

# Evergreen Africa GOVERNANCE

**This Governance Document covers the operation  
of  
Evergreen Africa**

## CONTENTS

1. STRUCTURE OF EVERGREEN AFRICA
2. RESPONSIBILITIES AND ACCOUNTABILITIES OF TRUSTEES
3. RESPONSIBILITIES OF OFFICERS
4. COMMITTEES
5. FINANCIAL GOVERNANCE

**Attachment: Trustee Code of Conduct**

***Note: this document should be read together with the Constitution***

### **1. STRUCTURE OF EVERGREEN AFRICA**

1.1 Evergreen Africa is a Charitable Incorporated Organisation (CIO) registered with the Charity Commission of England and Wales (Reg 1160416). The Charity is governed by a Board of Trustees, which delegates day-to-day activities to a Management Committee. These two bodies are served by 4 principal officers: a Chairman of the Board of Trustees, a Chief Executive Officer (CEO) who presides over the Management Committee, a Treasurer and a Secretary, both of whom are ex-officio members of the Management Committee. The CEO, Treasurer and Secretary need not be Trustees, but must always be in attendance at Trustee Board meetings. At least one member of the Management Committee must be a Trustee. Individuals may hold more than one position on the Management Committee, but the minimum number of Management Committee members must be two.

## **2. RESPONSIBILITIES AND ACCOUNTABILITIES OF TRUSTEES**

**2.1** As a CIO, Evergreen Africa is an organization with an independent identity. Therefore, although all contracts must be signed by a Trustee on behalf of Evergreen Africa, Trustees are not personally or jointly liable for any debts of Evergreen Africa, or any claims made against it.

**2.2. THE TRUSTEES are responsible for:**

- Agreeing and Defining the Vision, Mission and Values of Evergreen Africa
- Agreeing and Defining the Strategic Goals, Ethics and Priorities of Evergreen Africa
- Agreeing and Defining matters to do with the public image of Evergreen Africa, including the strategic goals, branding (e.g logo, strapline) choice of media, website design and key messages
- Approving annual budgets and accounts
- Approving a rolling five year plan for the delivery of projects
- Approving legal contracts with third parties
- Approving business plans and new project spends which are not part of an existing approved business plan, of more than £2000
- Approving or otherwise any cost over-runs on project budgets of more than 15%
- Appointments of new Trustees and Management Committee members
- Appointments and remuneration of paid employees of Evergreen Africa
- Delegating the implementation of approved projects to the Management Committee
- Holding an Annual General Meeting (AGM) which follows a standard agenda of reports and appointments. Donors, members of the Management Committee and volunteers may be invited to this meeting.
- Meeting at least four times a year including the AGM

**2.3 A simple majority** will be required to constitute ‘agreement’ for all Trustee decisions except those regarding appointment or termination of Trustees. Matters requiring a decision should wherever possible be discussed at a Trustees’ meeting, but where a meeting is not practical, a period of up to seven days should be given for securing agreement by email or phone call.

**2.4** Where a Trustee or Management Committee member has responsibility for a designated Project they must present a report to the Trustees and other Management Committee members at the end of each calendar quarter on progress and/or difficulties. This should be circulated by email and not just delivered by word of mouth to a

meeting. Between reports, if significant events occur Trustees should be informed in writing.

**2.5 Trustees must be made aware immediately of:**

- potential or actual fraud irrespective of size
- potential or actual conflict with Evergreen Africa as a body
- breach of law or contract or code of conduct

**2.6** Any development or Management Committee decision which affects, or could affect, the reputation of Evergreen Africa negatively must be discussed by the Trustees.

**2.7** Trustees will serve for four year terms, renewable at a Trustee meeting by majority vote. The Secretary will advise of renewal requirements.

**2.8 The process for the appointment of Trustees will be as follows:**

- A written recommendation and CV from an existing Trustee or Management Committee member will be circulated to the Trustees
- The candidate will be asked to attend a Trustee meeting
- Trustees will assess the candidate's motives, values and knowledge/skills with the goal of increasing the capability of the Trustees collectively
- Appointment of a new Trustee requires unanimous agreement of existing Trustees. If all agreed, the Secretary will write to him/her and obtain signatures to the code of conduct and other legal requirements
- The new Trustee will be featured on the Evergreen Africa website and newsletters

**2.9 The process for the appointment of Management Committee members will be as follows:**

- A written recommendation and CV will be circulated to the Trustees
- The candidate will be accepted on a simple majority of approval

**2.10 The process of induction of new Trustees or Management Committee members will be as follows:**

- The Secretary will ask new Trustees to sign the required declaration documents, and the Code of Conduct
- The Secretary will provide a copy of this document, of the Constitution, and a pack of recent material comprising newsletters, publicity leaflets, the last two sets of minutes of appropriate meetings, the 5 year plan and details of current activities, and the latest published Report and Annual Accounts.

### **2.11 The process for the termination of Trustees or Management Committee members will be as follows:**

- If a Trustee or Management Committee member wishes to resign voluntarily for personal reasons, he/she should write to the Chairman giving reasons. If the resignation is confirmed, he/she should make arrangements for the transfer of any responsibilities and/or projects to another member as directed by the Chairman
- Trustees in particular should note that the Chairman has the right to refuse to accept their voluntary resignation if he/she believes it is not in the interests of the Trust or fellow Trustees. A Trustee may not, for example, resign if the resignation would reduce the number of Trustees below a quorum.
- If any Trustee or Committee member has a concern about a breach of the code of conduct and/or the Evergreen Africa values, or of dereliction of duty, by another member they should discuss this with the Chairman. The Chairman will investigate and should he/she recommend a termination of that person's role in Evergreen Africa he/she will write to the Trustees giving his/her reasons. He/she will take into account any comments made and his/her decision will be final.

## **3. APPOINTMENT AND RESPONSIBILITIES OF OFFICERS**

3.1 The Chairman is a Trustee, appointed for a 4-year term to undertake the additional duties of Chairman of the Board of Trustees. The Chairman's appointment is renewable by a three quarters majority vote of Trustees. The Chairman may not participate in the vote to renew his/her tenure as Chairman. The CEO, Treasurer and Secretary are permanent appointments.

3.2 **THE CHAIRMAN** is responsible to the Board of Trustees for:

- Chairing meetings of the Trustees, or ensuring a Deputy chair is available in the event of non-attendance
- Guiding Trustees towards wise and balanced decisions
- Taking votes in meetings when appropriate
- Casting the final vote where there is an otherwise tied vote
- Providing the public figurehead of Evergreen Africa
- Maintaining the adherence of Trustees to their responsibilities
- Ensuring submission of the Charity's statutory annual Report and annual Statements of Account to the Charity Commission within the Commission's timescales.

3.3 **THE CHIEF EXECUTIVE OFFICER** is responsible to the Board of Trustees for:

- Chairing meetings of the Management Committee (MC), or ensuring a Deputy chair is available in the event of non-attendance
- Guiding MC members towards wise and balanced decisions
- Taking votes in meetings when appropriate
- Casting the final vote where there is an otherwise tied vote
- Maintaining the adherence of MC members to their responsibilities
  - Ensuring timely preparation of the Charity's statutory annual Report and annual Statements of Account for presentation to the Board of Trustees
- Preparation and Maintenance of a 5-year Plan for the delivery of charitable projects
- Ensuring funds are available to meet planned projects
- Oversight of the delivery of all projects approved by the Board of Trustees

#### 3.4 THE SECRETARY, on behalf of the Trustees, is responsible for

- Arranging and minuting meetings of the Trustees and Management Committee
- Ensuring Evergreen Africa meets the requirements of the Charities Commission as a CIO
- Acting as the Charity's 'Compliance' officer and advising the CEO of legal, HR, H&S and other statutory requirements, obtaining specialist advice when necessary.
- Monitoring the length of service of Trustees and Officers and advising the Trustees when tenure of individuals is three months from completion.

#### 3.5 THE TREASURER, on behalf of the Trustees will be responsible for:

- Maintaining the Charity's Books of Account in good order in accordance with accepted accounting principles and practices.
- Submitting a report regarding the Charity's financial position to the Management Committee and Trustees at least monthly
- As far as is possible, forecasting the Charity's cash flow and ensuring any foreseen shortfalls are brought to the attention of the Trustees and the Management Committee
- Bringing any items of financial irregularity to the attention of the Trustees and Management Committee as soon as they become apparent
- Preparing the statutory annual Statements of Account for perusal by the Trustees and Management Committee, submit them thereafter for independent inspection or audit as required and subsequently file them with the Charity Commission within the Commission's timescales
- In liaison with the Secretary, drafting the Charity's statutory annual Report for the Trustees and ensure it is submitted to the Charity Commission alongside the annual Statements of Account

- Approving expenditures in accordance with paragraph 4 below

#### **4. COMMITTEES**

**4.1 THE MANAGEMENT COMMITTEE** is responsible for:

- Implementing strategies and projects within the agreed boundaries
- Advising the Trustees as appropriate with specialist expertise
- Undertaking specific responsibilities on behalf of the Trustees
- Reporting monthly to the Trustees and Management committee on their personal responsibilities where relevant
- Providing continuing support to awareness building and fund raising initiatives as they are able
- Develop, seek approval for and implement detailed annual business plans in accordance with the five year plan
- Identify, delegate and monitor delivery of projects within the boundaries agreed with the Trustees
- Allocate and monitor finance
- Provide general guidance to sub-committees and projects

**4.2 SUB COMMITTEES** may be formed to undertake duties and projects on behalf of the Management Committee and be led by a member of that Committee. They will be given guidance by the Trustees on the boundaries of financial authority, and will report monthly on their activities.

#### **5. FINANCIAL GOVERNANCE**

These rules apply for payments outside of an approved project business plan

- Trustees and Management Committee members have discretion to use up to £50 of Evergreen Africa money without endorsement. Receipts should be obtained and sent to the Treasurer for reimbursement
- Between £51 and £250, should be countersigned by the Treasurer or, if being spent by him, by the Chairman.
- Between £251 and £2000 all should be countersigned by the Treasurer and Chairman
- Above £2000 should be approved by the Trustees (ref para 2.2)

The sum expended must not be broken down into smaller parts for the purpose of these approvals.

Chairman

Date:

Secretary

Date:

## ATTACHMENT - TRUSTEE CODE OF CONDUCT

### Evergreen Africa Trustee Code of Conduct

#### Organisational values

As a Trustee of Evergreen Africa I promise to abide by the fundamental values that underpin all the activity of this organisation. These are:

#### 1. Accountability

1.1 Everything Evergreen Africa does will be able to stand the test of scrutiny by the public, the media, charity regulators, members, stakeholders, funders, Parliament and the courts.

#### 2. Integrity and honesty

2.1 These will be the hallmarks of all conduct when dealing with colleagues within Evergreen Africa and equally when dealing with individuals and institutions outside it.

#### 3. Transparency

3.1 Evergreen Africa strives to maintain an atmosphere of openness throughout the organisation to promote confidence of the public, stakeholders, staff, charity regulators and Parliament.

Additionally, I agree to the following points:

#### 4. Law, mission, policies

4.1 I will not break the law or go against charity regulations in any aspect of my role of Trustee.

4.2 I will support the mission and consider myself its guardian.

4.3 I will abide by organisational policies which have been approved by the Trustees.

#### 5. Conflicts of interest

5.1 I will always strive to act in the best interests of the organisation.

5.2 I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises.



5.3 I will submit to the judgment of the Board of Trustees and do as it requires regarding potential conflicts of interest.

## **6. Person to Person**

6.1 I will not break the law, go against charity regulations or act in disregard of organisational policies in my relationships with fellow Trustees, staff, volunteers, members, service recipients, contractors or anyone I come into contact with in my role as Trustee.

6.2 I will strive to establish respectful, collegial and courteous relationships with all I come into contact with in my role as Trustee.

## **7. Protecting Evergreen Africa's reputation**

7.1 Unless unavoidable, I will not speak as a Trustee of this organisation to the media or in a public forum without the prior knowledge and approval of the Chair.

7.2 When prior consent has not been obtained, I will inform the Chair at once when I have spoken as a Trustee of this organisation to the media or in a public forum.

7.3 When I am speaking as a Trustee of this organisation, my comments will reflect current organisational policy even when these do not agree with my personal views.

7.4 When speaking as a private citizen I will strive to uphold the reputation of the organisation and those who work in it.

7.5 I will respect organisational, Board and individual confidentiality.

7.6 I will take an active interest in the organisation's public image, noting news articles, books, television programmes and the like about the organisation, about similar organisations or about important issues for the organisation.

## **8. Personal gain**

8.1 I will not personally gain materially or financially from my role as Trustee, nor will I permit others to do so as a result of my actions or negligence.

8.2 I will document expenses and seek reimbursement according to procedure.

8.3 I will not accept substantial gifts or hospitality without prior consent of the Chair.

8.4 I will use organisational resources responsibly, when authorised, in accordance with procedure.

## **9. In the Boardroom**

9.1 I will strive to embody the principles of leadership in all my actions and live up to the trust placed in me.

9.2 I will abide by Board governance procedures and practices.

9.3 I will strive to attend all Board meetings, giving apologies ahead of time to the Chair if unable to attend.

- 9.4 I will study the agenda and other information sent me in good time prior to the meeting and be prepared to debate and vote on agenda items during the meeting.
- 9.5 I will honour the authority of the Chair and respect his or her role as meeting leader.
- 9.6 I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making my voice heard.
- 9.7 I will accept a majority vote on an issue as decisive and final.
- 9.8 I will maintain confidentiality about what goes on in the Boardroom unless authorised by the Chair or Board to speak of it.

## 10. Enhancing governance

- 10.1 I will participate in induction, training and development activities for Trustees.
- 10.2 I will continually seek ways to improve Board governance practice.
- 10.3 I will strive to identify good candidates for Trusteeship and appoint new Trustees on the basis of merit.
- 10.4 I will support the Chair in his/her efforts to improve his/her leadership skills.
- 10.5 I will support the Chair in his/her executive role and, with my fellow Board members, seek development opportunities for him/her.

## 11. Leaving the Board

- 11.1 I understand that substantial breach of any part of this code may result in my removal from the Board of Trustees
- 11.2 Should I resign from the board I will inform the Chair in advance in writing, stating my reasons for resigning. Additionally, I will participate in an exit interview.
- 11.3 I understand that I may not voluntarily resign from my position as Trustee in the event that my doing so would reduce the number of Trustees below that required for a quorum in meetings.

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

Trustee Name: \_\_\_\_\_

Date: \_\_\_\_\_

This Code of Conduct was taken and adapted from NCVO's publication *Best Behaviour: Using Trustee codes of conduct to improve governance practice*.

VERSION CONTROL

When	What	Who issued
Feb 2015	1 <sup>st</sup> edition	Paul Voltzenlogel