

LOCAL GOVERNANCE NETWORK-LOGNET



BOARD MANUAL POLICIES AND PROCEDURES

INTRODUCTION

The Local Governance Network (LOGNet) is a network of Civil Society Organizations whose activities focus on issues of local governance. LOGnet has over 200 members operating across all districts in the country. The Network functions as intermediary between civil society and decision-makers as well as between civil society and the international community. LOGnet serves as a voice of the poorest and most marginalized citizens in the communities. LOGnet achieves its vision through research, policy dialogue, and capacity building programs for its members, and district assembly staff and other interest groups on development .

MISSION - *seeks to build partnerships and capacities for effective democratic governance and decentralization'*

VISION- *'A Society in which citizens actively participate in Local Governance for sustainable development*

GOAL- *ensure active participation of **all** citizens for good governance and effective and efficient service delivery for holistic development*

OBJECTIVES- TO

1. *Facilitate policy advocacy- making joint policy statements and policy positions on issues of shared concerns by citizens*
2. *Conduct and dissemination joint research to support shared advocacy position*
3. *Serve as a forum for learning and sharing issues among members- eg. At workshops/meetings, websites linkages, circles on common issues for members*
4. *Serve as focal point for Government and Development Partners to engage CSOs on Local Governance issues*
5. *Serve as a focal point for CSOs to engage with the Public- Joint for a/press releases etc.*

Directors Principles of commitments

The Local Governance Network-LOGnet Board of Directors is extremely proud of the organization that it serves and passionate about its mission. The Board recognizes that it is both a privilege to serve the Local Governance Network-LOGnet and a real responsibility. To help ensure organizational excellence for the Local Governance Network-LOGnet and to

assist current and future Directors and staff in understanding both what is expected of the Local Governance Network-LOGnet Board, and to what guidelines the Board formally commits, the following policies and procedures have been presented for approval and adoption by resolution on

Duties

Local governance Network-LOGnet Directors are legally bound to honor three duties:

Duty of Care – Directors must act in good faith, with the care of an ordinarily prudent person in a like situation, and in a manner that is reasonably understood to be in the best interests of the Local Governance Network.

Duty of Loyalty – Directors may not engage in conflict of interest transactions that may compete with or be detrimental to the Local Governance Network's interests, or that may interfere with the Local Governance Network opportunities.

Duty of Obedience – Directors must comply with any and all laws, rules and obligations that bind the Local Governance Network-LOGnet and they must be faithful to the Local Governance Network's mission. Directors are not permitted to act in a way that is inconsistent with the LOGNet s central goals and plans.

LOGNET Charter

- We believe in partnership development Nationwide and in our ability to achieve self-reliance.

- We must be the human face of development and never let the scale of our operations diminish our compassion.
- We must constantly be guided by our ultimate goal of helping individuals and families improve their lives and communities.
- We owe respect, integrity and accountability to our clients and donors alike.
- We must never take a single cedi for granted, because so few are available and so many are needed.
- We work where the needs are greatest to effect substantial and enduring change.
- We must be our own severest critic and toughest audit. We guard program effectiveness and fiscal integrity through management and financial practices that are solid, established and ethical.
- We realize that excellence requires skilled, diversified, dedicated men and women working in an environment that enables them to thrive. We will find them, keep them and help them to succeed.

Political Support

The Local Governance Network-LOGnet is precluded by the terms of its nongovernmental organization status from endorsing (or opposing), supporting, or coordinating activities for a political candidate or platform. This includes contributing money, time and facilities. Staff and Directors are free to partake in partisan political activities in their own names but not in association in any way with the Local Governance Network.

Roles & Responsibilities

The primary role of the Local Governance Network-LOGnet Board of Directors is to provide strategic oversight, governance and policy development. The Board is **not** responsible for day-to-day management or for the mechanics of policy implementation and execution – these are the responsibilities of the Coordinating Director and staff. Commitments by Directors of time, energy and resources to the Local Governance Network-LOGnet are **not** expected to be onerous, yet real commitments of each of these are expected.

All Local Governance Network-LOGnet Directors are responsible for signing an annual pledge that details their individual plan for supporting the organization. Time will be allocated at every Annual Meeting to review and assess each Director's success in meeting the annual pledge.

Directors are expected to attend the annual Board meeting that takes place in December and to cover the costs of their attendance. All Directors are also expected to be involved, both directly and indirectly, in fundraising for the Local Governance Network. In terms of direct contributions, Directors are expected to donate according to their means and one hundred percent financial participation by the Local Governance Network-LOGnet Board is a strict requirement. In addition to direct contributions, Local Governance Network-LOGnet Directors are expected to assist in fundraising by providing entrée to sources of donor and/or grant monies and by volunteering time and effort in organizing and conducting specific fundraising events.

The Local Governance Network-LOGnet Board is responsible for approving an annual budget as prepared by staff with oversight by the Treasurer. Through the Treasurer and the

Coordinating Director, the Board ensures that adequate financial controls are in place to safeguard against loss, fraud and misappropriation of funds. To ensure that financial controls are functioning properly, the Board will conduct a bi-annual review of the Local Governance Network's finances.

The Board is also responsible for approving a Strategic Plan that articulates long-term organizational goals. The Strategic Plan is generated by the Coordinating Director, with assistance from staff, and must be reviewed, updated and amended as necessary and re-approved each year at the Annual Meeting.

The Local Governance Network-LOGnet Board is responsible for retention of a well-qualified Coordinating Director and to fully support him/her in the professional conduct of the LOGnet business. The performance of the Director is required to be formally reviewed by the Board on an annual basis. Such an evaluation is to include recommendations on the hiring, discipline, and/or termination of employment of the Coordinating Director.

In providing strategic oversight to the operations of the Local Governance Network, the Board is responsible for reviewing and approving any proposed modifications to the Human Resources Manual, which details the procedures and policies governing staff of the Local Governance Network.

The Board will conduct any Employee Grievance Appeals directed to its attention in the case that such appeals may not appropriately be directed to and addressed by the attention of the Coordinating Director. The Board is required, in good faith to employees of the Local

Governance Network, to adequately address and resolve any such appeals.

Compensation

Members of the Board of Directors shall receive no compensation, but may be reimbursed for their actual and reasonable expenses incurred in connection with the administration of the affairs of the Local Governance Network. A Member of the Board of Directors may not be hired in a paid staff position.

Board Size and Composition

The Local governance Network-LOGnet Board of Directors will be composed of up to nine directors, maximum, and no less than three. The number of Directors may be increased or decreased by the amendment to the Policies and Procedures but no decrease shall have the effect of shortening the term of any incumbent Director. These include four zonal coordinators, one National as Host in Accra, Gender , Marginalized groups and other two Governance Thematic CSOs.

The composition of the Board should reflect the diversity of the primary zones that the Local governance Network-LOGnet serves and should represent leadership strength in each critical support. , The Directors should display a strong commitment to participate fully as a member of the board. All members must attend at least one meeting per year.

Terms

Board of Directors is elected for a term of three years. Term years run from Annual Meeting to Annual Meeting. The term for Directors appointed within six months of the most recent

Annual Meeting will have an effective start date as of that Annual Meeting. For Directors appointed more than six months after the Annual Meeting, the effective start date will be the next Annual Meeting.

There is no limit on the number of terms that a Director may serve and no sabbatical is required between terms. Directors whose terms are expiring and who wish to stand for re-election must notify the National Coordinator three months in advance of the Annual Meeting, and provide at that time a written statement detailing their past accomplishments on behalf of the organization and their future plans.

The National Coordinator will distribute the statement to the rest of the Board and will solicit votes. In order to be re-elected for additional terms, Directors must be approved for re-election by a majority of the rest of the Board. A Director standing for re-election may vote for him/herself. No Director who has been voted off the board can vote for or against another Director standing for re-election.

Voting is by email or submitted form to the Board Secretary, with copies to the Chairperson and the Coordinating Director, and details of individual voting are kept in confidence by the three parties with only the overall vote result reported. In the case of re-election of the Chairperson and/or the National Coordinator for additional terms as Directors, votes will be emailed or submitted by form to other Governance Committee members as determined at such time in order to avoid conflict and confidentiality issues. Results will immediately be made known to the Board.

Outgoing Directors are welcome to join subsequent Annual Meetings but will have no vote in any official business of the board at the meeting.

Any Director may take a one-year sabbatical during his/her term, provided that he/she provides written notification to the The National Coordinator prior to the Annual Meeting. Any sabbatical year taken by a Director shall not be considered as part of his/her three-year term. No more than two Directors may take sabbatical at a time; in the event of multiple requests for simultaneous sabbatical, the issue will be resolved by majority vote at the Annual Meeting.

Officers

Local Governance Network-LOGnet officers and terms are: Chairman, Vice, Zonal reps (4) two other National CSOs reps, Gender and PWDs reps

. Election of officers is by majority vote of the entire board at the Annual Meeting. The Board of Directors will make a nomination of the officer to be elected by secret ballot, to be counted by the Chairperson, or in the event of the Chairperson being elected, the National Coordinator will count the ballot. The top two candidates will then be voted upon by the Board of Directors, again by secret ballot. There is no limit to the number of terms that officers may serve and no sabbatical between terms is required. If an officer is unable to complete his/her term, a successor will be appointed on an interim basis to serve until the Annual Meeting at which time that successor or another will be voted on for a new term. Any interim period served will not be counted toward the one or two-year term limit.

Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Local governance Network-LOGnet would be served thereby, but such removal shall be without prejudice to the rights, if any, of the person so removed.

Officer Roles & Responsibilities

In addition to roles and responsibilities detailed above for all Local Governance Network-LOGnet Board of Directors, officers shall have additional duties as follow:

Chairperson

The Chairperson is the primary liaison between the Board and staff and is expected to maintain regular communication with the Coordinating Director to stay abreast of developments and salient staff and operational issues. The Chairperson will ensure that written annual performance evaluations are completed by the Board for the Coordinating Director. The Chairperson prepares all Board meeting agendas with input from the The National Coordinator and the Coordinating Director. The Chairperson will preside at and conduct all Board meetings and is responsible for ensuring that agendas are fully completed with professional dispatch and decorum. The Chairperson shall see that the resolutions and directions of the Board of Directors are carried into effect except in those instances in which that responsibility is specifically assigned to some other person by the Board of Directors, and shall have such other duties as may be prescribed by the Board of Directors from time to time.

Vice Chairperson

The Vice Chairperson shall assist the Chairperson in the discharge of his/her duties as the Chairperson may direct and shall perform such other duties as from time to time may be assigned to him/her by the Chairperson or by the Board of Directors. The Vice Chairperson serves as second for the Chairperson and will take over any and all of his/her

duties in the Chairperson's absence or inability or refusal to perform his/her duties. In the event that the Chairperson resigns or is otherwise unable to complete his/her term, the Vice Chairperson will become the acting Chairperson on an interim basis until a new Chairperson is elected.

Treasurer

The Treasurer is responsible for reviewing all financial statements produced by staff and the annual federal tax return prepared by an independent auditor. Such review is aimed at understanding all material financial transactions as well as the overall financial condition and results of the organization. The Treasurer corroborates to the rest of the Board the general accuracy and validity of the reports received from staff and from the independent auditor. The Treasurer ensures that the Local Governance Network's financial control policy is properly implemented and observed. The Treasurer leads the review of the annual budget prepared by staff prior to its presentation for discussion and approval by the Board at the Annual Meeting. The Treasurer, with the Coordinating Director, will serve as primary liaison with any outside financial auditor hired by the Local Governance Network.

The National Coordinator

The The National Coordinator is responsible for ensuring that notes are taken at all Board meetings and at the Annual Meeting and that minutes based on the notes are prepared and distributed for review and approval. Minutes should include specific action items, and how they were motioned, seconded and voted, as well as brief summaries of important discussion items that may lead to future action. The The National Coordinator collects

written statements from Directors who wish to stand for re-election, distributes the statements to the rest of the Board, and subsequently collects votes from the Board for and against such re-election (see “Terms,” above).

Committees

The primary existing Committee formed by the Board is the Governance Committee; other Committees may be formed if and when necessary. This committee serves as an Coordinating body empowered to bind the organization and to enact policy and is composed of one director and officers; the Chairperson, Secretary, and Treasurer are obligated to be members of the Governance Committee. The Governance Committee meets as necessary to decide and vote on strategic, governance and policy matters in the absence of the entire Board. Meetings are usually no more frequent than every other month. Unless otherwise specified, Governance Committee meetings are open to all Local Governance Network-LOGnet Board of Directors, but only Governance Committee members may vote on actionable items. Meeting times and agendas are communicated in advance.

Until and unless otherwise resolved by the Board, the Governance Committee fulfills the roles of both a Finance/Fundraising Committee and a Nominating Committee.

New Director Nominations

In soliciting new candidates for the Board attention should be paid to cultivating and maintaining diversity and strategic leadership, particularly in areas of specialization including Health, Finance, Legal, Organizational Management, and Development. Gaps in either area, either current or pending, should be addressed in considering prospective Directors. The balance between local and non-local Directors should also be weighed.

The Governance Committee, with input from the Board and from the Coordinating Director, is responsible for assembling a list of prospective candidates and evaluating the perceived strengths and weaknesses of each individual. Once a final short list is agreed, the means and method of approaching new candidates will be approved and carried out. If he/she is interested, and following any further internal review and discussion necessary, a vote by the entire Board will be taken. Successful candidates will then be approached by the Chairperson with a formal offer to join the board. If a majority approval is not obtained for a prospective Director, great care must be exercised to avoid offense to the candidate and a sensitive response should be devised and carried out by whichever Director is closest to him/her.

Vacancies

In the event a vacancy shall occur by reason of the death, removal, resignation, incompetence, or any other cause, of any such Directors, the remaining directors may elect by a majority vote an individual to fill such vacancy, or such vacancy may go unfilled. Each election to fill a vacancy occurring on the Board shall specify an expiration date for such term.

Removal

The majority of Board of Directors at any meeting of the Board may remove a Director, with or without cause, provided that he or she has had at least ten days notice. Every Director must vote on the proposed removal of another Director at or before a noticed meeting.

A director may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect at the time specified therein, and acceptance of the resignation shall not be necessary to make it effective. Notification of resignation must be submitted to the The National Coordinator six months prior to the effective date of the resignation.

Board – Staff Communication

The Local Governance Network-LOGnet Board and staff are encouraged to interact and get to know each other as much as possible. Board of Directors are always welcome to visit the Local Governance Network-LOGnet offices and to visit with staff either collectively or individually both inside and outside of the office. For specific work-related requests of staff by the Board, it is required that the Coordinating Director serve as conduit, with the exception of Employee Grievance Appeals which cannot appropriately be directed through the Coordinating Director. Similarly, any scheduling of staff presentations to the Board should be handled through the Coordinating Director.

Board Meetings

There will be regular and annual meetings scheduled. The time and place of the Annual Meeting shall be set by resolution of the Board. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution. Special meetings of the Board of Directors may be called by or at the request of the Chairperson or any two directors.

Board Materials

The following materials will be made available to the Board of Directors by the Coordinating Director:

- Current Year Strategic Plan
- Current Year Budget
- Personnel Policies (HR Manual)

- Board Tenures
- Resolutions

Quorum

A quorum at any regular or special meeting of the Board of Trustees shall be three quarters of the present number of Directors for policy making and voting. A majority of a quorum shall decide any question that may come before the meeting. A majority of directors present at a meeting, whether or not a quorum, may adjourn any meeting to another time and place. Notice of such adjourned meeting shall be promptly given to all directors, whether or not present when the meeting is adjourned.

Amendments

The Local governance Network-LOGnet Board Policies and Procedures may be amended by the majority vote of the Directors present at any meeting of the Board of Directors, provided a quorum is present at the meeting, and notice of the meeting, which states the express purpose of amending the Policies and Procedures and contains the proposed changes in the Policies and Procedures, was duly given.

Conclusion

It is incumbent on every Local governance Network-LOGnet Director, current and future, to be familiar and comfortable with these Board Policies and Procedures so that he/she may discharge to the best of his/her abilities the duties and responsibilities attendant on serving as a Director. To evidence their acceptance of the rules, roles and responsibilities detailed above, every Director is asked to sign an acknowledgment form that will be returned to the

Coordinating Director and maintained with official records at the Local governance Network-LOGnet head office. Such form will read as follows:

I, _____ (name) hereby acknowledge that I have read the Local Governance Network-LOGnet Board Policies and Procedures in full and that I agree to be bound by them as a Local Governance Network-LOGnet Board of Director.

Date: _____ April