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# Summary Governing Document for Board of Directors

Version	Approved
0	June 2020

## Introduction

The purpose of this document is to provide terms of reference for the board of directors of FNS and to agree the manner in which the Board will operate and work together in furtherance of the objects of FNS and in support of the FNS executive team. This document is not intended to replace the Articles of Association of FNS which provide the legally binding governing document for FNS. In the event of any inconsistency between this document and the Articles, the provisions of the Articles will prevail.

## Who we are

1. The company's objects as defined by the Articles of Association are:
  - To promote the physical, mental and emotional health of fathers in Scotland through the provision of support to men in all aspects of their role as fathers and to raise awareness and increase understanding of the importance of fathers in child development and parenting
  - To advance education through the development and promotion of good practice in all aspects of work with fathers and the production and dissemination of information and research related to fatherhood and work with fathers.
2. The work of FNS can be summarised as follows:

Fathers Network Scotland (FNS) exists to create positive cultural change for children by engaging, informing & supporting policy makers, service providers, fathers & families. We offer a range of services including training, consultancy, signposting, events, research and media work. We take an holistic approach to family life. We support mums as well as all dads and father figures of every kind. We believe that by welcoming and actively encouraging fathers to play their nurturing role, we are unlocking a vital asset in our families, communities and society. (I have removed those elements that have been lifted from the PIHM application that are time dependent at the moment in order to ensure longevity for the document)

### **We are policy focused**

- We work with government and services to ensure policy is family-focused & father-friendly.
- Aligned with contemporary policy and curricula to ensure impact and longevity.

### **We are practice based and public facing**

- Partnership working underpins all of our work. We provide a national hub, collecting and disseminating information to services and the public.
- We provide consultancy, public speaking & outreach to services.
- We train and mentor organisations, providing front-line services to families, to increase understanding of the importance of father inclusive practice on positive outcomes for children.

- We are committed to shared learning across our sector and deliver ongoing learning opportunities.
- We focus on long term sustainability and capacity building, ensuring effective, service-led outcomes for children & families.
- We campaign for more family-friendly workplaces.
- We provide direct support to fathers and families through our schools and prisons work which aims to support positive, healthy family relationships.
- Our online directory has information about dad-friendly organisations and support groups for families, fathers & services across Scotland

#### **We are research led**

- We commission research from academic partners providing evidence to inform and mandate our work.
- We use research evidence to campaign and raise awareness of issues that affect families and fathers via digital, print and broadcast media.

3. The company has a detailed set of ancillary powers specified in the Articles which allow FNS to undertake its day-to-day operations in furtherance of its stated objects.

## **Legal structure**

4. The structure of the company consists of:
  - the MEMBERS - who have the right to attend the annual general meeting (and any other general meeting) and have important powers under the articles of association and the relevant legislation; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves
  - the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for agreeing the overall strategy with the executive team, monitoring the financial position of the company, providing support for and reasonable questioning of? (I feel the term 'challenge' is slightly confrontational if we are striving for a more collegiate model of working) the executive team and ensuring that all material risks to the organisation are appropriately managed and controlled.

In practice, the Directors and Members are the same people so all Members are Directors and vice versa.

The Articles contain detailed provisions regarding the appointment and other administrative matters, in relation to the Members, including the requirement for an annual general meeting of Members. In practice, this will normally coincide with FNS' annual conference.

## Directors

5. The maximum number of Directors is 12 (twelve). The Articles contain detailed provisions regarding appointment, eligibility, re-election, powers etc of directors as well as detailed provisions around declaration and management of conflicts of interest. In particular, the Articles provide that all Directors will retire from office at each AGM and will be eligible for re-election. As a general rule, Directors will (subject to re-election in accordance with the provisions of the Articles) serve as such for a maximum of [9] years although Directors may serve for longer subject to unanimous agreement of all other Directors at each subsequent re-election.
6. The directors elect from among themselves a Chairman and a Treasurer, and such other office bearers (if any) as they consider necessary. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election. As a general rule, the Chairman will serve as such for a maximum of [2] years although a Director may serve as Chairman for longer subject to unanimous agreement of all other Directors at each re-appointment.
7. The Articles also contain detailed provisions regarding procedures and conduct at Directors' meetings. As a Board, we commit to contributing to the business of all Board meetings in a constructive and collegiate manner. We understand that our role is to act as a "critical friend" to the organisation and the executive management. This involves supporting the management and offering advice in our area of expertise but also providing a level of challenge holding management to account and ensuring that we have evidence that the organisation is being run and managed in accordance with the Articles and this governing document as well as all applicable laws and regulations.
8. Directors will be appointed based on their relevant skill sets and will be chosen from a wide variety of relevant professions and practice areas., It is anticipated that there will be directors from (including but not exclusively) the following areas:
  - Fundraising and Finance
  - Research and Education
  - Legal/ HR
  - Governance/Risk Management
  - Digital, Marketing and PR
  - Communications/Public Relations

We anticipate that certain Directors will be asked to take the lead on certain specific areas of the organisation's operations-for example, finance, digital, marketing and PR matters, legal/HR issues, governance/risk management/safeguarding/Secretary to the Board. Each such Director will be asked to give a short report/update on their area of focus at specified board meetings.

9. We envisage that Board meetings will be held approximately every 2 months. As a rule, we will aim to hold Board meetings on the last Tuesday of the relevant month at 12 noon and that meetings will last for approximately 2 hours. The Chairman will aim to give at least [one] week's notice of all Board meetings and provide an agenda and supporting documents at least one week in advance of the meeting. The Executive Director will provide a written report of the activities of the organisation as part of the papers for each meeting. Directors are expected to make every effort to attend Board meetings understanding that work and personal commitments can of course prevent attendance from time to time. Directors commit to responding to calls for their availability in a timely manner.
10. The Directors will ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of any sub-committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.
11. The Directors shall ensure that proper accounting records for the organisation are maintained and audited in accordance with all applicable statutory requirements. It is anticipated that an update on financial matters and the overall financial health of the organisation will be given at each meeting of the board of directors.
12. The Board of Directors will undertake a self-evaluation exercise every year. The purpose of this exercise is to ensure that the board is operating in accordance with this governing document and all applicable rules and regulations as well as to ensure that the activities of the board are consistent with best practice in the charitable sector. The self-evaluation exercise will require input to an agreed form of questionnaire from all directors and a discussion at a board meeting of the results from such questionnaire