

Policy Document

Last amended at the 81st OB-PS Board Meeting, 7th December 2023

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1. Establishment of Olave Baden-Powell Society

The Olave Baden-Powell Society (The Society/OP-BS) was formed in 1984 at the 25th World Conference to provide financial support to the World Association of Girl Guides and Girl Scouts (WAGGGS) by recognising major donors and honouring individuals who have made major financial and personal contributions to the Girl Guide/Girl Scout Movement.

2. Olave Baden-Powell Society Terms of Reference

The Society operates within a Terms of Reference approved by the World Board (the governing body of WAGGGS) on 7 February 2021 as follows:

The Society is a clearly defined WAGGGS entity, and enjoys a unique status. It is not autonomous and is not a charity in its own right.

An elected Board plans, directs and ensures the delivery of the OB-PS strategy and activities. The Patron of the Society is appointed by the World Board, having consulted the OB-PS Board. The Olave Baden-Powell Society's purpose is:

- To inspire generosity and provide sustained financial support for the advancement of girls and young women through WAGGGS.
- To raise funds for WAGGGS; working towards an annual donation target agreed to by the Board of the Society, in consultation with the Head of Philanthropy and Individual Giving, WAGGGS.
- To provide a means of recruiting, engaging, networking and recognizing donors.

3. Olave Baden-Powell Society Purpose (Mission)

The purpose of the Society is to create a growing worldwide network of caring and influential women and men, to support WAGGGS in its work to enable girls and young women to develop their fullest potential as responsible citizens of the world. To this end, the Society acts to inspire generosity and sustained financial support from individuals.

4. Olave Baden-Powell Society and WAGGGS

4.1 Legal Structure

The Society is unique within WAGGGS in that it is autonomous in matters of governance while operating within the Terms of Reference approved by the World Board of the World Association. OB-PS is not a charity in its own right and it holds no funds in its own name. WAGGGS has charitable status and is responsible for compliance with the regulations of the Charity Commission for England and Wales. All fundraising by the Society is carried out on behalf of WAGGGS.

The Society is supported by WAGGGS Staff (responsible for supporting activities of the Society) based in the World Bureau, the office of WAGGGS in London.

4.2 Finances

In accounting terms, the Society is not an autonomous body. While donations can be identified as relating to the Society, funds are held in the accounts of WAGGGS. The OB-PS Board approves an annual OB-PS budget.

4.3 WAGGGS Policies

The Society and the OB-PS Board operates under WAGGGS policies as applicable including the Risk Management Policy.

5. Alterations to the Olave Baden-Powell Society Policy Document

Agreement by a minimum of two thirds (2/3rds) of Board Members present and voting is required to amend the OB-PS Policy:

- Section 2 – Olave Baden-Powell Society Terms of Reference
- Section 3 – Olave Baden-Powell Society Purpose (Mission)
- Section 7 – Olave Baden-Powell Society Members

Agreement by a simple majority of Board Members present and voting is required to amend any other section.

6. The Patron

Her Royal Highness Princess Benedikte of Denmark is the Patron of the Society.

7. Olave Baden-Powell Society Members

The Society is open to any individual who is in sympathy with the fundamental principles of WAGGGS and who has donated or has pledged to donate to WAGGGS.

7.1 Becoming a Member

There are 3 categories of OB-PS membership – Member, Young Member and Associate Member.

7.1.1 Members are individuals who satisfy one of the following criteria:

- have donated a minimum of £6,000 through a single payment or cumulative payments including by instalments
- have pledged a bequest/legacy
- have pledged a life insurance allocation of a minimum of £18,000
- have donated a minimum of £6,000 to a recognised WAGGGS Group or Groups (may be cumulative over time)
- had a donation of a minimum £6,000 made in their name.

7.1.2 Young Members are individuals who satisfy both of the following criteria:

- are under the age of 35 and
- have donated a minimum of £1,000 or have had a donation of a minimum of £1,000 made in their name.

7.1.3 Associate Members are individuals who satisfy one of the following criteria:

- have donated a minimum of £300 annually in support of WAGGGS through a single payment or cumulative payments over one year; (donations to a WAGGGS Group or Groups are not eligible)
- have made periodic donations that amount to a minimum of £300 annually.

Other forms of donations entitling membership of the Society will be considered by the Board.

7.2 Member recognition

The Society will create opportunities to welcome new Members and recognise donors through a tiered recognition programme as follows:

- Gold Member's Award £10,000
- Global Member's Award £15,000
- President's Award £20,000
- Princess Benedikte Award £25,000
- Leader's Award £50,000
- Innovator's Award £100,000
- Visionaries' Award £500,000
- Changemaker's Award £1,000,000

8. The Olave Baden-Powell Society Board

An elected Board is responsible for the governance of the Society and its strategic direction. In electing members of the Board, consideration will be given to the skill sets of those to comprise the Board and diversity of representation. The working language of the Board is English. Board Members do not receive remuneration or reimbursement of expenses for carrying out their roles.

8.1 Composition of the Board

The Board consists of:

- 8.1.1 Up to 12 elected (*as per 9.3 – Election of Board Members*) members with the power to vote, including the Executive Board positions of President and up to 2 Vice-Presidents.
- 8.1.2 Ex Officio Members of the Board, by virtue of their office:
 - The Patron of the Society
 - Up to 2 representatives from WAGGGS
 - Up to 2 consultants
 - WAGGGS staff member (OB-PS)

Ex officio members do not have the power to vote.

8.2 Role of Olave Baden-Powell Society Board Members

The primary role of an OB-PS Board member is to actively participate in the governance of the Society in accordance with the OB-PS Board Governing Principles.

Roles and Responsibilities

- To contribute to the development and regular review of the OB-PS strategic directions.
- To contribute to defining goals, setting targets and evaluating performance against targets.
- To review and ensure compliance with the OB-PS Policy Document.
- To approve the annual budget and review the annual financial statement.
- To promote the work of WAGGGS and the Society.
- To elect Board Members and the Executive Board positions of President and the Vice President(s) of the Society.
- To contribute to Board working groups.
- To decide the location and date of Society events.

8.3 Role of the Executive Board positions of President and Vice President(s)

8.3.1 The role of the President is:

- To lead and oversee the effective performance of the Board.
- To represent the Society and to speak on its behalf where appropriate.
- To chair meetings of the Board and Society events.
- To work with the Manager to ensure the efficient management of meetings and the implementation of decisions.
- To liaise with the Chief Executive of WAGGGS regarding the strategy and policy of the Society.

8.3.2 The role of Vice President is:

- To assist the President and to represent her/him when required.
- To chair any meeting, part of a meeting or Society events at the request of the President.
- To act as a member of the President's team, advising the President between meetings.

8.4 Role and Appointment of Consultants

- 8.4.1 Consultants may be appointed by the OB-PS Board to assist it in its deliberations.
- 8.4.2 An appointment of a consultant is for one year unless the specific task, for which the appointment has been made, extends beyond one year in which case the appointment may be extended by the Board for a specified period.
- 8.4.3 Consultants do not have the power to vote and do not receive remuneration for their work.

9. Election of Olave Baden-Powell Society Board Members

Elections to the Board of the Society are held every two years.

9.1 Eligibility to be a Board member

- 9.1.1 A nominee is required to be a Member of the Society (*as per 7.1.1 or 7.1.2 at the time of election*) who supports the purposes of OB-PS and WAGGGS and is able to fulfil the role of a Board Member as per 8.2 – *Role of OB-PS Board Members*.
- 9.1.2 Board members may complete their elected term irrespective of their membership status.

9.2 Nomination of Board Members

Nominations for the Board are invited from Members of the Society (*as per 7.1.1*).

9.3 Elections to the Board

The Board elects the required number of Board members from the nominations received.

- 9.3.1 To be elected, a nominee must receive a vote from a minimum of two-thirds (2/3) of the Board (or the nearest whole number greater than two thirds).
- 9.3.2 Vacancies will be filled by those nominees receiving the highest number of votes subject to 9.3.1.
- 9.3.3 If two nominees receive the same number of votes and only one vacancy remains, the President has discretion to ask the Board to decide which nominee is elected by calling for a second vote.
- 9.3.4 The names of those elected to the Board are submitted to the Patron for ratification.

9.4 Terms of Office of Board Members

- 9.4.1 Board Members are elected for a period of four (4) years.
- 9.4.2 The Board may grant existing Board Members an additional term of two years. To be eligible for an additional term, Young Members must fulfill the requirements of 7.1.2 or have become Members under 7.1.1.
- 9.4.3 A Board member in an Executive position may remain on the Board provided their total length of consecutive service on the Board does not exceed ten (10) years (*as per 9.6.7 and 9.7.6*).
- 9.4.4 A Board member is eligible for election to the Board provided a break of at least two (2) years has passed after the end of their previous term.

9.5 Casual Board Vacancies

- 9.5.1 A casual vacancy occurs in the event of an elected Board Member vacating their position or in the event a position is not filled at election.
- 9.5.2 The Board may appoint an eligible person, as per 9.1 - *Eligibility to be a Board member*, to fill the casual vacancy until the next election.
- 9.5.3 Board members put forward suitable candidates.

- 9.5.4 To be appointed, a person must be approved by a minimum of two-thirds (2/3) of the Board (or the nearest whole number greater than two thirds) and be ratified by the Patron.
- 9.5.5 A person filling a casual vacancy has the same rights and responsibilities as an elected Board Member.
- 9.5.6 A person who has filled a casual vacancy is eligible to stand for election to the Board.
- 9.5.7 The term of a person filling a casual vacancy does not affect their term of office as an elected Board Member.

9.6 Nominations and Elections of the President

- 9.6.1 Elections of the President are held when a vacancy occurs, normally every four years.
- 9.6.2 Nominations for the position of President are invited from current (retiring and continuing) or incoming, newly-elected Board Members. Nominees must give permission for their name to go forward for consideration. No proposer or seconder is required.
- 9.6.3 If there are no candidates for the position of President among the current or incoming, newly-elected Board Members, a call for nominations will be made to all Members.
- 9.6.4 Current and incoming, newly-elected Board Members vote to elect the President.
- 9.6.5 The nominee receiving the highest number of votes is elected. If two nominees receive the same number of votes, the current President (providing they are not a nominee) has a deciding vote. If the current President is a nominee and votes are equal, the ballot will be retaken until such time as one nominee receives the highest number of votes.
- 9.6.6 The names of those nominated for President are submitted to the Patron for ratification.
- 9.6.7 The President is elected for a period of four (4) years and is eligible for re-election to an executive role of up to a further four (4) years, provided their total length of consecutive service on the Board does not exceed ten (10) years.

9.7 Nominations and Elections of the Vice-President(s)

- 9.7.1 Elections of the Vice-President(s) are held when a vacancy occurs, normally every four years.
- 9.7.2 Nominations for the position of Vice-President(s) are invited from current (retiring and continuing) and incoming, newly-elected Board Members. Nominees must give permission for their name to go forward for consideration. No proposer or seconder is required.
- 9.7.3 The number Vice-President(s) (as per 8.1.1 *Composition of the Board - up to 2*) to be elected is determined prior to the election taking place.
- 9.7.4 Current and incoming, newly-elected Board Members vote to elect the Vice-President(s).
- 9.7.5 The nominee(s) receiving the highest number of votes are elected. If two of the nominees receive the same number of votes and only one vacancy remains, the current President has a deciding vote.
- 9.7.6 The Vice-President(s) is elected for a period of four (4) years and is eligible for re-election to an executive role of up to a further four (4) years, provided their total length of consecutive service on the Board does not exceed ten (10) years..

9.8 Casual Executive Board Vacancies

Where a vacancy for an Executive Board position of President or Vice President occurs between election periods, the Board may appoint an interim President or Vice President **from existing Board members** to serve until the next election. The appointed person is eligible to stand for election as President or Vice President. The interim term does not affect their term of office as an Executive Board Member.

9.9 Leave of absence

The President may grant a Board member a leave of absence for a period not exceeding six months. Board members on leave of absence do not have the power to vote.

10. Meetings of the Olave Baden-Powell Society Board

10.1 Meeting Frequency

The Board will meet at least four (4) times in each year at dates, times and manner (face to face or online) as determined by the Board.

10.2 Use of technology

- 10.2.1 A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology.
- 10.2.2 A Board member participating in a Board meeting on-line (*as per 10.2.1*) is taken to be present at the meeting and is able to vote.

10.3 Quorum

Half (1/2) plus one of the voting members of the Board (in person or as allowed by 10.2 - *Use of Technology*) constitutes a quorum.

10.4 Voting

- 10.4.1 Each Board Member has one vote for or against a motion. Where there are an equal number of votes, the President has a casting vote.
- 10.4.2 A motion must be passed by simple majority or consensus, except as in *Section 5 - Alterations to the Olave Baden-Powell Society Policy Document* and *9.3.1 - Election to the Board* where a vote of two thirds (2/3rds) of Board Members is required.
- 10.4.3 Voting by proxy is not permitted.
- 10.4.4 Voting can take place by a circulating motion sent to Board Members electronically. Circulating motions require a response from a minimum of half plus one Board Members to be binding. Circulating motions passed must be entered in the minutes of the next meeting.
- 10.4.5 Voting Majority is the number of votes required for a Motion to be carried. A Motion can require:
 - a simple majority - which is half plus one of the Board Members present and voting; or, in the case of a circulating motion, a simple majority - which is half plus one of the Board Members who cast a vote; subject to 10.3 - *Quorum*.
 - a two thirds majority - which is a minimum of two thirds (2/3rds) of Board Members present and voting (or the nearest whole number greater than two thirds); or, in the case of a circulating motion, a two thirds majority - which is a minimum of two thirds (2/3rds) of Board Members who cast a vote (or the nearest whole number greater than two thirds) subject to 10.4.4.

10.5 Conduct of Board Meetings

- 10.5.1 Meetings of the Board are chaired by the President or by a Vice President.
- 10.5.2 Meetings are conducted in English with due care and consideration for those members for whom English is not their first language.
- 10.5.3 The OB-PS Board Governing Principles guide Board conduct.