

BOARD GOVERNANCE MANUAL

OF



**UGANDA COMMUNITY BASED ASSOCIATION FOR WOMEN
AND CHILDREN WELFARE (UCOBAC)**

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TABLE OF CONTENTS

1. Background	3
2. Purpose of the Board of Directors	3
3. Composition and Structure of the Board	3
(a) Board Composition	3
(b) Term of Office.....	3
(c) Gender Balance	4
4. Powers and Functions of the Board	4
(i) Leadership and Strategic Direction	4
(ii) Financial Oversight.....	4
(iii) Policy Development and Implementation	4
(iv) Program Oversight	4
5. Human Resource Management	4
(a) Resource Mobilization.....	4
6. Governance and Accountability.....	5
7. Risk Management	5
8. Removal of Board Members.....	5
9. Roles and Responsibilities of Key Board Positions.....	5
10. Board Meetings	6
11. Board Member Code of Conduct.....	6
12. Vacancies on the Board	7
13. Amendments to the Governance Manual	7
14. Adoption of the UCOBAC Board Governance Manual	7

BACKGROUND

The Uganda Community Based Association for Women and Children Welfare (UCOBAC) is a non-government organization in Uganda whose mission is to improve the welfare of women and children in Uganda using community-based initiatives. Its objective are;

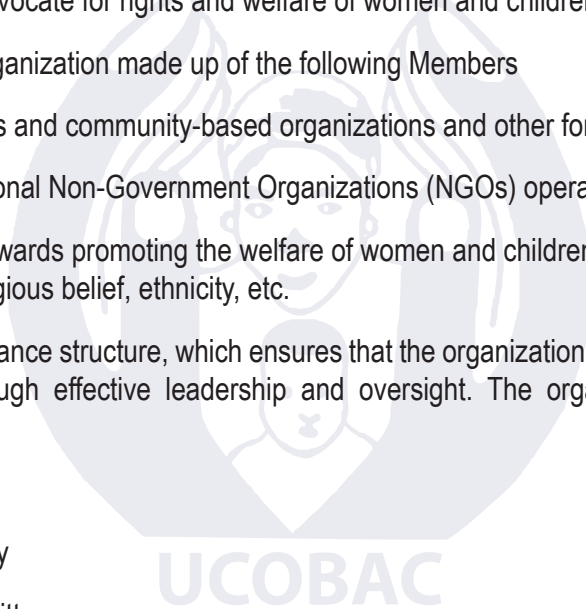
- i. To identify and define vulnerable women and children, their needs and priority programs.
- ii. To plan, design and implement programs to promote human rights and improve welfare of women and children
- iii. To advocate for positive welfare policies and programs to meet priority needs of vulnerable women and children.
- iv. To strengthen capacity of grassroot and community-based organizations to mobilize resources, develop local practices and advocate for rights and welfare of women and children in their communities.

UCOBAC is a membership organization made up of the following Members

- i. Women-led grassroots and community-based organizations and other formations.
- ii. National and international Non-Government Organizations (NGOs) operating in Uganda.
- iii. Individuals working towards promoting the welfare of women and children in Uganda regardless of sex, political affiliation, religious belief, ethnicity, etc.

UCOBAC has a strong governance structure, which ensures that the organization's mission, values, and strategic objectives are achieved through effective leadership and oversight. The organs that make up UCOBAC's governance structure include;

- i. Board of Trustees
- i. The General Assembly
- ii. District Affiliate Committee
- iii. Board of Directors
- iv. Secretariat



THE BOARD OF DIRECTORS GOVERNANCE MANUAL

This Board Governance manual provides a framework for the operations of the Board of Directors, outlining their roles, responsibilities, and operational procedures as stipulated in UCOBAC's Constitution.

1. Purpose of the Board of Directors

Board of Directors is the governing body of the organization. They play a critical role of overseeing the execution and implementation of the decisions of the General Assembly. They over see UCOBAC's operations, shaping its strategic direction, and ensuring that all programs and activities align with its vision. The Board's key role is to ensure that UCOBAC fulfills its mission and operates in accordance with established policies and principles.

2. Constitution of the Board of Directors

The Board is constituted through the following ways:

- i. Election by the members of the General Assembly
- ii. Nomination/appointed by the outgoing Board subject to the approval of the General Assembly. These are nominated/appointed based on the desired expertise and technical needs of the Association and shall not exceed two (2) of the total number of the members of the Board.

3. Composition of Board of Directors

a) UCOBAC's Board of Directors shall be composed of seven (7) members as listed below:

- (i) Chairperson
- (ii) Vice Chairperson
- (iii) Treasurer
- (iv) Two (2) other members
- (v) Two (2) members co-opted by the Board of Directors, one of whom should be a member of the immediate past Board of Directors

b) Gender Equality and Social Inclusion

As a women-led and women-focused organization, UCOBAC's Board of Directors shall be chaired by a woman and composed of a majority of women members. This structure reflects our commitment to promoting women's leadership and ensuring their voices are central in all decision-making processes. In addition, the Board will include representation from other socially marginalized groups, such as persons with disabilities and youth, to foster inclusivity and diversity.

4. Term of Office

Members of the Board of Directors shall serve for a term of three (3) years and are eligible to serve for not more than two terms

5. Cessation of Membership to the Board

A Board member may be removed from the Board of Directors by a two-thirds majority vote under the following conditions;

- i. Absents himself/herself from two consecutive meetings of the Board without sound reason or leave of absence from the Chairperson.
- ii. Voluntarily resigns
- iii. Dies/passes away
- iv. Is expelled by a relevant organ of the Association or ceases to be a member of the NGOs/CBOs he/she represents
- v. Is declared bankrupt by a competent court of law
- vi. Is convicted of any criminal offence/gross misconduct
- vii. Is declared to be a person of unsound mind.
- viii. Is unable to perform their duties

In the event of a vacancy, the Board may appoint a replacement subject to approval by the General Assembly.

6. Powers and Functions of the Board of Directors

The Board of Directors holds ultimate responsibility for UCOBAC's governance and strategic direction. Its functions include but are not limited to the following:

(i) Strategic Direction and Leadership

- Set long-term strategic goals and priorities for UCOBAC.
- Direct, oversee and monitor the management and operations of the organization to ensure alignment with the organization mission and objectives.
- Monitor organization management and operations and provide technical guidance and recommendations for improvement.
- To appoint standing subsidiary committees to deal with matters of the Association

(ii) Financial Oversight

- Approve financial policies, audit processes, and fundraising strategies of the organization.
- Oversee and control the administration of funds of the organization.
- Ensure proper management of organization funds.
- Approve the organization's annual budgets.
- Oversee the financial health of the organization.

(iii) Policy/regulations Development and Implementation

- Oversee the development of organization policies, regulations and operational frameworks.
- Make/amend constitutional and policy provisions and propose the recommendations/amendments to the General Assembly for their approval.
- Oversee the implementation of organizational policies, regulations, and operational frameworks.

(iv) Human Resource Management

- Hiring of key employees including Directors /Managers of the organization.
- Approval of employment of employees/staff of the organization.
- Determine staff terms of service, emoluments, and conditions of work.
- Provide oversight for staff performance, disciplinary actions, and development.

(v) Resource Mobilization

- Ensure that UCOBAC has adequate resources to achieve its objectives.
- Lead efforts in fundraising/resource mobilization and partnership development.
- Represent the organization and create visibility for the of the organization.

(vi) Accountability

- Maintain accountability through regular reporting to all stakeholders.
- Ensure compliance with legal and regulatory frameworks governing NGOs.

(iv) Risk Management

- Identify potential operational risks to the organization and develop mitigation strategies.

7. Roles and Responsibilities of Key Board Positions

1. Chairperson of the Board of Directors

The Chairperson shall be responsible to the General Assembly by ensuring that the Association pursues its general goals, objectives and functions. At all material times, the chairperson shall be deputized by the Vice Chairperson. The other functions of the Chairperson shall be to:

- (i) Preside over the meetings of the General Assembly
- (ii) Convene and chair Board of Directors meetings
- (iii) Setting the Agenda of the meetings in consultation with the Board Secretary
- (iv) Oversee the work of the organs of the Association
- (v) Supervision of the implementation of Board resolutions and decisions
- (vi) Perform any ceremonial duties which the Board of Directors may call upon him/her to do
- (vii) Carryout any other functions entrusted to him/her by the Assembly or by the Board of Directors.
- (viii) Be a co- signatory to all accounts of the Association.

2. Treasurer of the Board of Directors

The Treasurer shall be the principal advisor to the Association on all financial matters. The duties and functions of the Treasurer shall include:

- (i) Consider the finance and accounting policy of the Association in relation to fundraising and advising the Board of Directors accordingly.
- (ii) Supervise preparation of the annual budget and he/she shall have the right to obtain from the Executive Director all information and documents in respect of financial and budgetary character.
- (iii) Supervise the preparation of the Annual Accounts of the Association and submission of the same to the auditors.
- (iv) Supervise the preparation of the Annual financial reports of the Association and presentation of the same to the General Assembly and Board of Trustees.
- (v) Attend all meetings of the of the Association including the General Assembly, the Board of Directors meeting, the finance sub-committee meetings.
- (vi) Present financial reports to the Board and the General Assembly.
- (vii) Be a co-signatory to the Association bank accounts.
- (viii) The Treasurer may delegate some of his/her functions to one or more of the competent senior employees of the Association who shall perform the same under his/her supervision.
- (ix) Perform other duties as are entrusted to him or her by the Board.

3. The Secretary

The Executive Director, as the Secretary, is responsible for the day-to-day operations of the organization and acts as the primary liaison between the Board and the organization's staff. Key duties include:

- (i) Execution of the Assembly/Board's decisions and implements organizational policies.
- (ii) Steer the organization's operations and oversee the implementation of organization's policies, regulations and strategic plans.
- (iii) Lead the team, allocate responsibilities to staff and provide support supervision to the staff in the implementation of the organization's activities as well as undertaking annual performance appraisals on all employees.
- (iv) Advise the Board on staff appointments and performance issues.
- (v) Prepare regular reports for the Board on the organization's activities and progress.
- (vi) Responsible for reporting to all stakeholders on the work of the organization.
- (vii) Coordinate meetings and taking minutes for Board and General Assembly meetings.
- (viii) Ensure proper financial and administrative management of the organization.
- (ix) Coordinate and liaise with the Treasurer on matters pertaining with preparation of Annual Budgets, Annual accounts and financial audits.
- (x) The Secretary shall be the principal accounting officer and signatory to all accounts of the Association.
- (xi) Carrying out any other functions entrusted to him/her by the Board of Directors or the chairperson.
- (xii) The Secretary shall be an *ex-officio* member and secretary of the Assembly including the Board of Directors and, unless the Constitution provides otherwise, of all subsidiary bodies set up by the Assembly and the Board of Directors. However, the Secretary may delegate some of these functions to other officials of the Secretariat.

8. Board Meetings

(a) Frequency of Meetings

The Board of Directors shall meet at least once every three (3) months (after every quarter of the year) to deliberate on various issues.

(b) Special Meetings

Special meetings may be convened at any-time when necessary, at the discretion of the Chairperson, in consultation with the secretary or upon the request of at least one-third of the Board members.

(c) Quorum

A quorum for Board meetings (including special meetings) shall be five (5) members. Decisions shall be made by a majority vote, with the Chairperson holding a casting vote in case of a tie.

(d) Venue of meetings

The Board will meet at a place fixed by the Chairperson in liason with the secretary.

(e) Chairing the meeting

The Chairperson or in his/her absence the Vice Chairperson or in the absence of both of them, a member of the Board of Directors appointed by the Chairperson, shall chair the meetings of the Board of Directors.

(f) Decision-Making

Resolutions passed by the Board require a majority vote of those present at the meeting. In case of a tie, the presiding Chairperson shall have the casting vote.

A resolution signed by two-thirds of the members of the Board of Directors shall be as effective for all purposes as a resolution passed at a meeting of the Board of Directors duly called, held and constituted.

9. Board Member Code of Conduct

Board of Directors is committed to upholding values that foster strong leadership, ethical governance, and meaningful impact. These principles shall guide their decisions and actions:



- a) **Transparency & Accountability** – Ensure openness in decision-making and take responsibility for their actions to build trust with all stakeholders.
- b) **Integrity** – Act with honesty, fairness, and uphold the highest ethical standards in all that they do.
- c) **Excellence** – Strive for the best outcomes through continuous learning, innovation, and strategic leadership.
- d) **Teamwork** – Foster collaboration, open communication, and shared responsibility to achieve our common goals.
- e) **Mutual Respect** – Value diverse perspectives and treat everyone with dignity and professionalism.
- f) **Inclusivity** – Embrace diversity and ensure that all voices, especially those from marginalized groups, are heard and represented.

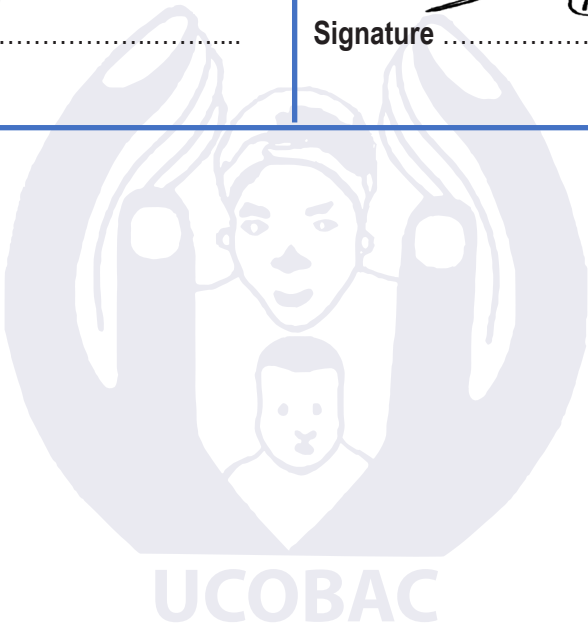
10. Amendments to the Governance Manual

This Governance Manual may be amended upon recommendation by the Board of Directors and subsequent approval by the member of the General Assembly.

AUTHORISATION

Approved by:

<p>Name: Grace Angeline Chelimo Title: Board Chairperson</p>  <p>Signature</p>	<p>Name: Frances Birungi Odong Title: Executive Director</p>  <p>Signature</p>
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