



Global Compact Network UK

UN Global Compact Network UK Board of Trustees Terms of Reference

About the United Nations Global Compact

As a special initiative of the UN Secretary-General, the United Nations Global Compact is a call to companies everywhere to align their operations and strategies with ten universal principles in the areas of human rights, labour, environment, and anti-corruption, and to take action in support of UN goals. With more than 12,000 companies and 3,000 non-business signatories based in over 160 countries, and 69 Local Networks, it is the largest corporate sustainability initiative in the world.

About the UN Global Compact Network UK

The UN Global Compact Network UK (GCN UK) is the UK focal point of the UN Global Compact, connecting UK companies and other organisations in a global movement dedicated to driving sustainable growth. Through an extensive programme of activity, we promote practical sustainability leadership, share knowledge across sectors, and actively shape the responsible business environment to create a world we want to live and do business in. in the UK and seeks to increase the number of signatories from the UK.

We will do so through activities under our three strategic pillars:

1. Inspiring Business ambition to deliver the Global Goals

2. Enabling practical action that delivers sustainable business growth

3. Shaping a responsible business environment

Overview of GCN UK Board of Trustees

Being a Trustee of the GCN UK Board (also “Board”) requires a commitment to the principles and values of the United Nations Global Compact. Members will seek long term continuous improvement in the implementation of the Ten Principles of the UN Global Compact (also “Ten Principles”) and engage with other business associations, government, civil society organisations, and networks in the promotion of the Ten Principles. There are also wider opportunities to play an active part in achieving the objectives of the GCN UK Secretariat.

1. Role of the GCN UK Board of Trustees

The Board have overall legal responsibility for the UN Global Compact Network UK and therefore are the persons with general control and management of the administration of the Network. Trustees are also members of the GCN UK Advisory Group.

The Board must operate – and ensure that the GCN UK operates – within the rules set out in the GCN UK’s [Articles of Association](#), the MOUs signed with the Global Compact Office (GCO) and The Foundation for the Global Compact, the Global Compact Local Network Quality Standards, and the laws set out in the Insolvency Acts, the Companies Act, and Charity Acts.

In the event of a disagreement between these Terms of Reference and the GCN UK’s Articles of Association, the latter will prevail.

The Board must also align with "[The UN Global Compact Way – Values and Behaviour Model](#)".

2. Responsibilities

It is required that Trustees:

- Ensure that any person (or organisation) delegated the responsibility for the day-to-day running of the GCN UK be qualified to do so;
- Appoint or confirm the GCN UK Executive Director;
- Ensure that the GCN UK is kept on a sound financial footing and is able to meet its financial obligations;
- Ensure that the GCN UK's activities are aligned with the corporate objects of the organisation;
- Have completed the UN Global Compact Local Network Accelerator Onboarding modules;
- Contact the GCN UK Chair and/or the GCN UK Secretariat if they have any concerns about the GCN UK with regard to the aforementioned responsibilities.

It is expected that Trustees will:

- Attend the GCN UK Annual General Meeting;
- Participate in person or by phone in Board and Advisory Group meetings and teleconferences;
- Participate actively in the Network's regular programme of activity;
- Respond promptly to Board/AG-related emails from the GCN UK Secretariat;
- Promote the UN Global Compact and UN Global Compact Network UK within their sphere of influence, actively supporting the GCN UK's recruitment efforts;

Furthermore, Trustees are encouraged to:

- Represent the GCN UK at events organised by third parties;
- Support the GCN UK Secretariat by attending high-level meetings with prospective new members, government and/or UN officials, and other meetings as required;
- Attend conferences organised by UN Global Compact HQ, such as the Leaders Summit.

3. Membership

The Board will consist of at least three (3) Trustees. There is no maximum number of Trustees defined in the Articles; however, the UN Global Compact Local Network Quality Standards recommend that the Board consist of between seven (7) and nine (9) Trustees, including the GCN UK Chair.

Prospective Trustees should be familiar with the UN Global Compact and the UN Global Compact Network UK, normally as a result of having been a member of either the Network Board or Advisory Group.

Details of the rules relating to Appointment of Trustees can be found in the Articles of Association (Art.25-27). The critical points are:

- Trustees must be employed by an organisation that is a GCN UK member in good standing, unless an exception is made in accordance with art.26.5, which allows for up to two Independent Trustees to be appointed to add skills to the Board;
- One third (1/3) of Trustees, normally those longest in post, are required to retire at every Annual General Meeting; they may be re-appointed;
- Trustees are recommended by the Board, normally by the following process:
 - Nominations will be sought from the Advisory Group and, if necessary, the wider GCN UK membership;

- The Board will make their selection(s) considering the following criteria: Organisation type and industry; Global Engagement Tier; Active engagement in global and local activities; Seniority level; Participation in the Advisory Group (Only for the Board); Diversity across all protected characteristics.
- Appointments will be confirmed by members at the GCN UK AGM.

4. Meetings

The Board will normally convene quarterly. Each quarter will also include a meeting of the Advisory Group, usually scheduled in the same month. There is a possibility that “emergency” Board meetings could be called, but normally urgent matters will be addressed via email.

Teleconferences/meetings will normally be convened at the request of the GCN UK Chair. However, any Trustee may call a teleconference/meeting or ask the Secretariat to do so in accordance with art.16 of the Articles of Association.

The GCN UK Secretariat will strive to schedule teleconferences to maximise participation by providing as much notice as possible and consulting members on their availability in accordance with art.16 of the Articles of Association.

The GCN UK Secretariat will strive to provide an agenda and pre-reads in advance of meetings. Trustees are encouraged to contact the GCN UK Chair and/or Secretariat with additions to the agenda.

5. Term

The GCN UK’s Articles of Association (Art.25-27) describe detailed rules for the automatic retirement of Trustees.

Trustees’ term of office is normally three (3) years. After two (2) consecutive terms, a Trustee will normally be required to take a break from office.

6. Chair

The GCN UK Chair will normally chair the Board meetings. In his/her absence, the Trustees may appoint another Trustee to act as Chair of that meeting, in accordance with art.19 of the Articles of Association.

7. Decision-making

When a decision is required, consensus will be sought. If consensus cannot be achieved there will be a vote. Rules for resolutions, voting, and quorum are set out in the Articles of Association (Art.15-24).

8. Minutes

In accordance with art.56 of the GCN UK Articles of Association, the GCN UK Secretariat will take minutes of Board meetings and the minutes shall be approved at the start of each subsequent meeting. Minutes will be kept and stored in accordance with the GCN UK’s practice.