



The Board of Governance Charter

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THE
BOARD OF
GOVERNANCE
CHARTER

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CHAPTER ONE

1.0 The Board Charter

1.1 PURPOSE of the charter

The Board Charter provides the Board of Directors of TABIO with the guiding principles to enable the effective discharge of their duties in overseeing the affairs of the organization for the benefit of its members and stakeholders. It also sets out the role, composition and responsibilities of the Board of Directors of Tanzania Alliance for Biodiversity (TABIO). The conduct of the Board is also governed by the Constitution of TABIO, a copy of which is located at www.tabio.org.

A number of operational matters relating to the Board such as number of meetings per year, notification of interests, and election of Board members are governed by the Constitution hence force the Board charter carters for setting operational procedures.

1.2 DEFINITIONS

In this Charter:

Board means the Board of Directors of TABIO

Chairperson means the interim chair of the Board

Charter means this Board Charter

Coordinator means a coordinator of TABIO

Secretariat means employees of the organization who manage the organization pursuant to the directions and delegations of the Board.

1.3 COMPOSITION OF THE BOARD

It is the objective of the organization to establish and maintain a Board with a broad representation of skills, experience and expertise.

To assist in achieving the objective, the Board will at all times consist of:

- Executive and non-executive directors of TABIO members.

1.4 PURPOSE OF THE BOARD

The Board has two broad purposes of ensuring compliance and performance:

-

1.4.1 COMPLIANCE:

Conform with or exceed all legal requirements which include: -

1.4.1.1 Legal

- Monitor constitution
- Comply with Board's responsibilities
- Comply with laws
- Monitor insurance requirements

1.4.1.2 Accountability

- Monitor financials
- Compliance audits

1.4.2 PERFORMANCE:

Assist the organization to perform to its best potential which include: -

1.4.2.1 Strategy and policy

- Approve Vision/mission and ensure it is embedded in the organization's operations.
- Approve strategic plan and policies and monitor regularly.

1.4.2.2 Accountability

- Overall performance of the organization.
- Board evaluation, succession planning.
- Report outcomes to members and stakeholders.
- Govern the Secretariat.

1.4.2.3 Public Relations

- Represent and participate.
- Keep members and stakeholders informed.
- Project a strong and positive image.
- Promote the vision.
- Facilitate cohesion.
- Protect the interests of members and stakeholders.
- Speak with one voice regarding Board decisions.

1.4.2.4 Risk management

- Ensure up-to-date and effective risk profile and management strategy.
- Monitor critical risks.

The Board, while meeting its responsibilities, is mindful of the organizations mission and the objects of the organization as embodied in its Constitution.

1.5 ROLES AND RESPONSIBILITIES

The Board has delegated authority for the operations and administration of the organization to the Secretariat which is composed of Chairperson, Executive Secretary and Treasurer.

The functions of the Board are to:

This is an advisory organ with the following duties

- Fix the date of the General Meeting and to propose the agenda thereof.
- Advise the appointment and summarily termination of the Executive Secretary/Coordinator who shall be the Chief Executive Officer of the organization.
- Advise the appointment and summarily termination of any other senior staff upon recommendation by the Coordinator.
- Advise the appointment of the authorized Auditors for the organization.
- Ensure that the aim and objectives of the organization are achieved.
- Review annual activity and financial reports and present them to the General Meeting.
- Propose to the General Meeting the cessation of membership of the particular member.
- Develop code of conduct, setting the ethical and behavioral expectations of Member Organizations, Board Members and the employees of the organization.
- Develop policies, systems, governance structures and procedures pertaining to the business of the organization.
- Fundraise and ensure the financial sustainability of the organization.
- Assess the performance of the national Coordinator predetermined standards and targets.
- Provide strategic direction of the organization.
- Develop code of conduct, setting the ethical and behavioral expectations of Members, Board Members and the employees of the organization.
- The Board may invite any person to its meetings, as it deems

expedient. The invitees shall have no right to vote or be voted for and shall not be part of the quorum to the Board meeting but the Board may seek technical advice from the invitees.

1.6 MEMBERSHIP AND TERM

The Constitution provides for a minimum of five **Board Members** and stipulates how they are elected. No member of the Board may be a member of the paid staff of the organization.

The Board adopts a tenure policy according to the Constitution (of three years) and each member may be re-elected after the three (3) years term. BUT no member may be elected for more than three (3) consecutive terms.

1.7 BOARD CULTURE

The Board actively seeks to have an ‘engaged culture’ which is characterized by candor and a willingness to challenge.

1.7.1 Agendas

- The agendas of the Board limit presentation time and maximize discussion time.
- There are lots of opportunities for informal interactions among Board members.

1.7.2 Norms

- Board members are honest yet constructive.
- Members are ready to ask questions and willing to challenge leadership.
- Members actively seek out other members’ views and contributions.
- Members spend appropriate time on important issues.

1.7.3 Beliefs

- “If I don’t come prepared, I will be embarrassed.”

- “If I don’t actively participate, I won’t be fulfilling my responsibility.”
- “I’ll earn the respect of fellow Board members by making valuable contributions and taking responsibility for what I do.”
- “If I can’t carry my load, or if I can’t agree with what’s going on, I should resign.”

1.7.4 Values

- The Board serves the organization by actively participating in governance.
- The Board is responsible to various stakeholders.
- Board members are personally accountable for what goes on at the organization.
- The Board is responsible for maintaining the organization’s stature in the sector.
- Board members respect each other.

1.8 REPORTING

Proceedings of all meetings are minuted and signed by the TABIO Chairperson or the chairperson of the meeting. Minutes of all Board meetings are circulated to members and approved by the Board at the subsequent meeting. Resolutions are first put to the Board in draft form (as a “Board Paper”) and, once passed, are recorded in a Resolutions Register.

1.9 REVIEW OF CHARTER

The Board will, periodically, review this charter to ensure it remains consistent with the Board’s objectives and responsibilities.

1.10 PUBLICATION OF THE CHARTER

Key features of the charter are to be outlined in the organization Annual Report. A copy of the charter is available at www.tabio.org

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CHAPTER TWO

2.0 Board Recruitment/Selection

While the task of recruiting board members might seem a little daunting, it is important to take the time to find **candidates with the right values, skills, attitude and commitment**. After all, even though this is a volunteer job, being a board member is a crucial leadership role. These members are going to be **responsible for the financial and cultural well-being of the organization**. They are defending and promoting mission of the organization; acting as key spokespersons and possibly driving fund raising too.

Through a structured application and review process, the organization takes time to get to know the potential board members and lay the foundation for building a strong relationship. This is critical, since the new recruit will become very active members of the board team in working together to lead the organization.

Hence, it is important for the nominating committee to follow a recruitment process to ensure right candidates are identified, assessed and nominated for election to perform this very important function.

2.1 Managing the Board recruitment/election process

2.1.1 Nominating Committee

A nominating or board development committee is set forth to manage the entire board recruitment process.

This committee is appointed by the current board and may include some board members as well as other members of the organization to offer “a mix of perspectives.”

The nominating committee shall be chaired by either a past board chair or exceptionally reputable and trusted person nominated by the Board.

Importantly members of the nominating committee should have commitment and taking the time to establish and follow a structured process.

2.1.2 Define your needs

To ensure an effective, highly functioning board, the charter defines clearly roles and expectations for board members as well as defines the job, skills required to be successful in that job, sets the values and qualities that will enable the new recruit to become part of a cohesive board team. It also establishes specific expectations for individuals and the board as a whole in order to set goals and evaluate performance.

2.1.3 Job Description of a Board Member

It outlines the position’s key duties and responsibilities; the necessary requirements to fulfill those; and details on what the commitment entails.

For more information, please visit the website at www.tabio.org.

2.1.3.1 Position

The Board will support the work of TABIO and provide mission-based leadership and strategic governance. While TABIO Coordinator leads day-to-day operations, the Board-Coordinator relationship is a partnership, and the appropriate involvement of the Board is both critical and expected.

2.1.3.2 Benefits

Benefits involved with being a board member include;

- Satisfaction in working with an energetic and committed board team
- Attending events and representing TABIO.

2.1.4 Functions

2.1.4.1 Leadership, governance and oversight

- a) Serving as a trusted advisor to the Secretariat as they develop and implement TABIO's strategic plan.
- b) Reviewing outcomes and metrics created by TABIO for evaluating its impact, and regularly measuring its performance and effectiveness using those metrics; reviewing agenda and supporting materials prior to board and committee meetings.
- c) Approving TABIO's annual budget, audit reports, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities.
- d) Contributing to a performance evaluation of the Secretariat
- e) Assisting the Coordinator and board chair in identifying and recruiting new Members of the Board.
- f) Partnering with the Secretariat and other board members to ensure that board resolutions are carried out.
- g) Serving on committees or task forces and taking on special assignments.
- h) Representing TABIO to stakeholders; acting as an ambassador for the organization.
- i) Ensuring TABIO's commitment to a diverse board and staff that reflects the communities TABIO serves.

2.1.4.2 Fundraising

TABIO Board Members will consider TABIO a philanthropic priority and make annual gifts that reflect that priority. So that TABIO can credibly solicit

contributions from foundations, organizations, and individuals. TABIO expects to have 100 percent of Board Members make an annual contribution that is commensurate with their capacity.

2.1.5 Board terms/participation

TABIO's Board Members will serve a three-year (3) term to be eligible for re-appointment for two additional terms. Board meetings will be held not less than two (2) times per year.

2.1.6 Qualifications

This is an extraordinary opportunity for an individual who is passionate about agrobiodiversity conservation and TABIO's mission and who has a track record of board leadership. Selected Board Members will have achieved leadership stature in business/private sector, public sector, philanthropy, or advocacy, civil society and agroecology. His/her accomplishments will allow him/her to attract other well-qualified, high-performing Board Members.

Ideal candidate will have the following qualifications:

- i. Extensive professional experience with significant executive leadership accomplishments in business/private sector, public sector, philanthropy, or advocacy, civil society and agroecology.
- ii. A commitment to and understanding of TABIO's beneficiaries, preferably based on experience.
- iii. Diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals.
- iv. Personal qualities of integrity, credibility, and a passion for agroecology in improving the lives of TABIO's beneficiaries.

Service on TABIO's Board of Governance is without remuneration, except for administrative support, travel, and accommodation costs in relation to Board Members' duties.

2.1.7 Specific skills or attributes

It can be helpful to have a diverse board composition – with members from different backgrounds and with different skills-sets that complement one another.

The specific skills include:

- i. Agroecology, biodiversity, value chains development or related disciplines and experience
- ii. A change agent to help the board navigate
- iii. Financial skills; fundraising; marketing and special events and experience
- iv. Human resources expertise, Governance and Management, Research, Policy,
- v. Monitoring and Evaluation, Communications,
- vi. Gender, Environment, Business Development and advocacy

A “board composition matrix” as a worksheet for detailing the skills, characteristics, and talents of the board members, and identifying gaps will be introduced to remind on the skillset the board needs.

2.1.8 Qualities of new recruits to bring to the boardroom table

Qualities that will help the board function better, do its job better include;

- i. Understanding of Tanzanian Agriculture biodiversity
- ii. Passion for our cause
- iii. Willingness to commit time for board meetings, committee meetings, planning sessions, special events etc.

- iv. Team player - works well in a group
- v. Someone who listens well, is thoughtful in considering issues

2.1.9 Finding candidates

The nominating or board development committee will maintain a list of potential candidates throughout the year. TABIO will keep track of individuals who offer to volunteer throughout the year and pull that information for screening those candidates. This will involve creating a specific Board Application Form for interested candidates of the Board.

2.1.10 Presentation of the application

A dully-filled in form (online or hard copy) will be submitted to the Chairperson of the nominating committee three Months before the election calendar. Contact address is provided in the application form.

Chairperson of Nominating Committee P.O. Box 70089
Dar es Salaam, Tanzania
Email: tabiosecretariat@gmail.com

2.1.11 Announcing vacancy in the Board

The vacancy will be announced not less than six months prior to election calendar year for potential interested candidates to apply. A database of candidates shall be introduced and updated regularly.

The announcement shall be made and spread through;

1. a) Referrals and word-of-mouth
2. b) Publicize within the network
3. c) Writing a newsletter article or a post on organization's forum or website

4. d) Posting a request on Facebook page
5. e) External promotion
6. f) Using online resources to find candidates

2.1.12 Screening and Selection

2.1.12.1 Application form:

The application form (which will also be online) will gather and collect information about each applicant. Information will include *-biographical information, why they want to join this board, what they hope to bring to the board, what they would like to get from their board membership and any questions they might have.*

2.1.12.2 Screening process:

Since screening is an important step in board recruitment process, as it is part of due diligence. Screening practices play a critical role for TABIO in fulfilling the moral, legal, and ethical responsibilities to all those they reach, including members, clients, participants, employees, and volunteers.

2.1.12.3 The benefits of screening are threefold:

- To better match people's skills and experience to the needs and opportunities in organizations;
- To improve the quality and safety of programs and services in communities;
- To reduce the risks and liability for both people and organizations.

Once applications are received and reviewed, a short-list of potential candidates for interviews is developed.

2.1.12.4 Interview:

The nominating committee shall hold an interview with all potential candidates as it offers an opportunity to discuss the role and find out about the candidate's: background, skills, interests, qualifications and personal goals. Generally, to see if he or she is a good fit for the role, the board team, and the organization as a whole.

In preparing for the interview the nominating committee will consider:

- i. Developing a standard set of questions to include questions around: skills to meet job description; values and attitude; time commitment; potential conflicts of interest based on career or other volunteer activities; discussion of any legal and financial commitments, etc.
- ii. Start the interview with an overview of the selection process.
- iii. Provide an overview of the organization and its mission/objectives.
- iv. Go over the board role description (even if they have received it beforehand)
- v. Create a form to document responses consistently across all applicants.

2.1.12.5 Selection:

The final step in the screening process is for **the nominating committee to choose the finalist from among the short-listed candidates**. The final selection is based on **a set of criteria in terms of skills-set fit**, as well as a discussion of **the candidate's ability to fit with the board and the organization in terms of values, attitude and personality**.

Once the selection has been made, each of the candidates will be notified (preferably through a personal call from the chair of the nominating committee) to officially invite them to present themselves to the General Assembly for election.

Their presentation can be made virtually or physically by word of mouth or audio-visuals to be posted in the website, face book and in print materials. This will be part of campaign that shall run from time the nominating committee has issued notification to selected candidates.

2.1.13 Election by the General Assembly

Successful candidates shall stand before the General A to seek for votes. Candidates may wish to use audio-visual to present themselves while observing time limit provided to them by the Chairperson of Electoral Committee.

Candidates with Higher vote scores will have been elected and announced to join in the new Board. If in the first round the number of board members is not reached or aspects of Gender and regional representation is not achieved a second-round voting for additional members will be called for remaining number of members drawn from same list of nominated candidates.

2.1.13.1 Ballot count

Each of the candidates shall have an observer to the ballot count. Ballot paper shall have not more than 5 names of the candidates. The voter shall vote to five candidates per ballot for it to count or else shall be void.

2.1.13.2 Provide an orientation for new board members

Congratulation NOTE to be sent to all elected new board members and to all contesters. But the process is not quite done yet – there is need to orient the new members so they are ready to take on their new role. The orientation format can be done through providing a welcome package of information, an orientation video, a presentation or a training session – depending on its specific resources and needs.

However, at a minimum, new board recruits should receive the following information:

- i. An overview of the organization – its mission, vision, values and
- ii. Organization chart – outlining structure (e.g. board, committees, staff roles & responsibilities, etc.)
- iii. Organization’s annual report and any other pertinent financial reports
- iv. Role description (and any additional documentation or forms that need to be completed)
- v. The organization’s strategic plan
- vi. Most recent board meeting minutes
- vii. The organization’s most recent newsletter and/or brochure.
- viii. Schedule of board meetings (and locations), annual meetings and any other events he/she is required to attend.
- ix. Contact information – board chair, Coordinator, members, staff contacts etc.

ANNEX

TABIO Board Application Form

APPLICATION FORM FOR BOARD CANDIDATURE

Name (Mr/Ms/Dr/Prof) _____

Phone _____

Email _____

Address _____

Relevant Experience and/or Employment (attach a resume if relevant)

Why are you interested in the organization? _____

Area(s) of expertise and contribution you feel you can make to the organization _____

Other volunteer work/commitments _____

For Use by the nominating committee

Nominee has had a personal meeting with either committee chair, or other committee member.

Date _____

Nominee reviewed by the committee.

Date _____

Nominee attended the committee meeting.

Date _____

Nominee interviewed by the committee.

Date _____

Action taken by the nominating committee

