

TRANET-AFRICA BOARD OF DIRECTORS HANDBOOK

Updated April 2020

This handbook is issued to the members of the Board of Directors of the Transformative Leaders Network- Africa (TRANET-Africa) on the 21st of January 2020. This handbook may be updated from time to time and will be reviewed every two years at least. The Chair will send any revised version of the Directors Handbook to all Board members as soon as practicable after revisions have been incorporated. Board members should check with the Executive Director that they are reading the most recent version of the Handbook at any given time.

Role of the Board

The role of the Board is to:

- a. ensure compliance with the objectives, purposes and values of the organisation, and with its governing document, the Directors' Deed (Appendix 1);
- b. set or approve policies, plans and budgets to achieve those objectives, and monitor performance against them;
- c. ensure the solvency, financial strength and good performance of the organisation;
- d. ensure that the organisation complies with all relevant laws, regulations and requirements of its regulators;
- e. deal with the appointment (and if necessary the dismissal) of the organisation's chief executive;
- f. set and maintain a framework of delegation and internal control; and
- g. Agree or ratify all policies and decisions on matters which might create significant risk to the organization, financial or otherwise.

Statement of Duties of Board Members

The Board must ensure that the organisation's vision, mission and values (Appendix 2) and activities remain true to its objects.

Board Members are bound by an overriding duty, individually and as a Board, to act reasonably at all times in the interests of the organisation and of its present and future beneficiaries.

All Board Members are equally responsible in law for the Board's actions and decisions, and have equal status as Board members.

Each Board Member shall be given the documents specified at Appendix 3 to assist them in understanding their duties as board members. A board member should seek any additional information needed to clarify or better understand the board members' role.

Each and every Board member must act personally, and not as the representative of any group or organization; this applies regardless of how that person was nominated, elected or selected to become a board member.

Individual board members must not act on their own on behalf of the Board, or on the business of the organisation, without proper authority from the Board.

Board members are not directly involved in decisions which have been properly delegated to staff but hold staff to account through the Executive Director.

Letter to be signed by members of the board of directors

This letter (*template in Appendix 4*) confirms the members are aware of their responsibilities:

The terms-of-reference include obligations to:

- a. know and support the mission of the organisation;
- b. uphold the values and objectives of the organisation;
- c. give adequate time and energy to the duties of being a a board member;
- d. prepare for meetings in advance;
- e. maintain confidentiality;
- f. offer informed and impartial guidance;
- g. fulfill fiduciary and statutory duties;
- h. act with integrity, and avoid or declare personal conflicts of interest;
- i. participate in committees and special events;
- j. support the Executive Director;
- k. take part in resource development;
- l. promote the organisation in the community;
- m. comply with the principles of the relevant Code of Governance;
- n. Confirm understanding that the Chair runs the Board and sets the agenda which is strategic and takes account of members' issues.

Role of the Chairperson Board of Directors

The Chairperson is responsible for the running of the Board and for the performance appraisal of the Executive Director on behalf of the Board.

The Chair should ensure that the members of the Board receive accurate, timely and clear information, in particular about the organisation's performance, to enable the Board to

take sound decisions, monitor effectively and provide advice to promote the success of the organisation.

The Chair should enable effective communication with stakeholders and ensure that the Board upholds the highest standards of integrity.

The Chair should manage the Board to ensure that sufficient time is allowed for discussion of complex or contentious issues. Where appropriate, the Chair should arrange for informal meetings beforehand to enable thorough preparation for the Board discussion. It is particularly important that board members have sufficient time to consider critical issues and are not faced with unrealistic deadlines for decision-making.

The Chair should encourage active engagement by all the members of the Board, ensure that Board members focus on the strategic direction of the organisation and avoid becoming involved in day-to-day operational decisions and matters.

The role of the Chairperson should include, as a minimum, to ensure:

- a. the efficient conduct of business at the organisation's Board and general meetings;
- b. that the organisation's business is efficiently and accountably conducted between Board meetings;
- c. that the organisation complies generally with the relevant code of conduct
- d. that the appraisal and remuneration of the organisation's Executive Director is conducted in accordance with the relevant Code in place.
- e. that the employment of the Executive Director complies with employment legislation and good practice; and
- f. that the appraisal of the Board of Directors performance is conducted in accordance with the relevant Code.
- g. that he/she delegates duties to his/her vice at any such times when he/she is unable to perform any of his/her roles and duties.

Role of the Executive Director

The Executive Director is responsible for the running of the organisation. The Executive Director has responsibility for maintaining a clear division of responsibilities. He/she is the effective link between Board and staff, informing and implementing the strategic decisions of the Board.

Board members are not directly involved in decisions which have been properly delegated to staff but hold staff to account through the Executive Director.

The Executive Director will report to the Board on a quarterly basis regarding legal and regulatory compliance.

Role of the Finance Secretary

The Finance Secretary is responsible for maintaining an overview of the organisation's financial procedures and financial health. The Finance secretary will chair the Finance and Procurement Committee and will sign the report of the External Auditors.

Code of Conduct

Board members must have a good understanding of, and be sympathetic with, the aims and objects of the organisation and act in accordance with the governing document at all times.

Board members must act and make decisions in the best interests of the organisation, and its present and future beneficiaries.

Board Members should do their best to avoid conflicts of interest, and where they do find that they have a conflict, they should declare that fact and not take part in any relevant decision-making, in accordance with the conflict of interest policy.

Board Members must play an active role in Board and sub-committee meetings, having spent due time reading and digesting Board papers in preparation for the meeting. A minimum attendance at meetings should be specified to ensure that best practice in governance is reached and maintained.

Board members are jointly and severally liable for their decisions, therefore decisions should be taken together, as a team, recorded accurately in the minutes, and communicated to staff, beneficiaries and funders in a unified manner.

Board Members are accountable to a range of interested stakeholders for their actions and as such decision-making and governance issues should be as transparent as possible, except for when confidentiality is required.

Any information of a confidential nature must remain so outside the confines of the Board Meeting.

Conflicts of Interest

Board members should identify and promptly declare any actual or potential conflicts of interest affecting them.

Where a material conflict of interest arises at a Board meeting, the Board Member concerned should not vote on the matter or participate in discussions. She or he should also offer to withdraw from the meeting, and the other board members should decide if this is required.

Gifts & Hospitality

Board Members should declare all personal gifts received or material hospitality of a value greater than 1,000,000 Uganda shillings (approximately 300 US Dollars) each accepted while on the organisation's business, or from people or organisations connected with the organisation; such declarations should be recorded in Board minutes or in a register kept for that purpose.

Where board members accept gifts exceeding the materiality threshold they should contribute such gifts or their monetary value to the organization's cause. Such contributions and their origin should be recorded in the Board minutes or register.

Board members should under no circumstances accept any gifts or hospitality where this could be seen as being likely to influence the decisions of the Board.

Finance and procurement Committee

The Board will establish an finance And procurement committee of three board members, chaired by the secretary for finance. The Board should satisfy itself that at least one member of the finance and procurement committee has recent and relevant financial experience. The Chair of the Board will not be a member of the finance and procurement committee.

The main role and responsibilities of the finance and procurement committee include:

- a. to monitor the integrity of the financial statements of the organisation, and any formal announcements relating to the organisation's financial performance, reviewing significant financial reporting judgements contained in them;
- b. to review the organisation's internal financial controls and to review the organisation's internal control and risk management systems;
- c. to monitor and review the effectiveness of the organisation's internal audit function;
- d. to make recommendations to the Board, for it to put to the members for their approval in general meeting, in relation to the appointment, re-appointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor;

- e. to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant Uganda professional and regulatory requirements;
- f. A separate section of the audited accounts should describe the work of the committee in discharging those responsibilities.

The Finance and Procurement committee will review arrangements by which staff of the organisation may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters. The Finance and Procurement committee's objective will be to ensure that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action. The Finance and Procurement committee will meet at least three times per year, normally in conjunction with meetings of the Board of Directors.

The Finance and Procurement committee should monitor and review the effectiveness of the internal audit activities.

Where there is no internal audit function, the Finance and Procurement committee should consider annually whether there is a need for an internal audit function.

The Finance and Procurement committee should have primary responsibility for making a recommendation on the appointment, reappointment and removal of the external auditors. If the Board does not accept the Finance and Procurement committee's recommendation, it should include in a report of the Board and in any papers recommending appointment or re-appointment, a statement from the Finance and procurement committee explaining the recommendation and should set out reasons why the Board has taken a different position.

There should be a statement available to stakeholders how, if the auditor provides non-audit services, auditor objectivity and independence is safeguarded.

Board Self-Assessment

The Board should ensure that at least every one year, it sets aside time to reflect on its own performance and functioning as a team. The results of these appraisals should be used to make necessary changes and improvements, to inform the creation of appropriate training programmes, and to guide Board Member renewal and recruitment.

Standing Orders for the Board of Directors

- a) The Board of Directors shall normally meet three times per year;
- b) The Board of Directors shall elect a Chair and a secretary for finance who will undertake responsibilities as set down in the Board of Directors Handbook
- c) The Chair of the Board of Directors is responsible for convening meetings of the Board of Directors and approving the agenda which will be prepared by the Executive Director.
- d) Any member of the Board may request in advance that an item be added to the agenda.
- e) All relevant documents for the meeting of the Board will be circulated at least one week in advance of the meeting by the Executive Director.
- f) In order for a meeting of the Board of Directors to be quorate, 50% plus one of the members of the Board of Directors must be participating in the meeting.
- g) The Board of Directors may make arrangements for participation via tele-conferencing.
- h) If the Chair is unable to attend a meeting a temporary Chair may be elected for the duration of the meeting.
- i) If voting is required in order to resolve any issue the decision will be made by simple majority of members present. In the event of a tied vote the Chair will have a casting vote.
- j) The Board may decide to delegate specific matters in written form to a specific Board member and/or a sub-committee of Board members. The full Board should receive a written report of the outcome.
- k) The Board may decide to take decisions in between meetings through discussion on email.
- l) The Board may invite non-members to take part in Board discussions but they will have no voting or decision making rights.
- m) Minutes of meetings of the Board will be kept under the responsibility of the Executive Director and will be circulated after each meeting and formally approved at the subsequent meeting. In addition to the business on the agenda, the Minutes shall include a record of those present, and actions arising from business discussed. The Chairperson shall sign the Minutes of the previous meeting once approved by the Board. A signed copy of the Minutes shall be retained in a Minute Book by the Secretariat

International Advisory Council

The International Advisory Council of Transformative Leaders Network- Africa (TRANET-AFRICA) is a body created by the Board of Directors to give advice to the Board of Directors on Strategy and policy. While the Board of Directors is expected to receive whatever advice the Council offers, it is under no obligation whatsoever to act on such advice nor to account to the International Advisory Council in relation to that advice or at all. The Board of Directors retains the responsibilities for the direction of the organisation already outlined in this document. The terms of reference of the International Advisory Council are set out in Appendix 5 to this document.

Appendix 1: TRANET-Africa Board Deed

(to be appended separately in pdf format)

Appendix 2: Vision, Mission and Core Values of the Transformative Leaders Network-Africa (TRANET-AFRICA)

VISION

A society where the leadership upholds the ideals of social justice and gender equality and where Human Right Defenders at the local and national level are recognized to be essential actors in the struggle for human rights, democracy, accountability, good governance and enjoy the freedom and security to undertake their legitimate activities.

MISSION

The mission of TRANET-AFRICA is to protect, strengthen, defend, support, and act for and with young Human Rights Defenders, champions of accountability, social justice and good governance among others whose lives and health, organizations and or work are at risk because of their peaceful and legitimate activities.

CORE VALUES

In providing protection and support to human rights defenders, TRANET-AFRICA and its staff are committed to:

- focus on the primacy and centrality of young defenders, champions of accountability, social justice and good governance among others
- demonstrate profound respect and empathy for young defenders, champions of accountability, social justice and good governance among others
- meet the needs expressed by the young defenders, champions of accountability, social justice and good governance among others in a fast, flexible and relentless manner
- achieve tangible impact
- act with independence, impartiality and integrity
- perform with dedication, confidentiality, professionalism and accountability
- show transparency and openness
- develop participative and cooperative relations

Appendix 3: Briefing documents for new Board members

- Strategic Plan
- Most recent Annual Reports (Business Plan, Dispatches, Annual Report)
- Most recent Audited Accounts
- All relevant policy documents

Appendix 4: Template Letter to be signed by members of the board of directors

To: The Chairperson

Transformative Leaders network- Africa (TRANET-Africa)

Date dd/mm/yy

As a member of the board of directors of TRANET-Africa, the Transformative Leaders Network- Africa I hereby confirm that I am aware of my responsibilities to:

- know and support the mission of the organisation;
- uphold the values and objectives of the organisation;
- give adequate time and energy to the duties of being a board member;
- prepare for meetings in advance;
- maintain confidentiality;
- offer informed and impartial guidance;
- fulfill fiduciary and statutory duties;
- act with integrity, and avoid or declare personal conflicts of interest;
- participate in committees and special events;
- support the Executive Director;
- take part in resource development;
- promote the organisation in the community;
- comply with the principles of the relevant Code;
- confirm understanding that the Chair runs the Board and sets the agenda which is strategic and takes account of members' issues.

Sincerely,

Appendix 5: International Advisory Council (Terms of Reference)

The International Advisory Council was created to meet two inter-related challenges. TRANET-AFRICA receives some questioning from funders and others about the international diversity of our governance structures. At the same time as we have added non Ugandan based members to the organization and the Board it will become more

difficult to find suitable dates for Board meetings and to ensure attendance at Board meetings.

The Board of Directors therefore agreed in April 2020 to create a new body, to be named the International Advisory Council (IAC), which would meet once per year together with members of the Board of Directors. The main purpose is to give international input on Strategy. The IAC will also contribute ideas to be considered in the strategic planning process.

The Board of Directors retains its existing legal responsibilities for the management of the organization. One of the Board meetings will coincide with an IAC meeting. All members of the Board of Directors would automatically be members of the International Advisory Council.

The IAC does not have a specific legal status in the Board of Directors Manual. The current Board manual provides discretion for the Board of Directors to establish such a body as a means of getting the best advice on the strategic direction of the organisation. The Manual on Powers of the board of directors specifies that board members may, “If and when they shall think fit employ and pay out of the Board Fund any person or persons to do any act or acts... ..although they or some or one of them could have done the act or those acts.”

Criteria for membership of the IAC

- international credibility, ideally to have individuals from each of the world regions not already represented who could provide strategic input to the work of TRANET-AFRICA; at all times there should be at least one person from the 5 regions; - assistance with fund-raising; - former board members

Standing Orders

a) The International Advisory Council shall be convened by the Board of Directors one time per year, normally in conjunction with a Board of Directors meeting.

b) Members of the IAC will be appointed by the Board of Directors for a three year term, renewable once.

c) Each meeting of the IAC shall be chaired by a member of the Board of Directors.

d) The agenda and preparation of the IAC shall be the responsibility of the Board of Directors.

- e) Any member of the IAC may request in advance that an item be added to the agenda.
- f) All documents for the meeting of the IAC will be circulated at least once a week in advance of the meeting.
- g) Minutes of meetings of the IAC will be kept under the responsibility of the Executive Director and will be circulated after each meeting.
- h) Given the advisory nature of the IAC there is no provision for voting or decision making