

ABColumbia Institutional Roles & Responsibilities

Introduction

1.1 Institutional Structure

ABColumbia is the advocacy organization of the five leading UK and Irish organisations with programmes in Colombia (referred to as Members): CAFOD, Christian Aid UKI, Oxfam GB, SCIAF and Trócaire.

ABColumbia's purpose is to influence decision makers in the UK and Ireland to:

- i) resolve the human rights and humanitarian crisis and;
- ii) achieve a lasting peace and equitable and sustainable development in Colombia.

The Board of Non-Executive Directors is appointed by Members to ensure that Members can more effectively fulfil their institutional role.

This document seeks to

- i) Identify ABColumbia institutional roles;
- ii) Assign responsibilities for each;

2.1 Institutional Roles

There are three main institutional roles required to ensure that the organization functions effectively:

- Fiduciary role;
- Leadership role
 - establishing and developing the mission and strategic direction of the organization and;
 - leading its concomitant growth and development to achieve institutional objectives, by delegating executive authority to the Programme and Advocacy Manager;
- Governance role
 - overseeing, reviewing and monitoring activities, and providing appropriate checks and balances.

Institutional roles are described below:

Fiduciary Role

General

3.1 Members have ultimate responsibility for directing the affairs of a organization, and ensuring that it is solvent, well-run, and delivering the charitable outcomes for the benefit of the public for which it has been set up.

Duty of compliance

4.1 Members should:

- Ensure that the organization complies with charity law, and with the requirements of the Charity Commission as regulator; in particular ensure that the charity prepares reports on what it has achieved and annual returns and accounts as required by law;
- Ensure that the organization does not breach any of the requirements or rules set out in its governing document and that it remains true to the charitable purpose and objectives set out therein;
- Comply with the requirements of other legislation and other regulators (if any) which govern the activities of the organization;
- Act with integrity, and avoid any personal conflicts of interest or misuse of charity funds or assets.

Duty of prudence

5.1 Members should:

- Ensure that the organization is and remains solvent;
- Use charitable funds and assets reasonably, and only in furtherance of the organization's objects;
- Avoid undertaking activities that might place the organization's endowment, funds, assets or reputation at undue risk;
- Take special care when investing the funds of the organization, or borrowing funds for the charity to use.

Duty of care

6.1 Members should:

- Use reasonable care and skill and their personal skills and experience as needed to ensure that the organization is well-run and efficient;
- Consider getting external professional advice on all matters where there may be material risk to the organization, or where the Members may be in breach of their duties.

Leadership Role

7.1 Members should:

- Guide the mission, vision and strategic direction of the organization;
- Ensure the production of a strategic plan;
- Ensure the organization presents an effective external image and has effective relationships with external bodies;
- Review the performance the organisation as a whole and its committees to ensure that any necessary development needs are met.

Governance Role

8.1 Members should be responsible for:

- The recruitment of the Programme and Advocacy Manager, and reviewing his/her performance;
- Monitoring and reviewing the preparation and implementation of the strategic plan;
- Reviewing, approving and monitoring the annual budget;
- Reviewing and approving major decisions, commitments and plans, particularly taking account of their financial implications;
- Evaluating progress on programmes, key activities, and financial aims;
- Ensuring the stability of the organization, including the development and retention of staff;
- Ensure that appropriate structures and processes are in place for the effective running of the organisation;
- Promoting the effectiveness of Members, for example through any necessary training and development thereof.

Meeting Institutional Responsibilities

9.1 Members should meet the responsibilities detailed above through:

- The composition of its Members, which should comprise an appropriate mix of relevant skills, as required by the organization to achieve its institutional objectives such as: human rights expertise; legal knowledge; finance, management, communications capability; personnel management; fundraising experience;
- Information provision from the Programme and Advocacy Manager, such as: plans and budgets; financial statements; programme/operational reporting; information to inform key decisions e.g. on the use of assets and on major expenditure items;
- Meetings, agendas, minutes, documents;

- The creation of appropriate committees such as the Board of Non-Executive Directors;
- The delegation of authority and responsibilities to committees such as the Board of Non-Executive Directors and the Programme and Advocacy Manager in a clear and structured way.

Board of Non-Executive Directors

10.1 Members may establish committees such as the Board of Non-Executive Directors as it sees appropriate to ensure that they can more effectively fulfil their institutional roles outlined above. In the case of ABColombia the principal committee already created is the Board of Non-Executive Directors, which is designed to oversee the day to day operation of the organisation within delegated limits.

10.2 The terms of reference of the Board of Non-Executive Directors is attached as an annex:

Delegation of Responsibilities

11.1 The following table is designed to assist in the ‘clear and structured’ delegation of responsibilities from the Members to the Board of Non-Executive Directors and Programme and Advocacy Manager. It highlights the need to assess each responsibility in turn and assign a ‘body’ to be responsible for its implementation. These could be either:

- Members – through the dedication of additional capacity;
- The Board of Non-Executive Directors;
- Programme and Advocacy Manager;
- Some other committee (yet to be created)

Role	Responsibility	Who Responsible	Delegated to
<i>Fiduciary</i>			
<i>Compliance</i>	Comply with the law, including reports/accounts	Members	Board
<i>Compliance</i>	Not breach governing documents	Members	Board
<i>Compliance</i>	Comply with other legislation	Members	Board
<i>Compliance</i>	Integrity & avoidance of conflict of interest	Members	Board
<i>Prudence</i>	Well run & solvent	Members	Board
<i>Prudence</i>	Use charitable funds reasonably	Members	Board
<i>Prudence</i>	Care when investing & borrowing	Members	Board

<i>Care</i>	Use reasonable care, skills & experience to ensure organization is well-run	Members	Board
<i>Care</i>	Use external professional advice in matters of material risk	Members	Board
Leadership	Guide mission, vision and strategy	Members	Members (through annual planning meetings and reviewed every 6 months in monthly meeting)
	Drafting & Production of annual & 3-yr strategic plans (Programme)	Members	Programme and Advocacy Manager (pre- & post annual meeting with Members)
	Effective external relations - Targets - Allies - Funders	Members	Primarily: PAM & Members PAM PAM and Board
	Review performance of organization as a whole	Members	Board
Governance	Recruitment of Programme and Advocacy Manager	Members	Board
	Monitoring implementation of strategic plan & annual plans	Members	Board
	Approve annual budget	Members	Members (during annual planning meeting)
	Devising & Monitoring annual and longer-term budgets/spends	Members	Board but Members responsible for money to ABC through their grants.
	Approve major decisions & plans - Programme	Members	Members (through annual planning meeting and 6-

	- Institutional		monthly review) Board
	Evaluate progress on programmes/activities 1) Evaluate and support PAM 2) Evaluate progress of ABC programme as a whole (ie broad direction & priorities)	Members	Members Board Members responsible for evaluating overall progress of ABC
	Ensure stability of organization's Personnel - staffing and Board make-up, etc	Members	Board
	Promote effectiveness of Members': - Participation - Institutional roles - Development & Training	Members	Board

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Appendix I: Good Governance Code for Voluntary and Community Organisations

In undertaking these roles the Members should apply the principles set out in the Good Governance Code for Voluntary and Community Organisations, produced by the National Governance Hub. The pocket book summary of the Code can be circulated to Members. The Code has seven principles covering:

- Board Leadership - directing the affairs of the organisation and focusing on strategic direction;
- Board Control over the organisation - ensuring legal compliance and internal controls, acting prudently and managing risk;
- Board Responsibilities and Functions - set out in these Terms of Reference;
- Board Review - of itself, its committees and the work of the organisation;
- Board Delegation – to its committees and officers;
- Board Integrity - collectively and individually;
- Board Openness - to its members and all others with whom it interacts.

Appendix II: Terms of Reference of the Board of Non-Executive Directors

Role of Non-Executive Directors– Terms of Reference

1. Working in partnership with the Programme and Advocacy Manager, other staff and Member organisations the role of the Non-Executive Directors is as follows:

10.1- Overall responsibility:

- Ensure that the governance of ABColombia is appropriate to the organisation's needs and of the highest possible standard
- Ensure that the ABColombia complies with all legal and regulatory requirements¹.
- Be responsible for the recruitment and the management of the ABColombia Programme and Advocacy Manager, and ensure that he/she implements annual working plans in an effective, timely and efficient manner.
- Encourage an environment and structure that promotes the performance of the organisation and its public reputation and credibility.

10.2 - Main Duties:

10.2.1 Help create institutional structures and management systems that ensure that the vision, objective and strategic direction agreed between ABColombia members is focused and effective: Working in partnership with the Programme and Advocacy Manager, other staff and Member organisations the board will facilitate and co-ordinate a process to ensure that:

- ABColombia has a clear vision, objective and strategy, articulated through a strategic plan which is agreed by Member organisations, and consulted with the staff.
- The ABColombia annual working plan supports the vision, objective and strategic priorities of the group.
- ABColombia staff implement annual working plans in an effective, timely and efficient manner.

10.2.2 Ensure that the governance of ABColombia is appropriate to the organisation's needs and of the highest possible standard

- To ensure that ABColombia has a governance structure that is appropriate for the size and complexity of the organisation, and its present stage of development.
- Ensure that the Programme and Advocacy Manager presents an annual review to the Board regarding the performance of ABColombia and improvements or changes are identified by the Board and assistance and support is provided where necessary.

¹ Where possible given the limitation that ABColombia is not an independent charity under UK law

- Ensure that the Board has a diversified skills base which allow it to govern the organisation in a satisfactory manner, and that the Board establishes relations where appropriate and necessary with relevant external professional experts.

10.2.3 Ensuring that the ABColombia group complies with all legal and regulatory requirements

- Working with the Programme and Advocacy Manager and appropriate professional advisors, ensure that ABColombia complies with all legal, regulatory and statutory requirements,
- To ensure that the major risks to which the ABColombia group is exposed are reviewed annually and systems are established to mitigate or minimize these risks.

10.2.4 Be responsible for the recruitment and the management of the ABColombia Programme and Advocacy Manager.

- Working with members oversee the recruitment process for the Programme and Advocacy Manager including updating job descriptions and person specifications, preparing a recruitment plan, advertising the post, conducting interviews and selecting the most able candidate.
- Manage the Programme and Advocacy Manager including holding regular meetings to ensure that he/she is implementing the annual work plans in an effective, timely and efficient manner, as well as provide mentoring and support.
- Working with the Programme and Advocacy Manager to identify skills that he/she may need to be trained in to ensure that he/she can adequately fulfil their responsibilities.
- Advise the Programme and Advocacy Manager with regard to the recruitment and management of other staff (both paid and unpaid).

10.2.5 Encourage an environment and structure that promotes the performance of the organisation and its public reputation and credibility

- To ensure that there are mechanisms by which the staff, fellows and Trustees organisations, can if necessary bring concerns to the attention of the Trustees with regard to any activity that threatens the probity of the work of ABColombia.
- Be available to represent ABC publicly where necessary regarding the objective and work of the organisation in accordance with the plans laid out in the annual plan, in the same way that ABC members and staff may represent the wider network. No high profile public speaking or comments on advocacy or political positions would be anticipated, this would instead rest with ABC staff and members in agreement with ABC positions.
- Engage in a review of fundraising possibilities and a fundraising strategy for ABColombia.

10.2.6 Ensuring that the management of ABColombia is appropriate to the organisation's needs and of the highest possible standard including ensuring the Non-Executive Directors has a diversified skills base and that the Group establishes relations where appropriate and necessary with relevant external professional experts.

- Identifying, from the Programme and Advocacy Manager's annual report, necessary improvements, changes, assistance and support and ensuring they are implemented.
- Ensuring that the activities of ABColombia group comply with legal requirements
Overseeing the recruitment and the management by the Host Charity of ABColombia staff including the Programme and Advocacy Manager, and ensuring their effective management.
- Ensuring, so far as possible, that concerns relating to ABColombia's activities are brought to the attention of the Members with regard to any activity that threatens the probity of the work of ABColombia.
- Being available to represent the views of the ABColombia Group publicly where necessary regarding the objective and work of the organisation in accordance with the plans laid out in the annual plan. This will not involve high profile public speaking or comments on advocacy or political positions responsibility for which would instead rest with ABC member representatives in agreement with ABC positions.
- Engaging in a review of fundraising possibilities and a fundraising strategy for ABColombia.
- Reporting to the signatories to this MoU as required

ENDS