BOARD GOVERNANCE CHARTER

FOR THE

INITIATIVE FOR LEGAL AID

(ILA)

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INITIATIVE FOR LEGAL AID (ILA)

BOARD GOVERNANCE CHARTER

CHAPTER ONE

GOVERNANCE FRAMEWORK

1.1 Introduction

The Initiative for Legal Aid (ILA) recognizes that sound governance is the cornerstone of organizational excellence, institutional legitimacy, public confidence, and long-term sustainability. As a non-profit, non-partisan, and non-governmental organization committed to advancing access to justice, human rights, constitutionalism, legal empowerment, and the rule of law in the Republic of South Sudan, ILA is accountable to its beneficiaries, members, employees, donors, development partners, regulatory authorities, and the communities it serves.

Good governance provides the framework through which organizational objectives are established, strategic priorities are determined, resources are responsibly managed, risks are effectively mitigated, and institutional performance is continuously monitored and improved. It ensures that decision-making processes are transparent, ethical, participatory, evidence-based, and aligned with the mission and values of the Organization.

The Board of Directors is the highest governing body of ILA and is entrusted with the ultimate responsibility for directing the Organization's affairs. The Board acts as the custodian of the Organization's mission, vision, assets, reputation, and long-term sustainability. In carrying out this mandate, the Board exercises strategic leadership, fiduciary oversight, policy direction, accountability, and stewardship while ensuring that operational management remains the responsibility of the Executive Director and senior management.

This Board Governance Charter establishes the governance architecture within which the Board performs its duties. It sets out the Board's authority, governance philosophy, powers, responsibilities, ethical obligations, decision-making processes, committee structures, oversight responsibilities, and relationship with management. It also establishes governance standards designed to strengthen institutional integrity, accountability, transparency, and organizational effectiveness.

The Charter reflects ILA's commitment to internationally recognized principles of nonprofit governance and seeks to promote a culture of responsible leadership, continuous learning, accountability, inclusiveness, independence, and service to the public interest.

1.2 Background

The governance of nonprofit organizations has become increasingly important as organizations operate in complex legal, financial, technological, and social environments. Stakeholders, including beneficiaries, governments, regulators, donors, civil society organizations, and the public, expect nonprofit institutions to demonstrate high standards of accountability, transparency, financial integrity, and ethical leadership.

For organizations working in the fields of justice, governance, and human rights, strong governance is particularly essential because institutional credibility directly affects public confidence, donor trust, partnership opportunities, and programme effectiveness.

ILA recognizes that governance extends beyond compliance with legal requirements. Effective governance requires visionary leadership, informed oversight, prudent stewardship of resources, responsible risk management, ethical conduct, strategic planning, institutional accountability, and meaningful stakeholder engagement.

The Organization further recognizes that governance responsibilities are collective in nature and require active participation by every member of the Board. Individual Directors must exercise independent judgment while acting collectively in the best interests of the Organization. Decisions of the Board must always prioritize the mission, sustainability, and integrity of ILA over personal, political, financial, or sectional interests.

This Charter has therefore been developed to provide a comprehensive governance framework that supports organizational growth, institutional resilience, donor confidence, regulatory compliance, and effective service delivery.

1.3 Purpose of the Charter

The purpose of this Charter is to establish a comprehensive governance framework that enables the Board of Directors to effectively discharge its fiduciary, strategic, oversight, and accountability responsibilities.

Specifically, this Charter seeks to:

a. define the governance structure of the Organization;

b. clarify the legal authority, powers, and responsibilities of the Board of Directors;

c. establish governance principles that promote accountability, transparency, integrity, participation, independence, and responsible stewardship;

d. distinguish governance functions from operational management responsibilities;

e. strengthen institutional accountability to members, beneficiaries, regulators, donors, development partners, and the public;

f. provide clear guidance on Board composition, leadership, committees, meetings, and decision-making processes;

g. establish standards of ethical conduct and professional behaviour for Directors;

h. promote sound financial oversight and responsible management of organizational assets;

i. strengthen oversight of organizational risks, internal controls, compliance systems, and institutional performance;

j. establish mechanisms for Board evaluation, continuous improvement, and succession planning;

k. promote effective collaboration between the Board and Executive Management while preserving appropriate governance independence;

l. support organizational sustainability through strategic leadership and prudent decision-making;

m. enhance public confidence in the governance of ILA; and

n. ensure that governance practices remain consistent with applicable laws, organizational values, and internationally accepted standards of nonprofit governance.

1.4 Objectives

The objectives of this Charter are to:

1.4.1 Strategic Governance

Provide strategic direction that enables the Organization to achieve its vision, mission, strategic objectives, and long-term institutional sustainability.

1.4.2 Institutional Accountability

Ensure that the Organization remains accountable to its members, beneficiaries, employees, donors, regulators, development partners, and other stakeholders.

1.4.3 Fiduciary Stewardship

Promote prudent stewardship of financial, physical, technological, intellectual, and human resources entrusted to the Organization.

1.4.4 Ethical Leadership

Promote integrity, honesty, fairness, professionalism, and responsible leadership throughout the Organization.

1.4.5 Oversight

Provide effective oversight of organizational performance, strategic implementation, financial management, legal compliance, safeguarding, risk management, and institutional sustainability.

1.4.6 Independence

Protect the independence of the Board while promoting constructive collaboration with Executive Management.

1.4.7 Transparency

Promote openness in governance processes while safeguarding confidential and sensitive information.

1.4.8 Risk Governance

Ensure that risks affecting the Organization are identified, assessed, monitored, mitigated, and reported appropriately.

1.4.9 Organizational Learning

Support continuous improvement through Board evaluation, governance reviews, capacity development, and institutional learning.

1.4.10 Sustainability

Promote governance practices that ensure the long-term financial, operational, institutional, environmental, and social sustainability of ILA.

1.5 Scope of the Charter

This Charter applies to:

a. every member of the Board of Directors;

b. the Chairperson and Vice-Chairperson;

c. all Board Committees established by the Board;

d. committee members serving in advisory capacities;

e. the Executive Director regarding governance reporting and accountability obligations;

f. members of senior management when participating in Board or Committee proceedings;

g. external advisers appointed by the Board;

h. consultants engaged by the Board; and

i. any other person performing governance responsibilities on behalf of the Board.

All individuals subject to this Charter shall comply with its provisions as a condition of serving the Organization in a governance capacity.

1.6 Nature of the Charter

This Charter is the principal governance instrument governing the operations of the Board of Directors.

It complements, but does not replace:

- the Constitution of ILA;
- the Articles of Incorporation or Registration documents;
- resolutions of the General Assembly (where applicable);
- Board resolutions;
- organizational policies;
- applicable legislation;
- contractual obligations;
- donor requirements; and
- applicable governance standards.

Where inconsistencies arise, the following order of precedence shall apply:

1. Applicable laws of the Republic of South Sudan;
2. ILA Constitution;
3. This Board Governance Charter;
4. Board-approved policies;
5. Board resolutions;
6. Administrative procedures and guidelines.

1.7 Legal Authority

This Charter derives its authority from:

a. the Constitution of the Initiative for Legal Aid;

b. applicable laws regulating nonprofit organizations in the Republic of South Sudan;

c. resolutions lawfully adopted by the Board of Directors;

d. contractual obligations arising from funding agreements and partnership arrangements;

e. internationally recognized principles of nonprofit governance;

f. the Organization's strategic plans, policies, and governance framework; and

g. the inherent fiduciary responsibilities of the Board as the governing body of ILA.

1.8 Governance Philosophy

ILA adopts a governance philosophy founded upon:

- integrity;
- accountability;
- transparency;
- stewardship;
- participation;
- independence;
- professionalism;
- inclusiveness;
- responsiveness;
- equity;
- respect for human rights;
- compliance with the rule of law;
- responsible risk management;
- evidence-based decision-making;
- sustainability; and
- continuous institutional improvement.

These principles shall guide all governance decisions and the conduct of every Director.

1.9 Relationship with Other Governance Instruments

This Charter shall be read together with all Board-approved governance documents, including but not limited to the:

- Constitution of the Initiative for Legal Aid;
- Finance and Accounting Policy;
- Procurement and Assets Management Policy;
- Human Resource and Administration Policy;
- Risk Management Policy;
- Code of Conduct and Ethics Policy;
- Anti-Fraud, Corruption and Whistleblowing Policy;
- Information, Communication and Technology Policy;
- Data Protection and Privacy Policy;
- MEAL Policy;
- Legal Aid Service Delivery Policy; and
- any other governance instruments approved by the Board.

Where appropriate, the Board shall periodically review this Charter to ensure consistency with these instruments and with changes in applicable law, governance best practices, and organizational needs.

CHAPTER TWO

VISION, MISSION, CORE VALUES AND GOVERNANCE PHILOSOPHY

2.1 Introduction

The governance of the Initiative for Legal Aid (ILA) shall be firmly anchored in the Organization's vision, mission, core values, and institutional philosophy. These foundational elements provide the strategic direction and ethical framework that guide the Board of Directors in the exercise of its fiduciary, oversight, policy-making, and stewardship responsibilities.

The Board of Directors shall ensure that all governance decisions, policies, strategic plans, resource allocation, partnerships, and institutional initiatives remain aligned with the Organization's founding purpose and long-term aspirations. Directors shall collectively safeguard the identity, integrity, independence, and sustainability of ILA while promoting good governance, accountability, and service to the public interest.

This Chapter establishes the governance philosophy that shall guide the Board in fulfilling its mandate and ensuring that organizational leadership remains principled, accountable, transparent, inclusive, and responsive to the evolving legal, social, and humanitarian context of the Republic of South Sudan.

2.2 Vision

The Vision of the Initiative for Legal Aid (ILA) is:

"A just, peaceful and equitable society where every person enjoys equal access to justice, human rights, and the protection of the rule of law."

The Board shall safeguard this Vision and ensure that it remains the overarching aspiration guiding all strategic and governance decisions.

In fulfilling this responsibility, the Board shall:

a. ensure that all organizational strategies contribute to the realization of the Vision;

b. periodically review the continued relevance of the Vision in light of emerging national, regional, and global developments;

c. ensure that institutional growth does not compromise the Organization's founding ideals;

d. promote innovation that advances access to justice and the protection of human rights; and

e. communicate the Vision consistently to stakeholders, partners, and the public.

2.3 Mission

The Mission of the Initiative for Legal Aid is:

"To promote access to justice, legal empowerment, human rights, good governance and the rule of law through legal aid services, advocacy, research, policy engagement, capacity building and community outreach."

The Board shall ensure that the Mission remains the principal guide for institutional planning, programme development, policy formulation, partnership building, and resource mobilization.

The Board shall further ensure that:

a. organizational programmes directly support the Mission;

b. financial and human resources are allocated in accordance with strategic priorities;

c. institutional decisions remain mission-driven rather than donor-driven or politically influenced;

d. partnerships enhance rather than undermine the Mission; and

e. periodic evaluations assess the Organization's effectiveness in advancing its Mission.

2.4 Core Values

The Board recognizes that organizational values define the ethical culture of ILA and shape the conduct of Directors, management, employees, volunteers, consultants, and partners.

The following Core Values shall guide governance and institutional leadership.

2.4.1 Integrity

ILA shall uphold honesty, fairness, accountability, and ethical conduct in all governance and operational activities.

The Board shall:

a. demonstrate ethical leadership;

b. reject corruption, fraud, abuse of office, and conflicts of interest;

c. uphold truthfulness in institutional reporting;

d. promote responsible stewardship of organizational resources; and

e. ensure that governance decisions are made solely in the best interests of the Organization.

2.4.2 Justice

ILA is committed to promoting fairness, equality before the law, and access to justice for all persons without discrimination.

The Board shall promote:

a. equitable decision-making;

b. protection of vulnerable populations;

c. legal empowerment;

d. human dignity; and

e. respect for constitutional governance.

2.4.3 Accountability

The Board shall remain accountable for its decisions, actions, and oversight responsibilities.

Accordingly, the Board shall:

a. make informed decisions;

b. maintain accurate governance records;

c. ensure proper financial oversight;

d. provide timely institutional reporting; and

e. subject itself to periodic governance evaluation.

2.4.4 Transparency

ILA shall conduct its affairs openly while protecting confidential information where required.

Transparency shall include:

a. open governance processes;

b. accurate reporting;

c. responsible disclosure of information;

d. stakeholder communication; and

e. clear documentation of Board decisions.

2.4.5 Independence

The Board shall safeguard the institutional independence of ILA.

Directors shall:

a. exercise independent judgment;

b. avoid political interference;

c. resist undue influence from donors or partners;

d. avoid personal interests influencing Board decisions; and

e. preserve the Organization's autonomy.

2.4.6 Professionalism

The Board shall promote competence, diligence, respect, courtesy, and excellence in governance.

Directors shall:

a. prepare adequately for meetings;

b. make evidence-based decisions;

c. continuously improve their governance knowledge;

d. respect differing opinions; and

e. promote high institutional standards.

2.4.7 Inclusiveness

ILA recognizes diversity as an institutional strength.

The Board shall promote:

a. equal participation;

b. non-discrimination;

c. gender equality;

d. disability inclusion;

e. youth participation;

f. community representation; and

g. respect for diversity.

2.4.8 Stewardship

Directors are custodians—not owners—of the Organization.

Accordingly, they shall:

a. protect organizational assets;

b. preserve institutional reputation;

c. ensure financial sustainability;

d. strengthen institutional capacity; and

e. act in the long-term interests of ILA.

2.4.9 Innovation

The Board shall encourage innovation that strengthens:

a. legal aid service delivery;

b. organizational management;

c. digital transformation;

d. institutional learning;

e. evidence-based advocacy; and

f. programme effectiveness.

2.4.10 Service

Every governance decision shall ultimately serve the beneficiaries and communities that ILA exists to support.

The Board shall prioritize:

a. public interest;

b. human rights;

c. community empowerment;

d. equitable access to justice; and

e. sustainable institutional impact.

2.5 Governance Philosophy

ILA adopts a governance philosophy based on responsible stewardship, strategic leadership, accountability, participation, and ethical decision-making.

The Board shall exercise its authority in a manner that:

a. protects the public interest;

b. strengthens institutional legitimacy;

c. promotes sustainable development;

d. safeguards organizational independence;

e. respects human rights;

f. encourages innovation;

g. supports collaboration;

h. values diversity and inclusion;

i. promotes environmental and social responsibility; and

j. continuously improves governance effectiveness.

2.6 Governance Principles

The Board shall be guided by the following principles:

2.6.1 Strategic Leadership

The Board shall provide long-term strategic direction rather than engage in day-to-day management.

2.6.2 Accountability

The Board shall be accountable to members, beneficiaries, regulators, donors, partners, employees, and the public.

2.6.3 Transparency

Governance processes shall be conducted openly, fairly, and consistently, subject to legitimate confidentiality obligations.

2.6.4 Responsibility

Directors shall exercise reasonable care, skill, diligence, and good faith in all governance matters.

2.6.5 Participation

The Board shall encourage informed participation, constructive dialogue, and collective decision-making.

2.6.6 Rule of Law

The Board shall ensure compliance with applicable laws, regulations, the ILA Constitution, Board resolutions, donor requirements, and organizational policies.

2.6.7 Equity and Inclusion

Governance decisions shall promote equality, fairness, diversity, accessibility, and non-discrimination.

2.6.8 Sustainability

The Board shall balance short-term organizational needs with long-term institutional sustainability.

2.6.9 Ethical Leadership

The Board shall lead by example through integrity, honesty, impartiality, and respect for ethical standards.

2.6.10 Continuous Improvement

The Board shall regularly review its governance practices, evaluate its effectiveness, and strengthen institutional capacity through learning and innovation.

2.7 Governance Culture

The Board shall foster a governance culture characterized by:

a. mutual respect among Directors;

b. openness to diverse perspectives;

c. collective responsibility for decisions;

d. constructive challenge and independent thinking;

e. trust and collaboration between the Board and management;

f. evidence-based decision-making;

g. timely communication and information sharing;

h. accountability for commitments and decisions;

i. confidentiality where appropriate; and

j. commitment to the mission and values of ILA.

No Director shall use their position to advance personal, political, financial, or sectional interests at the expense of the Organization.

2.8 Institutional Stewardship

The Board shall act as the steward of the Organization by safeguarding its:

a. mission and vision;

b. constitutional mandate;

c. legal status;

d. financial resources;

e. physical and intellectual assets;

f. reputation and public confidence;

g. human resources and organizational culture;

h. strategic partnerships;

i. donor relationships; and

j. long-term institutional sustainability.

In discharging this stewardship role, the Board shall ensure that organizational resources are used lawfully, efficiently, effectively, economically, transparently, and exclusively in furtherance of ILA's charitable objectives.

2.9 Commitment to Good Governance

The Board of Directors affirms its commitment to maintaining the highest standards of governance. Every Director shall uphold this Charter, comply with applicable laws and organizational policies, and exercise their responsibilities with integrity, diligence, independence, and loyalty to the Organization.

The Board shall periodically review its governance philosophy, values, and practices to ensure that they remain responsive to changes in the operating environment, emerging governance standards, stakeholder expectations, and the strategic priorities of ILA.

By embedding these principles into its governance framework, the Board seeks to strengthen institutional resilience, inspire stakeholder confidence, and ensure that the Initiative for Legal Aid continues to fulfill its mission effectively, ethically, and sustainably.

CHAPTER THREE

LEGAL STATUS, GOVERNANCE STRUCTURE AND INSTITUTIONAL AUTHORITY

3.1 Introduction

The effectiveness and legitimacy of the Initiative for Legal Aid (ILA) depend upon a clearly defined legal identity, a sound governance structure, and an established framework of institutional authority. The Board of Directors shall ensure that the Organization operates within the confines of applicable laws, its Constitution, governing documents, and internationally accepted principles of nonprofit governance.

This Chapter establishes the legal foundation upon which ILA is governed and defines the governance architecture through which authority, accountability, and responsibility are exercised. It clarifies the respective roles of the Board of Directors, Board Committees, Executive Management, and other governance bodies to ensure effective leadership, sound decision-making, institutional independence, and operational efficiency.

The Board shall continuously safeguard the Organization's legal status, institutional autonomy, and governance integrity while ensuring that authority is exercised responsibly, transparently, and exclusively in furtherance of ILA's mission.

3.2 Legal Status of the Organization

The Initiative for Legal Aid (ILA) is a duly established non-profit, non-governmental, non-political, and non-partisan organization operating in accordance with the laws of the Republic of South Sudan and its governing instruments.

The Organization shall possess legal personality upon registration and shall have the capacity, subject to applicable law, to:

a. acquire, own, lease, manage, and dispose of movable and immovable property;

b. enter into contracts, memoranda of understanding, partnership agreements, and other legally binding arrangements;

c. sue and be sued in its corporate name;

d. open, maintain, and operate bank and investment accounts;

e. employ staff and engage consultants, volunteers, and service providers;

f. receive grants, donations, gifts, endowments, and other lawful sources of funding;

g. establish branch offices or field offices where necessary to achieve its objectives;

h. undertake lawful activities consistent with its mission and strategic objectives; and

i. exercise all powers necessary or incidental to achieving its charitable purposes.

The Board shall ensure that the Organization maintains its legal status and complies with all registration, reporting, taxation, licensing, and regulatory requirements applicable to nonprofit organizations in the Republic of South Sudan.

3.3 Legal Identity and Corporate Personality

ILA shall operate as a separate legal entity distinct from its founders, members, Directors, employees, volunteers, consultants, partners, and donors.

Accordingly:

a. organizational assets shall belong exclusively to ILA;

b. Directors shall not acquire ownership rights over organizational property by virtue of their office;

c. liabilities incurred by the Organization shall not automatically become personal liabilities of Directors except where provided by law or arising from fraud, gross negligence, willful misconduct, or breach of fiduciary duty;

d. contracts entered into by authorized officers shall bind the Organization rather than individual Directors acting in good faith within their authority; and

e. the Board shall safeguard the separate legal identity and reputation of the Organization at all times.

3.4 Governance Framework

The governance framework of ILA shall provide an integrated system of leadership, accountability, oversight, and management designed to ensure that organizational objectives are achieved efficiently, ethically, and sustainably.

The governance framework shall be founded upon:

a. legality;

b. accountability;

c. transparency;

d. integrity;

e. participation;

f. independence;

g. stewardship;

h. equity and inclusion;

i. effectiveness and efficiency;

j. respect for human rights and the rule of law; and

k. continuous institutional improvement.

The governance framework shall distinguish clearly between governance functions and operational management to avoid duplication of responsibilities and ensure effective institutional performance.

3.5 Governance Structure

The governance structure of ILA shall consist of the following principal organs:

3.5.1 The General Assembly or Membership Body (where established by the Constitution)

The General Assembly shall serve as the supreme membership body and shall exercise such powers as are conferred by the Constitution, including but not limited to:

a. electing or confirming Directors, where applicable;

b. approving constitutional amendments;

c. receiving reports from the Board;

d. considering audited financial statements where required;

e. approving dissolution in accordance with the Constitution; and

f. exercising any other powers reserved to it.

3.5.2 The Board of Directors

The Board of Directors shall be the highest governing body responsible for strategic leadership, policy direction, fiduciary oversight, institutional accountability, and supervision of the Executive Director.

The Board shall exercise all powers not expressly reserved to another organ under the Constitution or applicable law.

3.5.3 Board Committees

The Board may establish standing or ad hoc committees to assist it in discharging its responsibilities.

Committees shall:

a. operate under written Terms of Reference approved by the Board;

b. report regularly to the Board;

c. exercise delegated authority only within approved limits; and

d. remain accountable to the Board.

No Committee shall assume powers reserved exclusively for the Board unless expressly delegated.

3.5.4 Executive Director

The Executive Director shall serve as the chief executive officer of the Organization and shall be responsible for the day-to-day administration and management of ILA.

The Executive Director shall:

a. implement Board-approved strategies, policies, and decisions;

b. provide strategic and operational advice to the Board;

c. ensure effective management of programmes, finances, staff, and assets;

d. report regularly to the Board;

e. maintain appropriate internal control systems; and

f. perform other responsibilities assigned by the Board or the Constitution.

3.5.5 Senior Management

Senior Management shall support the Executive Director in implementing Board-approved strategies and shall remain accountable through the Executive Director.

Senior Management shall not exercise governance authority unless specifically delegated by the Board.

3.6 Institutional Authority

The authority of ILA shall originate from:

a. its Constitution;

b. applicable laws of the Republic of South Sudan;

c. resolutions of the General Assembly where applicable;

d. resolutions of the Board of Directors;

e. duly adopted organizational policies;

f. legally binding contracts and agreements; and

g. lawful delegations of authority.

Every exercise of institutional authority shall be lawful, documented, proportionate, transparent, and consistent with the mission and objectives of the Organization.

3.7 Authority of the Board of Directors

Subject to the Constitution and applicable law, the Board shall possess ultimate authority over the governance and strategic direction of the Organization.

Without limitation, the Board shall have authority to:

a. determine organizational strategy;

b. approve institutional policies;

c. approve annual work plans and budgets;

d. oversee financial management;

e. appoint, supervise, evaluate, and, where necessary, remove the Executive Director;

f. establish Board Committees;

g. approve organizational structures;

h. approve major capital investments and acquisitions;

i. authorize borrowing where appropriate;

j. approve strategic partnerships;

k. oversee risk management and compliance;

l. protect organizational assets;

m. ensure legal and regulatory compliance;

n. approve audited financial statements;

o. safeguard organizational reputation;

p. oversee institutional performance; and

q. exercise any other powers provided by law or the Constitution.

3.8 Delegation of Authority

The Board recognizes that effective governance requires the appropriate delegation of operational authority while retaining overall accountability.

Accordingly:

a. governance authority shall remain vested in the Board except where delegated;

b. delegated authority shall be documented in writing;

c. delegation shall not relieve the Board of its fiduciary responsibilities;

d. delegated authority may be limited, conditional, temporary, or subject to reporting requirements;

e. delegated powers may be revoked by the Board at any time;

f. persons exercising delegated authority shall remain accountable to the Board; and

g. delegation shall never extend to responsibilities expressly reserved for the Board.

The Board shall approve and periodically review a Delegation of Authority Framework that defines approval thresholds and decision-making responsibilities.

3.9 Separation of Governance and Management

The Board shall maintain a clear distinction between governance and operational management.

The Board shall be responsible for:

a. strategic leadership;

b. policy formulation;

c. oversight;

d. institutional accountability;

e. financial stewardship;

f. risk oversight;

g. governance performance; and

h. supervision of the Executive Director.

The Executive Director shall be responsible for:

a. operational management;

b. implementation of Board decisions;

c. staff supervision;

d. programme implementation;

e. financial administration;

f. procurement administration;

g. operational risk management;

h. internal coordination; and

i. day-to-day decision-making.

Individual Directors shall not interfere in routine management or issue operational instructions directly to staff except where expressly authorized by the Board or required by law.

3.10 Institutional Independence

ILA shall maintain institutional independence in carrying out its mandate.

The Board shall ensure that:

a. governance decisions are made free from improper political, religious, commercial, or personal influence;

b. donor funding does not compromise organizational independence or mission;

c. partnerships are consistent with the Organization's values and strategic objectives;

d. advocacy positions are evidence-based and aligned with the mission; and

e. conflicts of interest are identified, disclosed, and appropriately managed.

3.11 Accountability Framework

The Board shall ensure that ILA remains accountable to:

a. beneficiaries and communities served;

b. members, where applicable;

c. donors and development partners;

d. regulatory authorities;

e. employees and volunteers;

f. strategic partners;

g. the public; and

h. applicable oversight institutions.

Accountability shall be demonstrated through transparent governance, sound financial management, accurate reporting, independent audits, effective monitoring and evaluation, compliance with applicable laws, and meaningful stakeholder engagement.

3.12 Governance Instruments

The Board shall ensure that the Organization maintains and periodically reviews a comprehensive suite of governance instruments, including but not limited to:

a. the Constitution;

b. this Board Governance Charter;

c. strategic plans;

d. Board-approved policies;

e. committee terms of reference;

f. the Delegation of Authority Framework;

g. Board resolutions;

h. codes of conduct;

i. governance manuals and procedures; and

j. any other instruments necessary to support effective governance.

All governance instruments shall be consistent, regularly reviewed, and made accessible to those responsible for their implementation.

3.13 Periodic Governance Review

The Board shall periodically review the governance structure, institutional authority, and legal framework of ILA to ensure that they remain fit for purpose.

Such reviews shall consider:

a. changes in applicable laws and regulations;

b. amendments to the Constitution;

c. organizational growth and complexity;

d. governance performance evaluations;

e. stakeholder feedback;

f. emerging governance best practices;

g. donor and regulatory expectations; and

h. strategic priorities and institutional risks.

Recommendations arising from governance reviews shall be documented, considered by the Board, and implemented where approved.

CHAPTER FOUR

GOVERNANCE PRINCIPLES AND FIDUCIARY DUTIES

4.1 Introduction

The Board of Directors of the Initiative for Legal Aid (ILA) occupies a position of trust and confidence. Directors are entrusted with safeguarding the Organization's mission, assets, reputation, independence, and long-term sustainability on behalf of its beneficiaries, members, partners, donors, regulators, employees, volunteers, and the communities it serves.

The Board's authority is fiduciary in nature. Directors are not owners of the Organization but stewards of its resources and custodians of its institutional purpose. They are expected to exercise their powers honestly, diligently, independently, and exclusively in the best interests of ILA.

This Chapter establishes the governance principles and fiduciary duties that shall guide the conduct and decision-making of the Board. These principles are intended to promote ethical leadership, sound governance, prudent stewardship, institutional accountability, and responsible decision-making in accordance with the Constitution, applicable laws of the Republic of South Sudan, this Charter, and internationally recognized standards of nonprofit governance.

Every Director shall understand and faithfully discharge these fiduciary duties throughout their term of office.

4.2 Purpose

The purpose of this Chapter is to:

a. establish the fiduciary responsibilities of the Board and individual Directors;

b. promote ethical and responsible governance;

c. define the standards of conduct expected of Directors;

d. strengthen accountability and transparency in decision-making;

e. protect the Organization's mission, assets, and reputation;

f. ensure compliance with applicable laws and organizational policies;

g. promote prudent stewardship of organizational resources;

h. safeguard stakeholder confidence in the governance of ILA; and

i. provide a framework for evaluating the conduct and performance of Directors.

4.3 Governance Principles

The Board shall govern ILA in accordance with the following principles.

4.3.1 Legality

The Board shall ensure that all decisions, policies, actions, and operations of the Organization comply with:

a. the Constitution of ILA;

b. the laws of the Republic of South Sudan;

c. applicable regulations;

d. contractual obligations;

e. donor requirements;

f. Board-approved policies; and

g. internationally accepted standards applicable to nonprofit organizations.

No Director shall knowingly authorize or participate in unlawful conduct.

4.3.2 Accountability

The Board shall remain accountable for the exercise of its governance responsibilities.

Accordingly, Directors shall:

a. accept responsibility for Board decisions;

b. account for the use of organizational resources;

c. ensure timely institutional reporting;

d. respond appropriately to legitimate stakeholder concerns;

e. support independent audits and evaluations; and

f. promote institutional learning and continuous improvement.

4.3.3 Transparency

The Board shall conduct governance affairs openly while respecting lawful confidentiality obligations.

Transparency shall include:

a. accurate Board records;

b. documented decisions;

c. clear governance procedures;

d. timely reporting;

e. disclosure of material information where appropriate; and

f. accessible communication with stakeholders.

4.3.4 Integrity

Directors shall demonstrate the highest standards of honesty, fairness, impartiality, and ethical leadership.

Integrity requires Directors to:

a. avoid dishonesty;

b. reject corruption;

c. disclose conflicts of interest;

d. refrain from abusing their office;

e. protect organizational resources; and

f. promote ethical conduct throughout the Organization.

4.3.5 Independence

The Board shall exercise independent judgment in all governance matters.

Directors shall not permit:

a. political interests;

b. family relationships;

c. financial interests;

d. donor influence;

e. personal friendships;

f. employment relationships; or

g. any other improper considerations

to compromise their independent judgment.

4.3.6 Participation

The Board shall encourage active, informed, respectful, and constructive participation by every Director.

Board deliberations shall value diversity of perspectives while promoting collective decision-making.

4.3.7 Equity and Inclusion

The Board shall ensure fairness, equality, diversity, accessibility, and non-discrimination in governance practices.

Governance decisions shall respect:

a. gender equality;

b. disability inclusion;

c. youth participation;

d. cultural diversity;

e. minority representation; and

f. equal opportunity.

4.3.8 Stewardship

Directors shall manage organizational resources prudently and responsibly.

Stewardship includes safeguarding:

a. financial resources;

b. physical assets;

c. information assets;

d. intellectual property;

e. institutional reputation;

f. strategic partnerships; and

g. public confidence.

4.3.9 Sustainability

The Board shall ensure that governance decisions support the long-term financial, institutional, environmental, social, and operational sustainability of ILA.

4.3.10 Continuous Improvement

The Board shall periodically evaluate its governance effectiveness and continuously improve its leadership practices through learning, reflection, and capacity development.

4.4 Fiduciary Duties of Directors

Every Director owes fiduciary duties to ILA and shall exercise these duties collectively and individually.

The principal fiduciary duties include:

a. Duty of Care;

b. Duty of Loyalty;

c. Duty of Obedience;

d. Duty of Good Faith;

e. Duty of Prudence;

f. Duty of Confidentiality;

g. Duty of Collective Responsibility;

h. Duty of Accountability; and

i. Duty of Stewardship.

4.5 Duty of Care

Every Director shall exercise the care, diligence, competence, and skill that a reasonably prudent person would exercise in comparable circumstances.

The Duty of Care requires Directors to:

a. prepare adequately for meetings;

b. review Board papers before meetings;

c. ask informed questions;

d. seek clarification where necessary;

e. understand financial reports;

f. understand strategic risks;

g. make evidence-based decisions;

h. rely on expert advice where appropriate;

i. monitor organizational performance; and

j. devote sufficient time to governance responsibilities.

Failure to exercise reasonable care may constitute a breach of fiduciary duty.

4.6 Duty of Loyalty

Directors shall act solely in the best interests of ILA and shall place the interests of the Organization above personal, professional, political, financial, or sectional interests.

Accordingly, Directors shall not:

a. exploit their position for personal gain;

b. divert organizational opportunities;

c. misuse confidential information;

d. favour personal associates;

e. compete improperly with the Organization; or

f. place themselves in situations where personal interests conflict with organizational interests.

Where an actual, potential, or perceived conflict of interest arises, the Director shall immediately disclose it in accordance with this Charter and the Board's Conflict of Interest Policy.

4.7 Duty of Obedience

Directors shall ensure that ILA faithfully pursues its stated mission and complies with:

a. the Constitution;

b. this Charter;

c. Board-approved policies;

d. applicable laws;

e. donor agreements;

f. regulatory requirements; and

g. ethical obligations.

The Board shall not authorize activities that fall outside the lawful objects and mandate of the Organization.

4.8 Duty of Good Faith

Every Director shall perform their responsibilities honestly, sincerely, fairly, and in good faith.

This duty requires Directors to:

a. act honestly;

b. exercise independent judgment;

c. avoid improper motives;

d. promote the success of the Organization;

e. respect Board processes; and

f. avoid conduct that may damage institutional trust.

4.9 Duty of Prudence

Directors shall exercise sound judgment when overseeing organizational resources and risks.

The Board shall:

a. ensure prudent financial management;

b. approve realistic budgets;

c. monitor financial sustainability;

d. oversee investments and reserves;

e. ensure effective procurement oversight;

f. protect organizational assets;

g. oversee major contracts; and

h. monitor institutional risks.

4.10 Duty of Confidentiality

Directors shall protect confidential information acquired through their office.

Confidential information includes, but is not limited to:

a. Board deliberations;

b. legal advice;

c. personnel matters;

d. safeguarding concerns;

e. investigations;

f. financial information not yet publicly disclosed;

g. donor-sensitive information;

h. personal data; and

i. commercially sensitive information.

Confidential information shall not be disclosed except:

a. where authorized by the Board;

b. where required by law;

c. where disclosure is necessary for official organizational purposes; or

d. where protected whistleblowing procedures apply.

This obligation shall continue after a Director leaves office.

4.11 Duty of Collective Responsibility

The Board shall act collectively.

Accordingly:

a. Board decisions shall bind all Directors once lawfully adopted;

b. Directors may express differing opinions during deliberations;

c. once decisions are made, Directors shall support lawful Board resolutions;

d. dissenting views may be formally recorded in the minutes where appropriate; and

e. individual Directors shall not publicly undermine lawful Board decisions.

Collective responsibility does not prevent Directors from reporting unlawful conduct or serious governance failures through appropriate channels.

4.12 Duty of Accountability

Directors shall remain accountable for:

a. governance decisions;

b. strategic oversight;

c. financial stewardship;

d. organizational performance;

e. compliance oversight;

f. safeguarding organizational assets;

g. risk oversight; and

h. institutional sustainability.

The Board shall establish mechanisms for reporting, evaluation, and oversight to demonstrate accountability to stakeholders.

4.13 Duty of Stewardship

Directors are custodians of ILA's resources and reputation.

The Board shall safeguard:

a. the mission and vision;

b. institutional independence;

c. financial sustainability;

d. organizational reputation;

e. donor confidence;

f. legal compliance;

g. programme quality;

h. staff welfare;

i. beneficiary interests; and

j. long-term institutional resilience.

4.14 Ethical Decision-Making

The Board shall ensure that governance decisions are:

a. lawful;

b. ethical;

c. evidence-based;

d. fair;

e. proportionate;

f. transparent;

g. consistent with organizational values;

h. free from improper influence; and

i. in the best interests of the Organization.

Before approving significant decisions, the Board should consider:

- whether the decision is lawful;
- whether it advances ILA's mission;
- whether it aligns with organizational values;
- the potential impact on beneficiaries and stakeholders;
- financial and operational implications;
- associated risks and mitigation measures;
- reputational consequences; and
- whether appropriate stakeholder input has been considered.

4.15 Standard of Conduct Expected of Directors

Every Director shall:

a. uphold this Charter and the Constitution;

b. attend and actively participate in Board meetings;

c. maintain independence of judgment;

d. avoid actual, potential, or perceived conflicts of interest;

e. protect confidential information;

f. exercise reasonable care, diligence, and skill;

g. respect Board decisions;

h. treat fellow Directors, management, employees, volunteers, and stakeholders with dignity and respect;

i. avoid discrimination, harassment, bullying, or victimization;

j. comply with applicable laws and Board-approved policies;

k. disclose any conduct that may compromise the integrity of the Organization; and

l. act at all times in a manner that promotes public confidence in ILA.

4.16 Breach of Fiduciary Duties

A Director who breaches their fiduciary duties may be subject to appropriate measures, including:

a. counselling or corrective guidance;

b. formal reprimand;

c. mandatory governance or ethics training;

d. recusal from specific decisions or committees;

e. suspension from Board responsibilities in accordance with the Constitution;

f. recommendation for removal from office where permitted by the Constitution or applicable law;

g. recovery of losses where legally justified; and

h. referral to competent authorities where misconduct constitutes a violation of law.

The Board shall ensure that any allegation of breach is addressed through a fair, impartial, and transparent process, respecting the principles of natural justice and procedural fairness.

4.17 Review of Governance Practices

The Board shall periodically review its governance principles and fiduciary practices to ensure continued alignment with:

a. the Constitution of ILA;

b. applicable laws of the Republic of South Sudan;

c. evolving governance best practices;

d. donor and regulatory expectations;

e. organizational growth and strategic priorities; and

f. lessons learned from governance evaluations, audits, and institutional experience.

Recommendations arising from such reviews shall be documented, considered by the Board, and implemented where approved.

CHAPTER FIVE

COMPOSITION, DIVERSITY, INDEPENDENCE AND COMPETENCIES OF THE BOARD

5.1 Introduction

The effectiveness of the Board of Directors depends upon its composition, diversity, independence, integrity, experience, and collective competencies. A well-constituted Board strengthens institutional governance by ensuring that decisions are informed by diverse perspectives, professional expertise, ethical leadership, and independent judgment.

The Initiative for Legal Aid (ILA) recognizes that the quality of governance is determined not only by the number of Directors serving on the Board but also by the knowledge, skills, experience, values, independence, and commitment that each Director brings to the Organization.

The Board shall therefore be constituted in a manner that reflects diversity of expertise, gender, age, professional background, and lived experience while ensuring that members collectively possess the competencies necessary to govern an organization engaged in legal aid, human rights, governance, access to justice, policy advocacy, institutional development, and nonprofit management.

The Board shall continuously assess its composition to ensure that it remains effective, independent, representative, and capable of providing strategic leadership throughout the Organization's growth and development.

5.2 Purpose

This Chapter seeks to:

a. establish the principles governing the composition of the Board;

b. define eligibility requirements for Board membership;

c. promote diversity, equality, and inclusion in Board appointments;

d. ensure the independence and objectivity of the Board;

e. establish competency requirements for Directors;

f. promote merit-based appointments;

g. strengthen institutional governance through balanced Board composition;

h. support succession planning and leadership continuity; and

i. enhance public confidence in the governance of ILA.

5.3 Composition of the Board

The Board of Directors shall be composed of individuals who collectively possess the knowledge, experience, independence, integrity, and commitment necessary to provide effective governance.

Unless otherwise provided in the Constitution, the Board shall comprise **not fewer than five (5) and not more than eleven (11) Directors**.

In determining the size of the Board, consideration shall be given to:

a. the strategic needs of the Organization;

b. diversity of professional expertise;

c. financial sustainability;

d. effective decision-making;

e. committee requirements;

f. institutional complexity;

g. geographical representation where appropriate; and

h. succession planning.

The Board shall avoid becoming so large that decision-making is impaired or so small that effective oversight and committee work cannot be adequately performed.

5.4 Principles Governing Board Composition

Board composition shall be guided by the following principles:

a. merit;

b. integrity;

c. competence;

d. independence;

e. diversity;

f. gender equality;

g. professionalism;

h. accountability;

i. commitment to the mission of ILA;

j. avoidance of conflicts of interest;

k. collective effectiveness; and

l. institutional sustainability.

No appointment shall be based solely on personal relationships, political affiliation, financial contribution, ethnicity, religion, or any discriminatory consideration.

5.5 Eligibility for Appointment

A person shall be eligible for appointment or election as a Director where they:

a. demonstrate a commitment to the vision, mission, and values of ILA;

b. possess good character, integrity, and a reputation for ethical conduct;

c. have the capacity to contribute effectively to governance and strategic oversight;

d. possess relevant professional qualifications, knowledge, or experience;

e. are willing and able to devote sufficient time to Board responsibilities;

f. are capable of exercising independent judgment;

g. are not disqualified under applicable law, the Constitution, or this Charter; and

h. satisfy any additional eligibility requirements prescribed by the Constitution or Board-approved governance procedures.

The Board shall seek to appoint individuals who bring complementary expertise and perspectives that strengthen collective governance.

5.6 Desired Competencies of the Board

The Board shall collectively possess competencies across key areas relevant to the governance of ILA. These competencies should include, as appropriate:

a. legal practice and justice sector reform;

b. human rights and constitutional governance;

c. nonprofit governance and organizational leadership;

d. finance, accounting, and audit;

e. strategic planning and organizational development;

f. risk management and internal controls;

g. human resource management;

h. programme management and development;

i. monitoring, evaluation, accountability, and learning (MEAL);

j. fundraising and resource mobilization;

k. procurement and asset management;

l. information and communication technology;

m. data protection and information security;

n. safeguarding and child protection;

o. gender equality and social inclusion;

p. public policy and advocacy;

q. communications and stakeholder engagement; and

r. compliance with legal and regulatory requirements.

The Board shall periodically review its collective competency profile to identify gaps and inform future appointments and capacity development.

5.7 Diversity and Inclusion

ILA is committed to building a Board that reflects the diversity of the communities it serves and promotes inclusive governance.

In constituting the Board, consideration shall be given to:

a. gender balance;

b. age diversity;

c. representation of persons with disabilities;

d. professional diversity;

e. cultural and regional diversity;

f. diversity of experience and perspectives; and

g. inclusion of individuals with expertise relevant to the Organization's mission.

The Board shall not discriminate on the basis of race, ethnicity, tribe, nationality, sex, gender, disability, religion, marital status, political opinion, or other protected characteristics, except where lawful affirmative measures are adopted to promote inclusion.

Appointments shall always be made on merit while recognizing the value of diverse representation.

5.8 Gender Representation

The Board shall promote gender equality in its composition and leadership.

Where practicable and consistent with the Constitution:

a. no gender should constitute less than forty percent (40%) of the Board;

b. women shall be encouraged to assume leadership positions within the Board and its Committees;

c. appointment processes shall actively seek qualified candidates of all genders; and

d. governance practices shall promote equal participation and respect for all Directors.

The Board shall periodically review its gender balance and take appropriate measures to address underrepresentation.

5.9 Independence of Directors

The Board shall maintain an appropriate level of independence to ensure objective and impartial decision-making.

An independent Director is one who is able to exercise judgment free from undue influence, personal interest, or external pressure.

In assessing independence, consideration shall be given to whether a Director:

a. has a material financial interest in transactions with the Organization;

b. is employed by ILA or has recently been employed by the Organization;

c. has close family relationships with senior management that could impair objective judgment;

d. has significant contractual or commercial relationships with ILA;

e. is subject to external influence that could compromise independence; or

f. has any other relationship that may create an actual, potential, or perceived conflict of interest.

Independent Directors shall disclose any circumstances that may affect their independence.

5.10 Collective Competence

While individual Directors may possess expertise in specific disciplines, the Board shall function collectively.

The Board shall ensure that:

a. decisions benefit from multidisciplinary perspectives;

b. members respect differing professional opinions;

c. no single Director dominates Board deliberations;

d. governance responsibilities are shared appropriately; and

e. collective knowledge is continuously strengthened through training and experience.

5.11 Board Skills Matrix

The Board shall maintain and periodically review a Board Skills Matrix to assess the collective competencies of Directors.

The Skills Matrix shall identify expertise in areas including, but not limited to:

a. governance;

b. law;

c. finance;

d. auditing;

e. strategic planning;

f. programme management;

g. fundraising;

h. ICT;

i. safeguarding;

j. procurement;

k. human resources;

l. communications;

m. risk management; and

n. public policy.

The Skills Matrix shall guide Board recruitment, committee appointments, succession planning, and capacity-building initiatives.

5.12 Commitment and Availability

Directors shall commit sufficient time and attention to the affairs of the Organization.

Accordingly, every Director shall:

a. attend Board and Committee meetings regularly;

b. prepare adequately for meetings;

c. participate actively in discussions;

d. serve on Committees where appointed;

e. undertake governance training when required;

f. participate in strategic planning and Board evaluations; and

g. be reasonably available to discharge governance responsibilities between meetings.

Directors who are unable to devote sufficient time to Board responsibilities should reconsider their continued service.

5.13 Incompatibility of Office

To preserve good governance and independence, certain offices or relationships may be incompatible with Board membership.

Unless otherwise approved by the Board in accordance with the Constitution and applicable law:

a. the Executive Director shall not serve as a voting Director;

b. employees of ILA shall not constitute a majority of the Board;

c. external auditors engaged by the Organization shall not serve as Directors during the period of engagement;

d. individuals whose professional responsibilities create an ongoing conflict of interest shall not serve as Directors unless the conflict can be effectively managed; and

e. no person shall hold positions that compromise the separation between governance and operational management.

5.14 Disqualification from Board Membership

A person shall not be eligible to serve as a Director if they:

a. have been convicted of an offence involving fraud, corruption, dishonesty, or abuse of trust, unless legally rehabilitated and not prohibited by applicable law;

b. have been declared bankrupt or insolvent and remain subject to legal restrictions;

c. have been removed from the governing body of another organization for serious misconduct;

d. are legally disqualified from serving as a director under applicable law;

e. are unable to discharge the duties of office due to incapacity; or

f. are otherwise disqualified under the Constitution or this Charter.

The Board shall ensure that disqualification decisions are made fairly, transparently, and in accordance with the principles of natural justice.

5.15 Succession Planning

The Board shall maintain an ongoing succession planning process to ensure continuity of governance and leadership.

Succession planning shall include:

a. identifying future governance needs;

b. assessing upcoming vacancies;

c. maintaining a pipeline of qualified candidates;

d. promoting leadership development within the Board;

e. preserving institutional knowledge; and

f. ensuring orderly transitions in Board leadership.

Succession planning shall be merit-based, transparent, and aligned with the strategic needs of the Organization.

5.16 Induction and Continuous Development

Every newly appointed Director shall participate in a formal induction programme designed to familiarize them with:

a. the Constitution and this Charter;

b. the mission, vision, and strategic objectives of ILA;

c. governance roles and responsibilities;

d. key organizational policies;

e. financial position and budget;

f. risk profile;

g. ongoing programmes and partnerships;

h. legal and regulatory obligations; and

i. Board procedures.

The Board shall also ensure that Directors receive continuing governance education to strengthen their effectiveness and remain informed of emerging legal, governance, financial, technological, and sectoral developments.

5.17 Periodic Review of Board Composition

The Governance and Nominations Committee, or such other committee as the Board may designate, shall periodically review the composition of the Board to ensure that it remains effective, diverse, independent, and aligned with the strategic direction of ILA.

The review shall consider:

a. the balance of skills and expertise;

b. diversity and inclusion;

c. independence;

d. succession needs;

e. committee effectiveness;

f. attendance and participation;

g. governance performance evaluations; and

h. future organizational requirements.

Recommendations arising from the review shall be submitted to the Board for consideration and implementation in accordance with the Constitution and this Charter.

CHAPTER SIX

APPOINTMENT, ELECTION, INDUCTION, TENURE, RESIGNATION, REMOVAL AND VACANCY OF DIRECTORS

6.1 Introduction

The credibility, effectiveness, and sustainability of the Board of Directors depend upon transparent, merit-based, and well-governed processes for the appointment, election, induction, tenure, resignation, suspension, removal, and replacement of Directors. A structured approach to Board membership ensures continuity of leadership, preserves institutional knowledge, promotes accountability, and strengthens public confidence in the governance of the Initiative for Legal Aid (ILA).

The Board recognizes that the selection of Directors is one of its most significant governance responsibilities. Individuals entrusted with the governance of the Organization must possess integrity, competence, independence, commitment, and a demonstrated willingness to uphold the mission, vision, and values of ILA. Appointment to the Board is a position of public trust that carries significant fiduciary obligations and must never be treated as an entitlement or a means of personal benefit.

This Chapter establishes the principles and procedures governing the appointment, election, induction, tenure, resignation, suspension, removal, and replacement of Directors. These provisions shall be interpreted and implemented consistently with the Constitution of ILA, applicable laws of the Republic of South Sudan, and the principles of fairness, transparency, merit, and natural justice.

6.2 Purpose

The purpose of this Chapter is to:

a. establish transparent procedures for appointing or electing Directors;

b. ensure that Board appointments are based on merit, integrity, competence, and diversity;

c. provide clear rules governing the tenure and reappointment of Directors;

d. regulate the resignation, suspension, and removal of Directors;

e. ensure orderly succession and continuity of governance;

f. establish procedures for filling vacancies on the Board;

g. strengthen institutional accountability and public confidence; and

h. promote consistency and fairness in Board membership processes.

6.3 Guiding Principles

All appointments and elections to the Board shall be guided by the following principles:

a. legality;

b. transparency;

c. merit;

d. integrity;

e. accountability;

f. equality of opportunity;

g. diversity and inclusion;

h. independence;

i. fairness;

j. confidentiality where appropriate;

k. avoidance of conflicts of interest; and

l. commitment to the mission and values of ILA.

No Director shall influence or manipulate appointment or election processes for personal, political, financial, or other improper advantage.

6.4 Authority to Appoint or Elect Directors

The appointment or election of Directors shall be undertaken in accordance with the Constitution of ILA.

Subject to the Constitution:

a. the General Assembly or Membership Body, where established, shall elect or confirm Directors;

b. where permitted by the Constitution, the Board may appoint Directors to fill casual vacancies until the next General Assembly or for such period as prescribed;

c. no appointment shall become effective unless made in accordance with the Constitution and this Charter;

d. all appointments shall be properly documented in Board or General Assembly resolutions; and

e. the Board Secretary shall maintain an up-to-date Register of Directors.

6.5 Identification of Board Needs

Before initiating an appointment or election process, the Governance and Nominations Committee, or such other committee as the Board may designate, shall assess the Board's current composition and identify governance needs.

The assessment shall consider:

a. existing skills and competencies;

b. diversity and inclusion objectives;

c. committee requirements;

d. succession planning;

e. strategic priorities;

f. governance performance evaluations;

g. anticipated retirements or vacancies; and

h. any competency gaps identified in the Board Skills Matrix.

The assessment shall inform the recruitment profile for prospective Directors.

6.6 Nomination of Candidates

Candidates for appointment or election may be nominated in accordance with the Constitution by:

a. the Governance and Nominations Committee;

b. existing Directors, where permitted;

c. members of the Organization, where applicable;

d. recognized institutional stakeholders, where authorized by the Constitution; or

e. any other lawful nomination process approved by the Board.

Every nomination shall be submitted in writing and supported by sufficient information demonstrating the candidate's eligibility and suitability for Board service.

6.7 Due Diligence and Eligibility Verification

Before recommending any candidate for appointment or election, the Governance and Nominations Committee shall undertake appropriate due diligence.

The due diligence process may include:

a. verification of identity;

b. review of educational and professional qualifications;

c. assessment of governance experience;

d. review of professional references;

e. declaration of conflicts of interest;

f. verification of legal eligibility;

g. assessment of integrity and reputation;

h. review of financial or fiduciary concerns that may affect suitability; and

i. any other checks considered necessary by the Board.

Candidates shall cooperate fully with the due diligence process.

6.8 Appointment or Election Process

The appointment or election process shall be fair, transparent, and documented.

The process shall ordinarily include:

a. identification of vacancies;

b. determination of competency requirements;

c. nomination of candidates;

d. eligibility verification;

e. interviews or assessments where appropriate;

f. recommendation by the Governance and Nominations Committee;

g. approval by the competent authority under the Constitution; and

h. formal acceptance of appointment by the successful candidate.

All decisions shall be properly recorded in the minutes of the relevant meeting.

6.9 Acceptance of Appointment

Every newly appointed or elected Director shall, before assuming office:

a. accept the appointment in writing;

b. declare any actual, potential, or perceived conflicts of interest;

c. sign the Board Code of Conduct;

d. sign a Confidentiality Agreement;

e. commit to complying with this Charter and other governance instruments;

f. complete any statutory declarations required by law; and

g. participate in the Board induction programme.

No Director shall exercise Board powers until these requirements have been fulfilled.

6.10 Induction of Directors

Every newly appointed Director shall undergo a comprehensive induction programme coordinated by the Board Secretary in collaboration with the Executive Director.

The induction programme shall include orientation on:

a. the Constitution of ILA;

b. this Board Governance Charter;

c. the strategic plan;

d. organizational structure;

e. governance framework;

f. financial position and budgeting processes;

g. risk profile and risk management systems;

h. key organizational policies;

i. ongoing programmes and projects;

j. safeguarding obligations;

k. legal and regulatory requirements;

l. Board procedures and meeting protocols; and

m. the roles and responsibilities of Directors.

The Board may also arrange site visits, meetings with senior management, and briefings from external advisers where appropriate.

6.11 Tenure of Office

Unless otherwise provided in the Constitution, a Director shall serve for a term of **three (3) years** commencing on the date of appointment or election.

A Director may be eligible for **one further consecutive term**, subject to satisfactory performance, continued eligibility, and reappointment or re-election in accordance with the Constitution.

No individual should ordinarily serve more than **two consecutive terms**, except where the Board determines that exceptional circumstances justify an extension and such extension is permitted by the Constitution.

Following the completion of two consecutive terms, a former Director may be eligible for reappointment after a break of at least one full term, unless otherwise provided by the Constitution.

6.12 Rights and Responsibilities During Tenure

During their tenure, every Director shall:

a. exercise their fiduciary duties diligently;

b. attend Board and Committee meetings;

c. participate actively in governance processes;

d. comply with organizational policies;

e. undertake continuing governance education;

f. maintain confidentiality;

g. disclose conflicts of interest promptly; and

h. promote the mission and reputation of ILA.

Directors shall not use their tenure to obtain personal, financial, political, or professional advantage.

6.13 Resignation

A Director may resign from office at any time by submitting a written resignation addressed to the Chairperson of the Board.

Where the Chairperson intends to resign, the resignation shall be addressed to the Vice-Chairperson or such other authority as provided by the Constitution.

The resignation shall:

a. state the effective date of resignation;

b. provide reasons where the Director wishes to do so;

c. not affect liabilities incurred before the resignation takes effect; and

d. be acknowledged and recorded in the Board minutes.

The Board shall take appropriate steps to ensure an orderly transition and continuity of governance.

6.14 Suspension of a Director

The Board may suspend a Director, in accordance with the Constitution and principles of natural justice, where there are reasonable grounds to believe that the Director:

a. has committed serious misconduct;

b. has materially breached this Charter or the Code of Conduct;

c. has failed to disclose a significant conflict of interest;

d. is subject to a criminal investigation for offences involving dishonesty, fraud, corruption, or abuse of trust;

e. has persistently failed to perform their duties; or

f. poses a significant risk to the interests or reputation of the Organization.

Suspension shall be a precautionary measure and shall not constitute a finding of misconduct.

The Director shall be informed of the reasons for the suspension and afforded an opportunity to respond before a final decision is made, unless immediate suspension is necessary to protect the Organization.

6.15 Removal from Office

A Director may be removed from office in accordance with the Constitution where they:

a. cease to satisfy the eligibility requirements for office;

b. commit serious misconduct;

c. materially breach their fiduciary duties;

d. engage in fraud, corruption, or other unethical conduct;

e. are convicted of a serious criminal offence affecting their suitability for office;

f. fail, without reasonable cause, to attend the minimum number of Board meetings prescribed by the Board;

g. become incapable of discharging the functions of office;

h. fail to disclose a material conflict of interest; or

i. otherwise become disqualified under the Constitution or applicable law.

Removal proceedings shall be conducted fairly, impartially, and in accordance with the principles of natural justice, including the right of the Director to receive notice of the allegations, respond to them, and be heard before a final decision is made.

6.16 Casual Vacancies

A casual vacancy shall arise where a Director:

a. resigns;

b. dies;

c. is removed from office;

d. becomes disqualified;

e. is declared incapable of serving; or

f. otherwise ceases to hold office before the expiry of their term.

The Board shall take reasonable steps to fill the vacancy as soon as practicable in accordance with the Constitution and this Charter.

A Director appointed to fill a casual vacancy shall serve for the remainder of the unexpired term unless the Constitution provides otherwise.

6.17 Handover and Exit Procedures

Upon ceasing to hold office, a Director shall:

a. return all organizational property, records, and confidential materials;

b. maintain confidentiality regarding non-public information obtained during their tenure;

c. complete any required exit declaration or handover documentation;

d. disclose any continuing conflicts of interest relevant to ongoing Board matters; and

e. cooperate in ensuring an orderly transition to their successor.

The obligation to protect confidential information shall continue after the Director's term has ended.

6.18 Records of Board Membership

The Board Secretary shall maintain an accurate and up-to-date Register of Directors containing, at a minimum:

a. the full name of each Director;

b. date of appointment or election;

c. term of office;

d. committee memberships;

e. declarations of interests;

f. attendance records;

g. governance training completed;

h. dates of resignation or cessation of office, where applicable; and

i. any other information required by law or the Constitution.

The Register shall be maintained securely and made available for inspection only by authorized persons or as required by law.

6.19 Review of Appointment and Tenure Processes

The Governance and Nominations Committee shall periodically review the effectiveness of the appointment, election, induction, tenure, and succession processes to ensure they remain transparent, merit-based, inclusive, and aligned with the strategic needs of ILA.

Recommendations for improvement shall be submitted to the Board for consideration and, where approved, incorporated into the Organization's governance practices.

CHAPTER SEVEN

POWERS, FUNCTIONS AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

7.1 Introduction

The Board of Directors is the supreme governing authority of the Initiative for Legal Aid (ILA) and bears ultimate responsibility for ensuring that the Organization remains faithful to its vision, mission, values, constitutional objectives, and legal obligations. The Board provides strategic leadership, exercises fiduciary oversight, safeguards institutional integrity, and ensures that the Organization is governed in a lawful, ethical, transparent, and accountable manner.

The Board does not manage the day-to-day operations of the Organization. Operational management is delegated to the Executive Director and the senior management team. However, delegation of authority does not diminish the Board's overall responsibility for the performance, sustainability, and accountability of ILA. The Board remains ultimately accountable for ensuring that delegated powers are exercised appropriately and in accordance with this Charter, the Constitution, applicable laws, and Board-approved policies.

The Board shall exercise its powers collectively. No individual Director shall purport to exercise Board authority except where specifically authorized by the Constitution, this Charter, a Board resolution, or applicable law.

7.2 Purpose

The purpose of this Chapter is to:

a. define the powers and authority of the Board;

b. establish the Board's governance responsibilities;

c. clarify the distinction between governance and management;

d. strengthen accountability and institutional oversight;

e. promote strategic leadership and organizational sustainability;

f. ensure prudent stewardship of organizational resources;

g. strengthen oversight of risk, compliance, and performance; and

h. reinforce public confidence in the governance of ILA.

7.3 General Powers of the Board

Subject to the Constitution and applicable laws, the Board shall exercise all powers necessary to govern and oversee the affairs of ILA.

Without limiting the generality of the foregoing, the Board shall have authority to:

a. determine the strategic direction of the Organization;

b. approve organizational policies and governance instruments;

c. oversee the implementation of the strategic plan;

d. approve annual work plans, budgets, and major institutional priorities;

e. appoint, supervise, evaluate, and, where necessary, remove the Executive Director;

f. establish, dissolve, and oversee Board Committees;

g. approve the organizational structure and major institutional reforms;

h. safeguard organizational assets and resources;

i. approve major financial commitments, investments, and acquisitions;

j. oversee fundraising and resource mobilization strategies;

k. ensure legal and regulatory compliance;

l. approve audited financial statements and annual reports;

m. oversee organizational risk management and internal control systems;

n. authorize strategic partnerships and significant contractual arrangements;

o. approve borrowing, lending, or other significant financial obligations where permitted by law;

p. monitor organizational performance and impact;

q. safeguard the reputation and independence of ILA; and

r. exercise any other powers conferred by the Constitution or applicable law.

7.4 Strategic Leadership

The Board shall provide long-term strategic leadership to ensure that the Organization remains focused on its mission and capable of responding to changes in its operating environment.

In fulfilling this responsibility, the Board shall:

a. approve the Vision, Mission, and Core Values of the Organization;

b. approve the Strategic Plan and monitor its implementation;

c. establish strategic priorities;

d. approve organizational objectives and key performance indicators;

e. review the external operating environment;

f. identify emerging opportunities and challenges;

g. ensure institutional sustainability;

h. promote innovation and continuous improvement; and

i. periodically review the strategic direction of the Organization.

The Board shall avoid involvement in routine operational decisions except where necessary to protect the interests of the Organization.

7.5 Governance and Policy Oversight

The Board shall establish and maintain an effective governance framework for ILA.

The Board shall:

a. approve governance policies;

b. periodically review governance instruments;

c. ensure consistency among organizational policies;

d. approve amendments to governance documents;

e. monitor policy implementation;

f. establish governance standards; and

g. evaluate the effectiveness of governance arrangements.

The Board shall ensure that all governance instruments remain aligned with the Constitution, applicable laws, and international best practices.

7.6 Fiduciary Oversight

The Board owes fiduciary duties to the Organization and shall act as the steward of its assets, reputation, and institutional mandate.

Accordingly, the Board shall:

a. safeguard organizational resources;

b. ensure responsible financial management;

c. protect the interests of beneficiaries and stakeholders;

d. oversee compliance with donor requirements;

e. ensure that organizational resources are used exclusively for lawful organizational purposes;

f. monitor institutional sustainability; and

g. exercise prudent judgment in all governance decisions.

7.7 Financial Oversight

The Board shall exercise ultimate oversight over the financial affairs of the Organization.

The Board shall:

a. approve annual budgets;

b. approve financial policies;

c. review periodic financial reports;

d. approve audited financial statements;

e. monitor financial performance against approved budgets;

f. oversee reserves and investment policies;

g. ensure effective financial controls;

h. monitor liquidity and financial sustainability;

i. oversee significant capital expenditures;

j. ensure prudent stewardship of donor funds; and

k. ensure that adequate financial records are maintained.

The Board may delegate detailed financial oversight to the Finance and Audit Committee but shall retain ultimate responsibility.

7.8 Oversight of the Executive Director

The Board shall appoint a qualified Executive Director as the chief executive officer of ILA.

The Board shall:

a. approve the Executive Director's terms and conditions of employment;

b. establish annual performance objectives;

c. conduct periodic performance evaluations;

d. provide strategic guidance and support;

e. hold the Executive Director accountable for organizational performance;

f. approve succession planning for the Executive Director;

g. consider disciplinary action where necessary; and

h. appoint an Acting Executive Director during vacancies or periods of incapacity.

The relationship between the Board and the Executive Director shall be characterized by mutual respect, professionalism, transparency, and accountability.

7.9 Oversight of Organizational Performance

The Board shall monitor the overall performance of the Organization.

Performance oversight shall include monitoring:

a. implementation of the Strategic Plan;

b. programme effectiveness;

c. financial sustainability;

d. legal compliance;

e. donor compliance;

f. institutional growth;

g. stakeholder satisfaction;

h. safeguarding performance;

i. organizational reputation;

j. operational efficiency; and

k. achievement of key performance indicators.

The Board shall require regular performance reports from the Executive Director and may request additional information where necessary.

7.10 Risk Management and Internal Control Oversight

The Board shall ensure that the Organization maintains an effective risk management and internal control framework.

The Board shall:

a. approve the Risk Management Policy;

b. determine the Organization's risk appetite;

c. oversee enterprise risk management;

d. monitor strategic, operational, financial, legal, technological, safeguarding, and reputational risks;

e. ensure effective internal controls;

f. oversee business continuity planning;

g. monitor cybersecurity and information security risks;

h. ensure appropriate insurance coverage where necessary; and

i. periodically review risk reports.

The Board shall ensure that significant risks are identified, assessed, monitored, and mitigated.

7.11 Legal and Regulatory Compliance

The Board shall ensure that ILA complies with:

a. the Constitution;

b. applicable laws of the Republic of South Sudan;

c. registration requirements;

d. tax obligations;

e. labour laws;

f. contractual obligations;

g. donor agreements;

h. safeguarding requirements;

i. data protection obligations; and

j. all Board-approved policies.

The Board shall require periodic compliance reports from management and take appropriate action to address identified non-compliance.

7.12 Resource Mobilization and Sustainability

The Board shall provide oversight of resource mobilization to ensure the long-term sustainability of the Organization.

The Board shall:

a. approve fundraising strategies;

b. support resource mobilization initiatives;

c. cultivate strategic partnerships;

d. promote responsible donor engagement;

e. oversee diversification of funding sources;

f. ensure ethical fundraising practices; and

g. monitor long-term financial sustainability.

The Board shall avoid dependence on a single funding source where reasonably practicable.

7.13 Stakeholder Accountability

The Board shall ensure that the Organization remains accountable to:

a. beneficiaries;

b. members;

c. donors;

d. government regulators;

e. employees;

f. volunteers;

g. development partners;

h. communities served; and

i. the public.

The Board shall promote transparent communication, effective grievance mechanisms, and meaningful stakeholder engagement consistent with the mission and values of ILA.

7.14 Protection of Organizational Assets

The Board shall ensure that adequate systems exist to safeguard:

a. financial assets;

b. movable and immovable property;

c. information assets;

d. intellectual property;

e. organizational records;

f. technological infrastructure;

g. institutional reputation; and

h. other assets entrusted to the Organization.

The Board shall require management to establish appropriate asset management, security, insurance, maintenance, and disposal procedures.

7.15 Ethical Leadership

The Board shall lead by example in promoting ethical conduct throughout the Organization.

The Board shall:

a. uphold integrity and professionalism;

b. promote ethical organizational culture;

c. ensure compliance with the Code of Conduct;

d. prevent fraud and corruption;

e. promote safeguarding and protection standards;

f. encourage responsible whistleblowing; and

g. address unethical conduct promptly and fairly.

7.16 Reserved Matters Requiring Board Approval

The following matters shall require prior approval of the Board and shall not be delegated unless expressly permitted by the Constitution or applicable law:

a. approval or amendment of the Constitution;

b. approval of the Strategic Plan;

c. approval of annual budgets;

d. approval of audited financial statements;

e. appointment, evaluation, suspension, or removal of the Executive Director;

f. adoption or amendment of Board-approved policies and governance instruments;

g. establishment or dissolution of Board Committees;

h. acquisition or disposal of major organizational assets above thresholds established by the Board;

i. approval of significant borrowing or long-term financial commitments;

j. approval of mergers, affiliations, or strategic alliances with substantial governance implications;

k. approval of the annual report;

l. recommendation of dissolution or winding up of the Organization in accordance with the Constitution; and

m. any other matter reserved to the Board under the Constitution, this Charter, or applicable law.

7.17 Delegation of Authority

The Board may delegate specified powers to Board Committees or the Executive Director where appropriate.

Any delegation shall:

a. be documented in writing;

b. define the scope and limits of delegated authority;

c. specify reporting obligations;

d. remain subject to Board oversight;

e. be reviewed periodically; and

f. be revoked or amended by the Board where necessary.

Delegation shall not absolve the Board of its ultimate responsibility for governance and oversight.

7.18 Collective Decision-Making

The Board shall exercise its powers collectively through duly convened meetings or written resolutions where permitted by the Constitution.

Individual Directors shall not:

a. commit the Organization without authority;

b. issue operational instructions to staff, except where expressly authorized;

c. represent Board decisions unless authorized to do so; or

d. exercise powers reserved to the Board acting collectively.

Directors shall respect the principle of collective responsibility while retaining the right to record dissenting opinions in the minutes where appropriate.

7.19 Annual Review of Board Responsibilities

The Board shall annually review its powers, functions, and responsibilities to ensure that they remain appropriate in light of:

a. amendments to the Constitution;

b. changes in applicable law;

c. organizational growth and complexity;

d. governance evaluations;

e. strategic priorities;

f. donor expectations; and

g. emerging governance best practices.

Where necessary, the Board shall amend this Charter or related governance instruments to strengthen governance effectiveness and institutional accountability.

CHAPTER EIGHT

ROLES, RESPONSIBILITIES, RIGHTS AND ETHICAL OBLIGATIONS OF INDIVIDUAL DIRECTORS

8.1 Introduction

The effectiveness of the Board of Directors depends upon the commitment, integrity, competence, and active participation of each individual Director. While the Board exercises its authority collectively, every Director has personal responsibilities and ethical obligations that contribute to sound governance and institutional success.

Each Director serves as a fiduciary and steward of the Initiative for Legal Aid (ILA), acting in the best interests of the Organization rather than representing personal, political, professional, sectional, or external interests. Directors are expected to demonstrate leadership, professionalism, independence of thought, respect for diversity of opinion, and unwavering commitment to the mission and values of ILA.

This Chapter sets out the individual roles, responsibilities, rights, ethical obligations, standards of conduct, and performance expectations applicable to every Director. It also establishes the principles governing Directors' interactions with fellow Board members, management, employees, volunteers, partners, donors, beneficiaries, regulators, and the public.

8.2 Purpose

The purpose of this Chapter is to:

a. define the individual responsibilities of Directors;

b. clarify the rights and privileges associated with Board membership;

c. establish standards of professional and ethical conduct;

d. promote active participation and accountability;

e. strengthen collective governance through individual responsibility;

f. ensure respectful and constructive engagement within the Board; and

g. safeguard the integrity, reputation, and effectiveness of ILA.

8.3 General Role of a Director

Each Director shall contribute to the effective governance of the Organization by:

a. participating in the formulation of strategic direction;

b. exercising independent and informed judgment;

c. overseeing the implementation of Board decisions;

d. safeguarding the mission, values, and reputation of ILA;

e. promoting accountability and transparency;

f. exercising fiduciary oversight over organizational resources;

g. supporting the Executive Director while maintaining appropriate governance boundaries; and

h. contributing their expertise, experience, and judgment to Board deliberations.

Directors shall act collectively through the Board and shall not assume executive or operational responsibilities unless specifically authorized.

8.4 Responsibilities of Individual Directors

Each Director shall:

a. act honestly, in good faith, and in the best interests of ILA;

b. comply with the Constitution, this Charter, Board policies, and applicable laws;

c. attend and actively participate in Board and Committee meetings;

d. prepare adequately for meetings by reviewing Board papers in advance;

e. contribute constructively to discussions and decision-making;

f. exercise independent judgment and avoid undue influence;

g. maintain confidentiality of sensitive information;

h. disclose actual, potential, or perceived conflicts of interest;

i. promote ethical leadership and good governance;

j. monitor organizational performance and strategic progress;

k. safeguard organizational assets and resources;

l. support fundraising and resource mobilization initiatives where appropriate;

m. undertake continuing governance education and professional development;

n. represent the Organization appropriately when authorized; and

o. uphold the reputation and credibility of ILA at all times.

8.5 Duty to Attend Meetings

Regular attendance and active participation are essential responsibilities of every Director.

Each Director shall:

a. attend all scheduled Board meetings, Committee meetings, and governance retreats unless prevented by reasonable cause;

b. notify the Chairperson or Board Secretary in advance if unable to attend;

c. participate actively and constructively in deliberations;

d. remain engaged throughout meetings;

e. review meeting materials before each meeting; and

f. contribute meaningfully to informed decision-making.

Persistent absence without reasonable justification may constitute grounds for review of a Director's continued suitability to serve on the Board in accordance with the Constitution and this Charter.

8.6 Duty to Exercise Independent Judgment

Every Director shall exercise objective, informed, and independent judgment.

Directors shall:

a. evaluate issues on their merits;

b. avoid external influence or pressure;

c. question assumptions where appropriate;

d. seek clarification before making decisions;

e. support evidence-based decision-making; and

f. place the interests of ILA above personal preferences or external affiliations.

Directors shall not allow political, religious, commercial, familial, or other personal relationships to compromise their independence.

8.7 Duty of Preparation

To enable informed governance, Directors shall prepare adequately for every meeting by:

a. reading Board papers and supporting documentation;

b. reviewing financial reports and strategic updates;

c. considering matters requiring Board approval;

d. identifying issues requiring clarification;

e. undertaking additional research where necessary; and

f. consulting relevant governance materials.

Failure to prepare consistently undermines effective governance and may be considered during Board performance evaluations.

8.8 Duty to Promote Collective Decision-Making

Directors shall respect the principle of collective governance.

Accordingly, each Director shall:

a. participate respectfully in discussions;

b. listen to differing views;

c. encourage constructive debate;

d. support lawful Board decisions once adopted;

e. avoid publicly undermining Board resolutions; and

f. record dissenting opinions through appropriate Board procedures where necessary.

8.9 Duty to Maintain Confidentiality

Directors shall preserve the confidentiality of information obtained through their office.

Confidential information includes:

a. Board deliberations;

b. legal advice;

c. personnel matters;

d. safeguarding cases;

e. investigations;

f. financial information not publicly disclosed;

g. donor-sensitive information;

h. personal data;

i. procurement information;

j. strategic negotiations; and

k. any information designated as confidential.

Confidential information shall not be disclosed except:

a. where authorized by the Board;

b. where required by law;

c. where necessary for official organizational purposes; or

d. under protected whistleblowing procedures.

This obligation continues after a Director ceases to hold office.

8.10 Duty to Avoid Conflicts of Interest

Every Director shall proactively identify, disclose, and appropriately manage actual, potential, and perceived conflicts of interest.

A Director shall:

a. make timely written declarations of interests;

b. update declarations whenever circumstances change;

c. refrain from participating in discussions where a conflict exists, unless permitted by the Board;

d. abstain from voting on matters in which they have a material interest;

e. avoid receiving improper benefits; and

f. comply with the Board's Conflict of Interest Policy.

The Board Secretary shall maintain a Register of Directors' Interests.

8.11 Duty to Promote Ethical Leadership

Each Director shall actively promote a culture of ethics and integrity throughout the Organization.

Directors shall:

a. lead by example;

b. support implementation of the Code of Conduct;

c. reject corruption, fraud, and abuse of office;

d. encourage transparency and accountability;

e. support whistleblower protection;

f. uphold safeguarding standards; and

g. promote respect, dignity, and inclusion.

8.12 Representation of the Organization

Directors may represent ILA only where authorized by the Board or the Chairperson.

When representing the Organization, Directors shall:

a. communicate accurately and responsibly;

b. respect approved institutional positions;

c. avoid unauthorized commitments;

d. protect confidential information;

e. uphold the reputation of ILA; and

f. avoid statements that may create legal, financial, or reputational risk.

No Director shall present personal opinions as official Board positions unless authorized.

8.13 Relationship with the Chairperson

Directors shall support the Chairperson in promoting effective governance.

Directors shall:

a. respect the authority of the Chairperson in conducting Board meetings;

b. communicate concerns openly and respectfully;

c. support good governance practices; and

d. cooperate in ensuring the effectiveness of the Board.

The Chairperson shall not exercise authority over individual Directors beyond that conferred by the Constitution, this Charter, or Board resolutions.

8.14 Relationship with the Executive Director and Management

Directors shall maintain an appropriate governance relationship with the Executive Director and management.

Individual Directors shall not:

a. interfere in day-to-day management;

b. issue operational instructions directly to employees;

c. bypass established reporting structures;

d. undermine the authority of management; or

e. involve themselves in operational matters except where authorized by the Board.

Communication with management outside Board meetings should be coordinated through the Chairperson or Executive Director unless otherwise authorized.

8.15 Rights of Directors

Every Director shall have the right to:

a. receive timely and accurate Board information;

b. participate fully in Board discussions and decisions;

c. vote on matters before the Board, unless disqualified by a conflict of interest;

d. request additional information reasonably necessary for informed decision-making;

e. record dissenting opinions in Board minutes;

f. receive induction and governance training;

g. serve on Board Committees where appointed;

h. be treated with dignity, fairness, and respect;

i. be protected against retaliation for acting in good faith; and

j. access professional advice, subject to Board approval and established procedures, where necessary for the proper discharge of their duties.

8.16 Standards of Conduct

Directors shall conduct themselves in a manner that promotes confidence in the governance of ILA.

Accordingly, Directors shall:

a. demonstrate honesty, integrity, and professionalism;

b. treat others with courtesy, dignity, and respect;

c. avoid harassment, bullying, discrimination, intimidation, or victimization;

d. refrain from making false or misleading statements about the Organization;

e. avoid misuse of organizational property, information, or opportunities;

f. comply with all applicable laws and Board-approved policies;

g. protect the reputation and credibility of ILA; and

h. conduct themselves in a manner consistent with the Organization's values.

8.17 Continuing Development

Recognizing that governance standards continue to evolve, each Director shall participate in continuing professional development.

The Board shall encourage Directors to undertake training in areas such as:

a. nonprofit governance;

b. strategic leadership;

c. financial oversight;

d. risk management;

e. legal and regulatory compliance;

f. safeguarding;

g. gender equality and social inclusion;

h. data protection and cybersecurity;

i. fundraising and resource mobilization;

j. monitoring, evaluation, accountability, and learning (MEAL); and

k. emerging issues affecting civil society organizations.

The Board Secretary shall maintain records of governance training undertaken by Directors.

8.18 Performance Expectations

Each Director shall be subject to periodic performance evaluation against agreed governance standards.

Performance assessments may consider:

a. attendance at Board and Committee meetings;

b. preparedness and participation;

c. contribution to strategic discussions;

d. compliance with fiduciary and ethical obligations;

e. respect for governance processes;

f. contribution to Committee work;

g. adherence to this Charter and the Code of Conduct; and

h. commitment to the mission and values of ILA.

The outcomes of performance evaluations shall be used to identify opportunities for improvement, professional development, succession planning, and, where necessary, corrective action.

8.19 Accountability of Individual Directors

Each Director is individually accountable for fulfilling the responsibilities set out in this Charter while remaining collectively accountable for decisions lawfully made by the Board.

A Director who fails to meet the standards of conduct or responsibilities established in this Chapter may be subject to appropriate action in accordance with the Constitution, this Charter, and applicable policies, including counselling, governance training, formal reprimand, suspension, or removal from office where justified.

8.20 Review of Directors' Roles and Responsibilities

The Board shall periodically review the roles, responsibilities, rights, and ethical obligations of Directors to ensure they remain aligned with:

a. the Constitution of ILA;

b. applicable laws of the Republic of South Sudan;

c. recognized principles of good governance;

d. the strategic direction of the Organization; and

e. evolving governance best practices.

Any amendments shall be approved by the Board and incorporated into this Charter.

CHAPTER NINE

THE CHAIRPERSON, VICE-CHAIRPERSON, BOARD SECRETARY AND OTHER BOARD OFFICE BEARERS

9.1 Introduction

Strong and effective leadership is essential to the success of the Board of Directors and the overall governance of the Initiative for Legal Aid (ILA). The Board exercises its authority collectively; however, specific governance responsibilities are assigned to designated Board Office Bearers to facilitate the orderly conduct of Board affairs, promote effective decision-making, strengthen accountability, and ensure continuity of governance.

The Chairperson, Vice-Chairperson, Board Secretary, Committee Chairpersons, and other Board Office Bearers play distinct yet complementary roles in supporting the Board's governance functions. These offices exist to enhance the efficiency and effectiveness of the Board and shall not diminish the principle of collective responsibility or create executive authority beyond that conferred by the Constitution, this Charter, or resolutions of the Board.

This Chapter establishes the roles, responsibilities, powers, appointment procedures, accountability mechanisms, succession arrangements, and performance expectations applicable to Board Office Bearers.

9.2 Purpose

The purpose of this Chapter is to:

a. define the governance roles of Board Office Bearers;

b. establish the powers and responsibilities associated with each office;

c. promote effective leadership and accountability within the Board;

d. ensure orderly conduct of Board business;

e. strengthen communication between the Board and management;

f. provide clear succession arrangements for Board leadership; and

g. reinforce the principle of collective governance.

9.3 Board Office Bearers

The principal Board Office Bearers shall include:

a. the Chairperson;

b. the Vice-Chairperson;

c. the Board Secretary;

d. Chairpersons of Board Committees; and

e. any other offices established by the Constitution or the Board.

The Board may establish additional governance offices where necessary to support the effective discharge of its responsibilities.

9.4 Appointment of Board Office Bearers

Board Office Bearers shall be elected or appointed in accordance with the Constitution of ILA.

Unless otherwise provided by the Constitution:

a. the Chairperson and Vice-Chairperson shall be elected by the Board from among its members;

b. the Board Secretary shall be appointed by the Board and may be a Director or a suitably qualified individual who is not a Director, as determined by the Board;

c. Committee Chairpersons shall be appointed by the Board from among Committee members; and

d. all appointments shall be recorded in the minutes of the relevant Board meeting.

Appointments shall be based on integrity, competence, leadership ability, commitment, availability, and the capacity to discharge the responsibilities of the office.

9.5 The Chairperson

The Chairperson is the principal governance leader of the Board and shall provide leadership in the discharge of the Board's responsibilities.

The Chairperson shall:

a. promote effective governance and ethical leadership;

b. ensure that the Board functions efficiently and effectively;

c. safeguard the independence and integrity of the Board;

d. foster a culture of openness, respect, accountability, and constructive dialogue;

e. facilitate informed and balanced decision-making; and

f. represent the Board in matters authorized by the Board or the Constitution.

The Chairperson shall not exercise executive management functions unless specifically authorized under exceptional circumstances by the Board.

9.6 Powers and Responsibilities of the Chairperson

The Chairperson shall:

a. preside over Board and General Assembly meetings where required;

b. approve Board meeting agendas in consultation with the Board Secretary and Executive Director;

c. ensure that Directors receive adequate information to make informed decisions;

d. encourage active participation by all Directors;

e. facilitate consensus while respecting differing views;

f. ensure that Board decisions are properly recorded;

g. oversee implementation of Board resolutions through the Executive Director;

h. maintain effective communication between the Board and the Executive Director;

i. promote high standards of governance and ethical conduct;

j. oversee Board performance evaluations;

k. support Board succession planning;

l. represent the Board in official functions where authorized;

m. provide leadership during governance crises;

n. ensure compliance with the Constitution and this Charter; and

o. perform any other duties assigned by the Board.

The Chairperson shall ensure that Board meetings remain focused on governance, strategic oversight, and institutional leadership rather than operational management.

9.7 Authority of the Chairperson

The Chairperson shall have authority to:

a. convene Board meetings in accordance with the Constitution;

b. preside over Board deliberations;

c. rule on procedural matters during meetings, subject to the Board's authority;

d. require reports from Board Committees;

e. request information from the Executive Director on behalf of the Board;

f. authorize urgent administrative actions necessary to facilitate Board functions, subject to subsequent Board ratification where appropriate; and

g. exercise any additional authority conferred by the Constitution or Board resolutions.

The Chairperson shall not unilaterally make decisions reserved for the Board acting collectively.

9.8 The Vice-Chairperson

The Vice-Chairperson shall support the Chairperson in the discharge of governance responsibilities and shall act in the Chairperson's absence or where the Chairperson is unable to perform their duties.

The Vice-Chairperson shall:

a. assist the Chairperson in promoting effective governance;

b. chair Board meetings in the absence of the Chairperson;

c. undertake responsibilities delegated by the Chairperson or the Board;

d. support Board succession planning and leadership continuity;

e. assist in monitoring implementation of Board resolutions; and

f. perform any other governance functions assigned by the Board.

While acting as Chairperson, the Vice-Chairperson shall exercise all powers and responsibilities of the Chairperson.

9.9 Vacancy or Absence of the Chairperson

Where the office of Chairperson becomes vacant or the Chairperson is temporarily unable to act:

a. the Vice-Chairperson shall assume the functions of the Chairperson until the Chairperson resumes office or a new Chairperson is elected;

b. if both the Chairperson and Vice-Chairperson are unavailable, the Board shall appoint one of its members to preside over the relevant meeting or serve in an acting capacity for such period as necessary; and

c. any long-term vacancy shall be filled in accordance with the Constitution.

9.10 The Board Secretary

The Board Secretary is the principal governance adviser to the Board on matters relating to governance administration, Board procedures, and compliance with this Charter.

The Board Secretary shall act impartially and in the best interests of the Organization.

The Board Secretary shall report directly to the Board in relation to governance matters and shall work closely with the Chairperson and Executive Director to facilitate the effective functioning of the Board.

9.11 Responsibilities of the Board Secretary

The Board Secretary shall:

a. coordinate Board meetings;

b. prepare and circulate notices of meetings;

c. prepare Board agendas in consultation with the Chairperson and Executive Director;

d. maintain accurate minutes of Board meetings;

e. maintain the Register of Directors;

f. maintain the Register of Conflicts of Interest;

g. ensure safe custody of Board records;

h. advise the Board on governance procedures;

i. monitor compliance with the Constitution and this Charter;

j. coordinate Board induction and governance training;

k. facilitate Board evaluations;

l. maintain governance documentation;

m. communicate Board resolutions to management;

n. monitor implementation of governance actions; and

o. perform any other governance functions assigned by the Board.

The Board Secretary shall ensure that governance records are maintained securely, accurately, and confidentially.

9.12 Independence of the Board Secretary

Where the Board Secretary is also an employee of the Organization, they shall maintain independence and impartiality in the discharge of governance responsibilities.

The Board Secretary shall:

a. act in the best interests of the Board;

b. avoid conflicts of interest;

c. maintain confidentiality;

d. provide objective governance advice; and

e. support all Directors fairly and impartially.

9.13 Committee Chairpersons

Each Board Committee shall be led by a Committee Chairperson appointed by the Board.

Committee Chairpersons shall:

a. provide leadership to their Committees;

b. approve Committee meeting agendas;

c. preside over Committee meetings;

d. coordinate Committee work plans;

e. facilitate Committee deliberations;

f. ensure accurate Committee records;

g. report Committee recommendations to the Board;

h. monitor implementation of Committee decisions where appropriate; and

i. perform any other duties assigned by the Board.

Committee Chairpersons shall remain accountable to the Board.

9.14 Other Board Office Bearers

The Board may establish additional governance offices where necessary to improve governance effectiveness.

The Board shall define:

a. the responsibilities of the office;

b. reporting arrangements;

c. authority limits;

d. appointment procedures;

e. tenure; and

f. accountability mechanisms.

No additional office shall diminish the collective authority of the Board.

9.15 Relationship Between Board Office Bearers and Management

Board Office Bearers shall maintain appropriate governance relationships with management.

They shall not:

a. interfere in operational management;

b. issue operational instructions directly to employees except where authorized;

c. assume executive authority; or

d. bypass the Executive Director on operational matters unless required by law or authorized by the Board.

Communication with management shall respect established reporting lines while ensuring effective governance oversight.

9.16 Delegation by Board Office Bearers

Board Office Bearers may delegate administrative responsibilities where appropriate, provided that:

a. the delegation is consistent with the Constitution and this Charter;

b. delegated responsibilities are clearly defined;

c. accountability remains with the Office Bearer;

d. delegated authority does not extend to powers reserved for the Board; and

e. the delegation is appropriately documented where necessary.

9.17 Accountability of Board Office Bearers

Board Office Bearers remain accountable to the Board for the performance of their responsibilities.

The Board may periodically review the performance of Office Bearers, taking into account:

a. leadership effectiveness;

b. adherence to this Charter;

c. quality of governance support;

d. meeting management;

e. communication and coordination;

f. compliance with governance procedures;

g. ethical conduct; and

h. contribution to the effectiveness of the Board.

Where an Office Bearer fails to discharge their responsibilities satisfactorily, the Board may take appropriate corrective action, including counselling, governance training, removal from the office bearer position (without necessarily removing the individual as a Director), or any other measure permitted by the Constitution.

9.18 Succession Planning for Board Leadership

The Board shall maintain succession plans for all key Board leadership positions to ensure continuity of governance.

Succession planning shall include:

a. identification of potential future leaders;

b. mentoring and leadership development;

c. planned transitions for key positions;

d. periodic review of leadership needs; and

e. emergency succession arrangements in the event of unexpected vacancies.

Leadership succession shall be merit-based, transparent, and aligned with the strategic needs of the Organization.

9.19 Review of Board Leadership Arrangements

The Board shall periodically review the effectiveness of its leadership structure and the roles of Board Office Bearers to ensure continued alignment with:

a. the Constitution of ILA;

b. this Charter;

c. applicable laws of the Republic of South Sudan;

d. organizational growth and complexity;

e. governance best practices; and

f. the strategic priorities of the Organization.

Recommendations arising from such reviews shall be considered by the Board and implemented where approved.

CHAPTER TEN

BOARD MEETINGS, DECISION-MAKING PROCEDURES, QUORUM, VOTING AND BOARD ADMINISTRATION

10.1 Introduction

Board meetings are the principal forum through which the Board of Directors exercises its collective authority, provides strategic leadership, makes decisions, oversees organizational performance, and discharges its fiduciary responsibilities. Effective Board meetings promote informed decision-making, transparency, accountability, participation, and sound governance.

The Board shall conduct its meetings in a manner that encourages meaningful deliberation, objective analysis, mutual respect, and timely decision-making. Meetings shall be properly planned, adequately documented, and conducted in accordance with the Constitution of the Initiative for Legal Aid (ILA), this Charter, applicable laws of the Republic of South Sudan, and recognized principles of good governance.

This Chapter establishes the procedures governing the convening, conduct, administration, documentation, and follow-up of Board meetings. It also sets out the rules relating to quorum, voting, participation, written resolutions, meeting records, and the implementation of Board decisions.

10.2 Purpose

The purpose of this Chapter is to:

a. establish uniform procedures for Board meetings;

b. promote effective and orderly governance processes;

c. ensure transparency and accountability in Board deliberations;

d. facilitate informed and timely decision-making;

e. clarify quorum and voting requirements;

f. regulate Board documentation and record management;

g. strengthen oversight of implementation of Board resolutions; and

h. ensure consistency with the Constitution and good governance standards.

10.3 Guiding Principles

Board meetings shall be guided by the following principles:

a. legality;

b. transparency;

c. accountability;

d. inclusiveness;

e. respect for differing opinions;

f. professionalism;

g. confidentiality where appropriate;

h. collective responsibility;

i. evidence-based decision-making; and

j. efficiency and effectiveness.

Every Director shall participate in meetings in good faith and with due regard for the mission and best interests of ILA.

10.4 Types of Board Meetings

The Board may hold the following meetings:

10.4.1 Annual Board Meeting

The Annual Board Meeting shall be convened once every calendar year to consider matters of strategic importance, including:

a. review of the Organization's annual performance;

b. approval of the annual report;

c. approval of audited financial statements;

d. review of the strategic plan and organizational priorities;

e. Board performance evaluation results;

f. committee reports;

g. governance review; and

h. any other matters requiring annual consideration.

10.4.2 Ordinary Board Meetings

Ordinary Board Meetings shall be held at least **four (4) times each calendar year**, or more frequently as determined by the Board.

Ordinary meetings shall address routine governance matters, including:

a. strategic oversight;

b. financial performance;

c. programme implementation;

d. risk management;

e. policy approval;

f. compliance reports;

g. committee recommendations; and

h. other governance matters.

10.4.3 Special Board Meetings

Special Board Meetings may be convened to consider urgent or specific matters that cannot reasonably await the next Ordinary Meeting.

Special meetings may be convened by:

a. the Chairperson;

b. the Vice-Chairperson acting in the absence of the Chairperson;

c. a resolution of the Board; or

d. upon written request by at least one-third of the Directors.

Only the business specified in the notice convening the meeting shall ordinarily be considered.

10.4.4 Emergency Meetings

Emergency meetings may be convened where urgent circumstances require immediate Board action.

Emergency meetings may address matters including:

a. significant financial risks;

b. legal proceedings;

c. safeguarding emergencies;

d. major security incidents;

e. regulatory actions;

f. organizational crises;

g. reputational emergencies; or

h. any matter requiring immediate governance intervention.

Notice periods may be shortened where reasonably necessary.

10.4.5 Retreats and Strategic Planning Sessions

The Board may hold governance retreats or strategic planning sessions to:

a. review long-term strategy;

b. undertake Board development;

c. evaluate governance effectiveness;

d. consider emerging risks and opportunities;

e. strengthen teamwork; and

f. conduct governance training.

Where decisions are intended to be legally binding, the retreat or planning session shall satisfy the requirements for a duly constituted Board meeting or be followed by formal Board ratification.

10.5 Frequency of Meetings

The Board shall meet as often as necessary to discharge its responsibilities effectively.

Unless otherwise determined by the Board:

a. Ordinary Meetings shall be held quarterly;

b. Committee meetings shall be held as required by their Terms of Reference;

c. Special Meetings shall be convened when necessary; and

d. Emergency Meetings shall be convened whenever circumstances require immediate governance action.

The Board may adopt an annual meeting calendar.

10.6 Notice of Meetings

Notice of Board meetings shall be issued by the Board Secretary under the authority of the Chairperson.

Unless urgent circumstances require otherwise:

a. Ordinary Meetings shall be convened with at least **fourteen (14) days' written notice**;

b. Special Meetings shall ordinarily be convened with at least **seven (7) days' notice**;

c. Emergency Meetings may be convened with such notice as is reasonably practicable.

The notice shall include:

a. date;

b. time;

c. venue or virtual meeting details;

d. proposed agenda;

e. Board papers where available; and

f. any other relevant information.

Failure to give notice to a Director shall not invalidate proceedings where the omission was accidental and the meeting was otherwise properly constituted.

10.7 Agenda

The Board Secretary shall prepare the agenda in consultation with the Chairperson and the Executive Director.

The agenda shall ordinarily include:

a. opening of the meeting;

b. confirmation of quorum;

c. declarations of conflicts of interest;

d. adoption of the agenda;

e. confirmation of previous minutes;

f. matters arising;

g. Chairperson's report;

h. Executive Director's report;

i. financial reports;

j. committee reports;

k. strategic matters;

l. policy matters;

m. risk and compliance reports;

n. any other business; and

o. closing of the meeting.

Directors may propose agenda items in advance in accordance with procedures established by the Board.

10.8 Quorum

A quorum is the minimum number of Directors required for the Board to conduct official business.

Unless otherwise provided by the Constitution, the quorum shall be **a simple majority of the serving Directors**.

Where a quorum is not present:

a. the meeting shall not transact substantive business;

b. discussions may occur for information purposes only;

c. no binding resolutions shall be adopted; and

d. the meeting shall be adjourned or rescheduled by the Chairperson.

The Board Secretary shall record the absence of quorum in the minutes.

10.9 Chairing Meetings

Board meetings shall be chaired by:

a. the Chairperson;

b. the Vice-Chairperson in the absence of the Chairperson; or

c. another Director elected by those present where both are absent.

The presiding officer shall:

a. maintain order;

b. facilitate balanced participation;

c. ensure procedural fairness;

d. encourage informed discussion;

e. summarize decisions;

f. ensure compliance with meeting procedures; and

g. declare resolutions adopted where appropriate.

10.10 Participation in Meetings

Directors are expected to participate actively and constructively in Board meetings.

Participation may occur:

a. in person;

b. by secure video conferencing;

c. through teleconference; or

d. by any other reliable communication technology approved by the Board.

A Director participating through approved electronic means shall be deemed present for purposes of quorum and voting.

10.11 Decision-Making

The Board shall seek to make decisions through informed discussion and consensus wherever reasonably practicable.

Where consensus cannot be achieved, decisions shall be determined by voting in accordance with this Charter and the Constitution.

All decisions shall:

a. be lawful;

b. support the mission of ILA;

c. be evidence-based;

d. consider risks and stakeholder impacts;

e. be properly documented; and

f. be communicated for implementation.

10.12 Voting Procedures

Each Director shall have **one vote**.

Unless otherwise provided by the Constitution:

a. decisions shall be made by a simple majority of Directors present and voting;

b. abstentions shall not be counted as votes cast;

c. voting may be conducted by show of hands, voice vote, ballot, or electronic means as determined by the Chairperson or the Board;

d. where required for sensitive matters, voting may be conducted by secret ballot.

Directors shall not vote on matters where they have a declared conflict of interest requiring recusal.

10.13 Casting Vote

Where voting results in an equal number of votes for and against a proposal, the Chairperson, or the person presiding over the meeting, **shall have a casting vote**, unless otherwise provided by the Constitution.

The exercise of a casting vote should be guided by the best interests of the Organization and shall be recorded in the minutes.

10.14 Written Resolutions

The Board may adopt resolutions without convening a physical or virtual meeting where:

a. urgent action is required;

b. all Directors receive the proposed resolution;

c. the resolution is approved by the number of Directors required under the Constitution; and

d. the resolution is signed or otherwise formally acknowledged by the participating Directors.

Written resolutions shall have the same legal effect as resolutions adopted at a duly convened Board meeting and shall be recorded in the Board's official records.

10.15 Minutes of Meetings

The Board Secretary shall prepare accurate minutes of every Board meeting.

The minutes shall include:

a. date, time, and venue of the meeting;

b. names of attendees and apologies;

c. confirmation of quorum;

d. declarations of conflicts of interest;

e. matters discussed;

f. resolutions adopted;

g. voting outcomes where applicable;

h. action points;

i. persons responsible for implementation; and

j. date of the next meeting.

Draft minutes should ordinarily be circulated to Directors within **fourteen (14) days** after the meeting and confirmed at the next Board meeting or by another procedure approved by the Board.

10.16 Action Register and Follow-up

The Board Secretary shall maintain a Board Action Register recording:

a. Board resolutions;

b. assigned responsibilities;

c. implementation timelines;

d. progress updates; and

e. completion status.

The Executive Director shall report regularly on the implementation of Board resolutions.

The Board shall periodically review the Action Register to ensure timely implementation.

10.17 In-Camera Sessions

The Board may meet in camera, without management or invited guests, where necessary to discuss matters including:

a. the performance or remuneration of the Executive Director;

b. governance concerns;

c. Board performance;

d. legal advice;

e. disciplinary matters;

f. investigations;

g. conflicts of interest; or

h. any other confidential matter.

The Board Secretary shall record only the decisions taken during an in-camera session unless the Board directs otherwise.

10.18 Conflict of Interest During Meetings

At the beginning of each meeting, Directors shall disclose any actual, potential, or perceived conflict of interest relating to agenda items.

Where a conflict exists, the Board shall determine the appropriate course of action, which may include:

a. noting the declaration in the minutes;

b. restricting participation in discussion;

c. requiring the Director to leave the meeting during consideration of the matter; and/or

d. prohibiting the Director from voting on the matter.

All conflict management decisions shall be recorded in the minutes.

10.19 Attendance Records

The Board Secretary shall maintain attendance records for all Board and Committee meetings.

Persistent non-attendance without reasonable cause shall be addressed in accordance with this Charter and the Constitution and may be considered in Board performance evaluations or removal proceedings.

10.20 Board Records and Documentation

The Board shall ensure that governance records are maintained securely, accurately, and in accordance with the Organization's Records Management and Data Protection policies.

Board records shall include:

a. notices of meetings;

b. agendas;

c. minutes;

d. Board resolutions;

e. attendance registers;

f. declarations of interest;

g. committee reports;

h. governance evaluations; and

i. other governance documents.

Access to Board records shall be limited to authorized persons, except where disclosure is required by law or approved by the Board.

10.21 Review of Meeting Effectiveness

The Board shall periodically evaluate the effectiveness of its meetings, considering:

a. quality of Board papers;

b. adequacy of time allocated to strategic issues;

c. participation by Directors;

d. quality of decision-making;

e. timeliness of follow-up actions;

f. effectiveness of meeting administration; and

g. opportunities for continuous improvement.

Recommendations arising from these evaluations shall be implemented to strengthen the Board's governance processes.

CHAPTER ELEVEN

BOARD COMMITTEES

11.1 Introduction

The Board of Directors recognizes that the effective discharge of its governance responsibilities requires specialized oversight, detailed analysis, and focused attention on key governance and operational areas. To enhance its effectiveness, efficiency, and accountability, the Board may establish Committees to assist in carrying out specific responsibilities while retaining ultimate authority and collective accountability for all governance decisions.

Board Committees serve as advisory and oversight bodies that enable the Board to examine complex matters in greater depth, monitor implementation of Board decisions, review organizational performance, and make informed recommendations for consideration by the full Board. Committees shall not replace the Board, nor shall they exercise powers reserved exclusively for the Board unless expressly delegated by the Constitution or a Board resolution.

This Chapter establishes the framework for the creation, composition, functions, powers, procedures, reporting arrangements, and evaluation of Board Committees.

11.2 Purpose

The purpose of this Chapter is to:

a. establish a framework for the formation and operation of Board Committees;

b. strengthen governance through specialized oversight;

c. improve the efficiency and effectiveness of Board decision-making;

d. facilitate detailed review of governance, financial, operational, and strategic matters;

e. promote accountability and informed recommendations to the Board;

f. clarify the authority and limitations of Committees; and

g. ensure consistency in the administration and performance of Committee responsibilities.

11.3 Principles Governing Board Committees

Board Committees shall operate in accordance with the following principles:

a. accountability to the Board;

b. transparency;

c. integrity;

d. professionalism;

e. independence of judgment;

f. confidentiality;

g. collaboration;

h. efficiency;

i. evidence-based decision-making; and

j. collective responsibility.

Committee members shall discharge their responsibilities in accordance with the Constitution, this Charter, Committee Terms of Reference, and applicable laws.

11.4 Establishment of Board Committees

The Board may establish Standing Committees and Ad Hoc Committees as necessary to support the effective governance of the Organization.

The Board shall determine:

a. the name of each Committee;

b. its purpose and scope;

c. membership;

d. Chairperson;

e. reporting arrangements;

f. delegated authority;

g. meeting frequency; and

h. Terms of Reference.

No Committee shall assume powers beyond those delegated by the Board.

11.5 Types of Board Committees

The Board may establish the following Standing Committees:

a. Finance and Audit Committee;

b. Governance, Nominations and Board Development Committee;

c. Risk, Compliance and Ethics Committee;

d. Programme, Legal Aid and MEAL Committee;

e. Resource Mobilization and Partnerships Committee; and

f. any other Standing Committee considered necessary by the Board.

The Board may also establish temporary or Ad Hoc Committees to address specific assignments or emerging issues.

11.6 General Responsibilities of Board Committees

Every Committee shall:

a. perform functions assigned by the Board;

b. review matters within its mandate;

c. advise the Board on policy and strategic issues;

d. monitor implementation of Board decisions within its area of responsibility;

e. identify risks and opportunities;

f. review reports submitted by management;

g. make recommendations to the Board;

h. maintain accurate records of meetings;

i. comply with approved Terms of Reference; and

j. report regularly to the Board.

Committees shall not make decisions that bind the Organization unless expressly authorized by the Board.

11.7 Finance and Audit Committee

11.7.1 Purpose

The Finance and Audit Committee shall assist the Board in exercising oversight over the financial management, internal controls, audit functions, budgeting, financial reporting, investments, and accountability of the Organization.

11.7.2 Responsibilities

The Committee shall:

a. review annual budgets before Board approval;

b. review periodic financial statements;

c. oversee financial reporting;

d. monitor implementation of financial policies;

e. review internal control systems;

f. oversee internal and external audit processes;

g. review audit findings and management responses;

h. monitor implementation of audit recommendations;

i. oversee financial risk management;

j. monitor reserves and investment strategies;

k. review procurement oversight reports where appropriate;

l. monitor compliance with donor financial requirements; and

m. make recommendations to the Board.

11.8 Governance, Nominations and Board Development Committee

11.8.1 Purpose

This Committee shall strengthen Board governance, leadership succession, Board composition, Director recruitment, governance effectiveness, and Board performance.

11.8.2 Responsibilities

The Committee shall:

a. review governance policies;

b. oversee Board succession planning;

c. identify competency gaps;

d. recommend appointments to the Board;

e. oversee induction of new Directors;

f. coordinate Board performance evaluations;

g. oversee Board training and development;

h. review Committee effectiveness;

i. recommend governance reforms;

j. oversee periodic review of this Charter; and

k. advise the Board on governance best practices.

11.9 Risk, Compliance and Ethics Committee

11.9.1 Purpose

The Committee shall support the Board in overseeing enterprise risk management, legal compliance, ethics, safeguarding, internal controls, fraud prevention, and organizational integrity.

11.9.2 Responsibilities

The Committee shall:

a. monitor organizational risks;

b. review the corporate risk register;

c. oversee implementation of the Risk Management Policy;

d. monitor legal compliance;

e. oversee implementation of safeguarding policies;

f. monitor data protection compliance;

g. oversee whistleblowing mechanisms;

h. monitor fraud and corruption prevention;

i. review ethics investigations;

j. oversee business continuity planning;

k. monitor information security and cybersecurity risks; and

l. recommend corrective actions to the Board.

11.10 Programme, Legal Aid and MEAL Committee

11.10.1 Purpose

This Committee shall oversee programme quality, legal aid service delivery, monitoring, evaluation, accountability and learning (MEAL), research, advocacy, and organizational impact.

11.10.2 Responsibilities

The Committee shall:

a. review programme performance;

b. monitor implementation of the Strategic Plan;

c. oversee legal aid service quality;

d. monitor programme outcomes and impact;

e. review MEAL reports;

f. oversee beneficiary accountability mechanisms;

g. monitor safeguarding in programme implementation;

h. review advocacy initiatives;

i. monitor research activities;

j. review programme risks; and

k. recommend programme improvements to the Board.

11.11 Resource Mobilization and Partnerships Committee

11.11.1 Purpose

This Committee shall oversee fundraising, donor engagement, strategic partnerships, sustainability initiatives, and external relations.

11.11.2 Responsibilities

The Committee shall:

a. review fundraising strategies;

b. support donor engagement;

c. oversee partnership development;

d. review grant opportunities;

e. monitor funding diversification;

f. advise on resource mobilization initiatives;

g. monitor partnership performance;

h. review sponsorship opportunities;

i. support institutional visibility; and

j. recommend sustainability initiatives.

11.12 Ad Hoc Committees

The Board may establish Ad Hoc Committees to undertake specific assignments, including but not limited to:

a. constitutional review;

b. strategic planning;

c. Executive Director recruitment;

d. investigation of special matters;

e. merger or partnership negotiations;

f. crisis management;

g. policy review; or

h. any other matter requiring specialized attention.

An Ad Hoc Committee shall cease to exist upon completion of its mandate or by resolution of the Board.

11.13 Committee Membership

Unless otherwise determined by the Board:

a. each Committee shall comprise **not fewer than three (3) Directors**;

b. Committee members shall be appointed by the Board;

c. the Board shall appoint the Committee Chairperson;

d. membership shall reflect relevant expertise and diversity;

e. the Executive Director may attend Committee meetings by invitation but shall not be a voting member unless expressly authorized by the Constitution; and

f. external experts may be invited to provide technical advice where necessary but shall not have voting rights unless specifically approved by the Board.

11.14 Terms of Reference

Every Committee shall operate under Board-approved Terms of Reference.

The Terms of Reference shall specify:

a. mandate;

b. authority;

c. membership;

d. quorum;

e. reporting arrangements;

f. meeting frequency;

g. delegated responsibilities;

h. performance indicators;

i. administrative support; and

j. review arrangements.

The Board shall periodically review Committee Terms of Reference to ensure continued relevance and effectiveness.

11.15 Committee Meetings

Committees shall meet as frequently as necessary to discharge their responsibilities.

Unless otherwise determined by the Board:

a. Standing Committees shall meet at least quarterly;

b. Ad Hoc Committees shall meet as required by their mandate;

c. meetings may be conducted physically or virtually; and

d. meeting procedures shall, as far as practicable, follow the rules governing Board meetings.

11.16 Quorum

Unless otherwise specified in the Committee Terms of Reference, a quorum shall consist of **a simple majority of Committee members**.

No Committee shall make formal recommendations to the Board without a quorum.

11.17 Committee Reports

Each Committee shall submit written reports to the Board after every meeting.

Committee reports shall include:

a. matters considered;

b. recommendations;

c. decisions within delegated authority;

d. implementation progress;

e. identified risks;

f. policy issues requiring Board consideration;

g. action items; and

h. any other relevant governance matters.

The Board shall consider Committee recommendations but shall not be bound by them.

11.18 Committee Authority and Limitations

Committees may exercise only those powers delegated by the Board.

Unless expressly authorized, Committees shall not:

a. amend the Constitution;

b. approve annual budgets;

c. appoint or remove the Executive Director;

d. approve audited financial statements;

e. amend Board-approved policies;

f. authorize dissolution of the Organization;

g. commit the Organization to major financial obligations; or

h. exercise powers reserved exclusively for the Board.

Ultimate governance authority shall remain vested in the Board.

11.19 Administrative Support

The Board Secretary shall coordinate administrative support for Board Committees, including:

a. meeting notices;

b. agendas;

c. minutes;

d. record keeping;

e. document management;

f. action tracking; and

g. communication of Committee recommendations.

Management shall provide technical support and information as requested by the Committees.

11.20 Performance Evaluation of Committees

The Governance, Nominations and Board Development Committee shall periodically evaluate the effectiveness of Board Committees.

The evaluation shall consider:

a. achievement of Committee objectives;

b. attendance and participation;

c. quality of recommendations;

d. reporting effectiveness;

e. governance contribution;

f. implementation of work plans;

g. compliance with Terms of Reference; and

h. opportunities for improvement.

The findings shall be reported to the Board together with recommendations for strengthening Committee performance.

11.21 Review, Amendment and Dissolution of Committees

The Board shall periodically review the necessity, effectiveness, and structure of each Committee.

The Board may:

a. amend a Committee's mandate;

b. revise its Terms of Reference;

c. merge Committees;

d. establish new Committees;

e. suspend Committee activities; or

f. dissolve a Committee where it is no longer required.

Any such action shall be approved by Board resolution and recorded in the Board minutes.

11.22 Collective Accountability

Notwithstanding the establishment of Committees, the Board shall retain collective responsibility for all governance decisions.

Delegation to Committees shall not relieve the Board of its fiduciary duties or accountability for the governance, management oversight, and strategic direction of ILA.

Committee recommendations shall only become binding upon the Organization where approved by the Board or where authority has been expressly delegated.

CHAPTER TWELVE

RELATIONSHIP BETWEEN THE BOARD OF DIRECTORS AND EXECUTIVE MANAGEMENT

12.1 Introduction

The effectiveness of the Initiative for Legal Aid (ILA) depends on a clear, constructive, and accountable relationship between the Board of Directors and Executive Management. Good governance requires a clear distinction between the Board's responsibility for governance, strategic leadership, oversight, and accountability, and Management's responsibility for the day-to-day administration and operational implementation of the Organization's programmes and activities.

The Board governs the Organization by establishing strategic direction, approving policies, overseeing performance, safeguarding resources, and ensuring accountability. Executive Management, under the leadership of the Executive Director, is responsible for implementing Board-approved strategies, policies, budgets, and operational plans.

This separation of responsibilities is fundamental to good governance. Neither the Board nor Management shall encroach upon the legitimate authority of the other. At the same time, both shall work collaboratively, transparently, and professionally to achieve the mission and objectives of ILA.

This Chapter establishes the governance framework governing the relationship between the Board and Executive Management, ensuring effective leadership, mutual accountability, and organizational success.

12.2 Purpose

The purpose of this Chapter is to:

a. clarify the respective roles of the Board and Executive Management;

b. establish principles governing their relationship;

c. strengthen accountability and transparency;

d. ensure effective delegation of authority;

e. promote mutual respect and collaboration;

f. establish communication and reporting protocols;

g. define oversight mechanisms for executive performance; and

h. prevent conflicts arising from role ambiguity.

12.3 Guiding Principles

The relationship between the Board and Executive Management shall be guided by the following principles:

a. respect for institutional roles;

b. accountability;

c. transparency;

d. integrity;

e. professionalism;

f. trust and mutual respect;

g. open communication;

h. collective responsibility;

i. lawful governance;

j. ethical leadership; and

k. commitment to the mission and values of ILA.

12.4 Distinction Between Governance and Management

The Board shall be responsible for governance, while Executive Management shall be responsible for administration and operations.

The Board shall:

a. establish strategic direction;

b. approve organizational policies;

c. approve annual budgets and strategic plans;

d. oversee organizational performance;

e. monitor legal and regulatory compliance;

f. oversee risk management;

g. appoint, supervise, evaluate, and where necessary remove the Executive Director; and

h. safeguard the long-term sustainability of the Organization.

Executive Management shall:

a. implement Board-approved policies and strategies;

b. manage day-to-day operations;

c. supervise staff and volunteers;

d. administer programmes and projects;

e. manage organizational finances within approved limits;

f. implement internal controls;

g. ensure operational compliance with applicable laws and donor requirements; and

h. report regularly to the Board.

Neither the Board nor individual Directors shall assume operational management functions except in exceptional circumstances expressly authorized by the Board.

12.5 Authority of the Executive Director

The Executive Director is the Chief Executive Officer of ILA and shall be responsible for the overall management of the Organization, subject to the strategic direction and oversight of the Board.

The Executive Director shall have authority to:

a. manage the daily operations of the Organization;

b. implement Board resolutions;

c. recruit, supervise, discipline, and manage staff in accordance with approved Human Resource policies;

d. administer approved budgets;

e. represent the Organization in operational matters;

f. enter into contracts within delegated authority;

g. establish internal administrative procedures;

h. manage organizational resources efficiently;

i. coordinate programme implementation; and

j. perform such other duties as assigned by the Board.

The Executive Director shall exercise delegated authority responsibly and within the limits established by the Board.

12.6 Delegation of Authority

The Board may delegate specified powers to the Executive Director to facilitate efficient management.

Delegation shall:

a. be made in writing;

b. clearly define the scope of authority;

c. specify any financial or operational limits;

d. establish reporting requirements;

e. remain subject to Board oversight; and

f. be reviewed periodically.

Delegation shall not relieve the Board of its ultimate governance responsibility.

The Board shall maintain a formal **Delegation of Authority Matrix** setting out approval limits and responsibilities for governance and management decisions.

12.7 Accountability of Executive Management

Executive Management shall remain accountable to the Board for the performance of the Organization.

Management accountability shall include:

a. implementation of the Strategic Plan;

b. achievement of annual work plans;

c. financial performance;

d. programme performance;

e. compliance with Board policies;

f. implementation of Board resolutions;

g. legal and regulatory compliance;

h. risk management;

i. safeguarding responsibilities;

j. donor compliance; and

k. organizational performance.

The Executive Director shall provide accurate, timely, and complete information to enable the Board to discharge its governance responsibilities effectively.

12.8 Performance Management of the Executive Director

The Board shall establish a fair, transparent, and objective system for evaluating the performance of the Executive Director.

The performance evaluation shall be conducted at least annually and shall consider:

a. achievement of strategic objectives;

b. implementation of Board resolutions;

c. programme performance;

d. financial stewardship;

e. leadership effectiveness;

f. organizational culture;

g. compliance with legal and policy requirements;

h. risk management;

i. stakeholder engagement;

j. resource mobilization;

k. innovation and organizational development; and

l. any other performance indicators approved by the Board.

The Board may delegate the administration of the evaluation process to the Governance, Nominations and Board Development Committee or another designated Committee, but the final evaluation shall be approved by the Board.

12.9 Communication Between the Board and Executive Management

Effective communication is essential to good governance.

Accordingly:

a. the Executive Director shall maintain regular communication with the Chairperson;

b. significant organizational issues shall be communicated promptly to the Board;

c. management reports shall be submitted in accordance with Board requirements;

d. communication shall be timely, accurate, respectful, and transparent; and

e. communication protocols shall respect established reporting lines.

Informal communication shall not replace formal Board reporting.

12.10 Access to Information

To enable effective governance, the Board shall have timely access to information necessary for informed decision-making.

The Executive Director shall ensure that Directors receive:

a. financial reports;

b. programme reports;

c. risk reports;

d. compliance reports;

e. audit reports;

f. strategic updates;

g. legal advice where appropriate;

h. safeguarding reports, subject to confidentiality requirements; and

i. any additional information reasonably requested by the Board.

Requests for information by individual Directors should ordinarily be channelled through the Chairperson or Board Secretary, unless the Board authorizes direct engagement.

12.11 Relationship Between Directors and Staff

The Board shall communicate with employees through the Executive Director, except where otherwise authorized by the Board or required by law.

Individual Directors shall not:

a. issue instructions directly to staff;

b. interfere in personnel matters;

c. direct operational activities;

d. bypass management reporting lines;

e. conduct performance evaluations of staff other than the Executive Director; or

f. represent themselves as supervisors of employees.

Staff members shall not seek operational instructions from individual Directors except where authorized through established governance arrangements.

12.12 Mutual Respect and Professional Conduct

The Board and Executive Management shall maintain professional relationships characterized by:

a. honesty;

b. mutual respect;

c. trust;

d. courtesy;

e. integrity;

f. transparency;

g. cooperation;

h. constructive engagement;

i. accountability; and

j. commitment to organizational success.

Differences of opinion shall be managed respectfully and professionally.

12.13 Independence of Management

The Board shall respect the Executive Director's authority to manage the Organization.

Subject to Board-approved policies, Management shall determine:

a. operational priorities;

b. staff deployment;

c. administrative procedures;

d. internal workflow;

e. operational scheduling;

f. programme implementation methods;

g. procurement within delegated authority; and

h. other routine administrative matters.

The Board shall avoid unnecessary involvement in operational decisions unless governance intervention is required.

12.14 Reporting by Executive Management

The Executive Director shall submit periodic reports to the Board, including:

a. strategic performance reports;

b. programme implementation reports;

c. financial reports;

d. budget performance reports;

e. risk management reports;

f. safeguarding reports;

g. human resource reports;

h. compliance reports;

i. partnership and resource mobilization reports;

j. audit implementation updates; and

k. any other reports requested by the Board.

Reports shall be accurate, evidence-based, timely, and presented in a format approved by the Board.

12.15 Executive Succession Planning

The Board shall ensure that the Organization maintains an Executive Leadership Succession Plan.

Succession planning shall include:

a. identification of critical leadership positions;

b. emergency succession arrangements;

c. leadership development initiatives;

d. acting appointment procedures;

e. recruitment planning; and

f. continuity measures to minimize disruption during leadership transitions.

The Governance, Nominations and Board Development Committee shall periodically review succession plans and make recommendations to the Board.

12.16 Resolution of Disputes Between the Board and Executive Management

Where disagreements arise between the Board and Executive Management, they shall be addressed promptly, fairly, and constructively.

The resolution process may include:

a. informal dialogue between the Chairperson and the Executive Director;

b. consideration by the relevant Board Committee;

c. mediation by an independent person where appropriate;

d. legal advice where necessary;

e. formal Board consideration; and

f. any other lawful mechanism approved by the Board.

Disputes shall be managed in a manner that protects the interests, reputation, and continuity of the Organization.

12.17 Protection Against Improper Interference

The Executive Director and members of Executive Management shall be protected from improper interference in the exercise of their lawful responsibilities.

Accordingly:

a. no individual Director shall direct staff in operational matters;

b. no Director shall misuse their position to obtain preferential treatment or influence administrative decisions;

c. operational decisions shall remain the responsibility of Management, subject to Board oversight; and

d. concerns regarding management shall be raised through the Chairperson or appropriate Board processes.

12.18 Review of the Board–Management Relationship

The Board shall periodically review the effectiveness of its relationship with Executive Management.

The review shall consider:

a. clarity of roles and responsibilities;

b. effectiveness of communication;

c. quality of information provided to the Board;

d. implementation of Board decisions;

e. mutual accountability;

f. governance effectiveness;

g. leadership performance; and

h. opportunities for continuous improvement.

Recommendations arising from the review shall be implemented to strengthen governance and organizational performance.

CHAPTER THIRTEEN

FINANCIAL OVERSIGHT, INTERNAL CONTROL, AUDIT AND ACCOUNTABILITY

13.1 Introduction

The Board of Directors bears ultimate responsibility for ensuring the sound financial governance, accountability, transparency, and sustainability of the Initiative for Legal Aid (ILA). Effective financial oversight is fundamental to maintaining public confidence, safeguarding donor resources, protecting organizational assets, ensuring compliance with legal and contractual obligations, and achieving the mission and strategic objectives of the Organization.

While the day-to-day financial administration of ILA is delegated to the Executive Director and Management, the Board retains ultimate responsibility for overseeing the financial affairs of the Organization. The Board shall ensure that adequate systems of financial management, internal control, risk management, audit, procurement oversight, and financial reporting are established and maintained.

The Board shall promote a culture of financial integrity, prudent stewardship, value for money, accountability, and zero tolerance for fraud, corruption, waste, abuse, and financial misconduct.

13.2 Purpose

The purpose of this Chapter is to:

a. establish the Board's financial oversight responsibilities;

b. strengthen accountability for organizational resources;

c. ensure effective internal controls and financial governance;

d. promote transparency in financial reporting;

e. oversee audit and assurance functions;

f. safeguard assets and donor funds;

g. strengthen compliance with financial laws and donor requirements;

h. promote responsible resource stewardship; and

i. ensure long-term financial sustainability.

13.3 Guiding Principles

The Board shall exercise financial oversight in accordance with the following principles:

a. accountability;

b. transparency;

c. integrity;

d. stewardship;

e. prudence;

f. legality;

g. value for money;

h. efficiency and effectiveness;

i. sustainability;

j. donor confidence; and

k. continuous improvement.

Financial decisions shall always be made in the best interests of ILA and its beneficiaries.

13.4 Financial Governance Responsibilities of the Board

The Board shall provide strategic oversight of the financial affairs of the Organization.

Without limiting its general responsibilities, the Board shall:

a. approve the annual budget;

b. approve financial policies and procedures;

c. oversee implementation of financial management systems;

d. monitor financial sustainability;

e. ensure effective stewardship of organizational resources;

f. approve annual audited financial statements;

g. oversee financial risk management;

h. monitor compliance with donor funding conditions;

i. ensure appropriate internal controls;

j. oversee investment and reserve management;

k. monitor major financial commitments;

l. review significant financial variances;

m. ensure responsible procurement oversight;

n. safeguard organizational assets; and

o. ensure compliance with applicable financial laws and regulations.

13.5 Budget Oversight

The Board shall approve an annual budget before the commencement of each financial year.

The Board shall ensure that:

a. the budget aligns with the Strategic Plan;

b. available resources are realistically projected;

c. expenditure priorities support organizational objectives;

d. budget assumptions are reasonable;

e. adequate operational reserves are maintained where practicable;

f. significant financial risks are considered; and

g. management regularly reports on budget implementation.

Material budget revisions shall require prior Board approval or approval in accordance with delegated authority limits established by the Board.

13.6 Financial Reporting

The Executive Director shall submit periodic financial reports to the Board in accordance with the reporting schedule approved by the Board.

Financial reports shall include, where applicable:

a. statements of financial position;

b. statements of income and expenditure;

c. cash flow statements;

d. budget variance reports;

e. donor fund utilization reports;

f. grant performance reports;

g. reserve fund status;

h. liquidity analysis;

i. major financial commitments;

j. procurement expenditure summaries; and

k. any other information required by the Board.

The Board shall review financial reports critically and seek clarification where necessary before making decisions.

13.7 Internal Control Framework

The Board shall ensure that the Organization maintains an effective system of internal controls designed to safeguard assets, ensure reliable financial reporting, prevent fraud, and support operational efficiency.

The internal control framework shall include:

a. segregation of duties;

b. delegated financial authority;

c. authorization procedures;

d. expenditure controls;

e. procurement controls;

f. banking controls;

g. asset management systems;

h. accounting controls;

i. document retention procedures;

j. information security controls;

k. periodic reconciliations; and

l. monitoring and review mechanisms.

The Board shall periodically assess the adequacy and effectiveness of internal controls.

13.8 Internal Audit

Where appropriate, the Board shall establish or procure an independent internal audit function to provide objective assurance on the effectiveness of governance, risk management, internal controls, and compliance.

The internal audit function shall:

a. operate independently of operational management;

b. have unrestricted access to organizational records, personnel, and assets necessary to perform its duties;

c. report functionally to the Finance and Audit Committee or the Board;

d. conduct risk-based audits;

e. review compliance with policies and procedures;

f. identify weaknesses in internal controls;

g. investigate matters referred by the Board, where appropriate; and

h. monitor implementation of agreed audit recommendations.

Management shall cooperate fully with the internal audit function and implement corrective actions within agreed timelines.

13.9 External Audit

The Board shall appoint an independent external auditor in accordance with applicable laws, the Constitution, donor requirements, and organizational policies.

The external auditor shall:

a. audit the annual financial statements;

b. express an independent opinion on the financial statements;

c. assess compliance with applicable accounting standards;

d. communicate significant audit findings to the Board;

e. report material weaknesses in internal controls identified during the audit; and

f. provide recommendations to strengthen financial governance where appropriate.

The appointment, reappointment, remuneration, and removal of the external auditor shall be approved by the Board or the General Assembly where required by the Constitution.

13.10 Oversight of Audit Findings

The Board, through the Finance and Audit Committee, shall review all internal and external audit reports and ensure that management promptly addresses audit findings.

The Board shall:

a. review audit recommendations;

b. approve corrective action plans;

c. monitor implementation of agreed actions;

d. require periodic progress reports from management;

e. address recurring audit issues; and

f. escalate unresolved matters where necessary.

Failure by management to implement agreed audit recommendations without reasonable justification may result in appropriate corrective action.

13.11 Fraud Prevention and Financial Misconduct

The Board shall promote a culture of honesty, integrity, and zero tolerance for fraud, corruption, theft, embezzlement, bribery, money laundering, misuse of assets, and other forms of financial misconduct.

The Board shall ensure that the Organization:

a. implements robust anti-fraud controls;

b. maintains confidential reporting mechanisms;

c. promptly investigates suspected financial misconduct;

d. protects whistleblowers acting in good faith;

e. reports material incidents to relevant authorities where required by law or donor agreements;

f. recovers losses where legally possible; and

g. takes appropriate disciplinary, civil, or criminal action where misconduct is established.

The Board shall receive periodic reports on fraud prevention and the status of significant investigations, while safeguarding confidentiality and due process.

13.12 Procurement Oversight

The Board shall provide governance oversight of procurement to ensure that procurement activities are conducted lawfully, fairly, competitively, transparently, and in accordance with the Procurement and Asset Management Policy.

The Board shall:

a. approve procurement policies;

b. monitor compliance with procurement procedures;

c. review reports on major procurements;

d. oversee procurement risks;

e. monitor contract management practices;

f. ensure value for money; and

g. promote ethical procurement practices.

The Board shall not participate in routine procurement decisions except where approval is required under delegated authority thresholds.

13.13 Oversight of Organizational Assets

The Board shall ensure that all organizational assets are properly safeguarded and managed.

Assets include:

a. cash and bank balances;

b. land and buildings;

c. vehicles;

d. furniture and equipment;

e. information technology assets;

f. intellectual property;

g. confidential information;

h. investments; and

i. any other tangible or intangible assets owned or controlled by ILA.

The Board shall require management to maintain accurate asset registers, conduct periodic asset verification, and ensure adequate insurance coverage where appropriate.

13.14 Donor Funds and Grant Accountability

The Board shall ensure that donor funds are managed in accordance with:

a. donor agreements;

b. applicable laws;

c. approved budgets;

d. organizational policies;

e. financial reporting obligations; and

f. recognized accounting standards.

The Board shall monitor grant implementation, financial reporting, compliance with donor conditions, and the sustainability of externally funded programmes.

13.15 Financial Risk Oversight

The Board shall oversee financial risks affecting the Organization, including:

a. liquidity risks;

b. funding concentration risks;

c. foreign exchange risks;

d. inflationary pressures;

e. fraud risks;

f. credit risks;

g. investment risks;

h. cybersecurity risks affecting financial systems;

i. business continuity risks; and

j. other material financial exposures.

The Board shall require management to maintain appropriate mitigation measures and periodically review the financial risk profile of the Organization.

13.16 Financial Transparency and Disclosure

The Board shall promote openness and transparency in the financial affairs of ILA.

Subject to legal, contractual, and confidentiality obligations, the Organization shall make available to relevant stakeholders appropriate financial information, including:

a. annual audited financial statements;

b. annual reports;

c. donor accountability reports;

d. statutory financial disclosures; and

e. other financial information approved for public release by the Board.

Financial disclosures shall be accurate, timely, complete, and consistent with applicable reporting standards.

13.17 Financial Sustainability

The Board shall oversee the long-term financial sustainability of the Organization.

The Board shall:

a. promote diversification of funding sources;

b. monitor financial reserves;

c. oversee long-term financial planning;

d. encourage responsible resource mobilization;

e. monitor organizational solvency and liquidity;

f. support investment strategies approved by the Board; and

g. periodically review the Organization's financial sustainability framework.

13.18 Compliance with Laws and Standards

The Board shall ensure compliance with all applicable financial and regulatory requirements, including:

a. the laws of the Republic of South Sudan;

b. tax obligations;

c. accounting standards adopted by the Organization;

d. donor regulations;

e. anti-money laundering and counter-financing of terrorism requirements, where applicable;

f. procurement regulations; and

g. any other applicable legal or regulatory obligations.

Management shall promptly notify the Board of any material non-compliance and recommend corrective measures.

13.19 Financial Reporting to Stakeholders

The Board shall ensure that appropriate financial reports are provided to stakeholders, including:

a. members of the Organization;

b. donors and development partners;

c. regulatory authorities;

d. auditors;

e. grant-making institutions; and

f. any other stakeholders entitled to receive such information.

Reports shall be prepared in accordance with applicable legal requirements, donor agreements, and Board-approved policies.

13.20 Periodic Review of Financial Governance

The Board shall periodically review the effectiveness of the Organization's financial governance framework.

The review shall consider:

a. adequacy of financial policies;

b. effectiveness of internal controls;

c. audit outcomes;

d. financial risks;

e. compliance with legal and donor requirements;

f. financial sustainability;

g. governance best practices; and

h. recommendations for improvement.

Where deficiencies are identified, the Board shall ensure that appropriate corrective measures are implemented and monitored.

CHAPTER FOURTEEN

RISK MANAGEMENT, COMPLIANCE, ETHICS AND ORGANIZATIONAL INTEGRITY

14.1 Introduction

The Board of Directors of the Initiative for Legal Aid (ILA) recognizes that effective governance requires proactive oversight of organizational risks, compliance obligations, ethical standards, and institutional integrity. As the ultimate governing body, the Board is responsible for ensuring that ILA operates within an effective governance framework that promotes accountability, transparency, legality, ethical conduct, and responsible stewardship of resources.

Risk management is an integral component of strategic decision-making and organizational sustainability. The Board shall ensure that risks are identified, assessed, managed, monitored, and reported in a systematic and timely manner. Equally, the Board shall promote a culture of integrity by ensuring compliance with applicable laws, organizational policies, donor requirements, and internationally recognized standards for non-governmental organizations.

The Board shall foster an organizational culture that promotes ethical leadership, zero tolerance for fraud and corruption, respect for human rights, safeguarding, equality, inclusion, accountability, transparency, and continuous improvement.

This Chapter establishes the governance framework through which the Board exercises oversight over enterprise risk management, legal compliance, ethics, safeguarding, whistleblowing, data protection, and institutional integrity.

14.2 Purpose

The purpose of this Chapter is to:

a. define the Board's oversight responsibilities for risk management and compliance;

b. strengthen ethical governance and institutional integrity;

c. promote a culture of accountability and transparency;

d. ensure compliance with legal, regulatory, contractual, and donor obligations;

e. safeguard the rights and interests of beneficiaries, staff, volunteers, partners, and stakeholders;

f. strengthen oversight of safeguarding, anti-fraud, and whistleblowing systems;

g. promote sound governance practices that protect the reputation and sustainability of ILA; and

h. support continuous organizational learning and resilience.

14.3 Guiding Principles

The Board shall discharge its responsibilities under this Chapter in accordance with the following principles:

a. accountability;

b. integrity;

c. transparency;

d. legality;

e. ethical leadership;

f. fairness;

g. independence of oversight;

h. proportionality;

i. confidentiality;

j. respect for human rights;

k. prevention rather than reaction; and

l. continuous improvement.

14.4 Board Oversight of Enterprise Risk Management

The Board shall ensure that ILA maintains an effective Enterprise Risk Management (ERM) framework that supports the achievement of its strategic objectives.

The Board shall:

a. approve the Risk Management Policy;

b. determine the Organization's risk appetite and risk tolerance;

c. oversee implementation of the ERM framework;

d. ensure that risk management is integrated into strategic planning and decision-making;

e. receive and review periodic risk reports;

f. monitor emerging and strategic risks;

g. ensure that appropriate mitigation measures are implemented;

h. review the Corporate Risk Register at least annually; and

i. promote a culture of risk awareness across the Organization.

Management shall be responsible for the day-to-day identification, assessment, mitigation, and monitoring of operational risks.

14.5 Categories of Risk

The Board shall ensure that the Organization identifies, monitors, and manages risks, including but not limited to:

a. strategic risks;

b. governance risks;

c. financial risks;

d. operational risks;

e. legal and regulatory risks;

f. programme implementation risks;

g. safeguarding risks;

h. reputational risks;

i. human resource risks;

j. information and cybersecurity risks;

k. data protection and privacy risks;

l. procurement and supply chain risks;

m. environmental and climate-related risks;

n. health and safety risks;

o. security risks affecting personnel, beneficiaries, and assets; and

p. any other risks relevant to the Organization's operating environment.

14.6 Compliance Oversight

The Board shall ensure that ILA complies with:

a. the Constitution of the Organization;

b. applicable laws of the Republic of South Sudan;

c. registration and licensing requirements;

d. labour and employment legislation;

e. tax and financial reporting obligations;

f. contractual commitments;

g. donor agreements and funding conditions;

h. organizational policies;

i. international standards applicable to humanitarian and development organizations; and

j. any other legal or regulatory requirements applicable to the Organization.

The Board shall receive periodic compliance reports from Management and take appropriate action to address material instances of non-compliance.

14.7 Ethical Governance

The Board shall promote and uphold the highest standards of ethical governance throughout the Organization.

The Board shall:

a. approve and periodically review the Code of Conduct and Ethics Policy;

b. promote ethical leadership by example;

c. ensure that ethical standards are communicated throughout the Organization;

d. oversee mechanisms for reporting unethical conduct;

e. monitor compliance with ethical standards;

f. ensure that allegations of unethical conduct are addressed fairly and promptly; and

g. promote a culture of honesty, accountability, and professionalism.

Every Director shall model ethical behaviour consistent with the values and mission of ILA.

14.8 Organizational Integrity

The Board shall safeguard the integrity, independence, credibility, and reputation of the Organization.

Accordingly, the Board shall:

a. promote transparency in governance and decision-making;

b. protect the Organization from undue political, commercial, or personal influence;

c. ensure that organizational decisions are made solely in the best interests of ILA;

d. maintain independence in governance oversight;

e. protect the Organization's reputation through responsible leadership; and

f. ensure that governance practices inspire confidence among stakeholders, donors, regulators, and beneficiaries.

14.9 Conflict of Interest Oversight

The Board shall ensure that robust mechanisms exist for the identification, declaration, management, and monitoring of actual, potential, and perceived conflicts of interest.

The Board shall:

a. approve a Conflict of Interest Policy;

b. require annual declarations of interests from Directors and senior management;

c. maintain a Register of Interests;

d. ensure that conflicted persons recuse themselves from relevant discussions and decisions;

e. monitor compliance with conflict management procedures; and

f. take appropriate action where conflicts are improperly managed or concealed.

14.10 Safeguarding Oversight

The Board recognizes its duty to ensure that all persons who engage with ILA are protected from harm.

The Board shall oversee implementation of safeguarding measures relating to:

a. child protection;

b. prevention of sexual exploitation, abuse, and harassment (PSEAH);

c. protection of vulnerable adults;

d. prevention of workplace harassment and bullying;

e. safe recruitment practices;

f. safeguarding investigations;

g. safeguarding risk assessments;

h. safeguarding training; and

i. reporting and response mechanisms.

The Board shall receive periodic safeguarding reports while respecting confidentiality, survivor-centred approaches, and applicable legal obligations.

14.11 Anti-Fraud, Anti-Corruption and Whistleblowing Oversight

The Board shall promote a zero-tolerance approach to fraud, corruption, bribery, theft, abuse of office, conflicts of interest, and other forms of misconduct.

The Board shall ensure that the Organization:

a. maintains effective anti-fraud controls;

b. implements anti-corruption measures;

c. provides confidential and accessible whistleblowing mechanisms;

d. protects whistleblowers against retaliation;

e. investigates allegations of misconduct promptly and impartially;

f. reports material matters to competent authorities where required; and

g. monitors implementation of corrective actions arising from investigations.

The Board shall receive periodic reports on fraud risk management and whistleblowing trends without compromising confidentiality.

14.12 Data Protection and Information Governance

The Board shall oversee compliance with the Data Protection and Privacy Policy and ensure the responsible management of information assets.

The Board shall ensure that:

a. personal data is processed lawfully, fairly, and transparently;

b. appropriate technical and organizational safeguards are maintained;

c. significant data breaches are reported and managed appropriately;

d. cybersecurity risks are monitored;

e. information governance frameworks remain effective;

f. confidentiality obligations are respected; and

g. staff and volunteers receive appropriate training on data protection and information security.

14.13 Legal and Regulatory Risk Oversight

The Board shall oversee the identification and management of legal and regulatory risks affecting the Organization.

This includes oversight of:

a. litigation and dispute management;

b. contractual compliance;

c. regulatory investigations;

d. statutory reporting obligations;

e. intellectual property protection;

f. employment law compliance;

g. governance obligations; and

h. legal developments that may affect the Organization's operations.

The Board may obtain independent legal advice where necessary to support informed decision-making.

14.14 Organizational Culture

The Board shall promote a positive organizational culture that reflects the mission, vision, and values of ILA.

The Board shall encourage:

a. ethical leadership;

b. accountability;

c. professionalism;

d. diversity, equity, and inclusion;

e. respect and dignity;

f. teamwork and collaboration;

g. innovation;

h. continuous learning;

i. transparency; and

j. respect for human rights.

The Board shall monitor organizational culture through management reports, staff engagement mechanisms, governance evaluations, and other appropriate tools.

14.15 Crisis and Incident Oversight

The Board shall ensure that Management maintains effective systems for responding to significant organizational incidents and crises.

Such incidents may include:

a. major safeguarding incidents;

b. significant fraud or corruption;

c. cybersecurity attacks;

d. security incidents affecting personnel;

e. natural disasters;

f. serious financial losses;

g. reputational crises;

h. major legal disputes; and

i. other events that may materially affect the Organization.

Management shall promptly notify the Chairperson and the Board of any material incident requiring governance attention.

14.16 Reporting and Assurance

The Board shall receive regular reports concerning:

a. enterprise risk management;

b. legal and regulatory compliance;

c. safeguarding;

d. ethics and integrity;

e. fraud prevention;

f. whistleblowing;

g. cybersecurity and information security;

h. data protection compliance;

i. investigations and corrective actions; and

j. any other matters affecting organizational integrity.

The Board may request additional assurance from internal audit, external audit, legal advisers, or independent experts where necessary.

14.17 Continuous Improvement

The Board shall promote continuous improvement in governance, risk management, ethics, and compliance.

To achieve this, the Board shall:

a. periodically review governance frameworks;

b. monitor emerging legal and regulatory developments;

c. review lessons learned from incidents and investigations;

d. encourage innovation in risk management and compliance practices;

e. support capacity building for Directors and Management; and

f. implement recommendations arising from audits, evaluations, and governance reviews.

14.18 Annual Board Assurance Statement

The Board shall, as part of its annual governance responsibilities, review the effectiveness of the Organization's systems of governance, risk management, compliance, internal control, and ethical oversight.

Where appropriate, the Board may include in the Annual Report a governance assurance statement confirming that it has exercised oversight over these systems and identifying any material governance issues addressed during the reporting period.

14.19 Review of Risk, Compliance and Integrity Framework

The Board shall review this governance framework at least once every three (3) years, or earlier where required by:

a. amendments to applicable laws;

b. changes to the Constitution;

c. significant organizational restructuring;

d. recommendations arising from governance reviews or audits;

e. major organizational incidents; or

f. evolving national and international governance standards.

Recommendations for amendment shall be submitted to the Board for approval in accordance with this Charter.

CHAPTER FIFTEEN

BOARD PERFORMANCE EVALUATION, CONTINUOUS IMPROVEMENT AND BOARD DEVELOPMENT

15.1 Introduction

The Board of Directors of the Initiative for Legal Aid (ILA) acknowledges that effective governance depends upon a competent, committed, diverse, and continuously improving Board. Good governance requires Directors to periodically assess their collective performance, individual contributions, leadership effectiveness, governance practices, and the Board's capacity to fulfil its fiduciary, strategic, and oversight responsibilities.

Board performance evaluation is an essential governance tool that promotes accountability, transparency, continuous learning, and institutional excellence. It enables the Board to identify strengths, address weaknesses, improve decision-making processes, enhance strategic oversight, and strengthen public and stakeholder confidence in the Organization.

The Board shall therefore establish a structured and objective system for evaluating the performance of the Board, its Committees, the Chairperson, individual Directors, and the Executive Director (in accordance with Chapter Twelve). The Board shall also promote continuous professional development, succession planning, and governance innovation to ensure that it remains effective and responsive to the evolving needs of ILA.

15.2 Purpose

The purpose of this Chapter is to:

a. establish a framework for evaluating the effectiveness of the Board and its members;

b. promote continuous improvement in governance practices;

c. strengthen accountability and leadership within the Board;

d. identify governance strengths and areas requiring improvement;

e. support Board succession planning and renewal;

f. encourage continuous learning and professional development;

g. improve the quality of strategic decision-making; and

h. reinforce a culture of excellence and good governance.

15.3 Guiding Principles

Board performance evaluation and development shall be guided by the following principles:

a. accountability;

b. transparency;

c. fairness;

d. objectivity;

e. confidentiality;

f. continuous improvement;

g. constructive feedback;

h. integrity;

i. professionalism;

j. inclusiveness; and

k. alignment with the mission, vision, and values of ILA.

Evaluations shall be developmental in nature and intended to strengthen governance effectiveness rather than assign blame.

15.4 Objectives of Board Performance Evaluation

The Board performance evaluation process shall seek to:

a. assess whether the Board is fulfilling its governance responsibilities effectively;

b. evaluate the quality of strategic leadership and oversight;

c. improve Board decision-making processes;

d. strengthen accountability and transparency;

e. identify governance capacity gaps;

f. enhance Board dynamics and collaboration;

g. support evidence-based governance improvements;

h. inform Board development initiatives; and

i. strengthen stakeholder confidence in the governance of ILA.

15.5 Scope of Board Performance Evaluation

The Board evaluation framework shall include assessment of:

a. the performance of the Board as a whole;

b. Board Committees;

c. the Chairperson;

d. the Vice-Chairperson, where appropriate;

e. individual Directors;

f. the Board Secretary in relation to governance support functions;

g. governance systems and processes; and

h. the implementation of Board resolutions.

The Executive Director's performance shall be evaluated separately in accordance with Chapter Twelve of this Charter.

15.6 Board Effectiveness Evaluation

The Board shall conduct a comprehensive evaluation of its overall effectiveness at least once every year.

The evaluation shall consider:

a. strategic leadership;

b. governance oversight;

c. financial oversight;

d. risk oversight;

e. policy oversight;

f. legal and regulatory compliance oversight;

g. quality of Board discussions;

h. effectiveness of meetings;

i. quality of Board decisions;

j. stakeholder engagement;

k. implementation of Board resolutions;

l. Board diversity and competencies;

m. succession planning;

n. ethical leadership; and

o. achievement of governance objectives.

The Governance, Nominations and Board Development Committee shall coordinate the evaluation process unless otherwise determined by the Board.

5.7 Evaluation of the Chairperson

The Board shall periodically evaluate the performance of the Chairperson.

The evaluation shall consider:

a. leadership effectiveness;

b. strategic guidance;

c. facilitation of Board meetings;

d. promotion of constructive participation;

e. impartiality;

f. governance leadership;

g. communication with Directors and Management;

h. conflict management;

i. commitment to ethical governance; and

j. representation of the Organization.

The Chairperson shall not participate in deliberations concerning their own performance, except to provide requested information or respond to feedback.

15.8 Evaluation of Individual Directors

Each Director shall be evaluated periodically to assess their contribution to the Board.

The evaluation shall consider:

a. attendance at Board and Committee meetings;

b. preparedness for meetings;

c. participation in discussions;

d. contribution to strategic decision-making;

e. understanding of governance responsibilities;

f. adherence to the Constitution, this Charter, and Board policies;

g. ethical conduct;

h. management of conflicts of interest;

i. commitment to the mission and values of ILA;

j. respect for collective decision-making;

k. contribution to Board Committees; and

l. commitment to continuous learning.

Evaluation outcomes shall be used to support Director development and succession planning.

15.9 Committee Performance Evaluation

The Board shall periodically evaluate the effectiveness of each Board Committee.

The evaluation shall assess:

a. achievement of Committee objectives;

b. quality of recommendations;

c. attendance and participation;

d. effectiveness of Committee leadership;

e. reporting to the Board;

f. compliance with Terms of Reference;

g. contribution to Board oversight; and

h. overall value added to the governance of the Organization.

The Board may amend Committee mandates or membership based on evaluation findings.

15.10 Board Skills and Competency Assessment

The Board shall maintain a Board Skills and Competency Matrix to identify the collective knowledge, skills, experience, and attributes required for effective governance.

The assessment shall consider competencies in areas including:

a. governance and leadership;

b. law and legal practice;

c. finance and accounting;

d. audit and risk management;

e. strategic planning;

f. human resource management;

g. programme management;

h. safeguarding;

i. monitoring, evaluation, accountability and learning (MEAL);

j. fundraising and resource mobilization;

k. information and communication technology;

l. public policy and advocacy;

m. organizational development; and

n. any other competencies relevant to ILA's mission.

The Skills Matrix shall inform Board recruitment, succession planning, and professional development.

15.11 Board Development and Continuing Professional Development

The Board shall ensure that Directors receive ongoing opportunities to strengthen their governance knowledge and skills.

Professional development may include:

a. governance induction programmes;

b. orientation for newly appointed Directors;

c. legal and regulatory updates;

d. governance workshops;

e. financial literacy training;

f. risk management and compliance training;

g. safeguarding and ethics training;

h. strategic planning retreats;

i. conferences and seminars;

j. peer learning and mentoring; and

k. any other learning activities approved by the Board.

Directors are expected to actively participate in Board development initiatives.

15.12 Board Induction Programme

Every newly appointed Director shall participate in a structured induction programme within a reasonable period after appointment.

The induction programme shall cover:

a. the Constitution of ILA;

b. this Board Governance Charter;

c. the Strategic Plan;

d. governance policies;

e. organizational structure;

f. financial management framework;

g. legal and regulatory obligations;

h. safeguarding and ethics requirements;

i. Board Committee structure; and

j. key organizational risks and priorities.

The Board Secretary shall coordinate the induction process with support from Management.

15.13 Governance Improvement Plans

Where Board evaluations identify areas requiring improvement, the Board shall develop and implement a Governance Improvement Plan.

The Plan may include:

a. governance reforms;

b. policy reviews;

c. training and capacity building;

d. improvements to Board procedures;

e. Committee restructuring;

f. enhanced reporting mechanisms;

g. succession planning initiatives; and

h. timelines and responsibilities for implementation.

Progress against the Governance Improvement Plan shall be monitored and reported to the Board.

15.14 External Governance Review

The Board may commission an independent external governance review at least once every **three (3) to five (5) years**, or whenever considered necessary.

The review may assess:

a. governance effectiveness;

b. Board structure and composition;

c. compliance with this Charter;

d. governance policies and practices;

e. Board culture;

f. Committee effectiveness;

g. stakeholder confidence;

h. alignment with national legal requirements; and

i. alignment with international nonprofit governance standards.

Recommendations from external reviews shall be considered by the Board and implemented where appropriate.

15.15 Succession Planning and Board Renewal

The Board shall maintain a succession planning framework to ensure continuity of leadership and governance.

Succession planning shall include:

a. identification of future leadership needs;

b. planned Board renewal;

c. leadership development for potential Board leaders;

d. recruitment based on identified competency gaps;

e. diversity and inclusion considerations; and

f. orderly transition arrangements for Board Office Bearers.

Board renewal shall balance institutional memory with the introduction of new perspectives and expertise.

15.16 Monitoring Implementation of Evaluation Recommendations

The Governance, Nominations and Board Development Committee shall monitor the implementation of recommendations arising from Board evaluations.

The Committee shall provide periodic reports to the Board on:

a. actions completed;

b. actions in progress;

c. outstanding recommendations;

d. barriers to implementation; and

e. additional measures required to strengthen governance.

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15.17 Recognition of Board Service

The Board may establish appropriate mechanisms to recognize and appreciate the contributions of Directors who have demonstrated exemplary commitment and service to the Organization.

Recognition may include:

a. certificates of appreciation;

b. formal acknowledgements at Board or General Assembly meetings;

c. letters of commendation;

d. recognition in the Organization's Annual Report; or

e. any other non-financial form of recognition approved by the Board.

Recognition shall not compromise the independence or fiduciary responsibilities of Directors.

15.18 Record Keeping and Confidentiality

All records relating to Board evaluations shall be maintained securely by the Board Secretary.

Evaluation records shall:

a. be treated as confidential governance documents;

b. be accessible only to authorized persons;

c. be used solely for governance improvement purposes, except where disclosure is required by law; and

d. be retained in accordance with the Organization's Records Management and Data Protection policies.

15.19 Periodic Review of the Evaluation Framework

The Board shall review the Board Performance Evaluation Framework at least once every three (3) years, or earlier where necessary, to ensure that it remains effective, relevant, and aligned with:

a. the Constitution of ILA;

b. this Charter;

c. organizational needs;

d. governance best practices;

e. applicable laws; and

f. lessons learned from previous evaluations.

Amendments shall be approved by the Board in accordance with this Charter.

CHAPTER SIXTEEN

REVIEW, AMENDMENT, INTERPRETATION, IMPLEMENTATION AND FINAL PROVISIONS

16.1 Introduction

This Board Governance Charter establishes the governance framework for the Board of Directors of the Initiative for Legal Aid (ILA). It provides the principles, structures, responsibilities, procedures, and standards necessary to ensure effective governance, accountability, transparency, ethical leadership, and institutional sustainability.

Recognizing that governance practices evolve over time in response to changes in law, organizational growth, operational realities, stakeholder expectations, and international best practices, this Charter shall remain a living governance document. It shall therefore be subject to periodic review and amendment to ensure its continued relevance, effectiveness, and alignment with the Constitution of ILA, applicable laws of the Republic of South Sudan, and internationally recognized principles of nonprofit governance.

This Chapter sets out the procedures for the implementation, interpretation, review, amendment, enforcement, and administration of this Charter.

16.2 Purpose

The purpose of this Chapter is to:

a. establish procedures for reviewing and amending this Charter;

b. clarify the interpretation and application of the Charter;

c. ensure consistent implementation across the Organization;

d. provide transitional arrangements where necessary;

e. establish compliance and enforcement mechanisms;

f. define the relationship between this Charter and other governance instruments; and

g. provide for the formal approval and commencement of this Charter.

16.3 Guiding Principles

The implementation and administration of this Charter shall be guided by the following principles:

a. legality;

b. accountability;

c. transparency;

d. good faith;

e. consistency;

f. fairness;

g. proportionality;

h. institutional integrity;

i. continuous improvement;

j. respect for the Constitution of ILA; and

k. commitment to good governance.

16.4 Implementation of the Charter

The Board shall ensure the effective implementation of this Charter throughout the Organization.

Implementation measures shall include:

a. formal adoption of the Charter by Board resolution;

b. dissemination of the Charter to all Directors;

c. orientation of newly appointed Directors on the Charter;

d. integration of the Charter into Board governance practices;

e. alignment of Board Committee Terms of Reference with the Charter;

f. development of implementation guidelines where necessary;

g. periodic monitoring of compliance; and

h. incorporation of Charter requirements into Board performance evaluations.

The Board Secretary shall coordinate the implementation process under the direction of the Chairperson.

16.5 Interpretation of the Charter

Questions regarding the interpretation or application of this Charter shall be determined by the Board.

In interpreting this Charter, the Board shall have regard to:

a. the Constitution of ILA;

b. applicable laws of the Republic of South Sudan;

c. the objects and purposes of the Organization;

d. principles of good governance;

e. internationally recognized nonprofit governance standards; and

f. previous Board decisions and governance practices, where consistent with this Charter.

Where ambiguity exists, the interpretation that best promotes accountability, transparency, ethical governance, and the mission of ILA shall prevail.

16.6 Relationship with the Constitution

This Charter shall be read together with the Constitution of the Initiative for Legal Aid (ILA).

In the event of any inconsistency between this Charter and the Constitution:

a. the Constitution shall prevail to the extent of the inconsistency;

b. the Board shall take appropriate steps to amend the Charter to ensure consistency; and

c. actions lawfully taken before the inconsistency is identified shall remain valid unless otherwise determined by the Board or required by law.

16.7 Relationship with Other Organizational Policies

This Charter shall complement, and be read together with, all governance and operational policies adopted by the Board, including but not limited to:

a. Finance and Accounting Policy;

b. Procurement and Asset Management Policy;

c. Human Resource and Administration Policy;

d. Risk Management Policy;

e. Code of Conduct and Ethics Policy;

f. Monitoring, Evaluation, Accountability and Learning (MEAL) Policy;

g. Legal Aid Service Policy;

h. Anti-Fraud, Corruption and Whistleblowing Policy;

i. Information, Communication and Technology (ICT) Policy;

j. Data Protection and Privacy Policy;

k. Child Protection Policy;

l. Gender Equality and Social Inclusion Policy;

m. Safeguarding and Prevention of Sexual Exploitation, Abuse and Harassment (PSEAH) Policy; and

n. any other policies approved by the Board.

Where there is any inconsistency between this Charter and another Board-approved policy, the Board shall determine the appropriate corrective action, taking into account the Constitution and applicable law.

16.8 Periodic Review of the Charter

The Board shall review this Charter at least once every **three (3) years**, or earlier where necessary.

A review may be initiated where:

a. there are amendments to the Constitution;

b. applicable laws are amended;

c. significant organizational restructuring occurs;

d. governance evaluations identify weaknesses;

e. external governance reviews recommend amendments;

f. donor or regulatory requirements change;

g. organizational growth requires governance reforms; or

h. the Board otherwise considers a review necessary.

The Governance, Nominations and Board Development Committee shall ordinarily coordinate the review process and submit recommendations to the Board.

16.9 Amendment of the Charter

Amendments to this Charter may be proposed by:

a. the Board of Directors;

b. the Chairperson;

c. the Governance, Nominations and Board Development Committee;

d. the Executive Director through the Chairperson; or

e. any Director supported by at least one-third of the serving Directors.

Proposed amendments shall:

a. be submitted in writing to the Board Secretary;

b. include the rationale for the proposed amendment;

c. identify the provisions to be amended; and

d. be circulated to all Directors before the meeting at which they will be considered.

Unless otherwise provided by the Constitution, amendments shall be approved by a **two-thirds (2/3) majority** of the Directors present and voting at a duly constituted meeting of the Board.

.10 Compliance with the Charter

All Directors, Board Committee members, and Board Office Bearers shall comply with this Charter.

The Board shall monitor compliance through:

a. Board performance evaluations;

b. governance audits;

c. Committee reports;

d. annual governance reviews;

e. declarations of compliance by Directors, where appropriate; and

f. any other mechanisms approved by the Board.

Failure to comply with this Charter may result in corrective measures in accordance with the Constitution and applicable organizational policies.

16.11 Waiver of Charter Provisions

The Board may waive the application of a procedural provision of this Charter in exceptional circumstances where:

a. the waiver is lawful;

b. it is necessary to protect the interests of the Organization;

c. it does not undermine good governance principles;

d. it does not conflict with the Constitution or applicable law; and

e. the reasons for the waiver are fully recorded in the Board minutes.

No waiver shall permanently amend this Charter unless the amendment procedure set out in Section 16.9 is followed.

16.12 Transitional Arrangements

Upon the approval of this Charter:

a. existing Board Committees shall continue to operate until reconstituted in accordance with this Charter;

b. existing Board resolutions shall remain valid unless inconsistent with this Charter or the Constitution;

c. governance practices shall be progressively aligned with this Charter within a reasonable implementation period determined by the Board;

d. the Board may adopt transitional guidelines to facilitate implementation; and

e. any governance documents inconsistent with this Charter shall be reviewed and amended as necessary.

16.13 Severability

If any provision of this Charter is declared invalid, unlawful, or unenforceable by a court of competent jurisdiction or by operation of law:

a. the remaining provisions shall continue in full force and effect;

b. the invalid provision shall, where possible, be interpreted so as to achieve its intended purpose in a lawful manner; and

c. the Board shall promptly consider appropriate amendments to address the invalidity.

16.14 Records and Custody of the Charter

The Board Secretary shall maintain the official version of this Charter.

The Board Secretary shall ensure that:

a. approved amendments are incorporated into the official version;

b. version control is maintained;

c. superseded versions are archived;

d. Directors receive updated versions following amendments;

e. governance records relating to this Charter are securely maintained; and

f. the Charter is accessible to Directors and, where appropriate, made available to stakeholders in accordance with the Organization's transparency commitments.

16.15 Effective Date

This Charter shall take effect on the date of its approval by the Board of Directors unless the approving resolution specifies another commencement date.

From the effective date:

a. all Directors shall be bound by this Charter;

b. Board Committees shall operate in accordance with its provisions;

c. governance procedures shall conform to this Charter; and

d. all governance actions shall be guided by its principles and requirements.

16.16 Repeal and Supersession

Upon the coming into effect of this Charter:

a. any previous Board Governance Charter or equivalent governance framework adopted by the Board shall be repealed to the extent of any inconsistency;

b. all Board governance practices shall be aligned with this Charter; and

c. references in organizational documents to previous governance instruments shall be construed as references to this Charter, where appropriate.

16.17 Approval and Adoption

This Board Governance Charter was approved and adopted by the Board of Directors of the Initiative for Legal Aid (ILA) at a duly constituted meeting held on:

Approval Date:

Effective Date: ______________________________

Board Resolution Number: ____________________

This Charter shall remain binding upon all members of the Board of Directors and shall serve as the principal governance framework for the Board of the Initiative for Legal Aid (ILA).

INITIATIVE FOR LEGAL AID
ILA
DATE: ....../....../......
Breaking Barriers, Building Justice
JUBA, SOUTH SUDAN

ANNEXES

The following Annexes form part of this Charter and may be updated by the Board from time to time without requiring amendment of the substantive provisions of the Charter, unless otherwise determined by the Board:

Annex I: Board Code of Conduct and Declaration of Commitment

Annex II: Annual Declaration of Interests and Conflict of Interest Disclosure Form

Annex III: Board Skills and Competency Matrix

Annex IV: Board Performance Evaluation Questionnaire

Annex V: Individual Director Self-Assessment Form

Annex VI: Chairperson Performance Evaluation Form

Annex VII: Board Committee Performance Evaluation Template

Annex VIII: Board Meeting Annual Calendar Template

Annex IX: Board Resolution Template

Annex X: Board Action Register Template

Annex XI: Delegation of Authority Matrix

Annex XII: Board Induction and Orientation Checklist

Annex XIII: Confidentiality and Non-Disclosure Undertaking for Directors

Annex XIV: Governance Compliance Checklist