

## THRIVE GOVERNANCE

### 1 Introduction – A Summary of the Governance of Thrive Scotland (Thrive)

1.1 This policy explains Thrive’s governance, including the reasons for some aspects of Thrive governance.

### 2. Registration and Constitution

- 2.1. Thrive Scotland is a private company limited by guarantee, number 544115, registered in Scotland.
- 2.2. Thrive’s objects, as stated in its Articles, are: 1. The betterment of people’s lives in any country, including their health, education, assets, housing and income, 2. The reduction of poverty, in any country, 3. The improvement of systems in any country, contributing to the above.
- 2.3. Thrive’s Articles stipulate non-profit distribution: Any profits, or other income, are to be spent in promoting the company’s objects; No dividends are to be paid to members; If the company is wound up, all the assets are to be transferred to another body which has similar objects, or which promotes a charity.
- 2.4. Thrive actively considers whether to apply for charitable status, taking account of donors’ preferences, the possibility of receiving untaxed unrestricted income and optimum governance. Thrive’s governance therefore complies with charity law with regard to payment of directors.

### 3. Board of Directors

- 3.1. Thrive directors are women, chosen for their skills of finance, programme design and management, monitoring and evaluation, location in countries of operation and specialism in sectors of operation.
- 3.2. At least 3 directors are non-executive and not paid by Thrive. Fewer than half of directors may be paid by Thrive as consultants or as Thrive staff, and the maximum amount of their remuneration is set out in a written agreement and is reasonable in the circumstances, and the directors are satisfied that it is in the interest of Thrive for that director to provide those services for that amount. Thrive thereby complies with charity law while deliberately maintaining its senior consultants and senior staff as directors of Thrive, in order that the board and those leading the organisation overlap and have maximum vested interest in the good governance and good operations of Thrive.
- 3.3. Each director has a title (currently In-Country Director, Partnerships Director, Finance Director and Monitoring & Evaluation Director), and is responsible for the review and monitoring of some policies. Each policy notes the title of the director responsible for it.
- 3.4. The Person with Significant Control, Chair and CEO of Thrive is Thrive’s Partnerships Director.
- 3.5. The Thrive board takes decisions by consensus, and if this is not possible, by vote.
- 3.6. Where Thrive is asked to name a CEO, this is the Partnerships Director.
- 3.7. The Thrive board meets quarterly.

### 4. Women’s and Girls’ Rights

4.1. Women’s and girls’ rights are paramount to Thrive, and all Thrive’s initiatives and language promote them.

### 5. Environment

5.1. A healthy natural environment and climate are paramount to Thrive, both for their own sakes and for the survival and health of humankind. All Thrive initiatives promote and aim to improve them.

### 6. Consultants and employees

Thrive may employ consultants and staff, with employment of staff governed by an HR manual.

### 7. Policy review

Policy owner	Partnerships Director
Reviewed annually	Board of Directors
Policy date	August 2019
Next policy review date	August 2020