



BOARD GOVERNANCE POLICY

APPROVED 2024

1. INTRODUCTION

The Emmanuel Ivorgba Center is committed to effective governance practices that support its mission and ensure accountability. These policies outline the expectations for board members, the structure and conduct of meetings, and the formation and responsibilities of committees.

2. BOARD MEMBER DUTIES

Board members are expected to uphold high standards of integrity and accountability. Their primary duties include:

- a. **Duty of Care:** Act with the care that an ordinarily prudent person would exercise in a similar position.
- b. **Duty of Loyalty:** Prioritize the interests of the Emmanuel Ivorgba Center over personal interests or external pressures.
- c. **Duty of Obedience:** Ensure that the organization adheres to its mission and complies with applicable laws and regulations.

3. RESPONSIBILITIES OF BOARD MEMBERS

- a. **Attend Meetings:** Regular attendance at board meetings is mandatory.
- b. **Participate Actively:** Engage in discussions and contribute to decision-making processes.
- c. **Financial Oversight:** Review financial statements and budgets; ensure proper financial controls are in place.
- d. **Advocate:** Promote the Center's mission and represent it positively in the community.
- e. **Strategic Planning:** Participate in the development and implementation of the organization's strategic goals.

4. BOARD MEETINGS

Board meetings serve as a vital platform for governance. Key points include:

- a. Frequency: Meetings shall be held at least quarterly, with special meetings convened as necessary.
- b. Notice of Meetings: Members must receive notice (written or electronic) at least one week before a meeting.
- c. Quorum: A majority of the board members must be present to constitute a quorum.
- d. Minutes: Minutes of each meeting should be recorded, approved, and made available to members.
- e. Decision-Making: Decisions are typically made by majority vote unless otherwise specified.

5. CONDUCT OF MEETINGS

- a. Agenda: An agenda shall be distributed prior to each meeting to guide discussions.
- b. Respectful Discourse: Members are encouraged to express differing opinions respectfully.
- c. Conflict of Interest: Board members must disclose any personal conflicts related to agenda items and abstain from voting when appropriate.

6. COMMITTEES

Committees enhance the board's effectiveness by focusing on specific areas. The primary types of committees include:

- a. Executive Committee: Comprised of key officers; handles urgent issues between board meetings.
- b. Finance Committee: Oversees budgeting, financial reporting, and audit processes.
- c. Governance/Nominating Committee: Responsible for board member recruitment, orientation, and evaluations.
- d. Program Committee: Focuses on the effectiveness and strategic direction of programs offered by the Center.

7. COMMITTEE OPERATIONS

- a. Formation: Committees may be established by the board or through a framework in the bylaws.
- b. Membership: Committees consist of board members, but may invite non-board members for expertise.
- c. Reporting: Committees must report to the board at regular meetings and provide written summaries of their activities.

8. EVALUATION AND ACCOUNTABILITY

Regular evaluation of board performance, including self-assessments and peer reviews, promotes accountability and continuous improvement.

9. AMENDMENTS TO POLICIES

These governance policies can be amended by a two-thirds majority vote of board members during a meeting where the amendments have been proposed in advance.

10. CONCLUSION

Effective governance is essential to the success of The Emmanuel Ivorgba Center. By adhering to these policies, board members can fulfill their responsibilities and contribute to the Center's mission.