

Governance Manual



Family
for every child

Ratified October 2019

GLOSSARY OF TERMS

Term	Definition
Articles of Association or “Articles”	Family’s legal governing document which sets out how the charity is run.
Assembly	Family’s governing body of members which meets formally at the General Meeting to make governance decisions, including the election and removal of trustees on the Board.
Associate membership	Entry level membership of Family (with the right to attend the General Meeting but not to vote or to stand for election to the Board or as President).
Board committees and Board task groups	Committees and task groups are set up and disbanded at the discretion of the Board to perform certain duties. They do not hold decision-making power. Committees are set up to perform ongoing duties. Task groups are set up to help achieve a specific time-bound objective.
Board of Trustees or “Board”	Family’s governing body of trustees which meets regularly at Board meetings to make governance decisions. The Board has legal responsibility for the general management of Family.
Chair of the Board or “Chair”	Responsible for chairing Board meetings and ensuring that the Board fulfils its governance responsibilities. A role description may be found in appendix 1.
Company law member	Family’s full members are company law members and as such have legal rights set out by the UK Companies Act and under the Articles of Association (see section 3 below for more information).
General Meeting	The formal governance meeting of the Assembly.
Full membership	The next stage of progression after Associate membership. Full members have voting rights as part of the Assembly and the right to stand for election to the Board or as President.
Member representative	A representative from a member’s own governing body or senior management, who has been given formal authority by the organisation to represent the organisation in Family.
Motion	A proposal which a member or the Board puts to the membership at the General Meeting to deliberate on and consider voting on. For information on the procedure for motions at the General Meeting see appendix 2.
President of the Assembly or “President”	Responsible for chairing General Meetings and ensuring that the Assembly discharges its governance responsibilities. A role description may be found in appendix 1.
Register of Members	Family’s formal record of company law members (full members).
Resolution	<p>A resolution is a motion that has been passed by a vote of the full members at the General Meeting. It is a formal act that is implemented and is binding.</p> <p>In general, motions are passed by ordinary resolution (greater than 50% of the votes cast by full members). Certain motions require a special resolution (at least 75% of the votes cast by full members). For example, changes to the Articles always require a special resolution. In the case of doubt on whether a special resolution is required, the Secretariat seeks guidance from Family for</p>

	Every Child's lawyers.
Secretariat	Staff team responsible for the administration and coordination of Family.
Vice Chair	Supports the Chair of the Board in ensuring that the Board fulfils its governance responsibilities and supports with communications with members and liaising with the President. A role description may be found in appendix 1.

1. INTRODUCTION

Family for Every Child (Family) is registered in England and Wales as a charitable company limited by guarantee. It is registered with Companies House (number 08177641) and the Charity Commission (number 1149212).

Family's legal governing document is the [Articles of Association](#) ("the Articles") which sets out how the charity is run. Family is legally required to comply with its Articles of Association.

This Governance Manual is intended to be complementary to and consistent with the Articles, providing a more user-friendly working document to help the Board and Assembly to codify, understand and develop Family's governance approach.

In case of any discrepancy between the Articles and Governance Manual, or in the instance that there are differing interpretations of the Governance Manual, the Articles take precedence by law and will guide Family's approach. Changes to the Governance Manual require ratification by the Assembly, by a vote of simple majority, and must be consistent with the Articles. If there is any doubt, they will be checked with Family's lawyers.

2. VISION AND APPROACH

Family has a common vision of a world where every child can grow up in a permanent, safe and caring family, supported by temporary, quality alternative care where needed.

Family's [Conceptual Framework](#) provides information on how we work. This includes the following five goals:

1. Enabling children to grow up in permanent, safe and caring families
2. Ensuring a range of high quality, appropriate alternative care choices for children
3. Taking steps to prevent children from having to live outside of any adult care, without the care of families or their carers, and in the interim protecting these boys and girls
4. Promoting better and more participatory decision-making about children's care
5. Building strong child protection systems that strengthen families and promote quality care for children

3. MEMBERSHIP

Membership of Family for Every Child comprises the following categories:

1. Associate membership
2. Full membership

In accordance with the Articles, the Board may establish other categories of membership, such as friends or affiliates.

Organisations are admitted to membership by the Board of Trustees (“the Board”) in accordance with the Articles.

The Secretariat is responsible for identifying potential new members in line with the Membership Criteria Framework which is approved by the Board. The Membership Committee reviews information on prospective members and recommends members to the Board for approval.

Upon joining Family, members sign and are expected to work in accordance with the Membership Charter. Members are also required to work in accordance with the Articles, Governance Manual and any other policies and organisational guidelines approved by the Board or Assembly.

The Board approves the brand guidelines and standards for use of Family for Every Child’s name and logo. Members are entitled to use the Family for Every Child name and logo in accordance with the guidelines and standards. Any organisation that ceases to be a member of Family shall immediately cease to have the right to use the Family for Every Child name and logo.

Associate membership

Associate membership is the entry level for new members of Family. Associate members have the right to have one representative, selected from their own governing body or senior management, in attendance at General Meetings.

Associate member representatives do not have any voting rights at General Meetings, and are not able to stand for election to the Board or as President.

Full membership

Associate members are eligible to progress to full membership of Family for Every Child after one year of membership. Proposals for progression to full membership are reviewed by the Membership Committee and recommended to the Board for approval.

Full members of Family for Every Child are company law members and are included in Family’s formal Register of Members. As such, and in accordance with the Companies’ Act, the organisation’s governing body must provide written approval to Family for Every Child that it agrees to take on full membership.

As company law members, Family’s full members have legal rights as set out in the UK Companies’ Act and under the Articles of Association. Full members nominate or authorise a representative from their own governing body or senior management and notify Family in writing in accordance with Article 26 of the Articles. Full member representatives have the right to attend and vote at General Meetings. Full members are eligible to stand for election to the Board and as President after completing two years of full membership. If the representative leaves their organisation, they automatically cease to be a representative and the organisation must appoint a new representative and inform the Secretariat in writing.

Other legal rights of Family's full members include:

- The right to receive a copy of the company's Annual Report and Accounts for each financial year
- The right to request a copy of the company's constitutional documents, including the Articles of Association and Certificate of Incorporation
- The right to inspect the company's statutory registers including the Register of Members and Register of Directors (Trustees)
- The right to receive a copy of a written Members' resolution before a vote
- The right to receive notice of General Meetings
- The right to appoint a proxy to attend, speak and vote at a General Meeting
- In accordance with Article 31-33, the right to require the trustees to call a General Meeting or, if the trustees fail to do so, call a General Meeting themselves.

Suspension and termination of membership

The Board may suspend membership (of associate or full members) at their sole discretion and with immediate effect. Before so doing, the member which may be suspended will be given at least 14 clear days' notice of the proposed resolution to suspend their membership and will be given the opportunity of being heard by the Board.

Members have a right of appeal to the Assembly against a decision of the Board to suspend their membership. Appeals will be heard at the next General Meeting. Membership shall remain suspended pending the hearing of any such appeal. Membership will be permanently withdrawn following ratification by the Assembly.

An organisation may terminate its membership of Family for Every Child by means of a written notice addressed to the Board.

4. GOVERNANCE STRUCTURE

Family for Every Child consists of the following bodies:

- The Assembly
- The Board
- The Secretariat

The following table sets out the primary governance responsibilities of each body.

Assembly	Board	Secretariat
<ul style="list-style-type: none">• Ratifies any changes to the Articles of Association and the Governance Manual• Votes on motions brought to the General Meeting• Elects and removes trustees• Elects a President to chair General Meetings• Ratifies the permanent cancellation of membership	<ul style="list-style-type: none">• Holds legal responsibility for the general management of Family• Consults with members on changes to the Conceptual Framework, Theory of Change and Strategy• Ensures effective use of resources• Oversees risk and performance• Holds a duty of care for staff• Appoints co-opted trustees• Approves associate and full members• Suspends membership	<ul style="list-style-type: none">• Holds responsibility for the coordination and administration of Family and implementation of the strategy

5. ASSEMBLY

The Assembly discharges its governance responsibilities through the General Meeting. The Assembly elects a President to chair the General Meeting and to ensure that the governance responsibilities of the Assembly are discharged at the meeting¹. The President is neutral and will not vote. The President's organisation has the right to appoint another representative from their organisation or a proxy to speak and vote on behalf of their organisation. For information on the role of the President, see the role description in appendix 1.

Election of the President

Any full member representative who is not on the Board and has not been on the Board for at least 1 year, is eligible to stand for President. The President is selected by the full members through an election process at the General Meeting by a vote of simple majority.

The President is elected for a three-year term. During this term, a vote of simple majority is held at the end of each General Meeting to confirm whether the President shall remain in post. If the President is not confirmed in post, a new President is appointed by a vote of simple majority.

The President is eligible to stand for election for a second term. After their second term the President must step down and cannot be re-elected for a minimum of one year.

If a motion is brought to the General Meeting seeking the removal of the President, the President can be removed by a vote of simple majority, provided the President has had the opportunity to be heard.

The President must stand down immediately if they leave their member organisation or if their organisation ceases to be a members of Family.

If a President ceases to be in role, the Chair of the Board may appoint an interim President from among the full members until the next General Meeting where the full members will appoint a new President.

Procedures for the General Meeting

The Assembly discharges its governance responsibilities at the General Meeting.

The frequency of face-to-face General Meetings is approved by the Assembly upon advice from the Board in relation to available resources. The location and date of the meeting is set by the Board in consultation with the President.

Ad-hoc General Meetings may be called by the Board at any time or upon written request to the Board by at least 5% of the full membership. The Board may decide whether to hold ad-hoc General Meetings face-to-face or online. The Board shall give members a minimum of 28 clear days' notice of a face-to-face General Meeting and 14 clear days' notice of an online General Meeting.

General Meetings shall be conducted in accordance with the procedures set out in the Standing Orders approved by the Assembly, and in accordance with the legal requirements for General Meetings set out in the Articles. The Standing Orders for the General Meeting may be found in appendix 2.

Standing items of the General Meeting include the following:

- Apologies
- Minutes of the last meeting

¹ There is no legal requirement in Family's Articles for the Assembly to elect a President. The position is at the discretion of the Assembly.

- Matters arising
- Board report
- Finance report (including the Annual Report and Accounts)
- Membership report
- Subsidiary reports
- Secretariat report
- Election of trustees
- Election/confirmation of the President.

6. BOARD

For information on the role of trustees, see the role description in appendix 1.

Board membership

There must always be more elected than co-opted trustees on the Board.

The Board should ideally have between 9 and 13 trustees. To go outside of this range the Board requires the approval of the Assembly by a vote of simple majority.

It is recommended that the Board co-opt a minimum of two co-opted trustees to ensure a full complement of skills. This is at the discretion of the Board.

Trustees may be disqualified or removed in accordance with Article 25 of the Articles. Under Article 25.8, a trustee may be removed by the Assembly at a General Meeting if a motion is passed by a vote of simple majority, provided the trustee has had the opportunity to be heard at the meeting.

Appointment of officers on the Board is a matter for the Board. The Board appoints a Chair, Vice Chair and a Treasurer. For information on the role of each officer see the role descriptions in appendix 1.

Election of trustees

Election of full member representatives to the Board is generally conducted at the General Meeting. Elections can take place electronically. If needed, elections can take place outside a General Meeting.

Full members are eligible to vote and are entitled to the relevant number of votes for the number of vacancies on the Board. Each person may choose how many of their votes they wish to use, but can vote for each candidate only once. A candidate cannot vote for themselves. The candidate(s) with the highest number of votes for the available spaces is/are elected. In the instance of a tie between more candidates than available seats, a second vote is carried out between the tied candidates. If there is still a tie, lots are drawn.

Trustees are elected to the Board for a term of three years. Trustees may stand for re-election for a second term. Upon completion of two consecutive terms they must stand down from the Board for at least 3 years. During this period the member organisation is not allowed to nominate another representative from their own organisation to stand for election to the Board.

If a trustee leaves their organisation they must step down from Family's Board and the member organisation may choose to nominate the person who has become their new representative as a replacement trustee. This nomination is put to the full members for approval by a vote of simple majority (this is usually carried out electronically). If approved, the new trustee serves the remainder of the outstanding term of the previous representative. If the nomination is rejected by the Assembly, the Board may decide whether and when to hold a by-election.

Co-opted trustees

The Board co-opts additional trustees based on an assessment of skills gaps of the Board. In general, co-option is through an open and transparent process of advertisement and recruitment. The number of terms that co-opted trustees may serve is at the discretion of the Board.

Other Board procedures

The Board works in accordance with an agreed Board Code of Conduct. The Code of Conduct may be altered at any time at the discretion of the Board.

In order for a Board meeting to be quorate, at least 50% of the Board must be in attendance. Of those in attendance, at least 50% must be elected by membership.

If quorum is not possible, a Board meeting can still proceed, but cannot take any decisions without the agreement of a quorate number of trustees. Agreement may be sought electronically after the meeting and must be clearly documented in the minutes of the meeting.

Potential conflicts of interest or of loyalty must be declared at the start of a Board meeting, and at any point during a Board meeting if a trustee feels that a potential conflict of interest or loyalty might arise. All trustees are required to complete a declaration of potential conflicts of interest / loyalty on an annual basis.

A conflict of interest is defined as any situation in which a trustee's personal interests or loyalties could, or could be seen to, prevent them making a decision only in the best interests of Family.

A conflict of loyalty means a particular type of conflict of interest, in which a trustee's loyalty or duty to another person or organisation could prevent the trustee from making a decision only in the best interests of Family.

If a potential conflict of interest or loyalty is identified, the Chair will manage the process in accordance with Article 22 of the Articles. Any uncertainty about whether a trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other trustees.

Board committees and task groups

Committees and task groups which report to the Board may be formed or disbanded at any time at the discretion of the Board. The duties of any committees and task groups are set out in a Terms of Reference and are regularly reviewed by the Board. The duties may be altered at any time at the discretion of the Board.

The Board is responsible for the selection and appointment of representatives on any Board committee or task group.

Board committees or task groups have the power to make recommendations only; final decisions rest with the Board.

7. SECRETARIAT

The Secretariat is responsible for the administration and coordination of Family for Every Child. It is responsible for implementing the strategy which is approved by the Board in consultation with the Assembly.

The Secretariat is headed by a Chief Executive Officer who is appointed by and reports to the Board. The job description and remuneration of the Chief Executive Officer are determined by the Board. The performance of the Chief Executive Officer is managed by the Board.

Appendix 1: Role Descriptions and Person Specifications

A. Trustee

Duties:

- To ensure that Family for Every Child complies with its governing document, charity law, company law and any other relevant legislation or regulations.
- To ensure that the organisation pursues its objects as defined in its Articles of Association, and that it uses its resources exclusively in pursuance of its objects.
- To ensure that the organisation operates within the parameters laid down by the members in the Family for Every Child Governance Manual.
- To contribute actively to the Board of Trustees in giving firm strategic direction to the organisation, setting overall policy, defining goals, setting targets and evaluating performance against agreed targets. In doing so, to ensure that the Board has taken account of input from the membership.
- To safeguard the good name and values of the organisation.
- To ensure the effective and efficient administration of the organisation.
- To ensure the financial stability of the organisation.
- To protect and manage the property of the organisation and to ensure proper investment of funds.
- To monitor the performance of the Chief Executive Officer.
- To represent the organisation externally.

In addition to the above duties, each trustee should use any specific skills, knowledge or experience they have to help the Board of Trustees reach sound decisions. This includes:

- scrutinising Board and committee papers
- leading discussions
- focusing on key issues
- providing guidance on new initiatives
- other issues in which the trustee has special expertise.

In all actions, trustees must remain conscious of the fact that, as a trustee, all conflicts of loyalty with their own organisations are to be avoided or disclosed. Decisions must be taken solely with the best interests of Family for Every Child in mind.

Commitment:

There are usually four Board meetings a year:

- Two online meetings.
- Two face to face meetings to enable Board-Secretariat interaction.

In addition, trustees may be requested to provide support and guidance to the Chief Executive Officer and other Secretariat staff between meetings.

Person specification

Trustees should collectively bring to Family for Every Child a skill mix appropriate to the governance of the organisation. This requires trustees to have specialist skills and experience in a broad range of areas.

All trustees need to have the following:

- Understanding, or commitment to acquire an understanding, of the legal duties, responsibilities and liabilities of trustees of a UK charity. Acceptance of these duties, responsibilities and liabilities, and a commitment to operate within them.
- Good, independent judgment and the ability to operate at a strategic level.
- An ability and willingness to work as a part of a team and to support management.
- Understanding and empathy with Family for Every Child's vision, mission, values and beliefs.

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Prior experience of working with or on a Board, whilst desirable, is not an essential requirement for elected trustees.

English language is not a requirement for trustees. Family will provide interpretation support to enable effective participation in Board meetings. The trustees' organisation will be expected to support with the process and cost of translating papers.

B. Chair of the Board of Trustees

Role description

In addition to the general responsibilities of a trustee:

1. To provide leadership to the Board and to ensure that trustees fulfil their duties and responsibilities for the proper governance of Family for Every Child, including their responsibilities to respect the intentions of the membership as a whole.
2. To chair and facilitate Board meetings, including the setting of the agenda.
3. To monitor decisions made by the Board and to ensure that they are implemented.
4. To take the lead, on behalf of the Board, for the management of the Chief Executive, and thereby the management and oversight of the Secretariat.
5. To ensure impartiality and objectivity in decision-making.
6. To manage potential conflicts and disputes at Board level.

Person specification

In addition to the trustee person specification:

1. Leadership skills
2. Tact and diplomacy
3. Good communication / interpersonal skills
4. Extensive experience at Board level in an international context, preferably in membership-led organisations or in networks
5. Impartial, fair and able to respect confidences
6. Preferably, good knowledge of child protection or of related fields

C. Vice Chair of the Board

Role description:

In addition to the general responsibilities of a trustee, the overall role of a Vice Chair is to support the Chair in ensuring the Board of Trustees fulfils its responsibilities for the governance of Family for Every Child; act as Chair in the absence of or during the incapacity of the Chair; and to be the Board contact with the President and Assembly. The Vice Chair will work:

- To ensure he/she is kept informed of issues facing the Board and Family for Every Child so he/she can act as Chair in the absence of or during the incapacity of the Chair.
- In the absence of or during the incapacity of the Chair, to chair meetings of the Board, ensuring it functions effectively and carries out its duties.
- To be the main point of contact with the President of the Assembly to ensure good working relationships between the two bodies.
- To be the main point of contact in coordination between the Board and the President in preparation and delivery of the General Meeting.
- To be the first point of contact to resolve any issues between the members and the Board.

D. Treasurer of the Board of Trustees

Role description

In addition to the general responsibilities of a trustee, the overall role of a treasurer is to maintain an overview of the organisation's affairs, ensuring its financial viability and ensuring that proper financial records and procedures are maintained. For example, by taking a lead role on behalf of the Board in:

- Overseeing the preparation of budgets, accounts and financial statements, and recommending them to the Board for approval
- Being assured that the financial resources of the organisation meet its present and future needs
- Ensuring that the charity has an appropriate reserves policy
- Ensuring that appropriate accounting procedures and controls are in place
- Ensuring that the charity has an appropriate investment policy
- Ensuring that the accounts are prepared and disclosed in the form required by funders and the relevant statutory bodies, e.g. the Charity Commission
- Ensuring that the accounts are scrutinised in the manner required by external audit and any recommendations are implemented
- Keeping the Board informed about its financial duties and responsibilities
- Making a formal presentation of the accounts at the General Meeting and drawing attention to important points in a coherent and easily understandable way.

In addition, the Treasurer has a key role in ensuring that potential conflicts of loyalty are identified and highlighted, in particular where elected trustees' loyalty to the organisations they represent may create a potential conflict with the best interests of Family for Every Child.

Person specification

In addition to the trustee person specification:

- Professional financial qualification
- Understanding and experience of UK accounting standards and requirements
- Significant experience of financial management and strategy
- The skills to analyse proposals and examine their financial consequences

It is recommended that the Treasurer is co-opted and independent of the membership, in order to ensure that the requirements of the role description are met through an open selection process and also to ensure objectivity and independence in managing conflicts of loyalty.

E. President

Role description

The key functions of the President are:

- To oversee the arrangement of, including agenda setting, and to chair the General Meeting.
- To ensure that General Meetings run effectively, and that the governance responsibilities of the members are discharged through such meetings.
- To oversee the process of electing trustees at the General Meeting.

Person specification

- An active participant in Family for Every Child activities and meetings.
- Strong understanding of Family for Every Child's, and its membership's, sphere of influence, both through extensive engagement in the work of the member organisation represented, and also through good networking activity within Family for Every Child and more widely.
- Good mediation and chairing skills.
- Strong governance process capabilities.
- Clear commitment to Family for Every Child's values and beliefs, and the ways of working that are established within the Family network.

Extent of Executive Authority

The President is authorised to direct the activities of the Secretariat in relation to the election of trustees and the planning of the General Meeting (within the financial and personnel boundaries authorised by the Board of Trustees).

The President has no other remit to direct the actions of the Secretariat other than with the express agreement of the Chair of the Board of Trustees and/or the Chief Executive Officer.

Appendix 2: Standing Orders for the General Meeting

These standing orders support the efficient running of the General Meeting.

1. Attendance

- 1.1 As laid out in the Member Handbook all members are expected to send a representative to the General Meeting.
- 1.2 Members who are unable to send a representative for good and sufficient reason are asked to send their apologies to the President at the earliest possible time.

2. Motions

- 2.1 Members have the right to request to move a motion at the General Meeting which will be voted on by full members and if passed will become a formal resolution of the Assembly.
- 2.2 Motions can only be moved if they meet the legal requirements set out in Article 31.3 of the Articles. In general, motions are passed by ordinary resolution (greater than 50% of the votes cast by full members). Certain motions require a special resolution (at least 75% of the votes cast by full members). In the case of doubt on whether a special resolution is required, the Secretariat seeks guidance from Family for Every Child's lawyers.
- 2.3 In advance of the General Meeting the President will send out a request for motions for the General Meeting. Motions need to be proposed by one member and seconded by another.
- 2.4 The request for motions will give a deadline for when motions need to be sent to the President.
- 2.5 Any motions to be moved at the General Meeting must be included in the notice of the meeting sent to members by the Board.
- 2.6 Notice of a General Meeting will be given at least 28 clear days in advance for face to face meetings and 14 clear days in advance for online meetings.

3. Papers

- 3.1 All members will receive an agenda and set of meeting papers in advance of the meeting. This will include the Standing Orders for the General Meeting for reference.
- 3.2 Circulation of confidential documents will normally be restricted to full members of the Assembly. Copies of such documents will not be published or circulated beyond those attending the meeting.
- 3.3 The agenda will clearly indicate whether an agenda item is for information or approval.

4. Quorum

- 4.1 The Articles require at least 10% of the full membership to be in attendance for the meeting to be quorate.
- 4.2 However, to ensure effective decision-making of the Assembly a General Meeting will only proceed if at least 50% of the full members confirm by a date set by the President (usually 28 days before the meeting for face to face meetings and 14 days for online meetings) that they are able to attend either directly or by proxy.
- 4.3 If at the start of the meeting it is discovered that less than 50% of full members are in attendance, the meeting is quorate if a majority of the full members who are attending deem it to be so and the quorum requirement under the Articles is met (see 4.1)

5. General Meeting preliminaries

- 5.1 If the President is unable to attend the General Meeting, the membership will choose an acting President to chair the meeting from amongst them at the beginning of the meeting. This is done by a vote of simple majority by full members.
- 5.2 At the start of the meeting the President will remind members of the Standing Orders for the General Meeting.
- 5.3 The President will check that the meeting is quorate.
- 5.4 When a member is unable to attend the General Meeting, and communicates this to the Secretariat in advance, this will be recorded under 'apologies'. When a member is expected to attend the General

Meeting but does not attend, and does not communicate this to the Secretariat in advance, this will be recorded under 'absent'.

6. Voting

- 6.1** Any attendee at the General Meeting may participate in the discussion. However, only full members are able to vote.
- 6.2** Voting on motions is carried out by a show of hands unless a secret ballot is requested in accordance with Article 45 of the Articles. Article 45 allows for a secret ballot to be required by the chair of the meeting (the President), the trustees, or by two or more full members.
- 6.3** The options for voting on a motion are; yes (agree with the motion), no (disagree with the motion) or abstain (choose not to vote).
- 6.4** The meeting minutes will document the number of votes in support of a motion and those against and any abstentions.
- 6.5** Except in the case of a secret ballot, the names of the members supporting the vote, those against and those abstaining will also be recorded.
- 6.6** All motions to be voted on by members are passed by simple majority (greater than 50% of the votes cast) of those in attendance in person or by proxy, unless a special resolution is required by the Articles.
- 6.7** The election of trustees and election/confirmation of the President is carried out by secret ballot (according to Section 6 of the Governance Manual).

7. Role of the Board at the General Meeting

- 7.1** A key function of the General Meeting is to enable the Board to fulfil its responsibility to report to the Assembly.
- 7.2** The Board may propose motions to the Assembly for approval.
- 7.3** Elected trustees are expected to vote in support of motions proposed by the Board as part of their collective Board responsibility.

8. Chairing the General Meeting

- 8.1** The President chairs the General Meeting.
- 8.2** The President will invite individuals in turn to respond to agenda items and ask questions. When several members wish to enter the discussion they indicate their intention to the President and then wait to be recognised by the President. The President decides who shall speak at any time.
- 8.3** If any questions/comments are outside of the scope of the agenda item being discussed, the President will ask the individual to refrain from contributing further on that particular agenda item.
- 8.4** No fixed limits are set on either the length of individual contributions or the number of times a member may speak, but members will be asked to keep in mind the need for brevity and relevance and gauge the frequency and length of their interventions accordingly.
- 8.5** To avoid personalisation of debate, when speaking, members, and those in attendance, should address the President.
- 8.6** The Chief Executive Officer advises the President on procedure, whether this relates to the rules of debate, the standing orders, matters contained in the governance manual or the time available, taking into consideration items remaining on the agenda.
- 8.7** A point of order is addressed to the President by someone saying 'point of order'. This means that the person making the challenge is saying the speaker should stop because he or she has breached a principle of ordered debate.
- 8.8** It is the task of the President to rule on the point of order and his or her decision is final.
- 8.9** Examples where a point of order may be called are where:
 - the speaker is addressing issues outside the subject matter of the motion;
 - fair rules of debate are not being followed;
 - the speaker is taking an excessive amount of time;
 - there is a breach of the standing orders;
 - any matter in which the provisions of the Articles or Governance Manual have not been followed;
 - a quorum is not present;
 - the language is offensive or abusive.

- 8.10 A meeting will be adjourned rather than closed if the business is not completed and the intention is to continue it later.
- 8.11 Any Other Business (AOB) items should be brought to the President's attention before the start of the meeting to allow time on the agenda. AOB items not on the agenda will only be given time if they are urgent and could not be put on the agenda in time for a good reason.
- 8.12 The President will decide whether to include the item on the agenda. The decision of the President is final.
- 8.13 After the meeting the President will respond to any issues that were not included in the agenda.

9. Confirmation of the President

- 9.1 At the end of each General Meeting, the presiding President is asked by the Chair of the Board if they would like to continue their presidency for the following year.
- 9.2 If the President would like to continue their term, members will be given the opportunity to openly discuss the performance of the President during the preceding 12 months. This discussion is overseen by the Chair of the Board. The President will not be present during this discussion.
- 9.3 The full members will vote by secret ballot and the President is confirmed in post if they achieve a simple majority.
- 9.4 If the President does not achieve a simple majority, a new President is selected through a new election process.

10. Minutes of the General Meeting

- 10.1 Confidential items will be identified as confidential at the beginning and end of the item in the minutes and will not form part of the public record of the meeting.
- 10.2 Minutes of the previous General Meeting are shared with the papers for the General Meeting and are approved by the Assembly at each General Meeting.

11. Close of meeting

- 11.1 The President will formally close the General Meeting, after which no formal business can be discussed.

12. Principles of participation in the General Meeting

- Selflessness: a member should act in the interest of Family for Every Child's Vision, Mission and Values.
- Integrity: a member should not put themselves under any obligations to others, allow others to improperly influence them or seek benefit for themselves or their organisation
- Objectivity: members should act impartially, fairly and on merit
- Accountability: members should be prepared to submit to public scrutiny whatever is necessary to ensure accountability
- Openness: members should be open and transparent in their actions and decisions unless there are clear and lawful reasons for non-disclosure
- Honesty: members should always be truthful
- Leadership: members should promote, support and exhibit collaborative, democratic and constructive interaction and be willing to challenge behaviour that goes against these principles.

13. Dispute resolution

- 13.1 Grievances and disputes are most commonly resolved through informal processes outside of the General Meeting.
- 13.2 In the event of a dispute with a decision of the Board, members have the right of appeal to the Chair of the Board in the first instance. If still not satisfied, the member can appeal to the President to be heard at the next General Meeting. The President will determine the mechanism to consider an appeal, including whether there is a case to be heard. The President's decision is final.