

# African Communities Forum Inc Board Charter

## Purpose of this Charter

The purpose of this Charter is to set out the role of the Board and the conduct expected of them, this supplements the binding legal obligations set out in the Constitution.

## Definitions

**Board**, means the Committee Members who number the required quorum

## Role and Operation of the Board

- The role of the Board is to represent the interests of all stakeholders to achieve the purpose set out in the Constitution
- The powers of the Board are as set out in the Constitution
- Board members must declare any actual or potential conflict of interest, which will be managed by the Board and recorded in the Interests Register
- The Board will normally hold meetings every month and additional meetings as needed. Meetings will be held electronically or in person.
- The Board must ensure that detailed and accurate minutes of all its meetings are kept, consensus decision-making is the usual practice at **African Communities Forum Inc.**
- Board members will use their best endeavours to attend Board meetings and if unable to attend, shall advise *the president or the Secretary General in writing by email or text message citing the reasons minimum notice 48hrs prior with exception for unexpected emergencies*
- The quorum for any Board meeting is the majority of Board members, or as set out in the constitution
- At least once every year at a meeting, the Board shall review and agree:
  - a. Vision, mission, and purpose and the strategy for achieving these
  - b. The annual budget
  - c. The annual financial statement and report to members
  - d. The annual *strategy and* workplan

- e. The terms of reference for Board committees, including designation of the chair and membership of each committee
- f. Risk assessment policies and controls, including insurance covers and compliance with legal and regulatory requirements
- g. The Board charter
- At each meeting the Board should normally receive, consider and/or decide on:
  - a. The minutes of the previous meeting
  - b. Minutes of *subcommittee* Board committee meetings and any relevant reports
  - c. An operational report, including a financial report from the treasurer.
  - d. Major issues and opportunities for **African Communities Forum Inc**
  - e. Any items involving significant expenditure over the approved annual budget
- The Board has sole authority over the Board agenda and delegates responsibility for preparing the agenda to the Secretary General, in consultation with the Chair or Any Board member, may request the addition of an item to the agenda.

### **The Board's Relationship with Stakeholders**

1. Board members will use their best endeavours to familiarise themselves with views and opinions of the **African Communities Forum Inc** stakeholders.
2. The Board will regularly evaluate cultural, economic, technological, political, social, and legal issues and any other relevant external matters that may impact the interests of the **African Communities Forum Inc**.

### **The Conduct of Board Members**

1. Board members must act in good faith in what they believe to be the best interests of **African Communities Forum Inc** and of **African Communities** as a whole, and in the manner which will best attain the purpose of **African Communities Forum Inc**.
2. Board members will use their best endeavours to attend Board meetings and to prepare thoroughly. Board members are expected to participate fully, frankly, and constructively in Board discussions and other activities and to bring the benefit of their particular knowledge, skills and abilities to

the Board environment.

3. Board discussions will be open and constructive, recognising that genuinely held differences of opinion can bring greater clarity and lead to better decisions.
4. Board members are entitled to have access, at reasonable times, to all relevant information subject to the provision that confidential and private information will not be disclosed. Board papers are intended for Board members only.
5. Unless specifically authorised, a Board member other than the Chair will not make any statement on behalf of **African Communities Forum Inc.**

### **Board Appointed Board members**

1. Board members are appointed to the Board, and hold office, in the manner set down in the constitution.
2. The Chair is responsible for:
  - a. representing the Board
  - b. ensuring the integrity of the Board's decision-making process
  - c. maintaining regular dialogue with the Board members over all operational matters
  - d. consulting with the Board promptly over any matter of major concern
  - e. facilitating discussion at Board meetings to ensure that all Board members have equal opportunity to participate, that differing points-of-view are expressed, that thorough discussion takes place and that outcomes are logical, understandable and collaborative
3. The Board members shall support the Chair in all the responsibilities of the Chair, and in absence of the Chair, the Vice Chair or a Board member delegated by the Chair, shall act in that capacity.

### **Indemnity and Insurance**

1. **African Communities Forum Inc** will indemnify, and provide and pay the premiums for insurance cover, in respect of their acts and omissions in their capacities as Board member sat the time it is financially tenable

## Breach of this Charter

1. This Charter aims to guide the conduct of the Board of **African Communities Forum Inc** in serving the interests of the **African Communities Forum Inc** members.
2. Where there is an allegation of a breach of the Charter, the concerned Board member making the allegation, or any other person, should raise the matter with the Chair . The Chair shall decide whether or not to act on the concern raised. If the allegation is about the Chair then the vice Chair or another Board member will investigate.
3. If the Chair considers the matter worthy of investigation, the Chair shall in the first instance raise the matter with the Board member about whom the issue has been raised. If after consideration, the Chair is still sufficiently concerned about the matter, the Chair shall raise the matter with the Board with a recommendation as to the manner with which it is to be determined. The Board may then decide on the matter and any response to it and/or conduct any further investigation it believes is required, including engaging any independent person for this purpose.
4. In following the above procedure, the Board must have due regard to the principles of procedural fairness and the rules of natural justice. In particular, if a matter is to be considered by the Board member concerned shall be advised in advance (if this is possible) in writing and shall be given the opportunity to be present during the Board consideration of the matter.
5. Within 10 working days of a decision being made by the Board that the conduct of a Board member or the Chair is in breach of the Charter, the affected member may request in writing an independent review of the Board's decision.

## Consequences for Breach of Charter

- The Board may take any one or more of the following actions with regard to a Board member/Chair whose conduct has been upheld as breaching this Charter; subsequent to the completion of any review, the individual may have their appointment cancelled.