

act:onaid

Governance Manual



June, 2018

Revisions to AAG Governance Manual

Nature of proposed revisions	Date on which Governance and Board Development Committee endorsed and recommended	Date on which Board approved
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ONE: THIS DOCUMENT AND HOW TO USE IT

1.1 *This Governance Manual has been written for:*

- Members of the Board of Trustees
- Members of the General Assembly
- Potential and new Board and General Assembly Members
- ActionAid Ghana staff
- Beneficiaries
- Donors and
- Other persons interested in the governance of AAG.

It spells out the key governance responsibilities and relationships within ActionAid Ghana and is intended to be a single point of information on issues of governance. It includes cross-references to the following related documents that provide more in-depth information on particular topics which are available on request at the ActionAid Ghana office:

- Constitution of ActionAid Ghana
- Country Strategy Paper (CSP)
- Annual Report
- Other organisation policies
- Legal documents
 - Certificate of Incorporation
 - Documents evidencing satisfaction of any other legal requirements for NGOs in Ghana

This manual will also aid in the orientation and training of new Board Members and ensure efficient organisation and access to information.

It will also provide a handy reference point for the Board in performing its governance role.

1.2 **How to Use the Manual**

- **As a reference manual:** The primary objective of this manual is to provide an overview of the governance of ActionAid Ghana and the expected roles and responsibilities of Board and General Assembly Members in relation to the governance of the organisation. It is therefore both a point of reference and a focus for debate.
- **As a guideline for assessment:** This manual also provides a framework for the Board to assess its own performance and suggest changes that would be appropriate to both the organisational context and developmental phase.

The manual will be reviewed biannually to meet the changing needs of the organisation, as appropriate to the organisational developmental stage. The responsibility to amend the manual and suggest changes lies with the Board.

The changes to the functioning of the Board will be implemented on ratification of the same by the General Assembly.

TWO: GOVERNANCE OF ACTIONAID

2.1 ActionAid International is a Global Federation

In order to implement its mission and objectives, ActionAid International has chosen to adopt a federal model of governance and organisation. ActionAid International defines its model of federation as a union of a number of self-governing Affiliates and Associates which are Members united by a central or international (federal) structure and by shared values, vision and mission.

In the federation, the self-governing status and limits of the Affiliates and Associates are constitutionally entrenched and may not be altered by unilateral decision of the federal international structure (ActionAid International). The federal model involves a form of decentralised organisation, where the Affiliates and Associates possess a degree of autonomy and, in some cases have existed prior to the formation of the federation.

ActionAid International as a federation was founded in 2003, with its base as the original agreement between a number of Affiliates. ActionAid International believes that the essence of its federal model lies not just in the legal and constitutional dimension but also in the more fluid economic, political, and cultural forces that make federalism necessary.

2.2 Principles Guiding the Global Federation

ActionAid's model of federal organisation is guided by the following key principles expressed in the Constitution:

- i. **Accountability:** Combining responsibility with rights so that those who make decisions are also responsible for them.
- ii. **Respecting diversity:** Taking into account national and regional contexts and the individual natures and characteristics of Members.
- iii. **Mutual respect for decision-making at each level:** Allocation of defined responsibilities between the international and national organisations as described in, and guaranteed by, this Constitution and its Regulations, recognising the self-governing nature of Members, while respecting the appropriateness of international governance and action where this is in the collective interest.
- iv. **Significant areas of autonomous decision-making at each level of the organisation:** Recognising that the strength and legitimacy of international governance lies in its ability to act decisively according to the needs and interests of the larger organisation, whilst ensuring that decision-making processes lie as closely as possible to those affected by decisions.
- v. **The principle of subsidiarity:** Ensuring that decision-making power should rest as closely as possible to those it affects, while preventing unilateral decisions that could adversely affect other Members and/or the Association.

- vi. **Checks and balances:** A system of power-sharing through the devolution of authority and rights to Members.
- vii. **One Member per country.**
- viii. **Equality:** Affiliates, whatever their age, size, location or scale of income generation, should have equal powers. Similarly, Associates should also have equal powers amongst themselves.
- ix. **Two levels of governance:** Only two levels of governance apply, national and international, where the international level includes regional structures.
- x. **Primary strategic unit:** The Country Program is the primary strategic unit and national territory and autonomy are respected. In accordance with the federal nature of ActionAid, Members (individual national organisations) have a clear mandate, authority and set of responsibilities but also an obligation to observe, accept and comply with the mandate, authority and responsibilities assigned to the international organisation in relation to national territories and supranational and international spaces.

Members give ActionAid International the power to guarantee the identity, unity, security, integrity, growth, development, coherence, effectiveness, efficiency and economic health of the whole of ActionAid, including Members, Country Programs and the International Secretariat. In this process, Members cede some of their autonomy for the greater, common good of the larger ActionAid.

2.3 Complementary Roles of Governance and Management

Governance can be defined as: *the systems and processes concerned with ensuring the overall direction, performance, transparency and accountability of an organisation.* Within ActionAid, governance takes place at the international and national level, as noted in the guiding principles above.

Leadership can be defined as: *organising collective action to meet organisational purpose.*

Management can be defined as: *achieving goals by planning, organising, directing, and controlling organisational resources and activities to achieve agreed outcomes and impact.*

Within ActionAid, leadership and management takes place at the international and national level.

The following table illustrates this distinction between governance and management:

Governance	Management
Determine tenets of organisation: values, vision, mission, overall strategy	Implement activities based on the fundamentals
Focus on strategy and policy: high level guidance	Interpret the high-level guidance in practice
Choose, manage, support and guide the Country Director	Led by the Country Director who chooses, manages, supports and guides all other staff, directly or indirectly

2.4 The key ActionAid International governance and management structures and roles are:

- i. **ActionAid International** comprises an **International Board** and International Secretariat. All Affiliates and Associates are represented in the **General Assembly** which convenes on an annual basis. The International Board is constituted for the governance of ActionAid International by the members of the General Assembly. The International Board then selects a Chief Executive to manage the organisation on its behalf.
- ii. **Affiliates** are national organisations that join and own ActionAid International and agree to take part fully in its governance as well as working towards its vision and mission in line with its strategy and strategic plans, applying its values and complying with its standards and systems. **ActionAid Ghana is an ActionAid Affiliate.**
- iii. **Associates** are either organisations that join ActionAid International with the intention of and in the process of becoming Affiliates or former Country Programs that are in transition towards becoming Affiliates.
- iv. Affiliates and Associates are legally registered organisations with their own governance and management structures that join ActionAid International in accordance with the criteria set out by ActionAid International and upon approval of the International Board.
- v. **Country Programs** are managed as national level branches of the International Secretariat for the representation, management and coordination of ActionAid International’s work in those countries, and for the coordination of work across countries.

- vi. **The International Secretariat** is the multi-locational management structure of ActionAid that is based in Johannesburg with regional offices in various continents.

Further details about the governance of ActionAid International can be found in the ActionAid International Constitution and ActionAid International Governance Manual.

2.5 Vision

A just, equitable and sustainable world in which every person enjoys the right to a life of dignity, freedom from poverty and all forms of oppression.

2.6 Mission

To achieve social justice, gender equality, and poverty eradication by working with people living in poverty and exclusion, their communities, people's organisations, activists, social movements and supporters

2.7 Values

- i. Mutual Respect, requiring us to recognise the innate worth of all people and the value of diversity
- ii. Equity and Justice, requiring us to ensure the realisation of our vision for everyone, irrespective of gender, sexual orientation and gender identity, race, ethnicity, caste, class, age, HIV status, disability, location and religion
- iii. Integrity, requiring us to be honest, transparent and accountable at all levels for the effectiveness of our actions and our use of resources and open in our judgements and communications with others
- iv. Solidarity with people living in poverty and exclusion will be the only bias in our commitment to the fight against poverty, injustice, and gender inequality
- v. Courage of Conviction, requiring us to be creative and radical, bold and innovative - without fear of failure - in pursuit of making the greatest possible impact on the causes of poverty, injustice, and gender inequality
- vi. Independence from any religious or party-political affiliation
- vii. Humility, recognising that we are part of a wider alliance against poverty and injustice

AAG's First Board 2005



Back row from left: K.K. Sarpong, Wilhelmina Lansah, Avril Anin-Yeboah, Baba Akumasi, Taaka Awori (CD 2003-7)
Front row: Joan Awunyo-Akaba, Balchisu Dason, Asenath Omwega, Stella Yembilla, Lily Howard Bonney & Josephine Oguta

THREE: GOVERNANCE STRUCTURE

ActionAid Ghana has a two-tier governance structure: the General Assembly and the National Board of Trustees. This two- tier system encourages:

- a. Greater participation of the people – particularly those who are excluded and live in poverty.
- b. Greater accountability of the National Board - through the General Assembly, to the stakeholders that ActionAid Ghana works with.

3.1 The relationship between the General Assembly and the National Board

The General Assembly elects the National Board from amongst its Members. The selection of Members is based upon the objective analysis of the required Board profile as provided for in this manual.

The General Assembly delegates powers of governance to the National Board and the National Board shall be accountable to the General Assembly.

The General Assembly is therefore the highest governance authority of ActionAid Ghana.

3.2 Distinction between General Assembly, Board and Management roles

The following table attempts to describe these distinctions between roles based on the Constitution and practice to date. It is likely that some details will change and be added as ActionAid Ghana learns from experience and good practice. The table is intended to cover major different types of topic, not to be comprehensive:

Topic	General Assembly	National Board	Management
Values, vision, mission	Recommends to International assembly	Recommend to Assembly: oversee compliance	Implement and comply; bring tension and gaps to National Board
Country strategic paper	Approve	Recommend to Assembly: oversee compliance	Develop and implement at national and regional levels; report to Board
Thematic strategies	Engage and contribute	Approve and review progress	Develop and implement at national and regional levels; report to Board
External policies	Engage and contribute	Approve and review progress	Develop and implement at national and regional levels; report to Board

Staff pay policy		Approve and review progress	Develop and implement at national and regional levels; report to Board
Campaign	Engage and contribute	Approve and review progress	Develop and implement at national and regional levels; report to Board
Governance manual	Approve amendments	Recommend to Assembly: through work of GBDC	Support work of GBDC
Constitution	Approve amendments	Recommend to Assembly: through work of GBDC and organisational legal partners	Support work of GBDC
Compliance of members			
Risk management		Regular review supported by Finance and Audit Committee	Use as guide and assess balance
Appoint renew and dismiss Board and General Assembly Members	Final decision	Recommend to Assembly: through work of GBDC and organisational legal partners	
External Auditors	Delegates powers to Board	Recommend to Assembly: through work of Finance and Audit Committee	Develop proposal
AAG annual report	Approve	Recommend to Assembly: through work of Programmes Committee	Develop and implement at national and regional levels; report to Board
AAG audited accounts	Approve	Recommend to Assembly: through work of Finance and Audit Committee and External Auditors	Develop and implement at national and regional levels; report to Board
Office bearers	approve	Propose to Assembly for election	Supports election processes
Board Members	approve	Propose to Assembly for election	Supports election processes
Country Director		Appoint and	Support Board in

		manage performance	appointment processes
Other senior staff		Advise Country director upon request	Manages the entire process
Disputes between Board and Management	Final decision if such appeal is received	Resolve. Refer to General Assembly only if a party appeals against termination	

FOUR: THE GENERAL ASSEMBLY

AAG General Assembly with some AAG partner organisations February 2008



4.1 Membership of the General Assembly

The General Assembly will have two categories of individual Members: Ordinary and Honorary Members.

a. Ordinary Members

Ordinary Members will be selected by virtue of:

- being part of the poor and excluded groups of people that ActionAid Ghana works with or by having close working relationships with these groups or
- having specific skills which add to the effectiveness of the Board e.g. fundraising public relations, media, advocacy, management etc as defined at any point in time by the annual Board review.

b. Honorary Members

The General Assembly may also pass a resolution permitting the Board to admit Honorary Members to the General Assembly. Honorary Members are generally individuals who in the past have done significant work for ActionAid Ghana or on any of the objects which AAG is formed to promote and will be selected as 'patrons' of AAG.

At least 50% of Honorary Members shall be

- women and
- persons from poor and excluded categories of society.

Honorary Members shall:

- act only as patrons of the organization but shall not be Members of the National Board
- have no voting rights

The membership of the General Assembly shall not exceed 40 and may include up to 10 Honorary Members.

4.2 General Membership Criteria

The detailed Membership criteria for General Assembly Members will be defined initially by the first Board but must include the following:

- Demonstrated commitment to the values upheld by AAI in the fight against poverty.
- Members will be appointed in their individual capacity and NOT as representatives of organisations or affiliations that they may be associated with. The exception to this will be the representative of ActionAid International.
- The General Assembly may have a maximum of 10% of its total Members invited from amongst the organisations with which ActionAid Ghana has an on-going long-term partnership. However, no such Member or any other person having a direct financial relationship with ActionAid Ghana will be eligible for election to the National Board.

4.3 Selection Process for Assembly Members

ActionAid Ghana maintains a healthy combination of expertise and diversity in the Assembly by considering gender, ethnicity, age, skill, experience and qualifications when selecting its members.

a. Selection Principles

Suitability is based on personal qualifications, background, experience, technical skills, affiliations and personal characteristics

- Ensuring that participation of primary stakeholders such as volunteers and supporters of the organization and representatives of poor and excluded people in accordance with good governance practices and structure of the organisation.
- Determination of governance needs, skills requirements and member selection will involve the Board and the Governance and Board Development Committee (GBDC.)
- GBDC has the responsibility to manage the selection process and make recommendations to the Board for final appointment
- The selection process is clear and consistently applied

- AAG covers all costs related to Members participation but it does not remunerate its members.

b. Selection Procedure

Advertise for the position

- Upon identification of a need for a new General Assembly Member, the GBDC will define any skill and/or competency gaps, or both resulting from the vacancy, to form the basis for the selection of a new individual for approval by the Board and Assembly. The skill set desired for the individual Members and the Board as a whole are set forth in the “Board of Trustees skill and competency” matrix. (*Annexure 10*)
- An application form for the position shall be attached to the advert. (*Annexure 11*)
- The Governance Officer in consultation with the GBDC will develop an advert calling for applications and nominations for membership to the Assembly.
- The advertisement is placed on AAG website and other media platforms.
- The Governance Officer collates all the applications received and forwards to the GBDC for review and shortlisting.

Interview Panel composition

The composition of the interview panel will vary according to the skills and expertise required.

Consideration should be given to ensuring that:

- The interview panel includes members with the relevant subject/technical expertise to assess candidates
- The selection of the candidate must be done in a manner that is valid, fair, consistent and in accordance with the selection criteria set forth in the Governance Manual of AAG.

Selection of Trustees

GBDC believes that building better Boards or Assembly is an ongoing process to ensure member regeneration. The GBDC therefore:

- Encourages Board Members and Assembly to identify prospective candidates for vacant position through their various contacts
- Encourages representation from AAG constituents in the regional programmes.
- Lead the identification of suitable candidates based on the following criteria: appropriate positive screening for conflicts of interest, their match to the competency requirements identified in the Board of Trustees skill and competency Matrix and potential compatibility with the Board and Assembly
- Recommends to the Board for approval.

4.4 Terms of Membership/Resignation/Removal of Members

- i. Ordinary General Assembly Members may serve a maximum term of three years. This may be renewed for a further term, based on the individual's interest and contribution.
- ii. One-third of ordinary Members will retire every three years with some eligible for renewal to a further term.
- iii. Members may resign from the General Assembly by submitting their resignation in writing to the Chairperson at least six months prior to the Annual General Assembly meeting.
- iv. A Member who affiliates with an organisation whose values are contrary to the values and beliefs of ActionAid will be required to resign.
- v. Honorary Membership shall not exceed a period of three years.
- vi. Honorary Members may resign by writing to the Chair.
- vii. An Honorary Member shall not forfeit her or his Membership, should ActionAid Ghana enter into a financial relationship with the organisation that s/he is associated with, after such Member has been appointed to the General Assembly.

4.5 Assembly Convener

The Assembly Convener is the key facilitator of Assembly meetings (AGMs).

4.5.1 Appointment

The Assembly Convener is elected annually at the Annual General Meeting. She/he holds office from the end of that Annual General Meeting up to the end of the following Annual General Meeting.

The Assembly Convener cannot be a member of the Board or a member of the staff of ActionAid Ghana. The Assembly Convener can be a member of the General Assembly; past GA/BOT Member; former AAG staff members.

The process for the election of the Assembly Convener is as follows, based on past experience and good practice across the Federation.

Candidates are requested to provide:

- A statement of how the candidate meets the criteria and recognising the commitment involved
- A brief CV

A compilation of candidates' statements and brief CVs is provided to Members before the Assembly meeting.

Each candidate can make an oral statement during the Assembly meeting or can have a statement read on her/his behalf if she/he is unable to attend.

The counting of votes is open to all Assembly members.

4.5.2 Role

The Assembly Convener conducts all Assembly meetings during her/his term of office as the official chair and key facilitator of the meetings. The role is focused on Assembly meetings as a facilitator rather than wider governance. She/he is responsible for the order and conduct of each meeting in ways that support the objectives and principles of the Assembly including the following:

- a) Declares the opening and closing of each plenary meeting
- b) Directs the discussion in plenary sessions
- c) Gives the right to speak and put questions
- d) Announces decisions
- e) Is responsible for maintenance of order
- f) Advises members on handling potential conflicts of interest or duty
- g) May propose the suspension and adjournment of a meeting or the debate on the item under discussion

Between meetings the role includes the following, based on past experience and good practice across the federation:

- a) Liaises with the Chair of the Board and the Country Director on the holding of any Extraordinary Assembly Meeting
- b) Leads the process for the suspension or dismissal of Board members by the Assembly
- c) If the Assembly Convener is not present at an Assembly meeting, the Assembly elects a new Assembly Convener to chair the meeting immediately.

4.5.3 Criteria

Candidates for the post of Assembly Convener must satisfy the following criteria:

- a) Proven experience and skills in facilitating meetings
- b) Strong interpersonal skills
- c) Strong communication skills
- d) Commitment to the time involved, usually a series of Committee meetings

4.5 Duties of the General Assembly

The Assembly is the overarching governance body of ActionAid Ghana with overall responsibility for the collective governance of ActionAid Ghana and is the vehicle for ensuing democratic participation of all Members in the governance of ActionAid Ghana.

The duties of the General Assembly shall be as follows;

- i. To guide and determine overall long-term policy and strategic direction of AAG in a manner that upholds the values, vision and mission of ActionAid.
- ii. To serve as primary advocates for the organisation's mission and objectives.
- iii. To elect and support the National Board.
- iv. To approve the ActionAid Ghana strategy paper.
- v. To review and approve statutory reports including audit reports.
- vi. To approve ActionAid Ghana's governance structure, policies and standards.
- vii. To appoint, renew and dismiss Board Members.
- viii. To appoint, renew and dismiss the Chair of the Board; and to close the organisation.
- ix. To approve the appointment of external auditors.
- x. To approve the Constitution and amendments to Constitution
- xi. To manage grievances against the Board.
- xii. To serve on Committees of the Board to enhance governance and to build an understanding of the work of ActionAid Ghana.

Duties of Honorary Members

- i. **Honorary Members shall** lend their name to ActionAid Ghana to enhance the organisation's credibility and for which reason shall be persons of great eminence and significant social stature.
- ii. Honorary members shall attend the Annual General Meeting of AAG, to provide guidance on the strategic direction of the organisation.
- iii. Honorary Members may be called upon by the Board and management of AAG to participate in activities or events designed to raise the profile of the organisation.
- iv. Honorary members should identify initiatives that could bring the organisation into disrepute and inform the Board and management.
- v. Honorary Members are entitled to approach the Board or management with ideas which would enhance the credibility of the organisation, which will be duly considered by the Board and management.

4.8 Functioning of the General Assembly

4.8.1 MEETINGS

Affiliate Ghana shall, in each year, hold a General Assembly meeting as its Annual General Meeting, and shall specify the meeting as an Annual General Meeting in the notice calling it.

Not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next.

At its first meeting, the General Assembly shall elect a Chairperson and Vice Chairperson to the AAG Board who shall perform the duties described in this manual and the Constitution or those that might be delegated to them by the General Assembly.

4.8.2 PROCEEDINGS AT ANNUAL GENERAL MEETINGS

Quorum: No business shall be transacted at a General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Fifty percent of all Members entitled to attend, and vote shall be a quorum.

Adjournments: If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall:

- if called upon the request of Members, be dissolved. This meeting cannot be rescheduled.
- if not called upon request, the meeting may be adjourned to the same day in the next week, at the same time and place, or to such other day and such other time and place as the Members may determine.
- notice of the adjourned meeting should be provided to all Members as to the date, time and place of the reconvened meeting

Where the meeting is reconvened, as described above, and the quorum is not present within half an hour from the time appointed for the meeting, the number of Members present shall be a quorum and may transact the business for which the meeting was called.

The Chairperson of the General Assembly may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting); adjourn the meeting from time to time and from place to place.

No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.8.3 EXTRAORDINARY GENERAL MEETINGS

All General Meetings of the General Assembly other than Annual General Meetings shall be called Extraordinary General Meetings.

The Members may, whenever they think fit, convene an Extraordinary General Meeting. An Extraordinary General Meeting may also be convened upon request by at least one-third of Members entitled to attend and vote at such a meeting.

Convening of an Extraordinary General Meeting on Request

- If requested by one-third of the voting Members, the General Assembly Chairperson will convene an Extraordinary General Meeting of the organisation.
- The request must state the objectives of the meeting, and must be signed by those requesting the meeting and be deposited at or sent to the registered office of the organisation.
- If the Chairperson does not call a meeting within 28 days after the request has been received at the office of the organisation, those requesting the meeting may themselves call a meeting, with written notice to the Chair and other Members. However, any meeting so called shall not be held after the expiration of four months from the said date.
- A meeting called under this section shall be called in the same manner, as nearly as possible, as that in which meetings are to be called by the General Assembly.

4.8.4 NOTICE FOR GENERAL MEETINGS

Notice for an Annual General Meeting or an Extraordinary General Meeting shall:

- be given at least 21 clear days in advance of such a meeting.
- be exclusive of the day on which it is served or deemed to be served and of the day on which it is given,
- specify the place, the date and the hour of the meeting and, in case of special business, the general nature of that business
- be given, as may be prescribed by the Members in the Annual General Meeting, to all Members and other persons entitled to attend the relevant meeting.

Short Notice A General Meeting can be called by shorter notice than specified above, if so agreed by Members.

Accidental Omission The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice, shall not invalidate the proceedings at that meeting.

4.8.5 VOTING PROCESS

All decisions will be made through a process of voting:

- Every Member entitled to vote shall have **one** vote.
- Any resolution put to the vote of the General Meeting shall be decided on a show of hands.
- A Member shall not be entitled to attend or vote at any General Assembly meeting by proxy.
- Resolutions will be passed through a simple majority and these are referred to as ordinary resolutions.
- Resolutions that require a minimum vote of 75% of voting Members are special resolutions. *Special resolutions concern changes to the values, vision and mission of AAG, admission and expulsion of Members, changes in signed agreements with AAI, amendments to the constitution of AAG and dissolution of AAG.*
- The Constitution must be adhered to in relation to voting regulations.

4.8.6 DECISION MAKING

In relation to Values, Vision and Mission of the organisation

The General Assembly may dialogue and debate issues within the vision and mission of the organisation periodically to check for appropriateness to time and context. However, any changes to be made will require a minimum vote of 75% and be implemented in consultation with the International Secretariat with the complete analysis and understanding of the rationale and outcomes of such decisions. Where the National Board decides to alter any of the above, it will require ratification by the General Assembly.

In relation to Long-term Policy Issues

The General Assembly can review major policy issues both proactively and on recommendation from the Board regarding a specific long-term policy, or long-term strategy. Decisions in this regard will be made by a simple majority vote. Implementation of such changes will be made based on the complete disclosure and understanding of the impact and outcomes of such decisions.

In relation to Membership Criteria to the Assembly

The General Assembly may suggest alterations to the Membership criteria as long as they do not impeach the recommendation that 50% must be women and those from / representing the poor and excluded communities in which the organisation works.

In relation to the National Board

Given that the National Board of Trustees holds the *primary* responsibility for the governance of the organisation, it will retain the independence to make all governance related decisions.

If the National Board of Trustees fails to perform its functions adequately or appropriately, the General Assembly may recommend an external evaluation of the Board and can dissolve Board in the best interests of the organisation. Such a decision will require consultation with the AA International Secretariat and can be made only on recommendations arising out of an objective evaluative process.

Although Honorary Members have no voting rights, they are expected to provide input, give advice and share their point of view with respect to all matters and decisions to be voted upon by Ordinary Members of the organization.

FIVE: THE NATIONAL BOARD



‘Going forward is impossible, going back is extremely difficult’

Board Member Naa Bob Loggah (in hat) and Abu Alhassan (AAG staff member) trying to clear a fallen tree on the road to Kponkpa, Kadjebi, Volta Regional Development Programme during a Board field visit. April 2010.

5.1 Membership of the Board

5.1.1 RECRUITMENT AND SELECTION PROCESS FOR TRUSTEES

- Board Members must normally have been Members of the General Assembly for at least one year before they may become eligible for nomination to the Board. However, if there is an urgent need to address a skills gap, exceptions may be made to this rule, by a decision of the Board.
- The following criteria shall be taken into account when electing Members
 - i. Commitment to the vision, mission and values of the organisation.

- ii. Knowledge and skills required to properly serve the organisation at the given point in time in terms of developmental stage of the organisation.
 - iii. Gender parity, preferably with equal representation of both sexes on the board.
 - iv. Sectoral and / or geographical representation where necessary or desirable.
 - v. Willingness to devote time to activities and / or matters of the organisation.
 - vi. Readiness to serve the organisation faithfully, diligently, devoid of all partiality and partisan interest, having due regard at all times to the interest of the organisation above all and devoid of personal interest.
 - vii. Demonstrated ability to work cohesively in a team.
- Prior to every General Meeting, the Board should conduct a Board review and develop a Board profile to be forwarded to the Members of the General Assembly who may elect Members to the Board based on the expected profile.
 - Such candidates must be ratified by the General Assembly in its subsequent meeting.
 - Board Members should undergo a formal induction which will involve providing Members with an overview of the organisation's activities, as well as their own roles and responsibilities.
 - AAI shall nominate a representative to serve on the national Board.

5.1.2 Term/Rotation/Resignation of Board Members

- The initial Board of AAG, is required to serve for one full term i.e. three years.
- In every subsequent year, at the Annual General Meeting, one third of the Board, or if at that time their number is not three or a multiple of three, then the number nearest one third, shall retire from office.
- A retiring Board Member shall be eligible for re-election and have a maximum tenure of two consecutive terms.
- Selection and/or nomination for appointment to serve on the Board shall be done not less than three months prior to the expiry of the term of the sitting Board.
- Board Members to retire shall be those who have been longest in office since their last appointment or election.
- A retiring Member shall be eligible for re-election without nomination and can be up for re-election unless s/he notifies the Secretary in writing to the contrary.
- If the number of competent nominees and retiring Members offering themselves for re-election does not exceed the number of vacancies, the Chairperson of the meeting shall declare the candidates duly elected. If the number so elected is less than the number of vacancies, the remaining vacancies may be filled as 'temporary' vacancies, until substantive post-holders are elected.
- As between Members of equal seniority, the Members to retire shall, in the absence of agreement, be selected from among them by lot. The length of time a Member has been in office shall be computed from the date of his/her last election or office.

- Members may resign from the Board by giving their resignation in writing.

5.2 Elections of Trustees

As outlined in the ActionAid Ghana's Constitution (regulation 29), Directors are elected at an Annual General Meeting of the membership in the General Assembly. Election to the Board shall be by secret ballot which shall be conducted in the following manner,

- i. Members of the General Assembly shall provide a list of nominees, who conform to the criteria set forth in regulation (27(a) of the ActionAid Ghana Constitution to the Secretary of the Board, at least twenty-one clear days before the date of the annual general meeting of the organization.
- ii. A retiring Member shall be eligible for re-election without nomination and shall be deemed to offer him/herself for re-election unless s/ he notifies the secretary in writing at least twenty-one days before the date of the Annual General Meeting that s/he does not wish to stand for re-election.
- iii. At the Annual General Meeting, an election shall be conducted to elect Board Members from among the list of nominees of Members and from the list of Board Members eligible for re-election.
- iv. If the number of competent nominees and retiring Members offering themselves for re-election do not exceed the number of vacancies; the Chairperson of the meeting shall declare the candidates duly elected. If the number so elected is less than the number of vacancies, the remaining vacancies may be filled as casual vacancies.
- v. Any causal vacancy in the number of Members of the Board to be filled by the Board.

5.3 Disqualification of Board Members

The following persons shall not be competent to be appointed or to act as Board members of the organisation, namely:

- i. An infant;
- ii. Anyone found by a competent court to be a person of unsound mind;
- iii. A body corporate;
- iv. Anyone in respect of whom an order shall have been made under section 186 of this Code so long as such order remains in force unless leave to act as director has been given by Court in accordance with that section;
- v. An undischarged bankrupt, unless he shall have been granted leave to act as director by the Court by which he was adjudged bankrupt.
- vi. Any Board Member who assumes any office of profit in the organisation.
- vii. Any Board Member who whilst having an interest in any contract with the organisation refuses, neglects or fails to make a full disclosure of same to the Board.

- viii. Failure to attend consecutive meetings without reasonable cause to be provided in written form to the Chairman of the Board.

5.4 Election of AAI Representatives

ActionAid International will promote and implement forums or networks of Members of various national Boards and the International Board. This will not only help governance development but also strengthen international collaboration and partnership.

The **International Secretariat** provides management support to the International Board.

International Secretariat – National Board:

In consultation with the Governance and Board Development Committee, of AAG, the International Board has the choice of nominating a Member of ActionAid International (a senior Member of the International Secretariat or a Member of another national Board) to be a Member of the ActionAid Ghana Board. The Member thus nominated, plays a governance role in that country. This role is a supporting rather than controlling one i.e. to support effective governance and ensure effective links with the rest of ActionAid International.

The International Secretariat may also provide management support to the governance functions of the ActionAid Ghana Board through the following:

- Advising on the values, vision, mission, identity, strategies, standards and systems of ActionAid International
- Supporting induction of new AAG Board Members
- Supporting training of the AAG Board. For example, on specific aspects of development related to ActionAid International's mission and objectives, specific governance functions etc.
- Sharing commonly agreed and mutually acceptable guidelines for the assessment of the Country Director.
- Responding to requests for assistance on any governance issue.

Who can be an AAI Representative?

Those eligible for the role of AAI representative are senior members of the International Secretariat, experienced Country Directors, members of other national Boards and members of the International Board. The Assembly representative of Board A is eligible to act as AAI representative on a second national Board B provided that they have observer status on Board B and do not represent Board B at the Assembly.

Selection Criteria

The International Board should consider the following criteria when appointing the AAI representative to a National Board. The needs, capacity and requirements of a Board vary from country to country so specific criteria need to be agreed for each selection process:

Language: it is highly desirable that the representative should be able to take part in meetings operating in the Board's language of choice. Feedback from Boards has shown that language is a very important issue. Changing the language of a Board meeting to accommodate the AAI representative can fundamentally change the atmosphere of meetings, the feeling of ownership and the eagerness for participation. It

should be avoided even if the result is a need to appoint someone less suitable in other ways such as seniority or experience. Observer status may be helpful here.

The **time** to devote to the role: reports on existing representatives suggest that, along with relevant language skills, availability of time is an especially important criterion.

Location: preference for a suitable person located in the same region, where feasible, in order to save travel costs of time, money and environmental impact.

North/South balance: consideration for balancing the Northern and Southern perspectives and experience represented in a Board.

Communication: access to appropriate quality of telephone and internet connection and, where relevant, video-conferencing facilities.

International experience: familiarity and connections with the rest of ActionAid.

The choice between senior staff and members of other national Boards should be guided by the following general considerations, though these are not to be rigidly applied:

- **Senior Staff** are likely to offer links to AAI strategy, culture and structures that are particularly helpful for Associates created in new countries and joining Associates.

Members of other Boards are likely to offer:

- Support to governance for a new Board if the representative comes from a well-established Board.
- Valuable basis for cross-fertilization between two mature Affiliate Boards.
- Terms of Reference for AAI Representatives on National Boards
- Particular help to Associate Boards if the representative comes from a mature Affiliate Board.

Appointment Process

- i. The needs, capacity and requirements of a Board for this role may vary from country to country. The role played by the AAI representative will also depend on the nature and stage of Association/Affiliation as well the level of participation by the Associate/Affiliate Chair or Director at international level.
- ii. The initial AAI representative is appointed at the same time as the initial Board is formed in the case of a new Associate so that she/he can take a full part in induction processes.
- iii. In the case of an Affiliate or subsequent appointment to an Associate Board, the national Board assesses the skills, knowledge and cultural diversity of current Board Members.
- iv. The national Board then contacts AAI's Affiliate and Associate Development Unit (AADU) which maintains a list of potential candidates with summary details (if available) of languages spoken, technical skills and regional or country preferences (see below).
- v. The national Board then contacts the Chairs of other national Boards selectively, through Country Directors, with responses copied to AADU.
- vi. The AADU then reviews the responses from other national Boards together with availability within the International Secretariat and proposes a candidate for the

- consent of the Chair and the Director of the Associate or Affiliate, taking into account the skills, knowledge and cultural diversity of the national Board.
- vii. Upon consent by the national Board, the international Board makes the appointment.

5.5 Induction of Trustees

New Trustees will be inducted into their new role by the Board, supported by the Country Director. In addition to briefing conversations with the Board and Country Director, any new Member will be provided with an orientation pack that includes the following key documents at a minimum:

1. ActionAid Ghana's Constitution;
2. ActionAid Ghana Governance Manual;
3. ActionAid Ghana Strategy;
4. ActionAid International Strategy;
5. Human Rights-Based Approaches (HRBA) Resource Book;
6. Accountability, Learning and Planning System (ALPS);
7. ActionAid Ghana's most recent Annual Report and newsletter;
8. ActionAid Ghana organisation chart;
9. Directors contact details;

In addition, new Trustees are required to complete/sign for the following documents:

1. Conflict of Interest declaration
2. Board Code of Conduct.

The Governance Officer retains these documents confidentially as part of the Directors' Register. Trustees are encouraged to visit ActionAid country programs, providing this has been pre-arranged with the Country Director

5.6 Departure of Directors

On concluding his/her appointment as a Trustee of ActionAid Ghana each Trustee will be interviewed by the Board. As part of this interview the outgoing Director's assessment of their experience as a Trustee of ActionAid Ghana is sought.

5.7 Roles and Responsibilities of the Board

The main roles of the Board are to provide purpose, leadership, direction and overall strategy for the organisation. The Board must ensure that:

- the organisation's finances are sound,
- the operations are legal,
- procedures work,
- assets are safeguarded and that
- all tasks are carried out according to the mission and objectives of the organisation.

The Board may also be:

- charged with providing advice or guidance to the management on a particular issue, or
- overseeing particular assignments.

The Board’s function is to **govern** or **steer**, not micro-manage staff . Staff shall carry out the day-to-day management of ActionAid Ghana.

- Guiding Principle
- Outward vision rather than internal preoccupation.
- Encouragement of diverse viewpoints.
- Strategic leadership more than administrative details.
- Clear distinctions between governance and management roles.
- Collective rather than individual decision making.
- Pro-activity rather than reactivity, with a focus on the future.

5.8 The Roles and Responsibilities of the Board include the following:

1. Ensuring continual compliance with the Affiliation and licensing agreement between ActionAid International and ActionAid Ghana and the Constitution of ActionAid Ghana.

<p><i>Tasks</i></p> <ul style="list-style-type: none"> ● Annually review agreements to ensure compliance with the affiliation and licensing agreement between ActionAid International and ActionAid Ghana and the Constitution ● Review and update the Constitution, policies and strategies of AAG as necessary.

2. Determining and upholding the values, vision, mission, identity, policies and standards of ActionAid Ghana in line with those of ActionAid International.

<p><i>Tasks</i></p> <ul style="list-style-type: none"> ● Periodically review the values, vision, mission, identity, policies, and standards of the organisation for accuracy, relevance and validity. ● Ensure that the Board endorses and continually approves the above

3. Ensuring the necessary structure, staff, resources and capacity of ActionAid Ghana to deliver on its commitment to the poor and excluded people it works with.

<p><i>Tasks</i></p> <ul style="list-style-type: none"> ● Contribute to ActionAid Ghana fora that involve participation of and feedback from the poor and excluded ● Ensure that AAG’s profile is always positively presented to donors
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4. Ensuring that measures such as audits, reviews and capacity strengthening are taken to protect and develop identity, viability, people, property, integrity, gender equity and reputation of AAG.

<p><i>Tasks</i></p> <ul style="list-style-type: none"> ● Ensure that an annual external audit is undertaken ● Ensure that audited accounts and annual statutory returns are submitted to the appropriate regulatory bodies
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5. Appointing and holding auditors accountable.

Tasks

- Ensure the appointment of independent and competent professional auditors
- Conduct periodic reviews and assessments of auditors' performance

6. Actively supporting profile building, fundraising and advocacy work.

Tasks

- Participate in media and publicity events on behalf of ActionAid Ghana
- Provide suggestions and directions for fundraising

7. Ensuring AAG's primary accountability to the poor and excluded people and communities it works with as well as to donors and other stakeholders.

Tasks

- Critically review the five year Country Strategic Paper at the end of the strategic period
- Approve annual plans and budgets

8. Ensuring safety and security of all employees and volunteers of the organisation.

Tasks

- Review and update key policies within ActionAid Ghana to ensure that all employees are provided with adequate safety and security

9. Representing both ActionAid International and ActionAid Ghana in the country wherever appropriate.

Tasks

- Upon request from the Country Director, represent ActionAid Ghana in relevant fora

10. Contributing to the shaping and development of the international agenda of ActionAid Ghana.

Tasks

- Participation of the Board Chairperson and designated Board Members in AAI General Assembly or Board meetings, or in AAI Board Working Groups or Committees
- Review of plans and budgets, to ensure participation in and

11. Assessing and approving the strategies, plans and budgets of Affiliate Ghana.

Tasks

- Annually review and approve all ActionAid Ghana's strategies, plans and budgets

12. Continually assessing and reviewing (including through external review) the capacity and performance of the Board and taking measures to develop and strengthen it.

Tasks

- Attend and participate in ActionAid Ghana Board meetings
- Conduct annual assessment and review of the Board's capacity and performance
- Take measures to develop and strengthen the Board

13. Appointing, and if necessary dismissing, the Country Director of ActionAid Ghana in consultation with the AAI Secretariat.

Tasks

- Participate in selection and interview process
- Participate in annual assessment and review of Country Director's performance
- Consult with AAI Secretariat on, and participate in dismissal process

14. Providing supervision, guidance, encouragement, resources and space to the Country Director for the building and strengthening of the management team and for the effective implementation of the organisation's mission.

Tasks

- Supervise, guide and encourage Country Director in building and strengthening the management team
- Ensure provision of resources and space to the Country Director, for the effective implementation of ActionAid Ghana's mission.

5.9 The Roles and Responsibilities of the AAI Member on the AAG Board of Trustees

- a. Support the Director, Chair and the AAG Board through providing AAI and other external information and perspectives relating to international strategies, priorities, trends, positions, standards etc.
- b. Provide regular support on national governance issues by participating and contributing to discussions.
- c. Contribute by taking up roles in special working groups or Committees set up by the AAG Board, where time and other resources allow. Finance, Fundraising, Plans and Governance are all areas that may be of particular interest to other parts of AAI through the AAI representatives.
- d. Monitor AAI's fulfilment of its obligations to the Associate / Affiliate with respect to relevant agreements and prompt the Associate/Affiliate to fulfil their obligations
- e.
- f. Provide necessary inputs and support to in-country peer review processes conducted by AAI
- g. Support the Board and AAI by helping to meet the following needs, with details adapted to local circumstances:

Effective Governance

- Give an alternative perspective depending on circumstances e.g. Affiliate or International Secretariat perspective to an Associate or Joining Associate perspective to an Affiliate
- Provide a partly independent view/role e.g. in a vote
- Provide fresh perspective on divisive national issues
- Provide specific skills needed on Board

Effective links

- Add clarity and /or alternative perspective on AAI strategy
- Share AAI culture, policies etc
- Provide cohesion AAI together

Cross fertilization

- Contribute to AAI international Secretariat, Assembly and Board
 - Share experience of Boards across AAI
 - Share ideas and perspectives on fundraising, campaigns, programmes etc
 - Provide North/South perspective on Southern/Northern Boards
- h. Report annually to both the AAG and AAI Boards through the appropriate committee, on progress and issues relating to governance.
 - i. Contribute to international studies, discussions or meetings organized by AAI to share ideas and good practices between Boards or between AAI representatives.

5.10 Board Processes

Board Meeting Agendas and Minutes

All meetings shall be conducted according to a formal agenda and shall be properly recorded.

Required Meetings

The Board shall hold at least four meetings (including the AGM) per year:

- Two of these meetings will include monitoring the organisation's progress against agreed outputs.
- Two other meetings will be discussion based, mainly with presentation, question and answer sessions and strategic thinking and input to enable the Board to keep abreast of ongoing issues and to address any upcoming issues before the annual reports are produced.

Quorum: The quorum necessary for the transaction of business shall be one third of the total number of Board Members. A duly convened meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Board. Only Members of the Board shall constitute a quorum, attending staff or Honorary members shall not constitute a quorum.

Other Meetings

The Board will be at liberty to conduct other meetings as required to discuss and agree on matters reserved for the Board.

The Board may also call emergency meetings with the Country Director and the Executive Management Team when necessary.

Staff attendance and other participants

The Governance Officer on the staff attends all Board Meetings and AGM.

Other external participants can be invited, at the discretion of the Board Chair or Committee Chair for a specific purpose and agenda item.

Meeting Procedures

Before the meeting

- The agenda is to be agreed by the Board Chair in consultation with the Secretary and Members.
- The agenda should be distributed at least seven working days before the meeting.
- Copies of the minutes shall be distributed two weeks before the meeting.
- Meeting materials relating to financial reporting should be circulated to all Members at least one week and two days (seven clear working days) before the meeting.
- Other meeting materials should be circulated at least 4 working days before the meeting.

During the meeting

All Members shall attend the meeting prepared and on time

- All discussions shall be held according to the agenda items and Members should stick to the agenda items at all times.
- Members of the Board and any other persons attending the meetings shall present their issues in a clear, respectful and responsible manner.
- The Chairperson shall be in charge of charting the course of the meetings and ensuring all discussions are in line with the agreed agenda.
- All Board meetings shall be well recorded and the minutes signed by the Chairperson after all the corrections have been effected.

After the meeting

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- Decisions made at Board meetings shall be considered as Board decisions and shall be communicated unanimously to all stakeholders.
- The Secretary shall be responsible for ensuring that minutes are taken, distributed and filed.
- The Secretary shall also be responsible for ensuring that all actions arising from the meeting are completed and registered in the appropriate way.

Board Attendance Problem

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

1. The Member has two un-notified absences in a row (where "un-notified" means the Member did not inform the Chair or Board Secretary before the upcoming meeting to indicate they would be absent).
2. The Member has three consecutive notified absences.

Suggested Response to a Board-Attendance Problem

- If a Board attendance problem exists regarding a Member, the Board Chairperson will promptly contact the Member to discuss the problem. The Member's response will be shared by the Chairperson 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 on the Board.
- If the Board decides to terminate the Member's membership, termination will be effected as below. The Board will promptly initiate a process to begin recruiting a new Board Member.
- The Chairperson shall, after the decision of the Board has been made to terminate a Member (as per the terms of the Board Attendance Policy), write to the Member informing them of the decision of the Board and specify the date from which the termination becomes effective. The Chairperson will also request the Member to return their Board Manual to the organisation by dropping it off at a specified location within two weeks. The Chairperson will inform the Board of actions taken at the next Board meeting.

External Advice

In order to be able to make informed decisions, the Board may, at the organisation's expense, consult with experts in the areas of work that ActionAid Ghana is involved in and with respect to other crosscutting issues.

Decision Making

Ideally all decisions should be reached by consensus. If this is not possible, then a vote can be taken.

Special resolutions

The following matters may only be passed by a special resolution of which 21 clear days notice must have been given and which is passed by at least 70% of Board Members present and voting:

- Decisions regarding the licensing agreement signed with AAI.
- The admission and expulsion of Members.
- Changes in any agreements signed with AAI.
- Amendments to the Constitution of ActionAid Ghana.
- Dissolution of ActionAid Ghana.

SIX: OFFICE BEARERS

The Board shall appoint a Chairperson, Vice-Chairperson and Treasurer. The Secretary to the Board shall be the Country Director of ActionAid Ghana.

6.1 Roles of Board Officers

The Chairperson is head of the Board and shall be assisted by the Vice Chair, Secretary and Treasurer in the running of the organisation. The Chairperson will be elected by the Members of the General Assembly from amongst themselves and will have the following duties and powers:

- S/he may not serve more than two consecutive terms and would not be eligible to serve as Chairperson again until a period of at least three years has elapsed from the time when s/he last held office.
- S/he will preside over all meetings of the Board of ActionAid Ghana.
- Provides leadership to the Board, to which the Country Director is accountable
- Provides guidance to the Board and steers the Board towards achieving its objectives and carrying out its responsibilities
- Encourages the Board's role in strategic planning
- Assists the Chairpersons of the various committees
- Appraises the Country Director with support from other Board Members
- S/he shall cast a deciding vote, if at the time of voting on any matter or subject (except election), there is tie in any vote.
- S/he will have the power to allow inclusion of any matter or subject in the agenda for discussion in the course of a meeting.

Any other powers and duties of the Chairperson or any other Members of the Board will be in accordance with the constitution.

The Vice-Chairperson takes on the role of the Chairperson in the Chairperson's absence. S/he shall be elected by the Board and will have the following duties

- S/he will preside over meetings in the absence of or at the request of the Chairperson
- S/he will support the Chair in carrying out his/her responsibilities to ensure the effective performance of the Governance and management functions
- S/he will undertake specific duties as may be requested or assigned by the Chairperson.
- S/he will be a member of at least one Board Committee.
- S/he will be Chairperson elect

The Treasurer shall be chosen by the Board and will have the following duties and powers to be carried out in consultation with the Secretary and the Chairperson:

- S/he will oversee and supervise the organisation's funds and records on behalf of the Board. The Head of Finance of ActionAid Ghana, who would also be a Member of the Executive Management Team and the Finance and Audit Committee, will assist the Treasurer in carrying out her or his duties.
- S/he will chair a Finance and Audit Committee (consisting of (at a minimum) the Head of Finance, the Internal Auditor in addition to two other Members) who will, on behalf of the organisation, review the maintenance of all financial accounts.

- S/he will be responsible for ensuring the proper custody and protection of money, account books and other movable and immovable properties of the organisation.
- S/he will guide the process of preparing and maintaining account books, audited accounts, submissions of periodic and annual statements, returns and filings in accordance with all applicable statutory requirements.
- S/he will function under the direction and authority of the Chairperson and the Board to ensure the integrity of the organisation's financial policies and procedures.

The Secretary to the Board will be the Country Director of ActionAid Ghana. S/he will act as the Secretary of the Board ex officio with the following requirements:

- maintains records of the Board and ensures effective management of the organisation's records
- manages minutes of Board meetings
- ensures minutes are distributed to members shortly after each meeting

It is the responsibility of the Country Director to ensure that the functions above are properly covered even if she/he does not perform all of them her/himself.

6.2 Criteria for selection of office bearers

Prospective candidates for each office must fulfil the following criteria at the time of election:

Chairperson

- Proven experience and skills in chairing meetings in complex international context.
- Exceptional interpersonal skills including sensitivity and communications.
- Demonstrated diligence, integrity and capacity to uphold and make decisions in the interest of the organization.
- Leadership qualities: with the ability of setting clear directions and attracting others.
- Ability to represent and promote the organisation externally
- Experience in or clear potential for mentoring/coaching/advising a top manager with a very demanding international job.
- Commitment to the time involved.

Vice Chairperson

The skills, experience and attributes of the Vice Chair should both mirror and complement those of the Chair:

- Depth of understanding about the larger ActionAid Association, its Members, the International Secretariat and the whole organisation in general.
- Understanding of the responsibilities of the Chair and ability to perform those duties in the Chair's absence.

- iii. Proven experience and skills in chairing meetings in complex international context.
- iv. Exceptional interpersonal skills including sensitivity and communications.
- v. Demonstrated diligence, integrity and capacity to uphold and make decisions in the interest of the organization.
- vi. Leadership qualities: with the ability of setting clear directions and attracting others.
- vii. Ability to represent and promote the organisation externally
- viii. Experience in or clear potential for mentoring/coaching/advising a top manager with a very demanding international job.
- ix. Commitment to the time involved.

Treasurer

- i. Understanding of accounting in depth; preferably a qualified accountant having gained a high level of academic training and professional practical experience.
- ii. Willingness to devote the time required for this commitment on a voluntary basis.

6.3 Election of office bearers

The Chair, Vice Chair and Treasurer are elected by the Assembly from amongst Board members.

1. The Governance and Board Development Committee provides to all Board/General Assembly members the criteria for the Board officers as listed above.
2. Candidates are requested to provide a statement of how she/he meets the criteria and recognizing the commitment involved and a CV.
3. A compilation of candidates' statements and brief CVs are provided to Members before the AGM meeting.
4. Each candidate is required to make an oral statement during the Assembly meeting or can have a statement read on her/his behalf if she/he is unable to attend.

6.4 Terms of office

The term for office bearers on the Board is three years commencing on the date of their election to the office. Office bearers are permitted to serve a maximum of two consecutive terms. This limit overrides any limit that would otherwise apply to an office bearer as a Board member provided that the office bearer is re-elected to the Board when necessary.

6.5 Succession planning

The Governance and Board Development Committee is responsible for guiding the Assembly and Board on planning for the succession of office bearers. The principles governing succession planning are as follows:

- There is a need for regular renewal of office bearers to bring new perspectives and experience.
- There is also a need for continuity so that experience is well used.
- The simultaneous retirement of the Chair and either the Vice Chair, the Chief Executive or the Treasurer should be avoided.
- Office bearers should be treated fairly in recognition of the time and commitment that they give unpaid to ActionAid.

SEVEN: BOARD COMMITTEES

7.1 Roles of Committee

The Board shall perform its role through specialist Committees. These Committees shall consist of Board Members and GA Members, and shall be serviced by AAG staff who have no voting powers on Committee decisions. The Board will initially have a

1. Finance and Audit Committee,
2. Governance and Board Development Committee
3. Human Resources and Organisational Development Committee
4. Programmes Committee
5. Fundraising Committee

At the 2009 AGM the General Assembly voted to institute a Fundraising Committee separate from the Finance and Audit Committee.

A Committee may make interim operational decisions that will lead to a final decision by the Board. The present Committees and their summary roles are as follows:

Finance and Audit Committee

- International control and risk management systems
- Internal and external audit

Governance and Board Development Committee

- Governance structure, standards and processes
- Board members recruitment, induction
- Governance reviews
- Trainings and capacity strengthening for Board members

Human Resources and Organisational Development Committee

- Staff structure, policies and procedures

Programmes Committee

- Annual plans and budget processes
- Access and review programme work as against budget

Fundraising Committee

- Fundraising activities for the Country programme

Full Committee terms of reference are detailed in Annexures 3 to 7.

7.2 Appointment of Committee members

Membership of Committees are suggested by the GBDC for approval by the Board. The Board should satisfy itself that at least one member of each Committee has recent and relevant experience in the Committee's area of focus.

Chairpersons of Committees

Chairpersons of the Committees are selected by the Committee Members.

Committee Meeting Agendas and Minutes

Board Committee Meetings will have a discussion structure that provides required insight and details into matters of the Board. Committees do not themselves make decisions for the organisation but instead assist the Board in making informed decisions. Committee meetings shall however follow the procedure of a formal Board meeting with an agenda and minutes.

EIGHT: BOARD EFFECTIVENESS

8.1 Communication to and from the Board

In order to effectively govern, the Board will require the following types of information:

- **Decision Information:** This information will be used by the Board to make decisions on issues raised, such as establishing the profile and selection criteria of Senior Management, approval of policies etc. This type of information looks to the future and is designed to measure performance.
- **Monitoring Information:** This information will enable the Board to assess whether ActionAid Ghana objectives are being met in accordance with agreed standards, country strategy documents and organisational policies. An example of these is the receipt and approval of Quarterly and Half-yearly progress reports from management, indicating progress in meeting agreed outputs.
- **Incidental Information:** This is general information that does not directly relate to Board actions but may influence future decisions. Examples include information from external committees or information from advocacy work being carried out by AAI within Ghana or elsewhere.
- **Management Communications:** Enquiries and complaints from Board Members regarding programme delivery and other requests shall be directed to the Country Director.

Procedure

- I. It should be noted that in certain instances particularly in relation to complaints, matters should formally be brought to the attention of the Country Director in the form of a signed and dated letter.
- II. As a rule, most information is to be forwarded to Board Members via e-mail (incidental reports); information directly relating to Board meetings may be sent by the CD's PA. Information of a confidential nature shall be sent out by the Country Director.
- III. Any information requiring management action will be forwarded to the Country Director for his or her attention. The Country Director may further delegate his/her responsibilities in this regard.
- IV. Under no circumstances should any e-mails relating to formal or confidential ActionAid Ghana business be forwarded to staff or the Board without the express permission of the Country Director.

Board Communications: All written correspondence from Board Members will be forwarded to the Country Director in the first instance.

Any Board Member, who wishes to raise an issue / concern in relation to the Code of Conduct, the Constitution, or any matter of the Affiliate's business, shall first raise the matter with the Country Director and / or the Chairperson and / or the Vice Chairperson. When a Board Member forwards correspondence from a member of the public, the Country Director will arrange a response which will be copied to the Board Member for his or her information.

In meeting the objectives of this policy, it is appropriate that the Country Director responds to all correspondence from the Board on or related to ActionAid Ghana matters.

Board Members, while acknowledging that their role is one of leadership, also acknowledge that they have no capacity to speak with individually with staff (other than the Country Director and the Executive Management Team) on matters related to the Country Programme business.

However, under extraordinary circumstances, the Country Director may give permission for a Board Member to discuss a matter with a member of staff who is not a member of EMT. This conversation should be recorded as a file note, by the member of staff, and forwarded to the Country Director for perusal and filing.

Board Members, in acknowledging the everyday pressures placed on the Executive Management Team, will wherever required, make appointments in advance, to meet with Members of the Executive Management Team, at the Country Director's discretion, stating the nature of the request for a meeting.

All e-mail communications between Board Members that raise particular issues or items for debate shall be forwarded to all Board Members, without exception. This ensures that all Board Members are aware of current issues and have the opportunity to express views where considered appropriate and applicable.

Ordinary Board Meetings

Matters requiring consideration at an Ordinary Meeting should be submitted to the Country Director, via e-mail, letter or fax through the Board or Committee Chairs.

Once such communication is received, the Country Director will arrange for the matter to be researched, relevant information consolidated and the matter included on the agenda of the next appropriate Board meeting. Should it be considered more appropriate that the matter be dealt with administratively, the Board Member will be contacted and advised of this and the matter will not be placed on the agenda.

Issues without Notice may be raised at the appropriate Board meeting, if the Chairperson by resolution agrees that the matter may be considered without prior notice.

Access to Information

Board Members have information access rights that are additional to those given to General Assembly Members.

Members can access the following information:-

- all written contracts;
- all documents relating to written contracts proposed;
- all financial information;
- all programme information; and
- any information relevant to their functions.

Board Members should demonstrate that any information sought is relevant to the performance of their function as Board Members.

Access arrangements should be made through the Country Director.

Members may not use confidential information to gain advantage for themselves or for any other person or body, or act in ways which are inconsistent with their obligation to act impartially, or in ways that may cause harm or detriment to any person or organisation.

The previously described procedures do not curtail the right of Board Members to contact the Country Director or the Executive Management Team by telephone to informally discuss the organization's business.

Wholeness of the Board – Board Communication

Board Members will not attempt to exercise individual authority over AAG or any employee within AAG, except as explicitly set forth in the Governance Board Manual. Therefore;

- i. A Board Member's individual interaction with AAG's Country Director or Country Leadership Team must recognize the lack of authority vested in an individual. All decisions of the AAG Board must be made collectively. A Board Member acting individually cannot and does not speak for the full Board unless such authority is officially delegated.
- ii. A Board Members' individual interaction with any stakeholder, press or other entities must recognize the same limitation and the inability of any Board Member to speak for AAG as a whole, unless such authority is officially delegated.
- iii. Board Members will give no significance or value to personal / unsubstantiated judgements of AAG's Country Director on staff performance.

Board Members' feedback to ActionAid International and the General Assembly will reflect unanimous decisions by the Board. Any question or clarifications regarding these decisions must be referred back to the Board for discussion / answers.

8.2 Board and Staff Relationship

- The Country Director shall be the link between staff and the Board.
- The Chair of the Board shall be the link between the Board and staff.
- The Board shall act as the final appellate body on human resource issues. It is only when the mechanisms available within the human resources policies have been exhausted should the Board be contacted. This contact will be initiated by the Country Director.
- All communication from the Board for staff implementation shall be communicated in writing.
- The appraisal of the Country Director will be conducted by the Board Chair and the Chairs of the AAG committees, and 360 Feedback forms will be completed by all Board Members. The outcome of the evaluation shall however be shared with the rest of the Board for input. However, the institutional performance appraisal shall be performed by the full Board.

8.3 Annual Board review and reflection

Through the annual review and reflection, the Board assesses its own effectiveness as a team and individually in order to:

1. develop a shared understanding of and commitment to the expected motivation, role, contribution and accountability of Board members, individually and collectively;
2. develop a shared understanding about the most effective way for Board members to influence and impact the organisation in terms of its nature, culture, structure, state of progress, excitements, challenges, etc;
3. identify elements to strengthen the Board's governance role;
4. get to know each other better as Trustees and build a strong team;
5. consolidate and document the lessons learnt, challenges and successes of the current Board.
6. The Board regularly assesses governance performance through Key Performance Indicators (KPIs) that are reported to Board meetings twice a year. The KPIs assess the organisation's health and fitness as well as its progress. KPIs help the Board quickly to identify the location, nature or scale of problems so as to ensure that adequate measures are implemented and steps are taken towards improvement.
7. Each Board Committee monitors and assesses its own effectiveness every year in parallel to the Board process.

8.4 National Board – International Board Relationships

The Board of ActionAid Ghana may nominate one representative from its Board to stand for election onto the ActionAid International Board. The prerogative of selecting the appropriate representative to the International Board rests with ActionAid Ghana's Board. However, ActionAid Ghana's Board must take into consideration the overall requirements of the International Board while making this nomination. The nomination must be made in consonance with the AAI regulations on elections onto the AAI Board.

Each International Board Member from ActionAid Ghana acts

- a) as a Member of the International General Assembly, responsible for the overall governance of ActionAid International.

All Members of the International Board work within the Constitution of ActionAid International, founded under the laws of the Netherlands. Elected Members to the International Board therefore work within the laws of the Netherlands when acting in their capacity as Board Members of ActionAid International.

8.5 Conflicts of interest and duty

Board Members are chosen partly for their active involvement in other organisations. However, at times conflicts may exist between ActionAid Ghana's interests as an organisation and the personal interests of its Board Members. There may also be conflicts between a Member's responsibilities to ActionAid Ghana and her or his responsibilities to other organisations.

These conflicts can arise in the following instances:

- A conflict of **interest** arises when a Member has a material financial interest in a Board decision or discussion either directly or through another organisation.
- A conflict of **duty** arises when a Member has a duty to another organisation, for example as a director or employee - which the Board must make a decision with respect to, discuss or take a public stance on.

Members have a duty to record all relevant private interests and duties in ActionAid International's **Register of interests of Board Members**, on an annual basis a sample of which is attached as Annexure 8. The Board shall review the register annually, by asking Members to restate their position.

The Register serves as an annual reminder of the issue but is of limited value on its own without constant vigilance in guarding against possible conflicts of interest or duty

Practical guidance for behaviour at Board meetings is as follows, based on recommendations by the UK National Council for Voluntary Organisations (NCVO):

- Any Member who has a private interest or duty, as covered by the Register of Interests, in a matter under discussion at a Board meeting should declare the nature of their interest or duty and withdraw from the meeting, unless they have a dispensation to remain.
- If a Member has any other interest or duty which does not create a real danger of bias, but which might reasonably cause others to think it could influence their decision - they should declare the nature of the interest or duty, but remain in the room, participate in the discussion and vote if the Chair, in consultation with other Members present, agrees they can do so.
- If in any doubt about these rules, Members should consult the Chair.

The table in Annexure 9 offers practical guidance of good practice and appropriate conduct for Board Members.

Dealing with potential conflicts of interest	
Occasion	Recommended Practice
Discussion at International Board of international strategy, policies, standards, etc. that will apply to ActionAid Ghana like all other Affiliates.	Active involvement, focused on the larger interest of AAI but illustrating issues with examples from ActionAid Ghana.
Discussion at International Board of issues relating specifically to AAG, including but not limited to, the status of	Withdraw from room during discussion, unless explicitly asked to stay by Chairperson: (AAG Board Members should

AAG within AAI and financial flows to or from AAG in particular.	not be involved in any discussion in which they have expressed a conflict of interest, as this will compromise objectivity in decision making).
Discussion at AAG Board of AAI's international strategy, policies, standards etc or the status of AAG within AAI and financial flows to or from AAG in particular.	Active involvement, focused on the interests of ActionAid Ghana but aiding the discussion by offering the perspective of the International Board.
Discussion at the International Board of the performance, pay or employment of a Member of the International Secretariat who is on the Board of AAG.	Withdraw from room during discussion, unless explicitly asked to stay by Chairperson.

The following table offers guidance on suitable practice on occasions when such a Board Members' duty on the Board of ActionAid Ghana may seem to be in conflict with their duty as a Member of the International Secretariat or another national Board:

Dealing with potential conflicts of interest

Occasion	Recommended Practice
Discussion at ActionAid Ghana's Board of personal aspects of the working relationship between the AAG Country Director and the International Secretariat / National Board of which they are a Member.	Withdraw from room during discussion if, and only if, asked to do so by the Board Chair of ActionAid Ghana
Discussion at ActionAid Ghana's Board of any other management issue.	Active involvement, focused on the interests of ActionAid Ghana but illustrating issues with examples from elsewhere in AAI.
Discussion at ActionAid Ghana's Board of the status of ActionAid Ghana as a continuing Member of AAI.	Withdraw from room during discussion, unless explicitly asked to stay by Chairperson.

8.6 Board Members Expenses

Board members are volunteers and do not directly or indirectly receive any compensation for their position other than a cost allowance for direct expenses incurred in the course of their duties. The Board expenses policy is detailed in Annexure 13.

LIST OF ANNEXURES

ANNEXURE 1

GUIDELINES FOR EVALUATING BOARD

The Board through the Governance and Board Development Committee and with support from ActionAid International will commission an appropriate consultant to conduct an evaluation of the Board. The following are guidelines for the types of questions and issues to be raised during the course of any such evaluation.

1. Compliance with ActionAid International Affiliation and Licensing Agreements and ActionAid Ghana Constitution

1.1. Has the Board conducted an annual compliance review?

1.2. Has the Board had ample opportunity to review the organisation's programmes and policies to ensure they comply with the affiliation agreement, licensing agreement and Constitution?

SUMMARY: *How have we as a Board performed overall in this category?*

2. Values, Vision, Mission, Identity, Policies and Standards

2.1. Are our programmes relevant to the values, vision, mission, identity, policies and standards of ActionAid Ghana?

2.2. Has the Board had ample opportunity to review the organisation's policies and programmes to ensure they adhere to the values, vision, mission, identity and standards of ActionAid?

2.3. Does the Board help to determine what programmes and services should be maintained, be divested, or receive an infusion of resources?

SUMMARY: *How have we as a Board performed overall in this category?*

3. Ensuring Necessary Structure, Staff, Resources and Capacity for Delivery to the Poor and Excluded

3.1. Is there an established cycle for review of annual plans, budgets and strategy?

3.2. Does the Board fully understand its role in developing financial policies, and monitoring budgets?

3.3. In addition to having the requisite skills to monitor the financial aspect of the organisation, does the Board have the capacity to contribute to the organization's financial structure?

SUMMARY: *Is the Board fully aware of the organisation's financial condition and do you believe that the Board is adequately prepared to respond to major strategic and resource allocation issues confronting, the organisation as a whole?*

4. Ensuring that Audits, Reviews and Capacity Strengthening are undertaken

4.1. Is there an established cycle for carrying out audits, reviews and capacity strengthening exercises?

4.2. Is a process in place for reviewing and approving accounts and annual returns for submission to the appropriate regulatory bodies?

SUMMARY: *Has the Board put in place proper procedures for conducting audits and reviews and strengthening the organization's capacity?*

5. Appointing and Holding Auditors Accountable

- 5.1. Is there an established procedure for appointing independent auditors?
5.2. Is a procedure in place for conducting a periodic review and assessment of the auditors' performance?
SUMMARY: *Has the Board put in place proper procedures for appointing, reviewing and assessing the organisation's auditors?*

6. Supporting Profile Building, Fundraising and Advocacy Work

- 6.1. Have Board Members participated in media and publicity on behalf of ActionAid Ghana?
6.2. Is there an established procedure for providing suggestions and directions for fundraising?

SUMMARY: *Overall do you believe that the Board has adequately supported efforts to build the organisation's profile, raise funds and engage in advocacy on its behalf?*

7. Ensuring Accountability to Stakeholders

- 7.1. Have Board Members participated in ActionAid Ghana forums that involve participation and feedback from the poor and excluded?
7.2. Does the Board have a satisfactory method of communicating internally with staff, and externally (with stakeholders, donors, etc.) that does not circumvent the Country Director?
7.3. Are there grievance, due process, and other enumerated procedures for handling relations with stakeholders that stipulate the Board's role as the court of last resort?

SUMMARY: *How well equipped is the Board to deal with the multiple groups it serves? How effectively does it co-ordinate these efforts with those of the Country Director?*

8. Ensuring Safety and Security of all Employees and Volunteers

- 8.1. Does ActionAid Ghana policy adequately address the safety and security of all employees and volunteers?
8.2. Have procedures been put in place to ensure the safety and security of employees and volunteers?

SUMMARY: *Has the Board put in place adequate policies and procedures to ensure the safety and security of ActionAid staff and volunteers?*

9. Representing ActionAid Ghana and ActionAid International in Ghana

- 9.1. Are Board Members prepared to represent ActionAid Ghana and ActionAid International when requested to do so?

SUMMARY: *Have Board Members represented ActionAid Ghana and ActionAid International in relevant forums when requested to do so?*

10. Contributing to the Shaping and Development of ActionAid Ghana's International Agenda

- 10.1. Is the Board in a position to represent the interests of ActionAid Ghana at the international level?
10.2. Does ActionAid Ghana interact effectively with AAI?
10.3. Does ActionAid Ghana have access to the relevant information to provide them with an understanding of what AAI and the sector as a whole are confronting?
10.4. Does the Board advocate adequately on ActionAid Ghana's behalf on an international level and in the best interest of our mission?
10.5. Does the Board periodically review ActionAid Ghana plans and budgets to ensure compliance with international policies and campaigns?

SUMMARY: *Is there a climate of trust and respect between the Board, ActionAid International and key stakeholders? How effectively does the Board contribute to the shaping and development of ActionAid Ghana's international agenda?*

11. Assessing and Approving Strategies, Plans and Budgets

- 11.1. Does the Board review all ActionAid Ghana strategies, plans and budgets?
- 11.2. Is a procedure in place for Board approval of all ActionAid Ghana strategies, plans and budgets?
- 11.3. Is there an established cycle for planning and resource allocation?
- 11.4. Is there a monitoring and control cycle that has been established?
- 11.5. Is the Board aware of the on-going impact of technology on the organisation's capital and operating budget?
- 11.6. Is the Board too involved in the day-to-day management of the custodial, maintenance, and utilities operations?

SUMMARY: Is the Board adequately able to assess and approve ActionAid Ghana strategies, plans and budgets? Is the sufficiently versed in the mission and vision to respond to major strategic and resource allocation issues confronting, the organisation as a whole?

12. Board Capacity, Performance and Development

- 12.1. Do we have the systems and mechanisms in place to identify and attract prospective Board Members?
- 12.2. Does the Board strive to reach out and establish relationships with diverse groups that support the organisation's mission?
- 12.3. Is there evidence that the Board intentionally wants to become inclusive and that it truly values stakeholder diversity?
- 12.4. Is there an orientation programme for new and continuing Board Members?
- 12.5. Within the past year, has the Board reviewed the existing committee structure and composition of the Board?
- 12.6. Are Board materials (e.g. reports) of the appropriate summary level? Are they forwarded sufficiently in advance of committee and full Board meetings?
- 12.7. Are agendas focused on policy or day-to-day management issues?
- 12.8. Is the present committee structure appropriate and effective in serving the objective of the Board?

SUMMARY: Do we have the right people on the Board? Are they on the Board for the right reasons? Does our Board reflect AAI's objective on stakeholder representation? Overall, is the Board organised to support the mission and vision of the organisation in the most effective, efficient, and caring; manner possible?

13. Appointing and if Necessary, Dismissing the Country Director

- 13.1. Is the Board aware of the roles and responsibilities of the Country Director?
- 13.2. Have the Board participated in the selection and if necessary dismissal of the Country Director?
- 13.3. Has the Board participated in the annual review of Country Director's performance?

SUMMARY: Has the Board adequately involved itself in the process of selecting, reviewing the performance of and if necessary, dismissing the Country Director?

14. Supervising, Guiding, Encouraging and Providing Resources and Space to the Country Director

- 14.1. Has the Board delegated sufficient authority and responsibility to the Country Director to manage successfully?
- 14.2. Is there mutual trust and respect between the Board and the Country Director?
- 14.3. Is there a clear understanding of the roles and responsibilities of the Board vis-à-vis the Country Director?

SUMMARY: Board Members and the Country Director share a common perspective; they are responsible for the organisation as a whole. Overall, is the working relationship between the Chairperson, the Board, and the Country Director one that engenders trust, due diligence, and timely decision making.

ANNEXURE 2

TERMS OF REFERENCE FOR AAI REPRESENTATIVES ON NATIONAL BOARDS

1.0 Background

The Memorandum of Understanding that laid the foundation of ActionAid International (AAI) states that “The Chief Executive of ActionAid International will nominate a senior member of the International Secretariat to be an ex-officio member of the National Board” (2003).

The Membership Regulations of AAI state that each Member should “**Allow an individual appointed by AAI to serve as a voting member or observer on the governing board of the Member if permitted by the law of its Territory and subject to agreement between AAI and Member**”.

AAI representatives have been part of AAI Boards since 2004. In May 2009 AAI’s Governance and Board Development Committee (GBDC) discussed the current role, structure and accountability of AAI representatives on national Boards. The GBDC acknowledged the challenge of finding enough suitable people who meet the current criteria given the continuing increase in the number of Associates and Affiliates in AAI. It also felt that the accountability of representatives to AAI could be clearer. The GBDC therefore constituted a task force of its members to look further into the role of AAI Representative, including how this role could be enhanced and what feedback mechanism would be appropriate. The report of the task force was discussed at the Board meeting of December 2009 and the present Terms of Reference are based on the report and Board discussion.

2.0 PURPOSES

The main purposes of this role are as follows:

To support effective governance

To ensure effective links with the rest of ActionAid International

To encourage cross-fertilization, related not only to governance but also to programme work, campaigns, fundraising etc.

Needs vary between the various types of Affiliate and Associate:

Associate formed with new Board from ActionAid Country Programme

Associate established with new Board by ActionAid, a green field creation

Associate joining ActionAid, a joining associate

Affiliate that graduated from Associate status, 2-3 years previous.

Affiliate of long standing, more than 2-3 years

3.0 PRINCIPLES GUIDING THE ROLE OF AAI REPRESENTATIVE

a) **Applicability** [Requirement based on 2003 Memorandum of Understanding and the Membership Regulation 2009] All ActionAid national Boards should have an AAI representative unless there is an overriding legal or other obstacle.

b) Status on Board

There are two options for the status of the AAI Representative. One is for the AAI representative to have the status of a non-voting observer with the right to attend all meetings including Board-only sessions. The other is for her/him to be a full Board Member of the Associate/Affiliate with all the roles, responsibilities and authorities

assigned by the Board's constitution and governance manual. The choice between these two options depends on the wishes of the Board and AAI; further guidance is given below.

c) General Assembly

If all Members of the Board are drawn from and simultaneously Members of the General Assembly and if the AAI representative is a full Board Member, then she/he should normally be a Member of the General Assembly. If she/he has observer status she/he has the same status in the General Assembly.

d) Board Committees

The AAI representative is encouraged to take part in other governance processes, including Board committees and task forces and external fundraising and other events, where feasible in terms of time and cost.

e) Accountability

The AAI representative is accountable to both the national Board and the International Board for her/his conduct. In the case of a conflict of duty between these two accountabilities, the AAI representative should consult the Chair and withdraw from the discussion unless explicitly asked to stay by the Chair. This applies whether the representative is a full Board Member or an observer. An AAI representative's responsibility to their source, whether a national Board or the International Secretariat, is primarily to promote the international sharing of learning.

f) Attendance at Board meetings

The AAI representative is encouraged to attend all national Board and General Assembly meetings subject to financial and time constraints. To reduce costs, workload and environmental impact, participation by telephone or video conference should be considered whenever possible. However an AAI representative must attend at least two Board meetings every year in person. The choice of these meetings should be guided by the content of the agenda and related events, for example annual reporting or planning processes, governance reviews, Board training and meetings held close to the Annual General Meeting of the General Assembly all seem high priorities. The representative should contribute in advance by e-mail to the agenda, information, discussion and decisions at Board meetings that she/he does not attend.

g) Capacity building

AAI will assess and act on the capacity building needs of any new representative through a consultation with her/him and the national Board.

h) Term Limit/Termination

An AAI representative will normally serve up to the standard term limit specified for Members of the national Board. AAI will then appoint a new AAI representative if a need is felt. If both the national Board and AAI feel that continuing the same person will be more helpful, then the term limit will not apply. The term will end earlier if the AAI representative leaves AAI's employment, in the case of a member of staff, or leaves the other AAI Board, in the case of a member of another Affiliate/Associate Board. In every case a handover meeting, or at least a telephone discussion, is strongly recommended.

i) Costs

AAI representatives should seek to minimize the direct and indirect costs of their role. Their necessary expenses should be paid in the same way and according to the same principles as those of national Board members.

Staff attendance and Other participants

Other external participants can be invited, at the discretion of the Board Chair or Committee Chair for a specific purpose and agenda item.

ANNEXURE 3

TERMS OF REFERENCE: FINANCE & AUDIT COMMITTEE

1.0 Membership

Appointment

The Board shall appoint members of the Committee. The Committee shall be made up of the Board Treasurer and two other Board / General Assembly Members. The Head of Finance and the Internal Auditor shall participate in meetings

All members of the Committee shall have relevant financial experience.

1.2 Term

Appointments to the Committee shall be for a period of up to one Board term, which may be extended according to the AAG's requirement but for a maximum of a further term.

1.3 Meetings

Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chairman of the Board, the Country Director and other members of staff may be invited to attend all or part of any meeting as and when appropriate.

The external auditors will be invited to attend meetings of the Committee on a request.

The Committee Chairperson shall be the Board Treasurer. In the absence of the Committee Chairperson and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting. At no time will a staff member of AAG participating at this meeting be permitted to act as Chair for any of the Committee meetings.

The Head of Finance shall be the Secretary to the Committee.

2.0 Quorum

The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee. Only members of the Committee shall constitute a quorum, attending staff members or ex-officio members shall not constitute a quorum.

3.0 Frequency of Meetings

The Committee shall meet quarterly. The Chair may propose additional meetings if deemed necessary or if requested by other members.

4.0 Notice of Meetings

Meetings of the Committee shall be summoned by the Chair of the Committee at the request of any of its Members or at the request of external or internal auditors if they consider it necessary.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each Member of the Committee, any other person required to attend no later than five working days

before the date of the meeting. Supporting papers shall be sent to Committee Members and to other attendees as appropriate, at the same time.

5.0 Minutes of Meetings

The Committee Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board.

6.0 Annual General Meeting

The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any questions on the Committee's activities.

7.0 Duties

The Committee should carry out the duties below

7.1 Financial Reporting

The Committee shall monitor the integrity of the financial statements of the organisation, including its annual and biannual reports, and any other formal announcement relating to its financial performance, reviewing significant financial reporting issues and decision which they contain.

The Committee shall also review summary financial statements; significant financial returns to regulators and any financial information contained in certain other documents. The Committee shall review and challenge where necessary:

The consistency of, and any changes to, accounting policies both on a year on year basis and across the organisation/group;

The methods used to account for significant or unusual transactions where different approaches are possible;

Whether the organisation has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the external auditor;

The clarity of disclosure in the Associate's financial reports and the context in which statements are made; and all material information presented with the financial statements, such as the operating and financial review

The annual financial statements where not reviewed by the Board as a whole.

The Committee shall participate in the appointment and removal of the Head of Finance.

7.2 Internal Controls and Risk Management Systems

The Committee shall:

Keep under review the effectiveness of the organisation's internal controls and risk management systems; and

Review and propose the approval of the statements to be included in the Annual Report concerning internal controls and risk management to the whole Board.

7.3 Internal Audit

The Committee shall:

- Monitor and review the effectiveness of the organisation's internal audit function in the context of the organisation's overall risk management system
- Participate in the appointment and removal of the Head of the Internal Audit function.
- Ensure the Internal Audit function has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards. The Committee shall also ensure the function is independent and free from management interference.
- Review and assess the annual internal audit plan
- Review promptly all reports on the organisation from the internal auditors;
- Review and monitor management's responsiveness to the findings and recommendations of the internal auditor including International Internal Audit reports.
- Meet the Head of Internal Audit at least once a year, without management being present, to discuss their remit and any issues arising from the internal audits carried out.
- The Head of Internal Audit shall be given the right of direct access to the Chair of the Board and to the Committee.
- Review major findings of internal investigations and management's response to these investigations with the view to addressing challenges and making recommendations for a more efficient and effective performance.
- Review individual cases of fraud and irregularities and recommend to the Board appropriate courses of action.

7.4 External Audit

The Committee shall:

Consider and make recommendations to the Board, to be put to the General Assembly for approval at the AGM, in relation to the appointment, re-appointment and removal of the organisation's external auditor. The Committee shall oversee the selection process for new auditors;

Oversee the relationship with the external auditor including (but not limited to):

Approval of their remuneration, whether fees for audit or non audit services and that the level of fees is appropriate to enable an adequate audit to be conducted;

Approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;

Satisfying itself that there are no relationships or potential conflict of interest (such as family, employment, investment, financial or business) between the auditor and the organisation (other than in the ordinary course of business);

Monitoring the auditor's compliance with relevant ethical and professional guidance on the rotation of audit partners, the level of fees paid by the organisation compared to the overall fee income of the Audit firm, office and partner and other related requirements; and

Assessing annually their qualifications, expertise and resources and the effectiveness of the audit process which shall include a report from the external auditor on their own internal quality procedures;

Meet with the external auditor, including once at the planning stage before the audit and once after the audit at the reporting stage. The Committee shall meet the external auditor at least once a year, without management being present, to discuss their remit and any issues arising from the audit;

Review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement;

Review the findings of the audit with the external auditor. This shall include but not be limited to, the following;

- a discussion of any major issues which arose during the audit,
- any accounting and audit judgements, and
- levels of errors identified during the audit.

The Committee shall also review the effectiveness of the audit.

Review any representation letter(s) requested by the external auditor before they are signed by management;

Review the management letter and management's response to the auditor's findings and recommendations; and

Develop and implement a policy on the supply of non-audit services by the external auditor, taking into account any relevant ethical guidance on the matter.

7.5 Reporting Responsibilities

The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

The Committee shall compile a report to the General Assembly on its activities to be included in the Annual Report.

8.0 Other Matters

The Committee shall:

- Have access to sufficient resources in order to carry out its duties, including access to the Affiliate Programmes Executive Management Team for assistance as required;
- Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members on AAI Financial policies and systems;
- Be responsible for co-ordination of the internal and external auditors;
- Oversee any investigation of activities which are within its terms of reference and act as a court of the last resort; and
- At least once a year, review its own performance, and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

9.0 Authority

The Committee is authorised:

- To seek any information, it requires from any employee of the Affiliate in order to perform its duties. The Country Director of the Affiliate shall be copied into any correspondence with employees;

- To obtain, at the Affiliate's expense, outside legal or other professional advice on any matter within its terms of reference; and
- To call any employee to be questioned at a meeting of the Committee as and when required.

Staff attendance and Other participants

Other external participants can be invited, at the discretion of the Board Chair or Committee Chair for a specific purpose and agenda item.

ANNEXURE 4

TERMS OF REFERENCE: HUMAN RESOURCE AND ORGANIZATIONAL DEVELOPMENT COMMITTEE

Membership

Appointment: The Board shall appoint a minimum of three Members to the Committee. These should be Members with some experience in Human Resources and Organisation. Only Members of the Committee will have the right to attend Committee meetings. However, other individuals such as the Chairperson and Vice Chair of the Board, and the Country Director may attend Committee meetings as appropriate.

Term: Appointments to the Committee shall be for a period of up to one Board term, which may be extended according to AAG's requirements but for a maximum of a further term.

Committee positions: The Members of the Committee shall elect a Chair. At no time would AAG staff participating at this meeting be permitted to act as Chair for any of the committee meetings.

The Secretary of the committee shall be the HR/OD manager.

Quorum

The quorum necessary for the transaction of business shall be two Members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee. Only Members of the Committee shall constitute a Quorum, attending AAG staff Members shall not constitute a quorum.

Frequency of Meetings

The Committee shall meet at least twice a year. The Chair may propose additional meetings if deemed necessary or if requested by other Members.

Notice of Meetings

Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its Members. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each Member of the Committee and any other person required to attend no later than [5] working days before the date of the meeting. A copy of such notice should be provided to the Country Director, as the Secretary to the Board. Supporting papers shall be sent to Committee Members and to other attendees as appropriate, at the same time.

Minutes of Meetings

Taking minutes: The Committee Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

Minuting Conflict of Interest: The Chair shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Circulation of minutes: Minutes of Committee meetings shall be circulated to all Members of the Committee two weeks before the subsequent meeting and, once agreed, to all Members of the Board.

Annual General Meeting

The Chairperson of the Committee shall attend the Annual General Meeting prepared to respond to any questions on the Committee's activities.

Duties

The Committee should carry out the duties below:

Ensure that ActionAid Ghana has appropriate Human Resource Policies and Procedures that are in line with AAI globally and best practice in Ghana:

Tasks:

- Review the Human Resource Policies and Procedures (HRPPM) and make recommendations to the full Board for approval
- Annual review of proposed amendments to the HRPMM and recommendation to the Board for approval.

Ensure ActionAid has appropriate terms and conditions of service to attract and retain high quality staff:

Tasks:

- Review of adjustments to remuneration levels and make recommendations to the full Board for approval
- Request management to undertake salary surveys when deemed necessary.

Ensure that ActionAid Ghana has effective human security policies and systems in place

Tasks:

- Monitor implementation of AA Staff Security Policy once adopted
- Ensure that if *necessary*, local policies on staff security are put in place to complement the AAI Staff Security Policy in responding to local conditions.

Monitor appraisal systems for the Country Director and other staff.

Tasks:

- Make recommendations on the AAI appraisal framework when it is being developed
- Monitoring the appraisal system to ensure that it is consistent with AAI policy.

To promote an open, empowered and positive work culture across board in the organization

Tasks:

- Monitor progress on strengthening the openness and empowerment of the AAG's work culture through regular reports from the Country Director.

Ensure the appropriate organisational structure to deliver on organisational objectives effectiveness

Tasks:

- Review structure of organisation to enhance organisational effectiveness.

Reporting Responsibilities

The Committee Chairperson shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

The Committee shall compile a report to the General Assembly on its activities to be included in the Annual Report.

Other Matter

The Committee shall:

- 1 Have access to sufficient resources in order to carry out its duties, including access to the AAG Executive Management Team for assistance as required;
- 2 Be provided with appropriate and timely training, both in the form of an induction programme for new Members and on an ongoing basis for all Members on AAI HO/OD policies and systems;
- 4 Oversee any investigation of activities which are within its terms of reference and act as a court of the last resort; and
- 5 At least once a year, review its own performance, according to its terms of reference, to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Authority

The Committee is authorised:

- 4.To seek any information it requires from any employee of AAG in order to perform its duties through the Country Director in order to perform its duties.
- 5.To obtain, at the AAG's expense, outside legal or other professional advice on any matter within its terms of reference; and
- 6.To call any employee to be questioned at a meeting of the Committee as and when required. The Country Director must be informed in advance, in writing, of the request before the employee attends any meeting.

Staff attendance and Other participants

Other external participants can be invited, at the discretion of the Board Chair or Committee Chair for a specific purpose and agenda item.

ANNEXURE 5

TERMS OF REFERENCE: GOVERNANCE & BOARD DEVELOPMENT COMMITTEE

Membership

Appointment: The Board shall appoint a minimum of three Members to the Committee. Only Members of the Committee have the right to attend Committee meetings.

Term: Appointments to the Committee shall be for a period of up to one Board term, which may be extended according to AAG's requirements, but for a maximum of a further term.

Committee positions: The Chair of the Board shall be the Chair of this Committee.

The Secretary shall be the Country Director.

Quorum

The quorum necessary for the transaction of business shall be two Members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee. Only Members of the Committee shall constitute a Quorum, attending staff Members or ex-officio Members shall not constitute a quorum.

Frequency of Meetings

The Committee shall meet at least twice a year. The Chair may propose additional meetings if deemed necessary or if requested by other Members.

Notice of Meetings

Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its Members. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each Member of the Committee, any other person required to attend no later than five working days before the date of the meeting. A copy of such notice should be provided to the Country Director, as the Secretary to the Board. Supporting papers shall be sent to Committee Members and to other attendees as appropriate, at the same time

Minutes of Meetings

Taking minutes: The Committee Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

Minuting Conflict of Interest: The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Circulation of minutes: Minutes of Committee meetings shall be circulated two weeks before the subsequent meeting to all Members of the Committee and, once agreed, to all Members of the Board.

Annual General Meeting

The Chairperson of the Committee shall attend the Annual General Meeting prepared to respond to any questions on the Committee's activities.

Duties

The Committee should carry out the duties below:

Recruit, select and induct new Members of the Board

Tasks:

- Establish and ensure the ideal Board composition in terms of expertise and diversity
- Develop a recruitment plan
- Compile and continually add to a pool of potential candidates to the Board
- Cultivate the interest of potential Board Members
- Screen and meet candidates
- Recommend candidates to the full Board
- Inform, orient and involve new Board Members

Organise self-assessment and regular externally facilitated review of the Board in order to learn from experience, bring new knowledge and capacity into the Board and develop the Board as a collective team for effective functioning

Tasks:

- Organise Board self-assessment
- Establish terms of reference for Board reviews
- Recruit consultant(s) for Board reviews
- Manage and support the process of Board reviews
- Organise Board team and capacity building processes and events
- Ensure that the Board Review Reports are published for general publication and sharing

Review compliance to AAI Associate or Affiliate agreements and requirements

Tasks:

- Review proposals put forward by the management to ensure compliance to AAI requirements and agreements
- In conjunction with the relevant sub-committees of the Board, review Associate/Affiliate policies to ensure compliance
- Ensure the Associate representative to the AAI Board
- In conjunction with AAI Secretariat, support in the Associate Compliance Review process

Review Governance standards

Tasks:

- Be the custodian of Board and governance standards and AAG's Governance Manual
- Ensure compliance of the Governance Manual to the AAI Governance standards requirements and continually improve the standards
- Encourage regular Board peer reviews
- On the basis of management advice and Board reviews outcomes, identify those areas that may not be meeting governance standards and agree plans with the whole Board for strengthening the same

Reporting Responsibilities

The Committee Chairperson shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

The Committee shall compile a report to the General Assembly on its activities to be included in the Annual Report.

At least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Authority

The Committee is authorised:

To seek any information it requires from any employee of AAG in order to perform its duties through the Country Director in order to perform its duties.

To obtain, at the AAG's expense, outside legal or other professional advice on any matter within its terms of reference; and

To call any employee to be questioned at a meeting of the Committee as and when required. The Country Director must be informed in advance, in writing of the request before the employee attends any meeting.

Staff attendance and Other participants

Other external participants can be invited, at the discretion of the Board Chair or Committee Chair for a specific purpose and agenda item.

ANNEXURE 6

TERMS OF REFERENCE FOR THE PROGRAMME COMMITTEE

Membership

The Board shall appoint members of the Committee. The Committee shall be made up of a minimum of three Members and a maximum of five Members.

Only Members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chairperson and Vice-Chair of the Board, the Country Director, Head of Finance and HR/OD Manager may attend all or part of any meeting as and when appropriate.

Term: Appointments to the Committee shall be for a period of up to one Board term, which may be extended according to the Affiliates requirements but for a maximum of a further term.

Committee positions: The Committee will appoint a Chairperson. In the absence of the Chairperson and/or an appointed deputy, the remaining Members present shall elect one of themselves to chair the meeting. At no time would the staff members participating at this meeting be permitted to act as Chairperson for any of the Committee meetings

The Secretary shall be the Head of Programmes / Deputy Country Director.

Quorum

The quorum necessary for the transaction of business shall be 50% of the number of Members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee. Only Members of the Committee shall constitute a quorum, attending staff members or ex-officio Members shall not constitute a quorum.

Frequency of Meetings

The Committee shall meet at least twice a year. During Plans and Budget and again at the beginning of the year and at any other time as deemed appropriate by the Chairperson. The Chairperson may propose additional meetings if deemed necessary or if requested by other Members.

Notice of Meetings

Meetings of the Committee shall be summoned by the Chair at the request of any of its members.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, or any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee Members and to other attendees as appropriate, at the same time.

Minutes of Meetings

The Secretary shall minute the proceedings and resolutions of all meetings of the Committee.

Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all Members of the Board.

Annual General Meeting

The Chairperson of the Committee shall attend the Annual General Meeting prepared to respond to any questions on the Committee's activities.

Duties

The Committee should carry out the duties below

Programme Reporting

The Committee shall review the programmes of the organisation to ensure that they are consonance with the aims and objectives of the organisation as articulated in the CSP and with agreed annual plans and budgets.

The Committee shall also receive quarterly updates and annual reports from the Country Programme

The Committee shall:

Serve as liaison between the Country programme and the Board

Support the CP to market the programme and assist in sourcing funding for future programme

Review and assist (where necessary) in providing direction of programme activities in relation to drafting country strategy documents and agreed annual plans.

Be informed if there are urgent changes to agreed plans if there are changes on the ground which require changes in activities

Participate in the annual Plans and Budgets processes

Participate in the appointment and removal of the Head of Programmes as and when requested.

Review and assess the annual work plan as against budget

Reporting Responsibilities

1. The Committee Chairperson shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

3. The Committee shall compile a report to the General Assembly on its activities to be included in the Annual Report.

Other Matters

The Committee shall:

1. Have access to sufficient reasonable resources in order to carry out its duties – including access to the AAG Executive Management Team for assistance as required;

2. Be provided with appropriate timely and relevant training.

Oversee any investigation of activities which are within its terms of reference and act as a court of the last resort; and

At least once a year, review its own performance, and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Authority

The Committee is authorised:

To seek any information it requires from any employee of AAG in order to perform its duties through the Country Director, in order to perform its duties.

To obtain, at AAG's expense, outside legal or other professional advice, on any matter within its terms of reference.

Staff attendance and Other participants

Other external participants can be invited, at the discretion of the Board Chair or Committee Chair for a specific purpose and agenda item.

ANNEXURE 7

TERMS OF REFERENCE FOR FUNDRAISING COMMITTEE

Membership

Appointment: The Board shall appoint Members of the Committee. The Committee shall be made up of a minimum of three Board Members. The CD and AAG Head of Finance shall participate in meetings.

Term: Appointments to the Committee shall be for a period of up to one Board term, which may be extended according to AAG's requirements but for a maximum of a further term.

Committee positions: The Members of the Committee/Board shall elect a Chair. In the absence of the Committee Chairperson and/or an appointed deputy, the remaining Members present shall elect a chair of the meeting. At no time would AAG staff participating at this meeting be permitted to act as Chair for any of the committee meetings. All Members of the Committee shall have either relevant fundraising or marketing experience or a passion for raising funds for AAG.

Only Members of the Fundraising Committee have the right to attend Committee meetings. However, other individuals such as the Chairperson of the Board, the Country Director and other Members of staff may be invited to attend all or part of any meeting as and when appropriate.

The Partnership and Fundraising Co-ordinator shall be the Secretary to the Committee.

Quorum

The quorum necessary for the transaction of business shall be two Members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee. Only Members of the Committee shall constitute a Quorum, attending staff Members or ex-officio Members shall not constitute a quorum.

Frequency of Meetings

The Committee shall meet quarterly. The Chair may propose additional meetings if deemed necessary or if requested by other Members.

Notice of Meetings

Meetings of the Committee shall be summoned by the Chair of the Committee at the request of any of its Members.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each Member of the Committee, any other person required to attend no later than [5] working days before the date of the meeting. Supporting papers shall be sent to Committee Members and to other attendees as appropriate, at the same time.

Minutes of Meetings

The Committee Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Annual General Meeting

The Chairperson of the Committee shall attend the Annual General Meeting prepared to respond to any questions on the Committee's activities.

Duties

The Committee should carry out the duties below

Financial Reporting

1. The Committee shall work with the Partnership and Fundraising Co-ordinator and the EMT to examine ways of raising partnership funds for the Affiliate programme.
2. The Committee will focus on raising funds for AAG from the local market – i.e. from local companies (in line with the AAI fundraising guidelines), banks, companies, private enterprises, fundraising events etc.
3. The Committee shall review all agreements made with marketing companies with whom the AP agreements to raise funds.
4. The Committee shall review the amounts of funds raised by fundraising activities to ensure that that the AP is making the most appropriate decisions in relation to maximising the funds raised.

Reporting Responsibilities

The Committee Chairperson shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

The Committee shall compile a report to the General Assembly on its activities to be included in the Annual Report.

Other Matters

The Committee shall:

Have access to sufficient resources in order to carry out its duties, including access to the AAG's Executive Management Team for assistance as required;

Be provided with appropriate and timely training, both in the form of an induction programme for new Members and on an ongoing basis for all Members on AAI Fundraising policies and procedures

At least once a year, review its own performance, and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Authority

The Committee is authorised:

To seek any information it requires from any employee of AAG in order to perform its duties through the Country Director of AAG;

To obtain, at AAG's expense, outside legal or other professional advice, on any matter within its terms of reference.

Staff attendance and Other participants

Other external participants can be invited, at the discretion of the Board Chair or Committee Chair for a specific purpose and agenda item.

ANNEXURE 8

REGISTER OF INTERESTS OF BOARD MEMBERS

Name: _____ **Date:** _____

Board Memberships

Directorships

Employment or other close relationships with other organizations

Interests (financial or otherwise) exceeding 1% of an organisation or 1% of Board Member or her/his family's wealth:

Organisations in which Member has decision making power

Family relations with any persons bidding for ActionAid Ghana work:

Other material interests, duties and Memberships:

Board Members shall be obliged to update the register of interest within two (2) weeks of acquiring an interest

Note: the following need not be declared in the Register:

- Details of interests such as value or number of shares
- Ownership of property
- Any savings, including investments in government savings schemes
- Holdings in pension funds or trusts under management by a third party
- Membership as a passive supporter rather than a leader, active Member or decision maker of other organisations such as charities, NGOs or political parties

ANNEXURE 9

CONFLICTS OF INTEREST AND DUTY: ILLUSTRATION OF GOOD PRACTICE

The following table describes good practice for any Board Member employed by, or a Trustee of a **profit-making organisation Z**. This table illustrates some of the principles involved but cannot cover every possibility. In most cases the same guidance applies if ActionAid Ghana and Z are interchanged or if Z is a non-profit-making organisation.

Appropriate	Not Appropriate
Take part in Board discussions on balance of investments to be held in equities (if Z is a plc)	Offer opinions on investing in Z
Pass on information in Z about ActionAid Ghana projects seeking support	Take part in any discussion in ActionAid Ghana or Z about Z giving money to ActionAid Ghana
Suggest people in Z that people in ActionAid Ghana might find helpful to contact	Influence Z colleagues to give preference to ActionAid Ghana projects or proposals
Suggest ActionAid Ghana staff as possible speakers at a Z meeting	Take part in consideration of ActionAid Ghana staff to act as consultants for Z
Refer ActionAid Ghana staff to sources of information about Z	Seek to recruit ActionAid Ghana staff to work in Z
Mention ActionAid Ghana Board Membership in biographical details of Z managers, e.g. on Web	Imply Z support for ActionAid Ghana or ActionAid Ghana support for Z
Speak about role as an ActionAid Ghana Board Member in a Z internal conference on social responsibility	Cite ActionAid Ghana Board Membership in public as evidence of Z's social responsibility
Speak publicly about ActionAid Ghana's position where it does not affect Z	Speak publicly in any way that directly links or opposes ActionAid Ghana and Z
Add ActionAid Ghana travel to end of work travel for Z at no extra cost to Z	Use Z budget to pay for incremental travel costs on AAI business
Use Z meeting rooms for ActionAid Ghana meetings, if allowed by Z policies	Use Z budget to pay for non-trivial costs related to ActionAid Ghana meetings

A good general test for conflicts of interest or duty is to ask whether ActionAid Ghana's reputation would be damaged if a Member's connection with, for example, a Member of staff, a company or a campaigning organisation were made public.

ANNEXURE 10

BOARD OF DIRECTORS SKILL AND COMPETENCY MATRIX

Following are the basic skills that each Board/General Assembly Member must possess in order to be eligible to sit on the Board and General Assembly, and specialty skills required by the Board as a whole for best governance of AAG.

Basic Skills (every Trustee must have these):

- a. demonstrated interest and passion for building and maintaining a strong, vibrant
- b. excellent inter-personal skills and ability to work effectively in a group;
- c. good oral and written communications;
- d. understanding and experience with board structures and governance process;
- e. Commitment to the vision, mission and values of the organisation.
- f. Knowledge and skills required to properly serve the organisation at the given point in time in terms of developmental stage of the organisation.
- g. Gender parity, preferably with equal representation of both sexes on the board.
- h. Sectoral and / or geographical representation where necessary or desirable.
- i. Willingness to devote time to activities and / or matters of the organisation.
- j. Readiness to serve the organisation faithfully, diligently, devoid of all partiality and partisan interest, having due regard at all times to the interest of the organisation above all and devoid of personal interest.
- k. Demonstrated ability to work cohesively in a team and
- l. commitment to represent the best interests of AAG at all times

Specialty Skills (Trustee would bring one or more of the following areas of expertise to the Board/GA):

- a) Research and development
- b) Strategic marketing and communications
- c) communication;
- d) financial experience;
- e) demonstrated understanding of legal and human resources principles and frameworks;
- f) corporate governance experience; and
- g) strategic planning experience.

Annexure 11

GENERAL ASSEMBLY MEMBERSHIP APPLICATION FORM

Date _____ Nominator (if any) _____

Name _____ Phone _____

E-mail _____ Address _____

Relevant experience and/or employment (attach a resume if relevant)

Why are you interested in our organization?

Area(s) of expertise/contribution you feel you can make

Other volunteer commitments

Thank you for completing this application for General Assembly membership. We will be in touch with you shortly.

For GBDC Use

- Candidate has received recruitment package Date _____
- Candidate has had a personal meeting with Board Chair/Board Member. Date _____
- Candidate reviewed by the GBDC. Date _____

Annexure 12

GENERAL ASSEMBLY INTERVIEW EVALUATION FORM

Candidate's Name: _____

Date: _____

	Poor	Fair	Average	Good	Superior
Knowledge of Organization <ul style="list-style-type: none"> • Where did you first hear about AAG? • What do you like about AAG? • What do you think are the structural causes of poverty? 					
Skills					
Relevant Experience					
Assertive					
Time Demand					
Expectations <ul style="list-style-type: none"> • No remuneration 					
Values <ul style="list-style-type: none"> • Alignment to AAG values 					
Political Affiliation					
OVERALL	Poor	Fair	Average	Good	Superior
EVALUATION					
ADDITIONAL COMMENTS:					

Annexure 13

BOARD EXPENSES POLICY

1.0 Objective

1.1 The primary objective of this policy is to ensure that Board members are not out of pocket as a consequence of attending to AAG business. This policy applies only to AAG General Assembly and Board members undertaking AAG work. Board members are to be reimbursed for monies expended by them in carrying out AAG business. It is recognised that the welfare and safety of General Assembly and Board members is paramount.

2.0 Expense Reimbursement Policy..... what it is not

2.1 At the outset it is important to state what this policy is not. It does not contemplate the payment of fees to Board members for work they do for AAG. Nor does it seek to compensate Board members for loss of earnings arising from time spent on AAG business.

3.0 Allowance (local/(international)

3.1 Any Board Member, who is required to travel to attend a Board meeting, field trip or any other approved ActionAid meeting in Ghana, will receive an allowance of 50 Ghana cedis per day This does not apply to Board Members residing outside Ghana.

3.2 If a Board Member has to attend a Board meeting, field trip or any other approved ActionAid meeting that is within their town of residence, ActionAid shall either reimburse the cost of a taxi or if the Board Member uses their own car, provide transportation allowance of 150.00Ghana Cedis.

4.0 Non-Accountable Allowance

4.1 Any Board Member who is required to travel to attend a Board meeting, field trip or any other approved ActionAid meeting outside of Ghana (or in Ghana if their residence is outside of Ghana), will receive a non-accountable allowance of \$40.00 per day.

5.0 Accountable Float

5.1 Members will be given an accountable float of \$300/£300 depending on their destination and must be accounted for with receipts. The float can be spent on taxi fare if not met at the airport, meals at the airport if delayed etc.

6.0 Accommodation

6.1 ActionAid will be responsible for accommodation - both local and international. However, if a Board Member has to pay out of their pocket for accommodation, ActionAid will reimburse the Member, subject to presentation of official receipts.

7.0 Visa and Medical

7.1 Outlay for visas and for medical shots, malaria tablets etc directly related to AAG travel will be reimbursed in advance of travel through the same office as for per diems.

8.0 Alcohol

8.1 AAG will not reimburse expenditure for alcohol.

Each Board Member should sign for the allowance using the specified ActionAid form and upon return will provide receipts as proof of expenditure.