

MAALTAABA PEASANT WOMEN FARMERS COOPERATIVE (MAPEWFAC)



GOVERNANCE MANUAL & BOARD CHARTER

AUGUST 2023

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1.0 INTRODUCTION AND BACKGROUND

Maaltaaba Peasant Women Farmers' Cooperative (MAPEWFAC) is a formally registered women owned and focused organisation. The organisation currently has a membership of 1,250 found in the Talensi, Nabdam, and Bongo Districts in the Upper East Region of Ghana. The core objective of the organisation is to empower women economically, socially and politically.

2.0 BOARD CHARTER

This Charter has been adopted by MAPEWFAC Board. The Charter details the role and responsibilities of the Board and matters assigned to Management. The Board Charter complements MAPEWFAC's Constitution, and sets out the principles governing the Board.

2.1 Board Approval

The Board has approved the Charter and, as circumstances demand, may approve periodic amendments in the interest of MAPEWFAC.

2.2 Working Definitions

Unless stated otherwise, the following terms as used in the Charter have the following meaning:

- "Board" means the Board of MAPEWFAC as appointed in line with the Constitution and Governance framework
- "Organisation" means MAPEWFAC as incorporated under Ghana's Companies' Act, 2019 (Act 992)

2.3 ROLE OF THE BOARD

The primary responsibility of the Board is to provide oversight , including ensuring compliance with statutory requirements and norms. The Board oversees strategy, ensuring that MAPEWFAC remains focused on vision, mission and objectives. The Board exercises fiduciary functions by putting in place mechanisms to enhance efficiency, transparency and accountability. The Board is the highest decision making body in the organisation. The Board maintains a professional relationship with management of MAPEWFAC, requiring that its functions are limited to oversight and supervision without interfering in daily operational issues.

2.4 Governance Framework

The Board believes that the primary responsibility of the directors is to provide effective oversight to enhance transparency, efficiency and effectiveness. The Governance framework of MAPEWFAC is as follows;

Board and Board Committees	<ul style="list-style-type: none">• Policy formulation• Strategic Direction• Monitoring and performance reviews
Management Team	<ul style="list-style-type: none">• Oversee major executive responsibilities• Implementation of major and routine policies• Ensuring compliance with both internal and external policies.

3.0 ROLES AND RESPONSIBILITIES OF INDIVIDUAL BOARD MEMBERS

Members of the Board are expected to:

- Provide leadership for the organisation within a framework of prudent and effective controls which enables risks to be assessed and managed.
- Set the organisation's strategic aims, ensure that the necessary financial and human resources are in place for the organisation to meet its objectives and review management performance;
- Set the organisations values and standards and ensure that its obligations to partners, stakeholders and others are understood and met.
- Appoints and determine duration of the Executive Director, as well as approving terms of employment and performance reviews. The Board also manage succession planning for the ED in MAPEWFAC.

3.1 Requirement to understand MAPEWFAC and Information needs of Board Members

- Board Members will take reasonable steps to equip themselves about the values, mission and objectives of the organisation. In furtherance of this, Board members need to be well informed about the organisation and the external environment in which it operates, with a strong command of issues relevant to the organisation.
- Best practice dictates that Board Members will ensure that information is provided sufficiently in advance of meetings to enable thorough consideration of the issues before the Board and should insist that information is sufficient, accurate, clear and timely.
- Once in post, Board Members should seek continually to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant
- Board Members should insist on a comprehensive and formal induction. An effective induction must include visiting communities to meet with project participants and also meeting with management.
- Board members should also take keen interest in understanding the views of donors, partners, beneficiaries and other major stakeholders both directly and through the chairperson.

3.2 THE ROLE AND RESPONSIBILITIES OF THE CHAIRPERSON

- Leadership of the Board
- Ensuring that Board Members have proper knowledge and adequate understanding of their roles and responsibilities
- Ensuring that the Board carries out its essential functions efficiently and effectively so that:
 - All matters before the Board are dealt with and a conclusion is reached in each case
 - All decisions by the Board are clearly and accurately documented.
 - The Board delegates sufficient authority to its committees and to the Executive Director
 - All Board Members are given the opportunity to express their views before any important decision is taken.
 - The Board receives professional advice when needed
- Developing an effective professional working relationship with the Executive Director and other senior staff and overseeing the way they implement Board decisions

3.3 FINANCIAL REPORTING AND INTERNAL CONTROLS

ANNUAL BUDGETS

3.3.1 PROCESS

There are a number of key stages in the budget setting process. These are:

- Agreeing on the budget period (the period of time for which the budget is to be prepared).
- Agreeing on budget centres, the responsible officers and appropriate delegated authorities.
- Arrangements for overseeing the preparation of the budget.
- Preparation and distribution of guidelines for the production of the budget.
- Identification of key constraints.
- Preparation of main income and expenditure budgets.
- Bringing individual budgets together into a master budget.
- Preparation of capital and any other budgets.
- Presenting the budget to the appropriate channel for approval.
- Communicating the approved budget to relevant managers and staff.

BOARD RESPONSIBILITY

The Board is responsible for the approval stages in the process, approving the Strategic Plan, Work Plans and Annual Budget. The Board should then receive regular financial reports on a quarterly basis showing expenditure against planned budgets and progress towards financial targets. Board Members should carefully scrutinise plans and the underlying assumptions.

3.3.2 The Annual Report and Accounts

The Annual Report must contain certain key information:

- Information about the organisation and its objectives
- Achievements and performance against key targets
- Summary on finances including funds received in total and spending on respective programmes.

BOARD RESPONSIBILITY

The Board is responsible for approving the Annual Accounts and ensuring the publication of an Annual Report.

3.3.3 Managing the Planning Process

One of the key tasks of the Board is to establish the mission, aims and objectives of the organisation. This is done by preparing a Strategic Plan that sets out the vision for the organisation for the next three years and informs shorter term planning documents such as the Annual Work Plan. The Annual Work Plan is a key management tool since it turns long term strategies into planned action and promotes continuous improvements in performance.

3.3.4 The Annual Work Plan will usually include:

- The principal aims of the organisation
- An analysis of the environment in which it operates
- The objectives, tasks and targets for the period of the plan
- A description of the resources required to achieve the plan
- Indicators against which performance can be judged

BOARD RESPONSIBILITY

The Board should ensure that strategic plans and Annual Work Plans are prepared in line with the mission, vision and objectives of the organisation. The Board must ensure the plans reflect the organisation's statutory duties, and review the plans against performance on regular basis.

3.3.5 INTERNAL CONTROLS AND RISK MANAGEMENT

Managing Risks

- Institute mechanisms to protect the assets and property of MAPEWFAC and ensure that they are used to deliver the organisation's objectives. There should be regular reviews of the risks to which MAPEWFAC is exposed and take action to mitigate them.
- The organisation should understand the risks facing MAPEWFAC and how these are managed and minimised. MAPEWFAC should undertake full risk assessment and take appropriate steps to manage the organisation's exposure to significant risks.
- The entity should obtain advice from professional advisors or others on all matters where there may be material risk to the organisation or where officers may be in breach of their duties.
- The Board should take ultimate responsibility for dealing with and managing conflicts that may arise within the organisation. This includes conflicts arising between Board Members, staff, the Executive Director, Members, volunteers or community members.
- Ensure that staffing and volunteer structures, working methods and operational policies and procedures are in place and working
- Prioritise mechanisms for internal controls and performance reporting.
- Relations with stakeholders maintained at all times.

BOARD RESPONSIBILITY

The Board has an important role in ensuring that the MAPEWFAC adheres to strict standards of financial propriety, and complies with any financial requirements in particular those contained in funding partner agreements. The Board should also maintain and regularly review the organisation's system of internal controls and performance reporting. Finally, The Board should periodically conduct strategic reviews of all aspects of the organisation's work and functioning to ensure that:

4.0 KEY PRINCIPLES OF THE CODE OF CONDUCT FOR BOARD MEMBERS

4.1 Public Service:

Board Members have a duty to act in the interests of MAPEWFAC and in accordance with its core mandate.

4.2 Selflessness

Members have a duty to take decisions solely in terms of public interest and must not act in order to gain financial or other material benefit for their family or friends.

4.3 Integrity

Board Members must not place themselves under any financial, or other, obligation to any individual or organisation that might reasonably be thought to influence them in the performance of their duties.

4.4 Objectivity

Board Members must take decisions solely on merit when carrying out the business of MAPEWFAC.

4.5 Accountability and Stewardship

Board Members are accountable for their decisions and actions to partners, stakeholders and the public. They have a duty to consider issues on their merits, taking account of the views of others and must ensure that the organisation uses its resources prudently and in accordance with the law.

4.6 Openness

Board Members have a duty to be as open as possible about their decisions and actions, giving reasons for decisions and restricting information only when the wider public interest clearly demands.

4.7 Honesty

Board Members have a duty to act honestly and must declare any private interests relating to their duties and take steps to resolve any conflicts arising that may damage reputation and public interests.

4.8 Leadership

Board Members have a duty to promote and support these principles by leadership and example, to maintain and strengthen trust and confidence in the integrity of MAPEWFAC in conducting its business.

4.9 Respect

Board Members must respect fellow Board Members and employees of the organisation and the role they play, treating them with courtesy at all times.

5.0 GENERAL CONDUCT

5.1 Relationship with Employees

Board Members will treat any staff employed by MAPEWFAC and fellow Board Members with courtesy and respect. It is expected that employees will show Board Members the same consideration.

5.2 Allowances

Board Members must comply with the rules of MAPEWFAC regarding allowances and expenses.

5.3 Gifts and Hospitality

Board Members must never canvass or seek gifts or hospitality.

Board Members are responsible for their decisions connected with the offer or acceptance of gifts or hospitality and for avoiding the risk of damage to confidence in MAPEWFAC. As a general guide, it is usually appropriate to refuse offers except:

- Isolated gifts of a trivial character or inexpensive seasonal gifts such as a calendar or diary, or other simple items of office equipment of modest value.
- Normal hospitality associated with your duties and which would reasonably be regarded as inappropriate to refuse; or
- Gifts received on behalf of MAPEWFAC.

Board Members must not accept any offer by way of gift or hospitality that could give rise to a reasonable suspicion of influence on their part to show favour, or disadvantage, to any individual or organisation.

Board Members should also consider whether there might be any reasonable perception that any gift received by a spouse or cohabitee or by any entity in which they have a controlling interest, or by a partnership, of which they are a partner, can or would influence their judgement.

The term ‘gift’ includes benefits such as relief from indebtedness, loan concessions, or provision of services at a cost below that generally charged to members of the public.

5.4 Confidentiality Requirements

- There may be times when Board Members will be required to treat discussions, documents or other information relating to the work of MAPEWFAC in a confidential manner.
- It is unacceptable for Board Members to disclose any information to which they have privileged access, for example from a confidential document, either orally or in writing.
- In the case of other documents and information, Board Members are required to exercise judgement as to what should or should not be made available to outside bodies or individuals.
- In any event, such information should never be used for the purpose of personal or financial gain, or used in such a way as to bring MAPEWFAC into disrepute.

5.5 Use of the Organisations Facilities

The facilities, equipment, stationary, telephone and services of the organisation should not be misused for political or campaigning activities. Use of equipment and services must be in accordance with the organisations policy and rules on their use.

5.6 Appointment to Partner or Stakeholder Organisations

Board Members may be appointed to or nominated by the Organisation as a member of another body or organisation. If so, they are bound by the rules of conduct of these organisations and should observe the rules of this Code in carrying out the duties of that body.

Members who become Directors of organisations as nominees of MAPEWFAC will assume personal responsibilities appropriate to these organisations. It is the Board Member's responsibility to take advice on these responsibilities including questions of declarations of interest.

5.7 DISCLOSURE AND REGISTRATION OF INTERESTS

The key principles in relation to integrity, honesty and openness are given further practical effect by the requirement for Board Members to declare certain interests in their involvement with the organisation and for the organisation to keep and maintain a register of these interests. Board Members should note that the *appearance* of a conflict of interest can be every bit as damaging as an actual conflict – both should be avoided.

The Register of Interests will be a record of all relevant personal and business interests. If Board Members are unsure about the type of interests that should be declared, they should discuss the matter with the Board Chair and/or Executive Director.

5.8 Conflicts of Interest

If you have a financial interest, you must declare your interest at Board meetings and withdraw, thereby avoiding any participation in the discussion and voting.

If you have a non-financial interest, you must consider whether the conflict is material in the context of the issue under consideration and also in terms of public perception, whether there could be any possible misinterpretation of your reasons for taking part in the discussion. In circumstances where a Board Member is unsure whether or not a conflict of interest exists or is material, they should discuss the matter with the Chairperson prior to the meeting.

Where a conflict of interest exists and the Board Member does not declare their interest and/or offer to withdraw, the Chairperson should take appropriate action to ensure that the Board is not compromised.

The fundamental principle is that no one should use, or give the appearance of using, their position to further their private interests.

5.9 REGISTRATION OF INTERESTS

The following sections set out the kinds of interests, financial and otherwise which have to be registered. Board Members must at all times ensure that these interests are registered, on appointment and whenever circumstances change in such a way as to require change or an addition to their entry in the organisation's Register.

5.9.1 Remuneration

You have a Registerable Interest where you receive remuneration by virtue of being:

- Employed
 - Self-employed
 - The holder of an office
 - A Director of an undertaking
 - A partner in a firm; or
 - Undertaking a trade, profession or vocation or any other work
-
- The amount of remuneration does not require to be registered. If a position is not remunerated it does not need to be registered under this category. However, unremunerated directorships may need to be registered under the category 'Related Undertakings'.
 - Allowances in relation to membership of any organisation must be registered.
 - When registering employment, the name of the employer, the nature of its business, and the nature of the post held in the organisation should be given.
 - When registering self-employment, the name and details of the nature of the business should be given.
 - When registering an interest in a partnership, the name of the partnership and the nature of its business should be given.
 - Where Board Members undertake a trade, profession or vocation, or any other work, the detail to be given is the nature of the work and its regularity.
 - When registering a directorship, it is necessary to provide the registered name of the undertaking in which the directorship is held and the nature of its business.
 - Registration of a pension is not required as this falls outside the scope of this category.

5.9.2 Contracts

There is a registerable interest where you or a firm in which you are a partner, or an undertaking in which you are a director or in which you have shares, has made a contract with MAPEWFAC under which goods

or services are to be provided or works are to be executed. You must register a description of the contract, including its duration.

5.9.3 Houses, and Buildings

- You have a registerable interest where you own or have any other right or interest in houses, land and buildings, which may be significant to, of relevant to, or bear upon the work and operation of MAPEWFAC .
- The test to be applied when considering appropriateness of registration is to ask whether a member of the public acting reasonably might consider any interests in houses, land and buildings could potentially affect your responsibilities to MAPEWFAC or could influence your actions or decision-making.

5.9.4 Share and Securities

- You have a registerable interest where you have an interest in shares which constitute a holding in a company or organisation which may be significant to, of relevant to, or bear upon the work and operation of MAPEWFAC .
- You are not required to register the value of such interests.
- The test to be applied when considering appropriateness of registration is to ask whether a member of the public acting reasonably might consider any interests in shares and securities could potentially affect your responsibilities to MAPEWFAC or could influence your actions or decision-making.

5.9.5 Non-Financial Interests

- You may also have a registerable interest if you have non-financial interests that may be significant to, of relevance to, or bear upon, the work and operation of MAPEWFAC .
- It is important that relevant interests such as membership or holding office in other public bodies, clubs, societies and organisations such as trade unions and voluntary organisations are registered and described.
- The test to be applied when considering appropriateness of registration is to ask whether a member of the public acting reasonably might consider any non-financial interest could potentially affect your responsibilities to MAPEWFAC or could influence your actions or decision-making.

5.9.6 Interests of Other Persons

The interests known to you, both financial and non-financial of relatives and close friends may have to be declared. The key principle is the need for transparency in regard to any interest that might be objectively regarded by a member of the public as potentially affecting your responsibilities as a member of the Board.

5.9.7 MAKING A DECLARATION

- You must decide at the earliest stage possible whether you have an interest to declare in relation to any matter that is to be considered.
- You should consider whether agendas for meetings raise any issue of declaration of interest.
- Your declaration of interest must be made as soon as practicable at a meeting where that interest arises.
- If you do identify the need for a declaration of interest only when a particular matter is being discussed you must declare the interest as soon as you realise it is necessary.
- The oral statement of declaration of interest should identify the item or items of business to which it relates.
- The statement should begin with the words – ‘I declare an interest’.
- The statement must be sufficiently informative to enable those at the meeting to understand the nature of your interest but need not give a detailed description.

5.9.8 Effect of Declaration

- Declaring a financial interest has the effect of prohibiting any participation in discussion and voting.
- A declaration of a non-financial interest involves a further exercise of judgement on your part. You must consider the relationship between the interest that has been declared and the particular matter to be considered and relevant individual circumstances surrounding the particular matter.
- In the final analysis the conclusive test is whether, in the particular circumstances and knowing all the relevant facts, a member of the public acting reasonably would consider that you might be influenced by the interest in your role as a member of the organisation and that it would therefore be wrong to take part in any discussion or decision-making.
- If you, in conscience, believe that your continued presence would not fall foul of this objective test, then declaring an interest would not preclude your involvement in discussion or voting. If you are not confident about the application of this objective yardstick, you must play no part in discussion and must leave the meeting room until discussion of the particular item is concluded.

6.0 Appointment of Board Members

Recruitment of new Board Members will be open and focused on creating a diverse and effective Board. Before new Board Members are appointed the Board will consider what new attributes and knowledge are needed and write them down in the form of a role description.

6.1 Criteria for Appointment

- Reasonable understanding of the communities in which MAPEWFAC works and their needs
- Passion for the MAPEWFAC cause
- Willingness to commit time for board meetings, committee meetings, planning sessions, special events
- Team player who works well in a group
- Someone who listens well and is thoughtful in considering issues

Where specific skills or talents are needed these will take these into account in addition to the general criteria when considering appointments.

6.2 Application Process

Potential Board Members will be asked to complete an application form. Applications will be considered by the Board and successful candidates called to interview.

6.3 On Appointment

On appointment Board Members will be required to sign an undertaking, formally taking on the responsibility of governing the organization.

6.4 Conflict of Interest

Disclosure of Conflict of Interest is mandatory and should be updated annually or whenever there is a change in circumstance of a Board Member.

6.5 Term of Appointment

Board Members will be asked to serve an initial term of three years and may be reappointed

6.6 Board Member Induction and Training Policy

Induction and Training for Board Members will include the following:

1. A one-to-one meeting with the Board Chairperson immediately following appointment to discuss in broad terms what is expected of a Board Member in the first year and any individual role he or she is expected to play.
2. An induction session within one month of appointment to explain the following:
 - Organisational structure
 - The collective role of the Board
 - Conduct of Board Meetings
 - Details of any Board committees and their responsibilities
 - The long-term strategy of MAPEWFAC
 - Current priority areas of work
 - Budget and financial information including the monitoring role of the Board
 - The organisation's policies on openness
 - The role of Board Members in promoting the organisations work to the public
 - Links to other key partner organisations
 - The organisation's Code of Conduct for Board Members
 - Details of arrangements for monitoring and reporting on the performance of Board Members
3. Field visits with MAPEWFAC programme staff may be arranged in order for a new Board Member to gain a better understanding of MAPEWFAC's work and of the communities served by the organisation.

6.7 Key Information

On appointment, Board Members will be provided with the following information:

- The latest Annual Report and Accounts
- The latest Strategic Plan and Work Plan
- Any significant policy or consultation documents which MAPEWFAC has published
- Organisation structure, and staff directory
- Biographical and contact details of other Board Members
- Summary of key roles and responsibilities within the organisation
- Programme for Board meeting dates and any other key events
- The organisation's Board Manual .

6.8 CARE, SKILL AND DILIGENCE

Board Members should;

- Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the organisation
- Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice
- Where they have concerns about the running of the organisation or a proposed action, ensure that the Board addresses these and, to the extent that they are not resolved, ensure that they are recorded in the Board minutes
- Give a statement to the Board if they have such unresolved concerns on resignation

In order to enable directors to fulfil their duties:

- The letter of appointment should set out the expected time commitment
- The Board should be supplied in a timely manner with information in a form and of a quality appropriate to enable it to discharge its duties
- The Chairman is responsible for ensuring that management provide Board members with accurate, timely and clear information

7.0 BOARD MEETINGS

The Board will meet at least four (4) times a year excluding emergency meetings. The Chairman and Board will, in the last quarter of each calendar year, agree a list of meeting dates for the following year. The list will be circulated to all Board Members and Senior Staff.

7.1 Board Papers

- The agenda for each meeting will be drawn up by the Executive Director in consultation with the Chairman.

- The Agenda and Board papers for each Board Meeting will be circulated to Board Members at least week before the date of each Board Meeting.

7.2 Minutes of Meeting

An accurate record of each Board Meeting will be kept and each set of minutes agreed at the next following Board Meeting. Acceptance will be proposed and seconded by Board Members who attended the relevant Board Meeting.

7.3 Board Committees

The Board will, where appropriate, establish sub-committees to deal with particular areas of interest outside of the main Board Meetings. The Chairpersons of these sub-committees will report to the Board at the following full Board meeting and key points raised with the Board for ratification.

7.4 Quorum

The Board will be considered to be quorate when one third of its constituted membership is present.

7.5 Attendance at Board Meetings

Board Members are expected to attend meetings on a regular basis and if unable to attend to give notice to the Chair offering their apologies for non-attendance.

7.6 Absence from Board Meetings

A board attendance problem occurs if any of the following conditions exist in regard to a board member's attendance at board meetings:

- The member has two un-notified absences in a row (“un-notified” means the member did not call ahead to a reasonable contact in the organization before the upcoming meeting to indicate they would not be present at the upcoming meeting).
- The member has three notified absences in a row.
- The member misses one third of the total number of board meetings in a twelve-month period.
- If a Board attendance problem exists regarding a Member, the Board Chairperson will promptly contact the member to discuss the issue. The Chairperson will share the Member’s response with the entire Board at the next Board Meeting. In that meeting, the Board will decide what action to take regarding the Board Member’s future Membership of the Board.
- If the board decides to terminate the board member’s membership, the Board Chair will contact the member with the board-attendance problem and notify him or her of the board’s decision to terminate their membership in line with the terms of the Board Attendance Policy.
- The Chair will request a letter of resignation from the member to be received within the next two weeks. The board will vote regarding acceptance of the member’s resignation letter in the next board meeting.

7.6.1 BOARD PAPERS

Board papers should be well constructed and highlight the decisions that need to be made at a particular Board Meeting. They will provide Board Members with appropriate information so that they can make quality decisions affecting the organisation’s financial and strategic future and will contribute to the

effective governance of the organisation by providing not only comprehensive financial information but also management's view of major strategic issues confronting the organisation. Board members rely on board papers to provide them with the right information so they can make decisions affecting an organization's financial and strategic future. The papers are also a formal record of the board's decision-making process.

Preparation

Board Members will identify what operational reports they wish to receive regularly and what information these should include.

Presentation

Board papers should be presented in a folder, each of the papers numbered in the order they appear on the Agenda and categorised as follows:

- **For Discussion**

These papers will cover strategic issues of substance that do not necessarily need decisions. They can be in narrative rather than bullet form, and where appropriate, distributed to a wider audience for comment.

- **For Decision**

These papers will place a recommendation for decision before the Board followed by supporting information.

- **For Information**

The purpose of these papers is to inform Board Members about specific issues.

7.6.2 STRUCTURING A BOARD PAPER

Purpose

If Management staff are clear in their own mind about why they are writing a board paper it will help them structure their material appropriately. For example, if their purpose is to recommend the payment of outstanding office rent, their recommendation will come first followed by the supporting information. If their purpose is to inform, they may start off with some background information about the issue.

Audience

If Management staff write with their audience in mind their papers will be more relevant. They will find it easier to decide what information is relevant and what they can safely leave out. They will be less likely to deluge directors with too much information.

As well as not making assumptions about directors' knowledge, Management also needs to remember that directors are busy people so all papers need to be as short as possible. If there is a substantial issue which requires a paper to be longer, it should contain a succinct executive summary.

Context

As boards have financial and strategic responsibilities, papers need to address both these areas. So, in a nutshell, a paper could say: ‘We want to do X because, the financial implications and risks of doing X are Y, and this is how it relates to MAPEWFAC’s strategy’.

Key messages

Key messages are the main high-level ideas in a paper. There is only room for a few key messages in a board paper (sometimes only one and seldom more than three).

If Management staff clarify their key messages before writing, they will spell them out simply and clearly at the beginning of the paper so everyone understands the same message. They can then selectively choose appropriate content and detail to support their ideas.

Outcome

Outcome relates back to purpose, but the focus is different (for example, if the purpose is to inform, the outcome will be that readers are informed).

Classification

Papers should be numbered and cross-referenced and papers clearly marked for ‘information only’, ‘discussion’ or ‘decision’. This distinction is vital as whilst boards need to be abreast of an organization’s performance, they should not become involved in minor or operational matters that should be left to management.

8.0 Board Committees

To function efficiently and effectively, the Board may establish committees to assist in the discharge of its responsibilities. The committees will deal with particular areas of interest outside of main Board meetings. The Board will appoint committee membership and determine the number and types of committees that will best serve the interest of MAPEWFAC. Each committee reports to the Board on the outcomes of its work and where appropriate makes recommendations to the Board. The Board will regularly review the operations of the committees and will receive copies of committee minutes.

The advantage of a committee structure is that it allows for specialist areas to be debated in detail by members with the appropriate knowledge or skills. The key points can then be presented to the full Board for ratification, making more effective use of scarce time. Apart from the Chairperson, every Board member must belong to at least one committee.

9.0 Key Relationships

It is essential that Board Members and Senior Management work together as an effective team. This involves having clarity about roles and responsibilities and having an atmosphere of mutual respect of each other’s position. In particular, the working relationship between the Chairperson and the Executive Director is critical to successful conduct of business.

9.1 The Chair and Board Members

- In the Boardroom it is expected that individual Board Members should contribute fully to Board deliberations. However, it is important that no individual Board Member (or Chairperson) dominates the debate or has an excessive influence on the Board decision -making. The Chairperson has an important role to play in ensuring that all Board Members have an opportunity to contribute to Board discussions.
- Outside the Boardroom, the Chairperson should be a useful source of advice and guidance for Board Members (in particular less experienced Board Members) on any aspect of their role, responsibilities and conduct.
- Board members must support the Chairperson in his/her efforts to conduct Board business in an efficient and effective manner. However, members should not hesitate to challenge the Chairperson if they believe that a decision is illegal or has been taken without a full and proper debate.

10.0 Board Evaluation

The Board Members will undertake performance evaluation once every year to ascertain skills development needs and performance and to reassess members' commitment to MAPEWFAC's values. To facilitate this, the Chairman will conduct regular annual one on one interviews with members. Among other matters, the chairman will discuss and acknowledge the contribution made by each Board Member and assess ongoing fit and contribution to governance and overall growth in the organisation. Board members will also do self-assessments using forms provided by the Board.

Appendices

Appendix 1: SAMPLE APPOINTMENT LETTER FOR A BOARD MEMBER

On the recommendation of the nomination committee, the Board of MAPEWFAC , has appointed you a Member of the Board. This letter sets out the terms of your appointment.

Appointment

Your appointment will be for an initial term of three years commencing on (date), unless otherwise terminated earlier by and at the discretion of either party upon notice of one month given in writing. Continuation of your appointment is contingent on satisfactory performance. Your appointment may be renewed by the Board of Directors.

Time commitment

The time commitment includes attendance quarterly Board meetings and emergency meetings at the Board may from time to time convene. Board members may also be required to make periodic visits to project sites and communities. By accepting this appointment, you have confirmed that you are able to allocate sufficient time to meet the expectations of your role.

Role

The Board as a whole is collectively responsible for the success of MAPEWFAC . The Board:

- Provides leadership for the organisation within a framework of prudent and effective controls which enables risk to be assessed and managed;
- Sets the strategic aims of MAPEWFAC , ensures that the necessary financial and human resources are in place for MAPEWFAC to meet its objectives, and reviews management performance;
- Sets the values and standards of MAPEWFAC and ensure that its obligations to its stakeholders and others are understood and met

Expenses

MAPEWFAC will reimburse you for all reasonable and properly documented expenses you incur in performing the duties of your office.

Outside Interests

It is accepted and acknowledged that you will have business interests other than those of MAPEWFAC and that you are prepared to declare these interests in the organisation's Register. In the event that you become aware of any potential conflict of interest, this should be disclosed to the Chairperson and the Executive Director.

Confidentiality

All information acquired during your appointment is confidential to MAPEWFAC and should not be released, either during your appointment or following termination (by whatever means) to third parties without prior clearance from the Chairperson

Induction

Immediately after appointment, MAPEWFAC will provide a comprehensive, formal and tailored induction. This will include an information pack. MAPEWFAC may also arrange for site visits and meetings with management and other staff, and other stakeholders.

Review Process

The performance of individual Board members, the whole Board and its Committees is evaluated annually. If, in the interim, there are any matters which cause you concern about your role you should discuss them with the Chairperson as soon as is appropriate.

Committees

This letter refers to your appointment as a Board member of MAPEWFAC .In the event that you are also asked to serve on one or more of the Board Committees, this will be covered in a separate communication setting out the committee's terms of reference and any specific responsibilities that may be involved.

Acceptance

Please indicate acceptance of this appointment by returning a signed copy of this letter to me on or before....

Appendix 2: AGENDA TEMPLATE

MEETING OF THE BOARD OF MAPEWFAC- XXTH SEPTEMBER 2023

AGENDA

1. WELCOME AND APOLOGIES
 2. DECLARATIONS OF INTEREST
 3. MINUTES OF PREVIOUS MEETING
 4. MATTERS ARISING
-
-

STRATEGIC OVERVIEW

5. CHAIRPERSON'S REPORT
 6. EXECUTIVE DIRECTORS REPORT
 7. COMMITTEE REPORTS
 8. KEY DEVELOPMENTS
 9. MAJOR PROJECTS UPDATE
-
-

ADDITIONAL BUSINESS

10. PRESENTATION AND/OR ADDITIONAL BOARD PAPERS
-
-

PERFORMANCE AND AUDIT MONITORING REPORTS

11. Performance
 1. Performance against targets
 2. Variance report
12. Governance
 1. Internal Audit activity

NEXT BOARD MEETING

Appendix 3: SELF-ASSESSMENT CHECKLIST FOR BOARD MEMBERS

	YES	NO
I know the mission of MAPEWFAC and I can communicate it to others		
I understand the basic responsibilities and operations of MAPEWFAC		
I understand my responsibilities as a member of this board		
I enjoy participating on this board because (check all that apply): It gives me a feeling of accomplishment. The organization contributes to my quality of life The organization supports my personal interest in community issues It helps me professionally This organization is working to improve things in our community Other		
I think the meetings are well managed and efficient. I find the meetings are socially enjoyable. I am very involved in specific activities of this organization		
I do not enjoy my participation on this board.		
I am an active member of one or more committees		
I attend board and committee meetings regularly.		
I understand how to read and interpret our financial reports		
I am familiar with the organizations that work as our partners		
I contribute financially to the organization		
I participate in fundraising for the organization.		
I participate in volunteer recruitment for the organization		
I attend most events sponsored by this organization		
I believe I am an effective advocate for the organization		
I have had sufficient training for my role on this board.		
I would be willing to do more for the organization if asked		
I feel that I am doing more than my fair share		
I am active in other community organizations		
I respect my fellow board members, and feel that they respect me		
It is an honor to serve on this board of directors		




Appendix 4: Results Tabulation for Individual Self-Assessment Survey

%	Of the Board know MAPEWFAC's Mission
%	Of the Board understand the basic responsibilities and operations of our organisation
%	Understand their individual responsibilities as a Member of the Board
	Board Members participate on the Board because it:
%	Gives a sense of accomplishment
%	Contributes their quality of life
%	Supports a personal interest in community interests
%	Helps professionally
%	Works to improve things in the community
%	Other
	Board Members think that
%	Board Meetings are well managed and efficient
%	The Meetings are socially enjoyable
%	They are very involved in specific activities of the organisation
%	Board Members do not enjoy their participation on the Board
%	Board Members are active members of one or more committees
%	Board Members attend Board and Committee meetings regularly
%	Board Members understand how to read and interpret our financial reports
%	Board Members are familiar with the organizations that work as our partners
%	Board Members contribute financially to the organisation
%	Board Members participate in fundraising for the organisation
%	Board Members participate in volunteer recruitment for the organisation
%	Board Members attend most events sponsored by the organisation
%	Board Members believe they are effective advocates for the organisation
%	Board Members think they have had sufficient training for their role on the Board
%	Board Members would be willing to do more for the organisation if asked
%	Board think they are doing more than their fair share
%	Board Members are active in other community organisations
%	Board Members respect their fellow Board Members and think they are respected by them
%	Board Members think it is an honour to serve on the Board

Appendix 5: Guidance on Matters Reserved for the Board

1	Board	<ul style="list-style-type: none"> • Membership and terms of reference of board committees • Delegations of authority to the CEO • Approval of succession plans • Disclosure of conflicts of interest • Assessment of the Organisation’s performance • Assessment of Board performance • Matters concerning the governance of the organisation
2	Executive Director (ED)	<ul style="list-style-type: none"> • Appointment of the Executive Director (ED) • ED remuneration review • ED Performance review • Termination of ED appointment
3	Finance	<ul style="list-style-type: none"> • Approval of budgets • Variations to approved budgets • Approval of annual accounts and reports • Approval of accounting policies • Acceptance of audit reports including management letters
4	Strategic Direction	<ul style="list-style-type: none"> • Approval of strategic plan • Review of Strategy
5	Internal Controls and Reporting Systems	<ul style="list-style-type: none"> • Risk management policy and review • Approval of new organisational policies, including compliance with the law • Approval of reporting systems

Signed this Day 22...of ...12...2023

	Name	Designation	Signature
1	Mollydean Zong Buntuya	Chairperson	
2		Member	
3	Gladys Talata Mwaadi		
4	Gloria Zong	Member	
5			
6	LUCAS YEJABETANI	MEMBER	
7	SAMUEL ZANORE	MEMBER	