



Board of Directors Governance Handbook, 2017

Our Vision

Peaceful, just and Prosperous environment where all people enjoy their rights

Our Mandate

To empower the local marginalized and vulnerable persons to improve on their wellbeing in a holistic, sustainable, peaceful and equitable manner through an integrated community based approach

Our Values

- **Respect for Humanity**
- **Transparency and Accountability**
- **Integrity**
- **Collaboration**
- **Excellence**
- **Innovation**

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1. Introduction

Warrior Squad Foundation (WSF) is committed to adhering to the highest standards in its corporate governance practices. WSF's Board of Governors is responsible for providing the strategic leadership necessary to establish and review WSF's vision, mandate and corporate goals and objectives.

This governance handbook is designed to provide directors with an overview of the organization and the structures and methods by which the organization is governed.

Boards of Directors are also invited to visit WSF's website (www.warriorsfdn.org) for up-to-date information on WSF's products and services.

2. WSF Overview

WSF is an independent, not-for-profit organisation that plays a unique role in the fight for the rights of children, youth and communities who suffer from poverty, disease, injustice and violence through working with them to find lifelong answers to the problems they face; it is funded by national, international and bilateral donor agencies. Its work is guided by a Board of Directors made up of eminent men and women from across the country. Warrior Squad Foundation (WSF) takes a rights-based approach to its development, humanitarian and campaign work. We believe that all people are entitled to decent work and income security and to essential services such as health and education, and that everyone should have gender equality, security from conflict and disasters, and be able to participate in social and political life. WSF is committed to being transparent in its work and accountable to its key stakeholders, in particular children or young people living in poverty. We share information with young people living in poverty, partner organisations, and the general public, and we are accountable to our staff, volunteers, supporters, donors, suppliers and host governments. The information we publish and how we respond to requests for information are important aspects of accountability.

Working with our partners, our work aims to build the confidence and capability of the poor and vulnerable both to meet their needs and to influence those who make policies and decisions that affect their lives. Cultural institutions maintain a strong influence on communities. These are good reasons for working with them all to build capacity for humanitarian, development and advocacy work; to build sustainable services and to build the confidence and capability the poor and vulnerable.

2.1. WSF's core functions include:

- 2.1.1.** To fight for the rights of children, youth and communities who suffer from poverty, disease, injustice and violence.
- 2.1.2.** To promote a peaceful, stable and democratic environment, through strategic advice, quiet lobbying, dialogue, high level briefs and public debate by engaging key policy actors, decision-makers and those who influence them.
- 2.1.3.** To influence the policy environment through the documentation of knowledge, conducting of evidence based pro-active research and analysis to provide a basis for viable policy reforms and practical alternatives that enable the attainment of broad based economic development and improvement of quality of life in Karamoja.

3. Our Vision

- 3.1.** A peaceful, just and Prosperous environment where all people enjoy their rights.

4. Our Mandate

- 4.1.** To empower the local marginalized and vulnerable persons to improve on their wellbeing in a holistic, sustainable, peaceful and equitable manner through an integrated community based approach.

5. Goals and Priorities

- 5.1.** To promote development Programmes based primarily on the local people and their local resources in order to foster self-reliance and self-sustenance.
- 5.2.** To combat rural poverty by pursuing a grass roots comprehensive development approach.
- 5.3.** To promote the development of Women's' economic power by providing education and assistance on various economy oriented home skills among the pastoral society and to alleviate the heavy workload and drudgery of the women's daily work by the introduction of appropriate labour saving devices for household use.

- 5.4. To support and co-ordinate charitable programmes for social development, relief and rehabilitation of people in areas affected by natural, or other human, or pestilential disaster and to alleviate the suffering of such victims as AIDS.
- 5.5. To establish promote and support groups, Organisations and programmes directed towards addressing conflict, management and resolution; and peace building and to developing the capacity of such groups and institutions for sustainable peace and human development objectives, for the benefits of humanity or any section thereof and to subscribe to or to guarantee money for any charitable, educational or other educational Trust.
- 5.6. To promote through innovative action research and analysis, appropriate policy options and recommendations that translate into legal, administrative and practical decisions and actions by those in leadership for the wellbeing of the ordinary people of Africa
- 5.7. To promote a clear understanding of the nature and causes of conflict in the continent and to carry out high level advocacy work on conflict management in the region to strengthen the capacity of local and international actors to contribute to peacemaking efforts.
- 5.8. To develop a special emphasis on the causes of conflict on the continent such as ethnicity, prejudice, sanction, discrimination, Ethnocentrism and cultural lag.
- 5.9. To promote conflict management and peace building in the continent by focusing on well-researched issues and tendering strategic advice to key actors in mediation processes and those who support them.
- 5.10. Advocacy and networking focusing on the economically, socially and politically disadvantaged people of the communities in line and partnership with other likeminded advocacy groups.
- 5.11. To periodically develop WSF's Strategic Plan of Action and implementable Programmes to carry out the objectives stated above, in accordance with this Articles and Memorandum of Association.
- 5.12. To liaise or work jointly with or be affiliated to such institutions as may be amendable to the objectives and aspirations of the people expressed in this Constitution and related Articles and memorandum of Association or otherwise and to obtain from such bodies whatever assistance the FOUNDATION may deem necessary.
- 5.13. To undertake and engage in such activities as may be deemed necessary and expedient for the promotion and advancement of any and or all of the above.
- 5.14. Obtain the financial means necessary to implement from the individuals, national / friendly agencies in order to execute its projects unless specifically and mutually agreed upon.

- 5.15. Encourage the participation of the local community (including involvement by public and private sector agencies) so those beneficiaries play an important role in the projects, which concern them.
- 5.16. Work closely with other local, national, regional and international institutions which promote the goals of sustainable development in general and Agenda 21 in particular.
- 5.17. Organize, support or otherwise participate in conferences, seminars, commissions, symposia, study and training workshops, lectures, consultations, show exhibitions, reviews, and appraisals in all aspects of research and development on leadership excellence in Peace, security, democratic governance and sustainable resource management.
- 5.18. Foster the exchange of information and networking between the FOUNDATION and other governmental, non-governmental, inter-governmental and private institutions and individuals that have similar or related interests at all levels with particular emphasis on applied research and policy matters.
- 5.19. Provide grants, donations and other forms of support to and manage projects on behalf of other institutions and individuals.
- 5.20. To do all or any of the things or matters aforesaid in any part of Uganda and either as principals, agents, contractors, trustees or otherwise and by or trustees, agents or otherwise and by or trustees, agents or otherwise alone or in conjunction with others.
- 5.21. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers.

6. Our Values

Our values guide us in our day-to-day work and relationships with others. As part of the renewal of our strategic plan, we refocused our values, committing to a core set that serves as the basis for our culture.

- 6.1. Respect for Humanity:** WSF does its business in an optimal and credible way and most all in ensuring that there is dignity and a *human face* in all its actions..
- 6.2. Transparency and Accountability:** WSF is responsible in the way it utilises and accounts for the resources under its care with a track record and act with highest level of transparency.

- 6.3. Integrity:** Integrity and trust underpin everything we are and everything we do—in our relationships with customers and colleagues; in the data collection, analysis and research we undertake every day; and in our commitment to privacy, confidentiality and security of information.
- 6.4. Collaboration:** Our best work comes through a collaborative approach, leveraging the experience, expertise and creativity of our partners.
- 6.5. Excellence:** We are guided by the highest ethical, professional and statistical standards in integrating, analyzing and disseminating the data and information we gather.
- 6.6. Innovation:** At WSF we are committed to a culture of innovation to deliver the highest-quality service, advice and products to our clients.

7. WSF's Formation

- 7.1. WSF is a foundation of teams of life savours who fight for the rights of children, youth and communities who suffer from poverty, disease, injustice and violence through working with them to find lifelong answers to the problems they face, founded in 2004 as a community based group registered with Kotido District. Registered as a non-profit making Non- Governmental Organization registered in Uganda (Reg S.5914/9342 & certificate No: 8871) in 2011, WSF intended impact is that children, women, young people realize their rights to be safe and healthy is expected to be achieved through a wide range of interventions including Food Security and Livelihoods, Governance and Accountability, Education, child protection, Health and Nutrition (HIV/AIDS prevention, Water and Sanitation), peace building and Human rights, Gender Equality and Empowerment of Women.

8. WSF's Funding.

- 8.1. WSF has managed grants from different donors since 2008 guided by financial policies that are in line with internationally accepted accounting standards. WSF has for a number of years have been experiencing significant changes in the amount or composition of revenues sources. WSF started

with an annual budget of 11 million shillings in 2005 mainly funded by OXFAM, and last 3 years WSF annual budget raised from 100 million to 1.6 billion shillings in 2015 and 887 million in 2016 receiving funding from various donors (Irish Aid through OXFAM, ACORD, OSIEA, USAIDSAFE, MCC, IIRR/UNICEF, IGAD, CIDI/DGF, NORAD through Save the children), Independent Development Fund (IDF). The increase of WSF's annual income also means WSF to invest more in improving on its Governance and financial systems/ management that contributed to success and compliance.

9. Board Structure and Roles

9.1. Composition

9.1.1. WSF's Board of Directors is composed of 9 members;

WSF's Board includes;

1. Chairperson
2. Vice chairperson;
3. Secretary:
4. Five other Members
5. Exo-official who acts as the Executive Director WSF

9.2. *Members of Warrior Squad Foundation*

9.2.1. In accordance with WSF Bylaw 01-12, the Members of the Foundation are the directors of the Board, and the directors of the Board are the Members of the Foundation.

9.2.2. Members of the Foundation are expected to attend annual general meetings, elect directors to the Board, appoint WSF's auditors and approve the WSF's financial statements.

9.3. Governance Over the Years

9.3.1. Between 2011 and 2016, WSF's Board consisted of 9 members, who were chosen to allow for balanced sectoral and geographical representation. In 2015, Price BVL conducted a review of WSF that focused on its governance model, mandate and operations. It recommended that WSF adopt a regional model of governance, with a Board made up of no more than 9 members; it was

decided that the Board would have 9 members. Price Waterhouse also identified the need to better operationalize WSF's mandate, with a particular focus on increasing its production of policy-relevant analytical outputs, the development of longer-term strategic directions and a review of the current management structure.

9.3.2. In 2016, a governance review was conducted by SCl team. The specific objectives of the review included examining the Board's committee structure, practices and processes and developing recommendations that reflect current governance best practices and procedures. There was also a specific focus on the development of a new Board self-evaluation tool. While it was noted that the Board was effective in its roles and practices, several recommendations were made, all of which were acted upon. These included;

9.3.2.1. Developing a ED/ CEO succession plan;

9.3.2.2. Increasing the involvement of the Board in strategic matters (for example, through biennial Board strategic retreats);

9.3.2.3. Improving Board member orientation; and

9.3.2.4. Other best practice process changes.

9.4. *The Board's Role*

9.4.1. The Board of Directors provides the strategic leadership necessary to establish and review WSF's mission, vision, mandate and corporate goals and objectives. The Board focuses on policy direction, with a clear distinction from the internal management role of the Executive Director/CEO. As well, the Board provides oversight of WSF's Pension Plan.

9.4.2. As a whole, the Board represents the collective interests of WSF, for the activities of WSF that require national direction. Members of WSF's Board serve to fulfill four key roles—stewardship, advisory, fiduciary and monitoring.

9.4.3. More specifically, the key Board responsibilities have been identified as the following:

The stewardship role involves

9.4.4. Providing leadership in articulating and communicating a broad national vision for WSF;

9.4.5. Identifying the roles of WSF in achieving that vision;

- 9.4.6. Enunciating strategic directions/plans for WSF and setting priorities for achievement;
- 9.4.7. Requesting and approving policy proposals/positions; and
- 9.4.8. Providing oversight of WSF's Pension Plan.

The advisory role involves

- 9.4.9. Keeping individuals and stakeholders informed about WSF matters;
- 9.4.10. Advising on how to promote the effective use of information in policy-making and decision-making while highlighting WSF's contribution; and
- 9.4.11. Enhancing the organization's public image.

The fiduciary role involves

- 9.4.12. Ensuring effective financial planning;
- 9.4.13. Ensuring adequate resources (including new monies) to accomplish WSF's mandate; and
- 9.4.14. Appointing a public accountant and reviewing/approving the public accountant's report for WSF operations and WSF's Pension Plan.

The monitoring role involves

- 9.4.15. Monitoring the organization's programs and services for progress and results;
- 9.4.16. Reviewing the performance of the Executive Director/CEO; and
- 9.4.17. Assessing the performance of the Board.

9.5. Officers of the Foundation

- 9.5.1. WSF Constitution defines an "officer" as an "individual appointed as an officer under section 10 of the constitution, the chairperson of the board, the Executive Director, a vice-chairperson, the secretary, the treasurer, or any other individual who performs functions for a Foundation similar to those normally performed by an individual occupying any of those offices." In accordance with the act, WSF has identified nine officers of Warrior Squad Foundation: the Chair, the Vice Chair, the Secretary, the treasurer, Executive Director, Program Manager, Human Resource manager, Finance and Administration manager, Logistics and Procurement Officer.

9.6. Chair

- 9.6.1. The Chair presides over all meetings of the Board, the Human Resources Committee and the annual general meeting. The Chair works cooperatively with the Executive Director/CEO and provides leadership to the Board. The Chair also serves as a representative of the organization to both internal and external constituencies and is an important member of the organization's leadership team. The Chair is responsible for serving as an advisor to the Executive director/CEO and facilitating Board meetings. The Chair signs all documents requiring his or her signature and performs other powers and duties from time to time as prescribed by the Board to the office. *Please see Appendix B for a description of the position of Board Chair.*

9.7. Vice Chair

- 9.7.1. During the absence of or inability to act as the Chair, the duties and powers of the Chair may be exercised by the Vice Chair. If the Vice Chair does take the place of the Chair, the absence of or inability to act as the Chair will be referenced. The Vice Chair will also perform other duties from time to time as prescribed by the Board to the office. *Please see Appendix B for a description of the position of Board Vice Chair.*

9.8. Executive Director/ CEO

- 9.8.1. The Executive director/CEO is appointed by the Board and is accountable for implementing the policy decisions of the Board. The Executive Director/CEO attends to the directions of the Board by working with senior WSF staff in planning, organizing, coordinating and controlling the activities of employees to achieve the policy objectives of the Board.
- 9.8.2. The Executive Director/CEO is accountable to the entire Board. The accountability of the Executive Director/CEO vis-à-vis the Board is assessed against explicit Board policies.
- 9.8.3. All Board authority that is delegated to WSF staff flows through the Executive Director/CEO so that all authority and accountability of WSF staff rest with the Executive Director/CEO. The Executive Director/CEO establishes performance criteria for WSF as a whole. The individual performance of the staff remains the prerogative of the Executive Director/CEO and his or her subordinates.
- 9.8.4. The Executive Director/CEO will not perform, allow or cause to be performed any act that is

unlawful or not in keeping with accepted business and professional ethics, as judged by the prudent person standard.

- 9.8.5. The Executive Director/CEO assists the Board in carrying out its monitoring and evaluation function by communicating, in a timely, accurate and understandable fashion, all relevant information on WSF's activities.

9.9. Secretary

- 9.9.1. The Secretary performs the tasks and functions normally performed by a secretary as well as such other duties as may from time to time be prescribed by the Board. The Secretary attends all meetings of the Board, acts as its clerk and records all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary gives notice of all meetings of the members and of the Board. The Secretary may delegate his or her duties to other officers or employees to the extent and in such a manner as the Secretary may determine. WSF's Board has appointed the Executive Director/CEO as the Secretary.

10. Members of Senior Management Appointed as Officers

- 10.1.1. In accordance WSF constitution, the Board and/or the Executive Director/CEO may appoint such other officers "as considered necessary or advisable for the conduct of the affairs of the Foundation, the terms of office, duties, remuneration and reporting responsibilities of each of whom shall be such as the terms of their engagement call for or the Executive Director/CEO or Board prescribes."

11. Individual Responsibilities of Directors and Officers

- 11.1.1. Directors and officers have a fiduciary responsibility to WSF. Every director and officer is required to exercise his or her powers and discharge his or her duties by Acting honestly and in good faith with a view to the best interests of the Foundation; and
- 11.1.2. Exercising the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- 11.1.3. In addition, directors are expected to attend all Board meetings;
- 11.1.4. Act as spokespersons for the organization, serving as representatives of the organization to both internal and external constituencies; and
- 11.1.5. Participate in at least one Board committee.

For a detailed description of the position of director, please refer to Board Member Position Description in Appendix B.

12. Director Succession Planning and Appointment Process

- 12.1.1. Boards have a duty to address major business risks to which the corporation may be exposed, including the inevitable loss of Directors from the Board. Identifying the right Director candidates is accomplished through careful consideration and planning. Accordingly, WSF's Board, through the Governance Committee, develops, regularly reviews and revises Board succession plans and assesses and makes recommendations regarding nominees for election and re-election to the Board.

13. Succession Planning

- 13.1.1. The most critical step in Board succession planning is identifying the desirable Board composition and skills mix. A skills inventory table is kept up to date to assist with these discussions. The basic qualifications for a director are as follows:
 - 13.1.1.1. Is a recognized individual knowledgeable about the field of health and/or health information;
 - 13.1.1.2. Is in a position of authority to influence opinion leaders/decision-makers;
 - 13.1.1.3. Possesses superior leadership and communication skills;
 - 13.1.1.4. Has insight to help shape health information directions, policies and programs; and
 - 13.1.1.5. Brings visibility to and enhances the profile of the organization.
- 13.1.2. Other qualifications may be sought in research/economics, government, finance, health professions, population health and privacy to ensure the required oversight can be provided.

14. Director Appointment Process

The Governance Committee assesses and makes recommendations regarding nominees for election and re-election by the Members of the Foundation. The process normally followed by the Governance Committee to assist with selecting directors is as follows:

14.1. Nomination

When a vacancy arises, the Governance Committee seeks to attract the appropriate candidates for board positions. In accordance with WSF's Bylaw and best practices, individuals are nominated to WSF's Board as follows:

- 14.1.1. The General Assembly of WSF, respectively, nominates 9 eminent individuals.
- 14.1.2. The Board Chair: The Governance Committee solicits names of individuals who are qualified to become the Board Chair according to the Board Chair Position Description (see Appendix B), considering both current Board members and external candidates.

14.2. Assessment

- 14.2.1. Once a slate of nominees has been determined for a vacancy, the Governance Committee meets to consider the candidates. When reviewing the composition and skills mix, Governance Committee members consider the following:
 - 14.2.1.1. Whether the Board lacks skills that may prove critical to understanding and managing current and future business operations.
 - 14.2.1.2. Whether more than one Governor should possess skills that are critical to current or future business operations. Such redundancy helps when sustaining the loss of Governor.
 - 14.2.1.3. The importance of maintaining adequate depth of critical skills; however, candidates should also offer diversity of experience, skills and viewpoints.

15. Elections

- 15.1.1. Following its assessment of nominees, the Governance Committee makes a recommendation to the Members of the Foundation to be voted upon at the annual general meeting or at a special meeting of the members, held either electronically or in person.

16. Terms of Office and Re-Election

- 16.1.1. A board of Directors member is eligible for election or designation as a executive for two consecutive terms not to exceed, in the aggregate, eight years; thereafter, he or she is not eligible for re-election or re- designation to the same office until a period of 11 months has elapsed from the date of the last service in that office. This limitation can be abrogated to permit a member to serve in the office of Vice Chair and can be additionally abrogated to permit a Director who holds the office of Vice Chair to serve in the office of Chair. Furthermore, this limitation does not apply to the advisors selected from Uganda.
- 16.1.2. When a director is eligible for re-election, the Governance Committee determines his or her qualifications and continued interest in serving as a director. The Governance Committee then makes recommendations at the annual general meeting to the Members of the Foundation regarding re-elections.

17. Meetings

- 17.1.1. The Board has three scheduled in-person meetings per year, including an extended meeting biennially where strategy and corporate priorities are the principal agenda items (the Board retreat). Special meetings of the Board are convened as required and, in general, take place by teleconference or electronically.

18. Board Meetings

- 18.1.1. Board meetings are generally held in March, June, Sept, and Dec in Kotido (Uganda). Meetings that take place over a day usually begin at 12 noon on the first day and end at 5:00 pm of the same day. This allows committee meetings to take place the first morning prior to the commencement of the Board meeting. There is also a dinner for Board members and the executive team at the end of the day. In addition, key stakeholders are invited to network with Board members and executives during a reception held at the Dec meeting.

19. Annual General Meeting

- 19.1.1. WSF holds an electronic annual general meeting (AGM) of its members in July. The business transacted at the AGM includes.
- 19.1.2. Election/re-election of Governors of the Board (if applicable);
- 19.1.3. Receipt of the financial statements for WSF's operations and Pension Plan and the report of the

public accountants;

19.1.4. Appointment of public accountants for WSF's accounts and approval of remuneration for the public accountants; and

19.1.5. Other business as may properly be brought before the meeting.

19.1.6. A joint electronic Board meeting is held in conjunction with the electronic AGM. The business transacted at the electronic Board meeting includes.

19.1.7. Election and appointment of additional officers (if any);

19.1.8. Appointment of the Executive Director/CEO; and

19.1.9. Other business as may properly be brought before the meeting.

20. Board Retreat

20.1.1. The Board retreat provides a regular forum for the Board's engagement in and discussion of strategic directions and priorities for WSF. The June Board meeting is lengthened every two years to accommodate the retreat.

21. Session of Independent Board Members (Meetings without Management)

21.1.1. At each meeting of the Board, the directors meet without management present. These sessions are typically held for 30 minutes, and participating directors are encouraged to raise and discuss any issues of concern.

22. Work Plan

22.1.1. The development of annual Board work plans is an important component of effective governance to focus the work of the Board, to clearly articulate the Board's expectations of its own contributions to the achievement of WSF's strategic directions and to establish benchmarks against which the Board can evaluate its performance.

22.1.2. The Board's work plan is established each December for a four-meeting cycle (that is, from Dec to Dec) and is based on the Board's stewardship, advisory, fiduciary and monitoring roles. The Governance Committee develops the Board's work plan and brings it forward to the Board for approval.

22.1.3. Committee work plans are also developed by each committee and are subsets of the Board work

plan related to each committee's responsibilities. They are established based on a similar meeting cycle as the Board's work plan.

23. Agenda Development

23.1.1. An agenda that is aligned with the Board's roles, responsibilities and work plan is developed for each Board meeting. The Executive Director/CEO and the Board Chair are responsible for developing meeting agendas and ensuring that they are based on the annual work plan, a careful review of action items resulting from previous meetings and emerging policy items. The Executive Director/CEO shares the draft meeting agenda with directors one month prior to Board meetings to request comments and feedback.

24. Board Committees

24.1. Board committees are established to conduct specific activities that contribute to the fulfillment of the Board's or the organization's mandate and to allow the full Board to focus on more strategic matters. The Board committees benefit from the skills and expertise of Board members.

24.1.1. WSF's Board has four committees:

24.1.2. The Finance and Audit Committee (FAC);

24.1.3. The Governance Committee;

24.1.4. The Human Resources (HR) Committee; and

24.1.5. The Program Development Committee (PDC).

25. Committee Role and Responsibilities

25.1.1. The role of each Board committee is to oversee specific activities of the organization (for example, finance and audit, HR or PDP) as well as activities of the Board (for example, governance practices and recruiting new Board members). Each Board committee has a set of responsibilities that ensures that the full Board can stay focused on matters of strategic importance. Board committee updates are provided to the full Board at each of its meetings, and committee recommendations are brought forward as required. The full Board then undertakes its own deliberation process prior to determining its approval of specific activities.

26. Committee Chairs and Members

26.1.1. The Governance Committee selects committee chairs and members as new directors are recruited to the Board. The process entails carefully considering the skills/expertise required on each of the committees and matching these to the skills/experience of current Board members. The process also involves ensuring that representation on these committees is balanced among regions and representation types, as well as ensuring a balance in workload among Board members. For committee chairs, the process is the same, in addition to ensuring the members' willingness to undertake the extra work required by committee chairs. Once a Board member is identified as a potential committee member, he or she is approached regarding his or her ability and willingness to become a member/chair of a particular committee.

26.1.2. The Board Chair sits on all committees as an ex officio voting member.

27. Committee Terms of Reference

28. Finance and Audit Committee.

The FAC assists the Board with making decisions and engaging in oversight that ensures the organization's financial health.

28.1. Roles and Responsibilities

28.1.1. Review and recommend approval of the broad financial policies of WSF, including the yearly operational plans and budget.

28.1.2. Review the financial position of WSF and WSF's Pension Plan.

28.1.3. Formulate recommendations on the financial statements, the public accountant's report and the appointment of the forthcoming year's public accountant and the related fees.

28.1.4. Provide direction and review for WSF's internal audit program.

28.2. Membership

28.2.1. The FAC is composed of not less than three directors.

28.3. Frequency of Meetings

28.3.1. The FAC meets at least three times each year, either by conference call or face to face.

28.4. Committee Recommendations

28.4.1. Recommendations from the FAC shall be made by at least three members who are present at the meeting. In the event that three members are not present, staff will canvass the entire committee to determine a decision or a recommendation.

28.5. Chair

28.5.1. The position of the Chair of the FAC is described in Appendix B.

29. Governance Committee

The Governance Committee assists the Board in improving its functioning, structure, composition and infrastructure.

29.1. Roles and Responsibilities

- 29.1.1. Direct and oversee the assessment of the Board and Board committees every other year, review such assessments and make recommendations to the Board regarding ways in which governance performance and contributions can be enhanced.
- 29.1.2. Oversee Board member succession planning and assess and make recommendations regarding nominees for election and re-election of the Members of the Foundation.
- 29.1.3. Oversee the selection of the Vice Chair and committee chairs and members.
- 29.1.4. Provide advice regarding the Board members' orientation and education program, including review of the governance handbook.
- 29.1.5. Review, assess and draft policies and decisions regarding governance performance for Board deliberation and action (for example, Remuneration Policy).
- 29.1.6. Oversee performance indicators that are reported to the Board.
- 29.1.7. Provide advice regarding the biennial Board retreat.
- 29.1.8. Develop annual work plans for approval by the Board.
- 29.1.9. Perform other tasks related to governance performance as assigned by the Board.

29.2. Membership

29.2.1. The Governance Committee is composed of not less than three directors.

29.3. Frequency of Meetings

29.3.1. The Governance Committee meets at least once each year, generally prior to the AGM. Other meetings may be required on an ad hoc basis, depending on the frequency and number of elections/re-elections to the Board. These meetings may be held by teleconference or in person, as appropriate.

29.4. Committee Recommendations

29.4.1. Recommendations from the Governance Committee shall be made by at least three members who are present at the meeting. In the event that three members are not present, staff will canvass the entire committee to determine the recommendation.

29.5. Chair

29.5.1. The position of the Chair of the Governance Committee is described in Appendix B.

30. Human Resources Committee

30.1. The HR Committee assists the Board in discharging its oversight responsibilities relating to compensation policies, executive compensation, senior management succession and other key HR activities.

30.2. Roles and Responsibilities

30.2.1. Oversee WSF's compensation and benefit policies, including the design of WSF's Pension Plan.

30.2.2. Review and approve the Executive Director/CEO's annual performance objectives.

30.2.3. Review the Executive Director/CEO's performance and determine his or her compensation.

30.2.4. Review the succession plan for the Executive Director/CEO and senior management.

30.2.5. Oversee the principles of the recruitment/retention strategy for employees.

30.2.6. Provide oversight related to occupational health and safety and other key human resources activities.

30.3. Membership

30.3.1. The HR Committee is composed of not less than three members, where the Chair of the Committee is the Board Chair and one committee member is also a member of the FAC.

30.4. Frequency of Meetings

30.4.1. The HR Committee meets at least twice each year, with at least one face-to-face meeting just prior to a Board meeting. Other meetings may be required on an ad hoc basis. These meetings may be held by teleconference or in person, as appropriate.

30.5. Committee Recommendations

30.5.1. Recommendations from the HR Committee shall be made by at least three members who are present at the meeting. In the event that three members are not present, staff will canvass the entire committee to determine a decision or a recommendation.

30.6. Chair

30.6.1. The position of the Chair of the HR Committee is described in Appendix B.

31. Program and Development Committee (PDC)

The PDC Committee assists the Board with oversight of its programs.

31.1. Roles and Responsibilities

31.1.1. Review and make recommendations on the direction of WSF programs.

31.1.2. Review the findings of WSF programs and formulate recommendations on WSF's PDC practices based on the findings of the WSF programs evaluations.

31.1.3. Advise the Board on implications of significant developments in program development and provide WSF's position.

31.1.4. Submit an annual report to WSF's Board of Directors.

31.2. Membership

31.2.1. The PD Committee is composed of not less than two Members.

31.3. Frequency of Meetings

31.3.1. The PD Committee meets at least two times each year, by conference call or face to face. Other meetings may be required on an ad hoc basis, particularly to handle major incidents, and may be held by teleconference or in person, as appropriate.

31.4. Committee Recommendations

31.4.1. Recommendations from the PDP Committee shall be made by at least two members who are present at the meeting. In the event that two members are not present, staff will canvass the entire committee to determine a decision or a recommendation.

31.5. Chair

31.5.1. The position of the Chair of the PDP Committee is described in Appendix B.

32. Board Processes and Policies

32.1. Board Evaluation

- 32.1.1. Assessing Board effectiveness is an important governance responsibility. Every year, the Board completes a self-evaluation, rating the Board overall and, every alternating year, rating the committees, through an anonymous questionnaire based on attributes of a high-performing Board. The compiled results of the Board self-evaluation are used as the basis for discussion and to help the Board determine changes/improvements in its governance processes and policies.
- 32.1.2. The Board also reviews the effectiveness of its meetings at the conclusion of each meeting. A two-minute evaluation is completed to solicit information on
- 32.1.3. The quality of meeting materials and presentations; and
- 32.1.4. The relevance of content and length and format of discussion.

32.2. Board Education

- 32.2.1. Orientation of new directors and Board development are important aspects of governance. To facilitate orientation and ongoing education, the following activities are implemented:
- 32.2.2. **Orientation of new Board Members:** As new members are elected to the Board, they are invited to participate in an orientation session with the Executive Director/CEO or his or her

delegate. The purpose of the meeting is to get to know one another and to review the organization's operations and the Board's functioning.

32.2.3. **Board Portal:** The Board Portal, an electronic intranet site, is maintained to facilitate the exchange of information and documentation. Please see Appendix D for instructions on using the Board Portal.

32.2.4. **Guest speakers:** At each Board meeting, outside experts are invited to present on matters of particular importance or emerging significance and relevance to the health system.

32.2.5. **Ad hoc requests for education:** Requests from Board directors for education will be considered on a case-by-case basis by the Board Chair in consultation with the Executive Director/CEO.

32.3. Board Policies

32.3.1. An effective Board develops the policies, processes and procedures necessary to carry out its responsibilities. This sets the foundation for good corporate governance and sound risk management.

32.3.2. Three policies and one code apply to WSF's Board of Governors:

32.3.3. Conflict of Interest Policy;

32.3.4. Travel Expense Policy;

32.3.5. Remuneration Policy; and

32.3.6. Code of Business Conduct.

The policies are included in Appendix C, and the code of conduct is provided to new directors during their orientation to the Board.

33. Declaration of Conflicts

33.1.1. In order to facilitate the disclosure of conflicts, the WSF Board has a practice of declaring conflicts at the beginning of meetings. A standing item is added to the beginning of Board and committee meeting agendas allowing Board members the opportunity to declare their conflicts prior to any discussion. If a conflict does arise, the Board member steps out of the meeting room or leaves a teleconference during the discussion of the agenda item in question and subsequently rejoins the meeting following the discussion.

34. Indemnities to Board of Governors and Officers Insurance

- 34.1.1. Board of Directors face a range of legal exposures in respect of their association with and fiduciary duty to a Foundation. Board of Directors can reduce their risk by performing their duties competently and honestly, but they may inadvertently be negligent. WSF's Bylaw ([see Appendix A](#)) provides details regarding indemnities to directors and officers.
- 34.1.2. In 2016, WSF asked its external legal counsel to conduct a review of the liabilities of its Directors to determine what processes are or should be in place to mitigate any potential risks. Directors can be personally liable for their actions in relation to WSF in one of three ways:
- 34.1.3. For breaching their common-law duties as directors (for example, duty of loyalty);
- 34.1.4. For failing to adhere to the statutes that impose personal liability on directors (for example, the Income Tax Act, Uganda Pension Plan or Employer Health Tax Act); and
- 34.1.5. For liability in tort for civil wrongs (for example, through vicarious liability, the corporation may be liable for the actions of its employees).
- 34.1.6. Based on this review and in discussion with the FAC, WSF developed a Management Certification Report on Statutory Remittances to the FAC and Board. A second Management Certification Report Regarding Occupational Health and Safety will later be developed and is reviewed with the HR Committee and Board.

35. Executive Director/CEO Performance and Succession Planning

- 35.1.1. One of the Board's key responsibilities is the selection of the Executive Director/CEO. Once this person is in place, the Board is responsible for setting his or her performance objectives for the year and periodically reviewing these objectives, compensation and succession plans.

36. Evaluation of Executive Director/CEO Performance

- 36.1.1. The Executive Director/CEO, in consultation with the HR Committee and the Board, establishes goals and objectives each year. The HR Committee annually reviews the Executive Director/CEO's performance in light of these previously established goals and objectives. The HR Committee also annually reviews the Executive Director/CEO's compensation and, together with the entire Board, approves such compensation. These activities typically take place in March, prior to the upcoming fiscal year.

37. Succession Planning

- 37.1.1. A key responsibility of the Board is to ensure the long-term successful performance of the organization. One major component for successful performance is an identified succession plan for the Executive Director/CEO. Planning for succession requires an annual assessment of an organization's key staffing requirements based on its long-term strategic and business goals.
- 37.1.2. The Board is responsible for ensuring that a succession plan is in place, both for the Executive Director/CEO and for other key executive-level positions. Regular reviews are made to the HR Committee and to the Board.

Appendix A: WSF Bylaw

BY-LAW NUMBER 01-12

37.1.3. A by-law relating generally to the conduct of the affairs of

37.1.4. WARRIOR SQUAAD FOUNDARION

37.1.5. BE IT ENACTED as a by-law of

37.1.6. WARRIOR SQUAD FOUNDATION

37.1.7. as follows:

INTERPRETATION

Definitions

37.1.8. Defined terms appearing in this by-law and which are not defined below shall have the meaning ascribed thereto in the body of this by-law. In this by-law and the schedules hereto and all other by-laws and resolutions of the Foundation unless the context otherwise requires:

37.1.8.1. the singular includes the plural;

37.1.8.2. the masculine gender includes the feminine;

37.1.8.3. “Board” means the Board of Governors of the WSF;

37.1.8.4. “Act” means the Uganda Not-for-profit NGO Act, UG 2015, c23, as amended, and any statute enacted in substitution therefore from time to time;

37.1.8.5. “Chair” means the Chair of the Board;

37.1.8.6. “Foundation” means WARRIOR SQUAD FOUNDATION

37.1.8.7. “Directors” means the persons who become directors of the Foundation in accordance with these by-laws;

37.1.8.8. “Documents” includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;

37.1.8.9. “Members” means the members of WSF as determined in accordance with Section 9.1;

37.1.8.10. “Regions” or a “Region” means the following geographic/political areas of Uganda:

37.1.8.11. North Eastern, Northern, Eastern, Central, western parts of Uganda

37.1.8.12. or such other grouping or designations as may be determined from time to time by Special Resolution; and

37.1.8.13. “Special Resolution” means a resolution passed by at least two-thirds of the votes cast at a meeting of the Governors of the Foundation duly called for that purpose and confirmed with or without variation by at least two-thirds of the votes cast at a meeting of the Members of the Foundation duly called for that purpose.

38. Statutory Terms

38.1. Unless otherwise defined herein, all terms defined in the Act have the same meanings in this by-law and all other by-laws and resolutions of WSF.

39. OFFICES

39.1. Registered Office

39.1.1. The place of the registered office of the Foundation shall be in the Kotido District, and at such location therein as the Board may from time to time determine by resolution.

39.2. Other Offices

39.2.1. WSF may establish such other offices, (including without limitation post office boxes for the

purpose of receipt of mail) elsewhere in Uganda as the Board may from time to time determine by resolution.

40. SEAL

40.1. Form of Seal

40.1.1. The Corporation may have a corporate seal in the form approved from time to time by the Board.

41. BOARD OF GOVERNORS

41.1. Board of Directors

41.1.1. The affairs of the Corporation shall be managed by a Board composed of not less than fifteen (9) and not more than eighteen (13) Directors, the number of which is to be fixed by a Special Resolution.

41.2. Qualifications

41.2.1. Each Director shall be an individual, at least eighteen (18) years of age, shall not have the status of a bankrupt and shall not have been declared incapable by a court in Uganda or in another country. If a person being a Director:

41.2.2. resigns from office by delivering a written resignation to the Secretary of the Foundation;

41.2.3. dies;

41.2.4. is declared incapable by a court in Uganda or in another country;

41.2.5. makes an assignment for the benefit of creditors, becomes bankrupt or insolvent, or becoming bankrupt or insolvent, takes the benefit of any legislation that may be in force for bankrupt or insolvent debtors; or

41.2.6. Is removed pursuant to Section 4.4; such person thereupon ceases to be a Director.

41.3. Vacancies on the Board

41.3.1. In the event that a vacancy occurs on the Board:

41.3.2. the remaining members provided there is a quorum, may fill any vacancy on the Board (other than a vacancy resulting from an increase in the number of the minimum or maximum number of Directors provided for in the articles), by way of electronic ballot in accordance with a procedure to be determined by the Secretary of WSF, or at the discretion of the remaining members, or where a vacancy results from an increase in the number of the minimum or maximum number of members provided for in the articles, call a meeting of Members for the purpose of filling the vacancy on the Board in accordance with Section 6.3;

41.3.3. a Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor; and during the period of time commencing on the occurrence of the vacancy on the Board until the election of the replacement Director, the Directors remaining in office may exercise all of the powers of the Board provided that a quorum of Directors is elected or remains in office as the case may be.

41.4. Removal of Directors

41.4.1. The Members entitled to vote may, by resolution passed by a majority of the votes cast at a meeting of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of the term of office of such Director, and in any such case, the vacancy so created shall be filled in the manner prescribed for filling vacancies in the office of Directors. Without limiting in any way the discretion of Members or Directors, in bringing a resolution to the Members for the removal of a Director, the failure of a Director to attend two successive meetings of Directors may result in a resolution for removal of such Director being initiated.

41.5. Quorum

41.5.1. A quorum for the transaction of business at meetings of the Board shall be the smallest whole number that is not less than two-fifths (2/5) of the number of Directors.

41.6. Meetings of the Board

41.6.1. Meetings of the Board and of committees of the Board (including the Executive Committee, if any) may be held at any place within Uganda as designated in the notice calling the meeting.

Directors' meetings may be called by: (i) the Chair, or

41.6.2 (ii) The Secretary upon the written requisition of not less than one-third (1/3) of the total number of Directors.

41.6.3. Provided however that if all the Directors of the Foundation, or of the committee of the Board (as the case requires) consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate with each other, and a BoG participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance by the Directors at the meeting. Each vote cast by a Director participating by telephone or other electronic means shall be recorded in the minutes by the Secretary.

41.7. Notice

41.7.1. Subject to the provisions of Section 4.8, notice of meetings of Board of Directors or of committees of the Board (including the Executive Committee, if any) shall be given by facsimile or other electronic transmission, or delivered or mailed to each Director member as follows:

41.7.1.1. in the case of written notice delivered other than by mail, not less than 24 hours prior to the commencement of the meeting; and

41.7.1.2. In the case of mailed notice, not less than five (5) days before the meeting is to take place.

41.7.2. The statutory declaration of the Secretary or Chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The notice shall specify if any of the following matters are to be dealt with at the meeting: (a) the submission to the Members of any question or matter requiring the approval of Members; (b) the filling of a vacancy among the Directors or in the office of public accountant or the appointment of additional Directors; (c) the issuance of debt obligations except as authorized by the Directors; (d) the approval of any financial statements; (e) the adoption, amendment or repeal of any by-

laws; or (f) the establishment of contributions to be made, or dues to be paid, by Members.

41.8. Regular Meetings

41.8.1. The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given. The Board shall hold a meeting within seven (7) days following the Annual Meeting of the Foundation for the purpose of organization, the election and appointment of additional officers (if any) and the transaction of any other business.

41.9. Voting

41.9.1. Questions arising at any meeting of the Board shall be decided by a majority vote. Any motion on which there is an equality of votes is lost. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

41.10. Remuneration of Directors

41.10.1. The Directors of the Foundation that are not WSF employees shall be paid such remuneration as may be decided from time to time by resolution of the Board; provided however that nothing in this Section 4.10 shall prohibit a Director from receiving:

41.10.2. Reimbursement for the reasonable expenses of such Director in connection with that person's services to the Foundation as a Director or as a member of a committee; and

41.10.3. Reasonable remuneration and expenses for the services of that person to the Foundation in any other capacity.

41.11. Indemnities to Directors and Others

41.11.1. Subject to the Act, the Foundation will indemnify a Director or officer, a former Director or officer, or another individual who acts or acted at the Foundation's request as a Director or officer, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal, administrative, investigative or other proceeding to

which he or she is involved because of his or her association with Warrior Squad Foundation if:

- 41.11.2. He or she acted honestly and in good faith with a view to the best interests of WSF; and
- 41.11.3. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.
- 41.11.4. Warrior Squad Foundation will also indemnify the persons listed in Section 4.11.1 in any other circumstances that the Act permits or requires.
- 41.11.5. The right to indemnity provided in Section 4.11.1 will include the right to the advance of moneys from WSF for the costs, charges and expenses of a proceeding referred to above, which moneys must be repaid if the individual to whom they were advanced has not fulfilled the conditions set out in paragraphs (a) and (b) above.
- 41.11.6. The Directors of the Foundation who vote for or consent to a resolution authorizing the payment of an indemnity contrary to the Act are jointly and severally, or solidarily, liable to restore to the Foundation any money or property so paid or distributed and not otherwise recovered by the Corporation.
- 41.11.7. The Foundation may purchase and maintain insurance for the benefit of any person referred to in Section 4.11.1 against any liabilities and in any amounts as the Board may determine.

41.12. Protection of Directors and Officers

- 41.12.1. Except as provided in the Act, no person referred to in Section 4.11.1 will be liable for any loss, cost, damage, expense or other misfortune incurred or suffered by the Foundation unless it results through his or her failure, when exercising the powers and discharging the duties of his or her office, to act honestly and in good faith with a view to the best interests of the Foundation, or to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

41.13. Powers and Duties of Directors

- 41.13.1. The Board shall manage or supervise the management of the Foundation, and make or cause to be made for the Foundation, any description of contract that the Foundation may, by law, enter into; and may delegate such powers to the officers to such extent and in such manner as the Board may, by resolution, determine.

42. OFFICERS

42.1. Board Appoint President

- 42.1.1. In addition to the elected officers, the Board shall annually, or as often as may be required. The Board may appoint other officers and agents as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any officer of the Foundation appointed by the Board

42.2. Chair

- 42.2.1. The Chair shall be elected from among the Directors of the Foundation. The Chair, when present, shall preside at all meetings of the Board, the Executive Committee, if any, and Members. The Chair shall sign all Documents requiring his signature and have the other powers and duties from time to time prescribed by the Board or incident to his office.

42.3. Vice-Chair

- 42.3.1. The Vice-Chair (or Vice-Chairs if applicable), shall be elected from among the Directors of the Foundation. During the absence or inability of the Chair to act, the duties and powers of the Chair may be exercised by the vice-chair (the “Vice- Chair”), or if there is more than one, by the Vice-Chairs in order of seniority (as determined by the Board). If a Vice-Chair exercises any of those duties or powers, the absence or inability of the Chair to act shall be presumed with reference thereto. A Vice-Chair shall also perform the other duties from time to time prescribed by the Board or incident to the office.

42.4. Executive Director

- 42.4.1. The Executive Director shall be the chief executive officer of Warrior Squad Foundation and, subject to the directions of the Board, shall:
- 42.4.2. Supervise the affairs and operations of WSF;
- 42.4.3. be *ex officio* the non-voting clerk of the Foundation and the Board;
- 42.4.4. Personally or by delegate attend all meetings of the Members, the Board, the Executive Committee, if any, and any other committees of the Board as required by the Directors, but

excluding the portions of any such meetings in which the topic for consideration concerns salary and benefits to be paid to, or the performance or the disciplining of the President, and, the Executive Director shall record, or cause to be recorded, all facts and minutes of those proceedings in the books of the Foundation kept for that purpose;

- 42.4.5. Give all notices required to be given to Members;
- 42.4.6. Be the custodian of the corporate seal of the Foundation, if any, and of all books, papers, records, correspondence and Documents belonging to the Foundation;
- 42.4.7. Sign Documents issued by the Foundation;
- 42.4.8. Delegate such duties to other officers or employees of WSF to the extent and in such manner as the President may determine; and
- 42.4.9. Perform the other duties from time to time prescribed by the Board or incident to his office.

42.5. Secretary

- 42.5.1. The Secretary of WSF (the “Secretary”) shall perform the tasks and functions normally performed by a secretary as well as such other duties as may from time to time be prescribed by the Board. The Secretary shall attend all meetings of the Board and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board, and shall perform such other duties as may be specified by the Board. The Secretary may delegate his or her duties to other officers or employees of the Foundation to the extent and in such manner as the Secretary may determine.

42.6. Board Appoint Other Officers

- 42.6.1. The Board may from time to time appoint such other officers as it considers expedient, to hold office at the pleasure of the Board, the duties and remuneration of whom shall be such as the terms of their engagement call for or the Board prescribes.

42.7. Executive Director Appoint Other Officers

- 42.7.1. Subject to the guidelines (if any) and the budget approved by the Board, the Executive Director/CEO may from time to time appoint such other officers as the President considers necessary or advisable for the conduct of the affairs of the Foundation, the terms of office,

duties, remuneration and reporting responsibilities of each of whom shall be such as the terms of their engagement call for or the Executive Director/CEO prescribes.

43. NOMINATION AND ELECTION OF GOVERNORS AND OFFICERS

43.1. Nomination of Directors

- 43.1.1. At each annual meeting of Members, a slate of Directors nominees shall be presented by the Governance Committee (as defined in section 8.1 below). The Governance Committee shall create the slate with a view to ensuring that the Board at all times includes:
- 43.1.2. One (1) Member selected from a list of names provided by Governance Committee
- 43.1.3. one (1) Director selected from a list of names provided by Governance Committee
- 43.1.4. Thirteen (13) Directors selected as follows:
- 43.1.5. five (5) Directors selected from a list of names provided by the Government Representatives, and
- 43.1.6. five (5) Directors selected by the Governance Committee, each being associated in some manner with a District, as determined by the Governance Committee, provided that each District shall be represented by two (1) Directors members,
- 43.1.7. Two (2) Directors at large as determined by the Governance Committee and who shall be drawn from the non-government sector, and
- 43.1.8. One (1) Director at large, being unrestricted as to either government or non-government, as determined by the Governance Committee and who, after election, shall act as the Chair of the Board; at least two of the foregoing (6.1.1 through 6.1.5) must not be officers or employees of the Foundation or its affiliates.

43.2. Nomination Process

- 43.2.1. The slate of Directors shall be established by the Governance Committee in accordance with the following process:
- 43.2.2. As to the Directors referred to in Sections 6.1.1 and 6.1.2, the Governance Committee shall in its discretion, select the required number of individuals for purposes of Sections 6.1.1 and/or 6.1.2.

- 43.2.3. As to the Directors referred to in Section 6.1.3(a), the Governance Committee shall, in its discretion, nominate the required number of individuals for purposes of Section 6.1.3(a).
- 43.2.4. As to the Directors to be selected pursuant to Sections 6.1.3(b), 6.1.4, and 6.1.5, the Governance Committee shall solicit names of individuals who may be appropriate for such positions.
- 43.2.5. The Governance Committee shall, put forward a slate of nominees, in accordance with Section 6.3.1 who reasonably meet the criteria established in these by-laws and such individuals shall be presented to the Members for election in accordance with Section 6.3 of these by-laws.
- 43.2.6. The time and date by which notices and delivery of names is to be required shall be determined by the Governance Committee.
- 43.2.7. The Governance Committee shall present the slate to the Board at least twenty-four (24) hours before the ensuing annual meeting of Members for inclusion by the Board in the notice of that meeting. For greater certainty, the slate to be delivered to the Board hereunder shall be final and there shall be no nominations from the floor of any Members meetings.

43.3. Election of Directors and Term

- 43.3.1. Subject to the provisions of the Act, Directors shall be elected by the Members at the Foundation's annual meeting of Members for terms of office in accordance with the following:
- 43.3.2. In each year, (or in the case of the election of a replacement Director pursuant to Section 4.3 at the meeting called for such purpose) that number of Directors which is equal to the number of Directors whose terms have expired, or will expire in that year, or who have resigned or been removed from office, shall be elected for a term of three (3) years or until their successors are elected or appointed.

43.4. Re-Election and Re-Designation

- 43.4.1. A Director, if otherwise qualified, is eligible for election or designation as a Director for two (2) consecutive terms not to exceed, in the aggregate, eight (8) years, and thereafter is not eligible for re-election or re-designation to the same office until a period of eleven (11) months has elapsed from the date of the last service in that office.
- 43.4.2. Provided however that such limitation shall be abrogated to the extent necessary to permit a Director, if elected to the office of Vice-Chair, to serve in the office of Vice-Chair.

- 43.4.3. Provided further that such limitation shall be additionally abrogated to the extent necessary to permit a Director who holds the office of Vice- Chair, if elected to the office of Chair, to serve in the office of Chair.
- 43.4.4. Provided further that such limitation shall in no way apply to the Director put forward to the Governance Committee by AGM pursuant to Sections 6.1.1 and 6.1.2.
- 43.4.5. Provided further that if a Director is appointed or elected to fill a vacancy under section 4.3, the unexpired term of such Directors predecessor will not count towards the maximum aggregate term for such BoG as specified above in this section 6.4.

43.5. Method of Election

- 43.5.1. In addition to the requirements of Sections 6.2.4, 6.2.5, and 6.2.6, Directors of the Foundation who are to be elected shall be elected in accordance with the following procedure:
- 43.5.2. The election of Directors shall be by a verbal count, by a show of hands or by an electronic ballot sent via e-mail to the Secretary of the Foundation, or as otherwise determined by the Board, unless any Member requests a ballot in which case the election shall be by ballot.

43.6. Forms

- 43.6.1. The Board may prescribe the form of nomination paper, the form of ballot (electronic or otherwise) and the method for submitting electronic ballots by email.

44. EXECUTIVE COMMITTEE

44.1. Composition

- 44.1.1. The Board, may from time to time elect from among its number an executive committee (the “Executive Committee”) consisting of not less than four (4) and not more than seven (7) Directors, the exact number to be fixed by resolution of the Board, and of which the Chair shall be a non-voting member except in the case of a tie vote in which case the Chair shall cast the deciding vote. Other than the Chair, each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only so long as the person shall be a Director. The Board may fill vacancies in the Executive Committee by election from among the

Directors. If and whenever a vacancy shall exist in the Executive Committee, the remaining members of such committee may exercise all its power so long as a quorum remains.

44.2. Powers

- 44.2.1. During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose and subject to the Act) all the powers of the Board in the management and direction of the affairs and business of the Foundation (save and except only such acts as must by law be performed by the Board itself) in such manner as the Executive Committee shall deem best for the interest of WSF in all cases in which specific directions shall not have been given by the Board. No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present.

44.3. Procedures

- 44.3.1. Subject to the provisions of Article 4, Section 7.4 and 7.5, and to any regulations made from time to time by the Board, the Executive Committee:
- 44.3.2. may appoint one or more days in each year for regular meetings of the Executive Committee at a place and time named, and no further notice of such meetings need be given; and
- 44.3.3. May fix its own rules of procedure from time to time.

44.4. Quorum

- 44.4.1. The quorum of the Executive Committee shall be fixed at the smallest whole number that is not less than a majority of its members.

44.5. Minutes of Executive Committee Meetings

- 44.5.1. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and at least a summary thereof shall be submitted to the Board at least annually.

45. OTHER COMMITTEES

45.1. Governance Committee

- 45.1.1. There shall be a committee composed of not less than three (3) persons, as selected by the Board, responsible for establishing the slate of candidates for election as directors (the “Governance Committee”) and such committee shall exercise the powers and duties as determined from time to time by the Board and in accordance with these by-laws.

45.2. Other Committees

- 45.2.1. There may be such other committees and with such duties as the Board may establish from time to time.

45.3. Regulations Respecting Committees

- 45.3.1. With respect to the Governance Committee and other committees, and except as otherwise provided in this by-law:
- 45.3.2. the chair of each committee must be a Director;
- 45.3.3. other members of the committee may, but need not be, Directors;
- 45.3.4. members of the committee shall be appointed, and may be removed, by the Board;
- 45.3.5. each committee shall report and be responsible to the Board, and at the direction of the Board, to the Executive Committee, if any; and
- 45.3.6. Each committee shall have the power to appoint one (1) or more subcommittees.

46. MEMBERS

46.1. Membership

- 46.1.1. The Members of the Foundation shall be those individuals elected as Directors in accordance with these by-laws.
- 46.1.2. At all times the Members of the Foundation shall be Directors and the Directors shall be Members.

46.2. Termination of Membership

- 46.2.1. A membership in the Foundation is not transferable and automatically terminates if the Member resigns or dies.

46.3. Liability of Members

- 46.3.1. Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of WSF or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Foundation.

46.4. Annual Meeting of Members

- 46.4.1. The annual meeting of the Members (the “Annual Meeting”) shall be held within six (6) months after each fiscal year end (or, subject to the requirements of the Act, at such time as the Board shall specify), at the registered office of the Foundation or such other place in East Africa as may be determined by the Board, and at a time and date determined by the Board, for the purpose of:
 - 46.4.2. hearing and receiving the reports and statements required by the Act to be read at and laid before the Foundation at an Annual Meeting;
 - 46.4.3. Electing Directors;
 - 46.4.4. Appointing the public accountant and fixing or authorizing the Board to fix the remuneration of the public accountant; and
 - 46.4.5. For the transaction of any other business properly brought before the meeting.

46.5. Special General Meeting of Members

- 46.5.1. The Board may at any time call a special general meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A special general meeting of Members shall also be called by the Directors upon receipt of written notice from not less than three (3) Members entitled to vote.

46.6. Notice of Meetings of Members

- 46.6.1. Notice of the time, place and date of meetings of Members and the general nature of the business to be transacted, including any proposed by-law amendment, shall be given not less

than twenty-one (21) nor more than sixty (60) days before the date of the meeting to each Member and to the public accountant of the Foundation by the following means:

- 46.6.2. by mail, courier or personal delivery to each Member to the last address of the Member shown on the Foundation's records; or
- 46.6.3. By telephonic, electronic or other communications facility to each Member.
- 46.6.4. Provided however that a meeting of Members may be held at any time and place without notice if all of the Members entitled to vote thereat are present in person or represented by proxy or waive notice of or otherwise consent to such meeting being held.
- 46.6.5. Provided further that in the case of notice of a special general meeting of Members, the notice shall contain sufficient information as to the nature of the business to be transacted to allow a Member to make a reasoned decision with respect thereto.
- 46.6.6. Provided further that every notice of meeting of Members shall be accompanied by either the form of proxy approved by the Directors if any, or a copy of Section 9.7 to remind the Members of the right to use a proxy.

46.7. Proxies

- 46.7.1. Every Member, including a corporate Member, entitled to vote at meetings of Members may by means of a proxy appoint a person who need not be a Member as his nominee, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the Member entitled to vote or his attorney authorized in writing, or, if the Member is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized, and ceases to be valid one year from its date.
- 46.7.2. Subject to the requirements of the Act, a proxy may be in such form as the Board from time to time prescribes or in such other form as the Chair of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

46.8. Quorum

- 46.8.1. Three (3) persons present in person or represented by proxy constitute a quorum at any meeting of Members. No business shall be transacted at any meeting unless the requisite

quorum is present at the commencement of such business.

46.9. Chair

46.9.1. In the absence of the Chair and every Vice-Chair, the Members present at any meeting of Members shall choose another MEMBER as chair.

46.10. Voting by Members

46.10.1. Unless the Act, or the by-laws otherwise provide, all questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by the Members only, each of whom shall be entitled to one (1) vote.

46.11. Method of Voting

46.11.1. At all meetings of Members every question shall be decided by a verbal count, a show of hands or by an electronic ballot sent by email to the Secretary, or such other means as may be specified by the Board, unless a poll is required by the chair of the meeting or requested by any Member. Every Member present in person or by proxy shall have one vote. Whenever a vote has been taken upon a question, unless a poll is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Foundation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

46.12. Polls

46.12.1. If at any meeting a poll is requested on the election of a chair or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

46.13. Adjournments

46.13.1. Any meeting of the Foundation may be adjourned to any time and from time to time, and any

business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

46.14. Written Resolutions

- 46.14.1. Subject to the requirements of the Act, a resolution in writing, signed by all of the Members entitled to vote on that resolution at a meeting of Members, is as valid as if it has been passed at a properly constituted meeting of Members.

46.15. Electronic Participation

- 46.15.1. If all Members entitled to vote consent thereto in advance, generally or in respect of a particular meeting, and all Members have equal access, a Member may participate in a meeting of Members by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate with one another, and a Member participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance of the Members at the meeting. Each vote cast by a Member participating by telephone or other electronic means shall be recorded in the minutes by the Secretary.

47. EXECUTION OF DOCUMENTS

47.1. Signature on Cheques, Drafts, Notes, Etc.

- 47.1.1. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.

47.2. Execution of Documents

- 47.2.1. Documents requiring execution by the Foundation may be signed by any one of the Chair or a Vice-Chair or the Executive Director/CEO or by any two (2) BoG s, and all Documents so

signed are binding upon the Foundation without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Foundation, either to sign Documents generally or to sign specific Documents. The corporate seal of the Foundation, if any, may be affixed to Documents executed in accordance with the foregoing.

47.3. Books and Records

- 47.3.1. The Board shall see that all necessary books and records of the Foundation required by the by-laws of the Foundation or by any applicable statute are regularly and properly kept.

48. BANKING ARRANGEMENTS

48.1. Banking Resolution

- 48.1.1. The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Foundation, or any part thereof, with the bank, trust company, or other Foundation carrying on a banking business that the Board has designated as the Foundation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to;
 - 48.1.2. Operate the Foundation's accounts with the banker;
 - 48.1.3. make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
 - 48.1.4. issue receipts for and orders relating to any property of the Foundation;
 - 48.1.5. execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
 - 48.1.6. authorize any officer of the banker to do any act or thing on the Foundation's behalf to facilitate the banking business.

49. BORROWING BY THE Foundation

49.1. General Borrowing Authority

- 49.1.1. Subject to the limitations set out in the by-laws or in the articles of the Foundation, the Board may:

- 49.1.2. borrow money upon the credit of the Foundation;
- 49.1.3. limit or increase the amount to be borrowed;
- 49.1.4. issue, reissue, sell, pledge or hypothecate debt obligations of the Foundation;
- 49.1.5. give a guarantee on behalf of the Foundation to secure performance of an obligation of any person; and
- 49.1.6. Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Foundation, owned or subsequently acquired, to secure any obligation of the Foundation.

49.2. *Specific Borrowing Authority*

- 49.2.1. From time to time the Board may authorize any Director or officer of the Foundation to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Foundation.

50. FINANCIAL YEAR

50.1. *Fiscal Year End*

- 50.1.1. The financial year of the Foundation shall terminate on the last day of December in each year or on such other date as the Board may from time to time by resolution determine.

51. NOTICE

51.1. *Computation of Time*

- 51.1.1. In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

51.2. *Waiver of Notice*

- 51.2.1. Any person who is entitled to receive notice of a meeting of Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on

the grounds that the meeting is not lawfully called.

52. PUBLIC ACCOUNTANT

52.1. Annual Appointment

- 52.1.1. The Members of the Foundation at each Annual Meeting shall appoint a public accountant (which shall not be a Director, officer, employee or business partner of the Foundation), to audit the accounts (including the financial statements) of WSF and to report thereon to Members at the Annual Meeting, to hold office until the close of the next Annual Meeting, and, if an appointment is not so made, the public accountant in office continues in office until a successor is appointed.

52.2. Notice of Intention to Nominate

- 52.2.1. A person, other than a retiring public accountant, is not capable of being appointed public accountant at an Annual Meeting unless notice in writing of an intention to nominate that person to the office of public accountant has been given by a Member not less than twenty-one (21) days before the Annual Meeting; and the Member shall send a copy of any such notice to the retiring public accountant and to the person it is intended to nominate, and shall give notice thereof to the Members, either by advertisement or by notice in the manner set out in Section 9.6, not less than seven (7) days before the annual meeting.

52.3. Vacancy in the Office of Public Accountant

- 52.3.1. The Board may fill any casual vacancy in the office of public accountant to hold office for the unexpired term of the public accountant's predecessor.

52.4. Removal of Public Accountant

- 52.4.1. Subject to the Act, the Members, by a resolution may remove any public accountant before the expiration of his term of office, and shall by a majority of the votes cast at that meeting appoint another public accountant in his stead for the remainder of his term.

52.5. Remuneration of Public Accountant

- 52.5.1. The remuneration of the public accountant may be fixed by ordinary resolution of the Members or, if not so fixed, shall be fixed by the Board.

53. AMENDMENT OF BY-LAWS

53.1. Requirements for Amendment of By-laws

- 53.1.1. By-laws of the Foundation may be repealed, amended, altered or added to by resolution enacted by a majority of the Board at a meeting of the Board and sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of Members duly called for the purpose of considering the said resolution.

53.2. By Whom By-law Amendments Proposed

- 53.2.1. By-law amendments may be proposed by the Executive Director/CEO, any Member or by resolution of the Board.

Appendix B: Position Descriptions

54. WSF Board Chair Position Description

54.1. Accountability

- 54.1.1. The Chair is accountable to the Board of Directors and members as specified by WSF's Bylaw. The Chair is aware of and fulfills governance responsibilities and complies with applicable laws and bylaws to conduct Board business effectively and efficiently. The Chair is also accountable for his or her performance.

54.2. Role

- 54.2.1. Ensure the integrity and effectiveness of the Board's governance role and processes.
- 54.2.2. Preside over all meetings of the Board, the HR Committee and the members.
- 54.2.3. Serve as an important member of the organization's leadership team, working cooperatively with the Executive Director.
- 54.2.4. Act as a spokesperson for the organization, serving as a representative of the organization to both internal and external constituencies.
- 54.2.5. Sit as an ex officio member of all Board committees.

54.3. Responsibilities:

54.3.1. Board Governance

- 54.3.1.1. Ensure that the Board performs a governance role that respects and understands the role of management.
- 54.3.1.2. Ensure that the Board adopts an annual work plan that is consistent with the organization's strategic directions, mandate and vision.
- 54.3.1.3. Ensure that the work of the Board committees is aligned with the Board's role and annual work plan and that the Board respects and understands the role of Board committees.
- 54.3.1.4. Ensure Board succession by ensuring there are processes in place to recruit, select and train directors with the skills, experience, background and personal qualities required for effective

Board governance.

- 54.3.1.5. Oversee the Board's evaluation processes and provide constructive feedback to individual committee chairs and Board members as required.
- 54.3.1.6. Ensure that the Board governance structures and processes are reviewed, evaluated and revised from time to time.

54.3.2. Presiding Officer

- 54.3.2.1. In conjunction with the Executive Director/CEO's, set agendas for Board meetings and ensure that matters dealt with at Board meetings appropriately reflect the Board's role and annual work plan.
- 54.3.2.2. Encourage input and ensure that the Board hears both sides of a debate or discussion.
- 54.3.2.3. Facilitate the Board in reaching a consensus.

54.3.3. Relationships

- 54.3.3.1. Monitor the performance of the directors, ensuring periodic Board evaluations.
- 54.3.3.2. Maintain a constructive working relationship with the Executive Director/CEO's, providing advice and counsel as required ensuring he or she understands Board expectations.
- 54.3.3.3. Ensure that the Executive Director/CEO's annual performance objectives are established and an annual evaluation of the Executive Director/CEO's is performed.
- 54.3.3.4. Participate in the hiring of the Executive Director/CEO's.

54.3.4. Other Responsibilities

- 54.3.4.1. Fulfill other powers and duties from time to time, as prescribed by the Board to the office.
- 54.3.4.2. Perform all duties stated in the WSF Board Member Position Description.

54.3.5. Commitment

- 54.3.5.1. The WSF Board meets at least three times each year. Board meetings take place over two days in Jan, April, July and December. On an annual basis, WSF holds an annual meeting of its members. This meeting is presently held in July. On a biennial basis, a Board retreat is held. The Chair meets regularly with the Executive Director/CEO's and is responsible for serving as his or

her advisor.

54.3.5.2. The Chair helps set Board meeting agendas.

54.3.6. Qualifications

54.3.6.1. Is a recognized individual knowledgeable about the field of health and/or health information

54.3.6.2. Is in a position of authority to influence opinion leaders/decision-makers and has political acuity.

54.3.6.3. Possesses superior leadership and communication skills

54.3.6.4. Has insight to help shape health information directions, policies and programs

54.3.6.5. Brings visibility to and enhances the profile of the organization

54.3.6.6. Has the time to continue the legacy of building strong relationships between the organization and stakeholders

54.3.7. Representation

54.3.7.1. An individual at large who sits as an independent member once elected to the position of Chair (for example, not representing government or non-government organizations)

54.3.8. Term

54.3.8.1. The Chair is eligible to serve on WSF's Board of Directors for two consecutive three-year terms not to exceed, in the aggregate, eight years.

55. WSF Board Vice Chair Position Description

55.3. Accountability

55.3.1. During the absence of the Chair or when the Chair is unable to act, the duties and powers of the Chair may be exercised by the Vice Chair. If the Vice Chair takes the place of the Chair, the absence of or inability to act as the Chair will be referenced.

55.4. Responsibilities

55.4.1. Serve as a member of the HR Committee.

55.4.2. Act as a spokesperson for the organization, serving as a representative of the organization to both internal and external constituencies.

55.4.3. Perform other duties from time to time as prescribed by the Board of Directors.

55.4.4. Perform all duties stated in the WSF Board Member Position Description.

55.5. Qualifications

55.5.1. Meets all the qualifications listed in the WSF Board Member Position Description and is a member of WSF's Board of Directors

55.5.2. Has the potential to be the future Board Chair

55.6. Term

55.6.1. The Vice Chair is eligible to serve on WSF's Board of Directors for two consecutive three-year terms not to exceed, in the aggregate, eight years. If the Vice Chair is elected to the office of Chair, this limitation can be abrogated to permit the director to serve for two additional consecutive three-year terms in the office of Chair.

56. WSF Board Member Position Description

56.3. Accountability

56.3.1. The Board of Directors provides the strategic leadership necessary to establish and review the vision, mandate, mission and corporate goals or objectives of WSF. As a whole, the Board represents the collective interests of WSF, for the activities of WSF requiring national direction.

56.4. Responsibilities

56.4.1. Directors and officers have a fiduciary responsibility to WSF. Every director and officer is required to exercise his or her powers and discharge his or her duties by

56.4.2. Acting honestly and in good faith with a view to the best interests of the corporation; and

56.4.3. Exercising the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

56.4.4. In addition, Directors are expected to

56.4.5. Attend all Board meetings;

56.4.6. Act as spokespersons for the organization, serving as representatives of the organization to both internal and external constituencies; and

56.4.7. Participate in at least one Board committee.

56.4.8. For specific responsibilities regarding stewardship, advisory, fiduciary and monitoring roles, please see the section The Board's Role.

56.5. Commitment

56.5.1. WSF's Board meets at least three times each year. Board meetings take place over one day in Jan, April, July and December. On an annual basis, WSF holds an annual meeting of its members. This meeting is presently held in July. On a biennial basis, a Board retreat is held.

56.6. Qualifications

56.6.1. Is a recognized individual knowledgeable about the field of nonprofit, development and humanitarian

56.6.2. Is in a position of authority to influence opinion leaders/decision-makers

56.6.3. Possesses superior leadership and communication skills

56.6.4. Has insight to help shape policies and programs

56.6.5. Brings visibility to and enhances the profile of the organization

56.7. Term

56.7.1. A director is eligible to serve on WSF's Board for two consecutive three-year terms not to exceed, in the aggregate, eight years. This limitation is abrogated should the director be elected to the position of Vice Chair or Chair.

57. Chair of the WSF Board Finance and Audit Committee Position Description

57.3. Committee Roles and Responsibilities

57.3.1. Review and recommend approval of the broad financial policies of WSF, including the yearly operational plans and budget.

57.3.2. Review the financial position of WSF and WSF's Pension Plan.

57.3.3. Formulate recommendations on the financial statements, the public accountant's report and the appointment of the forthcoming year's public accountant and the related fees.

57.3.4. Provide direction for and review WSF's internal audit program.

57.4. Specific Duties

57.4.1. Attend and preside over all meetings of the FAC.

57.4.2. Report to WSF's Board of Governors on the activities of the committee and bring forward its recommendations.

57.5. Commitment

57.5.1. The FAC meets at least three times each year, either by conference call or face to face. Other meetings may be convened on an ad hoc basis as required.

57.6. Qualifications

57.6.1. Must be a WSF Board member

57.6.2. Knowledge and skills in the area of finance

58. Chair of the WSF Board Governance Committee Position Description

58.3. Committee Roles and Responsibilities

58.3.1. Direct and oversee the assessment of the Board and Board committees, review such assessments and make recommendations to the Board regarding ways in which governance performance and contributions can be enhanced.

58.3.2. Oversee Board member succession planning and assess and make recommendations regarding nominees for election and re-election to the Board.

58.3.3. Oversee the selection of the Vice Chair and committee chairs and members.

58.3.4. Design and periodically assess the Board members' orientation and education program, including review of the governance handbook.

58.3.5. Review, assess and draft policies and decisions regarding governance performance for Board deliberation and action (for example, Remuneration Policy).

58.3.6. Oversee performance indicators to be reported to the Board.

58.3.7. Provide advice regarding the biennial Board retreat.

58.3.8. Develop annual work plans for approval by the Board.

58.3.9. Perform other tasks related to governance performance as assigned by the Board.

58.4. Specific Duties

58.4.1. Attend and preside over all meetings of the Governance Committee.

58.4.2. Report to WSF's Board of Directors on the activities of the committee and bring forward its recommendations.

58.5. Commitment

58.5.1. The Governance Committee meets face to face at least once each year, generally in the spring. Other meetings may be required on an ad hoc basis, depending on the frequency and number of elections/re-elections to the Board. These meetings may be held by teleconference or in person, as appropriate.

58.6. Qualifications

58.6.1. Must be a WSF Board member

58.6.2. Knowledge and skills in the area of governance

59. Chair of the Human Resources Committee Position Description

59.3. Committee Roles and Responsibilities

59.3.1. Oversee WSF's compensation and benefit policies, including the design of WSF's Pension Plan.

59.3.2. Review and approve the Executive Director/CEO's annual performance objectives.

59.3.3. Review the Executive Director/CEO's performance and determine his or her compensation.

59.3.4. Review the succession plan for the Executive Director/CEO's and senior management.

59.3.5. Oversee the principles of the recruitment/retention strategy for employees.

59.3.6. Provide oversight related to occupational health and safety and other key HR activities.

59.4. Specific Duties

59.4.1. Attend and preside over all meetings of the HR Committee.

59.4.2. Report to WSF's Board of Directors on the activities of the committee and bring forward its recommendations.

59.5. Commitment

59.5.1. The HR Committee meets at least two times each year, either by conference call or face to face. Other meetings may be convened on an ad hoc basis as required.

59.6. Qualifications

59.6.1. The Board Chair holds this position.

60. Chair of the WSF Board Program Development Committee Position Description

60.3. Committee Roles and Responsibilities

60.3.1. Review and make recommendations on the direction of the WSF program.

60.3.2. Provide direction for and review of the programs.

60.3.3. Advise the Board of the implications of significant developments in program legislation and provide WSF's position.

60.3.4. Receive reports of major privacy breaches within WSF that could be seen as constituting a breach of confidentiality.

60.3.5. Submit an annual privacy report to WSF's Board of Directors.

60.4. Specific Duties

60.4.1. Attend and preside over all meetings of the PD Committee.

60.4.2. Report to WSF's Board of Directors on the activities of the committee and bring forward its recommendations.

60.5. Commitment

60.5.1. The PD Committee meets at least two times each year, either by conference call or face to face. Other meetings may be convened on an ad hoc basis as required.

60.6. Qualifications

60.6.1. Must be a WSF Board member

60.6.2. Demonstrated interest in health privacy matters

Appendix C: Board Policies

61. Conflict of Interest Policy

61.3. Policy Objective

61.3.1. To enhance stakeholder confidence in the integrity of Warrior Squad Foundation (WSF)

61.3.2. To minimize the possibility of conflicts between the private interests and official duties of WSF's Board of Directors, officers and staff, and to resolve any such conflicts in the interest of all parties.

61.4. Application

61.4.1. This WSF Conflict of Interest Policy (the "Policy") applies to WSF's Board of Directors, officers and staff (permanent and contract employees).

61.5. Policy Requirements

61.5.1. WSF's Board of Directors, officers and staff must take measures to prevent real, potential or apparent conflicts of interest in accordance with the principles of conduct outlined in this Policy.

61.5.2. WSF must Ensure that WSF's Board of Directors, officers and staff are informed of the requirements of the Policy;

61.5.3. Determine whether real or potential conflicts of interest exist and what action, if any, must be taken; and

61.5.4. Periodically monitor and evaluate compliance with the application of the Policy.

61.6. Disclosure

61.6.1. WSF's Board of Directors, officers and staff are responsible for disclosing any situation where the individual believes there is, might be or appears to be a potential or actual conflict of interest.

61.6.2. Questions of interpretation or application of this Policy should be referred to the Director, Human Resources and Administration.

61.6.3. With respect to staff, where there is, might be or appears to be a potential or actual conflict of interest involving a staff member, it is the responsibility of that individual to immediately bring the matter to the attention of his or her branch director.

61.6.4. With respect to officers (who are not Board Governors), where there is, might be or appears to be a potential or actual conflict of interest involving such individual, such individual must disclose the situation immediately in writing to WSF, to the attention of his or her supervisor, as soon as that individual becomes aware of such potential or actual conflict of interest.

61.6.5. With respect to Board of Directors, each Board of Directors shall disclose, in writing or by requesting it to be entered in the minutes of the meeting, any situation where there is, might be or appears to be a potential or actual conflict of interest involving such Board of Directors at the beginning of every Board and committee meeting pursuant to the standing item on all Board and committee meeting agendas. A Board director who makes such a disclosure shall not participate in the discussion and shall not vote on any resolution with respect to the contract or transaction at issue. If a conflict arises, the Board director steps out of the meeting room or leaves the teleconference during the discussion of the agenda item in question, and then subsequently rejoins the meeting.

61.7. Principles and Rules of Conduct

61.7.1. These principles and rules of conduct are designed to enhance stakeholder confidence in the integrity of WSF by

61.7.2. Establishing clear rules of conduct respecting conflict of interest for WSF's Board of Directors, officers and staff; and

61.7.3. Minimizing the possibility of conflicts arising between the private interests and official duties of the Board of Directors, officers and staff.

61.7.4. Every Board of Directors, officer and staff member shall:-

61.7.5. Perform their official duties and arrange their private affairs in such a manner that stakeholder

confidence and trust in the integrity, objectivity and impartiality of WSF are conserved and enhanced;

- 61.7.6. Not have private interests that would be affected particularly or significantly by WSF activities in which they participate;
- 61.7.7. Not directly or indirectly use, or personally benefit from, WSF funds for purposes other than for the conduct of approved WSF business;
- 61.7.8. Not solicit or accept transfers of economic benefit, other than incidental gifts, customary hospitality or other benefits of nominal value;
- 61.7.9. Not step out of their official roles to assist private entities or persons in their dealings with WSF where this would result in preferential treatment to any person;
- 61.7.10. Not accord preferential treatment in relation to any official matter to family members or friends, or to organizations in which the employee, family members or friends have an interest;
- 61.7.11. Not knowingly take advantage of, or benefit from, information that is obtained in the course of their official duties and responsibilities and that is not generally available to the public; and
- 61.7.12. Not directly or indirectly use, or allow the use of, WSF property of any kind for anything other than officially approved activities.
- 61.7.13. Furthermore, any sponsorship/co-sponsorship arrangements and/or donations must not place, nor appear to place any WSF Board of Governors, officer or staff, as applicable, under an obligation to any person/supplier who might benefit from or seek to gain special consideration or favour based on a sponsorship/co-sponsorship/donation.

61.8. Examples of Conflict of Interest

- 61.8.1. Some of the more common areas of potential conflicts include the following:
- 61.8.2. The choice of suppliers of goods and services to WSF must be based on competitive considerations of quality, price, service and benefit to WSF and must comply with its policies. Contracts will be awarded in a fair and legal manner and are subject to the established tendering procedure. Use of one's position or knowledge to influence this process for direct or indirect personal gain is prohibited. Employees must not represent themselves as being in a position to commit WSF to the purchase of goods or services except in accordance with relevant policies and practices, and within the recognized authority of their position.
- 61.8.3. Any employee that believes he or she, or someone else, is in breach of these provisions must

comply with the disclosure requirements of this Policy and the Code of Business Conduct.

- 61.8.4. Employees and Board directors shall not accept or offer gifts, hospitality or other benefits that could be construed as being given in anticipation of future special considerations or recognition of past consideration by WSF.
- 61.8.5. Employees shall not accept, directly or indirectly, any entertainment, cultural, social, charitable, political, recreational, sporting event, hospitality or other benefit offered at the expense of a person, persons, groups or organizations except as provided for in the Gifts, Entertainment and Hospitality Policy.
- 61.8.6. Employees and Board directors must disclose their relationship should a family member be hired by WSF.
- 61.8.7. Employees will not devote time during normal business hours to an outside business or activity.

61.9. Other Related References

- 61.9.1. Hospitality and Gifts Policy, Recruitment and Selection Policy, WSF Acceptable Use Policy, WSF Information Security, Employee Privacy Policy, Procurement Policy, Travel Policy, Respectful Workplace Policy and Code of Business Conduct.

61.10. WSF's Board of Governors and Officers

- 61.10.1. Regulation 14 of the NGO registration will apply to WSF's Board of Governors and officers, as such terms are defined in the act, which will include the Chair, Vice Chair, the Secretary of the Board/ Executive Director/CEO, the program manager, Human Resource Manager etc.
- 61.10.2. Board directors and officers should also refer to Section 141 of the act for further details regarding the types of interests that are required to be disclosed and the procedures for disclosing this information. Nothing in this Policy is intended to in any way amend, derogate from or qualify the requirements of the act.

61.11. Travel Expense Policy

61.11.1. WSF will reimburse out-of-pocket travel expenses of members of the Board of Governors, members of other advisory committees and others who may travel on behalf of WSF.

61.11.2. WSF staff shall ensure that the appropriate WSF form is provided to committee participants. Original receipts are required for all expenses claimed (except meal per diems).

61.12. Accommodation

61.12.1. Single-room hotel accommodation will be reimbursed.

61.13. Meals

61.13.1. Meals purchased as part of WSF business–related travel will be reimbursed on the basis of a daily per diem of Ugx 50,000 (including taxes and tips). The breakdown is as follows:

Breakfast	Ugx: 10,000
Lunch	Ugx: 20,000
Dinner	Ugx: 20,000

61.13.2. Meals may be claimed on a per diem basis during business travel if travel occurs during meal hours; specifically, per diems will be permitted for travel departures from home or office scheduled prior to 8:30 a.m. and arrivals home or to the office scheduled after 5 p.m. during the workweek. Meal per diems will apply if staying with family or friends during business travel.

61.13.3. Claims for per diems shall be adjusted to consider meals included as part of the attendance at meetings or as part of airline/railway travel. If international travel is required, the per diem will be adjusted as appropriate.

61.14. Transportation

61.14.1. The mode of transportation chosen may be air, train or automobile. If travel is by automobile, reimbursement will be at the rate of Ugx 2,500 per kilometer. Mileage exceeding the equivalent

airfare will not be paid. Taxi and/or limousine fares will be reimbursed as incurred. If travel is by air, reimbursement will be for economy airfare, plus the costs of local transportation.

- 61.14.2. Individuals travelling on behalf of WSF are expected to travel in economy airfare classes. Executive class airline travel requires approval of the Chairperson and Executive Director/CEO and will be limited to such circumstances as health reasons, business imperatives or other circumstance as deemed appropriate.

61.15. Miscellaneous Items for Reimbursement

- 61.15.1. Phone: Necessary telephone calls due to absence from home.
- 61.15.2. Tips: Reasonable and necessary gratuities for waiters, porters, etc. Tips for meals are included in the per diem.
- 61.15.3. Parking: Charges incurred when a personal car is used to travel to and from the home airport and parking at destination when travel is by car.

61.16. Hospitality

- 61.16.1. Charges for entertainment are not reimbursable. Such charges are considered to be a personal expense.

61.17. Remuneration Policy

WSF directors should receive some financial recognition for the time they commit to WSF's business.

Eligibility for remuneration will be based on the following:

- 61.17.1. WSF directors will continue to be fully reimbursed for out-of-pocket travel expenses incurred as a result of serving on the Board. Details regarding such reimbursements are provided in the Travel Expense Policy.

61.18. Board Remuneration

- 61.18.1. Board who qualify according to WSF's policy shall receive the following remuneration:
- 61.18.2. Ugx 150,000 per day Ugx 100,000 per half-day for each Board or committee meeting attended.
- 61.18.3. Ugx 100,000 per day Ugx 100,000 per half-day for travel time to and from Board or committee meetings. BOG members who travel more than four hours one way will be paid a full day of travel.

- 61.18.4. Ugx 50,000 for each teleconference meeting of the Board or committee.
- 61.18.5. Ugx 150,000 per day for time spent representing WSF, as approved by the Executive Director/CEO, such as participating in an external committee meeting or other organized planning sessions (such as an information summit).
- 61.18.6. For example, if a Board meeting covers major portions of two days, including extended travel time, it is expected that Ugx 600,000 would be paid.

61.19. Board Chair Remuneration

- 61.19.1. WSF will also provide an annual stipend to the Board Chair for time spent on other business matters as an official WSF representative. The annual stipend will be Ugx 500,000 and will be provided in addition to the remuneration stated above.

61.20. Appendix D: Using the Board Portal

- 61.20.1. The Board Portal is an electronic intranet site that is maintained by WSF to facilitate the exchange of information and documentation. All material for Board and committee meetings is posted on the Portal at least one week prior to the meeting.
- 61.20.2. To access the Board Portal, please visit <https://www.warriorsfdn.org/boardvantage>. Your user ID will be in the following format:
- 61.20.3. First name: last name@warriorsfdn.org
- 61.20.4. Your password will be chosen by you and should remain secure/private.
- 61.20.5. When Board or committee documents are posted, you will receive an email from Board Vantage Alerts. Follow the instructions in the email to access the meeting materials. If you are not able to access the Board Portal or if you have any questions or concerns, please contact the Foundation secretary at gensecretary@warriorsfdn.org.
- 61.20.6. Training on using the Board Portal is available for directors and their support staff. If you would like to schedule a training session, please contact the general secretary at gensecretary@warriorsfdn.org.

Talk to Us

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