

CORPORATE GOVERNANCE WORKSHOP REPORT



Submitted to:

**UGANDA NETWORK OF YOUNG PEOPLE LIVING WITH
HIV/AIDS (UNYPA)**

Prepared By

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CME Solution (U) Ltd is delighted to have this partnership with UNYPA and we hope we shall hold many more fruitful engagements for the betterment of our country.



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TABLE OF CONTENTS	PAGE NO
1.1 Introduction and Background	1
1.2 Training Methodology	1
1.3 Client Expectations	1
1.4 SESSIONS	4
DAY ONE: 6 th August, 2020.....	4
1.4.1 Session 1: Overview of Board Governance	4
1.4.2 Session 2: Roles and Responsibilities of the Board.....	4
1.4.3 Session 3: Relationship of Board and Management	5
1.4.4 Session 4: Board Committees	5
1.4.5 Session 5: Conducting Effective Board Meetings	6
1.4.6 Session 6: Board Evaluation	7
1.4.7 Session 7: Board Manual.....	7
ANNEX 1: TRAINING PROGRAM	8

1.1 Introduction and Background

Uganda Network of young people living with HIV & AIDS (UNYPA) started in 2003 to provide leadership and coordinate the greater and meaningful involvement and participation of YPLHIV in Uganda in the national, regional and global HIV and AIDS response. UNYPA advocates improving the quality of life of young people living with HIV in Uganda and as a network. UNYPA is driven by the needs of young people living with HIV and implements an evidence informed national programme and advocacy for YPLHIV to lead healthy and productive lives. The elements of UNYPA's national programme and advocacy include promoting universal access to HIV prevention, treatment, care, and support; fighting stigma and discrimination against young people living with HIV; and, promoting the greater involvement of young people living with HIV in the national HIV response.

The Uganda Network of Young People Living with HIV/AIDS (UNYPA) is a direct member of the National Forum of People Living with HIV/AIDS (NAFOPHANU) which was established in 2003 to provide leadership for young positives and create an enabling environment to participate meaningfully with a membership of 50,000 young people living with HIV/AIDS in the country so far.

1.2 Training Methodology

The Consultant's methodology involved an interactive process through consultation with the UNYPA in understanding the issues arising from the UNYPA Board and formulating the modules for the training to address some of these. The training methodology allowed use of a number of facilitation techniques which enhanced effective participation and comprehension to include;

- *Lecture method/ seminar (PowerPoint presentations)*
- *Brainstorming discussions*
- *Use of Case studies, Personal and Organizational Experiences*
- *Questioning and answer sessions*
- *Group Discussion Exercises*

1.3 Client Expectations

The modules for the workshop were developed by the consultants in consultation with the Executive Director (ED) at UNYPA. At the start of the workshop participants shared their expectations, which were listed as follows:

- *To learn more about organizational governance, leadership and management.*
- *To understand the roles and responsibilities of the Board and how this knowledge shall enhance the organization's performance.*
- *To learn more about the relationship between the Board and the Management.*
- *To learn how to effectively conduct board meetings*
- *To have a better understanding of why a Board needs a Board Governance Manual*

1.4 SESSIONS

DAY ONE: 6th August, 2020

1.4.1 Session 1: Overview of Board Governance

The objectives of this session were to know the value Board in an Organization. During this session, the facilitator emphasized the following points: crises in board governance; nature and types of board; why bad boards; search for good directors; competencies of good directors; and the five key responsibilities of good directors. The facilitator emphasized that as a good Board, they should be out to serve and not profit from the organization. Bureaucratic Boards are those that take up roles of the secretariat. An Entitlement Board which always thinks in terms of being remunerated. Strategic Board are those that focuses on policies that will grow business and take the organization forward. Participants should be able to see opportunities and make the best decisions for UNYPA.

The session ended with the facilitator urging members of the need to adapt the following;

- *Acting in the best interest of those whom the directors represent.*
- *Organizational interests should be prioritized and not personal interests.*
- *Understand that they are supervisors rather than engage in day to day operations of the Organization.*

1.4.2 Session 2: Roles and Responsibilities of the Board

During the session, participants were taken through the Director's role and authority, Rights of directors, Directors' appointment, Directors' competence, Board composition, Duties and responsibilities of the Directors, the Board and strategy, the key result areas of the Board, Accountability, Effectiveness and Remuneration of the Directors.

The following were emphasized as some of the responsibilities of the Board;

1. **Fiduciary Duty:** being trustworthy in acting in the best interests of those whom the director represents.
2. **Duty of Loyalty:** the best interests of the organization must prevail over personal interests.
3. **Duty of Care;** Board members must act carefully in carrying out their responsibilities- care is what is "reasonably expected of a prudent person" in managing issues.
4. **Duty Not to entrench:** If the organization is not performing and the Board ignores and continue to entrench themselves in their position. Self – perpetuity.
5. **Duty of Supervision;** Directors should know about the operations of management and take keen interest. However, they should not be engaged in day to day operations of the Organization **(Eyes On, Hands Off).**
6. **Selecting New Executive Director.** An ED has the greatest impact on the organization's development and effectiveness. This is one of the greatest roles of any board.

7. ***Determine the Organization's mission and Purpose:*** through strategic planning and follow up.
8. ***Ensure Adequate Resources:*** That there are enough resources to fulfill organization purpose. This is through continuous resource mobilization.
9. ***The Board oversees continuity*** and should purpose to recruit and orient new members.
10. ***Support the Executive Director*** and assess regular performance:

The facilitator emphasized that, *‘to achieve the goals and objectives of the organizations calls for one to have a strategy and must be documented in the strategic plan. Having a vision should not only be limited to the organization but also at a personal level’.*

1.4.3 Session 3: Relationship of Board and Management

Context: The purpose of the session was to help participants appreciate their roles, responsibilities and relationship with Management. Participants were asked to read and discuss issues that they learn from the case of “The manager and the corridor Boards”. Some of the identified challenges include: Lack of a clear schedule; conflict of interest; lack of clear roles and responsibilities; poor time management; poor team work; lack of vision; entitlement Board; and lack of respect between Board and Management.

Outcome: The Board Members took stock of their capacity needs. There was an appreciation of the need to come up with a Conflict Policy. The Board noted there was already a policy on time keeping. Board Members should be visionary.

1.4.4 Session 4: Board Committees

The purpose of this session was to take participants through the different types of Board committees and their roles as well as usefulness. A committee was defined as “a group of the unwilling, picked from the unfit to do the unnecessary.”

The facilitators emphasized that board committees are guided by TORs developed for each Committee. Specifically they:

- *Act on delegated authority*
- *Deliberate on technical issues – analyzing them and carrying the necessary research through staff*
- *Make sound recommendations to the board*
- *Cannot make Board decisions*

The following points were emphasized;

- A committee does not work independently of the entire Board of Directors, but it's a delegated task for the Board. For example; the Finance Committee reviews the reports before they are presented to the main Board.
- A committee cannot make a Board decision but rather makes recommendations to the Board.
- A committee does not overstep the powers of the Board
- To avoid many Board committees, UNYPA can choose to have Ad hoc committees or special task committees.
- The Board Chair can choose to attend a Board committee meeting. He can make contributions in the meeting but has **NO VOTE**.
- If a committee has less members, the Board Chair can co-opt people to the committee.
- The Board Chair does not have powers to throw out a topic before allowing members to debate on it.

1.4.5 Session 5: Conducting Effective Board Meetings

Context: The session highlights drew attention to the following: Preparing of the agenda for the meeting. Agenda for meetings normally takes on the following procedure (Prayer, Confirmation/ adoption of agenda, declaration of no conflict of interest, communication from the chairperson, reports, confirmation of last/ previous minutes, and closure). How sub-committees prepare business for full Board meetings; Sending documents on time; Discussion and making resolutions.

Session outcome: Members reflected on how meetings are conducted. There was an appreciation of the role of Chair and need to emphasize rules.

Points of emphasis:

- A Board meeting must have a minute book
- Any material needs to be shared with the board at least 7 calendar days before the date for the next board meeting.
- When recording minutes, they should be impersonal (no names/ titles should be attached to contributions except in the responsibility center column).
- Minutes should be referenced properly and clearly to ease tracking.
- Minutes should be recorded at least in 24 hours after the meeting, shared to the Board Chair for review in 48 hours and to the rest of the Board members within 72 hours.

1.4.6 Session 6: Board Evaluation

The purpose of the Evaluation is:

- To provide a mechanism for self-appraisal and self-improvement
- To ensure that the Board and the individual directors are adding value to the company and
- To identify training and development needs.
- An assessment of the Board is ultimately a self-assessment of the performance of the company

The facilitators mentioned that a Board Evaluation can be done in two ways;

1. ***Self-assessment with peer review:*** Each director anonymously fills out a questionnaire. The questionnaires are then summarized and results discussed by the board.
2. ***Group assessment with external facilitator:*** The facilitator discusses at length with each board member regarding individual and board performance.

1.4.7 Session 7: Board Manual

Participants were taken through why UNYPA needs a Board manual. Some of the reasons include but are not limited to the following;

- Guidelines to increase effectiveness in management
- Processes to guide Board in effective management
- The Manual can be reviewed and developed

The Executive Director presented the current UNYPA Board Governance manual and the following recommendations were made:

1. The manual needs to be reviewed every 5 years to incorporate best practices
2. The manual should make mention of the standing committees regardless of whether they have members on them or not. These need to be agreed upon.
3. UNYPA needs to consider research with comparator Organizations for best practices and update the manual accordingly.

PROPOSED BOARD GOVERNANCE WORKSHOP TIMETABLE FOR UNYPA

ANNEX 1: TRAINING PROGRAM

VENUE: (*Hotel Africana - Kampala*)

DATE: (*6th August, 2020*)

1. RATIONALE:

The overall objective is to equip participants with Corporate/ Board Governance Skills.

2. OBJECTIVES:

- To help participants have a deeper understanding of the Expectations, Roles and functions of the Board
- Educate participants on the importance and roles of board committees
- To help participants understand the importance of having a Board Governance Manual
- To equip participants on how to effectively evaluate the Board

PROPOSED BOARD GOVERNANCE WORKSHOP TIMETABLE FOR UNYPA

Time	Session	Methodology	Responsible
DAY ONE – 6th August, 2020			
08:00 – 08:30am	Registration	<ul style="list-style-type: none"> • Sign in sheet • Address labels for name badges • Folder with workshop agenda 	UNYPA
08.30 – 9:30am	Welcome remarks and introductions	<ul style="list-style-type: none"> • Icebreaker (NB: to include question to identify level of knowledge/experience participants with topic) 	UNYPA
09.30am – 09:40am	Workshop overview	<ul style="list-style-type: none"> • Brief overview outlining agenda for the day • Workshop etiquette (large group) • Appoint “energiser leaders” 	CME Solution (U) Ltd / Participants
9:40am – 10:15am	Overview of Board/ Corporate Governance	<ul style="list-style-type: none"> • Power Point presentation and probing questions from the consultant (interactive session) 	CME Solution (U) Ltd
10:15am – 10:30am	The Roles, Functions and Responsibilities of the Board	<ul style="list-style-type: none"> • Comments/ observations/ questions asked for consultant to respond. 	CME Solution (U) Ltd/ Participants
10:30am – 11:00am		BREAK TEA	
11:00am – 11:45am	Board Committees	<ul style="list-style-type: none"> • PowerPoint presentation and probing questions from the consultant (interactive session) 	CME Solution (U) Ltd
11:45am – 12:15pm	Board Governance Manual	<ul style="list-style-type: none"> • Power Point presentation and probing questions from the consultant (interactive session) 	CME Solution (U) Ltd/ Participants
12:15pm – 12:25pm	Energizer	<ul style="list-style-type: none"> • Energizer leader and participants 	All
12:25pm – 12:45pm	Questions and answers	<ul style="list-style-type: none"> • Comments/ observations/ questions asked for consultant to respond. 	CME Solution (U) Ltd
12:45pm – 02:00pm		LUNCH BREAK	
2:00pm – 03:00pm	Board Evaluation	<ul style="list-style-type: none"> • PowerPoint presentation and probing questions from the consultant (interactive session) 	CME Solution (U) Ltd
03:00pm – 03:30pm	Group exercise/ Case study	<ul style="list-style-type: none"> • Group discussion (participatory session) 	CME Solution (U) Ltd/ Participants
03:30pm – 04:00pm	Questions and answers	<ul style="list-style-type: none"> • Comments/ observations/ questions asked for consultant to respond. 	CME Solution (U) Ltd
CLOSURE/ END OF DAY			