



Legal duties of CIVICUS board members

Introduction

The core roles of the CIVICUS Board identified in the bylaws and elaborated by the Board members at its previous meetings include a) oversight and fiduciary responsibility; b) policy approvals and reviews, c) contributions as volunteers to the mission and purpose of the organisation. The CIVICUS Board recognizes that there are many Board approaches that range from a) a working Board where management has more administrative role (implementing Board); b) Board has quasi management roles, c) Board has more oversight role and supports management in implementation.

The Board, in its self-assessment of current practice, decided that it needs to be a policy and oversight-oriented role which provides space to the SG/CEO to lead in the management of work and delivery of programmes. The shared leadership between Board and staff is one which strengthens the focus on mission, effectiveness and accountability.

CIVICUS Board members are recognised as directors of organisations in two domains (the USA and RSA); the legal duties herein are considered to apply as a uniform policy to both.

The legal duties of a CIVICUS board member can be classified as follows:

Duty 1: The duty to act 'in good faith' and for a proper purpose

This duty requires you to:

- act in the best interests of CIVICUS, and
- act for a proper purpose and within the powers given to the board.

As a board member, this means that you:

- commit to acting honestly, fairly and loyally when making decisions for CIVICUS
- have regard for the purpose of CIVICUS and its membership as a whole, as well as its finances and operations
- commit to fully embrace and promote diversity and inclusion values regarding race, ethnicity, gender, religion, physical ability, age, geography, sexual orientation, class, income, and more
- will not make decisions based on your own personal interests, preferences or alliances, or those of other organisations you are involved in, and
- must make decisions which help CIVICUS to achieve its purpose or objective.

To best meet this duty:

Make sure you are familiar with the aims and purpose of CIVICUS, so you can make decisions which guide CIVICUS towards achieving these aims.

Duty 2: The duty to act with reasonable care, skill and diligence

This duty requires you to:

- take your role as a board and committee member seriously
- make use of any skills and experience you have for the benefit of CIVICUS
- give sufficient time, thought and energy to any tasks you have undertaken and to decisions you are required to make, and
- monitor the affairs, activities, strategic direction and financial position of CIVICUS.

As a board member, this means that you should:

- take your responsibilities seriously and put the necessary effort into the tasks you take on
- understand the issues the board and/or committee is making decisions on, including
 - making decisions in good faith, with fair judgement and for a proper purpose
 - having no material interest in the subject matter of the decision
 - informing yourself about the subject matter to an appropriate extent
 - asking questions when you do not understand, or sharing your opinion when you disagree
- commit to understanding CIVICUS' current financial position at all times.

To best meet this duty:

Be prepared by going over supporting documentation before meetings start and make sure you understand the subject matter as well as possible, so that you can address areas of concern or decisions on which you disagree.

Duty 3. The duty not to misuse information or position

As a current or former committee member, you must not make improper use of:

- your position as a committee member, or
- information you obtain through your position as a committee member

To either:

- gain an advantage for yourself or any other person or organisation, or
- cause detriment to CIVICUS.

As a board member, this means that you should:

- be loyal to CIVICUS
- refrain from improperly using your position on a committee
- declare any potential conflicts of interest as soon as they arise
- refrain from improperly using any information obtained because of your position, to gain a personal advantage or an advantage for another, or to cause any detriment to CIVICUS
- not reveal (outside CIVICUS) information which is discussed at committee and/or board level in confidence

To best meet this duty:

Do not use or reveal any information obtained at committee or board meetings for personal gain, or gain of other persons or organisations.

Duty 4: The duty to disclose and manage conflicts of interest

A conflict of interest situation arises when a person, who has a duty to act in the best interests of another, is presented with the opportunity or potential to 'use' that position in some way for their own personal benefit (or for the benefit of someone else, such a relative or another organisation).

The Conflict of Interest policy used by CIVICUS lays out this duty in full and is completed by board members on an annual basis.

As a board member, this means that you should:

- declare any potential conflicts of interest as soon as they arise
- refer to the policy for the correct procedure to follow should you perceive a conflict of interest
- refrain from discussing the decision or trying to influence the outcome of the decision

- consider whether the conflict of interest prevents you from acting in the best interests of CIVICUS

To best meet this duty:

You will have received a Conflicts of Interest policy to accept, and a form to complete based on this policy, at the beginning of each year; it is your duty to update this form and inform the SG should you note any potential conflict of interest arising. Please also make sure you fully understand all procedures to follow in case of any conflicts of interest.

Board Insurance

CIVICUS holds two insurance policies that relate to the board as follows:

AIG Corporate Guard (*Directors' and Officers' Liability*) - Jurisdiction is based on South African and international law in that jurisdiction; and

Chartis (*Management Liability, Professional Liability, Crime and Kidnap Ransom/Extortion Coverage for Not-For-Profit Organizations*) - Jurisdiction based on statutory and case law of the US and North America.

Copies of both policies are available in the board Dropbox in the Policy & Procedure folder (under “Insurance”), or can be requested from the Operations Coordinator.

Registration information for CIVICUS

South Africa

CIVICUS: World Alliance for Citizen Participation

CIVICUS JHB Hub

6th Floor, 25 Owl Street,

Auckland Park 2092

PO Box 933, Southdale 2135,

Johannesburg, South Africa

Company Registration number: 2002/018417/08

VAT Registration Number: 4590202463

NPO Registration Number: 029-864-NPO

USA

CIVICUS: World Alliance for Citizen Participation

1775 Eye Street NW Suite 1150

Washington DC 20006, USA

US Registration number: 52-1847010

External resources for further reading

[Codes of Good Practice for South African Non-profit Organisations \(NPOs\)](#) – pages 9-13 deal with board responsibilities

[Principal responsibilities of an NGO board and its members](#)

[2014 ABA Annual Meeting - Nonprofit Boards of Directors 101: What You Must Know!](#)

[USAID - Governance and NGOs Strengthening the Board](#)

[How to Understand What Your Nonprofit Board Should Do \(article\)](#)

[The Role of the Nonprofit Board: Four Essential Factors for Effective Governance \(article\)](#)

(Please note that these resources were not created and are not maintained by CIVICUS; any personal and/or organisational-specific opinions expressed within them are not necessarily applicable to CIVICUS)