

BOARD CHARTER



**An African Continent
Free From Poverty
And Vulnerability**

INTRODUCTION

This Charter is intended to guide the APSP Board in performing their oversight role of the Africa Platform for Social Protection (APSP). The Charter borrows from experience and practice in comparable institutions as well as the policies of the APSP.

ROLE OF THE BOARD

1. The Board is the ultimate decision-making body of the APSP.
2. The Board is responsible for establishing sound internal control systems for the organisation.
3. The Board is responsible for adopting strategies and policies that ensure the sustainability and integrity of the organisation.
4. The Board is responsible for establishing clear roles and responsibilities in discharging its fiduciary and leadership functions.
5. The Board is responsible for ensuring that management actively cultivates a culture of ethical conduct and sets the values to which the organisation will adhere.
6. The Board is responsible for establishing policies and procedures for effective operations of the organisation.
7. The Board shall establish an appropriate staffing and remuneration policy including the appointment of the Executive Director and the senior staff as may be applicable.
8. The Board is responsible for ensuring that all applicable laws, regulations, governance codes, guidelines and regulations are complied with.

MATTERS RESERVED FOR THE BOARD

The Board reserves specific powers to itself and delegates other matters to the management of the Organisation.

The Board delegates its day-to-day powers and duties to the Executive Director (ED) who in turn will make further delegations in accordance with the roles prescribed in his job description.

DELEGATION OF AUTHORITY

Effective governance of the Organisation requires management to be involved in all significant decisions and to be accountable to the Board. All delegated authorities must emanate from the Board.

The ED must raise with the Board any matter of significance affecting the Organisation which requires the Board's attention, including any matters which exceed the delegated authority of Management.

COMPOSITION OF THE BOARD

The Board shall be optimally constituted giving consideration to the size, constitution, nature of the Organisation's business, its Platforms, the laws of the host country and the practices established over the years to conduct the organisation's elections.

The Board shall ensure that it comprises a diverse mix of skills and expertise critical for effective oversight on the management of the Organisation. This shall be underscored by ensuring that each member has the requisite skill and access to the necessary tools required for their effective performance.

APPOINTMENT AND REMUNERATION OF BOARD MEMBERS

The Board shall consist of members who are part of the Platforms of their countries or who are co-opted by the AGM and the Board because of their specific skills.

The office bearers of the Board shall be elected at the AGM from the members that will have been elected as Board members.

The number of Board members shall be determined by the Organisation's Constitution and the laws of the host country.

The organisation's Executive Director shall serve as the Secretary to the Board.

The Board shall establish and approve formal and transparent remuneration policies and procedures for Board members.

ACCESS TO INFORMATION AND INDEPENDENT ADVICE

The Board may from time to time require independent legal, financial, governance or any other expert advice. To facilitate this, the Board shall establish a process for the members to obtain external advice at the Organisation's expense and to invite Senior Management to provide technical advice when needed.

The Board shall establish procedures to allow its members access to relevant, accurate and complete information and professional advice in order to discharge its duties effectively.

BOARD EVALUATION

For improved Board effectiveness, the Board shall carry out an assessment of its performance, the performance of the Chairperson, Treasurer, individual members and the Executive Director.

The Board shall discuss the results of the evaluation exercise which shall also inform the Board on the training needs for the ED and its members.

The Board shall disclose whether the evaluation of the Board, the chairperson, the Treasurer and the E D has been undertaken in the annual report and financial statements of the organisation.

ROLE OF THE CHAIR AND EXECUTIVE DIRECTOR

The AGM shall elect a chairperson who shall be a representative of the Platforms in the region.

The Executive Director shall keep the Chairperson informed about the business of the Organisation.

The Chairperson's role will be as outlined in the APSP Constitution and will include the following: -

1. To provide leadership to the Board and ensure its effectiveness in all aspects of its role.
2. To set the Board agenda with the assistance of the Executive Director.
3. To facilitate the effective contribution of Board Members and encourage constructive relations between the Board and staff.
4. To monitor attendance at Board meetings.
5. To ensure that there is a robust process for Board succession and that a current pool of candidates has been identified.

6. To develop the strategy of the Organisation, together with the ED, and ensure the Board is fully appraised and has the opportunity to debate the strategic direction of the Organisation.
7. To put in place and maintain an effective delegation of authority structure to provide effective management and control over the Organisation's business with the assistance of the ED.
8. To communicate effectively with the Organisation's stakeholders. The stakeholders are, where applicable, Platforms, Partners, governments, staff and the communities in which the Organisation operates.
9. To ensure that the views of the stakeholders are communicated to the Board as a whole.
10. To chair the meetings of the Board.
11. Together with the ED, ensure that the Organisation operates to the highest standards of organisational governance.
12. To manage the training needs of each Board member and ensure their development.
13. To ensure the Board undertakes continuous development in order to enhance governance practices within the Board itself and in the interest of the Organisation.

The role of the Executive Director shall be: -

1. Ensure that the policies spelt out by the Board in the institution's overall organisational strategy.
2. Identify and recommend to the Board competent officers to manage the operations of the organisation. In the fulfilment of this duty, the ED should ensure that the institution's human resources policy is adhered to.
3. Establish and maintain efficient and adequate internal control systems.
4. Design and implement the necessary management information systems in order to facilitate efficient and effective communication within the organisation.
5. Ensure that the Board is frequently and adequately appraised about the operations of the institution through the presentation of relevant Board papers.
6. Ensure that the organisation complies with all the relevant laws of the host country in the execution of its operations.
7. Perform any other duties as may be assigned by the Board from time to time.

DUTIES OF BOARD MEMBERS

Each Board member shall abide by the APSP's Code of Conduct for Board Members and in the event of wilful violation of the Code and this Charter, be terminated from serving on the Board. Each Member will have the fiduciary duty to: -

1. Exercise a reasonable degree of care, skill and diligence.
2. Act in good faith and in the best interests of the Organisation and not for any other purpose.
3. Act honestly at all times and must not place themselves in a situation where personal interests conflict with those of the Organisation.
4. Exercise independent judgement at all times.
5. Devote sufficient time to carry out their responsibilities and enhance their skills.
6. Promote and protect the image of the Organisation.
7. Owe their duty to the Organisation and not to the nominating Platform, organisation or region.
8. Owe the Organisation a duty to hold in confidence all information available to them by virtue of their position as a Board member.

THE ORGANISATION SECRETARY

The Executive Director shall act as the Secretary to the Board to assist and advise the Chairperson and all Board Members.

The Secretary of the Board shall be in charge of the following responsibilities: -

1. To provide guidance to the Board on its duties, responsibilities and other matters of governance;
2. To ensure that the Board complies with its obligations under the law, the Organisation's Constitution and practices;
3. To assist the Chairperson of the Board in organizing the Board's activities;
4. To assist the Board with evaluation exercises;
5. To coordinate the governance audit processes;
6. To facilitate effective communication between the organisation and the stakeholders.
7. Carry out any other duties as may be directed to perform by the board

SUB BOARD COMMITTEES

The Board may discharge any of its responsibilities through Board Sub Committees appointed from amongst its Members subject to the applicable laws and organisational regulations and practices.

In the event that such sub Committees are established, the Board shall appoint the Chairpersons of the Sub Committees and shall approve appropriate Terms of Reference for the Sub Committees.
appropriate.

The Sub Committees shall report to the Board on matters referred to it by the Board and on its proceedings following each meeting of the Sub Committee.

The report shall include findings, matters identified for specific recommendation to the Board, action points and any other issues as deemed

The Sub Committees shall liaise with each other in so far as it is expedient to effectively perform their different roles.

The Board remains collectively responsible for the decisions of any Sub Committees and shall review the effectiveness and performance of the Sub Committees annually.

CONFLICT OF INTEREST

All Board Members are required to: -

1. Declare any interests that may give rise to potential or perceived conflict or other circumstances that could interfere with the exercise of objective judgment;
2. Declare as soon as they become aware that a subject to be discussed at a Board or committee meeting may give rise to a conflict of interest, such interest at the outset of the applicable meeting. The conflicted Member shall not participate further in the discussion of that subject, nor vote on it. This is subject at all times to the provisions of the local regulations and the constitution of the Organisation.
3. The Board shall evaluate all potential or perceived conflicts of interest as declared and shall approve such issues with the Organisation as may be appropriate.

CODE OF CONDUCT

The Board shall adopt a Code of Conduct for all Board Members and employees that addresses, among other things, conflict of interest and which shall be reviewed and updated regularly.

The Organisation shall adopt an effective whistle-blowing mechanism that encourages staff and other partners to bring out information helpful in enforcing good governance practices.

The Board shall also develop and adopt policies to facilitate its operations such as in the areas of human rights, children, gender, environment and security.

RELATIONS WITH STAKEHOLDERS

The Board shall:

1. Recognize, respect and protect the rights of stakeholders which include Platform Members, other Civil Society Organisations, donors, the African Union, the United Nations and shall ensure equitable treatment of all across the African continent;
2. Take into consideration the interests of the Organisation's stakeholders in its decision-making process;
3. Provide stakeholders with information as is appropriate and shall establish mechanisms to ensure effective communication with stakeholders.

ADOPTION OF THE CHARTER

The Board shall adopt this Charter, along with other policies, which shall be reviewed periodically.

Approved by the Board on 7th June, 2024

Board of Directors
Africa Platform for Social Protection