



July 2021

# Terms of Reference

Board Non-Executive Directors



# About Development Initiatives

**Development Initiatives applies the power of data and evidence to build sustainable solutions that create an equitable and resilient world.**

Our mission is to work closely with partners to ensure data-driven evidence and analysis are used effectively in policy and practice to end poverty, reduce inequality and increase resilience.

While data alone cannot bring about a better world, it is vital to achieving it. Data has the power to unlock insight, shine a light on progress and empower people to increase accountability.

We focus on three core areas to maximise our impact and achieve our mission:

- strengthen data ecosystems and improve data quality by helping others to collect, share and manage data and use data responsibly and effectively
- Increase use of high-quality, actionable and data-driven analysis that can be used in policy and practice
- Create a culture of data use by growing people's skills, expertise and confidence in data.

And we support partners to:

- Better respond to people's needs through improved quality and use of data and evidence in policymaking
- Improve the quantity, quality and coherence of public finance and private investment
- Challenge systemic and structural barriers to equity and support the reform of existing systems.

We work at global, national and local levels, through a global hub connected to a growing network of regional hubs and partners. In the last five years alone our work has covered 78 countries and we currently have staff based in Kenya, Uganda, the US and the UK.

## 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 the majority of our 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 are owned by DIPR Ltd. DII undertakes consultancy work with the profits ploughed back into innovative work undertaken by DIPR. This creates a sustainable unrestricted financing stream for the company and ensures we have funds to support innovative programmes and pilots.
- Development Initiatives Poverty Research America Inc – a US registered charity which 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.

**Non-Executive Directors (NEDs)** are **members** of the **DIPR Board of Directors** and will also sit on the DII Board. There is an additional director on the DII Board to represent a senior member of the DIPR staff with key responsibility for consultancy work. Some DIPR Board members are elected to sit on the Board of DIPRA.

## The purpose of the Board

Being an NED with DI offers individuals an opportunity to help DI shape its contribution to a sustainable, just and more secure world, which is underpinned by a strong commitment to data and evidence.

NEDs have a shared responsibility for directing the affairs of the business and for using their leadership skills, specific expertise and experience to ensure that the business is well-run and efficient, solvent, delivers on its mission and complies with all legal and regulatory requirements.

NEDs will therefore offer strategic guidance, expertise and advice to help ensure DI achieves its strategic objectives. 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 sustainable development and provide appropriate governance and oversight for the smooth running of the organisation.

## The role of the Board

The Board provides strategic oversight and guidance to ensure Development Initiatives delivers its aims. Members 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 the Board of Directors and comply with legal and financial obligations.
3. Bring external perspectives and views into DI – ensure the organisation is responding to a fast-changing environment and remains relevant within it, but is also responding and adapting fast to deliver high impact.
4. Provide strategic clarity for DI's overall corporate strategy and governance structure.
5. Appoint the Chief Executive Officer.
6. Provide support and challenge to the Chief Executive Officer and members of the Executive Team to drive the organisation forward.
7. Define the appetite for risk and the framework within which the Executive Team can operate.
8. Undertake external representation as required and support fundraising efforts for the organisation.
9. Support, monitor and evaluate DI and its Executive Team's performance.
10. Delegate powers to a Finance Committee (and other Committees as required) and the Executive Team.
11. Review annual goals and organisational budgets and monitor their achievement through the receipt of quarterly progress reports to the Board.
12. Identify and promote opportunities for co-ordination and co-operation across the international development sector and beyond.
13. Be responsive to the changing needs of the partners DI seeks to serve and ensure DI remains forward thinking and responsive to the changing environment.
14. Be an ambassador for DI externally and raise the profile of DI among government, opinion leaders, funders and a wide range of partners.
15. Participate in a Board Away Day to review progress and set the strategic direction regularly for the organisation.

## Governance

The Board meets four times a year – twice in person and twice virtually. An annual cycle of meetings is set two years in advance. The Board agenda and papers are provided seven days in advance of the meeting.

The minutes of Board meetings are circulated to the Board and Executive Team, and key updates will be shared with the staff by the Executive Team to ensure the staff are informed of Board decisions.

The Board will receive and comment on recommendations provided to it by the Executive Team and any Board Committees and will see minutes from the Committees.

The Board's Chair encourages open and constructive debate. The Board has a collective responsibility and acts in the best interests of DI.

The Executive Team of DI attends Board meetings in an ex-officio capacity for the Board items relevant to them and provide updates to the Board. They are not members of the Board nor do they have voting rights (except for the Chief Executive who is a full member of the Board). The Director of Business and Finance is Company Secretary and supports the Board on compliance.

NEDs are indemnified under DI's Liability Insurance.

## **Board composition**

The Board should be 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 NEDs and Directors on the Board.

According to DIPR's Articles of Incorporation, there must be a majority of two Board Members including the Chief Executive present to be a quorum.

NEDs 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.

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

NEDs will receive a comprehensive induction upon joining the Board.

## **Board skills**

### **Board Member (Non-Executive Director)**

- Awareness of international development sector
- Social change focus with a vision that aligns with that of DI
- Personal values that align to DI's values and foundational principles
- Strategic thinker – able to believe in change and to see the bigger picture and longer-term position
- Innovator – always looks at the world through possibilities and is able to see how new ideas can achieve transformative change
- 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 Board meeting so that they can clarify any points prior to the meeting.

Board members are volunteers 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 a 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.

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Development Initiatives is the trading name of Development Initiatives Poverty Research Ltd, registered in England and Wales, Company No. 06368740, and DI International Ltd, registered in England and Wales, Company No. 5802543. Registered Office: First Floor Centre, The Quorum, Bond Street South, Bristol, BS1 3AE, UK

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