



## **UN Global Compact Network UK Board of Trustees Terms of Reference**

Board membership requires a commitment to the principles and values of the UN Global Compact. Members will seek long term continuous improvement in the implementation of the ten principles and engage with other business associations, government, and civil society organisations and networks in the promotion of the UNGC principles. There are also wider opportunities to play an active part in achieving the objectives of the UK Network Secretariat.

### **1. Aims of the Global Compact Network UK**

The UN Global Compact Network UK provides a focal point for the UN Global Compact in the UK and seeks to increase the number of signatories from the UK. UK-based signatories and subsidiaries of multinational corporations operating in the UK are encouraged to become members of the Network and deepen their engagement with the initiative. The Network helps companies to identify sustainability challenges and opportunities; provides practical guidance for action; and promotes action in support of broader UN goals.

### **2. Role of the Board of Trustees**

The Board of Trustees 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.

The Board must operate within the rules set out in the Network's Articles of Association, as well as the laws set out in the Insolvency Acts, the Companies Act, and Charity Acts.

### **3. Responsibilities**

It is required that Trustees:

- Ensure that any person (or organisation) delegated the responsibility for the day-to-day running of the Network be qualified to do so;
- Ensure that the Network is kept on a sound financial footing and able to meet its financial obligations;
- Ensure that the Network's activities are aligned with the corporate objects of the organisation;
- Contact the Network Chair and/or the Network Secretariat if they have any concerns about the Network with regard to the aforementioned responsibilities.

It is expected that Trustees will:

- Attend the Network 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 Network Secretariat;
- Promote the UN Global Compact and UN Global Compact Network UK within their sphere of influence, actively supporting the Network's recruitment efforts;

#### **4. Membership**

The Board will consist of at least three (3) Trustees. There is no maximum number of Trustees defined in the Articles, however a convention has been established that the Board will consist of seven (7) Trustees, including the Network 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 Directors can be found in the Memorandum & Articles of Association. The critical points are:

- Trustees must be members of the Network, meaning they must be employed by an organisation that is a Network member in good standing;
- 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 appointed by the Board, normally by the following process:
  - Nominations will be sought from the Advisory Group and, if necessary, the wider Network membership;
  - The Board will make their selection;
  - Appointments will be ratified by members at the Network AGM.

#### **5. Meetings**

The Board will normally convene for quarterly teleconferences. These meetings/teleconferences will normally coincide with meetings of the Advisory Group. There is a possibility that “emergency” meetings could be called, but normally urgent matters will be addressed with email.

Teleconferences/meetings will normally be convened at the request of the Network Chair. However, any Trustee may call a teleconference/meeting or ask the Secretariat to do so.

The Network Secretariat will strive to schedule teleconferences to maximise participation by providing as much notice as possible and consulting members on their availability.

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

#### **6. Term**

As described in Article 4, one third of the Trustees, the longest serving, are required to resign at the Annual General Meeting. The length of any individual Trustee’s term will be subject to the comings and goings of other Trustees. Trustees may be re-appointed and, at present, there is no limit on the number times a Trustee may be re-appointed.

#### **7. Chair**

The Network Chair will normally chair the Network Board meetings. In his/her absence, the Trustees may appoint another Trustee to act as Chair of that meeting.

## **8. 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 in the Memorandum & Articles of Association

## **9. Minutes**

The Network Secretariat will take minutes of Board meetings and the minutes shall be approved via email to avoid taking time at subsequent meetings. Minutes will be kept and stored in accordance with the Network's practice.

## **10. Board of Trustees quorum rules**

- (1) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. ['Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.]
- (2) The quorum shall be two or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.
- (3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.