



**BOARD CHARTER**

**UNITED ESWATINI DIASPORA**

**FREEDOM IS OUR BIRTHRIGHT WE WILL HAVE IT**

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## 1. OBJECTIVES

The primary objective of this Board Charter is to regulate the manner in which the Board of UNITED ESWATINI DIASPORA will function in controlling the affairs of the organization in order for it to achieve its aims. Its further objectives are to ensure that all members of the Board are aware of their responsibilities and duties towards the organization and to ensure that a proper system of governance prevails at the organization.

## 2. ROLE OF THE BOARD

- 2.1. The Board is responsible for the performance and achievements of the Organization and is accountable to its stakeholders. It shall retain full and effective control over the Organization to discharge its responsibility and ensure that the objectives of the Organization are achieved, without usurping the executive functions of the Executive Director and management.
- 2.2. It is the duty of the Board to ensure that the Organization is effectively managed by competent management with the appropriate authority and adequate resources to execute their duties, with specific and appropriate powers reserved for the Board. The Board shall monitor management performance and ensure that the assets and reputation of the Organization are adequately protected through internal controls and appropriate risk management.
- 2.3. The Board shall establish a clear process for the development and approval by the Board of policies that will guide the activities of the Organization. The Board shall ensure ethical behaviour by all persons acting on behalf of the Organization and, to this end, shall adopt a code of ethics that will be communicated throughout the Organization and to relevant parties with whom the Organization interacts. It shall ensure compliance by the Organization with the Constitution, all applicable legislation, regulations and codes of best practice.
- 2.4. The Board shall communicate effectively with stakeholders on a regular basis, to present them with a transparent, balanced and understandable assessment of the activities and performance of the Organization.
- 2.5. The board shall act with responsibility and discipline in the performance of its duties with due regard to society and the environment in which the Organization engages in its activities.
- 2.6. The Board shall acquaint itself with the principles of good governance and commit itself accordingly in exercising its custodianship of the Organization.

## 3. BOARD LEADERSHIP

- 3.1. In discharging its responsibilities, the Board shall provide leadership and vision to the Organization, provide guidance towards attainment of the goals of the Organization and monitor the performance of executive management in implementing the strategies, plans and policies adopted by the Board.
- 3.2. The Board is the focal point of the governance system of the Organization. All Board members shall act with integrity and enterprise in discharging their duty of controlling the affairs of the Organization and shall ensure that an appropriate governance system is developed and implemented in the organization.

- 3.3. There shall be a clear division of responsibility between the two key tasks of controlling and managing the affairs of the Board, on the one hand, and the executive responsibility of managing the business of the Organization, on the other hand. This division ensures an appropriate balance of power and authority between the Chairperson of the Board and the Executive Director of UNITED ESWATINI DIASPORA.
- 3.4. The Chairperson
- 3.4.1. In accordance with the constitution of the Organization, the Board will appoint from amongst its non-executive members a Chairperson who will preside at meetings of the Board.
- 3.4.2. The Chairperson is responsible for ensuring the effectiveness of the Board and shall represent the Board in its interaction with members and other stakeholders.
- 3.4.3. The Board shall act with responsibility and discipline in the performance due of its duties with due meeting of the Board and that the Secretary of the Organization distributes all relevant documentation for meetings to Board members in good time. The Chairperson shall ensure further that the members of the Board are properly briefed on issues that will be considered at Board meetings and that all relevant information on such issues is placed before the Board.
- 3.4.4. Between Board meetings, the Chairperson shall constitute the link between the Board and the Executive Director through regular communication. The Executive Director shall keep the Chairperson informed on all important operational issues and the Chairperson shall provide counsel and advice to the Executive Director where appropriate. In the event of any matter of importance or of major concern to the interests of the Organization arising, the Chairperson shall inform and consult the other members of the Board promptly on the issue.
- 3.4.5. In addition to the above, the Chairperson shall be responsible for:
- 3.4.5.1. Preparing for the election of the new board members
- 3.4.5.2. Arranging for the induction of new board members
- 3.4.5.3. Determining the annual work plan
- 3.4.5.4. Ensuring that all the Board members play an active and constructive role
- 3.4.5.5. Ensuring that the organization has effective management, development and succession plans
- 3.4.5.6. Being mindful of the need for a continuous improvement in productivity, quality and value to ensure that the organization maintains and improves its position cost effectively.
- 3.5. The Executive Director
- 3.5.1. The Board shall appoint an Executive Director whose task it is to control the day-to-day management of the Organization and to implement the strategies, plans and policies adopted by the Board.
- 3.5.2. The terms and conditions of employment of the Executive Director shall be established by the Board on the recommendations of the Finance & Audit subcommittee.

- 3.5.3. The Executive Director shall be accountable to the Board for the achievement by the Organization of its goals.
- 3.5.4. The Board and the Executive Director shall agree the terms of reference of the Executive Director Office as well as specific objectives directed toward the achievement of the goals. To enable the Executive Director to attain such objectives, the Board shall formally delegate to him/her the authority to take decisions and actions necessary for the execution of his/her duties.
- 3.5.5. The Executive Director shall act within the specific authorities delegated to him/her by the Board and shall ensure the observance of all management limitations set by the Board.
- 3.5.6. The Board shall approve the levels of sub-delegation of authority as recommended by the Executive Director, but the Executive Director shall remain accountable to the Board for the exercise of any sub-delegated authority by management.
- 3.5.7. Only decisions of the Board shall be binding on the Executive Director. Instructions of individual members, officers or committees of the Board shall only bind the Executive Director where the Board has specifically authorized that person or body to issue such an instruction.
- 3.5.8. The Executive Director shall not cause or permit any practice, activity or decision in the Organization that is contrary to commonly accepted good business practice or ethics, or without taking into account the health, safety, environmental and social consequences thereof.
- 3.5.9. The Executive Director shall ensure that the assets of the Organization are adequately maintained and protected, and not unnecessarily placed at risk. He/she shall be responsible for ensuring that a comprehensive system of internal control is established that are sufficient, as a minimum, to meet standards consistent with the Organization's risk management policies and that are acceptable to the Organization's auditors, particularly in respect of the receipt, processing or disbursement of assets and funds.
- 3.5.10. The Executive Director shall not permit employees to be subjected to treatment or conditions that are undignified, inequitable or unsafe.
- 3.5.11. The Executive Director shall not cause or permit payments to be made or rewards to be given to any person or body unless the payments or rewards are in return for value received in furtherance of the purposes of the Organization and are proportional to the extent that the value received has furthered such purposes.

## 4. COMPOSITION OF THE BOARD

- 4.1. The Organization has a unitary Board consisting of executive and non-executive directors, the majority of whom should be independent non-executive directors. No director shall receive fees for holding office as director.
- 4.2. The appointment of new directors according to the Constitution is the primary role of the role of the Annual General Meeting, save where the Board is mandated to co-opt additional members outside the NGO sector. The board in this case the Board will be fully responsible and will follow a formal and transparent procedure adopted by the Board. The qualifications for membership of the Board shall be determined by the Board on the recommendations of

the Nominations Committee, for ratification at a general meeting of the members. Organization shall include their own recruitment procedure for board members

- 4.3. The size of the Board shall be in accordance with the constitution of the Organization and shall comprise a balance of skills, experience, knowledge and demographic diversity sufficient to cover the full spectrum of expertise and insight needed to govern the Organization.
- 4.4. The Board shall establish an appropriate division of duties and responsibilities among members of the Board, identifying key roles and performance standards for its members. It is the duty of each member of the Board to understand clearly his/her role and the roles of other directors and each Board committee.

## 5. DIRECTORS' TERM OF OFFICE

- 5.1. New members of the Board appointed by the Board during the year (in terms of clause 11.4 of the charter) will hold office until the next annual general meeting of the Organization, at which they will retire and may make themselves available for re-election.
- 5.2. In accordance with the constitution, all members of the Board, other than the Executive Director, are subject to retirement by rotation and re-election by members at least every three years.
- 5.3. An executive director shall not accept any appointment to the Board of directors of any company or organization, other than that of the Organization, before consulting with the Chairperson and obtaining their approval for the appointment. Approval for the appointment may be withheld if it may lead to a conflict of interest, negatively impact upon the reputation of the Organization or detrimentally affect the discharge of his/her responsibilities as an executive director.

## 6. INDUCTION OF NEW DIRECTORS

- 6.1. After their appointment, all new directors will participate in an induction program aimed at developing a thorough understanding of the Organization, its activities, vision, strategies, plans, policies and values.
- 6.2. As part of the induction program, each new Board member shall be provided with background material that will assist in gaining the necessary understanding of the Organization. The material shall include a copy of the constitution, this charter, the terms of reference of each Board committee and any codes of conduct adopted by the Board. .

## 7. BOARD FUNCTIONING

- 7.1. The Board and each member have a fiduciary duty to the Organization and a duty to act with care and skill in governing the Organization.
- 7.2. Deliberations of the Board and interaction between Board members shall be frank, open and constructive with the Chairperson seeking to achieve Board decisions by consensus. Where the Chairperson considers it necessary, he/she may call for a vote on any issue. Discussions and Board records shall remain confidential to the Board and relevant authorities unless specifically decided otherwise by the Board.

- 7.3. Board members shall have access at all reasonable times to relevant information of the Organization and to senior management for discussion of issues to enable Board members to discharge their duties and to take informed decisions. The Board shall determine the nature, level of detail and format of information that shall be provided to it for preparation for meetings, as well as the nature of information that shall be provided to Board members on an ongoing basis or in response to significant events or developments between meetings of the Board.
- 7.4. The Board shall develop and adopt a policy allowing each director, at the expense of the Organization, to take independent professional advice that will enable him/her to perform his/her duties as a director.
- 7.5. The Executive Directors and Chairperson shall develop a work plan annually which shall include inter alia the following activities:
- 7.5.1. review the strategies of the Organization for achievement of its objectives;
  - 7.5.2. approve a budget for each year;
  - 7.5.3. review management plans for achieving the objectives of the Organization;
  - 7.5.4. set key performance indicators and goals;
  - 7.5.5. review risk management policies and controls, including compliance with legal and regulatory requirements;
  - 7.5.6. approve the annual report to members of the Organization;
  - 7.5.7. review the Organization's audit requirements;
  - 7.5.8. review the Board's programmes;
  - 7.5.9. review the performance of, necessity for and composition of Board committees;
  - 7.5.10. review executive remuneration, remuneration policies and incentive schemes.
- 7.6. The following matters shall be reserved for decision by the Board, supported by any recommendations that may be made thereon by any committees of the Board:
- 7.6.1. Administrative:
    - 7.6.1.1. recommending to members of the Organization any amendments to the constitution of the Organization;
    - 7.6.1.2. the frequency, dates and venues for meetings of the Board;
    - 7.6.1.3. the convening of, and dates and venues for general meetings of members of the Organization;
    - 7.6.1.4. the approval of agenda annual and other general meetings of members of the Organization;
    - 7.6.1.5. the appointment, removal and replacement of the external auditor of the Organization;
    - 7.6.1.6. the appointment, removal and replacement of the Secretary of the Organization;

- 7.6.1.7. the formulation and adoption of a code of ethics for the Organization;
- 7.6.1.8. the approval of levels of sub-delegation of authority recommended by the Executive Director;
- 7.6.2. Financial:
  - 7.6.2.1. the approval of annual financial statements of the Organization;
  - 7.6.2.2. the review and approval of strategy, business plans and annual budgets proposed by management;
  - 7.6.2.3. the approval of any changes in strategic direction or material deviations from business plans;
  - 7.6.2.4. the adoption of any significant change in or departure from existing accounting policies and practices of the Organization;
  - 7.6.2.5. the adoption of limits of authority for approval of expenditure incurred by the Organization;
  - 7.6.2.6. develop and lead resource mobilization activities for the organization
- 7.6.3. Human Resources
  - 7.6.3.1. appointments to and removals from the Board;
  - 7.6.3.2. the appointment of the Executive Directors of the Organization;
  - 7.6.3.3. the adoption of a remuneration philosophy for the Organization and the approval of the remuneration of the Executive Directors on recommendation of the Finance and Audit committee;
  - 7.6.3.4. the approval of any incentive or retirement scheme for employees of the Organization; and
  - 7.6.3.5. the formulation and adoption of policies in relation to employment equity, human resources development and the health and safety of employees.
- 7.6. To fulfil its fiduciary responsibility of ensuring full and effective control over the organization, the Board may elect to limit management's authority, as determined by policy from time to time, over and above the points listed in article 7.6.

## 8. BOARD MEETINGS

- 8.1. Frequency and quorum
  - 8.1.1. The Board shall meet at such times and at such venues as the Board deems appropriate, or at the call of the Chairperson, but shall meet at least four times in any year. The Chairperson shall call a meeting if such a meeting is requested by any member of the Board.

- 8.1.2. In accordance with the constitution of the Organization, a quorum necessary for the transaction of business by the Board
- 8.1.3. Meetings shall be conducted in accordance with the provisions of the constitution and such additional rules of procedure as the Board may determine from time to time.
- 8.1.4. A formal schedule of meetings of the Board and Board committees shall be prepared and set for each financial year of the Organization. If additional meetings are required, at least 14 (fourteen) days' notice will be given of the meeting unless the urgency of the circumstances require that less notice be given.

## 8.2. Agenda and meeting papers

- 8.2.1. The Chairperson shall ensure that an agenda for each meeting is prepared the Executive Director in consultation with Chairperson. The agenda shall contain at least all items that the Board is required to consider in accordance with the work plan of the Board, as well as any item that any Board member has requested to be placed on the agenda.
- 8.2.2. The Chairperson shall also establish the standards for preparation of Board papers and reports to be made available to Board members in accordance with the information needs determined by the Board.
- 8.2.3. The agenda and Board papers shall be distributed to Board members by the Secretary of the Organization at least seven days prior to the date set for the meeting.
- 8.2.4. A record of Board papers and reports submitted, and of material presented to the Board shall be kept by the Secretary together with the minutes of meetings. All such documents shall be accessible to Board members.

## 8.3. Matters for consideration

At each Board meeting the Board shall consider all items on the agenda including:

- 8.3.1. an operational report from the Executive Director:
- 8.3.2. a report from the Financial Manager/Treasurer;
- 8.3.3. reports from Board committees;
- 8.3.4. specific proposals for projects and expenditure requests reserved for Board decision; and
- 8.3.5. major issues and opportunities for the Organization.

#### 8.4. Minutes

- 8.4.1. The Secretary of the Organization shall keep minutes of proceedings at Board meetings.
- 8.4.2. The Secretary shall settle the minutes with the Chairperson and shall circulate the settled minutes to all Board members within two weeks of the date of the meeting.
- 8.4.3. Minutes to be signed once approved
- 8.4.4. Minutes to be filed properly for future reference

#### 8.5. Conflicts of interest

- 8.5.1. Board members shall inform the Board of any conflicts or potential conflicts of interest they may have in relation to any particular item of business of the Board.
- 8.5.2. Any conflicted or potentially conflicted Board member shall absent himself/herself from discussion or decisions on those matters, unless otherwise resolved.
- 8.5.3. The Board shall formulate and maintain a procedure for dealing with conflicts of interest.
- 8.5.4. All Board members will be required to declare their interests on an annual basis.

## 9. BOARD COMMITTEES

- 9.1. The Board shall appoint standing or ad hoc committees to assist the Board in the execution of its duties when it is deemed necessary or advisable to facilitate efficiency of the Board and decision making. The following standing committees shall be established by the Board
  - 9.1.1. an Audit and Risk Management Committee;
  - 9.1.2. a Human Resource Committee; and
  - 9.1.3. a Membership Committee;
- 9.2. The Board shall approve the following Subcommittees of the Organization each of which shall be chaired by a non-executive director
  - 9.2.1. a Finance and Investment Committee
  - 9.2.2. a Marketing and Fundraising Committee.
- 9.3. Each committee shall have written terms of reference clearly setting out its mandate, authority and responsibilities. Any authority delegated by the Board to a committee shall not mitigate or dissipate the discharge by the Board of its duties and responsibilities, nor will it derogate from any authority delegated to the Executive Director.

- 9.4. Every committee shall report fully and transparently to the Board on its activities except where the committee has been mandated otherwise by the Board.
- 9.5. Board committees shall observe the same rules of conduct and procedure as the Board.

## 10. RELATIONSHIP AND COMMUNICATION WITH STAKEHOLDERS

- 10.1. The Board shall fully account to the members of the Organization on an annual basis on the performance of the Organization, its activities, the activities of the Board and the financial position of the Organization.
- 10.2. Reports and communications by the Board to members of the Organization and other stakeholders shall be such that it presents a comprehensive and objective assessment of the activities of the Organization in a form that will enable stakeholders to obtain a full, fair and honest account of its performance and position. Reports should address all material matters of significant interest and concern to stakeholders.
- 10.3. The Board shall, on recommendation of the marketing and fundraising committee, approve the communications plan developed by management from time to time. The aim of the communication plan is to ensure the enhancement and protection of the Organization's public image and attract support for the objectives of the Organization.
- 10.4. The Chairperson and Executive Director should, when necessary, enter into dialogue with stakeholders to ensure that there is a mutual understanding of objectives.
- 10.5. All directors should attend all general meetings of members of the Organization and, particularly the chairperson of Board committees, or their nominees, should be prepared to answer questions and deal with issues raised by members.
- 10.6. The Board should ensure that each item of special business included in the notice of an annual general meeting is accompanied by a full explanation of the effects of a proposed resolution. In any general meeting of members, the Chairperson should provide a reasonable time for discussion on any issue.
- 10.7. The results of all decisions taken at general meetings should be disseminated in the most appropriate form as soon as possible after conclusion of the meeting to ensure that all members (particularly those who were not in attendance) are promptly informed or have access to such information.

## 11. BOARD PERFORMANCE EVALUATION

- 11.1. The Board shall evaluate its performance formally under the supervision of the Chairperson at least once every two years.
- 11.2. The evaluation shall be conducted by means of completion by Board members of a structured questionnaire for self-evaluation of the effectiveness of the Board. The results of the evaluation shall be collated by the Human resources committee, who shall report thereon to the Board.
- 11.3. The Board as a whole shall consider what steps would have to be taken, if any, to improve the effectiveness of the Board.

- 11.4. The performance of the Chairperson shall be appraised by the Board on an annual or such other basis as the Board may determine.
- 11.5. The performance of the Executive Director shall be appraised annually by the Chairperson, in consultation with the non-executive members of the Board. The appraisal shall be based on objective criteria including the performance of the Organization in achieving its goals and the achievement of specific performance objectives set for the Executive Director. The results of the appraisal shall be considered by the Human Resources committee in setting the remuneration of the Executive Director.

## 12. THE SECRETARY

In addition to the duties alluded to in article 8.2.1, 8.2.3 and 8.2.4 of this Charter, the Secretary of the Organization shall:

- 12.1. ensure that Board procedures are followed and reviewed regularly. It shall be his/her duty to ensure that all members of the Board are aware of such procedures as well as their duties, responsibilities and powers.
- 12.2. ensure that the Organization complies with all applicable rules and regulations for the conduct of the affairs of the Board and that all matters associated with its efficient operation are maintained.
- 12.3. keep abreast of and inform the Board of governance best practice and current thinking on issues relating to governance.
- 12.4. provide Directors with any relevant information as may be requested in terms of article 7.3 of this Charter.
- 12.5. ensure compliance by the organization of all regulatory requirements.

## 13. STATUS AND REVIEW OF THIS CHARTER

- 13.1. This charter shall be reviewed annually by the Board to ensure its appropriateness for the effectiveness of the Board and to ensure that it continues to reflect the best governance practices for an organization such as the Organization.
- 13.2. This charter shall form an integral part of the letter of appointment of each director of the Organization.

Adopted by UNITED ESWATINI DIASPORA Board during board meeting held on .....20.....

Signed: .....  
**Chairperson**

Signed: .....  
**Secretary**