



# BOARD CHARTER

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## INTRODUCTION

This Charter of the Members of the Board of Directors (**the “Charter”**) has been adopted by the BOARD OF DIRECTORS of Tanzania Paralegals Network (hereinafter referred to as “TAPANET”), acting on its own recommendation, to assist the BOARD OF DIRECTORS and its committees in the exercise of their responsibilities. These principles and policies are in addition to and are not intended to change or interpret any law or regulation, or the Constitution of the TAPANET. The BOARD OF DIRECTORS (hereinafter referred to as “BoD”) will review this Charter at least annually and, if appropriate, revise this Charter from time to time.

This charter is in keeping with TAPANET Constitution and is informed by standards of good practice.

## **ARTICLE ONE**

### **VISION, MISSION AND VALUES**

- 1.1 In steering the Organization to its strategic goals, the Organization is guided by a clear Vision, Mission Statement and Core Values.

#### **OUR VISION:**

TAPANET envisions paralegal organizations with capacity to provide quality, accessible and sustained Legal Aid Services in Tanzania.

#### **MISSION STATEMENT:**

TAPANET shall be a network of Paralegal organizations responsible for advocacy, capacity building, and coordination through strengthening collaboration, networking and experience sharing among paralegals in Tanzania.

#### **CORE VALUES**

- Integrity
- Accountability
- Respect for the dignity, worth, equality, diversity and privacy of all persons
- Professional commitment
- Team work spirit
- Spirit of volunteerism
- Transparency

## **ARTICLE TWO PURPOSE OF THE CHARTER**

- 2.1 The purpose of this charter is to document the principles, procedure and governance framework that TAPANET follows in exercising its responsibilities. The Board of Directors shall conduct itself by using the highest standard of ethics and proceedings in accordance with the applicable laws for the best interests of its organization members.
- 2.2 This charter is in keeping with TAPANET Constitution and is informed by standards of good practice.

## **ARTICLE THREE**

### **PURPOSE OF THE BOARD OF DIRECTORS**

- 3.1 The purpose of the Board of Directors shall be to ensure that the organization operates in compliance with legal and ethical standards. The board is responsible for ensuring that the organization is complying with all laws and regulations and operating ethically and with integrity.
- 3.2 To provide financial oversight and ensure that the organization has adequate resources to achieve its goals and for overseeing fundraising efforts. Approving organization's budget, making sure that the organization is operating within its means and ensuring that the organization is following all financial regulations.
- 3.3 In discharging its mandate, the main pre-occupation of the BoD shall be to ensure that the NGO

discharges its legal and regulatory requirements. In that respect, the BoD shall:

- (i) Ensure that it complies with BOD members' responsibilities; and
- (ii) Complies with all laws and regulations which have impact on the organization and its operations.

## **ARTICLE FOUR** **THE ROLE AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

- 4.1 The BoD are the fiduciaries who steer the organization towards a sustainable future by adopting sound, ethical and legal governance and financial management policies as well as making sure that the organization has adequate resources to advance its mission.
- 4.2 Directors and committee members must perform their roles and responsibilities with honesty, integrity and respect. Recognizing the different nature of their duties (Including legal obligations). They must therefore:
  - 1) Recruit, supervise, retain, evaluate and compensate the manager.** Recruiting, supervising, retaining, evaluating and compensating the CEO/Coordinator or general manager are probably the most important functions of the board of directors. Value-added business boards need to aggressively search for the best possible candidate for this position. Actively searching within an industry can lead to the identification of very capable people. Don't fall into the trap of hiring someone to manage the organization because they are out of work and need a job.
  - 2) Provide direction for the organization.** The board has a strategic function in providing the vision, mission and goals of the organization. These are often determined in combination with the CEO/Coordinator or general manager of the business.
  - 3) Establish a policy-based governance system.** The board has the responsibility of developing a governance system for the business. The articles of governance provide a framework but the board develops a series of policies. This refers to the board as a group and focuses on defining the rules of the group and how it will function. In a sense, it's no different than a club. The rules that the board establishes for the organization should be policy based. In other words, the board develops policies to guide its own actions and the actions of the manager. The policies should be broad and not rigidly defined as to allow the board and manager leeway in achieving the goals of the organization.

**4) Govern the organization and the relationship with the CEO.** Another responsibility of the board is to develop a governance system. The governance system involves how the board interacts with the general manager or CEO. Periodically the board interacts with the CEO during meetings of the board of directors. Typically, that is done with a monthly board meeting, although some boards have switched to meetings three to four times a year, or maybe eight times a year. In the interim between these meetings, the board is kept informed through phone or video conferences or postal mail or e-mail.

**5) Fiduciary duty to protect the organization's assets and member's investment.** The board has a fiduciary responsibility to represent and protect the member's/sponsor's interest in the organization. So, the board has to make sure the assets of the organization are kept in good order. This includes the organization's equipment and facilities, including the human capital (people who work for the organization.)

**Monitor and control function.** The board of directors has a monitoring and control function. The board is in charge of the auditing process and hires the auditor on behalf of AGM. It is in charge of making sure the audit is done in a timely manner each year.

## **ARTICLE FIVE**

### **MEMBERSHIP AND TERMS OF OFFICE**

- 5.1 Depending on the membership category, the BoD members are subject to appointment of the TAPANET Constitution for a term of 3years. Re-election is possible and desired to foster the development of specific knowledge of the NGO's business and enable the BoD members to effectively assist the Management Team to properly manage the NGO.
- 5.2 The BoD has a designated Chairperson (hereinafter referred to as the "Chairperson of the BoD"). The Chairperson of the BoD shall convene meetings of the BoD, determine the agenda of such meetings, and perform such acts as provided for in this Charter. When the Chairperson of the BoD is unable to act, the members of BoD shall nominate one amongst them to act as the Chairperson of the BoD.
- 5.3 The BoD has a designated Management of TAPANET's Constitution and its Organizational Structure

## **ARTICLE SIX**

### **BOD MEMBERS' QUALIFICATIONS**

- 6.1 All BoD members shall satisfy all of the following qualifications:
  - i. Passion. Deep interest in the mission of our organization.
  - ii. Vision and leadership. The ability to see the big picture and the courage to set direction to achieve the organization's mission.
  - iii. Good Communication skills
  - iv. Stewardship. The integrity to serve the interests and pursue the goals of the organization as well as interests of the public and organization 's intended beneficiaries.
  - v. Knowledge. Knowledge of your constituents and operations and organizational and managerial acumen.
  - vi. Diligence. Dedication and commitment to fulfill organization's goals.
  - vii. Collegiality. Possessing a sincere and respectful attitude towards colleagues and their views.
  - viii. Discretion. Maintains confidentiality of board discussions and speaks with

one voice when representing the organization to the community.

ix. Aged 35 years and above

6.2 All BOD members shall also be responsible for determining the fundamental policies and strategies regarding the management and governance of the NGO.

**ARTICLE SEVEN**  
**MEETINGS OF THE BOARD OF DIRECTORS**

7.1 The BoD shall hold their ordinary meetings two times a year and/or extra-ordinary meetings whenever necessary.

7.2 The meetings of the BoD shall be convened in line with the TAPANET Constitution.

- 7.3 The agenda of the meetings of the BoD shall be determined by the Chairperson of the BoD, in accordance with proposals made by the Executive Director.
- 7.4 Each BoD member is free to suggest the inclusion of items on the agenda. Each BoD member is free to raise at any BoD meeting issues that are not on the agenda for that meeting. A detailed agenda and supporting documents and proposed resolutions will be provided to the BoD members approximately 7 days prior to each BoD meeting. BoD members should review these materials in advance of the meeting. Subject to any applicable notice requirements, any BoD member who has items to suggest for inclusion on the agenda for future Board meetings, should advise the Chairperson well one hour before such meetings.
- 7.4 The BoD members shall set its annual meeting schedule (calendar) and activity plan.

## **ARTICLE EIGHT** **QUORUM AND RESOLUTIONS OF THE BOD MEMBERS**

- 8.1 A quorum of a meeting of the BoD shall be a simple majority of the Board members as per Article 18 of TAPANET Constitution.
- 8.2 Any BoD member who has a conflict of interest on any matter brought up in the agenda of Board meeting shall declare their interest by filling up a specific form outlining the conflict and present to the Chairperson of the Board in advance.
- 8.3 No BoD member who has a conflict of interest with respect to an agenda item, and has declared such a conflict, shall participate in any consideration or decision of such agenda item.
- 8.4 In the event a BoD member makes a proposal of a matter to be resolved by the BoD and then all BoD members who may participate in the decision of such a proposal unanimously consent to such proposal in writing or electronically, the BoD shall be deemed to have approved such proposal.

## **ARTICLE NINE** **MATTERS TO BE REPORTED TO THE BOARD OF DIRECTORS**

- 9.1 Matters to be reported to the BoD are those set forth in the TAPANET Constitution and such other matters as provided by laws, regulations, or policies.

## **ARTICLE TEN**

## **RECORD OF THE MEETINGS**

- 10.1 The proceedings of the BoD meetings shall be recorded in Minutes as prescribed in TAPANET Constitution.
- 10.2 The resolutions of the BoD members shall first be submitted to the BoD in draft form (as a “BoD Paper”) and, upon deliberation and adoption, shall be recorded and kept in the Resolutions Register at the Registered Office of the NGO.

## **ARTICLE ELEVEN** **SUB-COMMITTEES OF THE BoD**

- 11.1 The BoD shall form committees as and when so required in order to facilitate their functions as prescribed in TAPANET constitution. The matters related to each Committee, unless otherwise provided in this Charter, shall be set forth in the Charter of each Committee as determined by the BoD (hereinafter referred to as the “Charter of the Committee”).
- 11.2 The BoD shall appoint and remove members of each Committee and a Chairman of each Committee, pursuant to laws, regulations, the TAPANET Constitution and this Charter.
- 11.3 Any BoD member may examine and make/keep a copy of minutes of a committee meeting.

## **ARTICLE TWELVE** **COMPOSITION OF THE COMMITTEES**

- 12.1 Each committee shall have not more than 3 members and two members present shall form the quorum of the committee meeting.
- 12.2 A committee shall consist three (3) BoD members, Executive Director and head of departments each can be selected to be a Secretary of one committee and there shall be strong consideration of gender balance.
- 12.3 The Chairperson shall not be members of any committee.

## **ARTICLE THIRTEEN** **CHAIRPERSONS OF THE COMMITTEES**

- 13.1 A Chairperson of each Committee shall be appointed from among the BoD members.
- 13.2 The Chairperson of each Committee shall convene meetings of the Committee, set the agenda of the Committee, and perform the acts provided in this Charter or the Charter of the Committee.
- 13.3 When the Chairman of a Committee is unable to act for whatever reason, another

BoD member of such Committee shall act as Chairman of the Committee.

## **ARTICLE FOURTEEN**

### **OTHER COMMITTEES**

14.1 The BoD may in addition establish other committees consisting of all or some of the BoD members or other appointees based on the needs.

## **ARTICLE FIFTEEN**

### **THE RELATIONSHIP BETWEEN THE BOARD OF DIRECTORS AND THE COORDINATOR**

15.1 The roles of the BOARD OF DIRECTORS (BoD) and that of the Coordinator are strictly separated. The functions of BoD are as detailed in TAPANET Constitution, while the functions of the Coordinator are as detailed in TAPANET Constitution.

15.2 Outside the board meetings, the primary point of contact between the Coordinator and the Board is through the Chairman of the Board. This relationship is pivotal to Board effectiveness and support the Coordinator's leadership of the organization.

The Chairman and coordinator will meet/communicate prior to each board meeting and more frequently if there are more issues to be discussed and resolved. The meeting provides a space for:

- The Coordinator to discuss and seek advice on significant operational issues
- The Chairman and Coordinator to consider and agree on matters to come before the board and prepare for the Board meeting.
- The chairman to provide support, feedback and guidance to the Coordinator
- Joint strategy development and thinking.

## **ARTICLE SIXTEEN** **CULTURE OF THE BOARD OF DIRECTORS**

16.1 The BoD actively seeks to have an “engaged culture” which is characterized by candor and willingness to challenge, as evidenced in, among other matters, the following:

**I. Agenda:**

- The Agenda of the Meetings of the BoD limit presentation time and maximize discussion time.
- There are a lot of opportunities for informal interactions among BoD members; such as some early discussions on the agenda issues before the commencement of the meeting.

**II. Norms:**

- BoD members are honest yet constructive;
- BoD members are ready to ask questions and willing to challenge the Management Team;
- BoD members actively seek out other BoD members' views and contributions;
- BoD members spend appropriate time on important issues;

**III. Beliefs:**

- “If I don't come prepared, I will be embarrassed”;
- “If I don't actively participate, I won't be fulfilling my responsibility.”
- “I'll earn the respect of fellow BoD members by making valuable contributions and taking responsibility for what I do.”
- “If I can't carry my load, or if I can't agree with what's going on,

I should resign."

IV. **Values:**

- The BoD serves the community by actively participating in governance;
- The BoD is responsible to various stakeholders;
- The BoD members are personally accountable for what goes on in the NGO
- The BoD is responsible for maintaining the NGO's stature in the sector;
- The BoD members respect each other.

## ARTICLE SEVENTEEN

### INDEPENDENCE OF THE BoD MEMBER AND DECLARATION OF CONFLICT OF INTEREST

- 17.1 The BoD shall operate on principles of independence and impartiality. The BoD will periodically assess the independence of its members by having regard to the criteria generally adopted for assessing the independence of BoD members. The BoD shall apply these criteria upon admission, annually and when any new interest or relationship develops.
- 17.2 BoD members shall have the responsibility to promote the best interest of the NGO. Therefore, in making decisions, each NGO shall only pursue the interests of the entity, and must not consider their personal interests.
- 17.3 BoD members shall:
  - (i) disclose to the BoD any actual or potential conflict of interest which may exist or be thought to exist, as soon as they become aware of the issue;
  - (ii) take any necessary and reasonable measures to resolve the conflict; and
  - (iii) comply with the relevant provisions of the NGO Incorporation Act
- 17.4 Where a conflict or potential conflict situation exists, it is expected that the conflicted BoD member will be absent from the meeting whilst the BoD discusses the matter. A member with a conflict of interest must:
  - i. Declare conflict of interest in writing
  - ii. Refrain from participating in any discussion on the matter upon which he has declared conflict of interest.
- 17.5 BoD members will be expected to advise the Chairperson of any proposed Board or Executive appointment to other organizations as soon as practicable.
- 17.6 The Secretary to the Board (Executive Director) shall maintain a Register of Declarations of Interests for reporting to the Board as necessary.

## ARTICLE EIGHTEEN

### BOD MEMBERS ORIENTATION AND EDUCATION

- 18.1 The Management shall provide new BoD members with an initial orientation in order to familiarize them with their responsibilities as BoD members under the law and with the NGO and its strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its **Volunteers Code of Conduct**, its senior management, and its internal and independent auditors.

18.2 In order to facilitate the fulfillment by the BoD member of their responsibilities regarding continuing education and to enhance each BoD member's knowledge of the NGO, its activities and the latest developments in corporate governance, it is appropriate for the Management Team to provide BoD members with the following:

- i. The Strategic Plan to explain the Organization's activities, including its Operational Methods, projects, products, activities, services, technology and penetration rate.

- ii. A legal review of the BoD, at least annually of
  - (a) The status of major litigations, if any
  - (b) Compliance with significant regulatory requirements affecting the NGO and
  - (c) Corporate governance matters.

## **ARTICLE NINETEEN**

### **REMUNERATION OF BoD MEMBERS AND MEMBERS OF COMMITTEES**

- 19.1 BoD members and members of committees are among TAPANET volunteer members. Wages, honoraria and other monies may be provided in line with TAPANET Reimbursement Policy and Financial Regulations.

## **ARTICLE TWENTY**

### **BoD MEMBERS' RIGHT TO INFORMATION**

- 20.1 BoD member shall have access to all information concerning the Organization necessary to fulfill their duties as members of the BOARD OF DIRECTORS. Should BoD members require information or wish to review documents outside the BoD or committee meetings, they shall address their request to the Chairperson, who shall decide in which form and to what extent the request can be granted, considering the interests of the NGO as a whole as well as applicable laws and regulations.

## **ARTICLE TWENTY ONE**

### **ACCESS TO ADULT VOLUNTEERS AND EMPLOYEES**

- 21.1 BoD members shall have full and free access to all Volunteer Staff and Employees of the TAPANET. Any meetings or contacts that a BoD member wishes to initiate, may be arranged through the Executive Director or directly by the BoD member. The BoD members will use their judgment to ensure that any such contact is not disruptive to the activities of the NGO and will, to the extent not inappropriate; copy the Executive Director on any written communications between the BoD member and an officer or employee of the NGO.

## **ARTICLE TWENTY TWO ACCESS**

### **TO OFFICE FACILITIES**

- 22.1 The BoD members shall have access to administrative facilities, when required and to the extent appropriate, so as to enable them to fulfill their duties.

## **ARTICLE TWENTY THREE**

## **EXTERNAL COMMUNICATION BY THE BOARD**

23.1 The Executive Director represents the BoD in the interaction with the media. Other BoD members shall only discuss the NGO's matters with the media if cleared by the Chairman or if they are authorized to do so for specific topics. BoD members shall not respond independently to complaints or other matters regarding the NGO which have been raised in letters addressed to them in their capacity as BoD members. BoD members shall instead forward such communication to the Executive Director for further handling of the matter.

## **ARTICLE TWENTY FOUR**

### **RESIGNATION AND CESSATION FROM THE BoD**

- 24.1 BoD member may resign at any time by giving notice in writing or by electronic transmission to the Chairperson of BoD, with a copy to the Executive Director. Such resignation shall take effect upon receipt thereof or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 24.2 BoD member shall cease to be a member of the BoD and other committees if he/she has been absent from three consecutive meetings without either notice or reasonable grounds.

## **ARTICLE TWENTY FIVE**

### **PUBLICATION OF THE CHARTER**

- 25.1 The Key features of this Charter shall be outlined in the NGO's Constitution.

## **ARTICLE TWENTY SIX**

### **PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS AND THE EXECUTIVE DIRECTOR**

- 26.1 The BoD shall conduct an annual self-evaluation to determine whether it and its Committees are functioning effectively. The assessment will cover the performance of the BoD, the Executive Director and other BoD members, and generally focus on the BoD's contribution to the NGO and, specifically, on areas in which the BoD or Management Team (MT) believes that the BoD could improve.
- 26.2 The broad parameters for evaluating the performance of the BoD, among others, shall contain the following:
  - i. Contribution to the strategic planning process, periodic reviews of the plans, and advice on effectiveness of the plans;
  - ii. Contribution towards good corporate governance and effective discharge of the role and responsibilities of the BoD;
  - iii. Competence of BoD members;
  - iv. Independence of BoD members;
  - v. Preparedness of BoD members;
  - vi. Personal attributes of BoD members;
  - vii. Awareness of stakeholders; and

viii. Other relevant criteria in assessment of BoD performance and effectiveness.

26.3 The broad parameters for evaluating the performance of the Executive Director shall contain, among others, the following:

- i. Achievement of financial and activity targets as set out in the NGO's annual action plan as periodically extracted;
- ii. Managing and executing financial and business (action) plans, operational plans, compliance and risk management, administrative and financial affairs of the NGO;
- iii. Display of leadership qualities such as correctly anticipating business trends, opportunities, and priorities affecting the NGO's prosperity and operations;
- iv. Development of policies and strategy aligned with the vision and mission of the NGO

and which harmoniously balance the needs of beneficiaries, volunteers, employees and other stakeholders;

- v. Establishment of an effective NGO's structure to ensure that there is management focus on key functions necessary for the NGO to align itself with its mission;
- vi. Managing relationships with the BoD, and other stakeholders; and
- vii. Other relevant criteria in assessment of performance and effectiveness of an Executive Director.

26.4 The committees of the BoD shall each review and reassess the adequacy of its charter annually and recommend any proposed changes to the BoD for approval. Further, each committee shall annually review its own performance and report the results to the BoD.

**ARTICLE TWENTY SEVEN**  
**REVIEW OF THE CHARTER**

27.1 This Charter is subject to review by the **BOARD OF DIRECTORS** annually to ensure it remains consistent with the BoD's objectives and responsibilities. Any modification of the Charter shall be subsequent to a resolution of the BOD.

## **LIST OF ABBREVIATIONS**

**BoD** refers to Board of Directors of Tanzania Paralegals Network

**NGO** refers to Non-Governmental Organization

**TAPANET** refers to Tanzania Paralegals Network

**AGM** refers to Annual General Meeting