



BOARD CHARTER

Office No. 207: 2nd Floor: CCM Region
House – Dar es Salaam: Lumumba:
P.O Box 90585 Dar es Salaam TANZANIA.
Email: info@laswidaTANZANIA.or.tz
Web: www.laswidaTANZANIA.or.tz

Mobile:
+ 255 787 391 170
+255 754 584 879

1.1 INTRODUCTION

The aim of this charter is to set forth the standards, processes, and institutional arrangements that the LASWIDA - TANZANIA Board adheres to in carrying out its duties.

This Charter follows the rules and regulations regulating non-profit organizations in Tanzania, such as the Non-Governmental Organizations Act, No. 24 of 2002, and is in accordance with the LASWIDA - TANZANIA Constitution. It also draws on principles of good practice.

1.2 USE OF THE POLICY

- All Board members and the Executive Director(ED) will be bound by the policy.
- The policy will be provided to all new Board members as part of their induction.
- The policy will be used as a basis for evaluating the ongoing performance of the Board.
- The policy will be reviewed at least every two years and updated as needed.

1.3 CONSTITUTION AND ENABLING LEGISLATION

The LASWIDA - TANZANIA is a non-profit association incorporated under the Non-Governmental Organizations Act, No. 24 of 2002. The Constitution is the primary governance instrument and sets out LASWIDA - TANZANIA's objects and rules.

1.4 BOARD ELECTION, ELIGIBILITY AND COMPOSITION

1.4.1 Diversity and skills required on the Board

The Board will work to ensure that the Board reflects the community it serves, particularly Street Children, Widows and People with Disabilities. It will also ensure it has the full range of skills identified in the Board Competency Matrix, which is updated

annually. It will do this by identifying and encouraging potential directors from diverse backgrounds and with the necessary skills to nominate for election to the Board. It will also provide information to the AGM on diversity and the skills required.

1.4.2 Board size and office bearers

The Board is made up of a minimum of four directors¹:

- The Board of Directors, which composed of the Chairperson, Executive Secretary, Treasurer and other 1 members appointed by General Meeting.
- The Board Committee, which consists of three Board Members and any number of additional members appointed by the Board.

1.5 ROLES AND FUNCTIONS OF THE BOARD

The Board has legal responsibility to direct and control the business and affairs of the association toward attainment of its objects. It exercises this responsibility on behalf of LASWIDA - TANZANIA members, clients, funders and donors.

In addition to the functions stipulated under Art 19² and Section 7³ the Board will also have the following responsibilities:

- a. overseeing the management of LASWIDA - TANZANIA;
- b. providing strategic direction by approving and periodically reviewing the strategic plan;
- c. approving the annual budget proposed by management, and approving the annual business plan and monitoring financial performance and solvency;
- d. monitoring organizational performance and the achievement of strategic goals and objectives;
- e. setting the Board's risk appetite, ensuring risks are identified and appropriate control, monitoring and reporting mechanisms are in place;

¹ LASWIDA - TANZANIA Constitution Art 18

² LASWIDA - TANZANIA Constitution Art 19

- f. monitoring compliance with best practice corporate governance requirements;
- g. determining the desired culture for the LASWIDA - TANZANIA and acting as a role model of the desired culture;
- h. approving the appointment of the external auditor and the audited financial statements;
- i. enhancing and protecting the reputation of the LASWIDA - TANZANIA;
- j. engaging with stakeholders such as members, employees, the legal sector within the act, government, potential donors and other interest groups; and reporting to members.

1.6 BOARD POWERS AND DELEGATIONS

2.3.1 General powers

The direction and control of the LASWIDA - TANZANIA, including its business and affairs, is vested in the Board as a whole. The Board's authority to govern the LASWIDA - TANZANIA is granted under the Constitution.

2.3.2 Management

The Executive Director is responsible for implementing the strategic directions and operating within the risk appetite set by the Board and for all other aspects of the day-to-day running of the LASWIDA - TANZANIA. However ultimate responsibility for strategy and control and oversight of sound and prudent management of the LASWIDA - TANZANIA rests with the directors.

1.7 DIRECTOR RESPONSIBILITIES

Directors, through their participation in the Board, are responsible for setting the strategic direction of the LASWIDA - TANZANIA and monitoring its performance to ensure it is being managed effectively. Directors, as individuals, also have specific legal

³ Section 7 of The NGO Act, 2022

duties and obligations established through Non-Governmental Organizations Act, No. 24 of 2002⁴.

LASWIDA - TANZANIA also places specific requirements on its Directors. These have been designed to ensure that LASWIDA - TANZANIA has high quality governance and support achievement. These responsibilities are noted below and described in more detail in the Director Position Statements Policy. While there is some overlap with the legal duties, these sections provide additional detail on how directors can meet the earlier requirements.

A copy of these responsibilities including but not limited to the list hereunder will be provided to directors with their letter of appointment:-

- ✓ abiding by the mission, objects and rules
- ✓ conducting business with honesty and integrity
- ✓ complying with the law and meeting contractual obligations
- ✓ ensuring the organization remains financially solvent and does not trade when insolvent.
- ✓ acting with reasonable care and diligence
- ✓ acting honestly and fairly in the best interests of the organization and its charitable purposes
- ✓ not misusing their position or information they gain through their position
- ✓ disclosing actual or potential conflicts of interest
- ✓ ensuring that the financial affairs of the organization are managed responsibly

1.8 CONFLICT OF INTEREST

2.5.1 Responsibility of the board

⁴ Section 4 of The NGO Act of 2022

Conflicts of interest are an inevitable aspect of organizational life. Good governance principles require the Board to operate with a culture of disclosure, recognition and active management of conflicts as they arise to ensure transparency and sound decision making.

A perceived conflict of interest can be as damaging to the reputation of the Centre as an actual conflict. All conflicts, whether real, potential or perceived, must be declared and managed in accordance with LASWIDA – TANZANIA guidelines guiding the for Board of Directors.

The board is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across the LASWIDA - TANZANIA
- monitoring compliance with this policy
- reviewing this policy every two years to ensure it is operating effectively.

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2.5.2 Obligations of directors

The obligations of directors under this policy are to:

- act impartially, without prejudice and in the best interests of the Centre
- not accept gifts or benefits that could influence their actions
- avoid conflicts of interest where possible
- identify and disclose any conflicts of interest³
- carefully manage any conflicts of interest
- follow this policy and respond to any breaches.

All directors must complete an annual Conflict of Interest Declaration within one month of the AGM and immediately notify the Executive Director should their circumstances change in a way that could result in a conflict of interest.

1.9 BOARD CODE OF ETHICS AND CONDUCT

LASWIDA - TANZANIA Directors are required to abide by the LASWIDA - TANZANIA Code of Ethics and Conduct applying to all staff as per the Tanzania laws governing the operations of NGOs in Tanzania.

1.10 ATTENDANCE AT MEETINGS

Board and committee members are expected to demonstrate their commitment to the LASWIDA - TANZANIA by attendance at meetings of the Board and any Board Committee on which they sit, unless prevented by unforeseeable or reasonable circumstances. All affairs will be dealt with in accordance to the organizational constitution.

1.11 ROLE OF THE CHAIR

The Board Chair is responsible for facilitating effective board leadership and governance and sets the tone for meetings. It is an active role that engages the board members, building upon each member's individual strengths.

The Board Chair exercises leadership to ensure the work of the board is focused on the strategic issues that require its attention and delegates work that could be more effectively addressed by a Board committee or by management.

The board chair's relationship with the Executive Director is critical to the organization and is built on mutual trust and respect. They share a common understanding of the organization's goals and strategies and work together to achieve them. The Board Chair and Executive Director orient new members prepare strategic agendas for meetings.

1.12 CEASING TO BE A BOARD MEMBER

2.10.1 Resignation

Directors may resign from the Board at any time.

2.10.2 Disqualification

Directors are required to resign from the Board immediately if they are disqualified from managing a corporation:

- within the meaning of the *Companies Act, 2002*; or
- within the meaning of the Tanzania Laws or if they are suspended or removed by the Commissioner from being a responsible entity of a registered entity.
- cannot manage the Association because of her mental incapacity
- resigns by notice in writing to the Organization
- is removed by a resolution of the Organization
- is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of the interest.

2.10.3 Requesting a director's resignation

There are a number of situations in which it may seem desirable to seek a director's resignation. These could include not complying with the responsibilities in their position description, not complying with the Code of Conduct, or behaving in a way that breaks Board confidentiality or damages the good standing of the LASWIDA - TANZANIA.

In general, the best approach is to provide constructive feedback to the director concerned, understand the reasons of the behavior and explore whether the director remains committed to LASWIDA - TANZANIA and is motivated to improve their performance. If this is the case, the Board should consider options to support and coach the director to improve their skills and contribution to the Board.

If the issue is sufficiently serious, or the director is unwilling to address the issues that have been identified, the Board has two options:

- i. It can formally request the director's resignation (noting that the director is not obligated for comply with this request);

- ii. It can call a general meeting of the LASWIDA - TANZANIA and put a resolution to members seeking the removal of the director.

It is important to note that option ii should only be used in the case of serious wrongdoing or disruptive and damaging behavior.

1.13 THE BOARD AND STRATEGY

The Board works collaboratively with the ED to develop and review the strategic directions and goals of LASWIDA - TANZANIA. The Board:

- oversees the process of strategy development, design and implementation, probes and monitors corporate performance, and helps to identify risks and strategic inconsistencies
- directly contributes to strategy development by bringing a broader perspective than that of management, including experience from beyond the industry, understanding of stakeholder perspectives, and helping to avoid cultural blind spots

1.14 provides the strategy with credibility and authority and helps garner support from both within and outside LASWIDA - TANZANIA.

1.15 THE BOARD AND THE EXECUTIVE DIRECTOR(ED)

Trust, mutual respect, teamwork and open communication are the foundations for a productive working relationship between the Board and the ED. The relationship must be empowering and safe. Operational decisions made by the ED are not questioned by the Board as long as they are in line with the strategic and business plans. The expectations set out below are the basis on which trust and mutual accountability are built and maintained.

The Board relies on the ED to:

- Provide strategic advice, analysis and recommendations to support Board decisions

- Provide open and honest, timely, fit for purpose and high-quality reports
- Implement Board decisions in a timely way and accurately communicate the rationale for Board decisions to staff
- Keep the Board informed of major developments and significant opportunities and risks relevant to the center
- comply with the constitution and Board policies and facilitate the Board's oversight of compliance and review of policies
- support the operation of the Board.

The ED relies on the Board to:

- contribute to and approve the strategic direction and policy framework of the LASWIDA - TANZANIA
- provide a sounding board, as needed, to test thinking and make difficult management decisions
- provide support, express appreciation and recognize achievements by the ED and staff
- observe boundaries between operational and Board responsibilities
- make timely and sound decisions
- follow through on commitments and agreed actions.

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1.16 CHAIR AND ED RELATIONSHIP

Outside of Board meetings, the primary point of contact between the ED and the Board is through the Chair. This relationship is pivotal to Board effectiveness and supports the ED's leadership of the organization.

The Chair and ED will meet/communicate prior to each Board meeting and more frequently if there are major issues to be discussed and resolved. The meetings provide a space for:

- the ED to discuss and seek advice on significant operational issues

TAASISI YA MSAADA WA SHERIA KWA WATOTO WA MITAANI, WAJANE NA WATU WENYE ULEMAVU TANZANIA

- the Chair and ED to consider and agree on matters to come before the Board and prepare for the Board meeting
- the Chair to provide support, feedback and guidance to the ED
- joint strategy development and thinking,

1.17 COMMUNICATION BETWEEN THE BOARD, MANAGEMENT AND STAFF

The ED is the primary link between the Board and staff. Maintaining and respecting this link means that:

- The ED keeps staff informed about the outcomes of Board meetings and matters under discussion by the Board and its committees.
- Staffs only participate in Board meetings by invitation of the Chair and/or ED, where their knowledge or advice is critical to matters before the Board.
- Matters that staff wishes to bring to the Board's attention should be referred to the Board through the ED.
- Board members should not direct the work of individual staff members and they should keep the ED informed where there is a need for direct communication.

The exceptions to the above general rules are:

- Formal complaints and staff grievances about the ED should be referred directly to the Board through the Chair.
- Staff and Board members may communicate on joint work through committees or by delegation of the Board and/or the ED.

1.18 BOARD SUB-COMMITTEES

The Board may establish committees to which it may delegate any of its powers, duties and responsibilities. At least one member of each committee must be a Board member. Each committee will have Board-approved Terms of Reference setting out their roles and responsibilities.

Committees may be ongoing or time-limited and focused on a specific task. While committees will often have delegated powers, the Board may establish advisory committees with no delegated powers.

The Board has the following standing committees:

- Finance Committee
- Governance Committee.

1.19 POLICY FRAMEWORK

This Charter is one part of the policy framework that guides the operations of LASWIDA - TANZANIA. At the highest level, the Constitution sets out the establishment and rules of the organization. This Charter sits under the Constitution and is supported by a suite of Board governance policies and procedures. Board governance policies and procedures are approved and regularly reviewed by the Board.

The framework also includes the policies and procedures that guide the day-to-day operations of the LASWIDA - TANZANIA. Policies and procedures development, approval and review processes are set out Policy and Procedure Development and Review Policy.

1.20 MONITORING PERFORMANCE

The Board is responsible for monitoring the performance of LASWIDA - TANZANIA and ensuring it complies with legislative and other requirements. The Board does this by carefully considering the reports provided by the Executive Director, the Treasurer and the external auditor.

The Board will work with the Executive Director to ensure the reports it receives are useful and provide the information it needs in a user-friendly format.

1.21 RISK MANAGEMENT

Directors' duties require them to actively consider risk. Directors must agree a common approach to risk and set the risk appetite of LASWIDA - TANZANIA. This should result from robust discussion by the board and inform the framework that the board adopts to support its riskoversight activities.

The LASWIDA - TANZANIA has a risk management framework to support the identification of risk and regularly assesses controls to prevent or mitigate the incidence of risk.

As well as setting the risk appetite, the Board oversees the risk management framework implemented by management and must satisfy itself that the framework is sound.

1.22 BOARD MEETINGS

The LASWIDA - TANZANIA Board must meet at least once each year but may meet more often if necessary to fulfill its duties and responsibilities. The Executive Director will usually attend Board meetings; however the Board may choose to meet without her for all or part of a meeting.

Board meetings are generally convened by the Chair. All directors must be provided with the notice of the meeting not less than 30 days prior to the meeting unless there state of emergence.

4.1.1 Quorum and Voting

A quorum is a majority of Board members. A quorum must be present at all times during the meeting.

Decisions are generally made through consensus; when they are made through a vote, each member has one vote. Decisions can also be made between Board meetings by circulating a resolution, in writing, to all Board members. These decisions must be noted in the minutes of the subsequent Board meeting.

4.1.2 Election of office bearers

Office bearers are elected at the first Board meeting following each AGM. The Governance Committee makes recommendations to the Board about the election of office bearers and this aims to achieve a consensus approach to the election and ensure the selection of people who will be effective in these roles.

In practice, elections are rarely needed as there is usually only one nominee for each position. If an election is required, the procedures are as follows:

- A. the elections will be the first order of business;
- B. the elections will be conducted in the following order: Chair, Deputy Chair, Treasurer, Secretary;
- C. if an election for the position of Chair is required, the Executive Director will preside over the initial stage of the meeting and will hand over to the new Chair once the election is finalized;
- D. nominations for positions on the Executive must be made to the Executive Director and may be made by email prior to the meeting or orally at the meeting up until the start of voting for the position;
- E. to be valid, the person being nominated must agree to the nomination;
- F. a candidate who fails to be elected for a position may be nominated for a subsequent position;
- G. candidates may make a statement of no longer than three minutes to the Board regarding their candidature with the order of candidates' statements being determined by the person chairing;
- H. the Executive Director will act as returning officer for each election;
- I. each director has one vote, the vote is anonymous, ballots are cast by writing the name of the preferred candidate, if a director is participating in the meeting by phone they communicate their vote privately to the returning officer who marks a ballot for them;
- J. if there is a tie for first place, then the person chairing may invite the two candidates to provide a further statement of no longer than two minutes in

support of their candidature before repeating the vote; if the tie persists the Chair may decide to facilitate Board discussion of the best option prior to running a third vote. If the tie persists the returning officer may use a coin toss to choose which candidate is elected. A candidate can withdraw their nomination at any stage during this process.

1.23 BOARD EFFECTIVENESS

Board members will participate in a regular review of the Board's effectiveness in carrying out its responsibilities. The review process will include consideration of:

- the size and composition of the Board
- the Board succession plan
- the skills matrix for Board membership
- the number and type of committees and their size and composition
- any amendments to the Constitution or Board Charter.

The review should also include:

- a collective review of effectiveness
- individual performance reviews for directors
- opportunities for directors to give private feedback to the Chair on Board effectiveness such other review mechanisms as the Board decides.

The Chair will lead the Board review process. The Board may engage an independent expert to facilitate the review.