

Board Governance Policies

This document contains governance policies and operating procedures for the board of Amref Nordic. The document is aimed at facilitating and clarifying the work of the board. Updated June 2023, and replacing previously adopted guidelines.

Guidelines include:

- Overall responsibility of the board.
- Roles and responsibilities within the board.
- Appointment of new board members.
- Introduction and resignation of board members
- Disqualification, Impartiality and conflicts of interests.
- Board meetings
- Remuneration and travel for Board members.

Overall responsibility of the board

- Ensuring that the organization operates within Amref Health Africa's mission and vision, providing a clear strategic direction for the identity of Amref Nordic and the work in the region, and that decisions are taken in the best, long-term interests of Amref Health Africa.
- Making decisions on Amref Nordics strategy, direction, and financial plans, and responsible for overseeing the organization's operations, ensuring that it is adhering to the overall mission and objective.
- Ensuring that operations are carried out in accordance with applicable laws and regulations.
- Ensuring sound financial health and compliance of the organization, with systems in place to ensure financial accountability and compliance.
- Regularly reviewing major risks and opportunities and ensuring that systems are in place to manage and mitigate risks.
- Approving Amref Nordic's annual budget, audit reports, and material business decisions; being informed of, and meeting all, legal responsibilities.
- Reviewing agenda and supporting materials prior to board meetings as well as participating actively and efficiently in meetings.
- Appointing a Nordic Director (ND) for the organization and determining their duties and powers.
- Serving as a trusted advisor to the ND as s/he develops and implements Amref Nordic's strategic plan.
- Conducting an annual performance evaluation of the ND and the board.
- Partnering with the ND and other board members to ensure that board resolutions are carried out.
- Continuously reflect and foster a learning culture of the organization and the board.
- Representing Amref Nordic to stakeholders within the frames of our advocacy and fundraising plan, based on identified needs and in consultation with ND.

Roles and responsibilities within the board

Chair

The board is led by a chair with a particular responsibility for ensuring that the work of the board is well-organized and conducted effectively, and that the board fulfills its tasks. The chair:

- Leads the work of the Board.

- Determines, in consultation with Nordic director, proposals for the agenda of Board meetings.
- Convenes the meetings of the board and ensures that the board works as a team and that all members are involved in the work of the board
- Maintains regular contact with the ND and ensures that they have the right conditions to carry out their work.
- Is responsible for evaluating and developing the work of the board and the ND, including conducting annual performance reviews.
- Participates in the ongoing work of the board as other members do, but normally has no specific area of responsibility beyond those mentioned above.
- Acts as a spokesperson on behalf of the organization when/if need

The vice chair

- Supports the chair in leading the board.
- In consultation with the chair, the vice chair may be assigned specific tasks
- Performs the chair duties when they are unable to do so.
- Participates in the ongoing work of the board as other members do.
- Is responsible for evaluating the chair in the annual board review.

The Treasurer

- Speaks on behalf of the board in financial matters within the organization.
- Maintains regular contact with the financial staff/Nordic director to support the board to take informed decisions on financial matters and to support the work of the financial staff/ND if/when needed.
- Participates in the ongoing work of the board as other members do.

The Members of the Board

- Contributes to enabling the board to fulfill its mission and requirements by generously sharing their expertise, experiences and networks.
- Actively contribute to the board by attending meetings, being well-prepared, staying informed, promoting transparency, fostering a solution-oriented mindset, and showing commitment to the organization's mission. Furthermore, each member is encouraged to maintain a forward-leaning approach, actively listen to others, raise concerns, and ensure that valuable topics are discussed and appropriately addressed on the agenda
- Undertakes and fulfills assigned tasks within the board's framework and in accordance with agreed-upon commitments.
- Participates in all board meetings unless specific reasons for absence exist and inform the chair of any hindrances or problems in performing their duties.
- Evaluates the work of the board, on an annual basis, to determine whether the board has been effective in working in accordance with the mission.

Appointment of new board members

Any person has the opportunity to propose potential candidates for board membership. All new members shall be ratified by the international board of Amref Health Africa. Once ratified, the candidate can officially be elected by the board. According to the statutes of the organization the board has the right to select new members itself. Before each appointment, a specification of requirements is developed, which is used as a background when interviewing and taking references on proposed members. The mandate period for the Board members is three years with the possibility of extension to a maximum of 9 years (3 terms).

The Board holds the right to appoint co-opt members with special competences to participate in board meetings. The co-opted member has the right to express opinions but has no voting rights.

Introduction and resignation of board members

The chair is responsible for facilitating a proper introduction of newly elected board members to the organization. This includes acquainting them with Amref Nordic's values, statutes, operational protocols, financial aspects, as well as the roles and responsibilities of the board.

Board members are encouraged to engage in a dialogue with the chair regarding the duration of their tenure. In the event that they choose to resign from the board before their official term concludes, they are expected to inform the chair well in advance. To promote reflection and learning, an exit meeting will be conducted between the departing board members and the chair. This allows for a comprehensive discussion and the opportunity to gain valuable insight.

Disqualification, Impartiality and conflicts of interests

The Board shall maintain the requirements for objectivity and impartiality and carefully consider the risk of disqualification, conflicts of interest, and bribery. The responsibility for being independent lies with the individual board member. When there is a risk of disqualification, conflict of interest, or bribery, the individual must refrain from participating and voting and inform the board.

Board meetings

Invitations for board meetings shall be sent via email. The invitations shall include a proposed agenda, along with written materials necessary for decision-making and discussions. The agenda items should be numbered, and the minutes from the previous board meeting should be attached. The agenda and accompanying documents should be shared with board members at least 7 days prior to the scheduled meeting. Extraordinary board meetings may be convened, and relevant documents sent out, with shorter notice.

Minutes shall be taken at all board meetings, following the prescribed format for decision protocols. These minutes must be approved by a minimum of two individuals, namely the chair and an elected adjuster. In general, per capsulam decisions are to be approved by all board members. The approved and signed minutes are to be securely stored by the Nordic Director (ND) in a responsible manner. They should be shared with the board within two weeks following the meeting.

Remuneration and travel for Board members

Board members serve on a voluntary basis without monetary compensation. However, specific agreements may be reached for additional tasks or responsibilities. Any travel expenses incurred by board members in relation to their duties will be covered in accordance with the travel policy, subject to prior agreement.

This instruction is approved by the board and reviewed as needed.