

Award Trustee Toolkit

Guidance on effective Board makeup and governance

The Duke of Edinburgh's International Award Foundation

August 2019

Version: 2.0



Version control

Version	Date	Author	Notes
0.1	06.12.13	Gareth Mitchell	Draft
0.2	21.05.14	Gareth Mitchell	Draft
0.3	01.08.14	Gareth Mitchell	Draft
0.4	22.08.14	Alan Jones	Draft
1.0	26.08.14	Gareth Mitchell	Published version
2.0	19.02.19	Nasri Adam	Draft

Relevant Policies

1. Operational Guidelines
2. Code of Conduct
3. Evaluation and Reporting Requirements Policy

Contents

Chapter 1: Introduction	4
Chapter 2: The purpose of the Board	5
Chapter 3: Roles in a Board.....	Error!
Bookmark not defined.	
Chapter 4: Recruiting Trustees	11
Chapter 5: Board meetings	13
Chapter 6: Managing conflicts of interest	14
Chapter 7: Evaluating performance.....	15

Appendices

1. Role Profile Board Trustee.....	14
2. Role Profile Board Chairperson.....	20
3. Role Profile Secretary	24
4. Role Profile Board Treasurer.....	27
5. Trustee Code of Conduct.....	28
6. Board Evaluation Forms	

Chapter 1: Introduction

1.1 What is the purpose of this toolkit?

The toolkit is provided to help National Award Operators set up and maintain effective governance structures.

1.2 Who can benefit from this toolkit?

The toolkit is designed to help new or existing National Award Operators regardless of size, which want or need to strengthen its current governance structure and or recruit new board members. The toolkit can be used by:

- trustees of National Award Operators
- chairs of National Award Operators
- staff who work with trustees and management committees including members of the team who provide governance support for the board
- advisers, trainers and development workers who advise or assist boards

1.3 How to use this toolkit

The toolkit presents guidance on the key elements of a governance board and lays out what each National Award Operator needs to have in place to comply with its licensing requirements.

Each section provides a suggested framework and advice to help National Award Operators develop sound operating practices.

The document also defines appropriate possible role profiles for key trustee positions to help each board member discharge his or her duties within the respective National Award Operator.

As a consequence, the toolkit forms a point of reference and can be used to continuously improve the governance of National Award Authorities.

Chapter 2: The purpose of the board

2.1 What is a governance board?

A board is a group of people who ensure a National Award Operator:

- has a clear set of goals
- implements as well as creates a suitable strategy and policies to achieve its goals
- meets its legal and financial obligations

The board works within a governance framework set by its Memorandum and Articles of Association.

Acting as a collective body, the board comprises a group of volunteers who seek to improve and grow the National Award Operator by taking into consideration, amongst others, the following actions:

2.2.1. Create a vision, mission and values which correlate with those of The Duke of Edinburgh's International Award Foundation and the International Award Constitution in order to contribute to our ambition that every young person aged 14 to 24 years in the world should have an opportunity to participate in the Award:

- Vision outlines what the Operator wants to be or how it wants the world in which it operates to be and provides an "idealised" view of that world. It is a long-term view and concentrates on the future. It can be emotive and should be a source of inspiration.
- Mission defines the fundamental purpose of the Operator, describes why it exists and what it does to achieve its vision.
- Values are the beliefs that are shared with and followed by the stakeholders of a National Award Operator. Values drive the National Award Operator's culture and priorities as well as provide a framework within which decisions are made by all stakeholders

The vision, mission and values should be reviewed at least every three years to help the organisation achieve its goals.

2.2.2. Develop successful strategies

Working together as a cohesive team, members of the board and the Chief Executive Officer or National Director develop a long-term strategy to help the National Award Operator achieve the mission and operate within the values of the Operator. Meeting agendas of the board should reflect key points of the strategy and this approach helps keep the organisation on track.

2.2.3. Establish and monitor sound policies

The board creates and reviews policies to govern the activities of the organisation and these should include:

- providing guidance and support for staff
- creating systems for reporting and monitoring performance
- developing an ethical framework for use by everyone connected with the organisation
- establishing protocols for the conduct of trustees and board business

2.2.4. Raise funds from high net worth individuals, corporate donors and other sponsors

to help finance the activities of the National Award Operator by:

- recruiting new World Fellows and Benefactors
- attracting country benefactors and other supporters
- holding profitable events that promote The Award and raise money
- persuading corporate donors to sponsor and support the organisation
- seeking in kind donations from suppliers of goods and services used by the organisation

The board ensures all donors and supporters are qualified as suitable people to be associated with the National Award Operator. Donors and supporters should be vetted, and the board is responsible for ensuring compliance with all relevant money laundering rules.

2.2.5. Set up employment procedures and respect the roles of the staff

The board of trustees should create fair, sound, comprehensive and legally compliant personnel procedures that protect the organisation and those who work within it by covering matters such as:

- recruitment and retention of staff
- support for staff
- appraisals
- remuneration and rewards
- discipline

The board should recognise, define and respect the domain of staff responsibilities. At the same time it needs to create procedures which guide the activities of the staff and safeguard the interests of the National Award Operator.

2.2.6. Comply with the Memorandum and Articles of Association

The board should create an environment where all work carried out by the National Award Operator complies with its Memorandum and Articles of Association and this in turn will help the organisation achieve its charitable objectives.

2.2.7. Fulfil its obligations

The board must ensure the organisation complies with all its obligations as required by law and does this through following the rules set by National bodies that include:

- Regulatory organisations which govern the activities of charities
- Taxation authorities
- Customs and Excise
- Registrar of Companies (if it is a company limited by guarantee)

The board is responsible for ensuring all the organisation's activities comply with the law and that it publishes annual reports as well as properly audited accounts which show a true and fair view of the National Award Operator's affairs.

2.2.8. Satisfy all stakeholders

The board also ensures the National Award Operator is satisfying all its stakeholders including Award participants, volunteers, donors, staff, The Duke of Edinburgh's International Award Foundation and the general public.

2.2.9. Maintain a balanced set of books

The board is responsible for effectively managing its resources and this involves meeting its charitable objects by:

- generating sufficient funds to fulfil the mission of the organisation
- approving the prices which are charged for provision of its services (where appropriate)
- participating in fundraising activities
- organising and managing appropriate resources needed to achieve its goals
- monitoring and controlling expenditure
- approving the annual financial statement and budget
- putting appropriate insurance covers in place to protect the organisation from risks
- creating and ensuring legal compliance

2.2.10. Select and support the Chief Executive or National Director

The board creates the policies that cover the recruitment and employment of the Chief Executive or National Director. It selects and supports this person as well as reviews his or her performance. Board members help the Chief Executive or National Director create an environment where there is unity and constancy of purpose and one in which all stakeholders and the organisation can excel.

2.2.11. Maintain effective board performance

The board keeps its own house in order and takes steps to establish:

- productive meetings
- high standards of trustee conduct
- effective committees equipped with adequate resources
- appropriate development activities
- sound recruitment and induction processes
- regular and effective performance reviews that lead to continuous improvement
- partnerships with pro bono consultants and other supporters where necessary

Members of the board should review and evaluate their own group as well as individual performances at least every three years. Clearly defined procedures should be in place for removing trustees who are unable or unwilling to fulfil their duties and obligations.

2.2.12. Promote the organisation

Through their own behaviours, governance and work carried out on behalf of the National Award Operator the governing board members enhance and protect the reputation of the organisation. Effective board members help the organisation achieve success and are good ambassadors for the National Award Operator.

2.2.13. Identify, evaluate, mitigate and manage risks

The Board should take steps to identify potential risks and implement as well as develop appropriate interventions to deal with those risks which include:

- governance risks – e.g. creating an appropriate organisation structure, putting in place the right mix of skills and avoiding conflicts of interest
- operational risks – e.g. equipping volunteers and participants to operate The Award programme, other health & safety issues, recruitment & training policies, managing staff, charging for services provided to others (where appropriate), engaging with suitable donors and ensuring the security of physical assets

- financial risks – e.g. raising sufficient funds, ensuring the accuracy of financial information, creating adequate reserves for the Award and assessing the Award’s dependency on limited sources of income
- external risks – e.g. maintaining and strengthening the reputation of The Award, keeping up to date with changes to demographic trends for potential participants, understanding the economic climate and complying with government policy changes

Once identified the board should take appropriate sensible actions to evaluate, avoid, mitigate and manage potential risks to The Award. Risks can be dealt with in numerous ways that include for example putting in place suitable insurance covers, outsourcing work to competent specialists and creating policies as well as processes that avoid or manage the risk.

Chapter 3: Roles of a board

3.1 Trustees

Trustees operate within two sets of formal rules: the Memorandum and Articles of Association of the National Award Operator and national laws particularly those relating to governance of charities.

In practice, many trustee boards delegate day to day or operational matters to individual trustees, volunteers, staff and suppliers of services. In most cases the trustee board will delegate the day to day running of the organisation along with some decision making powers to a Chief Executive or National Director and his or her team of staff.

Regardless of how much day to day work is delegated the board of trustees retains overall legal responsibility and may only delegate as far as it is allowed to do so by the Memorandum and Articles of Association or the relevant legislation

Trustees are mostly expected to focus on board matters and not stray into executive day to day running of the organisation but instead provide an independent view that helps the National Award Operator achieve success. Trustees are appointed to bring to the board:

- independence
- impartiality
- wide experience
- sound judgment
- networks and networking skills
- ability to help raise funds and generate income
- specialist knowledge
- personal qualities

Other positions can be created and people may be appointed to these roles within the governance board to take on specific duties. The holders can be elected or appointed as per the rules laid out in the National Award Operator Memorandum and Articles of Association. For example the Chief Executive or National Director may not be a trustee but can be co-opted to sit on the board and the Chairman of the Joint Funding Board in the United Kingdom is not a trustee but does attend board meetings of The Duke of Edinburgh's International Award Foundation

At certain times trustees may kindly volunteer their time and expertise for operational purposes by taking on a separate remit in addition to the work they normally carry out as a trustee. In these circumstances trustees should provide constructive help and not exert rank over the relevant member of staff within the National Award Operator.

Trustees should at all times act as part of the team and respect the expertise of the staff for the good of the National Award Operator. Providing enthusiastic support for members of staff whilst volunteering improves the effectiveness of the activity that is taking place and is in the best interests of The Award.

The following suggested roles are either set out in the National Award Operator's Memorandum and Articles of Association or agreed by the governance board.

3.2 Chair of the Board

The role of the chair is to convene and manage meetings of the governing board. The chair is also responsible for managing membership of the board, reviewing members' performance, organising, succession and recruiting new members.

In addition the chair should regard him or herself as responsible for achieving a balanced set of positive outcomes and maintaining the financial stability of the organisation.

Chairs are also usually responsible for:

- supporting and mentoring the Chief Executive or National Director and acting as a positive channel of communication between the board and staff
- acting as a figurehead for The Award which may include for example representing the organisation at functions and meetings or dealing with the press
- leading on development of the board and ensuring its decisions are implemented.
- taking urgent action (but not making decisions unless authorised) between board meetings when it isn't possible or practical to hold meetings

The activities mentioned above are not exclusively roles of the chair and for example in some National Award Authorities the development of the board might be led by another trustee.

The National Award Operator's press spokesperson might be a member of staff and in some larger Authorities the organisation may have sufficient funds to employ a fund raiser.

3.3 Secretary

The role of secretary varies significantly from one National Award Operator to another:

- In large National Award Authorities it is common for many secretarial duties that include for example organising and minuting board meetings to be undertaken by an employee in which case the board secretary might attend to take the minutes of meetings but not be present for agenda items where employees' remuneration is discussed.
- In smaller National Award Authorities the board secretary might be a trustee who will take on a number of administrative duties to support the board and these may involve taking the minutes of board meetings.

3.4 Treasurer

Generally the treasurer helps trustees carry out their financial responsibilities and does this by:

- ensuring financial reports are presented in a format that helps the board understand the financial position of the National Award Operator
- advising members of the board on how to discharge their financial responsibilities
- liaising with professional advisors
- overseeing the preparation and scrutiny of annual accounts
- arranging external scrutiny via a professional audit
- in small National Award Authorities the treasurer might also take on some or all of the day to day financial duties such as book-keeping, budgeting and preparation of reports

For a more detailed overview of each role please see the Resources section of this toolkit.

Chapter 4: Recruiting trustees

4.1 Who can be a trustee?

Eligibility criteria to become a trustee varies from country to country depending on the national laws relating to charities and business governance. Common legal requirements include rules that trustees must not have been declared bankrupt and also may not be or have previously been disbarred from being a director.

In most cases trustees are recruited to a governance board because of their expertise in a profession and or because they can bring a perspective or specialist experience that enhances the performance of the National Award Operator.

As a result trustees often tend to be more mature in age and this may be due to the time they have taken to become experts in their fields. Young people are however not excluded from being board members but The Duke of Edinburgh's International Award Foundation does have a minimum expectation that trustees must be adults and therefore are at least 18 years old.

4.2 Recruitment process

Recruiting prospective trustees can be a rewarding activity as during the recruitment process members of the board will come into contact with a variety of people who have an interest in the National Award Operator and wish to share their ideas and views on how The Award can grow with them as trustees.

The Duke of Edinburgh's International Award Foundation promotes equality of opportunity and does not condone discrimination on the grounds of race, sex, sexual orientation, age, disability or religion.

National laws differ from country to country in relation to recruitment activities but The Duke of Edinburgh's International Award Foundation suggests the process set out below should be adopted to ensure the right candidate is always selected from a broad range of candidates.

- The governing board identifies the need for new trustees which may arise because vacancies have been created for example through resignations, retirements through coming to the end of specified terms of office or that existing trustees have decided one or more additional trustees with specific skills are needed to help run The Award more effectively. Guidance should be sought from the Memorandum and Articles of Association to establish whether or not a minimum or maximum number of trustees is required for the governance board to be active.
- The trustees agree what skills, experience and knowledge are needed and write these down in the form of a short job description and person specification (please see the Resources section of this toolkit for suggested templates).
- The trustees agree responsibilities and a process for recruitment taking care to comply with any specific requirements set out in the Memorandum and Articles of Association. Some of the work may be delegated to a sub-group of trustees but the whole trustee board remains in full control of the process and decisions.

- The trustees consider the best methods of attracting a diverse range of candidates which could for example include advertising in the local and/or specialist press or perhaps using trustee brokerage services where available. Trustees may also wish to refer candidates with whom they are acquainted and it is recommended such people should still take part in any recruitment or selection activity determined by the whole board.
- Short-listing and interviews take place against agreed criteria. Interviews are carried out by a small panel of trustees and each candidate is asked similar questions to ensure a fair and objective approach with notes kept of each interview.
- The preferred candidate or candidates are identified and invited to join the board of trustees subject to references, formal vetting and approval by the full governance board. Unsuccessful candidates are of course notified and thanked for their interest.
- The trustees check each potential successful applicant has not been disqualified from acting as a trustee and the candidates are asked to confirm in writing that this is the case.
- Candidates are asked to consider and declare any existing or potential conflicts of interest (for more information please refer to the toolkit section on Managing Conflicts of Interest).
- As The Award works with children and vulnerable young adults the trustees may seek further appropriate checks or references to confirm the suitability of the candidate or candidates.
- In the light of the checks and declarations received from the successful candidate or candidates the trustees decide to go ahead and formalise the appointment of a new trustee or trustees.
- The trustees should check the Memorandum and Articles of Association to ensure that they appoint all new trustees in a proper and legal way.
- The Chair of the governance board may write setting out the duties and expectations of the position together with a request to each prospective trustee to sign and return a copy of the letter. Alternatively, the candidate could be asked to sign a trustee code of conduct that sets out his or her role and responsibilities as a board member of the National Award Operator (please see the Resources section of this toolkit for a trustee code of conduct template).
- An information pack about the National Award Operator is sent to each new trustee and a full induction process is arranged. The induction pack should include the latest financial accounts, annual report and the Memorandum and Articles of Association.
- New trustees should not only meet existing trustees but also others involved with the National Award Operator such as members of staff, volunteers and perhaps a few sub-licensees.
- The new trustee attends his or her first board meeting and is duly welcomed. All relevant parties such as funders as well as the National Award Operator solicitors and auditors are notified of the new appointment or appointments.

Chapter 5: Board meetings

The board of trustees should contain a minimum of five people all of whom have to be eligible to hold their positions under national corporate governance laws and regulations.

The board must meet twice each year to fulfil its licensing requirements and many National Award Operator boards meet more regularly than this to help them meet their goals. All board meetings should have written agendas and be minuted to ensure the board's regulatory functions are being met.

The meetings must be quorate and a minimum of more than half the board members should be present in order for the board meeting to be valid.

5.1 Committees

Some large National Award Authorities create sub-committees which consist of small groups of trustees and these groups report their activities back to the main board.

Each sub-committee has a chairperson to convene its meetings and manage the performance of the committee.

Examples of committees include:

- **Audit Committee** charged with oversight of financial reporting and disclosure
- **a Remuneration Committee** established to ensure remuneration arrangements support the strategic aims of the organisation and enable the recruitment, motivation and retention of National Award Operator staff while complying with the requirements of in-country regulations
- **an Operations Committee** to review, guide and oversee operations of the National Award Operator as well as ensure the outputs meet the goals defined in its business plan.
- **a Development Committee** oversees the fundraising strategy and ensures appropriate as well as sufficient income streams are generated in line with the business plan

Chapter 6: Managing conflicts of interest

Trustees are duty bound to make decisions that accord with the best interests of the National Award Operator and any situation in which a trustee's personal interests or loyalties might influence or affect the way in which he or she makes a decision may be described as a conflict of interest.

Many trustees will have personal and professional connections which positively benefit the work of their National Award Operator. These connections are often part of the rationale for recruiting a trustee to become a member of the board of a National Award Operator and as a consequence it is likely that conflicts of interest may arise from time to time.

Conflicts of interest would only reflect upon the integrity of the trustee if not declared to the board but an undeclared conflict could result in decisions being made which are not in the best interests of the National Award Operator and ultimately lead to reputational damage as well as breaches of the law in some countries. Potentially harmful repercussions can be avoided by putting in place appropriate procedures to identify, declare and manage conflicts of interest.

Conflicts of interest arise in situations where:

- **a trustee could gain a direct financial benefit** – e.g. through a payment made to a trustee or a company with which a trustee is financially associated for a service provided for the National Award Operator or as a result of him or her being a member of the governance board but for the avoidance of doubt reimbursing a trustee for actual expenses incurred on behalf of the Operator does not constitute a conflict of interest.
- **a trustee could gain an indirect financial benefit** – e.g. if a spouse or close relative of a trustee is employed by the National Award Operator or its subsidiary trading company and such an arrangement might increase the trustee's household income.
- **a trustee's activities could conflict with his or her loyalty to another organisation or person** – e.g. if a trustee is employed by a subsidiary company of the National Award Operator this could affect the way in which the subsidiary organisation operates and therefore might possibly be to the trustee's advantage.

It is the responsibility of each trustee and the collective governance board to identify and appropriately manage as well as declare all conflicts of interest.

Management of conflicts of interest can be achieved by the trustee concerned ideally avoiding the situation in the first place and in every case he or she must opt out of discussions where there is a conflict of interest.

Where a trustee declares he or she has a conflict of interest and then withdraws from a board meeting there must still be a quorum for the board to continue the discussion.

Conflicts of interest should be documented in the minutes of the relevant board meeting by stating the nature of the conflict, the name or names of the conflicted trustee or trustees, the precise nature of the declared conflict, an outline of the discussion held, details of any decisions made and the period for which the conflicted trustee or trustees withdrew from the discussion.

Where a conflict cannot be avoided any and all benefits received by the conflicted trustee or trustees must be lawful within the country in which the National Award Operator operates.

Chapter 7: Evaluating Performance

Board evaluations may be classified as self-evaluations or external evaluations. Through self-evaluations, the Board is responsible for managing both the process as well as the content. Self-evaluations are typically coordinated either by the Board Chair, the Governance Committee Chair, or the Board Secretary/ Corporate Governance Officer. A Boards' performance is generally evaluated by a standard questionnaire and/or through one-on-one interviews.

A Board-managed evaluation process may also move beyond strict self-evaluation by seeking assessment input from stakeholders (e.g., executive officers and shareholders). External evaluations are carried out by an external third party, retained by and reporting to the Board. External evaluations of Board members are also made by using a questionnaire and/or one on-one interviews. But such external evaluators may bring their own judgment on the quality of the Board's performance during the evaluation, and may decide to also request inputs from other stakeholders.

It is of great importance that trust is established in the credibility and confidentiality of the process of Board evaluations, regardless of whether it is managed by the Board itself or by a third party. Trust is the best incentive to encourage candid input and feedback from Board members and other stakeholders, and makes it more likely that the evaluation results will be taken seriously by the Board.

The Board Evaluation Tool is designed to help NAOs assess their board's performance and identify priorities for board activities going forward. This combination of board evaluation and priority-setting is the foundation of superior board performance over time. The output of the evaluation is intended to focus discussion among board members around the governance activities that will result in the greatest benefit for the organization. The tool may be used by board members:

- To identify the areas of board performance that are strongest and those that need improvement
- To identify priority areas for the board to focus on over the next 1 or 2 years
- To allow different views to emerge – the difference between responses given by two groups of board members or by the board and senior staff can be tracked and then used to start a discussion

Role Profile



Board Trustee

Location:	[National Award Operator Location]
Reports to:	Chair of the Board
Direct reports:	None
Salary:	Unremunerated (expenses covered)

Main Responsibilities

As a member of the board the trustee is responsible for compliance with the law and the governance of the National Award Operator. Specifically the trustee acts to;

- ensure the National Award Operator and its representatives function within the legal and regulatory frameworks of the sector as well as the governing documents of the organisation and its license signed with The Duke of Edinburgh's International Award Foundation
- uphold the regulatory duties invested in his or her position and discharge his or her responsibilities in ways that create public confidence and trust in the National Award Operator
- determine the direction and development of the National Award Operator
- enable the National Award Operator to achieve best practice and continuous improvements in performance

Main Duties

- ensure the organisation complies with its Memorandum and Articles of Association, charity law, company law and any other relevant legislation or regulations as well as the license signed with The Duke of Edinburgh's International Award Foundation
- ensure the organisation pursues its objects as defined in its Memorandum and Articles of Association
- ensure the organisation uses its resources exclusively in pursuance of its objects and does not spend money on activities which are not included in its own objects no matter how worthwhile or charitable those activities
- contribute actively to the board of trustees' role in giving firm strategic direction to the organisation, setting overall policy, defining goals, raising funds, agreeing budgets and evaluating performance against agreed targets
- safeguard the good name and values of The Award
- ensure the effective and efficient administration of The Award
- ensure the financial stability of the National Award Operator and the raising of funds needed to achieve its goals
- protect and manage the property as well as the proper investment of funds belonging to the National Award Operator
- where the organisation employs staff appoint the Chief Executive Officer/National Director and monitor his or her performance

Other duties

In addition to the above main duties each trustee should use any specific skills, knowledge and experience he or she may have acquired to help the board of trustees reach sound decisions which may involve:

- scrutinising board papers
- leading discussions
- focusing on key issues
- providing guidance on new initiatives
- raising funds to help finance The Award
- dealing with other matters in relation to which the trustee has special expertise

Person Specification

	Essential	Desirable
Education & training	<p>Education commensurate with area of expertise</p> <p>Willingness to keep knowledge up to date and develop in areas relating to this role</p>	<p>Postgraduate degree in Business Administration, Education, Charity Management or another relevant subject matter</p> <p>Professional qualification in relevant subject matter</p>
Experience	<p>A track record of leadership, business management, innovation and sound financial control at a senior level in the public, private or third sector</p> <p>Strong experience of growing an organisation</p> <p>Evidence of managing and motivating an organisation as part of a governance board</p>	<p>A proficiency in other languages</p>
Skills & abilities	<p>Good attention to detail</p> <p>The ability to give clear, effective, sensitive and consistent leadership</p> <p>An ability to work effectively as a member of a team</p> <p>Excellent communication, negotiation, and advocacy skills with the ability and presence to represent the NAA in public and to influence senior figures in government, business and the media</p>	
Knowledge	<p>Knowledge of working with volunteers</p> <p>Comprehensive experience of understanding business risk and its management and control</p> <p>A demonstrable knowledge and interest in the development of young people</p>	<p>Working knowledge of charity law, governance and Charity Commission requirements</p>

<p>Special aptitude</p>	<p>The vision and intellect to grasp the strategic challenges and opportunities facing the Award</p> <p>Strong personal credibility and an ability to build effective relationships at all levels</p> <p>Integrity, resilience, optimism and a well developed sense of realism;</p> <p>Sensitive to cultural differences, and active interest in cultural diversity</p> <p>Strong commitment to the values and ethos of the Award</p> <p>Passion for the Award, our mission and values, the communities we serve and for the participants whose lives the Award enriches</p>	<p>Ability to develop further in the role</p>
-------------------------	--	---

Role Profile



Board Chairperson

Location:	[National Award Operator Location]
Reports to:	None
Direct reports:	Trustees, Chief Executive Officer/ National Director
Salary:	Unremunerated (expenses covered)

Main Responsibilities

The role of the Chair is to provide leadership and direction to the board of trustees. The Chair's aim is to enable board members fulfil their responsibilities for the overall governance and strategic direction of the organisation. In doing so the Chairperson will:

- ensure the organisation complies with its governing document, charity law, company law, all other relevant legislation or regulations and the license signed with The Duke of Edinburgh's International Award Foundation
- make sure the organisation pursues its objects as defined in its governing document
- work in partnership with the Chief Executive/ National Director and senior paid staff members
- support the employees and help them achieve the aims of the organisation
- optimise the relationship between the board of trustees and the staff

Main Duties

In addition to the general responsibilities of a Trustee the Chair has a number of tasks specific to his or her role.

- providing leadership for the board of trustees in their role of setting the strategy and policy of the organisation
- regard him or herself as ultimately responsible for maintaining a balanced set of books and outcomes
- planning the annual cycle of board meetings and setting the agendas
- chairing and facilitating the board meetings
- giving directions to board policy making
- monitoring that decisions taken at board meetings are implemented
- representing the organisation at appropriate events, meetings or functions
- acting as a spokesperson for the organisation where appropriate
- where staff are employed
 - liaising with Chief Executive/ National Director/ senior paid staff members to maintain an overview of the organisation's affairs and provide support as appropriate
 - reviewing and appraising the performance of the Chief Executive/ National Director/ senior paid staff members
 - sitting on appointment panels as required
 - acting as final stage adjudicator for disciplinary and grievance procedures if required

- attending and being a member of other committees or working groups when appropriate in his or her role as Chair
- developing co-operation with Chairs and board members in other National Award Authorities and with The Duke of Edinburgh's International Award Foundation

Person Specification

	Essential	Desirable
Education & training	<p>Education commensurate with area of expertise</p> <p>Willingness to keep knowledge up to date and develop in areas relating to this role</p>	<p>Postgraduate degree in Business Administration, Education, Charity Management or another relevant subject matter</p>
Experience	<p>A track record of leadership, business management, innovation and sound financial control at a senior level in the public, private or third sector</p> <p>Strong experience of growing an organisation</p> <p>Evidence of managing and motivating an organisation as part of a governance board</p>	<p>A proficiency in other languages</p>
Skills & abilities	<p>Good attention to detail</p> <p>The ability to give clear, effective, sensitive and consistent leadership</p> <p>Excellent communication, negotiation, and advocacy skills with the ability and presence to represent the NAA in public and to influence senior figures in government, business and the media</p> <p>Ability to take decisions for the good of the organisation</p> <p>An ability to work effectively as a member of a team</p> <p>Good, independent judgement</p> <p>Tact and diplomacy</p>	
Knowledge	<p>Knowledge of working with volunteers</p> <p>Comprehensive experience of understanding business risk and its management and control</p> <p>A demonstrable knowledge and interest in the development of young people</p>	<p>Working knowledge of charity law, governance and Charity Commission requirements</p>

<p>Special aptitude</p>	<p>The vision and intellect to grasp the strategic challenges and opportunities facing the Award</p> <p>Willingness to speak one’s mind and listen to the views of others</p> <p>A willingness to devote the necessary time and effort to their duties as Chair and trustee</p> <p>Strong personal credibility and an ability to build effective relationships at all levels</p> <p>Integrity, resilience, optimism and a well developed sense of realism;</p> <p>Sensitive to cultural differences, and active interest in cultural diversity</p> <p>Strong commitment to the values and ethos of the Award</p> <p>Passion for the Award, our mission and values, the communities we serve and for the participants whose lives the Award enriches</p>	<p>Ability to develop further in the role</p>
-------------------------	---	---

Role Profile



Board Secretary

Location:	[National Award Operator Location]
Reports to:	Chair of the Board
Direct reports:	None
Salary:	Unremunerated (expenses covered)

Main Responsibilities

Working as part of the governance board the Board Secretary assists the trustees in documenting meeting discussions and activities by:

- liaising closely with the Chair of the Board to enable all members of the governance board discharge their duties in efficient and effective ways
- supporting the governance board's general administrative business

Main Duties

- arrange and diarise trustee meetings for the calendar year with agreement of the Chair and the other members of the governance board
- arrange additional meetings of the governance board if required
- prepare draft agendas and cross refer with The Award Operator's diary/business plan as appropriate
- distribute the agendas and associated papers/meeting packs to the trustees in good time for proper consideration prior to board meetings
- draft and then distribute the minutes, once approved by the Chair, in a timely manner
- maintain original signed minutes in an Award Minute Book along with appendices and resolutions
- ensure that:
 - discussions and decisions, in particular those taken between meetings, are properly recorded and referred to in the subsequent meeting.
 - actions arising from board meetings are logged, attributed and monitored.
 - trustees receive reports that enable them to assess all aspects of The National Award Operator's operations including administration and investment performance.
 - the governance board is properly constituted at all times.
 - The National Award Operator's annual accounts, returns and financial audit are completed in a timely fashion
 - any complaints in relation to The Award are appropriately handled.
 - copies of governance board papers and records of meetings are stored in secure facilities for the period determined by the trustees
 - the trustees receive complete copies of appropriate professional advice and sufficient information on all matters on the agenda to make properly informed decisions
 - there is a procedure in place to monitor and manage the risks to which The Award is exposed

Person Specification

	Essential	Desirable
Education & training	<p>Education commensurate with area of expertise</p> <p>Willingness to keep knowledge up to date and develop in areas relating to this role</p>	<p>Postgraduate degree in Business Administration, Education, Charity Management or another relevant subject matter</p> <p>Professional Secretarial qualification</p>
Experience	<p>A track record of leadership, business management, innovation and sound financial control at a senior level in the public, private or third sector</p> <p>Strong experience of growing an organisation</p> <p>Evidence of managing and motivating an organisation as part of a governance board</p> <p>Prior experience of work planning and follow up within an organisational environment.</p>	
Skills & abilities	<p>Good attention to detail</p> <p>The ability to give clear, effective, sensitive and consistent leadership</p> <p>Excellent communication, negotiation, and advocacy skills with the ability and presence to represent the NAA in public and to influence senior figures in government, business and the media</p> <p>Ability to take decisions for the good of the organisation</p> <p>An ability to work effectively as a member of a team</p> <p>Good, independent judgement</p> <p>Tact and diplomacy</p>	
Knowledge	<p>Knowledge of working with volunteers</p> <p>Comprehensive experience of understanding business risk and its management and control</p> <p>A demonstrable knowledge and interest in the development of young people</p>	<p>Working knowledge of charity law, governance and Charity Commission requirements</p>

<p>Special aptitude</p>	<p>The vision and intellect to grasp the strategic challenges and opportunities facing the Award</p> <p>Willingness to speak one’s mind and listen to the views of others</p> <p>A willingness to devote the necessary time and effort to their duties as Chair and trustee</p> <p>Strong personal credibility and an ability to build effective relationships at all levels</p> <p>Integrity, resilience, optimism and a well developed sense of realism;</p> <p>Sensitive to cultural differences, and active interest in cultural diversity</p> <p>Strong commitment to the values and ethos of the Award</p> <p>Passion for the Award, our mission and values, the communities we serve and for the participants whose lives the Award enriches</p>	<p>Ability to develop further in the role</p>
-------------------------	---	---

Role Profile

Board Treasurer

Location:	[National Award Operator Location]
Reports to:	Chair of the Board
Direct reports:	None
Salary:	Unremunerated (expenses covered)

Main Responsibilities

Working as a member of the governance board the overall role of the treasurer is to assist the trustees in meeting their financial responsibilities to The Award by:

- maintaining an overview of the National Award Operator's affairs
- helping to ensure its financial viability
- ensuring that proper financial records and procedures are maintained.

Main Duties

- overseeing, helping to approve and presenting budgets, accounts and financial statements
- helping to ensure the financial resources of the organisation meet its present and future needs
- ensuring the National Award Operator has an appropriate reserves policy
- overseeing the preparation and presentation of financial reports to the board
- ensuring appropriate accounting procedures and controls are in place
- liaising with paid staff and volunteers about financial matters
- advising on the financial implications of the organisation's strategic plans
- ensuring the National Award Operator has an appropriate investment policy
- ensuring there is no conflict between any investment held and the aims and objects of the National Award Operator
- monitoring the National Award Operator's investment activity and ensuring its consistency with the organisation's strategy, policies and legal responsibilities
- helping to ensure the organisation's compliance with legislation
- helping to ensure equipment and all other assets are adequately maintained and insured
- helping to ensure the accounts are prepared and disclosed in the form required by funders and the relevant statutory bodies, e.g. The Charities Commission and/or the Registrar of Companies
- where external scrutiny of accounts is required ensuring the accounts are scrutinised in the manner required (independent examination or audit) and that any recommendations made by the auditors 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

Person Specification

	Essential	Desirable
Education & training	<p>Education commensurate with area of expertise</p> <p>Willingness to keep knowledge up to date and develop in areas relating to this role</p> <p>Professional Finance qualification</p>	<p>Postgraduate degree in Business Administration, Education, Charity Management or another relevant subject matter</p>
Experience	<p>A track record of leadership, business management, innovation and sound financial control at a senior level in the public, private or third sector</p> <p>Strong experience of growing an organisation</p> <p>Evidence of managing and motivating an organisation as part of a governance board</p> <p>Prior experience of budget preparation and monitoring.</p>	<p>Prior experience of managing finance in a charity setting</p>
Skills & abilities	<p>Good attention to detail</p> <p>The ability to give clear, effective, sensitive and consistent leadership</p> <p>Excellent communication, negotiation, and advocacy skills with the ability and presence to represent the NAA in public and to influence senior figures in government, business and the media</p> <p>Ability to analyse proposals and examine their financial consequences</p> <p>Ability to take decisions for the good of the organisation</p> <p>An ability to work effectively as a member of a team</p> <p>Good, independent judgement</p> <p>Tact and diplomacy</p>	
Knowledge	<p>Knowledge of working with volunteers</p> <p>Comprehensive experience of understanding business risk and its management and control</p> <p>A demonstrable knowledge and interest in the development of young people</p>	<p>Working knowledge of charity law, governance and Charity Commission requirements</p>

<p>Special aptitude</p>	<p>The vision and intellect to grasp the strategic challenges and opportunities facing the Award</p> <p>Willingness to speak one's mind and listen to the views of others</p> <p>Preparedness to make unpopular recommendations to the board</p> <p>A willingness to devote the necessary time and effort to their duties as Chair and trustee</p> <p>Strong personal credibility and an ability to build effective relationships at all levels</p> <p>Integrity, resilience, optimism and a well developed sense of realism</p> <p>Sensitive to cultural differences, and active interest in cultural diversity</p> <p>Strong commitment to the values and ethos of the Award</p> <p>Passion for the Award, our mission and values, the communities we serve and for the participants whose lives the Award enriches</p>	<p>Ability to develop further in the role</p>
-------------------------	---	---

Trustee Code of Conduct

I will respect and uphold the values of the National Award Operator and The Award
[list values of the National Award Operator]

General

- I will act within the governing document of the National Award Operator and the law and abide by the policies and procedures of The Award.
- I will make myself aware of the contents of the Memorandum and Articles of Association and all relevant policies and procedures of the National Award Operator
- I will support the objects and mission of The Award, champion it and use any skills or knowledge I have to further that mission and seek expert advice where appropriate
- I will be an active trustee making my skills, experience and knowledge available to The Award and seeking to do what additional work I can outside trustee meetings which may include sitting on sub-committees
- I will respect The Award, board and individual confidentiality while never using confidentiality as an excuse not to disclose matters that should be transparent and open
- I will develop and maintain a sound and up-to-date knowledge of The Award and its environment. This will include an understanding of how The Award operates, the social, political and economic environment in which it operates and the nature and extent of its work
- I will use the National Award Operator's resources responsibly and when claiming expenses only do so in line with The Award's procedures
- I will seek to be accountable for my actions as a trustee of the National Award Operator and will submit myself to whatever scrutiny is appropriate
- I accept my responsibility to ensure that The Award is well run and will raise issues and questions in an appropriate and sensitive way to ensure that this is the case

Managing Interests

- I will not gain materially or financially from my involvement with The Award unless specifically authorised to do so
- I will act in the best interests of The Award as a whole and not as a representative of any group
- I will consider at all times what is best for The Award and its present and future beneficiaries and avoiding bringing The Award into disrepute
- Unless authorised by a specific minute of the board I will not put myself in a position where my personal interests conflict with my duty to act in the interests of the organisation. Where there is a conflict of interest I will ensure that this is managed effectively in line with The Award policy
- I understand that a failure to declare a conflict of interest may be considered to be a breach by me of this code

Meetings

- I will attend all appropriate meetings and other appointments at The Award or give apologies. If I cannot regularly attend meetings I will consider whether there are other ways I can engage with The Award

- I will prepare fully for all meetings and work constructively for the organisation. My work will include reading papers, querying anything I do not understand, thinking through issues before meetings and completing any tasks assigned to me in the agreed time
- I will actively engage in discussion, debate and voting in meetings; contribute in a considered and constructive way, listen carefully, challenge sensitively and avoid conflict
- I will use my best endeavours to help raise funds for the National Award Operator
 - I will participate in collective decision making, accept a majority decision of the board and will not act individually unless specifically authorised to do so

Governance

- I will actively contribute towards improving the governance of the trustee board, participate in induction and training and share ideas for improvement with the board.
- I will help to identify good candidates for trusteeship at the Award and, with my fellow trustees, will appoint new trustees in accordance with agreed selection criteria.

Relations with Others

- I will endeavour to work considerately and respectfully with all those I come into contact with at The Award. I will respect diversity, different roles and boundaries and avoid giving offence
- I recognise that the roles of trustees, volunteers and staff of the Award are different and I will seek to understand and respect the differences between these roles
- Where I also volunteer with the organisation I will maintain the separation of my role as a trustee and as a volunteer
- I will seek to support and encourage all those I come into contact with at The Award. In particular I recognise my responsibility to support the chair and the senior staff member
- I will not make public comments about the organisation unless authorised to do so. Any public comments I make about the Award will be considered and in line with organisational policy, whether I make them as an individual or as a trustee

Leaving the Board

- I understand that substantial breach of any part of this code may result in procedures being put in motion that may result in me being asked to resign from the trustee board and should this happen I will be given the opportunity to be heard. In the event that I am asked to resign from the board I will accept the majority decision of the board in this matter and resign at the earliest opportunity
- If I wish to cease being a trustee of the National Award Operator at any time I will inform the chair in advance in writing, stating my reasons for leaving

Signed

Name

Date

Chairs Performance Evaluation

Purpose of evaluation

Length of service

End of service

Last review:

Next review:

	Strongly Agree	Agree	Neither disagree or agree	Disagree	Strongly disagree
The Chair is an effective leader of the board, ably demonstrating the skills and experience necessary for the role.					
How might Performance be improved?					
The Chair ensures that the NAO sets strategic objectives that articulate the vision and ethos of the Award.					
How might Performance be improved?					
The Chair effectively conducts the appraisals of the Board Members and the National Director and sets proposed targets for the coming year.					
How might Performance be improved?					
Further areas of evaluation to be included by the NAO					

Board Member Self-assessment Questionnaire

Position

Purpose of evaluation

Length of service

End of service

Last review:

Next review:

Topics that should be covered, with set statements related to that topic	Either a scaling of 0-5 of strongly disagree-strongly agree					
Structure of the Board						
Example statements:						
<ul style="list-style-type: none"> Board has the right number of members 	0	1	2	3	4	5 or

<ul style="list-style-type: none"> • Board has the right number of meetings per year • Board meetings are well organised and planned • Board has the right committees 	Strongly agree – Strongly disagree with a number of options in between
Board accountability	
<p>Example statements</p> <ul style="list-style-type: none"> • Board effectively uphold the core terms of the licence with the Foundation • Board effectively represents the organization • Board review the budgets regularly and monitor progress throughout the year • Board review the strategic plans and regularly monitor progress throughout the year • Board evaluate and support ND adequately • Board have succession plans in place for the ND and Chair • Board members spend sufficient time learning about the NAOs 	<p>0 1 2 3 4 5 or</p> <p>Strongly agree – Strongly disagree with a number of options in between</p>
Board Committee Performance	
<p>Example statements</p> <ul style="list-style-type: none"> • The Committee structure logically addresses the NAO’s areas of operation • All committees have adequate agendas and minutes for each meeting 	<p>0 1 2 3 4 5 or</p> <p>Strongly agree – Strongly disagree with a number of options in between</p>
Board member own review of performance	
<p>Example statements</p> <ul style="list-style-type: none"> • Member has a full and common understanding of their role and responsibilities within the board • Member feels confident in understanding the NAOs structure and mission • Member contributes fully to the functions of the Board and NAO • Member places the best interests of the NAO above those of themselves 	<p>0 1 2 3 4 5 or</p> <p>Strongly agree – Strongly disagree with a number of options in between</p>
Evaluation of ND	
<p>Example statements</p> <ul style="list-style-type: none"> • ND is effective at optimising the work of the staff team to achieve the strategic aims of the NAO • ND effectively manages the performance of the staff team 	<p>0 1 2 3 4 5 or</p> <p>Strongly agree – Strongly disagree with a number of options in between</p>

Evaluation of the Board

Purpose of evaluation

Last review:

Next review:

Topic: Strategic Direction

	Strongly Agree	Agree	Neither disagree or agree	Disagree	Strongly disagree
Board Members share a common vision of what is best for the NAO.					
How might Performance be improved?					
The Board thinks and acts strategically.					
How might Performance be improved?					
The Board reviews and evaluates the NAOs achievements alongside their strategy and the Association's Global Strategy.					
How might Performance be improved?					
Further areas of evaluation to be included by the NAO					

Topic: Board Structure and Processes

	Strongly Agree	Agree	Neither disagree or agree	Disagree	Strongly disagree
Every Board member has signed the Code of Conduct and regularly declares their register of interest.					
How might Performance be improved?					
Committees are appropriately sized, include the right member and have clear responsibilities.					
How might Performance be improved?					
Board meeting are generally effective?					
How might Performance be improved?					
Further areas of evaluation to be included by the NAO					

Topic: Board relationship with the NAO/National Director

	Strongly Agree	Agree	Neither disagree or agree	Disagree	Strongly disagree

The Board is aware and upholds the licence requirements they hold with the Foundation					
How might Performance be improved?					
All Board members understand the process for evaluating the NAOs/NDs performance.					
How might Performance be improved?					
The Board received timely information that is sufficient for it to monitor operational performance					
How might Performance be improved?					
Further areas of evaluation to be included by the NAO					