

(Name of the Cooperative)

(Logo of the Cooperative)

Board Charter
Month 202____

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1. Introduction

The (Name of Society) was established in and registered under the Cooperative Societies Act of 2003 as revised and Cooperative Societies Regulations of 2005. The Board of Directors are elected by the Annual General meeting and/or Elective Conference of the Cooperative.

The Board is a representative of the shareholders in providing oversight for the operations of the Cooperative and to provide strategic direction. The(Name of Cooperative) Board Charter governs the regulation of meetings, proceedings and performance of the Board of Directors. This Charter has been developed to:

- a) Provide a clear statement of the roles, responsibilities, processes and operations of the Board for the benefit of both the Board and Management; and
- b) Ensure that the practices of the Board are consistent with and reflect the Board's commitment to best practice in Cooperative governance.

The Board shall be the focal point for Cooperative Governance in the sense that:

- a) The Board shall direct, govern and be in effective control of the Cooperative through the Charter setting out its responsibilities.
- b) The Board shall collectively provide effective Cooperative governance that involves managing the relationships between the management, its Members and other relevant stakeholders.
- c) The Board's paramount responsibility shall be the positive performance of the Cooperative in creating value for its Members and the entire co-operative movement of Eswatini. In doing so, it shall appropriately take into account the interests of all stakeholders.
- d) The Board shall exercise leadership, enterprise, integrity and judgment in directing the Cooperative so as to achieve the set mandate and Cooperative objectives. The Board shall ensure that stakeholders are engaged in such a manner as to create and maintain trust and confidence in the Cooperative.

2. **Composition**

2.1 **Size & Composition**

The Board shall consist of Directors,

2.2 **Appointment**

The Board is appointed by the General Membership through a set criterion and in accordance with the Cooperative's by-laws.

2.3 **Independence**

To enhance independence, the Board shall avail an environment that ensures the Members are critical and independent of one another.

An independent Director shall be required to satisfy the following criteria:

- (1) have no conflict of interest;
- (2) bring influence and stature to the Cooperative;
- (3) have no political appointments;
- (4) be financially stable;
- (5) be able to devote sufficient time to the role and be willing to attend scheduled Board Meetings and other Assignments; and
- (6) have no material relationship to Cooperative that may interfere with the exercise of their independence from management and Cooperative.

3. **Responsibilities of the Board**

3.1 **General**

3.1.1 The powers and duties of Directors are set out herein.

3.1.2 The Directors shall act in the best interests of(Name of Cooperative) and are to use their efforts to ensure it is properly managed and constantly improved. The principal role of the Board is to:

- a) work with internal and external stakeholders on all matters with the potential of negatively impacting on the ability of the Cooperative to meet its mandate and objectives;
- b) oversee, approve and monitor strategy;

- c) oversee the implementation of the Business Plan including the Annual Budget;
- d) appoint the Manager/Officers and evaluate his/ her performance;
- e) provide guardianship of Cooperative values;
- f) monitor the integrity of financial reporting;
- g) oversee risk management and legal compliance; and
- h) oversee and or maintain stakeholder communication, liaison and relationship.

3.2 Specific Roles

To discharge its responsibilities and to facilitate its ongoing oversight of(Name of Cooperative), the Board has agreed its role includes, but is not limited to the following matters. The Board may choose to delegate some of these responsibilities to one or more of its Committees. This will be specifically reflected in the Charter of the relevant Committee.

3.2.1 Strategic

- a) *Strategic planning:* Approving the strategic plan contributing to the(Name of Cooperative) strategy and objectives, approving its strategy, associated performance indicators, targets and approving any subsequent material variations.
- b) *Business planning:* Approving the business planning process and timetable, adopting the business plan including operating budgets, capital budgets, performance indicators and approving any subsequent variations.
- c) *Future funding:* Contributing to and approving a strategy for funding of COOPERATIVE, including funding targets, timelines and avenues and appropriately involving itself in liaison and communication with potential sources of funding.
- d) *Change management:* Overseeing Cooperative's capacity to identify and respond to changes in its economic and operating environments.

- e) *Major projects*: Approving and monitoring major projects including Cooperative restructuring/re-organizations, major capital expenditure, capital management, acquisitions and divestitures and any significant initiatives or opportunities that arise outside the annual planning and budgeting process.
- f) *Stakeholder liaison*: Appropriately involving itself in liaison and communication with key stakeholders in line with the Communication Policy.
- g) *Performance monitoring*: Overseeing the conduct and performance of the Cooperative and subsidiaries to ensure they are being properly and appropriately managed.

3.2.2 **Governance and Board Matters**

- a) *Delegations of authority*: Reviewing, approving and, where appropriate, revising the delegation of authority from the Board to the CEO/Manager and significant delegations from the CEO/Manager to senior management. The Board notes that these delegations must be clearly defined and be sufficient to empower the CEO/Manager and the senior management team to run the daily activities of COOPERATIVE.
- b) *Committees*: Overseeing the work of the Board Committees including determining the need for specific Committees, reviewing the need for those Committees on an ongoing basis, receiving reports from, reviewing the work of, and considering the recommendations made by each Committee.
- c) *Self-assessment*: Developing and implementing a formal process for the Board to assess its performance. This policy will include an external assessment prior to conclusion of the term of the Board.
- d) *Referred matters*: Attending to matters appropriately referred to it by the Chair, management, the CEO/Manager or Committees of the Board.

- e) *Governance matters*: Attending to Cooperative governance matters including: full disclosure of operations to the membership and regulatory stakeholders, ensuring full compliance and adherence to statutory regulations.
- f) *Information needs*: Dictating its information needs to management including the form, timing, content and style of Board papers/reports and ensuring these are fully addressed on an ongoing basis.
- g) *Succession planning*: Ensuring that appropriate plans are in place for the succession of the CEO/Manager and Board members.

3.2.3 **Risk Management, Compliance and Internal Controls**

- a) *Risk management*: Defining Cooperative's risk appetite, approving and overseeing the operation of Cooperative's Cooperative risk management framework, assessing its effectiveness, understanding and reviewing the major/significant risks facing the COOPERATIVE and monitoring their management.
- b) *Internal controls*: Overseeing, reviewing and monitoring the operation, adequacy and effectiveness of Cooperative's reporting systems and the overall framework of internal controls established by the CEO/Manager including operational, accounting and financial reporting controls.
- c) *Operational compliance*: Approving, reviewing and monitoring compliance with key Cooperative policies.
- d) *Legal compliance*: Overseeing, reviewing and monitoring the operation of Cooperative's programs, policies and procedures to ensure compliance with relevant legislation is actively promoted within
COOPERATIVE. Specific attention is to be given to regulatory financial, industrial relations privacy and occupational health and safety programs.

- e) *Reputation*: Being aware of and, where appropriate, reviewing any litigation, actions, transactions and issues, papers and reports to external/third parties which impact on COOPERATIVE.
- f) Encourage the reporting of unlawful or unethical behavior.

3.2.4 **Financial**

- a) *Financial oversight*: Overseeing all aspects of Cooperative's financial position including giving specific attention to the quantum, nature and terms of Cooperative's debt facilities and its ability to meet its debts and other obligations as they fall due including investments thereof.
- b) *Financial reporting*: Approving the annual audited financial statements, the half year financial statements, quarterly management reports and the theme and text of the Cooperative's annual report.
- c) *Audit*: Selecting Cooperative's external auditors for approval by the members, ratifying the appointment of the internal auditor and approving their respective scopes of work.

3.2.5 **Human Resources**

- a) *CEO/Manager*: The appointment, regular performance assessment, remuneration, succession planning and, should it be necessary, the dismissal of the CEO/Manager.
- b) *Executive performance and development*: Ensuring an appropriate process is in place to recruit, review the performance of, remunerate, train and develop senior management and to provide for management succession.
- c) *Executive compensation*: Reviewing and approving the compensation, equity and incentive schemes in place for the

CEO/Manager and senior management to ensure they are appropriate and competitive in both structure and quantum.

- d) *Standards of behaviour*: Reviewing, approving and monitoring compliance with the COOPERATIVE Code of Conduct, which provides guidance regarding ethical behavior, including approving all proposed revisions or waivers.

4. **The Chairperson**

4.1 **Appointment**

The general membership elects the President who function as the Board Chairperson.

4.2 **The Role and Obligations of the Chairperson**

The role of the Chairperson is to ensure that the Board is functioning effectively and the Chairperson shall:

- a) ensure efficient conduct of the Board's business;
- b) ensure the input of all Board members before important decisions are taken;
- c) chair all Board meetings;
- d) together with the CEO/Manager, ensure that COOPERATIVE operates to the highest standards of Cooperative governance;
- e) manage the training needs of each Board Member and ensure development;
- f) ensure the Board undertakes continuous development in order to enhance governance practices within the Board itself and in the interest of COOPERATIVE;
- g) establish the agenda for, and frequency of, Board meetings together with the Secretary, and where appropriate along with the CEO/Manager;
- h) attend the meetings of the sub-committees from time to time as an ex-officio member;
- i) monitor the operations of the sub-committee and recommend revoking the appointment of sub-committee members that are deemed to be non-performing and or not serving the interests of the Cooperative thereof;

- j) ensure the Board's decisions have been implemented;
- k) promote and ensure the due participation and performance of Board members;
- l) ensures that all Directors behave in a manner prescribed by this Charter;
- m) directly supervise the CEO/Manager and be the link between the Board and the CEO/senior management;
- n) review matters of concern to the Cooperative together with the CEO/Manager;
- o) cause the development a Performance Agreement with the CEO/Manager and review his or her performance against this agreement;
- p) provide guidance and mentoring to the CEO; and
- q) provide a proposal to the Remuneration Committee on remuneration of the CEO/Manager.

5. **The Role and Obligations of the Directors**

The role and function of the Director shall include:

- a) exercising reasonable degree of care, skill and diligence;
- b) acting within their powers and in the interests, and for the benefit of COOPERATIVE;
- c) upholding the values and objectives of COOPERATIVE;
- d) contributing to and sharing responsibility for the Board's decisions;
- e) upholding and protecting COOPERATIVE core policies;
- f) reading all Board papers prior to meetings;
- g) attending all Board meeting, training sessions and other Board sanctioned events;
- h) providing support, advice and positively contributing in meetings;

- i) participating as members of sub-committees;
- j) respecting and exercising confidentiality of information relating to the operations of COOPERATIVE;
- k) declaring any relevant interests;
- l) undertaking the functions outlined in section 3 of this Charter under the guidance of the Chairperson; participating in the annual evaluation of the performance of the Chairperson;
- m) performing any other duties as assigned by the [Board/Chairperson](#).

6. **The Role of Board Committees**

- a) There shall be established the following Committees of the Board:
 - i. Audit and Supervisory Committee;
 - ii. Education Committee;
 - iii. Central Co-operative Fund and Credit Committee; and
 - iv. Cooperative and Finance Committee.
- b) The Board may appoint any other committee as it deems necessary for the conduct of the business of the COOPERATIVE.
- c) Each formally constituted Committee will have a written Charter, approved by the Board. Formal minutes of each Committee meeting will be prepared and circulated to each of the Directors as part of the Director's package for ordinary and or special Board meetings.
- d) Membership of Board Committees will be based on the needs of the Cooperative, relevant legislative and other requirements and the qualification, skills and experience of the individual Directors. The specific requirements of each Committee are set out in its Charter.
- e) The Board has sole responsibility for the appointment of Directors to Committees and expects that, over time, the Directors shall rotate on and off various Committees taking into account the needs of the Committees and the experience of the individual Directors. The role, function, performance and membership of each Committee will be reviewed on an annual basis as part of the Board's self-assessment process.

- f) The Board may from time to time establish appropriate Committees to assist it in the discharge of its responsibilities. However, the Board will not delegate any of its decision-making authority to those Committees instead the Committees shall recommend proposals to the Board for deliberation and decision making.

7. **The Role of the Chairpersons of Sub-committees**

The role of the Chairpersons is to:

- a) convene and chair sub-committee meetings;
- b) establish the agenda for, and frequency of sub-committee meetings as approved by the Chairperson of the Board;
- c) invite external professionals to provide expertise on technical matters being deliberated, in consultation with the Chairperson of the Board or his/her designate;
- d) ensure the Board's decisions have been implemented;
- e) be the link between the Board and the sub-committee;
- f) review matters of concern to the Cooperative together with the CEO/Manager;
- g) be the custodian of the principles of good Cooperative governance during meetings;
- h) generate reports to the Board and ensure that recommendations are submitted to the Board on key issues.

8. **Board Meetings**

- a) Scheduled Board meetings shall be held at least once per quarter and the dates determined annually in advance by the Board. The agenda for each meeting shall be in line with the needs of the Cooperative and the matters set out in the annual agenda for attention at a particular meeting.
- b) Special meetings of the Board may be held upon the call of the President or upon a written request signed by at least four (4) Directors and filed with the Secretary;

provided that a request so filed shall state the purpose or purposes for which the meeting is to be called.

8.1 Declaration of Interests

- a) Directors are required to take all reasonable steps to avoid an actual, potential or perceived conflict of interest with Cooperative's interest.
- b) Directors must comply with the requirements of the Cooperative governance Code of Conduct – Conflicts of Interest with respect to the disclosure of actual, potential or perceived conflicts of interest.

8.2 Quorum for Meetings

A meeting of the Board will be deemed to constitute a quorum:

- a) Where the Board comprises at least seven (7) Directors excluding the Ex-Officio and the CEO/ Manager and when all three (3) apexes are represented.
- b) A quorum must be achieved at all times during all meetings.

8.3 Remuneration

- a) The remuneration of the Board of Directors shall be in accordance with the Bylaws of the Cooperative and reviewed from time to time in line with dynamic economic changes.
- b) All Board and sub-committee members shall be reimbursed travelling costs for all authorized Board and sub-committee meetings and or events so duly authorized by the Board and or Chairperson at a rate so determined by the Board as revised from time to time.

8.4 Recording of Minutes

- a) Minutes shall be recorded for all Board and sub-committee meetings and they shall be recorded by the Board Secretary or his/her designate.
- b) All Board minutes shall be made available to Board members within a period of 14 days from the date of the meeting.

UNDERTAKING OF CONFIDENTIALITY AND ETHICS

9. **Board Members and Chief Executive are must the undertaking below;**

I, the undersigned, do hereby:

1. Undertake to treat as strictly confidential, all information which I may hold or know of, from or relating to COOPERATIVE, its licensees, or its employees, however such information may be obtained-whether orally, visually or by reason of inspection of documentation or other matter, either at the COOPERATIVE premises or elsewhere;
2. Acknowledge that the said information is made available to me solely for the purpose of performing my duties and functions as a Board member of COOPERATIVE;
3. Agree not to disclose such information to any person whomsoever, including my Employer or Authority, other than the Board and Chief Executive/Manager, except:
 - 3.1 in response to a request from a licensee regarding a matter that deals exclusively with that licensee;
 - 3.2 Information that is public knowledge and legitimately in the public domain by reason of its prior publication (other than through an act or omission on the part of myself or other Board members or employees of COOPERATIVE); or
 - 3.3 Where specifically authorized, and minuted in writing, to do so by the Board.
4. Agree not to directly or indirectly use for my benefit, or the benefit of any other person or organization, any information that came to my knowledge by virtue of being a Board member of the COOPERATIVE other than to carry out my duties and functions as a Board member of COOPERATIVE;
5. Agree to return to COOPERATIVE, unless specifically otherwise agreed in writing by the Chairperson, all notes, record, documents or other materials which may have prepared or obtained as a result of my being a Board member of COOPERATIVE;
6. Acknowledge that it is my duty to ensure that my private or personal interests do not influence my decisions as a Board member and that I do not use my position as a Board member to obtain personal gain of any sort.
7. Agree to abide by the code of ethics and the Standing Orders of COOPERATIVE and in particular to declare any and all actual or potential conflicts of interest, and record

all relevant material interests in the register of interests maintained by COOPERATIVE.

8. Acknowledge that this undertaking given by me will remain in force for duration of my being a Board member of COOPERATIVE and for the period of 2 years after the end of that period.
9. Agree that this undertaking shall form part of my conditions of appointment and services as a

**NAME :.....(Block
Capital)**

Signature:.....Date:.....

CODE OF CONDUCT AND CONFLICT OF INTEREST

10. Introduction

National Co-operatives Cooperative of Eswatini (COOPERATIVE) Ltd officials have an obligation to the organization that extends beyond assuring that their actions do not violate any statute or regulation. They are fiduciaries that owe it to the organization to act in good faith in the performance of their duties.

In accepting a position as an official of COOPERATIVE, an individual should recognize that the interests of the organization and its members have priority over any personal interest that an individual may have. The position should not be used to gain personal profit or advantage.

The Cooperative Act normally gives the Board members responsibility for the general direction and control of COOPERATIVE as a national co-operatives Cooperative. The Board thus has the task of establishing policies and procedures for the conduct of the organization's affairs. A code of conduct should be established to guide officials in avoiding conflicts of interest. The focus of the policy is to protect the image and integrity of COOPERATIVE and to strictly prohibit actions from which officials could derive personal gain while fulfilling their duties and responsibilities.

All officials will have to review; sign, and date a code of conduct statement and review the code of conduct policy. This should be done initially when the official is appointed and it should be renewed annually either at the first meeting of the officials immediately preceding the annual general meeting. The statement should request information that can be used to determine if the official may have a conflict of interest that would disallow them from performing their job, duties or responsibilities. Requiring the officials to sign a code of conduct statement disallows those involved in a violation to use the excuse, 'I didn't know this was a problem'.

11. General Policy Statements

Officials of COOPERATIVE are expected to:

- 11.1 Conduct the business of COOPERATIVE in full compliance with both the letter and spirit of the law within guidelines established by this policy.
- 11.2 Recognize that confidentiality of information must be maintained.
- 11.3 Recognize and avoid conflicts of interest.
- 11.4 Protect COOPERATIVE property, including information, products, services and assets.
- 11.5 Properly manage personal finances so they do not interfere with duties and responsibilities of the official.

- 11.6 Treat fairly and respect all COOPERATIVE employees, members and others with whom they interact.

12. Purpose and objectives

This code of conduct policy establishes clear standards of conduct for officials. The policy provides guidance to those performing COOPERATIVE business to ensure that such activities are performed in compliance with the letter and spirit of the law.

13. Authorized Activity

Every policy should clearly state authorized activity and acceptable behaviour. The acceptance of fees (including special discounts of any direct or indirect payment of money or property) and other items of value in return for service of COOPERATIVE renders are generally prohibited. The following exceptions may be allowable:

- 13.1 Payment of bona fide salary, wages and fees or other compensation, when these payments are made in the usual course of business;
- 13.2 Acceptance of gifts, gratuities, or favors based on an obvious family or personal relationships (with parents, children, or spouse of COOPERATIVE officials and employees) where circumstances are clear that the relationship rather than COOPERATIVE business is the motivating factor;
- 13.3 Acceptance of meals, refreshments, or entertainment of reasonable value (not exceed E300.00 per individual) in the course of a meeting or occasion, provided these expenses are otherwise reimbursable by COOPERATIVE as a justifiable business expense;
- 13.4 except where prohibited by law, the acceptance of loans from banks or other financial institutions, provided such transactions are made with customary terms and are used to finance legitimate and usual activities by COOPERATIVE officials;
- 13.5 Acceptance of unsolicited promotional materials of nominal value (limited to E300.00 per person);
- 13.6 Acceptance of discounts or rebates on merchandise or services, provided they do not exceed those that are available to other COOPERATIVE members or the general public;
- 13.7 Acceptance of gifts of reasonable value (limited to E300.00 per item and person) on the occasion of recognized events such as job promotions, retirement, etc.

13.8 Acceptance of civic, charitable, educational, or religious awards in recognition of a service performed or an accomplishment; and

13.9 Other activities not identified may be acceptable on a case-by-case basis with prior written approval from the Board.

14. Unauthorized activities

Officials are prohibited from soliciting, offering, promising, or accepting anything of value in connection with any transaction or business conducted by COOPERATIVE if that individual expects to be rewarded for performing the transaction.

The following are always considered unacceptable business activities:

14.1 No official will solicit or accept anything of value including, but not limited to, gifts, gratuities, fees, amenities, travel, or business of COOPERATIVE;

14.2 Officials are prohibited from having expenses paid for trips or other or other expensive entertainment by members or suppliers;

14.3 No official may accept a personal fee for arranging a loan from COOPERATIVE or from any other person or lending institution;

14.4 No official may receive any monetary considerations in connection with making of an investment for the organization;

14.5 No official or immediate family members may receive a loan that is made with preferential rates, terms, or conditions;

14.6 No official may be related to any employee of COOPERATIVE or have a contractual relationship with COOPERATIVE;

14.7 No official may be delinquent on a credit obligation with COOPERATIVE;

14.8 Officials or members of their immediate families are prohibited from accepting directly or indirectly any bequest from a member of the organization. If the official learns of such a bequest in a member's will, they must immediately report all the facts to the Finance Committee and the Board. In any event, unless the bequest is from a close relative, the official is not permitted to accept it.

14.9 Confidential information regarding any member obtained in the course of business must not be used for personal gain; nor should it be revealed to any person outside the organization without the consent of the member or as otherwise permitted by law.

The code of conduct policy shall be reviewed and revised as needed no less than annually. The review should be so noted in the Board minutes. The Finance Committee is responsible for the follow up on any suspicious activity. The committee will report to the Board or to a special meeting of the membership if it concerns the Board, any findings that might compromise the integrity of COOPERATIVE or be in violation of the code of conduct.

15. Code of conduct statement

Each official is required to sign a code of conduct statement upon being appointed to his or her position. Annually, at the first meeting of the officials preceding the annual general meeting each official will be required to read the code of conduct policy and date and sign a new code of conduct statement.

16. Code of conduct affirmation

I have received a copy of the code of conduct statement and have been given an opportunity to review the document and code of conduct policy. After having read the aforementioned policy, I affirm that:

I do not presently hold a position as an official in another depository institution except as follows:

Name and address of depository institution	Official capacity	Percentage ownership interest	of or	Income or fees earned in past 12 months

I am not presently engaged in any other outside business activity, nor do I have any other outside employment, except as follows:

Business activity or employer	Official capacity	Hours of work	Compensation

I have not been part of any of the activities listed as unauthorized in the policy or partaken in anything that might be considered unethical or a conflict of interest that would disallow me from fulfilling my job, duties and responsibilities.

I affirm that the above information is correct:

Date..... Signature.....

Name (print).....

Official Position held.....

17. Job description (Board Members)

Position Title:

17.1 Reporting and responsibilities

Reports to: The Membership

Supervises: The Manager

17.2 Primary Duties and Responsibilities

Maintains the general direction and control of the Organization. This includes guiding the Cooperative to fulfill its purposes; setting the plans and policies which guide the affairs of COOPERATIVE; and ensuring that those plans and policies are properly implemented by following the COOPERATIVE Bylaws, all applicable laws, sound business practices, and the membership desires.

17.3 Specific duties and responsibilities

17.3.1 Attends all regular and special meetings of the Board of Directors, meeting at least monthly.

17.3.2 Determines and declares dividend rates, terms, maximum share limits, and classes of shares / deposits.

17.3.3 Determines the rate, maturities, and security, terms, conditions, and interest for all loans granted by the organization.

- 17.3.4 Determine policies relating to the granting and appropriate collection of loans and authorize the charge – off of uncollectible loans.
- 17.3.5 Authorizes al appropriate borrowing on behalf of the COOPERATIVE.
- 17.3.6 Authorizes the appropriate deposit and investment of funds of the organization.
- 17.3.7 Amends COOPERATIVE bylaws, subject to the supervising authority as appropriate.
- 17.3.8 Hires, fixes duties and compensation, and evaluates performance of the Manager. Sets the policy parameters for other Manager actions.
- 17.3.9 Ensures that the Executive Committee acts with respect to specifically delegated functions authorized by regulation and the Board.
- 17.3.10 Ensures the organizations Finance Committee, which is responsible for making, or cause to be made, all appropriate audits and checks, and ensures proper functioning of the organization.
- 17.3.11 Appoint other Committees as necessary.
- 17.3.12 Determines the surety bond needs of COOPERATIVE at least annually and ensures that appropriate persons are bonded in accordance with applicable laws and regulations.
- 17.3.13 Evaluates and determines security needs of the organization.
- 17.3.14 Act on all membership applications, either directly or through the appointment of a membership officer.
- 17.3.15 Maintains all business affairs and affairs of its members in a confidential manner and refrains from any relationship which would create conflict of interest with regard to the organization.
- 17.3.16 Fills vacancies on Board, Finance and other sub committees and appoints alternates to act in the absence of a regular member of those committees.

17.3.17 Act as a positive ambassador for the organization and its services.

17.3.18 Holds or causes to be held and Annual Meeting of the membership and presents a report of the Board's activities.

17.4 Basic qualification requirements

17.4.1 Be a member of good standing of the organization.

17.4.2 Have the ability to take and handle criticism for making necessary but unpopular decisions.

17.4.3 Have an open mind, the ability to use sound judgment, a willingness to accept responsibility, and the ability to make group decisions with fellow Board members.

17.4.4 Have the ability and desire to attend all regular and special meetings of the Board and at least one educational and planning program per year.

17.4.5 Have a demonstrated desire to learn about the organization services, laws, and regulations that govern it and the responsibilities of the Board member.

18. Statement of consent

Position Title.....

I, the undersigned fully understand and do hereby agree that as an elected Board member, I will conform to and abide by the following:

18.1 Attend all regular and special meetings of the Board when notified, unless prevented by circumstances beyond my control.

18.2 Participate to the best of my ability in determination of the organization's direction, policies and other matters coming before the Board, give full attention to meeting the needs of the organization, and vote on all issues submitted or proposed for Board action.

18.3 Consider the business of the organization and its members to be confidential in nature.

18.4 Give all assistance possible to my fellow Board members, appointed officers, the manager, management, and employees of the organization in the discharge of their offices.

18.5 Disclose any conflict of interest to the Board and refrain from voting on issues related to such conflict, should I ever find myself under obligation to any other group or organization, which may create such conflict with NFCE.

18.6 Attend the organization's annual strategic retreat.

18.7 Continually seek to learn more about the organization and its services, as well as my individual responsibilities as a Board member, by attending a minimum of twelve hours of training per year in addition to all Board meetings.

Date

.....

Signed

.....

19. Board member agreement to serve

As a Board member of National Co-operatives Cooperative of Eswatini Ltd. (COOPERATIVE) I am fully committed and dedicated to the mission and have pledged to carry out this mission. I understand that my duties and responsibilities include the following:

19.1 I am fiscally responsible, with other Board members, for this organization, I know that our budget is and take an active part in reviewing, approving, and monitoring the budget and fund raising to meet it.

19.2 Know my legal responsibilities for this organization and those of my fellow Board members. I am responsible to know and oversee the implementation of policies and programs.

19.3 I accept the by – laws and operating principles manual and understand that I am morally responsible for the health and well-being of this organization.

19.4 I will actively promote COOPERATIVE and encourage and support its staff.

19.5 I will attend Board meetings, be available for phone consultation, and serve on at least one COOPERATIVE committee. If I am not able to meet my obligations as a Board member, I will offer my resignation.

19.6 In signing this document, I understand that no quotes are being set, that no rigid standards of measurement and achievement are being formed. Every Board member is making a statement of faith about every other Board member. We trust each other to carry out the above agreements to the best of our ability.

Signed..... Date.....
Board Member

Signed..... Date.....
Board Chairperson

19. Board member information sheet

Name of Board member.....
Title.....
Organization.....
Physical Address (Work).....
Physical Address (Home).....
City / Town.....
Telephone (day)..... Evening.....
Email.....
Source of referral / information.....

Special skills (tick where applicable)

___ Fund raising Marketing
___ Public relations
___ Personnel / Human Resources
___ Technology
___ Finances Legal ___ Business
___ Other (state).....

Professional skills (tick where applicable)

___ For-profit business
___ Non-profit organization
___ Government
___ Other (state).....

Education (tick where applicable)

- ☐ Some high school
☐ Undergraduate college degree
☐ High school graduate
☐ Some graduate coursework
☐ Some college Graduate degree or higher
☐ Other (state).....

Other affiliations:

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Other Board services:

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Other pertinent information:

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Reviewed and authorized for implementation by the Board of Directors

On the _____ day of _____ 202____.

Signature: _____
(Chairperson of the Board)

Witnessed by:

1. Signature: _____
(CEO/Manager)

2. Signature: _____
(Board Representative)