be determined by the President in consultation with the secretariat. Motions relating to the governance matters referred to in 3.1 are required to be circulated but apart from that, the President has the final say on whether a motion will be included in the conference part of

the meeting. The President may not refuse to place a validly proposed motion for his or her dismissal on the agenda.

4.6 Meeting quorum

For a meeting to proceed for governance purposes, at least 50% of the full members must have confirmed by a date set by the President (usually 28 days before the meeting) that they would attend either directly or by proxy.

If, at the commencement of the meeting, it is discovered that less than 50% are in attendance, the meeting is quorate if a majority of those full members who are attending deem it to be so, provided more than 10% of the full membership are in attendance. This is achieved by a show of hands or other voting mechanism to be determined by the President.

4.7 Voting rights and procedures

All motions and resolutions to be voted on by members are passed by simple majority (greater than 50% of the votes cast) of those in attendance in person or by proxy, unless a special resolution is required by the Articles of Association. A special resolution requires 75% of the votes cast for the motion to be passed.

Each full member of Family for Every Child has one vote, or the number of votes determined by the Assembly. Full members always have the same number of votes as each other.

The President is responsible for deciding on the procedure to be applied for any vote put to the members. These may include:

- vote by raising of hands at Assembly,
- secret ballot conducted during Assembly,
- electronic / postal votes conducted by communication to members outside a general Assembly.

Note that this list is not intended to be exhaustive; the decision of the President is final.

For the election of trustees, the President is required to consult the Board (via the Board Selection and Development Committee if it is in place) before determining the procedure to be used. The President is expected but is not required to follow the Board's recommendation; if the recommendation is not followed, this fact and the rationale must be disclosed in the notice of election sent to members.

4.8 Standard agenda items for governance

- Report from the Board of Trustees – progress against strategy and key Board decisions
- Financial report from the treasurer

- Report from the secretariat – operational performance
- Membership and standards report – update on (and ratification of?) changes to membership
- Trustee elections
- Appointment of President

5 Board

5.1 Board membership

The Board should ideally have between 9 and 13 trustees. The articles allow for a wider range – to go outside this ideal range requires a majority vote of full members.

The essential criteria for the composition of the Board are:

- Minimum of five trustees elected by the membership – *this is to ensure that the smallest target Board size (nine) would have a majority of elected trustees.*
- Maximum of thirteen trustees in total - *in line with the upper end of the target Board size.*
- There must always be more elected than co-opted trustees – *reinforcing the importance of a member-led and governed organisation.*

Good practice recommendation: a minimum of two co-opted trustee posts enables additional skills to be brought in if so desired. This is at the discretion of the Board.

5.2 Trustee election rules / processes

Election of member representatives is managed by the President, supported by the secretariat, having taken advice from the Board.

The individuals with the most votes are selected in order, depending on the number of seats available for election.

Trustees are elected for a term of three years. At the end of the first term, a trustee can stand for re-election. At the end of the second term, a trustee must stand down from the Board for at least one three-year term; the member organisation represented by this trustee cannot nominate another trustee for election for at least one full Board term.

5.3 Elected member leaving their organisation

If an elected trustee leaves their organisation, the member organisation has the right to nominate a replacement trustee. This nomination will be put to the full members for ratification (usually by electronic means); a vote of more than 50% of the full members is required to reject the proposal.

If members reject the nomination, a by-election is held, co-ordinated by the secretariat under the direction of the President. The member organisation in question is able to nominate a candidate for a second time, including the candidate rejected in the ratification vote.

The elected representative serves the remainder of the term outstanding i.e. stands down at the same date as the originally elected Board trustee would have done. If from the same member organisation as the original trustee, the appointment is deemed to be continuous (i.e. if the member is in its second term, it must then stand down for one term); if from a different member organisation, it is deemed to be the first term.

5.4 Co-option of trustees

The Board is responsible for co-opting additional trustees, based on their assessment of skills gaps. This assessment, and the co-option, may be delegated to the Board Selection and Development Committee if it is in place.

In general, co-option is through an open and transparent process of advertisement and recruitment.

Two co-opted posts are set aside for representatives of EveryChild. These posts are not subject to open recruitment, they are nominees of the EveryChild Board. This sub-clause will be removed when the EveryChild Board determines it is no longer required.

5.5 Chair of the Board

The Chair is appointed by the Board.

The Chair can be in post for a maximum of three terms of three years, to facilitate continuity in the Board's operations. The decision to extend from one term to the next is taken by the Board.

The role specification of the Chair is included as Appendix 1.

5.6 Quorum

In order to be quorate, at least 50% of the Board must be in attendance. At least 50% of those in attendance must be elected by membership.

While the sub-clause (see 5.4) relating to EveryChild representatives is in place, quorum requires at least one EveryChild representative to be in attendance.

If quorum is not possible, the meeting can still proceed, but cannot take any decisions without the agreement of a quorate number of trustees. This agreement can be achieved by circulation of draft minutes, including the rationale for any recommended decisions, with the retrospective electronic support of a

sufficient number of those not present to ensure that a simple majority of all trustees have approved.

5.7 Conflicts of interest or of loyalty / dispute resolution

Conflicts of interest or of loyalty must always be declared at the beginning of the meeting, or if a Board member feels that a potential conflict is created in discussion.

The Treasurer has a specific role in ensuring that potential conflicts of loyalty are identified and highlighted, in particular where elected trustees' loyalty to the organisations they represent may create a potential conflict with the best interests of Family for Every Child as a whole.

The Chair is the final arbiter of whether a conflict exists, and of the necessary action to resolve the conflict. Likewise, dispute resolution is at the sole discretion of the Chair.

All trustees complete a declaration of potential conflicts of interest / loyalty annually.

It is important to emphasise that, as a Board trustee, one is responsible for ensuring that the charitable objects, and the vision, mission, values and beliefs of Family for Every Child, are the primary consideration for all Board actions. In particular, elected trustees must remain alert to the risk that the interests of, or loyalty to, the member organisation may colour their judgement – such instances must be immediately drawn to the attention of the rest of the Board for their awareness and action as appropriate.

See appendix 3 for more detail on conflicts of interest.

5.8 Creation of, and appointments to, Board committees and task groups

Committees and task groups which report to the Board may be formed or disbanded from time to time, at the sole discretion of the Board.

Unless otherwise specified, the Board is responsible for the selection and appointment of representatives on any Board committee.

The committees listed in section 6 are the recommended committees of the Board. It is at the Board's discretion whether these duties are best discharged via a committee or by the Board as a whole.

All Board committees have the power to make recommendations only; final decisions rest with the Board.

5.9 Removal / disqualification of trustees

Article 25 of the Articles of Association covers this issue in some detail.

For the purposes of this manual, attention is drawn to Article 25.8, which permits the removal of trustees at a general meeting of members.

If an Assembly meeting is called as laid out in section 4.4 of this manual, and a motion is heard seeking removal of any or all trustees (including co-opted trustees and the Chair but not including EveryChild representatives), then trustees can be removed by simple majority of those voting provided the trustees have had the opportunity to be heard.

Such action would immediately trigger a Board election if elected trustees are removed.

6. Board committees

6.1 Finance and Audit Committee (recommended)
- Responsible, on behalf of the Board, for oversight of good financial and governance management, for example:
    - in depth monitoring of financial targets and performance,
    - audit oversight,
    - risk management oversight,
    - assurance on financial policies and controls operated by the secretariat.
- Chaired by one of the trustees.
- Participants are drawn from a mix of trustees and individuals co-opted from outside the Board / membership for their specific skills and, potentially, to bring added independence.
- Makes recommendations to the Board, has no formal decision making power.
- Four meetings per year before Board meetings.

6.2 Membership and Standards Committee (recommended)
- Responsible, on behalf of the Board and the whole membership, for overseeing
    - the membership standards,
    - the process for identification, assessment, and acceptance of new members,
    - the process for oversight of members to ensure ongoing compliance,
    - complaints and disciplinary processes, ensuring a neutral, member-based conflict resolution mechanism,
    - recommendations to the Board regarding proposed cancellation of membership (e.g. due to a full member's failure to meet the minimum standards or when there is judged to be a serious breach of regulations). See the membership process document for more details.

- Works closely with the secretariat on these processes.
- Chaired by an elected trustee.
- Committee is a mix of elected trustees and member representatives 'co-opted' by the Board from the membership.
- Members are selected for the committee to ensure a representative grouping with understanding of different organisations and interventions.
- Makes recommendations to the Board, has no formal decision making power.
- A regular cycle of meetings, likely to be quarterly, to process applications.

6.3 Board Selection and Development Committee (recommended)

- Responsible, on behalf of the Board, for considering the Board skill sets / skill gaps, identifying relevant Board training opportunities to address gaps and assessing the co-option needs of the Board to complement existing skills / to close gaps.
- Responsible for managing the process of trustee co-option – job specifications, advertisement and interview.
- Makes recommendations to the Board, which will make the final decision on appointment.
- Meeting frequency is ad hoc, as need is identified by the Board.

7. Secretariat

- Responsible for supporting the detailed development of, and operationalising, the agreed strategy.
- Facilitates and works with members, for example through operational / issue-related working groups. These may be formed at the discretion of the secretariat or at the request of members.
- Accountable to the Board via the Chief Executive.
- See appendix 2 for the structure of the secretariat.

Family for Every Child Governance Manual

Appendix 1: Role descriptions and person specifications

A. Trustee

Duties:

- To ensure that Family for Every Child complies with its governing document, charity law, company law and any other relevant legislation or regulations.
- To ensure that the organisation pursues its objects as defined in its Articles of Association, and that it uses its resources exclusively in pursuance of its objects.
- To ensure that the organisation operates within the parameters laid down by the members in the Family for Every Child Governance Manual.
- To contribute actively to the Board of Trustees in giving firm strategic direction to the organisation, setting overall policy, defining goals, setting targets and evaluating performance against agreed targets. In doing so, to ensure that the Board has taken account of input from the membership.
- To safeguard the good name and values of the organisation.
- To ensure the effective and efficient administration of the organisation.
- To ensure the financial stability of the organisation.
- To protect and manage the property of the organisation and to ensure proper investment of funds.
- To monitor the performance of the Chief Executive.
- In 2016, alongside the decision on the long-term location of the secretariat, to appoint the permanent Chief Executive.
- To represent the organisation externally.

In addition to the above duties, each trustee should use any specific skills, knowledge or experience they have to help the Board of Trustees reach sound decisions. This includes:
- scrutinising Board and committee papers,
- leading discussions,
- focusing on key issues,
- providing guidance on new initiatives,
- other issues in which the trustee has special expertise.

In all actions, elected trustees must remain conscious of the fact that, as a Board trustee, all conflicts of loyalty with their own organisations are to be avoided or disclosed. Decisions must be taken solely with the best interests of Family for Every Child in mind.

Commitment:

It is anticipated that there will be four Board meetings a year:

- Two 'virtual' meetings by electronic means, lasting 2-3 hours each.
- One physical meeting, lasting one day, to be held at the secretariat's primary location, to enable Board-secretariat interaction.
- One other physical meeting at a location to be determined by the Board. This may be close to a member's operational activities, to enable greater interaction between the Board and the work of Family's membership.

In addition, trustees may be requested to provide support and guidance to the Chief Executive and other secretariat staff between meetings.

<u>Person specification</u>

Trustees should collectively bring to Family for Every Child a skill mix appropriate to the governance of the organisation. This requires candidates to have specialist skills and experience in a broad range of areas.

All trustees need to have the following:

- Understanding, or commitment to acquire an understanding, of the legal duties, responsibilities and liabilities of trustees.   Acceptance of these duties, responsibilities and liabilities, and a commitment to operate within them.
- Good, independent judgment and the ability to operate at a strategic level.
- An ability and willingness to work as a member of a team and to support management.
- Understanding and empathy with Family for Every Child's vision, mission, values and beliefs.

Prior experience of working with or on a Board, whilst desirable, is not an essential requirement for elected trustees.

Translation and interpretation support for effective participation in Board meetings will be resourced; English language is therefore not a requirement for trustees.

Family for Every Child Governance Manual

B. Chair of the Board of Trustees

<u>Role description</u>

In addition to the general responsibilities of a trustee:

1. To provide leadership to the Board and to ensure that trustees fulfil their duties and responsibilities for the proper governance of Family for Every Child, including their responsibilities to respect the intentions of the membership as a whole.
2. To chair and facilitate Board meetings, including the setting of the agenda.
3. To monitor decisions made at the Board and to ensure that they are implemented. To take the lead, on behalf of the Board, for the management of the Chief Executive, and thereby the management and oversight of the secretariat.
4. To ensure impartiality and objectivity in decision-making.
5. To manage potential conflicts and disputes at Board level.

<u>Person specification</u>

In addition to the trustee person specification:

1. Leadership skills.
2. Tact and diplomacy.
3. Good communication / interpersonal skills.
4. Extensive experience at Board level in an international context, preferably in membership-led organisations or in networks.
5. Impartial, fair and able to respect confidences.
6. Preferably, good knowledge of child protection or of related fields.

C. Vice Chair of the Board

<u>Role description:</u>

In addition to the general responsibilities of a trustee, the overall role of a Vice chair is to support the Chair in ensuring the Board of Trustees fulfils its responsibilities for the governance of Family for Every Child; act as Chair in the absence of or during the incapacity of the Chair; and to be the Board contact with the President and Assembly of Members. The Vice Chair will work:

- To ensure he/she is kept informed of issues facing the Board and Family for Every Child so he/she can act as Chair in the absence of or during the incapacity of the Chair.
- In the absence of or during the incapacity of the Chair, to chair meetings of the Board, ensuring it functions effectively and carries out its duties**.**
- In the absence of or during the incapacity of the Chair, to chair General Meetings.
- To be the main point of contact with the President of the Assembly of Members to ensure good working relationships between the two bodies.
- To be the main point of contact in coordination between the Board and the President in preparation and delivery of the Assembly of member meetings.
- To be the first point of contact to resolve any issues between the members and the Board.

Family for Every Child Governance Manual

D. Treasurer of the Board of Trustees

Role description

In addition to the general responsibilities of a trustee, the overall role of a treasurer is to maintain an overview of the organisation's affairs, ensuring its financial viability and ensuring that proper financial records and procedures are maintained. For example, by taking a lead role on behalf of the Board in:

- Overseeing the preparation of budgets, accounts and financial statements, and recommending them to the Board for approval
- Being assured that the financial resources of the organisation meet its present and future needs
- Ensuring that the charity has an appropriate reserves policy
- Ensuring that appropriate accounting procedures and controls are in place
- Ensuring that the charity has an appropriate investment policy
- Ensuring that the accounts are prepared and disclosed in the form required by funders and the relevant statutory bodies, e.g. the Charity Commission
- Ensuring that the accounts are scrutinised in the manner required by external audit and any recommendations are implemented
- Keeping the Board informed about its financial duties and responsibilities
- Making a formal presentation of the accounts at the annual general meeting and drawing attention to important points in a coherent and easily understandable way

In addition, the Treasurer has a key role in ensuring that potential conflicts of loyalty are identified and highlighted, in particular where elected trustees' loyalty to the organisations they represent may create a potential conflict with the best interests of Family for Every Child as a whole.

Person specification

In addition to the trustee person specification:

- Financial qualifications and experience
- Some experience of charity finance and fundraising
- The skills to analyse proposals and examine their financial consequences

It is anticipated that the Treasurer will be co-opted and independent of the membership, due to specific skills in the role description and person specification, and also to ensure objectivity and independence in managing conflicts of loyalty.

Family for Every Child Governance Manual

E. President

<u>Role description</u>

The key functions of the President are:

- To oversee the arrangement of, including agenda setting, and to chair meetings of the Assembly of Members.
- To ensure that Assembly meetings run effectively, and that the governance responsibilities of the members are discharged through such meetings.
- To oversee the process of electing trustees to the Board.
- The President has a role in representing Family for Every Child in certain external forums, where it is considered appropriate by the board of trustees or the secretariat for the face of the organisation to be a non-trustee member.

<u>Person specification</u>

- An active participant in Family for Every Child member activities, particularly in Assembly meetings.
- Strong understanding of Family for Every Child's, and its membership's, sphere of influence, both through extensive engagement in the work of the member organisation represented, and also through good networking activity within Family for Every Child and more widely.
- Good mediation and chairing skills.
- Strong governance process capabilities.
- Clear commitment to Family for Every Child's values and beliefs, and the ways of working that are established within the Family network.

<u>Extent of Executive Authority</u>

The President is authorised to direct the activities of the secretariat in relation to the election of trustees and the planning of Assembly meetings (within the financial and personnel boundaries authorised by the Board of Trustees).

The President has no other remit to direct the actions of the secretariat other than with the express agreement of the Chair of the Board of Trustees and/or the Chief Executive.

The President only represents Family for Every Child externally as President when requested to do so by the Chair of the Board of Trustees or the Chief Executive.

Family for Every Child Governance Manual

F. Chief Executive

<u>Role Description</u>

This is a key role in supporting Family for Every Child to establish a member-led network of suitable scale and effectiveness to take over the assets and charitable mission from EveryChild. This leadership role will combine supporting the set up and development of a well-functioning Board and General Assembly; delivery of effective and value-adding services to members; build the membership base within a credible standards framework; establish an international profile as a unique expert organisation; demonstrate the capacity to influence change through advocacy, research, policy and practice exchange; engage a new supporter base from diverse markets. This role will also be instrumental in working with EveryChild to ensure a smooth transition of assets and charitable mission, setting in place the requirements for due diligence and asset transfer and driving a path of synergy between the two organisations during this complex organisational change process.

<u>Scope and Limits of Authority</u>

- Budget of up to £5 million, including EveryChild Grant,
- Oversight of the development and delivering of the strategic plan, in synergy with the EveryChild transition plan, managing associate risks
- Reporting to Board of trustees and Assembly of Members
- Accountable for compliance with both Company and Charitable Law in the UK
- Line management of Head of Membership Support; Head of Policy & Technical Advisory Services; Head of External Affairs and Head of Technical Consultancy
- Oversight of the set-up and on-going liaison with sister organisations and relocation of the Secretariat

<u>Key Responsibilities</u>

- Establish a functioning Board of trustees accountable to an Assembly of Members and compliant with UK legislation
- Oversight of recruitment of trustees and Board development of Family for Every Child's sister organisations.
- Accountable for the efficient and timely delivery of the strategic plan and financial forecasting.
- Anticipate changes in both external and internal environment to identify risks and opportunities taking action when needed
- Ensure preparation for the due diligence process and successful hand over of assets.

- Co-Responsible for ensuring synergy between the strategic development of Family for Every Child and the transition of EveryChild to form one organisation
- Ensure robust systems and reporting to be able to track delivery and achievement of change objectives
- Lead the establishment of a credible expert international network with the capacity to deliver impact and influence change at a global and national level
- Lead the senior management team to ensure coordinated and accountable delivery of strategy and plans and a facilitative and transparent working culture
- Ensure membership and technical support to members is both effective and adds value
- Develop and maintain key external relationships to support the development of the organisation and its credibility as a unique international expert based network
- Ensure the maintenance of the EveryChild supporter base as sustainable core funding for the Alliance alongside a diversification of funds to demonstrate independence and future viability
- Preparation for relocation and appointment of the new CEO

Personal Specification

Knowledge
- Must be educated to post graduate degree level or equivalent.
- Have a strong understanding of international development
- Solid knowledge of child rights and ideally the child protection and care sector
- A successful track record of creatively developing practical strategy and translating strategic plans and decisions into operational practice
- Knowledge of UK legislation as it relates to charities
- Written and spoken Spanish, Arabic or Russian (*desirable*)

Experience

- Experience of strategic organisational change and leading complex organisational development
- Previous experience of supporting Board development ideally in a membership organisation
- Experience of managing networks of stakeholders, both internally and externally.
- Capacity to foster a positive and supportive culture so that members and staff share a sense of common purpose and adherence to our goals
- Proven experience and skills in managing the delivery of corporate services, including very strong financial planning, and management

- Experience of operating in an organisation in which a facilitative and consultative style of management is appropriate.
- Proven track record of experience and impact in related areas of work including organizational development issues, strategy and business planning, project management and reporting, and/or new business development.
- Proven experience of setting and meeting income and expenditure budgets in excess of £5million, and a demonstrable understanding of cash flow and financial reserves.
- Previous experience of building high level external relationships and donor management of complex multi-country projects
- Understanding of consultancy and consortium working
- Proven understanding of international institutions, processes and frameworks for achieving change in international development
- Proven effectiveness in managing cross-team initiatives that require strong coordination and communication ability.
- Partnership working and understanding of the context of national NGO's particularly in resource constrained environments.
- Demonstrable results in delivering change at an international level using research, policy and advocacy as a mechanism to achieve change
- Experience of working in a multi-cultural setting, ideally in more than one language, demonstrating understanding of working internationally

__Skills and Personal Attributes__

- Ability to take decisions in a complex environment across a wide range of different functions and specialist areas
- Strong interpersonal skills: influential, persuasive, flexible, with a tolerance of ambiguity demonstrating sound judgment and strong solutions focus and willingness to develop new ways of doing things
- Empowering, listening and supportive management style
- Proactive, imaginative, with a flair for problem solving
- Sophisticated oral and written communication skills
- Capacity to deal with a wide range of relationships and situations
- Accountability for results
- Self-motivated with a low need for external structure producing high quality work to inform organizational development and change
- Sensitivity to the complexities of working with people from a range of cultural backgrounds.
- Commitment to working in a facilitative and enabling way to achieve full and equitable participation
- Recognition of the importance of learning, documentation and knowledge transfer to achieve effectiveness
- Willing to make an overall positive contribution to the life of children in need of positive family care
- Willingness to travel for a maximum of 2 months a year.

Appendix 2: Secretariat Structure

The Secretariat's role is to facilitate:

- The good governance of Family in line with our governance manual and charitable objectives and the requirements of UK Charity and Company legislation as it applies to Family for Every Child.
- The development of the membership base and the monitoring of the standards of compliance of members
- The delivery of better outcomes for children through a range of interventions delivered with and by the members and other partners when relevant.
- The maintenance of existing funding and the acquisition of new funding
- Communications to enhance the profile of Family for Every Child
- The provision of administrative and back office functions to ensure the smooth running of the alliance.

Proposed functions for the Secretariat.

- Provide Board support as an executive team and staff in line with the governance manual.
- Manage and report to the Board on risk and delivery of KPI's.
- Facilitate the development of Family's strategy in line with our Vision, Mission, Values, Theory of Change, and Conceptual Framework.
- Operationalise agreed strategy through approved plans and budgets and provide regular reports and accounts.
- Undertake membership scoping and induction in line with the Membership Development Strategy, approved criteria, process and plans.
- Track and support membership engagement and compliance through the Members Charter, agreed engagement criteria, membership standards, financial accreditation. Implement actions to address concerns as outlined in the procedures for suspension and cancellation of membership.
- Manage allocation of project resources through multi-country initiatives, membership initiative funds, micro-grants and other agreed mechanisms.
- Undertake research with members and partners and support research activities undertaken by members.
- Produce policy papers in consultation with members.
- Provide technical expertise to members and the Board both in terms of content on achieving better outcomes for children's care and in terms of methodologies to achieve wider impact such as research, documentation and evaluation of practice, policy development, technical assistance and advocacy.
- Undertake advocacy at regional and international level, in accompaniment with members when appropriate.

- Provide Technical Assistance, in accompaniment with members when possible, as part of the delivery of contacts and grants awarded by external donors.
- Provide capacity development to members against criteria approved by the Board. This may be delivered nationally, regionally and internationally.
- Represent Family for every Child at external events and meetings.
- Coordinate and when relevant manage the delivery of externally awarded grants.
- Undertake fundraising and development of external relationships with actual and potential donors.
- Produce and manage communications to build and maintain the profile of Family to external audience.
- Provide administration support to the Board, President, Assembly and members.
- Implement changes to policies and business systems and processes.
- Ensure adherence to agreed policies, procedures and guidelines.
- Provide logistical support for the organization of the annual General Assembly
- Other functions as identified by the Board or Assembly of Members.

Appendix 3: Conflicts of Interest

The articles of association contain more specific detail on the management of trustee conflict of interest than are laid out in the body of the governance manual. The relevant article is included below as an appendix to the manual.

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22.   Trustee interests and management of conflicts of interest

Declaration of interests

22.1   Unless Article 22.2 applies, a Trustee must declare the nature and extent of:

22.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Charity; and

22.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Charity or his or her duties to the Charity.

22.2   There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

Participation in decision-making

22.3   If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Charity, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.

22.4   If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Charity, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:

22.4.1 the decision could result in the Trustee or any person who is Connected with him or her receiving a benefit other than:

(a)   any benefit received in his, her or its capacity as a beneficiary of the Charity (as permitted under Article 4.4.1) and which is available generally to the beneficiaries of the Charity;

(b)   the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.29;

(c)   payment under the indemnity set out at Article 6; and

(d)   reimbursement of expenses in accordance with Article 4.4.2; or

22.4.2 a majority of the other Trustees participating in the decision-making process decide to the contrary,

in which case he or she must comply with Article 22.5.

22.5   If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 22.5, he or she must:

22.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;

22.5.2 not be counted in the quorum for that part of the process; and

22.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Charity

22.6   Where a Trustee or person Connected with him or her has a conflict of interest or conflict of duties and the Trustee has complied with his or her obligations under these Articles in respect of that conflict:

22.6.1 the Trustee shall not be in breach of his or her duties to the Charity by withholding confidential information from the Charity if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

22.6.2 the Trustee shall not be accountable to the Charity for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

Appendix 4 Family for Every Child – Responsibility Assignment Matrix

	Assembly of Members	President	Board (and sub-committees)	Family Alliance Board	Secretariat
Governance	(A) (R) Elects President (A) (R) Elects member representatives to the Board (A) Agrees any amendments to the Articles and governance manual (A) Agrees auditors and their remuneration (I) Receives annual report and accounts from Board (A) Elects Family Alliance Board	(R) Coordinates Board election process (R) Coordinates the business meeting at General Assembly	(A) (R) Elects co-opted trustees to the Board (A) Ensures that the charity complies with charity law, and with the requirements of the Charity Commission as regulator (R) Responsible for making any amendments to Articles and governance manual (A) Approves any amendments to Family Alliance bylaws and Articles of Association (R) Presents annual report and accounts to Assembly of Members	(A) Oversees legal compliance of Family Alliance (C) Consulted on Family Alliance Board elections	(R) Produces annual report and accounts as required by law (R) Recommends auditors to the General Assembly (via the Board) (R) Files annual returns with Charity Commission and Companies House (R) Supports Assembly of Members and Board with governance responsibilities
Strategy and risk	(R) (C) Provides steer and inputs ideas into the strategy development process (including Theory of Change)	(R) Supports internal and external communication of strategy	(A) Sets Family's strategic aims, objectives and direction. Identifies risks arising from its activities and manages those risks (A) Holds Secretariat to account for delivery of the strategy (I) Receives 6-monthly progress and risk reports from the Secretariat	(C) Feeds into development of strategy and Theory of Change	(R) Manages strategy development process and develops detailed strategy documents as directed by the Board (R) Delivers agreed strategy and reports to the Board on progress and risks
Operational planning & budgeting	(R) Identifies long-term, multi-country priorities and projects (C) Inputs perspectives on wider planning priorities of Family		(A) Oversees and signs off operational plan and budget (R) Manages the reserve position and sets overall financial framework (I) Informed of member priorities through the Assembly of Members	(I) Receives operational plan and budget for information	(R) Manages operational planning and budgeting processes (I) Receives financial parameters from the Board
Project delivery (charitable activity)	(R) Implements work (via multi-country initiatives, Member Initiative Fund, micro-grants) (I) Receives consolidated activity reports from the Board		(A) Oversees delivery of charitable activity against charitable objects (R) Reports on activity to Assembly of Members (I) Receives activity reports from Secretariat	(R) Reports on Family Alliance funded activity to Assembly of Members (I) Receives activity reports from Secretariat	(R) Coordinates and supports project delivery (R) Reports to Family for Every Child and Family Alliance boards on project activity (R) Manages allocation of project resources through multi-country initiatives, MIF and micro-grants
Network growth & development	(A) Agrees changes to membership standards and categories of membership (I) Receives reports from Membership and Standards Committee (C) Consulted on scoping plans in member countries (I) Receives information on new members	(R) Participates in induction of new member organisations	(A) Approves Membership Development Strategy and country scoping plans (A) Approves associate and affiliate member applications (A) Holds ultimate accountability for member compliance in line with membership standards (I) Receives reports on member engagement and compliance	(I) Receives information on new members	(R) Operationalises Membership Development Strategy (carries out country scoping and membership standards assessments) (R) Tracks and reports to the Board on member engagement and compliance with membership charter
External communications	(R) Representation of Family at external events	(R) Representation of Family at external events	(A) Representation of Family at external events	(R) Raising awareness about Family at external events	(R) Representation of Family at external events
Income and expenditure	(R) Participates in fundraising opportunities and informs Secretariat of funding opportunities in country and region (I) Receives consolidated reports on financial performance		(A) (R) Sets reserves policy (A) Approves Fundraising Strategy and income targets (A) Monitors income and expenditure against income budget and targets (I) Receives income reports	(A) Monitors income and expenditure against Family Alliance budget and targets	(R) Operationalises the Fundraising Strategy (R) Reports to the Board on income and expenditure and reserves (R) Manages reserves and monitors reserve policy
Policies and business systems & processes	(I) Informed of changes to key policies		(A) Approves changes to corporate policies and signs off on key business decisions		(R) Manages changes to policies and business systems and processes

(A) Those who are ultimately answerable for the correct and thorough completion of the task, and who delegate the work to those responsible
(R) Those who do the work to achieve the task
(C) Those whose opinions are sought, typically subject matter experts; and with whom there is two-way communication
(I) Those who are kept up-to-date on progress, often only on completion of the task; and with whom there is just one-way communication