

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 support 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