



**The International Confederation  
of the  
Society of St Vincent de Paul (SSVP)  
Governance Framework**

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Dear Vincentians

At Council General we are passionate about our mission and the people we serve. We understand that we can only serve by following the highest principles of governance. We have to organise ourselves and our work so that we operate in a way that is always compliant with our own Rule, with all local legislation and that is consistent with our Vincentian Values.

To help us achieve these standards and to remind us that they are necessary, CGI has created this Framework Document for each National Council to adopt and to put into practice. We recognise that different legislation operates in each country, but we believe that the principles set out in this Framework are universal and will help us all to ensure that good governance is at the heart of our organisation.

This Framework is an important document and will help us to create and strengthen a culture of compliance, responsibility, transparency and accountability. Furthermore, the principles of good practice set out in it will help us in making the best decisions in a responsible and consensual way.

I encourage you as leaders to adopt the principles and to use the Framework document to help you in following the best governance practices.

Yours in St Vincent and Blessed Frederic,

Renato

## 1. Document Purpose

*“The poor suffer less from a lack of generosity than from a lack of organization”*

(St Vincent de Paul)

### The Purpose of a Corporate Governance Framework

1.1 Good governance is fundamental to a charity’s success. It enables and supports a charity’s compliance with the law and relevant regulations. It also promotes a culture in which everything works towards fulfilling the charity’s vision.

1.2 The SSVP recommends that each country adopts a consistent corporate governance framework in order to deliver its objects and its strategic priorities, ensuring in doing so that it complies with country specific legal and regulatory operating requirements.

1.3 The SSVP believes that effective governance is based on ensuring there is a culture of compliance across its works and practices. This includes applied policies and procedures, clear accountabilities, external and internal audit plans, robust and resilient risk assessments and a culture of continuous learning which should be shared in a collaborative way on an international scale.

1.4 The governance framework seeks to define roles, responsibilities, policies and procedures that govern the works of the Society with the aim of supporting resilience and transparency in all its varied and complex activities.

1.5 Charity Governance Code - Each country may adopt a standard governance code established through key guiding principles; this may be already defined by a country's regulator or governing legal body. Each country's code should contain some guiding principles as outlined below.

## 2. Introduction

### 2.1 Origins of International Governance

The Society of St Vincent (also referred to as "SSVP") is primarily governed by the Rule of the Confederation of the Society of Saint Vincent de Paul and the International Statutes that govern its operations.

This overarching governing document should be read in conjunction with the International Rule (also known as "The Rule") and the International Statutes as well as any National Statutes that apply, taking into account local bylaws and the regulatory operating framework within each country.

### 2.2 International Statutes and The Rule:

The first International Rule was introduced in 1835 and is regularly reviewed and updated by International Council General (also referred to as Conseil Général International or CGI). This is supported by the International Statutes, which include the requirements for Superior Councils (also known as National Councils) to draft their own statutes, which Council General must approve.

<https://www.svp.org.uk/sites/default/files/content/Governance/International%20rule%20and%20statutes%202017.pdf>

The Rule (*Paris, Nov 2011*) reminds members that there are key elements that unite us all universally, more information can be found in the link below:

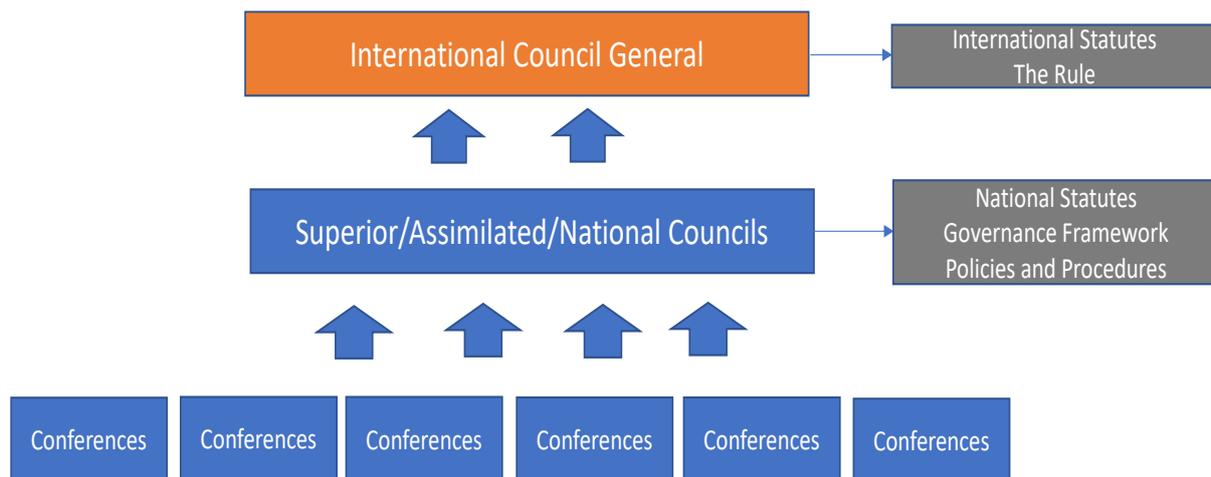
<https://www.slideshare.net/ssvp-formation/la-regla-117779316>

### 2.3 Legal Framework

2.3.1 Legal members - Each Council that joins the Confederation, and is properly instituted, becomes a legal member of the CGI, following French law. Only the CGI is empowered to institute new Councils and aggregate new Conferences to the Society, after consulting the relevant Superior, National, Assimilated or Associated Councils. Councils must be constituted within the scope of their national legislations as non-profit or similar organisations, and Instituted by the CGI.

2.3.2 Legal Liability: Under no circumstances shall the Confederation or any of its governing members, by virtue of the affiliation described above, be liable for events occurring without their full and proven knowledge. The Superior, National, Assimilated and Associated Councils shall, for all legal purposes, be the highest and ultimate bodies responsible, before any type of national or international jurisdiction, for events occurring within their jurisdictional areas.

### 2.3.3 International Organisation Structure



### 3. Guiding Principles

#### 3.1 Guiding principles for effective charities:

**Principle 1: Clear about its purpose and direction** – an effective charity is clear about its purposes, mission and values and uses them to direct all aspects of its work. All members of the Society should understand what is required of them on both an international and a national level and are consistent in adhering to those requirements.

**Principle 2: A strong board** – an effective charity is run by a clearly identifiable board or governing body or council that has the right balance of skills, training and experience, acts in the best interests of the charity and its beneficiaries, understands its responsibilities and has systems in place to exercise them properly.

**Principle 3: Fit for purpose** – the structure, policies and procedures of an effective charity enable it to achieve its purposes and mission and deliver its services efficiently. The operating practices or strategy may need to change to adapt to an ever-changing environment as need continues to grow or local legislation or the regulatory operating environment changes.

**Principle 4: Learning and improving** – an effective charity is always seeking to improve its performance and efficiency, and to learn new and better ways of delivering its purposes. A charity’s assessment of its performance, and of the impact and outcomes of its work, will feed into its planning processes and will influence its future direction.

**Principle 5: Financially sound and prudent** – an effective charity has the financial and other resources needed to deliver its purposes and mission, has efficient monitoring tools and controls and uses them so as to achieve its potential.

**Principle 6: Decision making, risk and control** – an effective charity makes sure that its decision-making processes are informed, rigorous and timely and that effective delegation, control and risk assessment and systems are set up and monitored.

**Principle 7: Responsible, accountable and transparent** – an effective charity is accountable to the public and others with an interest in the charity in a way that is transparent and understandable. All major strategic discussion points and decisions should be tracked, retained and reported accordingly. Members of the Board, Council or governing body should debate issues during meetings but ensure that, once a decision has been made and a resolution passed, the Board’s decisions are owned by every member of the Board or Council. A defined “Code of Conduct” for Board or Council members or governing body should be drafted and adopted by all when they are elected and signed as part of the on-boarding process. Board members should act with charity in all circumstances, even when opinions differ, because the virtue of humility should guide the work of all Vincentians.

Due to the size, variety and complexity of the Society’s activities and services there is an ever growing need for transparency and accountability. The Society exists to deliver its mission and that should remain its sole purpose in protecting the interests of those in need.

By following the key aspects of the governance framework outlined in this document, we hope to achieve continued transparency and accountability, ensuring that we foster an appetite for continuous improvement and self-assessment.

**We do this by:**

- ensuring there is a strategy for regular and effective communication about SSVP’s purposes, values, work and achievements
- regularly reviewing the processes for identifying, prioritising, escalating and managing risks. We also review the effectiveness of SSVP’s approach to risk management at least every year and at intervals through committees and sub-committees
- reviewing whether the governance and management committees (if applicable) have suitable terms of reference and membership, with suitably skilled and trained people, and whether (and to what extent) they have effective oversight of the SSVP’s activities, and making sure there are clear lines of responsibility and delegated authority
- ensuring that there is a transparent, well-publicised, effective and timely process for making and handling complaints or incidents and that any internal or external complaints are handled constructively, impartially and effectively
- ensuring that there is clear and transparent reporting and monitoring systems in place
- ensuring relevant and regulatory policies and procedures (see section 5) are adopted and enforced to ensure compliance with laws and regulations and to give guidance to members and staff (where applicable).

## 4. The Governance Code

#### 4.1 Purpose of a governance code

Establishing a governance code sets out standards of good practice for an organisation, regulating activity and developing high standards of best practice.

4.2 In the context of each country's governance code we ensure that through the election of members of the governing body (who might be called Trustees, Directors or Members of Council) that:

- they agree to the SSVP's International Rule and Statutes
- they ensure the Vincentian ethos and values run through its governance arrangements
- they are compliant with the organisations constitution
- they adhere to designated terms of office
- they are collectively responsible for decision making and are quorate when doing so in practice
- they are committed to the SSVP's cause and mission which is at the heart of decision making and that they joined its Board because they want to help the Society deliver its purposes most effectively for public benefit
- they adhere to defined "Codes of Conduct" across the internal SSVP structure
- they fully adopt the principles of servant leadership
- they understand their roles and legal responsibilities, and, in particular, have read and understand the International Rule, National Statutes and Articles of Association as well as any local legal/governance requirements or principles
- they have fiduciary duty of undivided loyalty and good faith towards beneficiaries ensuring transparency in using money and assets in an appropriate way
- they have the proper formation to fulfil their responsibilities

4.3 The Superior or National Council is responsible for:

- maintaining the ethos and principles of the SSVP
- the election of the National President and approving members of the Council or Board who are appointed by the National President (as provided by the applicable national statutes)
- the discharge of any other functions and responsibilities on behalf of the SSVP
- having a fiduciary duty of undivided loyalty and good faith towards beneficiaries and suppressing their own interests in order to support the members of the governing body in carrying out their fiduciary duties to the Society and its beneficiaries
- setting the strategic direction of the Council
- scrutinising policies and procedures proposed by the members of the governing body
- considering any relevant matters raised by lower Councils or Conferences

4.4 Non-compliance

Superior or National Councils must ensure that Councils and Conferences comply with laws of the relevant country in which they operate and with the International Rule.

Legal issues which involve one Council or one Conference have the potential to affect the whole SSVP and therefore, if not addressed, may lead to the suspension and removal from the SSVP of the offending member, Conference or Council. Such legal issues include but are not limited to the following:

- Violation of any statute, law or regulation applicable to the operation of not-for-profit organisations.
- Failing to conduct an annual audit and report accordingly.
- Failing to file appropriate legal and statutory documents.
- Failing to submit required annual reports
- Maintaining large balances that do not constitute legitimate reserves for future operations and which constitute hoarding
- Failing to apply/expend funds in a manner consistent with law, the Rule and Statutes, and SSVP policy
- Engaging in, or condoning, behaviour that constitutes bullying, harassment or unlawful discrimination against another person
- Acting in an autonomous manner and as though not answerable to the SSVP
- Changing internal policies or governance structures to permit activity contrary to The Rule of the SSVP or International Statutes or to the laws of the relevant jurisdiction
- Removing members without complying with The Rule of the SSVP
- Violating confidentiality of those being served
- Any other issues having legal implications.

## 5. Policies and Procedures

### 5.1 Purpose of having established policies and procedures

Policies and procedures are an essential part of any organization. Together, policies and procedures provide a roadmap for day-to-day operations. They ensure compliance with laws and regulations, give guidance for decision-making, and describe internal processes.

5.2 CGI and each Superior/National Council should set out a number of policies and procedures that outline the organisation's plans in guiding both members and staff (where applicable) through day to day operational activity.

5.3 All policies and procedures should be reviewed regularly and at least every 3 years, and as may be required in light of relevant legal or regulatory changes.

5.4 Where there is a statutory or legal obligation to follow a defined set of procedures, each country should adopt those policies and procedures and enforce them across the National structure. These may include policies and procedures illustrated below for example, or other policies and procedure specific to a particular country and the regulatory landscape in which they operate:

- Risk Management
- Safeguarding
- Health & Safety
- Data Protection
- Equality and diversity
- Fundraising