

## Board Charter

---

### Board Responsibilities

The Executive Board (the Board) is the governing body of the World Confederation for Physical Therapy (WCPT). The Board is required to:

- develop the strategic plan for the operation of WCPT and to monitor compliance with that plan.
- approve the operational plan and budgets that ensure the accountable and efficient management, and the long term financial viability, of WCPT.
- establish and maintain effective systems to ensure that the organisation is meeting the needs of the WCPT members and other key stakeholders.
- monitor the performance of WCPT to ensure that:
  - ✓ WCPT operates within its budget
  - ✓ audit and accounting systems accurately reflect the financial position and viability of the organisation
  - ✓ WCPT adheres to its strategic and financial and business plans
  - ✓ effective and accountable risk management systems are in place
  - ✓ effective and accountable systems are in place to monitor and improve the quality & effectiveness of services provided to member organisations by WCPT
  - ✓ any problems identified in the operation of the organisation are addressed and acted on in a timely manner
  - ✓ WCPT continuously strives to improve the quality of services provided to members and foster innovation
  - ✓ committees operate effectively
- appoint a Chief Executive Officer and to determine his or her remuneration and the terms and conditions of appointment.
- monitor the performance of the Chief Executive Officer, having regard to the objectives, priorities and key performance measures specified in WCPT's strategic plan and business plan and the CEO's annual performance plan.
- ensure the organisational structure of WCPT is fit for purpose.
- develop arrangements with other relevant agencies and stakeholders to enable effective and efficient delivery of member services.
- establish Board Committees - Finance Committee, Membership Committee and an Accreditation Committee. Other committees may also be established from time to time as required.
- adopt a code of conduct for Board Members and staff of WCPT.
- provide support for Board Members to undertake appropriate professional development.

## **Appointment to the Board**

WCPT's Executive Board is currently comprised of seven members.

- A President and Vice President elected by the general membership.
- A Board Member elected from each of the current five WCPT regions.

## **Role of the Board Chair**

The President of WCPT is the Chair of the Board. The Chair will:

- ensure the integrity of the Board's governance arrangements
- ensure the effective management of the Board's processes
- represent the WCPT to outside parties as required
- be the primary spokesperson for WCPT

The Chair has the same decision-making rights as all other Board Members. In the event of an equality of votes on a motion to the Board, the Chair shall have the casting vote.

It is recognised that:

- the Chair is bound by WCPT policies/guidelines and has no authority to alter, amend or ignore Board policies and processes.
- while it is necessary and appropriate for there to be a close working relationship between the Chair and the CEO, this does not displace the CEO's accountability to the Board as a whole.

## **Role of the Vice President**

The Vice President of WCPT is the Chair of the Membership Committee. The Vice President deputises for the President if she or he is unable to perform her or his function.

## **Role of Board Members**

The role of the Board Members is to lead and oversee the management and governance of the organisation. This involves attending Board meetings to engage, debate and to consider the issues presented to them including the reports from the committees; and to come to an agreement in a democratic way. It also involves employing and monitoring the performance of the CEO.

The decisions taken by Board Members in the context of the function of the Board shall bind the WCPT and therefore ultimate responsibility for the leadership of the organisation lies with the Board. It is expected that Board Members also form part of Board Committees.

Whilst the President is the primary spokesperson and representative of the WCPT, Board members are also representing WCPT and therefore their actions should reflect this.

Board Members of WCPT are ordinarily also appointed as Board Members of WCPT Trading. When performing their duties to either entity they should adhere to the following Code of Conduct:

- Attend at least 75% of Board meetings and devote sufficient time to their preparation for Board

meetings to allow for full and appropriate participation in the Board's decision making.

- Seek leave of absence from the Board Chair in the event that they are unable to attend a meeting.
- Observe the confidentiality of Board matters acquired by them in their role as Board members and not disclose such information to any person unless required by law to do so.
- Recognise that Board members are bound by decisions made by the Board. While Board members can verbalize their opinion voting against a motion, or abstaining from a vote, does not invalidate this requirement. Members shall not voice personal or dissenting opinions after the decision has been made. Voting against a motion, or abstaining from a vote, does not invalidate this requirement.
- Ensure that they do not make public comment on WCPT matters unless specially authorised to do so by the Board Chair.
- Ensure that they do not make media comment on WCPT matters unless specially authorised to do so by the Board Chair.
- Demonstrate the highest standards of ethical behaviour and professionalism in carrying out their duties as members of the Board and in their relationships with fellow Board members, staff, colleagues and the physical therapy community.
- Ensure they do not engage in discussions with other Board Member/s outside of the Board environment, where that discussion could be deemed to undermine the general wellbeing and cohesion of the Board itself. The business of the Board should rightfully be conducted within the Board meeting.
- Provide a positive role model for others by demonstrating courtesy, openness, integrity and impartiality and by adhering to WCPT policies and guidelines as well as the law
- Make decisions, provide advice and behave in a manner that is free from favouritism or self-interest.
- Perform all duties impartially and in the organisation's interest. If there is a reasonable perception that the Board member, their family or close associates could benefit personally from decisions that are taken, the conflict of interest must be disclosed and should always be resolved in favour of the organisation's interest rather than that of the Board member.
- Ensure that their position as a Board member is not used to obtain private benefit for themselves or someone else. Family or other personal relationships must not improperly influence Board decisions and the influence an individual Board Member may have as a member of the Board must not be used to gain preferential treatment of any kind.
- Exercise great care when giving or accepting business-related gifts including the provision of goods or services, personal favours and entertainment such as travel, tickets to sporting or cultural events, meals etc. Offers of money in any form must never be accepted.
- Report immediately to the Chair any offer of a gift or benefit that is believed to be an attempt to induce favoured treatment. In the case of the Chair he or she will bring this to the attention of the whole Board.
- Disclose any relevant criminal convictions or charges or professional misconduct. Relevant criminal offences are those with the potential to impact on the Board member's appointment or

which may adversely impact on WCPT's reputation and include, but are not limited to, drug trafficking, possession of drugs, assault, theft, violence and sexual offences and professional complaint upheld.

Board members, who are not appointed a member of a Board committee, are able to attend any Board committee meeting as observers. They must advise the Chair that they will be attending prior to the commencement of the meeting. The observer Board member does not have voting rights.

In performing their role, Board Members are bound by the legislated requirements of the Charities Act 2011 and informed by the *Good Governance: a Code for the Voluntary and Community Sector*.<sup>1</sup>

Where policies & procedures are unclear or prove insufficient in particular circumstances, Board Members should consider the core ideas contained in *The essential trustee: what you need to know, what you need to do*.<sup>2</sup>

### Communications

While it is appropriate that Board Members engage in discussions with a range of different stakeholders in order to fully inform and perform their role, Board Members should apply the following conditions in respect of communications with WCPT staff, WCPT volunteers, representatives from member organisations, strategic partners and stakeholders, and others from the broader physical therapy community.

- Discussion at Board and Board Committee meetings must be treated as confidential.
- However, in general, decisions of the Board are not confidential and the minutes of meetings of the Board and Committees may be made publically available.
- A Board Member will inform the Chair and/or CEO about any intention to contact members of staff or volunteers except where the Board member is a member of a Board Committee and the staff member provides support to that Board Committee. The outcomes of such discussions also are to be reported to the Chair and/or CEO.
- A Board Member is responsible for reporting to the Chair the outcomes of briefing and/or discussion with any stakeholders where WCPT interests have been discussed. The Chair will consider the appropriateness of informing the CEO of this report.
- A Board Member is responsible for ensuring that a favourable image of WCPT is projected when discussing WCPT with the broader community.
- A Board Member is not to engage in discussions with any party, where those discussions could be deemed to be defamatory to WCPT or in breach of WCPT's conflict of interest policy.

### Remuneration

A Board Member is not paid any remuneration. Reasonable expenses incurred in undertaking business for WCPT will be reimbursed as per policy.

### Indemnity

---

<sup>1</sup> Good Governance: a Code for the Voluntary and Community Sector <http://www.governancecode.org/>

<sup>2</sup> The essential trustee: what you need to know, what you need to do  
<https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3>

Board Members will not be held personally liable for anything done or omitted to be done in good faith when carrying out their duties. Appropriate Directors and Officers insurance will be provided by the organisation.

### Resignation

A Board Member may resign through a written resignation signed by that Board Member and delivered to the Board Chair.

The Board will seek the resignation of a Board Member if, as part of their annual declaration of interests, they are unable to furnish an attestation indicating that they have not:

- been convicted or found guilty of an offence, which, in the opinion of the Board, makes the Board Member unsuitable to be a Board Member of the Board.
- been declared insolvent under administration in either their home country or in the UK.

In addition, the Board may seek the resignation of a Board Member if that person has been absent, without leave of the Board, from all meetings of the Board held during a period of 6 months; or if the Board Member is physically or mentally unable to fulfil the role of a Board Member of the Board.

### **Role of the Treasurer**

The Treasurer is appointed by the Board of WCPT from its membership and is the Chair of the Finance Committee.

### **Role of Chief Executive Officer**

The Board will appoint a Chief Executive Officer (CEO) of WCPT and will determine the CEO's remuneration and the terms and conditions of her / his employment. The CEO is subject to the direction of the Board in controlling and managing WCPT.

The CEO will:

- manage WCPT in accordance with the strategic and business plans, strategies and budgets approved by the Board; and the instructions of the Board.
- prepare material for consideration by the Board including board papers, strategic plans, business plans, strategies and budgets.
- ensure that the Board and Board Committees are assisted and provided with relevant information to enable them to perform their functions effectively and efficiently.
- ensure that the Board's decisions are implemented effectively and efficiently throughout WCPT.
- provide timely, regular, adequate reports regarding the performance of WCPT.
- inform the Board in a timely manner of any issues of public concern or risks that affect or may affect WCPT.
- meet other legislative & regulatory requirements.

The Board recognises that the CEO is responsible for managing all operational matters, and to that end, the Board delegates executive authority for operational matters to the CEO.

The Board accepts that:

- as a fundamental principle that the CEO reports to the Board as a whole
- the responsibility for the overall assessment of the CEO belongs to the Board as a whole, notwithstanding that certain aspects of the task may be delegated to the Chair or other Board Members from time to time as approved by the Board.

### **Board Committees**

The Board has established a number of Committees, each with their own Terms of Reference, to provide a mechanism for concentrated focus on a particular area of interest to the Board. It is intended that as a result of the Committee's activities, the discussion of various issues at the Board's meeting can be more advanced and focused, in particular, Committees can:

- ensure that the Board's governance responsibilities are performed across the full range of WCPT's activities.
- deal with matters that do not require the attention of the full Board.
- investigate matters thoroughly prior to presenting them to the Board for consideration.

The WCPT Board Committees are:

- Finance Committee
- Accreditation Committee
- Membership Committee
- International Scientific Committee (also known as Congress Programme Committee)

The Board may establish other committees or working groups to assist it in the discharge of its responsibilities and may delegate the exercise of its powers to those committees or working groups. Each formally constituted Committee will have written Terms of Reference. Terms of Reference for Board Committees will be approved annually by the Board.

The Board remains accountable for the decisions of the Board Committees.

The Board has sole responsibility for the appointment of members to Board Committees and Advisory Committees. The Board may at any time remove a member of a committee from office; the Board must provide the reasons for the removal to the member, and inform the Chair of that Committee in writing. All other committee members will be informed of the decision by the Chair of that Committee at an appropriate time.

The Board will appoint the Chair of each Committee. This will ordinarily be a Board Member except for the International Scientific Committee.

The Chair of the International Scientific Committee is ordinarily appointed from amongst the membership of the previous congress International Scientific Committee.

The role of the Committee Chair replicates that of the Board Chair.

The CEO will additionally appoint an appropriate WCPT staff member to be the staff liaison for the Committee. The support officer will provide administrative and other support to the Committee under the direction of the Committee Chair, however the staff liaison remains accountable to the CEO.

The Board is responsible for ensuring that Committee members receive an appropriate induction, ongoing training and resources to appropriately discharge their duties.

WCPT will provide administrative support to the Committee.

### **Relationship between Board and World Confederation for Physical Therapy staff**

The CEO is appointed and accountable to the Board. All other WCPT staff are appointed by and remain accountable to the CEO.

A Board Member should inform the Chair and/or CEO about any intention to contact members of staff or volunteers except where the Board Member is the Chair of a committee and the staff member is the liaison for that committee. The outcomes of such discussions should be reported to the Chair and/or CEO.

Staff should not initiate contact to Board Members without the prior approval of the CEO except where the Board Member is the Chair of a Committee and the staff member is the liaison for the same Board Committee.

Notwithstanding the points above, the informal role of Board Members in supporting and encouraging staff should be acknowledged and encouraged. In particular, it is a responsibility of the Board to promote WCPT values by their actions and conduct.

The process of reporting suspected misconduct, illegal acts or failure to act within WCPT will be covered by the Whistleblowing policy.