



# Board Charter

## ABSTRACT

This Board Charter ensures that RefCom's governance structure is robust, transparent, and aligned with best practices, enabling the RefCom to achieve its strategic objectives effectively.

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## 1. Introduction

This Board Charter outlines the roles, responsibilities, and governance framework for the Board of Governance of RefCom. The charter is designed to ensure effective leadership, accountability, and transparency in the organization's operations. It provides a clear structure for the Board's functions, committees, and individual roles, aligning with RefCom's mission and strategic objectives.

## 2. Purpose of the Board

The Board of Governance is responsible for providing strategic direction, oversight, and governance to ensure RefCom achieves its mission and objectives. The Board's primary roles include:

- a) Setting the organization's vision, mission, and strategic direction.
- b) Ensuring compliance with legal and regulatory requirements.
- c) Providing financial oversight and risk management.
- d) Supporting the Executive Director and management team.
- e) Representing RefCom externally and fostering partnerships.

## 3. Board Composition

The Board of Governance will consist of the following positions:

- a) Chairperson
- b) Deputy Chairperson – Youth Representative
- c) Treasurer
- d) Secretary
- e) Deputy Secretary - Advisor in charge of Community Liaison

The Board will also include a non-voting member, the Executive Director, who will serve as the Board Secretary.

## 4. Roles and Responsibilities of the Board

### 4.1 General Responsibilities

- Strategic Direction: Define and approve RefCom's vision, mission, and strategic plan.
- Governance: Ensure compliance with legal, regulatory, and ethical standards.
- Financial Oversight: Approve budgets, monitor financial performance, and ensure proper financial controls.
- Risk Management: Identify and mitigate risks to the organization.
- Performance Monitoring: Evaluate the performance of the Executive Director and the organization.
- Fundraising and Partnerships: Support fundraising efforts and build strategic partnerships.

## 4.2 Specific Responsibilities of Board Members

- a) Chairperson: Lead the Board, set agendas, and ensure effective governance.
- b) Deputy Chairperson: Support the Chairperson and represent the youth perspective.
- c) Treasurer: Oversee financial management and reporting.
- d) Secretary: Ensure effective organization and documentation of Board meetings.
- e) Deputy Secretary: Support the Secretary and represents the local Community affairs.

## 5. Board Committees

To enhance efficiency, the Board will establish the following committees:

### 5.1 Executive Committee

Role: Make decisions and solve issues between Board meetings.  
Members: Chairperson, Secretary, and Treasurer.

### 5.2 Finance & Audit Committee

Role: Oversee budgets, financial reporting, and audits.  
Members: Treasurer, Executive Director, and other financially skilled Board members.

### 5.3 Risk Committee

Role: Analyze risks and contribute to the strategic plan.  
Members: Chairperson, Treasurer, Executive Director, and other relevant members.

### 5.4 Nominations Committee

Role: Recruit and orient new Board members.  
Members: Chairperson, Secretary, and Treasurer.

### 5.5 Governance Committee

Role: Develop Board capacity, ethics policies, and evaluation frameworks.  
Members: Chairperson, Deputy Chairperson, Secretary.

### 5.6 Program Committee

Role: Review programs and ensure alignment with strategic goals.  
Members: Secretary, Treasurer, and Chair.

### 5.7 Ad-Hoc Committees

Role: Address specific needs such as recruitment or fundraising events.  
Members: As needed, based on the task.

## 6. Board Meetings

### 6.1 Frequency

The Board will meet quarterly, with additional meetings as needed.

### 6.2 Agenda

The Chairperson, in consultation with the Secretary, will set the agenda for each meeting.

### 6.3 Quorum

A quorum of 50% of Board members is required for decisions to be valid.

### 6.4 Minutes

The Secretary will document meeting minutes and circulate them to Board members for approval.

## 7. Terms of Office

- Board members will serve a term of 2 years, renewable for one additional term.
- The Chairperson will serve for an additional one year to introduce the upcoming board.

## 8. Remuneration and Time Commitment

- a) Board members are voluntary and unpaid, except for reimbursement of out-of-pocket expenses (e.g., transport, communication).
- b) The Chairperson will receive an annual remuneration of KES 20,000, and other key roles (Deputy Chairperson, Treasurer, Advisors) will receive KES 15,000 annually.
- c) Board members are expected to commit 1 day per month to Board activities, including meetings and preparation.

## 9. Code of Conduct

- a) Board members must act with integrity, honesty, and transparency.
- b) Conflicts of interest must be declared and managed appropriately.
- c) Board members are expected to maintain confidentiality regarding sensitive information.

## 10. Evaluation and Review

- a) The Board will conduct an annual self-evaluation to assess its performance and effectiveness.
- b) The Governance Committee will oversee the evaluation process and recommend improvements.

## 11. Amendments to the Charter

- a) This charter may be amended by a two-thirds majority vote of the Board.
- b) Proposed amendments must be circulated to all Board members at least 14 days before the vote.

## 12. Conclusion

This Board Charter provides a clear framework for the governance of RefCom, ensuring that the organization operates effectively, transparently, and in alignment with its mission. The Board is committed to fostering a culture of accountability, collaboration, and continuous improvement.

## Appendices


Appendix A: Board Member Roles and Responsibilities

Appendix B: Committee Terms of Reference

Appendix C: Code of Conduct and Conflict of Interest Policy

This policy is effective as of [insert date] and will remain in force until further notice.

Approved by:

S/NO	Names, Postal Addresses, position held and Occupations of Directors	ID number of Director	Mobile Number of Director	Signatures of Directors
1.	James Katana Gibson	21005098	0723 734 303	
2.	Edward Chongwa Gamimbah	14499314	0721 786 550	
3.	Lennox Ringa Mwabaya	28186907	0718 056 796	
4.	Alicia Wanjoru Pauline	35195779	0796 981 760	
5.	Douglas Shauri Saha	11876086	0711 449 317	