

IATEFL Code of Governance

Last reviewed October 2026

Introduction

This Code of Good Governance sets out the principles and standards by which the International Association of Teachers of English as a Foreign Language (IATEFL) is governed. It provides a framework for effective leadership, accountability, integrity and stewardship, ensuring that the Association fulfils its charitable objectives and serves its members, volunteers, beneficiaries and wider stakeholders.

IATEFL is committed to the highest standards of governance and seeks to align its practices with current charity governance principles, legal requirements and recognised best practice. The Board of Trustees is responsible for ensuring that the Association is well governed, financially sustainable, inclusive, transparent and responsive to the needs of its stakeholders.

The Association is committed to promoting equity, diversity, inclusion and accessibility in all aspects of its work and to fostering a culture of respect, collaboration and continuous improvement.

1. Board Leadership

The Association should be led and controlled by an effective Board of Trustees that collectively ensures delivery of its charitable purposes, sets strategic direction and upholds the Association's values.

Supporting principles for the board:

- The roles of trustees, officers, committees, staff and volunteers are clearly defined.
- The board accepts collective responsibility for directing the affairs of the Association and ensuring it remains effective, solvent and sustainable.
- The board focuses on strategy, oversight and long-term sustainability while delegating operational management appropriately.
- The Board maintains and regularly reviews a clear scheme of delegation, setting out decision-making authority, accountability and reporting arrangements between the Board, officers, Chief Executive, committees and other delegated bodies.
- The Board governs and provides strategic oversight, while the Chief Executive is responsible for the day-to-day management of the Association within the authority delegated by the Board. Trustees need to respect this distinction and avoid inappropriate involvement in operational management.
- The Board is responsible for setting and modelling the values, culture and behaviours expected throughout the Association, ensure that decision-making reflects the Association's mission, values and commitment to inclusion.

- Trustees share collective responsibility for decisions made by the Board, regardless of individual views expressed during discussion.

2. Decision-Making, Risk and Control

The Board is collectively responsible for ensuring that the Association performs effectively, complies with its legal obligations and manages risk appropriately.

Supporting principles:

- The Board ensures that serious incidents are identified, escalated, managed and, where required, reported promptly to regulators and other relevant authorities.
- Significant Board decisions are appropriately documented, including the information considered, relevant risks and conflicts, and the reasons for the decision.
- The Board maintains effective systems of governance, internal control and financial oversight.
- The Board regularly reviews strategic, operational, financial, reputational, safeguarding and digital risks.
- The Board establishes and monitors a risk register and determines the Association's risk appetite.
- The Board ensures compliance with UK charity law, company law, data protection legislation and all other relevant legal and regulatory requirements.
- The Board ensures prudent stewardship of resources and protection of the Association's assets.
- The Board ensures clear policies on cybersecurity, information governance, digital resilience and the responsible use of emerging technologies, including artificial intelligence.
- The Board monitors delegated activities through regular reporting and review.
- Trustees must identify, declare and appropriately manage actual, potential and perceived conflicts of interest and conflicts of loyalty. The Association maintains an up-to-date register of trustees' interests, and the management of significant conflicts is appropriately recorded.
- The Board ensures that committees, Special Interest Groups and other bodies operating under the Association's authority work within clearly defined governance, financial, safeguarding and reporting arrangements appropriate to their responsibilities.

3. Board Effectiveness

The Board should possess the skills, experience, diversity and knowledge required to govern effectively.

Supporting principles:

- Trustees understand their legal duties and responsibilities.

- The Board regularly reviews its collective skills and identifies gaps. Where skills or experience gaps remain, the Board should consider appropriate ways of addressing them through development, succession planning, committees, advisers or other mechanisms permitted by the governing documents.
- Trustees receive appropriate induction, development and ongoing training.
- Trustee election, appointment and recruitment processes should be open and transparent and should seek to enhance the diversity, representation, skills and experience of the Board.
- The Board ensures effective succession planning for trustees, officers and senior leadership positions.
- Appropriate arrangements are in place for the supervision, support, appraisal and remuneration of the Chief Executive.

4. Review, Learning and Renewal

The Board should regularly evaluate its effectiveness and seek continuous improvement.

Supporting principles:

- The Board periodically reviews its own performance and governance arrangements.
- Strategic reviews are undertaken to assess the Association's effectiveness and future direction.
- Feedback from members, volunteers, staff and stakeholders informs governance development.
- The Board promotes innovation, organisational learning and continuous improvement.
- This Code is reviewed periodically to ensure that it remains consistent with the Association's governing documents, legal and regulatory requirements, and recognised good governance practice.

5. Openness, Inclusion and Accountability

The Board should be open, responsive and accountable to members and stakeholders.

Supporting principles:

- The Board promotes a culture of respect, professionalism and ethical behaviour.
- The Association maintains robust safeguarding arrangements and promotes the welfare and safety of all participants in its activities.
- The Board reports regularly to members on the Association's strategy, performance, financial position, significant risks and governance and provides appropriate opportunities for members to ask questions and contribute their views.
- Members, volunteers, staff and stakeholders are encouraged to contribute to planning and decision-making.
- The Board ensures equity, diversity, inclusion and accessibility across all areas of the Association's work.

- The Association seeks to remove barriers to participation and ensure that opportunities are accessible to all.
- The Board regularly reviews its environmental and social impact and makes reasonable and timely adjustments to promote sustainable and inclusive practices.

6. Trustee Responsibilities and Conduct

Individual trustees share collective responsibility for the governance and success of the Association and are expected to perform their role diligently, professionally and ethically.

Supporting principles:

a. Commitment and participation

- Trustees are expected to attend a minimum of 75% of scheduled Board meetings during any rolling 12-month period unless exceptional circumstances apply.
- Trustees are required to prepare adequately for meetings by reading papers and seeking clarification where necessary.
- Trustees are required to allocate sufficient time to fulfil their responsibilities, including participation in committees, working groups and trustee activities.
- Trustees should exercise independent judgement and make decisions solely in the interests of the Association and its charitable purposes.
- Trustees elected or appointed through a particular constituency or group bring valuable knowledge and perspectives to the Board. However, when carrying out their duties as Trustees, their responsibility is to act in the best interests of IATEFL as a whole, rather than to represent or promote the interests of the constituency or group through which they were elected or appointed.
- Trustees should challenge constructively and contribute to robust debate while respecting differing viewpoints.
- In cases of repeated non-attendance or failure to engage with Board business, the Chair and Board may review the situation and take appropriate action in accordance with IATEFL's governing documents.

b. Integrity and behaviour

- Trustees should act honestly, transparently and in accordance with the Association's values.
- Trustees should maintain appropriate confidentiality regarding sensitive information obtained through their role. Trustees are bound by the non-disclosure agreement rules.
- Concerns about a trustee's conduct, behaviour or ability to fulfil their responsibilities should be addressed fairly, consistently and promptly in accordance with the Association's governing documents and relevant policies.
- Trustees serve on the Board on a voluntary basis and receive no payment for carrying out their role. They may be reimbursed for reasonable and approved

expenses incurred in carrying out their duties, in line with the arrangements for other IATEFL volunteers.

- Trustees must declare any actual or potential conflict of interest and must not use their position as a Trustee for personal financial gain. Conflicts of interest and any potential financial benefits to Trustees will be identified, recorded and managed in accordance with IATEFL's governing documents and relevant policies.

c. Learning and development

- Trustees should participate in induction, governance training and ongoing professional development.
- Trustees should keep themselves informed about developments relevant to the Association, charity governance and their trustee responsibilities.

This Code reflects IATEFL's commitment to effective, responsible and transparent governance. Good governance is a shared and continuing responsibility, requiring trustees to exercise sound judgement, act in the best interests of the Association and remain accountable to its members and wider stakeholders. By applying these principles consistently and reviewing them regularly, the Board will help ensure that IATEFL remains a trusted, sustainable and inclusive international association, able to fulfil its charitable purposes and serve the ELT community now and in the future.