



MAKERERE



UNIVERSITY

BOARD CHARTER

FOR THE **ROTARY PEACE CENTER ADVISORY BOARD,**
MAKERERE UNIVERSITY



First Edition September **2021**



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DEFINITION OF TERMS

In this Charter, except where the context otherwise stipulates:

Advisory Board Member: A person appointed/co-opted as Member of the Advisory Board

Co-opted: A Board member with appropriate competencies who has no executive responsibilities in MakRPC and has or has had no other connection with its Management and Board and has not been; its supplier and/or services; or to any of its Board members or the Director.

Director: The Senior Management staff heading Rotary Peace Center.

The Auditor or Auditors: The duly appointed firm to audit the books of the Rotary Peace Center.

TOR: The Terms of Reference.

1. PREAMBLE

Objectives and Purpose of the Charter

The Makerere University Rotary Peace Center (MakRPC) recognizes the importance of sound corporate governance to its activities and has decided to adopt Corporate Governance principles and practices embedded in this Manual as a prescriptive guide to its Advisory Board and the Management in implementing the governance practices herein stipulated, whose foundations derive from the internationally accepted principles of Corporate Governance. However, many of the aforesaid principles and practices are based on the accepted standards of the Makerere University Rotary Peace Center, as the parent Center and the Corporate Governance Guidelines recommended by the Institute of Corporate Governance of Uganda. Compliance with this charter by Board Members of the Makerere University Rotary Peace Center and its Management in the execution of their duly assigned responsibilities is a pre-requisite for instituting corporate governance at direction, management and operational levels.

Makerere University Rotary Peace Center considers it wise to embrace corporate governance principles and practices because its social mandate demands good governance, which has threefold implication for Makerere University Rotary Peace Center:

- a) It will determine the effectiveness and efficiency of Makerere University Rotary Peace Center's operations;
- b) It impacts on the Center's moral statement, credibility, and public standing; and
- c) It bears influence on the authority and integrity of its endeavors to effectively capture material and moral support for its mission-critical programmes.

The Charter emphasizes the Board's corporate governance obligations enshrined in Makerere University Rotary Peace Center's Vision and Mission.

Essentially, the Charter is a source of guidance on governance issues, which are critical to a coherent Center structure and smooth operations. The key issues relate to the following themes:

- a) How decisions are influenced and made;
- b) Determining the responsibilities of Board Members;
- c) Demarcating levels of authority and responsibility;
- d) Conduct of Board business;
- e) The financial framework of Makerere University Rotary Peace Center;
- f) The Center's ethical framework;
- g) The observance of standards and codes;
- h) Makerere University Rotary Peace Center's relations with its stakeholders and the general public;
- i) Makerere University Rotary Peace Center's framework of community, national, regional, and international partnerships;
- j) Framework for Board assessment;

Therefore, the principles and practices enshrined in this document provide the Board with instruments and a roadmap for improving governance to the benefit of the Center, its Board Members and stakeholders.

1.1. THE VISION AND MISSION STATEMENT

VISION



A center of Excellence in promoting a Culture of Peace, Social transformation and Sustainable development in Africa and Beyond.

MISSION



To contribute to building a culture of Positive Peace through transformative & innovative teaching, research and service responsive to National and Global needs.

Core values

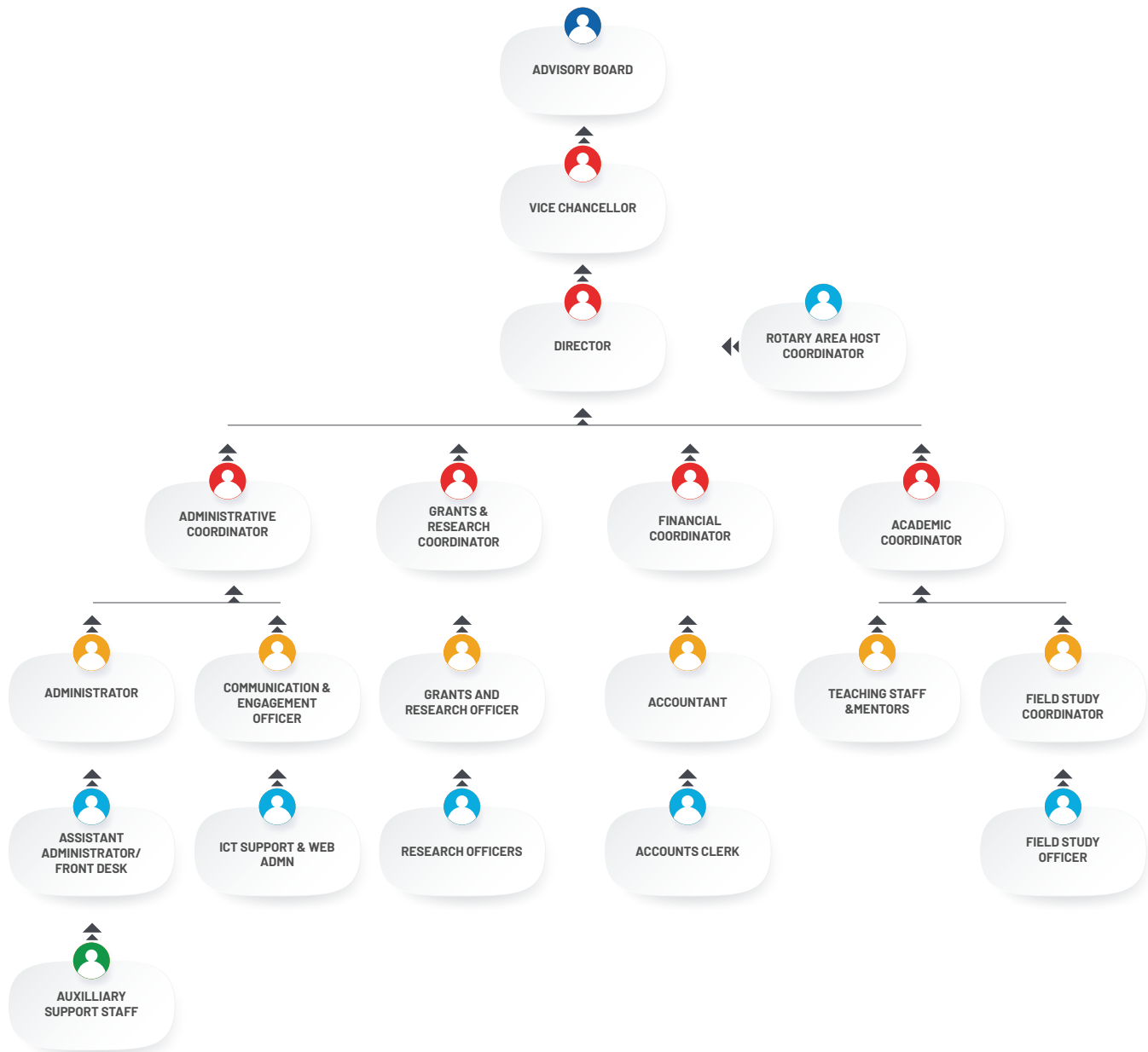
-  Peace
-  Integrity
-  Accountability
-  Inclusivity
-  Human dignity

Makerere University Rotary Peace Center's Philosophy: "A World of Positive Peace and Social Cohesion"

Makerere University Rotary Peace Center is the epicenter for empowerment for individuals grounded in Peace Building, Conflict Transformation and Social Cohesion.

1.2. THE CENTER'S STRUCTURE AND ENVIRONMENT

The Advisory Board shall preserve formal structures for delegation of authority and shall foster clarity in the separation of duties and responsibilities mindful of the need for clear lines of reporting and accountability. See the structure below:



1.2.1. The Director shall be the reporting authority to the Board for all the Management functions.

1.1.1. The Center's environment: At all times, Makerere University Rotary Peace Center's Advisory Board and Management shall maintain an environment that enhances knowledge and strengthens the Center.

- a) **Knowledge building:** promoting mechanisms conducive to the acquisition and dissemination of information and knowledge within and outside Makerere University Rotary Peace Center.
- b) **The Center's strengthening:** strengthening the Center's efficiency and effectiveness in the face of Makerere University Rotary Peace Center's growth, change and emerging challenges.

1.3. THE FINANCIAL FRAMEWORK

1.3.1. The Board and the resources environment

- a) At all times, the resources available to Makerere University Rotary Peace Center shall be deployed in accordance with the provisions of the MOU.
- b) The Board shall review and approve financial reports and ensure integrity in the Management of Makerere University Rotary Peace Center's assets.

1.3.2. Budgeting, expenditure approvals and accountability

- a) The Board shall require Management to prepare and approve periodic work plans and annual budgets of Makerere University Rotary Peace Center containing estimates of revenue and expenditure.
- b) The Board shall be responsible for the review and approval of amendments to the Accounting Manual.

1.3.3. Accountability and financial reporting

- a) The financial year begins on 01 January and ends on 31st December.
- b) To enhance accountability at the Center and to its development partners, the Board shall require the Director to submit quarterly reports within 6 (six) weeks after the end of each quarter of the financial year.
- c) After the end of each financial year, the Board shall submit the Annual Report of Makerere University Rotary Peace Center to the funders which, among other things, shall contain its Audited Financial Statements and a Report of the Board Members. The aforesaid Board Members' report shall include a section on procedures and policies and a section dedicated to reporting on compliance with this Charter and other observances that may have a bearing on corporate governance.

2. THE BOARD

2.2. Composition of the Board

- a) The authority of the Center is vested in its Members whose interests shall be entrusted to the Advisory Board consisting.

2.3. Board independence and objectivity

- a) The Advisory Board is an independent body and shall only be subject to the guidance and direction of Rotary International and the Makerere University Council in the performance of its functions.
- b) To enhance objectivity and skills diversity, the Board may co-opt a specified number of eligible persons who have specialized skills and knowledge.

2.4. Nomination of the Advisory Board

- a) The Board Members shall be nominated and seconded to the Nominations committee which shall be set up by the Board for vetting. The Board shall include the Chairperson, four (4) members from Rotary Uganda chosen in consultation with Rotary International, four (4) Senior Academic members from Makerere University, one (1) member nominated from the community with notable expertise in resource mobilization and management of academic institutions one (1) member nominated from the community with a legal background and competence in Alternative Dispute Resolution (ADR) and the

Director who will also serve as secretary to the Board.

- b) Each Board member shall serve for a four-year term without exception and for a maximum of Eight (8) years on the Board regardless of position held. In order to ensure Board continuity and to optimize experience gathered, the members of the advisory board shall be replaced at different times so that the expiry of their terms shall differ. However, in the event that the term of office for the chairperson and vice chairperson expire at the same time, for purposes of mentorship, one of them shall be voted by the board to continue for a period of one year.

2.5. The size of the Board

The maximum number of Board Members shall be Eleven (11).

2.6. Qualifications for the Advisory Board Members

- a) A Board Member shall have the recognized qualifications in any relevant profession that adds value to the Makerere University Rotary Peace Center. The Minimum qualification for Board members shall be a Bachelor's degree.
- b) The eligibility of a Board Member ceases as soon as any of the following occurs:
 - i. She/He is declared of unsound mind or is incapable of carrying out the duties of his/her office;
 - ii. She/ He is declared bankrupt and suspends payment or compounds with his/her creditors;
 - iii. She/ He is convicted of an offence with a penalty of more than three months imprisonment or is convicted of crime or an offence involving fraud and dishonesty;
 - iv. She/ He is convicted of an offence of abuse of office;
 - v. In the case of a person having professional qualifications, she/he is disqualified or suspended from practicing his/her profession by a competent authority or ceases to be a member of the profession other than at his/her request.
 - vi. She/ He/fails to attend three (3) consecutive Board meetings without a valid reason.
- c) All Board Members must be "fit and proper" to serve the interest of the Makerere University Rotary Peace Center and its stakeholders. By definition, this requirement shall include but not be limited to:
 - i. Ability to devote the necessary time and effort coupled with an understanding to resign if there is a substantive impediment to fulfillment of responsibilities;
 - ii. Ability to provide strategic direction to steer the Center to greater heights;
 - iii. Willingness to be evaluated and readiness to accept evaluation results.

2.7. Nomination of Board Members

- a) The MakRPC management team shall solicit CVs from both Rotary and Makerere University in consultation with the University Management and Rotary International for possible replacements on the board. The CVs shall be presented to the sitting advisory board for vetting and appointment. This shall be done without prejudice. The presented nominees shall have the ability to oversee quality control from the academic side as well as the ability to carry out Advocacy & Resource Mobilization for the center.
- b) The nominations of members for possible vetting shall be valid only if the Nomination Form is signed by the Proposer, the Secunder, who must be sitting members of the Makerere University Rotary Peace Center Advisory Board and the nominee. The proposer and the seconder shall be two different members. The nominee should be committed to promoting the growth of the Makerere University Rotary Peace Center.

2.8. Board induction

- a) Makerere University Rotary Peace Center Management shall ensure that Board members are taken through a broad process of induction to expose them to the Center, its Management structures and operations, the legal and regulatory environments, risk appetite, the Center's strategy, Board processes and its corporate governance framework.
- b) At the point of appointment (end of the induction process), new Board members shall be required to sign the following documents and observe all other standards and codes that the Board shall from time to time ratify:
 - i. Oath of Office;
 - ii. The Center's Oath of Secrecy;
 - iii. Declaration of Good Citizenship, Conduct and Morals. This Declaration shall bear a disclosure of nationality and an attestation that the person:
 - Has not been adjudged Bankrupt;
 - Has not suspended any payments nor entered into any composition in favors of his/her creditors;
 - Is or has not been disqualified from practicing his/her profession by a competent authority; and
 - Has not been convicted of an offence involving fraud, financial mismanagement or abuse of office;
 - iv. The Makerere University Rotary Peace Center Code of Conduct.
 - v. Conflict of interest and commitment disclosure form
 - vi. Advisory Board member exit interview form.

2.9. Powers of the Board

- a) The Board shall remain an Advisory arm to the Center's management on the strategic direction of the Center as well as review and approval of policies for the Center.
- b) By extension, the Board is empowered to do anything required to be done under the relevant laws as well as anything within or incidental to its functions without prejudice as long as it remains with an advisory capacity.

2.10. Duties and Responsibilities of the Advisory Board

- a) The primary responsibility of the Board shall be to provide advice and guidance on the strategic direction and adequate oversight to the Center.
- b) In fulfillment of its mandated duties, the Board shall also be entrusted with:
 - i. Approving the Center's policies to be implemented by the Management Team;
 - ii. Ensuring the accuracy and timeliness of information provided to the Board pursuant to its mandate; Ensuring adequate measures are in place for compliance with the provisions of the law and any other legislation related to the Center's operations and activities;

2.11. Preservation of the integrity of Makerere University Rotary Peace Center and the Advisory Board

- a) The Board shall at all times perform its duties and responsibilities independently with due diligence, without fear, favor or undue influence.
- b) The Board shall also preserve the independence of its members from relationships where potential conflict of interest exists. Such relations may involve among other things; interlocking directorships

(particularly with regulatory authorities), consulting relationships, commercial relationships (whether direct or indirect) and any new relationships that may develop through Board membership.

- c) Board Members shall be required to disclose on a regular basis with the Chairperson, all existing areas of conflict or financial interests between themselves, their spouses, their relatives or their employer and the Center. Upon the receipt of this disclosure, the Board shall determine the extent to which a Board Member's independence is compromised.

2.12. Board access to accurate, relevant and timely information

- a) The Board shall adopt an information policy to guide the flow of accurate, relevant and timely information into and from the Center. The absence of accurate, relevant and timely information to Board Members could seriously undermine their individual and collective performance and the attainment of Center-al objectives.

2.13. Ethical conduct for Board Members

- a) The Board Members of Makerere University Rotary Peace Center are nominated on the basis of their integrity, spirit of voluntarism, and willingness to conform to Makerere University Rotary Peace Center values plus other personal qualities and their potential contribution to achieving the objectives of the Center.
- b) Each Board Member is expected to exercise fully and freely the above qualities and to ensure the effectiveness of her/his contribution is consistent with the established standards of independent judgment and ethics.
- c) By accepting the nomination to the Makerere University Rotary Peace Center Advisory Board, each Board member subscribes to the ethical standards enshrined in the Makerere University Rotary Peace Center values and other relevant legislations guiding the Center's activities.

2.14. Duties and standards of performance of Board members

Upon nomination, each Board Member assumes relationship of trust and confidence with the Center, whereby the Board Members are the agents and the Center is the principal. As agents of the Center, not only shall the members observe their statutory duties under the Companies Act and other Laws of Uganda pertaining to their Responsibilities, also bound by the following fiduciary duties:

- i. The duty of care and skill: The Board Members shall act with due care in the exercise of their responsibilities on the Board. In addition to attending Board meetings regularly, they will be prudent and make decisions on basis of best information. They will act professionally and according to the law.
- ii. The duty to act loyally and in good faith: The Board Members shall at all times act in the interest of the Center and within the confines of their powers. They shall be loyal to and play a key role in reconciling the Center with its regulatory environment and stakeholders, while desisting from abuse of power and information.

Each Board member shall adhere to the principle of disclosure of actual or potential conflict of interest.

- iii. The duty of fair dealing: The Board Members shall transact for and on behalf of the Center in a forthright and fair manner. The Board members shall not take advantage of the Center's opportunities nor engage in competition with it. In their capacities while conducting The Center's business, Board members shall observe the principle of selflessness with respect to their decisions or actions. This duty shall entail the disclosure of all related party transactions.

- iv. The duty not to entrench: The Board Members shall desist from entrenching themselves in the Center or opposing Board changes which may affect them individually or severally but are clearly in the best interest of the Center. To this effect, the Board shall institute systems and procedures for periodic Board evaluation.

2.15. The Office of the Chairperson

The Chairperson and a co-chairperson of the Advisory Board shall be elected by majority of Board Members at their first Meeting and shall assume office upon nomination. She/ He shall execute the functions stipulated below:

- i. The Chairperson shall provide leadership to the Board, ensure the orderly and proper conduct of meetings, offer all Board members a reasonable opportunity to contribute to agenda discussions, ensure decisions are fairly, expeditiously and conclusively made, guide the Board on technicalities, and cast the deciding vote in case of a tie.
- ii. The Chairperson shall also be responsible for promoting internal and external relations conducive to fostering the good image and integrity of the Center.
- iii. In the event of the absence of the Chairperson, the Alternate Chairperson shall assume business.
- iv. The Chairperson shall have the casting vote in deadlock situations.

2.16. Board meetings

- a) The meetings of the Board shall be conducted in accordance with the requirements of the MOU.
- b) Without prejudice to 2.15.a above, the Board shall observe standards and practice stipulated in in this charter with regard to its meetings including the following:
 - i. All notices, including the agenda for Board meetings, shall be issued two weeks in advance of the meeting and all Board papers and reports relating to the agenda of the meeting shall be distributed to all Board members not later than three days to the Board meeting to accord each member ample opportunity to study them.
 - ii. At the beginning of each Board meeting, Board members shall discuss and adopt the agenda.
 - iii. At every Board meeting, the minutes of the last preceding meeting shall be reviewed, approved by simple majority and signed by the presiding Chairperson and the Secretary.
 - iv. Where the matter under consideration/discussion involves the Chairperson in a manner that would constitute conflict of interest situation, the meeting shall be chaired by the Alternate Chair.
 - v. The quorum for all Board meetings shall be five (5) members, in addition to the Chairperson or the Alternate Chairperson.
 - vi. If at the end of, a 30-minute waiting period no quorum has been realized, the meeting shall be deferred after the expiry of a second, 30 minutes recess.
 - vii. At the time of consideration of the agenda at each meeting, all Board members shall be granted opportunity to declare any real or potential conflict of interest in any item on the agenda and the declaration shall be recorded in the minutes. In the event whereby the interest is of a financial nature, the Board member concerned shall be automatically disqualified from the deliberations on the subject and shall not vote on the matter. Where the interest is of a non-financial nature, the Board shall determine the nature and extent of that Board member's participation in the discussion of that agenda. In any case, the member shall not vote on the matter.
 - viii. While all Board members shall acquiesce to the concept of collective responsibility, any dissenting member reserves the right to request for the recording of his/her dissention on the matter before the

- Board.
- ix. Membership to the Board is personal and cannot be delegated. A member who misses more than three consecutive Board meetings without justifiable cause duly communicated to the Board Chairperson/ Board Secretary shall have his/her membership automatically rescinded and filled in accordance with the agreed procedures and provisions of this Charter.
 - x. The Board shall hold three quarterly meetings in a year and these shall be determined in a regular schedule at the beginning of each Calendar year. The Schedule shall be binding unless reviewed as the Board may deem fit.

2.17. Committees of the Board & Committees' procedures

Makerere University Rotary Peace Center shall have standing committees and working committees where necessary.

- a) Membership of the committees shall comprise of a minimum of three Board Members including the committee chairperson.
- b) The Board Chairperson and Alternate Chairperson shall be entitled to attend any committee meeting within ex-officio capacity where they are not members, but shall not assume substantive responsibilities on any committee.
- c) The composition of the committee shall take into account gender, youth and person with disabilities representation where possible.

Working committee. The Board meeting may at any time by a resolution appoint a working committee for the consideration of such matter as the Board may refer to the committee and to report to any such matter to the Board members.

Reports of committee

- a) The report of a committee shall be presented to Advisory Board by the Chairperson or, in his / her absence a member of the committee.
 - b) No confidential documents may be published or disclosed to any person other than a member of that committee and members of Advisory Board
 - c) For the purpose of this rule, 'confidential documents' means any document, recording, video, or audio recording or similar items which:
 - i. Is marked 'restricted' or 'confidential'.
 - ii. The committee and Board meeting minutes should be treated as confidential documents.
 - a) The Chairperson shall ensure that Board Committees do not impede smooth conduct of Board business through work duplication, crossing lines of responsibility or slow execution.
 - b) Committees of the Board shall derive their powers and specific terms of reference from the Board. The Board shall also appoint the chairpersons of the various committees and designate respective reporting channels. The Board shall also monitor and evaluate the effectiveness and performance of its committees.
 - c) The Board may grant powers to the committees to carry out their designated duties to either interim or final execution.
 - d) The secretaries to the committees shall be technical staff at senior Management level appointed by the Center Director.
- 1.1.1 The Board shall constitute itself into, but not limited to, the following Committees:
- a) The Legal & Audit Committee
 - b) The Finance, Human Resource & Resource Mobilization Committee
 - c) The Advocacy, Communications and Public Relations Committee

- d) The Academic & Quality Assurance Committee
- a) **The Legal & Audit:** shall be comprised of three members. its Chairperson shall have expertise in Legal and/or financial Management. All the other members shall be financially literate. The powers of the Committee shall be:
- i. To receive all information from management and staff as it deems appropriate;
 - ii. To have the powers of final execution in the following areas:
 - Approval of the Audit plans of the Internal Auditors;
 - Clear and monitor responses to management letter;
 - iii. To act on information pertaining to a critical risk to the Center.

The key responsibilities of the Legal & Audit Committee

Committee shall be as follows:

Internal Control:

- i. Understand and evaluate the internal control systems implemented by Management for the approval of transactions and the recording and processing of financial data
- ii. Understand and evaluate the controls and processes implemented by Management to ensure that financial statements derive from the underlying financial systems, are compliant with the relevant standards and requirements and are subject to appropriate Management review;
- iii. Evaluate the overall effectiveness of the internal control and ensuring that recommendations made by the internal and external auditors are promptly implemented by Management.
- iv. Ensure existence of risk control systems and their evaluation.

Financial Reporting:

- i. Advise on the implementation of accounting policies and principles employed by Management and the external auditors;
- ii. Understand, evaluate and advise the Management of the Center on areas of key financial risk.

Compliance with Laws and Regulations:

- i. Obtain regular updates from Management regarding compliance matters that may have a material impact on the Center's financial statements or compliance policies.
- ii. Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of Management's investigations and follow-up, including disciplinary action, of any fraudulent acts or non-compliance.
- iii. Ensure that all regulatory compliance matters related to the business of the Center have been considered in the preparation of financial statements.

External Audit:

- i. Review the external auditors' proposed audit scope in light with the Center's present circumstances and changes in legal and other requirements.
- ii. Discuss with the external auditors, any audit problems encountered in the normal course of their audit work, including any restrictions on audit scope and access to information;
- iii. Review the findings of any examinations or reports by other regulatory agencies;
- iv. Review the professional qualifications of the nominated external auditors including the experience

- of the partners and auditing personnel and consider their independence and any potential conflicts of interest;
- v. Review the performance of the appointed external auditors and making recommendations for their reappointment or termination and remuneration;
 - vi. Review policies for the provision of non-audit services by the external auditors to ensure their independence.
 - vii. Ensure that the External Auditors of Makerere University Peace center will not carry out contemporaneous non-audit functions which might compromise their Audit independence

Internal Audit:

- i. Review the activities, resources and structure of the internal audit function of the Center, and ensuring elimination of restrictions or inhibitions to the performance of the Internal Auditor.
- ii. Evaluate the performance of Internal Audit.
- iii. Ensure periodic review of the Center's Audit Manual.
- iv. Participate in the hiring, promotion and dismissal of the Chief Internal Auditor;
- v. Ensure that significant findings and recommendations by the Internal Auditor and Management's proposed response are received, discussed and appropriately acted upon.
- vi. Review the proposed internal audit plan for a given year and ensuring that it addresses key areas of risk.

Reporting Responsibilities:

- i. Regularly update the Board on the activities of the Committee;
 - ii. Ensure that the Board is aware of all matters that may significantly impact on the financial condition and affairs of the Center
- b) **The Finance, Human Resource & Resource Mobilization Committee:** The Committee shall be chaired by a renown resource mobiliser who shall be knowledgeable in financial Management and/or Human Resource Management. The powers and responsibilities of the Committee shall be:
- i. Review and approve the Center work plans and budgets as presented by Management.
 - ii. Review financial performance reports of the Center against the approved budget.
 - iii. Develop, review and recommend to the Board avenues for resource mobilization, the Center's business plans and possible investments
 - iv. Review and approve the procurements.
 - v. Ensure that the Center's assets are procured in a transparent, competitive manner which ensures value for money.
 - vi. Ensure that the Center's assets are disposed off in a transparent and profitable manner.
 - vii. Review and approve policies that instill fairness, transparency and consistency in accordance with the Center's core values and the laws of Uganda
 - viii. Review and approve the Center's structure and salary Structure including welfare
 - ix. Review the leadership needs of the Center at the executive levels to ensure continued ability to achieve the Center objectives.
 - x. Review and recommend to the Board the Center's long-term development strategy, implementation and evaluation
 - xi. Recommend to the programme priorities and review funding proposals
 - xii. Review work plans and recommend new projects for the Center to achieve its goals and objectives
 - xiii. Review and assess The Center's performance and recommend appropriate actions to Advisory Board
 - xiv. Review and recommend to the Board, programmes and capacity development strategies
 - xv. Support the development, Review and recommend the Center's resource mobilization strategy to the board

- xvi. Review the global funding trends, growth and recommend to the board sustainable plans
 - xvii. Review donor funding priorities and align them to the Center's objectives and priorities.
 - xviii. This committee is responsible for governance issues.
- c) **The Communications, Advocacy and Public Relations Committee:** The committee shall be chaired by a Board member knowledgeable in Advocacy and Public Relations. The responsibilities of the Committee shall include but not limited to:
- i. Recommend to the Board the Center's long-term Advocacy strategy, implementation and evaluation.
 - ii. Recommend to the Board Makerere University Rotary Peace Center's Advocacy priorities
 - iii. Advise the Board on how to engage public authorities/ partners and other interested stakeholders on Peace-related issues
 - iv. Nomination of suitable independent members to be co-opted on the Board and any of its committees.
 - v. Recommend and guide on content that should be published in the Center's annual report relating to the activities of the Center.
- d) **The Academic & Quality Assurance Committee**
- i. To establish, review, evaluate and monitor quality assurance systems, procedures, standards and practices;
 - ii. To provide the overall guidance on all Academic Matters of the Programme;
 - iii. To advise specific recommendations as required from time to time on the crosscutting issues of Academic & Quality Assurance.
 - iv. To guide the Center Management throughout the admission process.

Recommendations of Committees to the Board

1. Recommendations of all Board Committees shall be handled and tabled before the Board for approval.
2. Where necessary recommendations that require urgent implementation by Management shall be presented to the Board for ratification.

2.18. Board Liability and Penalties

- a) In exercise of their duties and responsibilities, any person, including a Board Member, who contravenes the principles and philosophy of the Center and Makerere University in general, knowingly makes an incorrect statement in a document submitted by him/her or knowingly makes a false reply to a question asked of him or her, commits an offence and is liable to penalties under the law
- b) In the event that the offence is committed by a body of persons, such as the Advisory Board, every person at the time of the commission of the offence shall be deemed to have committed the offence unless s/he proves that the offence was committed without his/her knowledge or that s/he took reasonable steps to ensure compliance with the law.
- c) Without prejudice to the foregoing under 2.17.a and 2.17.b, the Center shall indemnify its Board Members for liabilities in a manner consistent with the law. The indemnity shall exclude liability arising from acts of gross negligence or fraud.

2.19. Management of conflict of interest

- a) In the conduct of its business, the Board shall be attentive to actual or potential conflict of interest situations, and shall take all practical measures to minimize them.
- b) The Board shall promulgate in a manual its policy on identification, valuation, management and control of conflicts of interest.

- c) Members of the Board shall adhere to the ethical standards regarding the disclosure and management of potential or actual conflict of interest.

2.20. Board Capacity Building

The Board shall actively enhance capacity building at all levels through programs designed to meet attendant needs of the Center through:

- a) Ensuring efficiency, accountability and maintaining a system of checks and balances;
- b) Instilling appropriate knowledge, skills and aptitude through career development at all levels;
- c) Promoting teamwork and succession planning at the Board.

2.21. Vacation of Office

- a) The Chairperson and any other Board member may be removed from office by the Center if impaired from duly performing the functions of his/her office for reasons of physical or mental infirmity, misconduct, abuse of office or incompetence.
- b) In addition to the reasons stated under 2.20.a above, a member of the Board shall cease to hold office if:
 - i. She/ He becomes a salaried officer of the Center;
 - ii. She/ He becomes Bankrupt or suspends payment or compounds with his/her creditors;
 - iii. She/ He is convicted of an offence with a penalty of more than three months imprisonment or is convicted of an offence involving fraud, or dishonesty;
 - iv. In the case of a person having professional qualifications, if She/ He is disqualified or suspended from practicing his/her profession by a competent authority or ceases to be a member of the profession otherwise than at his/her own request;
 - v. Her/ His term of office comes to an end.

2.22. Board Succession

- a) Each Board Member shall serve a four-year mandate or as stipulated by the office they hold at the time of appointment. In order to ensure continuity; the Center shall make provision for the Board members to be appointed at different times so that their terms shall expire alternately.
- b) All members of the Board are eligible for re-appointment only once.

2.23. Board Evaluation

- a) Each year the Board shall conduct a self-evaluation exercise whose methodology shall include each member evaluating the Board and the Director.
- b) The Board shall conduct a performance evaluation of each member to assess the member's record of attendance of meetings and quality of participation at various levels within the Board amongst other criteria.
- c) The Board shall approve the Board Evaluation Forms and may amend any part thereof to meet the dictates of changing corporate governance practices.
- d) The Chairperson shall discuss the results of the assessment with the relevant Board members and shall agree a way forward.
- e) The co-opted Board member shall discuss the results of the Chairperson's assessment with her/him and agree appropriate action.
- f) The Board may, if it deems fit, outsource expert services to conduct, guide the evaluation exercise or any aspect thereof.

- g) In the event of an outsourced Board evaluation exercise, the expert involved shall discuss the individual Board member evaluation results with the Chairperson, and that of the Chairperson with the co-opted Board member and the overall results with the entire Board.

3. AMENDMENT OF THE CHARTER

Any section of this Charter is subject to modification, revision or adaptation by ordinary resolution of the Board to streamline any part thereof with emerging developments in corporate governance principles and practice and with respect to changes in the Laws of Uganda in as much as they affect the Charter.

VICE CHANCELLOR/CHAIRPERSON

DIRECTOR/SECRETARY TO THE BOARD

Signature.....

Signature.....

Date.....

Date.....

4. APPENDICES

APPENDIX A: CODE OF ETHICS FOR MAKERERE UNIVERSITY ROTARY PEACE CENTER ADVISORY BOARD MEMBERS

Primary Duty

1. In accordance with the principles of good governance, each Board Member of Makerere University Rotary Peace Center undertakes:
 - a) To act first and foremost and always in the best interest of Makerere University Rotary Peace Center even in the face of competing obligations;
 - b) To exercise her/his power in good faith in the execution of duties;
 - c) To act with the care a prudent person would take when acting on his or her own behalf.

Core Values

2. Each Board Member subscribes to Makerere University Rotary Peace Center's values stipulated in the Board Manual and commits to upholding them and ensuring their implementation.
3. The Board members undertake to take into account not only the possible financial impact of their decisions, but also their consequences for sustainable development, their effect on relations with stakeholders and the general interest of the community in which Makerere University Rotary Peace Center operates.

Scope of Responsibility

4. Each Board Member is fully aware that the Board is responsible for advancing Makerere University Rotary Peace Center's Vision, mission and values, deciding its strategic objectives, ensuring the establishment of The Center's structures and procedures conducive to achieving the objectives of Makerere University Rotary Peace Center and accountability while ensuring effective control over its affairs.
5. Prior to assuming her/his duties, each Board Member shall familiarize herself/himself with the legal and regulatory framework associated with Makerere University Rotary Peace Center, including its Memorandum and Articles of Association, policies and procedures and any other issues necessary for the proper discharge of her/his duties.

Commitment

6. Each Board Member undertakes to dedicate the time and attention necessary to fulfill her/his duties. Should a Board Member propose to accept other responsibilities in addition to that/those held at the time of her/his appointment, this fact shall be brought to the attention of the Chairperson with whom they are to assess whether such new responsibilities would accord the Board Member adequate independence and time necessary to be devoted to Makerere University Rotary Peace Center's responsibilities.
7. Makerere University Rotary Peace Center Annual Report shall list the Board Members' other Board mandates exercised, given up or accepted during the year, and shall report on attendance at Board meetings and meetings of Board Committees.

Independence

8. In all circumstances, each Board Member undertakes to preserve her/his independence of analysis, judgment, decision and action, and to resist any pressure, direct or indirect, whether by other Board Members or any third parties.
9. Each Board Member undertakes not to seek nor accept from Makerere University Rotary Peace Center

or any other party directly or indirectly, any advantage that might be considered as compromising her/his independence.

Conflicts of interest

- 10. Each Board Member undertakes to disclose to the Board fully and immediately it comes to her/his attention, any actual or potential conflict of interest, direct or indirect, which they may have in a matter pertaining to the operation of the Center.
- 11. A Board Member with such conflict may not participate in any such discussions of any such topic and shall not vote on it.

Board Evaluation and effectiveness

- 12. Each Board Member is fully aware of the importance of regular attendance and effective participation at meetings. Each Board Member undertakes to endeavor her/his best to attend all meetings.
- 13. Each Board Member further undertakes to prepare sufficiently for meetings by carefully studying Board papers and attachments thereto, and where necessary seeking clarifications. Where a Board Member is unable to attend a meeting, s/he undertakes to communicate apologies through the Chairperson/ Secretary and raise in writing any concerns or issues s/he would wish considered.
- 14. Each Board Member shall be attentive to and respectful of the delineation and exercise of powers and responsibilities attributed to Makerere University Rotary Peace Center’s respective decision-making organs. Board members shall however ensure that no single person can exercise uncontrolled discretionary powers. They shall support the proper functioning of Board Committees and pay particular attention to ensure that Makerere University Rotary Peace Center’s internal controls are effective and that its auditors perform their mission in a satisfactory manner.
- 15. At regular intervals not exceeding twelve months, the Board Members shall undertake an evaluation of the Board; it’s functioning as a collective body and as individual members. Each Board Member is required to exercise independent, objective judgment during the entire process.

Confidentiality

- 16. Whereas the Chairperson shall ensure that adequate and timely information is submitted to all members, each Board Member is responsible for seeing that She/ He is duly provided with sufficient information to permit the Board to deliberate properly on all issues. It is the duty of each Board Member to request of Management, within reasonable time any additional information they require for decision-making.
- 17. Information concerning Makerere University Rotary Peace Center, which is communicated, to a Board Member in confidence in connection with her/his function is provided *intuitu personae* (in consideration of the person). Board members must personally take the necessary precautions to preserve the confidentiality of such information and not divulge it under any circumstances unless under compulsion of the law; in self-defense before a competent court under authorization of the Board
- 18. Each Board Member commits to express her/his views clearly and use all means at her/his disposal to convince the Board of the validity of her/his position should s/he hold the view that a proposed Board decision is not in the best interest of Makerere University Rotary Peace Center.
- 19. In respect of Clause 18 above, each Board Member shall have the prerogative to:
 - a) Explain the reasons for opposition and the negative consequences for Makerere University Rotary Peace Center that would result from the prospective decision;
 - b) Request the Board for advice of internal advisers or external expertise to be sought on the issue;
 - c) Request a postponement of a decision if the nature of the issue permits;
 - d) Request that a written statement of her/his position be attached to the minutes;
 - e) Request a special meeting of the Board to consider all possible solutions;



- f) Require her/his objection to be recorded in the minutes.
- 20. Where a Resolution of the Board is duly made and adopted, all Board Members shall assume collective responsibility in regard thereof notwithstanding their earlier opinions on its merits or consequences.

APPENDIX B: BOARD PERFORMANCE EVALUATION

BOARD AND EXECUTIVE DIRECTOR EVALUATION FRAMEWORK

Besides ensuring that the Advisory Board expectations and Makerere University Rotary Peace Center expectations are in sync; further regarding the governance practices of the Center will enhance Board Members understanding of the Centre functions as well as the mode of accomplishment of its mission and effectiveness of the Member's service.

1. BOARD SELF-EVALUATION

- 1.1. Effective and efficient Board operations are an integral part of a successful Makerere University Rotary Peace Center. To measure progress towards its stated goals and objectives, the Board will annually schedule a time and place at which all its members may participate in a formal self-evaluation.
- 1.2. The Board shall be evaluated as a whole and not as individuals. The evaluation will focus on the internal operations and performance of the Board. The Board members shall develop goals and objectives against which the Board will be evaluated. A self-evaluation instrument will be based on these goals and objectives and not on goals set for the entire Center.
- 1.3. Each Board member will complete a self-evaluation instrument independently. The ensuing evaluation will be based on the resulting composite picture of Board strengths and weaknesses. The Board will discuss the tabulated results as a group.
- 1.4. The evaluation process should include the establishment of strategies for improving Board performance. Revised priorities and new goals will be set for the following year's evaluation.
- 1.5. The Board may invite an external expert to facilitate the evaluation and suggest specific criteria to measure Board success as a governing body.
- 1.6. The Board recognizes that adequate opportunities for Board member orientation and in-service are an essential component of conducting meaningful self-evaluation. The evaluation process shall include suggestions for continued Board member development.

1.7. SPECIMEN BOARD SELF-EVALUATION FORM

YES

NO

Does the Board have an effective orientation program?

Does the Board have active committees composed of a small, effective number of members to tackle audit, development/fundraising, finance, governance, nomination, personnel, program and other key matters?

Does the Board rotate committee members and chairs at appropriate intervals?

Are meetings conducted effectively, with appropriate frequency, on time and according to well-thought-out agendas circulated in advance?

Are meetings characterized by open communication and diligent questions discussed in a collegial manner?

Are the Board's actions motivated by and designed in furtherance of the Center's mission?

Does the Board periodically review the Center's mission statement and implementation strategy?

Does the Board act as if it is accountable to the beneficiaries?

Does the Board communicate effectively on a regular basis with its stakeholders?

Does the Board have effective processes and structures to advise and counsel the director?

Does the Board micromanage the Center's operations?

Has the Board reviewed the Center's significant legal exposures and assessed its legal compliance processes and record?

Does the Board have effective audit and financial advisory processes?

Does the Board have clear and effective procedures on handling funds, contributions and assets?

Does the Board have effective standards and procedures to minimize and disclose potential conflicts of interest?

Does the Board have an appropriate level of turnover in its membership – new members and ideas balanced with experience and continuity?

Does the Chair evaluate current members and counsel those whose performance is less than ideal?

If you end up with a number of “no” answers, it may be time to suggest a Board effectiveness study. Conducting regular Board-effectiveness studies can keep the Board from drifting into dysfunctional behavior, help reverse the situation if they are already there, and also help increase the effectiveness of the Board.

Furthermore, the effectiveness of the Board and the implementation of good governance practices increasingly interest funders of non-profit Centers, making it ever more essential for Makerere University Rotary Peace Center to focus on strengthening governance and the advisory Board effectiveness.

A Board-effectiveness survey:

- Challenges the Board on a number of issues related to the effective operation of the Board, focusing on both substance and process.
- Provides a baseline for looking at how the Board itself believes it is doing, and for comparing Board practices to those of other Boards and to governance trends.
- Becomes a starting point for instituting needed adjustments and improvements.

The process is relatively simple: A series of questions is developed by the Member appointed to lead the project, with input from other Board Members, and if desired with assistance from an outside consultant. Questions typically range from the level of “housekeeping” (e.g., time, place and length of meetings) to the more substantive (e.g., what do you think are the critical issues facing the Center in the next two years?). These questions are used as the basis for eliciting information from Board Members, although it is common for the answers to bring up issues beyond the questions asked. More detailed and representative results will be obtained by using face-to-face interviews rather than written responses to questions and by interviewing as many of the full Board as possible, although that process can be quite time consuming. In addition, responses must be summarized in a format that will be useful to the Board and also protect the confidentiality of those who participated.

Once results are summarized, they are shared with the Board and a process created for follow-up and adjustments to Board procedures and Center.

Most effectiveness surveys will not be self-executing, but require changes in how Committees or the Board operate, who is on the Board, what is expected of Board Members, etc. Issues raised in the survey may need to be worked on by a variety of Board Committees. But the effort can be worthwhile if it improves the effectiveness of the Board.

In the absence of a Board-effectiveness study, there are a number of steps which can help improve Board effectiveness, including one or more of the following:

- Make a Board committee responsible for governance issues; possibly the advocacy & resource mobilization or The Human Resource, Policy and Programme committee to plan and recommend improvement plan to the board
- At least once a year, the committee responsible for governance shall:
 - Look at external trends in governance;
 - Compare trends to Board practices;
 - Recommend adjustments as needed; and
 - Inform the Board about its legal/governance responsibilities.
- Define what you are looking for in Board Members:
 - Be rigorous in seeking Board Members who meet these criteria;
 - Determine an optimum size for the Board and do not allow it to become too large or too small.
- Review Board composition in comparison to what Makerere University Rotary Peace Center needs/is

- looking for:
 - What background and skills?
 - How engaged are they elsewhere—time, attendance, etc.?
 - How do they compare to what you need?
- Establish a process for meeting of the Board Members to engage those not meeting expectations or to prepare them to leave the Board.
- Create active dialog with Management so the Board stays informed:
 - About the accomplishment of the Center’s mission and day-to-day operations—what’s happening whether good or bad;
 - About the Center’s financial situation—compare budget to actual performance, conduct workshops on how to read/understand financial statements (don’t take financial expertise for granted);
 - About the Center’s competition for resources;
 - About the Center’s strategy;
 - About Management’s “future plans.”
- Keep Board Members engaged—make sure meetings provide a unique opportunity for learning through participating in Board meetings.
- Keep Board Committees meaningful and helpful:
 - i) Review the need for each standing and ad hoc committee annually. Is the Committee TOR still viable, is the committee actually doing what it is supposed to, is it helpful to the Board or to Management, or ineffective?
 - ii) Establish committee goals annually and have committees report on what was accomplished by year-end;
 - iii) Rotate Committee Members to avoid entrenched thinking and to spread expertise.

All these guidelines are intended to build and maintain an effective Board

1.8. SPECIMEN DIRECTOR EVALUATION FORM

YES	NO	Assessment Benchmark
Category 1: Builds High Performing Teams		
<input type="checkbox"/>	<input type="checkbox"/>	Encourages and responds to input from team members
<input type="checkbox"/>	<input type="checkbox"/>	Works with staff to establish and build teams within Makerere University Rotary Peace Center
<input type="checkbox"/>	<input type="checkbox"/>	Enlists support for Makerere University Rotary Peace Center from the institutions, Centers and communities
<input type="checkbox"/>	<input type="checkbox"/>	Helps the team set inspiring goals
<input type="checkbox"/>	<input type="checkbox"/>	Focuses the team on achieving specific, measurable results

Category 2: Co-ordinates the Work of Others

- Clearly sets and communicates expectations and timelines
- Delegate's responsibility and tasks well

Category 3: Implements the Vision

- Develops Makerere University Rotary Peace Center's vision with stakeholders
- Identifies where Makerere University Rotary Peace Center is not achieving the vision; creates and implements plans to address problems
- Communicates and demonstrates a clear personal vision for improving the Makerere University Rotary Peace Center

YES NO Assessment Benchmark

Category 4: Fosters Stakeholder Involvement

- Creates programmes that address Members' and other stakeholders' needs
- Encourages stakeholder participation in Makerere University Rotary Peace Center programmes
- Communicates regularly to stakeholders what is happening at Makerere University Rotary Peace Center

Category 5: Institutional and Community Partnerships

- Creates effective partnerships with institutions, Centers and communities
- Makes institutions and Centers feel welcome
- Establishes good working relationships with community and Center leaders
Invites feedback from the institutions and communities

Category 6: High Performance Expectations

- Works with various groups to set and communicate high performance expectations
- Creatively develops ways to recognize and reward employees' effort, success, and achievement
- Helps employees set high expectations for themselves

Category 7: Building Staff Relations

- Creates an atmosphere of respect among employees

YES

NO

Assessment Benchmark

Helps employees form productive and respectful relationships

Ensures that staff feel respected, valued, and important

Category 8: Discipline and Order

Develops and implements a plan to maintain and/or increase employee commitment

Implements policies and procedures consistently and responsibly to help ensure an environment that is safe, stable, and conducive to hard work
Follows Makerere University Rotary Peace Center's discipline code and security plan

Creates an environment that supports employees through crises and other challenges

2. GOVERNANCE PITFALLS AND CHARACTERISTICS OF IN EFFECTIVE BOARDS

A dysfunctional or ineffective Board would be detrimental to Makerere University Rotary Peace Center's existence. The following are some of the typical pitfalls to avoid or to identify and rectify:

- a. The Board does not have, or does not abide by, a regular meeting schedule.
- b. At Board meetings nothing much happens, and many Board members don't attend or are disaffected.
- c. Board members don't understand the mission or business of the Center and aren't passionate about either.
- d. Board members don't understand the financial underpinnings of the Center.
- e. Board members attempt to micromanage the staff!
- f. There's a lack of trust and confidence between the Board and Management.
- g. Board members or Management speak disrespectfully of others on the Board and/or of Management.
- h. Board members or Management speak publicly, without permission, about confidential Board matters.
- i. A few Board members dominate meetings
- j. Board Members don't understand basic governance principles.
- k. The Center is floundering.

Annual self-evaluation will enable Makerere University Rotary Peace Center's Board to gauge its own effectiveness by asking governance-related questions that trigger early warning signals with the advent of a new year in focus.

APPENDIX C: BOARD INDUCTION GUIDELINES

INDUCTION GUIDELINES FOR MAKERERE UNIVERSITY ROTARY PEACE CENTER ADVISORY BOARD

1. Background

- 1.1. The Makerere University Rotary Peace Center Board is appointed to guide, the management team on the operations and service delivery activities of the center. A primary challenge for the Makerere University Rotary Peace Center Board is to set the tone at the top with regard to the way all aspects of the Center’s business are conducted.
- 1.2. Risk can be considerably reduced and performance enhanced if prospective Board Members are briefed during nomination as part of the s nomination and appointment process. Risk is further reduced if appointee Board Members undergo a process of induction to familiarize with Makerere University Rotary Peace Center’s strategic perspective and its affairs.

2. Board Induction

- 2.1. The primary objective is to ensure a Board well-prepared not only to perform effectively through each Member’s individual contribution and collectively, but also to capitalize on the effectiveness of the Board as whole in attaining Makerere University Rotary Peace Center goals and to deliver positive community impacts.
- 2.2. Oftentimes, new Board Members – whether appointed externally to bring on Board their desired individual and professional qualities or from the Center’s ranks as capable managers – are not familiar with the role of the Board in many respects.
- 2.3. The above considerations render the formality of an induction process essential for preparing the Makerere University Rotary Peace Center Board Members for executing their assigned responsibilities over the entire Center.

3. DRAFT BOARD INDUCTION GUIDELINES

- i. The Board shall at all times maintain an appropriate process of induction of new Board Members to ensure a well-informed and competent Board for Makerere University Rotary Peace Center. These guidelines are intended to enable the Board to institute an induction programme that should meet the needs of Makerere University Rotary Peace Center and the Board and to prepare new Board Members for maximum contribution without delay.
- ii. **Main Objectives of Board Induction:** The purpose of instituting a formal orientation programme is principally to:
 - a) Provide each incoming Member with the opportunity, if they are unfamiliar with Makerere University Rotary Peace Center, to appreciate key ongoing programmes and interact with top Management;
 - b) Familiarize new Board Members with Makerere University Rotary Peace Center’s strategic and operational frameworks
 - c) Instill into newly appointed Board members lacking previous or with limited Board experience awareness of their duties, powers and potential liabilities through a development and education process.

4. Responsibility for Board induction

- 4.1. The responsibility for developing and implementing an effective programme of Board orientation is shared between the Chair and the Board itself. There must be a commitment to developing a well-informed Board; one with the knowledge needed to guide an effective Center.
- 4.2. In addition to the orientation of Board Members, the Board Chair will also plan for the education and training of the Board Members. This extends to specialized training and development activities

designed to enhance leadership and professional skills amongst Board Members who are expected to assume leadership roles within the Board.

5. Stages of Board Induction

- 5.1. **Step 1: Schedule and conduct orientation sessions with prospective Board Members:** The Board orientation process should commence immediately after appointment to the advisory Board of Makerere University Rotary Peace Center, with information on the workings of the Board, expectations for individual Board Members, and other relevant information. An effective Board orientation programme will also focus on the strategic plan of Makerere University Rotary Peace Center. It is critical that all Board Members are familiar with the mission, vision, major goals, and the Center's medium- and long-term strategies.
- 5.2. The process begins with conducting in-person orientation sessions where the Chairperson and the Director to explain more fully the roles and responsibilities of Board of Makerere University Rotary Peace Center as a whole as well as an individual Member's responsibilities. If possible, the Board Members will then be passed through a guided tour of Makerere University Rotary Peace Center facilities, meeting Senior Management and in the process getting a correct feel of the working environment.
- 5.3. A specimen orientation programme would include though not be limited to the following agenda items.
 - a) Welcome and introductions;
 - b) Overview of the mission, vision and educational goals of Makerere University Rotary Peace Center;
 - c) Overview of the roles and responsibilities of the Advisory Board;
 - d) Review of the individual Member responsibilities detailing specific expectations (for example, committee work, meeting attendance, etc.);
 - e) Opportunity for Board prospects to ask questions;
 - f) Declarations of willingness to serve by the Board prospects;
 - g) Other information required to continue in the Board recruitment process;
- 5.4. **Step 2: Orientation and Training of Incoming Board Members:** After the new Board Member has been appointed, training is provided so that, to the greatest extent possible, new Board Members will be enabled to actively participate in their first Board Meeting with confidence. Providing newly appointed Board Members with the information they need to perform effectively is a critical step in developing a strong Advisory Board for Makerere University Rotary Peace Center.
- 5.5. **Step 3: New Board Member Orientation:** Following the appointment to the Board of Makerere University Rotary Peace Center through nomination, the orientation process for an incoming Member should be sequenced to provide smooth acclimatization with Board processes and procedures. The recommended path below is intended as a guide:
 - a. Before the first Board meeting, schedule a meeting or meetings between the new Board Members and key persons such as the Chairperson, Chairs of Board Committees and the Director. There is also need to provide detailed information in advance of such meeting(s). The information may include the constituting document, a deeper explanation of Board procedures and other aspects of the Makerere University Rotary Peace Center Board activities.
 - b. Such a meeting provides an important forum to discuss with the entrant Board Members prospects for involvement on Board Committee(s). In most cases, membership to committee by a Member is more of an expectation rather than an option. There should be a solid match between the interests, skills and preferences of individual Board Members and the responsibilities and challenges of the committees they join.
 - c. At the newly appointed Member's first Board Meeting, introduce her/ him to all current Board

Members and Senior Managers. The Chairperson should consider assigning a mentor if requested or where need arises to a Member to work with the new Board Member at least through the first quarter. During period of mentorship:

- Have regular check points between the new Member and her/his Board mentor to answer questions and help the member become acquainted;
- Ensure that the new Member has become involved in her/ his assigned Committee and continue orientation on the workings of that specific committee;
- Continue to provide written background materials to the new Board Member in response to her/his interests and questions.

5.6. Step 4: Board Development for all Board Members

- a. The Chairperson should consult with the Director on how to obtain full involvement of the Board Members.
- b. Chairperson to continue to provide guidance and support to all Board Members so that they can carry out their assigned responsibilities effectively.
- c. Provide opportunities for Board Members to attend special workshops related to their Board responsibilities, specific assignments and mutuality of interests with Makerere University Rotary Peace Center. Provide special leadership training to Executive Committee Members).
- d. Explore opportunities to expand Board Members’ responsibilities and rotate their membership on Board Committees to enhance each Member’s contribution on the Board.

6. Determining Board Development Needs and Methodology

- 6.1. The participatory practice of involving Board Members in identifying areas of need for training is recommended.
- 6.2. Preferably the training should be provided interactively, at times with individual Board Members and more frequently in groups linked to specific requirements or objectives. Should resources permit, some components of the Board Development Programme could be provided in the form of CDs, VCDs or DVDs. Makerere University Rotary Peace Center’s website could also be transformed into an effective tool for Board development.
 - a. **Ongoing Board education and training:** – One of the most effective ways to determine content in this area is to ask Board Members, perhaps during annual assessment, what they need to know in order to become more effective as Board Members. There should also be an effort to link Board education and training to the critical strategic issues facing Makerere University Rotary Peace Center.
 - b. **Incorporate training into each Board Meeting:** – Another effective approach is to provide some training to Board Members during the regularly scheduled Board Meetings. This can be an opportunity to present new information that the Board will need to familiarize with or to address emerging issues. Sometimes the process can be a brief presentation by an outside resource person. This presents an opportunity to discuss topical issues of interest to the Board that were previously distributed for review.
 - c. **Mini seminars:** – Short presentation and discussion sessions organized around a special topic of interest to the Board.
 - d. **Study groups:** – Study groups facilitated by outside experts can consist of Board Members in smaller clusters which may also include Senior Management. The knowledge gained in a particular subject area or issue can then be shared with the entire Board.
 - e. **Committee rotation:** – Another method should involve giving Board Members opportunity subject

to professional suitability to serve on different Committees through rotation. This has the dual benefit of providing opportunities for new learning and bringing fresh perspectives to ongoing work within each Board Committee.

- f. **Publications conferences and other mediums:** – Education and training needs of the Board can partly be met through provision of access to books, articles, portable electronic devices and relevant e-learning and attending relevant conferences.
- g. **Peer education:** – Another source of learning is by sharing experiences among Board Members. This can be done formally during Board Meetings or informally between such meetings. If funds allow, Makerere University Rotary Peace Center may also sponsor Board Member participation on forums that provide opportunities for comparing notes with Board members from other Centers.
- h. **Consider utilizing past Board Members as a training resource:** – Past Board Members bring experience that will help the incumbent Board learn from past lessons.
- i. **Board retreats:** – The annual retreat serves as a good refresher for sitting Board Members to learn about new concepts in governance, enhance Board skills, and to reflect on key issues that otherwise they have not been able to deal with during their busy schedules. Here again the involvement of external expert as facilitators is of crucial importance.

A Board retreat also gives opportunity for Board Members to know one another's skills, qualifications and experiences to facilitate consultation and assignment of roles.

APPENDIX D: MAKERERE UNIVERSITY ROTARY PEACE CENTER ADVISORY BOARD CONFLICT OF INTEREST AND COMMITMENT DISCLOSURE FORM

MAKERERE UNIVERSITY ROTARY PEACE CENTER ADVISORY BOARD CONFLICT OF INTEREST AND COMMITMENT DISCLOSURE FORM

Makerere University Rotary Peace Center Board members commonly have a range of professional and personal associations with and interests in other entities. To assure Makerere University Rotary Peace Center Member’s integrity of its endeavors, Board Members shall avoid situations in which such associations or interests could compromise or reasonably appear to compromise important governance values or Makerere University Rotary Peace Center’s business decisions. Accordingly, Board members shall act in a manner consistent with their responsibilities to the Makerere University Rotary Peace Center and avoid circumstances in which their financial or other ties to outside entities could present an actual, potential, or apparent conflict of interest (“conflict of interest”) or impair Makerere University Rotary Peace Center’s reputation.

Ideclare that I have no conflict of interest in Makerere University Rotary Peace Center business whatsoever during execution of my duties as a Advisory Board Member for the period to

Should any occur, I shall declare a conflict of interest and will disqualify myself from matters of decision at the Advisory Board meetings where such conflicting matters are under discussion.

STATEMENT OF COMMITMENT

1. Contribute to the Board’s efforts to sustain and advance Makerere University Rotary Peace Center’s mission, integrity, traditions, values, reputation as an institution and devotion to the pursuit of quality service delivery. As a Member, I will advance initiatives that promote Makerere University Rotary Peace Center and will influence others to be part of its work and help it to realize its goals.
2. Energetically and consistently participate in Board committee meetings by preparing and participating effectively and with civility and mutual respect. Our ability and willingness to ask good and timely questions is at the heart of our services.
3. Strictly maintain the confidentiality of the Board’s sessions, especially but not only with respect to sensitive personnel matters. Safeguarding our institution’s reputation and integrity and the right of individuals to appropriate privacy are among our responsibilities as individual Board Members.
4. The Board shall strive to ensure that members are substantially engaged in strategic matters that bear on the Makerere University Rotary Peace Center.

 Rotary Peace Center

 Makerere Rotary Peace Center

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