



## **ABCD (Diabetes Care) Ltd**

### **Terms of Reference for Executive Members**

The ABCD executive is responsible for providing the financial, governance and performance management framework within which ABCD operates and overseeing the activities of the ABCD committee.

The ABCD Committee is responsible for leading, developing and implementing the activities of the ABCD and provides leadership and professional guidance. With the support of the ABCD executive, it aims to inspire, motivate, and provide the appropriate direction to the membership and external groups to achieve the charity's aims and objectives which are as follows:

- To provide training in relation to the diagnosis and treatment of diabetes.
- To promote skills in relation to the diagnosis and treatment of diabetes.
- To inform public about diabetes and diabetes cover
- To promote or carry out research and to publish the results thereafter.

#### **Composition of the ABCD Executive**

The executive consists of the chair, vice chair and three members each holding one of the following positions reporting to the chair:

- Honorary Secretary
- Honorary Treasurer
- Honorary Meetings Secretary

The chair reports to the board of trustees of Diabetes Care Trust (ABCD) Ltd of which ABCD (Diabetes Care) Ltd is a subsidiary. The responsibilities of each of the positions within the executive, including the chair, are specified in a role description approved by the executive. Each position, including the chair, must have a nominated named deputy ready to step when required.

The ABCD operations team supports the executive and the committee.

The length of office for an executive member, including the chair, shall not be for more than three years from date of their appointment. Thereafter, the executive member is entitled to re-apply for their executive position. No executive member shall serve more than two terms of office in one position, unless a resolution is passed by the rest of the executive authorising election for a further term. They would, however, be entitled to apply for another position on the executive where the same procedures would operate.

#### **Recruitment of Executive Members:**

When a vacancy occurs on the executive, either by resignation or completion of a term of office, application for the vacant position will be requested from the ABCD members by the chair. To be eligible to stand for election to the executive, a member must be a voting member of ABCD and be aware of and willing to accept responsibilities of the office and to work within the guidelines.

The list of nominees will be circulated to the executive team who will approve the final list and will be distributed to the ABCD membership.

if the number of nominees corresponds to the number and nature of the executive vacancies then those nominees will be elected automatically to the executive without recourse to a vote. If the number of

nominees exceeds the number of places available, members will be invited to vote for as many candidates as they wish up to a maximum corresponding to the number of available vacancies. No voting preference will be required. Votes not received by the closing date, will be invalid. The appropriate number of nominees with the highest votes cast will be elected to the available positions on the executive.

### **Executive Members Responsibilities:**

The executive is responsible for:

- Formulating and agreeing strategic direction of ABCD and its short, medium, and long-term business plans using input from the committee.
- Developing and approving annual business plan and assisting the committee with implementation.
- Supporting the committee in securing the funding and other resources required to deliver the agreed strategic direction and business plans.
- Supporting the committee in communicating the charity's vision and plans to the membership and external stakeholders.
- Assisting the committee with identifying and responding to business opportunities as they arise.
- Review requests from the committee for any activity outside the agreed business plan and provide approval where deemed appropriate.
- Supporting the committee with determining and making recommendations on the ABCD membership schemes, fees, and packages of benefits to the trustees
- Contributing to the aims/scope, editorial policies/ strategies, and annual business plan.
- Authorising payments.
- Reviewing and approving corporate governance documents such as Annual Return, Annual Report etc.

All executive members are expected to:

- Adhere to their specific role description and ABCD policies including Code of Conduct, Conflict of Interest and Equality and Diversity policies.
- Attend at least three out of every four committee meetings and make a significant contribution to these meetings.
- Attend the ABCD's annual conference.
- Have an active engagement with the committee, funders, and other stakeholders.

### **Removal of Executive Members**

Any member of the executive shall cease to hold office if they:

- ceases to be a member of ABCD.
- becomes incapable by reason of mental disorder, alcohol, illness, or injury of managing and administering their own affairs.
- resigns their office by notice to the Chair, or in the case of the Chair by notice to the executive team.
- fails attend at least three out of every four executive meetings without the permission of the executive and the executive resolve that their office be vacated.
- fails to make a significant contribution at the executive meetings.
- fails to have an active engagement with the committee and other stakeholders.
- Receive a vote of no confidence or are deemed to have brought the Charity into disrepute and are asked by the Chair to resign. The member concerned may appeal to the executive team.

If any member of the executive is removed from office, they will be unable to stand for re-election or have their position extended.



### **Executive Meeting Proceedings**

The executive should meet regularly, at least 6 times a year either held in person or by suitable electronic means agreed by the members in which, all participants may communicate simultaneously with all other participants.

Decisions made by the executive shall be by simple majority verdict unless otherwise agreed. All elected executive members shall have equal voting rights. In the event of there being a tied vote, then the Chair will have an additional casting vote.

Conflicts of interest will be declared each year in line with the ABCD conflict of interest policy.

All executive meetings will have an agenda with actions agreed and ratified by the executive as agreed, and then signed off by the Chair.

### **Executive Expenses**

All reasonable travel costs incurred by the individual will be reimbursed for executive members attending meetings. Expenses will be paid upon presentation of a completed ABCD expenses claim form. Car travel costs will be reimbursed at a rate of 45p per mile and rail or air fares will be refunded at standard class upon presentation of a valid receipt.

**Agreed by Executive team: 14<sup>th</sup> May 2021**

**Agreed by ABCD committee: 19<sup>th</sup> May 2021**

**Approved by Trustees: 23<sup>rd</sup> June 2021**

**Date of next review: June 2024**