



**UWEZO UGANDA**

**BOARD CHARTER**

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## **SECTION I: THE PURPOSE AND RESPONSIBILITIES OF THE BOARD**

### **1. MANDATE CHARTER OF THE BOARD**

The Board of Directors of Uwezo Uganda has a three-fold mandate:

- a) To guide the company in fulfilling its mandate
- b) To give strategic direction to Management
- c) To protect the Company's assets over time and ensure survival and prosperity of the Company in a transparent and accountable manner

### **2. RESPONSIBILITIES OF THE BOARD**

The Board's responsibilities will comprise of five broad categories: legal obligations, strategic direction, fiduciary, oversight, and self- assessment & renewal.

#### **2.1 Legal Obligations**

- a) The Board will ensure that the Company fulfils its legal obligations and protects it from unnecessary liability and legal actions.
- b) The Board will monitor the Company's compliance to its articles of incorporation, by-laws, and internal policies and procedures, as well as pertinent government rules and regulations in Uganda and in any other country that the Company may operate in.
- c) The Board will also ensure that the Company maintains its legal status.

#### **2.2 Strategic Decision**

- a) The Board will ensure that the Company's main aims and strategies are well defined and upheld.
- b) The Board will ensure effective planning and will provide Management with guidance and input in three areas:
  - i) Charting the Company's strategic course
  - ii) Setting broad operational policies for the Company and
  - iii) Resolving strategic issues as they arise
- c) The Board will work to enhance the image of the Company.

The Board should contribute to the making of a good brand name and trademark for the Company. The Directors should therefore be of good repute and at all times portray trust and professionalism, individually and collectively. The Directors should be aware of the important contribution they can make and should use their personal capital to benefit the Company. Board members can promote the Company's work in high level forums, participate in public relations events and create access to potential partners.

### **2.3 Fiduciary**

- a) The Board will serve as the Company's steward.
- b) The Board should ensure that the Company has adequate resources to implement the agreed-upon plans.
  - a) Understanding the Company's short-term financial position in relation to its strategic plan.
  - b) Taking necessary actions to work with the Company Management to secure the additional resources needed to implement the company strategy.
  - c) Provide oversight of procured resources to ensure that they are used and managed optimally and for achieving the vision and mission of the company.
  - d) It will be the Board's responsibility to guarantee the long-term viability (solvency) of the Company.

The Board should balance short-term pressures with an awareness and understanding of what is needed to ensure the Company's long-term viability.

### **2.4 Oversight**

- a) The Board will govern, not manage the Company.

The Board will provide direction to management in strategic planning and oversee that management carries out activities to achieve the strategy. Management will on the other hand, assume operational authority and ensure implementation of the Company's programme of activities as agreed upon with the Board.

- b) The Board will appoint and oversee the performance of the Executive Director of the Company, who is ultimately the Chief Executive Officer, of the Company. Responsibilities for the day to day operations of the Company are assigned to the Executive Director and the Board oversees the Executive Director to ensure that the Company's strategy is fulfilled, and its assets are protected.
- c) The Board will monitor operations and business performance.  
To ensure the Company uses its resources effectively, the Board will ensure objective setting, proper budgeting; monitor the performance of the Company's operations, and financial indicators against set objectives and budgets. It will do this through regular committee meetings, periodic on-site visits with staff and clients and internal and external audits. The Board will guide and monitor the Company's shift towards achievement and sustenance of financial self- sufficiency status.

The Board will also establish and approve personnel, finance, management and other policies.

- d) It will be the Board's responsibility to evaluate the Company's performance and will ensure that the Management addresses any areas of weaknesses that may be uncovered in any evaluations.
- e) The Board will assess and respond to internal and external risks.  
External risks (e.g. natural disaster, civil strife, financial crisis, and government intervention) and internal risks (e.g. fraud, over expansion, lack of partners, etc). The Board will be expected to prepare for such problems to the extent they are foreseeable and establish early warning systems where necessary.
- f) The Board will be expected to protect the Company in times of crisis.  
When the Company is in distress, the Board will intervene as necessary and develop a plan to address the problem. Members of the Board may then have to assume an active management role; for example, the Board may meet more frequently, take on additional responsibilities, spend increased energy in raising funds, and if necessary, carry out management changes.

## **2.5 Self-Assessment and Renewal**

It is the desire of the Members that the Board of Uwezo Uganda evolves into a highly effective competent Board that is on the cutting edge in governance.

To achieve this, the Board will be encouraged to regularly assess its own performance for the purposes of Board renewal.

Based on the outcomes of the Board assessment, Board training will be undertaken in areas where the Board needs to enhance its competence. The assessment may also encourage inactive Board members to resign their positions.

### **3. RESPONSIBILITIES OF INDIVIDUAL BOARD MEMBERS**

The Board will work as a team to achieve its functions and responsibilities. The following three duties of a Board member highlight these responsibilities:

#### **3.1 Duty of Care**

The duty of care reflects the Board member's quality of commitment. It requires each member to be informed and to participate in the decisions of the Board. A common duty of care statement asks a member to:

- a) Devote sufficient time to do the job, including meeting preparations and regular attendance at Board and committee meetings.
- b) Ask substantive questions and request more detailed information as required to comprehend the happenings within the Company.
- c) Participate in the decision-making process in good faith and make independent informed decisions.
- d) Communicate and work effectively with the Chairperson of the Board and the Executive Director of the Company.

#### **3.2 Duty of Loyalty**

This duty requires Board members to exercise their powers in the interest of the Company and not their own interest or in the interest of any one entity or person. Duty of loyalty addresses conflicts of interest, corporate opportunity and confidentiality. In accordance with the duty of loyalty, a member should:

- a) Support the majority view of the Board once an issue is decided or a policy adopted.
- b) Maintain independence, objectivity, ethical standards and confidentiality.
- c) Reveal any potential conflict of interest situation that could influence the member's participation in a particular Board decision.

- d) Not work with a competing enterprise unless the majority of the Board members who have no interest in the competing enterprise approve this.

### **3.3 Duty of Commitment**

The duty of commitment expects a Board member to be knowledgeable of and faithful to the Company's mission. While Board members have the authority to determine how the Company can best achieve its strategy, they are prohibited from behaving in a manner inconsistent with the basic Company objectives.

## SECTION II: THE ROLES OF BOARD MEMBERS

### 1. INTRODUCTION

The Board's primary objective is to ensure that the company is properly managed to enhance and protect the company's value and to ensure that the company meets its obligations to all stakeholders, the industry and the law.

The aim of this section is to clarify the contributions of all members of the Board, including the formal and informal roles. It provides a job description for members of the Board including a set of guidelines for Board members.

### 2. THE REQUIREMENTS FOR BOARD MEMBERS

The Members recognise the need for a multi-disciplinary, heterogeneous Board to enable the company function effectively in today's world. A mix of backgrounds, expertise and experiences, gender, etc is therefore desirable. The s for Board members are:-

- a) Having integrity, independent objective and constructive thinker
- b) A mature, literate and active individual capable of representing the interests of the business in his/her specialist areas of responsibility.
- c) Unwavering commitment to the company strategy.
- d) Supportive of the Executive Director of the Company
- e) Having significant relevant experience in addition to familiarity with regional, local and national communities and interests.
- f) Able to give adequate time to Board meetings and Board business, in addition to a commitment to be visible in the leadership of the company.
- g) In control of their schedule so as to be able to attend Board and Committee meetings.
- h) Able and ready to promote the Company's mission whenever the opportunity presents itself.

### **3. ROLES OF BOARD MEMBERS**

The roles of Uwezo Uganda Directors shall be:

- a) To act in good faith in the best interest of the Company and to act in the interest of the Members/s and other stakeholders.
- b) To consider the interest of the employees, yet not above the interests of the Company.
- c) Duty to act for proper purposes - This means that the Directors must not act in their own interest or to protect their own position on the Board at the expense of interests of the Company.
- d) To determine the aims of the company and to establish the strategy, plans and policies
- e) To ensure that the company has appropriate leadership, vision, mission and values.
- f) To monitor the performance of the company's executive management and to ensure that the management of the company has the right calibre.
- g) To ensure that the company is managed with integrity and complies with all legal and regulatory requirements and statements of best practice and that it conducts its business in accordance with high ethical standards.
- h) The Directors have a duty not to misappropriate or misapply any of the Company's property or assets.
- i) The Directors are expected to maintain confidentiality in regard to Company affairs.

### **4. IMPERATIVES**

As an aspiring Uwezo Uganda, Board Member one should:

- a) Be fully aware of the nature and extent of their duties and responsibilities as a Director.
- b) Not accept office until they are fully aware of the position of the company.
- c) Take a proper interest in the business and management of the company.
- d) Make sure that they receive and consider all Board papers and attend Board meetings whenever possible.
- e) Ensure that they always have complete, up-to-date and accurate financial information and keep a regular check on all discrepancies between budgeted and actual results.
- f) Ensure that full records are kept of all meetings of the Directors recording the reasons for important decisions. If one is not in agreement with a decision of the Board, which they feel is wrong; it is their duty to ensure that their dissent is properly recorded in the minutes.

### **5. CHAIRPERSON OF THE BOARD**

The Chairperson is a Board member and must therefore possess the Board member requirements listed above. The Chairperson of the Board is appointed by the General Assembly (members of the Company).

## 5.1 Requirements for Chairperson

To enable the Chairperson to carry out his/her duties successfully and to exercise his/her powers for the greatest benefit of the Board and the company, she/he must possess an adequate knowledge of Board meeting procedure. But the Board Chairperson must also possess certain essential qualities:

**Personality:** They can command respect of the meeting,

**Impartiality:** They must possess a sense of fairness, and make decisions with strict Impartiality

**Strength of Character:** They must be courteous and yet have strength of character to be firm when ruling on point of order and forcing the rules the of the Meeting. Strength of character must not, however, be confused with the overbearing, dogmatic and obstinate attitude.

**Resourcefulness:** They must have an adequate supply of tact to enable him/her to make quick decisions, deal with tricky and difficult situations.

**Ability to Maintain Discipline:** They must set a good example by being punctual and regularly attending meetings, and by having a sense of orderliness.

**Clarity of Speech:** They must be able to clearly articulate Board decisions and in addition be good listeners.

## 5.2 The Mandate Charter for the Chairperson of the Board

The key objective of the Chairperson is to lead the Board and enable its committees to accomplish their key objectives and tasks.

The key tasks for the Chairperson are as follows: -

- a) Preside at meetings of the Board.
- b) Call special Board meetings as necessary.
- c) Supervise preparation for agenda for Board meetings.
- d) Guide the Board so that it acts in the best interest of the Company.
- e) Establish, maintain and enhance relationships between the Board members, management and other staff.
- f) Maintain regular contact with the Executive Director
- g) Participate in an advisory capacity on major organisation and business changes
- h) Carry out an annual evaluation of the performance of the Executive Director.

The Chairperson of the Board is entrusted to provide leadership to the Board in planning and direction and to represent the company with the Executive Director in the community.

The Chairperson provides leadership in managing key relationships as follows:

### **5.2.1 Board Management**

This involves:

- a) Chairing meetings of the Board
- b) Managing the performance of Directors
- c) Communication with Directors in-between meetings
- d) Setting meeting schedules
- e) Setting meeting agendas
- f) Controlling meeting attendance
- g) Determining board information packages
- h) Ensuring all Board papers are distributed in advance of the meeting to enhance the knowledge base and ensure an informed level of debate
- i) Encouraging all Board members to participate and contribute
- j) Planning Board composition and succession
- k) Guiding or presiding over the election or appointment of various Board sub-committees
- l) Attending committee meetings where appropriate as an Ex-officio member
- m) Optimising use of the Board's resource

### **5.2.2 Member Relations**

This involves:

- a) Managing relations with Members
- b) Facilitating advisory and monitoring process between Members and the Company.
- c) Ensuring that Members are pre-warned of announcements or policy changes

### **5.2.3 Management Relations**

This involves:

- a) Monitoring Company planning and operations
- b) Building relationships
- c) Guiding strategy
- d) Helping define problems
- e) Monitoring and evaluating the performance of the Executive Director
- f) Representing Members and Board to management
- g) Representing management to the Board and Members
- h) Maintaining accountability

- i) The Board Chair shall have two casting votes in case of equal votes
- j) Ensuring that succession plans are in place at management level
- k) Overseeing the promotion and sanction of management appointments in consultation with the Executive Director, and briefing the rest of the Board accordingly.
- l) Meetings as requested by the Executive Director, with donors and potential sources of funds, as well as other actual or potential partners.

#### **5.2.4 Member Liaison**

- a) In conjunction with the Executive Director, representing the Company to the staff, clients, the public at large, and the media
- b) In conjunction with the Executive Director, representing the Company in developing relationships with donors, banks, government representatives, government agencies and any other stakeholders.

### **6. SECRETARY**

The Company Secretary, supported by the Executive Director, should be Secretary to Board. Duties of the Board Secretary:

- a) Shall be the principal officer in charge of the records of the Board and the Company.
- b) Shall take and keep a proper record of the minutes of every General meeting of the Company and the Board.
- c) Shall be in charge and have overall control of the correspondence, publicity and publications of the company.
- d) Shall generally make provision for the safe custody and preservation of all the valuable documents, dossiers, records and files of the Company and the Company Seal.
- e) Shall keep an up-to-date register of members and establish and maintain contact with all members.
- f) Shall be a signatory to the report of the Board to the Annual General Meeting of the Company.
- g) Shall ensure that the company annual returns of the company are filed with the Registrar of Companies.

### **7. BOARD COMMITTEES AND THEIR ROLES**

From time to time and as need arises, the Uwezo Uganda Board of Directors may need to appoint committees. Board committees should have clear terms of reference. The roles of the Board Committees are to:

- a) Allow for scrutiny of emerging operational and technical issues concerning the Company,
- b) Formulate policies,

- c) Ensure that the Progress of the Company is not impeded in-between full Board meetings.

Committees are mandated to report to the Board recommendations concerning the issues which have been scrutinised. Such Committees could consist of:

- a) Finance and Audit Committee
- b) Partnerships and Resource Mobilisation Committee

### **7.1 The Role of the Finance and Audit Committee**

The Finance and Audit Committee shall perform the following roles:

1. Make recommendations to the Board in relation to the appointment of the internal and external auditor.
2. Monitor the integrity of the organisation's financial statements through the external audit process.
3. Discuss with the organisation's external auditors their report on the annual accounts, setting out the scope and results of their work in relation to those accounts and material judgements contained in them.
4. Review management's responsiveness to the external and internal auditors' findings.
5. Review the effectiveness of the external audit process.
6. Monitor and review the effectiveness of the internal audit function (Whether in house or outsourced).
7. Periodically review the organisation's internal controls and risk management systems with management and auditors.
8. Act as an interface between the board and management on finance and accounting matters.
9. Taking decisions on any other relevant matters specifically referred to it by the Board.

### **7.2 Partnerships and Fundraising Committee**

The Partnerships and Fundraising Committee will be tasked with the following roles:

1. Supervise the management of all the resources of the organisation on behalf of the Board.
2. Deliberate on and develop fundraising plans that address staff, systems, space, and budget.
3. Support, and work together with the Executive Director and other relevant staff in the design, supervision, and conduct of fundraising activities.
4. Foster beneficial partnerships for the organisation on behalf of the Board
5. Evaluate the Executive Director, rating performance as a key team member in the fundraising team.

6. Provide guidance and direction on ethical and professional practices — including use of budget allocated for fundraising activities.
7. Review the results and evaluate the performance of fundraising activities at all levels.
8. Support the organisation in finding dependable revenue streams.
9. Support the organisation to raise private support (gifts and grants).
10. Link Uwezo Uganda to potential donors or collaborators and share with the Executive Director any relevant calls for funding or partnership proposals.
11. Accompany the Executive Director on donor and foundation visits as may be needed.
12. Develop guidelines for individual financial contributions.

## **SECTION III: RELATIONS**

### **1. INTRODUCTION**

Leadership is founded on sound and healthy relationships. Healthy and growing relationships are therefore an integral component of our corporate culture. The following section gives a guideline on matters of relationships.

### **2. THE INTERNAL RELATIONSHIPS**

#### **2.1 With the Chair**

Members of the Board shall give due respect to the Chair and shall during Board meetings address the Chair and shall give wholehearted support to Board decisions as articulated by the Chair. Board members shall exercise corporate courtesy and inform the Chair, in good time, of any unforeseen inability to attend Board meetings.

#### **2.2 With each other**

Members of the Board are encouraged to develop cordial interpersonal relationships and to respect the contribution of each other. If any member has reason to question the integrity of another to the extent that this poses a threat to the integrity of the company, that member should bring the matter to the attention of the Chair.

### **3. THE BOUNDARY RELATIONSHIPS**

#### **3.1 With the Executive Director**

Board members are encouraged to develop a cordial relationship with the Executive Director and to support him/her in fulfilment of their duties. If any member has reason to question the integrity of the Executive Director to the extent that this poses a threat to the integrity of the Company, that member should bring the matter to the attention of the Chair.

#### **3.2 With Management**

Board members are encouraged to develop cordial relationships with the staff but to avoid relating to an extent that such relationship undermines the Executive Director and the management team.

#### **3.3 With the members**

Board members are encouraged to develop cordial relationships with the members through their representatives on the Board. Board members shall not in their individual capacities

purport to represent the Board to the members but shall leave all official communication to the Chair.

#### **4. THE EXTERNAL RELATIONSHIPS**

##### **4.1 With our Clients and Community at large**

Board members should occasionally find time to develop relationships with the Company's Partners and potential partners.

##### **4.2. With the Press**

A transparent relationship with the press and media at large is encouraged to ensure uniformity and avoid any misrepresentation of company policy and the company's position on any matters that are for public consumption. The Board may meet to agree on what to discuss with the press in relation to matters concerning the business operations. The Executive Director can lead until a situation requires Board's direct involvement. All communication with the press on behalf of the Board shall be undertaken by the Chairperson or any Board member that the Chairperson may delegate this responsibility.

## SECTION IV: THE STRUCTURE, SYSTEMS AND STYLES

This chapter discusses the organisation environment under which the Board operates. For completeness and accuracy, sections of the Memorandum and Articles of association have been highlighted under the appropriate headings.

### 1. STRUCTURES

#### 1.1 Size of the Board

The size of the Board should always be large enough to incorporate key skills and perspectives, yet small enough to allow for the active involvement of all members. The Uwezo Uganda Memorandum and Articles of Association stipulate that the number of the Board of directors shall not, be less than two nor be more than nine.

#### 1.2 Appointments of the Board

Any Board recruitment process must begin with a focus on the company's strategy.

Board members will be appointed as below:

- a) First Directors are handpicked or nominated by the Members
- b) Election by members in a general meeting
- c) Recommendation of new Directors by continuing Directors
  
- d) Obtaining of industry / sector referrals

The requirements for Board members are already stipulated in **Chapter III Section 2**.

It is crucial that new members know exactly what the institution expects of them. The Board Charter should be shared with potential Directors after they have been invited to join the Board.

In setting the term of appointment, the Board must strike a balance between a tenure that is long enough to allow Directors to develop expertise and to provide continuity of leadership, yet short enough to regularly incorporate fresh perspectives that question basic assumptions. A member of the Board shall serve a term of four(4) years, which term may be renewed for another term of four years only.

### **1.3 Composition of the Board**

The Board should consist of directors with a range of characteristics along the following spectra: social and commercial, strategic and operational; people skills; stature and involvement; experienced and inexperienced. The focus should be on balancing these characteristics in the Board. When recruiting new members, it is useful to look at where the Board is today, where it wants to go, consider the spectra listed above, and select members that balance the existing environment.

### **1.4 Frequency of meetings.**

General Board meetings shall be held at least thrice a year.

A Director shall vacate office if he fails, without reasonable cause and without consent of the Board to attend five consecutive meetings and the Board resolves that, because of such failure, he shall cease to be a Director.

Where there is a special matter to be discussed, this should be brought to the attention of the Chairperson who will, as deemed necessary, convene a meeting of the Board to discuss the matter.

### **1.5 Board Quorum**

The quorum necessary for the transaction of the business of the Directors shall be two thirds for an ordinary Board meeting. These shall include the board chair or their designate.

## **2. SYSTEMS**

### **2.1 Board Meeting Notification**

At least 21days' notice of all Board meetings shall be given.

### **2.2 Board Agenda**

All notices of meetings of the Board shall give reasonable details of the matters to be discussed and shall enclose copies of the relevant papers for discussion at least 7 days before the date of the meeting. Any contributions to the Board Agenda should be submitted

to the Secretary of the Board through the Chairperson, at least 7 days before the date of meeting.

### **2.3 Board information**

The Board shall cause Minutes to be made, in respect to every meeting of the Board and of committees formed by the Board, the names of all persons present and all resolutions and proceedings at such meeting. The Minutes of every such Meeting shall be read at the next Meeting of the Board or committee and after being amended or corrected, if necessary, and approved by the Meeting, shall be signed by the Chairperson of the Meeting and, once so signed, shall be *prima facie* evidence of the matters stated therein.

### **2.4 Decision-making**

Policies, which can be defined as broad or overreaching statements related to conduct, strategy, and operation that guide the activities of the Company, are a matter for Board concern and decision-making. The Board should establish such broad policies governing the Company as necessary to cover continuing or recurrent situations in which consistency of action is required.

Policy decisions should be recorded in the Minutes that are distributed to the Board of Directors. Policies should be explicit, current, literal, centrally available, brief, and encompassing.

In most cases the Board shall reach its decisions by consensus. However, in cases of differences in opinion or decisions the Directors will vote by show of hands (each Director has one vote). The majority vote will be taken. The Chairperson, has a casting or second vote in case of a tied vote of the Directors.

## **2.5 Communications**

The Executive Director of the Company shall serve the Board with a voice, and a vote, except where the matter of discussion or vote concerns him/her.

The Board needs to be aware of client interests. One way of increasing client representation on the Board is to specifically task one or more Board members with looking after client interest. These Board members should make effort to keep in touch with clients and staff and share their perspectives with the rest of the Board.

The Board should take care to ensure that they do not rely on the Executive Director as the sole source of information.

Occasionally, other staff of the Company shall be invited to make periodic presentations to the Board, but that they do not have a permanent seat on the Board.

## **3. STYLES**

Meetings of the Board may be conducted in the traditional face-to-face meetings or by teleconference or any other telecommunications system by which all participants can hear and speak to each other. If any resolution is passed, they shall only be valid and effective if the resolution is reduced to writing and signed (including signature by facsimile) as duly confirmed by all Directors attending the meeting.

In cases when the Board needs to meet before the scheduled meetings, the Board sub-committees should always meet to deal with substantive matters and make recommendations for adoption to the Board in the specific aspects entrusted to them. If there is some urgent or special or substantive issue, then the Board may constitute a committee to meet and report to the Board.

## **SECTION V: BOARD TRAINING AND DEVELOPMENT**

### **1. INTRODUCTION**

Integral to a Board is developing the knowledge and skills of its individual members. The quickly evolving nature of the business being undertaken by the entity requires Boards to stay abreast of changes in the field to be able to fulfil their oversight responsibilities more effectively. Board development, therefore, consists of orienting new Directors and continually educating existing members.

### **2. ORIENTATION**

To build a new Director's commitment to the Company and to ensure that he or she understands issues specific to the industry and the Company, it is necessary to orient new members. The following should be the minimal requirements for Board member orientation:

- a) Receipt of Board Charter, previous Board reports and minutes, annual reports, recent technical assessments, and biographies of the other Directors;
- b) Meeting with managers and key staff; and
- c) Visits to the Company's main office and some clients.

### **3. SPECIAL TRAINING NEEDS**

The education of Board members needs to be ongoing. It is useful for Directors to draw on the expertise of key staff members (besides the Executive Director), individual Directors, and outside experts in the field to inform and update the Board.

### **4. BOARD PERFORMANCE EVALUATION**

The primary purpose of Board performance evaluation is to enhance, the performance, effectiveness and contribution of each Director, but also to improve the effectiveness of the Board in fulfilling its role.

The appraisal of Board effectiveness and evaluation of individual Directors will identify any skill gaps in the composition of the Board, providing important input into the selection and appointment process. The performance evaluations shall either be conducted in house by the Chairperson and members, or by an external independent expert.

The obligation to take part in Director and Board evaluations will be referred to in the Letter of Appointment and the accompanying Board Charter. A formal mechanism for evaluating individuals' contributions to the Board provides valuable input to selection procedures. Some Directors might not "score" well simply due to inexperience, but training needs can be identified in a bigger pool of capable Directors.

It is important for the Board to understand that the purpose of the Board self-evaluation is to individually and collectively improve Board performance. The Board undoubtedly expects staff to be periodically evaluated, so it is only logical that the performance of the Board should also be evaluated at least once a year. Other reasons to conduct a Board self – assessment include:

- a) It is a valuable learning tool that can lead to greater achievement of the Company's strategy.
- b) It can encourage individual Board members to assess their own commitment and contributions to the governance process.
- c) It can lead to changes in governance structure or policies.
- d) It can provide valuable data for the governance/nominating committee on gifts and attributes desired in future board members.
- e) It can encourage celebration of team achievements when noticeable improvements are realised.

The Board Evaluation form for the overall Board, the Chairperson and the individual Board members can be found in **Annexes 1, 2, and 3 respectively**.

## **5. COMPENSATION**

Uwezo Uganda does realise and appreciates the time and invaluable input of Board members.

Board Members' compensation will be guided by the Uwezo Board remuneration policy. Board members travel will be guided by the Uwezo Travel DSA rates stipulated in the Finance Regulations manual.

## **6. AMMENDMENTS TO THE BOARD CHARTER**

The Board Charter shall be reviewed and proposals for amendment suggested every four (4) years or as and when need arises. Amendments to the Board Charter shall be made by the Board in consultation with the Executive Director.

## **ANNEXES**

### **ANNEX 1: BOARD SELF ASSESSMENT FORM**

#### **1. Functions of the Board**

- a) The Board understands, agrees, defines and promulgates its functions on an annual basis.
- b) The Board knows and understands the Company's beliefs, values, philosophy and strategy and reflects this understanding on key issues throughout the year.
- c) Such beliefs, values, philosophy, vision and mission are set and consistent with Company's status.
- d) The board devotes significant time and serious thought to the Company's long-term objectives and to strategic options available to achieve them.
- e) The Board has defined and communicated to management the scope and powers, roles and responsibilities to be adhered to by management to meet routine and exceptional circumstances.
- f) The majority of the Board's time is not on issues of day-to-day management.
- g) The Board is involved in formulating long-range strategy from the beginning of the planning cycle.
- h) The Board ensures that the Company has sufficient and appropriate resources to achieve its strategic goals.
- i) Proposals from management are analysed and debated vigorously before being approved by the Board. A proposal that is considered inappropriate is declined.
- j) The Board reviews its needs in term of skills and has these skills.
- k) The Board has identified the groups to which it is: a) Accountable b) Responsible
- l) The Board understands and agrees that its first duty is to:  
(a) The Company (b) Members (c) Others
- o) The Board has procedures in place to ensure that the Company is meeting its legal responsibilities.
- p) Formal review of the Board's performance has become an integral part of the culture of the Board.

- r) The Board ensures that the key members of management are brought into the Board meetings so that they can participate and add value to their deliberations and work on behalf of the Board.
- s) The Board ensures that all conflicts of interest are: (a) Declared (b) Resolved
- t) Every Board member has been supplied with a letter of appointment.
- u) The letter of appointment is supplemented with the Board Charter specifying roles of the Board members

## **2. Board Meeting Management and Procedures**

- a) Every Board member has been supplied with a Board Charter and a written invitation to be a part of the Board.
- b) Every Board member was supplied with a calendar of meetings showing dates of Board meetings, committee meetings etc and key or critical events of the Company.
- c) Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues.
- d) Sufficient time is provided during Board meetings for thoughtful discussion in addition to management dialogue.
- e) Board time is used effectively so that the Board **adds value** to management.
- f) The Board has adopted formal meetings and reporting procedures.
- g) Board members receive timely and accurate minutes, advance written agendas and meeting notices; and clear and concise background material to prepare in advance of meetings.
- h) All Board members are fully informed of relevant matters and there are no surprises.
- i) Absenteeism from Board meetings is the exception rather than the rule.
- j) Board meetings are facilitated, but not overly influenced by the Chairperson.
- k) All Board members are permitted to add items to the meeting agenda.
- l) All Board members receive detailed Board papers, copies of minutes and agenda papers in advance.
- m) All proceedings and Resolutions of the Board are recorded accurately and on a timely basis.

## **3. Appointment, Selection, Induction, Training Development, Succession and removal of Directors**

- a) The Board is involved with the selection of appointed Directors.
- b) The selection process considers any deficiencies in the skills of current Board member.
- c) The composition of the Board fairly represents the diversity of the stakeholders.
- d) The Board actively encourages good candidates to stand for Board appointments.

- e) New board members are introduced to their duties with an appropriate induction process.
- f) Board members understand the extent of their relationship with management and the separation of stewardship and management.
- g) Board members evaluate their individual and overall Board performance formally on an annual basis.
- h) The performance of the Executive Director of the Company is reviewed formally on an annual basis by the Chairperson
- i) Encouragement is given for Board members to continue their study of corporate governance and improve the skills they need.
- j) Directors understand the extent of their personal liability for the affairs of the company.
- k) A succession plan is in place for the Chairperson, the Executive Director of the Company, Board members and senior management and is reviewed regularly.
- l) Directors who have not been contributing to the governance of the company, and are uninterested in improving their performance are asked to terminate.
- m) Board members bind themselves to uphold honour and respect the code of ethics of the company on first appointment and to resign where their actions are called into question.

#### **4. Board Structure**

- a) The Board has a balanced mix of executive and non-executive Directors. Note: these are different from the Executive Director or Directors who are part of management.
- b) The role of the Chairperson and the Executive Director are separated and held by different persons.
- c) The Board has established and appointed committees with defined terms of reference, composition and reporting requirements. These aspects are formally recorded.
- d) The committees have been established and appointed considering:
  - a. The need to increase the effectiveness of the Board by utilising the specialised skills of the Board members.
  - b. Need to provide support and guidance to management
  - c. Need to ensure effective and independent professional consideration of issues e.g. audit reports, finance issues, etc.

## **5. Information and Communication**

- a) Every Board member was supplied with all establishment instruments, all legal documents, and strategy documents of the Company
- b) Every Board member receives a copy of the Board Charter together with a letter of appointment on first appointment.
- c) Every Board member receives copies of all policy documents including organisation policy documents, personnel and financial policies on first appointment and every time these are reviewed.
- d) Board members are encouraged to discuss matters with members of management after gaining approval of the Chairperson and the Manager.
- e) The Board receives sufficient information from management in an appropriate format as determined by the Board from management.
- f) The Board's information requirements are communicated to management on a regular basis.
- g) Requested information is received on a timely fashion.
- h) The Board is proactive in developing an effective communication strategy for the Company.
- i) The Company Secretary advises Board members regularly on matters of governance and the applicable law.

**ANNEX 2: CHAIRPERSON'S ASSESSMENT FORM.**

***Instructions: The evaluation of the Chairperson of the Board is to be done by Board members.***

**1. Member Relationships**

- a) Manages Members relationships and meets with Members.
- b) Actively meets with potential partners.
- c) Manages member meetings effectively and promotes a sense of participation in all Members.
- d) Promotes stakeholder confidence in the Board.

***Comments:***

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**2. Leadership**

- a) Is the Chairperson an effective Board leader?
- b) Does he promote effective participation of all Board members in the decision-making process?
- c) Does the Chairperson promote the image of the Company, portraying the requisite leadership in the community?

***Comments:***

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**3. Management Relationships**

How effective is the Chairperson in:

- a) Monitoring planning and operations.
- b) Building relationships

- c) Influencing strategy
- d) Helping define problems
- e) Monitoring and evaluating performance of the Executive Director
- f) Representing Members and Board to the management.
- g) Representing management to the Board and Members
- h) Maintaining accountability.
- i) Ensuring succession plans are in place at senior management level.

**Comments:**

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**4. Managing the Board**

How effective is the Chairperson in:

- a) Chairing meetings of the Board
- b) Overseeing the Executive Director's performance
- c) Communicating with Directors between meetings
- d) Setting meeting agendas
- e) Controlling meeting attendance
- f) Determining Board Information packages
- g) Promoting the training and development of Directors

**5. Comments:**

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**6. Developing a More Effective Board**

How effective is the Chairperson in:

- a) Encouraging Board contribution
- b) Planning Board composition and succession
- c) Promoting effective good corporate governance

**Comments:**

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**7. Relationship with other Stakeholders**

How effective is the Chairperson in:

- a) In conjunction with the Executive Director in representing the Company to the public and staff.
- b) In conjunction with the Executive Director developing relationships and representing the Company with regulators and government agencies.

**Comments:**

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### ANNEX 3: INDIVIDUAL DIRECTOR'S ASSESSMENT FORM

**Instructions: Chairperson to review and complete individual Directors' performance**

Date of review:	
Surname:	First names:
Date first appointed:	Expected end of term:
Skill area on appointment:	
Membership of Board Committee(s):	

#### Performance Assessment

##### 1. Attendance at meetings

- a) Number of Board/relevant committee meetings held since date of appointment:
- b) Number of Board/relevant committee meetings attended by Director:
- c) Chairperson's comments on attendance at meetings: e.g.
  - a) Attends in time and stays for the duration of the meetings?
  - b) Attends briefly

Other

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##### 2. Preparation for Meetings

- a) How well does the Director prepare for meetings?
  - Outstanding
  - Very good
  - Good
  - Satisfactory
  - Not Acceptable

- b) Chairperson's comments:

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**Participation at Meetings**

a) What level of participation does the Director have in meetings?

- Outstanding
- Very good
- Good
- Satisfactory
- Not Acceptable

f

b) Chairperson’s comments:

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**3. Additional Roles**

a) Does the Director make other contributions (e.g., chair of a Board committee, completion of special Board assignments)?

- Yes
- No

(b) Chairperson’s comments:

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**4. Personal Attributes**

The Chairperson’s assessment of a Director’s attributes with comment on the Director’s understanding of socio- economic issues facing the community and the business; the level of ethical and moral judgement, preparedness to keep abreast of the developments in the sector and in their corporate responsibilities; their relationship with the stakeholders.

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**5. Professional Attributes**

The Chairperson’s assessment of a Director’s professional attributes with comment on the Director’s strategic awareness, independence, and understanding of governance, technical competence, industrial relations and Director Responsibilities.

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**6. Chairperson’s General Comments**

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The above assessment has been discussed between the Chairperson and the Director concerned and the points have been agreed.

**Signed:**

**Chairperson:** .....

**Director:** .....

**Date:** .....

**Date:** .....