



June 2018

board membership and chair

terms of reference



About Development Initiatives

Development Initiatives (DI) is an independent international development organisation working on the use of data to drive poverty eradication and sustainable development.

We work to ensure that decisions about the allocation of finance and resources result in an end to poverty, increase the resilience of the world's most vulnerable people, and ensure no one is left behind. We want these decisions to be underpinned by good quality, transparent data and evidence on poverty and resources, and lead to increased accountability and sustainable long-term outcomes.

DI was established in 1993, and since then our partnerships across the world have enabled us to expand from a small organisation in south-west England to a staff of over 70 people working in Kenya, Nepal, Uganda, the UK and the US.

Our work

We believe there are enough resources in the world to consign extreme poverty to history, but poor or inaccurate information means these resources are not reaching those who most need them. While data alone will not end poverty, it is a vital catalyst for increasing knowledge, providing clarity and improving decision-making at local, national, regional and global levels.

We focus on three key areas:

1. Measuring the progress of people out of poverty
Our work on poverty is about driving commitments and investment towards improving poverty data, and drawing on existing data to start building a clearer and more accurate picture of poverty
2. Investments to end poverty and build resilience
Our work on resources is about informing national, regional and international actors on how to mobilise, track and improve the targeting and effectiveness of the many different resources that can address poverty, vulnerability and crisis
3. Data use of sustainable development
Our work on data use is about breaking down barriers to data use, improving data availability and usability, and helping people use data effectively in order to drive efforts to end poverty and build resilience

Group structure

The Development Initiatives ("DI") group consists of:

- Development Initiatives Poverty Research Limited ('DIPR') – a company limited by guarantee (number 06368740). This is the main company and most staff are employed in this company. DIPR principally receives grant funding for its work and it

operates as a not-for-profit. DIPR has a branch in Kenya, with staff additionally based in Uganda and Nepal.

- DI International Limited ('DII') – a company limited by shares of which 75% are owned by DIPR. The balance of shares is owned by the current Executive Director and the two founding directors of DI. DII undertakes consultancy work and aims to create distributable profits that can then be ploughed back into innovative work undertaken by DIPR.
- Development Initiatives Poverty Research America Inc – a US registered charity that is a separate entity established to help DI manage existing and build new funding relationships. Two staff are employed by the charity and are currently based in Washington DC.

All entities are considered to be part of the DI group for operational purposes. The main board for governance purposes is the DIPR Board.

Currently all DIPR Non-Executive Directors are also DII directors, as well as shareholders of the company. There is an additional director on the DII board to represent a senior member of staff of DIPR with key responsibility for consultancy work.

The purpose of the Board

Being a DI Board member offers individuals an opportunity to help DI shape its' contribution to a world without poverty and to offer a valued social contribution.

Board members have a shared responsibility for directing the affairs of the business and for using their personal skills and experience to ensure that the business is well run and efficient, solvent, delivers upon its' vision, and complies with all legal and regulatory requirements.

Board members will therefore offer strategic guidance, expertise and advice to help ensure DI achieves the purpose for which it has been set up. They will support the strategic development and financial planning of the organisation and ensure DI continues to grow as a leader in the field of data analytics for development and provide appropriate governance and oversight for the smooth running of the organisation.

Role of the Board

The Board of Directors provides strategic oversight and guidance to ensure DI delivers its aims. Members of the Board are required to:

1. Ensure that the organisation fulfils the aims and objectives of its strategy and delivers on its commitments to its grant funders.
2. Act as Directors of the Company and comply with the legal and financial obligations.
3. Provide strategic clarity for DI's overall corporate strategy and governance structure.
4. Appoint the Executive Director.
5. Provide support and challenge function to DI's Executive Director and members of the Executive Team as appropriate.

6. Define the appetite for risk and the framework within which the Executive Team can operate.
7. Undertake external representation as required and support fundraising efforts for the organisation.
8. Support, monitor and evaluate Development Initiatives and its Executive Team's performance.
9. Delegate powers to a Finance Committee (and other committees as required) and the Executive Team.
10. Review annual goals and organisational budgets and monitor their achievement through the receipt of quarterly progress reports to the Board.
11. Identify and promote opportunities for co-ordination and co-operation across the international development sector and beyond.
12. Be responsive to the changing needs of the international development community and ensure Development Initiatives remains forward thinking and responsive to the changing environment.
13. Be an ambassador for Development Initiatives externally and raise the profile of DI amongst government, opinion-leaders, funders and a wide range of partners.
14. Participate in a Board away day to review progress and set the strategic direction regularly for the organisation.

Governance

The Board will meet four times a year.

The Board will set an annual cycle of meetings to enable the Board to discharge its duties.

The Board Chair will develop the meeting agenda together with the Executive Director.

The Board agenda and any papers will be circulated at least 7 days before a meeting of the Board.

The minutes of Board meetings will be circulated to the Board and Executive Team; key updates will be shared with the staff by the Executive Team.

The Board will receive and comment on recommendations provided to it by the Executive Team and Board sub-committees (e.g. finance).

The Board's Chair will encourage open and constructive debate.

The Board will promote collective responsibility and act in the best interests of DI.

Members of DI's Executive Team will attend Board meetings in an ex-officio capacity for the Board items relevant to them and provide updates to the Board. They cannot be members of the board nor have voting rights (except for the Executive Director who is a full member of the Board and the Director of Business and Finance who is Board Secretary).

Non-Executive Directors will be indemnified under DI's Liability Insurance.

Board composition

The Board of Directors is a diverse set of senior representatives from within and outside of the international development sector with detailed knowledge of, and influence within, the industry.

There will be a minimum of six and a maximum of ten Non-Executive Directors and Directors on the Board.

There must be a majority of four Board members including the Executive Director present to be a quorum.

Directors will serve for a fixed tenure of three years.

Two further terms may be served upon re-appointment.

The maximum number of years that one Board member would be able to serve is nine years.

Directors will undertake an annual performance self-assessment, which will be reviewed in discussion with the Chair.

Directors will receive a comprehensive induction upon joining the Board.

Role of the Chair

The Chair of DI's Board will have five key areas of responsibilities:

1. Support the Executive Director to drive the organisation forward and deliver the strategy and achieve the organisation's purpose.
2. Ensure the Board provides clear strategic direction for DI.
3. Manage and facilitate the Board to enable it to exercise its responsibilities and ensure the receipt of timely and sufficient information to enable the Board to perform its role.
4. Ensure DI adheres to its Memorandum and Articles of Association, and to these Terms of Reference.
5. Recruit and manage Board members and drive its performance, as well as being responsible for ensuring Board meetings are conducted in an atmosphere conducive to constructive and open dialogue.

The Chair will:

- Act as a direct liaison between the Board and the management of the Company, through Executive Director.
- Acts as the communicator for Board decisions where appropriate.

- Be required to provide independent advice and counsel to the Executive Director as well as undertake an annual appraisal of the Executive Director.
- Ensure the Board of Directors is provided with sufficient information to enable appropriate judgements and decisions at the Board meetings.
- Chair the meetings of the Board.
- Develop and set the agendas for the meetings of the Board, with the Executive Director
- Review and sign minutes of Board meetings.
- Recommend an annual schedule of Board and Committee meetings.
- Call special meetings where appropriate.
- Assess and make recommendations to the Board annually regarding the effectiveness of the Board as a whole, the committees of the Board and individual directors.
- Represent the organisation in an ambassadorial role on occasions upon agreement by the Board and Executive Director.

The Chair will be elected from within the membership of the Board and will serve for a term of 2 years.

One further term may be served upon re-appointment.

The Chair will be required to work with and support the Executive Team outside of formal meetings of the board.

The Chair has the authority to represent the Board outside of formal meetings.

The Board will elect a Deputy Chair to deputise for the Chair in the Chair's absence.

Person specification

Board Chair

- Experience of Chairing or acting as a Deputy Chair
- Thorough knowledge of international development
- Social change focused with a vision that aligns with that of DI
- Personal values that align with DI's
- Excellent contacts and connections globally (donor/funding institutions and political level an advantage)
- Good understanding of the funding landscape within international development
- Strategic thinker – able to believe in change and see the bigger picture and long-term position
- Decisive and curious – seek necessary information to make decisions on business performance
- Strong people management skills and a team player
- Solid experience and understanding of governance and compliance with company law

- Risk management expertise

Board member

- Awareness of the international development sector
- Social change focused with a vision that aligns with that of DI
- Personal values that align with DI's
- Strategic thinker – able to believe in change and see the bigger picture and long-term position
- Innovator
- Strong people management skills and a team player – offering both support and challenge to other Board members
- Comfortable with corporate governance

Remuneration and time commitment

Board members will be expected to attend each Board meeting and to spend time reading the board papers thoroughly before each meeting so that they can clarify any points in advance.

Board members are voluntary and are unpaid apart from being reimbursed for out of pocket expenses such as travel.

As the time commitment expected of the Board Chair will be greater, the Board Chair will receive an annual remuneration package of £5,000 per annum. This payment is to emphasise the importance of the role of the Chair, formalise the level of commitment expected and provide some recompense for the expected level of commitment. Payment is made on a quarterly basis.

A commitment of one day a month is expected from the Board Chair including chairing quarterly Board meetings, preparing for meetings and supporting the Executive Director on other Board matters. We would expect a total commitment of 12 days a year to be required from the Chair.

Development Initiatives (DI) is an independent international development organisation working on the use of data to drive poverty eradication and sustainable development. Our vision is a world without poverty that invests in human security and where everyone shares the benefits of opportunity and growth.

We work to ensure that decisions about the allocation of finance and resources result in an end to poverty, increase the resilience of the world's most vulnerable people, and ensure no one is left behind.

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We encourage dissemination of our work provided a reference is included.

To find out more about our work visit:

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