

**UNITED NATIONS STAFF
CO-OPERATIVE SAVINGS AND CREDIT SOCIETY
LIMITED
(UNS-SACCO)**



GOVERNANCE POLICY MANUAL

UNS-SACCO
AGA HOUSE, 2nd Floor,
Plot 89, Mawanda, Road
P.O. BOX 21412,
KAMPALA- UGANDA

REVIEWED MARCH 2021

Approval

This governance policy manual was read and approved by the AGM

Held on the.....^{27TH}.....Day of.....^{MARCH}.....2021

DR. KAGWA MUGAGA *Mamie*

CHAIRPERSON

FOREWORD

The development of this manual was necessitated by the need to have guidelines in the SACCO to assist SACCO Leadership in the governance of the SACCO Business operations. The Manual acts as a practical guide to both leaders and Management staff in the process of executing their duties in a more transparent manner. The main output of this manual is having a more enlightened and professional leadership and management delivering better services to their members sustainably.

The objective of this manual is to provide a framework within which leadership decisions shall be judged beyond which it shall constitute unacceptable decision or conduct. All these guidelines here in presented are founded on national laws and regulations, international standards and good practices in governance, human resource and administration. It is the desire of the UNS-SACCO not to follow others but to be among the top in good governance and management practices.

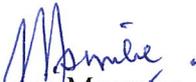
The process of formulating this manual was conducted through a lot of consultations at all levels including key stakeholders, professionals, Cooperative development organs, the legal and Accounting fraternity and all relevant policies and guidelines related to Cooperative Business with technical support of the consultant.

It is therefore my confidence that they are premised on a strong foundation that will lead us to a better organization to belong to and for others to work for.

These guidelines are subject to correction and review as long as areas of improvement are carefully identified and documented and raised with the Management and governance organs.

I call upon all members and staff to pick interest so that this manual can be a better document for the good of all of us.

Thank you


Kaggwa/Mugagga

Chairperson

PREFACE

This manual has been developed to streamline and build UNS SACCO into an efficient and admirable entity in Uganda, a class above the rest.

The Manual will be useful in ensuring that the highest ethical and professional standards which are a prerequisite in handling finances are upheld and confidence built in the SACCO systems of operation. It will go a long way in assuring the stakeholders that objectivity and prudence are exercised in handling every client without discrimination.

The manual is to the best of efforts founded on good governance, human resource, procurement and other administrative standards nationally and internationally and strives to realize more.

It is cognizant of the regulations in the sector of SACCO governance, employment and procurement laws of Uganda and also of the many actors out in the field. It endeavors to ensure that individuals are aware of the environment in which they operate and their rights and obligations to the SACCO. At the same time there is need to appreciate the Governance challenges faced in handling working with a young institution as UNS-SACCO.

I therefore appeal to all stakeholders to take time and understand the provisions in this manual so that they are served with transparency and understanding.

Thank you.



Oliver Wananda

General Manager

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0.1 General Provisions

- 0.1.1 This manual and its provisions shall be cited as ‘The Governance Policy Manual

0.2 Mandate of the manual

- 0.2.1 This manual derives its mandate from the Cooperative Societies Act Cap 112 section 28, The Cooperatives Societies Regulations, 1992 section 26, the Amended Cooperative Act 2020, Tier IV microfinance and money lenders Act 2016, UNS-SACCO Bye-laws as registered under 9020/RCS Article 26; and UNS-SACCO Strategic Plan.

0.3 Objectives of the manual

To guide the UNS – SACCO to;

- 0.3.1 Perform their duties in accordance with the appropriate recognized ethical and legal standards and comply with other policies.
- 0.3.2 Practice honesty and integrity in all aspects of their work by preparing and presenting accurate, complete, reliable and timely accounting information.
- 0.3.3 Exhibit professionalism in the workplace and conduct themselves in a way that will continue to promote the public's confidence in the integrity of the Village;
- 0.3.4 Fulfill their assigned responsibilities and be proactive in developing the skills necessary to provide high job performance;
- 0.3.5 Exercise fiduciary responsibility with respect to safeguarding SACCO Assets.
- 0.3.6 Exercise custodial responsibility with respect to the use of SACCO property and resources
- 0.3.7 Take action to mitigate any real or perceived conflicts of interest and;
- 0.3.8 Comply with international financial reporting standards of Accounting, the Cooperative law and other laws and regulations.

0.4 Scope

- 0.4.1 This manual applies to all leaders of the SACCO (Board and Supervisory Board).
- 0.4.2 The Annual General meeting shall be responsible for approval through a resolution; the Board shall authorize the manual and Management & Operations committee for oversight.
- 0.4.3 The General Manager shall be responsible for its implementation and interpretation of its provisions however it shall be a responsibility of all UNS SACCO Governance Members to read and understand this manual.

0.5 Revision and amendment

0.5.1 An approved request shall be submitted to the Board by the Chairperson of the Management & Operations Committee for amendment.

0.5.2 Distribution of the Manual: An electronic copy shall be stored on the SACCO Server and copies also shared with all staff and Board members. A hard copy shall be available in the office for reference on request by any stakeholder.

Abbreviations and acronyms

UACE	Uganda Advanced Certificate of Education
UNS-SACCO	United Nations Staff Cooperative Savings and Credit Society Ltd
SACCO	Savings and Credit Cooperative
AGM	Members' Annual General Meeting
HR	Human Resource
UGX	Uganda Shillings
CV	Curriculum Vitae

1.0 INTRODUCTION

The United Nations Staff Cooperative Savings and Credit Society Ltd (UNS-SACCO) was registered under the Co-operative Societies Act 2004 vide registration Number 9020/RCS and was established in 2009. The aim of the SACCO is to provide UN agencies' staff and their families' access to affordable and manageable credit facilities.

The SACCO draws its members from UN agencies staff members both national and international operating in Uganda.

The SACCO has grown its membership and financial base since its establishment and is still growing as the operations of UN expand and more personnel are engaged.

1.1 Background

The SACCO has grown in numbers and consequently in its financial base and operations which necessitates detailed guidelines in handling the two outcomes of its growth. According to the SACCO's Bye-laws Article 2, there are 10 objectives of forming this SACCO:

- 1.1.1 Offer Savings and credit services and other financial products as may be required by members from time to time;
- 1.1.2 Provide members with credit facilities for purposes of development through acquisition of assets;
- 1.1.3 Provide an opportunity for members to improve their respective economic, social and financial conditions;
- 1.1.4 Encourage and develop a savings culture among members so as to develop a wide capital base for accessing external sources of funds at fair and reasonable interest rates as a result of enhanced bargaining power;
- 1.1.5 Offer savings, deposits and related services earning competitive rates of interest while minimizing financial risk on such savings;
- 1.1.6 Provide loan services at costs allowing the Society to cover its costs including legal reserves, reserves for loans and other required reserves;
- 1.1.7 Minimize the risks of loan defaulters through efficient and effective loan recovery mechanisms;

- 1.1.8 Facilitate members to set up development and/or investment projects through continuous training programs on the proper use of credit;
- 1.1.9 Professionally manage the SACCO to ensure operational and financial sustainability;
- 1.1.10 Any other necessary and legally authorized and economically feasible financial services demanded by its members.

1.2 Strategic direction

The manual will be guided by Strategic Plan which will be developed by the SACCO governance bodies and adopted as a guiding tool in the operations. In a nutshell, the SACCO has substantial business to transact and can only do so in a carefully regulated and guided environment to minimize risk and moderate personal discretion.

1.2.1 The Vision:

A leading SACCO promoting member prosperity for generations.

1.2.2 The mission:

To mobilize financial resources and provide affordable financial services to members.

1.2.3 The Core Values:

- i. **Accountability:** The SACCO is accountable to its members, the Government and all stakeholders. It ensures that the culture of accountability is embodied in its internal stakeholders, both individually and collectively.
- ii. **Member Orientation:** In developing its products /services as well as in the provision of its services, the SACCO ensures that these are customer-driven so as to satisfy diverse members and their changing needs.
- iii. **Transparency:** The SACCO endeavors to ensure transparency at all times when dealing with its stakeholders. The internal stakeholders are also expected to be sincere and transparent in their dealings with the SACCO.
- iv. **Professionalism:** The SACCO adheres to impeccable and beyond reproach professional and personal standards in the conduct of its affairs. The SACCO offers its services effectively and efficiently to all members.

- v. **Integrity:** The SACCO upholds a high degree of honesty and integrity in serving its members and other stakeholders.
- vi. **Teamwork:** The success of the SACCO in pursuit of its mission will be ensured by close collaboration among its members, EC, Supervisory Board and the staff. This will enhance the quality of services to its stakeholders. UNS-SACCO also encourages respect for diversity among its members, committees and employees.
- vii. **Respect for diversity:** UNS-SACCO also encourages respect for diversity among its members, the Board, Committees and Management to ensure that they uphold the above values in fulfilling the SACCO mandate.

UNS-SACCO GOVERNANCE

2.0 UNS- SACCO CORPORATE GOVERNANCE

- 2.0.1 UNS-SACCO is a body corporate registered as a savings and credit cooperative society limited under The Cooperative Societies statute 1991 with limited liability of members of up to the nominal value of the shares held by a member.
- 2.0.2 It is a body corporate by name under which it is registered with perpetual succession and a common seal. It has powers:
1. To hold movable and immovable property.
 2. To enter into contracts
 3. To institute, defend suits and other legal proceedings
 4. To do all things necessary in line with its constitution.
- 2.0.3 It was registered to promote financial services among UN agencies staff in light of the rigidity and unfavorable terms set by commercial banks in Uganda. The SACCO shall be governed and run according to the laid-out structures. The governance Structure (*See appendix 27.1 UNS-SACCO Governance Structure*)

2.1 The Annual General Meeting (AGM)

- 2.1.1 This is the main governing body with comprehensive powers to address the SACCO's business. It is comprised of all paid up members. It shall exercise its mandate through holding meeting convened in accordance with the by-laws. The members exercise their rights through the General Meetings
- 2.1.2 The powers of general meetings shall among others include:
- i. Consider reports, work plans and budgets presented by the Board and Management.
 - ii. Considers and approves audited financial reports for the previous financial year.
 - iii. Considers recommendations on appropriations of the net year's surplus.
 - iv. Elect the Board, Leadership search/ vetting Committee and the Supervisory Board

- v. Appoint External Auditors of the SACCO.
- vi. Approve the maximum liability of the SACCO.
- vii. Approve the removal or expulsion of members of the Board, Supervisory Board and the search/ vetting Committee.
- viii. Provides overall direction of the SACCO's operations.
- ix. Give directions to the SACCO Board.
- x. Make amendments of the SACCO byelaws where necessary.
- xi. Approve policies that affect them as Members and the SACCO general operations.
- xii. Approve the vision, mission and strategic objectives of the SACCO, protect rights of members by holding the Committee accountable for the stewardship of the SACCO.
- xiii. Provide overall direction to the SACCO's operations through provisions in the governance documents.
- xiv. Receive and consider the reports of the Board and the Supervisory Board.
- xv. Approve declared dividends and the mode of their distribution.
- xvi. Undertakes any other general business deemed necessary or as may be required by the Cooperative Act, Cooperative regulations, Byelaws and or the Cooperative policy.

2.2 The Board

- 2.2.1 The Board is the principal governance organ of the SACCO that shall provide overall direction of the SACCO.
- 2.2.2 It is not practical for all the members or shareholders of the SACCO to keep oversight; this organ directs the affairs of the SACCO on behalf of its general membership.
- 2.2.3 The Board is the policy making organ of UNS-SACCO.
- 2.2.4 The Board shall be elected by the AGM in line with the relevant Cooperative law, regulations, SACCO Bye-laws and this policy.
- 2.2.5 Aspiring candidates to the Board shall write and submit their applications, attach a Curriculum Vitae, Academic and other credentials and then submit them to the Vetting

Committee.

- 2.2.6 The Vetting Committee shall carry out the vetting of all applicants based on the required qualifications and then submit their recommendations and report to the Annual General Meeting for final decision.
- 2.2.7 Nobody shall be elected to any Committee of the SACCO without going through this prescribed process unless required otherwise by law and or a pronouncement by a competent court.
- 2.2.8 The Board of UNS-SACCO SACCO shall be composed of Nine (9) members as follows:
- i. Chairperson
 - ii. Vice Chairperson
 - iii. Treasurer
 - iv. And Six (6) other members.
- 2.2.9 Eligibility for membership on the Board shall strictly be in compliance with this manual, Cooperative societies Act, Cooperative regulations and SACCO Bye-laws.

2.3 Functions of the Board

- 2.3.1 The Board is responsible for implementing the purpose for which the SACCO was formed in line with its bye-laws and in particular:
- i. Establishes appropriate operating policies for the SACCO which are then approved at different levels.
 - ii. Ensures that adequate and effective internal control systems in the SACCO are put in place and complied with by all.
 - iii. Establishes Board subcommittees for efficiency and effectiveness in service delivery.
 - iv. Maintain positive image/ public relations within the SACCO and general industry
 - v. Defines and upholds mission /vision and objectives, and policies of SACCO, and ensures that plans conform to them.
 - vi. Prepares and reviews business plans & budgets together with management staff before presenting them to the Annual General Meeting.
 - vii. Supervises management in the execution of approved plans.

- viii. Mobilizes resources for the SACCO on behalf of the members.
- ix. Appoints, appraises and disciplines management staff .
- x. Conducts, approves rate of interest and other product costing.
- xi. Monitors the activities of committees.
- xii. Prepares financial and non-financial reports to the Annual General Meeting on SACCO performance –financial, operational etc.
- xiii. Ensure the SACCO operates within the legal framework and in accordance with the regulations and Bye-laws as well as the general meetings’ resolutions.
- xiv. Guarantee proper usage and safety of SACCO Assets in the hands of management.
- xv. Undertakes any other general business deemed necessary or as may be directed by the Annual general meeting or required by the Cooperative Act, regulations and SACCO byelaws.
- xvi. In fulfilling its above functions, the Board shall refer/delegate some of its functions to any other organs of the SACCO.
- xvii. The Board shall establish terms of reference or stipulate them as laid out in the regulations precedent to this manual as well as rules of procedures in accomplishing the terms of reference.

2.4 The Supervisory Board.

- 2.4.1 There shall be Supervisory Board which shall also serve as the Audit Committee of the SACCO composed of 3 Members in accordance with bye-law 40 of the SACCO.
- 2.4.2 At least one of the three members shall be female in line with the gender undertakings of the SACCO.
- 2.4.3. Members of this committee shall be elected from the general membership and shall be answerable to the Annual General meeting.
- 2.4.4 The Supervisory Board shall meet at least once every quarter to check on the SACCO’s internal control systems and operations to ensure that they are being handled in accordance with cooperative laws, regulations, SACCO byelaws, operating and accounting policies and guidelines.

- 2.4.5 The Supervisory Board shall be responsible for ensuring that the Committees, Subcommittees, and the Management Staff of the SACCO put proper internal control systems, meet the required financial reporting standards and establish practices and procedures sufficient to safeguard members' wealth.
- 2.4.6 The chairperson of the Supervisory board shall possess minimum qualifications of a diploma in Accounting, finance and or any business-related course qualification while other two members shall possess minimum qualification of Advanced level certificate -UACE.
- 2.4.7 The qualifications specified above may be reviewed in line with the industry standards, Cooperative laws, regulations, SACCO bylaws and policies from time to time or as agreed upon by the Members.
- 2.4.8 A member appointed on this committee shall be required to disclose any close relationship with any member on any committee, management or staff and where this is deemed to impair the independence of the member in executing the committee's role, the member shall be required to step aside.

2.5 Mandate of the Supervisory Board

- 2.5.1 The Supervisory Board shall be the representative of the General Meeting. It shall have a function of ensuring that shareholders' wealth is protected and their needs are fully satisfied and the society is being operated in accordance with the legal and policy framework.
- 2.5.2 The committee has a dual mandate of auditing and advising the SACCO which while functioning as an Audit Committee shall be:
- i. Make regular checks and that SACCO operations are in compliance with the law, regulations and rules of ethics.
 - ii. See that the SACCO carries out its financial and social activities within business norms and that it remains as close as possible to its members and its environment.
 - iii. There is a proper internal control system in the SACCO
 - iv. Ascertain the authenticity of performance reports both financial and non-financial: financial statements, Annual budgets, work plans, loans, share capital, savings and

other portfolios.

2.5.3 The second mandate of functioning as a Supervisory Board shall be:

- i. Provide recommendations, suggestions and opinions to the Board, vetting and appointing management staff.
- ii. To provide recommendations to other committees on how to improve their services and relations with the members.

2.5.4 Members of the Supervisory Board shall hold office for a period of four years subject to re-election through the vetting process.

2.5.5 The supervisory Board shall among others perform the following functions and responsibilities:

- i. Determine that internal controls are established and effectively maintained to achieve the SACCO's financial reporting objectives which must be sufficient to satisfy the requirements of the Supervisory Board audit, verification of members' accounts and its additional responsibilities.
- ii. Carrying out internal Audit of the SACCO operations and give their recommendations to the Board and management. The committee is responsible for reporting to the members so that members are informed about the affairs of their business
- iii. Ensure that the SACCO's accounting records and financial reports are promptly prepared and accurately reflect operations and results
- iv. Determine that the relevant plans, policies and control procedures established by the Board of Directors are properly administered.
- v. Confirm that policies and control procedures are sufficient to safeguard against error, conflict of interest, self-dealing and fraud.
- vi. Conduct, or cause to be conducted, a verification of the loans, members' deposits, share accounts and other accounts are in accordance with SACCO policies and regulatory requirements.
- vii. Consider the business of the SACCO and its members to be confidential in nature and treat it accordingly.
- viii. Ensuring that all SACCO records relating to her business operations are kept in a secure place only accessible by authorized person(s).

- ix. Establishing whether the Business of the SACCO is being run as per set guidelines and legal framework.
- x. To ensure value for money in all SACCO transactions and dealings so as to protect shareholders' wealth.
- xi. Reviewing minutes of the annual general meeting and of different committees and verify whether their resolutions and recommendations have been implemented and then give a report.
- xii. Guiding the Board on external audit and working closely with the external Auditors.
- xiii. Carrying out other duties as may be directed by the Members and the laws.

2.5.6 The Committee shall report to and shall be responsible to the General Meeting through the AGM.

2.5.7 It shall have a working relationship with the Board, other committees and management staff for better performance.

2.6 Vetting Committee

2.6.1 The Vetting Committee of UNS-SACCO SACCO shall be composed of three Members elected by the General meeting and are joined by the SACCO General Manager, the District Commercial officer and any other independent person as ex-officials

2.6.3 This Committee shall sit as and when needed and shall be fully responsible for the entire process of searching and vetting of SACCO Leadership before they are recommended to the General meeting for election.

2.6.4 No leaders shall be elected by the general meeting before he/she has gone through the vetting process.

2.6.5 The Vetting Committee shall be responsible for:

- i. Receiving & registering application forms from members aspiring for various leadership positions.
- ii. Carrying out the searching of capable leaders for certain positions where necessary.
- iii. Carrying out examination and assessment of leadership application forms.
- iv. Carrying out vetting of the applicants before they are recommended to the AGM for elections.

- v. Developing policies, procedures and guidelines related to different Committees and then presenting them to the general meeting for approval.
- vi. Providing guidance to the Board and AGM on matters of leadership including qualifications and eligibility.
- vii. Carrying out investigations and inquiries on the applicants before they are vetted and recommended for election.
- viii. Ensuring that the cooperative is in compliance with the laws, policies and member resolutions pertaining SACCO leadership
- ix. Carrying out any other duties as may be assigned to them by the Annual General Meeting.

2.7 Subcommittees of the Board

2.7.0.1 To offer effective and efficient services to the membership and clientele of SACCO, there shall be Sub-committees which shall be appointed from within the Board.

2.7.0.2 The Board may co-opt some people who may or may not be SACCO Members with technical expertise to these subcommittees as long as the decision is backed by more than two thirds (2/3) of the Committee and ratified by the AGM.

2.7.0.3 The people co-opted shall provide technical advice to the committee and shall have no voting powers during subcommittee meetings.

2.7.0.4 Staff of the SACCO shall be ex-official members of the subcommittee's meetings for the duration they are required.

2.7.0.5 All subcommittees shall prepare their reports and submit them to the Board through their chairpersons or any other persons as may be delegated by the chairperson.

2.7.0.6 The Board may establish any other subcommittees as and when need arises in furtherance of its functions.

2.7.0.7 Members shall serve on subcommittees for a period not exceeding four years but may be rotated on the decision of the Board. No Board member shall serve on a subcommittee for

more than four consecutive years.

2.7.0.8 A subcommittee member may be switched from one subcommittee to another subcommittee so long as he/she does not exceed four years.

2.7.0.9 The sub committees shall include:

2.8.1 Finance and Risk Committee

2.8.1.1 The Committee shall be comprised of at least three Board members including the SACCO treasurer as its chair and two others.

2.8.1.2 The SACCO General Manager and Accountant shall be ex- official members to this committee.

2.8.1.3 It shall be the discretion of the Board to determine whom to chair this committee and on the attendance of the meetings by the General Manager and Accountant.

2.8.1.4 The Committee shall handle financial operations and budgets and financial policies and programmes of the SACCO and submit their recommendations to the Board.

2.8.1.5 The Committee shall meet on a quarterly basis or as often as needed.

2.8.1.6 The role of the Committee is to handle and monitor the SACCO's finances and budgets and financial programmes.

2.8.1.7 The committee provides a platform for detailed discussion and consideration of financial matters, with regular reporting to the full Board.

2.8.1.8 The Board may delegate authority for some financial and risk management decision-making, but the Board as a whole remains accountable and must still remain actively informed.

2.8.1.9 The Finance and Risk committee shall perform the following roles and responsibilities:

- i. Preparing SACCO Budgets and carrying out SACCO Budget reviews together with management.
- ii. Ensuring accurate records of actual income and expenditure are maintained as compared to budgeted income and expenditure and adjusting financial forecasts as appropriate.

- iii. Monitoring budget implementation and then reports to the Board for action to be taken for effective SACCO activities.
- iv. Review and recommend policies that maintain and improve the financial health and integrity of the UNS-SACCO.
- v. Review and recommend a long-term financial plan for the UNS-SACCO.
- vi. Review and recommend annual operating budget and annual capital budget consistent with long term financial plans and policies.
- vii. Review and approve capital expenditure and unbudgeted operating expenditure that exceed management's spending authority.
- viii. Review and approve capital expenditure and unbudgeted operating expenses that, per Board- approved policy, are above management's authority but below the threshold required for Board approval.
- ix. Review the financial aspects of major proposed transactions, new programmes and services, as well as proposals to discontinue programmes or services, and making action recommendations to the Board.
- x. Monitor the financial performance of the organization as a whole and its business line against approved budget, long-term goals, and industry benchmarks.
- xi. Monitor and initiate actions to bring the SACCO into compliance with its budget and other financial targets.
- xii. Ensures that members of the SACCO have a basic understanding of the annual audited accounts and the budget.
- xiii. Ensuring other monies due to the SACCO are collected, that guidelines exist for action to be taken in cases of non-payment, and such action is taken if required
- xiv. Ensuring that risks related to financial management are properly mitigated by making sure that the SACCO gets an insurance cover.
- xv. Working together with management to put in place SACCO proper records of its Assets both current and noncurrent to ensure that they are properly used, maintained and are safe.
- xvi. Building proper internal control mechanism by ensuring the SACCO puts in place SACCO systems such that functions are not performed by one person without supervision from others.

xvii. Carrying out any other duties as may be delegated by the Board and AGM.

2.8.2 Management and Operations Committee

2.8.2.1 The Committee shall be a sub-committee of the Board comprising of at least three Board Members and the chairperson is chosen from the Committee Members.

2.8.2.2 The SACCO General Manager shall be an ex- official member to this committee. It is in the discretion of the Board to determine whom to chair this committee and whether the manager should be on this Committee.

2.8.2.3 The Committee shall sit on a quarterly basis or as and when required to sit.

2.8.2.4 The main responsibilities of this Committee shall be:

i. Human Resource

- a. The Committee shall oversee and coordinate implementation of the Human Resource Policy of the SACCO and among others.
- b. Determine staff management structure, recruitment and develop terms of reference.
- c. Review salaries and benefits as and when need arises.
- d. Oversee staff performance and evaluation.
- e. Confirm the appointments of employees in accordance to the recommendations of the General Manager and General Secretary.
- f. Advise the Board on the succession planning process for the employees.
- g. Analyze employee training needs and recommend appropriate training programmes.
- h. Consider the disciplinary process for any employee who is deemed to have violated the SACCO regulations and procedures.

ii. Information Communication and Technology

- a. To oversee implementation of ICT policy for the SACCO IT and Telecommunication network.
- b. Recommend to the Board the ICT infrastructure appropriate for the SACCO

- considering the complexity and magnitude of the SACCO operations.
- c. Any other issue related to promoting and protecting the IT service delivery.
- iii. Procurement and disposal of assets
- a. Review the requirements for the goods and services to be procured by the SACCO.
 - b. Review cost estimates for goods and services to be procured to the Board for inclusion in the SACCO annual budget.
 - c. Determine specific procurement strategies (modes of procurement) for the different categories of goods and services.
 - d. Review the specifications of the required goods and services to be procured.
 - e. Evaluate the technical and financial tenders and make appropriate recommendations to the Board, as appropriate.
 - f. Review the performance of suppliers with a view to maintaining a list of prequalified suppliers.
 - g. Periodically review the procurement guidelines and make appropriate recommendations to the Board.

2.8.3 Lending Credit Committee

2.8.3.1 The loans/ credit Committee shall be a sub-committee of the Board comprising of at least three Board Members and the subcommittee chairperson shall be elected from among them unless the Board decides otherwise.

2.8.3.2 The SACCO General Manager shall be an ex-official of this committee to provide technical guidance but without voting powers.

2.8.3.3 The lending and Credit Committee shall sit on a monthly basis or as may be needed and shall be responsible for the entire credit processes and credit policy within the SACCO and report to the Board.

2.8.3.4 The Lending and Credit Committee shall perform the following roles and responsibilities:

- i. Review applications for loans and make decisions upon such applications within the authority delegated to the committee and the lending policies. All loan decisions must be based on the loan policies established by the Board of directors and in compliance

with the byelaws, Cooperative law and regulations.

- ii. In liaison with SACCO Management staff, organize and conduct pre-disbursement and post-disbursement trainings to members to ensure proper loan management by the borrowers.
- iii. Carrying out loan appraisals before the loans are approved and disbursed to the applicants.
- iv. Carry out loan monitoring to ensure loans disbursed to borrowers are put to proper use and paid back on time.
- v. Act upon the request of a member with respect to amendment of the terms of a loan provided that such amendment falls within the loan policy.
- vi. Review SACCO loan policy along with performance, recommend changes to the policies to improve loan underwriting and collection efforts.
- vii. Periodically evaluate the SACCO credit performance in relation to set targets and or standards and then prepare performance reports which are submitted to the Board and management for decision making.
- viii. Review and oversee the development of loan loss provision policy and regularly assess the appropriateness and application of such policy in light of the credit risk embedded in the loan portfolio.
- ix. Ensure that the systems established by the Board to identify, assess, manage and monitor loans are designed and complied with.
- x. Carrying out research and development to keep the Board informed of the credit environment especially the legal framework, policies and regulations.
- xi. In liaison with the management staff, the committee will design loan recovery programs, forward them to the Board for approval.

2.8.4 Investment, Partnerships and Research Committee

2.8.4.1 The committee shall be responsible for exploring investment opportunities of the SACCO's resources, undertaking research, appraisal of projects and undertaking project implementations.

2.8.4.2 The Committee shall be a sub-committee of the Board comprising of at least three Board Members and the General Manager as an ex-official.

2.8.4.3 The chairperson of this subcommittee shall be appointed among members of this committee basing on his/ her expertise.

2.8.4.4 The Committee shall be a Committee advisory to the Board members on the investment and research programs within the SACCO.

2.8.4.5 The Committee shall meet on a quarterly basis or as often as needed and shall make recommendations and reports to the Board.

2.8.4.6 The Committee shall perform the following roles and responsibilities:

- i. Investment responsibilities:
 - a. The Investment Committee shall carry out market research on the most profitable and stable security in the money and financial markets with a view to advising the Board.
 - b. The Committee shall carry out feasibility studies for the opening of working stations and recommend for their operationalization.
 - c. The Committee shall submit a quarterly report of its deliberations in the quarter for consideration and approval, implementation and otherwise.
 - d. The Committee shall such other reports to the Board as they may be required and prepare a report to be incorporated in the chairman's report for presentation to the Annual General Meeting.
 - e. The Committee shall identify viable and productive investment opportunities for the sustainability of the SACCO.
 - f. The Committee shall oversee the implementation of development projects to grow into viable development ventures and also recommend further investment funds for upgrading if necessary.
 - g. Review Product concepts and business cases for new products and services and recommend products specifications and features.
 - h. Monitor and evaluate on routine basis to understand the performance of products and delivery methods and make appropriate recommendations.
 - i. Assess the SACCO's resources available for investment.
 - j. Working with management staff in ensuring high level of customer care in the

- SACCO and address any issues of customer care to maintain high quality services.
- k. Conducting mobilization and sensitization meetings at both local and national level.
 - l. Taking lead and providing technical input in formulation and review of SACCO policies, manuals and other materials.
 - m. Keeping track of SACCO growth in membership, share capital, savings, and loans portfolios.
- ii. Products development
- a. Actively monitor performance of products under pilot testing and make necessary amendments.
 - b. Analyze customer feedback in liaison with the SACCO through Customer satisfaction surveys and recommend strategies for customer services and product refinement.
 - c. Oversee research, identification, evaluation and feasibility of studies of new products and services and delivery channels/branches.
 - d. Perform ongoing product development research through participating in committee meetings, attending industry trade shows, direct customer contacts/ meetings, surveys, journals, sales evaluations, monitoring competitors and industry trends, visits and vendor contacts.
 - e. Maintain up to date competitor knowledge. Monitor Competitors, review and create databases, cross-references, perform on-going research of competitor products features, product development strategies, so as to have thorough knowledge and understanding of competitor products to the component level and manufacturing source.
 - f. Evaluate solicited and unsolicited product ideas or innovations and inventions.

3.0 ROLES AND RESPONSIBILITIES IN GOVERNANCE

3.1 Board Chairperson

- 3.1.1 The Chairperson shall legally represent the SACCO at all functions where SACCO's interests are to be promoted.
- 3.1.2 The Chairperson may delegate to the General Manager or any other Board member who shall have powers and ability to perform the corresponding duties.
- 3.1.3 The Chairperson shall perform the following functions:
- i. Preside over all meetings of the SACCO, except when such meetings are convened by the Registrar.
 - ii. Enforce all regulations governing the conduct of the meetings.
 - iii. Sign/approve minutes of the last meeting after confirmation by members present.
 - iv. May adjourn the meeting if any disorderly conduct of members leads to their expulsion and the quorum is no longer present.
 - v. Act as mandatory signatory to the SACCO's bank account, but only in the absence of the Treasurer.
 - vi. The chairperson plays the role of Chief Executive of the SACCO and oversees management of the Sacco in best interest of members,
 - vii. Ensures development strategic plans, oversees the implementation of policies, directs & supervises subcommittees, responsible for committing the SACCO in contracts & Memorandum of Understanding.

3.2 Vice Chairperson

- 3.2.1 In absence of the Chairperson, the Vice Chairperson assumes all powers and duties of the Chairperson.
- 3.2.2 The Vice Chairperson shall serve on any Sub-Committee as determined by his/her particular competencies.

3.3 Treasurer

- 3.3.1 The Treasurer shall perform the following functions:

- i. Ensure that all the monies to which the SACCO is entitled are collected.
- ii. Ensure that proper books of accounts which adequately and currently reflect the financial standing of the SACCO are kept.
- iii. Ensure that an operating budget is prepared and presented to the Board for consideration and approval.
- iv. Ensure that an updated record of assets, their deployment and use is kept.
- v. Shall be the principal signatory to the SACCO's bank account(s).
- vi. By default, the Treasurer shall chair the subcommittee responsible for finance and budget and report to the Board.
- vii. Ensure Liquidity management is well practiced and maintained.
- viii. Maintain proper book keeping, accountability and safe guard the SACCO funds.
- ix. Facilitate budgeting processes, Investment and project implementation.

3.4 Secretary

3.4.1 The Secretary shall head the administration of the SACCO and also supervise Management.

3.4.2 He/She shall perform the following functions:

- i. Organize Board/Committee meetings.
- ii. Formulate committee meeting agendas with the Chairperson and in consultation with other Committee members.
- iii. Collect, organize, distribute information and documents required for meetings.
- iv. Ensure that minutes of meetings and the Minute Book are properly maintained.
- v. In relation to Annual General Meetings, ensure that they are held according to the cooperative statute, regulations and the SACCO's Bye-Laws.
- vi. Prepare and issue notices of meetings.
- vii. Ensure that the SACCO complies with its Bye-Laws, drafts and incorporates amendments according to correct procedures.
- viii. Maintain members' register and a Board/Committee register.
- ix. File information with the Registrar of Cooperative Societies and report changes regarding the SACCO. Such information includes: annual returns; report and accounts;

amended Bye-Law(s); notices of removal or resignation of auditors; and change of the registered office.

- x. Coordinate the publication of the SACCO's annual report and accounts and interim statements, in consultation with the SACCO's internal and external advisors, particularly when preparing the Board/Committee report.
- xi. Be a channel of communication and information for the Board/Committee members.
- xii. Ensure the safe custody of the SACCO's seal.
- xiii. Ensure that all business letters, notices and other publications of the SACCO show the name of the SACCO, and any other information required by the statutes and the SACCO's name is displayed conspicuously outside its places of business.

3.5 Members

3.5.1 All members shall fulfill any of the above duties or shall have rights to:

- i. Obtain relevant information on the SACCO on a timely and regular basis.
- ii. Attend and participate in general meetings, at which each member shall have one vote irrespective of the shareholding.
- iii. Elect and be elected as a committee member of the society at the general meetings.
- iv. Have adequate information regarding to competencies required of the Committees and be given options to choose Committee members from a range of qualified, competent, fit and proper persons.
- v. Be informed of the voting rules and procedures that govern the general meetings, for example location and agenda; full and timely information on issues to be discussed at the general meetings; and shall be provided with an opportunity to ask questions and place items on the agenda at general meetings subject to reasonable limitations.
- vi. Participate and be sufficiently informed in decisions concerning fundamental SACCO changes such as amendments to the Bye-Laws.
- vii. Be accorded equitable treatment, as they have the same voting right.

3.5.2 To deliberate on matters brought before them at any of the above forums.

3.5.3 To pay up all their subscriptions and loan installments.

3.5.5 To disclose any information of material interest to the SACCO.

- 3.5.5 To promote the values of the SACCO in their day-to-day undertakings and in the public domain.
- 3.5.6 Members are free to enjoy their rights and perform their duties in the SACCO without any discrimination on the basis of their political, gender, body form, and religion, tribal and or any social inclination/denomination.
- 3.5.7 All SACCO Members are duty-bound to abide by the notion of confidentiality and secrecy. They are strictly prohibited from revealing or publicizing any information of confidential or secret in nature which may come to their knowledge while transacting the business of the SACCO.
- 3.5.8 To undergo training on their rights, privileges, and obligations in the SACCO. Members' rights include, but are not limited to the following:
- i. Access to Quality services from the SACCO.
 - ii. Receiving Periodic statements of account and reports.
 - iii. Attending and participating in the Members' general meetings.
 - iv. Participating in the formulation and review of SACCO policies and guidelines that affect them as Members.
 - v. Understanding their roles, duties and responsibilities.
 - vi. Understanding available laws, regulations and policies of the SACCO.
 - vii. Respecting the decisions of the Board and the general meeting.

4.0 GOVERNANCE MEETING

4.1 General Meeting

- 4.1.1 The supreme authority in the SACCO shall be vested in the general meeting of the members at which every member has the right to attend and participate.
- 4.1.2 It shall be comprised of fully paid-up members of the SACCO. These are the true “owners” of the SACCO.
- 4.1.3 The Board shall organize and hold Members’ annual general meeting three months after the end of the financial year of the SACCO and shall be held once a year and convened after a notice of at least 14 days before the meeting.
- 4.1.4 The decision(s) of the general meeting shall be binding on all members present, absent or dissenting so long as these decisions are made legally with the required quorum of members as per SACCO byelaws.
- 4.1.5 The Board chairperson shall preside over annual general meetings but in case of his/ her absence, the Vice Chairperson shall preside over the general meetings.
- 4.1.6 In the event that both the Chairperson and Vice Chairperson are absent, the other Board members shall agree and elect one member amongst themselves to preside over the general meeting.

4.2 Annual General meeting

- 4.2.1 This shall be a members’ general meeting held once every year.
- 4.2.2 The notice for this meeting shall clearly spell out all issues to be discussed.
- 4.2.3 It shall be chaired by the Chairperson of the Board.
- 4.2.4 Among key issues to be deliberated on shall be fiscal year financial reports.
- 4.2.5 May also be convened by the Registrar of Cooperative Societies.
- 4.2.6 Quorum shall be as stipulated by the SACCO Byelaws.
- 4.2.7 Any decision (s) taken at the General Meeting of members shall be binding on all members present, absent and dissidents. However, there shall be the required quorum in attendance as

per SACCO byelaws.

4.2.8 Members may exercise their rights of objection and separation, about decisions related to the SACCO's conversion into a different organization or merger.

4.2.9 The Secretary shall take minutes and shall be responsible for the safe custody of all the signed minutes in a Minute Book. Follow-up on Board decisions, policies and the SACCO's business shall be through the management report.

4.3 Special General Meetings

4.3.1 A Special general meeting may be convened at any time by the Board as and when it requires so.

4.3.3 The Meeting may be convened by the registrar of Cooperative Societies.

4.3.3 The Special meeting may also be called by a Committee or Subcommittee to consider and resolve matters pertaining to its area of competence and assignment.

4.3.4 The Special Meeting shall be convened to handle matters as:

- i. Amendment of the bye-laws
- ii. Liquidation of the SACCO
- iii. Change the value of the share certificate
- iv. Any other business

1.3.4 The procedures for holding a special general meeting shall be in compliance with Cooperative regulations 1992 and SACCO byelaws.

4.4 Board Meetings

4.4.1 Board meetings shall be held quarterly (every after three months).

4.4.2 The Secretary to the Board in consultation with the Board chairperson and management shall prepare and send out invitation letters to the other Board members inviting them for the Board meeting.

4.4.3 Board Members shall be invited for Board meetings seven (7) days before the meeting.

4.4.4 Invitation letter shall include but not limited to the following attachments:

- i. The proposed meeting agenda.

- ii. Minutes of the previous meeting.
- iii. Management and other reports.
- iv. Work plans and activity reports
- v. Audited financial reports (if any) in case of end of year.
- vi. Report from the Supervisory Board
- vii. Any other reports/papers to be discussed during the meeting.

4.5 The Supervisory meetings

4.5.1 The Supervisory Board will meet at least once very quarter.

4.5.2 The supervisory Board shall develop a work plan to guide their meetings and work schedules.

4.6 Sub-Committee meetings

4.6.1 The Chairperson of the Subcommittee shall chair the committees' meetings, and in his/her absence, members shall elect from among themselves one of them to chair the meeting.

4.6.2 The committee will meet at least four times in a year and at other such time as the chairperson of the committee in consultation with the chairperson of the Board shall decide.

4.6.3 The quorum for conducting the committee meetings will be two thirds of the members.

4.6.4 The Agenda of the Committee shall be decided by the Chairperson in consultation with the General Manager (secretary) subject to adoption by the committee at its sitting.

4.6.5 The Chairperson may vote on any issue any like other ordinary committee member. If having done so and there is a tie (level), he shall if he so decides have a right to cast the deciding vote.

4.6.6 The General Manager or any other staff of UNS-SACCO delegated by him/her shall be the Committee Secretary. The General Manager shall be responsible for providing an action update of the previous minutes and record the proceedings of the meeting.

4.6.7 The Secretary shall be responsible for drafting the minutes of the meeting, circulate it for members' comments and finally to the committee chairperson for endorsement. The final minutes shall be presented to UNS-SACCO General Secretary for consideration and appropriate action.

5.0 CONDUCT OF MEMBERS

5.0.1 These standards of practice, including standards of ethical conduct and business ethics, are to establish the minimum set of conduct expected and required of the members of the SACCO, committees and Subcommittees. These standards are not intended to be exhaustive and are in addition to any other applicable laws and regulations.

5.0.2 The standards of ethical conduct and business ethics for the SACCO provide guidance to members to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct and help preserve UNS-SACCO's culture of honesty and accountability.

5.1 Code of Conduct

5.1.1 The following code of conduct sets out the practice required of a member of the Authority, Commission, Committee, Sub-committees:

- i. Strive to achieve the highest ethical and performance standards in carrying out SACCO duties;
- ii. Uphold the honor and dignity of the SACCO and avoid association with any enterprise of questionable character or apparent conflict of interest;
- iii. Perform duties in a manner that will ensure independence from outside influence and interest, which would otherwise compromise his/her ability to render a fair and impartial opinion regarding any matter before him/her;
- iv. Perform duties diligently, honestly and impartially to avoid circumstances that may lead to conflict of interest;
- v. Promptly disclose to the Board any interest in any business related to the SACCO which may affect the objectivity in his/her work or mediation;
- vi. Make decisions in line with authorized standard rules of procedure;
- vii. Protect and promote the interests of the SACCO to the best of their ability and knowledge, recognizing that the UNS-SACCO has placed trust and confidence in them;
- viii. Make every effort to uphold, maintain and improve the integrity and reputation of the UNS-SACCO.

- ix. Undertake to represent their views in a personal and individual capacity with the best interest of UNS-SACCO in mind as opposed to fronting views of other parties.
- x. Maintain confidentiality whenever accessing confidential information as a result of his/her involvement in UNS-SACCO business;
- xi. Assess facts quickly and take rational and sound decisions without delay;
- xii. Not solicit, force or accept bribes from a person whom they are serving, already served or will be serving either by doing so directly or through a third party;
- xiii. Disclose fraud or abuse of power and corruption to the relevant organ of the Authority;
- xiv. Conserve property of the customers and the UNS-SACCO, and not use it for private gain.
- xv. Endeavour to avoid any actions that create an appearance and circumstance that are violating any law, regulation or standard as determined by the perspective of a reasonable person with the knowledge of the relevant facts.
- xvi. Adhere to the laid down laws, regulations, rules and standard operating procedures in executing their functions.
- xvii. Strive to acquire new knowledge, skills and information continuously and use them in the best interest of UNS-SACCO;
- xviii. Avoid arrogance and use of rude or abusive language;

5.2 General Principles of Good Governance

- 5.2.1 **Participation:** All members of the SACCO shall have a voice in its decision-making process either directly or through the organs that represent them regardless of their status and affiliation.
- 5.2.2 **Transparency:** All processes, decisions and relevant information shall be conducted in a transparent manner and shall be accessible to all those concerned. Governance organs shall hold regular meetings to direct the affairs of their SACCO.
- 5.2.3 **Accountability:** All decision-makers must be taken in light of the need for being accountable to the immediate supervisors and ultimately to the shareholders.
- 5.2.4 **Consensus:** In spite of the uniform membership criteria, there is bound to be differing interests, views and opinions in a SACCO. It is therefore, very important to reach a broad

consensus among the parties concerned on all matters of the SACCO's operations. This shall best be achieved through an all-inclusive participatory approach, transparent systems and operations and full accountability to the shareholders.

- 5.2.5 **Efficiency and Effectiveness:** The organs of the SACCO must have processes and procedures which produce results that meet the needs of the Members, clients and stakeholders while making the best use of the resources available. Such services must be effective and should be provided efficiently.
- 5.2.6 **Equity:** All members shall have equal opportunities to benefit from the SACCO's services in order to improve their economic status. They shall therefore be equally accorded the SACCO's opportunities and services. The basis for equitable participation could either be a combination of the members' share capital and saving deposits or any one of them as it may have been agreed upon.
- 5.2.7 **Respect for Rules, Policies, byelaws and Regulations:** The legal framework and policies under which SACCOs are regulated and operate shall be respected strictly and impartially enforced. They shall accordingly be disseminated to all members at all times.
- 5.2.8 **Respect for diversity:** The youth provides the SACCO with assurance for continuity and brings energy, vigor and fresh ideas. On the other side, women bring trust, honesty and commitment. These important roles shall be recognized and the two groups shall be accorded prominent roles in the governance and operations of the SACCO. All leadership and management positions and operations of the SACCO shall have at least 1/3 of them going to the women and two positions shall be allocated to the youth.
- 5.2.9 **Continuous improvement:** The members of the governance organs should be knowledgeable and trainable in the matters of the SACCO's governance and operations. All members of the governance.

6.0 Welfare of the Committee Members

- 6.6.1 Members of the Board, Supervisory Board, vetting Committee and Sub-Committees of the Board are expected to perform their duties on routine and part-time basis.
- 6.6.2 They shall not be paid a salary as the positions are voluntary and over and above their other engagement in UN agencies where they come from.
- 6.6.3 They shall be refunded expenses incurred while performing those duties in form of: transport refund, accommodation, meals only. These expenses are in form of refunds, shall be embedded in the SACCO Budget and presented to the AGM alongside other budget items for approval before actual spending by SACCO.

7.0 Ceasing to be a member of a Committee

7.1 A member of a Committee shall cease to be a member of that Committee under the following circumstances:

- i. Death of a member.
- ii. Mental or any other form of incapacitation that shall not allow a member to perform his duties as a Board member.
- iii. Failure to attend **three** consecutive committee meetings without giving proper communication in respect to your absence to the secretary or chairperson of the committee.
- iv. Indebtedness with SACCO by having a loan in arrears for a period exceeding six months.
- v. A person who has been adjudicated bankrupt and whose bankruptcy still subsists or who has been convicted of an offence in relation to a SACCO or an offence involving fraud or dishonesty.
- vi. A committee member who transfers his/ her shares and has fallen below the minimum number of 50 shares.
- vii. Any other conditions as shall be stipulated in the SACCO byelaws, cooperative law and regulations.

8.0 Segregation of duties

- 8.1 Each organ of the SACCO governance structure needs to effectively and efficiently execute its duties and responsibilities in accordance with the terms of reference laid down for it in the SACCO's bye-laws and other procedural manuals.
- 8.2 Each organ should work collaboratively with but not usurp the powers of other organs in handling any of the SACCO's business.
- 8.3 In cases where roles overlap, the committees should work collaboratively to define responsibilities within those areas.
- 8.4 The SACCO's Governance Structure should clearly define the separation of duties and responsibilities of the organs.
- 8.5 The roles of the three committees and those of management should be clear and respected. Similarly, the administrative committee members should refrain from trying to micro-manage the SACCO.

9.0 LEADERSHIP DEVELOPMENT

9.1 Board shall develop a process to upgrade the knowledge and skills of its members. The process shall have three parts:

- 1. Orientation;
- 2. Continuing Education;
- 3. Periodic Evaluation.

9.2 Continuing Education

Continuing education is a process where knowledge and skills are consistently updated regarding the SACCO's strategic plan, regulatory and compliance issues. This includes distribution of reports, publications and legal documents on a regular basis. It should also include regular visits to branch and members.

The board shall develop a plan to address its own learning needs. Each learning topic shall be justified by its connection to the Board's responsibility in preserving UNS SACCO Mission. Below is an example of possible learning agenda a board might adopt:

9.2.1 Sample Board Learning Agenda for the year.....

9.2.2 Periodic Evaluation

- a) Board members, like all other teams, are only as effective as the individuals are willing to make them. Some people are fabulous as "single acts" i.e. going it alone, moving to the sound of their own drum or following an individual dream. However, these same fabulous

folks are often unable or unwilling to conform to the rules that effective teams must have. They **feel** constrained and are annoyed by the group processes and group decision-making procedures;

- b) Board members need to be people who are strong and independent thinkers who can also work with other strong-willed people to build a strong team. These are people who enjoy debate, can tolerate conflict and are genuinely interested in working with other people who enjoy debate; can tolerate conflict and are genuinely interested in working with other people to accomplish something bigger than a single individual;
- c) One way to ensure a Board is functioning properly is to conduct performance evaluation on the Board as a whole and on each board member to determine areas for improvements. Examples of evaluations are in the annexes.

9.3 Performance Evaluation process of the leaders

9.3.1 The Governance shall, each financial year, undertake an evaluation of its performance against set performance targets and standards, to determine the extent to which it is exercising its oversight role.

9.3.2 In evaluating its performance, the Committees shall apply a four-dimension evaluation a covering the following aspects:

- i. Evaluation of the Committees on their oversight role, as a whole, by all its members individually, and the results compiled and discussed in plenary to get a consensus group score for each question;
- ii. Evaluation of the SACCO Committees on how they conducted business in general, by all its members individually, and the results compiled and discussed in plenary to get a consensus;
- iii. Individual self-evaluation of Committee member, whereby the results are not to be shared with the group;

9.3.3 Steps to effective performance evaluation:

9.3.4 Evaluating individual board members

9.3.5 Strategies for board evaluation

- a) Self-evaluation using short questionnaires and reflection – Questionnaire to be developed in future.

- b) Board assessment – nominating board meets and assesses each member only the evaluated member receives the evaluation.
- c) Anonymous evaluation by fellow board members – the form can be distributed in house and collected by an outsider for processing – possibly the lawyer.

10.0 BOARD SUCCESSION

- a) Leaders' elections shall be conducted every four years during the General Meeting.
- b) Members shall serve a term of four years and shall be eligible for re-election.
- c) To maintain continuity in competence building at board level, UNS SACCO during election of new office bearers shall always retain (at least 1/3) of the existing board members.
- d) In the event that the Board to be performing in such a manner as to be detrimental to the SACCO, an AGM shall be constituted to dismiss the entire Board.

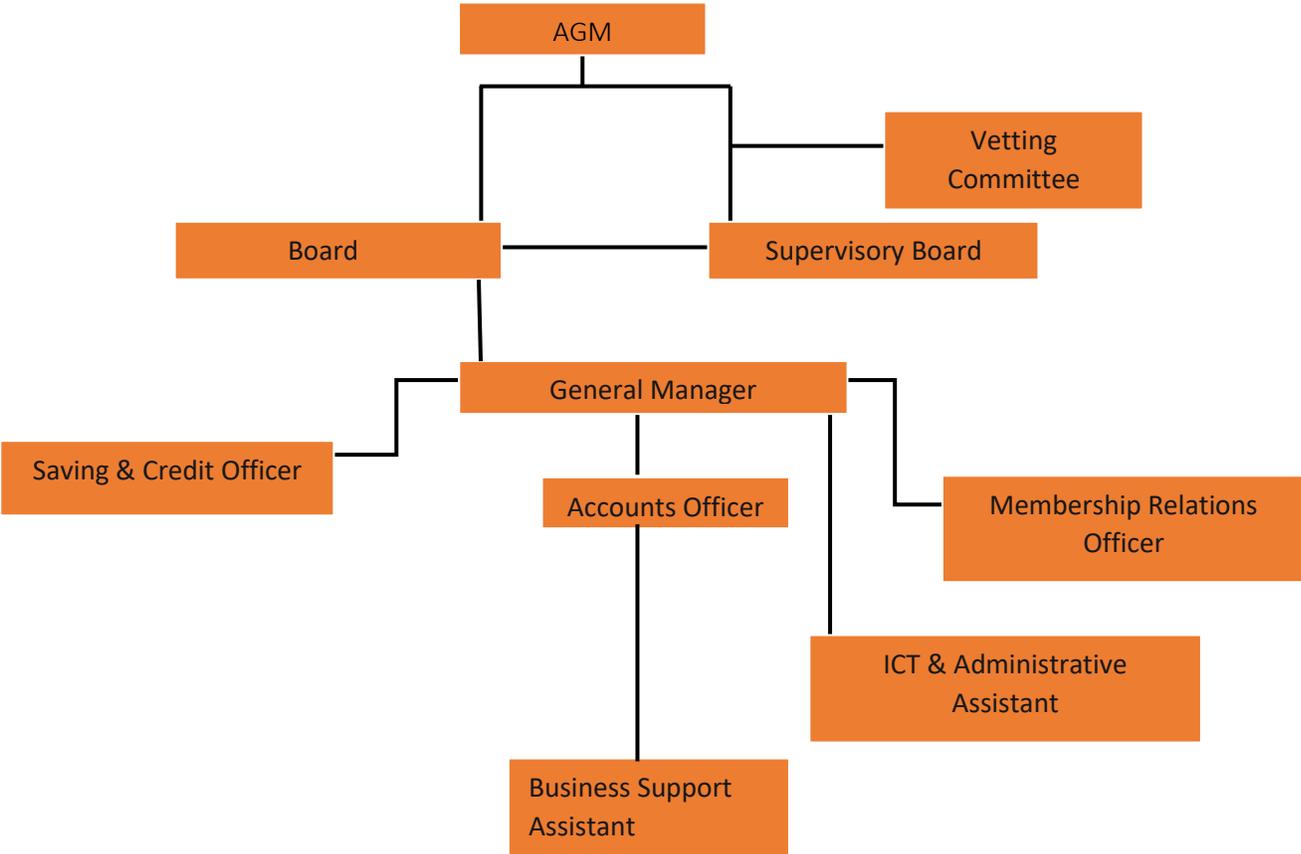
10.1 Top Drawer File

These are important documents that can be reached easily during board meetings or when board members are in the office for their work.

"Top Drawer" File	Should include copies of these documents
Board Member	<ul style="list-style-type: none"> • Addresses / phone numbers • Current officers / terms of office. • Board job descriptions. • Sub-committee listing and chairpersons. • Board minutes.
Corporate Information	<ul style="list-style-type: none"> • SACCO policies procedures and guidelines. • Bye-laws. • Licenses and Registration. • Business plan, annual plan and budget.
Management staff:	<ul style="list-style-type: none"> • Job descriptions • Work plans. • Reports • Evaluations
Administration	<ul style="list-style-type: none"> • Personnel Policies • Core and project proposals (submitted and funded) • List of current funders • Programme reports. • Annual report. • Property insurance for building /office equipment
Fiscal information	<ul style="list-style-type: none"> • Annual budget • Monthly financial statements • Monthly financial projections • Annual audit • Copy of most recent bank statements
Accounts Records	<ul style="list-style-type: none"> • Payroll records • Worker's Compensation – if deducted

	<ul style="list-style-type: none">• Unemployment Insurance – if deducted• Health and life insurance – if maintain policies• Service contracts on rentals and expiration dates• Statutory remittances – PAYE, NSSF, National Coop Education Fund.
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Appendix 27.1: Governance structure



Annex 27.2 Oath of Secrecy form for Governance



BOARD OATH

As (Title):

- You shall represent United Nations Staff Cooperative Savings and Credit Society Limited honestly and equally and refuse to surrender to special interest or partisan groups;
- You shall avoid any conflict of interest or the appearance of impropriety which could result from your position, and shall not use your Board position for personal gain or publicity;
- You shall recognize that a Board Chairperson has no legal authority as an individual and that decisions can be made only by a majority vote;
- You shall not take private action that might compromise the Board or management and shall respect the confidentiality of privileged information;
- You shall abide by majority decisions of the Board, while retaining the right to seek changes in such decisions through ethical and constructive channels; and
- You shall encourage and respect the free expression of opinion by your fellow Board Members and others who seek a hearing before the Board.
- You shall handle professionally confidential information of UNS - SACCO and maintain professional relations with the SACCO's partners.

To accept this Oath of Office, please raise your right hand and indicate when prompted:

Do you solemnly swear that you will faithfully discharge the duties of the office?

"I(Name) SOLEMNLY SWEAR THAT I WILL FAITHFULLY DISCHARGE DUTIES OF THE OFFICE OF A(role) OF UNITED NATIONS STAFF COOPERATIVE SAVINGS AND CREDIT SOCIETY LIMITED, SO HELP ME GOD"

Oath Taken atPlace.

By:
Names: _____

Signature: _____

Title: _____

Date: _____

Date: _____

Administered By:
Names: _____

Signature _____

Title: _____