



**ASSOCIATED COUNTRY WOMEN
OF THE WORLD**

**STANDING ORDERS AND
TERMS OF REFERENCE**

Approved by Board on 4 February 2025

To be notified to Members

(approval or ratification not required)

Amendments last approved by Board on 4 February 2025

**STANDING ORDERS AND TERMS OF REFERENCE of
ASSOCIATED COUNTRY WOMEN OF THE WORLD
As ratified by Board on 4 February 2025**

BOARD OF TRUSTEES (The Board)

- B1 The Board shall consist of the Executive and the nine Area Presidents.
- B2 Shall be chaired by the World President who shall have a vote and exercise a casting vote in the event of a tie.
- B3 Shall have a quorum of nine (9) members.
- B4 Shall send out agendas at least ten (10) days before each meeting to members of the Board.
- B5 Shall circulate Minutes of Board meetings to the members of the Board.
- B6 Shall, when practicable, hold an in-person meeting at least once per year, including at the Triennial World Conference, and meet virtually at least one time per year.
- B7 Shall, when necessary, appoint members to Ad Hoc Committees.
- B8 Shall be responsible for the planning of extension work of ACWW, including travel and approval.
- B9 Shall approve the Triennial World Conference theme.
- B10 Shall receive quarterly financial statements and annual budgets drawn up by the Treasurer and ACWW Finance Manager / Executive Director, and at each meeting shall consider all relevant matters relating to finance.
- B11 May consult with advisers when necessary and invite them to attend meetings without the power to vote.
- B12 May invite Members or others to attend parts of its meetings as guests or observers.
- B13 Shall receive reports from the Executive Committee, Working Groups, and Committees, if any.
- B14 Shall be responsible for overseeing the general policy of The Countrywoman magazine.
- B15 For representation of ACWW, the appropriate persons – be they members of the Board, members at large or staff, will be selected under two criteria: cost effectiveness and suitability for the specific situation, with final approval of the Executive Committee.

- B16 All members of the Board shall sign and abide by the Board Code of Conduct and terms of the Board Handbook as current.

Terms of Reference

Within the terms of the Constitution and Bye-Laws the Board shall deal with matters referred to it by the Executive Committee, Area Presidents, Working Groups and Committees, and other items as require consideration.

EXECUTIVE COMMITTEE

- E1 The Executive shall consist of the World President, Deputy World President, Honorary Secretary, Honorary Treasurer, and the Board Leads for the Working Groups. For membership of the Executive Committee see Clause 15 (Trustees) of the ACWW Constitution.
- E2 Shall be chaired by the World President who shall vote as a member and exercise a casting vote in the event of a tie.
- E3 Shall be chaired in the absence of the World President by the Deputy World President who shall have a vote and exercise a casting vote in the event of a tie.
- E4 Shall have a quorum of four (4) voting members.
- E5 May consult with advisers when necessary and invite them to attend meetings without the power to vote.
- E6 May invite other Trustees, Members, or others, to attend parts of its meetings as guests or observers.
- E7 Shall send out agendas at least forty-eight (48) hours before each meeting to members of the Executive Committee.
- E8 Shall meet on an ad hoc basis as required, to consider items requiring attention.
- E9 Shall circulate Minutes of Executive Committee meetings to the members of the Board.
- E10 Shall ensure that all business is transacted by a simple majority of the Executive present and entitled to vote.

Terms of Reference

Within the terms of the Constitution and Byelaws the Executive Committee of ACWW:

The Executive Committee shall deal with matters referred by the Board and other items as require consideration between Board meetings.

Shall be responsible for the appointment and dismissal of the Executive Director.

WORKING GROUPS

TERMS OF REFERENCE FOR ADVOCACY WORKING GROUP

Group established by the ACWW Board of Trustees 28 May 2023 for the 2023-2026 Triennium

Aims and Purpose

- To advance ACWW's policy agenda within our network and with external partners and bodies
- To promote ACWW's global network of women's organisations, highlighting opportunities for their direct and indirect access to advocacy processes and actions
- To consider the best use of ACWW's Consultative Status and other relationships with the United Nations, its Agencies and Organisations, with a view to advancing our advocacy collaborations and actions.

Membership

The Board Lead for the Working Group is Dr Elizabeth Ann Kelly.

Members of the Working Group as first convened are: Claire Mahon and Tharindra Arumapperuma from the Board, with Nick Newland (Advocacy Director) and Tish Collins (Executive Director) as advisors and administrators.

The membership is open to members of the Board.

Accountability

The Board Lead is to report back to the ACWW Board of Trustees.

Review

The relevance and value of the work of the Group and its terms of reference will be reviewed at least annually and also triennially.

Working methods

- Our Members will continue to be our priority, as we work to achieve the agenda they have set for ACWW.
- Support Central Office staff in making use of ACWW's Consultative Status with the United Nations Economic and Social Council (ECOSOC), the Food and Agriculture Organisation of the United Nations (FAO), and United Nations Educational, Scientific and Cultural Organization (UNESCO), as well as other intergovernmental bodies and UN mechanisms
- These ToRs are a living document and will be updated as needed.
- Meetings will be held 4 times per year.
- The Board Lead and allocated staff will organise the meeting.
- The Board Lead will chair the meeting.
- Members may suggest items for the agenda.
- The ACWW staff will act as administrators for the Group and prepare a concise report of meetings.
- Agendas and meeting papers will be circulated 1 week in advance.
- Reports of the meeting will be circulated to the Board.
- Group members will share information via ACWW official emails and document sharing facilities.

TERMS OF REFERENCE FOR BUDGET AND FINANCE WORKING GROUP

Group established by the ACWW Board of Trustees 28 May 2023 for the 2023-2026 Triennium

Aims and Purpose

- To consider and have oversight of all ACWW financial issues including annual and Triennial budgets.
- To consider the annual Trustees Report and Accounts.
- To review the Auditor's report to ACWW and the response.

- To prepare Triennial Budget Estimates for the 2026-2029 Triennium for approval of the 2026 Triennial World Conference.
- To review financial reporting to appraise ACWW financial position.
- To make recommendations to the Board on all financial matters except staff salaries.
- To monitor adequacy of banking arrangements and make recommendations as appropriate.
- To review performance of investments and ensure adherence to ethical restrictions.
- To review Triennial World Conference draft budgets and final accounts and make recommendations as appropriate.
- Financial controls and risk management – to set limits of authority for authorizing expenditure; define procedures for approval of expenditure; review accounting procedures to ensure adequacy for statutory, charity commission and audit compliance.
- To review auditors and other financial advisors.
- To review reserves policy, currently to maintain unrestricted funds at a level to cover day-to-day management of ACWW and to meet committed project funding and support costs for at least 36 months, to be amended in accordance with financial statements.

Membership

The Working Group Lead is Angela Cassels, Treasurer

Members of the Working Group as first convened are Marina Muller and Edwina Marr from the Board, with Tish Collins (Executive Director) and other senior finance workers from the staff as advisors and administrators.

The membership is open to members of the Board.

Accountability

The Board Lead is to report back to the ACWW Board of Trustees, the decision-making body.

Review

The relevance and value of the work of the Group and its terms of reference will be reviewed annually / triennially.

Working methods / ways of working

- To identify areas of work that require action / research / decision.
- To allocate members of the Working Group to carry out action / research.
- To bring matters that require a decision to the Board of Trustees at the next possible meeting.
- The Finance Lead, World President, and Executive Director to meet annually with investment managers Close Brothers Asset Management.
- Meetings will be held at least four times per year online.
- Meetings will be held approximately two weeks before the scheduled Board meetings.
- The Board Lead and allocated staff will organise the meeting, prepare agendas and working papers.
- Working Group Members may suggest items for the agenda.
- The Board Lead will chair the meetings.
- The ACWW staff will act as advisors and administrators for the Group.
- Agendas and meeting papers will be circulated at least one week in advance of the meeting.
- Reports of the meeting will be circulated in advance of the next Board meeting.
- Group members will share information via ACWW official emails and the Board share drive.

TERMS OF REFERENCE FOR COMMUNITY TRANSFORMATION AND PROJECTS WORKING GROUP

Group established by the ACWW Board of Trustees 28 May 2023 for the 2023-2026 Triennium

Aims and Purpose

- To consider and make proposals to the Board within the agreed funding criteria from the 2022-2026 strategic plan regarding the grants awarding process of ACWW.
- The Board Lead shall shortlist funding applications working with the Projects Manager.
- The Working Group shall review the shortlist of funding applications sent by the Projects Manager.
- The Projects Manager shall liaise with funding applicants to design Capacity Building Modules and report to the Working Group.
- The Projects Manager shall raise any grant related issues with the Executive Director to decide on the level of response.
- The Board Lead shall review the progress and final reports.

- The Working Group members shall be sent progress and final reports to review by a deadline set by the Projects Manager.
- The Projects Manager to ensure that co-funded projects meeting all reporting requirements.

Membership

The Working Group Lead is Edwina Marr.

Members of the Working Group as first convened are Bonnie Teeples, Clare Jethwa, Lyn Braico, Irene Chinje and Anne Innes from the Board, with Jenny Sellers (Projects Maanager) and Tish Collins (Executive Director) as advisors and administrators.

The membership is open to members of the Board.

Accountability

The Working Group Lead is to report back to the ACWW Board of Trustees, the decision-making body.

Review

The relevance and value of the work of the Group and its terms of reference to be reviewed annually / triennially.

Working methods / ways of working

- To identify areas of work that require action / research / decision.
- To allocate members of the Working Group to carry out action / research.
- To bring matters that require a decision to the Board of Trustees at the next possible meeting.
- Meetings shall be held six times per year online. There shall be three funding meetings and three additional review meetings per year.
- Meetings to be held approximately two weeks before the scheduled Board meetings.
- The Group Lead and allocated staff to organise the meeting, prepare agendas and working papers.
- Working Group Members may suggest items for the agenda.
- The Group Lead shall chair the meetings and liaise with staff on follow-up.

- The ACWW staff shall act as advisors and administrators for the Group.
- Agendas and meeting papers shall be circulated at least one week in advance of the meeting.
- Reports of the meetings to be circulated in advance of the next Board meeting.
- Group members shall share information via ACWW official emails and the Board share drive.
- Proceedings of the Working Group shall be confidential.

TERMS OF REFERENCE FOR KNOWLEDGE SHARING & LOCAL ACTIVITIES WORKING GROUP

Group established by the ACWW Board of Trustees 28 May 2023 for the 2023-2026 Triennium

Aims and Purpose

- The broad purpose is to discuss local knowledge and activities of ACWW member areas
- To engage with and review members' and member societies' activities
- Through the ACWW Coordinator programme ensure the voices of grassroots members are heard at Board level
- To review triennial reports, receive and consider reports from the membership for trends, needs and calls for action.
- To consider implementation and global follow up of ACWW Triennial World Conference resolutions
- To make recommendations to the Board regarding how best to engage with knowledge sharing and local activities.

Membership

The Board Lead for the Working Group is Anne Innes.

Members of the Working Group as first convened are Irene Chinje, Cora Sayre, Marina Muller, and Lyn Braico from the Board, and Casey Daudelin (administrator), Tish Collins, Jenny Sellers, and relevant Communications persons from the staff as advisors and administrators.

The membership is open to members of the Board and appropriate ACWW staff.

Accountability

The Board Lead is to report back to the ACWW Board of Trustees, the decision-making body.

Review

The relevance and value of the work of the Group and its terms of reference will be reviewed annually / triennially.

Working methods / ways of working

- To identify areas of work that require action / research / decision.
- To allocate members of the Working Group to carry out action / research.
- To bring matters that require a decision to the Board of Trustees and the next possible meeting.
- Meetings will be held approximately two weeks before the scheduled Board meetings.
- Meetings will be held four times per year online.
- The Board Lead and allocated staff will organise the meeting, prepare agendas and working papers.
- The Board Lead will chair the meeting.
- Members of the Working Group may suggest items for the agenda.
- The ACWW staff will act as administrators for the Group and prepare a concise report of meetings.
- Agendas and meeting papers will be circulated at least one week in advance of the meeting.
- Reports of the meeting will be circulated in advance of the next Board meeting.
- Group members will share information via ACWW official emails and the Board share drive.

TERMS OF REFERENCE FOR MEMBERSHIP WORKING GROUP

Group established by the ACWW Board of Trustees 28 May 2023 for the 2023-2026 Triennium

Aims and Purpose

- The broad purpose is to monitor trends in membership.
- To review society applications for membership, having carried out due diligence, and make recommendations to the Board.
- To review reports on membership, measuring membership trends
- To consider new opportunities for increasing membership.

- To help develop new initiatives for expanding engagement across the membership.

Membership

The Board Lead for the Working Group is Judith Juma, Deputy World President

Members of the Working Group are Irene Hinds, Tharindra Arumapperuma, Afrodita Roman, and Marie Kenny from the Board, and Casey Daudelin (Engagement Officer), Tish Collins, and Communications Team from the staff as advisors and administrators.

The membership is open to members of the Board.

Accountability

The Board Lead is to report back to the ACWW Board of Trustees

Review

The relevance and value of the work of the Group and its terms of reference will be reviewed annually / triennially.

Working methods / ways of working

- To identify areas of work that require action / research / decision.
- To allocate members of the Working Group to carry out action / research.
- To bring matters that require a decision to the Board of Trustees at the next possible meeting.
- Meetings will be held six times per year online.
- The Board Lead and allocated staff will organise the meeting, prepare agendas and working papers.
- The Board Lead shall chair the meetings.
- Working Group members may suggest items for the agenda.
- The ACWW staff shall act as administrators for the Group and prepare a concise report of meetings.
- Agendas and meeting papers shall be circulated at least one week in advance of the meeting.
- Reports of the meeting shall be circulated in advance of the next Board meeting.
- Group members shall share information via ACWW official emails and the Board share drive.

TERMS OF REFERENCE FOR PARTNERSHIPS WORKING GROUP

Group established by the ACWW Board of Trustees 28 May 2023 for the 2023-2026 Triennium

Aims and Purpose

- To consider, establish, support, and review strategic partnerships, at the global, national, and local levels, to help ACWW deliver Projects, fund our core work, and advance our advocacy collaborations.
- To protect ACWW's unique global network of women's organisations, building capacity within our network, strengthening our Members and our Membership.
- To identify, mobilize and build relationships and support effectively working in like-minded coalitions where appropriate to achieve our aims, ensuring alignment in policy and intent.

Membership

The Board Lead for the Working Group is Claire Mahon.

Members of the Working Group as first convened are: Angela Cassels and Dr Elizabeth Ann Kelly from the Board, with Nick Newland and Tish Collins from the staff as advisors and administrators.

The membership is open to members of the Board.

Accountability

The Board Lead is to report back to the ACWW Board of Trustees.

Review

The relevance and value of the work of the Group and its terms of reference will be reviewed at least annually and also triennially.

Working methods

- All partnerships will be built in line with ACWW's established policies and the Statement of Ethics adopted by the Board of Trustees in 2021.
- Our Members will continue to be our priority, as we work to achieve the agenda they have set for ACWW.
- The WG will work closely with relevant ACWW staff to identify areas of work that require collaboration from outside partners, identify potential collaborators or partnerships and highlight pathways to engagement, and review current partnerships for utility and benefit.
- These ToRs are a living document and will be updated as needed.
- Meetings will be held 4 times per year.
- The Board Lead and allocated staff will organise the meeting.
- The Board Lead will chair the meeting.
- Members may suggest items for the agenda.
- The ACWW staff will act as administrators for the Group and prepare a concise report of meetings.
- Agendas and meeting papers will be circulated 1 week in advance.
- Reports of the meeting will be circulated to the Board.
- Group members will share information via ACWW official emails and document sharing facilities.

TERMS OF REFERENCE FOR SAFEGUARDING AND DATA PROTECTION WORKING GROUP

Group established by the ACWW Board of Trustees 28 May 2023 for the 2023-2026 Triennium

Aims and Purpose

- The broad purpose is to consider, review, and support implementation of ACWW's policies concerning Safeguarding and Data Protection.
- To respond to incidents, including 'near misses', be responsive to learning opportunities and strengthen future resilience.

Note: Nothing in the mandate of this Working Group replaces or overrides any legal, statutory, or fiduciary responsibility held by ACWW, its Board, or Staff.

Membership

The Working Group Lead is Claire Mahon.

Members of the Working Group as first convened are Edwina Marr and Bonnie Teeples from the Board, with Jenny Sellers (Safeguarding Lead) and Nick Newland (Chief Privacy Officer) from the staff as advisors and administrators.

The membership is open to members of the Board.

When specific expertise is required, ACWW's pro bono advisor on Data Protection can be consulted.

Accountability

The Working Group Lead is to report back to the ACWW Board of Trustees

Review

The relevance and value of the work of the Group and its terms of reference will be reviewed annually / triennially.

Working methods / ways of working

- To respond to reports from Safeguarding and Data Protection leads and consider appropriate follow-up.
- To identify areas of work that require action / decision.
- To allocate Working Group members to carry out action when appropriate.
- To bring matters that require a decision to the Board of Trustees at the next possible meeting.
- Meetings will be held twice per year, with additional meetings as needed on an ad hoc basis.
- The Group Lead and allocated staff will organise the meeting.
- The Group Lead shall chair the meetings and liaise with staff on follow-up.
- Members may suggest items for the agenda.
- The ACWW staff will act as administrators for the Group and prepare a concise report of meetings.
- Agendas and meeting papers will be circulated 1 week in advance.
- Reports of the meeting will be circulated in advance of the next Board meeting.
- Proceedings of the Working Group, along with reports and/or minutes shall be confidential.
- Group members will share information via ACWW official emails and the Board share facility.

TERMS OF REFERENCE FOR TRIENNIAL WORLD CONFERENCE WORKING GROUP

Group established by the ACWW Board of Trustees 28 May 2023 for the 2023-2026 Triennium

Aims and Purpose

- The Triennial World Conference (TWC) is the highest legislative and deliberative body of ACWW.
- To develop a Conference programme allowing for all ACWW business to be included as well as educational and cultural aspects, competitions, a charity drive and local visit(s).
- To publicise the date of the Triennial World Conference as soon as confirmed by the Board.
- To assist in preparation of a budget for the Triennial World Conference, and this will inform the level of registration fees. Registration fees to be kept as low as possible to facilitate as many members as possible to attend this event.
- To review the Rules of Procedure for the Conference.
- To review the terminology, format and pattern of Conference Circulars and timetable.

Membership

The Working Group Lead is Vanda Gagiano.

Members of the Working Group as first convened are Vanda Gagiano, Magdie de Kock, Irene Hinds, Clare Jethwa and Marie Kenny from the Board, with Tish Collins (Executive Director) and Nick Newland (Conference Manager) from the staff as advisors and administrators.

The membership is open to members of the Board.

Accountability

The Working Group Lead is to report back to the ACWW Board of Trustees, the decision-making body.

Review

The relevance and value of the work of the Group and its terms of reference to be reviewed annually.

Working methods

- To identify areas of work that require action / research / decision.
- To allocate members of the Working Group to carry out action / research.
- To bring matters that require a decision to the Board of Trustees at the next possible meeting.
- Meetings shall be held as necessary – a minimum of three times per year online.
- Meetings to be held approximately two weeks before the scheduled Board meetings.
- The Board Lead and allocated staff to organise the meeting, prepare agendas and working papers.
- Working Group Members may suggest items for the agenda up to 5 days before the meeting date
- The Board Lead shall chair the meetings and liaise with staff on follow-up.
- The ACWW staff shall act as administrators for the Working Group.
- Agendas and meeting papers shall be circulated at least one week in advance of the meeting.
- Reports of the meetings to be circulated in advance of the next Board meeting.
- Group members shall share information via ACWW official emails and the Board share drive.
- Proceedings of the Working Group shall be confidential.
- The Executive Director to confirm the number of staff required to deliver the Conference.

TERMS OF REFERENCE FOR THE AD HOC RESOLUTIONS AND RECOMMENDATIONS WORKING GROUP

Ad Hoc Working Group established by the ACWW Board of Trustees 27 August 2024 in preparation for the 31st Triennium World Conference

Aims and Purpose

- To act as the Ad-Hoc Committee on Resolutions, at least one of whom shall have English not as a first language, responsible for developing and communicating the resolutions and recommendations from the Board for consideration at the 31st Triennial World Conference in Ottawa and to review the Resolutions and Recommendations which have been submitted by Members for inclusion on the Conference programme.

- To receive, classify, and restrict if necessary, Resolutions and Recommendations coming from Members and Member Societies for inclusion in the Triennial World Conference agenda, with the approval of the Executive Committee or Board.

Membership

The Working Group Lead is Claire Mahon.

Members of the Working Group as first convened are Magdie de Kock, Angela Cassels, Vanda Gagiano, Judith Juma, Edwina Marr, Elizabeth Ann Kelly and Marie Kenny from the Board, with Tish Collins (Executive Director) from the staff as advisor and administrator.

The membership is open to members of the Board.

Accountability

The Working Group Lead is to report back to the ACWW Executive Committee or Board of Trustees, the decision-making body.

Working methods

- The Working Group shall review the existing governance documents and identify updates to be made, as well as identifying new topics or areas that should to be addressed by the membership via resolutions or recommendations, and will propose to the Board for its approval resolutions or recommendations to be put to the Members from the Board.
- The Working Group shall ensure that all Resolutions are fact-checked by staff before discussion at the Working Group. There should be contact with submitting societies regarding rejection, amendment, acceptance etc but that the Ad Hoc group's decision shall remain final.