



## The Cash Learning Partnership (CaLP)

### BOARD OF DIRECTORS Terms of Reference (ToR)

#### I. Background

The Strategic Review of the CaLP (2014) confirmed that, in order to be more representative and to have greater leverage and influence, CaLP should expand its membership to include a diverse range of members with experience in Cash Transfer Programming (CTP). The Review also confirmed the decision to modify the governing structures of CaLP - divide the functions of the previous CaLP Steering Committee into two distinct bodies: a high-level Board of Directors (Board) and a Technical Advisory Group (TAG). While the Board will provide leadership at a strategic level, ensuring organisational buy-in, commitment from members, and external influence, the TAG will provide cross-sectional representation, support the substantive work of CaLP, and ensure that high standards and field linkages are maintained.

This document introduces the ToR for the Board of Directors and constitutes the guiding roles, responsibilities and expectations of Board members.

#### II. Composition

The CaLP Board of Directors is the governing body of the CaLP and is dedicated to advancing the mission, values, strategies, goals, priorities, and policies of the CaLP. It will be comprised of 13 voting members, elected from a diverse array of organisations from the CaLP membership, including international and national NGOs, with 1 representation envisioned for the United Nations humanitarian agencies and 1 for the donor community. The Board composition should ideally take into account geographical diversion and gender balance. However, the final composition of the Board will be based on the quality and diversity of applications received during the membership application phase (*see the related [CaLP Membership Application Pack](#)*). In the event that a board member (or suitable representative from their organisation) is unable to fulfil their role, a new board member will be selected as a replacement (*for further information, see Section VI.A. Membership Review and Termination of Board of Directors Seat*).

The CaLP Board may also call upon advisory Board members for specific issues, headhunted by the Board. While advisory Board members may provide input into Board discussions, deliberations and decisions, advisors are ultimately non-voting members of the Board.

Board members liaise directly with the CaLP Director, who is the head of the CaLP Global Programmes Team. Every two years, the Board will appoint a new Board Chair – a position which rotates between voting Board members. The Chair of the Board of Directors will lead and facilitate the Board in carrying out their assigned roles and responsibilities (*as set out in Section III. Roles, Responsibilities, and Expectations*). The Chair will ensure effective flows of information to and among the Board, provide leadership and guidance when difficult or significant decisions are required, support and advise the CaLP Director to translate key Board decisions into operations within the CaLP, and chair the Board's bi-annual meetings or other events (when appropriate).

### III. Roles, Responsibilities, and Expectations

#### A. Role of the Board

The role of the CaLP Board of Directors is to provide leadership at a strategic level, by ensuring organisational buy-in, commitment from member agencies, external influence and oversight of the CaLP Director. The Board may delegate authority to a sub-committee comprised of one or more members of the committee. Any such subcommittee shall have the full power and authority of the Board committee, subject to the terms of its delegated authority.

#### B. Specific Responsibilities of the Board of Directors

Based on the role of the Board of Directors as delineated above, the group will have the following set of defined responsibilities:

1. Ensure that CaLP maintains its integrity, stays true to its mission and vision, and realizes its strategy.
2. Oversee and review the CaLP strategic direction periodically, as well as advise and approve major strategic changes.
3. Ensure the financial integrity of CaLP and support CaLP in acquiring the necessary resources to accomplish its objectives.
4. Establish and carry out an effective system of governance at the Board level.
5. Establish, approve and ensure compliance with the Board's by-laws.
6. Oversee and review the hosting agreement with the CaLP hosting agency once every other year; voice and elaborate any concerns and improvements, including possible alternatives.
7. Through the Chair of the Board, select, advise, manage, evaluate and, if need be, replace the CaLP Director.
8. Refer technical tasks to the CaLP Global Programmes Team / Technical Advisory Group, as they pertain to any global strategic developments (such as changes in vision or direction).
9. Support CaLP communications strategic messaging and roll out, ensuring harmonization of messages between CaLP members and CaLP Global Programmes Team.
10. Promote CaLP with other global initiatives and at regional and national levels including within their own organisations.
11. Promote and actively engage in cash transfer advocacy, including generating awareness regarding appropriate/effective cash transfer programming.
12. In agreement with the CaLP Director, represent the CaLP in strategic meetings and fora where CaLP team members are not present.

#### C. Expectations of Board Members

In addition to the above set of specific responsibilities, CaLP also envisions that individual Board members will engage in the realization of the CaLP funding strategy through two venues:

- *Direct Contribution.* To ensure its operational viability and the furthering of its mission, CaLP requires regular, annual contributions from CaLP Members, including Board Members, based on a tiered membership fee structure linked to the annual financial turnovers of member organisations (*as presented in the [CaLP Membership ToR](#)*).
- *Fundraising.* As Board Members have a responsibility to ensure that CaLP stays on track not only strategically but also financially, members will support fundraising by actively lobbying for and prioritizing large, strategic, multi-year grants.

#### **IV. Benefits of Board Membership**

By virtue of the Board's leadership role at strategic level, the CaLP Board Members will benefit from:

- A voice in identifying and prioritizing CaLP's global strategic direction.
- A vote in key Board decisions.

#### **V. Criteria for Board Membership**

For the purposes of the Board selection process, CaLP places emphasis on the specific characteristics of both the organisation and the individual. The descriptions below represent the minimum criteria necessary for selection at each level.

##### *A. Organisational Level Criteria*

The CaLP Board of Directors will be filled by organisations with the following characteristics:

- Alignment with CaLP's global mission and vision.
- Demonstrated commitment to humanitarian principles, transparency, coordination, accountability, quality and improving performance.
- Ability to leverage organisational expertise in one or more of the following areas: humanitarian operations, accounting, legal affairs, financial management, fundraising, advocacy & policy, human resources, business, etc.
- Ability to contribute directly to the financial sustainability of CaLP through strategic fundraising efforts (*see Section III.C. Expectations of Board Members*).
- Ability to identify and appoint a Director level representative to serve as the organisation's Board Member (*see below for selection criteria*).

##### *B. Individual Level Criteria*

In addition to those organisational-level selection criteria listed above, CaLP seeks the following characteristics among those individuals nominated by their organisation to be Board representatives:

- High-level decision-maker (Director-level or above) within the respective organisation.
- Able to generate buy-in among senior colleagues within their organisation and allocate resources accordingly.
- Able to ensure that decisions made by CaLP are circulated within their organisation.
- Demonstrated commitment to and experience in supporting the identification and cultivation of potential donors/funding institutions.
- Extensive experience at senior leadership level in one or more of the following areas: humanitarian operations, accounting, legal affairs, financial management, fund raising, advocacy & policy, human resources, business, etc.
- Broad range of field experiences, preferably in humanitarian contexts.
- Demonstrated commitment to humanitarian principles, transparency, coordination, accountability, quality and improving performance.
- Commitment to participate in at least two face to face board meetings per year.
- Commitment to serve as chair on a rotational basis.
- Commitment to contribute on an ad-hoc basis to the review of CaLP work pieces related to his/her area of expertise.
- Commitment to serve without compensation, and sign and abide by a Conflict of Interest Statement.

## **VI. Other Information**

### *A. Membership Review and Termination of Board of Directors Seat*

Members who do not comply with their full responsibilities and commitments as part of the Board of Directors will be requested to adhere to their responsibilities in the future or withdraw their membership in order to allow for their seat on the Board to be opened up for others. Failure to meet the full responsibilities and commitments of a Board member includes, but is not limited to: failure to show representation at three consecutive bi-annual face to face meetings, non-payment of membership recommended contributions, failure to support multi-year fundraising efforts.

### *B. Frequency of Meetings*

The Board of Directors will meet for face-to-face meetings twice a year. Ad-hoc conference calls and/or meetings may also be called by the Chair of the Board if necessary to discuss specific issues. Board members are expected to attend all meetings.

### *C. Coverage of Costs*

All Board meeting related travel and accommodation expenses are expected to be self-paid, covered by the organisation belonging to the Board of Directors.