



Governance Manual

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1. Introduction

This Board Manual provides an overview of governance practice at the A. M. Foundation. It will be provided to all new members and trustees as part of their induction.

The Manual will be updated to take account of new developments in governance practice.

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2. About the Foundation

2.1 Background

The A. M. Qattan Foundation is a UK registered charity (number 1029450). Since 1993, it has worked in the fields of culture and education in Palestine and the Arab world, with a particular focus on children, teachers and young artists.

The charity is mainly funded by the Al-Qattan Charitable Trust and the Al-Qattan Family, who underwrite its administrative and most of its programme costs. However, it has historically been successful in raising up to 40% of its annual funding from major institutional (and some individual) donors such as the Ford Foundation, the European Union, Drosos Foundation, and the Swedish International Development Agency (SIDA).

Currently more than 109 employees work at the A.M. Qattan Foundation offices in London, Ramallah, and Gaza, 44% of whom are women.

2.2 Vision, mission and values

Vision

A just, free, enlightened, and tolerant society with an active global presence, one that embraces dialogue and produces knowledge, art and literature.

Mission Statement

The Foundation is an independent institution, working in the knowledge and creativity sectors, using an integrative approach and targeting a variety of social groups, particularly children, teachers and young artists. It seeks to empower free individuals within a dynamic Palestinian and Arab culture, through a long-term, participatory developmental ethos. This is achieved through programmes that foster critical thinking, research, creativity and the production of knowledge, and that aim to provide inspiring models of giving, transparency and excellence.

Values

- **The defense of the rights and dignity of all**

Inspired by the shared heritage of humanity and in compliance with the Universal Declaration of Human Rights' vision that "All human beings are born free and equal in dignity and rights. They are endowed with reason and conscience and should act towards one another in a spirit of brotherhood", the Foundation encourages individuals to combine their self-development with the service of others, while keeping a balance between personal and public interests, and focusing on the provision of inclusive and excellent standards of public service.

- **Freedom, pluralism, dialogue and the production of knowledge**

The Foundation believes in the individual's rights to freedom of thought and creed, as well as the right to free expression. These rights are key components of its internal culture and its work in the fields of culture and education, where engaging in dialogue and sharing practices are considered essential for the production of knowledge.

- **Working in a collegiate spirit of productivity**

The Foundation is aware that the realisation of its mission and goals depends on the potential effectiveness, value and meaning of its work as perceived by its target constituencies. As such, it always aims to operate in a collegiate spirit of cooperation and partnership with its staff and the groups it serves, whether they are children, artists, teachers or other beneficiaries.

- **The courage to be just**

The Foundation realises that development, peace and long-term justice require the

courage to be just in the defense of human causes.

3. The Foundation's Work

3.1 Our approach

The Foundation has gained high credibility amongst the communities where it operates, and amongst co-funders and others. Its reputation for independence, the long history of engagement of its trustees in public life, sustainable self-funding and the cumulative impact of its work have all been major factors in achieving this.

- Decisions are made objectively, based on knowledge of the needs of the communities it supports.
- Programme interventions are participatory and the Foundation commits for the long term.
- Reflection and regular internal and external evaluation allow our programmes to develop and renew.
- The Foundation ensures that it attracts, retains and develops able and enthusiastic staff.
- The Foundation ensures knowledge and information is accessible and shared.

3.2 Main programmes

The main programmes delivered by the Foundation are the:

Educational Research and Development Programme which develops teachers' skills to improve learning conditions and raise standards in Palestine's schools. Its researchers & beneficiaries are practising teachers who directly define its priorities.

Child Centre in Gaza City which offers library and cultural services to children up to fifteen years of age. Its outreach and training programmes for children, librarians and parents keep it in close touch with the sector's needs.

Culture and Arts Programme which supports talented people, promotes international collaboration, and facilitates cross cultural dialogue and understanding. The Mosaic Rooms Cultural Centre does this in London; 'Selat' in Lebanon.

Public Programme a transformative programme based on a series of curated events and activities that aim to question the intricate social and economic processes that shape our contemporary landscape. The Programme tailors its activities to a wide array of audiences and geographies, each according to their specific culture and cognition. This is achieved through fostering critical thinking, research, creativity, collaborations, networking and production of knowledge, aiming at providing inspiring models of a just social cohesion, multiplicity, and independency.

Further information about our programmes can be found at www.qattanfoundation.org

The organisational chart is shown in Annex B.

3.3 Quality and best practice

The quality of the Foundation's work is recognised internationally. It is one of the central duties and responsibilities of Trustees to ensure that it maintain the highest standards of service both in its administration and in the delivery of its programmes.

4. Corporate Status and Structure

The Foundation is a British registered Charity No. 1029450, and a charitable company limited by guarantee registered in England and Wales No. 2171893.

The Foundation was registered on May 9, 1998 with the Palestinian Ministry of Interior as a Not-for-Profit organization (a branch of a foreign charity) under registration number (5056), and re-registered in 2004 in accordance with the Law for Civil Institutions for the year 2000 under (QR-0035-F).

Trustees need to be mindful of local jurisdictions in the Occupied Palestinian Territories, Israel and Lebanon. They are advised by the Director General on management and operational issues in each local jurisdiction, as well as a pool of local advisors, and gain exposure to locality issues through attendance at meetings, and through contact with the senior directors and staff.

5. Members' Assembly

5.1 Composition and Appointments

Membership is open to all members of the Al-Qattan Family and may include others who have worked directly with or been employed by the Foundation.

Membership shall be for an initial term of 5 years and the member may apply for a second term of five years. No member shall be permitted to be a member for more than ten years during a period of fifteen years.

Members may appoint a Nominations Committee to invite and consider potential members who have expressed an interest and enthusiasm for the work of the charity.

Further details are contained within the Articles of Association in Annex A.

5.2 Members' Responsibilities

- To appoint the Board of Directors/Trustees
- To discuss and approve recommendations by the Board on strategic direction and oversight of the strategic plan
- To approve the Annual Report and Accounts
- To provide expertise in support of the work of the Board as needed, including through participation in committee and/or working groups arranged by the Chair
- To call meetings as needed
- Members are not entitled to benefit in any way from their membership.

5.3 Meetings

The Members' Assembly holds an Annual General Meeting (AGM) which shall be open to all members, with provision for non-members to attend as observers. The AGM must be held not more than 15 months later than the previous AGM.

A minimum of 21 days' notice of the date and venue must be provided, together with the agenda and associated information which will include the Annual Report and Accounts, the Auditor's report, Minutes of the previous AGM and details of potential trustee and member candidates.

General meetings may be called at any time by a number of members together equalling or exceeding 40% of members having a right to attend and vote at the meeting (Article 13).

5.4 Decision making

Decisions shall be made by a majority of votes. Provision will be made for those who are unable to attend in person to register their views ahead of a meeting.

6. The Board of Trustees

The Board has ultimate responsibility for setting the overall policies and strategies, overseeing programmes and activities, monitoring and evaluating the legal and financial position of the Foundation, as well as providing the resources for its sustainability and advancement.

6.1 Composition

The Foundation's Articles of Association allows for no maximum number of Board members, with a minimum of five (Article 19.2).

The Director General attends Board of Trustees meetings as an ex-officio member. Additional members of staff may be invited to attend by the Chair when necessary, driven by agenda items covering their specific areas of responsibility and expertise. Staff members do not count towards quora and are non-voting.

6.2 Appointments, Re-Elections, Resignations and Removals

Appointments

The Members' Assembly formally appoints the Trustees, but delegates responsibility for the recruitment of suitable candidates to the Board and its Nominations Committee.

Potential trustees are appointed in accordance with the Nominations Committee Appointments Process outlined in Article 11. New trustees are appointed for a three-year term in the first instance (Article 21.2).

Trustees may be co-opted onto the Board, and then elected at an AGM, or directly elected at an AGM by the Members' Assembly.

Re-Election of Trustees

The Foundation's governing document states that one third of trustees are to retire each year with priority given to those who have been longest in office, but can be re-elected on a Board vote for another three year term, provided that they have not been on the board for more than six years in a nine year period. Trustees retired by rotation shall be those who have been longest in office since their last appointment. (Article 21)

Resignations

A trustee may relinquish his/her position by reason of disqualification, such as bankruptcy. A trustee may resign for other reasons before the end of their agreed term, subject to the Board remaining quorate.

The trustee must put his/her resignation in writing to the Chair of the Board. Where there is a possibility that a vacancy may leave the Board inquorate, then the Board must appoint a new trustee before the retiring trustee leaves.

Removals

The Board may pass by majority vote a resolution to remove a trustee before his/her term of office ends for significant breaches in trustee behaviour. A significant breach would include failing to declare an interest, absence at meetings, or behaviour which negatively affects the reputation of the Foundation.

6.3 Main Responsibilities and Tasks

- Approve and monitor the Strategic Plan and recommend it for final approval by the Members' Assembly;
- Review the Trustees' Annual Report and Financial Statements and recommend to the Members' Assembly for approval;
- Agree and monitor annual plans and budgets necessary to realise the Strategic Plan;
- Approve the Reserves and other Policies;
- Approve significant capital allocations, expenditures and leasing arrangements as set in agreed delegated authorisation levels;
- Establish, monitor and review levels of delegated authority;
- Operate a risk management strategy that ensures high risk and/or high impact issues are identified, escalated to the Board and mitigated;
- Select, support and empower the Director General and Senior Management, including attendance at meetings as requested.
- Establish systems for monitoring performance and holding senior management to account;
- Oversee development of HR strategy and monitor annual performance appraisal results
- Use Trustees' specialist skills, knowledge and experience to proactively raise issues/themes for consideration to the Chair, act as a sounding board, offer constructive criticism and support, and inform collective decision making;
- Establish sub-committees, approving their Terms of Reference and delegating authority to operate;
- Establish systems for reviewing and developing the effectiveness of the Board;
- Make collective decisions and stand by them.

6.4 Board control of finance and risk

Audit and financial control

The Foundation's accounting manual provides guidance on how to record and maintain the Foundation's assets and liabilities, as well as income and expenditure. Annex F provides a summary of the financial authority exercised by the Board.

Upon recommendation of the Director of Finance the Director General may recommend modifications to the Manual which must be approved by the Board.

Risk register

The Board is ultimately responsible for establishing a process for identifying risks to which the Foundation is exposed, assessing their potential impact on the Foundation and its activities, and ensuring corresponding action is taken.

The Board undertakes this through the development and annual review of the Foundation's Risk Register. The Register identifies issues which may require monitoring and action and which may include but are not restricted to a number of areas such as governance and management, operational, human resources, legal and funding, and assesses them for impact and likelihood. Individual members of senior management team such as the Director General, Director of Finance or Programme Directors, are given responsibility for implementing identified actions, and the Board monitors and ensures all actions are undertaken.

6.5 The Board's role in employment matters

Ultimately, the Board is responsible for employment matters, including the recruitment, employment and appraisal of the Director General. The Board supports and works with the Director General in recruitment and employment of senior staff at Director level. More junior levels in the organizational structure are delegated to the Director General and individual directors.

Health and safety

A majority of the Foundation's staff work in conflict zones. The Director General is responsible for the Foundation's staff protection policies and insurance requirements, and for immediately bringing to the attention of the Board any potential changes to the security status and safety of staff (and beneficiaries), and any actions taken.

Equal opportunities and diversity

Trustees should be aware of the policies for the recruitment of staff, and in particular how applicants are treated in accordance with the Foundation's equal opportunities and diversity policy at all stages of the process including advertising, short listing and interviewing.

The Director General and trustees periodically review employment policy and practices, salaries, terms and conditions of service of the staff, in the jurisdictions in which the Foundation works, and to ensure adequate support and supervision.

6.6 Managing stakeholder requirements and reputation

Reporting on Public Benefit

Trustees report on public benefit through the Annual Report. This covers:

- a review of the significant activities undertaken by the Foundation to carry out its charitable purposes for the public benefit;
- details of purposes and objectives and related strategies adopted, and activities undertaken to achieve them;
- details of achievements, including a statement specifying how they have complied with their responsibility to have due regard to public benefit.

Evidencing impact

Trustees will support the Director General and senior management in demonstrating the impact of the Foundation's work to other communities, funders and potential funders and policy makers.

Protecting vulnerable beneficiaries

Charity Commission guidance is that charities working with children in other countries must evidence safeguarding, through the establishment of a child protection policy and procedures for dealing with issues of concern or abuse, as well as safe recruitment, selection and vetting procedures.

Because of their position within the charity, the Charity Commission takes the view that whenever there is a legal entitlement to obtain a criminal record check in respect of a trustee, it should be carried out, even if the trustee does not come into direct contact with children.

Reporting serious incidents

On behalf of the Board, the Chair or the Secretary to the Board must report any serious incidents to the Charity Commission as soon as they are suspected. Serious incidents will include: fraud, theft or the charity losing a significant amount of money; a large donation from an unknown source; links with terrorism; the charity having no policy to safeguard its beneficiaries or staff; suspicions, allegations and incidents of abuse or mistreatment of beneficiaries or staff.

Protecting and promoting the Foundation's reputation

The Foundation's good name and reputation have been earned over many years and are very valuable. Trustees must avoid any activity which might damage the charity's reputation and play their role in being vigilant that it is both conserved and enhanced.

If there is anything that trustees learn in the course of their work which puts the Foundation's reputation at risk, they need to contact the Chair (if related to external stakeholders) and Director General (if related to internal stakeholders).

Public speaking

If a trustee is invited to undertake a public speaking engagement on behalf of the Foundation, he or she should clear this with the Chair before liaising with the Director General. In undertaking public engagements not associated with the Foundation, where their role as an A. M. Qattan Foundation trustee is well known, trustees will ensure that it is clear that they are speaking in a personal or private capacity and take care that what they say does not compromise or conflict with their role as a trustee.

Media crisis management protocol

A crisis is an unexpected event that arises for the Foundation that attracts adverse media attention. This could be comment on TV, radio, online or via social media. It may be an incident that affects the safety of employees, the community, or public criticism of its work. The Chair and an alternate Trustee should be appraised of the Foundation's protocol for managing a media crisis, and if required to be a spokesperson, undertake media training as necessary.

Fundraising and funding

An important role of the Board is to ensure that the Foundation has the resources to carry out its work. As part of this role, some Trustees may wish to support or lead on fundraising initiatives. The rules about fundraising can be detailed and complex and trustees must have access to sufficient information and/or expertise to ensure that plans they approve, and any individual fundraising support they undertake, are compliant with UK law and best international practice.

6.7 Meetings

The Board can regulate its meetings as it thinks fit. Currently, the Foundation has two full Board meetings each year.

Quorum

No decision may be made by a meeting of the trustees 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 trustees in which a participant or participants may communicate with all other participants. (Article 25.2.1)

Quorum shall be two or the number nearest to one third of the total number of trustees, whichever is the greater, or such larger number as may be decided by the trustees from time to time. (Article 25.2.2)

A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote. (Article 25.2.3)

Board Agenda

The Chair and the Director General have an agenda-setting process to ensure that every item contending for board attention is a priority for board time. Agenda items fall into one of four categories: for information; for approval; for discussion; for decision-taking. A copy of the Memorandum & Articles of Association should be available at all meetings for reference purposes.

Trustees may choose to conduct some meetings electronically using video conferencing. Such meetings are useful when an emergency decision needs to be made, or as an alternative to a full Board meeting, as Trustees may be in different countries. Telephone conferencing and email communications are also used.

Decisions and Casting Vote

Decisions are made by a majority of votes, with the Chair having the casting vote. A Board decision once taken, whether it is unanimous, or a majority decision, must be supported by all trustees. Likewise, trustees who have been absent from a Board decision must abide by decisions even if they were absent.

Minutes

Minutes are taken at each Board and Committee meeting by the designated secretary. The minutes are approved by the Director General, agreed by the Chair, then circulated to all trustees by the Chair within 10 working days of the meeting. The agreed minutes are signed by the Chair and Board Secretary.

7. Trustees

7.1 Attendance

All trustees should be able to allocate sufficient time to the Foundation to discharge their responsibilities effectively. A likely time commitment for a trustee would be around 10 - 15 days a year, although some existing Trustees do significantly more.

The Foundation uses electronic communications – including conference calling, Skype and email – to reduce the need for travel to face to face meetings. However, trustee presence is expected at Board and, where relevant, committee meetings and stakeholder events, and sometimes to support the staff.

Attendance at meetings and events is a primary requirement. Currently there are two Board meetings a year, plus sub-committee work, and online decision taking. Poor attendance and involvement without good reason may result in Trustees not being eligible for re-election. Trustees are encouraged to make their own travel and accommodation arrangements with support provided by the Board Secretariat. Associated expenses will be reimbursed in line with the Expenses Policy.

7.2 Authority, Principal Duties and Behaviours

Trustees have ultimate legal responsibility for what the Foundation does. Their role is to ensure that the Foundation:

- Pursues its objectives, as set out in the Articles of Association;
- Ensures its assets (including funds, investments, intellectual property, staff and reputation) are protected and used exclusively to pursue its purposes;
- Complies with legal and regulatory requirements
- Remains solvent and is not exposed to undue risk.

Trustees must:

- Act at all times in the best interests of the Foundation and the people it serves;
- Avoid situations where their personal or other interests conflict with the interests of the Foundation
- Not profit from their role unless it is explicitly allowed in the governing instrument
- Act reasonably and prudently, with a higher duty of care in areas of their own expertise, for example, where a Trustee is professionally qualified.

Trustees are not expected to be experts in every field, but they have a duty to take advice when they are not confident about taking a decision.

The Trustees report to the Members' Assembly at its Annual General Meeting and at any other meeting called in accordance with the Articles of Association.

Support for Foundation mission, vision and values

Trustees need to understand the Foundation's work, and advocate for it.

Confidentiality

Trustees should never divulge Board discussions and decisions to any outside body or person before they are made known to the staff and the public through agreed channels of communication.

Conflicts of interest

Trustees must act in the best interests of the charity and its beneficiaries at all times. They must avoid situations where their personal interests or their duties conflict with their duty to the Foundation, unless they have been authorised to do so. The duty also extends to conflicts that arise because of persons connected with them.

Conflicts of interest can occur in many ways. It can occur when a trustee stands to benefit personally from the charity - for example, if they or a connected person receives a grant from the charity or as a payment for a professional service.

A conflict of interest can also occur when a trustee has a conflict of loyalties between the charity and their personal or other interests – for example, if a trustee is a member of an organisation that funds the charity, or a trustee of a competing charity.

The Conflict of Interest policy in Annex E sets out the procedure to be followed if a trustee needs to declare a conflict of interest. A Declaration of Interest form needs to be completed annually even if declaring none.

Personal benefit

Trustees will not use, or be perceived to use, their position or misuse information gained as a Trustee of the Foundation for personal, professional or private benefit. For instance, artists who are trustees may not donate works of their own art to the permanent collection or be considered for an exhibition of their work, either solo, group or juried.

Trustee payments

Trustees will not do any paid work for the Foundation whilst serving on the Board.

Expenses

Trustees may seek reimbursement solely for reasonable out of pocket expenses incurred in the execution of agreed duties as trustees. Trustees must submit receipts to the Board Secretariat, Expenses are approved by the Chair and/or Director General in line with the Expenses Policy.

7.3 Attributes

Trustees should possess the following attributes:

- Be committed to the purpose, objectives and values of the organisation
- Be constructive in relation to trustees' and staff opinions
- Be able to act reasonably and responsibly when undertaking duties and tasks
- Be able to maintain confidentiality
- Understand the importance and purpose of meetings and discussions, and be committed to preparing for and attending them regularly
- Be able to analyse information, and when necessary, challenge constructively
- Be able to make collective decisions and stand by them
- Be able to respect boundaries between executive and governance functions
- Stay abreast of topical developments related to the Foundation's work

In addition, individual trustees will endeavour to use their skills, talents, knowledge and contacts in the most effective way to the benefit of the charity.

8. Recruitment

8.1 Appointments

The process for the recruitment of new trustees is summarised in the Nominations Committee Board Appointments Process (Item 12.7 below).

8.2 Induction

All newly appointed trustees will have a formal induction which will include an information pack, orientation meetings with other trustees and key staff and any training deemed necessary.

The information pack will include the Governance Manual, the Memorandum and Articles of Association, Annual Report and Accounts for the past three years, the previous two year's Board minutes, dates of forthcoming meetings, trustees' contacts, the strategic plan, the risk register, and other documents including organisational policies.

9. Specific Roles

9.1 Honorary President

Appointment

The Board may elect an Honorary President of the Foundation. The appointment is made by the Members' Assembly for a defined period of time at its own discretion.

Responsibilities

The Honorary President will play an Ambassadorial role, meeting and communicating with a range of external stakeholders at the international and national level, fostering positive working relationships and promoting the organisation.

9.2 The Chair

Appointment

The Chair of the Board of Trustees is a member of and appointed by the Members' Assembly.

Responsibilities

In addition to the general responsibilities of a trustee, the Chair's role is to effectively and accurately represent the views of the Board and, in particular:

- Direct the Foundation's strategic development, policies and plans;
- Develop the Foundation's key relationships with major stakeholders;
- Realise the Board's strategies and plans for the future, ensuring its work is delivered in line with agreed targets and performance indicators.

In addition the Chair will:

- Ensure all trustees are properly inducted
- Ensure the AGM is conducted in accordance with the governing document
- Jointly with the Director General, communicate the Foundation's plans and achievements to stakeholders;
- Ensure that the charity is run in accordance with the decisions of members and trustees, the charity's governing documents, and appropriate legislation;
- Maximise the effectiveness of members and trustees, individually and collectively;
- Support and manage the Director General, including agreeing objectives and undertaking an annual appraisal, following consultation with other members and trustees;

- Lead the trustees, DG and senior management in the development of strategic plans for the charity;
- Liaise with Secretary to the Board on the planning, setting and chairing of meetings and AGMs;
- Represent the charity as required;
- Act on behalf of trustees to authorise any necessary action to be taken *intra vires*, e.g. banking transactions and legal documents in accordance with relevant mandates;
- Ensure that the performance of the board as a whole, and the trustees individually, is reviewed on a regular basis.

Skills and Attributes

- In-depth knowledge of the work undertaken by the charity
- Leadership
- Tact and diplomacy
- Good people skills
- Impartiality, fairness and the ability to respect confidence

Sub-Committees

- Audit Committee
- Investment Committee

9.3 The Treasurer

Appointment

The Treasurer is appointed by the Board. The appointment process is governed by the Nominations Committee.

Role

The overall role of the Treasurer is to ensure the financial administration of the charity is monitored by the Board, and to report at regular intervals on Foundation's financial health, in line with best practice, and in compliance with the governing document and legal requirements.

Responsibilities

- Leading in the Board's duty to ensure that proper accounting records are kept, financial resources are properly controlled, invested and economically spent, in line with good governance, legal and regulatory requirements;
- Leading in the development and implementation of financial reserves, cost-management and investment policies;
- Liaising, where applicable, with the Director of Finance and Director General to ensure that budgets, internal management accounts and annual financial statements are presented appropriately to the Board;
- Advising on the financial implications of the charity's strategic plan;
- Board-level liaison with the external auditors on specific issues such as the Auditors' Management Letter and the related board representations.
- The Treasurer will chair the Audit Committee and report back to the Board of Trustees.

Skills and Attributes

- Significant experience as a chartered or management accountant, ideally with an international organisation
- Knowledge of company and charity financial frameworks
- Ability to analyse a proposal and examine its financial consequences
- A preparedness to make unpopular recommendations to the Board

- A willingness to give financial advice
- Good people skills
- Impartiality, fairness and the ability to respect confidence

Sub-Committees

- Audit Committee (Chair)
- Investment Committee

9.4 The Secretary

Appointment

The Secretary is appointed by the Board. The appointment process is governed by the Nominations Committee.

Role

The Secretary to the Board, working with the Chair and the Director General, is responsible for the smooth running of meetings of the Board and its sub-committees. He or she is responsible overall for the Foundation's compliance with legislative and regulatory requirements, and for ensuring that the Board is updated and compliant with good governance practice.

Responsibilities

- Deputise for the Chair as required
- Ensure that annual returns to Company's House and the Charity Commission, are submitted
- Ensure that information to support the above is produced, including the annual report, and signed off by the Board
- Ensure that trustees have proper advice and resources on corporate governance issues, including updates on UK company and charity law
- Ensure that changes in trusteeship are notified promptly
- Ensure that a Board register of interests is maintained and updated
- Ensure that Board and Committee Meetings are compliant with the Foundation's governing document

Skills and Attributes

- Good people skills
- Impartiality, fairness and the ability to respect confidence

Sub-Committees

- Nominations Committee

All above roles are honorary. Accordingly, routine administrative work may be delegated to a staff member of the Foundation, subject to the scope of the work being written down and the work supervised.

10. Audit Committee

10.1 Role

All Trustees have a duty to act in the interests of the Foundation. However, the Audit Committee has a particular role, acting independently from the Trustees, to ensure that the interests of the Foundation are properly protected. Therefore, the management is under an obligation to ensure the Audit Committee is kept properly informed, and should take the initiative in supplying information rather than waiting to be asked. The Board should make it clear to all trustees and staff that they must cooperate with the Audit Committee and provide it with any information it requires.

10.2 Composition

At least three trustees including and in consultation with the chair of the Board.

The three trustees must be independent with at least one with recent and relevant financial experience.

10.3 Committee Chair

The Audit Committee will be chaired by the Treasurer, if appointed, or another Board member.

10.4 Length of Appointment

Appointments should be for a period of up to four years, extendable by no more than two additional two-year periods, so long as members continue to be independent and non-executive.

10.5 Authority

The Audit Committee has authority to conduct or authorize investigations into any matters within its scope of responsibility. The Committee is empowered to:

- Appoint, compensate and oversee the work of any registered public accounting firm employed by the Foundation.
- Resolve any conflict that arises between management and the independent auditors regarding financial reporting.
- Retain independent counsel, accountants, or advisors to assist or advise the committee.
- Have full access to all books, records, facilities and personnel of the Foundation, and to investigate any matter brought to its attention within the scope of its duties.
- Meet with Foundation's trustees, internal and external auditors, or outside counsel, as necessary.

10.6 Main Objective and Tasks

The main objective is to assist the Board in fulfilling its oversight responsibilities for the financial reporting process, monitoring internal control system and the audit process, as well as monitoring compliance with laws and regulations.

Moreover, its purpose is to evaluate and improve the effectiveness of risk management, governance, internal controls, resources value, and policies and procedures within the Foundation, so that its work will have a more significant impact on the targeted beneficiaries as well as on cultural and educational development in its regions of operation.

To achieve its main objective, the internal audit function should cover all operational and managerial controls and systems including, but not limited to, the following areas:

- a. Compliance with the Foundation's work policies and procedures.
- b. Compliance with authority matrix and procedures.
- c. Compliance with the applicable laws and contractual requirements.
- d. Reliability of financial information and reporting.
- e. The efficient use of resources.
- f. Efficiency of the information systems and knowledge sharing environment.
- g. Effectiveness of work operations.
- h. Achievement of the set goals & objectives.

10.7 Responsibilities

- Review and report to the board on significant accounting and reporting issues, including unusual transactions or areas that are highly judgmental, and understand their effect on the financial statements
- Review with management and auditors the results of the external audit, including any difficulties encountered
- Review annual financial statements, and ensure they are consistent with the information available to the committee, and reflect current accounting policies
- Review with the management and the auditors any matters required to be communicated to the committee under Generally Accepted Auditing Standards
- Review financial reports with management and external auditors before filing with regulators, and consider their consistency with information available to the committee.

Internal Control and Risk Management Systems

- Consider the effectiveness of the Foundation's internal control system, including information technology security and control.
- Understand the scope of internal and external auditor review of internal control over financial reporting. Obtain reports of significant findings and recommendations, and management responses.

Internal Audit

- Approve the internal audit charter.
- Approve decisions regarding the appointment and removal of internal auditor.
- Approve the annual audit plan, and approve any changes made on this plan.
- Review the internal audit performance based on this plan.
- Review with the internal auditor the internal audit budget, resource plan, activities, and the organizational structure of the internal audit function.
- At least once a year, review the work of the internal auditor, and concur with the annual salary and compensation adjustments.
- Review the effectiveness of the internal audit function, including conformance with the institute of internal auditors' definition of internal auditing, code of ethics, and the international standards for professional practice of internal auditing.
- Meet regularly with the internal auditor to discuss issues that the committee or the internal audit sees should be discussed privately.

External Audit

- Review the external auditors' scope and approach, including their efforts' coordination with internal auditors.
- Exercise final approval on the appointment or discharge of external auditors and monitor their performance.
- Review and confirm the independence of internal auditors by obtaining statements from them regarding their relationship with the Foundation, including non-audit

services. These relationships must be discussed with the auditors.

- Meet the external auditors regularly to discuss issues that should be discussed privately.

Compliance

- Review the effectiveness of the system for monitoring compliance with laws and regulations. In addition to reviewing the results of management's investigations in any instance of non-compliance, and the follow-up (disciplinary action) taken in such case.
- Review any examinations by regulatory agencies, and any auditor observations.
- Review the process of communicating the code of conduct to the Foundation's personnel, for monitoring compliance therewith.
- Obtain regular updates from management and from the Foundation's legal counsel regarding compliance matters.

Reporting Responsibilities

- Provide periodic reports to the Board about the committees' activities, issues raised and recommendations.
- Provide an open avenue of communication between internal auditors, the external auditors and the Board.
- Review any other information the Foundation presents that relates to committee responsibilities.

Other Responsibilities

- Perform other activities required by the Board of Trustees.
- Institute and oversee special investigations as needed.
- Review and assess the adequacy of the committee charter annually.
- Confirm annually that responsibilities outlined in the charter have been carried out.
- Evaluate the committee's and individual members' performance on a regular basis.

10.8 Relationship with the Board and Performance

The committee should report to the board on how it has discharged its responsibilities, including:

- The significant issues that it considered in relation to the financial statements and how these issues were addressed
- Its assessment of the effectiveness of the external audit process and its recommendation on the appointment or reappointment of the external auditor; and
- Any other issues on which the board has requested the committee's opinion.

Where there is disagreement between the audit committee and the board, adequate time should be made available for discussion of the issue with a view to resolving the disagreement.

The committee should review annually its terms of reference and its own effectiveness and recommend any necessary changes to the board. The board should also review the audit committee's effectiveness annually.

10.9 Resources and seeking independent advice

The board should make funds available to the committee to enable it to take independent legal, accounting or other advice when the audit committee reasonably believes it necessary to do so.

10.10 Meetings

It is for the committee's chair, in consultation with the Foundation's secretary, to decide the frequency and timing of its meetings. There should be as many meetings as its role and responsibilities require. It is recommended there should not be fewer than two meetings during the year, held to coincide with key dates within the financial reporting and audit cycle.

No one other than its chairman and members is entitled to be present at a meeting of the audit committee, although it may decide to invite non-members to attend for a particular meeting or a particular agenda item from time to time. It is to be expected that the external audit lead partner will be invited to attend meetings regularly as well as the Director General, the Director of Finance and the internal auditor.

Sufficient time is to be allowed to enable the committee to undertake as full a discussion as may be required, and meetings scheduled to enable any work arising from the audit committee meeting to be carried out and reported to the board as needed.

Meetings with External/Internal Auditors

The committee, at least once annually, meets the external and internal auditors, without management, to discuss matters relating to its remit and any issues arising from the audit.

10.11 Appointments

Skills and Attributes

It is desirable that the committee member should have recent and relevant financial experience and/or a professional qualification from one of the professional accountancy bodies.

Induction and Training

The Foundation is required to provide an induction programme for new audit committee members. This should cover the role of the audit committee, including its terms of reference and expected time commitment by members; and an overview of the Foundation's business model and strategy, identifying the main business, financial dynamics and risks.

Training must also be provided to members of the audit committee on an on-going and timely basis and should include an understanding of the principles of and developments in financial reporting and related laws. In appropriate cases, it may also include, for example, understanding financial statements, applicable accounting standards and recommended practice; the regulatory framework for the Foundation's business; the role of internal and external auditing and risk management.

The induction programme and on-going training may take various forms, including attendance at formal courses and conferences, internal discussions and seminars, and briefings by external advisers.

10.12 Whistleblowing

The committee should review arrangements by which staff of the Foundation may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters. The committee's objective should be to ensure that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action.

11. Investment Committee

11.1 Role

The Investment Committee is appointed by the Board of Trustees to assist the Board in its monitoring of the Trust's investments.

11.2 Composition

The Board is responsible for appointing the members of the committee. Membership will include at least two trustees and may or may not include a member of the Members' Assembly.

Members should have knowledge of investment management, should not be employed or directly connected to the Al-Qattan Charitable Trust or any of its investment or asset managers or advisors, and should not be employed by any of the Foundation's own investment or asset managers or advisors in either an executive or non-executive capacity.

The quorum necessary for the transaction of business is half of the membership, including at least one member of the Board of Trustees.

11.3 Committee Chair

The Board of Trustees will appoint as Chair of the Committee someone (who may or may not be a Trustee) with strong and effective leadership qualities, and the ability to promote effective working relationships among committee members and with others such as management, external auditors and investment managers.

11.4 Length of Appointment

Appointments to the committee are for a four year term which may be extended to a second four year term, where the individual meets the membership criteria and the skills remain aligned to the needs of the committee. The membership is reviewed at the AGM.

11.5 Main Responsibilities and Tasks

- Monitor the Foundation's assets, most notably the real estate in London (Academy Gardens), Jordan (Amman House), land in Palestine, the Foundation's old building in Ramallah and other smaller assets.
- Make available to the Board of Trustees the minutes of meetings and an annual report covering all of the Committee's activities

11.6 Meetings

- The Committee will meet once a year and otherwise as required.
- Decisions will normally be taken on the basis of a simple majority of members present and voting at a duly convened meeting. The Chair may cast a second or casting vote only if there is a tied vote.

12. Nominations Committee

12.1 Role

The Nominations Committee's key responsibility is to manage the appointment of trustees and its constituent committees respectively. It works with the Board and the Director General to ensure the appropriate balance of skills, experience, independence and knowledge required on the Board and its constituent committees is relevant to current and future plans. The Committee recommends candidates to the Board for their approval. Final approval is sought from the Members' Assembly before formal appointment can be confirmed.

12.2 Composition

Membership will include at least three trustees.

12.3 Committee Chair

The Chair of the committee is appointed from among the committee's members.

12.4 Length of Appointment

Appointments to the committee are for a four year term which may be extended to a second four year term, where the individual meets the membership criteria and the skills remain aligned to the needs of the committee. The membership is reviewed at the AGM.

12.5 Main Responsibilities and Tasks

- Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations with regard to any changes
- Give full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the Foundation
- Allied with the above, undertake regular reviews of the qualities and skills required by the Board to ensure good governance and relevant experience available to support the executive management team
- Be responsible for identifying and nominating candidates for the approval of the Board;
- In identifying suitable candidates the committee may use open advertising or the services of external advisers to facilitate the search
- Consider candidates from a wide range of backgrounds, on merit and against objective criteria and with due regard to the benefits of diversity on the board, taking care that appointees have enough time available to fulfil the role
- Ensure that prior to appointment a prospective trustee confirms that they are eligible to be a UK company director and trustee, and that they disclose any other business interests that may result in a conflict of interest
- Whenever there is a legal entitlement to obtain a disclosure check in respect of a trustee, to undertake the check
- Ensure that on appointment trustees receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings
- Arrange for an annual evaluation of the effectiveness of the Board and its Committees. This may take the form of a short report or a portion of a Board meeting which is dedicated to an appraisal of effectiveness of the Board in meeting its governance role throughout the year.

12.6 Meetings

The Committee will meet at least once a year.

12.7 Board Appointments Process

On an annual basis the committee will review skills present on the Board, and its constituent committees. Profiles are then identified based on the gaps in the skills and attributes required to support the directions of the strategic plan. The Nominations Committee will meet to screen interested candidates as a first pass and then invites a short-list for further interview. The successful candidate/s will be informed of the outcome and their appointment is conditional, pending full Board approval prior to the AGM and finally Members' approval at the AGM. Ideally the recruitment process will be timed annually to link with the AGM, but it may also run throughout the year as vacancies become available.

Renewal of an incumbent trustee for another term is dependent on an assessment of the overall skills needed on the Board and performance of the trustee individual to date.

12.8 Inductions

The Chair of the Board of Trustees is responsible for the induction of all new trustees. An information pack will be provided on appointment, meetings with relevant members of staff and trustees arranged and any training provided if needed.

The information pack will include the Governance Manual, the Memorandum and Articles of Association, Annual Report and Accounts for the past three years, the previous two year's Board minutes, dates of forthcoming meetings, trustees' contacts, the strategic plan, the risk register, and other documents including organisational policies.

13. Study Grant Committee

13.1 Role

The Foundation offers the offspring of its employees the opportunity to apply for and receive Study Grants on a competitive basis and based on a set of criteria. The Study Grants Committee's key responsibility is to study and evaluate Study Grants' request for employee's offspring.

13.2 Composition

Membership should include at least one trustee, and at least one externally invited individual. The members are appointed by the Board of Trustees.

13.3 Committee Chair

The Chair of the committee is appointed from among the committee's members and should be a trustee of the Foundation.

13.4 Length of Appointment

Appointments to the committee are for a four year term which may be extended to a second four year term, where the individual meets the membership criteria and the skills remain aligned to the needs of the committee. The membership is reviewed at the AGM.

13.5 Main Responsibilities and Tasks

- Annually review and evaluate the applications received by the executive body of the Foundation.
- Provide feedback and recommendations on all applications
- In case the recommendation is to approve the request, the recommendation regarding the financial contribution should be declared.
- Commit to the set of criteria for evaluation stated in the detailed committee ToR of August 2016 (currently in Arabic only)
- Review such criteria when needed and communicate suggested changes to the Board to be discussed and decided upon.

13.6 Meetings

The Committee will meet at least once a year.

14. Working Groups and Ad Hoc Committees

From time to time, the Board may agree to establish time-limited working groups or ad hoc committees for specific tasks, for example, to report or monitor progress in particular areas on behalf of the Board. Such groups are likely to include members of the Foundation's staff and may include external advisors.

15. Responsibilities of the Director General

- Manage the Foundation within the agreed levels of delegated authority;
- Ensure trustees are provided with accurate and timely information to enable them to fulfil their governance responsibilities effectively;
- Present an analysis of key risks and management strategies on a regular basis for the Board's approval; escalating high risk or high impact issues to the Board in accordance with the agreed risk management strategy;
- Bring forward emerging strategic issues/themes early enough for the Board to provide an over-arching steer;
- Ensure that Board members' specialist skills, knowledge and expertise are utilised fully in support of the Foundation's work;
- Develop plans, programmes and policies for Board approval, seeking the input of trustees at an early stage in order to identify issues that will need to be addressed before Board approval;
- Remain in open dialogue with the Board so it understands trustees' concerns/perspectives and to ensure the Board is aware of the context of the DG's position;
- Take responsibility for making clear proposals/recommendations; and
- Provide appropriate support to enable the activities of the Board and individual Board members to run properly and effectively.

Annexes

- A. Memorandum & Articles of Association
- B. Organisation Organogram
- C. Strategic Plan 2020-2024
- D. Risk Management Policy
- E. Conflict of Interest Policy
- F. Expenses Policy
- G. Financial Controls: Summary of Board's Authority and Approvals
- H. Trustee Indemnity Insurance

Links to Charity Commission guidance

[The Essential Trustee](#)

[Trustee Expenses and Payments](#)

[Preparing a Charity's Annual Report](#)

[How to manage risks when working internationally](#)

[Safeguarding and protecting people for charities and trustees](#)

[How to protect children and adults at risk](#)

[Charity Fundraising: A guide to trustee duties](#)