

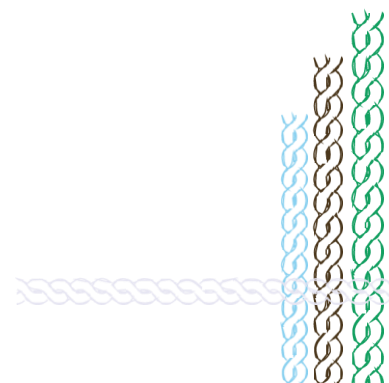
Board of Trustees Terms of Reference

Policy No: 009/2017

ABSTRACT

At eBASE Africa we seek to improve livelihoods through the use of innovation and best practices for underserved populations. We seek to have a vibrant board of trustees to guide the organisation's activities and ensure sustainability and good practice.

eBASE Africa



Person Responsible	Board Chair and Secretary (Team Lead) eBASE Africa
Register of Systems	ToRs /Addendum

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Introduction

In conformity with the provisions of law number 90/053 of 19th December 1990 of the Cameroon Ministry of Territorial Administration the trustees of a non-governmental organisation or organisation or common initiative group are the people responsible under the organisation's governing document for controlling the management and administration of the organisation. Organisation law lays a number of specific duties on all organisation trustees, which are reflected in these terms of reference:

- 🕒 A duty of compliance with the organisation's objects, its governing documents and all relevant legislation and regulation.
- 🕒 A duty of care, to ensure that the organisation is well run and efficient and that professional advice is sought in order to manage risk.
- 🕒 A duty of prudence in respect of managing the organisation's assets.

Board of trustee members shall be nominated to the general assembly of members by friends, partners, funders or staff of eBASE Africa. In the nomination process they shall consider eBASE's vision, mission and values. Board members could be from any part of the world, any gender and of reasoning age. Once nominated, the general assembly shall elect new board members. Up to 8 board members can be elected. The board members will work closely with co-opted representatives of vulnerable populations (indigenous populations, people with disability and LGBTQ). The board shall be elected every 3 years, there shall be a possibility of a maximum 3 consecutive terms per board member.

Purposes

The purpose of eBASE Africa Board of Trustees ToR is to guide trustees in their duty to steer and protect the organisation in their day to day activities to ensure good practice and sustainability. All board of trustee members are expected to receive this ToRs prior to their induction and are to sign copies with prints of 'Read and Approved' or 'Lu et Approuvé'.



Overall responsibility

To provide direction and stewardship for the Effective Basic Services (eBASE) Africa for the benefit of current and future users, by:

- 🕒 Setting the vision, mission and values of eBASE Africa.
- 🕒 Developing strategy to achieve the organisation's objects, monitoring, and communicating performance.
- 🕒 Ensuring that the organisation seeks the views of current and future users and that these views are considered in developing strategy and delivering services.
- 🕒 Acting as the guardians of the organisation's assets, both tangible and intangible, taking all due care over their security, deployment and proper application.
- 🕒 Ensuring that eBASE Africa complies with all constitutional, legal and regulatory requirements.
- 🕒 Ensuring eBASE Africa is actively and persistently seeking innovative approaches to making basic services more effective through the use of best available evidence.
- 🕒 Ensuring that eBASE Africa focuses on most vulnerable populations in all its interventions; at this instance these will include women and children, people with disabilities, indigenous populations (Mbororos and Pigmies especially) and LGBTQ.
- 🕒 Ensuring that eBASE Africa is always seeking excellence in Basic Services (Health, Education, WaSH, Climate Resilience and Local governance) and is using this as a leverage to improving livelihoods.
- 🕒 Ensuring that the organisation's governance is of the highest possible standard.

Main duties

Strategic Direction

Ensure that the eBASE Africa has a clear vision, mission and strategic direction and is focused on achieving these. To work in partnership with the Team Leader and other senior staff to ensure that:

- 🕒 eBASE has a clear vision, mission, set of values and strategy, and that there is a common understanding of these by trustees, staff and volunteers.
- 🕒 Operational plans and budgets and the fundraising strategy support the vision, mission and strategy.
- 🕒 The views of users are regularly sought and considered, and that efforts are made to identify possible future users.
- 🕒 There is regular review of the external environment for changes that might affect eBASE (environmental, political, financial, competitive, partnerships, alliances).
- 🕒 There is regular review of the need for eBASE and for the services it provides or could provide, and regular review of strategic plans and priorities.

Performance management

Be responsible for the performance of eBASE, for its impact upon stakeholders and for its corporate behaviour:



- 🕒 To ensure that eBASE measures its impact and progress towards its strategic objectives and to regularly consider reports on eBASE's performance in a sound scientific and evidence based approach.
- 🕒 To ensure that there are policies to direct key areas of the organisation's business.
- 🕒 To ensure that there are quality and service standards for major areas of delivery and that these are met.
- 🕒 To ensure that eBASE's values are understood and put into practice, by trustees, staff and volunteers.
- 🕒 To ensure that there are complaint systems in place, for users and supporters.
- 🕒 To ensure that there are processes for trustees, staff and volunteers to report activity which might compromise the effectiveness of eBASE.
- 🕒 To recruit the Team Leader and to hold him or her to account for the management and administration of the organisation.
- 🕒 To ensure that the Team Leader receives regular, constructive feedback on his/her performance in managing the organisation and in meeting his/her annual and longer-term objectives, for his instance the SNV PRDP will be used.
- 🕒 To ensure that all staff receive annual, constructive feedback on their performance in their predefined tasks and in meeting their annual and longer term objectives, for his instance the SNV PRDP will be used.
- 🕒 To ensure that all interns and post-docs receive end of service constructive feedback on their performance in their predefined tasks
- 🕒 To ensure that eBASE has effective employment policies and processes in place, to recruit, train and develop staff, interns and volunteers.

Compliance

Ensure that eBASE complies with all legal and regulatory requirements:

- 🕒 To ensure, with professional advice as appropriate, that eBASE complies with all constitutional, legal, regulatory and statutory requirements.
- 🕒 To understand and comply with the constitution and rules that govern eBASE, and to review the constitution regularly (at least every three years) to ensure it is fit for purpose.
- 🕒 To ensure, with professional advice as appropriate, that eBASE Africa complies with partner or donor arrangements for project implementation to ensure all procedures are respected and mutual respect exists between partners. To this instance, trustees are expected to negotiate best arrangements for eBASE Africa to ensure that there is mutual respect in allocation of funds, use of funds and accountability in funds.

Prudent management of assets

To be stewards of eBASE's assets, both tangible and intangible, taking care over their security, and how they are used:

- 🕒 To ensure that eBASE's financial obligations are met and that there are adequate financial controls in place to ensure all money due is received and properly applied, and that all assets and liabilities are recorded.
- 🕒 To act reasonably and prudently in all matters relating to eBASE and always in the interests of eBASE.
- 🕒 To ensure that trustees take professional advice when needed, and record the advice received.
- 🕒 To ensure that there is an effective fundraising strategy in place.
- 🕒 To be accountable for the solvency of eBASE Africa.



- 🕒 To ensure that intangible assets such as organisational knowledge and expertise, intellectual property, eBASE's brand, good name and reputation are recognized, used and safeguarded.
- 🕒 To review the condition and use of the properties and land owned by eBASE.
- 🕒 To ensure that the major risks to eBASE are regularly identified and reviewed and that systems are in place to mitigate or minimise these risks.

Good governance

Ensure that eBASE's governance is of the highest possible standard:

- 🕒 To ensure that eBASE has a governance structure that is appropriate to an organisation of its size/complexity, stage of development, and its charitable objects, and reflects the diversity of its users.
- 🕒 To ensure that Board decisions are recorded in writing by means of minutes.
- 🕒 To ensure that the Board's delegated authority is recorded by terms of reference for board committees, job descriptions for honorary officers, trustees and key staff, and that reporting procedures back to the Board are recorded in writing and complied with.
- 🕒 To ensure that the responsibilities delegated to the Team Leader are clearly expressed and understood, and directions given to her come from the Board as a whole.
- 🕒 To ensure the Board regularly reviews eBASE's governance structure and its own performance, to an agreed programme.
- 🕒 To ensure that major decisions and policies are made by the trustees acting collectively.
- 🕒 In consultation with the Team Leader, to ensure that the Board has on it the skills it requires to govern eBASE well, and that the Board has access to, and considers, relevant external professional advice and expertise.
- 🕒 To ensure that there is a systematic, open and fair procedure for recruitment of trustees and of the Team Lead.
- 🕒 To ensure that all members of the Board receive appropriate induction on their appointment and that they continue to receive appropriate advice, information and training (both individual and collective).
- 🕒 To ensure that trustees have a code of conduct and comply with it, and that there are mechanisms for the removal of trustees who do not abide by the trustee code of conduct.

Strategic Representation

To ensure representation, specific groups of vulnerable populations shall be co-opted on needs basis to work with the board to ensure representation. These people will have a representative recommended by eBASE Africa staff to sit at decision making meetings with the board. These shall include but not limited to:

- 🕒 Indigenous Populations Representatives (shall include Mbororo and Pigmy)
- 🕒 People With Disability (PWD) Representative
- 🕒 LGBTQ Representative

Leadership stewardship

Ensure active and persistent innovation is a culture for the activities at eBASE

- 🕒 Supporting eBASE to identify partners and opportunities for leadership for more effective basic services through the use of best available evidence in practice and policy.
- 🕒 Inspiring a culture of creativity and innovation in eBASE's team lead and staff
- 🕒 Promoting an 'African' context approach to identifying and solving challenges faced with implementation of organisation's objectives within basic services.



Steward

Board Member Name:

Designation:

Date:

Sign (Read & Approved) (Lu et Approuvé)

