



International Board Terms of Reference

The International Board of Trustees (the **International Board**) is the Board of Trustees established pursuant to the memorandum and articles of association of Voluntary Service Overseas, a UK registered company limited by guarantee, with company number 703509 (**VSO**). These terms of reference shall supplement the provisions in the Articles of Association and this Agreement and provide further details about the procedures of the International Board.

1. Purpose

1.1 The International Board shall carry out the functions of the Board of Trustees of Voluntary Services Overseas, pursuant to the Articles of Association.

1.2 The International Board has overall responsibility for the supervision of the formulation of policies and strategy of VSO and for monitoring performance of VSO.

2. Members of the International Board

Size of the International Board

2.1 The International Board shall consist of up to 10 Trustees, including the Chairperson who shall have the casting vote.

Appointments to the International Board

2.2 The International Board shall comprise a mix of individuals to be nominated by the Federation Council in accordance with the agreed "International Board appointment criteria" set out at **Appendix 1** hereto and appointed in accordance with the Articles of Association.

2.3 No member of the Federation Council shall also be a Trustee of the International Board and no Trustee of the International Board shall also be a member of the Federation Council.

2.4 No employee of a Federation Member or VSOI or VSOUK shall be a Trustee of the International Board.

2.5 No Trustee of a Federation Member shall be a Trustee of the International Board. For the avoidance of doubt, a Trustee of a Federation Member Board may be put forward by the Federation Council for appointment to the International Board where their selection is based on the skills criteria as set out in **Appendix 1** to this Schedule. Where such Trustee is appointed to the International Board, he/she shall prior to such appointment, resign as Trustee of the Federation Member Board.

2.5 The Federation Council will keep under review:

(a) the mix of skills on the International Board and may make recommendations as to membership, as appropriate; and

(b) the appointment criteria set out in **Appendix 1**.

Length of tenure

2.6 Appointments to the International Board shall be for a period of up to three years, which may be extended for a further three year period, if appropriate.

2.7 Appointments to the International Board shall take into account the end date such that there is an appropriate balance between renewal and continuity.

Removal of Trustees of the International Board

2.8 Trustees of the International Board may only be removed:

- (a) in accordance with applicable law; or
- (b) in accordance with the provisions relating to disqualification of Trustees in the Articles of Association; or
- (c) automatically in the circumstances set out in paragraph 2.9 below.

2.9 The following actions shall result in automatic removal of a Trustee from the International Board:

- (a) gross misconduct by a Trustee in the performance of his/her role as a Trustee of the International Board;
- (b) fraud by a Trustee;
- (c) failure by a Trustee to attend more than 3 International Board meetings;
- (d) failure to comply with the ethos and values of Voluntary Service Overseas as set out in the Charter; or
- (e) any actions that bring the VSO Federation into disrepute or that would lead to disqualification as a director under English law.

2.10 The removal of the Trustee in the circumstances set out in paragraph 2.9 above shall be determined by the Chairperson of the International Board and subject to confirmation by the Federation Council at the earliest opportunity and ratification by a majority of the company law members of Voluntary Service Overseas.

Conflicts of Interest

2.11 All Trustees of the International Board shall comply with the Conflicts of Interest Policy.

3. Chairperson

3.1 The Chairperson shall be appointed by the Trustees of the International Board for a term of 3 years and may be recruited from within the International Board or externally.

3.2 The Chairperson must be independent, i.e. must not be a trustee of a Federation Member Board.

3.3 On expiry of the term in accordance with paragraph 2.6 above, the Chairperson may, subject to the consent of the Trustees of the International Board, be re-appointed for a further term of 3 years. The maximum length of term as a Trustee and Chairperson is 9 years.

3.4 The role of the Chairperson will be to:

- (a) chair the meetings of the International Board;
- (b) to enter into regular dialogue and communication with the CEO; and
- (c) to have regular discussions with the chair of the Federation Council (the nature of which, the Chairperson shall report to the International Board).

3.5 The chair of the UK Board shall be the Vice-Chair of the International Board for so long as he or she is chair of the UK Board.

4. Meetings

Frequency

4.1 The International Board shall meet not less than 3 times a year.

Notice

4.2 Meetings of the International Board shall be summoned by notice from the Company Secretary in accordance with the Articles of Association.

Location

4.3 The International Board may meet either in person or virtually by teleconference or videoconference or other appropriate media. The location and frequency of meetings will ensure that the cost is proportionate to their contribution and, wherever possible, will be in accordance with the Articles of Association.

Attendance

4.4 In addition to the Trustees of the International Board, the CEO shall be required to attend meetings of the International Board (except that the CEO shall not be present for matters relating to his/her appointment, remuneration or performance).

4.5 Others, including the Chairperson of the Federation Council, may attend meetings of the International Board by invitation only.

5. Voting and Quorum

5.1 A quorum at each meeting of the International Board shall be more than 50% of the Trustees.

5.2 Trustees of the International Board shall not be permitted to appoint an alternate to attend meetings.

6. Powers and responsibilities

6.1 The International Board shall have general oversight of the functions of VSO including, but not limited to:

- (a) approving Reserved Matters and Partly Reserved Matters in accordance with the process in clauses 5.9 and 5.10 of this Agreement;

- (b) ensuring that Voluntary Service Overseas operates lawfully at all times;
- (c) initiating the strategic planning processes, agreeing and approving the International Strategy and Federation-wide Corporate Business Plan, monitoring the International Strategy and Federation-wide Corporate Business Plan and making strategic financial decisions;
- (d) approving the Federation-wide Corporate Business Plan, including medium term and annual corporate objectives, the allocation of resources, the medium term and annual budget, and the distribution of funds across the VSO Federation Members and VSO Country Programme offices;
- (e) approving opening and closure of VSO Country Programme offices;
- (f) approving general policy in relation to the administration of VSO Country Programmes;
- (g) granting the VSO Brand Licence;
- (h) approving changes to the VSO Brand (subject to appropriate processes being in place at the time of any proposed change, for individual FMs to test the impact of any change to the VSO Brand, such processes to be agreed between the parties);
- (i) approving the VSO annual report and accounts;
- (j) monitoring the performance of the CEO and the Global Leadership Team; and
- (k) appointing and removing the CEO.

7. Appointment of sub-committees

The International Board may establish, in accordance with the Articles of Association, committees and sub-committees to assist it in carrying out its functions and responsibilities.

8. Procedures

8.1 Each International Board meeting shall be minuted in full in accordance with the Articles of Association. Minutes of the meetings of the International Board will be sent to Federation Member Boards.

8.2 The adequacy of these terms of reference shall be reviewed at the request of the International Board and these terms of reference shall only be amended in compliance with the procedure for the amendment of Reserved Matters set out in Clause 5.10 of the Federation Agreement.

8.3 The International Board shall evaluate its own processes and performance to ensure its ongoing effectiveness. This evaluation will take place annually.

Appendix 1

International Board Appointment Criteria

A. Legal requirements

No person shall be appointed as a Trustee of VSO and a member of the International Board if:

1. He/she has been disqualified from acting as a charity trustee under the Charities Act 1993. Disqualification can be as a result of, for example:
 - having been convicted of an offence involving deception or dishonesty, unless the conviction is spent;
 - having been adjudged to be bankrupt and whose bankruptcy is has not been discharged; or
 - having been previously removed from trusteeship of a charity by the Court or by the Charity Commission.
2. He/she has been subject a disqualification order under the Company Directors' Disqualification Act 1986.
3. He/she has been disqualified under (or otherwise fallen foul of) a foreign law equivalent to that in the Company Directors' Disqualification Act 1986.
4. He/she is not able to comply with the VSO Conflicts of Interest Policy.

B. Skills requirements

The International Board should contain the skill sets, knowledge, experience and perspective that are required for an international board of trustees. For so long as the International Board retains responsibility for both VSOI and VSO UK at least 4 of the International Board members shall have experience relevant to Voluntary Service Overseas as a UK charity and INGO operating in the UK.

International Board members shall be selected based on the following skills criteria (compulsory criteria is marked *).

1. Personal competencies
 - Commitment to the mission of VSO*
 - Commitment to the core values of VSO*
 - Ability to exercise confidentiality & discretion*
 - Ability to listen to others with openness & respect*
 - Ability to collaborate & contribute to problem solving*
 - Ability to change: to persuade and to be persuaded
 - Facility in inter-cultural relations
 - Ability to travel, work with electronic information
 - Experience with diverse governance processes

2. Governance competencies

- Leadership in non-profit organizations
- Strategic thinking & sound judgment*
- Ability to analyze & evaluate information*
- Ability to set targets & priorities & assess performance*
- Experience with risk management
- Experience of policy and planning processes
- Ability to effectively engage/lead decision-making*
- General legal, financial, regulatory knowledge.

3. Strategic competencies

- International development knowledge/experience both strategic and at a practical community level
- Practical experience in national and international volunteering (including through VSO)
- Fundraising & partnerships
- Experience in organisational development
- Communications & public relations
- Direct perspective from global south context

4. Specific technical competencies

- Ability to effectively chair decision-making processes
- Legal expertise, including legal expertise relevant to Voluntary Service Overseas' jurisdiction
- Accounting qualification, including qualification relevant to Voluntary Service Overseas' jurisdiction
- Financial / investment expertise
- Human resource management experience
- Expertise in the application of technology