



Containment | Flow | Purpose

GOVERNANCE POLICY

February 2025





GOVERNANCE POLICY

1. Purpose

- 1.1. The purpose of this Governance Policy is to define the governance framework and guiding principles for NUMXN, ensuring effective and transparent management of the organisation.
- 1.2. This policy sets out the roles, responsibilities, and conduct expected of the Board of Directors, leadership, and staff, promoting accountability, integrity, and alignment with NUMXN's mission and values.

2. Scope

- 2.1. This policy applies to all associated individuals (i.e. directors, officers, employees, volunteers, contractors, and collaborators) engaged in NUMXN's

3. Governance Structure

- 3.1 **Board of Directors:** The governance structure of NUMXN is based on a Board of Directors, who are responsible for overseeing the strategic direction, financial health, and overall management of the organisation. The Board of Directors holds ultimate accountability for NUMXN's operations, ensuring compliance with legal, ethical, and financial standards.
- 3.2 **Executive Leadership:** The Executive Committee is responsible for the day-to-day management of NUMXN's operations, implementing the policies set by the Board and leading the fulfilment of the organisation's mission and goals.

4. Roles and Responsibilities of the Board

- 4.1. **Strategic Oversight:** The Board is responsible for setting the strategic direction of NUMXN, ensuring that its mission and objectives align with the needs of its stakeholders and the communities it serves.
- 4.2. **Financial Accountability:** The Board is accountable for ensuring NUMXN's financial sustainability, approving budgets, monitoring financial performance, and overseeing annual audits.
- 4.3. **Compliance and Legal Obligations:** The Board must ensure that NUMXN complies with all applicable laws and regulations, including the Companies Act 71 of 2008 and Income Tax Act 58 of 1962, as well as any other legal requirements relevant to non-profit entities.
- 4.4. **Monitoring and Evaluation:** The Board must regularly evaluate NUMXN's performance, including reviewing progress against strategic goals and making necessary adjustments. This includes assessing the effectiveness of the Executive Committee.
- 4.5. **Risk Management:** The Board is responsible for identifying and managing risks that could affect the organisation's operations, including financial, legal, and reputational risks, and ensuring that appropriate mitigation strategies are in place.



- 4.6. **Conflict Resolution:** The Board must ensure that any conflicts of interest or disputes within the organisation are appropriately managed, resolved, and documented, ensuring that actions are taken in accordance with NUMXN's values.

5. Roles and Responsibilities of the Executive Committee

- 5.1. **Operational Leadership:** The Executive Committee, led by the Executive Director, is responsible for overseeing all aspects of NUMXN's daily operations, implementing the policies and strategies approved by the Board, and leading the staff team.
- 5.2. **Reporting to the Board:** The Executive Committee is required to provide regular reports to the Board, including updates on the financial status, operational performance, and strategic objectives of the organisation.
- 5.3. **Staff Management:** The Executive Committee is responsible for hiring, managing, and developing NUMXN's staff, ensuring that the organisation's people are aligned with its mission and objectives.
- 5.4. **External Relations:** The Executive Committee represents NUMXN to external stakeholders, including partners, donors, government bodies, and the public, fostering relationships that advance the organisation's mission.

6. Board Composition and Appointment

- 6.1. The Board of Directors will consist of a minimum of 3 (three) and a maximum of 7 (seven) Directors. Directors should possess a diverse range of skills, experiences, and backgrounds to provide comprehensive oversight of NUMXN's activities.
- 6.2. Directors shall be appointed by the current Board, in accordance with the provisions set out in the Memorandum of Incorporation. Directors will serve a term of three years, which may be renewed based on performance evaluations.
- 6.3. NUMXN values diversity and strives to ensure that the Board is reflective of the communities it serves. This includes a commitment to diversity in gender, race, expertise, and other relevant characteristics.

7. Board Meetings

- 7.1. The Board will meet at least quarterly, with additional meetings scheduled as necessary to address specific issues or crises.
- 7.2. Decisions at Board meetings are made by a majority vote of those present. Each Board member is entitled to one vote, and the majority decision shall be binding.
- 7.3. Minutes will be taken at all Board meetings, documenting decisions made and actions to be taken. These minutes will be circulated to Board members promptly after the meeting.



8. Code of Conduct

- 8.1. All members of the Board, leadership, and staff are expected to uphold the highest ethical standards, acting with honesty, integrity, and transparency in all organisational dealings.
- 8.2. Board members and all associated individuals must respect the confidentiality of organisational matters discussed in meetings or otherwise entrusted to them, except when disclosure is legally required or in the best interest of the organisation.

9. Performance Evaluation and Accountability

- 9.1. The Board will conduct regular self-assessments of its performance, reviewing the effectiveness of its governance and identifying areas for improvement.
- 9.2. The Board will evaluate the performance of the Executive Director annually, assessing their progress in achieving NUMXN's strategic objectives and their leadership of NUMXN.

10. Policy Review

- 10.1. This Governance Policy shall be reviewed and updated at least every three (3) years, or as necessary to ensure its relevance and alignment with NUMXN's objectives, legislation, and governance best practices.

11. Sanctions for Non-Compliance

- 11.1. Any individual found in breach of this Governance Policy may be subject to disciplinary action, which may include removal from the Board or staff, suspension, or other appropriate measures.