



GOVERNANCE AND MANAGEMENT PAPER FOR NEW BOARD MEMBER'S INFO AND GUIDE FEBRUARY 2021

A. What is Governance?

Governance is about....

- ❖ Setting and maintaining an organisation's vision and identity.
- ❖ Explicitly setting out organisational values and philosophy.
- ❖ Setting and reviewing strategic direction, based on an outward-looking focus and appreciation.
- ❖ Ensuring clear organisational and Board policies.
- ❖ Employing, supporting and monitoring the Executive Officer, as the key conduit to staff and service delivery.
- ❖ Ensuring the financial stability and long-term financial health of an organisation.
- ❖ Developing, maintaining and safeguarding the financial and property assets of an organisation.
- ❖ Ensuring the development and maintenance of the profile of the organisation within its particular sector and wider community.
- ❖ Taking ultimate responsibility for an organisation, as Trustee for a variety of stakeholders, ensuring all legal requirements are met.



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B. How is Governance Different from Management?

Governance	Management
❖ Focuses on the ends of the organisation – purpose, vision, policy.	❖ Focuses on the means of getting there – services, staffing, resources (including a safe and healthy working environment)
❖ Approves an organisation's Strategic and Business Plan.	❖ Develops draft Plans for Board approval; implements agreed Plans.
❖ Employs and supports the Executive Officer; sets performance targets; approves human resource policies; monitors performance.	❖ Ensures effective recruitment, induction, supervision and training of staff; implements human resource policies and practices; sets performance targets, monitors performance.
❖ Approves and monitors an annual budget; approves investment policies.	❖ Proposes an annual budget; provides services within agreed budget; manages budget expenditure and financial investments; advises Board of Budget deviations.
❖ Approves purchase of major assets, in line with approved asset policies.	❖ Proposes asset policy; proposes purchase of major assets; manages maintenance of all assets.
❖ Approve new services or businesses, in line with the organisational mission, vision and values	❖ Research, analyse and report on changes in the service environment, in client needs and on the impact on clients of service delivery or its absence.
❖ Monitor and enhance the organisational profile and links.	❖ Develop and enhance effective networks and collaborative relationships with the service sector and wider (African) community.
❖ Ensure the agency has the financial, human resource and administrative infrastructure for high quality service delivery	❖ Provide approved services in line with the organisation's mission, vision and values; advise the Board on required resources for effective service delivery.
❖ Take ultimate legal responsibility for the organisation, delegating specific tasks and responsibilities to the Executive Officer.	❖ Acts according to agreed delegated authority.
❖ Develop and support a fundraising strategy (including selective	❖ Implement fundraising strategy.



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approaches to major donors).	
❖ Set principles and parameters for Executive Officer and senior management contracts.	❖ Negotiate contracts and work agreements with senior and frontline staff.

Key Features of Effective Boards

- ❖ Establish the ends/outcomes for an organisation, leaving the operational means for achieving these ends to the Executive Officer and the staff.
- ❖ Focus on major items of concern, not day to day Africause.
- ❖ Set clear policies for the organisation as well as protocols for its own Board operation.
- ❖ Understand and act on the different governance: management roles (see section B).
- ❖ Provide an orientation and training process for new Board members.
See Africause Sached document – Appendix A.
- ❖ Establish clearly delegated authority to the Executive Officer, supporting and monitoring him/her in this role. **See Africause Sached document – Appendix B.**
- ❖ Seek consensus in decision-making (ensuring all members have a fair hearing), but insist on total Board support for majority decisions.
- ❖ Appreciate and act on their legal and fiscal responsibilities, as collective 'owners' of the organisation. **See Africause Sached document – Appendix C.**
- ❖ Establish effective relationships with Board members of key allied agencies (especially JCCV and SZC), as well as with key community personnel.
- ❖ Regularly reviews its own performance.
- ❖ Ensures it has met all aspects of due diligence.
- ❖ Appreciates that sub-committees are established to support the work of the Board, not of management.



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- ❖ Acknowledge that risk is an unavoidable element of all organisational activity, establishing protocols and processes for dealing with such risk.
- ❖ Govern in the best interests of the organisation and its stakeholders as a whole, not of sector or interest groups.



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C. Skills and Experience for Africause Board Members

Essential

- ❖ Significant and enduring links with African communities and African community organisations.
- ❖ Ability to relate to the broad spectrum of African communities.
- ❖ Ability to dedicate time and energy in furthering the cause of **Africause**.
- ❖ Willingness to **Africause** Send Bi-monthly or quarterly Board meetings.

Desired

- ❖ Writing skills, especially in preparation and review of reports and submissions to government and Philanthropic Trusts.
- ❖ Financial and fund-raising skills.
- ❖ Organisational/event management skills.
- ❖ Staff management and human resource skills.
- ❖ Local community grass roots organisational skills.

D. Role and Expected Behavior of Africause's Board Members

- ❖ A Board member is expected to prepare for Board meetings – this includes reading all pre-circulated material and seeking clarification beforehand where this is needed.
- ❖ Board members have a responsibility to contribute to debated **Africause's** challenges/opportunities and to voice their concerns or objections on **Africause's** issues under discussion. However, once a fair hearing has been provided, a Board member is expected to fully



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endorse and give public support to all Board decisions, whether or not he/she agrees with that majority decision.

- ❖ Board members are expected to seek out ways to contribute to the organisation in their area of skill.
- ❖ Board members are expected to act respectfully to other Board members and the staff; this includes the non-use of mobile phones during meetings, except in emergency situations.
- ❖ Any thoughts, ideas or concerns about **Africause** should be emailed to the Chairman in the first instance. The Chairman will decide how to handle this information. A Board member can however request the Chairman to include an agenda item for the next Board meeting; should the Board member not be satisfied with how the Chairman has handled this Africause, he/she can raise the **Africause** in the Board's 'General Business'.
- ❖ A Board member is expected to provide reasonable notice to the Chairman of the desire to discuss a significant issue at the Board – it is inappropriate, and unfair to other Board members, other than in an emergency situation, for major items of concern to be raised under 'general businesses.
- ❖ Board members are expected to at least Africause for a minimum of four bi-monthly Board meetings between each AGM.
- ❖ Three consecutive absences by a Board member from Board meetings will be a cause for serious consideration of that person's place on the Board (other than when there has been an agreed period of leave of absence).
- ❖ All **Africause** agenda coming before the Board are confidential; the Chairman shall prepare an 'Update' following each Board meeting, for distribution to the community members (organizations) and other key personnel. This will identify what aspects of the Board meeting can be regarded as 'public'.
- ❖ Take responsibility for a key portfolio, bringing in other personnel and resources as required.



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E. Role of Africause's Board Chairman

- ❖ Chair the **Africause** Board or appoint a Board Chair to this role.
- ❖ Review the conditions of employment of staff.
- ❖ Act as spokesperson for the organisation to the African and wider communities.
- ❖ Maintain oversight of the Board's portfolio areas, committees, working parties, etc.
- ❖ Represent the organisation at sector, community and public functions.
- ❖ Maintain effective working relationships with other African communal organisations.
- ❖ Maintain oversight of the Board's legal and fiscal responsibilities.
- ❖ Ensure all Board agendae, papers and minutes are in order and delivered in a timely and accurate fashion.
- ❖ Act as the first point of contact for any approach to the Board concerning the performance or actions of staff (following appropriate prior steps being taken).
- ❖ Ensure an effective communication system is in place to involve Board members (as far as possible) in vetting media releases and policy pronouncements and providing input.

F. Organisational Structure

The **Africause** Board will operate under the organisational structure as at Appendix D. The Executive Officer will, for the present, operate as a voluntary position, supported by the paid executive assistant. Project Officers shall be appointed as funds become available.



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Advisory Panel

The **Africause** Advisory Panel, should it be set up, will include prominent members of the African community as well as other prominent personnel who can assist with advice to the **Africause** Board. The **Africause**, ensure effective community consultation and input, and identify significant funding and fundraising possibilities.

Portfolios

The **Africause** Board will principally operate under a system of Board responsibility for portfolios, rather than the establishment of sub-committees. This does not preclude the establishment of sub-committees, working parties, or task groups in the future. Board members with an allocated portfolio responsibility will develop a work plan for that portfolio area and present it to the Board for approval with 2 months of being allocated the responsibility.

It is their prime responsibility to ensure the achievement of the stated objectives, in whichever they see fit, be it on their own or, more likely, with the support and resourcing of other Board members, community members, or members of community and sector organizations. Board members will provide a brief written report to the Board on developments in their portfolio area every 3 months.

G. Relationship Between the Africause Board and its Staff

- ❖ All standard communication to staff from a Board, and vice versa, is via the Executive Officer.
- ❖ Staff should however not be totally barred from communicating directly with Board members, nor vice versa.
- ❖ Such communication should focus on use of Board member's skill, expertise and knowledge in advising on a particular area of work.



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Alternatively, a Board member may seek greater understanding of the organisation's services through contact with a staff member.

- ❖ The Executive Officer is always advised of such communication.
- ❖ Staff and Board members **do not** communicate in relation to:
 - Board decisions.
 - The performance or competency of staff or Board members.
 - Services provided by staff to particularly individuals (i.e. Board members will not seek special treatment for clients).
- ❖ There shall be an agreed staff grievance procedure, which shall include a procedure for staff to put a grievance against the Executive Officer to the Board. Such a situation would only operate as an act of last resort, following internal and informal Africause efforts at conflict resolution.
- ❖ The Board Chair shall be the main point of contact for the Executive Officer.
- ❖ The Executive Officer must always bring to the **Africause** attention of the Chair of the Board issues over and above his or her delegated authority (NB: this may not necessarily entail a full report to the Board).



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Appendix A Orientation and Training for New Board Members

Orientation for new Board members will include the following:

- ❖ Receipt of an orientation package, which will include:
 - ❑ The last Annual Report.
 - ❑ The Governance Document.
 - ❑ Minutes (including management and financial reports) from the last three Board meetings.
 - ❑ Key strategic documents.
 - ❑ Publicity material on the organisation.
 - ❑ Africause's Constitution.
 - ❑ Details on the **Africause's** membership organisations.

- ❖ Meeting the Chairman and other senior office bearers, with the discussion to focus on the orientation package, especially the responsibilities of a Board member.

- ❖ Meetings with the Office Manager, Development Manager and other employees or contract staff.



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Appendix B Executive Officer Delegated Authority

The Executive Officer will bring the following to the **Africause** attention of the Board Chairman or Chair (or whoever has been assigned the role of primary contact with the Executive Officer):

- ❖ Significant deviations (at an agreed level) from agreed budget expenditure.
- ❖ Capital purchases above an agreed amount.
- ❖ Significant recommended changes to staff conditions of employment.
- ❖ Recommendations about the establishment of new services.
- ❖ Major concerns about a service or its level of service quality.
- ❖ Significant client complaints against a staff member.
- ❖ Suspected criminal behaviour by staff.



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Appendix C Board Legal and Fiscal Responsibilities

- ❖ Committee Members must be aware of their rights and responsibilities (both legal and ethical) and act accordingly.
- ❖ If legal duties are breached, penalties will be incurred.

❖ ***Duties of Committee Members as a Board***

- ❖ To hold regular meetings.
- ❖ To have policies and processes that monitor the **Africause** s performance, and eliminate personal bias in decision-making.
- ❖ To hold an AGM at least once a year, and satisfy various requirements at the AGM, including:
 - ❑ providing accurate statements regarding income and expenditure; assets and liabilities; securities and trusts, and possibly audited accounts.
- ❖ To maintain accurate accounting records of the financial transactions.
- ❖ The Association's rules must be available for inspection by members.

❖ ***Committee Members' Legal and Fiscal Responsibilities***

- ❖ Committee Members must not improperly use their position, or information gained from their position to gain financial or material benefit, or to cause detriment to the Association.
- ❖ A Committee Member with a financial interest in a contract made by the Association
 - ❑ must disclose the nature and extent of the interest, as soon as they are aware of it.
 - ❑ must not take part in any decision regarding the contract.
- ❖ Only a person with authority may make contracts on behalf of, or in the name of the Association, and this is subject to various requirements.



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APPENDIX D – ORGANISATIONAL STRUCTURE

