

MPILONHLE

a good life

Mpilenhle Board Charter

20 September 2008

Responsibilities of the Board and its Members

- Sets Mpilenhle's mission and purposes
- Establishes short- and long-term goals
- Assesses progress toward goals
- Ensures good management
- Acts as the fiduciary and guardian of Mpilenhle's assets
- Reviews and approves Mpilenhle's program budget annually
- Ensures adequate resources
- Assumes stewardship responsibility for Mpilenhle's finances through the Finance Committee, which is a subcommittee of the board.
- Appoints and monitors the Executive Director's performance on an annual basis
- Supports the Executive Director
- The Board is a policy-making body, and sets policies for the overall management and operation of Mpilenhle. The Board avoids participation in administration of Mpilenhle
- Reviews educational and public-service programs, strategic planning, management and Web-based initiatives
- Preserves institutional independence
- Helps with ensuring good relations with the community
- Annually reviews the performance of the Board (including its composition, organization, and responsibilities) and take steps to improve its performance.

Code of Conduct of the Members of the Board

- The Board meets at least four times during the calendar year. Board members who attend less than three meetings per year will receive a warning from the Chair of the Board. If non-attendance

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continues after such a warning, the Board member will be dismissed from the Board

Board members specifically:

- Participate in committee work when necessary. Currently Mpilonhle has one committee, namely the Finance Committee.
- Become informed about the policies and programs of Mpilonhle.
- Support Mpilonhle's fundraising efforts and be willing to participate in the fundraising efforts.
- Participate in special events sponsored by Mpilonhle
- Promote Mpilonhle's mission, generates good will for Mpilonhle, and encourages support for the efforts of the staff and volunteers.
- Make introductions to new communities, corporate sponsors, foundations, government officials, and other helpful individuals.
- Devote time to learn how the Mpilonhle functions — its uniqueness, strengths, needs, and role in the larger context of social development in South Africa and the region — and share their knowledge
- Actively participate in Board meetings and Committee assignments
- Accept and abide by the legal and fiscal responsibilities of the Board as specified by organizational charter, bylaws, Provincial and National statutes and South African NPO regulations
- Vote according to one's individual conviction, to challenge the judgment of others when necessary, yet to be willing to support the decision of the Board and work with fellow Board members in a spirit of cooperation; to recognize that the Board Chair speaks for the Board in consensus with the Board members.
- Maintain the confidential nature of Board deliberations and to avoid acting as spokesperson for the entire Board unless specifically authorized to do so.
- Comply with the conflict-of-interest policy and disclosure developed by the Board
- Refrain from actions and involvement that might prove embarrassing to Mpilonhle and to resign if such actions or involvement develops
- Make judgments always on the basis of what is best for the Mpilonhle as a whole

BOARD CHAIR JOB DESCRIPTION

Purpose

The Chair is the senior volunteer leader of Mpilonhle who presides at all

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meetings of the Board and other meetings as required. The Chair is an ex-officio member of all committees of Mpilonhle.

General: Ensures the effective action of the Board in governing and supporting Mpilonhle and oversees Board affairs. Acts as the representative of the Board as a whole, rather than as an individual supervisor to staff.

Community: Speaks to the media and the community on behalf of Mpilonhle (as does the Executive Director); represents Mpilonhle in the community.

Meetings: Develops agendas for meetings in concert with the Executive Director. Presides at Board meetings.

Committees: Recommends to the Board the committees that are to be established. Works with Committee chairs in seeking volunteers for committees and coordinating individual Board member assignments. Makes sure each Committee has a Chair and stays in touch with Committee Chairs to be sure that their work is carried out; identifies Committee recommendations that should be presented to the full Board. Determines whether Executive Committee meetings are necessary and convenes the committee accordingly. Currently Mpilonhle has one committee, the Finance Committee.

Executive Director: Establishes search and selection committee and acts as chair for hiring an Executive Director. Convenes Board discussions on evaluating the Executive Director and negotiating compensation and benefits package; conveys information to the Executive Director.

Board Affairs: Ensures that Board matters are handled properly, including preparation of pre-meeting materials, committee functioning, and recruitment and orientation of new Board members.

Key Responsibilities

- Works with the Executive Director, Board officers, and Committee Chairs to develop the agendas for Board meetings, and presides at these meetings.
- Appoints volunteers to key leadership positions, including positions as chair of Board Committees and service committees.
- Determine eligibility for and appoint members to Board in response to recommendations of the Board members



- Works with the Board and paid and volunteer leadership, in accordance with Mpilonhle bylaws, to establish and maintain systems for
 - Planning Mpilonhle's human and financial resources and setting priorities for future development
 - Reviewing operational and service effectiveness and setting priorities for future development
 - Controlling fiscal affairs
 - Acquiring, maintaining, and disposing of property
 - Maintaining a public relations program to ensure community involvement
 - Ensuring adherence to ethical standards

Elected By: Board

Length of Term: 3 years renewable for 3 more years

Reports To: Board

BOARD MEMBER COMPENSATION

Each Board member receives honorarium of R 1,500 for attending Board meetings starting from the date of approval of this constitution. The Chairperson is compensated 2,000 rand per meeting.

Any Board member may waive all or any portion of their honorarium for any meeting.

EXPENSE REIMBURSEMENT POLICY

Mpilonhle will reimburse round-trip airfare for Mpilonhle's Board member up to a maximum of an economy class ticket and local transportation to and from the airport.

Long-distance travel by car (ex. Durban, Mtubatuba, Durban) will be reimbursed at the standard reimbursement rate used by Mpilonhle in effect at the time of the meeting on a per km basis.

Mpilonhle will provide accommodation to Board members at Mpilonhle's Guest House if required.

Board Self-Assessment Policies



Rationale

The Board is committed to assessing its own performance as a Board in order to identify its strengths and areas in which it may improve its functioning. While the Board sees its role of assessing its performance as ongoing, it sets aside time at an annual retreat at the Mpilonhle guesthouse to conduct a self-evaluation among its members.

Purpose and Process

The purpose of the Board self-evaluation is to identify those areas of Board functions that are working well and those that may need improvement. The Board self-evaluation speaks to the Board as a whole, not to individual members. It is the evaluation process of the overall effectiveness of the Board as a decision-making group.

The following process will be used:

- A self-evaluation questionnaire will be distributed to all Board members annually.
- The completed self-evaluation questionnaire shall be submitted to the Chair of the Board at least two weeks before the regularly scheduled Board retreat at which the self-evaluation will be discussed.
- The self-evaluation results shall be included as an agenda item for review at a regularly scheduled Board retreat.




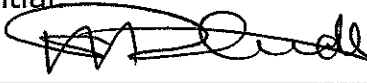
Appendix I: Board Member Agreement

Mpilonhle's Executive Director agrees to provide each member of the Board with the following:

- Access to the management of Mpilonhle, as needed for proper operation of the Board
- Mpilonhle will provide ample notice of all meetings
- Minutes of all Board meetings
- Relevant information to conduct his or her job as a Board member
- To the extent allowed by law, indemnification from liability for a Board member's reasonable and necessary actions
- Reimbursement for reasonable expenses in conducting and attending to Mpilonhle Board business
- Provides insurance liability coverage
- Respect for his or her time
- The use of his or her talent effectively

The Board member agrees to do the following:

1. Learn about Mpilonhle, read financial and other reports and other Mpilonhle documents, and keep up-to-date on Mpilonhle programs, finances, and management.
2. Attend as many Board and committee meetings as practicable, and participate in all such meetings, using fair, independent judgment and due care in conducting the business of Mpilonhle.
3. Avoid all direct or indirect political campaign intervention (such as supporting or opposing candidates for public office) in the name of Mpilonhle and when using Mpilonhle assets.
4. Contribute to the financial well-being of Mpilonhle
5. Avoid all conflicts of interest with Mpilonhle.
6. Be loyal to Mpilonhle, always exercising Board powers in the interest of Mpilonhle, and not for the interest of yourself or others.
7. Keep all Mpilonhle matters confidential

Signed:  
Chairperson of the Board Board Member
Mr. L.M. Mthombeni

Dated: 2009-07-28 27/07/2009