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## Plan International Canada Board Charter

### About Plan International

Founded in 1937, Plan is one of the world's oldest and largest international development agencies, working in partnership with millions of people around the world to end global poverty. Not for profit, independent and inclusive of all faiths and cultures, Plan has only one agenda: to improve the lives of children.

Plan works in 70 countries around the globe, including 50 developing countries across Africa, Asia and the Americas. Plan gives children, families and communities the tools they need to break the cycle of poverty and build sustainable solutions for improving their own lives.

Plan is also the organization behind **Because I am a Girl**, a global initiative to end gender inequality, promote girls' rights and lift millions of girls – and everyone around them – out of poverty.

### Approach

Plan is a child-centered community development organization. Plan works with children, their families, communities, organizations and local governments to bring about positive change.

Listening to what children have to say about their rights, needs and concerns is key to this approach. Plan encourages and helps children to take an active role in finding solutions to their problems and realizing their full potential.

## Plan International Canada – Board of Directors

### 1. The Board's Role and Accountabilities

#### Oversight

Board members understand they are accountable for overseeing:

- Strategy – approving plans and monitoring plan implementation
- Finances – approving budgets, receiving regular forecasts and reports on performance against plan, signing off on financial statements and reports
- Compliance – ensuring by-laws and applicable laws and regulations are followed; ensuring appropriate policies (including HR) to adhere to relevant standards are in place and consistently implemented
- Leadership – evaluating CEO performance and compensation; succession planning for top management and the board; board effectiveness
- Risk – regularly reviewing risk register and ensuring adequate mitigating strategies are in place

#### Strategy

- Providing input into the creation of strategic plans
- Assessing and advising on potential risks (including reputational) of strategic decisions within the control of Plan Canada
- Providing input and guidance on Plan Canada's relationships with other members of the Plan Federation and on topics of importance to the Plan Federation
- Considering strategic issues which may arise from any of the oversight accountabilities

#### Fundraising/External Relations

- **Fundraising:** The expectation is that every board member will make a personal financial donation to Plan Canada – either through child sponsorship or another type of regular gift. It's important for the organization to be able to say that all board members are also donors.

There is a further expectation that every board member will support the fundraising effort in some way. This will be done in partnership with the Plan Canada fundraising team. Examples of this could be asking directly for donations, networking and opening doors for a staff fundraiser to ask for donations, helping with and/or attending fundraising events, lending their presence when staff are making an important pitch.

- **Donor relations/stewardship:** Board members have a role to play in retaining donors by making them feel their contribution is valued – by, for example, attending events that include a donor-appreciation objective. Again, this will be done in partnership with the Plan Canada fundraising team.

- **Promoting Plan:** There's an expectation that board members will talk up the great work that Plan does whenever they can find or create an opportunity – regularly and informally with their personal networks; for some, after consulting with Plan Canada's fundraising team, through formal speaking engagements. They must be sufficiently well informed about Plan's work to serve as ambassadors for the organization, but not necessarily "advocates" in the sense of experts making the case for a particular position on one of Plan's advocacy themes.

### Engagement with Global Plan

Plan International works in 70 countries. The role of Plan Canada, in relation to Plan International and the other members of the Plan Federation is a critical one. The Board has a formal role to play through Members Assembly participation. Optional roles are also available to Board members through international Board committees. The Board is a critical link, for both governance and strategic direction, between Plan Canada and Plan International.

## 2. How the Board Spends its Time

### Meeting Preparation

Board members are expected to come prepared – having read and absorbed the materials and ready to discuss strategic issues arising out of them.

### Agendas

Below are the guidelines for Board meeting agendas. Meetings are designed to be flexible to address the key topics for Plan Canada while maintaining the fiduciary responsibility required of the Board.

- **Oversight 20%-25%**
- **Education 10-25%**
- **Strategic planning and discussion of strategic issues – 50-70%**

The expectation should be to participate in all Board meetings in person or, if necessary, via conference call.

### Committees

There are two formal committees of the Board and two ad hoc committees.

**Finance, Audit and Compensation (FACC):** Responsible for the detailed financial oversight of Plan Canada. This committee reviews all budgets, forecasts, risk management reports (Canadian and international) and the compensation structure and oversees the audit.

**Governance and Nominations Committee:** Responsible for Board recruitment, development of all Board-level policies and Board effectiveness.

**Fundraising (Ad hoc):** Meets as required to address Board fundraising activities or fundraising topics raised by management.

**International Programming (Ad hoc):** Meets as required to address Board education requirements related to Plan's work or issues raised by management on international programming.

### 3. Board Culture

This is an established Board with a healthy culture. It is important that Directors embrace the Board's culture and approach.

- **This is an engaged board:** It seeks to add value beyond oversight of adherence to laws, regulations and policies. Members expect to participate in strategic discussions and decisions, providing insight, support, advice and a “second set of eyes” to management. At the same time, they strive to always remain conscious of not crossing the line where appropriately active governance turns into interference in management or purely operational spheres
- **This is a disciplined board:** Members do their homework and come to meetings prepared
- **It values consensus decision-making:** It expects members to seek common ground and alignment once all opinions are on the table and understood
- **It believes in constructive pushback:** Discussions are polite and respectful but not void of opinion or questioning. Members are not yes-people. They trust management, but not blindly. They fulfill their duty to hold the CEO accountable. They also understand that as the organization becomes more complex, the need for even more engagement with a broader leadership team is also growing

### 4. Board Composition

#### Size

This is an eleven member Board.

#### Mix

Diversity, in all areas, is valued for the richness it brings to board discussions and contributions, not for the purposes of trying to “represent” various constituencies. Diversity includes age, gender and ethnicity – to be more reflective of the community overall. Geographical diversity is important for representation across Canada. Cultural fit, relevant life experiences such as global work and travel, energy, attitude and commitment trump domain expertise in director selection. Two mandatory skill sets on the Board include one CA as lead director on finance and one lawyer.

## 5. Director Specific Processes

Each and every Director should be prepared to fully contribute the Board as outlined in this Charter and be involved in at least one specific role. These roles are identified below:

Board Chair and Members Assembly representative

Vice-Chair

Finance and Audit Committee – Chair and two members

Governance and Nominations Committee – Chair and two members

Lead Director for Fundraising

Lead Director for International Programs

2 International Members Assembly representatives (in addition to the Board Chair)

International Board representative (as elected through the international process)

Members on International Committees as required.

In order to facilitate this, the Board has a formal rotation for Board members, so there is a shared responsibility among Board members and an effective transfer of knowledge. Generally, Directors will be requested to commit to a role for a minimum of three years.

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