

The Other Foundation is registered in South Africa as a Trust and is therefore governed by the Trust Deed, with the principal objective of carrying on public benefit activities with a focus on the provision of funds, assets, services or other resources to lesbian, gay, bi-sexual, transgender and intersex advocacy groups and service organisations in the Southern African Development Community (SADC) region, and other activities that may be considered by the Trustees to be consistent with the purpose of the Trust.

The Foundation is governed by a Board of Trustees.

The Board is accountable to the purpose for which the Trust was established, its mission and objectives, and to its stakeholders as determined from time to time by the Trustees. This demands that the Board take a holistic approach to accountability issues, especially relevant to the identity of the Other Foundation as a community foundation. Its quality of thinking, its ethics and values, its compliance with the law (in terms of policy and fiduciary responsibilities) and the consistency of its behaviour towards its stakeholders will all define its exercise of accountability.

## **1. The Functioning of the Board**

- 1.1. The Board is the focal point of the Foundation's governance system.
- 1.2. The Board is not representatives of internal and external interest groups or community factions. Trustees should focus on the needs of the Foundation's constituencies as a whole. Stakeholders include lesbian, gay, bisexual, transgendered, and intersex communities in the region, donors, recipients of the Foundation's support, legislators, customers and suppliers and the global, regional and local communities which the Foundation seeks to serve.
- 1.3. The Board is responsible for strategic thinking rather than strategic planning – that is to say, the capacity to think in informed and critical ways with a view to the best ways of advancing the objectives of the Trust. The Board will generate imagination, creativity and ingenuity in order to consistently make decisions in the best interest of the Foundation and the purpose for which the Foundation exists.
- 1.4. The Board is ultimately accountable and responsible for the performance and affairs of the organisation.
- 1.5. Delegating authority to board committees or management does not in any way mitigate or dissipate the discharge by the Trustees of their duties and responsibilities.
- 1.6. The chief executive officer will sit on the board *ex officio*.

Hence the Board must:

- Give strategic direction to the organisation, appoint and assess the performance of the chief executive officer and ensure that executive succession is planned.
- Retain full and effective control over the organisation and monitor the implementation of board-approved plans and strategies.
- Ensure that the organisation complies with all relevant laws, regulations and codes of good practice. For example, it must comply with narrative and fiscal reporting.
- Define levels of decision-making, reserving specific power to itself and delegating other matters with the necessary written authority to the chief executive officer. These matters should be monitored and assessed on a regular basis.
- Have unrestricted access to all organisation information, records, documents and property. The information needs of the board must be well defined and regularly monitored.
- Address conflict of interest issues, relating to board members, the chief executive officer, and management, which should be regularly reviewed and updated as necessary.
- Have an agreed procedure whereby the chief executive officer may, if necessary, take independent professional advice at the organisation's expense.
- Consider whether or not its size, diversity and demographics make it relevant and effective.
- Identify key risk areas and key performance indicators of the organisation. These should be regularly monitored and managed, with particular attention given to technology and systems.
- Identify and monitor both the financial and the non-financial aspects relevant to the business of the organisation.
- Ensure that deliberations and decisions of the Board are formally held during properly constituted meetings of the Board of Trustees rather than during informal discussions between sub-groups of the Board that are not formally constituted or documented.
- Ensure that board meetings are duly constituted by at least ten days' written notice of the time and venue or communication platform for the board meeting, as well as the circulation of an agenda for the meeting, to all Trustees.
- Ensure that all Trustees act in the best interests of the Foundation as a whole rather than personal or sub-group interests when they meet as the Board of Trustees.
- Ensure that minutes of all its meetings, including the meetings of appointed committees of the Board are documented and circulated to all Board members.
- Ensure that all Board minutes are adopted and signed.
- Record the facts and assumptions on which it relies to conclude that the business will continue as a going concern in the financial year ahead or why it will not, and in that case, what steps the board is taking to remedy the situation.

## **2. Board Committees**

- 2.1. Board committees with formally determined terms of reference, lifespan, role and function may constitute an important element of the governance process of the

- Foundation and should be established with clearly agreed upon reporting procedures and a written scope of authority.
- 2.2. Board committees may be used as an aid to assist the Board and its chief executive officer to discharge their duties and responsibilities.
  - 2.3. There should be a formal procedure for certain functions of the Board to be delegated, to Board committees describing the extent of such delegation, to enable the board to properly discharge its duties and responsibilities and to effectively fulfill its decision making process.
  - 2.4. As a general principle, there should be transparency and full disclosure from the Board committee to the whole Board, except where the Board has mandated the committee differently.
  - 2.5. At a minimum, the Board should have an audit committee.
  - 2.6. Board committees should be free to take independent outside professional advice as and when necessary.
  - 2.7. Board committees should be subject to regular evaluation by the Board to ascertain their performance and effectiveness.

### 3. Membership, Chairperson, and Decisions of the Board

- 3.1. Trustees are appointed by the members for a 3-year term with the possibility of re-appointment for one further three year term, by request of the other Trustees. Trustees will not serve for more than two consecutive terms.
- 3.2. There shall at all times be not less than 3 (three) Trustees and not more than 10 (ten) Trustees.
- 3.3. The appointment and re-appointment process for Trustees will be conducted as determined by the Board of Trustees from time to time.
- 3.4. The Trustees shall be unconnected persons in relation to each other (i.e. unrelated persons) and no single person shall directly or indirectly control the decision making powers of the Foundation.
- 3.5. If at any time the number of Trustees shall fall below 3 (three), the remaining Trustees shall, as soon as practicable, assume some other person or persons to act with him or them, but until such assumption is made, the remaining Trustee or Trustees shall be entitled to continue to act in all matters affecting the Trust.
- 3.6. The Trustees shall have all the powers that are required or allowed in law and, in particular, the powers of assumption and co-option as contemplated in clause 3.5.
- 3.7. Any assumption of a Trustee or Trustees shall be effected by means of a written document under the hand of the person or persons entitled to make it.
- 3.8. The Trustees may appoint a chairperson of the Board for a term of office to be determined by the Trustees, not exceeding the remainder of the appointed Chairperson's term of office as a Trustee.
- 3.9. The Trustees will make decisions for the Foundation by simple majority vote.
- 3.10. A quorum for decision making will be a majority (i.e. more than 50%) of the Trustees at any given time.
- 3.11. The Chairperson of the Board will not have a casting vote in the case of a deadlock.
- 3.12. According to the Trust Deed the office of Trustee shall be vacated if a Trustee fails to attend three consecutive meetings of the Trustees without prior notice to the chairperson of the Trust, or for other reasons outlined in the Trust Deed.

#### 4. Remuneration

- 4.1. The Trustees will not be remunerated for their service as Trustees of the Foundation.
- 4.2. An expense allowance to enable participation in each Board meeting and the exercise of board functions between board meetings may be given to each Trustee at a rate determined annually by the Board. Individual Board members can decline the offer and or opt to nominate a charity organisation that would receive the money.