



360Giving Board Terms of Reference

1. Role of the Board of Directors

- 1.1 The Board of Directors (the "Board") shall oversee and account for 360Giving, ensuring that the organisation at all times:
 - a) Is solvent, well-run and of good reputation, using its assets reasonably and exclusively in furtherance of its objects; and
 - b) Complies with its memorandum and articles of association (the "governing documents") and all laws and regulations to which it is subject.

2. Primary activities

- 2.1 The Board shall exercise its powers, execute its duties and fulfil its responsibilities as prescribed by law, regulation and 360Giving's governing documents and guided by principles of good practice.
- 2.2 In summary, the Board's primary activities are to:
 - a) Support and provide advice on 360Giving's purpose, vision, goals and activities.
 - b) Approve operational strategies, operational policies and ethical standards for 360Giving and monitor and evaluate their implementation.
 - c) Oversee 360Giving's financial objectives, plans and budgets and monitor and evaluate progress.
 - d) Ensure that key financial and non-financial risks relating to 360Giving's activities and affairs are being identified, monitored and controlled effectively.
 - e) Review and approve 360Giving's financial statements.
 - f) Appoint a Chief Executive and delegate to him/her all such authority, powers and functions as is required for the management and implementation of 360Giving's activities and affairs.

3. Appointment of directors

- 3.1 Any person who is willing to act as a director and is permitted by law to do so may be appointed to be a director.
- 3.2 Directors will be appointed through an open and transparent process. In accordance with the company Articles, directors are appointed by ordinary resolution of the members or by the directors (such appointment by the directors must be confirmed by the members at the next Board meeting or by written resolution). A prospective director must be recommended by the directors or nominated by a member in accordance with the provisions in the Articles.
- 3.3 As per the company Articles, if a vacancy arises due to the ceasing to hold office of a director appointed by the Indigo Trust or NESTA, then the Indigo Trust or NESTA (as appropriate) has the power to nominate a replacement director so that at any one time there shall be two directors nominated by the Indigo Trust and one by NESTA.
- 3.4 Directors shall be appointed for an initial tenure of three years, with the possibility of being offered one extension of a maximum of three years. Outgoing directors will be required to retire at the relevant Board meeting in accordance with 360Giving's governing documents.
- 3.5 Directors shall not receive any financial or other benefit for serving in such capacity, provided that they may be reimbursed at cost for reasonable out-of-pocket expenses (against presentation of supporting receipts) incurred in relation to attendance at Board meetings, or other activities undertaken at the request of the Board.

4. Chair

- 4.1 The directors may appoint one of their number to be the Chair of the Directors for such term of office as they determine and may at any time remove him or her from that office.
- 4.2 The Chair shall not be a paid employee of 360Giving and shall not act on behalf of the Board other than as authorised to do so by it.

5. Secretary to the Board

- 5.1 The Board may appoint a secretary for such term, at such remuneration and upon such conditions as they see fit.
- 5.2 The secretary shall maintain documented records of all Board proceedings, deliberations and resolutions and ensure all due returns and notifications relating to 360Giving are filed as required when due.

6. Board proceedings

- 6.1 The Board shall meet not less than every four months to review progress with strategy and current operating objectives, plans and budgets, the financial viability of the organisation and to provide input into future strategies and plans. Specifically:
 - In January/February: The Board will approve the organisational plan and budget for the immediately subsequent financial year.
 - In July/August: The Board will approve the annual report, including audited financial statements, for the immediately preceding financial year.
- 6.2 Directors will be expected to attend at least two meetings per annum in person. Directors will be expected to participate in a minimum of eight meetings during their three-year tenure.
- 6.3 The Chair shall convene and preside over all Board meetings, coordinating with the secretary and the Chief Executive as required to ensure that directors receive an agenda and relevant documentation not less than five working days in advance. Additional meetings may be convened at the request of two directors. In the Chair's absence, another director nominated by the directors present shall preside.
- 6.4 Meetings of the Board will take place at venues agreed by the Board. In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 6.5 Unless otherwise agreed by all the directors, for a Board meeting to be quorate, there must be at least two directors present who are not connected to each other either by proximity of relationship e.g. the spouse, civil partner, parent or child of another director or by employment by the same organisation or by having the same authorised conflict of interest (due to a duty of loyalty owed to another organisation). Directors may not appoint others (whether by proxy or otherwise) to represent them at Board meetings or in relation to any Board deliberations.
- 6.6 Documented records shall be kept of Board proceedings, deliberations, resolutions and appointments as provided in the governing documents.
- 6.7 Decisions shall be made by majority at a meeting or unanimously by any other means.

7. Sub-committees

- 7.1 The Board may establish standing and/or ad hoc sub-committees as required, to support and assist it in its activities. Each sub-committee shall comprise not less than two members, at least one of whom shall be a director appointed by the Board, who shall chair the sub-committee.
- 7.2 The Board shall approve clearly defined terms of reference for each sub-committee, covering its membership, its responsibilities, its powers and authority, its proceedings and its accountability to the full Board.

8. Conflicts of interest

- 8.1 Directors must declare the nature and extent of any interest, direct or indirect, that s/he has in a proposed transaction or arrangement with the company or in any transaction or arrangement entered into by the company which has not previously been declared. A director must absent him/herself from any discussions of the directors in which it is possible that a conflict will arise between his/her duty to act solely in the interests of the company and any personal interest (including but not limited to any personal financial interest).
 - 8.2 If a conflict of interest arises for a director and which does not involve a direct or indirect benefit, the other un-conflicted directors may authorise such a conflict of interest where they consider it to be in the interests of 360Giving. In authorising a conflict, the un-conflicted directors can decide the manner
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in which it is dealt with and whether the director can participate in a vote in the matter and be counted in the quorum.

- 8.3 A record of such declaration shall be made in a register of interests kept by 360Giving for the purpose. Any director declaring a conflict of interest and any exclusion from related deliberations and vote by the Board shall be noted in the record of proceedings, together with details of discussions and decisions made.

9. Individual director responsibilities

- 9.1 Directors will be appointed and removed in accordance with 360Giving's governing documents. They will at all times:
- Keep themselves appropriately informed on 360Giving's activities and operating environment and conversant with their duties and responsibilities as directors.
 - Endeavour to attend all Board meetings, ensuring that they are adequately prepared to contribute to deliberations. Directors who are unable to attend any meeting shall advise the Chair and secretary accordingly in advance.
 - Exercise independence of judgment, acting legally and in good faith to promote and protect 360Giving's interests, to the exclusion of their own personal and/or any third party interests and use information received in their capacity as a director with discretion and to the ends for which it was provided.
 - Exercise their powers for the purpose conferred, operating within the limits of their authority, as imposed by law or regulation, 360Giving's governing documents, or their fellow directors.
 - Contribute to the broader promotion of 360Giving's objects, aims and reputation through the application of their skills, expertise, knowledge and contacts.
- 9.2 Directors shall at all times have unrestricted access to all 360Giving information, records, documents and property.

10. Amendments and publication

- 10.1 The Board shall periodically and at least annually review these Terms of Reference to ensure that they remain relevant to and consistent with the Board's responsibilities and conform to applicable legal and regulatory requirements, as well as 360Giving's governing documents.
- 10.2 The Board shall annually evaluate the performance and assess the effectiveness of the Board as a whole, individual directors and any sub-committees and propose changes to individual or collective terms of reference, insofar as those changes remain in line with 360Giving's objects and governing documents.

11. Transparency

- 11.1 At all times the Board of Directors will work to promote, support and uphold the principles of transparency in its activities by making full and accurate information about its mission, activities and finances publicly available and in line with 360Giving's Disclosure Policy.

12. Company closure

- 12.1 If the Board, in consultation with the Chief Executive, decides that 360Giving ought to be wound up, a director will be appointed to ensure that this process is consistent with all legal and regulatory requirements, and that remaining funds are surrendered either to the Company's funders or to an organisation with similar objects where possible.