

# ***Zannya Africa Foundation(ZAF) Governance and Management Policy Manual***



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## 1. Introduction

### (I) Purpose:

The purpose of this manual is to define the governance structure, roles, and management policies that guide the operations of Zannya Africa Foundation. It ensures clarity in decision-making, accountability, and adherence to good governance practices.

Scope: This policy manual applies to all members of the Board of Directors, senior management, and staff of Zannya Africa Foundation.

## 2. Organizational Structure

### (I) Board of Directors:

The Board is the highest decision-making body of the organization. It is responsible for providing overall governance, strategic guidance, and oversight of the foundation's activities.

#### • Composition:

The Board shall consist of 6 members, including the Chairperson, Treasurer, and other members with relevant expertise. Board members are elected based on their commitment, skills, and experience in areas such as governance, finance, legal, and program management.

#### *Roles and Responsibilities:*

*Approve strategic plans, policies, and budgets.*

*Monitor the performance and effectiveness of the organization.*

*Ensure compliance with legal and regulatory requirements.*

*Support fundraising and resource mobilization efforts.*

*Appoint and evaluate the Executive Director.*

### (II) Executive Director (ED):

The Executive Director is responsible for the day-to-day management and implementation of the foundation's activities.

#### *Roles and Responsibilities:*

*Lead the organization's programs and operational activities.*

*Oversee the financial, administrative, and program staff.*

*Implement decisions made by the Board.*

*Ensure proper management of resources and compliance with policies.*

*Report to the Board on organizational performance.*

### Senior Management Team:

Includes the Executive Director, Finance Manager, Program Manager(s), and other senior staff.

#### *Roles and Responsibilities:*

*Implement organizational strategies and ensure smooth operations.*

*Supervise program staff and volunteers.*



### 3. Governance Policies

#### (I) Board Governance and Meetings:

##### . Meetings:

The Board shall meet [quarterly/annually] and at special sessions as needed. Meetings will be held virtually or in-person, and the agenda will be circulated in advance.

##### . Quorum:

A quorum for Board meetings shall be 3 members present.

##### . Board Committees:

Committees (e.g., Finance, Audit, Fundraising) will be formed to support the work of the Board. Each committee will have defined terms of reference and report to the full Board.

Board Member Terms: Board members will serve for a term of 2 years, after which they may be re-elected.

#### (II) Board Code of Conduct:

##### . Conflicts of Interest:

Board members must declare any potential or actual conflicts of interest. If a conflict arises during Board discussions, the affected member must recuse themselves from voting or decision-making.

##### . Ethical Behavior:

Board members are expected to act in the best interests of the foundation, uphold ethical standards, and demonstrate respect and professionalism in all matters.

##### Confidentiality:

All Board discussions, decisions, and organizational matters must remain confidential unless explicitly stated otherwise.

#### (III) Executive Director's Relationship with the Board:

.The Executive Director (ED) reports directly to the Board and provides regular updates on program activities, finances, and overall organizational performance.

.The ED ensures that the Board is informed of any significant developments and works closely with the Board to align operational goals with strategic objectives.

### 4. Management Policies

#### (I) Decision-Making Processes:

##### . Collaborative Decision-Making:

Key decisions related to the foundation's strategy, finances, and programs will be made through a consultative process involving the Board, ED, and senior management.

##### . Delegation:

The ED has the authority to delegate operational tasks to staff and managers. However, critical decisions, such as financial commitments, major programmatic changes, and long-term strategic decisions, require Board approval.

##### . Consensus Building:

While the organization values collective decision-making, if consensus cannot be reached, decisions will be made based on a majority vote, with the final decision resting with the Board or the ED.

#### (II) Staff Management:

##### . Recruitment and Hiring:

Staff recruitment will be based on merit, diversity, and inclusivity. The foundation will provide equal opportunities to all candidates.

##### . Employee Development:

The foundation will support ongoing professional development for staff through training, mentoring, and career advancement opportunities. Performance Appraisals: Regular performance evaluations will be conducted for all staff members to assess their performance, identify areas for improvement, and discuss career growth opportunities.

##### . Disciplinary Procedures:

Employees found in violation of policies or exhibiting unprofessional behavior will be subject to disciplinary action. The organization follows a transparent, fair, and consistent approach to discipline.

### 5. Financial Management and Oversight

#### (I) Financial Oversight:

. The Board is responsible for ensuring that financial policies and controls are in place. The Finance Committee will review financial reports, budgets, and ensure that all financial activities comply with internal policies and donor requirements.

. The Executive Director is responsible for ensuring the efficient and effective use of resources, and will manage the day-to-day financial operations, including budgeting and reporting



## **(II) Audit and Compliance:**

### **. Internal Audits:**

The organization will carry out regular internal audits to ensure compliance with financial policies and regulatory requirements.

External Audits: Zannya Africa Foundation will undergo an independent external audit each year, and the results will be shared with stakeholders, including donors and the public.

## **6. Risk Management**

### **. Identifying and Managing Risks:**

The Board and Senior Management are responsible for identifying and assessing potential risks (financial, operational, reputational, etc.) that may impact the foundation's ability to achieve its objectives.

A risk management plan will be developed, regularly reviewed, and updated to address new or emerging risks.

The foundation will maintain insurance to protect against certain operational risks.

## **7. Monitoring and Evaluation (M&E)**

### **M&E Framework:**

ZAF will implement an M&E framework to assess the effectiveness and impact of its programs. This includes defining key performance indicators (KPIs), collecting data, and reviewing program performance regularly.

Accountability: Regular M&E reports will be shared with the Board, donors, and other key stakeholders to demonstrate progress and identify areas for improvement.

## **8. Conflict Resolution and Grievance Mechanisms**

### **(I) Internal Dispute Resolution:**

Disputes among staff, between management and staff, or between Board members will be handled through mediation and consultation. A clear grievance mechanism will be in place for employees to voice concerns.

Whistleblower Protection: Employees or stakeholders who report unethical behavior, fraud, or violations of policies will be protected from retaliation.

## **9. Ethical and Legal Compliance**

### **(I) Legal Compliance:**

ZAF will comply with all applicable Ugandan laws, regulations, and international standards, including labor laws, tax regulations, and nonprofit regulations.

### **(II) Ethical Practices:**

All members of the Board and staff must adhere to ethical guidelines and avoid any activities that might damage the reputation or integrity of the foundation.

## **Conclusion**

**This Governance and Management Policy Manual** provides a comprehensive framework for the governance and management of ZAF. By establishing clear roles, responsibilities, and decision-making processes, it ensures that the foundation operates transparently, efficiently, and in alignment with its mission to empower marginalized youth in Uganda.