Effective Date: dd mmm yyyy

**BOARD OF DIRECTORS**

**TERMS OF REFERENCE**

**1** **Overall role**

* Lead IDPC towards achieving its vision and mission, through multi-year Strategic Plans.
* Ensure that IDPC is properly governed and operates effectively.
* Safeguard IDPC’s assets and resources.

**2** **Specific responsibilities**

*Leadership, strategy and planning*

2.1 Approve and regularly review IDPC’s Strategic Plans.

2.2 Review and approve IDPC’s annual budgets.

2.3 Ensure that the appropriate human, financial and other resources are in place to support IDPC in meeting its plans.

2.4 Support the work of the IDPC Secretariat towards achieving its vision and mission.

2.5 Acting in the best interests of the IDPC membership.

*Governance and safeguarding*

2.6 Ensure IDPC operates in accordance with its constitution, and all legal and regulatory requirements.

2.7 Formulate and review policies and procedures for IDPC’s work, including a risk management framework and appropriate systems of financial controls, and ensure that the IDPC Secretariat operates in accordance with these.

2.8 Ensure the long-term financial viability of IDPC by directly supporting fundraising efforts.

2.9 Safeguard the name and reputation of IDPC.

2.10 Review the performance of the Board of Directors and take steps to improve its performance where necessary.

2.11 Regularly review what skills and experiences are needed amongst Directors to best support the achievement of IDPC’s Strategic Plans and have regard to this when recruiting Directors (see paragraph 3.2 below).

*Oversight and scrutiny of activities*

2.12 Support IDPC staff in their work for IDPC and in implementing the agreed work plans.

2.13 Appoint an Executive Director and support the post holder in their work for IDPC to deliver on the organisational strategy and to effectively implement agreed plans; this includes undertaking annual performance reviews of the Executive Director, ensuring sufficient career development opportunities, and setting appropriate annual targets.

2.14 Regularly review the IDPC Secretariat’s activities and performance, including in relation to finances.

*Appeals*

2.15 Fulfil any requirements of IDPC policies and procedures, in relation to hearing staff appeals and other matters, about whistleblowing, grievances, capability, controlling absence, disciplinary matters, and health and safety etc.

2.16 Fulfil any requirements of IDPC policies and procedures, in relation to hearing appeals about membership of the IDPC network.

**3** **Membership**

3.1 See IDPC Articles of Association in relation to provisions relating to membership of the Board.

3.2 To support the Articles of Association and paragraph 2.11 above, the Board shall before recruiting new trustees conduct an audit of skills and experience of Directors and identify gaps in relation to its current membership. Recruitment shall be performed against a clear Director person specification reflecting any skills and experience required.

3.3 Reflecting the Articles of Association, the Board shall have regard to matters such as diversity, gender balance and the desirability of ensuring that Directors are drawn from different regions of the world when recruiting new members of the Board.

**4** **Meetings and quorum**

4.1 See IDPC Articles of Association in relation to provisions relating to the quorum for Board meetings.

4.2 Regular meetings of the Board of Directors shall be held four times each year, at least one of which shall be face-to face, where funding allows.

**5** **Individual obligations**

5.1 Actively participate in meetings of the Board, committee meetings and other working groups, contributing specific skills and experiences in line with the Directors Code of Conduct.

5.2 Promote the good name and reputation of IDPC and its members, acting as an ambassador for it whenever possible, and upholding its core policy principles at all times.

5.3 Comply with all laws and regulations applicable to company directors in the UK, and with all relevant policies of IDPC.

Date approved by Board: 11th July 2018