



## **Gender Action for Peace and Security Management Board Terms of Reference**

### **1. Purpose**

The Management Board is Gender Action for Peace and Security (GAPS) official decision-making board and oversees GAPS. It approves GAPS's strategy; financial and human resource policies and strategies; and main policy positions. The Board are a mixed group of representatives of GAPS members as well as external individuals within the Women, Peace and Security field and can represent GAPS at external fora. The Board holds the GAPS secretariat accountable for the implementation of GAPS's strategy, and is responsible for approving strategic, financial and operational decisions as well as assessing the risks and mitigation strategies. It also plays a key role in evaluating the effectiveness and reviews of the GAPS's strategy. It appoints and ensures the effectiveness of the Director.

### **2. Core Responsibilities**

The Management Board ensures that GAPS:

- Remains true to its mission and purpose
- Is responsive to the priorities, strategies and policy positions recommended by the GAPS Team, GAPS members and/or the Management Board
- Uses its funds and assets reasonably, effectively, and only to further GAPS's mission and purpose
- Acts with integrity, avoids any personal conflicts of interest or misuse of GAPS funds or assets by Management Board members, and is protected from personal conflicts of interest or misuse of funds or assets by others
- Does not breach any of the requirements or rules set out in its hosting agreement.

GAPS Management Board members will give 0.5 day per month of their time to support GAPS. This will be pro-rata across the year.

To fulfil its core responsibilities, the Management Board is required to:

- Membership and network governance:
  - Approve structures and mechanisms for membership of GAPS, and through which members engage in decision making and activities of GAPS
  - Keep an overview of members' active engagement in GAPS's work
  - Promote the work of GAPS among less engaged members and non-members, including with advocacy targets
  - Be the final arbiter in any conflicts between members of GAPS
  - Review the Management Boards' own performance periodically
  - Help to identify and recruit new members to the Management Board, Advisors and GAPS network as needed
  - Review the GAPS Risk Register every 6 months.
- Policy and strategy:
  - Input into, approve and review GAPS's strategies, annual work plans and budgets
  - Provide advice, guidance and support in setting the strategic direction of GAPS, including when renewing GAPS's organisational strategy

- Monitor and evaluate progress in relation to strategies
- Periodically review work plans and their implementation
- Approve core policy positions for GAPS's advocacy agenda
- Finance:
  - Review and approve accounts and budgets
  - Review income from membership fees and adjust the membership fees if required.
  - Provide advice, guidance and support on fundraising opportunities for GAPS
- HR:
  - Ensures implementation of human resources policies and procedures, including policies governing conflicts of interest or misuse of funds or assets – this is delegated to the GAPS Chair
  - Recruit the GAPS Director, which will be led by the GAPS Chair and involve the Management Board on the recruitment panel
  - Annually review their performance – this is delegated to the GAPS Chair
  - In the event of a conflict between the Chair and Director, two members of the Management Board will be assigned to mediate and take necessary action.

### **3. Chair Role and Responsibilities**

The Board is led by the Chair of the Management Board who is the Executive Director, CEO or a representative of the organisation that legally hosts GAPS. If this is not possible, another member of the Management Board will take a temporary Acting Chair role which will be agreed upon with the host organisation and the Management Board.

The GAPS Chair is responsible for:

- Reviewing the performance of the GAPS Director
- Overseeing day-to-day GAPS operations
- Human Resource policies and procedures, which will be in line with the host organisation
- Final approval of GAPS policies and procedures
- Staff grievance and discipline

The GAPS Chair and other Management Board members can also represent GAPS at external fora.

### **4. Meetings**

The Management Board meets three times per year, normally at the office of the hosting organisation or online. The GAPS team sends the Board papers out one week prior to the meeting. Board members who are not able to attend should make efforts to send input on the agenda items ahead of the meeting, and should schedule a call with the GAPS Director to discuss follow-up and action points.

Management Board members are able to suggest items for discussion and the agenda. A budget summary and update on GAPS's work and plans are standing agenda items. The Lobbying Act is discussed at meetings ahead of a General Election.

Between meetings, the GAPS Director sends monthly reports to the Management Board and Advisors updating them on activities that month and planned activities.

Between meetings, the Director may email the Management Board to update them on an issue or if a decision needs to be made ahead of the forthcoming Management Board meeting.

## **5. Composition of Management Board**

There will be a maximum of seven members of the Management Board. At least four members of the Management Board must be from the GAPS members network. Management Board members from the GAPS membership should sit on the Senior Management, Leadership, Deputy Leadership, Operational Leadership or Executive Teams in their organisation. Management Board members who are external to the GAPS members network should be practitioners or academics within the Women, Peace and Security field and/or human rights organisations; humanitarian; development; and peacebuilding organisations. All Management Board members must support and abide by the GAPS values and principles<sup>1</sup>. Management Board member terms are three years and renewable three times.

Management Board members should be diverse and represent the GAPS membership and be derived from the different categories of GAPS members: women's rights organisations; multi-mandates; human rights organisations; and peacebuilding organisations. All Management Board members are required to complete a skills audit to ensure a broad skill set across the Board.

## **6. Selection of Management Board members**

When there is a vacancy for a position from the GAPS members network, the GAPS Director will inform the membership and advertise for recruitment of board members. Interested representatives can propose themselves to the GAPS Team with a summary of what they will bring to GAPS Management Board. Where there are more applicants than spaces available on the Board, members will vote for the applicants through an online ballot. The GAPS Director and members of the Management Board can also directly approach suitable candidates based on gaps in expertise of sitting Board members.

GAPS is committed to being anti-racist and to decolonising the sector, and therefore encourages and will look with particular interest at applications from Black and People of Colour (BPOC). GAPS members vote for Management Board members, and GAPS hopes that at least 50% of Management Board members will be BPOC.

## **7. Transparency for GAPS Members**

A summary of decisions made at Management Board meetings will be communicated to members at GAPS members meetings. A list of Management Board members and their biographies will be posted on the GAPS website. Minutes of meetings will be kept and shared with Management Board members. The Management Board Terms of Reference and skills audit of the Management Board members will be reviewed every 2 years. If Management Board members or the GAPS secretariat identify a conflict of interest, Management Board members must identify this to the GAPS secretariat immediately for discussion at the next Management Board meeting.

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<sup>1</sup> GAPS Values and Principles are: Our work will be guided and informed by our commitment to and belief in: peace, participation, non-violence, non-partisan, cooperation, democratic decision-making, transparency, openness, feminism, clear communication, learning, integrity and independence.