

Maddy's Executive Advisory Group Terms of Reference

The Advisory Group provides expert advice, challenge and recommendations to support the Charity's mission and strategic objectives. The Group does not have governance responsibilities and is not a decision-making body of the Charity, unless members are also appointed Directors and has at least two Directors present. Ultimate authority and accountability remain with the Board of Directors, which will consider and determine any recommendations made by the Group.

1. Purpose and Scope

The Advisory Group's role may include:

- Providing expert advice and guidance on specific areas.
- Acting as a "critical friend" to the charity.
- Offering insight into beneficiary, stakeholder or sector needs.
- Supporting strategic thinking and future planning.
- Reviewing proposals and making recommendations.
- Helping identify risks, opportunities and emerging issues.
- Advocating for the charity and extending networks.
- Supporting fundraising, partnerships and profile raising where appropriate.

The Advisory Group:

- Reports to the Board of Directors.
- Makes recommendations rather than decisions.
- Can be consulted by Trustees on specific matters.
- May submit reports or papers to Board meetings.

What Decisions Can an Advisory Group Make?

An Advisory Group can generally make decisions about its own operation, for example:

- Meeting schedules.
- Priorities within its remit.
- Working groups and task-and-finish activities.
- Recommendations to be submitted to Trustees.
- Consultation responses where previously authorised.

Maddy's Mark is a company Limited by Guarantee.

Company Reg No: 14095028

Maddy's Mark is a registered charity in England and Wales (Reg No: 1200071)

Trustees may also delegate limited authority to the group, such as:

- Endorsing technical guidance.
- Making recommendations on grant programmes.

What an Advisory Group Cannot Do

Unless members are also appointed Directors and has at least two Directors present, the Advisory Group should not:

- Govern the charity
- Set charity strategy independently.
- Approve governing document changes.
- Appoint or remove Directors.
- Approve annual accounts.
- Approve the annual report.
- Finance
- Commit the charity to significant expenditure.
- Enter into contracts on behalf of the charity.
- Borrow money.
- Approve reserves policies.
- Legal and Regulatory
- Assume Director responsibilities.
- Make decisions that create legal obligations.
- Act as the charity's governing body.
- Represent itself as having authority to direct staff or Directors.
- Employment
- Hire or dismiss staff.
- Determine pay and terms and conditions.
- Conduct disciplinary actions.
- The Advisory Group shall not exercise any powers reserved to the Board of Directors and shall not commit the Charity to any financial, legal or contractual obligation.

Maddy's Mark is a company Limited by Guarantee.

Company Reg No: 14095028

Maddy's Mark is a registered charity in England and Wales (Reg No: 1200071)

2. Membership and Appointments

Membership

Membership shall comprise individuals with skills, knowledge, experience or lived experience relevant to the Charity's mission and activities.

The Group may include representatives from:

- Beneficiary communities.
- Partner organisations.
- Professional disciplines.
- Subject matter experts.
- Supporters and stakeholders.
- Appointment

Members shall be appointed by the Board of Directors following an open recruitment process or through targeted invitation where appropriate expertise is required.

Appointments shall normally be for a term of:

- Three years.
- Renewable once by agreement of the Board of Directors.

The Board of Directorss may terminate membership where:

- A member resigns.
- Attendance is consistently poor.
- A conflict of interest cannot be appropriately managed.
- The member acts in a manner inconsistent with the Charity's values or policies.

Membership shall be reviewed periodically to ensure an appropriate balance of skills, diversity and experience.

3. Meeting Frequency

The Advisory Group shall meet a minimum of four times each year.

Additional meetings may be convened by the Chair or at the request of the Board of Directors where urgent or significant matters arise.

Meetings may be held:

- In person.
- Online.
- By a combination of both methods.

Papers should normally be circulated at least five working days before each meeting.

4. Quorum

A meeting shall be considered quorate when at least:

One-third of the appointed membership, and

Two Directors

are present.

The Advisory Group shall seek to reach recommendations by consensus wherever possible.

Where consensus cannot be achieved, recommendations may be determined by a simple majority of members present and voting.

In the event of an equal vote, the Chair shall have a casting vote.

Recommendations made by the Advisory Group shall be submitted to the Board of Directors for consideration and are not binding on the Charity unless formally approved through appropriate governance processes.

5. Conflicts of Interest.

Members shall act in the best interests of the Charity and maintain high standards of integrity and transparency.

All members shall:

- Declare any actual, perceived or potential conflict of interest.
 - Update declarations as circumstances change.
 - Comply with the Charity's Conflicts of Interest Policy.
-
- A standing agenda item shall be included at the start of each meeting to allow declarations of interest.

Where a conflict exists, the Directors shall determine whether the member:

- May participate fully in discussions.
- May participate but not contribute to a recommendation.
- Should withdraw from part or all of the discussion.

All declarations and resulting actions shall be recorded in the meeting notes.