

# Humanists International Board Handbook

Effective from 1 January 2021



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## Section A: Requirements for Board members

### 1. Purpose of this Board Handbook

This document aims to provide Board members (Trustees) with an overview of the tools they need to govern Humanists International. Humanists International is both a registered company and a charity in Scotland, and Humanists International is also the trading name of the International Humanist and Ethical Union (Humanists International), a not-for-profit organization registered in New York, USA (501(c)3). This booklet provides the standard guidance from both Company Law and the Office of the Scottish Charity Regulator both of whom provide the rules and regulation that bind our Articles of Association.

A note on terminology: Board members of Humanists International hold several legal roles; they are company directors, charity Trustees, and directors of a US-based not-for-profit. This document will use the term 'Board member' as shorthand for all of these roles.

### 2. Articles of Association (constitution)

This is our constitution and lays out the important rules for the Governance of the organisation. This should be your first introduction document and a continuing reference point for the governance of the Society.

### 3. Our responsibilities under Company Law

Board members must:

- follow the company's rules, shown in the governing document Keep company records and report appropriate changes
- File accounts and company tax returns
- Tell other trustees and members if you might personally benefit from a transaction the company makes.
- We can hire other people to manage some of these things day-to-day but we are still legally responsible for the Society's records, accounts and performance.
- You may be fined, prosecuted or disqualified if you do not meet your responsibilities as a director (Trustee).

### 4. Publicising that you are a Charity

All charities registered in Scotland must publicise the fact that they are a charity. Charity trustees must make sure that certain charity details are on all of the charity's external documents listed below. (These rules also apply to any third parties who publish documents on behalf of Humanists International, for example legal advisors, accountants, or organisations working on our behalf.)

We must put the charity's details on:

- all external letters and emails
- website's home page
- adverts, notices and official publications
- documents that ask for donations
- bills that we issue

## 5. Role descriptions and person specifications for Humanists International Board Members

The statutory duties of Board members are:

- To ensure that Humanists International complies with all of its governing documents, company law and any other relevant legislation or regulations;
- To ensure that Humanists International pursues its Objects as defined in its Articles of Association;
- To ensure Humanists International uses its resources exclusively in pursuance of its Objects;
- To contribute actively to the Board's role in giving firm strategic direction to Humanists International , setting overall strategy, defining Aims and associated Strategies and evaluating performance against them;
- To safeguard the good name and values of Humanists International;
- To ensure the effective and efficient administration of Humanists International;
- To ensure the financial sustainability of Humanists International;
- To ensure the protection and management of the property of Humanists International and to ensure the proper investment of Humanists International 's funds;
- To appoint the Chief Executive and monitor their performance.

### Other duties

In addition to the above statutory duties, each Board member should use any specific skills, knowledge or experience they have to help the Board reach sound decisions. This may involve:

- Using their contacts to help Humanists International;
- Making particular contributions on key issues, such as fundraising, human resources, policy development, government relations or property management, and in working groups from time to time;
- Helping on other issues or activities in which the Board member has special expertise.

### Board member person specification

- Commitment to the overall strategy of Humanists International and to Humanism
- Willingness to devote the necessary time and effort

- Good, independent judgement
- Ability to think creatively and strategically
- Willingness to speak their mind
- Understanding and acceptance of the legal duties, responsibilities and liabilities of being a Board member
- Ability to work effectively as a member of a team
- Willingness to abide by the Code of Conduct
- Preparing well for meetings
- Using time well in meetings
- Judgement in assessing issues
- Communicating with & influencing other Board members
- Listening and being prepared to change opinion
- Communicating with staff
- Communicating skills with Humanists International members and general public
- Setting organizational goals
- Contributing to strategic thinking for Humanists International
- Budgeting and managing finances
- Fund-raising
- Team-building skills
- Motivating others
- Helping staff to manage staff stress
- Thinking outside the box
- Commitment to the work of Humanists International
- Enthusiasm for the vision of Humanists International
- Following through on commitments
- Sharing expertise with Humanists International
- Being discreet about confidential issues, and accurately sharing the Board's views on others
- Understanding of humanism
- Behaving according to humanism values

## 6. President Role Description

The overall role of the President is to provide leadership to the Board and ensure the effective governance of Humanists International. They also provide political leadership and public profile for Humanists International, representing Humanists International policies. In addition to the general duties of a Board member, the President is responsible for:

- Ensuring effective induction, training and support of other Board members;
- Supporting, monitoring, and reviewing the work of the Chief Executive;
- Overseeing the Risk Management of Humanists International;
- In cooperation with the Chief Executive, planning the annual cycle of Board

- meetings and setting the agendas for Board meetings;
- Chairing and facilitating Board meetings;
  - Ensuring the Board sets relevant policies, Aims and associated Strategies;
  - Monitoring that decisions taken at meetings are accurately recorded and implemented;
  - Representing Humanists International at functions, meetings, and elsewhere as appropriate;
  - Ensuring, with the Chief Executive, that Humanists International has good relations with – and makes effective use of – its Officers;
  - Liaising with the Chief Executive to keep an overview of Humanists International's affairs, providing support as appropriate;
  - Leading the process of appraising the performance of the Chief Executive;
  - Liaising with the Chief Executive to develop the Board;
  - Facilitating change and addressing conflict within the Board and within Humanists International , liaising with the Chief Executive to achieve this;
  - Taking appropriate roles in Humanists International 's whistle-blowing, complaints, grievance and disciplinary procedures, as found in this Handbook, and the Staff Handbook.

### President Person Specification

In addition to the specification for Board members, the President needs to have:

- Leadership skills
- Diplomacy skills
- Experience of committees and committee work
- Willingness to be available to the Chief Executive for advice and enquiries on an ad hoc basis

## 7. Vice-President Role Description

The role of the Vice-President is to act for the President when the President is not available. They also provide additional political leadership and public profile for Humanists International, representing Humanists International policies. In addition to the general duties of a Board member, the Vice-President is responsible for overseeing the agreed process of review of other Board members.

The President and Vice-President may agree that the Vice-President takes on some of the responsibilities above, such as:

- Overseeing the development, review and effective implementation of agreed governance frameworks;
- Overseeing the Risk Management of Humanists International ;
- Ensuring effective induction, training and support of Board members.

### Vice President person specification

In addition to the specification for Board members, the Vice-President needs to have:

- Leadership skills
- Diplomacy skills
- Experience of committees and committee work
- Willingness to be available to the Chief Executive for advice and enquiries on an ad hoc basis

## 8. Treasurer Role Description

The overall role of the Treasurer is to maintain an overview of Humanists International's financial affairs, ensure that proper financial policies and procedures are in place, and ensure that the Board is fully informed of Humanists International's financial position. In addition to the general duties of a Board member, the Treasurer is responsible for:

- Ensuring that appropriate accounting procedures and controls are in place;
- Being assured that the financial resources of Humanists International meet its present and future needs;
- Advising on the financial implications of Humanists International's Strategies;
- Overseeing the presentation of the budgets, accounts and financial statements to the Board;
- Keeping the Board informed about its financial duties and responsibilities;
- Ensuring that Humanists International has an appropriate reserves policy;
- Ensuring that Humanists International has an appropriate investment policy;
- Monitoring Humanists International's investment management performance and ensuring its consistency with Humanists International's values, policies and legal responsibilities;
- Ensuring Humanists International's compliance with financial legislation;
- Being assured that equipment and assets are adequately maintained and insured;
- Ensuring that the accounts are prepared and disclosed in the form required by funders and the relevant statutory bodies (e.g. Companies House);
- Ensuring that the accounts are scrutinised in the manner required (independent examination or audit) and any recommendations are implemented;
- Making a formal presentation of the accounts at the Annual General Meeting and drawing attention to important points in an easily understandable way;
- Contributing to the fundraising strategy of Humanists International.

### Treasurer Person Specification

In addition to the specification for Board members, the Treasurer needs to have:

- Experience of committees and committee work
- Financial qualifications and/or experience
- Some experience of charity or non-profit finance
- The skills to analyse proposals and examine their financial consequences
- Willingness to make unpopular recommendations to the Board
- Willingness to be available to staff for advice and enquiries on an ad hoc basis

## Section B: Conduct of Board members

### Code of Conduct for Humanists International Board Members

#### 1. Selflessness

Board members have a general duty to act in the best interests of Humanists International . They should not act in their capacity as Board members to gain financial or other material benefits for themselves, their family, their friends or any other organization with which they are involved.

#### 2. Integrity

Board members of Humanists International :

- a. Should not place themselves under any financial or other obligation to outside individuals or organizations that might seek to influence them in the performance of their role as Board members, other than as fully disclosed in their electoral statement or prior to any relevant Board discussions
- b. Should, as well as avoiding actual impropriety, avoid any appearance of improper behaviour
- c. Should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement concerning the donor or its interests in relation to Humanists International .

#### 3. Objectivity

In carrying out their role, including making staff and Board appointments, awarding contracts or transacting other business, Board members should ensure that decisions are made solely on merit in relation to the Values and Aims of Humanists International .

#### 4. Accountability

Board members:

- a. Have a duty to be accountable to the law on all occasions in accordance with the trust placed in them and in such a way as to preserve public confidence in Humanists International
- b. Are accountable for their decisions and actions to the members of Humanists International and must submit themselves to such scrutiny as the Board considers appropriate to their role

#### 5. Openness

Board members of Humanists International :

- a. Should ensure that confidential material, including that about individuals, is handled with due care
- b. Should be as open as possible about their decisions and the action they take, giving reasons for their decisions and restricting access to information only when the wider interest clearly demands
- c. Should declare any interest that they have in any matter to be considered by the Board, whether pecuniary or due to their involvement in any other organization
- d. Should conduct the business of the Board with a presumption of rational argument based on evidence, openness and full disclosure according to the Values and Aims of Humanists International

## 6. Leadership

Board members must respect:

- a. The agreed working practices between the Board and the executive team
- b. The executive management reporting structure
- c. The different roles of staff and volunteers

## 7. Humanism

Board members must be aware at all times of being potentially in the public eye as representatives of Humanists International , and not act individually or jointly so as to bring Humanists International into disrepute. They should strive to embody the Values of Humanists International by:

- a. Recognising the dignity of individuals and treating them with fairness and respect
- b. Respecting and promoting freedom, democracy, human rights and the rule of law
- c. Being cooperative, working with others of different beliefs for the common good
- d. Engaging in debate rationally, intelligently and with attention to evidence
- e. Celebrating human achievement, progress and potential

## Section C: Applying to join the Humanists International Board

Applicant members will nominated by a qualifying organisation, as detailed in the Governing Rules, and will submit an application containing at least the following information:

1. Name
2. Address

3. Email and phone number
4. Name of nominating organisation
5. Name and signature of an authorised representative of the organisation
6. Details of previous attendance at a Humanists International General Assembly, or other involvement in the work of Humanists International
7. Motivational statement (250 words or less)

## Section D: Declaration of Interests

On taking office, each member of the Board must complete this Declaration of Interests Form. Any relevant interest that may lead to a conflict of interests with Humanists International should be declared. An interest may be personal or may relate to a partner or close relative, which will include children, partner's children from a previous relationship or other family member who is financially dependent on you. Any significant changes to the information contained in it should be notified to the Chief Executive as they occur; the form is reviewed at the end of each calendar year.

### Part 1: Interests

- I have the following business interests sufficient to give me significant influence over the commercial operations of the venture [include any venture howsoever constituted be it a company, partnership or sole proprietorship]:
- I am a member of or donor to the following charities or voluntary organizations:
- I am a member of the following political parties and trade unions:
- I am on the executive or management committee or steering group of the following non-charitable voluntary organizations:
- I am a trustee of the following charities:
- I am a shareholder in the following companies (only list where an individual controls more than 25% of the voting stock):
- I am a director of the following companies:
- I am a director and trustee of the following charitable companies:
- I am a member of the following trade or professional associations or learned societies:
- I hold the following public appointments

### Part 2: Related Parties

- I have the following family relationships (include spouse/partner, children, dependents, parents and any family or household member over which or by which there could be construed to be significant influence) and they control the following:
- The following entities (e.g. companies or businesses) are controlled or jointly controlled by people with whom I have a family relationship:

### Part 3: Declaration related to the Bribery Act

I am aware of the prohibitions in the Bribery Act from making financial or other inducements to secure favourable terms for transactions with a third party and from receiving financial or other inducements in return for offering favourable terms to a third party and undertake not to make or receive any.

## Section E: Procedure for the adjudication of complaints against Humanists International Board Members

Any person may make a complaint about the conduct of a Board member if they believe that he/she has breached the Articles of Association, Governing Rules, or the Code of Conduct. Such complaints must be made within three months of the complainant learning of the behaviour with which they are taking issue and should be handled according to the procedure below. All complainants should be informed of this procedure in full as soon as a complaint is made.

1. A complainant should in the first instance raise their complaint with the individual Board member directly. In the event that this does not resolve the complaint or the complainant does not wish to approach the Board member directly for reasons related to the nature of the complaint, the complainant should raise the matter in writing to the Chief Executive.
2. In the event of the Chief Executive receiving a complaint, s/he may either (i) dismiss it as vexatious or (ii) inform the President and Vice President of the complaint and investigate it, approaching the Board member complained about for a response to the complaint. As a result of the investigation the Chief Executive may decide either to reject the complaint or uphold the complaint and decide upon a remedy.
3. In the event that either the complainant or the Board member concerned objects to the decision of the Chief Executive, they may refer the matter to Humanists International President (or if the President is a party to the complaint, to the Vice President). S/he shall investigate it and as a result of the investigation may decide either to overturn the decision to uphold or reject the complaint, or to vary the remedy decided upon.
4. In the event that either the complainant or the Board member concerned objects to the decision of the President, they may refer the matter to the Vice President (or if the Vice President is a party to the complaint, to a Board member appointed annually for this purpose by the Board). S/he shall investigate it and as a result of the investigation may decide either to overturn the decision to uphold or reject the complaint, or to vary the remedy decided upon. This is the final stage of the complaints process.
5. Remedies available shall include but not be limited to: an instruction to a Board member to apologise for unacceptable conduct; a resolution to the Board that a member be removed from office; or the referral of a serious allegation to relevant external authorities.

## Section F: Induction process

It is the responsibility of the President to ensure this happens, although s/he can delegate this responsibility to the Vice President.

1. As soon as possible after any new member joins the Board, the Chief Executive will send him/her copies of Humanists International Internal Articles of Association, Governing Rules, Board Handbook, copies of Board minutes for the previous year, and any up-to-date general guidance available, such as guidance on campaigning and other guidance documents considered to be particularly relevant.
2. Whenever a new member joins the Board, the Chief Executive will arrange a date that is convenient to the President, all new Board members and, if possible, a reasonable number of Humanists International staff, for an Induction Meeting.
3. At the Induction Meeting, the President will go through the main responsibilities of a Board member, as well as the key features of Humanists International Internal Rules and Bylaws.
4. The Chief Executive will go through the Aims and associated Strategies of Humanists International and the key features of the management practices and policies (including staff roles, planning and reporting guidance, and key campaigns and work areas).
5. Following the Induction Meeting, there will be an opportunity for Board members to meet members of staff and learn about their responsibilities and their day-to-day work.

## Section G: Experience and Skills Audit

Following each General Assembly, a Board Skills Audit should be completed through self-assessment. This is not in order to appraise individual performance but to assess the skill-set of the Board as a whole.

Each member of the Board will indicate their level of experience and skills on a numerical scale. '3' indicates extensive experience at both a strategic and operational level of the area concerned, which has been garnered recently through employment or voluntary work. '1' indicates an interest in this area but little experience. '0' indicates no experience.

Each Board member will also indicate their gender for Board diversity monitoring purposes.

Experience and skills	3	2	1	0
Administration				
Facilitating change				
Conflict Resolution				
Customer Care				
Diversity and Equality				
Policy Development				
Finance				
Fundraising				
Non-Profit Governance				
Human Resources				
Information Technology				
Investments				
Company and Non-profit Law				
Project Management				
Marketing				
Public Relations				
Research and evaluation				
Strategic Planning				
Public Affairs				
Teaching about Humanism				
Theory of Humanism				

## Section H: Board Member Review Process

In order to help us improve our performance as Board members, at each member's mid-term we carry out an appraisal exercise (based on a simplified version of that proposed by ACEVO, the Association of Chief Executives of Voluntary Organizations). The Appendices suggest some of the responsibilities, activities, attitudes and skills that Board members might consider when completing the grid below.

Appraisal of Officers will be annual (nine months after appointment to the office).

The feedback will be collated by the President (or the Vice President, for responses concerning the President), who will feed back to the relevant Board member, collect any comment, then pass on to the Chief Executive and President for information and for central, confidential storing.

### Board Member Appraisals

Each Board member and the Chief Executive should complete an appraisal for each Board member or Officer being appraised. The Appendices suggest activities, attitudes and skills that might be included. The format is as below, but will be entered on an online form.

Person doing the review:

Person being reviewed	Main skills strengths, abilities	Suggestions for improvement