



# **NILE BASIN DISCOURSE**

# **GOVERNANCE MANUAL**

**A Manual of Good Governance Principles and  
Practices for the Nile Basin Discourse**

***CONFIDENTIAL DOCUMENT***

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## **I. PREAMBLE**

### **1. Establishment of the Governance Manual**

There is established by Board Resolution this ..... day of ..... in the year....., a Governance Manual to institutionalize governance principles and practice at Board level and within the Nile Basin Discourse (NBD).

### **2. Definition of Terms**

In this Governance Manual, unless the context otherwise stipulates:

<b>CCGK</b>	– refers to the Centre for Corporate Governance of Kenya
<b>The Constitution</b>	– refers to the Constitution of the Nile Basin Discourse adopted by the General Assembly of its members
<b>CSO</b>	– refers to Civil Service Organization
<b>Director</b>	– refers to a person or corporate body elected to the Board of Directors of the NBD
<b>Full Member</b>	– refers to a member of the NBD as stipulated under Article 7 of the Constitution
<b>NBD</b>	– refers to the Nile Basin Discourse
<b>NBI</b>	– refers to the Nile Basin Initiative
<b>NDF</b>	– refers to National Discourse Forum
<b>Riparian Countries</b>	– refers to Burundi, D.R. Congo, Egypt, Eritrea, Ethiopia, Kenya, Rwanda, Sudan, Tanzania, and Uganda, the ten Nile Basin Region member countries of the NBD
<b>The Board</b>	– refers to the Board of Directors of the NBD
<b>The Chair</b>	– refers to the person appointed to the office of Chairperson of the NBD Board or its Committee.
<b>The Constitution</b>	– refers to the Constitution of the NBD.
<b>The Manager</b>	– refers to a person appointed to the position of Manager of the NBD Secretariat
<b>The Manual</b>	– refers to the NBD Governance Manual.

### **3. Objectives of the Governance Manual**

- a. The Nile Basin Discourse Governance Manual is hereby adopted as the guiding instrument for the Board and Management of the Nile Basin Discourse to disseminate good governance awareness within the organization as an essential component of strategic management.
- b. Specifically, the Manual takes cognizance of the Nile Basin Discourse's obligations enshrined under its objectives in the Constitution and whose attainment necessitates:

- i. Instituting transparency and accountability to civil society organizations within the Nile Basin Discourse network, to its donors and the broad society comprised in the ten Riparian Countries of the Nile Basin;
- ii. Supporting gender equality through empowerment and mainstreaming gender issues across NBD operations and enhancing benefits flow to women within the Nile Basin
- iii. Responding to the concerns of all member categories constituting the Nile Basin Discourse;
- iv. Instituting a culture of good governance at Board level;
- v. Fostering good governance within the entire network under the Nile Basin Discourse umbrella.

#### **4. Amendment of the Manual**

This Manual may be modified or revised by ordinary resolution of the Board in consideration of new developments in internationally accepted governance principles and best practice and with respect to changes in the Constitution of the NBD and the Laws of Uganda in as much as they affect any section of the Manual.

## **II. INTRODUCTION**

### **1. The Nile Basin Discourse**

The NBD was founded by Civil Service Organization (CSO) communities organized into National Discourse Forums (NDFs) within the Nile Basin Region. NBD is a network organization established in 2002 for Civil Service Organizations and other stakeholders to engage the Nile Basin Initiative (NBI) with regard to its policies and development programmes. The NBD aims to address issues in justice, human-rights, governance, poverty eradication, gender and general development and environmental concerns within the ten Riparian Countries.

### **2. Governing Legislation**

The NBD is registered as an NGO under the Laws of Uganda where its Headquarters and Secretariat are domiciled.

### **3. Governance and Compliance Documents**

Members of the Board and the NBD Executive Management are obliged to comply with this Manual in the execution of their duly assigned responsibilities and to establish systems for the monitoring and evaluation of compliance. The practices comprised in the five compliance documents below shall at all times be regarded as critical components of the governance framework – and enforce the best practices embodied in this Manual:

- a. The NBD Constitution
- b. The NBD Mission Statement
- c. The NBD Governance Manual
- d. The NBD Financial Manual
- e. The NBD Operational Manual.

### **4. Role and Functions of the NBD**

1.1. According to the Constitution, the NBD was established with the primary role of an umbrella organization for mobilizing CSOs to influence development processes within the Nile Basin Region. Pursuant to that role, the NBD is charged with responsibilities under the following functions:

- a. Enabling CSOs to play positive roles for sustainable development through influencing the development of Nile Basin resources and attendant benefits;
- b. Establishing and strengthening gender awareness and networking among constituents in each NDF and throughout the NBD;
- c. Ensuring cooperation amongst stakeholders while developing partnerships and creating greater understanding within the Nile Basin Region;
- d. Providing leadership for SCOs' involvement in socio-economic activities through dialogue on sustainable development;

- e. Fostering cooperation among CSOs to promote awareness and common interests of people within the Nile Basin Region;
- f. Institutionalizing the framework for dialogue and engaging NBI in planning and implementation of projects and programmes within the Nile Basin.

1.2. The Constitution charges the NBD with responsibilities over civil society under its ambit in the context of:

- a. Building and strengthening capacities of civil society to execute their mandates in specified areas;
- b. Developing advocacy and lobbying skills of civil society to influence policy formulation and implementation affecting development;
- c. Supporting CSOs' community initiatives impacting on socio-economic development within the Nile Basin.

1.3. In view of the varied statutory obligations imposed by diverse jurisdictions within then ten Riparian Countries, the Board shall, in the execution of its responsibilities, remain mindful of the implications of any of its decisions on its other statutory responsibilities, to avoid situations where compliance with one law could lead to the breaching or undermining of another/others.

## **5. Vision and Mission of the NBD**

5.1 The Vision of the NBD is: *“a Nile Basin in which there is sustainable, social and economic development for all peoples of the Nile Basin, free of conflict, leading to achievement of justice, human rights, good governance and in poverty eradication and protection of the environment”*.

5.2 The NBD's Mission is: *“to ensure that a fully-informed and basin-wide civil society develops and plays a key role in achieving the vision, through pro-active and critical influencing projects, programmes and policies of the Nile Basin Initiative and other development processes”*.

## **6. Core Values of the NBD**

6.1 **Ethics:** NBD is a network of independent and diverse organizations. It is the diversity of experience and perspective that represents the strengths of the network, which is built on the democratic principles of equality, transparency and accountability.

6.2 **Inclusiveness:** NBD full members (as hereinafter defined) are committed to a regional network of collaborative initiatives to generate synergetic development and mutual learning. In so doing, NBD member organisations seek to influence formulation of public policies favourable to human rights, peaceful co-existence, poverty eradication, and the coordination of efforts among development communities serving the Nile Basin.

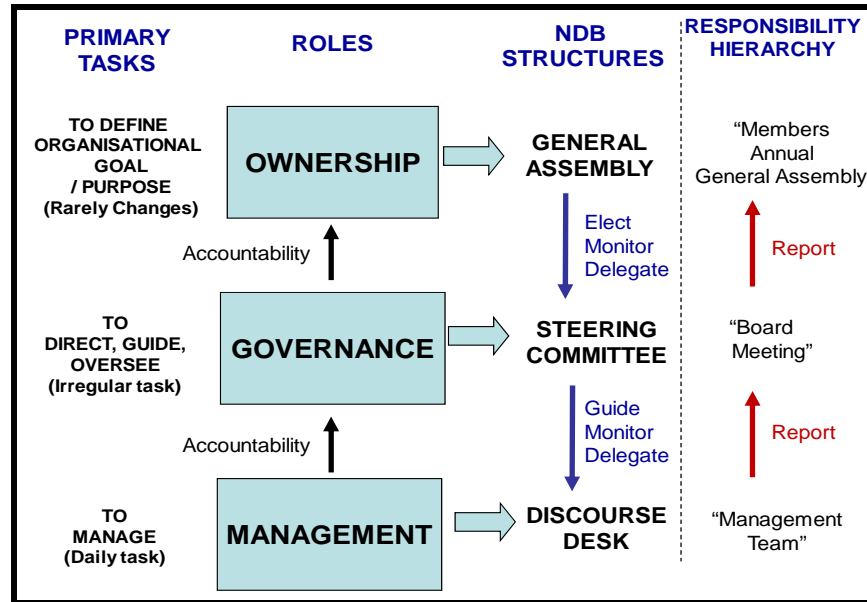
6.3 **Social justice and equality:** NBD works to promote sustainable development that entails empowering disadvantaged segments of society to gain increased access to resources through policies that grant equal opportunity and fairness to all.

6.4 **Mutual respect and accommodation:** By its nature, the Nile Basin includes a diversity of views, values and cultures demanding mutual understanding, tolerance and conflict mitigation. To this end, the NBD aims to optimize common interests to exploit advantages of unity within diversity.

## 7. Structure of the NBD

7.1 NBD charts out a corporate structure distinguishing the 3-pillars (ownership, governance, management) of power that define how it is organized and governed (see Fig.1).

**Figure 1: The NBD Corporate Structure**



Adapted from NBD Management Review Report 2007

7.2 The Board shall be mindful of the need to establish clear lines of reporting and accountability enhanced by formal structures for delegation of authority. The Board shall therefore ensure the preservation of these structures and shall foster clarity in the separation of duties and responsibilities.



### **III. THE BOARD OF DIRECTORS**

#### **1. Composition of the Board**

- 1.1 In accordance with Article 10 of the Constitution the authority of the NBD vests in the Board, which shall consist of a Chair, a Vice-Chair, a Secretary General , a Treasurer and six (6) members altogether representatives from the National Discourse Forums and elected by the Annual General Assembly.
- 1.2 The General Assembly shall at all times consider the gender perspective in constituting the NBD Board of Directors.
- 1.3 The General Assembly shall co-opt up to three (3) additional members.

#### **2. Eligibility for Appointment and Membership**

- 2.1 A Director of the NBD shall be a citizen of a member state of the ten Riparian Countries or of a nationality acceptable to the General Assembly and should have the minimum qualifications of a recognized University Degree.
- 2.2 The eligibility of a Board Member shall cease as soon as any of the situations stipulated under sections 10.8 and 10.9 of the Constitution occur.

#### **3. Duties and Responsibilities of the Board**

- 3.1 Compliance with the principles of good governance shall start with the Board of Directors entrusted with setting the tone at the top.
- 3.2 The primary responsibility of the Board shall be to provide leadership, guidance and strategic direction to the NBD. The Board shall also have the duty to ensure the integrity of the organization, through rendering it transparent and accountable to its Members and the citizens of the ten Riparian Countries and to ensure successful execution of the NBD's mandate under the Constitution and the applicable Laws.
- 3.3 The Board shall conduct itself with utmost honesty and integrity in the discharge of its functions stipulated under the Constitution (section 10.5).
- 3.4 The NBD Board of Directors is a governing Board with general oversight responsibilities and delegating daily operations to a professional paid management team.
- 3.5 The Board shall maintain a relationship of trust and confidence *vis à vis* the NBD whereby Board Members shall be bound by their fiduciary duties which are constituted in two legal obligations:
  - a. *The duty of care:* Board Members shall be required to exercise due care, diligence and skill. This means understanding and paying attention to the substantive matters brought before the Board, attending meetings regularly, challenging proposals and following up on unresolved issues, taking time to read and understand submitted Board papers.
  - b. *The duty of loyalty:* Board Members shall be required to act in pursuit of NBD's interest and to avoid self-interest and conflict of interest situations by disclosing them to grant opportunity to the Board to deal

with potential conflicts and related party dealings. The duty of loyalty shall also include:

- i. the *duty of confidentiality* through non-disclosure of unauthorized Board information
- ii. the *duty of obedience* which requires Directors to act in accordance with the NBD Constitution, its Standing Orders and in pursuit of its mission.

3.6 In addition to the above, the Board shall assume the following duties and responsibilities:

- a. Determining NBD's mission and purpose;
- b. Monitoring the implementation of the policies of the NBD and verifying the accuracy of measures taken to achieve such policies;
- c. Adopting measures to ensure the integrity of NBD's financial reporting and the accuracy of all information provided to the Board;
- d. Adopting sufficient measures to ensure compliance with all relevant laws, regulations and codes of best practice;
- e. Identifying the NBD's primary and other stakeholders and formulating clear guidelines relating to them through an effective stakeholder relations programme;
- f. Issuing internal regulations and instructions to specify the functions and authorities of its various organs in order to achieve administrative and financial control over its operations;
- g. Properly discharging its functions stipulated under the Constitution (Article 10.4) by meeting regularly.

#### **4. Powers of the Board**

4.1 In accordance with provisions of the Constitution, the Board shall have powers extending, but not limited, to these three functional areas:

- a. the general management of the affairs of the NBD;
- b. ensuring the functioning of the NBD and the implementation of its functions; and
- c. the formulation of policies for NBD, in accordance with the provisions of the Law.

4.2 By extension, the Board is empowered to do anything required to be done under the Constitution as well as anything within or incidental to its functions.

4.3 The Board functions stipulated in the Constitution and the responsibilities herein stated shall be discharged through meetings of the Board during which, after deliberations, decisions and resolutions passed by directors in attendance will be adopted.

**4.4 The Board shall at all times act as a body. No Director shall have authority to bind the organization in an individual capacity or act on its behalf without written delegated authority from the Board.**

4.5 Notwithstanding the provision in 4.4 above, Board Members will be expected to represent the organization within their communities. Also, in order to act effectively, it may be necessary for Directors to interact outside of Board Meetings or for an individual Director to meet with NBD managers, staff, donors and other stakeholders.

4.6 The Board shall at all times maintain its authority within the powers of the organization as prescribed under the Constitution, its Standing Orders, existing Laws, rules and regulations.

## **5. Duties of a Director**

During execution of Board functions, a Director shall have the following duties and responsibilities:

- a. To understand the organization's mission and mandate, maintaining its relevance through awareness of current issues and keeping up to date on trends in the Nile Basin Region that might affect these issues;
- b. To bring her/his own training, skills and experience to all board decisions;
- c. To understand and query financial and budget matters, if necessary, while seeking clarification on issues not well understood;
- d. To conduct Board business with fairness and to ensure that personal interest does not influence Board decisions;
- e. Reading Board and Committee materials in advance of meetings;
- f. To devote time and attention to discharging Board business under her/his responsibility;
- g. To act judiciously and to exercise independent judgment;
- h. To acquire working knowledge of the statutory, regulatory and governance requirements affecting NBD, including its Compliance Documents and Standing Orders;
- i. To observe confidentiality in matters of the Board and, where applicable, the NBD.

## **6. The Chair of the Board**

6.1 The Chair of the Board shall be elected by the Annual General Assembly in accordance with Article 12 of the Constitution.

6.2 As Chair of the Board, s/he shall:

- a. provide leadership in strategic planning, policy making, financial accountability, orienting new Board Members and evaluating Board performance;
- b. preside over and ensure orderly and proper conduct of meetings;
- c. afford all Board Members reasonable opportunity to contribute to debate;
- d. ensure decisions are expeditiously and conclusively made;

- e. guide the Board on technicalities;
- f. have a casting vote in case of a tie;
- g. without compromising he/his independence, maintain close working relationship with the Manager; and
- h. represent the NBD on key public functions and, if needed, delegate to an office bearer or the Manager.

## **7. The Secretary General**

In accordance with the Secretary General's role stipulated in Article 12 of the Constitution, s/he shall perform the following key duties:

- a. Plan for, convene the Annual General Assembly and prepare the agenda;
- b. Maintain a complete annual schedule and convene meetings of the Board;
- c. Ensure that Board Members receive Board material on timely basis before each meeting;
- d. Ensure safe custody of the NBD Register of Members, legal instruments and valuable records at the Secretariat;
- e. Communicate with the authorities on behalf of the Board on all legal matters.

## **8. The Treasurer**

8.1 In accordance with the role stipulated in Article 12 of the Constitution the Treasurer shall perform the following key duties:

- a. Advise the Chair and the Board on the state of finances and financial control at NBD;
- b. Monitor the Manager and the Financial and Administrative Officer on implementing the Financial Manual;
- c. Report to the Board on the financial standing of the NBD and other financial matters whenever required;
- d. Receive the Annual Report from Management.

## **IV. BOARD GOVERNANCE PRINCIPLES AND PRACTICE**

### **1. Board Nomination**

The NBD shall follow a systematic and transparent process of nomination for all positions to the Board as follows:

- a. The Board shall regularly inform the Full Members of the professional and skill needs necessitated by vacancies falling due on the Board.
- b. In the event of a vacancy falling due on the Board, the eligible Full Member shall nominate for Board Membership one of the three delegates elected to represent it at the Annual General Assembly. The Full Member shall furnish the relevant information on the nominee including qualifications and experience in the business affairs of the NDF taking into consideration the professional and skill needs of the Board.
- c. The Nomination Committee shall, in advance of the NBD General Assembly examine the information stipulated in (b) above to establish that the nominee is fit and proper to serve the interests of NBD and other stakeholders and submit an evaluation report to the Board.
- d. Should the Board upon recommendations of the Nomination Committee consider the nominee unfit to serve the interests of NBD at its Board, the Board shall submit its reasons to the Chairperson of the Full Member with an early request for a replacement.
- e. A delegate nominated for Board Membership as above stipulated and duly confirmed at the Annual General Assembly shall be eligible for election as an office bearer of the NBD Board in accordance with Articles 9 and 12 of the Constitution.

### **2. Board Induction**

- 2.1 The Board shall ensure that new Directors are taken through an induction program to expose them to board processes, the legal and regulatory environments, the organization's corporate strategy and business plans, the Compliance Documents and the operations of the NBD.
- 2.2 The Board shall have a written Board Orientation Manual to guide the above induction process.

### **3. Board Meetings**

- 3.1 The meetings of the Board shall at all times be conducted in accordance with the guidelines under Sections 10.6 and 10.7 of the Constitution.
- 3.2 In addition to the foregoing, the Board shall observe the following standards and practice with regard to Board Meetings:
  - a. The agenda for Board Meetings shall be developed jointly by the Chair and the Manager (for a Committee Meeting its Chair and the person assigned to act as its Secretary).
  - b. Together with the notices and the agenda for Board Meetings, except in the case of urgent meetings, relevant Board papers and reports

relating to the agenda of the meeting shall be distributed to all Board Members within twenty-one (21) days before the date of the meeting as stipulated in the Constitution.

- c. At the beginning of each Board Meeting, all Board Members present shall be given an opportunity to react to and adopt the agenda.
- d. At every meeting, the Board shall consider and approve the minutes of the last preceding meeting of the Board.
- e. At the time of consideration of the agenda at each meeting, Board Members shall be granted opportunity to declare in person or in writing any real or potential conflict of interest in any subject on the agenda, which declaration shall be recorded as part of the minutes.
- f. A Board Member with a direct or indirect personal interest in the outcome of the deliberations of the Board in relation to any matter shall as foretasted disclose the nature of this interest, and shall withdraw from any deliberations relating to the matter and not vote upon it.
- g. Notwithstanding the requirement under (f) above, in the event that the interest is of a nature other than financial, the Board may elect to retain the Board Member and determine the nature and extent of her/his participation in the discussion of that agenda. However, the Board Member shall not vote on the matter.
- h. At all meetings of the Board, a culture of open discussion, respect for all views, and unrestricted exchange of information shall obtain to ensure all views are heard.
- i. The Chair shall have powers to maintain order during meetings and to make final ruling on procedural matters.
- j. While the concept of collective responsibility shall apply to all Board Members, any dissenting Director shall reserve the right to request for the recording of her/his dissenting views on any matter before the Board.
- k. Reports from Committees shall be used to deliver information during meetings of the Board.
- l. Minutes of Board Meetings shall not be a verbatim account, rather a concise report documenting actions of the Board in terms of topics covered, decisions and resolutions taken and time-bound actions assigned.
- m. Only Board Members present at a Board Meeting and are eligible to vote shall vote on a motion tabled at the meeting. Before an item can be voted, there shall be a quorum as well as a motion seconded by two Members of the Board.
- n. If the Chair or a Board Member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest under (e) and (f) above, they shall no longer count towards the quorum. If a

quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting shall then proceed to the next business.

- o. The Board shall determine a regular schedule of its meetings at the beginning of each financial year, which schedule shall be subject to review as the Board may deem fit.

#### **4. Committees of the Board**

4.1 To render its meetings more effective, the Board shall establish Board Committees comprising at least three (3) members and use their reports to form a basis for action. Committees of the Board shall deal with minutiae in their assigned areas of responsibilities and formulate well-articulated proposals for the Board to consider.

4.2 The Board shall determine the terms of reference for each Committee spelling out its responsibilities and may change them or any part thereof as needed.

4.3 The Board shall ensure inclusion of and active roles for women on its Committees.

4.4 All reports of Committees shall be in written form and shall be distributed to Members of the Board in advance of the meeting.

4.5 All Board Committees shall derive their powers and specific terms of reference from the Board. The Board shall appoint the Chairs of the various Committees and designate respective reporting channels. The Board shall also monitor the effectiveness and performance of its Committees.

4.6 Each Committee shall elect a Secretary.

4.7 Board Committees shall largely cover Board activities and the Standing Committees shall, among others, include: - the Executive Committee; the Audit Committee; the Nomination Committee; the Finance and Administration Committee; and the Development Committee.

a. **The Executive Committee:** — established under the Constitution (Sections 9.2 & 12.2), is empowered to act between Board Meetings if required, and to assume specifically delegated authority to act decisively on behalf of the full Board. The Executive Committee shall in addition to the functions stipulated under Section 12.3 of the Constitution deal with specialized subjects which are not the province of any other Committee.

b. **The Audit Committee:** — shall be responsible for oversight of the internal and the independent audit function and for ensuring the financial integrity, finance controls, compliance and risk management of the NBD. Membership of the Audit Committee shall exclude the Chair of the Board and the Manager and shall include Board Members who are all financially literate (i.e. are able to read and understand financial statements); at least one member who has financial expertise (i.e. is a qualified accountant or other financial professional with experience of financial and accounting matters).

- c. **The Nomination Committee:** — shall (as stipulated in Part IV.1. above) be charged with managing the nomination process for appointment of Directors. The Committee will be responsible for identifying expertise and skills gaps at the Board and shall coordinate with the NDFs to nominate candidates accordingly. It will also guide the General Assembly in co-opting Board Members, recommend committee appointments, establish criteria for Board service, administer the evaluation of Board performance, and provide orientation for new Directors. The Nomination Committee shall periodically review and make recommendations on governance issues and otherwise play a leadership role in shaping the NBD’s corporate governance.
  - d. **The Finance and Administration Committee:** — will be charged with providing detailed review of financial statements and issues, including budget, accounting, tax and investment issues, if any, and overseeing administrative issues. These will extend to human resources matters including the development of compensation and benefit programs and guidelines for any salaried staff. This Committee shall approve salaries of the top executives, review their expenses, and oversee their formal evaluation.
  - e. **The Development Committee:** — shall oversee the overall fund raising process and allocation of resources of the NBD.
- 4.8 The Board may establish Special Select Committees upon any terms it may deem fit to carry out and to discharge highly specialized duties and responsibilities required by the Board.
- 4.9 All Board Committees shall be entitled to access the advice of external independent experts as part of the process of arriving at a recommendation on any matter before the Committee.
- 4.10 All Board Committees shall meet at least once every financial year quarter and shall have a quorum of not less than 3 members.

## **5. Board Liabilities**

- 5.1 At all times Board Members will bear in mind that in conducting Board business, Directors face legal obligations. Failure to discharge these obligations may subject Board Members to liability notwithstanding their noble services to an organization with an honourable cause.
- 5.2 Board Members shall have due regard for their basic legal obligations by observing their fiduciary duties of care and loyalty and avoidance of breaches thereof which can result in personal liability to them.
- 5.3 Directors shall avoid situations that compromise their independent judgment.
- 5.4 Directors shall ensure that the NBD is managed in accordance with the Laws of the country in which it is registered and wherever it operates. They shall ensure Management’s adherence to laws and regulations such as those dealing with conflict of interest situation.
- 5.5 Where circumstances permit, NBD shall take appropriate measures to mitigate the liability of its Board Members by taking Directors Liability Insurance.



## **6. Management of Conflict of Interest**

- 6.1 At all times, the Board shall be mindful of actual or potential conflict of interest situations, and shall take all practical measures to minimize them.
- 6.2 Board Members are required to take effective steps to ensure that their actions are unaffected by any conflict of interest and cannot be called into question, and not to wrongly or improperly use information received whilst in the service of the NBD.
- 6.3 On commencement of duties, all Directors are required to sign a declaration regarding confidentiality and conflicts of interest, and to disclose to the NBD any interests that they may have in respect of its current operations or any activity which the NBD may undertake.
- 6.4 All Board members shall adhere to the requirements under this Manual and the NBD Board Code of Ethics with regard to the disclosure and management of potential or actual conflict of interest situations.

## **7. Board Succession**

- 7.1 The Constitution provides for a two-year term for each Board Member without exception. In order to ensure Board continuity, the Constitution makes provision for the Directors to be appointed at different times so that the expiry of their terms shall differ. All Board Members, including the Chair and the Vice-Chair are eligible for re-appointment.
- 7.2 The minimum number of Board Members whose mandate expires in a given year shall be three (3) persons.
- 7.3 In addition to the foregoing, the principle of staggered terms will apply to the Chair and the Vice-Chair, to ensure continuity at Executive Committee level.

## **8. Board Evaluation**

- 8.1 The Board shall develop and implement a three-tier annual Board evaluation process whereby the performances of the Board as a whole, each Board Committee, and each Director are evaluated annually. The Board shall also develop and implement a process for review and evaluation of the Manager on an annual basis. The Board's annual self-assessment shall be conducted in accordance with established governance standards and practice and in the manner prescribed below.
- 8.2 The Nomination Committee shall implement the process of assessing the effectiveness of the Board.
- 8.3 The Board as a whole shall be subject to a performance evaluation by each Member.
- 8.4 Each Committee of the Board shall be assessed by the Members of the Board other than the sitting members of that Committee.
- 8.5 The Board Members shall be subject to performance evaluation each year, which shall, *inter alia*, examine each member's record of attendance of meetings and quality of participation at Board and Committee levels.
- 8.6 Each Board Member shall conduct a peer assessment of her/his remaining colleagues including the Chair.

- 8.7 All Board Members shall assess the performance of the Manager.
- 8.8 Where necessary the Board may obtain the services of an external facilitator to guide the evaluation.
- 8.9 The results of the assessment shall be presented to the Board by the Chair of the Nomination Committee and deliberated during a meeting having “Board Evaluation” on the agenda or a special Board retreat session convened for that purpose.
- 8.10 The Chair and Vice-Chair shall be responsible for implementing decisions/resolutions emerging from deliberations on the assessment results.

## **V. FINANCIAL ACCOUNTABILITY AND REPORTING**

### **1. The Audit System**

1.1 To safeguard financial reporting integrity the Board shall maintain an audit system to independently verify that the presentation of NBD's financial position is truthful and factual.

- a. The Audit Committee shall be charged with the review and consideration of the accounts;
- b. The Board shall ensure the independence and competence of the external auditors;
- c. Notwithstanding measures stipulated in (a)-(b) above, the Board shall assume full responsibility for the integrity of NBD's financial reporting.

1.2 The Role of the Audit Committee:

- a. The Audit Committee shall review the integrity of the company's financial reporting and oversee the independence of the external auditors
- b. The Audit Committee shall meet often enough to undertake its role effectively.
- c. The Audit Committee shall keep minutes of its meetings and these should ordinarily be included in the papers for the next full Board Meeting after each Audit Committee meeting.
- d. The Audit Committee shall report to the Board. The report shall contain all matters relevant to the Committee's role and responsibilities, including:
  - i. assessment of whether external reporting is consistent with committee members' information and knowledge and is adequate for shareholder needs;
  - ii. assessment of the management processes supporting external reporting;
  - iii. procedures for the selection and appointment of the external auditor and for the rotation of external audit engagement partners;
  - iv. recommendations for the appointment or removal of an auditor;
  - v. assessment of the performance and independence of the external auditors and whether the Audit Committee is satisfied that independence of this function has been maintained having regard to the provision of non-audit services;
  - vi. assessment of the performance and objectivity of the internal audit function;
  - vii. the results of its review of risk management and internal compliance and control systems.

### 1.3 The Internal Audit Function

- a. When the resources permit, and subject to the scope of NBD operations, the Board shall implement a formal internal audit function under the responsibility of an Internal Auditor.
- b. The Internal Auditor shall be responsible for conducting independent and objective reviews of all the other functions and systems of the NBD in order to assist the Board and Management discharge their responsibilities.
- c. The reviews shall be conducted within the framework of International Auditing Standards and shall aim at providing reasonable assurance to the Board and Management as to the adequacy of risk management procedures, the internal control systems and compliance mechanisms.
- d. The Internal Auditor shall report directly to the Board or the Audit Committee of the Board.
- e. The Internal Auditor shall be either a qualified salaried employee of the NBD or an individual expert or professional entity appointed to do the work.

### 1.4 The External Audit Function

- a. The NBD shall be audited at least once every financial year by an independent licensed firm of auditors appointed by the General Assembly on recommendation of the Board.
- b. The Audit Committee shall be responsible for advising the Board on issues pertaining to the appointment, qualification and independence of the external auditors.
- c. The external auditor shall report all matters in her/his audit report to the Audit Committee.
- d. The external auditor shall not provide contemporaneous non-audit services to NBD during her/his mandate.
- e. The external auditor shall be rotated (or auditing partner changed) every three (3) years.

## **2. Financial Reporting and Disclosure**

2.1 The Board shall promote financial accountability and transparency to all stakeholders through the provision of timely and reliable accounting information.

2.2 The Board shall require the Manager and the Financial and Administration Manager to issue a written statement to the Board that the organization's financial reports present a true and fair view, in all material respects, of the company's financial condition and operational results and are in accordance with relevant accounting standards.

2.3 The financial reports of the NBD prepared in accordance with International Financial Reporting Standards (IFRS) shall contain the following statements:

- a. A Statement of Directors' Responsibility;
- b. A Report of the Independent Auditors;

c. A Statement on Corporate Governance.

## **VI. THE NBD MANAGEMENT**

### **1. Appointment of Executive Management**

- 1.1 The Constitution (Article 13) makes provision for establishment of a Secretariat for NBD and the appointment of its Manager and staff.
- 1.2 As chief executive of the NBD, the Manager shall offer leadership to the Secretariat Management and staff. S/he is entrusted with general management responsibilities over day-to-day operations.
- 1.3 In addition to the responsibility entrusted under Section 10.4, the Board is charged with the appointment of Senior Managers and Heads of Department and for determining the number departments of the NBD. The Board is further empowered to determine other officers and employees of the NBD and shall lay down their terms and conditions of service.
- 1.4 Except otherwise stipulated in the Constitution, all appointments of NBD employees shall be made with prior approval of the Board.

### **2. The Management Committee**

- 2.1 There shall be a Management Committee comprising the Manager and Senior Managers of the NBD (except the Internal Auditor).
- 2.2 Duties and responsibilities of the Management Committee:
  - a. To oversee the operations of the company and report to the Board;
  - b. To take responsibility for the day-to-day operations of the company;
  - c. To operate and manage the business and affairs of the company in an effective, ethical and transparent manner;
  - d. To establish and supervise an operational system that produces accurate financial reports, and to take responsibility for the integrity of financial reports produced;
  - e. To initiate strategic planning for the company i.e. identifying and developing suitable plans e.g. operating plans, budgets, etc for the company and presenting them to the Board, and thereafter implementing them upon obtaining Board approval;
  - f. To assist the Board in the selection of a qualified management team for the company;
  - g. To establish an effective, efficient and appropriate corporate organisational structure for the company for Board Approval;
  - h. To report on matters under consideration and decisions of the Committee to the Board Chairman; and
  - i. To discharge any duties as may be assigned by the Board.
- 2.3 The Manager shall preside over the Management Committee meetings while ensuring the orderly and proper conduct of meetings; afford all committee members a reasonable opportunity to contribute to agenda discussions; ensure decisions are fairly, expeditiously and conclusively made; and guide them on technicalities. In case of equality of votes, the Manager shall have a casting vote.

2.4 The Management Committee shall meet least once every month or as the business exigencies may require.

2.5 The Management Committee shall elect one of its members to record minutes of meetings as Secretary.

### **3. Powers and Functions of Senior Managers**

3.1 In addition to its oversight responsibilities over the Executive Management, which is in turn responsible for the day-to day operations of the NBD, the Board shall determine the powers and functions of the senior managers, their job descriptions, remuneration, and shall set performance objectives for them.

### **4. Evaluation of Senior Managers**

The Nomination Committee shall be responsible for ensuring an annual performance evaluation of the each senior manager based on an assessment methodology approved by the Board.

### **5. Reporting and Accountability**

The Manager shall ensure receipt of quarterly reports from the senior managers and shall present them to the relevant Board Committees.

### **6. Management of conflict of interest**

6.1 The Board shall offer guidance to the Executive Management on the management of potential and actual conflict of interest situations.

6.2 The Board shall require regular reports from the Executive Management on all reported and potential instances of conflict of interest at management levels and below.

## **VII. EXTERNAL RELATIONS**

### **1. Stakeholder Relationships**

1.1 The Board must recognize NBD's accountability relationships as a public purpose network organization. Through the Annual General Assembly, the Annual Report, forums and communication channels including publication of newsletters and magazines, the Board shall ensure a high degree of disclosure on financial performance and achievements on programmes as a means of:

- a. Proving to Members that NBD is functioning in their best interest;
- b. Convincing donors that their funds are being used responsibly;
- c. Assuring regulators and membership communities of interest that laws, regulations, standards and codes are being observed;
- d. Reassuring stakeholders that good governance is being exercised widely.

1.2 The Chair shall take charge of key external relationships related to the Board.

1.3 The Manager shall take charge of work associated with external accountability.

1.4 All Board Members shall be attentive to the concerns and information needs of constituencies owning a moral stake in NBD.

### **2. Public Consultation**

2.1 The Board shall endeavour to attend to the diverse concerns of stakeholders with an interest in NBD affairs by granting them a platform for their voices to be heard.

2.2 The Chair shall encourage debate to establish modalities and issues on which to seek public views through sustained dialogue.



## **VIII. APPENDICES**

- 1. Appendix 1: Code of Ethics for Directors of NBD**
- 2. Appendix 2: Board Evaluation Forms**
- 3. Appendix 3: Board Induction Guidelines**

**Appendix1: Code of Ethics for NBD Directors**

## **CODE OF ETHICS FOR MEMBERS OF THE BOARD OF THE NILE BASIN DISCOURSE**

### **Primary duty**

1. In accordance with the principles of good governance, each Board Member of the Nile Basin Discourse undertakes:
  - a) To act first and the foremost and always in the best interest of the NBD even in the face of competing obligations;
  - b) To exercise her/his power in good faith in the execution of duties;
  - c) To act with the care a prudent person would take when acting on his or her own behalf.
2. Each Board Member undertakes that in arriving at a decision on any issue, s/he shall strive to ensure that the decision is in the best interest of the NBD and not driven by any other interest.

### **Core values**

3. Each Board Member subscribes to the NBD's values and commits to upholding them and ensuring their implementation.
4. The Board members undertake to take into account not only the possible financial impact of their decisions, but also their consequences for sustainable development, their effect on relations with stakeholders and the general interest of the community in which the NBD operates.

### **Scope of responsibility**

5. Each Board Member is fully aware that the Board is responsible for determining the NBD's vision, mission and values, deciding its strategic objectives, ensuring the establishment of organizational structures and procedures conducive to achieving the objectives of NBD and accountability while ensuring effective control over its affairs.
6. Prior to assuming her/his duties, each Board Member shall familiarize herself/himself with the legal and regulatory framework associated with the NBD, including its operating rules and procedures and any other issues necessary for the proper discharge of her/his duties.

### **Commitment**

7. Each Board Member undertakes to dedicate the time and attention necessary to fulfil her/his duties. Should a Board Member propose to accept another directorship in addition to that/those held at the time of her/his appointment, this fact shall be brought to the attention of the Chair with whom they are to assess

whether such new responsibilities would leave the Board Member adequate time necessary to be devoted to the NBD's responsibilities.

8. The NBD Annual Report shall list the Board Members' mandates exercised, given up or accepted during the year, and shall report on attendance at Board meetings and meetings of Board Committees.

### **Independence**

9. In all circumstances, each Board Member undertakes to preserve her/his independence of analysis, judgment, decision and action, and to resist any pressure, direct or indirect, whether by other Board Members or any third parties.
10. Each Board Member undertakes not to seek nor accept from the NBD or any other party directly or indirectly, any advantage that might be considered as compromising her/his independence.

### **Conflicts of interest**

11. Each Board Member undertakes to disclose to the Board fully and immediately it comes to her/his attention, any actual or potential conflict of interest, direct or indirect, which they may have.
12. A Board Member with such conflict may not participate in any such discussions of any such topic and shall not vote on it.

### **Board evaluation and effectiveness**

13. Each Board Member is fully aware of the importance of regular attendance and effective participation at meetings. Each Board Member undertakes to do anything within their power to attend all meetings.
14. Each Board Member further undertakes to prepare sufficiently for meetings by carefully considering board papers and attachments thereto, and where necessary seeking clarifications. Where a Board Member is unable to attend a meeting, s/he undertakes to communicate apologies through the Chair and any concerns or issues s/he would wish considered.
15. Each Board Member shall be attentive to and respectful of the delineation and exercise of powers and responsibilities attributed to the NBD's respective decision-making organs. Board members shall however ensure that no single person can exercise uncontrolled discretionary powers. They shall support the proper functioning of Board Committees and pay particular attention to ensure that the NBD's internal controls are effective and that its auditors perform their mission in a satisfactory manner.
16. At regular intervals not exceeding twelve months, the Board Members shall undertake an evaluation of the Board, its functioning as a collective body and as individual members. Each Board Member is required to exercise independent, objective judgment during the entire process.

### **Confidentiality**

17. Each Board Member is responsible for seeing that s/he is provided sufficient information in due time to permit the Board to deliberate properly on all issues. It is the duty of each Board Member to request of management, in a timely manner, information they require for decision-making.
18. Information concerning the NBD, which is communicated, to a Board Member in confidence in connection with her/his function is provided *intuitu personae* (in consideration of the person). Board members must personally take the necessary precautions to preserve the confidentiality of such information and not divulge it under any circumstances.
19. Each Board Member commits to express her/his views clearly and use all means at her/his disposal to convince the Board of the validity of her/his position should s/he hold the view that a proposed Board decision is not in the best interest of the NBD.
20. To this end, each Board Member shall consider:
  - a) Airing the reasons for opposition and the negative consequences for the NBD that would result from the prospective decision;
  - b) Having the advice of internal and external advisers and experts sought on the issue;
  - c) Requesting a postponement of a decision if the nature of the issue permits;
  - d) Requesting that a written statement of her/his position be attached to the minutes;
  - e) Requesting a special meeting of the Board to consider all possible solutions.

## **Appendix 2: Board Evaluation Forms**

## **BOARD AND INDIVIDUAL DIRECTOR EVALUATION FRAMEWORK**

*(Adapted from the Centre for Corporate Governance of Kenya Model)*

1. Following is an abridged version of the CCGK Framework for Board Evaluation. The Forms have been adapted for the Nile Basin Discourse. They can be further tailored to suit the culture at NBD. Board Evaluation should be uncomplicated so that every Director is granted opportunity to make a straightforward contribution.
2. Assessment of performance enhances the effectiveness of the Directors and thus further reduces the risk to the organization. The obligation to have an annual formal evaluation ensures that the Board takes time to evaluate its own performance.
3. The evaluation framework takes into consideration the likelihood that some Directors will be sensitive about Board evaluation. Indeed some Directors may cherish the belief that their services contain an element of voluntary devoted contribution that should be gratefully received and not questioned.
4. Other Directors are grateful for an objective framework in which to compare their performance with others or to improve their contribution around the Board table. Within this framework, experienced Directors can offer practical support to first-time Directors. So that experienced Directors do not find the process insulting, the purpose of the evaluation shall at every occasion be clearly communicated across the Board.
5. Corporate boards are increasingly under scrutiny in their execution of the trustee function and fiduciary duties to protect stakeholder interests. Peer review being an integral part of professionals monitoring their own performance, it becomes equally relevant that Directors of the Nile Basin Discourse also subscribe to the performance evaluation practice. Through this process members and stakeholders will be assured that the Board is adding value to the organization and fulfilling its legal obligations.

## 6. BOARD AND INDIVIDUAL DIRECTOR EVALUATION FORMS

### 6.1. BOARD SELF-EVALUATION FORM

#### 6.1.1. Functions of the Board

Assessment Benchmark	YES	NO
The Board understands, agrees, defines and reviews its functions on an annual basis		
The Board knows and understands the NBD's values, philosophy, mission and vision and relates this understanding to key issues throughout the year		
Such values, philosophy, mission and vision are explicitly set and are consistent with the NBD's status		
The Board devotes significant time and serious thought to the NBD's strategic long-term objectives and to the realistic means available to achieve them		
The Board has defined and communicated to management the scope and powers, roles and responsibilities to be adhered to by management to meet routine and exceptional circumstances		
The majority of the Board's time is not spent on issues of day-to-day management		
The Board is involved in formulating long-term strategy from the beginning of the planning cycle		
The Board ensures that the organization has sufficient and appropriate resources to achieve its strategic goals		
Proposals from management are analyzed and debated vigorously before being approved by the Board. A proposal that is considered inappropriate is declined		
The Board has an operating plan that specifies its functions, activities and objectives		
When appropriate the Board seeks counsel from professional advisors		
The Manager's remuneration and performance is reviewed and determined by the Board		
The Board determines, annually, the objectives and measurement criteria for the Manager		
A broad range of appropriate performance indicators are used to monitor the performance of management. Reliability is not placed solely on the financial statements provided by management		
The Board has identified the groups to which it is:		
a) Accountable		
b) Responsible		
The Board understands and agrees that its first duty is to:		
c) The NBD		
d) Members and stakeholders		
e) The general public		
Board activities are conducted in an atmosphere of creative tension		
The Board has procedures in place to ensure that the organization is meeting its legal responsibilities		
Formal review of the Board's performance has become accepted practice infused into		



<b>Assessment Benchmark</b>	<b>YES</b>	<b>NO</b>
the culture of the Board		
The Board ensures that occasionally key members of management are invited to Board meetings so that they can participate and add value to deliberations and respectively contribute to the work of the Board		
The Board ensures all conflicts of interest are:		
a) Identified		
b) Declared		
c) Resolved		
Every Board Member has been appointed in writing		
The appointment letter defines the roles and functions of the Board and the specific role of each Director		

### 6.1.2 Board Meeting Management and Procedures

<b>Assessment Benchmark</b>	<b>YES</b>	<b>NO</b>
Every Board Member has been availed a Board Governance Manual and copies of the Constitution and the NBD Standing Orders or Byelaws		
Every Board Member has been availed copies of the Laws under which NBD and its operations are governed		
Every Board Member was supplied with a calendar of meetings showing dates of Board meetings, committee meetings and key events of the NBD		
Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues		
Sufficient time is provided during Board meetings for thoughtful discussions in addition to management dialogue		
Board time is used effectively so that the Board adds value to management		
Formal meeting and reporting procedures have been adopted by the Board		
Board Members receive timely and accurate minutes; advance written agendas and meeting notices duly; and clear and concise background material to prepare in advance of meetings		
All Board Members are fully informed of relevant matters and there are never any surprises		
Absenteeism from Board meetings is the exception rather than the rule and is recorded		
Board meetings are facilitated, but not overtly influenced by the Chair		
All Board Members receive detailed Board papers, copies of draft minutes in advance of meetings		
All proceedings and resolutions of the Board are recorded accurately, adequately and on a timely basis		

### 6.1.3 Nomination, Induction, Development, Succession and Removal of Directors

<b>Assessment Benchmark</b>	<b>YES</b>	<b>NO</b>
The Board is involved in the nomination of Directors for election		
The nomination process considers any current deficiencies in the skills and other desirable attributes of Board members		
The composition of the Board fairly represents the diversity of stakeholders' interests		
The Board actively seeks and encourages accession to the Board by good candidates		
New Board Members are introduced to their duties through an appropriate induction process		
Board Members understand the extent of their relationship with management and the separation of stewardship and management		
Board Members evaluate their individual and overall Board performance formally on an annual basis		
The performance of the Manager Officer is reviewed formally on an annual basis		
Encouragement is given for Board Members to continue their study of corporate governance and improve the skills they need		
Directors understand the extent of their personal liability for the affairs of the NBD		
A succession plan is in place for the Chair, Manager Officer, Board Members and senior management and is reviewed regularly		
There is a process and procedures in place for retiring Directors who have not been contributing to the governance of the organization, and are uninterested in improving their performance		
Where the ethical or professional conduct of a Director is called into question such Director is suspended pending investigations		
Board Members formally undertake to uphold, to honour and to respect the good ethics of the organization on first appointment and to resign where their actions are called into question		

### 6.1.4 Board Structure

<b>Assessment Benchmark</b>	<b>YES</b>	<b>NO</b>
The Board has a balanced mix of Executive and Independent Directors		
The roles of Chair of the Board and the Manager are separated and held by different persons		
The Board has established and appointed committees with defined and formally recorded terms of reference, composition and reporting requirements.		
The committees have been established and appointed to reflect:		
a) The need to increase the effectiveness of the Board by utilizing the specialized skills of Board members		
b) The need to provide support and guidance to management		
c) The need to ensure effective and independent professional consideration of issues by opting external membership		
The Board has established and appointed:		

<b>Assessment Benchmark</b>	<b>YES</b>	<b>NO</b>
a) An Audit Committee		
b) A Nomination Committee		
c) A Finance Committee		
d) A Development Committee		
The terms of reference of each committee are exclusive and defined		

#### 6.1.5 Information and Communication

<b>Assessment Benchmark</b>	<b>YES</b>	<b>NO</b>
Every Board Member is supplied with all establishment instruments, all legal documents, the mission statement, vision and strategy documents of the NBD on first appointment		
Every Board Member receives a copy of the Board Governance Manual together with a letter of appointment on first appointment		
Every Board Member receives copies of all policy documents including organization policy documents, personnel and financial manuals on first appointment and every time these are reviewed		
Board Members are encouraged to discuss matters with members of management after gaining the approval of the Chair or the Manager		
The Board receives sufficient information from management in an appropriate format as determined by the Board		
The Board's information requirements are communicated to management on a regular basis		
Requested information is received in a timely manner		
The Board has developed an effective communication strategy for the NBD and reviews it regularly		
The Secretary General advises Board Members regularly on matters of governance and the applicable laws		

**7. SPECIMEN FORM OF 23 BOARD EVALUATION BENCHMARK STATEMENTS**

**5** *Strongly reflected*

**4** *Reflected*

**3** *Increasingly reflected*

**2** *Fairly reflected*

**1** *Weakly reflected*

**0** *Completely lacking*

Board Performance Benchmark Statements	Score					
	0	1	2	3	4	5
1. The Board is a team of involved and committed individuals. There is clear understanding of the Board's responsibility for leading and guiding NBD into the future						
2. The relationship between the Manager and the Board is one of mutual trust and respect. The Board feels fully informed						
3. The Board focuses on general policy and long-range goals. It is intimately involved in any basic changes in mission and vision. It monitors finances and reviews and approves the annual budget and plans						
4. The Board delegates the day-to-day management of NBD to the Manager. That individual is the only staff member reporting directly to the Board						

Board Performance Benchmark Statements	Score					
	0	1	2	3	4	5
5. The position of the Board Chair is considered a post of responsibility to be occupied by an individual fully dedicated to the mission of NBD and prepared to devote the required time and attention to the task while working closely with the Manager						
6. There exists a clearly articulated mission that serves as the focal point of commitment for Board and staff and as the guidepost by which NBD judges its success and evaluates the need for adjustments in course over time						
7. The Board is actively and regularly involved in a strategic planning process that helps it consider how NBD should meet new opportunities and challenges						
8. The Board keeps abreast of developments in the Nile Basin relevant to NBD activities. The Board discusses trends and forces that drive current and future changes in NBD						
9. There is within the Board a spirit of responsible risk-taking. Members understand that even after careful analysis, the decision to act - to try something new - comes with some risk						
10. The Board takes into account NBD's vision, long-term goals and strategies as it considers issues, makes decisions and creates policy						
11. NBD's vision and strategies are continually reviewed and updated, based on changes within the Nile Basin and stakeholders' needs						
12. The Board can rapidly respond to changing conditions						

Board Performance Benchmark Statements	Score					
	0	1	2	3	4	5
13. The Board has favours forward thinking. The Board thrusts the majority of its thinking into the future with the understanding that strategic leadership demands the long-term viewpoint						
14. The Board is able to separate large issues from small ones. The Board has a common way to discern the big items that should be the focus of its attention						
15. The Board provides new Board Directors with a thorough orientation that includes Board Director responsibilities, programme and administrative information so those new members are able to perform at the outset of their term of service						
16. The Board is concerned with the character and diversity of its membership and its self-renewal. It is responsive to changing circumstances and reflects these changes in ways that will best help NBD achieve its mission						
17. The Board has a long-term plan for identifying and mentoring potential candidates within NDFs to become future Board Directors						
18. The Board is effective in relating to its diverse stakeholders. The Board is involved in building and maintaining relationships with Governments of the Riparian Countries, donor community, NDFs as its Founding Members, business and other stakeholders with a view to leveraging its resources - both monetary and human - for the benefit of its stakeholder communities						
19. In approaching problems and issues, the Board displays a propensity to think in terms of systems, root causes and relationships among parts rather than surface events and parts in isolation						

Board Performance Benchmark Statements	Score					
	0	1	2	3	4	5
20. Innovation is encouraged in an environment of open, uninhibited communication among Board Members in which new and especially unconventional ideas receive a supportive hearing						
21. The Board is committed to the pursuit of service quality. In support of this commitment, the Board relies on measurable outcomes as the centerpiece of an accountability system to assess the positive impact of NBD's programmes on communities						
22. The Board operates from a marketing orientation, viewing communities and other stakeholders as customers who choose to utilize NBD programmes and services. The Board identifies community needs first and sets vision, mission and goals to satisfy those needs						
23. The Board maintains effective communications with NBD Members through a variety of means - phone, fax, mail, on-line, and face-to-face contact						

**8. FORM FOR EVALUATION OF THE CHAIR BY AN INDIVIDUAL BOARD MEMBER**

Use a scale score below to rate the Chair's performance in the key areas 1 – 6 and provide additional comments underneath each, if any.

- 1** *Very poor*
- 2** *Poor*
- 3** *Fair*
- 4** *Good*
- 5** *Very good*

Assessment Benchmark	Score				
	1	2	3	4	5
<b>1. Board Member Relationships</b>					
a) Managing Board Members relationships and interacting with Directors					
b) Encouraging Board interaction with potential sources of funding					
c) Managing Board meetings effectively, promoting a sense of participation amongst all Board Members and promoting their confidence in the Board					
<u>COMMENTS:</u>					
<b>2. Leadership</b>					
a) The Chair's effectiveness as Board Leader					
b) Promoting effective participation of all Board Members in the decision-making process					
c) Promoting the image of the NBD, portraying the requisite leadership across communities					
<u>COMMENTS:</u>					



Assessment Benchmark	Score				
	1	2	3	4	5
<b>3. Relationships with Management</b>					
How effective is the Chair in:					
a) Monitoring planning and operations					
b) Building relationships					
c) Influencing strategy					
d) Helping define problems					
e) Monitoring and performance evaluation of the Manager and senior managers					
f) Representing NBD Members and Board to the management					
g) Representing management to the Board and NBD Members					
h) Maintaining accountability					
i) Ensuring succession plans are in place at senior management level					
<u>COMMENTS:</u>					
<b>4. Managing the Board</b>					
How effective is the Chair in:					
a) Chairing meetings or the Board					
b) Communicating with Directors between meetings					
c) Setting meeting schedules					
d) Setting meeting agendas					
e) Controlling meeting attendance					
f) Determining Board information packages					
g) Helping appoint committees					
h) Attending committee meetings where appropriate					
i) Promoting the training and development of Directors					

Assessment Benchmark	Score				
<u>COMMENTS:</u>					
<b>5. Developing a more effective Board</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>
How effective is the Chair in:					
a) Establishing and working towards a vision					
b) Promoting effective corporate governance					
c) Encouraging Board contribution					
d) Planning Board nomination and succession					
<u>COMMENTS:</u>					
<b>6. Relationship with other Stakeholders</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>
How effective is the Chair:					
a) In conjunction with the Manager, representing the NBD to public, NBD Members, and staff					
b) In conjunction with the Manager, developing relationships and representing the NBD with regulators and government agencies					
c) In working with communities of interest (e.g. NBI) in addressing Nile Basin problems					
d) In liaison with Manager and management, involving the NBD in community issues and concerns within the Nile Basin					
<u>COMMENTS:</u>					

**9. PEER ASSESSMENT OF INDIVIDUAL BOARD MEMBERS**

9.1 The assessment shall be based on but not limited to the criteria indicated in the assessment form below. each Board Member will be asked to rate the degree to which s/he and other individual directors reflect each statement by ticking or inserting an “x” in the appropriate number box of the rating scale adjacent to the statement. "1" means that the director is completely lacking in this quality; "5" means that the director strongly reflects the specific characteristic or competency.

**9.2 FORM FOR PEER ASSESSMENT OF AN INDIVIDUAL DIRECTOR**

<b>Name of Director being rated:</b>					
<b>Assessment Benchmark</b>	<b>Score</b>				
	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>
Attendance of regular meetings of the Board					
Accessibility for personal contact in between Board meetings					
Provision of leadership to Board committees					
Responsibility in reviewing and acting upon committee recommendations brought to the Board for action					
Ability in decision-making and policy formation at Board meetings					
Responsibility for self-education on the major issues before the Board					
Participation in the annual Board Director self-review process					
Participation in the annual Board development and planning retreat					
Utilization of personal and professional skills, relationships and knowledge for the advancement of NBD					

## 10. FORM FOR EVALUATION OF THE MANAGER

**4** *Outstanding*

**3** *Expected*

**2** *Below expectations*

**1** *Not satisfactory*

Assessment Benchmark	Score			
	1	2	3	4
<b>1. Category: Builds High Performing Teams</b>				
Encourages and responds to input from team members				
Works with staff to establish and build teams within NBD				
Helps the team set inspiring goals				
Focuses the team on achieving specific, measurable results				
<b>2. Category: Co-ordinates the Work of Others</b>				
Clearly sets and communicates expectations and timelines				
Delegates responsibility and tasks well				
<b>3. Category: Implements the Vision</b>				
Develops the NBD's vision with stakeholders				
Identifies where NBD is not achieving the vision; creates and implements plans to address problems				
Communicates and demonstrates a clear personal vision for improving NBD				
<b>4. Stakeholder Involvement</b>				
Creates programmes that address Members' and other stakeholders' needs				
Ensures that NDFs have access to doctors, nurses and other supporting staff				
Encourages NDFs' participation in NBD's programmes				
Communicates regularly to NDFs what is happening at NBD				

<b>Assessment Benchmark</b>	<b>Score</b>			
<b>5. Institutional and Community Partnerships</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>
Creates effective partnerships with institutions, organizations and communities				
Enlists help from the institutions, organizations and communities for NBD				
Makes the institutions organizations and organizations feel welcome				
Establishes good working relationships with community and organization leaders				
Invites feedback from the communities				
<b>6. High Performance Expectations</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>
Works with various groups to set and communicate high performance expectations				
Creatively develops ways to recognize and reward employees' effort, success, and achievement				
Helps employees set high expectations for themselves				
<b>7. Character Building</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>
Creates an atmosphere of respect among employees				
Helps employees form productive and respectful relationships				
Ensures that staff feel respected, valued, and important				
<b>8. Discipline and Order</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>
Develops and implements a plan to maintain and/or increase employee commitment				
Implements policies and procedures consistently and responsibly to help ensure an environment that is safe, stable, and conducive to hard work				
Follows NBD's discipline code and security plan				
Creates an environment that supports employees through crisis and other challenges				

### **Appendix 3: Board Induction Guidelines**

## NILE BASIN DISCOURSE BOARD INDUCTION GUIDELINES

### 1. Background

- 1.1 The Board is appointed to guide, lead, monitor, and to supervise or control operations and business activities. A primary challenge for the NBD Board is to set the tone at the top with regard to the way all aspects of the organization's business are conducted.
- 1.2 Risk can be considerably reduced and performance enhanced if prospective Board Members are briefed during nomination as part of the selection and appointment process. Risk is further reduced if appointee Directors undergo a process of induction to familiarize with the NBD's strategic perspective and its affairs.

### 3. Board Induction

- 3.1 The primary objective is to ensure a Board well-prepared not only to perform effectively through each Director's individual contribution and collectively, but also to capitalize on the effectiveness of the Board as whole in attaining NBD goals and to deliver positive community impacts.
- 3.2 Oftentimes, new Directors – whether appointed externally to bring on board their desired individual and professional qualities or from the management ranks of an organization as capable as managers – are not familiar with the role of the Board in many respects.
- 3.3 The above considerations render the formality of an induction process essential for preparing NBD Board Members for executing their assigned responsibilities over the entire organization.

## DRAFT BOARD INDUCTION GUIDELINES

4. **The Board shall at all times maintain an appropriate process of induction of new Directors to ensure a well-informed and competent Board for the NBD.** These guidelines are intended to enable the Board to institute an induction programme that should meet the needs of the NBD and the Board and to prepare entrant Directors for maximum contribution without delay.
5. **Main Objectives of Board Induction:** The purpose of instituting a formal orientation programme is principally to:
  - a. Provide each incoming Director with the opportunity, if they are unfamiliar with the NBD, to observe key ongoing programmes and interact with top management;

- b. Familiarize new Directors with the NBD's strategic and operational frameworks, executive management and business environment;
- c. Instill into newly appointed Directors lacking previous or with limited Board experience awareness of their duties, powers and potential liabilities through a development and education process.

## **6. Responsibility for Board induction**

- 6.1 The responsibility for developing and implementing an effective programme of Board orientation is shared between the Chair and the Board itself. There must be a commitment to developing a well-informed Board; one with the knowledge needed to lead an effective organization. This responsibility is delegated to the Nomination Committee. The Nomination Committee, working closely with the Chair and the Manager will programme for the orientation of new Board Members.
- 6.2 In addition to the orientation of Directors, the Nomination Committee will also plan for the education and training of the Board Members. This extends to specialized training and development activities designed to enhance leadership skills amongst Directors who are expected to assume leadership roles within the Board.

## **7. Stages of Board Induction**

- 7.1 **Step 1: Schedule and conduct orientation sessions with prospective Directors:** The Board orientation process should commence with prospective Directors prior to their appointment to the Board, whereby the candidate would be availed information about the NBD, the workings of the Board, expectations for individual Directors, and other vital information. An effective Board orientation programme will also focus on the strategic plan of the NBD. It is critical that prospective Directors are familiar with the mission, vision, major goals, and the organization's medium- and long-term strategies.
- 7.2 The process begins with conducting in-person orientation sessions with prospective Directors who have passed through the short-listing process. These orientation sessions are an opportunity for members of the Board Nomination Committee, the Chair and the Manager to explain more fully the roles and responsibilities of Board of the NBD as a whole as well as an individual Director's responsibilities. If possible, the prospective Directors will then be passed through a guided tour of the NBD facilities, meeting senior management and in the process getting a correct feel of the working environment.
- 7.3 A specimen orientation programme would include though not be limited to the following agenda items.
  - a. Welcome and introductions;
  - b. Overview of the mission, vision and educational goals of NILE BASIN DISCOURSE;
  - c. Overview of the roles and responsibilities of the Board of Directors;
  - d. Review of the individual Director job description detailing specific expectations (for example, committee work, meeting attendance, etc.);



- e. Opportunity for Board prospects to ask questions;
- f. Declarations of willingness to serve by the Board prospects;
- g. Other information required to continue in the Board recruitment process;
- h. Following the orientation session, the Nomination Committee will create a list of names that is then brought to the full Board for action.

7.4 **Step 2: Orientation and Training of New Directors:** After the new Director has been appointed, additional information and training is provided so that, to the greatest extent possible, entrant Directors will be enabled to actively participate in their first Board Meeting with confidence. Providing newly appointed Directors with the information they need to perform effectively is a critical step in developing a strong Board of Directors for the NBD.

7.5 **Step 3: New Board Member Orientation:** Following the appointment to the Board of the NBD through election, the orientation process for an incoming Director should be sequenced to provide smooth acclimatization with Board processes and procedures. The recommended path below is intended as a guide:

- a. Before the first Board meeting, schedule a meeting or meetings between the new Directors and key persons such as the Chair, Chairs of Board Committees and the Manager. There is also need to provide detailed information in advance of such meeting(s). The information may include the Constitution of the NBD a deeper explanation of Board procedures and other aspects of the NBD Board activities, including but not limited to, the current budget, last audited financial statements a list of Directors and their addresses, a list of committees and their current assignments, copies of minutes for the previous year and a copy of the strategic plan.
- b. Such a meeting provides an important forum to discuss with the new Directors prospects for involvement on Board Committee(s). In most cases, membership to committee by a Director is more of an expectation rather than an option. There should be a solid match between the interests, skills and preferences of individual Directors and the responsibilities and challenges of the committees they join
- c. At the newly appointed Director's first Board Meeting, introduce her/him to all current Directors and Senior Managers. The Chair or the Nomination Committee should consider assigning a mentor Director to work with the new Director at least through the first quarter. During period of mentorship:
  - i. Have regular check ends between the new Director and her/his Board mentor to answer questions and help the member become acquainted;
  - ii. Ensure that the new Director has become involved in her/his assigned Committee and continue orientation on the workings of that specific committee;
  - iii. Continue to provide written background materials to the new Board Member in response to her/his interests and questions.

## 7.6 Step 4: Board Development for all Directors.

- a. The Board Chair to consult with the Nomination Committee and Manager to obtain full involvement of the Directors.
- b. Chair to continue to provide guidance and support to all Board Members so that they can carry out their assigned responsibilities effectively.
- c. Provide opportunities for Directors to attend special workshops related to their Board responsibilities, specific assignments and mutuality of interests with the NBD. Provide special leadership training to Executive Committee Members).
- d. Explore opportunities to expand Directors' responsibilities and rotate their presence on Board Committees to enhance each Director's contribution on the Board.

## 8. Determining Board Development Needs and Methodology

- 8.1 The participatory practice of involving Directors in identifying areas of need for training is recommended.
- 8.2 Preferably the training should be provided interactively, at times with individual Directors and more frequently in groups linked to specific requirements or objectives. Should resources permit, some components of the Board Development Programme could be provided in the form of CDs, VCDs or DVDs. The NBD website should also be transformed into an effective tool for Board development.
  - a. **Ongoing Board education and training:** – One of the most effective ways to determine content in this area is to ask Directors, perhaps during annual assessment, what they need to know in order to become more effective as Board Members. There should also be an effort to link Board education training to the critical strategic issues facing the NBD.
  - b. **Incorporate training into each Board Meeting:** – Another effective approach is to provide some training to Directors during the regularly scheduled Board Meetings. This can be an opportunity to present new information that the Board will need to familiarize with or to address emerging issues. Sometimes the process can be a brief presentation by an outside resource person. This presents an opportunity to discuss topical issues of interest to the Board that were previously distributed for review.

- c. **Mini seminars:** – Short presentation and discussion sessions organized around a special topic of interest to the Board.
- d. **Study groups:** – Study groups facilitated by outside experts can consist of Board Members in smaller clusters which may also include a selection of Senior Management. The knowledge gained in a particular subject area or issue can then be shared with the entire Board.
- e. **Committee rotation:** – Another method should involve giving Board Members opportunity to serve on different Committees through rotation. This has the dual benefit of providing opportunities for new learning and bringing fresh perspectives to ongoing work within each Board Committee.
- f. **Publications and conferences:** – Education and training needs of the Board can partly be met through provision of access to books, articles and magazines on relevant topics.
- g. **Peer education:** – Another source of learning is by sharing experiences among Board Members. This can be done formally during Board Meetings or informally between such meetings. The NBD may also sponsor Board Member participation on forums that provide opportunities for comparing notes with Directors from other organizations.
- h. **Direct communication with the key stakeholders:** – Patients, service providers, staff and others.
- i. **Consider utilizing past Directors as training resources:** – Past Directors bring experience that will help the incumbent Board learn from past lessons.
- j. **Board retreats:** – The annual retreat serves as a good refresher for current Directors to learn about new concepts in governance, enhance Board skills, and to reflect on key issues that otherwise they have not been able to deal with during their busy schedules. Here again the involvement of external expert as facilitators is of crucial importance.

## **Appendix 4: Guidelines for Board Meetings**

## GUIDELINES FOR MANAGEMENT OF NBD BOARD MEETINGS

### 1. SPECIMEN MEETING RULES

*This abridged version is an adaptation from Robert's Rules<sup>1</sup> as they might be adapted for NBD meetings. Their goal is to promote a balance of fairness and efficiency. These can further be tailored to fit the Board culture. Meetings should be fair so that people who have a point to make are given an opportunity. Meetings should be efficient so that time is spent on discussion relevant to the matter at hand.*

- 1.1 **Discussion:** Only Members and guests recognized by the Chair may speak.
- 1.2 **Motions & Voting:** Only Members of the Board who are present at the meeting may vote. Before an item can be voted, there must be a quorum as well as a motion and a second from two different Members of the Board. Discussion may precede or follow these motions, or both, depending on how closely the organization follows Robert's Rules. After discussion and motions, one of four things can happen:
  - a. There can be a vote on the motion.
  - b. The motion may be amended (second required), discussion on the amendment may follow and a vote taken on the amendment. If the amendment passes, the motion automatically passes. If the amendment fails, the motion still stands and can be discussed until voted.
  - c. The motion can be tabled (second required). There can be no discussion on a motion to table – a vote must be taken immediately. If the vote is to table, no further discussion can take place on the motion.
  - d. There may be no action on the motion – therefore it becomes old business at a future meeting.
- 1.3 Motions must be clear and concise. A motion to “increase project funding” would be vague and discussions could meander. However, a motion to “fund a community awareness campaign programme” is specific and could be effectively discussed and acted on.
- 1.4 To help clarify exactly what is being voted upon, it is useful to distribute written draft resolutions spelling out the desired action. There is no prescribed form for a resolution. Traditionally, many start out with a series of “whereas” clauses indicating the background or reasons for the proposed action, but such clauses are not a requirement. The most important thing to keep in mind in drafting resolutions is clarity.
- 1.5 **Committees:** Make general Board Meetings more productive by use of the Board Committees and rely on committee reports as a basis for action. The idea is for Board Committees to sort through minutiae and come forward with a well-developed proposal/recommendations for the whole Board to consider. Committee reports should be written not oral. Written reports, distributed in advance of the Board Meeting, tend to save time at the meeting. The Board should vote to accept committee reports.

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<sup>1</sup> *Robert's Rules of Order: For Fair and Orderly Meetings & Conventions*, 1915 version – [www.robertsrules.org](http://www.robertsrules.org).

- 1.6 **Disagreements:** The Chair of the meeting is responsible for maintaining order. On procedural questions, the Chair's ruling is decisive and final.
- 1.7 **Executive Committee Sessions:** Executive Committee sessions are generally for the purpose of discussing sensitive issues, such as human resources matters, outside the presence of non-Board Members. They also provide a forum to help ensure Board Members feel free to raise any issues they are concerned about but which they might feel awkward raising in the presence of management staff. The Manager, who attends meetings of Board in an ex-officio capacity, must consent to being asked to leave the meeting. While minutes are not generally kept of all Executive Meeting sessions, it can be helpful for the Chair to review the discussion in general terms with the Manager, particularly if the discussion raised major concerns or issues of continuing interest to the Board. Such communication can also reduce stress and the sense of being excluded that may arise for the Manager who is excused from a portion of the meeting. Holding Executive Meeting sessions regularly also minimizes the stress or alarm to the organization that can occur if such sessions are called only sporadically or only when a real crisis arises.

## **2. AGENDA SUGGESTIONS**

### **2.1 Order of Business Options (per agenda circulated in advance)**

#### **2.2 Common Order of Business**

- I. Opening of meeting and introductions (Chair)
- II. Approval of minutes of previous meeting (Secretary General )
- III. Reports and discussion, i.e. Chair calls for reports from the Treasurer, Manager, Committee(s)
- IV. Old business to be brought up (Chair)
  - a. Unfinished business from previous meetings
  - b. Motions that were tabled from previous meetings
- V. New business motions to be made for voting by the Board (Chair)
- VI. Executive Meeting Session (Chair)
- VII. Adjournment (Chair)

#### **2.3 Alternative Order of Business**

- I. Opening of meeting and introductions (Chair)
- II. Communication from the Chair
- III. Discussion of strategic issues (Executive Director)
- IV. Review of financial performance (Treasurer or CFO)
- V. General business/Consent items (i.e., no significant discussion needed)
  - a. Minutes of previous meeting
  - b. Written committee reports
  - c. General business resolutions

- VI. Executive Meeting Session (Chair)
- VII. Adjournment (Chair)

### **3. TIPS FOR BASIC MINUTES AND COMMITTEE REPORTS**

- 3.1 **Minutes:** The purpose of minutes and reports is to document what was done (i.e. what action was taken), not what was said.
- a. Minutes are not intended to be a verbatim report.
  - b. It's okay to re-organize comments—e.g., if a relevant comment comes at the end of meeting related to an item in the beginning of the meeting, you can report it with the discussion at the beginning.
  - c. Describe what topics were covered rather than trying to summarize what was actually said. For example: “The Committee discussed the size of the staff in relation to available space, future staff needs and the possibility of reconfiguring space, the feasibility of renting additional space or of implementing telecommuting.” Avoid characterizations and adjectives, either favourable or unfavourable. Stick to facts and stay away from opinions.
  - d. Remember, the Board or its Committees take action as a group. It is usually not important to “name names” in summarizing discussions. However, minutes should start off with a list of Directors who were present and those who were absent with or without apology.
  - e. When action is taken it is typical to indicate what was basis for the action—e.g., after discussion, after review of material, after the presentation, etc.
  - f. When reporting action taken, be as specific as possible. If a resolution is needed, try to have it drafted before the meeting, though sometimes it may be necessary to draft the specific wording after the fact.
  - g. It is acceptable to be repetitious in style. Minutes are meant to be a record, not literature.
  - h. In general, shorter or medium length minutes are likely to generate less legal risk than very detailed long-form minutes, especially if counsel is not involved in reviewing them.
  - i. Consider using headings for each section to help you decide if something is really worth mentioning (e.g. if you have a heading followed by an offhand remark or very short discussion, it may not be worth even including as a separate topic.
  - j. You can also append Committee reports or presentation documents as attachments to minutes if it helps the reader of the minutes. This is not generally done for regular reports such as finance or Committee reports—though you certainly could re-circulate such reports if it helps. There is a big legal difference between appending a report to the minutes, which makes it part of the minutes, and just re-circulating a

report to help people remember something or learn what was said if they weren't there.

#### 4. SPECIMEN FOR BOARD MINUTES

##### 4.1 Template for Minutes Taking

**Minute Meeting proceedings**

M1

**RESOLVED/DECIDED/ RECOMMENDED:**

M2

**RESOLVED/DECIDED/RECOMMENDED:**

M3

**RESOLVED/DECIDED/RECOMMENDED:**

<b>Action by</b>	
(name/s)	(date)
John	31/07/08
Mary	15/08/08
Treasurer	31/08/08

##### 4.2 Summary Action Plan and Programmatic Matrix<sup>2</sup>

Minute	Assignment	Actions to take	By whom?	Resources needed <sup>3</sup>	Expected results and when <sup>4</sup>
M1					
M2					
M3					

<sup>2</sup> Can also be converted into an "Implementation Report Matrix" for the next Board Meeting where implementation results are submitted prior to the meeting

<sup>3</sup> Becomes "Resources deployed" in the IRM

<sup>4</sup> Becomes "Outcomes and when attained"