



**COMMUNITY INITIATIVE FOR PARTNERSHIP AND  
DEVELOPMENT (CIPAD)**

**LEADERSHIP AND GOVERNANCE MANUAL,**

**APRIL 2020**

## Table of Contents

<b>INTRODUCTION .....</b>	<b>3</b>
<b>GOVERNANCE .....</b>	<b>4</b>
<b>Adopted Twelve Principles of Governance of CIPAD .....</b>	<b>6</b>
<b>BOARD OF DIRECTORS.....</b>	<b>9</b>
<b>Governing Documents of a Board .....</b>	<b>10</b>
<b>TASKS AND RESPONSIBILITIES OF BOARD .....</b>	<b>11</b>
<b>Tasks and responsibilities a Board to Perform .....</b>	<b>11</b>
<b>Difference between the Roles and Responsibilities of the Board .</b>	<b>17</b>
<b>and Senior Management .....</b>	<b>17</b>
<b>BOARD COMPOSITION AND COMPETENCIES .....</b>	<b>19</b>
<b>Defining an ideal board .....</b>	<b>19</b>
<b>Building an effective board.....</b>	<b>21</b>
<b>BOARD OPERATIONS .....</b>	<b>23</b>
<b>Internal organisation of board.....</b>	<b>23</b>
<b>Board standards and self-regulation.....</b>	<b>25</b>
<b>ANNEX1: QUESTIONS FOR GOVERNANCE SELF-ASSESSMENT ..</b>	<b>28</b>

## **INTRODUCTION**

The manual is written to ensure an excellent effective and efficient exercise of leadership and governance within, outside CIPAD and across organizational system of CIPAD; and separate roles of board and senior management in the organization for better segregation of duties leading to enhanced transparent and accountable operations.

The Executive Director is responsible for implementing programmatic activities and for overall management of the organization to meet its goals. In other words, the organization's senior management directs and runs day-to-day activities of the organization.

The board, on the other hand, makes policies, assists in setting the strategic direction of the organization, and provides oversight and supervision to ensure that the management and operations of the organization are legal, effective, and appropriate (fair and ethical).

The main objective of the manual will be achieved by:

- Clearly defining governance and leadership
- Spell out tasks and responsibilities of board and senior management
- Board composition and competence
- Board operations
- Good governance self-assessment questions

## GOVERNANCE

Good governance is a key factor to ensure the growth and sustainability of Community Initiative for Partnership and Development (CIPAD).

CIPAD as per this manual, defines governance as:

- a system of oversight, exercise of authority, or control within the organization
- a transparent decision-making process in which the leadership of organization, in an effective and accountable way, directs resources and exercises power on the basis of shared values.
- the way in which an organization distributes powers, rights, and accountability.
- the activity performed by an entity such as a board for our case, that holds authority within a system. In the system of CIPAD, authority is granted to the board of directors by the state when the organization is incorporated on 18<sup>th</sup> November 2010. The board is authorized to make decisions and set policies that define how the organization will carry out its mission; it is also held accountable for the actions that follow those decisions and policies. The board then governs the organization by directing and guiding the organization from its position of authority.

Effective governance shall ensure that CIPAD has a strategic direction and that the people who are supposed to benefit from the organization's activities are getting as much support as they can. It shall protect organization from being used by individuals for their private gain, and ensure it is accountable to the public, members, beneficiaries, donors and, where appropriate, to the state. Accountability is important by CIPAD as an organization working with or on behalf of disadvantaged people, and which

raise funds on that basis. CIPAD adopted a common form of governance where ultimate responsibility for the actions of the organization is placed in the hands of a board of directors (a group of people who are elected to oversee the work of the organization). This body – and these people – are ultimately responsible for everything that is done in the name of the organization. Governance is a group action. Individual board members do not govern the organization; rather meeting as a group confers governing status to the board as a whole. Governance implies the exercise of power and authority over the organization on behalf of the community it serves. As board and staff member of CIPAD, the above statement holds it position under your responsibility while exercising your duties.

Authority referred to in this manual originated from Relief and Rehabilitation Commission (RRC)'s NGO Act 2016 in the Republic of South Sudan, as does accountability to the public through the Act's reporting and other requirements.

CIPAD's Constitution clearly identified specific authority for general assembly, the governing body (board of directors) and senior management led by Executive Director. The constitution has also state who among the above category of structure is ultimately responsible to the public for the organisation's performance and behaviour.

The management exercises its authority on behalf of and as directed by the board, but not in its own right. Setting boundaries between governance and management is therefore an important principle which is the main objective of the manual. Without clarity between them, responsibility becomes confused, leaving NGO leadership open to the frequent criticism that it is not accountable. CIPAD therefore, made it clearly addressed the issue by developing this manual for better guidance.

### Adopted Twelve Principles of Governance by CIPAD

Exceptional boards add significant value to their organizations, making a discernible difference in their advance on mission. Good governance requires the board to balance its role as an oversight body with its role as a force supporting the organization. The difference between *responsible* and *exceptional* boards lies in thoughtfulness and intentionality, action and engagement, knowledge and communication. The following twelve principles offer executive director a description of an empowered board that is a strategic asset to be leveraged. They provide **board members** with a vision of what is possible and a way to add lasting value to the organization they lead. Below are principles in details: -

#### (a) constructive partnership

Exceptional boards govern in constructive partnership with the senior management lead by executive director, recognizing that the effectiveness of the board and senior management lead by executive director are interdependent. They build this partnership through trust, candor, respect, and honest communication.

#### (b) mission driven

Exceptional boards shape and uphold the mission, articulate a compelling vision, and ensure the congruence between decisions and core values. They treat questions of mission, vision, and core values not as exercises to be done once, but as statements of crucial importance to be drilled down and folded into deliberations.

**(c) strategic thinking**

Exceptional boards allocate time to what matters most and continuously engage in strategic thinking to hone the organization's direction. They not only align agendas and goals with strategic priorities, but also use them for assessing the chief executive office (executive director), driving meeting agendas, and shaping board recruitment.

**(d) culture of inquiry**

Exceptional boards institutionalize a culture of inquiry, mutual respect, and constructive debate that leads to sound and shared decision making. They seek more information, question assumptions, and challenge conclusions so that they may advocate for solutions based on analysis.

**(e) independent-mindedness**

Exceptional boards are independent-minded. They apply rigorous conflict-of-interest procedures, and their board members put the interests of the organization above all else when making decisions. They do not allow their votes to be unduly influenced by loyalty to the executive director or by seniority, position, or reputation of fellow board members, staff, or donors.

**(f) ethos of transparency**

Exceptional boards promote an ethos of transparency by ensuring that donors, stakeholders, and interested members of the public have access to appropriate and accurate information regarding finances, operations, and results. They also extend transparency internally, ensuring that every board member has equal access to relevant materials when making decisions.

**(g) compliance with integrity**

Exceptional boards promote strong ethical values and disciplined compliance by establishing appropriate mechanisms for active oversight. They use these mechanisms, such as independent audits, to ensure accountability and sufficient controls; to deepen their understanding of the organization; and to reduce the risk of waste, fraud, and abuse.

**(h) sustaining resources**

Exceptional boards link bold visions and ambitious plans to financial support, expertise, and networks of influence. Linking budgeting to strategic planning, they approve activities that can be realistically financed with existing or attainable resources, while ensuring that the organization has the infrastructure and internal capacity it needs.

**(i) results-oriented**

Exceptional boards are results-oriented. They measure the organization's progress towards mission and evaluate the performance of major programs and services. They gauge efficiency, effectiveness, and impact, while simultaneously assessing the quality of service delivery, integrating benchmarks against peers, and calculating return on investment.



**(j) intentional board practices**

Exceptional boards purposefully structure themselves to fulfill essential governance duties and to support organizational priorities. Making governance intentional, not incidental, exceptional boards invest in structures and practices that can be thoughtfully adapted to changing circumstances.

**(k) continuous learning**

Exceptional boards embrace the qualities of a continuous learning organization, evaluating their own performance and assessing the value they add to the organization. They embed learning opportunities into routine governance work and in activities outside of the boardroom.

**(l) revitalization**

Exceptional boards energize themselves through planned turnover, thoughtful recruitment, and inclusiveness. They see the correlation between mission, strategy, and board composition, and they understand the importance of fresh perspectives and the risks of closed groups. They revitalize themselves through diversity of experience and through continuous recruitment.

**BOARD OF DIRECTORS**

Community Initiative for Partnership and Development (CIPAD) is being directed and controlled by a governing body called the board of directors. The board has a legal, moral, and fiduciary responsibility for the organization. A board is a group of external people who collaborate to provide technical, strategical, and

financial support to an organization involving decision making on governance issues.

The board is ultimately responsible for governing the organization and holds legal responsibility for the organization and its operations. The board helps develop, support, and defend the organization's vision and mission. Board members ensure that the organization is responsive to the needs of its stakeholders. It is important that both the organization and the board members themselves have a clear understanding of the board's roles and responsibilities and the nature of its interactions with senior management. The board should comprise individuals who are willing to dedicate time and resources to the organization. Members should have a broad range of qualities and expertise, including professional skills, management experience, and recognition among the public. The board members should complement each other and the organization's staff.

### **Governing Documents of a Board**

Three documents form the basis for CIPAD governance: **articles of incorporation or constitution, bylaws, and the mission statement**. These documents, along with the minutes of board meetings, budgets, financial statements, and policy statements, communicate how the organization is governed, individual responsibilities, the organization's past, and the organization's future plans.

The article of incorporation or constitution is a legal document that is filed with the appropriate government agency (Relief and Rehabilitation Commission) during the registration as a nongovernmental organization. Incorporating an organization, according to the state, protect the organization and its members from unhappy consequences, such as liability for the

organization's debts. Tax advantages are commonly available to registered organizations which is not clear with our state laws.

## **TASKS AND RESPONSIBILITIES OF BOARD**

The South Sudan NGO Act of 2016 and the Regulations of 2016 have become a common – but not the only - way for CIPAD to seek a legal status.

South Sudan NGOs Act 2016 which is used to register a non-profit organisation in South Sudan is very clear about who actually governs the organization and how they are to be held legally accountable as for the case of CIPAD is the Board of Directors. CIPAD is applying a self-regulation through the Code of Conduct, constitution and policies in conformity with the laws of South Sudan.

The constitution is one instrument for setting boundaries between a governing body and the staff responsible for day-to-day management and operations. An addition to it is the internal code of conduct, responsibilities and performance for board members themselves.

### **Tasks and responsibilities a Board to Perform**

The board's primary function is governance, or serving as a supervisory and complementary body in the structure and operation of an organization, with legal responsibility for its performance.

The board's governance responsibilities protect the interests of the organization and its stakeholders. Governance activities can include policy decision-making and oversight of the organization's financial and administrative operations.

The board presides over the establishment and implementation of organizational policy, strategic planning, budgeting (including the approval of annual budgets), and the preparation of business plans and other important administrative resolutions. The board helps set strategy and policy objectives, provides feedback on the manner in which the organization's staff intends to meet these objectives (in terms of planned activities, programs, etc.), and evaluates the organization's performance (both financially and in terms of its impact in the community). The board also ensures compliance with laws and regulations, including regulations set by donors. The board is not intended to manage an organization but rather to guide it to achieve its mission through sound strategic plans and rational policies.

The board's governance function is collective in nature, and decisions should ideally reflect the contributions of all board members.

The executive director should prevent the opinion or contribution of any one board member from dominating the rulings of the board; no board member should be given special consideration or privileges. Board members should bear in mind that their decisions are to be objective and that personal interests are not to be advanced by their membership on the board.

Governing CIPAD as an NGO brings with it the following basic tasks for a board.

## *1. Setting direction, policy and boundaries*

Governing means providing an organisation with direction and priorities. Typically, direction is expressed in board-approved statements about the organisation's vision and mission that reflect the objectives set out in the NGO's constitution. However, because vision and missions are usually framed in broad terms, boards are also called upon to set or approve funds, policies, strategies and plans that guide operations. Policies, for example, can specify who are most eligible for the CIPAD services, where to work, how staff should be treated, how funds are to be raised from who, and so on.

In effect, these documents, governance decisions and approvals form the 'contract' between the board and those staffing or volunteering in the organization. They are also part of the grounds for board assessment of the performance of the organisation overall and of the Executive Director in particular.

Governing also means establishing boundaries between the board and the management staff. On the one hand, excessive board engagement undermines the authority, work and necessary responsiveness and flexibility attached to being an Executive Director. On the other side, too little involvement with operational issues can lead to a board 'rubber stamping' whatever is presented. Therefore, CIPAD the board will engagement the management unit its limits in accordance with the constitution and this manual.

In practice, a central factor in boundary setting and maintenance is the relationship between the board chairperson and the ED. If this does not work well, written protocols usually have little impact. So, the personalities of, and trust between, these two

individuals count a lot – they can make or break good governance.

## *2. Providing oversight and protecting reputation*

Another task and responsibility is to provide oversight on the CIPAD's external work and internal behaviour. This entails two board functions. First, is to act as additional eyes and ears, by actively looking at what the organisation is doing on the ground and listening to what those to be served, and other observers, say about the organisation.

A second function follows another good governance principle, namely instituting checks and balances. The board's task is to ensure that there are reasonable safeguards attached to management decision-making. This is not just to ensure that things are done fairly and transparently, it is also to ensure that the ED and staff are protected from accusations of arbitrary behaviour, favouritism, misuse of authority, resources and so on. Boards must therefore be aware of and agree with internal procedures, for example in recruitment, financial controls, purchasing, selection of areas and communities to work with.

From time to time, the board should check that agreed procedures are actually being followed. Waiting for the media or an audit report, or donor withdrawal, or a complaint to CIPAD is not good meaning board shall be engaging constructively with management team as Executive Director is mandatory the secretary of the Board in board setting.

Being eyes and ears and setting checks and balances contribute to maintaining and enhancing the organisation's reputation: a vital and fragile asset for winning public trust and for fundraising.

### *3. Ensuring compliance with laws, rules, regulations and the CIPAD Code of Conduct*

The South Sudan NGO Act 2016 requires a minimum of public accountability through the annual submission of audited accounts and reports. Compliance with the Act and with the Code of Conduct is a board responsibility, not simply that of the ED.

Board familiarity with and concern for compliance with legal requirements is a basic task, responsibility for which can be delegated and monitored. Timely compliance with statutory requirements should be one aspect of the board's performance appraisal of the ED.

### *4. Selecting, supporting and assessing the Executive Director*

Though fourth on the list, selecting a ED is probably the most vital function that a board must perform. No matter how good and dedicated a board, an ED makes a critical difference to how CIPAD performs and is perceived externally. At this stage, it is sufficient to say that the principal task is for the board to make accurate 'readings' of the state of CIPAD and of the external environment. This is an important condition for profiling the desired characteristics of a new Executive Director and is an important competence for the board to possess, bringing in outside help if necessary.

To support the CEO and to show adequate engagement board members should be visible when needed, for example at public functions, but also by interacting with key constituencies in ways agreed with the CEO.

It is both important and fair that a CEO knows on what basis his or her work will be judged by the board and how. If such criteria

and system are not put in place, too often CEO performance becomes a judgment of (foreign) donors rather than the board or local constituencies. It is incumbent on a board to negotiate and then set criteria against which a CEO will be judged and establish the means for doing so.

#### *5. Resource mobilisation and judging organisational effectiveness*

Too often, the task of mobilising resources rests solely on the shoulders of the CEO. Board members are too seldom active in this area, especially if they are on the boards of other NGOs, or are NGO leaders themselves with their own fundraising demands. While the CEO may indeed be the primary force for fundraising, it is important that board members accept a co-responsibility to raise funds and other resources for the NGO's work. This requires board members to be clear about their role as 'dual citizens', by openly talking about, accepting and managing a double allegiance to the organisation they may be part of or employed by and of the NGO that they govern.

Similarly, the board needs to be sure that resources are being applied in the most effective way that conditions allow. Usual starting points for this task are approval of an annual budget, regular review of expenditure and narrative reports and an annual audit. The board's distinct task is to compare resources employed with achievements and make a judgment about effective use.

Boards have an ongoing responsibility for helping the executive director deal with major problems. These could include complex personnel problems, addressing audit recommendations, lawsuits, etc.



## **Difference between the Roles and Responsibilities of the Board and Senior Management**

The board is intended to complement and support the management structure of the organization. Partnership and collaboration between the executive director and the board enhances the successful implementation of policies, service delivery, administrative tasks, and financial management. The executive director and the members of the board must have distinct, well-defined responsibilities. The lines of authority among different people within the organization must be clearly defined. These roles are built upon the mission of the organization. However, while both the executive director and the board share responsibility for helping the organization fulfill its mission and goals, their responsibilities differ in the following specific ways:

The executive director is responsible for implementing programmatic activities and for overall management of the organization to meet its goals. In other words, the organization's senior management directs and runs day-to-day activities of the organization. The board, on the other hand, makes policies, assists in setting the strategic direction of the organization, and provides oversight and supervision to ensure that the management and operations of the organization are legal, effective, and appropriate (fair and ethical).

An effective board is as important to the success of your organization as having qualified and competent staff. The most successful organizations are usually those in which board members and professional staff are aware of, and committed to, their respective roles and responsibilities, and are working together to fulfil these.

## Summary

The basic content of CIPAD governance for a board are:

1. Giving direction
  - Set policy and approve strategies and plans as the ‘contract’ with the CEO and staff
  - Establish boundaries to authority
  - Ensure good relationship between board chair and CEO
2. Oversight and protecting reputation.
  - Act as additional eyes and ears
  - Institute and monitor checks and balances
3. Ensuring compliance
  - Ensure proper and timely reporting to the RRC
  - Be accountable for NGO behaviour
4. Relations with the Executive Director
  - Be competent in CEO selection
  - Provide visible support
  - Set assessment criteria for the CEO
5. Resources
  - Be ‘dual citizens’
  - Evaluate effectiveness of resource use
  - Be directly conversant with donor requirements and finance

These areas do not exhaust the tasks and responsibilities of governing. But they are the essential foundations. If they are not in place the chance that the NGO will flourish and survive is much reduced.

## **BOARD COMPOSITION AND COMPETENCIES**

### **Defining an ideal board**

Following are factors to consider when profiling the membership of a credible and effective governing body.

#### ***Identity, reputation and public stature***

CIPAD is not simply known by what it does, it is also defined by who is on the governing body. Board composition is very significant. It is therefore important to take note about what ‘message’ the mix of board members is sending – what do members signal about the CIPAD’s socio-political position and what reputation does each member bring. For example, individuals with proven integrity and independence cast a positive light on CIPAD as an NGO, enhancing public trust and confidence. Personal history, affiliations and reputation of board members are critical factors to take into account.

CIPAD is vitally required to have a number of board members, particularly a chairperson, whose stature in society means that they do not need or want to use board membership to profile themselves. Put another way, they do not need a position on the board to elevate themselves at the cost of the ED and staff and other board members and in so doing ‘pull the organisation down’.

### ***Representation and diversity***

CIPAD shall ensure that Board members are elected fairly to bring and represent the views and interests of different constituencies of significance to the organisation. By providing channels of communication to and from the outside world, this factor broadens and improves the information available to board decision-making. It is also important to determine how diverse the board should be – by age, gender, skills, institutional affiliation, ethnicity and so on. The wider the outreach of the CIPAD across the country and in types of development work, the more essential diversity becomes in making the organization credible.

### ***Networks and contacts***

Similarly, board members can give organization access to a variety of personal networks and contacts that are useful for fundraising, for information gathering and for influencing others. One strategic consideration for board membership, therefore, is to define the ‘web of relationships’ that can be built up in support of the organisation’s work and recruit accordingly.

### ***Skills and professional knowledge***

Finally, a good board contains a mix of specialist skills and knowledge to give governance depth as well as breadth. Alongside people with substantive knowledge of the types of work the organization is involved with, a board usually benefits from legal, public relations, human resource development, and media and accounting expertise. They can also benefit from individuals with a wider view of development across the globe.

### ***Commitment***

An essential characteristic is the commitment board members have to the organization. They should understand the needs of the organization and its beneficiaries and should be supportive and willing to stand up for the organization and its mission.

### ***Volunteer***

They should be able to volunteer time to serve on the board and to participate in the organization's activities.

### **Building an effective board**

Profiling an ideal board is easier than getting it together. For, why would a person want to give up their free time in order to take on the responsibility that board membership brings? And, once recruited, how do members work together effectively?

### ***Motivation***

The motivation behind membership is vital for an effective board. The preferred and most important reason for people to join a board is because they are personally committed to what the organization is trying to achieve. In other words, prospective members do not ask: what is in it for me, they ask is this a good way for me to contribute to society and to further what I believe in? One quick test of motivation is history. Does the person show through past and present actions that they are committed to the things that the organization wants to do?

Another test is a person's approach to the difficult issue of rewards and incentives to attend meetings. A request for sitting allowances is usually a sign that board membership is equated with a supplement to or substitute for paid work, not an expression of valuing voluntarism. Refunding out of pocket

expenses is one thing. Providing sitting allowances are different in that they might have a negative effect on power relations with the ED who, by approving payments, can become the ‘employer’ of board members with them beholden to him or her.

### ***Identification and invitation***

In early stages, an ideal board member will, to some extent, have to take on trust that the organisation is worth being part of. Here, the personal characteristics and reputation of the CEO and other board members is critical. For the CEO, it is necessary to be convincing about why the prospective member is needed and be able clearly to set out what is expected of him or her.

### ***From individuals to a team***

Too often, the organization boards are simply a group of individuals who gather round a table from time to time. This is not enough to be effective. Time and investment are needed to build up a collective and shared understanding of task, responsibilities and trust in what each other stands for and brings to the table. This process of team building requires informal as well as formal moments and events. It cannot be assumed that mutual understanding and trust happens by themselves; they must be consciously aimed for, particularly when new members join.

### **Summary**

- An ideal board:
  - Reinforces the organization’s identity and its reputation
  - Reflects the organization’s constituencies
  - Brings a useful and diverse set of networks and contacts
  - Contains a healthy mix of skills and experiences

- Building an effective board calls for:
  - Choosing people with commitment
  - Being professionally attractive and trustworthy
  - Investment in team building

## **BOARD OPERATIONS**

Boards are required to operate in a formal way. While the law, regulations and the constitution set a framework for doing so, boards have a lot of discretion in how they operate internally, including how they interpret the law. Following is a guide to things that boards need to sort out if they are to stay effective and healthy.

### **Internal organisation of board**

#### *Electing the chair*

Being the chair of the organization is both an honour and a burden. Effective individuals in these roles are those that have already gained respect and have ‘nothing to prove’ in terms of their position. They do not compete with the ED, but are a valued source of wisdom and, not uncritical support. Authority lies less in their formal position and more in their inter-personal abilities and credibility. Simply put, they engender trust because of who they are, what they have done and what they stand for.

Nevertheless, chairpersons may be elected simply because they have the time and interest, not because they are the most suitable. Dealing with such situations can be difficult unless the board is sufficiently strong and trusting to openly address areas of

individual weakness and agree how they can be collectively addressed as a shared responsibility.

An astute board will elect a chair who ensures that all members' contributions are valued and recognised and that the board acts as the 'custodians' of the organization identity and reputation. Together, with his or her guidance they consciously hold the covenant of what the organization stands for and contributes to society.

### *Allocating responsibilities*

As boards grow and tasks become more demanding, boards usually establish Executive and other committees. They act as concentrated and experienced areas of authority and expertise that the CEO and staff can refer to and draw on. In all cases, as with the CEO, the boundaries of what these committees can and cannot do should be discussed and written up, for example as terms of reference or a scope of work.

### *Dealing with conflicts*

It cannot be expected that boards will be free of conflicts or irregularities, nor not have to deal with conflicts within the organisation. Common sense requires a board to establish how conflicts will be dealt with from whatever source. In the case of board members, a self-regulation procedure are established (see below) with external arbitration as a last resort.

Staff needs to know that a proper 'due process' will be followed if they have complaints. If all else fails, the organization Code of Conduct and its processes can provide a remedy. Establishing an



internal process for conflict resolution is a better option. Prevention is better than cure.

### ***Rotation and replacement***

A tricky issue is that of board terms of appointment and rotation. Conventional wisdom suggests that, in order to bring in fresh blood, ideas, contacts and so on, a pre-defined and transparent process of rotation is to be preferred, this shall be adopted by CIPAD. This assumes that suitable fresh blood is available and willing to serve, which may not be the case.

Given the common difficulty of recruiting board members, starting with an unlimited number of fixed, 2-year terms are a reasonable way to go. If, after some years, a ‘winning team’ does not emerge, changing to a limited number of fixed terms would allow for necessary rotation.

### **Board standards and self-regulation**

CIPAD board will establish its own standards of behaviour. This would be in addition to the standards set out in the organization Code of Conduct that is binding on all. What standards are important?

### ***Knowing the organization and legal requirements.***

All board members should understand what the organization is doing, where and how. Familiarization through reports and site visits is a minimum to be expected. In addition, all members should be fully conversant with the laws and regulations that apply to NGOs including South Sudan NGOs Act 2016.

### *Conflicts of interest*

Frequently, unwanted external demands and expectations come with board membership. Typically, board members are called upon to, facilitate employment or ease access to organization contracts, services or resources outside of existing plans or procedures. Members then face a conflict of interest in terms of satisfying social demands and obligations set against rejecting those demands in favour of protecting the integrity of the organization. The solution to this problem lies, first in the honesty of the individual and, second, in an open declaration of interest on a case-by-case basis. Board members who fail to do so, should expect to be removed when the truth emerges, as it often does. Not to take this step makes the whole board complicit, leading to deterioration in standards and, eventually, loss of trust of the staff and of the public.

### *Use of CIPAD resources*

A not uncommon problem with organization boards is one where members demand the use of the organisation's facilities, particularly transport. This type of request is taken to be a right – a sort of payment for voluntary effort. Inevitably, the ED is placed in an awkward position in dealing with such requests from his or her 'employer'. It is incumbent on boards to establish norms about such demands.

CIPAD board make it clear in this manual that organization property and resources are not for use outside of the needs of the organisation's own work. Further, that the Board Chair, senior management headed by ED must approve any exceptions. To make this work, the Chair must set an example but never asking for personal use of the organization resources.

## Summary

1. Internal effectiveness of boards:
  - A process to select an effective, trusted chairperson
  - Clear allocation of responsibilities
  - Methods to deal with conflicts within the board and staff
  - Policy on rotation and replacement using fixed terms
  
1. Self-regulation requires:
  - Knowledge of legal responsibilities and requirements and what the organisation is doing on the ground
  - Procedures to prevent and deal with conflicts of interest
  - Rules on board use of organization's resources

## **ANNEX1: QUESTIONS FOR GOVERNANCE**

### **SELF-ASSESSMENT**

The following questions should help an CIPAD carry out a self-assessment of their governance.

#### **Board membership**

1. Do we have a profile of the ideal board in terms of:
  - Reputation and public standing
  - Constituencies and their interests
  - Skills and expertise
  - Networks and contacts
  - Experience
  
2. What motivates board members? Why would the right people want to join the board and accept the obligations that go with it? How do we reinforce commitment?
  
3. Are the time and other demands made on board members realistic? For example, how often do we fail to have a quorum?
  
4. Does the board portray and reinforce the public image we want and enhance our credibility and trust?
  
5. Do we have a proper policy and procedures for rotation or replacement?
  
6. Do we have procedures for identify, selecting, recruitment and induction of new board members?

## **Board procedures and standards**

1. Are the internal procedures of the board sufficiently understood and recorded?
2. Are any sub-committees properly established and functioning as required?
3. Do we have a calendar of board reports and meetings that ensure compliance with legal requirements?
4. Does the board get the timely information needed to reach decisions?
5. Do we have a set of standards that members can judge themselves against? Is it used?
6. Is an internal complaints procedure in place?

## **Board-ED relations**

1. Are boards expectations of the ED explicit, clear and reasonable?
2. Are boundaries to ED decision-making authority spelt out and adhered to?
3. Is there agreement on the areas of decision-making and topics that 'belong to the board' and those that are delegated to the ED? Do they work to make the organisation effective?

4. Are the criteria and methods for ED performance assessment regularly negotiated, agreed and followed?

Assented by Board Chairperson,  
Jacob Lual Jok,

Signature: \_\_\_\_\_