

HelpAge International Board handbook



***When you give
to older people***

they give back

This handbook is designed to give you an introduction to the key responsibilities of the HelpAge International Board of Trustees. If any information in the handbook is inconsistent with relevant company or charity law or the Memorandum and Articles of Association then those legal documents preside.

This document should be read in conjunction with the HelpAge Corporate Strategy which can be found at www.helpage.org/who-we-are/how-we-are-accountable

Clear, comprehensive and up-to-date advice about UK charity law and the role of a Trustee is published on the Charity Commission website at www.charitycommission.gov.uk/trustees-staff-and-volunteers/trustee-role

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Introduction

HelpAge International (HelpAge) was established in 1983 to help older people claim their rights, challenge discrimination and overcome poverty, so that they can lead dignified, secure, active and healthy lives.

History

In November 1983, five organisations - Help the Aged (now Age UK), HelpAge India, HelpAge Kenya, Help the Aged Canada and Pro-Vida Colombia - came together to form the HelpAge International network and non-governmental organisation.

The HelpAge International network has since grown steadily in size and influence. We now have over 100 Affiliates and many more partners in 65 countries across the world.

In the 1980s, ageing was not on the development agenda. Now there is growing awareness of ageing issues, particularly in countries going through rapid demographic transition in Europe, China and India.

HelpAge vision and mission

Our vision is of a world in which all older people can lead dignified, active, healthy and secure lives. Therefore we work hand in hand with older people's associations, partner and Affiliate organisations, academic institutions, research bodies and government bodies to address the needs and rights of older people globally.



About the Board

HelpAge International is a UK company, limited by guarantee and registered as a charity with the Charity Commission for England and Wales. As such it has reporting responsibilities to Companies House and to the Charity Commission.

The governing documents are the Memorandum and Articles ('The Articles') of Association which are lodged with Companies House. These were last reviewed and updated by the Board in November 2012.

As a company, HelpAge has a Board of Directors, and as a charity it has a Board of Trustees. These are the same people and the titles tend to be used interchangeably in HelpAge. In this document the expressions 'Board' and 'Trustees' will be used.

The Chief Executive Officer and other Executive Directors have the title of 'Director'; however, this is simply a job title and not a legal status within the Company.

The role of the Board is to govern the organisation, ensure it does what it was set up to do and provide overall policy direction to achieve its aims in the most efficient and effective manner, consistent with the organisation's values and approach.

Trustees are ultimately responsible for the management and administration of HelpAge.

Size and membership of the Board

The Articles set out the composition of the Board, appointment procedures and maximum terms. The aim is that the Board is of a size where Trustees can interact effectively. It is critical that the Trustees are able to contribute their knowledge and expertise to govern the Charity's activities, as well as demonstrate commitment to the aims and values of HelpAge International.

The HelpAge Articles allow a minimum of 8 and maximum of 15 Trustees. In practice the number is usually between 12 and 15. All Trustees enjoy equal status and are appointed by the Board for two three-year terms, after which they may stand for reappointment for a final three years or retire.

Composition of the Board

Commitment to the work of HelpAge International by Trustees is vital. The following are taken into account when considering the composition of the Board:

- Commitment to the work of HelpAge International
- Expertise
- A diverse mix of skills and personal attributes
- Reputation

A diverse mix of skills and personal attributes

While commitment, a willingness to work together and expertise are some of the most important qualities necessary for Trustees to be effective, it is also intrinsic to the HelpAge values to have a balanced Board in terms of geography, gender, diversity of experience, ethnic backgrounds and personal attributes.

The Board should have access to the following areas of experience and expertise; financial, leadership/management, ageing expertise, communication/marketing, development, fundraising, business, human resources, insurance, social policy, civil society, human rights, health and legal expertise.

Responsibilities of Trustees

Appointment of Trustees

Nominations to join the Board are submitted to the Governance Committee. The Committee reviews these and recommends a shortlist to the Board for decision. The Board of Trustees comprises of the following:

- A minimum of six (6) people appointed from Affiliates.
- Up to nine (9) people appointed for their skills and expertise, usually from outside the HelpAge Network.

Trustees automatically become Members of the Company and either sign a written consent to become a Member or sign the register of Members as required by Article 5. On ceasing to be a Trustee, they will also cease to be a Member of the Company.

Any appointment must be made at a quorate meeting or by written resolution of the Board.

Responsibilities of Trustees

The responsibilities of Trustees include (but are not limited to):

- Approve and endorse the strategic direction for HelpAge according to its vision, aims and strategies.
- Guide HelpAge to achieve its aims in the most efficient and effective manner consistent with its organisational values and approach.
- Take ultimate responsibility for controlling the management and administration of HelpAge.
- Monitor the context and operating environment in which HelpAge works and address emerging issues that may impact on strategy, implementation of plans or reputation with key stakeholders.
- Ensure that the organisation functions within the legal and financial requirements of a company and registered charity including:
 - Submission of an Annual Return to the Charity Commission
 - Filing of an Annual Trustee Report and Accounts with Companies House.
- Ensure that the policies, plans and budgets of the organisation are in keeping with its aims.
- Approve annual budgets and multi-year budget projections, monitor progress against these and ensure that the organisation is managing cash flow and reserves prudently.
- Ensure that an ongoing risk assessment and management process is in place across the organisation that it is informing policies, procedures and plans, and that Trustees are updated on this and advised of any significant changes as they occur.
- Monitor and evaluate the progress of the organisation against its strategic aims, objectives and financial targets.
- Ensure that a register of fraud is held and made available to all Trustees and that serious fraud is reported to the Board as a whole and investigated.
- Employ and supervise a Chief Executive and delegate to him/her the management of the organisation.

- Provide advice and guidance in subject areas where the Trustee has particular expertise to the Board and Chief Executive where appropriate.

Ways of working

As a Trustee you are required to sign the HelpAge Code of Conduct and Protection Policy (appendix 2 and 3).

In addition to this, Trustees are expected to model high standards of behaviour; the Nolan Committee's Seven Principles of Public Life gives a good summary of what this involves:

Selflessness

Trustees have a general duty to act in the best interests of HelpAge as a whole.

Integrity

Trustees should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role. As well as avoiding actual impropriety, they should avoid any appearance of improper behaviour and should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgment.

Objectivity

In carrying out their role, including making appointments (including Trustee appointments), awarding contracts, recommending individuals for rewards and benefits or transacting other business, Trustees should ensure that decisions are made solely on merit.

Accountability

Trustees have a duty to comply with the law on all occasions in accordance with the trust placed in them and in such a way as to preserve public confidence in HelpAge. Trustees are accountable for their decisions and actions to the public, funders and service users. They must submit themselves to what scrutiny is appropriate to their role.

Openness

Trustees should ensure that confidential material, including material about individuals, is handled in accordance with due care, and they should be as open as possible about their decisions and action that they take. They should give reasons for their decisions and restrict information only when the wider interest clearly demands.

Honesty

Trustees have a duty to declare any interests relating to their trustee role and to take steps to resolve any conflicts that may arise. Where private interests of a Trustee conflict with their trustee duties, they must resolve this conflict in favour of the trustee role and must make relevant declarations of interest in the different circumstances and roles they play both within and outside HelpAge (see Declaration of Interests).

Leadership

Trustees should promote and support the principles of leadership by example and must respect the role of the Chief Executive. There will be circumstances under which Trustees will be working directly with HelpAge staff.

Disqualification of Trustees

The office of Trustee shall be vacated if the Trustee:

- is disqualified under a provision of the Companies Acts or Charities Act
- becomes incapable by reason of mental disorder illness or injury of managing and administering his or her property and affairs;
- resigns from office by notice in writing to the Company;
- is removed from office by a resolution duly passed pursuant to section 303 of the Companies Act.
- if a Trustee fails without reasonable excuse to attend two consecutive meetings of the Board, he or she may be required by the Board to resign.

Trustees' expenses

Under UK Charity Law a Trustee may not receive any direct or indirect benefit from their role as Trustee. The HelpAge Articles do not allow Trustees to be paid for any services provided to the charity. Reasonable expenses incurred as the result of carrying out Trustee responsibilities are not regarded as a benefit.

Trustees are expected to travel under similar terms to staff members e.g. economy class air travel, economy train tickets etc. If Trustees wish to upgrade their travel and accommodation standards themselves then this is of course their choice.

HelpAge will reimburse flights and out-of-pocket expenses incurred as a result of attending Board meetings, official visits and carrying out their duties as requested by the Chair. All expenses should be accounted for in a manner consistent with HelpAge expense procedures. An exception is a modest per diem which will be paid when relevant for the days attending Board meetings to cover transportation from home or airport to the meeting, meals not provided and incidentals.

If Trustees are accompanied when travelling, or for example, add private holiday or excursions to charity travel then this will be at their own expense.

Declaration of interests

The Charity Commission advises that:

"Trustees are required to behave responsibly and prudently in all matters relating to the charity and need always to bear in mind that their prime concern is the interests of the charity. They cannot let their personal views or prejudices affect their conduct as a Trustee".

If a Trustee has a direct or indirect interest in a contract or financial decision related to HelpAge then this will be regarded as a conflict of interests. This interest should be declared and the Trustee must not be included in any related Board discussion or decision.

Trustees (and UK Executive Directors) are asked to sign a declaration of potential conflict of interests on an annual basis.

Board Meetings

As a Trustee you are expected to attend two full Board Meetings a year in person, and be willing to sit on a sub-committee. Trustees who are members of Committees will be required to attend up to four sub-committee meetings. Dates for meetings are agreed with Trustees in the preceding year.

- Decisions require a quorum of at least 50 percent of the Board plus one. A meeting at which a quorum is present may exercise all the powers of the Board.
- Questions arising shall be decided by a majority of votes. If necessary the Chair has a second casting vote.
- A Trustee may request a meeting at any time, subject to notice being given.
- The Chair and Vice Chair will be elected by the Trustees, serve for a period of two years and may be re-elected as long as they are eligible to serve on the Board. The Board of Directors may resolve to replace a Chair or Vice Chair at any time.

Executive Committee

The purpose of the Executive Committee is to be available to the Chief Executive for consultation on issues that arise between Board meetings, and to meet twice a year between Board Meetings to represent the Board in its responsibility for overall management and direction of HelpAge international.

The Board may, but as a rule does not, delegate specific decision-making powers to the Executive Committee. Should such powers be delegated then the Committee will be governed by HelpAge International Articles, specifically Article 42.

Specific duties include, but are not limited to:

- represent the Board in maintaining an overview of the management and direction of HelpAge International
- provide direction and support to the Chief Executive and Senior Management team as deemed necessary
- bring to the attention of the Board any areas of concern arising between full Board meetings
- undertake tasks on behalf of Board as may be delegated from time to time.

Finance and Audit Committee

The purpose of the Finance and Audit Committee is to advise the Board on the financial wellbeing of HelpAge International and to lead the Board in assessing the risks to which HelpAge is exposed to.

Specific responsibilities and duties include, but are not limited to:

- financial management and reporting.
- review annual report and accounts and recommend adoption by the Board.
- scrutinise annual budget and recommend for approval by the Board.
- review and recommend an annual salary award for approval by the Board.
- review the organisations performance against the financial directives and report to the Board.
- make recommendations to the Board on banking and investment arrangements.

- monitor the financial performance and stability of the organisation and make recommendations to the Board on its long term position and on key policies such as the reserves policy.
- address other financial and administrative issues as they arise, and carry out or commission other financial studies as the Board requests.
- ensure compliance with UK company charitable status requirements.
- advise the Board on the financial implications of the strategic plan.
- lead the Board in its monitoring of risks by ensuring that the risk register is relevant and timely and that management staff are charged with implementing controls to mitigate the risks.
- monitor the operation of internal and external audits and the adequacy of assurance gained from these combined activities.
- directly instruct and receive reports from the Internal Audit Manager when necessary.
- take responsibility for appointing and liaising with external auditors.

Fundraising Committee

The Fundraising Committee is an advisory group to the full Board. It provides advice and guidance on developing a sustainable funding base, with an emphasis on growing the unrestricted income.

Specific duties include, but are not limited to:

- Critique reports and recommendations made by external consultants and staff on new market entries.
- Contribute to the development of a compelling case for support to secure financing for unrestricted fundraising activities and programmes.
- Support the identification and nurturing of potential investors.
- Advise on fundraising partnership models where fundraising in a new market will be carried out in collaboration with a HelpAge Affiliate.
- Offer advice and support on future fundraising initiatives and strategies.
- Offer advice and support on any key strategic issues related to HelpAge's fundraising efforts.
- Critique fundraising-related Board papers, make recommendations and report back to the HelpAge Board.
- Encourage and support other HelpAge Board members to mobilise their contacts and knowledge to add value to HelpAge's fundraising efforts.

Governance Committee

The Governance Committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the Board of Directors. The Committee holds teleconferences as and when required.

The work of the committee revolves around the following five major areas:

- Board leadership
- Board effectiveness
- Board composition and development
- Board role and responsibilities
- Board knowledge.

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