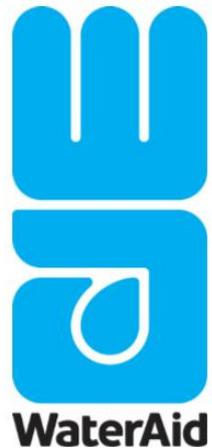




# WaterAid international Governance Manual



Version: May 2020

## Welcome to the governance manual for WaterAid international

WaterAid international undertakes a key role within our global federation, guiding our global strategy, agreeing global priorities, monitoring our global impact as well as supporting our member organisations' development. The decisions taken on behalf of the federation affect the successful achievement of our mission and our ambition for everyone, everywhere, to have clean water, decent toilets and good hygiene.

Since our federation was formed in 2010, our global income has grown to exceed £100m and we now work in 34 countries, including seven member organisations. As Board members and others involved in the governance of the federation it is important that you have access to relevant and up to date information on how our global governance works. This manual brings together content about the governance of our global federation. It draws together information from our governing documents such as the Articles of Association, our policies and practices and relevant legislative and regulatory requirements. It also signposts other important information sources that are relevant to the governance of WAI and the federation.

I hope that you find this a useful resource to support you in your role.

Rob Skinner

**Chair, WaterAid international**

June 2019

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## Introduction

Welcome to WaterAid international's governance manual. This manual supports the effective operation of the WaterAid global federation, and guides the work of the WaterAid international Board and secretariat. As a WAI Board member, you will be required to take decisions on behalf of and in the best interest of WaterAid. Your decisions will affect WaterAid's growth, development and future, both for individual national member organisations, and the global organisation. Our aim is that this manual should assist the Board of WaterAid international, collectively and individually, to meet your legal and regulatory responsibilities. It draws on regulation and guidance provided by the UK Government about the management of a charitable company.

Much of the required and recommended practice in this manual is based on the decisions reached in 2009 and 2010 that informed the creation of the federation and of WaterAid international. These decisions can be found on the WAI Board extranet. Revisions to this manual have been undertaken following two reviews of WaterAid international governance, and the appointment of an Executive Director to WaterAid international in 2017.

In this manual we will set out the background and foundation of WaterAid as a global organisation, the structures and practices through which the organisation is governed and managed, and the role of the international Board and secretariat. It is also intended as a reference point for governance manuals for WaterAid members to promote consistent and high standards of governance. Where actions are mandatory on member boards as well as on the international Board, this is indicated.

### Explanation of terms:

In this manual we use the term *international Board* to refer to the governing body of WaterAid international, the UK registered charitable company. The individuals who make up the international Board are referred to as *trustees* (this is the term in use in UK charity law) and this term may be used in the manual. We also use the non-specific term *Board member* to refer to the members of the WAI Board.

The organisations that make up the WaterAid federation are referred to as *members or member organisations*. Where reference is made to 'WaterAid' this indicates the global family and federation; where reference is made to 'WaterAid international' this indicates the UK registered charitable company comprising the WAI Board and Secretariat, its functions and powers. This manual is subject to ongoing review and revision as WaterAid's approach to international governance develops.

## 1 What is WaterAid?

- 1.1 WaterAid is an international not-for-profit federation of accredited national member organisations working in 34 countries worldwide<sup>1</sup>. We share a vision, mission, values, and work together to deliver a global strategy.

### Our vision, mission, values and strategy

- 1.2 WaterAid's **vision** is of a world where everyone, everywhere has safe water, sanitation and hygiene.
- 1.3 Our **mission** is to transform the lives of the poorest and most marginalised people by improving access to safe water, sanitation and hygiene.
- 1.4 Our **values** define our culture and unite us across the many countries in which we work – who we are, what we do and how we do it.

#### Respect

We treat everyone with dignity and respect and champion the rights and contribution of all to achieve a fairer world.

#### Accountability

We are accountable to those whose lives we hope to see transformed, to those we work with and to those who support us.

#### Courage

We are bold and inspiring in our actions and words, and uncompromising in our determination to pursue our mission.

#### Collaboration

We work with others to maximise our impact, respecting diversity and difference in the pursuit of common goals.

#### Innovation

We are creative and agile, always learning, and prepared to take risks to accelerate change.

#### Integrity

We act with honesty and conviction and our actions are consistent with openness, equality and human rights.

### The global strategy

- 1.5 WaterAid's work is driven by a strong set of overarching aims, set out in successive global strategies. All members contribute to the development and achievement of our [Global Strategy](#). Our current strategy runs to 2022.

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<sup>1</sup> Correct at January 2019. See the WaterAid website for the current list of [operational countries](#).

- 1.6 We work collaboratively and in partnership with others to drive transformational change and achieve our vision of everyone, everywhere having access to safe water, sanitation and hygiene by 2030.
- 1.7 Our current strategic aims are interconnected and complementary and are prioritised and resourced according to the context of the country and locality in which we are working.
- 1.8 Our strategic aims are:
- **Equality:** we will tackle and challenge the inequalities that prevent the poorest and most marginalised people from realising their right to safe water, sanitation and hygiene.
  - **Sustainable services:** we will support governments and service providers to strengthen the systems and capabilities required to deliver sustainable water, sanitation and hygiene services.
  - **Integration:** we will work with others to develop plans and activities that accelerate change by integrating water, sanitation and hygiene into sustainable development.
  - **Hygiene:** we will positively influence hygiene behaviour to maximise the benefits of access to safe water and sanitation.
- 1.9 All our work is subject to ongoing review and evaluation. We gather and aggregate data from each member to measure performance annually, and assess progress against each of the four aims on a rolling four-year cycle. In addition, we carry out thematic and geographic reviews regularly. We report annually at a global level on our work and achievements and publish [our global and member annual reports](#) on our global website.

## 2 The WaterAid federation & WaterAid international

### What is the WaterAid federation?

- 2.1 WaterAid is a global federation of national member organisations, accredited and licenced to operate under the WaterAid brand by WaterAid international. At time of publication, the members are America, Australia, Canada, India, Japan, Sweden and the UK.<sup>2</sup>
- 2.2 WaterAid was established in the UK in 1981 and became a federation in 2010.
- 2.3 WaterAid international (WAI) is the body that governs the WaterAid federation. WAI is registered in the UK as charitable company<sup>3</sup>. It comprises the international Board and a secretariat.
- 2.4 WaterAid international is owned by the national member organisations, which have achieved full member status, and is governed by the WAI Board.
- 2.5 WAI Board members are legally both the directors of the company and the trustees of the registered charity. We use the term 'trustee' throughout this manual to refer to the members of the international Board as this is the legal term in use in UK charity law.
- 2.6 WaterAid international's powers and responsibilities, and those of its trustees, are set out in its governing document, the [Articles of Association](#).
- 2.7 WaterAid international owns the WaterAid brand and licenses its use to national member organisations.
- 2.8 The national member organisations are independent legal entities, which are appropriately registered with national regulatory bodies. Each is governed by its own appointed board members, who delegate day-to-day management to a Chief Executive or equivalent role.

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<sup>2</sup> Organisational members are licenced as either full, associate or affiliate members, c.f. para 6.12. The organisations that are full members of WaterAid are, for the purposes of the Companies Acts, the members of WaterAid international.

<sup>3</sup> WAI is registered as a company under the UK Companies Acts, established for charitable purposes. This means that WAI may legally own property, employ staff and make grants or enter into contracts in its own name. It means that the Trustees are not personally liable for what the charity does.

2.9 You can find a history of WaterAid's growth and development from 1981 to the present day on our website at [www.wateraid.org/our-history](http://www.wateraid.org/our-history).

## Our purpose

2.10 WaterAid international's purpose is to: 'Relieve poverty and suffering in any part of the world through the improvement of water supplies, sanitation and advice on related health matters, and to educate the public concerning the nature, causes and effects of such poverty and suffering.' These are our charitable objects under UK charity law<sup>4</sup>.

## Our principles

2.11 Four principles underpin all WaterAid's work as a global federation:

- **Global interest:** achieving WaterAid's mission as effectively as possible is fundamental to all we do and global interest is paramount.
- **Subsidiarity:** WaterAid international will only undertake activities that it can and will deliver more effectively than WaterAid member organisations.
- **One country, one WaterAid:** WaterAid will only have one organisation delivering our work in each of the countries where we operate.
- **Sustainability:** the members of the WaterAid federation will be organisations that are, or are expected to become within a reasonable timeframe, self-sustaining and able to contribute significant resources to the delivery of WaterAid's strategy.

## Our goals

2.12 The members work together towards six shared goals:

**Global strategy:** a shared global vision and strategy that guide our programme and funding priorities, how we develop our federation, and against which we assess our success.

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<sup>4</sup> To register as a charity under UK law the organisation must have a charitable purpose set out in its governing document that meets the requirements of UK charity law. Normally, this is defined broadly to remain flexible to any updating of the organisation's focus and mission.

**Global network:** a strong and diverse federation, with a strong supporter base in key countries around the world, effective at mobilising funds and influencing the policies and priorities of key governments and companies around the world.

**Global relationships:** influential relationships with key global actors to achieve clean water, decent toilets and good hygiene for all.

**Global processes:** effective internal processes that facilitate and incentivise the free flow of funds, people, and knowledge around the federation, enabling our impact to be greater than the sum of our parts.

**Global standards:** effective membership criteria and standards across the federation that maintain our global reputation and brand, promote strong and well governed members, and present a unified external profile.

**Global governance:** a culture of mutual collaboration to maximise our collective impact, and manage our collective risks, supported by effective, efficient, and accountable governance of our global federation.

- 2.13 These goals are further refined with specific roles and functions for each part of the federation and can be explored in more detail in the [Global Roles paper](#).

## Fees, investment and reserves

- 2.14 WaterAid international and the global federation are funded by the members of WaterAid, who contribute to WAI's running costs and to an investment fund to support WaterAid's growth and development in new member countries.
- 2.15 The international Board members agree annually the member contributions, which are based on members' income as a proportion of global income. We use the latest year for which there are finalised income figures, i.e. the 2019/20 contributions are based on the final income figures for 2017/18.
- 2.16 WaterAid international expends its raised income on running the federation, including on secretariat staff, overheads and projects, and on establishing and supporting new member organisations. The budget also includes funding for agreed work done by members on behalf of the federation. The international Board agrees WAI's expenditure annually.
- 2.17 WaterAid international does not fundraise in its own right for its own work.

- 2.18 WaterAid international aims to hold a minimal level of reserves to ensure operational continuity. WAI's reserves policy is appended

### **The Global Executive**

- 2.19 The Global Executive is the executive leadership team of the federation and is accountable to the international Board. It is made up of the Chief Executives of the national member organisations, together with the WAI Executive Director and designated senior directors from members who have lead responsibility for global functions. It is responsible for coordinating operational plans and processes to deliver the agreed strategy. The WAI Board approves its [Terms of Reference](#).

### **The WaterAid international secretariat**

- 2.20 WaterAid international has a small secretariat, headed by the WAI Executive Director. It is accountable to the international Board and supports the work of the international Board and Global Executive. The secretariat is hosted by WaterAid UK in London but acts on behalf of the federation. Some global roles are also taken on by a lead member, acting on behalf of the federation. The international Board agrees an annual budget for these activities, funded by member contributions.

## **3 The WaterAid international Board**

- 3.1 The role of the international Board is to govern WaterAid international in line with its charitable objects and governing document (Articles), providing oversight and direction, strategic leadership and support and challenge to member organisations.
- 3.2 The international Board has a key role to play in guiding and coordinating our collective plans and priorities across the federation, monitoring our collective impact, and supporting member development. It achieves this aspect of its role through consensus, as each national member organisation is an independent legal entity.
- 3.3 The international Board:
- Guides, approves and reviews strategy; approves global implementation priorities; monitors outcomes and impacts.

- Monitors progress of existing members; approves criteria and choices for engagement with new countries (as member or country programme or other).
- Agrees key global (and regional) external relationships and reviews progress.
- Agrees core principles; monitors outcomes of core processes.
- Agrees membership criteria and standards; decides on membership status; agrees changes to brand identity and licensing.
- Shapes and agrees core WAI governance roles and processes.
- Ensures appropriate global accountability to external and internal stakeholders.
- Manages global risks related to achieving the global strategy or brand reputation.

### **Functions, delegations and reserved powers**

- 3.4 Except where determined by the governing document or by law, the governance of the charity is vested in the international Board of Trustees. Trustees remain responsible for oversight and governance of the charity.
- 3.5 There is a full [scheme of delegation](#) for WaterAid international, including functions and powers reserved to the Board and delegations to committees of the Board and to the Executive Director.
- 3.6 The international Board will review regularly the scheme of delegations and matters reserved to the Board.

### **Committees of the international Board**

- 3.7 The international Board may appoint or disband committees as it sees fit. The Board will approve terms of reference for such committees, appoint members and receive, review and act upon recommendations of the committees.

### **Membership & Accreditation Committee**

- 3.7.1 A [Membership & Accreditation Committee](#) advises on and makes recommendations regarding the admittance and accreditation of WaterAid members.

## Who is on the Board?

- 3.8 The Board is drawn from the membership of the federation.
- 3.9 Full members of WaterAid appoint one trustee to the WaterAid international Board, normally the Chair of their board (Article 25.2). See paragraph 2.5.
- 3.10 As per the Articles (Article 25.2), WaterAid UK is entitled to appoint a second trustee from amongst its own board membership to the WAI Board. The UK Board has indicated its agreement to remove this entitlement when more than 50 per cent of federation income is raised outside the UK.
- 3.11 The Articles stipulate that there should be at least four but not more than 12 trustees, drawn from the full members (Article 24). The Articles also set out the powers and responsibilities of the trustees, and directions for their appointment or removal.
- 3.12 The Articles of Association make provision for further trustees to be recruited to the Board, to help ensure the diversity of skills and experience on the Board needed for effective governance (paragraphs 3.33-3.35 and Article 25.4).
- 3.13 Associate and affiliate members have a non-voting status on the international Board<sup>5</sup>.
- 3.14 As the maximum size of the Board under the Articles is 12 trustees, and as the members consider that any increase in this number could be detrimental to the effective operation of the international Board, it has been agreed that when the number of WaterAid full member organisations reaches eight, a process for electing trustees will be determined by the Board in consultation with the members.
- 3.15 The WAI Executive Director attends the international Board meetings. The Chief Executives attend at the discretion of the Chair of WAI; other senior leaders attend for relevant agenda items, by invitation of the Chair.

## Trustee appointments and eligibility

- 3.16 UK company and charity law set out circumstances under which trustees cannot be appointed or may be automatically disqualified from their

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<sup>5</sup> See section 6 for a full explanation of terms and membership criteria and processes.

appointment. The [automatic disqualification reasons](#) are listed on the linked table published by the Charity Commission.

- 3.17 Trustees of WaterAid international must sign a '[Trustee Eligibility Declaration](#)' on appointment and comply with any other declarations and conflicts of interest procedures requested by WAI.

### **The Chair of the international Board**

- 3.18 The role of the Chair of the international Board is to lead WaterAid international and the international Board through the promotion of the organisation's vision, values and culture.
- 3.19 The Chair is responsible for ensuring that WaterAid international has agreed priorities, and the structures and processes required to deliver its strategic aims.
- 3.20 The Chair is responsible for ensuring that WaterAid international is governed well by its Board. Specific responsibilities of the Chair of WaterAid international are covered in the [Chair's Role Description](#).
- 3.21 The Chair of WaterAid international is appointed through a selection process, agreed by the international Board. The process may be delegated to a nominations committee, although appointments will be made by the international Board.
- 3.22 The international Board may decide whether to select the Chair from among its existing trustees or from outside the organisation.
- 3.23 The role description for the Chair should be reviewed at the start of each selection round, to ensure that the skills and attributes required for good governance are clearly set out.

### **The Deputy Chair of the international Board**

- 3.24 The international Board can appoint a Deputy Chair to act as Chair in case of the unavailability or incapacity of the Chair.
- 3.25 The Deputy Chair is responsible for assessing and appraising the performance of the Chair and reporting these to the Board.

- 3.26 Specific responsibilities of the Deputy Chair of WaterAid international are covered in the [Deputy Chair's Role Description](#).

### **Trustees of WaterAid international**

- 3.27 The Board as a whole has a responsibility to maintain a properly constituted, balanced and competent board. This will entail applying appropriate procedures for the selection, election, training, retirement and removal of trustees, which take into account UK legislation on trustee appointments.
- 3.28 Trustees of WaterAid international have collective responsibility for ensuring that the charity is effectively administered, that WaterAid's work is effective, reflects our values and ethos and meets the objects and purpose set out in our governing documents. Trustees work together to promote the interests of WaterAid as a global federation.
- 3.29 Trustees of WaterAid international are required and expected to:
- Understand WaterAid's mission, vision and strategy and be able to articulate these.
  - Commit to WaterAid's cause and to seeing WaterAid deliver its objectives most effectively.
  - Commit to the principles and practices of good governance.
- 3.30 All trustees of the international Board are expected to understand their dual citizenship within WaterAid. This means that they have both a legal accountability to a national organisation, under their terms of office and the organisation's constitution, and a legal accountability as trustees of WAI to make decisions in the best interests of WaterAid international and the global federation.
- 3.31 Appointments to the WAI Board by members must be notified in writing to WAI by the member on the appointment. The appointment is endorsed by the international Board.
- 3.32 There is a full [Role Description for WAI trustees](#), including legal responsibilities of a charity trustee, person specification, benefits and conditions.

### **Co-opting additional trustees**

- 3.33 The WAI Board has the power to co-opt additional trustees provided the total number of trustees does not exceed 12. This will usually be when a

skills or diversity gap has been identified. The selection process will be agreed by the international Board and may be delegated to a nominations committee.

3.34 The role description will be based on that of a WaterAid international trustee, but may include specific requirements as to skills or experience.

3.35 Other than in exceptional circumstances agreed by the WAI Board, co-opted trustees will be independent, i.e. they will not be serving trustees of any WaterAid member board, or on the board of those organisations in the process of applying to become a member.

### **Appointing other office holders**

3.36 The international Board may decide to appoint other office holders as appropriate.

3.37 The WaterAid international Board delegates the role and responsibilities of the Company Secretary to WaterAid staff members as appropriate.

### **Induction**

3.38 Trustees will receive an induction from WaterAid international on joining the Board: this includes presentations and background reading, made available via online programmes, face-to-face meetings with senior staff in WaterAid international and members as required.

3.39 Trustees are encouraged to undertake a country programme visit during their first term.

### **Terms of office**

3.40 The provisions of WaterAid international's Articles in regard to Board representation are designed to ensure regular renewal of Board membership, whilst maintaining continuity.

3.41 The Articles set out the terms of office that apply to trustees of WaterAid international (Article 25):

- i. The term of office for trustees appointed by members is concurrent with their term of office on their member board.
- ii. The term of office for co-opted trustees is set on appointment; it will not normally exceed four years for a single term.

- iii. Appointed or co-opted trustees may serve a second term, on approval by the body making the original appointment.

3.42 Under the terms of their Membership and Licence Agreement, WaterAid members must set a limited term of office for their own board members with limited renewals. In exceptional circumstances and if their own governing documents permit, members can offer further limited terms, for example to remedy skills or representation gaps on the board.

### **Removing trustees from office**

3.43 In general, a trustee appointment ceases when the trustee resigns, ceases to hold office on the relevant member board (i.e. when their term of office ends) or when they are removed by the WaterAid member who appointed them.

3.44 Other circumstances under which a person ceases to be a trustee of WaterAid international are detailed in the Articles of Association (Article 26).

3.45 A member may, in exceptional circumstances, remove from office an appointed trustee and make a replacing appointment. A written explanation must be given to and approved by WaterAid international.

### **Diversity**

3.46 WaterAid international recognises the value of having a variety of perspectives, experiences and skills represented on its governing body, which encourages debate and enables the Board to make better decisions. It recognises that diversity applies to how people think as well as to their background, career path and life experience.

3.47 WaterAid international is committed to ensuring that its Board membership is diverse, as far as this is possible within the parameters of its appointments policy, and has developed a [Diversity, equity and inclusion policy](#) to support this approach.

3.48 WAI expects all members to develop and apply appropriate diversity, equity and inclusion policies to their own boards.

## Code of Conduct

- 3.49 WaterAid international trustees are bound by WaterAid's [Global Code of Conduct](#). It is not a full list of trustees' legal duties, however it is fully consistent with legal principles. It enshrines the WaterAid values and ethos and sets expectations for conduct for all persons representing WaterAid, whether as staff or volunteers.
- 3.50 All WaterAid international trustees are required to sign the Code of Conduct on appointment and to ensure that their own board members, staff and volunteers within their national organisations also sign the Code of Conduct.
- 3.51 The Code of Conduct is supplemented by a [Reporting Malpractice Procedure](#), which applies to all staff and volunteers and should be used to deal with suspected breaches of the Code of Conduct.

## Remuneration and expenses

- 3.52 Under UK charity law trustees cannot receive any direct or indirect benefit from their work with and for WaterAid international.
- 3.53 Reasonable expenses incurred as a result of carrying out trustee responsibilities are not classed as trustee benefits and may be reclaimed as legitimate expenses.
- 3.54 WaterAid international has approved a Board [Expenses, gifts and hospitality policy](#).

## Appraising and evaluating the effectiveness of the international Board

- 3.55 The international Board will regularly review and assess its own performance, that of individual trustees and of committees, standing groups and other bodies.
- 3.56 The Board has approved a [Board performance & development policy](#). This commits the Board to:
- i. Review its own performance and effectiveness as a team annually.
  - ii. Review and appraise the performance of individual trustees annually, to be carried out by the Chair, or another trustee, appointed by the Chair, or through external assistance. Trustee reappointment for a second term is contingent on a successful review at the end of the first term.

- iii. Review and appraise the performance of the Chair annually. The Deputy Chair, or the Board as a whole, will usually carry out this review, or external assistance may be sought.
  - iv. Review the performance and effectiveness of committees, in relation to their own terms of reference as required.
  - v. Review its own performance and effectiveness using an external assessor, appointed by the Board for the purpose of the review, every three years.
- 3.57 The results of these reviews and assessments should be used to make such improvements to Board working as are identified, to inform development and training programmes which may be required and to guide trustee renewal and recruitment.

## 4 Meetings of the international Board

- 4.1 The international Board have agreed that the Board should meet three times a year. One of these meetings is usually held by videoconference. Further meetings may be held if required for specific approvals, usually by videoconference.
- 4.2 The cycle of business undertaken by the international Board and the agenda for each meeting is set by the Chair in consultation with the Executive Director and other colleagues. It is based on the summary of the role and functions of the Board set out in this manual and in the governing documents.
- 4.3 Papers and the agenda are sent out electronically to all trustees to arrive at least ten working days before each meeting. They are also published and retained on a secure WaterAid extranet to which all trustees have access.
- 4.4 Meetings of the international Board are usually held in the UK. Under the terms of the Articles trustees are deemed to be present at the meeting if they are able to communicate with the meeting, either in person or via other means such as videoconferencing or telephone (Article 16).
- 4.5 The quorum for meetings of the international Board is set by the Board. It is not less than three and, unless otherwise fixed, is three, or one-third of the number of trustees, whichever is greater (Article 17).

- 4.6 Board meetings may be supplemented by seminars covering a topic which advances the Board's knowledge, for example on the delivery of our strategic aims, or in matters of good governance.

### **Decision making**

- 4.7 Trustees will normally seek to reach consensus on any decision through discussion in a meeting. Where consensus is not reached, the matter may be decided by a majority vote (Article 19).
- 4.8 The international Board may take a unanimous decision outside meetings through discussion via email or other electronic communications. This may take the form of a resolution in writing, copies of which all trustees have had the opportunity to sign or agree in writing, which includes by email (Article 19).

### **Conflicts of interest**

- 4.9 The representative structure of the WAI Board is designed to ensure that Board decisions are informed by the context and perspectives of each member organisation. However, trustees are expected (and required by law) to make decisions in the best interests of WaterAid globally.
- 4.10 Trustees are required to declare any potential conflicts of interest, their own and those of connected persons and organisations. These may include personal interests (including friends and family), professional interests, or the interests associated with their role on a member organisation board.
- 4.11 The Articles of Association provide more explicit guidance on how the Board should manage potential conflicts of interest within Board meetings.
- 4.12 WaterAid international has approved a Board [Conflicts of interest policy](#).

## **5 Global standards and global policies**

- 5.1 WaterAid international will from time to time approve global standards and policies to ensure that WaterAid's work remains consistent in all spheres of operation and aligned with our mission and values.
- 5.2 Global standards define WaterAid's ways of working and cover business critical areas where there is potential for significant risk to the organisation's

operations, finances or reputation, for example: ethical fundraising; water quality; financial probity; safeguarding.

- 5.3 Compliance with standards is mandatory and forms part of the Membership and Licence Agreement; failure to comply with a global standard may be a breach of the Membership and Licence Agreement.
- 5.4 WaterAid international maintains the standards and policies with which members are expected to comply, ensuring they are consistent, relevant, and up to date, and supports members in enacting standards and policies locally. The international Board approves and publishes global standards.
- 5.5 There is a published framework and schedule of global standards and policies.

## 6 Membership of WaterAid

- 6.1 The members of WaterAid are self-governed organisations that meet a set of criteria and are approved and accredited as members by the international Board.
- 6.2 The WaterAid international board approves resolutions to admit new members to the WaterAid family and approves the assignment of countries and purposes to members, including any changes in assignment.
- 6.3 The relationship between each member and the federation is governed by the [Membership and Licence Agreement](#), which sets out the obligations on the member and on WaterAid international. The agreement permits the member to adopt the WaterAid brand within such territories and for the term and purposes as are set out in the agreement.
- 6.4 Each WaterAid member is an independent legal organisation in its own right with its own board of trustees.
- 6.5 Each WaterAid member mobilises support in its home country, engaging individuals, companies and institutions to raise funds and influence policies to support our mission. We collaborate on regional and global advocacy and campaigns to influence governments, companies and international institutions. Federation members may also manage country programmes on behalf of our global network.

## Member boards

- 6.6 The member board works within the framework of WaterAid's global strategy, vision, mission, values and identity to govern their organisation.
- 6.7 The role of each member board is to govern the WaterAid member organisation in line with its own governing document and with WaterAid's vision, mission, aims and values, the terms of their Membership and Licence Agreement and with national legislation and guidance.
- 6.8 The member board approves and monitors the member's strategic direction, plans and budgets, under the umbrella of the global strategy.
- 6.9 The board also appoints the Chief Executive or equivalent and is responsible for their performance.
- 6.10 Achievement of the strategic aims, through the delivery of business plans, is delegated to the member Chief Executives under the governance of each member board.

## Criteria for membership

- 6.11 Members of WaterAid are expected to meet a number of criteria, set out under eight categories:
  - a. **Brand and identity**

Members should show by their actions and appearance that they are part of WaterAid, both outwardly and internally, reflecting the values and behaviours set out in WaterAid's global Code of Conduct, Global Standards, Brand Guidelines and other policies.
  - b. **Legal compliance**

Members are required to comply with national legislation, ensuring that they are sustainable, operating legally and are not exposing WaterAid to avoidable reputational risk.
  - c. **Funding**

Members of WaterAid are countries with the capacity to raise significant funds to invest in delivering the strategic aims, over and above their own core costs. The funding, which members can generate, has implications for their independence from other members and within the federation.
  - d. **Public engagement**

Public support is important to position WaterAid as an independent civil society organisation, able to speak out and influence others. WaterAid members should be engaging or have plans to engage the public and build credibility and trust wherever they are working. Fundraising is an important part of public engagement.

e. **Organisational development and independence**

Members need to demonstrate managerial and financial independence within the federation and from other WaterAid members, depending on their stage of development and organisational membership.

f. **Governance**

Members must demonstrate good governance; this serves to mitigate risks to WaterAid's reputation and work, and to facilitate members' own growth and development.

g. **Risk management**

Members are required to provide assurance that risk management is part of their internal controls framework; through their risk management processes, they should be identifying any potential risks to which the global organisation might be exposed.

h. **Delivery**

Members should demonstrate their ability to deliver against the four aims of our global strategy, depending on their context, stage of development and organisational membership.

## Process for admission of a new WaterAid member

6.12 There are three categories of membership of WaterAid, the details of which, and the processes for transition between stages, are set out in full in the [Accreditation Manual](#), and summarised here:

**Affiliate members** are organisations that are being established, who have been licensed to use the WaterAid brand and are being supported by WaterAid international. Their licence is renewed annually.

**Associate members** are organisations that are continuing to be established and are meeting some of the criteria required for full membership, but where development is needed in some areas. Their licence is reviewed annually.

**Full members** are organisations that meet and are continuing to meet the required criteria for full membership. They are subject to an accreditation review every three years.

- 6.13 Decisions on admitting new members are reserved to the international Board, acting on the advice of the Membership and Accreditation Committee.
- 6.14 WAI may provide funding to support establishment of a new WaterAid member drawn from the WAI investment fund.

### **Continuing to meet the requirements of membership**

- 6.15 WaterAid requires that all its members show progress, grow and develop, and, within an agreed timeframe, become strong members of the federation, able to fund WaterAid's aims and to support the development of new members.
- 6.16 Members of WaterAid are expected to demonstrate on an ongoing basis that:
- They meet the membership criteria.
  - They are complying with the terms of their Membership and Licence Agreement, including upholding WaterAid's vision, mission and values.
  - They are complying with all agreed global standards and policies.
- 6.17 The Membership & Licence Agreement, this manual and the Accreditation Manual set out how WaterAid monitors and measures member performance. They also provide guidance to the international Board and to members on procedures to follow should a member fail to meet the membership standards.
- 6.18 The Membership & Accreditation Committee has delegated authority from the WAI Board to advise on and make recommendations regarding the admittance and accreditation of WaterAid members.

### **Accreditation**

- 6.19 All members are subject to an accreditation review at least every three years and all are expected to report any changes or circumstances that may affect their ability to meet the membership criteria.
- 6.20 The Executive Director of WAI is accountable for the accreditation process, ensuring that it remains fit for purpose and that accreditations are carried out effectively, in good time and that issues arising are reported to the WAI Board. The Executive Director will ensure that the appropriate resources are

available to carry out accreditation reviews utilising the WAI secretariat, WaterAid's Internal Audit Department, other members and external support as required.

- 6.21 The international Board has approved [Accreditations – reporting, monitoring & sanctions procedures](#), which apply to all member accreditations.
- 6.22 Where accreditation reviews, other audit procedures or voluntary disclosure bring performance issues to the attention of the WAI Board, then the performance management procedures set out in the Accreditations – reporting, monitoring & sanctions policy may be initiated. This will include investigations and an improvement plan, monitored by the international Board.

### **Failure to meet commitments – breaching the terms of the licence**

- 6.23 Where serious issues with performance arise, systemic failings are identified, or where the terms of the licence are breached, including but not limited to areas of financial compliance, leadership, governance, public reputation, or safeguarding, then the Executive Director, in consultation with the international Board, will initiate investigations and / or sanctions as appropriate.
- 6.24 The Executive Director will work with the international Board and with the member concerned to ensure that the member has the opportunity to respond to the proceedings and is given sufficient time to apply appropriate remedies.
- 6.25 If the issue is not resolved to the satisfaction of the international Board, within the time set, then WAI may revoke the right of the member to operate as WaterAid, under the terms set out in the Membership & Licence Agreement (paragraphs 3, 6, 8 & 9) to protect WaterAid's global brand and reputation.
- 6.26 All decisions regarding membership, including termination, are reserved to the international Board.

### **Resolving disputes**

- 6.27 WaterAid operates in a spirit of collaboration and cooperation and members have a duty to develop and maintain working relationships with each other

and with WAI that ensure global interests are upheld and our mission is achieved.

- 6.28 Wherever possible differences between members should be resolved by discussion, escalating to the Chief Executives and Chairs as appropriate. The international secretariat may be asked to mediate in any dispute, especially where it may be damaging to the effectiveness of the federation.
- 6.29 In exceptional cases where no consensus can be found, where a fundamental issue relating to effective operation of WaterAid is under dispute, or where trust between parties concerned has broken down, then the matter can be referred to the international Board for arbitration. The decision of the international Board is final.
- 6.30 Where there is a dispute between a WaterAid member and WaterAid international, arising out of or in connection with the Membership & Licence Agreement, the dispute resolution procedure set out in the Agreement will apply.

### **Handling complaints and reports of malpractice**

- 6.31 WaterAid international expects all members to have appropriate complaints policies and procedures in place. Where complaints are made about the conduct or activities of a member, including its staff, trustees, volunteers or partners, those complaints will be dealt with by the member concerned.
- 6.31 Should complaints about WaterAid international, its staff, trustees or volunteers, or reports of malpractice arise which are not covered by the dispute resolution procedures above, these should be addressed to either the Executive Director or the Chair of the international Board, as appropriate, and as named in the [WAI reporting malpractice procedure](#).

## 7 Links to appendices

- 7.1 [Code of Conduct & Reporting malpractice policy and procedure](#)
- 7.2 [Scheme of delegation](#) functions and reserved powers
- 7.3 Board committees and other delegated bodies – terms of reference
  - i. [Membership & Accreditation Committee](#)
  - ii. [Global Executive](#)
- 7.4 Role descriptions
  - i. [Chair](#)
  - ii. [Deputy Chair](#)
  - iii. [Role Description for WAI trustees](#)
- 7.5 [Global Roles](#) – setting out the goals and the respective roles of WAI Board members, the national member organisations, and the secretariat.
- 7.6 WAI's board policies and procedures:
  - i. [Accreditation manual](#) & policy: a guide to membership criteria and the accreditation process, including reporting, monitoring and sanctions procedures (due for revision)
  - ii. [Board performance and development policies](#)
  - iii. [Child safeguarding policy](#)
  - iv. [Conflict of interest policy](#) and declaration form: trustees are required by law to make decisions in the best interests of the charity and are required to declare and for WAI to record any conflicts of interest
  - v. [Data protection policy](#): WAI as a UK charity is bound by UK data protection legislation
  - vi. [Equality and diversity policy](#)
  - vii. [Expenses, gifts and hospitality policy](#): includes the gifts and hospitality register
  - viii. [Modern slavery statement](#): WaterAid international subscribes to the WaterAid global statement on modern slavery
  - ix. [Reserves policy](#)
  - x. [Risk management policy](#)

## 7.7 WAI's management policies

Listed here for reference (not linked) but approved and applied by WAI's management:

- i. Employment policy: WaterAid international staff are employed under WaterAid UK's terms and conditions, and staff and all recruitment practices are subject to UK policies. The Executive Director's salary and benefits are set by the international Board, guided by the UK's policies. The UK's policies are derived from the global standard on reward, approved by WAI, and by employment law and best practice in the UK
- ii. Financial management policy and procedures (being drafted)
- iii. Health and safety policy (including travel safety): WaterAid international adopts WaterAid UK's health, safety and wellbeing policies, covering working in the UK office and travelling on WaterAid business. Trustees are encouraged to consult the global travel safety and security policies and guidance, as well as those of their own organisation when travelling on WaterAid business

## 7.8 [Global standards](#)

The Global standards and policies framework, and schedule of current standards and policies.

## 7.9 [WaterAid board members' extranet](#)

A restricted-access site for all WAI Board members through which Board papers, governance papers, policies and procedures, background reading, and other reference documents can be accessed. Trustees will be provided with an account to access the site.

## 7.10 [WaterAid learning hub](#) (for training modules and induction)

A restricted access site for all WaterAid staff, volunteers and board members through which online training programmes are delivered, including trustees' induction, safeguarding, and cyber-security.

## 7.11 Other external links:

[Charity Commission](#)

[Companies House](#)

[Charity Governance Code 2017](#)



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**WaterAid is an international not-for-profit organisation, determined to make clean water, decent toilets and good hygiene normal for everyone, everywhere within a generation. Only by tackling these three essentials in ways that last can people change their lives for good.**

Front cover photographs from top: Menuka Khatri fetches water in Hardeni, Nepal (WaterAid / Prizma Ghimire); A partially dried riverbed in Koulpelogo, Burkina Faso (WaterAid / Basile Ouedraogo); Teshome Muluaem, left, and Kasahun Workineh using a switch board in Yiganda, Ethiopia (WaterAid / Behailu Shiferaw).

WaterAid international: [wainternational@wateraid.org](mailto:wainternational@wateraid.org) Website [www.wateraid.org](http://www.wateraid.org)