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ANNEXES

1. Introduction

iMPACT direct started with a first pilot in April 2020, and was formally registered in June 2020. Four founders built the idea of direct funding to locally-led NGOs to develop an approach making more impact in aid.

Guiding principles of our organisation:

- **Social justice and equality**, having locally-led NGOs to increase equal opportunities in the aid sector, and thus creating more impact.
- **Reliability and transparency**: Meaningful reporting, open conversations and staging stories and updates from our partner-NGOs' unfiltered and unedited on our website, socials and (online) events.
- **Trust-based relations**: We work towards open and equal relations, with and between donors and partnering NGOs.

What's more we value the diverse team and (advisory) board in terms of location, and experience that we have now and who bring different perspectives to the table and better solutions too.

Goal of this document:

- Compliance with policies and regulations
- In order for there to be good governance, there must be a clear demarcation of these different roles and responsibilities.
- Triangulation to reduce risk and fraud.

2. Constitution iMPACT direct (April 15, 2021)

1. The Foundation was established by a notarial deed on the twelfth of June two thousand and twenty before Mr. J. van der Weele, notary in Lelystad. The articles of association were not changed afterwards.
2. On the fourteenth of April two thousand and twenty-one, the board of the Foundation decided to amend the articles of association, as evidenced by a document attached to this deed, in which document the person appearing is authorized to sign this deed.

Article I - ARTICLES OF ASSOCIATION

1. The name of the foundation is: Stichting iMPACT direct
2. The foundation is located in Weurt, the Netherlands

Article 2 - Purpose

1. The foundation's aim is: to contribute to the impact of locally-led good causes (non-governmental organisations) that successfully contribute to economic development/poverty reduction, food security and/or secondary or higher education in low-income countries or to people living below the poverty line, as well as to contribute to strengthening the position of civil society organisations and to equal cooperation between non-governmental organisations from the global North and the global South and doing everything related to this or that can be conducive to this.
This purpose does not include making distributions to (founding) (advisory) board members.
2. The foundation tries to achieve its goal by, among other things:
 - make it possible for donors to transfer a donation directly — to a non-governmental organisation;
 - raising funds;
 - giving advice;
 - deploying unpaid and paid professionals.

In our Theory of Change we explain how we work towards these objectives.

We want to create impact by supporting locally-led NGOs to become the best impact-makers in their communities or region ('outcome'-level).

It is how we feel we can make the most impact in poverty reduction in the places we work. As this means, that our partner-NGOs will be able to create impact and help many more people out of extreme poverty with successful projects on Income (or No Poverty), Zero Hunger and Quality (Vocational) Education, also after our partnership ends ('impact'-level).

Our 4 main strategies are:

1. Visibility of locally-led solutions.
2. Access to (unrestricted) funding for locally-led partner-NGOs.
3. Support (partner) NGOs to build Healthy & Sustainable organisations.
4. Trust-Based Partnerships with locally-led partner-NGOs.

This is how we contribute to:

- Shift of Power to southern-based organisations.
- A strong civil society, which is vital to claim and protect social justice.

See all about it in our Theory of Change: <https://impactdirect.eu/toc/>

Envisioned results and Impact reports are published at: <https://impactdirect.eu/about/>

Article 3 - Board: composition, appointment, remuneration, dismissal

1. The board of the foundation consists of at least three natural persons. The board determines the number of board members.
A non-full board retains its powers.
The board may appoint a chair, a secretary and a treasurer from among its members.
2. The board members are appointed by the board.
3. Vacancies will be filled as soon as possible, but in any case within three months after they arise.
3. Every driver must meet the following requirements:
 - a. a board member is a natural person;
 - b. a board member has free management of his assets.
4. The board may determine a schedule of resignation, according to which schedule: one board member will resign every three years. A board member who resigns according to the schedule is immediately eligible for reappointment.
5. The board members receive no remuneration for their work.
6. All board members can receive compensation for the costs they have reasonably incurred in the performance of their duties.
4. A board member loses his position:
 - a. by his death;
 - b. by his bankruptcy, by declaring the debt restructuring scheme for natural persons applicable to him or by being granted a suspension of payments;
 - c. by his placement under guardianship or the administration of his entire assets;
 - d. by his voluntary resignation;
 - e. by his dismissal by the court;
 - f. by his resignation by the joint other board members, at least two in number.

Article 4 - Board: convening, meetings, decision-making Each board member is authorized to convene a meeting of the board.

1. The meeting of the board is convened in writing. This notice specifies on which day the meeting will take place, what the starting time of the meeting is and which topics will be discussed (agenda).
2. The convening takes place with due observance of a period of at least seven days, not including the day of convening and the day of the meeting.
The board member who has made known an address to the foundation for this purpose can be summoned to the meetings of the board by a readable and reproducible message sent electronically to that address.
3. The meetings of the board are held at the place determined by the person who convenes the meeting.
4. If action is contrary to any provision of the two previous paragraphs, the board can nevertheless make legally valid decisions if all board members are present or represented at the meeting.
5. A board member may grant another board member written power of attorney to be represented at the meeting. An electronically recorded power of attorney applies as a written power of attorney.
A board member cannot represent more than one fellow board member at the meeting.
6. In the meetings of the board, each board member has one vote. To the extent that no larger majority is prescribed in these articles of association, decisions are taken by the board with an absolute majority of the votes cast.
In the event of a tied vote on matters, the proposal is rejected. If there is an equal vote in a vote on the appointment of persons, the decision will be made by lot.

Article 5 - Board: management of meetings, minutes, decision-making outside meetings

1. The chair chairs the meetings of the board. In his absence, the meeting provides its own leadership.
2. The chair of the meeting determines the manner in which votes are held in the meetings.
3. The decision of the chair of the meeting regarding the outcome of a vote, expressed in the meeting, is decisive.
The same applies to the content of a decision taken, insofar as a vote was taken on a proposal not recorded in writing. If the correctness of the chair's decision is disputed immediately after the chair has pronounced it, a new vote will take place if the majority of the meeting or, if the original vote did not take place by roll call or in writing, a person present with voting rights so requests. This new vote cancels the legal consequences of the original vote.
4. Minutes of the proceedings in the meetings of the board are kept by the person designated for this purpose by the chair of the meeting.
After they have been adopted, the minutes are signed by the chair and the secretary of the meeting.
5. The board may also make decisions in a manner other than in a meeting if all board members cast their votes in writing. A decision has then been taken when all board members have stated that they are in favour of the proposal. A written statement also includes a readable and reproducible message sent electronically to the address that the board has established for this purpose and has made known to all board members.

Article 6 - Board: responsibilities and powers

1. The board is responsible for managing the foundation.
Every board member is obliged to the foundation to properly fulfil the task assigned to him.
The board is obliged to keep records of the financial status of the foundation and everything relating to the activities of the foundation, in accordance with the requirements arising from these activities, and to store the associated books, documents and other data carriers in such a way, in a manner that ensures that the rights and obligations of the foundation can be known at any time. The board is obliged to keep the said books, documents and other data carriers for seven years.
2. The board is authorized to decide to enter into agreements for the acquisition, alienation or encumbrance of registered property and to enter into agreements in which the foundation undertakes as guarantor or joint and several debtors, to represent a third party or to provide security for a debt of a third party.
3. Inheritances may only be accepted under the privilege of inventory.

Article 7 - Board: representation

1. The following are authorized to represent the foundation: the entire board together; two board members acting jointly.
An individual board member cannot represent the foundation.
2. The authority of the board and board members to represent the foundation included in the previous paragraph of this article also exists if a conflict of interest exists between the foundation and one or more board members.
3. The board may decide to grant an incidental or continuous power of attorney to one or more board members and/or to others, both jointly and separately, to represent the foundation within the limits of that power of attorney.

Article 8 - Financial year; reporting

1. The foundation's financial year is the same as the calendar year.
The board is obliged to draw up and put on paper the balance sheet and the statement of income and expenditure of the foundation every year within six months after the end of the financial year.

The treasurer will send these documents to all board members before the end of the period referred to in the previous sentence.

The board prepares annual accounts and a management report as referred to in Article 2:300 of the Dutch Civil Code if this is required by law. In that case, the board will make a copy available for inspection by the board at the foundation's office, with the information to be added pursuant to the law.

2. Before adopting the balance sheet and the statement of income and expenditure, the board may have these documents examined by an accountant to be appointed by it as referred to in Article 2:393 paragraph I of the Dutch Civil Code. This accountant submits his research report to the board. He presents the results of his research in a statement about the reliability of the documents.
3. The balance sheet and the statement of income and expenditure of the foundation or the annual accounts will be adopted by the board within one month after the preparation of the documents referred to in paragraph 2.
4. The adopted documents are signed by all board members. If a signature from one of them is missing, the reason will be stated on the documents.
5. The period referred to in paragraph 2 may be extended by the board by a maximum of four months based on special circumstances.

Article 9 - Regulations

1. The board may establish one or more regulations. Regulations contain rules or further rules that the board considers necessary for the performance of its task. Regulations may never conflict with the articles of association or the law.
The board can amend and revoke any regulations it has made.
2. Regulations are laid down in writing, stating the day on which they come into effect. This date cannot have occurred before the date on which the decision was taken.

Article 10 - Amendment to the Articles of Association

1. The board is authorized to amend the articles of association.
2. The decision to amend the articles of association can only be taken by a majority of at least two-thirds of the votes cast in a meeting at which all board members are present or represented.
If the required number of board members is not present or represented at the meeting in which a resolution to amend the articles of association is being discussed, a new meeting may be convened after that meeting, to be held no earlier than three and no later than six weeks after the first meeting. At the new meeting, the decision to amend the articles of association can be taken by a majority of at least two-thirds of the votes cast, regardless of the number of board members present or represented.
3. If a proposal to amend the articles of association is made, this must be stated in the notice convening the relevant meeting. The verbatim text of the proposed amendment must be attached to that notice.
In this case, the notice period is at least two weeks.
3. An amendment to the articles of association comes into effect at the time determined by the board, but not before a notarial deed has been drawn up. Every board member is authorized to have this deed executed.
4. The board may authorize one or more board members and/or others, both jointly and separately, to have the deed of amendment to the articles of association executed.

Article 11 - Merger; split; conversion

The provisions of the paragraphs 1, 2 and 3 of the previous article apply mutatis mutandis as much as possible, without prejudice to the requirements of the law.

Article 12 - Dissolution and liquidation

1. The board is authorized to dissolve the foundation.
5. The provisions of Article 10, paragraphs 2 and 3, apply mutatis mutandis to the decision to dissolve.
2. If the foundation is dissolved, a positive liquidation balance will be spent on behalf of a public benefit institution (ANBI) or a foreign institution that aims exclusively or almost for the public benefit.
3. The board is charged with the liquidation of the foundation's assets, insofar as no other liquidator(s) has been appointed in the dissolution decision.

FINAL DEED

The person appearing is known to me, the notary, while the identity of the person appearing has been established by me, the notary.

The person appearing and, insofar as they are not the same, the party, has been given the opportunity by me, notary, to take note of the contents of this deed in a timely manner. After communicating the substantive content of this deed to the person appearing and explaining it, I, notary, have also explained to the person appearing the consequences arising from this deed.

The person appearing subsequently stated that he had taken note of the contents of this deed, that he agreed with it and that he did not wish to have it read out in full. This deed was then signed immediately after a limited reading by the person appearing and me, the notary.

Of which a deed was executed in Lelystad on the date stated at the head of this deed.

3. Regulations iMPACT direct's Board

In addition to our constitution and the Dutch Law, we explain additional regulations for our Board to support operations.

3.1 Legal Status

Generally, board members have a legal and ethical duty to act in the enterprise's best interests. This includes:

- **Duty of care:** The board has a responsibility to make informed decisions by using prudence, understanding the issues, and being alert to potential consequences.
- **Duty of loyalty:** The board has a responsibility to act in good faith with a view to the best interest of the enterprise, not in the board member's own personal interest. Members must avoid personal or professional associations that could present a conflict of interest.

Board members shall not be severely liable, as long as tasks are done in the best interest of the foundation. The foundation is legally responsible for actions taken by the board. Only in case of mismanagement (examples include serious negligence, bankruptcy because of fraud or contracting loan with extensive interest rate) board members can be legally responsible for their actions.

3.2 Board Composition

			To support diverse selection when recruiting new and/or succeeding board members:		
Role	Name	Since	M/F	Location	Expertise
Chair	Dieuwertje Damen	Jan'24	F	Netherlands	• Guide entrepreneurs increase making impact • Experience in nonprofit & marketing
Treasurer	Richard Yeboah	Aug'20	M	Ghana	• Supporting / Starting social businesses • Capacity Strengthening
Secretary	Nicky Wakou	Feb'21	F	Netherlands	• Diplomacy • Nonprofit Advocacy
Board Member	Wanjiku Jean Munyaka	Jul'23	F	Kenya	• Tech for nonprofits • Scaling impact

3.3 Election of new Board Members

Our constitution prescribes that after 3 years a board member resigns. After resignation, a board member can immediately be re-elected.

Furthermore, the election of new board members takes into account:

- A variety of expertise and experience; New board members add relevant in-depth operational, managerial or domain knowledge from either nonprofit or social business perspectives to the board.
- A fair representation of men and women; Africa-based, Europe-based and **Diaspora**; nonprofit and social business background.
- Should not raise any doubt for possible conflicts of interest (see Integrity Policy). It is why we publish the professions of board members on our website.

The selection:

- Share a Terms of Reference on the specific board position with potential applicants, as well as on our website and relevant job / volunteer boards.
- Decide in a board meeting which applicants to interview.
- Establish an interview committee with at least 1 board member, and 1 management member, interviewing applicants and bringing their advice to the next board meeting.

New board members will have an induction period of 4 to 6 months, in which they:

- Get invitation for relevant WhatsApp-groups, online Folders, and events to meet team and/or partner-NGOs.
- Have a buddy to get acquainted with the organisation.
- Take part in one of the committees or as an advisor – upon specific expertise and motivation.
- Review the motivation working for the foundation, as well as the performance, with the selection committee.

After the induction period – and when both parties agree – the board membership is made formal by subscribing to the Chamber of Commerce.

3.4 Board Powers and Duties

The people in our board, as well as defining their roles are key to the effectiveness of the board.

3.4.1 General Board Members' Powers & Duties

Role of the board: Oversee that organisation's strategies, activities and results are according to the foundation's purpose, and ensure the right resources and right governance to achieve them, including identifying risks and mitigation measures.

Powers:

- Access to organisational information on organisational performance (including impact, finances, supporters base).
- Review and approve (i.e. voting power) overall strategy and policies, such as annual plans and budgets, new or adapted strategies and policies, and any contracts with the clause "subject to Board approval".
- Obtain outside advice if necessary.

- Delegate actions and day-to-day decisions to management, according to the roles of the board and management (see paragraph 6.3 Board & Management).
- Decide on expenditure of the reserves.

Duties

- Legal and fiduciary responsibilities and duties representing the interest of the organisation and its stakeholders.
- Monitor and understand performance of the organisation.
- Promote and represent iMPACT direct in public. And support access to network/ opportunities.
- Hold the foundation accountable for regulatory compliance: adherence to laws, regulations, and relevant guidelines.
- Participate in 2 advisory board meetings and in 4 annual board meetings.
- Guides management:
 - Evaluates the performance of the management using clearly defined performance measures that are agreed upon in advance, during an annual performance meeting with individual managers and at least 2 board members.
 - Decides upon the compensation of the management upon approval of the annual budget.
 - Support executives by taking part in one of the committees (see 4.3 and 4.4 committees).
- Annually review of:
 - Social impact objectives (i.e. Theory of Change)
 - Financial strategy
 - Fundraising plan
 - Policies
 - Performance Board (self-evaluation)
- Appoint an auditor and approve financial statements.

3.4.2 Individual Board Member Powers & Duties

Tasks Chair

- Ensures scheduling of the four board 4 meetings a year and ensures that the planning of the 2 advisory board meetings align (with chair or advisory board). If more than 1 board member is absent to reschedule a meeting. And plan one team-building meeting.
- Creates an agenda together with management representative(s), and with the input from the board members. In the agenda, decision-making issues are clearly pointed out, to enable absent board members, to give their opinion or vote in advance. The agenda and documents to read in advance will be shared at least 1 week before the meeting.
- Chairs the board meetings.
- Picks a committee to be active in (see 4.3 and 4.4 committees) /task to be active on.

Tasks Treasurer

- Checks the financial administration 3 times a year, every 4 months (including annual report).

- Advice board on approval annual budget, and approves payments not budgeted for in advance (like adaptations / expenditures with additional small income).
- Suggest members for audit commission / external auditor.
- Takes part in the Finance Committee.

Tasks Secretary

- Takes notes during the meeting in a dedicated Drive doc on: 1) Decisions made and the argumentation for that; and 2) Action points (who, what, when).
To be time-efficient, we record board meetings and keep that as elaborated (signed) minutes.
- Shares draft minutes for feedback/input/agreement on the minutes from chair, management representative and board members to finalise the notes, within 1 week after the meeting.
- Ingrate feedback and save final minutes in a dedicated shared folder and share with everyone, within 3 weeks after the meeting.
- Picks a committee to be active in (see 4.3 and 4.4 committees) / task to be active on.

General board members

- Represent a specific region (e.g. Wanjiku for East Africa)
- Represent a specific expertise (e.g. fundraising /financial expertise)
- Picks a committee to be active in (see 4.3 and 4.4 committees) /task to be active on.

3.5 Board Meetings

In general, we have 6 meetings for board members during a year, as follows:

Meeting	Agenda	Date
1	• Organisational progress since last time + Review Action Plan last meeting. • Decide on actual budget for the coming year (when different than planned budget). • Decision board composition for the coming year.	February
2	<i>Advisory Board Meeting</i> • Board reflects on how advice given during the last meeting was used. • Advise annual report (looking back), together with Advisory Board.	April
3	• Organisational progress since last time + Review Action Plan last meeting. • Decision-making on advises on annual report. • Review upon report and advice (where relevant): ○ Social impact objectives (i.e. Theory of Change) ○ Financial strategy ○ Fundraising plan (upon advice from advisors, committees and/or management)	May
4	• Organisational progress since last time + Review Action Plan last meeting. • Provide input for annual plan / budget	September
5	<i>Advisory Board Meeting</i>	October

	• Board reflects on how advice given during the last meeting was used. • Advise annual plan (looking forward) together with advisory board)	
6	• Decision making annual plan. • Review Policies (upon advice from advisors, committees and/or management) • Self-evaluate performance Board; and action points for improvement where relevant.	November

To ensure decision-making to be timely, time-efficient and more effective, board members:

- Prepare for the meeting with relevant documents to be shared at least one week in advance.
- Attend at least 5 out of 6 (advisory) board meetings. If they cannot be present, they preferably notify the chair at least 2 weeks in advance to allow the meeting to be rescheduled. Or alternatively inform another board member about their opinion/vote according to the agenda.

3.6 Compensation Policy

Board members are not paid for their work, but may receive compensation for costs made that are essential for their work (e.g. for occasional travel expenses). Such costs will be reported in our financial reports.

4. Other Bodies that make up iMPACT direct

4.1 Advisory Board

Legal Status

Advisory Board Members have no legal rights or obligations (i.e. are not legally liable), and have no voting rights.

Advisory Board Composition

			To support diverse selection when recruiting new and/or succeeding board members:		
Role	Name	Since	M/F	Location	Expertise
Chair	Lori Cajegas	Sept'22	F	Netherlands	Nonprofit sector Fundraising
Member	Balt Leenman	Sept'22	M	Netherlands	Supporting social & tech enterprises in NL & Africa
Member	Naomi Njeri	Sept'22	F	Ivory Coast	Policies, Finance International Institutions (AfDB)

Election of new Advisory Board Members

The election follows the same approach as the election of Board Members (see 3.3.). Two additions are:

- Advisory Board Members can also be invited from our network (after agreement from the board), especially to add additional expertise when needed.
- Advisory Board Members will not be registered legally but mentioned on our website.
- Sometimes these advisors can be transitioned into full board members as the enterprise grows.

In future, for the purpose of triangulation, we could have:

- Graduated NGO-representatives sitting in the Advisory Board.
- *Representatives of donors – or find another way to actively engage them.*

Like new Board Members, new Advisory Board members will have a buddy from the Advisory Board for the first six months to get acquainted to the organisation.

For termination, we follow the rules of the Constitution for Board Members.

Advisory Board Powers and Duties

Role of the Advisory Board: High-level advice on learnings, identifying blind spots and hear how others perceive what we do.

Powers:

- Access to organisational information on organisational performance (including impact, finances, supporters base).
- Advise on annual report learnings and (multi-)annual plan strategies, twice a year in the meeting.
- Voluntary: Take part in one of the committees or add a specific advisory or mentoring role upon motivation / availability of Advisory Board Member.

Duties:

- Participate in 2 advisory board meetings.
- Support access to network/ opportunities
- Additional tasks for chair:
 - Ensure schedule meetings twice a year where at least all Advisory Board members can be present, and majority of the Board Members.
 - Create an agenda with management representative(s), and with the input from the board members.
 - Chairs the advisory board meetings.
 - Shares draft minutes with management representative(s) for input/ feedback (upon recording and transcription shared).
 - Integrate feedback and shares final minutes at dedicated shared folder.

Advisory Board Meetings

In general, we have 2 meetings for advisory board members during a year, as follows:

Meeting	Agenda	Date
1	• Board reflects on how advice given during the last meeting was used. • Advise annual report (looking back), together with Advisory Board.	April
2	• Board reflects on how advice given during the last meeting was used. • Advise annual plan (looking forward) together with advisory board)	October

Note: Board Members join these meetings, but then only have an advisory role, just as the Advisory Board Members.

Chair and Management prepare the agenda, including preparatory documents to read, and specific questions (to people's particular expertise), so that:

- Discussions build on what is already in place.
- It allows for specific questions and discussions according to the Advisory Board Member's expertise.

Advisory Board Members:

- Prepare for the meeting with relevant documents to be shared at least one week in advance.
- Attend both advisory board meetings. If they cannot be present, they notify the chair at least 2 weeks in advance to allow the meeting to be rescheduled.

Board Members:

- Board reflects each Advisory Board Meeting on advice given in prior meeting..

4.2 Partner-NGOs

Goal of having Graduating NGOs on board:

- NGOs that have stopped partnering can speak openly, whereas partnering-NGOs might not say all during partnership.
- Be time-conscious by having them join meetings, instead of asking too much of their time and efforts, diminishing their time to make impact.

Legal Status

Advisory Board Members have no legal rights or obligations (i.e. are not legally liable), and have no voting rights.

Partner-NGOs Composition

As we envision from 2024:

			To support diverse selection when recruiting new and/or succeeding board members:		
Role	Name	Since	M/F	Location	Expertise
Member	Dr. Karambu Ringera, director IPI	March'24	F	Kenya	Innovations in aid Regenerative approaches
Member	Stanley Kinyanjui, director COSDEP	March'24	M	Kenya	Ecological farming Supporting staff members to lead their own project

Selection of advising partner-NGOs

Partner-NGOs that will graduate in 2023, will be asked to join the Advisory Board, during the 2 annual meetings we held with NGOs to collect ideas and receive feedback, to amplify the voice of NGOs in developing the approach, and at the same time being time-conscious for them so they can spend their best time creating impact.

Partner-NGOs Powers and Duties

Role of Advising-NGOs: Ensure that the organisation truly includes what is best for the NGOs in terms of capacity strengthening and fundraising or other services, and amplify the voice of partnering-NGOs in discussions on that.

Powers:

- Access to relevant organisational information on services to NGOs, and performance data.
- Advise on annual report learnings and (multi-)annual plan strategies, twice a year in the meeting. Exact topics can differ per need, for instance: Partnership Agreement, Trust-Based Partnerships, Capacity Strengthening, and any topic that affect our partnerships.

- Voluntary: Register as formal representatives of iMPACT direct in their country, to enable local registration (e.g. in Kenya), that will come with more powers and duties, to be defined.

All NGOs can also give us feedback through an anonymous satisfaction survey every end of year, or through the anonymous feedback form (see impactdirect.eu/about).

Duties:

- Participate in 2 NGO-meetings.

Advise and/or Co-creation meetings with Partner-NGOs

In general, we have 2 meetings with the NGOs and Advisor-NGOs during a year, as follows:

Meeting	Agenda	Date
1	• Advise on annual report (looking back) • Co-creation or Co-Resolve on a specific topic	March
2	• Advise on annual plan (looking forward) • Co-creation or Co-Resolve on a specific topic	September

4.3 Finance & Audit Committee

Goal: Expert Volunteers in committees expand our small team with much-needed additional expertise.

Legal Status

Finance Committee Members have no legal rights or obligations (i.e. are not legally liable), and have no voting rights.

Finance & Audit Committee Composition

			To support diverse selection when recruiting new and/or succeeding board members:		
Role	Name	Since	M/F	Location	Expertise
Chair	Martha Mwangi	2023	F	Kenya	Banking sector Leads fin admin iMPACT direct
Member	Richard Yeboah	2022	M	Ghana	Treasurer
Member & Audit Committee	Karen Kammeraat	2022	F	Netherlands	Policies, Finance International Institutions (AfDB)
Member & Audit Committee	<i>vacancy</i>	2024	M	Ghana	

NB: The work for the financial committee, could coincide with the role of Board Member or Advisory Board Member.

Selection of Finance & Audit Committee Members

Vacancy of on invitation.

Partner-NGOs Powers and Duties Finance Committee

Role of Finance Committee Members: Committees are advisory (develops strategies and plans that will be approved by board) or co-creative. Committees advise the management, and the board has the final decision-making power.

Powers:

- Insight in financial performance and financial administration.
- Advice during Finance Committee Meetings.
- To co-develop and/or advise on financial planning / forecasts, financial risks, or social business plans.
- *Upon your expertise and willingness:* Advise on small financial requests during the year, upon needs when it comes to financial administration, budgets or social business plans.
- *Upon your expertise and willingness:* Advise on possible income generation / social business models (as from 2025 – i.e. generate income with our core added value, next to nonprofit work). Board Members and Management can also join these discussions.

Duties:

- Detect and advise on upcoming risks and opportunities.

Partner-NGOs Powers and Duties Audit Committee

Role of Finance Committee Members: Triangulation of finances, preferably by 2 persons.

Powers:

- Insight in financial performance and financial administration.
- Advice during Finance Committee Meetings.
- To co-develop and/or advise on financial planning

Duties:

- Checks the books twice a year (every 4 months), upon latest overview shared by financial administration officer.
- Detect and advise on upcoming risks and opportunities.
- Audit the financial annual report is audited by our Audit Commission. And the annual financial report is signed by all board members and the audit commission.
- The final annual budget is published at the website before 31 December annually, but preferably in October, as it helps fundraising efforts.
- The final annual report is published at the website before 30 June annually, but preferably in February, as it helps fundraising efforts.

Advise and/or Co-creation meetings with Finance Committee

In general, we have 2 meetings with the NGOs and Advisor-NGOs during a year, as follows:

Meeting	Agenda	Date
1	• Report and advise on financial annual report, audited by audit committee. • AOB	February
2	• Report and advise on checking books • AOB	June

3	• Report and advise on checking books & forecast next year • AOB	October
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Financial administration officer plans 3 meetings a year at the start of the year and provides agenda and documentation (including cash flow including income and expenditure forecasts) at least two weeks prior to the meeting.

The financial administration is according to the regulations for nonprofits on how to report (RJA650), that we need to align to as CBF-member. This comes with given cost-types we should use.

4.4 Other Committees

Goal: Expert Volunteers in committees expand our small team with much-needed additional expertise.

Role: Committees are advisory (develops strategies and plans that will be approved by board) or co-creating committees (like financial team).

Committees (> 3 members per committee would be great)

1. Financial & social business models (bi-annual OR upon request)

- Martha (fin)
- Richard (fin)
- Karen (fin)
- Wanjiku (buss models)
- Inemarie (buss models)

2. Communication

- Inemarie
- Nicky
- Remco (CAPREA)
- Sarah Diedro (?)

3. Fundraising

- Inemarie
- Lori on providing feedback & identify opportunities
- Simone / Lakshmi (?)

- Naomi specifically for financials for NGOs (?)

4. Capacity Strengthening

- Lead by: Inemarie
- Input: Richard, Lori?, Naomi?
- Develop tools and training: Inemarie
- Future trainers: Sofina (EA) and ... (WA)

4.5 Advisors

[...]

Goal: Expert Volunteers in committees expand our small team with much-needed additional expertise.

Role: Committees are advisory (develops strategies and plans that will be approved by board) or co-creating committees (like financial team).

- Naomi advises on Governance & Policies
- Legal Advisors: Luc (Netherlands), Ella (Brussels) and Carolina (Kenya)
- Balt on mentoring advice (1x /year)

4.6 Management

[...]

Who?

- Inemarie (overall)

Roles

- Leads the enterprise
- Accountable to the board for the enterprise's performance
- Makes organisational decisions and manages the executive team
- For early-stage entrepreneurs, the founder is often the CEO
- Inform team about vision, annual plan and shifts in strategies or envisioned results, and news in quarterly internal mailing.
- Inform main supporters biannually, incl 1 event
- Inform supporters in newsletter: on average 3 times a year (annual report / results & learnings; campaigning for projects / annual plan; news/events/call for support etc.).
- Help team in planning (tools & reflection). And everyone understands its roles and responsibilities.
- Conflicts are (helped to) solve constructively.
- Support reflection, providing feedback and joint learning.
- Organisational learnings are recorded, and accessible for board and team.
- Key information is recorded, so no loss of key information, damage of relationships or organisational failure should there be unexpected turnover in key roles.
- Provide overviews of organisational performance (impact, finances, supporters base)

4.7Team

[...]

5. Decision-making

[...]

Goal: Our NGO is able to navigate swiftly, embrace change and successfully navigate it.

The decision making processes - especially during implementation - I think should always be in co-creation / CoResolve-style -which is the strength of iMPACT direct - because of our mixed team (in where we are based, background and expertise) - in co-creation, putting different perspectives together, we find the best solutions. And it's certainly a USP looking at other NGOs.

Part of our innovative process is getting to the best solutions or approaches by co-creating and Co-Resolving, with the team, and (at least twice a year) with the partnering NGOs. The one responsible drafts a strategy or policy, the team puts its minds together, and we get to a final document that is good to go. It enables us to start small, test, improve and develop along the way. It allows us to **go fast** and focus on our mission. (inspired by both Lean Start-up approach or Human Centred Design).

It facilitates:

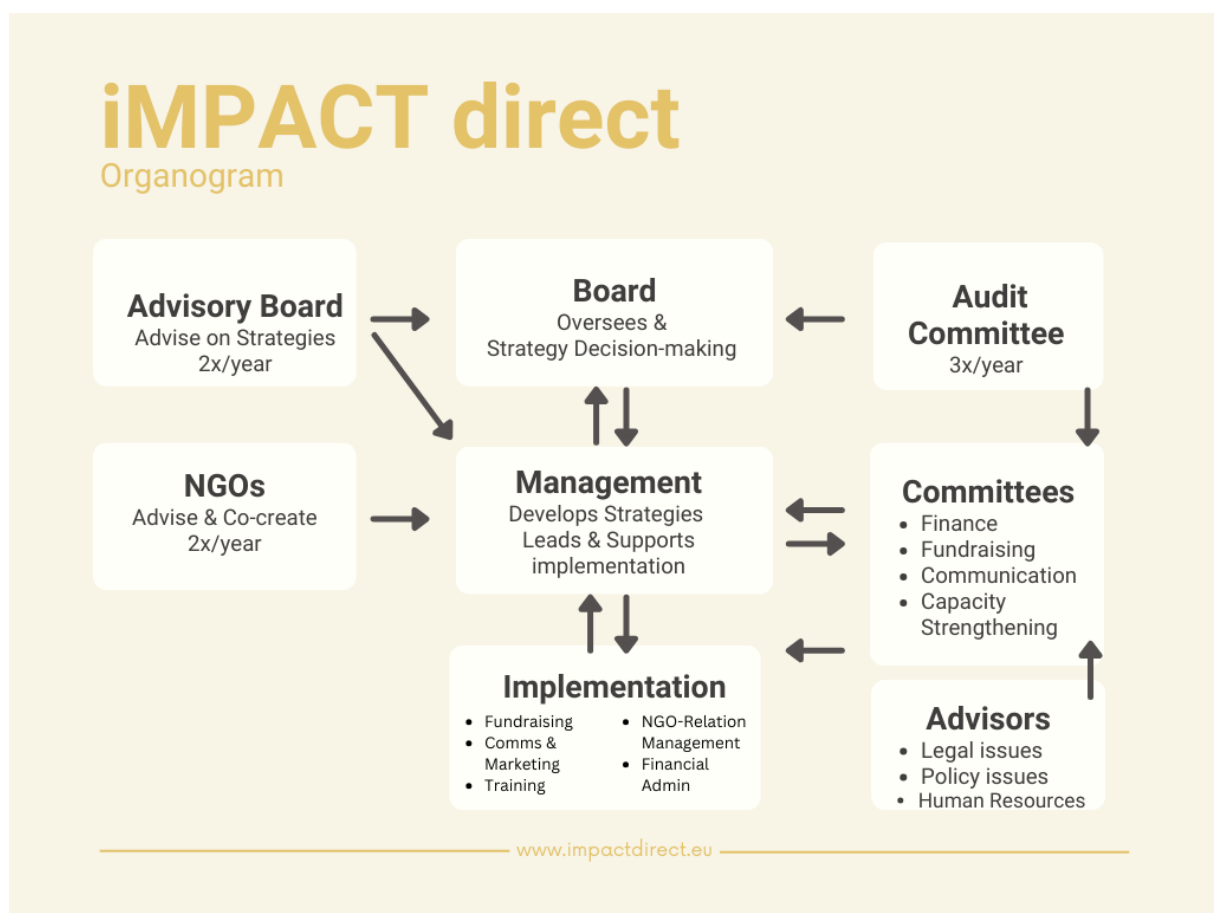
- Starting (new things) small, pilot, learn and adapt (human centred design and lean start-up approach)
- Scaling what is successful, achieving highest impact, with an efficient and effective team and strategies.

6. Regulations iMPACT direct's Bodies

Here we explain below how we organise the different bodies making up iMPACT direct, including:

- Powers and Duties per body
- Checks & Balances in Decision-making

6.1 Organogram iMPACT direct



The arrows stand for the communication lines.

We explain those and the specific powers and responsibilities per entity below. And who reports to whom.

6.2 Board & Advisory Board

[....]

Board Power Duty Ensures that there is the right vision, purpose, and strategy as well as the right resources and right governance to achieve them, including identifying risks and mitigation measures. Reviews management achievements. Support access to network/ opportunities Decision-making power: [copy/paste bylaw]	Advisory Board Roles: High-level advise Checks on blind spots Support access to network/ opportunities [copy/paste bylaw] Decision-making power: None, because advisory [copy/paste bylaw]

6.3 Board & Management

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6.4 Management & Committees / Advisors

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6.5 Partnering NGOs & Management

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Communication lines:

Trust-Based partnerships are one of our key strategies, and so we have lots of opportunities for NGOs to update us on our work, discuss adaptations or challenges, and ask for support when need be.

We keep a joint Drive for NGOs, where they can see real-time donations for their project, the annual planning, and lots of formats and information.

Meetings follow the approach of Co-Creation or [Co-Resolve](#), which means in practice that NGOs have a say in strategies and policies that affect their work with us.

6.6 Team & Management

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Communication lines: Reports to regional coordinator (Martha or Inemarie).

Coordinator guides consultant / volunteer in getting the tasks done: 1) Know what to do, where to find it, develop guidelines if need be; 2) Provide feedback what is good, and what can be improved to ensure quality; 3) Encourage learning.

7. Human Resources (Working Document)

[...]

ANNEXES

Action Plan to Final Regulations iMPACT direct

- Share draft for feedback with:
 - Martha (to integrate learnings from practice & masterclass)
 - Naomi
 - Luc (volunteer legal issues s per 1 Nov)
- Final decision board (23 November 2023)
- Final version up to Review Board (end 2024)
- On HR: Performance measures/indicators for management & team (besides what is in contract)

For discussion:

- Since we do not look for the very best NGOs, but those motivated to become the best impact makers in their region – and with our thorough onboarding in place, we feel we do not need a separate board meeting / committee to decide on partner-NGO selection. In future we could think of a committee that also includes NGO-graduates.

To do for future improvements:

- Explore innovative ways of organisation.

To-do: Check how others do this:

Inemarie would like to get some examples from Social Businesses and the way they work, because that's the lean-ness we need.

Examples:

- YouBeDo.com they have given 'nature' a formal position in the organisation for example, and have a cool way to support team work.
 - Holacracy: <https://www.holacracy.org/> (CrossWise)
 - Rijnlands' philosophy, eg DeLimes and the book Reinventing Organisations. If you want to have a chat, let me know. AT The WORKwise Company we also work with different views on more organic organising. (Elvia van den Berg)
 - Cooperative
-
- How to organise Board Representatives from Kenya for registration in Kenya?
 - How to engage donors (not yet formally engaged)
 - Board committee on Board Development for ongoing board recruitment.
 - Board of Recommendation (Raad van Aanbeveling in Dutch).