

CISV INTERNATIONAL GOVERNING BOARD - TERMS OF REFERENCE

THIS DOCUMENT

This document must be read in conjunction with the CISV International Articles (and Memorandum) of Association, the Principles of Membership and Association as well as the Trustee Code of Conduct. These Terms of Reference elaborate on the powers and procedures of the Governing Board outlined in the Articles and are in line with the powers of CISV International and of its Members as set out in the Articles and the Principles of Membership. The Code of Conduct goes on to describe the standard of behaviour expected of Trustees in carrying out their role and responsibilities.

DEFINITIONS

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| Member: | CISV National Associations and Junior Branch |
| Trustee: | A trustee of the Governing Board |
| Governing Document: | Articles (and Memorandum) of Association, Principles of Membership and Association: |
| | These documents can only be changed with the approval of the Members. |

PURPOSE OF THE GOVERNING BOARD

The purpose of the Governing Board is to govern CISV International and oversee the work of the organization. Through direction, leadership and control, the Governing Board (“Board”) Trustees ensure that CISV International runs in a way that is effective and in line with the mission, vision and values determined by our Members.

STUCTURE AND COMPOSITION OF THE BOARD

1. The Governing Board will have nine elected Trustees who are as follows:
 - One Trustee elected by the Junior Branch, and
 - Eight Trustees elected by the Members.

The voting trustees are elected by the Members in accordance with the requirements set out in Election Procedures - Governing Board - Annual Elections.

2. Each of the nine elected Trustees will serve a term of three years. An exception is made for the first Governing Board, where terms will be as follows:
 - Three Governing Board Trustees will serve for one year
 - Three Governing Board Trustees will serve for two years
 - Three Governing Board Trustees will serve for the full three-year term

Terms are staggered so that three people are elected each year.

3. A Trustee may serve up to two full terms consecutively (six years). After two terms, a person is not eligible for re-election until three years have elapsed. At that point, the person may run for election again and may serve up to two full consecutive terms.
4. The desired competencies and characteristics of Trustees are listed at the end of this document. In addition, it is recommended that in selecting the Trustees of the Board, the Members seek to achieve the following elements:
 - Three quarters (or the closest number to that) of the voting Trustees should have prior CISV experience in any role of responsibility.
 - Diversity of cultures, skills, perspectives
 - Avoiding over-representation of any culture, profession, gender etc.

5. All elected Trustees have the same general rights and responsibilities, although from among the Trustees, they will select a Chair and Vice-Chair. Moreover, the Board may appoint other specific roles and delegate specific tasks as needed.

It is recommended that each Trustee be assigned specific duties in a fair and effective manner. Trustees will Chair all standing committees of the Board. It is recommended that, in addition to the Committee Chairs, one other Trustee sit on each Committee of the Board.

UNDERLYING PRINCIPLES OF THE POWERS OF THE BOARD AND THE MEMBERSHIP The Trustees of the Governing Board are the Trustees of CISV International, which is both a Charity and a Company limited by guarantee (Charity Registration: 1073308; Company Registration: 3672838).

The Board derives its responsibilities and authority from its legal position and obligations, the terms of the governing documents and from the fact that the Trustees are put in place in accordance with a governing document approved by the Members. In accordance with the Articles of Association, nine of the Trustees are elected directly by the Members and can be removed by the Members. In this way, the “ultimate authority” lies with Members who elect or remove the Trustees. However, the Members give a clear mandate to the Trustees to govern and the authority necessary to fulfil this duty.

At the same time, the Board is accountable to the Members and certain decisions are reserved for the Members. In broad terms, all changes to mission, vision, values, name, logo, criteria for membership, or our governing documents as well as unusually high expenditures or significant increases in fees may only be made by approval of the Members. Other specific checks and limitations on the powers of the Board and the Members are set out in the governing documents and in the relevant sections below.

DUTIES OF THE BOARD:

They have the legal responsibility for directing the affairs of CISV International and ensuring that it is solvent, well-run and delivers the charitable outcomes for which the organization was established. Though their role is not necessarily to “do” the work of the organization, they must ensure that it the work is done and done appropriately. The duties flowing from the role are as follows.

1. Compliance with our legal and constitutional obligations

The Board must:

- Ensure that the organization complies with its governing documents, charity law, company law and any other relevant legislation or regulations of the country in which it is registered
- Ensure that the organization pursues its charitable purpose as defined in the governing documents
- Ensure that there are effective policies and procedures in place to direct the key areas of CISV International to work in line with the governing documents. Some specific policy and procedure changes will require ratification by the Members
- See that the governing documents and policies are reviewed regularly to ensure that they are fit for purpose
- Consult the Members and receive Member approval for any changes to the governing documents or any other item that requires such a decision-making process.

2. Vision, mission and values

The Board must:

- Ensure that CISV International has a clear vision, mission and values and is focused on achieving these
- Ensure that CISV's mission, vision and values drive all organizational policies and actions
- Ensure that Trustees, staff and volunteers share a common understanding of mission, vision and values and implement them accordingly.
- Encourage among Members a common understanding of mission, vision and values and how to implement them
- Consult the Members and receive Member approval for any changes to vision, mission and values, then implement any approved changes

3. Strategic direction

The Board must:

- Ensure that CISV International has a clear strategic direction and is focused on achieving it.
- Regularly seek and consider the views of Members.
- Develop Strategic Plans which will be presented to the Members. It is recommended that these plans have a multi-year duration, likely from three to six years. These plans must include a strategic financial plan with anticipated major budget implications.
- The approval of the Members is necessary for the broad strategic and financial priorities, but not for the detailed plans or budget, which are the responsibility of the Board.
- Ensure a common understanding of the strategy and set the grounds for its implementation by Trustees, staff and volunteers
- Encourage among Members a common understanding of the strategy and how to implement it
- Ensure that operational plans, budgets and the funding strategy support the vision, mission and strategy
- Monitor progress achieved and evaluate means to achieve the agreed targets
- Report annually on progress to the Members and ensure that Members have the opportunity to raise questions and receive answers regarding the reports.

4. Effective administration

The Board must:

- Ensure the transparent, effective and efficient administration of the organization
- Ensure effective internal communications and the means to engage with Members on matters of interest to the organization
- Ensure that CISV International has appropriate, effective, fair, and transparent employment policies and processes in place, to recruit, train and develop staff and volunteers
- Ensure that operational plans and budgets and the funding strategy support the day-to-day operations of the organization
- Provide direction to the Secretary General and ensure that management is clearly delegated to the Secretary General and Senior Management Team
- Ensure that all persons having positions of responsibility within CISV International have the resources and support necessary and are held accountable for fulfilling their roles
- Consider reports and ensure that work and impact are evaluated against agreed targets

5. Financial stewardship

The Board must:

- Ensure that the organization uses its resources only in pursuance of its charitable purpose
- Ensure the financial stability of the organization
- Protect and manage the property of the organization and ensure the proper investment of the organization's funds
- Approve budgets to support the day-to-day operations and long-term strategy of the organization, in line with rules (Any annual budget that would envisage depleting the Charity's reserves to an amount that would equate to less than six months of annual operating costs must also be approved by the Members.)
- Consider reports and accounts and ensure that financial performance is evaluated against agreed targets
- Ensure that an audit is conducted annually and that clear financial reporting is provided to the Members within six months of the financial year-end.
- Ensure that CISV International's financial obligations are met and that there are adequate financial controls in place
- Develop strategic financial plans and submit these to the Members for approval
- Ensure the development of a long-term financial strategy to include fundraising and guarantee adequate resources
- Note that the Trustee who chairs the Resources and Infrastructure Committee will serve as Treasurer

6. Secretary General

The Secretary General is entitled to receive and participate in all communications addressed to the Governing Board, to receive notices and materials of Governing Board meetings, to attend and participate fully in those meetings (with the exception of voting), except for those portions of any meeting at which the Secretary General's performance or terms of employment are discussed.

The Board must:

- Recruit and appoint the Secretary General
- Provide clear management direction and framework to the Secretary General)
- Ensure that the Secretary General is delegated the responsibility of managing the work of the organization, using Senior Management Team members and volunteers.
- Support the Secretary General in managing the organization; monitor his/her performance; provide regular feedback on his/her performance; hold him/her to account for the management and administration of the organization.

7. Quality assurance

The Board is responsible for the performance of CISV International, for its impact upon stakeholders and for its organizational behaviour. The Board must, therefore:

- Safeguard the good name and values of the organization
- Ensure that the views of Members, programme beneficiaries, staff and volunteers in general are regularly sought out and included in the decision making processes
- Regularly review the external environment for changes that might affect CISV International. This includes identifying major risks to CISV International and ensuring that appropriate risk management and effective internal control systems are in place
- Establish quality, safety and service standards for major areas of delivery. This includes all CISV International services and programmes.
- Ensure that Members are aware of quality standards and that the standards are upheld and enforced.
- Ensure that there are complaint systems in place, and that complaints are dealt with appropriately

- Ensure that there are processes for Trustees, Members, staff and volunteers to report activity which might endanger the effectiveness of CISV International.
- Safeguard and use tangible and intangible assets such as organizational knowledge and expertise and intellectual property
- Ensure that trustees take professional advice when needed, and record the advice received.

8. Good governance

The Board is responsible for ensuring that CISV International has a governance structure that is appropriate to its size, complexity and purpose, and which reflects the diversity of its membership. Transparency in the decision-making processes and appropriate consultation with Members will be a key strategy to achieving this. This will include clear channels of communication and participation by Members where required.

The Board may:

- Establish or dissolve a committee or working group and appoint any Chair or member of a committee or working group. In such cases, the Board will ensure that effective orientation and succession planning are in place.
- Appoint advisors or establish advisory bodies, formed with experts in specific issues. These persons may or may not have prior CISV volunteering experience.
- Delegate functions to Standing Committees of the Board, or other committees and working groups, and/or the Secretary General.

However, the Board remains ultimately responsible for the decisions and actions of these bodies.

The Board must:

- Ensure that Board decisions are documented in the official minutes and establish a policy on open information
- Ensure that any delegation of the Board's authority is clearly expressed in terms of reference or job descriptions, and that reporting procedures back to the Board are complied with and presented in writing
- Ensure that the directions given and responsibilities delegated to the Secretary General are clearly expressed and understood
- Regularly review CISV International's governance structure
- Refer to the Members any decisions involving major structural changes to CISV International.
- Ensure that its own performance is regularly reviewed
- Ensure that all Trustees receive appropriate orientation and induction on their appointment and that they continue to receive appropriate advice, information and training
- From among the Trustees, select a Chair annually. They may also select a Vice-Chair to serve as an Alternate to the Chair, be able to provide back up for the Chair, share some of the work if needed, and to step into the Chair role if the Chair is absent from a meeting or if the Chair steps down.
- Select any other personnel whose appointment is the responsibility of the Board.

9. Board conduct

The Board must:

- Ensure that a Trustees Code of Conduct and Conflict of Interest Policy are in place, complied with and enforced
- Act reasonably and prudently in all matters relating to CISV International
- Always act in the best interests of CISV International
- Use any specific skills, knowledge or experience they have to help the board of trustees reach sound decisions.

10. Board accountability

The Board is accountable to the Members of CISV International and must report on and account for its actions as required by law and good practice by:

- Approving the content of the Annual Trustees' Report and Financial Statements, any annual report to the Members and publishing those documents
- Publishing full Board meeting minutes after each formal meeting (with the exception of confidential information)
- Ensuring that Trustees attend Regional Meetings of the Members
- Ensuring that the Members have effective forums and means for asking questions of the Board and giving feedback
- Considering and respond in a timely manner to any issue, recommendation or motion raised by a Member and submitted to the Board
- Note that any decision of the Governing Board may be overturned by at 2/3 vote of the Members
- Implement the requirements of the INGO Accountability Charter (www.ingoaccountabilitycharter.org) and work toward having CISV International become a member of the Charter. Provide clear directions and support to Secretary General for complying with its reporting requirements

MEETINGS OF THE BOARD:

1. Format and Frequency

- The Board will meet as often as it decides is necessary, but must meet at least three times per year. Meetings may be held virtually or in person, depending on the purpose and needs. It is unlikely that there will be more than three in-person meetings per year.
- In person meetings are expected to be brief (likely long weekends of 3-4 days including travel) so that attendance is possible for the greatest number of Trustees.
- One Board meeting per year may take place at a Regional Meeting, but a number of Trustees will be asked to attend Regional Meetings each year
- Every three years, the Board will meet before or after the CISV Global Conference
- It is anticipated that at one of its meetings each year, members of the Committees will also be present.

2. Agenda and chairing

- The meeting's agenda will be distributed by the Chair to all Trustees with sufficient time in advance for their revision, along with all other necessary documents for decision-making. They must be given a prudent time to suggest changes to the agenda, before it is published to Members.
- The Board's Chair will be in charge of leading the discussions and sessions, assigning roles and delegating responsibilities within the meetings.

3. Decision-Making Procedures

Prerequisites to decision-making

- Decisions can only be taken during meetings that are formally convened and communicated in writing to Trustees in advance. However, this does not prevent the convening of urgent meetings in the event of emergencies.
- If a member cannot be present at a given meeting he/she can elect a proxy from among the other Trustees to represent them, through written notice to the Chair. No Trustee may hold a proxy of more than one other Trustee
- A quorum for the Governing Board is seven Trustees present for decisions to be made and five votes (in person or by proxy) are required for any decision to pass.
- The Chair and the Secretary General are permitted to act for the Governing Board in an emergency that is so critical, that there is not time for a Board meeting. Any

emergency decision made is, of course, subject to subsequent review by the whole Board.

- If a situation is deemed by the Board to be an emergency, then the quorum is three Trustees.

Decision-making and voting

- Consensus should always be sought
- Whenever consensus is not possible, the Trustees have the right to call for a vote
- When the Board considers it necessary or desirable, it is encouraged to refer matters to the Members for voting. Such vote will follow the Members' decision-making procedures and rules.

4. Members' participation

- Members may attend in persons meetings of the Board unless sensitive matters are being addressed
- Trustees will provide appropriate timings and mechanisms for Members to submit questions, comments, recommendations and/or motions to the Board
- Trustees will provide an appropriate space in their meeting agenda to address the questions, comments, recommendations and/or motions and will provide a means for the Member who submitted the matter to present the rationale and receive questions from the Trustees.
- Trustees will publish their decisions on motions, answers to questions or feedback to comments as part of their minutes, together with reasons.

TRUSTEE QUALIFICATIONS:

The role of Trustee is one of legal obligation and trust, vital to the effective leadership of CISV International. All Trustees must, therefore, have the highest degree of integrity, honesty and trustworthiness. For this first Governing Board election, all trustees must have at least three (3) years of experience in a volunteer position of leadership at the local, national and/or international level of CISV. Experience in other similar organizations is highly valued.

The role also requires certain attitudes, skills, knowledge and commitment.

Essential Attitudes, Skills and Knowledge:

Trustees of CISV International are expected to demonstrate all of the following personal competencies and the ability to apply these to the direction of a large and complex organization:

- Commitment to CISV's mission and values
- Knowledge and experience of CISV and/or other relevant knowledge/experience (e.g. organizational development)
- Ability to serve as a Trustee of a charity and company in England, to understand and accept the duties and liabilities of being a Trustee
- A strong sense of responsibility and accountability.

- Ability to think and apply knowledge analytically and strategically
- Ability to keep mission-focused
- Ability to analyse and evaluate management information and other evidence
- Ability to think creatively
- Ability to think and act proactively
- Ability to exercise sound judgement
- Willingness to make and stand by collective decisions, whether the Trustee was in favour of them or not, including those which may be unpopular
- Commitment to continuous improvement.

- Ability to work effectively in a group
- Ability to work in a multi-cultural and multinational context
- Ability to work as a part of a team
- Willingness to listen and learn
- Ability to communicate clearly and sensitively and to take an active part in discussions
- Ability to challenge constructively and ask questions appropriately
- Ability to manage difficult and/or challenging situations
- Ability to maintain confidentiality on confidential and/or sensitive information.

Age requirement:

A Trustee must be at least 18 years of age.

Time commitment:

Trustees must have the willingness and ability to devote the necessary time and effort:

- Must be available to attend at least three meetings per year (as described above)
- Over the year, it is anticipated that there will be several virtual meetings of the Board.
- Each Trustee will also participate in one Committee of the Board or other comparable position and should expect virtual meetings connected with that work.

Additional desirable skills and experience:

The knowledge, skills and experience listed below are relevant to CISV International's main areas of activity. These skills are present among staff and volunteers, who put them into practice at an operational level. It is, however, helpful to have Trustees with similar skills, giving them the understanding to oversee these activities from a strategic level.

- Strategic leadership and management within a medium sized or large organization
- Trusteeship in another organization and knowledge of best practice in governance

Specialist expertise

An area of expertise relevant to CISV International such as:

- risk management
- education and training
- youth related programming
- intercultural competency
- accountancy/financial management
- law
- project or programme management
- human resources
- community or organisational development
- fundraising
- marketing

RESTRICTIONS TO BEING ELECTED AS GOVERNING BOARD TRUSTEE:

In order to protect CISV International's reputation and integrity and the children and other participants in our care, there are some specific restrictions that need to be taken into consideration. There are also requirements set out in the applicable legislation (UK Charities Act 2011). CISV International, therefore, requires that appropriate background checks be made on individuals applying to be Trustees.

Police checks are required for all potential Trustees. It is essential under all circumstances to find out whether an applicant has a criminal record of convictions or arrests which would make them unsuitable to take on a role of trust within CISV International.

Thus, no one with one or more of the following points can serve as Governing Board Trustee:

- Persons who are listed on a national Child Protection Register
- Persons who have been charged with or convicted of serious criminal activity. Serious criminal activity includes, but is not limited to: murder; a serious sex offence; an offence committed by an adult involving intentionally wounding or causing grievous bodily harm; indecency offences punishable by imprisonment of 12 months or more; kidnapping; offences connected with child prostitution or child pornography.
- Persons who have been convicted of any offence involving dishonesty or deception
- Persons under investigation or previously convicted in cases of corruption, human rights abuses, arms, drugs or persons trafficking, transnational organized crime or any other crime that is contrary to the mission, values and purpose of CISV
- Persons who have been declared bankrupt (or similar) and not yet discharged
- Persons who have been removed as Charity Trustees in accordance with (UK) Charity legislation.

CISV International also requires that candidates for Trustee positions certify that they do not have any of the following bars to Trusteeship:

Any type of membership within the last 10 years in any of the following organizations or groups makes a person ineligible for the role of Trustee in CISV International:

- Persons or groups included in the UN, US or EU terrorist organizations list
- Persons or organizations included in the Specially Designated Narcotics Traffickers (SDNT) list (US Government)
- Political parties or movements that have openly and/or systematically promoted violence, human rights abuses or limitations to the UN Charter, UN Declaration of Human Rights, or Geneva Convention
- Groups which advocate or employ violence and are also considered illegal in any of the countries where CISV National Associations are established.

Also barred from Trusteeship are:

- Persons who occupied roles of visibility and responsibility where there is outstanding evidence that will damage CISV International's reputation
- Persons with a history of prejudice or intolerance, xenophobia, discrimination, violence or other behaviour contrary to the mission and values of CISV.

Note: The Elections Committee will communicate with the National Association of each candidate and together, they will ensure that police checks, CISV background checks and general knowledge checks are done. Candidates will be asked to verify that they are not barred by any of the above restrictions.