

RÉSEAU DES FEMMES LEADERS POUR LE DÉVELOPPEMENT
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Board Governance & Charter

Defining Board composition, roles, fiduciary duties, committee structures, term limits, meeting procedures, and decision-making authority for RFLD

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1. RFLD's Institutional Identity and Governance Foundations

1.1 Legal Identity

RFLD — Réseau des Femmes Leaders pour le Développement — is a pan-African feminist civil society organisation registered in the Republic of Benin, with regional offices in Ghana, Senegal, and The Gambia. RFLD is a formally constituted legal entity subject to: the national laws of Benin governing NGO registration, governance, and financial reporting; the laws of Ghana, Senegal, and The Gambia governing branch or subsidiary operations in each jurisdiction; and applicable international obligations arising from RFLD's ACHPR Observer Status, its institutional donor agreements, and its NGOsource 501(c)(3) equivalent determination.

1.2 Mission and Objects

RFLD's mission is the advancement of women's rights, women's leadership, sexual and reproductive health and rights (SRHR), civic space, and climate and environmental justice across the African continent, with a particular focus on francophone West and Central Africa. RFLD operates as a feminist intermediary — holding institutional resources and accountability systems on behalf of its 670 member organisations and channelling 85% of managed funds directly to field activities.

Every governance decision RFLD's Board makes must be evaluated against this mission. Powers, resources, and relationships that RFLD holds are held in service of the mission, not as ends in themselves.

1.3 Governance Principles

RFLD's governance is grounded in the following principles, which the Board upholds in all its activities:

Principle	What It Requires of the Board
Mission Primacy	Every Board decision is evaluated against RFLD's mission and its feminist values. Institutional interests — financial sustainability, reputational preservation, operational convenience — are important but secondary to mission impact and integrity.
Accountability	The Board is accountable to RFLD's mission, its member organisations, its beneficiaries, its donors, and the public. Accountability is not merely formal — it requires active transparency, honest reporting of failures as well as successes, and genuine responsiveness to stakeholder concerns.
Feminist Governance	RFLD applies feminist principles internally as well as externally. This means: power within the Board is exercised with awareness of and care for power dynamics; diversity of voice is actively cultivated and protected; and governance processes are designed to be accessible and inclusive rather than exclusionary.
Transparency	The Board makes decisions through documented, auditable processes. It discloses its performance, finances, and governance to donors, members, and the public through annual reporting, consistent with RFLD's commitments and applicable law.
Stewardship	Board members are stewards of RFLD's mission, assets, and relationships — not owners. They act in RFLD's interest and the interest of its beneficiaries, not in their own personal interests or those of the organisations they may represent.
Collective Responsibility	Board decisions are taken collectively. Individual Board members do not hold governance authority except as delegated by the full Board or by this Charter. A Board member who disagrees with a decision may record their dissent, but must not act unilaterally against a properly taken Board decision.
Independence	The Board exercises its judgement independently — free from undue influence by individual donors, government actors, management, or any other party. Independence does not mean ignorance of stakeholders' views; it means that the Board's judgement is ultimately its own.

1.4 Governing Documents Hierarchy

The following documents constitute RFLD's governance framework. Where they conflict, the higher-level document prevails:

Level	Document	Authority and Scope
1	RFLD Constitution / Statutes	The founding constitutional document registered with the relevant national authority in Benin. The supreme governance document. This Charter and all other RFLD documents must be consistent with the Constitution.
2	This Board Governance Charter (RFLD-GOV-v1.0)	Defines the Board's composition, authority, duties, procedures, and relationship with management. Approved by the Board. Takes precedence over all operational policies.
3	RFLD Policy Suite (RFLD-POL-*)	The 10+ operational policies governing finance, HR, safeguarding, data protection, integrity, sub-granting, procurement, risk, whistleblowing, and DEI. Approved by the Board annually.
4	RFLD Code of Conduct (RFLD-COC-v1.0)	Behavioural standards for all Covered Persons. Approved by the Board. All Board members are subject to the Code.
5	Donor Grant Agreements	Contractual obligations with institutional donors (Sida, GIZ/BMZ, and others) that bind RFLD to specific standards and practices for the duration of each grant. Consistent with this Charter.

2. The Board of Directors — Purpose, Authority, and Accountability

2.1 Purpose of the Board

RFLD's Board of Directors is the highest governance authority of the organisation. It holds ultimate legal, financial, and moral accountability for RFLD's mission, resources, and conduct. The Board's primary purpose is threefold:

- Strategic leadership: Setting the mission, vision, values, and long-term strategic direction of RFLD.
- Oversight and accountability: Ensuring that RFLD is managed effectively, its resources are stewarded responsibly, and its performance is consistent with its mission and its commitments to donors, members, and beneficiaries.
- Organisational integrity: Ensuring that RFLD upholds the highest standards of governance, ethics, safeguarding, and compliance — and that failures are addressed honestly and promptly.

2.2 The Board's Relationship with Management

The Board governs; management operates. This distinction is fundamental to RFLD's governance model and is elaborated fully in Section 16. In summary:

- The Board sets direction, approves strategy, approves policy, approves budgets, and holds the Executive Director accountable.
- The Executive Director leads the organisation's operations within the direction, policies, and budgets approved by the Board.
- The Board does not manage the organisation's day-to-day activities. Board members who involve themselves in operational management except as explicitly authorised are acting outside their governance role.

2.3 To Whom the Board Is Accountable

RFLD's Board is accountable to multiple constituencies:

- RFLD's mission and values — the deepest accountability: is RFLD genuinely advancing feminist change?
- RFLD's 670 member organisations — who depend on RFLD's intermediary function and whose trust is the foundation of RFLD's legitimacy.
- Institutional donors (Sida, GIZ/BMZ, and others) — who provide the resources that make RFLD's work possible and who have a right to assurance that those resources are used effectively.
- Programme beneficiaries and communities — who are the ultimate reason RFLD exists.
- The public — through RFLD's annual reporting, ACHPR Observer Status obligations, and civil society accountability norms.
- National regulatory authorities — in Benin, Ghana, Senegal, and The Gambia, through statutory reporting and governance compliance.

3. Board Composition — Diversity, Skills, and Size

3.1 Board Size

The Board comprises a minimum of seven (7) and a maximum of twelve (12) members. The Board operates most effectively at eight to ten members — large enough to bring meaningful diversity of perspective and skills, small enough for genuine collective deliberation. Where the Board falls below seven members, the remaining Board members must convene within 30 days to initiate a recruitment process. Where the Board exceeds twelve, the next scheduled departures are not filled until the Board returns to the maximum size.

3.2 Mandatory Composition Standards

The following composition standards are mandatory. The Board assesses its composition against these standards annually (Section 17) and at every Board recruitment cycle:

Dimension	Standard	Rationale
Gender	Minimum 70% women Board members at all times. Gender non-binary members are counted within this figure.	Consistent with RFLD's feminist mandate. An organisation that advocates for women's leadership must embody that commitment in its own governance.
Geography / Nationality	At minimum 3 different nationalities represented; at minimum 50% of Board members from RFLD's active programme countries at any time.	Ensures that governance decisions are informed by direct knowledge of RFLD's operating contexts. Prevents governance capture by a single national perspective.
Language	At minimum one fluent French speaker and one fluent English speaker must be Board members at all times. Board participation is facilitated in both languages.	Consistent with RFLD's francophone mandate. Governance conducted only in English would structurally exclude the communities RFLD primarily serves.
Professional Skills	The Board must at all times include members with expertise in at minimum: (1) programme and women's rights; (2) finance and audit; (3) legal and governance; (4) civil society leadership; (5) technology/digital rights (increasingly critical given NAFASI's mandate).	Ensures the Board can exercise meaningful oversight across RFLD's diverse operational domains.
Age	At minimum one Board member under the age of 35 at all times.	Ensures intergenerational representation consistent with RFLD's programme beneficiary profile and youth engagement mandate.
Independence	A majority (more than 50%) of Board members must be independent — with no current employment, financial, or material personal relationship with RFLD beyond their Board role.	Protects the integrity of Board oversight. An organisation's Board cannot effectively hold management accountable if it is dominated by people with direct material ties to management.

3.3 Skills Matrix

The Board maintains a live Skills Matrix (reviewed annually) showing the skills profile of the current Board and identifying gaps to be addressed in the next recruitment cycle. The matrix records: each current Board member's primary skills; the minimum required skills combinations; and any gap between current and required profile. The Skills Matrix is attached to the Annual Board Self-Assessment (Annex E) and informs every Board recruitment brief.

3.4 Board Members Are Not Delegates

Board members act in RFLD's interest, not as delegates of any constituency, organisation, or group that may have nominated them. A Board member nominated by a particular donor, government, or membership association does not represent or carry instructions from that body in RFLD governance. They are individually and collectively accountable for RFLD's mission and institutional health.

4. Board Member Roles — Chair, Deputy Chair, Secretary, and Treasurer

4.1 Board Chair

The Board Chair is elected by the Board from among its members and serves a renewable two-year term. The Chair may serve a maximum of three consecutive terms as Chair (six years in total), after which a mandatory gap of at least one term (two years) is required before re-election as Chair. The Chair holds the following specific responsibilities:

- Convening and chairing all Board meetings — including setting the agenda in consultation with the Executive Director, managing meeting time, facilitating inclusive discussion, and ensuring collective decisions are properly recorded.
- Serving as the primary governance contact for the Executive Director — providing guidance, challenge, and support between Board meetings.
- Leading the annual performance review of the Executive Director.
- Representing RFLD's Board externally — with donors, governments, civil society networks, and the media — on matters of governance and institutional leadership.
- Receiving and acting on matters of serious governance concern escalated by the Executive Director, Ethics Committee, or any Board member.
- Acting as the final internal authority for any complaint, investigation, or governance matter involving the Executive Director.
- Convening emergency Board meetings within 48 hours when circumstances require.

4.2 Deputy Board Chair

The Deputy Chair is elected by the Board from among its members, in a separate election from the Chair, serving a renewable two-year term with the same maximum term limits as the Chair. The Deputy Chair:

- Performs the full role of the Chair in the Chair's absence or incapacity — including chairing meetings, receiving escalations, and signing urgent documents.
- Leads specific governance workstreams assigned by the Board — for example, Board recruitment, strategic review, or governance improvement processes.
- Supports the Chair in their governance responsibilities.
- Where the Chair is the subject of an investigation or conflict, the Deputy Chair assumes the Chair's role for that matter.

4.3 Board Secretary

The Board Secretary may be a Board member or a suitably qualified person appointed by the Board (not a staff member of RFLD). The Secretary is responsible for:

- Producing accurate, complete, and timely minutes of all Board and Committee meetings — circulated in draft within 10 business days of each meeting for review and correction, and finalised at the following meeting.
- Maintaining the official Board register — a complete record of all Board members, their terms, appointments, and departures.
- Managing the Board's formal correspondence — notices, resolutions, declarations, and regulatory filings.
- Maintaining the register of Declarations of Interest — ensuring that every Board member's annual declaration is received, filed, and current.
- Coordinating the distribution of Board papers — circulating agenda and supporting documents minimum 7 calendar days before each Board meeting.
- Maintaining the archive of Board resolutions — a cumulative record of all formal decisions taken by the Board.

4.4 Treasurer / Board Finance Lead

The Treasurer is elected or appointed by the Board from among its members and chairs the Board Finance Committee. The Treasurer:

- Provides Board-level financial leadership and oversight, working closely with RFLD's Regional Finance Lead.
- Reviews all financial reports, management accounts, and audit documents before they are presented to the full Board — ensuring they are complete, accurate, and comprehensible to all Board members.
- Leads the Board's engagement with the external auditor — approving the audit plan, engaging with audit findings, and overseeing the management response process.
- Advises the Board on financial sustainability, reserves, and investment policy.
- Acts as the Board's primary resource on financial matters — providing accessible explanation of financial information for Board members without specialist financial backgrounds.

5. Appointment, Term Limits, and Succession

5.1 Appointment Process

Board members are appointed by resolution of the full Board, following a structured nomination and assessment process led by the Board Chair (or a designated Nominations Committee). The process is:

1. Skills and diversity gap identified using the Board Skills Matrix and composition standards (Section 3).
2. Recruitment brief prepared — specifying the profile being sought and the diversity considerations applicable to this appointment.
3. Candidates identified — through open advertisement (for transparency and to reach candidates outside RFLD's existing networks), sector referral networks, and direct approach where a specific profile is sought.
4. Shortlisting against the brief — panel of minimum two current Board members including the Chair.
5. Interview or assessment — with the shortlisted candidates, including a review of their understanding of RFLD's mission and governance commitments.
6. Due diligence — including reference checks, a review of any public record concerns, and completion of the Declaration of Interests form (Annex B).
7. Nomination to the full Board — the selection panel recommends the candidate; the full Board votes on the appointment by simple majority.
8. Appointment confirmed — the new Board member signs the Declaration of Interests and Code of Conduct Acknowledgement (Annex B) before their first Board meeting.

5.2 Term Lengths and Limits

Role	Term Length	Maximum Consecutive Terms and Mandatory Gap
Board Member	3 years	Maximum 3 consecutive terms (9 years). Mandatory gap of minimum 3 years before re-appointment. Exception requires two-thirds majority Board vote and documented justification.
Board Chair	2 years (elected by Board)	Maximum 3 consecutive terms as Chair (6 years). Mandatory gap of minimum 2 years before re-election as Chair. May continue as ordinary Board member.
Deputy Board Chair	2 years (elected by Board)	Maximum 3 consecutive terms as Deputy Chair (6 years). Same gap rules as Chair.
Board Finance Committee Member	2 years per BFC term (within Board term)	Renewed by BFC Chair annually. No separate maximum for committee membership within the overall Board term.
Ethics Committee Board Member	2 years per term (within Board term)	Rotates every 2 years to maintain independence and fresh perspective.

5.3 Resignation and Removal

Voluntary Resignation

A Board member who wishes to resign gives written notice to the Board Chair. Resignation takes effect on the date specified in the notice or, if no date is specified, on the date the notice is received. A resigning Board member is expected to participate in a handover conversation with the incoming member where possible.

Removal from Office

A Board member may be removed from office by a two-thirds majority vote of the full Board in the following circumstances:

- Confirmed serious violation of RFLD's Code of Conduct, including a confirmed zero-tolerance violation.
- Failure to attend more than three consecutive Board meetings without approved leave of absence.

- Conduct that brings RFLD's reputation into serious disrepute or that materially compromises RFLD's mission, integrity, or donor relationships.
- A serious and irreconcilable conflict of interest that cannot be managed through recusal.
- Loss of mental or legal capacity to perform the governance role.

A Board member subject to a removal process receives written notice of the grounds, a minimum of 15 business days to respond, and the right to address the Board before any vote is taken. The Board Chair manages this process; where the Chair is the subject, the Deputy Chair assumes the role.

5.4 Succession Planning

The Board maintains a rolling succession plan — reviewed at the annual Board self-assessment — identifying: which Board roles are due for renewal in the next 24 months; the diversity and skills requirements for each replacement; and potential candidates who may be developed through RFLD's governance pipeline (for example, through the Youth Advisory Panel, member organisation governance structures, or RFLD's alumni network). The succession plan is owned by the Board Chair and shared with the Executive Director.

6. Fiduciary Duties — What Every Board Member Must Do

6.1 The Nature of Fiduciary Duty

A fiduciary duty is a legal and ethical obligation to act in the interest of another party — in RFLD's case, in the interest of the mission, the beneficiaries, the member organisations, and the integrity of the institution. Board members are fiduciaries. This is not a metaphor or a description of an aspiration — it is a legal obligation, the breach of which can result in personal legal liability in certain circumstances.

6.2 Core Fiduciary Duties — Defined

Duty	What It Means	How It Is Met at RFLD
Duty of Loyalty	Acting exclusively in RFLD's interest — not in the interest of the Board member personally, their employer, their community, or any other party. Where there is a conflict, RFLD's interest comes first.	Annual Declaration of Interests; conflict recusal at every meeting; Code of Conduct compliance; no personal benefit from RFLD resources.
Duty of Care	Exercising reasonable care, diligence, and skill in performing Board responsibilities — attending meetings prepared, asking informed questions, and making decisions based on adequate information.	Reading Board papers before meetings; seeking clarification rather than accepting inadequate information; attending at least 75% of meetings annually; completing Board induction and development.
Duty of Obedience	Acting in accordance with RFLD's constitution, the law, and the stated mission and values of the organisation — not substituting personal preferences for RFLD's stated purpose.	Decisions tested against RFLD's mission and governing documents; no deviation from mission without full Board mandate; no ultra vires activities.
Duty of Confidentiality	Maintaining the confidentiality of Board deliberations, undisclosed strategic decisions, individual members' voting positions, and personal data arising in Board proceedings.	Board papers marked confidential; Board minutes not shared outside the Board until approved; personal data arising in proceedings held under RFLD-POL-DPP standards.
Duty to Disclose	Proactively disclosing any information that is material to RFLD's governance — including personal conflicts, known risks, or information that would affect a Board decision.	Annual Declaration of Interests; oral declaration at the start of any meeting where a relevant matter is to be discussed; immediate disclosure of any new conflict arising between meetings.
Collective Duty	Accepting the consequences of collective Board decisions — even those with which a member personally disagreed — and not acting unilaterally to circumvent or undermine them.	Dissent recorded in minutes; external communications represent collective positions; individual members do not make commitments on behalf of the Board.

6.3 The Duty of Competence — Staying Informed

A Board member who makes governance decisions without understanding the material before them is in breach of their duty of care — even if the decision they make turns out to be right. The duty of competence requires Board members to:

- Read Board papers in full before each meeting — not during the meeting.
- Request additional information or explanation where papers are unclear or incomplete — before voting on a matter.
- Develop their governance competence continuously through RFLD's induction programme and ongoing Board development (Section 19).

- Actively engage with RFLD's programme and operational context — understanding the organisation's work at a level that enables meaningful oversight, without crossing into management.

7. Conflict of Interest — Board Standards

7.1 The Declaration Obligation

Every Board member submits a written Declaration of Interests (Annex B) before their first Board meeting and annually before the first Board meeting of each year. In addition, at the start of any Board meeting, any Board member who is aware of a conflict of interest relating to any item on that meeting's agenda must declare it verbally before that item is discussed. The Secretary records all declarations in the minutes.

7.2 What Must Be Declared

A Board member must declare any interest — real, potential, or perceived — that could affect their impartiality on a matter RFLD is considering. This includes:

- Financial interests: Directorships, shareholdings, employment, consultancy arrangements, or financial relationships with any organisation that does or may do business with RFLD.
- Personal relationships: Romantic partnerships, family relationships, or close personal friendships with candidates for RFLD employment, RFLD suppliers, or RFLD programme partners.
- Institutional relationships: Current Board membership or employment at an organisation that competes with RFLD for funding, is a current RFLD supplier or partner, or has a position that is materially affected by an RFLD decision.
- Political interests: Active involvement in a political party or government body whose interests may be affected by a specific RFLD decision.

7.3 Managing Declared Conflicts — The Recusal Protocol

Conflict Level	Description	Management Action
Negligible	Peripheral association — no real influence on the decision.	Declare; continue to participate with the Board's knowledge.
Minor	Indirect relationship; Board member has no decision-making role in the relevant area.	Declare; consider whether to withdraw from voting. Board Chair advises.
Moderate	Board member has an interest that could plausibly influence their judgement on a specific matter.	Declare; withdraw from the discussion and vote on the specific matter. Return when the matter is concluded. Recorded in minutes.
Serious	Significant direct financial, personal, or institutional interest in the outcome.	Declare; leave the meeting room (physical or virtual) for the duration of the item. Do not receive Board papers on the item. Recorded in minutes with reason for absence.
Irreconcilable	Chronic, pervasive conflict across RFLD's core business that cannot be managed through recusal without rendering the Board member unable to participate in governance.	Board Chair assesses whether the Board member should remain on the Board. May require resignation or removal under Section 5.3.

7.4 Register of Interests

The Board Secretary maintains a Register of Interests containing all current Board member declarations. The Register is reviewed at every Board meeting. Any Board member whose declaration has materially changed since their last formal declaration notifies the Secretary between meetings and updates their declaration in writing within 5 business days.

8. Board Meeting Procedures

8.1 Meeting Schedule

The Board meets at minimum four (4) times per year in regular session. One meeting per year is designated as the Annual Governance Meeting — held in the fourth quarter — at which the Board conducts its annual self-assessment (Section 17), reviews the year's performance, approves the following year's budget, and reviews and renews all major policies. Additional extraordinary meetings are convened as required under Section 8.4. Board committee meetings (Section 12–14) are additional to the four regular sessions.

8.2 Meeting Format

RFLD's Board meets in person where possible, recognising that physical presence supports relationship quality and the informal elements of effective governance. Where geographic, health, or other constraints make in-person attendance impractical, hybrid or fully virtual meetings are permitted. In-person attendance is expected for the Annual Governance Meeting except in exceptional circumstances. Board members participating virtually have the same voting rights as those attending in person.

8.3 Agenda and Papers

The Board Chair sets the agenda for each meeting, in consultation with the Executive Director. The following standing agenda items appear at every regular Board meeting:

- Opening: Apologies and attendance; any declarations of interest; adoption of the previous meeting's minutes.
- Executive Director's report: A summary of operational performance, programme highlights, and key developments since the last meeting.
- Finance report: Management accounts, budget vs. actual analysis, cash position, and any financial risk matters (quarterly minimum).
- Risk register update: Top risks, material changes, and any new Critical risks.
- Committee reports: BFC and Ethics Committee reports where available.
- Strategic matters: Approval items and discussions requiring Board decision or input.
- Any Other Business: Time-limited, with items notified to the Chair in advance where possible.

Board papers are circulated minimum 7 calendar days before each meeting. Papers circulated less than 3 days before a meeting may not be voted on at that meeting without the agreement of all Board members present.

8.4 Extraordinary Meetings

The Board Chair may convene an extraordinary Board meeting at any time when the Chair considers it necessary. Any three Board members may also jointly request an extraordinary meeting in writing to the Chair, specifying the matter to be considered. Extraordinary meetings are convened within 10 business days of the request (or within 48 hours in a genuine emergency). Quorum requirements apply. Board members receive minimum 48 hours' notice for extraordinary meetings; where the matter is genuinely urgent, shorter notice is permitted with the Chair's declaration.

8.5 Quorum

Quorum for a valid Board meeting is a majority of current Board members — more than 50%. Where the Board has 8 members, quorum is 5. Where the Board has 9, quorum is 5. No decision may be taken at an inquorate meeting other than to adjourn. A meeting that becomes inquorate during proceedings cannot continue with binding decisions after the point of becoming inquorate. The Chair assesses quorum at the start of each meeting and monitors it throughout.

8.6 Minutes

Minutes of every Board meeting are produced by the Board Secretary and circulated in draft within 10 business days. Minutes record: attendance and apologies; declarations of interest and any recusals; key

points of discussion on each agenda item (sufficient for a non-attendee to understand the reasoning behind decisions); all decisions and resolutions, with the precise wording voted upon; any recorded dissents; and action items with owners and deadlines. Minutes are confirmed (as an accurate record) at the next Board meeting and signed by the Chair. Confirmed minutes are the permanent record of Board decisions.

8.7 Attendance Expectations and Leave of Absence

Board members are expected to attend at least 75% of Board meetings in each 12-month period. Attendance below 75% without documented leave of absence is noted in the Annual Board Self-Assessment and may be grounds for removal under Section 5.3. A Board member who anticipates a period of unavailability (due to health, travel, or other circumstances) should notify the Chair in advance and request a leave of absence. The Chair may grant a leave of absence of up to 6 months. A Board member on approved leave of absence retains their membership and term but does not count toward quorum.

9. Decision-Making and Voting

9.1 Principles of Board Decision-Making

The Board seeks consensus in its decision-making — genuine agreement reached through inclusive deliberation — wherever possible. Where consensus cannot be reached, decisions are taken by vote. The Board Chair facilitates discussion in a way that ensures all Board members have a genuine opportunity to contribute their perspective before a vote is called, and actively draws out minority views that may not otherwise be heard.

9.2 Voting Thresholds

Decision Category	Required Majority	Examples
Ordinary decisions — operational governance	Simple majority (more than 50% of votes cast)	Annual budget approval; appointment of ED; approval of annual accounts; policy approvals; programme approvals.
Significant decisions — material change	Two-thirds majority ($\geq 67\%$ of votes cast)	Amendment of this Charter; appointment or removal of a Board member; approval of a programme of work exceeding 20% above previous year's scope; merger or formal collaboration with another organisation.
Constitutional decisions — fundamental change	Three-quarters majority ($\geq 75\%$ of all Board members, not just those voting)	Amendment to RFLD's Constitution; dissolution of RFLD; disposal of a material asset; fundamental change to RFLD's mission or legal status.
ED removal	Two-thirds majority at a properly convened extraordinary meeting	The ED must be informed of the grounds for proposed removal and given the opportunity to address the Board before any vote is taken.
Emergency decisions out-of-session	Simple majority by written or electronic ballot	Where a matter is genuinely urgent, the Chair may initiate a written ballot. All Board members must be contacted; minimum 48-hour response period; outcome recorded by Secretary and ratified at next meeting.

9.3 The Casting Vote

Where a vote results in a tie, the Board Chair has a casting (second) vote. The use of the casting vote is recorded in the minutes. The Chair is encouraged to use the casting vote to maintain the status quo where the matter is not urgent, referring the tied question back to the Board for further deliberation at the next meeting.

9.4 Recorded Dissent

Any Board member who disagrees with a decision taken by vote may request that their dissent be recorded in the minutes. Recording dissent is a legitimate and honourable act of governance accountability. A dissenting Board member is nonetheless bound by the collective decision and may not act unilaterally against it.

9.5 Declarations Binding

All Board resolutions — whether passed at a meeting or by written ballot out-of-session — are binding on the entire Board, including absent members. Once confirmed in minutes, they take effect immediately unless a specific future effective date is specified.

10. Reserved Powers — What Only the Board Can Decide

10.1 The Reserve Powers Principle

Reserved powers are decisions that the Board cannot delegate to any committee, the Executive Director, or any other person — even by resolution. They require the full Board's explicit approval. Reserved powers reflect the Board's ultimate accountability for RFLD's mission, legal standing, financial integrity, and governance standards. The following are RFLD's reserved powers:

#	Reserved Power	Notes on Scope
1	Approval of RFLD's mission, vision, and strategic objectives	Defines what the organisation exists to do and the direction it will travel. Cannot be delegated.
2	Approval of the annual consolidated organisational budget	Includes approval of any budget change exceeding 15% of total approved expenditure.
3	Approval of RFLD's annual audited financial statements	The Board formally adopts the accounts and is accountable for their accuracy.
4	Appointment, remuneration, and removal of the Executive Director	The Board's most significant people decision — the ED leads the organisation on the Board's behalf.
5	Appointment and removal of the external auditor	The Board, not management, contracts with the auditor to maintain independence of the audit function.
6	Approval of this Charter and any amendments	This Charter defines the Board's own powers — it cannot be amended by anyone other than the Board.
7	Approval and amendment of RFLD's Constitution	The highest governing document; only the Board (or its equivalent constitutional body) has authority.
8	Approval of RFLD's policy suite	All operational policies require Board approval — not merely management sign-off.
9	Decisions on RFLD's legal structure	Including merger, acquisition, dissolution, deregistration, or registration of a new legal entity under RFLD's name.
10	Approval of financial commitments above USD 100,000	Including contracts, grants, or any binding commitment above this threshold.
11	Opening or closing a new office or country of operation	Material structural change requiring governance authority.
12	Approval of executive remuneration above the standard salary band	Any payment to the ED outside the approved salary framework requires Board approval.
13	Response to serious integrity or safeguarding incidents	Where a zero-tolerance violation is confirmed, the Board determines the organisational response — it cannot be delegated to management.
14	Approval of any public statement implicating RFLD's advocacy position on a contested political matter	Protects RFLD's institutional independence and donor relationships.

11. Delegation to the Executive Director

11.1 The Principle of Delegation

The Board delegates responsibility for the day-to-day management of RFLD to the Executive Director. Delegation is essential — the Board cannot and should not attempt to manage the organisation's operations. But delegation is not abdication. The Board retains full accountability for everything RFLD does, including the consequences of actions taken under delegated authority.

11.2 The ED's Delegated Authority — Summary

Area	ED's Delegated Authority	Limits and Board Escalation Trigger
Financial management	Full operational management within the approved budget; financial authorisations per the Financial Authorisation Matrix (RFLD-POL-FIN Annex A)	Individual commitments above USD 50,000 require BFC Chair co-sign; above USD 100,000 require full Board approval.
Sub-grants and disbursements	All sub-grant disbursements per the approved sub-grant portfolio; all disbursements require dual sign with Finance Manager	Any new sub-grant above USD 100,000 or any single disbursement above USD 50,000 requires BFC Chair co-sign.
Human resources	Recruitment, appointment, and management of all staff below the ED level; salary changes within approved bands	Appointment of Grade 5 (Senior Management) roles requires Board notification; ED cannot appoint family members without Board approval.
Programme delivery	All programme activities within the approved annual work plan and budget	New programme activities outside the approved work plan above USD 25,000 require BFC or Board notification.
External communications	All operational communications; media engagement on programme activities	Communications implicating RFLD's advocacy position on contested political matters require Board Chair approval.
Procurement	All procurement within the approved budget per the Procurement Policy (RFLD-POL-PROC-v1.0)	Single contracts above USD 100,000 require Board Finance Committee approval.
Risk management	Day-to-day risk management and incident response per RFLD-POL-RISK-v1.0	Critical risks (score ≥ 20) and zero-tolerance incidents must be notified to Board Chair within 24 hours.

11.3 What the ED May Not Do Without Board Approval

In addition to the Reserved Powers in Section 10, the Executive Director may not, without prior Board or BFC approval:

- Enter any financial commitment above USD 100,000 on RFLD's behalf.
- Open, close, or change the authorised signatories on any RFLD bank account.
- Enter any consortium, merger, or formal institutional partnership arrangement.
- Accept or reject any grant above USD 500,000.
- Make any public statement on behalf of RFLD that could materially affect its donor or stakeholder relationships.
- Engage any consultant, adviser, or service provider to RFLD at a cost above USD 50,000 per engagement without BFC approval.

12. The Board Finance Committee (BFC)

12.1 Purpose

The Board Finance Committee (BFC) is a standing committee of the Board. Its purpose is to provide detailed, expert oversight of RFLD's financial management, financial reporting, external audit, and financial risk — ensuring that the full Board receives financial information in a reviewed, assessed, and accessible form. The BFC acts on the Board's behalf on financial matters within its delegated authority; it reports to and is accountable to the full Board.

12.2 Composition and Chairship

The BFC comprises a minimum of three (3) Board members, at least two of whom must have financial expertise (accounting, audit, finance, or equivalent professional experience). The Board Treasurer chairs the BFC. The Executive Director and Regional Finance Lead (Finance Manager) attend BFC meetings as management observers — they present information and respond to questions but do not vote.

12.3 Meetings and Quorum

The BFC meets at minimum quarterly — with one meeting scheduled sufficiently in advance of each Board meeting to allow the BFC's report to be included in the Board papers. BFC quorum is two members including the Chair. BFC meetings are additional to the four regular Board meetings.

12.4 Key Responsibilities

- Reviewing monthly management accounts, quarterly consolidated accounts, and the annual audited financial statements before they are presented to the full Board — assessing completeness, accuracy, and whether they give a true and fair view.
- Overseeing the external audit process: approving the audit plan; engaging with audit fieldwork; reviewing the management letter and management responses; and recommending adoption of the audited accounts to the full Board.
- Reviewing and assessing financial risk — reviewing the Risk Register's financial risk category quarterly; overseeing the reserves position; and flagging any financial risk that requires full Board consideration.
- Reviewing and recommending the annual budget to the full Board — challenging assumptions, testing sustainability, and ensuring the budget is consistent with RFLD's financial strategy.
- Approving financial commitments between USD 50,001 and USD 100,000 jointly with the Executive Director — and reviewing single commitments below that threshold that represent material risk.
- Reviewing the Financial Authorisation Matrix (RFLD-POL-FIN Annex A) annually and recommending any changes to the full Board.
- Reviewing the quarterly Procurement Report.
- Receiving notification of any confirmed or seriously suspected financial fraud, misappropriation, or material audit finding, and recommending to the Board the appropriate response.
- Ensuring RFLD's reserves are maintained at or above the minimum operational reserve of 3 months' core operating costs, and advising the Board on investment policy for reserves.

12.5 BFC Reporting to the Board

The BFC Chair presents a written BFC report to the full Board at every Board meeting, covering: financial highlights and key metrics; significant financial risks; audit status and findings; budget performance; and any BFC recommendations requiring Board decision. The full Terms of Reference for the BFC are at Annex C.

13. The Board Ethics Committee

13.1 Purpose

The Board Ethics Committee is a standing committee with joint Board-management composition, operating under Board oversight. It is the institutional anchor of RFLD's integrity and speak-up framework. Its full composition, mandate, and operating procedures are set out in the RFLD Anti-Corruption & CoI Policy (RFLD-POL-ACOI-v1.0 Section 14) and the Whistleblowing & Speak-Up Policy (RFLD-POL-WB-v1.0 Section 15). The Charter provisions relevant to the Ethics Committee are:

13.2 Board Member on the Ethics Committee

One Board member sits on the Ethics Committee at all times, serving a two-year rotating term. This Board representative:

- Provides Board-level oversight of the Ethics Committee's work and caseload.
- Chairs the Ethics Committee in any case involving the Executive Director — assuming the overall Ethics Committee Chair role from the ED for that matter.
- Briefs the full Board annually on the Ethics Committee's Annual Speak-Up Report and any significant integrity or safeguarding matters from the year.
- Acts as the Board's first point of contact for any concern raised directly with the Board Chair about RFLD's integrity governance.

13.3 Independence

The Ethics Committee operates independently of management direction on specific cases. The Board member on the Committee may escalate any matter to the full Board Chair at any time. The Ethics Committee reports to the full Board annually and on any matter requiring Board-level decision.

13.4 Full Terms of Reference

The Terms of Reference for the Ethics Committee are at Annex D of this Charter and are incorporated by reference into the Anti-Corruption Policy (RFLD-POL-ACOI-v1.0 Section 14).

14. Other Committees and Advisory Mechanisms

14.1 Ad Hoc Committees

The Board may establish ad hoc committees for specific, time-limited purposes — for example, a Nominations Committee to manage a specific Board recruitment cycle, an ED Recruitment Committee, or a Strategic Review Committee. Ad hoc committees are established by Board resolution specifying: the purpose and scope; the membership; the decision-making authority (if any) delegated to the committee; the reporting line; and the expected duration. Ad hoc committees dissolve when their purpose is complete.

14.2 Youth Advisory Panel

RFLD's Youth Advisory Panel is a formal consultative mechanism — not a governance committee — established under the DEI Policy (RFLD-POL-DEI-v1.0 Section 15.2). The Panel is composed of young women leaders from RFLD's programme countries, convened annually to provide input into RFLD's strategic priorities and programme design. The Panel has the right to nominate one representative for consideration at each Board renewal cycle. Panel input is presented to the Board at the Annual Governance Meeting.

14.3 Member Organisation Advisory Forum

RFLD may establish a Member Organisation Advisory Forum — a periodic consultative structure through which representatives of RFLD's 670 member organisations provide input into RFLD's strategic priorities, programme design, and organisational practices. The Forum is advisory and does not have governance authority. Its composition, procedures, and frequency are set by Board resolution.

15. The Executive Director — Appointment, Authority, and Accountability

15.1 Appointment

The Executive Director is appointed by the Board through a formal, competitive recruitment process consistent with RFLD's HR Policy (RFLD-POL-HR-v1.0 Section 4) and the Board's diversity and competence standards. The appointment is confirmed by a simple majority vote of the full Board. The ED's terms of employment — including salary, benefits, and notice period — are approved by the Board Finance Committee and confirmed by Board resolution. Current Executive Director: Gloria Sekonou (agueh.dossi@rflgd.org).

15.2 The ED's Role

The Executive Director is RFLD's most senior executive, responsible for the operational management of the organisation within the mission, strategy, policies, and budgets approved by the Board. The ED's role includes:

- Leading RFLD's programme implementation, advocacy, and institutional development.
- Managing RFLD's staff, offices, and operational infrastructure across all four locations.
- Maintaining and developing RFLD's donor relationships — including serving as the primary signatory on donor grant agreements and reports.
- Serving as RFLD's primary external representative — with donors, governments, civil society networks, media, and the public.
- Providing the Board with complete, honest, and timely information needed for effective governance oversight.
- Ensuring RFLD's compliance with all applicable laws, regulations, and donor requirements.
- Serving as RFLD's Chief Risk Officer for organisational risk management (RFLD-POL-RISK-v1.0 Section 5.3).

15.3 ED Performance Review

The Board Chair conducts a formal annual performance review of the Executive Director. The review covers: delivery against the approved annual work plan and strategic priorities; financial management; donor relationship quality; staff leadership and organisational culture; governance support and transparency with the Board; and personal adherence to RFLD's Code of Conduct and values. The ED performance review informs salary review decisions made by the BFC.

15.4 ED Accountability to the Board

The ED is accountable to the Board collectively — not to individual Board members. Board members who wish to raise a concern with the ED about management should do so through the Board Chair, not through direct individual instructions to management. Conversely, the ED provides regular, transparent, and honest reporting to the Board and does not withhold information that would affect the Board's ability to exercise its governance role — even where that information is uncomfortable.

16. Board-Management Relationship — Principles and Boundaries

16.1 The Governing Principle

The single most important principle in the Board-management relationship is role clarity. The Board governs; management manages. This distinction is not a bureaucratic rule — it is the design principle that makes effective governance possible. When the Board micro-manages operations, it undermines management authority and distracts the Board from its genuine governance function. When management bypasses governance, it removes the checks that protect RFLD's integrity.

16.2 The Board's Role — What It Does

- Sets strategic direction and approves strategy.
- Approves policy, budget, and key decisions within the Reserved Powers.
- Holds the ED accountable for performance against agreed objectives.
- Ensures the organisation's integrity, compliance, and values.
- Acts as RFLD's ultimate governance authority and public accountability mechanism.

16.3 Management's Role — What It Does

- Implements the Board's approved strategy and policies.
- Manages RFLD's staff, programmes, and operations.
- Accounts to the Board for performance, finances, and compliance.
- Provides the Board with the information it needs to govern effectively.
- Maintains RFLD's day-to-day relationships with donors, partners, and stakeholders.

16.4 Boundaries — What Each Must Not Do

The Board Must Not:	Management Must Not:
• Instruct individual staff members directly (except the ED). • Approve specific operational transactions (except within Reserved Powers). • Interfere in personnel matters involving staff below ED level. • Make commitments to donors, partners, or third parties without delegated authority. • Act as an individual representative of RFLD without Board authorisation. • Substitute individual Board members' views for collective Board decisions.	• Withhold material information from the Board. • Implement major strategic changes without Board approval. • Make commitments above delegated financial limits. • Bypass governance processes under operational urgency. • Take decisions in Reserved Powers areas without Board authority. • Seek to influence the Board through selective information provision.

16.5 Managing Role Ambiguity

Where there is genuine uncertainty about whether a particular decision falls within the Board's governance authority or management's operational authority, the default is to refer it to the Board Chair for a ruling. A decision referred to the Chair that the Chair determines is operational should be returned to the ED for decision, with a note of the Chair's ruling. This principle — when in doubt, refer up — prevents the gradual erosion of governance boundaries that is one of the most common governance failures in civil society organisations.

17. Board Performance — Self-Assessment and External Review

17.1 Annual Board Self-Assessment

The Board conducts an Annual Self-Assessment at the Annual Governance Meeting, using the template in Annex E. The self-assessment covers:

- Board composition review: Does the current Board meet the mandatory composition standards (Section 3.2)? What gaps exist? What is the succession and recruitment plan?
- Attendance and participation: Review of each Board member's meeting attendance, committee participation, and engagement between meetings.
- Decision-making effectiveness: Did the Board make well-informed, timely decisions? Were governance boundaries maintained? Were difficult topics addressed with appropriate rigour?
- Financial oversight quality: Did the BFC function effectively? Were financial risks identified and managed? Was the audit process robust?
- Ethics and safeguarding oversight: Did the Ethics Committee function effectively? Were integrity and safeguarding concerns handled appropriately?
- Strategy and mission: Is RFLD's strategy well-defined, adequately resourced, and appropriately monitored? Is the Board collectively confident in RFLD's mission delivery?
- Board-management relationship: Is the working relationship between the Board and the Executive Director effective, honest, and appropriately boundaried?
- Individual Board member self-assessment: Each Board member completes a confidential self-assessment of their own contribution and development needs.

The self-assessment results are discussed collectively by the Board and an improvement plan is agreed. The Board Chair's assessment includes a specific assessment of the Chair's own performance. Results are summarised in the Annual Report to the extent appropriate for public accountability.

17.2 External Governance Review

Every three years, RFLD's Board commissions an independent external governance review — conducted by a qualified governance consultant or peer review body. The external review assesses: the Board's effectiveness against this Charter; governance best practice for civil society organisations of comparable scale and complexity; RFLD's governance culture and dynamics; and any significant governance risks. The results of the external review are presented to the full Board and to major donors. A response and improvement plan is approved by the Board within 60 days.

18. Board Compensation and Expenses

18.1 Volunteer Principle

RFLD's Board members serve on a voluntary, unpaid basis. Board service is a contribution to RFLD's mission, not a paid appointment. This principle reflects both RFLD's civil society identity and its accountability to donors who expect governance costs to be proportionate.

18.2 Expense Reimbursement

Board members are reimbursed for reasonable, documented out-of-pocket expenses directly incurred in performing their Board role — including travel to Board meetings, accommodation where overnight stay is necessary, and communications costs. Expense claims must be supported by original receipts and submitted within 30 days of the expense being incurred. Claims are reviewed and approved by the Board Secretary and processed by the Finance Manager. The aggregate Board expense figure is disclosed in RFLD's Annual Report.

18.3 Conflicts Arising from Expenses

Where a Board member's expense claim would create a conflict of interest — for example, where a Board member's organisation provides the accommodation or transport — the standard conflict of interest management procedures apply, and a different Board member approves the claim.

19. Board Induction, Learning, and Development

19.1 New Board Member Induction

Every newly appointed Board member completes a structured induction within their first 60 days. The induction is coordinated by the Board Secretary and the Executive Director. It covers:

Induction Element	Delivered By	Content
RFLD Mission and History	Executive Director	RFLD's founding, evolution, programme mandate, 670 member network, NAFASI programme, and current strategic priorities.
Governance Framework	Board Chair + Board Secretary	This Charter; governance documents hierarchy; key policies; ED's delegated authority; Board member role and responsibilities.
Financial Overview	Treasurer / Finance Manager	RFLD's financial structure; funding sources; budget; financial controls; audit framework; current financial position.
Programme Overview	Programmes Lead	RFLD's current programme portfolio; NAFASI structure; consortium relationships; key programme risks.
Integrity and Code of Conduct	Ethics Committee Representative	RFLD's Code of Conduct; Anti-Corruption Policy; Safeguarding Policy; reporting channels; Declaration of Interests.
Site Visits and Meetings	Board Chair / ED	Virtual or in-person visit to at least one RFLD office; introductory meetings with senior staff.
Buddy Board Member	Board Chair assigns	An experienced Board member is assigned as an informal guide and point of contact for the first year.

19.2 Ongoing Board Development

The Board invests in its own ongoing development, recognising that governance competence is not static — it must evolve with RFLD's growing scale, changing risk environment, and developing sector standards. Annual Board development includes:

- A Board development session at one Board meeting per year — covering an identified governance topic such as financial literacy for Board members, safeguarding governance, strategic oversight methods, or DEI in governance.
- Sharing of sector governance resources — reports, frameworks, and guidance relevant to civil society governance that the Board Secretary circulates annually.
- Individual development conversations between the Board Chair and each Board member annually — identifying any competence or confidence gaps the Board member would like to address.

20. Amendments to This Charter

This Charter may be amended by the Board by a two-thirds majority vote at any properly convened Board meeting. The proposed amendment must be included in the meeting agenda distributed minimum 14 days in advance (double the standard notice period), to allow Board members adequate time to consider the changes. Minor clarificatory amendments — correcting typographical errors, updating contact details, or correcting cross-references — may be made by the Board Secretary with Board Chair approval, provided they do not affect substance, and are ratified by the full Board at its next meeting.

21. Governance Calendar — Annual Cycle

The following calendar shows RFLD's annual governance cycle. Specific dates are set by the Board Secretary at the start of each year and circulated to all Board members in January.

Period	Governance Activity	Lead / Notes
January	Board member annual Declaration of Interests submitted to Secretary	All Board members; Secretary tracks compliance
January	Code of Conduct annual re-acknowledgement completed	All Board members; Finance Manager files
January / February	Board Meeting 1 — Q4 financial review; strategic priorities setting for year	Board; BFC report included
February	External audit engagement letter issued for prior year audit	ED + Finance Manager; BFC oversight
February / March	Annual pay equity analysis completed and reviewed by BFC	Finance Manager; BFC
March / April	External audit fieldwork and management letter draft	Auditor; Finance Manager
April / May	Board Meeting 2 — programme performance; Q1 financials; audit management letter review	Board; BFC report; Ethics Committee report
May / June	Audited annual accounts finalised; management responses completed	Finance Manager + ED; BFC recommends adoption
July	Board Meeting 3 — adoption of audited accounts; publication approved; mid-year strategy review	Board adopts accounts; BFC presents
August	Annual Report published (rflgd.org/rfld-report/)	ED + Communications; Board Chair signs off
September / October	Budget development begins; programme planning for next year	Finance Manager + Programmes Lead
October / November	Board Meeting 4 (Annual Governance Meeting) — annual budget approval; annual self-assessment; policy renewals; succession review; Board development session	Full Board; Committee reports; Skills Matrix review
November	Annual DEI Progress Report prepared and reviewed by Board	ED; Board approves for publication
November / December	Annual Ethics Committee Speak-Up Report prepared	Ethics Committee; Board representative
December	Annual Risk Review and Business Continuity Plan update	Finance Manager + ED; Board receives
Throughout year	BFC quarterly meetings (minimum 4 per year)	BFC Chair; management observers
Throughout year	Ethics Committee monthly case review meetings	Ethics Committee Chair; Secretary

Period	Governance Activity	Lead / Notes
As required	Extraordinary Board meetings for urgent matters	Board Chair convenes; 48-hour notice minimum

22. Glossary and Definitions

Term	Definition as Used in This Charter
Board	RFLD's Board of Directors — the collective governance body with ultimate legal, financial, and moral accountability for RFLD.
Board Chair	The individual Board member elected to lead and chair the Board.
Board Finance Committee (BFC)	The standing committee of the Board with delegated oversight of RFLD's financial management, reporting, and audit.
Board Ethics Committee	The standing committee with joint Board-management composition that oversees RFLD's integrity and speak-up framework.
Board Resolution	A formal decision of the Board, passed by the required majority, recorded in the Board minutes, and binding on all Board members and management.
Board Secretary	The person responsible for producing Board minutes, managing official Board correspondence, and maintaining Board records.
Charter	This document — RFLD's Board Governance Charter (RFLD-GOV-v1.0).
Constitution	RFLD's founding constitutional document registered with national authorities in Benin — the supreme governance document.
Declaration of Interests	The annual written declaration submitted by each Board member disclosing all conflicts of interest, financial interests, and relevant personal relationships (Annex B).
Executive Director (ED)	RFLD's most senior staff member, responsible for operational management within the mission, strategy, and budgets approved by the Board.
Fiduciary Duty	A legal and ethical obligation to act in the interest of the organisation and its mission — not in personal interest.
In Camera	Board deliberation with management and observers excluded — used for confidential governance matters including ED performance, compensation, and investigation proceedings.
Quorum	The minimum number of Board members (majority of current members) required for a Board meeting to take valid decisions.
Reserved Powers	Decisions that only the full Board may take and that cannot be delegated to committees or management (Section 10).
Simple Majority	More than 50% of votes cast at a quorate meeting.
Treasurer	The Board member who chairs the Board Finance Committee and provides financial leadership on the Board.
Two-thirds Majority	At least 67% of votes cast at a quorate meeting — required for significant governance decisions.
Ultra Vires	Acting beyond the legal powers of RFLD or contrary to its constitution — Board members must not act ultra vires.

Version History

Version	Date	Summary	Approved By
1.0	May 2026	Initial adoption — RFLD's first standalone Board Governance Charter, consolidating governance standards previously embedded across multiple documents. Covers full Board lifecycle: composition, appointment, term limits, duties, procedures, decision-making, committee structures, ED relationship, delegation authority, performance, and annual cycle. Aligned to donor requirements (Sida, GIZ/BMZ), ACHPR obligations, and civil society governance best practice.	Board of Directors

Adopted and Approved

Board Chair	Deputy Board Chair	Board Secretary
Name:	Name:	Name:
Title:	Title:	Title:
Signature:	Signature:	Signature:
Date:	Date:	Date:

RFLD GOVERNANCE CONTACTS	Board Chair: admin@rflgd.org — Subject: 'For Board Chair' Ethics / Integrity matters: integrity@rflgd.org Executive Director: agueh.dossi@rflgd.org Finance enquiries: finance@rflgd.org General: admin@rflgd.org Website: rflgd.org Annual Report: rflgd.org/rfld-report/ Policies: rflgd.org/rfld-internal-policies/
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Annex A — Board Member Role Description

PURPOSE

This role description is shared with all candidates in the Board recruitment process. It sets out what RFLD expects of its Board members and what Board members can expect from RFLD.

About the Role

RFLD Board members are voluntary, unpaid governors of one of Africa's most important feminist civil society intermediaries. The role combines the intellectual rigour of fiduciary governance with the values of feminist and human rights commitment. Board members are collectively accountable for RFLD's mission, integrity, finances, and strategic direction.

Time Commitment

Activity	Approximate Time Commitment
Regular Board meetings	4 per year, approximately 3 hours each = 12 hours/year
Board preparation — reading papers	Average 2 hours per meeting = 8 hours/year
Committee meetings (BFC or Ethics Committee where applicable)	4–8 per year at 1.5–2 hours each = 6–16 hours/year
Annual Governance Meeting (additional time)	Full-day or half-day session = 4–6 hours/year
Individual engagement — calls with Chair, strategy inputs	4–8 hours/year
Board induction (year one only)	Approximately 10–15 hours over first 60 days
TOTAL APPROXIMATE COMMITMENT	30–50 hours per year for most Board members

Essential Requirements for all Board Members

- Genuine commitment to RFLD's feminist mandate and the rights of women and girls across Africa.
- Willingness to act in RFLD's interest at all times — and to declare and manage any conflicts of interest proactively.
- Capacity to engage with complex organisational, financial, and programme information and to contribute to collective decision-making.
- Ability to participate in Board meetings conducted in English and/or French.
- No current legal or governance disqualification that would prevent Board membership.

What RFLD Provides to Board Members

- A full induction programme within 60 days of appointment.
- Board papers circulated minimum 7 calendar days before each meeting.
- A buddy Board member for the first year.
- Annual Board development sessions.
- Reimbursement of all reasonable, documented out-of-pocket expenses.
- The satisfaction of contributing to one of the most significant feminist civil society networks on the African continent.

Annex B — Board Member Declaration of Interests and Code of Conduct Acknowledgement

INSTRUCTIONS

Complete before first Board meeting and annually before the first Board meeting of each year. Submit to Board Secretary. Secretary maintains the Register of Interests. Additional ad hoc declarations required immediately when a new interest arises.

Full Legal Name		Date of Declaration	
Date Joined the Board		Board Roles / Committees	
Declaration Type	☐ Annual Declaration ☐ Appointment Declaration ☐ Ad Hoc — New Interest Arising		

Part A — Interests Declaration

Question	Yes	No	N/A
Do you have any employment, consultancy, or financial relationship with any organisation that does or may do business with RFLD?	☐	☐	☐
Do you hold any directorship, Board position, or partnership interest in any organisation with a connection to RFLD?	☐	☐	☐
Do you have any family or close personal relationship with any RFLD staff member, supplier, or programme partner?	☐	☐	☐
Have you received any gift, benefit, or hospitality from any RFLD stakeholder in the past 12 months that should be declared?	☐	☐	☐
Do you have any other interest, relationship, or circumstance that could affect — or appear to affect — your impartiality on any RFLD Board matter?	☐	☐	☐
Are you currently the subject of any investigation, legal proceeding, or disqualification from public office?	☐	☐	☐

Details of any 'Yes' answer — full description of the interest, relationship, or circumstance:

Part B — Code of Conduct Acknowledgement

I confirm that I have read and understood RFLD's Code of Conduct (RFLD-COC-v1.0) and RFLD's Board Governance Charter (RFLD-GOV-v1.0). I commit to upholding both documents in all my activities as an RFLD Board member. I understand the heightened fiduciary standards applicable to Board members and accept those obligations.

Board Member — Signature & Date	Board Secretary — Received & Filed
Name:	Name:
Title:	Title:
Signature:	Signature:
Date:	Date:

Annex C — Board Finance Committee Terms of Reference

PURPOSE

This Terms of Reference document governs the mandate, composition, and procedures of the Board Finance Committee. Approved by the Board. Reviewed annually at the Annual Governance Meeting.

1. Purpose

The Board Finance Committee (BFC) provides detailed, expert oversight of RFLD's financial management, financial reporting, external audit, and financial risk on behalf of the full Board.

2. Authority

The BFC acts within the authority delegated by the full Board. It may not take decisions in Reserved Powers areas (Section 10). The BFC's decisions and recommendations are reported to the full Board at each Board meeting. Where the BFC identifies a matter requiring immediate Board attention, it may call an extraordinary Board meeting.

3. Composition

Role	Person / Criteria
Chair	Board Treasurer — elected by the Board
Members	Minimum 2 additional Board members — at least one with financial expertise (accounting, audit, or finance qualification)
Management Observers	Executive Director and Regional Finance Lead (Finance Manager) — attend to present information and answer questions; do not vote
External Adviser (ad hoc)	The BFC may invite the external auditor or a financial specialist to attend specific meetings

4. Meetings

The BFC meets at minimum quarterly — once per quarter, with at least one meeting in advance of each Board meeting. Quorum: two members including the Chair. Minutes are produced by the Finance Manager within 10 business days and shared with the full Board.

5. Key Responsibilities (Summary)

- Review all financial reports before Board presentation.
- Oversee the external audit process from plan through to management letter.
- Review and assess financial risk quarterly.
- Review and recommend the annual budget to the full Board.
- Approve financial commitments USD 50,001–100,000 jointly with the Executive Director.
- Review the Financial Authorisation Matrix annually.
- Receive and respond to fraud or audit findings.
- Monitor reserves policy compliance.

6. Reporting

The BFC Chair presents a written report to the full Board at every Board meeting. The report includes: financial highlights; key risks; audit status; budget performance; and BFC recommendations requiring Board decision.

Annex D — Board Ethics Committee Terms of Reference

PURPOSE

These Terms of Reference govern the Ethics Committee's composition, mandate, and procedures. The full committee provisions are in RFLD-POL-ACOI-v1.0 Section 14 and RFLD-POL-WB-v1.0 Section 15. This Annex summarises the provisions relevant to Board governance.

1. Purpose

The Ethics Committee is the institutional anchor of RFLD's integrity and speak-up framework. It receives speak-up reports, oversees investigations, recommends outcomes, and reports to the Board.

2. Composition

Role	Appointment
Chair	Executive Director — non-voting on staff cases
Finance Member	Regional Finance Lead — voting
Programme Member	Senior Programme Officer — appointed by ED annually, voting
Board Representative	One Board member — nominated by the Board Chair for a 2-year rotating term; voting; assumes Chair role in cases involving the ED
Secretary	Finance Officer — non-voting; maintains Case Register
External Adviser	Qualified external investigator — engaged ad hoc for complex or senior-level cases; mandatory for cases involving the ED

3. Independence

The Ethics Committee operates independently of management direction on specific cases. The Board representative may escalate any matter directly to the Board Chair. The Committee reports to the full Board annually and on any matter requiring Board-level decision.

4. Cases Involving the Executive Director

Where an allegation involves the Executive Director, the Board representative assumes the Chair role for that case. The full Board is notified within 24 hours. An external investigator is mandatory. The Board holds sole authority over the outcome.

5. Annual Reporting

The Ethics Committee produces an Annual Speak-Up Report presented to the Board and published at rflgd.org/rfld-report/. The Board representative briefs the full Board on the Annual Report and on any significant integrity or safeguarding matters from the year.

Annex E — Annual Board Self-Assessment Template

INSTRUCTIONS

Completed annually at the Annual Governance Meeting. Facilitator: Board Chair (or external facilitator where the Chair's performance is specifically being assessed). Completed collectively after individual member self-assessments are submitted confidentially to the Secretary.

Assessment Year		Date Completed	
Facilitator		Board Members Participating	

Part 1 — Board Composition Review

Composition Standard	Current Status	Met? (Y/N)	Action Required
Minimum 70% women members			
At least 3 nationalities represented			
50% from programme countries			
French speaker present			
English speaker present			
Required skills: Finance / Audit			
Required skills: Legal / Governance			
Required skills: Programme / Women's Rights			
Required skills: Technology / Digital Rights			
At least one member under 35			
Majority of members independent			

Part 2 — Governance Performance Rating

Governance Dimension	Strong	Adequate	Needs Improve ment	Key Observations
Quality of strategic decision-making	☐	☐	☐	
Financial oversight effectiveness (BFC performance)	☐	☐	☐	
Ethics and safeguarding oversight	☐	☐	☐	
Board-management relationship quality	☐	☐	☐	
Meeting effectiveness — information quality, discussion depth, time use	☐	☐	☐	
Conflict of interest management	☐	☐	☐	
Board diversity and inclusion in governance	☐	☐	☐	
Individual Board member engagement and contribution	☐	☐	☐	
ED performance management and	☐	☐	☐	

Governance Dimension	Strong	Adequate	Needs Improvement	Key Observations
accountability				
Governance culture — openness, challenge, trust	☐	☐	☐	

Part 3 — Attendance Record (Year Under Review)

Board Member	Meeting 1	Meeting 2	Meeting 3	Meeting 4	% Attendance

Part 4 — Priorities for the Coming Year

Board composition gaps to address in next recruitment cycle:

Top 3 governance improvement priorities for the coming year:

Succession planning — positions due for renewal in next 24 months:

Board development topics for the coming year's development session:

Board Chair — Facilitated & Date	Board Secretary — Recorded & Date
Name:	Name:
Title:	Title:
Signature:	Signature:
Date:	Date: