

## **BCN Board Terms of Reference (2025)**

The [Better Care Network](#) (BCN) is an interagency network facilitating global information exchange and collaboration on the issue of children without adequate family care. It serves as the leading global knowledge hub on children's care and advocates for action at the international, regional and national levels to support and strengthen family and community-based care options for children. The BCN Board plays a key role in the governance of the organization, ensuring its fiduciary responsibilities are fulfilled and providing guidance, support and oversight to BCN's Executive Director (ED) and staff team.

This document sets out the Board's Role and Responsibilities, its Composition and Structure, and its Operating Procedures.

### **1. Roles and Responsibilities of the BCN Board**

1.1 As a body, the Board's role is:

- To guide and approve BCN's mission, purpose and long-term strategic goals
- To provide high-level feedback on program implementation to ensure it aligns with BCN's mission and goals, and to contribute to organizational learning
- To approve the annual budget and audit, ensuring sound financial oversight
- To advise and assist with fundraising, facilitating approaches to donors
- To promote healthy organizational governance by supporting the development of policies and practices aligned with BCN's values and legal obligations
- To recruit, onboard and oversee the Executive Director, acting as a supportive sounding board for them
- To promote BCN's profile, advocating for its mission to key stakeholders, including donors, supporters, allies and the broader community

1.2 The responsibilities and expectations of individual Board members are:

- To commit thirty to thirty-five hours per year to attend quarterly Board meetings and take follow-up action in support of BCN's mission and governance

- To familiarize themselves with BCN’s goals, strategies and policies, and provide input when these are designed and reviewed
- To contribute to BCN’s sustainable growth by helping to identify and secure new funding, leveraging their networks and connections
- To review BCN’s financial statements and other materials as requested
- To proactively seek opportunities to be an advocate and ambassador for BCN
- To help build an effective and reflective Board culture, embedding values of equity, inclusion and human rights in its operations
- To disclose any potential conflict of interest in a timely and transparent manner

## 2. BCN Board Composition and Structure

- 2.1. The BCN Board is composed of individuals whose skills, experience and profiles enable the Board to fulfil the role outlined above.
- 2.2. All Board members carry out their tasks in a voluntary capacity and are not entitled to a salary or compensation from the organization, other than reimbursement for any expenses incurred in connection with the fulfilment of their role.
- 2.3. The total number of Board members is to be no fewer than three and no more than nine.
- 2.4. The Board is led by an Executive Committee composed of up to four officers appointed by the Board from among its members. As a minimum, the Executive Committee includes a Chair and Treasurer, and may also include a Vice-Chair and Secretary. These officers’ respective responsibilities are set out below:
  - The **Chair** acts as the chief representative of the Board. They convene periodic Board meetings, and guide the Board in fulfilling its responsibilities, building trust among Board members and encouraging their full participation. The Chair also takes the lead in the recruitment and orientation of the Executive Director as well as new Board members.
  - The **Vice-Chair** performs the Chair’s responsibilities in their absence and may also have delegated responsibility for specific tasks falling to the Chair.
  - The **Treasurer** ensures the Board performs its financial oversight responsibilities, coordinating the Board’s periodic review of financial reports and budgets, and approval of the annual audit. The Treasurer also helps ensure sound financial policies and procedures are in place and adhered to.
  - The **Secretary** maintains Board records and documentation, and is authorized to sign off on legal documents on behalf of the Board. They also coordinate the nomination and recruitment of new Board members and officers.

### **3. BCN Board Operating Procedures**

- 3.1 BCN Board members are appointed for three-year terms. At the end of their term, they may stand for re-election to the Board for up to two more terms. A Board member's maximum potential length of service on the Board is thus nine years (three consecutive terms).
- 3.2 Board members are invited onto the Board by the Chair, following an assessment of candidates proposed by the Board against agreed criteria. Composition of the Board should reflect a range of desired competencies, as well as strengthening its diversity in terms of geography, gender, race, age and other relevant grounds.
- 3.3 Board members are required to attend quarterly meetings of the Board by video-conference. Funding and circumstances permitting, they may be requested to attend one Board meeting a year in person at a location to be determined, with travel and associated expenses covered by BCN for those unable to meet them otherwise.
- 3.4 The presence of a simple majority of Board members is necessary and sufficient to constitute a quorum at Board meetings. Where they cannot be reached by consensus, Board decisions require the vote of a simple majority of Board members present to be adopted by the Board.
- 3.5 Board officers are appointed at an annual meeting of the BCN Board for a one-year term, renewable each year for up to six years. The nominations and voting process shall be coordinated by the Secretary or Nominations/Governance Committee, or in their absence by the Chair.
- 3.6 The Board may include the Executive Director as a non-voting member, to safeguard against any potential conflict of interest. The Board reserves the right to hold 'closed' sessions without the presence of the ED where such conflict of interest may arise, for example when discussing the ED's appraisal.
- 3.7 All Board members are bound by BCN/Tides Center's internal policies, including the Conflict of Interest, Data Retention and Whistleblower Policies. They are obliged to familiarize themselves with these policies, to sign a Conflict of Interest compliance statement each year, and to recuse themselves from votes or discussions where such a conflict of interest might exist.