

The Duke of Edinburgh's International Award Association: Key Governing Document – Terms of Reference

The Duke of Edinburgh's International Award Foundation

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1.0	January 2019	Operations	

Relevant policies

1. International Award Association (IAA) Memorandum of Understanding (MOU)
2. Glossary of Key Terms
3. Fundamental, Operational Principles and Code of Practice
4. Guiding Principles
5. Operational Guidelines
6. IAA Global Strategy
7. IGE Concepts and Guidelines
8. Association Differential Pricing Policy

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The Duke of Edinburgh's International Award Association

Terms of Reference for: The Forum

1. Establishment, Purpose and Authority

- a. The Forum is established as the Assembly of the Association
- b. The purpose of the Forum is to provide a means of consultation, discussion and mutual cooperation between all the constituents of the Association ensuring all are informed and aware of the key issues and operational developments
- c. The Forum enables the Association to discharge its responsibility for matters in which it has a vested interest by considering and if necessary providing advice and guidance to the Foundation's Trustees on:
 - i. international strategic development & policy
 - ii. policies & principles for the development of operations
 - iii. the management, enhancement and protection of the Award's Brand
 - iv. recommendations made by the International Council
- d. As the Assembly of the Association the Forum is also in a unique position to:
 - i. deal with proposals or concerns, delegating or recommending action to Trustees
 - ii. review & agree changes to the Memorandum of Understanding & Key Governing Documents
 - iii. delegate these and other tasks to the International Council

2. Membership

- a. Technically the Forum is composed of all the constituents of the Association, in practice it is a representative body usually composed of:
 - i. the Founder
 - ii. Foundation Trustees (10)
 - iii. National Award Operators (up to 3 delegates each)
 - iv. Independent Award Centres (at the invitation of the Foundation)
 - v. Emerging Leaders Representatives on the International Council (8)
 - vi. Financial Supporters (at the invitation of the Chairman)
 - vii. the Deputy Chairman of the Association
 - viii. the Secretary General of the Association
- b. National Award Operators may bring up to 3 delegates each comprising of the equivalent of the Chair or nominee of the Chair, the operational or National Director and an Emerging Leader
- c. Independent Award Centres invited by the Foundation may bring up to 2 delegates per country comprising of either the equivalent of the Coordinator, the Chair or nominee of the Chair or an Emerging Leader
- d. The Emerging Leaders Representatives are selected during the International Gold Event by their fellow regional attendees; their term is for 3 years or until the next International Gold Event. An Emerging Leader refers to an attendee at an International Gold Event
- e. The Deputy Chairman of the Association is the representative of the host organising committee, appointed at the previous Forum on the recommendation of the International Council
- f. The terms of members are concurrent with the positions they hold

3. Meetings

- a. The Forum meets at a place the Forum shall agree on the recommendation of the International Council and within a period which is no shorter than 3 years and no longer than 5 years
- b. The Chairman of the Association is also the Chairman of the Foundation Trustees
- c. All Heads of Service and Regional Directors of the Foundation are expected to attend; other staff as appropriate
- d. Decisions shall be taken by consensus as assessed by the Chairman and the mood in the room
- e. For the purposes of an Association only show of hands all constituents of the Association present and considered members of the Forum shall be entitled and each National Award Operator and Independent Award Centre represented and present at the Forum shall raise one hand each
- f. The Quorum for decisions shall be the attendance of at least one third of those considered members of the Forum
- g. The Forum must receive the nominations for the Award Operators Representatives on the International Council and agree the appointments
- h. The Forum must receive the nomination for the Deputy Chairman by the country where the next meeting is to be held as recommended by the International Council and agree the appointment
- i. Amendments to the International Agreements must be approved by the Foundation's Trustees
- j. The Forum may establish such subsidiary bodies and their Terms of Reference as it deems necessary for the performance of its purpose
- k. The Forum may adopt its own rules and procedures
- l. Observers may be invited at the Chairman's discretion

4. Administration

- a. The Forum will be supported and coordinated by the Secretary General
- b. Notice of the Forum, under normal circumstances, will be given by the Foundation at least 12 months before the date
- c. The draft schedule and agenda will be sent out at least 6 weeks before the date of the meeting, giving members of the Forum time to make any submissions either for items to be discussed or proposals. These must be received and acknowledged by the Foundation no later than 3 weeks before the Forum
- d. The final agenda and papers will be sent out at least 2 weeks before the date of the Forum
- e. The costs of any activity outside of the meetings proposed by the Forum will be met by the Foundation and undertaken by the Foundation staff

5. Reporting

- a. A record of the Forum will be published on-line in a timely manner

The Duke of Edinburgh's International Award Association

Terms of Reference for:

The International Council

1. Establishment, Purpose and Authority

- a. The International Council is established as a representative group of the Association
- b. The purpose of the International Council is to act for the Association during the period between Forums and to give effect to the decisions of the Association made at Forums
- c. The International Council assists the Forum and shares responsibility for matters in which the Association has a vested interest by:
 - i. discussing issues arising from the Forum and pursuing those tasks delegated to it
 - ii. advising and guiding the Foundation's Trustees on strategic development and policy as well as the management and development of operations
 - iii. initiating ideas, dealing with proposals or concerns
 - iv. identifying and recommending potential hosts for the next Forum, discussing and agreeing the agenda and arrangements
- d. As the representative body of the Association, the International Council is also asked to take responsibility for matters in which the Association has a vested interest, such as:
 - i. monitoring the Award's Brand, especially enhancement & protection, all uses of visual imagery
 - ii. the resolution of disputes, especially between licensor (the Foundation) and licensees
 - iii. monitoring International Special Projects, especially their role, effect and impact
 - iv. the International Gold Event, especially the selection of potential hosts, discussing and agreeing the arrangements including the Emerging Leader's Conference

2. Membership

- a. the International Council will consist of:
 - i. the Founder
 - ii. Foundation Trustees (10)
 - iii. Award Operators Representatives (16 or 4 per region)
 - iv. Emerging Leaders (8 or 2 per region)
 - v. the Deputy Chairman of the Association
- b. The Award Operators Representatives should be three National Chairmen or National Directors (or equivalent) of a Full Licence holder selected by each of the Regions and nominated at Forum; and one Independent Award Centre Licence holder from each Region invited by the Foundation. They can serve for a maximum of 6 years or 2 terms which can only be extended by agreement with the International Council
- c. The Emerging Leaders are selected during the International Gold Event by their fellow regional attendees; their term is for 3 years or until the next International Gold Event
- d. The Secretary General is an ex-officio member and all Heads of Service and Regional Directors of the Foundation are expected to attend; other staff as appropriate

3. Meetings

- a. The International Council meets once a year except at the time of a Forum when it meets before (to conclude its period of business) and after (to commence its next period and determine its work priorities). Normally it will meet in Great Britain in the year following a Forum and concurrently with the International Gold Event in the year preceding a Forum
- b. The Chairman of the International Council is appointed for the period until the next Forum by the Chairman of the Association on the recommendation of the Foundation Trustees, and will become a Trustee if not already one

- c. Decisions shall be taken by consensus and if a show of hands is required then will be considered accepted if no more than one is against
- d. The quorum for decisions shall be twenty-one
- e. The International Council may establish such subsidiary bodies and their Terms of Reference as it deems necessary for the performance of its purpose
- f. Observers may be invited at the Chairman's discretion

4. Administration

- a. The International Council will be supported and coordinated by the Secretary General
- b. Notice of meetings will be given by the Foundation at least 6 months before the date
- c. The draft agenda will be sent out at least 6 weeks before the date of the meeting, giving members of the International Council time to make any submissions either for items to be discussed or proposals. These must be received and acknowledged by the Foundation no later than 3 weeks before the meeting
- d. The final agenda and papers will be sent out at least 2 weeks before the date of the meeting
- e. The work of the International Council will be financially provided for by the Foundation
- f. The costs of any activity outside of the meetings proposed by the International Council will be met by the Foundation and undertaken by the Foundation staff

5. Reporting

- a. Minutes will be approved and circulated in a timely manner
- b. A summary of the meeting will be published on-line for general information
- c. The Chairman of the International Council will provide a report to the Forum on the International Council's activities

The Duke of Edinburgh's International Award Association

Terms of Reference for: Regional Advisory Panels

1. Establishment, Purpose and Authority

- a. Regional Advisory Panels are established as ad hoc sub-committees of the International Council of The Duke of Edinburgh's International Award Association as per Clause 3f of the International Council's Terms of Reference
- b. The purpose of Regional Advisory Panels is to consider and report on all matters relating to strategy, management of operations and development pertinent to the Region.
- c. The Panels are intended to help the International Council (IC) by:
 - i. ensuring matters raised at the IC are adequately discussed in the regional context and among regional members, especially between Regional Conferences
 - ii. consider the implications of any strategic or operational proposals in the Region as well as monitoring the implementation of strategic or operational tasks
 - iii. reviewing and assessing the Region's performance and the content of the reports to the IC
 - iv. putting forward nominations for Award Operators Representatives on the IC

2. Membership

- a. Each Regional Advisory Panel will consist of:
 - i. regional Foundation Trustees (2)
 - ii. Award Operators Representatives on the IC from the region (4)
 - iii. Emerging Leaders from the region (2)
 - iv. Regional Director (1)
- b. Regional staff may be invited to attend

3. Meetings

- a. Regional Advisory Panels will meet as required, normally in the margins of Regional Conferences and the IC
- b. Regional Directors will produce supporting papers and either minutes or a summary of proceedings
- c. The Chair of the Panel will be one of the Foundation Trustees from the Region who will manage proceedings and liaise with the Regional Director
- d. The Chair may invite any member of the Foundation staff to attend, however the Chairman of the IC and Secretary General will have standing invitations to attend
- e. When possible, meetings will coincide with IC meetings and Regional Conferences, but may be convened at a location by mutual consent or through the use of digital technologies if not all members can be present

4. Administration

- a. Regional Advisory Panels will be supported and coordinated by their respective Regional Director
- b. The work of the Panels will be financially provided for by the Foundation
- c. The costs of any activity outside of the meetings proposed by the Panel will be met by Regional funds and undertaken by the Regional staff

5. Reporting

- a. Reports on the Region's activities will be made to the IC in a timely manner

The Duke of Edinburgh's International Award Association

Terms of Reference for: Brand Management Panel

1. Establishment, Purpose and Authority

- a. The Brand Management Panel is established as an ad hoc sub-committee of the International Council of The Duke of Edinburgh's International Award Association as per Clause 3f of the International Council's Terms of Reference
- b. The purpose of the Brand Management Panel is to consider and advise the International Council on specific issues relating to the management of the Award's Brand
- c. The Panel is only formed as required and intended to assist the International Council (IC) with:
 - i. issues relating to the management and development of the Brand Guidelines that set out how the Name, Logo and Materials are used and applied across various communication media
 - ii. issues relating to the management, development, use and protection of The Duke of Edinburgh's International Award's Brand, name and reputation

2. Membership

- a. The Brand Management Panel will be formed at the request of the IC and its membership determined by the Chairman of the IC
- b. When formed, the Panel should have at least one Foundation Trustee and two Award Operators Representatives as per Clause 2b of the IC's Terms of Reference
- c. Panel members will be selected from those IC members present, taking into consideration any perceived or known conflicts of interest in the issues under discussion

3. Meetings

- a. The Brand Management Panel will meet as required, normally in conjunction with an IC meeting
- b. The Director of Communications will produce supporting papers and either minutes or a summary of proceedings. The Panel will report to the IC
- c. The Chair of the Panel will be appointed by the Chairman of the IC
- d. The Chair may invite any member of the Foundation staff to attend, however the Chairman of the IC and Secretary General will have standing invitations to attend
- e. Depending upon the nature of the issue, the Panel may have to meet or provide consultative advice and guidance outside of the annual IC meeting, in which case meetings may be convened through, or attendance by, the use of digital technologies

4. Administration

- a. The Brand Management Panel will be supported and coordinated by the Director of Communications
- b. The Panel will be financially provided for by the Foundation
- c. The costs of any activity proposed by the Panel outside of IC meetings shall be approved by the Trustees before being undertaken

5. Reporting

- a. The decisions and recommendations of the Panel shall be reported to the IC in a timely manner
- b. The Panel may review and approve the minute of the Panel's report to the IC

The Duke of Edinburgh's International Award Association

Terms of Reference for: Dispute Resolution Panel

1. Reporting

- a. The decisions and recommendations of the Panel shall be reported to the IC in a timely manner
- b. The Panel may review and approve the minute of the Panel's report to the IC

2. Establishment, Purpose and Authority

- a. The Dispute Resolution Panel is established as an ad hoc sub-committee of the International Council of The Duke of Edinburgh's International Award Association as per Clause 3f of the International Council's Terms of Reference
- b. The purpose of the Dispute Resolution Panel is to consider and advise on cases brought to the International Council by constituents of the Association and, if appropriate, to act as an arbiter
- c. The Panel is intended to help the International Council (IC) to resolve issues in a fair and impartial manner in the case of:
 - i. a Licence dispute between a National Award Operator and The Duke of Edinburgh's International Award Foundation (the Foundation) as per clause 14 of both the Conditional and Full National Award Operator Licences
 - ii. a Licence dispute between any other form of licence holder and the Foundation
 - iii. a dispute over the use of the Brand
 - iv. a dispute between holders of an Operating Licence

3. Membership

- a. The Dispute Resolution Panel will be formed at the request of the IC and its membership determined by the Chairman of the IC
- b. When formed, the Panel should have at least one Foundation Trustee and two Award Operators Representatives as per Clause 2b of the IC's Terms of Reference
- c. Panel members will be selected from those IC members present and with the least conflict of interest with the parties involved in the dispute

4. Meetings

- a. The Dispute Resolution Panel will meet as required to review the case or to hear the dispute between the Foundation and a constituent and will report to the IC:
 - i. in the case of a dispute over the Licence the Panel will meet in line with the process outlined in the Licence issued by the Foundation. The Foundation Licensing Manager will produce supporting papers and either minutes or a summary of proceedings
 - ii. a representative of the Award Operator that is in dispute with the Foundation and the Secretary General as Chief Executive of the Foundation or nominee shall have the right to present their case to the Panel, but shall be excluded from deliberations
 - iii. in the case of a dispute over any other form of licence the Panel may hear from one representative of each party. The Foundation Licensing Manager will produce supporting papers and either minutes or a summary of proceedings
 - iv. in the case of a dispute over the use of the Brand the Director of Communications will produce supporting papers and either minutes or a summary of proceedings

- v. in the case of a dispute between holders of an Operating Licence the Panel may hear from one representative of each party. The Director of Operations will produce supporting papers and either minutes or a summary of proceedings
- b. The Chair of the Panel will be appointed by the Chairman of the IC to manage proceedings and liaise with the respective managers
- c. The Chair may, with the Panel's agreement, call other members of the Foundation staff to answer specific questions, however the Chairman of the IC will have a standing invitation to attend
- d. When possible, meetings will coincide with IC meetings, but may be convened at a location by mutual consent or through the use of digital technologies if not all members can be present

5. Administration

- a. The Dispute Resolution Panel will be supported and coordinated either by the Foundation Licensing Manager or the Director of Communications depending upon the nature of the case
- b. The work of the Panel will be financially provided for by the Foundation
- c. The costs of any activity outside of the meetings proposed by the Panel (i.e. further investigation of a matter) shall be approved by the Foundation Trustees before being undertaken

6. Reporting

- a. The recommendations of the Dispute Resolution Panel will be made to the IC
- b. The decision of the IC shall be final and binding on the Foundation and National Award Operator as per Clause 14.2 of both the Conditional and Full National Award Operator Licences
- c. The decision of the IC shall be final and binding on cases relating to the Brand and Licence holders

The Duke of Edinburgh's International Award Association

Terms of Reference for: Special Projects Panel

1. Establishment, Purpose and Authority

- a. The Special Projects Panel is established as an ad hoc sub-committee of the International Council of The Duke of Edinburgh's International Award Association as per Clause 3f of the International Council's Terms of Reference
- b. The purpose of the Special Projects Panel is to review the role, effect and impact of special projects enabled by the Three Funds and propose to the IC any changes to the application or approval of the grants process
- c. The Panel is intended to help the International Council (IC) by:
 - i. reviewing and assessing the reports on the progress of existing projects and making any recommendations regarding future funding
 - ii. considering any concerns or issues raised over the application and grant-making process
 - iii. providing feedback on the role, effect and impact of special projects in terms of meeting their objectives for the Award globally and the needs of National Award Operator

2. Membership

- a. The Special Projects Panel will be formed at the request of the IC and its membership determined by the Chairman of the IC
- b. When formed, the Panel should have at least two representatives from each region. They can be Foundation Trustees, Award Operators Representatives as per Clause 2b of the IC's Terms of Reference or Emerging Leaders as per Clause 2c of the IC's Terms of Reference
- c. Panel members will be selected from those IC members present, taking into consideration any perceived or known conflicts of interest in the matters under discussion

3. Meetings

- a. The Special Projects Panel will meet as required to review the project reports for effectiveness
- b. The Foundation's Director of Operations will produce supporting papers and either minutes or a summary of proceedings. The Panel will report to the IC
- c. The Chair of the Panel will be appointed by the Chairman of the IC to manage proceedings and liaise with the Foundation's Director of Operations
- d. The Chair may invite any member of the Foundation staff to attend, however the Chairman of the IC, Secretary General and Deputy Secretary Generals will have standing invitations to attend
- e. When possible, meetings will coincide with IC meetings, but may be convened at a location by mutual consent or through the use of digital technologies if not all members can be present

4. Administration

- a. The Special Projects Panel will be supported and coordinated by the Foundation's Director of Operations
- b. The work of the Panel will be financially provided for by the Foundation
- c. The costs of any activity outside of the meetings proposed by the Panel (i.e. further investigation of a project) shall be approved by the Foundation Trustees before being undertaken

5. Reporting

- a. The recommendations of the Special Projects Panel will be made to the IC in a timely manner

The Duke of Edinburgh's International Award Association

Terms of Reference for: Regional Conferences

1. Establishment, Purpose and Authority

- a. Regional Conferences are established as a means of gathering all Award Operators and other constituents of the Association from within their respective territorial areas
- b. The purpose of Regional Conferences is to provide a means of consultation, discussion and mutual cooperation between Forums as well as all keeping constituents of the Association informed and aware of key Association issues and operational developments
- c. Regional Conferences can assist the Forum and the IC by:
 - i. discussing issues and considering matters pertinent to each Region and in a regional context
 - ii. enabling consultation on proposals or ideas relating to operational and strategic developments
 - iii. encouraging practical means of mutual cooperation
- d. A Regional Conference can also assist the Regional Director by:
 - i. providing guidance to help shape priorities for plans, activities and services, or to overcome challenges or to identify opportunities
 - ii. providing support for initiatives or plans or the implementation of policies
 - iii. working collaboratively with the Regional Director and with each other to achieve more

2. Composition

- a. Technically a Regional Conference is composed of all the constituents of the Association from within that particular Region, in practice it is a representative body of the Region composed of:
 - i. Foundation Trustees (normally 2)
 - ii. National Award Operators
 - iii. Independent Award Centres (at the invitation of the Foundation)
 - iv. Emerging Leaders Representatives on the International Council (2)
 - v. the Regional Director
 - vi. the Secretary General of the Association or a Deputy
- b. National Award Operators may bring up to 3 delegates each comprising of the equivalent of the Chair or nominee of the Chair, the operational or National Director and an Emerging Leader
- c. Independent Award Centres invited by the Foundation may bring up to 2 delegates per country comprising of either the equivalent of the Coordinator, the Chair or nominee of the Chair or an Emerging Leader
- d. The Emerging Leaders Representatives are selected during the International Gold Event by their fellow regional attendees; their term is for 3 years or until the next International Gold Event. An Emerging Leader refers to an attendee at an International Gold Event
- e. The terms of members are concurrent with the positions they hold

3. Gatherings

- a. A Regional Conference should gather at least twice in the current cycle of meetings in the years there is not a Forum
- b. A Regional Conference should be hosted by a Full Licence holder, determined by the Foundation on the recommendation of the Regional Director

- c. The Chairman of the Conference is one of the Foundation's Trustees from the Region appointed by the Chairman of the Association
- d. Members of the Foundation's central and Regional team involved with the planning and running of the event should attend or as the agenda dictates
- e. Conduct an appropriate selection process to determine nominations for the Award Operator Representatives on the International Council to be put forward at the Forum. There should be three National Chairmen or National Directors (or equivalent) of a Full Licence holder and one Independent Award Centre Licence holder from those invited by the Foundation. They can serve for a maximum of 6 years or 2 terms
- f. Any recommendations for further action emanating from a Regional Conference shall be determined by consensus as assessed by the Chairman and the mood in the room
- g. Observers may be invited at the Chairman's discretion

4. Administration

- a. A Regional Conference will be supported and coordinated by the Regional Director
- b. Notice of meetings will be given by the Foundation at least 6 months before the date
- c. The draft agenda will be sent out at least 6 weeks before the date of the meeting, giving delegates time to make any submissions either for items to be discussed or proposals. These must be received and acknowledged by the Foundation no later than 3 weeks before the meeting
- d. The final agenda and papers will be sent out at least 2 weeks before the date of the meeting, normally consisting of three elements:
 - i. a core agenda of items to be considered by each Regional Conference
 - ii. additional items determined by the Regional Director
 - iii. proposed items put forward by delegates
- e. The costs of a Regional Conference are primarily the responsibility of the host with some assistance from the Foundation

5. Reporting

- a. A record of a Regional Conference will be published on-line in a timely manner