



**FAMILY HEALTH OPTIONS KENYA
(FHOK)**

GOVERNANCE HANDBOOK

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Acronyms

ADC	Annual Delegates Conference
CAC	Comprehensive Abortion Care
ED	Executive Director
FP	Family Planning
FHOK	Family Health Options Kenya
HIV	Human Immunodeficiency Virus
HR & P	Human Resource & Planning
IPPFAR	International Planned Parenthood Federation, Africa Region
KRA	Key Result Areas
NEC	National Executive Council
RH	Reproductive Health
SRHR	Sexual Reproductive Health and Rights
STI	Sexual Transmitted Infections
VCT	Voluntary Counseling and Testing
YAM	Youth Action Movement
YFS	Youth Friendly Services

Foreword

This manual is intended to serve as a guide for NEC Members of Family Health Options Kenya (FHOK). It is designed to help new and current NEC Members, as well as staff, understand aspects of their role and governance system. The driving force behind good governance is the recognition that stakeholders have rights and NEC Members have social responsibilities that require them to be accountable, open and transparent. Additionally, accountability entails that FHOK develop and implement measures that enhance good leadership, management and governance to enhance service delivery.

The Board recognizes that the appointment of new NEC Members is a means of enhancing the performance of the NEC through the inclusion of additional skills and experience. The NEC also recognizes the importance of providing new Members with the opportunity to build their knowledge of the Association quickly, so that they are able to make an effective contribution to the work of the NEC.

This manual brings together some of the key materials and principles relevant to the role of directors and members. This will go a long way in making our Association achieve the highest standards of governance. I urge all NEC Members and volunteers to make use of the manual for not only their benefit but for the benefit of all our Members including branches.

Lastly, I would like to thank our Staff, Volunteers and the Executive Director who contributed their time, expertise and experience to develop this manual. With implementation of this manual, I see a bright future in the governance and management of our association.



Mr. Joseph Karueru
National Chairperson

Acknowledgment

This FHOK Governance Handbook aims to support and help the Association ensure the highest standards of Governance throughout the Organization and to promote adherence to accepted good governance principles. The handbook provides an overview of governance structures, system, meetings, induction process, risk management, and evaluation of board performance. The handbook acts as a single point of reference for governance system, structure and principles.

The prosperity of our association has always rested with the hopes, aspirations and creativity of staff, Volunteers, Members and partners, therefore, team work should be the cornerstone of our programs so as to increase our level of governance, performance, efficiency and effectiveness. Through this manual, our NEC Members and Volunteers will be able to demonstrate an understanding of what it means to be a Member of FHOK and the significant responsibilities in relation to fulfilling governance obligations on behalf of the Association.

I wish to express my deep gratitude and appreciation to the NEC Members, IPPFAR, the FHOK staff, and all those who participated in the preparation of this governance handbook. Most importantly, our sincere gratitude to Dr. Bani Orwa, the Director of Sterling Consultancy for working with us tirelessly through long days and several reviews. As Narendra Modi, once said, *‘Good governance with good intentions is the hallmark of our government. Implementation with integrity is our core passion’*.



Mr. Edward Marienga
Executive Director

1.0 INTRODUCTION

This manual documents the Family Health Options Kenya (FHOK)'s Governance practices. The manual is intended to guide actions of management, members of the National Executive Committee (NEC), NEC itself and its Sub-Committees.

In this manual the NEC formally recognizes:

- The respective roles, responsibilities and authorities of the NEC or NEC Members (both individually and collectively) and of management
- The accountability of the NEC and management to FHOK and its stakeholders
- The right balance of authority so that no single individual has unfettered powers; and the interest of FHOK as a whole is paramount
- The promotion of ethical and responsible decision-making by NEC and all FHOK employees based on required standards of ethical behavior.

- This manual will allow for:
 - The development of a shared agreement and understanding of governance
 - The development of high performance NEC committees whose members trust and challenge one another and engage directly with Senior Managers and Directors of FHOK.

- Review of the manual is the responsibility of the National Executive Committee.

1.1 Background

FHOK discharges its activities through 13 Static Clinics, 7 Youth Centres, outreaches, and community – based activities. The current scope of service delivery include Family Planning (FP), Safe Motherhood, Comprehensive Abortion Care(CAC), emergency contraception, treatment of STI and common illness, and Voluntary HIV counseling and testing (VCT).

FHOK has presence in 17 Counties out of the 47 Counties in Kenya with a strong grassroots network and workforce consisting of about 180 staff.

The Organization has 61 branches in the country with a strong volunteer membership of 4,176 life members and 2,311 ordinary members. FHOK recognizes volunteers as its backbone as they play an important role in providing oversight, policy guidance, resource mobilization, direction and leadership.

1.2 Aims and objectives of FHOK

The main aims and objectives of the Association are:

1. To advance the education of the country in Sexual and Reproductive Health and Rights (SRHR) including family planning and responsible parenthood in the interest of family welfare and community well-being.

2. To advocate and promote the provision of advice on contraception, voluntary sterilization, Comprehensive Sexuality Education for the youth and provision of pre-marital and marriage counseling.
3. To champion the provision of SRHR services, and the empowerment of Kenya's young people.
4. To co-operate and collaborate with other national and international organizations and Government agencies involved in the delivery of Reproductive Health including family planning services and information in the country.
5. To acquire such property, by purchase, grant or gift and donations of money or materials as may be necessary to carry out the objects of the Organization.
6. To maintain satisfactory standards in the delivery of SRHR including family planning services which shall be voluntary.
7. To facilitate access, either by direct provision or referral to SRHR information education and services **regardless of age ,sex ,marital status ,ability to pay ethnic, origin ,political and religious belief ,disability ,sexual orientation or any other factor that could make an individual the object of discrimination.**

1.3 Vision

All people exercising their sexual rights and accessing quality SRH services.

1.4 Mission Statement

To provide and champion for quality comprehensive integrated SRH information and services to all: with special focus on youth and marginalized groups through our innovative delivery programming and capacity building.

1.5 FHOK Values

Board members promise to abide by the fundamental values set out below that underpin all the activities of the Association.

1.5.1 Accountability

Everything that the Association does will be able to stand the test of scrutiny by the public, the media, members, stakeholders, donor agencies, national and local government regulators and courts.

1.5.2 Integrity and honesty

These will be the hallmarks of all conduct when dealing with colleagues within the Associations and, equally when dealing with individuals and institutions outside it.

1.5.3 Transparency

The Association strives to maintain an atmosphere of openness to promote confidence of the public, individual members, stakeholders, staff, and national and local government regulators.

NEC members and volunteers individually agree to the following:

Law, mission and policies

1. Not to break the law or go against National or Local Government regulations for non-governmental organizations in any aspect of their role as a NEC member.
2. To support the Association's mission and consider themselves its guardian
3. To abide by the Association's policies, laws, regulations, values and principles.

Conflict of interest

1. To always strive to act in the best interest of the Association.
2. To declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises.
3. To submit to the judgement of the NEC and do as it requires regarding potential conflicts of interest.

Person to person

1. Not to break the law, go against National or Local Government regulations or act in disregard of the Association's policies in THEIR relationship with fellow NEC members, staff, volunteers, members of the public, service recipients, contractors or anyone they come into contact with in their role as a NEC member.
2. To strive to establish respectful, collegial and courteous relationships with all they come into contact with in their role as a NEC member.

Protecting the Association's reputation

1. Not to speak as a NEC member of the Association to the media or in a public forum without the prior knowledge and approval of the Executive Director or Chairperson.
2. In any justifiable circumstances where it might not be possible, to obtain prior consent, inform the Executive Director or Chairperson at once when they have spoken as a NEC member of this Association to the media or in a public forum.
3. When speaking as a NEC member of this Association, their comments will reflect the current Association policy, principles and values even when these do not agree with their personal views.
4. When speaking as a private citizen they will strive to uphold the reputation of the Association and those who work in it.
5. To respect NEC and individual confidentiality.
6. To take an active interest in the Association's public image, noting news, articles, books, television programs and the like about the Association, about similar organizations or about important issues for the Association.

Personal gain

1. Not seek to gain materially or financially from their role as a NEC member, nor will they permit others to do so as a result of their actions or negligence.
2. To honestly document expenses and seek reimbursement according to the approved policy and procedure.
3. Not to accept any gift or hospitality without the prior consent of the Chairperson.
4. To use the Association's resources responsibly, when authorized, in accordance with the Association's approved policies and procedures.

In the boardroom

1. Strive to embody the principles of leadership in all their actions and live up to the trust placed in them by the Association.
2. Abide by the NEC governance procedures and practices.
3. Strive to attend all NEC meetings, giving apologies ahead of time to the Chairperson if they are unable to attend
4. Study the agenda and other information sent to them in good time prior to the meeting and be prepared to debate and vote on the agenda items during the meetings
5. Honor the authority of the Chairperson and respect his or her role as meeting leader
6. Engage in debate and voting in meetings according to procedure, maintaining a powerful attitude towards the opinions of others while making their voice heard
7. Accept a majority NEC vote on an issue as decisive and final
8. Maintain confidentiality about what goes on at NEC meetings unless authorized by the Chairperson or NEC to speak of it.

Enhancing good governance

1. Participate in induction, training and development activities for NEC members.
2. Continually seek ways to improve NEC governance practices.
3. Strive to identify good candidates for NEC membership and the appointment of new NEC members on the basis merit.
4. Support the Chairperson in his or her efforts to improve his or her leadership skills.
5. Support the Executive Director in his or her role and, with their fellow NEC members, seek development opportunities for him or her.

Leaving the NEC

1. Understand that substantial breach of any part of this code may result in their removal from the NEC.
2. Should they resign from the NEC, they will inform the Chairperson in advance in writing, stating their reason for resigning, and participate in an exit interview.

2.0 GOVERNANCE

2.1 Why NEC members of FHOK are interested in good governance

1. The Association should be headed by an effective NEC able to exercise leadership, integrity and judgment in directing the Association so as to achieve continuing prosperity.
2. The roles of NEC Members are increasingly becoming more professional and more demanding
3. They need to clearly understand their roles, duties, responsibilities, rights and liabilities
4. They need to have an adequate knowledge of the business they direct as well as good governance practices

2.2 NEC Structure

The NEC Structure as described in the Article 24 of the FHOK constitution provides for:

1. Annual Delegates Conference (ADC) – highest policy making body with full powers to formulate policies and adopt such measures as it deems appropriate to fulfill the aims and objectives of the Organization in accordance with the constitution.
2. National Executive Committee (NEC) - exercise all of the powers delegated to it by the ADC.
3. Branch Committees – performs functions of NEC at branch level

2.3 National Executive Committee (NEC)

The National Executive Committee draws its powers from Annual Delegates Conference.

Its functions include:

1. Initiating and developing policies for consideration by the Annual Delegates Conference
2. Receiving, reviewing and adopting annual and other reports and proposals for action from the head office and branches
3. Reviewing and approving the periodic strategic plans, the annual work program and budget and annual report
4. Ensuring follow up actions on the resolutions and recommendations made by the Annual Delegates Conference
5. Taking action on such other matters as it may decide necessary in between annual delegate conferences
6. Determining the terms and conditions of service of the Executive Director and appraise his or her performance annually and in writing,

7. Considering and approving reports from the Executive Director;
8. Being available to the Executive Director for consultation
9. Appointing the Executive Director and terminating his/her services as provided for in the contract of employment and applicable labor laws
10. Approving the securing of loans within the borrowing powers approved by the Annual Delegates Conference under article 14
11. Reviewing and approving the human resource policy manual, finance manual, procurement manual, volunteer code of conduct and other procedures required for the sound management of the organization.,
12. Considering any proposed amendments to the constitution
13. Considering and approving the suspension/expulsion/re-admission of members of the organization
14. Ensuring that terms and conditions of the grants are adhered to.
15. Considering and if deemed appropriate, recommending that the Annual Delegates Conference:
 - a. adopt the Strategic Plan, Annual Program/Budget and Annual Report
 - b. approve the Annual Audited Accounts
 - c. approve the establishment of branches and define the geographical boundaries thereof
 - d. approve the closure of branches
 - e. approve any proposed alterations or amendments to the constitution/Regulations
 - f. approve the appointment of a patron from amongst distinguished persons who are in sympathy with the aims and objects of the organization
 - g. establish or revise the rate of membership /subscriptions.
16. Appointing members of the various sub-committees and ad hoc committees as and when necessary
17. Overseeing the internal audit function, including the review and adoption of internal audit reports, the determination of periodic internal audits work plan and scope
18. Advocating in sexual and reproductive health issues
19. Mobilizing resources to achieve the organization's objectives
20. Considering and approving partnerships
21. Co-opting any other member(s) as deemed necessary up to a maximum of three (3) members for a renewal period of three years
22. Appointing such task forces/committees or panels to advise it on program, finance, human resource, administration, Youth, Women, Audit and Resource Development issues as it shall from time to time decide
23. National Executive Committee does not have authority to:-
 - a. fill vacancies in the Annual Delegates Conference
 - b. amend, alter or revoke the constitution/Regulations of the organization or adopt new constitutional Articles/Regulations
 - c. Approve any action requiring the approval of the Annual Delegates Conference

2.4 NEC Sub-Committees

4. Committees (such as Audit Committee) are an important part of the monitoring role of the NEC.
5. Committees operate as advisory bodies only, providing advice recommendations and assistance to the NEC and only making decisions on behalf of the NEC if expressly delegated and directed by the NEC to do so in relation to specified matters.

FHOK has 4 Sub-committees of the NEC:

- a. Audit Sub-Committee
- b. Human Resource and Procurement Sub-committee
- c. Program and Finance Sub Committee
- d. Disciplinary and Appeals Sub Committee.

2.5 Terms of reference for Sub-Committees

2.5.1 Audit Sub-Committee

Functions of Audit Committee include:

1. Recommending a qualified firm of auditors, to be considered for appointment as external auditors, by the National Executive Committee
2. Holding regular meetings with external auditors to discuss their work and exchange views and information;
3. Reviewing and evaluating the Internal Control Reports or Management Letters prepared by the External Auditors which describe weaknesses, if any, in the internal accounting and management controls of the organization and agree on recommendations for improvements
4. Reviewing, with the external auditors, the annual financial statements including the accounting policies adopted by management and the adequacy of disclosure of information, essential to fair presentation of the financial affairs of the organization
5. Discussing the overall approach to and the scope of the examination of the external auditors with particular attention focused on those areas where either the committee or the external auditors believe that special emphasis is desirable or necessary
6. Determining through discussion with the external auditors that no restrictions were placed by management on the scope of the examination or on its implementation
7. Considering the need for the organization to retain its own internal auditors and evaluate the effectiveness of the internal audit procedures
8. Reporting to the National Executive Committee as soon as they have concluded a meeting with the External Auditors

2.5.2 Human Resource and Procurement (HR & P) Sub Committee

Functions of HR & P committee include:

1. Reviewing, verifying and ascertaining that all procurement and asset disposals have been undertaken in accordance with the Act and Regulations
2. Approving the selection of the successful tender or proposal
3. Awarding procurement contracts
4. Ensuring that funds are available for the procurement under consideration
5. Ensuring that the Procuring Entity does not pay in excess of prevailing market prices
6. Reviewing and approving the procurement method to be used
7. Approving the list of tenderers in case of Restricted Tendering, prequalified persons and list of persons to be given request for proposals
8. Approving amendments of contracts previously awarded by the Tender Committee Reviewing the quarterly reports on quotations that have been awarded.
9. Receiving updates on staffing changes within the Organization and making recommendations.
10. Reviewing and approving remuneration for the Secretariat as appropriate.

2.5.3 Program and Finance Sub Committee

Functions of Program and Finance Committee include:

1. Enquiring into the effectiveness of the Executive's Director management of the financial and accounting functions through discussion with the external auditors and appropriate officers
2. Prepare an annual plan for Program development
3. Keep the NEC informed about changes on trends that would affect the Association and the ongoing programs
4. Advice the NEC on program development
5. Oversee program efforts and review the fundraising alternatives regularly
6. Review sources of funding and advice the management accordingly
7. Keep oversight on Programs and oversee publications e.g. newsletter and fund raising appeals
8. Submit program budget for NEC approval
9. Regularly review Programs on behalf of the NEC.

2.5.4 Disciplinary and Appeals Sub Committee

The functions of the committee include:

1. Dealing and reporting cases of indiscipline and acts of gross misconduct as defined in the Volunteer Code of Conduct
2. Handles reported election irregularities and make a determination
3. The Committee has the responsibility to make recommendations to the full NEC if the charge is upheld.

2.6. Branch Executive Committee

The Branch Executive Committee administers the general business of the Association within its jurisdiction. Its functions include:

1. Stimulating the creation of and approve the most appropriate projects in the light of branch plans, resources, needs and constraints
2. Ensuring optimum utilization and co-ordination of tangible and intangible, local and branch resources in the implementation of the branch projects
3. Raising sufficient funds to meet the cost of all its activities
4. Soliciting for support from the government, local authorities and local and international NGOs
5. Carrying out such other duties and functions as may be assigned to it by the National Executive Committee
6. Ensuring follow up action on Annual delegates Conference (ADC) decisions
7. Managing and administering affairs of the branch
8. Receiving and reviewing annual and other reports and proposals for action from the headquarters
9. Monitoring and reviewing the implementation of the branches approved annual work program /budget
10. Recruiting members and admitting applicants to membership of the organization
11. Taking action on such other matters as it may decide necessary between Branch Annual General meetings
12. Initiating and developing policy for consideration by the National Executive Committee.

2.7 Youth Action Movement-(YAM)

YAM provides a forum and set mechanisms for young people to express themselves as active participants and decision makers on the organization. YAM structure is composed of:

- Annual Youth Forum
- YAM National Executive Committee
- YAM Branch committee

The Role of the NEC

The NEC must direct its activities towards the achievement of the objects as set out in the FHOK Constitution.

The role of NEC Members in development and fundraising activities:

1. Work with other NEC members and with management to create a NEC development and fundraising program
2. Establish the goals and priorities of the development and fundraising based on the FHOK's strategic plan
3. Assist in formulating a list of prospective donors
4. Demonstrate commitment by being the first to contribute to the Association

5. Cultivate and solicit major prospective donors and demonstrate the organization's strengths and accomplishments.
6. Represent the organization to the community by discussing significant developments and speaking to community groups about the FHOK's work
7. Keep the organization's management fully informed of development activities and contacts so they pursue funding possibilities.
9. Establish a range of gift options that can enhance fund raising success. These may include:
 - a. Membership fee
 - b. Annual donations
 - c. Grants for special projects

Responsibilities of the NEC

Item	Explanation
The NEC must own the mission and purpose of FHOK	<ol style="list-style-type: none"> a. The NEC must Review the History of FHOK b. The NEC need to review the values, vision, missions and key result areas (KRAs) of FHOK c. The NEC needs a retreat or review meeting with staff and (possibly) stakeholders.
The NEC must support the Executive Director (ED) and assess his Performance	<ol style="list-style-type: none"> a. Agree on job Description of the ED b. Establish Performance Criteria c. Provide guidance, advice and sounding point d. Conduct annual performance appraisal e. Ensure succession planning and building of the management team
The NEC must ensure Effective Planning and Budgeting	<ol style="list-style-type: none"> a. The NEC must discuss, review and approve the FHOK Strategic Plan b. The NEC must approve the annual plan and budget c. The NEC must ensure that the annual plans are Consistent with strategic Plan d. The NEC must ensure budgets are realistic e. The NEC must ensure the association has adequate resources to make progress towards its mission. f. The NEC must contribute towards resource mobilization in an appropriate manner.
The NEC must ensure that	<ol style="list-style-type: none"> a. Human Resources Policies and procedures

resources are managed effectively	<p>must be approved by the NEC</p> <p>b. NEC Members must attend NEC meetings as per the Constitution and review quarterly management accounts</p>
The NEC must be informed about impact and results of FHOK programs	<p>a. The NEC must review the program progress every three months</p> <p>b. The NEC must review the annual program report and review the results and impact</p>
The NEC must enhance FHOK public standing	<p>a. The NEC must clarify FHOK's identity</p> <p>b. The NEC must monitor and strengthen FHOK's public relations and communications</p> <p>c. The NEC must act like ambassador for the Association.</p>
The NEC must ensure the legal and ethical integrity of the Association	<p>a. The NEC must ensure FHOK maintains public accountability</p> <p>b. The NEC must ensure all statutory obligation are met.</p>
The NEC must continually develop its capacity	<p>a. The NEC must recruit and orient new NEC members</p> <p>b. The NEC must be familiar with the Accreditation principles</p> <p>c. The NEC must assess its performance</p>

Roles of Individual NEC Members

1. NEC members are individually, collectively, legally accountable for the association and its activities.
2. NEC members must exercise their powers with appropriate care and diligence with regard to the circumstances, act in good faith, avoid conflicts of interest, and act in the best interests of the Association as a whole
3. Bring an independent perspective to the NEC, to assist in the provision of leadership to the Association
4. Add value to the effectiveness of the Association
5. Allocate sufficient time to become familiar with the operations of the Association and to take the positive steps necessary to carry out their duties specified in the Constitution.

Responsibilities of Individual NEC Members

1. Exercise their powers with appropriate care and diligence that is reasonable in all of the circumstances
2. Act honestly, in good faith, and in the best interests of the Association
3. Should not allow a conflict of duty and interest to arise
4. Not misuse their position for their own or a third party's possible advantage unless this course of action is consented to by the Board
5. Not use information obtained by them in their capacity as NEC Member improperly
6. Resolve differences of opinion in a confidential, professional and mature manner

7. Ensure that their statutory obligations are met by the Association
8. Participate in NEC and Committee meetings

Rights of Individual NEC Members

1. To seek information in relation to FHOK's activities and business decisions
2. To access training and education related to the effective discharge of their duties and responsibilities as a NEC Member

Code of Conduct for NEC Members

1. A NEC Member must act honestly, in good faith and in the best interests of the
2. Association.
3. A NEC Member has a duty to use due care and diligence in fulfilling the functions of office and exercise the powers attached to that office.
4. The NEC Member must use the powers of office for a proper purpose, in the best interests of the Association as a whole.
5. A NEC Member must not make improper use of information acquired as a NEC Member.
6. A NEC Member must not take improper advantage of the position of NEC Member.
7. A NEC Member must not allow personal interests, or the interests of any associated person, to conflict with the interests of the Association.
8. A NEC Member has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the NEC.
9. Confidential information received by a NEC Member in the course of the exercise of NEC duties remains the property of the Association from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorized by the Association, or the person from whom the information is provided.
10. A NEC Member should not engage in conduct likely to bring discredit upon the
11. Association
12. NEC Members are expected to be clean and dressed appropriately while attending meetings of the Organization

Qualities of a NEC/Branch Member

1. Shows commitment to the Association
2. Shows collegiality by not undermining other NEC/Branch members and by supporting decisions made by the NEC/Branch, even if they disagree with the decision made
3. Listens carefully in meetings and participates without monopolizing discussions
4. Does not speak on behalf of the NEC/Branch unless authorized to do so
5. Volunteers for assignments and is prepared to take a leadership role
6. Completes all required reading before meetings and asks questions to ensure understanding
7. Maintains confidentiality
8. Declares all conflicts of interest

9. Does not interfere with the management of the Association
10. Develops skills and knowledge related to NEC/Branch business
11. Questions information provided and continues to question it until they are satisfied with its accuracy
12. Must satisfy themselves that the Association is being run effectively
13. Attends meetings regularly

3.0 NATIONAL EXECUTIVE COMMITTEE MEETINGS

NEC meetings are successfully used to implement FHOK policies and strategies. Well attended NEC meetings are critical to a NEC working effectively.

Effective and Efficient NEC meetings require:

1. Adequate Preparation

- a. Conducive Atmosphere: appropriate location, accessible, comfortable, well equipped
- b. Good Timing: Dates agreed by all NEC members well ahead of time, receive correspondence in regular correspondence with NEC members
- c. Achievable agenda: Clear, communicated well before hand, focus on strategic issues, items well prepared
- d. Documents: Concise, clear, screened and circulated early enough with action required clearly stated

2. Time Management

- a. Punctuality
- b. Finish on Time
- c. Manage meeting time well

3. Executive Director and Chairperson well prepared

- a. Executive Director holds planning meeting with Chairperson
 - i. Agenda clear
 - ii. Decisions required clear
 - iii. Papers reviewed
 - iv. Time allocation for each agenda item agreed
 - v. Strategy for difficult issues discussed
 - vi. Agenda should
 - Fit the agreed objectives of the NEC meetings
 - Not be too long
 - Have specific items to discuss, rather than just a list of general areas
 - Include cross references to the relevant items in the NEC papers

4. Good NEC Papers
 - a. Distributed early enough (7 days)
 - b. Well organised
 - c. Concise, strategic, required decisions clear
 - d. Sub committees and officials have reviewed the items before the meeting and talk about them
5. Good Chairing of the Meeting
 - a. Focus on Agenda; agree at the beginning of the meeting, stick to agenda
 - b. Stick to agreed timetable
 - c. As far as possible involve all NEC members
 - d. Keep people motivated, combine seriousness and humour, break when necessary
 - e. Decision-making by consensus should be the norm, voting by exception and in General Meetings
 - f. Clarify decision or resolution at end of each item for both Secretary and members
 - g. Have approval of minutes prepared before the meeting, this item should take no more than 5 minutes
 - h. Have Executive Director present the matters arising from the last meeting, with a document; members raise additional items by exception; never read through the minutes in the meeting and take items one at a time.
 - i. Ground Rules agreed to and adhered to (smoking, mobile phones, dress code, punctuality, breaks)
 - j. Be sensitive to political machinations and deal with them
 - k. Be well-informed, have own position, play your leadership role when it is required
6. Good Minutes
 - a. No longer than necessary, not verbatim, not notes; a happy balance
 - b. Prepare follow-up plan at end of meeting (task analysis) and circulate with minutes
 - c. Ensure all editorial glitches have been removed from the minutes
 - d. Make decisions and resolutions clear
 - e. Have extra set ready to sign
7. Use of Sub Committees
 - a. Do not repeat work of sub committees**
 - b. Respect Committee recommendations and inputs to the Board Meeting
8. Use of Resource People
 - a. Invite leaders in relevant fields to broaden understanding of key issues
 - b. Use them well and appropriately
 - c. Schedule carefully
9. ED Relationship with NEC
 - a. Transparency between Management and NEC
 - b. Make ED aware of key issues Members plan to raise

- c. ED makes concise inputs and allows NEC Members time to question and discuss
10. NEC Members well prepared
- a. Read all papers, study and consider your inputs for the meeting
 - b. Focus on strategic issues
 - c. Discuss issues of management, operations and implementation with the ED before or after the meeting
 - d. Attend meetings regularly or resign**

It is also important that NEC members work between meetings and in committees. Committees work between NEC meetings and report to the full NEC.

3.1 ROLES OF CHAIRPERSON IN MEETINGS

1. Chairs all meetings of the NEC
2. Chair approves the agenda drafted by the ED for all meetings
3. Must know the agenda (The agenda is drafted by the ED, but the Chairperson must know the substance and history of the items)
4. Keep in touch with the ED between meetings
5. Keep NEC members up-to-date about important issues and potential crisis(es) between meetings.
6. Differentiate between appropriate and non-appropriate NEC topics
7. Diplomatic consensus building
8. Provide all leadership to the NEC without limiting the principle of collective responsibility for NEC decisions
9. Ensure timeliness and relevance of information and materials to the NEC
10. Guide the NEC decision making process and where necessary use his casting vote (ultimate decision maker).

Qualities of a good Chairperson

An effective Chairperson should be able to:

1. Create a good team
2. Command respect from fellow NEC members, stakeholders and employees
3. Understand FHOK operations and programs
4. Listen to all opinions and speak honestly
5. Receive regular feedback on what could be improved

3.2 ROLE OF EXECUTIVE DIRECTOR IN MEETINGS

1. Share the minutes of the previous meeting with Chairperson
2. Circulate meetings of the previous meeting to members at least 7 days before the next meeting
3. Draft the Agenda for the meeting in consultation with the Chairperson
4. Responsible for the record of minutes of the meeting

5. Spearhead the implementation of Action points
6. Report back on actions taken/matters arising
7. Prepare technical information
8. Prepare of meeting venue and logistics

Term

The term of each Board member is three years. As in practice, the elected members May serve for two three year term, it is expected that continuity of membership may be considered by delegates during elections at the ADC.

Replacement and Resignation

All members are expected to give the Chair adequate notice of any intended resignation in the foreseeable future.

4.0 REIMBURSEMENT OF EXPENSES FOR NEC MEMBERS AND VOLUNTEERS

NEC members and Volunteers can recover reasonable costs for NEC/ADC/Branch meetings and other official business authorized by the NEC. For claims to be reimbursed, the NEC/Branch member should prepare a claim for reimbursement and send to FHOK Executive Director following prior approval by the Chairperson.

Receipts must be provided for claims to be reimbursed. The Director of Finance should be provided with bank details where necessary. When the NEC/Branch member is claiming multiple items (e.g. accommodation and airfare), a single claim should be submitted.

4.1 Airfares

NEC members and Volunteers who intend to travel by air must first seek approval of the ED or Chairperson. They must fill the advance form which has to be approved in advance before they depart from location. Once approved, the ticket will be directly procured by head office and the booking reference sent to the Member. Tickets procured by Members on their own and without approval will not be reimbursed. Boarding pass must be kept and surrendered to the Director of Finance or his/her designate.

4.2 Local travel

NEC members and Volunteers are encouraged to use public road transport where feasible for travel to and from authorized meetings. Receipts should be submitted to the Director of Finance to recover these costs. Members who intend to use their personal vehicles for local travel must seek prior approval from the ED or the Chairperson.

4.3 Taxis

Travel by taxi for NEC members and Volunteers is not encouraged where efficient public transport options are available. Members are requested to seek prior approval from the Director of Finance in cases where they have to use a taxi to and from authorized meetings.

4.4 Car parking

Short and long stay parking associated with FHOK business in any part of the Country will be refunded on production of receipts.

4.5 Accommodation

In an attempt to keep costs down, FHOK seeks corporate accommodation rates for NEC members and Volunteers travelling for NEC/ADC meetings. NEC members and Volunteers are however free to book their own accommodation and will be reimbursed on production of receipts. Reimbursement will be in line with the approved per-diem rates for each NEC Member/Volunteer. Costs of accommodation over and above a Member's ceiling and other personal Hotel service costs incurred will be paid by the individual.

4.6 Meals

As a general rule, no reimbursement will be made other than the Daily Subsistence Allowance paid Members as per-diems.

5.0 INDUCTION OF NEW NEC MEMBERS AND VOLUNTEERS

New NEC members must be properly inducted and the Association has set out the appropriate procedures for this.

5.1 Purpose

To ensure new NEC Members are correctly inducted onto the NEC and that they are provided with suitable initial and on-going training to understand the strategic direction and business of the Association and their role as a NEC Members.

5.2 Responsibility

- The Chairperson ensures that all NEC Members are adequately inducted, trained and supported to perform their roles and functions
- The Chairperson is supported by the Executive Director in the induction process for new NEC Members.

5.3 NEC Induction Process

The objective of induction is to provide a new NEC members with the information they will need to become as effective as possible in their role within the shortest practicable time. All NEC members are expected to contribute to NEC meetings to the best of their ability.

To facilitate this, the NEC provides each new NEC member with a thorough induction into the affairs of both the NEC including details of its issues, current concerns, staff, its financial position and its liabilities and assets. Each new NEC members will receive a "*New NEC Member Pack*", including a copy of the following documents:

1. The FHOK Governance Manual
2. FHOK Constitution
3. FHOK organizational chart
4. The current FHOK strategic plan
5. The most recent annual report
6. The last two sets of NEC minutes
7. Description of NEC procedures covering details such as when papers are sent out, the method of delivery, the normal location of meetings and how long they last plus NEC calendar of events.
8. The names, addresses and contact details of all NEC members
9. The list of committees and their members
10. Details of upcoming meetings and other NEC events.

New NEC members will meet with the Chair after being given the pack and preferably before their first Board meeting. Its purpose is to answer any questions the new NEC member/s may have and to help familiarize them with the NEC's governance role.

- a. New NEC members will also meet with the Executive Director. The purpose of this meeting is to familiarize the new member/s with the staff's operational role, to tour the facility and to meet staff.
- b. New NEC members will be supported throughout the first six months of their appointment by members of the NEC and the Chair.
- c. New NEC members will be required to sign a letter of agreement indicating that they are fully aware of their role and its implications and accept this position.

Whilst the induction process is designed to assist new NEC members with their understanding of FHOK, FHOK anticipate further training to assist the NEC member(s) to understand governance practices, financial and operational aspects of FHOK.

Induction process

Issue	Provide information on:	Presentation options
History	To provide sufficient knowledge about the past so that the present makes sense. Will be helped to see their own participation as part of the association's ongoing story	-Visual presentation, backed by personal reflections from current or previous NEC members -Brief written history
Organization structure	To help new NEC members understand who does what and what lines of accountability are.	-Copy of the constitution, by laws or regulations -Organization chart -Introduction of key staff members
Strategic direction	To clarify the mission, vision, values and goals that inform its	-Presentation/discussion led by the ED or Chairperson

	actions	-Copy of strategic plan
Program	To offer a feel of the work of the FHOK-what it does, who it serves, what difference it makes – to get the new Members emotionally and intellectually connected and motivated	-Tour of facilities -Observation of/participation in program activities -Presentation by client, member or program participant -Video, film, slide presentation -Written materials
Finances	To help new NEC members become informed about where money comes from, how it is spent and the state of the Association’s financial health. (This information is also useful for returning NEC members)	-Presentation by Chair of Finance committee or Honorary Treasurer -Background materials (most recent audit, budget), graphically presented if possible

Communication with Stakeholders

Communications with stakeholders is primarily delegated responsibility of the Executive Director. Consequently, individual NEC members do not provide communication back to stakeholders about matters discussed or agreed by the NEC unless on exceptional cases.

6.0 RELATIONSHIP AND COMMUNICATION IN GOVERNANCE

Important Relationships within Governance of FHOK

6.1 The Chairperson and the Executive Director (ED)

A critical relationship:

1. Must subscribe to a common vision and direction
2. Must have mutual trust, respect and support
3. Regular and open communication between ED and Chairperson is crucial
4. ED must ensure Chairperson receives no surprises from the NEC members
5. Chairperson must inform the ED of upcoming issues
6. ED must inform Chairperson of all major developments
7. ED must prepare Chairperson for all NEC meetings
8. ED and Chairperson must form leadership team to keep the Organization on track.

6.2 Individual NEC members and the Chairperson:

1. Chairperson must be accessible to all NEC members

2. Chairperson must identify potential of each NEC member and work with the ED to enable the member to contribute appropriately.

6.3 Individual NEC Members and the Executive Director

- Executive Director must keep in touch with all NEC members
- Executive Director should enable NEC members to visit program activities where funds allow and be involved in Organizational activities.

6.4 Individual NEC members and the Staff:

Informal Relationships.

- NEC members should have annual opportunities to meet the staff and understand what each person contributes to the Association
- NEC member should be encouraged to visit the office and program activities on an occasional basis when resources become available.

Formal Relationships.

- Director Finance and Administration (DFA) / Internal Auditor
 - Committee Chair and Appropriate Officer.
- These relationships are similar to the special relationships between the Executive Director and the Chair.
- These are important professional relationship through which the NEC make major contribution to the Organization. They advise and support the policy and proceeds in the area of professional expertise.

7.0 RISK MANAGEMENT

Risk is any potential event that may prevent FHOK from achieving stated goals or desired outcomes. Risk arise out of any change process and uncertainty about the actual outcomes of that change.

7.1 Role of NEC in Risk Management

1. NEC is responsible for overall risk management
2. Audit subcommittee is specifically responsible for the policy adopted by FHOK
3. Executive Director has risk management as a specific responsibility
4. All Directors are responsible for risk management in their respective departments

5. Detailed risk management implementation is assigned to the Internal Auditor and DFA

7.2 NEC's Risk Information

1. Individual NEC members should receive regular reports on Organizational risk management that includes:
2. Important incidents (near misses)
3. Emerging risks or critical issues
4. Program delivery plans
5. Results of internal audit
6. Current financial exposure (short or long term)

8.0 EVALUATING NEC PERFORMANCE

Board members must commit to an annual process for the evaluation of the NEC's effectiveness. This is undertaken with a view to continuous improvement, rather than with a sense of identifying failures or shortcomings of the NEC or its Members. NEC evaluation tool is provided as an attachment to this hand book.

8.1 Self-Assessment Instructions

The FHOK NEC self-assessment tool will help NEC members assess the degree to which they have met the essential requirements of effective governance. The questions themselves are designed to be thinking points to help the NEC answer certain key questions and also to spark a discussion in the NEC on what can be improved.

Because governance is a fundamental issue and applies with the same principles to all organisations, whatever the sector of work, the questions are kept general, with wide applicability. All of the questions are relevant to FHOK's work. Where members come across questions not relevant to FHOK's work, they are expected to provide an explanation of why this is so.

The FHOK NEC assessment tool captures the following components:

1. NEC's knowledge and awareness
2. Member integrity and collective responsibility
3. Strategic direction and policies
4. Relation to Executive Director
5. Monitoring Organisation's performance
6. Ensuring financial health of Organisation
7. Accountability and transparency
8. NEC review and renewal