

GADN Structure and Division of Responsibilities

Based on the: *Agreement on the division of roles between the GADN Trustees, Director and Advisory Group* agreed by the Board June 2012.

Updated by the Board in May 2015

Updated by the Co-Chairs October 2016

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1. Summary of structure and roles

This paper is based on the paper agreed by the GADN Board in June 2012, and updated in May 2015, summarising and expanding the Articles of Association. It has then been updated in October 2016 to reflect the changing nature of the organisation.

Board of Trustees (Governance): The Board of Trustees are legally responsible and accountable for governing and controlling the network. Their primary focus is on governance and finance issues. The Trustees will also approve the strategy and annual plans, prepared by the Director and Advisory Group, scrutinise the work of the network and hold management to account to ensure that plans are implemented.

Chair of Trustees (Governance): The Chair of Trustees has the ultimate responsibility for all decisions relating to the strategic direction and governance of GADN. S/he will lead the Board in approving the strategic plan and monitoring its implementation. The Chair delegates the implementation of the plan and management of the organisation to the Director, who s/he line manages. The Chair is required to maintain a high level of understanding of the network's work.

Director (Management): The Director manages the operational work of the network on assignment by the Board of Trustees under the leadership of the Chair of the Trustees. She/he manages the secretariat (all paid staff), chairs the Advisory Group and coordinates

the work of the different parts of the network in implementing the strategic plan. She/he reports and answers to the Chair of Trustees. She/he leads in the preparation of the strategic plan and budget and will take proposals from the Advisory Group and Secretariat to the Board.

Advisory Group (Supports management): The role of the Advisory Group is to:

- Provide advice and support to the Director in developing proposals for the Board on strategy and plans
- Work with the Secretariat in executing the strategic plan, including representing the network externally where appropriate
- Provide a forum for coordination among the Working Groups
- Reflect the views of the wider membership in making proposals to the Director

2. Role of the Board of Trustees

2.1 Overview

The Board of Trustees are legally responsible and accountable for governing and controlling the network. Their duty is to further the charitable aims of GADN in accordance with the memorandum and articles of association. Their primary focus is on governance and finance. Guided by the Chair of Trustees, the Trustees will approve the strategy and annual plans, prepared for them by the Director and Advisory Group, scrutinise the work of the network and hold management to account to ensure that plans are implemented and financial management meets regulatory requirements.

Trustees¹:

- Are responsible for the sound and transparent administration of the charity
- Must accept ultimate responsibility for everything GADN does²
- Have to act reasonable and prudently in all matters relating to GADN
- Must safeguard and protect the assets of GADN
- Have a duty to act collectively
- Must act in the best interests of GADN
- Must avoid any conflict between their personal interests and those of GADN

Key roles ³	What this means for GADN Trustees
Strategic planning	Approve the plan and budget as proposed by the Director Discuss any major changes to the proposed plan with the Director and Advisory Group

¹ Taken from 'Summary of Role of a Trustee' produced by Bates Wells & Braithwaite Solicitors

² The individual is responsible, not the organisation the individual is a staff member of. GADN takes out indemnity insurance for all Trustees. Article 5 of GADN's Articles establishes the limited liability for individual members of the company. The maximum liability of any member is to pay £10 towards GADN's debts and liabilities on winding up.

³ Taken from *Managing Without Profit* (Hudson, M. 2011) and the NCVO website.

Policy making	Approve any policies to do with HR and organisational management, maintaining best practice particularly in relation to women's rights Note: Implementation of policy is a management (Director) responsibility
Managing risk Ensuring adequate financial resources Providing effective fiscal oversight	Approve financial report Set reserves policy
Compliance	Ensure all legal and financial reporting is done on time (see annex one)
Select and support the Director of the organisation and review their performance	Appoint the Director, who will be managed by the Chair of Trustees
Managing corporate performance	Ensure sufficient plans and controls are in place to manage the performance of the network. Scrutinise the work of the network against the plans and controls, as reported by the Director
Understand and respect the relationship between Board and staff	Resolve any issues between the Advisory Group, Director, Secretariat or Working Groups Delegate to Director the operationalisation of the organisational strategy Chair of Trustees line manages Director Director keeps board informed and board takes responsibility for obtaining sufficient information for understanding the operations of the organisation
Act as a responsible employer	Ensure all recruitments of staff and consultants are done according to best practice and network policy Agree the location of the network
Select and induct new Board members	Carefully select and induct new Board members in line with the need for diversity of skills and attributes outlined below.

2.2 Criteria for selection as a Trustee:

The following is a guide which can be updated during any recruitment.

1. Commitment and understanding:
 - Demonstrable commitment to the vision, mission, aims and values of GADN
 - Demonstrable understanding of gender and development
2. Experience:
 - Relevant experience in at least one of the following areas:
 1. Working in the field of gender and development
 2. Working for an INGO, ideally a member of GADN
 3. Finance
 4. Organisational development
 5. Senior management
 6. Project management
 - Experience is also desirable in one of:
 1. Human resource management
 2. Fundraising
 3. Charity law
 4. Previous experience as a Trustee
 5. Working with membership-based networks
3. Time commitments:
 - Commitment to attend four Board meetings per year
 - Commitment to read papers and prepare for meetings (two hours preparation per meeting)
 - Commitment to respond to correspondence between meetings
 - Participate in GADN members' events where possible
4. Skills and attributes:
 - Strategic vision
 - Good, independent judgement and willingness to speak their mind
 - Ability to think creatively and to find solutions
 - Numeracy and the ability to understand budgets
 - Ability to work constructively and effectively as a member of a team
 - Understanding and acceptance of the legal duties, responsibilities and liabilities of Trusteeship
 - Demonstrate selflessness, integrity, objectivity, accountability, openness, honesty and leadership
 - Good interpersonal skills with the ability to establish good working relationships with people from diverse backgrounds
 - Strong communications skills both verbally and written
 - Understanding of the distinction between trustees' governance role and operational role of the GADN Secretariat

Trustees will decide whether and how to ensure that there is a diversity of skills and backgrounds among Board members. This will include consideration of representation in the areas of: ethnicity and race; disability; experience working and living in global south; LGBT status and class. Recruitment should involve proactive outreach to minority groups and networks.

Trustees (including the Chair of Trustees) are on the Board in an individual, rather than organisational, capacity. It is therefore possible for two Trustees to be currently working for the same organisation.

Trustees will normally delegate the selection process to the Chair(s) with successful candidates ratified at a Board meeting. For each round of recruitment, the Trustees identify the gaps in terms of skills and abilities on the Board and tailor the role profile accordingly.

The rules on election and terms of office are outlined in the Articles of Association.

2.3 Removal of a Trustee

Article 29 of GADN's Articles of Association details the process of removing a Trustee. The Trustees can remove a Trustee if "the Trustees reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office (Article 29.5), if "he or she fails to attend three consecutive meetings of the Trustees and the Trustees resolve that he or she be removed for this reason" (29.7) and "at a meeting of the Trustees at which at least two-thirds of the Trustees are present, a resolution is passed by at least two-thirds of the Trustees for the time being that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Trustees" (29.8).⁴

2.4 The Trustees and Advisory Group

Trustees have authority over the Advisory Group, (see Section 5 below). The Advisory Group reports to the Board of Trustees via the Director.

3. Role of the Chair of Trustees

The Chair of Trustees has the ultimate responsibility for all decisions relating to the strategic operations and governance of the network.

S/he will chair Trustee meetings. Sections of the meetings can be delegated to another facilitator but the Chair remains responsible for holding the Board to account.

The Board delegates the management of the organisation to the Director. The Chair has responsibility for the line management of the Director.

The Chair is required to maintain a high level of understanding of the network's work.

⁴ See the full Article for other cases for removal.

The Chair may at times be required to represent the network on key public platforms, but this will generally be the role of the Director. The Chair is responsible for getting the best possible performance from the Board. The Chair must manage the boundary between governance and operation, ensuring Board members do not slip into operational roles. The Chair is also responsible for succession planning.

Article 8 of GADN's Articles of Association states that 'The Trustees may appoint from among their number a Chair of the Trustees and a Treasurer for such term of office as they determine and may at any time remove a person so appointed from office'.

There will be an annual appraisal of the Chair of Trustees, which will involve 360 feedback, administered by the Coordinator. The Chair will establish a system on who has responsibility for ensuring that this process happens, and to whom the Coordinator will report for this task. This will normally be another Trustee.

4. Role of the Director

The Director manages the operational work of the network. She/he manages the secretariat (all paid staff), chairs the Advisory Group and coordinates the work of the different parts of the network in implementing the strategic plan. She/he reports and answers to the Chair of Trustees. She/he leads in the preparation of the strategic plan and budget and its monitoring, and will take proposals from the Advisory Group and Secretariat to the Board.

The Director is responsible for appointing staff and the day to day management of the organisation. See the role profile for the Director for complete list of responsibilities.

5. Role of the Advisory Group

5.1 Overview

In line with Article 14, the Trustees have created an Advisory Group whose primary role is to advise the Trustees, via the Director, and to execute the strategic plan.⁵

In summary, the role of the Advisory Group is to:

- Provide advice and support to the Director in developing proposals for the Board on strategies and plans
- Work with the Secretariat in executing the strategic plan, including representing the network externally where appropriate⁶
- Provide a forum for coordination among the Working Groups
- Reflect the views of the wider membership in making proposals to the Director

⁵ Article 14: The Trustees may constitute such advisory panel or panels as they think fit with power to advise the Trustees in relation to the affairs of the Charity. The Trustees shall determine the composition, proceedings and remit of any such panel.

⁶ The members of the Advisory Group are voluntary and have no legal accountability to the Board of Trustees. The Director is accountable to the Board to Trustees to ensure that the work of the Advisory Group is in line with the vision, mission and values of the network.

The Advisory Group, with the Secretariat, helps to shape strategy and implement plans through the Working Groups or as part of their own organisational work. The Advisory Group provides a key linkage between the governance and management functions of the network and supports the Secretariat to ensure that the network's work is consistent with its aims and policies.

The Director chairs the Advisory Group and can delegate the facilitation of meetings to another member of the Advisory Group. The Director has the authority to prevent members of the Advisory Group from undertaking any actions in GADN's name which s/he considers could damage the network.

Detailed roles of the GADN Advisory Group (support to management)

- Contributes to the development of the organisational strategy and plan including providing expert advice
- Reflects the views of the membership in developing strategy
- Executes areas of the annual work plan designated for the Advisory Group (*e.g. government relations*), where possible drawing on the work of the Working Groups
- Represents the network externally where appropriate
- Approves proposals for new Working Groups, and provides expert advice to the Director and Working Groups on relevant current trends and new opportunities in both policy and programme areas
- Agrees policy positions (non-HR/organisational) within the subject areas delegated by the Trustees, including responding to unforeseen initiatives and areas not covered by working groups
- Provides a forum for coordination among the Working Groups and Secretariat

5.2 Meetings and time commitment

There are six Advisory Group meetings per year. Advisory Group members are expected to commit around one day a month to activities, flexible over the year. At meetings Advisory Group members are invited to identify which months they are more available and in which months their time is more restricted.

Advisory Group members are expected to attend two members meetings a year and may be invited to attend Trustee meetings⁷. There will also be an annual Strategy Day with the Trustees in January or February.

Where an alternate is being used, members are expected to brief their alternate fully to prevent the work of the Advisory Group from being held up. Only one alternate is permitted per organisation.

5.3 Appointment/Resignation

⁷ Article 18: The Trustees may invite advisers to attend and advise at but not vote at meetings of the Trustees on such terms as they agree from time to time.

The existing Advisory Group plus the Director elects all new Advisory Group members, with the Director having the final say in the case of an absence of consensus. Advisory Group members are elected for two years. After this time they are welcome to stand for re-election. There is no limit to the number of times they can stand for selection on the Advisory Group.

Article 14 (of GADN's Articles) allows Trustees to remove Advisory Group members.

Criteria for selection of the Advisory Group depends on the current mix of the Group but can include:

- Ability to commit to the time required (6 Advisory Group and at least 1 Members Meetings per year usually in London plus at least one day a month)
- Understanding of women's rights internationally or gender and development issues.
- Depth of knowledge of development issues relevant to GADN's work including: DFID, Gender Mainstreaming, Aid Effectiveness, Violence against Women and Girls, Economic Empowerment, Sexual and Reproductive Health and Rights
- Experience of advocacy in the UK or international programme work
- Links with partner organisations in the South
- Ability to bring a new perspective of membership to enhance diversity (presence of small, medium and large organisations, academics and consultants)
- Commitment to support the Director and Secretariat in working effectively to execute the strategic plans
- Commitment to the vision, mission, aims and values of GADN
- Commitment to working in a collaborative way with others in the network
- Of strategic value for the network

Note: Advisory Group members are normally there in an organisational, rather than individual, capacity unless they are freelance or do not belong to an organisation.

6. Role of the Working Groups

6.1 The establishment and aims of a Working Group

Members of GADN may make proposals for new Working Groups which will be presented to the Director for approval by the Advisory Group and ratification by the Board.

The Advisory Group approves the TOR when a group is first established, along with the aims and objectives of the Working Groups (which are then put on the website by the Coordinator).

6.2 Role and responsibility of the Chairs of Working Groups

Chairs of each Working Group are selected from within the Working Group by Working Group members. Existing Chairs can agree a process suitable for their Working Group in consultation with Group members. The proposed candidate then goes to the Advisory Group for approval.

Working Group chairs are responsible for facilitating the development of working group workplans reporting on progress or sharing information about new directions of the Working Groups with the Director at Advisory Group meetings and are expected to provide a quarterly written update on progress and plans to the Co-ordinator in advance of each Trustee meeting.

Working Group plans must be approved by the Trustees when the annual plan is approved in March. Major new areas of work, that aren't in the strategic plan, have to be agreed by the Advisory Group to ensure consistency across the network's activities.

It is also the responsibility of the Chairs of the Working Group to bring anything potentially controversial to the GADN Director for information and discussion. This includes anything which some members of the network may not agree with.

Once an area of work, and objectives, has been agreed by the Trustees as part of the GAD Network's Strategy paper the Working Group can carry out its work without referring back to the Director.

However, for joint targets (such as key ministers or officials), the Working Group Chair should make sure their work is aligned with the work of other Working Groups and the network as a whole. The Working Group Chair must check with the Director that there is overall alignment around political contacts and positions, and then the Working Groups are free to contact decision makers or journalists or arrange other meetings or events.

The Working Group Chair is responsible for ensuring that members of the Working Group are satisfied with their level of involvement and with the direction of the group. Working Group Chairs must report back to the Coordinator before Advisory Group meetings. The Working Group Chair is also responsible for ensuring the group reports back at members meetings.

Working Groups are open to all network/associate members, subject to the TOR of that group. If there is an agreement between the Director and Chair of the Working Group that a particular member is undermining the goals of the Working Group, then that specific member can be asked to leave the working group. The Working Group Chairs are responsible for updating the Coordinator (by email/in meetings) about any problems within the group.

6.3 Funding proposals from Working Groups

As part of the annual planning process the Trustees will approve a budget line for Working Group activities. Working Group Chairs must submit a formal proposal in writing to the Director for discussion at the Advisory Group if they wish to apply for such funds. The Trustees delegate the allocation of the budget line for Working Groups to the Director, who

may create a sub group to take decisions if she/he chooses. Proposals will be discussed at the next Advisory Group except in exceptional circumstances. There is no limit on requests, but the Advisory Group will bear in mind the needs of other Working Groups and the potential of members to fund the work themselves, in reaching their decision.

6.4 Servicing

Chairs of the working groups are responsible for facilitating development of the group's workplan, reporting on the groups work to the coordinator, arranging meetings, minute taking and chairing the meetings.

The Co-ordinator is responsible for maintain an update google list of members of each group and for liaising between the groups and the Advisory Group and Director.

7. Meeting timetable

All meetings take place during normal working hours, with the recognition that this may cause difficulty for some Trustees. If necessary flexible options within working hours will be discussed in an effort to accommodate diverse needs among Trustees.

Month	Purpose of BoT meeting	Length
January/February	Approval of strategy – past and present	1 hour business meeting followed by Strategy day with the Advisory Group
April	Approval of budget, workplan and any changes to Working Group objectives/major activities,	2.5 hours
July	Approval of annual report and accounts (to be submitted to Charity Commission and Companies House) Review of the risk register Biennial Retirement Meeting (every two years - first took place in 2012)	2.5 hours
October	Mid-term review of workplan and budget and agreement on any revisions needed	2.5 hours with Advisory Group in attendance for the review.

8. Policies for Trustees

8.1 Reporting

GADN's Coordinator completes and files the below listed returns/reports, however Trustees are ultimately legally responsible for ensuring GADN meets its reporting and other legal obligations in a timely manner. Trustees need to approve the Trustees Report and Financial Statements at a Board meeting. If it is not possible to do this by meeting, Trustees can approve the Report and Statements by email. At the subsequent Board meeting, the Coordinator must then minute that the Report and Statements were approved on [day/month/year] by email. Once the Report and Statements have been signed by a member of the Board, they are filed by the Coordinator with Companies House and the Charity Commission.

- **PAYE annual return (P35, P14, P11, P32 and P60)** is due by **19 May** each year, must be filed online with HMRC. Every time an employee starts or leaves, GADN will have a form to file, depending on the circumstances (typically P45 or P46).
- **Annual return of directors** is done on the anniversary of GADN's incorporation as a private limited company (**29 July**). It is a simple task of confirming the list of directors (trustees) on Companies House.
- **Trustees Report and Financial Statements** is due within 9 months of the year end (so by **31 December**). Broadly speaking, an independent examination is needed if gross income is between £10,000 and £500,000 and an audit is needed where the gross income exceeds £500,000. This is filed with Companies House and the Charity Commission.
- **Corporation tax return** is filed online with HM Revenue. Any tax payable is due 9 months and one day after year end (so by **1 January**) following the accounts year end. The return has to be filed within 12 months of the year end.

8.2 Expenses

Trustees are able to claim expenses for attending meetings (including travel and child care⁸) and be paid for work they are specifically commissioned to undertake in accordance with Article 4.4.3 of the Articles of Association⁹, subject to available funds, but are not remunerated for their work as Trustees. No more than half of the trustees can benefit in any year (and a trustee is treated as benefitting for these purposes if a person connected with them receives a benefit).

8.3 Meetings

There are four trustee meetings per year. A meeting is deemed quorate if one-third of the trustees attend, subject to a minimum quorum being two trustees, if there are fewer than six trustees in total.

8.4 Trustee decision making

⁸ See Article 4.4.2.

⁹ See Article 4.4.3.

Trustees can make decisions at duly convened meetings (includes meeting held by telephone, televisual or other electronic or virtual means) or by majority decision other than at a meeting (this can be by email or by written resolution, see Article 22). If a trustee has a conflict of interest which means he or she cannot take part in a vote or a decision, it is not possible for the trustees to make a unanimous decision.

8.5 Correspondence

Email and the website are valid methods for communication within the network and among Trustees as stated in more detail in the network's Articles of Association.

8.6 Appointment/Resignation

Article 27 states there shall be at least three Trustees, and no more than thirteen.

Trustees (including the Chair of Trustees) are appointed in individual capacity and have a duty to act in the interests of GADN when acting as a trustee. Any person who is willing to act as a Trustee, and who would not be disqualified from acting under the provisions of Article 29, may be appointed to be a Trustee by a decision of the Trustees.

A trustee can be asked to leave if two-thirds of existing Board members agree.

Each Trustee shall retire from office at the second Biennial Retirement Meeting following the commencement of his or her term of office. The retirement takes effect at the conclusion of the meeting. The Biennial Retirement Meeting shall be every other meeting of the Trustees at which the annual accounts of the Charity are adopted (July), and the first Biennial Retirement Meeting shall take place in 2012. The maximum term of office is four years.

Trustees who retire automatically (after four years) may be reappointed, but after serving for two consecutive terms of office (eight years), they must take a break from office of at least one year.¹⁰ If the retirement of a Trustee under Article 28.2 causes the number of Trustees to fall below that set out in Article 27 then the retiring Trustee shall remain in office until a new appointment is made.¹¹

The Trustees are the only company law members of the network. Appointments, resignations and changes of personal details must be notified to Companies House. The notifications must be filed within 14 days of the relevant event and details must also be entered in GADN's books. New trustees should confirm in writing that they are happy to receive notice of trustees' meetings by email and/or telephone and provide appropriate email addresses and telephone numbers for this purpose.

8.7 Commissioning consultants

¹⁰ It is possible for a retiring Trustee to be reappointed without taking a one-year break if the rest of the Trustees believe there are exceptional circumstances that deem this unavoidable.

¹¹ See Articles 28.2-28.5.

A Trustee or a person who is connected with a Trustee can be paid for their work as a Consultant (see Article 4.4.3).¹² Not more than half of the Trustees in any financial year may be paid as Consultants. This would allow, for instance, payments to a trustee who was a fund raising expert for fund raising services rendered to GADN. It does not, however, cover payments to anyone for acting as a trustee, nor services performed by a trustee under a contract of employment with GADN. According to Article 23.5,¹³ the Trustee interested in the consultancy work must take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate. The interested Trustee must not be counted in the quorum for that part of the process and must withdraw during the vote and have no vote on the matter. The Coordinator must be informed when any Trustee is being considered as a consultant for GADN to ensure that the stipulation above is complied with.

¹² Article 4.4.3: A Trustee or a person who is Connected with a Trustee may be paid reasonable and proper remuneration by the Charity for any goods or services supplied to the Charity on the instructions of the Trustees (excluding, in the case of a Trustee, the service of acting as Trustee and services performed under a contract of employment with the Charity) provided that this provision may not apply to more than half of the Trustees in any financial year (and for these purposes this provision shall be treated as applying to a Trustee if it applies to a person who is Connected with that Trustee).

¹³ Article 23.5: If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 23.5, he or she must:

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

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

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