

# EDA GOVERNANCE MANUAL



## **Introduction**

This manual aims to identify what constitutes good governance practice and compliance in relation to EDA Board roles, responsibilities, operating procedures and policies.

This governance manual is produced in English, which is the EDA working language.

## **About EDA**

**Who we are** - The European Dyslexia Association is the voice of people with dyslexia, dyscalculia and other co-occurring neurodiverse profiles. The EDA is an umbrella association for national and regional organisations representing these individuals.

**Vision** - The EDA vision is a Europe accessible to every child, young person, and adult with dyslexia, dyscalculia and other co-occurring neurodiverse profiles; where there is access, appropriate support and equal opportunity in education, training and employment, leading to active citizenship and a good quality of life in an inclusive society.

**Mission** - In order to work towards its vision, and in partnership with its member organisations, the EDA:

1. Raises awareness based on evidence-based knowledge, practice, and research.
2. Enables the exchange of information, experiences, policies, and good practice through international networking and mobility.
3. Advocates, lobbies for, and represents children, young people and adults with dyslexia, dyscalculia, and other neurodiverse profiles.

The EDA's mission challenges prejudice and ignorance so as to ensure that people with dyslexia, dyscalculia and other neurodiverse profiles become empowered to achieve their potential.

The EDA's objectives are outlined in Article 3 of the Statutes, and the current EDA priorities are outlined in the Strategic Business Plan.

**Legal status** – The legal status of the EDA is reflected in the relevant Articles of the Statutes. The Association is registered under Belgian law as an international not-for-profit association.

## General Principles of Good Governance

The following five Principles of Good Governance underpin the governance policies and procedures of the EDA:

### 1. Providing leadership for our association by:

- Agreeing on our vision, purpose, and values and ensuring that they remain relevant.
- Developing, resourcing, monitoring and evaluating a plan to make sure that our association achieves its stated purpose.
- Managing, supporting and holding to account staff, volunteers and all who act on behalf of the association.

### 2. Exercising control over our association by:

- Identifying and complying with all relevant legal and regulatory requirements.
- Making sure that there are appropriate internal financial and management controls.
- Identifying major risks for our association and deciding ways of managing the risks.

### 3. Being transparent and accountable by:

- Identifying those who have a legitimate interest in the work of our association (stakeholders) and making sure that there is regular and effective communication with them about our association.
- Responding to stakeholders' questions or views about the work of our association and how we run it.
- Encouraging and enabling the engagement of those who benefit from our association in the planning and decision-making of the association.

### 4. Working effectively by:

- Making sure that our governing body, individual board members, committees, staff, and volunteers, understand their:
  - o role and responsibilities
  - o legal duties
  - o and delegated responsibility for decision-making
- Making sure that as a board we exercise our collective responsibility through board meetings that are efficient and effective.
- Making sure that there is a suitable board recruitment, development and retirement processes in place, including term limits for all roles, where possible.

### 5. Behaving with integrity by:

- Being honest, fair and independent.
- Understanding, declaring and managing conflicts of interest and conflicts of loyalties.
- Safeguarding and promoting EDA's reputation.
- Not operating outside the boundaries of the role and the Association's purpose.

The EDA Board confirms that our association is committed to the standards outlined in these principles, and we commit to reviewing our association's practice annually.

## The EDA Board

The Board is the governing body of the EDA, and the General Assembly is ultimately responsible for the realisation of the Association's objectives.

### Board composition

Candidates for the EDA Board must be nominated by the Effective member association they are affiliated to. Nominations are for a four-year term. Elections are held during the General Assembly each year. Each Effective member association can only nominate one Board member at any time.

The EDA Board must be diverse in terms of representation from across our member organisations; the majority of the board must be from Effective Member organisations. Therefore, the EDA Board cannot have two individuals from the same organisation on the EDA Board at any one time.

In the case of vacancy for a Board Director, it shall be possible for the Board of Directors to co-opt a Board Director for the interim period until the next General Assembly. The co-opted Director should go forward for election, if nominated by their Effective organisation.

Minimum number of Board Directors is 3, as per the Statutes (quorum of 3)

Maximum number of Board Directors shall normally be 14 (quorum of 8, i.e. 50% +1).

Working groups/sub-committees provide a range of new roles for those individuals willing to contribute.

The Board shall conduct an annual skills audit for both the Board and its working groups, so that any areas of skills' deficit can be targeted. The Board also needs to consider succession planning when selecting new members, especially succession planning for Officer roles – Chairperson, Secretary, Treasurer. Where possible, an Elect Officer should be in place for each Officer role, particularly when an Officer is in their final term. This will ensure good succession and transition.

Board nominees will have to attest in their nomination papers that they are eligible to serve on the EDA Board and that they will abide by the EDA vision, mission, strategic priorities and governance manual.

### **Terms of Office**

Terms of office shall normally be 4 years. A Board Member shall normally serve a maximum of 3 terms (i.e. 12 years). This rule will apply from 2024, and will not be retrospectively applied.

If elected to an Officer role (Chairperson, Vice Chairperson, Treasurer and Secretary), a further 12 year maximum shall normally apply from the date of their appointment to that role.

### **Responsibilities of Board Directors**

The Board of Directors is responsible for the overall governance of the Association's affairs. Board Directors are expected to participate fully in the Board's joint deliberations and to accept the legal responsibility and duty to act bona fide in the interest of the EDA as a whole. The EDA Board serves and acts on behalf of its member organisations.

The Board of Directors appoints the officers (a Chair, two Vice-Chairs, Treasurer and Secretary) following the annual General Assembly (GA). Other directors may take on roles and participate in committees and working groups as appropriate to the EDA's needs and their individual skill sets.

### **Collective Responsibilities:**

- To govern and develop the association in accordance with the EDA's vision, mission, and strategic goals.
- To oversee the management and administration of the EDA, apart from those functions to be carried out by the General Assembly.

### **Individual Responsibilities**

- Regular attendance and active, prepared participation at Board and committee/ sub-group meetings.
- Committing to the EDA vision, mission, strategies, policies and procedures.
- To enhance the association's reputation.
- To abide by the governance manual.
- To act within their remit, the boundaries of their role, and the organisation's purpose.
- The responsibility of Board Directors is limited to the term of their office.

### **Personal liability of Board Directors**

The EDA will ensure that Board Directors and Officers Liability Insurance is in place to protect Board Directors and Officers. This will cover Board Directors and Officers as long as they operate in good faith and with due diligence.

### **Powers of the EDA Board**

The Board shall have full powers of management and administration, apart from those functions to be carried out by the General Assembly.

The Chair shall represent the association (as per the Statutes); in their absence, the Board shall delegate another Board Director to represent the Board.

The Chair, or any other Board Director, appointed to validly represent the association, may sign the various certificates provided to the public authorities (per the Statutes), as appropriate.

### **Role of Officers and allocated functions**

The Board shall have the following Officers:

#### **Chair**

- Provide leadership and management to the Board.
- Prepare the agenda for Board meetings in cooperation with the other Officers
- Chair meetings of the Board.
- Review Minutes of the last meeting with the Board with particular focus on actions.
- Finalise and distribute the agenda for Board meetings.
- Lead the formation of sub-groups of the Board.
- Oversee succession planning for the Board.
- Represent the organization externally and report to the Board on the representations, or delegate accordingly..
- Fulfill the delegated functions as described in the Statutes.
- Together with the Secretary, create a communique and distribute to the member organisations.

#### **Vice-Chairs**

- Assist in the preparation of the agenda for Board meetings in cooperation with the other Officers.
- Fulfil the delegated function of Chair as and when required.

#### **Treasurer**

The Board is ultimately collectively responsible for the finances of the association. The key responsibilities of the Treasurer are to:

- Maintain financial records, and develop procedures and controls.

- Prepare budgets and financial reports.
- Oversee all financial transactions, and ensure compliance with budget and policy.
- Prepare annual accounts for the Board and the General Assembly.
- Engage with any relevant organisations or individuals necessary to carry out the functions of the Treasurer, e.g. EDA's bank, legal representatives, accountants, etc.

### **Secretary**

- Record, store and distribute the Minutes of Board meetings, using the agreed template. Actions must be clearly indicated.
- Remind Board Directors to fulfill obligations/agreed actions from the last meeting.
- Ensure that reports from sub-committees and working groups, and the Board Meeting Agenda, are issued at least one week ahead of Board Meetings.
- Together with the Chair, create a communique and distribute to the member organisations.
- Acting as correspondence secretary and distributing to the relevant Board member for action, or delegate as appropriate.

### **Other functions to be allocated by the Board members:**

- Official spokespersons are appointed by the Board, selecting the most suitable person depending on the nature of the engagement (language, specialist knowledge). All public statements should be within the agreed policies and strategy as set down by the Board.
- Managing and responding to EDA information queries.
- Webmaster
- Social media account managers
- Google Drive manager
- Organising the General Assembly, preparing relevant documents and issuing notices.
- Where necessary appoint an Electoral Commissioner - this would be in the situation where the Chair is going forward for election, and therefore it would be inappropriate for the Chair to manage the election.
- Conference Chairs and conference session moderators.
- Induction of new Board Directors.
- Communications with the member organisations - communiques, emails, website, social media - may be shared among several Board Directors.
- Manage the logistical arrangements (venue, hotel etc.) for the board meetings - this is often determined by the location of the meeting.
- Management of projects e.g. Erasmus+ projects.

At the first Board meeting after each General Assembly, the Board will review and assign the Officer roles, the sub-committees and the other functions.

## **Code of Conduct for Board Directors**

All EDA Board Directors will adhere to the following values, attitudes and associated behaviours.

All Board Directors, individually and collectively will:

1. Demonstrate loyalty to the EDA's vision, mission and goals.
2. Ensure that EDA's work is evidence-based and that it remains focused on achieving the association's goals collectively and in sub-groups.
3. Demonstrate respect for each other by actively listening and being honest.
4. Trust each other to deliver on our roles and responsibilities as a Board Director and in the work of the Board sub-groups.
5. Respect the democratic process and decisions of the EDA Board.
6. Value reflection and evaluation in our work as a Board – reviewing the group is operating as a Board.
7. Respect the translanguage and transcultural nature of the makeup of the Board and its sub groups, in both in person and online meetings.
8. Demonstrate equity and respect differences of opinion.
9. Work to ensure that the Board is a safe and comfortable space.

## **Board Operating Procedures**

- **Agenda**

If time allows, the final agenda item of each Board meeting will be to draft a provisional agenda for the next Board meeting. The Chair will be responsible for preparing the meeting agenda in collaboration with the Officers.

The Agenda will be available in Google Drive.

It is the obligation of the working groups to keep track of any EDA related activities and interactions (internal or external) that they are responsible for, and bring relevant issues to the Board. The Secretary will issue reminders ahead of meetings.

- **Board Minutes**

The Agenda template should also be used as a Minutes template, with the additional columns used to record agreed actions and responsibilities.

Minutes will be recorded live during meetings and uploaded to Google Drive at the earliest opportunity.

Within 3 weeks of the Board meeting, a communique shall be prepared and issued to the member organisations.

- **Decision making**

A valid quorum consists of one more than half of the total Board Directors represented (either in person or via proxy).

A proxy must be given in writing/email in advance of the meeting.

A decision is made by a simple majority of the Board Directors (e.g. if full Board is 8 then simple majority equals 5, i.e. half plus one). The Board shall do its utmost to reach consensus. Failing this, it shall decide by majority vote of its members. In case of a tie, the Chair shall have the deciding vote.

- **Sub-committees/working groups**

The Board of Directors may establish sub-committees and working groups including representatives of different professions and viewpoints as advisors, to accomplish permanent or temporary missions requiring their expertise.

The Board will delegate the implementation of the priorities from the Strategic Plan to relevant sub-committees and working groups.

At establishment, terms of reference shall be developed for each sub-committee/working group, and reviewed periodically. Each sub-committee shall also prepare an annual work plan. Both are subject to Board approval and review.

Each sub-committee/working group must have a Coordinator who will:

- Convene sub-committee meetings
- Ensure that documentation is circulated in advance of sub-committee meetings and that minutes of sub-committee meetings are recorded, circulated following meetings, and stored on the EDA drive.
- Facilitate discussions at each sub-committee meeting.
- Provide an update of relevant matters at the next EDA Board meeting.

The Board Directors sitting on each sub-committee will ensure that the focus and operations of the sub-committee is faithful to the vision, mission, priorities, values, and code of conduct of EDA.

- **Communicating with member organisations**



The EDA Board aims to have good open communication with member organisations, as part of our goal to share experiences and best practices across Europe.

The Board as a whole is responsible for ensuring regular communication with the member organisations, to include communiques, email, website, social media. These tasks may be delegated.

The Board is also responsible for acting on any response given by member organisations.

- **Board evaluation and review**

Board evaluation will be a standing agenda item at the end of each Board meeting. The purpose is to allow space to reflect on communication and board effectiveness.

## POLICIES

### **Conflict of Interest and Conflict of Loyalty Policy**

- It is acknowledged that conflicts of interest and conflicts of loyalty will arise from time to time and this is perfectly normal.
- The first agenda point at every meeting should be a check if there are any agenda items where a potential conflict of interest or loyalty may arise.
- It is expected that all Board members will be open and proactive in declaring potential conflicts.
- Any conflicts noted should be recorded in the Minutes and where deemed necessary the Board Director with the conflict should leave the meeting while that item is being discussed.

### **Confidentiality Policy**

- Board Directors and sub-committee members will respect and ensure the confidentiality of information received in the performance of their duties, as well as the confidentiality of Board and sub-committee meetings, both during and after their term of office.

### **Financial Policy**

The Day-to-Day procedures will be the responsibility of the Finance & Governance Committee.

- An annual budget plan shall be prepared by the Treasurer and presented to the Board for approval.
- Periodic accounts shall be presented to the Board for review by the Board, at least twice per year.
- Expenditures must be in line with the approved annual budget, as well as being prudent and appropriate to supporting the EDA goals.
- The Treasurer must ensure that for major events (e.g. conferences, seminars, projects) a complete event/project budget is prepared to ensure full oversight. All budgets are subject to Board approval.
- Where events are organised in partnership with external organisations (including member organisations), the Treasurer shall ensure that the EDA receives 50% of the event's profit.
- As an international non-profit association registered in Belgium, the EDA's main currency is the Euro.
- Pre-approved expenses for Board members will be paid after the event; receipts must be submitted to the Treasurer when making an expenses claim.

**Risk Management**

- The Board shall perform an annual Risk Assessment to identify the major risks, and considering their likelihood and consequence, to enable the Board to then decide on any appropriate mitigating actions.