



DRAFT BOARD CHARTER / CONSTITUTION

1. Preamble

Raising Gabdho Foundation (RGF) is a Ugandan-founded, African social enterprise established in 2015 and currently transitioning toward full registration as a non-governmental organization. RGF's mission is to combine humanitarian response with long-term development by equipping communities with green livelihoods, resilience, education, health, digital futures, and inclusive governance.

This Founding Board Charter provides the governance framework for the Raising Gabdho Foundation (RGF). It defines the purpose, powers, composition, and responsibilities of the Board to ensure that RGF is guided by the highest standards of accountability, transparency, integrity, inclusivity, and effectiveness, in pursuit of its mission and strategic objectives for the period 2025–2030.

2. Purpose of the Board

The purpose of the Founding Board is to guide and strengthen the Raising Gabdho Foundation (RGF) during its transition from a social enterprise to a fully registered non-governmental organization.

The Board shall serve primarily as a **strategic and developmental body**, working collaboratively with RGF's leadership to:

1. Provide strategic guidance and mentorship that align with RGF's mission, vision, and 2025–2030 strategy.
2. Safeguard RGF's core values of integrity, inclusion, innovation, and resilience.
3. Support the establishment of sound systems in governance, finance, and program management.
4. Advise on resource mobilization and partnership development.
5. Promote learning, transparency, and continuous improvement across the organization.



6. Build institutional readiness for full NGO registration and compliance with regulatory requirements.
7. Represent RGF externally and mobilize networks that expand its visibility, credibility, and impact across Uganda and Africa.

During the founding phase, the Board shall **exercise its oversight and fiduciary responsibilities in partnership with** the Executive Director and management team. While the emphasis is on mentorship and institutional strengthening, the Board retains the authority to review, approve, and guide key strategic and policy decisions to ensure accountability, transparency, and mission integrity. As RGF matures, the scope and independence of the Board's authority will evolve through a reviewed Charter, aligning with legal registration requirements and organizational growth.

3. Guiding Principles

The Board of the Raising Gabdho Foundation (RGF) shall be guided by the following principles in all its deliberations and actions:

1. **Integrity and Accountability:** Board members shall act with honesty and transparency, making decisions that safeguard RGF's reputation, resources, and mission.
2. **Inclusivity and Diversity:** Governance shall reflect gender equity, youth leadership, and community voice ensuring that RGF's governance mirrors the people and values it serves.
3. **Collaboration and Learning:** The Board shall work in partnership with management to foster knowledge sharing, innovation, and continuous improvement.
4. **Innovation and Sustainability:** Decisions shall advance RGF's vision of green livelihoods, digital transformation, and long-term community resilience.
5. **Independence and Ethical Conduct:** Members shall declare and avoid conflicts of interest, uphold confidentiality, and act solely in the best interest of RGF.
6. **Results and Impact Orientation:** Governance processes, meetings, and committees shall be purposeful and outcome-driven, ensuring that Board time leads to measurable progress toward RGF's strategic goals.

4. Vision, Mission, and Values



Vision, A resilient and inclusive Africa where women and youth lead communities to thrive through innovation, dignity, and opportunity.

Mission, To link humanitarian response with long-term development — equipping communities with green livelihoods, resilience, education, health, digital futures, and inclusive governance that unlock prosperity and climate resilience.

Core Values, The Board shall uphold and embody the following values in its leadership and decision-making:

1. **Integrity** – Acting with honesty, transparency, and accountability in all actions.
2. **Inclusion** – Promoting gender balance, youth leadership, and community participation at all levels.
3. **Innovation** – Encouraging creativity, technology adoption, and new models for social impact.
4. **Resilience** – Building adaptive systems and communities capable of thriving amid change.
5. **Accountability** – Ensuring that decisions are transparent, ethical, and in the best interest of RGF's mission and stakeholders.
6. **Sustainability** – Advancing environmental responsibility, financial prudence, and long-term institutional growth.

5. Powers of the Board (Refined for the Founding Phase)

During the 2025–2030 transition period, the Founding Board of the Raising Gabdho Foundation (RGF) shall exercise strategic and fiduciary authority necessary to guide the organization's growth, safeguard its mission, and ensure accountability.

The Board shall have the power to:

1. **Strategic Oversight,** Review and approve RGF's long-term strategy, annual work plans, and major policy frameworks to ensure alignment with its mission and vision.
2. **Financial Stewardship,** Review and approve annual budgets and financial reports; ensure responsible resource use and support the establishment of robust financial systems that meet donor and legal standards.



3. **Executive Leadership Support**, Participate in the recruitment, mentorship, and performance review of the Executive Director; provide leadership support and guidance to senior management.
4. **Resource Mobilization and Partnerships**, Advise on and endorse major funding partnerships, investments, or collaborations that advance RGF's strategic objectives — particularly in green livelihoods, carbon finance, and digital futures.
5. **Policy and Systems Development**, Approve or recommend key institutional policies (finance, HR, safeguarding, M&E, risk management) during the organizational strengthening phase.
6. **Accountability and Compliance**, Ensure RGF operates in line with relevant Ugandan laws, donor requirements, and emerging NGO registration standards.
7. **Audit and Risk Oversight**, Review audit reports, risk assessments, and recommend actions to strengthen integrity and compliance.
8. **Institutional Growth and Transition**, Guide and monitor RGF's readiness for NGO registration, ensuring systems, governance, and documentation meet regulatory requirements.
9. **Delegation of Responsibilities**, Establish committees or task forces as needed to support specialized areas such as finance, partnerships, or governance.
10. **Decision-Making**, Make decisions by consensus wherever possible; where consensus cannot be reached, decisions shall be made by majority vote, with the Chair holding a casting vote in the event of a tie.

6. Composition of the Board (Refined for Founding Phase)

1. **Board Size**, The Founding Board shall consist of **5 to 7 members**, including the Chairperson and Executive Director (as a non-voting member). This size provides flexibility for expertise and effective participation during the transition period.
2. **Composition and Diversity**, Membership shall reflect a balance of knowledge, experience, and community representation. The Board shall aim for:
 - **Governance & Compliance Expertise** – individuals with backgrounds in law, audit, or finance.
 - **Technical Expertise** – experience in energy, climate change, humanitarian response, social enterprise, or digital innovation.
 - **Resource Mobilization & Partnerships** – individuals connected to corporate, philanthropic, or development sectors.



- **Community Representation** – at least one member with lived experience from refugee or host communities.
 - **Diversity & Inclusion** – at least **60% women**, and at least **one youth under 35 years**.
3. **Executive Representation**, The Executive Director shall serve as an **ex-officio, non-voting member** of the Board to ensure alignment between governance and management during the founding phase.
 4. **Commitment to Learning and Mentorship**, Founding Board members shall be selected not only for their expertise but also for their commitment to **capacity building, mentorship, and collaborative learning** that strengthen RGF's institutional systems.
 5. **Expansion and Transition**, As RGF transitions to full NGO registration, the Board may expand to up to **9 members** to include additional expertise required for compliance, growth, and geographic representation. Any such changes shall be formalized through an amendment to this Charter.

Appointment Process

Board members shall be identified through a transparent and inclusive process that values both open opportunity and strategic selection.

a. **Identification and Nomination**, Potential members may be:

- **Nominated** by the Governance Committee, existing Board members, or the Executive Director;
- **Recommended** by trusted partners, networks, or institutions aligned with RGF's mission; or
- **Identified through an open or targeted outreach process** led by RGF to attract individuals with the desired expertise, diversity, and commitment.

b. **Vetting and Selection**, The Governance Committee shall review all nominations and expressions of interest based on merit, ethical standing, skills relevance, and diversity.

c. **Engagement and Confirmation**, Shortlisted candidates may be invited for informal conversations or interviews to assess alignment with RGF's values and expectations. Final appointments shall be approved by the Board through consensus or majority vote.



d. **Formalization**, Appointed members shall receive a **Letter of Appointment** and **Board Induction Pack** outlining their mandate, roles, term, and code of conduct.

7. Appointment, Eligibility, and Tenure (Updated – Founding Phase)

1. Eligibility

Candidates for appointment to the Founding Board shall demonstrate:

- Integrity, ethical conduct, and commitment to RGF's mission and values.
- Proven leadership, governance, or technical expertise relevant to RGF's focus areas (e.g., climate, humanitarian response, digital transformation, inclusion).
- Willingness to actively contribute time, networks, and mentorship to RGF's growth.
- Commitment to RGF's inclusivity principles gender equity, youth engagement, and community voice.

2. **Appointment Process**, Board members shall be identified through a transparent and inclusive process that values both open opportunity and strategic selection.

3. a. **Identification and Nomination**, Potential members may be:

- **Nominated** by the Governance Committee, existing Board members, or the Executive Director;
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b. **Vetting and Selection**, The Governance Committee shall review all nominations and expressions of interest based on merit, ethical standing, skills relevance, and diversity.

c. **Engagement and Confirmation**, Shortlisted candidates may be invited for informal conversations or interviews to assess alignment with RGF's values and expectations. Final appointments shall be approved by the Board through consensus or majority vote.

d. **Formalization**, Appointed members shall receive a **Letter of Appointment** and **Board Induction Pack** outlining their mandate, roles, tenure, and code of conduct.

4. Tenure



- The term of office for each Founding Board member shall be **two (2) years**, renewable **once** for a maximum of **four (4) years**.
 - To ensure continuity, the initial Board may adopt a **staggered rotation**, where some members serve for 3 years and others for 2 years.
 - After completing their term, members may continue to serve as **Advisors or Emeritus Members** to retain institutional memory and mentorship.
5. **Special Appointments**, The Board may appoint **non-voting Advisors** — including international experts, donor representatives, or technical specialists — to provide guidance in specific areas such as carbon finance, innovation, or governance.
6. **Onboarding and Orientation**, Every new Board member shall undergo an **orientation program** to understand RGF's mission, strategy, governance framework, and operational context. This ensures alignment, learning, and effective contribution from the outset.

8. Board–Management Relationship

The Founding Board and Management of Raising Gabdho Foundation (RGF) shall operate as partners in advancing the organization's mission and strategic goals.

1. **Shared Purpose**: Both the Board and Management are jointly responsible for upholding RGF's mission, values, and long-term vision. Their roles are distinct but complementary: the Board provides strategic direction and oversight, while Management leads day-to-day implementation and operational decision-making.
2. **Executive Director's Role**: The Executive Director (ED) serves as the chief executive of RGF and the primary link between the Board and the organization. The ED participates in Board meetings as an **ex-officio, non-voting member**, providing strategic updates, financial reports, and policy recommendations.
3. **Collaboration and Communication**: The Board and Management shall maintain open, respectful, and timely communication. Major decisions shall be made collaboratively, guided by evidence, transparency, and shared accountability.
4. **Boundaries and Mutual Respect**: The Board shall not engage in day-to-day operations but shall support Management through strategic guidance, mentorship, and resource mobilization. Management, in turn, shall keep the Board informed of progress, risks, and emerging opportunities.



5. **Constructive Feedback and Learning:** Both the Board and Management shall commit to mutual learning, open feedback, and professional development to strengthen governance and leadership capacity.

9. Officers of the Board (Refined for Founding Phase)

1. **Board Officers,** The Founding Board shall elect from among its members the following officers:
 - **Chairperson**
 - **Vice-Chairperson**
 - **Treasurer**
 - **Secretary**
2. **Election and Term,** Officers shall be elected by the Board at its first meeting and shall serve for **two (2) years**, renewable once. Election or re-election shall be by consensus or majority vote. In the event of an officer's resignation or inability to serve, the Board may appoint an interim officer until the next scheduled election.
3. **Roles and Responsibilities**
4. **a. Chairperson**
 - Provides overall leadership to the Board and ensures effective governance.
 - Chairs all Board meetings and represents RGF in high-level engagements.
 - Works closely with the Executive Director to set meeting agendas and follow up on action points.
 - Ensures that all members participate actively and that Board decisions are implemented.
5. **Vice-Chairperson**
 - Supports and deputizes the Chairperson.
 - Acts as Chairperson in their absence.
 - Leads specific assignments or committees as delegated by the Board.
6. **Treasurer**
 - Provides oversight of financial planning, reporting, and risk management.
 - Reviews budgets and financial statements with Management before Board approval.
 - Chairs or sits on the Audit & Finance Committee.
 - Promotes financial transparency and accountability in line with donor and regulatory requirements.



7. d. Secretary

- Ensures accurate record-keeping of Board proceedings, resolutions, and communications.
- Coordinates circulation of meeting notices, agendas, and minutes.
- Works with Management to maintain the Board documentation system and ensure compliance with statutory filings once registered.

8. Leadership

Style

Board officers shall exercise their duties in a spirit of collaboration, inclusivity, and mentorship fostering a governance culture that builds institutional capacity and shared leadership rather than hierarchy.

10. Board Committees

1. **Committee Approach**, Given the small size and developmental nature of the Founding Board, RGF shall operate primarily as a **Committee of the Whole**, meaning that all members collectively participate in strategic discussions, fundraising, and oversight.
2. **Key Priority Areas**, During the founding phase, the Board shall prioritize the following governance and capacity-building functions:
 - **Resource Mobilization and Partnerships** – leading efforts to attract funding, investment, and collaboration with donors, corporations, and impact partners.
 - **Governance and Accountability** ensuring that policies, systems, and leadership practices meet standards required for future NGO registration.
 - **Finance and Risk** – reviewing budgets, ensuring transparency in financial management, and preparing for external audit readiness.
3. **Working Groups**, To deepen focus on specific priorities, the Board may establish **short-term working groups** made up of members and advisors. Examples may include:
 - **Fundraising & Partnerships Working Group** coordinates donor engagement, proposal support, and investment opportunities.
 - **Governance & Systems Working Group** strengthens policies, organizational structure, and compliance processes.



4. **Evolution of Committees**, As RGF grows and the Board expands, standing committees (e.g., Audit & Finance, Programs & Impact, Governance & Nominations) may be formally established through an amendment to this Charter.

Signed:

- Chairperson  Date: 1st September 2025