

# cwmpas

## Board Terms of Reference

### Overall Aim & Purpose

The board has overall responsibility for setting the strategy and direction of Cwmpas and for matters relating to corporate governance including financial accountability, legal and regulatory compliance, and control of risk.

### Composition and membership

The Board is made up of:

- up to 8 directors elected by and from the Society's Members.
- up to 1 independent director appointed by the Wales TUC.
- up to 3 independent directors appointed to the Board

At each AGM one quarter of elected board members will retire.

The board shall appoint and have the power to remove:

- a Chair, who shall also be Chair of all general meetings.
- a Secretary, who shall keep minutes of all board and general meetings.
- a Treasurer, who shall oversee the Cwmpas' financial affairs and ensure proper accounts are kept.

The agenda of each board meeting will be agreed by the Chair in advance. The Chief Executive will attend all meetings of the board along with senior staff at the discretion of the Chief Executive.

The board will have a quorum of 50% of the directors and shall include those directors who are not present in person.

## Responsibilities

The board's responsibilities are to:

- Set and maintain the Cwmpas' vision, mission, and values
- Develop and approve the Cwmpas' strategy and regularly review progress
- Set, operate within, and regularly review the Schedule of Delegated Authority (SoDA)
- Review and evaluate operational performance, outcomes, and impact
- Develop, agree, and review the Cwmpas' policies and procedures
- Ensure compliance, accountability, and transparency to enable Cwmpas to meet its legal and regulatory obligations
- Ensure risks are effectively identified and adequately controlled
- Maintain a healthy and safe organisation
- Maintain strong fiscal oversight, monitor Cwmpas' financial undertakings, examine financial reports, and ensure robust auditing processes are in place
- Implement an effective framework of financial management and control
- Agree and approve the annual budget
- Maintain effective quality procedures and controls
- Appoint committees as required; determine the committees delegated responsibilities and monitor the committee's activities
- Review committee responsibilities, membership, and authority annually
- Promote Cwmpas
- Appoint, appraise, discipline, and dismiss the Chief Executive
- Appropriately delegate authority to individual board members or members of staff.
- Review and evaluate its own performance

## Meetings and Reporting

The board meets at least four times, and up to eight times per year, with authority to convene additional meetings as circumstances require. Meetings can be in-person or virtual or a combination of both. The board has the ability to invite members of management, auditors, or others to attend meetings and provide pertinent information, as necessary.

Minutes will be taken of all board meetings. Draft minutes will be circulated to board members prior to approval at the next board meeting.

## Review

This document will be reviewed on a biennial basis by the Board. Next Review May 2026.