



## APPENDIX 2 – GOVERNANCE CHARTER

### IAPB GOVERNANCE CHARTER

#### Principle 1 – Trustees understand their role and responsibilities collectively and individually

- Trustees will be aware of their duties and responsibilities in relation to the legal and regulatory frameworks that apply to them and the organisation.
- Trustees have ultimate responsibility for directing the affairs of IAPB and for its sustainability and will ensure that resources are obtained and employed for the fulfilment of its mission.
- Trustees will acquaint themselves with IAPB's governing document as well as endorse its vision, mission and values; Trustees will periodically review them, in consultation with key stakeholders, to ensure that they accurately reflect and communicate IAPB's objects.
- Trustees will understand their role in relation to the total structure of the organisation, including their relationship with staff, committees, working groups, regional offices, subsidiary trading companies and other organisations with which IAPB formally collaborates.
- Trustees will safeguard the vision, values and reputation of IAPB and will lead by example in ensuring that all those representing the organisation do so in a way that positively reflects its values.
- Trustees will ensure organisational clarity about the respective roles and responsibilities of Board and Management and the interface between the two, in particular about what matters are strategic and what are operational in relation to board oversight of the organisation.

#### Principle 2 – Trustees provide leadership and add value in ensuring delivery of the organisational purpose

- Trustees will ensure the organisational purposes remain relevant and valid, with particular consideration of any changes taking place in internal or external circumstances.
- Trustees will develop a long term strategy informed by IAPB's vision and will agree operational plans and budgets consistent to it, so remaining focused on delivering IAPB's purpose and avoiding mission drift.
- Trustees will ensure that adequate resources are in place to meet the organisation's approved plans and budget.
- Trustees will ensure that appropriate systems are in place for monitoring progress against the plans, evaluating results and assessing outcomes and impact.

- Trustees will be committed to working in partnership and, where appropriate, pursue strategic collaboration to achieve IAPB's purposes.
- Trustees will be alert and responsive to innovative ways of working which may be required to meet new opportunities and challenges arising within the public health and development fields.

### **Principle 3 – Trustees work effectively both as individuals and as a team**

- In appointing trustees, either when nominated by an organisation or co-opted, the board will consider whether the appropriate expertise, knowledge and experience to support the strategic plans of the organisation and to provide sound governance and stewardship are in place.
- New trustees will be provided with suitable induction, including a board pack containing key information, guidelines, policies and resources to help them effectively fulfil their responsibilities.
- Trustees will adhere to the principle of cabinet solidarity and collective decision-making and be supportive of all decisions properly made by the board.
- Trustees will invest sufficient time in developing open, honest and constructive working relationships amongst themselves and with senior staff.
- Trustees will act quickly and positively to deal with any relationship strains or breakdowns, including using external facilitation where appropriate.
- Trustees will set aside time to reflect on performance and functioning of the board and its committees as teams and will identify and deal with any area for improvement.

### **Principle 4 – Trustees exercise prudent financial stewardship and effective controls**

- Trustees will build a culture of financial transparency and integrity when developing financial and asset management strategies and in ensuring that IAPB's assets and property are used only to deliver its stated objects.
- Trustees will regularly review the range and impact of risks IAPB faces and put in place strategies to manage those risks.
- Trustees will regularly review the systems of financial controls, internal controls, performance reporting, policies and procedures to ensure their effectiveness and relevance.
- Trustees will approve and regularly review a Reserves Policy to ensure IAPB's ongoing financial sustainability.
- Trustees will periodically review board committees and the powers delegated to them to ensure that they continue to meet IAPB's governance needs.
- Trustees will take appropriate professional advice where necessary before making important decisions, especially those involving material risk.

## Principle 5 – Trustees behave with integrity

- Trustees will safeguard and promote IAPB's reputation both when acting as trustees and more generally.
- Trustees will scrupulously follow governing document provisions, policies and procedures for identifying, declaring and managing conflicts of interests and conflicts of loyalty. (*refer to Conflict of Interest Policy in board pack*)
- Where Trustees are nominated or appointed by an organisation, they will be clear that the responsibility as a board member is to act and make decisions in the interests of IAPB and its beneficiaries, and not as a delegate or representative of the appointing body.
- Trustees will be open in all matters presented to the board where a personal or business relationship may be perceived to impact adversely on, or simply influence, the work of the board or IAPB.
- Trustees will accept the need to be transparent in all dealings with or on behalf of IAPB to avoid any public perception of improper conduct. (*refer to Expenses Policy in board pack*)
- Trustees will foster a working environment that supports constructive challenge and welcomes different points of view.

## Principle 6 – Trustees lead the organisation in being open and accountable, both internally and externally

- Trustees will ensure that there is a strategy for regular and effective communication with all those with a legitimate interest in IAPB's work.
- Trustees will ensure that key stakeholders have the opportunity to hold the board to account and can access channels to communicate their views on IAPB's planning, decision making and strategic reviews.
- Trustees will lead by example in demonstrating that IAPB learns from mistakes and uses that learning to improve organisational performance and internal decision making.
- Trustees will handle complaints constructively, impartially and effectively.
- Trustees will ensure that clear guidelines and requirements are in place for IAPB membership eligibility and that members are encouraged to participate in governance, for example through board committees.
- Trustees will recognise and act on broader organisational responsibility towards communities, the wider society and the environment, in so far as it does not divert it from achieving its aims.