

ACTION LESOTHO

GOVERNANCE POLICIES FOR BOARD OF DIRECTORS

The Board of Directors of Action Lesotho shall consist of a minimum of seven and a maximum of eleven directors, each of equal status and each equally responsible in law for the Board's actions and decisions.

The Board will have five officers (Chair, Vice-Chair, Secretary, Treasurer and Public Relations Officer) elected annually at its AGM in a free vote. The role of the Chair is to chair the meetings, set the agenda in consultation with the Secretary, and represent the Board in an official capacity as required. The Chair, or in his/her absence the Secretary, is responsible for the execution of the decisions of the Board between meetings. No individual member of the Board has authority to act on behalf of the Board without its express permission.

The Board will vest executive authority on the ground in Lesotho in its In-Country Director, who will be appointed by the Board, will have her performance monitored by the Board and may be dismissed by the Board.

The Board shall meet a minimum of 6 times per year, with attendance of five directors constituting a quorum. Apologies should be made to the Secretary, and, in the case that a director misses more than one meeting in a row, in writing.

The Board of Directors of Action Lesotho is the legal body with overall and ultimate responsibility for the organization. It is the Board's responsibility to set the vision and goals of the organization, and to ensure that it is solvent, well run, and produces the outcomes relevant to its mission.

The executive authority in Action Lesotho rests solely with the Board, and it cannot delegate its legal or financial obligations to any other body or individual.

The Board is responsible for agreeing and establishing policies by which the organization must operate and for ensuring said policies are followed. The Board shall set policies for Action Lesotho in the following areas, and any other as required:

- Governance
- Child Protection
- Procurement and Disposals
- Finance
- Terms of Reference for Sub-committees
- Risk Register
- Ethics and Fraud
- Partnership
- Gender Equality
- Volunteers

The Board shall set and maintain a framework of delegation and internal functioning through the appointment of sub-committees of its own, and the appointment of managers and or working teams in the field. Membership of sub-committees will be reviewed on an annual basis. The work of the In-Country Director, managers and working teams in Lesotho will be subject to ongoing review and evaluation against planned goals, strategies and actions.

The Board is responsible for ensuring that all the activities of Action Lesotho are compliant with relevant laws, regulations and requirements of civil authorities and its own regulators.

Members of the Boards are precluded from any personal gain or profit arising from their association with Action Lesotho.

The Board will keep clear, audited accounts of all its financial transactions, which will be made publicly available to both its funders and service users. The Board will ensure that all its funds are used in support of its stated aims and goals, and will do so with complete transparency and accountability.

August 2014