Board of Directors Rules of Procedure

GADIM REFUGEES EMPOWERMENT CENTER (GREC)

Republic of Uganda - Kampala

Adopted on 31 December 2025

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PART I

GENERAL PROVISIONS

Article 1: Purpose

These Rules supplement the Constitution, regulate the powers and responsibilities of the Board of Directors, and govern its relationship with the General Assembly, Executive Management and its committees in accordance with the highest standards of good governance.

Article 2: Governance Principles

The Board shall lead the Organization in accordance with:

1. Strategic leadership
2. Institutional independence
3. Integrity
4. Transparency
5. Accountability
6. Risk management
7. Sustainability
8. Protection of beneficiaries' rights
9. Respect for human rights
10. Evidence-based decision-making.

Article 3: Responsibilities of Board Members

Each member shall:

1. Attend meetings regularly
2. Review documents in advance
3. Maintain confidentiality
4. Disclose conflicts of interest
5. Discharge the duties of care, loyalty and obedience
6. Respect collective decisions
7. Continuously develop relevant knowledge
8. Represent the organization with dignity.

Article 4: Collective Responsibility

The Board bears collective responsibility for its decisions.

Members shall support duly adopted decisions, while retaining the right to have an objection recorded where they consider a decision unlawful, unconstitutional or likely to expose the Organization to serious risk.

Article 5: Quorum

A Board meeting is quorate when an absolute majority of voting members is present.

1. A member with a material conflict shall not count toward quorum for the affected item where the conflict requires absence from discussion and voting.
2. If quorum is absent, the meeting shall be adjourned. No binding decision may be made without quorum, except an urgent protective measure that cannot reasonably await a meeting.

Article 6: Electronic Participation

Meetings may be physical, electronic or hybrid provided that:

1. All members can hear and participate
2. Participants' identities are verified
3. Communications are confidential
4. Voting integrity is protected
5. Attendance and decisions are documented
6. Data and information are protected.
7. Electronic participation constitutes full attendance for quorum and voting.

Article 7: Decision-Making

The Board shall seek consensus where practicable.

1. Where consensus is not achieved, a majority of members present and voting shall make decisions.
2. In the event of a tie, the meeting chairperson shall have a casting vote.

Article 8: Written Resolutions by Circulation

The Board may adopt a written resolution without meeting where:

1. The proposed resolution and supporting documents are sent to all members
2. Members have a reasonable opportunity to ask questions
3. The required majority approves
4. The resolution is entered in the register and tabled at the next meeting.

Circulation shall not be used to approve:

1. The draft strategic plan before submission to the General Assembly
2. The draft annual budget before submission to the General Assembly
3. Annual financial statements before submission to the General Assembly
4. Election of Board officers or appointment or dismissal of the Secretary-General/CEO
5. A material organizational restructuring
6. A recommendation for merger or dissolution
7. A matter requiring extensive collective deliberation.

Article 9: Minutes of Meetings

Minutes shall record at least:

1. Date, time and venue

2. Members present, apologizing and absent
3. Confirmation of quorum
4. Agenda
5. Conflict-of-interest disclosures
6. Matters considered
7. Decisions
8. Voting results where relevant
9. Dissent requested to be recorded
10. Persons responsible for implementation
11. Implementation deadlines.
12. Draft minutes shall be circulated within a reasonable period and approved at the next meeting or electronically under approved procedures.

PART II

BOARD COMMITTEES

Article 10: Establishment of Committees

The Board may establish standing or ad hoc committees to assist it, each operating under Board-approved written terms of reference.

A committee does not relieve the Board of collective responsibility or transfer ultimate responsibility for decisions and oversight.

Article 11: Standing Committees

According to organizational size and need, standing committees may include:

1. Audit, Risk and Compliance Committee
2. Governance and Nominations Committee
3. Finance and Investment Committee
4. Program, Quality and Impact Committee
5. Human Resources and Remuneration Committee
6. Safeguarding and Ethics Committee.
7. Committees may be combined during early organizational stages, provided independence and oversight are preserved and conflicting functions are avoided.

Article 12: Composition of Committees

Each committee shall comprise an appropriate number of Board members. Independent experts may serve in a non-voting advisory capacity.

1. Composition shall reflect:
2. Relevant competence and experience
3. Independence
4. Diversity

5. Avoidance of conflicts
6. Balanced distribution of responsibilities
7. Avoidance of excessive concentration of committee chairs.
8. The Board Chairperson shall not chair the Audit, Risk and Compliance Committee.

Article 13: Committee Reports

After each meeting, a committee shall report to the Board on:

1. Matters considered
2. Decisions made within delegated authority
3. Recommendations
4. Risks or deficiencies requiring intervention
5. Follow-up matters.
6. Recommendations are not binding until adopted by the board unless the committee has express authority to decide a specified matter.

Article 14: Annual Review of Committees

The Board shall annually review each committee's:

1. Composition
2. Terms of reference
3. Number of meetings
4. Member attendance
5. Performance
6. Quality of reports
7. Continued need, modification or possible merger.

PART III

RELATIONSHIP BETWEEN THE BOARD AND EXECUTIVE MANAGEMENT

Article 15: Separation of Governance and Management

Governance shall clearly separate Board responsibilities from Executive Management.

1. The Board proposes strategic direction for General Assembly approval; approves operational plans and policies within its mandate; and provides oversight, accountability and risk governance. Executive Management runs daily operations and implements approved plans, policies and decisions.
2. Neither the Board nor an individual member may intervene in daily management or directly instruct staff except through the Secretary-General or under formal Board authority.

Article 16: Secretary-General and Chief Executive Officer

The Board shall appoint the Secretary-General as Chief Executive Officer under a written contract, based on merit and fair competition. The job description, objectives, authority, service conditions, evaluation and accountability mechanisms shall be documented.

1. The Secretary-General is not a Board member but may attend without voting rights.
2. The Human Resources and Remuneration Committee or a suitably independent selection panel shall manage advertising, verification of qualifications and references, conflict disclosures and a reasoned recommendation to the Board.

Article 17: Board Officers

The Board shall elect from among its members:

1. The Board Chairperson
2. The Vice-Chairperson
3. The Board Secretary.
4. It may elect a Treasurer to exercise non-executive financial oversight, provided the Treasurer does not perform custody, disbursement or accounting functions.
5. Officers serve within their Board terms and may be removed from office by a reasoned Board decision without termination of Board membership.

Article 18: Right to Information

The Board and its committees are entitled to all information, records and reports necessary for their duties, subject to confidentiality and data-protection law.

Executive Management shall:

1. Not withhold material information
2. Provide information promptly
3. Identify uncertainty or data limitations
4. Correct inaccuracies promptly
5. Facilitate coordinated access to relevant staff.

This right shall not be used to intervene in daily management or bypass reporting lines.

Article 19: Independent Professional Advice

Where necessary, the Board or a committee may obtain independent legal, financial or technical advice at the Organization’s expense, subject to:

1. A justified need
2. Approval under delegated authority
3. Budget and procurement rules
4. Conflict-of-interest disclosure
5. Confidentiality
6. Reporting the advice to the board.

PART IV

CONFLICTS OF INTEREST, ETHICS AND CONFIDENTIALITY

Article 20: Duty to Avoid Conflicts of Interest

A Board member shall avoid any actual, potential or perceived conflict between personal, family, professional or financial interests and the Organization's interests.

A member shall not use office, information or property for personal benefit or the benefit of another.

Article 21: Annual Declaration of Interests

On appointment and annually, each member shall declare relevant:

1. Outside employment and offices
2. Other board memberships
3. Material business and financial interests
4. Relevant family connections
5. Relationships with suppliers, partners or donors
6. Any interest affecting independent judgment.

The secretary-general shall maintain an updated register of interests.

Article 22: Disclosure at Meetings

A member shall promptly disclose a conflict concerning an agenda item, and the disclosure shall be minute.

The meeting chairperson shall determine whether the member may:

1. Remain and participate without voting
2. Provide information and withdraw
3. Withdraw from discussion and voting
4. Be excluded from receiving related documents.

Where the chairperson has mixed feelings, an independent member shall manage the matter.

Article 23: Related-Party Transactions

The Organization may transact with a Board member, relative or connected entity only where:

1. The transaction is lawful, necessary and in the Organization's interests
2. Full disclosure is made
3. Terms are fair and comparable to market terms
4. Appropriate procurement and competition procedures are followed
5. The affected member abstains
6. Independent members approve
7. The transaction is recorded in minutes and financial records
8. Required notifications are made to authorities or donors.

Article 24: Gifts and Hospitality

1. A Board member shall not solicit or accept a gift, benefit or hospitality that may, or may appear to, impair independence or integrity.
2. Items exceeding the policy threshold shall be disclosed and surrendered or otherwise handled under the approved policy.

Article 25: Confidentiality

Board members shall protect confidential information concerning beneficiaries, staff, donors, investigations, contracts, finances and unpublished plans.

The duty survives termination of membership. Disclosure is permitted only:

1. As required by law
2. Under formal authority
3. To protect a person from imminent danger under approved procedures
4. For a legitimate professional purpose approved by the board.

Article 26: Public Statements and Communications

1. A Board member shall not speak for the Board or Organization without authority.
2. The Chairperson addresses Board-governance matters; the Secretary-General addresses executive and operational matters unless the Board decides otherwise.
3. Members shall avoid publishing information or opinions that may harm the Organization, beneficiaries, investigations or institutional relationships.

PART V

BOARD PERFORMANCE, DEVELOPMENT AND SUCCESSION

Article 27: Induction of Board Members

Every new member shall complete an induction program covering:

1. Mission and programs
2. Constitution and these rules
3. Organizational structure
4. Legal and fiduciary duties
5. Financial and administrative policies
6. Risk and compliance
7. PSEAH policy
8. Conflicts of interest
9. Committee duties
10. Current financial and programs position
11. Field visits where appropriate.

Article 28: Continuous Development

The Board shall approve an annual capacity-development plan, which may include:

1. Governance
2. Financial management
3. Reporting and audit
4. Risk management
5. Humanitarian action and refugee rights
6. Child safeguarding and PSEAH
7. Digital security and data protection
8. Resource mobilization
9. Monitoring and evaluation
10. Strategic leadership.

Article 29: Annual Board Evaluation

The Board shall annually evaluate collective performance, including:

1. Quality of strategic leadership
2. Meeting effectiveness
3. Quality of information
4. Follow-up of decisions
5. Committee performance
6. Risk management
7. Relationship with executive management
8. Diversity of skills and experience
9. Attendance and participation
10. Independence and integrity.

It shall adopt an improvement plan responding to findings.

Article 30: Evaluation of Individual Members

Individual performance may be assessed periodically against:

1. Attendance and discipline
2. Meeting preparation
3. Quality of participation
4. Confidentiality
5. Interest disclosures
6. Committee contribution
7. Professional conduct
8. Capacity development
9. Support for mission
10. Collective responsibility.

Results inform development, nomination, renewal and accountability.

The Governance and Nominations Committee shall prepare an annual skills-and-diversity matrix covering legal and governance, finance and audit, programs, refugee rights and humanitarian work, HR, safeguarding and gender, resource mobilization, communications, technology and cybersecurity, beneficiary representation, gender, age and professional diversity.

Article 31: Institutional Succession Planning

The Board shall maintain a succession plan ensuring leadership continuity and avoiding excessive dependence on individuals, including:

1. Identification of critical roles
2. Development of alternative leaders
3. Phased transfer of responsibilities
4. Preservation of institutional knowledge
5. Contingency plans for sudden vacancies
6. Succession for the chairperson, board secretary, secretary-general/ceo, committee chairs and critical executive positions.

PART VI

BOARD REMUNERATION, EXPENSES AND RESOURCES

Article 32: Principle of Voluntary Service

1. Board membership is ordinarily voluntary and carries no salary or periodic wage unless the Constitution and a General Assembly resolution provide otherwise.
2. Membership shall not be used for personal or unlawful financial gain.

Article 33: Reimbursement of Reasonable Expenses

The Organization may reimburse actual and reasonable expenses incurred on approved official duties, including:

1. Transport and travel
2. Necessary accommodation
3. Official communications
4. Mission-related visas and permits
5. Approved field expenses
6. Other costs approved in advance.

Reimbursement requires an approved assignment, supporting documents, compliance with financial and travel policies, no duplicate reimbursement, and approval by the competent authority.

Article 34: Sitting Allowances and Honoraria

A sitting allowance or honorarium may be paid only where:

1. Authorized by the Constitution or General Assembly
2. Included in the approved budget
3. Reasonable and proportionate to available resources
4. Transparently disclosed in financial reports
5. Not prejudicial to independence or non-profit status.

A member shall not participate in a decision concerning personal remuneration.

Article 35: Board Resources and Administrative Support

The Organization shall provide reasonable resources, including:

Board secretariat and administrative support

1. Access to records
2. Training
3. Professional advice
4. Secure communications
5. Meeting arrangements
6. Translation or language facilitation
7. Reasonable accommodation for members with disabilities.

All resources are subject to the approved budget, financial and procurement policies.

PART VII

CRISIS MANAGEMENT AND EMERGENCY GOVERNANCE

Article 36: Definition of Emergency

An emergency is a sudden event or serious risk threatening:

1. The lives of beneficiaries, staff or volunteers
2. Business continuity
3. Assets or resources
4. Information and data security
5. Legal or regulatory standing
6. Reputation and credibility
7. Donor and partner obligations
8. Program and project integrity.

Article 37: Emergency Powers

The Board may adopt temporary exceptional measures that are:

1. Necessary
2. Proportionate
3. Time-limited
4. Documented
5. Lawful
6. Subject to subsequent review.

Emergency powers shall not suspend the Constitution or override the General Assembly has reserved powers.

Article 38: Emergency Committee

The Board may establish a temporary Emergency Committee comprising:

1. Board chairperson
2. Secretary-general/ceo
3. Vice-chairperson
4. Chair of the audit, risk and compliance committee
5. Any necessary member or expert.

It may take only urgent decisions that cannot await a board meeting, within written authority, and shall report fully and submit decisions for ratification at the earliest meeting. Its powers expire when the crisis ends or the board so decides.

Article 39: Urgent Decisions by the Chairperson

1. Where neither the Board nor Emergency Committee can practicably meet, the Chairperson may, after consultation where possible with the Vice-Chairperson, Secretary-General/CEO and Audit, Risk and Compliance Committee Chair, take an urgent protective measure to safeguard persons, assets or legal standing.
2. The measure shall be strictly necessary, documented with reasons, promptly notified to members, submitted for ratification, amendment or revocation, and shall not be taken where the Chairperson has a conflict.

Article 40: Business Continuity

The Board shall oversee a business-continuity and disaster-recovery plan covering:

1. Critical functions and programs
2. Alternative leadership
3. Data protection and backups
4. Alternative workplaces and communications
5. Safety and evacuation
6. Continuity of essential beneficiary services
7. Communications with donors, partners and authorities
8. Periodic testing.

Article 41: Crisis Communications

The Organization shall maintain a crisis-communications mechanism specifying:

1. Official spokesperson
2. Information-approval sequence
3. Communications with beneficiaries and staff
4. Communications with donors and authorities
5. Media and social-media management
6. Confidentiality and affected persons’ rights
7. Countering misinformation
8. Documentation and recordkeeping.

Unverified information or information identifying victims or whistleblowers shall not be published without lawful basis and necessary consent.

<u>Article 42: Post-Crisis Review</u>

After a material crisis, the Board shall document a review of:

1. Causes
2. Response effectiveness
3. Adequacy of powers and procedures
4. Loss and damage
5. Control weaknesses
6. Lessons learned
7. Corrective action
8. Required amendments to plans and policies.

PART VIII

ATTENDANCE, MISCONDUCT, SUSPENSION AND REMOVAL

<u>Article 43: Attendance Obligation</u>

1. Members shall regularly attend and actively participate in Board and committee meetings.
2. Performance deficiencies include repeated unexplained absence, inadequate preparation, persistent non-participation, repeated delay, disregard of training or disclosure requirements, and failure to respond to material Board correspondence.
3. The minimum annual attendance rate shall ordinarily be at least seventy-five per cent.

<u>Article 44: Grounds for Disciplinary Accountability</u>

A member may be held accountable for:

1. Breach of the Constitution, these Rules or mandatory policies
2. Breach of fiduciary duties
3. Abuse of authority
4. Failure to disclose a conflict
5. Unauthorized disclosure
6. Fraud, corruption or misuse of resources
7. Harassment, exploitation or abuse
8. Retaliation against reporters or witnesses
9. Deliberate reputational harm
10. Misleading the Board
11. Repeated absence or gross neglect
12. Conduct demonstrating unfitness for office.

Article 45: Preliminary Assessment

Upon an allegation, the Governance and Nominations Committee or an independent body appointed by the Board shall assess:

1. Nature of the allegation
2. Organizational jurisdiction
3. Reasonable grounds for investigation
4. Need for interim protection
5. Possible conflicts
6. Need for referral to authorities.

A preliminary assessment is not a finding of guilt.

Article 46: Interim Suspension

Membership may be suspended during investigation where continued functions may:

1. Endanger persons
2. Affect evidence or witnesses
3. Obstruct investigation
4. Seriously endanger assets or reputation
5. Create an unmanageable conflict.

Suspension is not a sanction or finding, shall be time-limited, and reviewed.

Article 47: Investigation and Fair Hearing

An investigation shall be independent, impartial, confidential and procedurally fair.

1. The member has the right to:
2. Know the allegations
3. Access material information that may lawfully be disclosed
4. Respond orally or in writing
5. Present evidence and witnesses
6. Be assisted under the procedures
7. Receive a reasoned decision
8. Appeal under approved provisions.

Article 48: Disciplinary Measures

Depending on seriousness, measures may include:

1. Advice or guidance
2. Caution
3. Written warning
4. Apology or correction
5. Mandatory training
6. Withdrawal of specified authority
7. Removal as committee chair

8. Temporary suspension
9. Recommendation against renewal
10. Recommendation for removal
11. Referral to authorities
12. Restitution or lawful compensation.

Article 49: Removal from Office

1. A member may be removed only under the Constitution and law after fair process.
2. Removal may be recommended for serious misconduct, loss of legal capacity, conviction involving dishonesty or integrity, serious or repeated fiduciary breach, unmanageable material conflict, repeated absence, conduct threatening beneficiaries or the Organization, or continuing inability to perform duties.
3. The Board shall submit a reasoned recommendation; the General Assembly decides under the Constitution and required legal notifications or registrations shall be completed.

Article 50: Resignation

1. A member may resign by written notice to the Chairperson through the Board Secretary. The Chairperson resigns to the Vice-Chairperson.
2. Resignation takes effect on receipt unless a later date is specified, subject to legal notification or registration.
3. The resigning member shall hand over documents and property, maintain confidentiality, assist transition, disclose pending matters and cease representing himself or herself as a Board member.

Article 51: Handover and Continuing Obligations

Upon cessation, a formal handover shall cover:

1. Files and documents
2. Pending tasks and decisions
3. Assets held
4. Passwords and access rights
5. Obligations and relationships requiring follow-up
6. A declaration that no unauthorized data copies are retained.

Confidentiality and prohibitions on misuse of information or interests survive cessation.

PART IX

BOARD ACCOUNTABILITY AND REPORTING

Article 52: Accountability to the General Assembly

The Board shall report annually to the General Assembly on:

1. Strategic-plan implementation

2. Material decisions
3. Financial performance
4. Audit findings
5. Risk management
6. Compliance and governance
7. Program performance and impact
8. Safeguarding and material complaints without breaching confidentiality
9. Member attendance
10. Committee performance
11. Challenges and plans.

Article 53: Annual Governance Statement

The Board shall issue an annual statement covering:

1. Compliance with the Constitution and these Rules
2. Board and committee composition
3. Interest disclosures
4. Board evaluation
5. Material violations and corrective action
6. Institutional changes
7. Compliance with mandatory policies
8. Material departures from approved governance practice and reasons.

Article 54: Accountability to Stakeholders

In lawful decisions, the Board shall consider the interests of:

1. Beneficiaries
2. Refugees and host communities
3. Staff and volunteers
4. Donors and partners
5. Competent authorities
6. Suppliers and contractors
7. Society and the environment.

It shall establish appropriate means to hear and engage stakeholders without diminishing its decision-making responsibility.

Article 55: Transparency and Disclosure

The Organization shall publish appropriate information, including:

1. Mission and objectives
2. Organizational structure
3. Board members' names
4. Annual report

5. Audited financial statements as required
6. Key policies
7. Complaint and reporting channels
8. Material funding sources subject to law and agreements.

Disclosure shall respect data protection, security, and confidentiality and beneficiary rights.

PART X

INTERPRETATION, REVIEW AND FINAL PROVISIONS

Article 56: Hierarchy of Governance Instruments

The hierarchy is:

1. The Organization's Constitution
2. General Assembly resolutions
3. These Rules
4. Institutional policies and regulations
5. Committee terms of reference
6. Operational procedures and forms
7. Administrative decisions and instructions.

The higher-ranking instrument prevails in case of conflict.

Article 57: Interpretation

1. These Rules shall be interpreted to advance the mission and objectives, Constitution, good governance, integrity, accountability, beneficiary protection, institutional sustainability and legal compliance.

2. Where ambiguity arises, the Legal Adviser, or Secretary-General/CEO in coordination with the Legal Adviser, shall provide written advice and the Board shall adopt an interim interpretation, without prejudice to the General Assembly's jurisdiction.

Article 58: Review

1. The Board shall review these Rules at least every three years or earlier following amendment of the Constitution or regulations, material organizational change, governance deficiency, audit or evaluation recommendation, or donor or regulatory requirement.

2. The Governance and Nominations Committee shall lead the review and submit recommendations to the Board or General Assembly according to the approving authority.

Article 59: Amendment

1. The General Assembly may amend these Rules on Board recommendation, consistently with the Constitution and applicable law.

2. The amendment process shall state reasons, confirm legal and constitutional consistency, circulate the draft before adoption, document the resolution and effective date, update version control and notify relevant parties.

Article 60: Non-Compliance

1. A material breach shall be reported to the Board Chairperson, Audit, Risk and Compliance Committee or approved reporting channel.
2. The Board shall assess the breach, take corrective action, determine responsibility where appropriate, address root causes, document action and disclose to competent authorities where law or agreements require.

Article 61: Entry into Force

These Rules enter into force upon adoption by the General Assembly and bind all Board members and Board committees. Inconsistent prior arrangements are repealed or amended.

ADOPTION AND APPROVAL

1. Adopted by the General Assembly at its meeting held on 31 December 2025.
2. The General Assembly authorizes the Board Chairperson and Legal Adviser to sign on behalf of all members and the Organization’s official seal shall be affixed.

Signature of the Board Chairperson:

Signature of the Legal Adviser: