



Terms of Reference for the Board of Directors

1. Introduction

These terms of reference are not intended to limit the powers of the Board, but to assist in the exercise of its powers.

The Board of Directors has the ultimate responsibility for the governance of Adopt NI and its central role is to lead, direct, control, scrutinise and evaluate the Charity's work. This includes determining strategic direction and policies, establishing, and overseeing control and risk management frameworks, satisfying itself on the integrity of financial information and ensuring that the Charity achieves its' aims and objectives.

The Board of Directors is the group of people who are held accountable for the activities of the Charity. It is the ultimate decision making forum.

Management of the Charity is delegated to the Charity's staff.

2. Essential Functions

- To set the strategic direction that will guide and direct the activities of the Charity.
- To ensure the effective management of the Charity and its activities.
- To monitor the activities of the Charity to ensure they are in keeping with its objectives, vision, and values.
- Satisfy itself as to the integrity of financial information and approve each years accounts prior to publication.
- Approve the annual budget and business plan.
- Consider and approve the Charity's procedures for reviewing and monitoring risk and receive regular reports thereon.

- Appoint the CEO following agreed procedures, and approve their salary, benefits and terms of employment.
- Satisfy itself that the Charity's affairs are conducted lawfully and in accordance with generally accepted standards, probity, good practice and regulatory requirements.
- Establish and maintain appropriate accounting policies and monitor the maintenance of accounting and other records.
- Establish and maintain appropriate systems of planning and internal controls.
- Ensuring adequate succession planning for the Board and management team.

3. Matters Reserved for the Board's Decision

- Expansion of the Charity's operations into new activities or geographical areas.
- Any decision to cease a material part of the Charity's operations.
- Changes to corporate structure, including the setting up of subsidiaries
- Approval of resolutions to be put forward by the Board at a general meeting
- Changes to the size, structure, and composition of the Board
- Approval of Charity membership
- Appointment or removal of any Director of the Board including the Company Secretary

4. Meetings

The Board shall meet on at least 4 occasions in the year, one of which to consider the strategic direction of the Charity.

Minutes of meetings shall be kept and circulated to all members of the Board and its advisors.

The Project Coordinator shall prepare and keep minutes and records of all meetings of the Board.

5. Membership

Directors shall be appointed in accordance with the Charity's Articles of Association.

6. Chairperson

The Chairperson shall be appointed in accordance with the Charity's Articles of Association.

In the absence of the Chairperson, the Vice Chairperson shall act as Chairperson for the duration of the meeting or until the Chairperson arrives.

The Chairperson shall have a second or casting vote in the event of an equality of votes.

7. Quorum

One third of the Board or four Directors, whichever is greater, shall form a quorum.

8. Limitations on Powers

The powers of the Board shall be those laid out in the Charity's Articles of Association.

In carrying out the duties of the Board, the Directors will act in accordance with all relevant and applicable legislative and regulatory rules. In particular with the Companies Act 2006 and the Charities Act (NI) 2022.