



Governance & Management Policies 2015



Approved by the Board of Twaweza East Africa
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Definitions

- "Board" or "Board of Directors" means the Board of Directors of Twaweza
- "Employee" means any person engaged by Twaweza on a contract basis
- "Employer" means the Board of Directors of Twaweza
- "Executive Director" means the Executive Director of Twaweza, to whom the Board has delegated powers to manage the day to day affairs of Twaweza.
- "HR Manual" means the Twaweza East Africa Human Resource (HR) Manual
- "Long term contract employee" – means an employee of Twaweza working full time with a continuous contract of more than six months
- "Supervisor" means an employee responsible for overseeing and supporting the work of subordinate employee(s)
- "Management" means the executive authority of the Organisation vested in the Executive Director.
- "Management team" means a grouping headed by the Executive Director and consisting of directors, managers and senior advisors, whose exact composition may be adjusted from time to time by the Executive Director.
- "Organisation" means Twaweza.
- "Partners" means an organisation or other entity with whom Twaweza formally collaborates in the pursuit of a common aim.
- "Policies" means the Twaweza Human Resource Manual and other major policies as articulated herein and as may be amended by the Board of Directors from time to time.
- "Probation" means the period of initial employment, during which appointment to the position is yet to be confirmed by the employer
- "Twaweza" means "Twaweza East Africa"

The Twaweza Governance and Management Policies provide the general rules and guidance for Twaweza, consistent with its Constitution.

1. Introduction

1.1 Status

Twaweza East Africa is a registered non-governmental organization with registration number 00NGO/R2/000422. Twaweza East Africa was originally incorporated in Tanzania under the Companies Act, No.12 of 2002 as a company limited by guarantee and not having share capital. Following the amendments to Tanzania's Companies' Act, 2002 which required all Companies limited by guarantee that are not promoting commerce, trade and investment to register under the NGO Act, 2002, Twaweza East Africa acquired its status as a non-governmental organization on 21 August, 2019.

Prior to being an independent legal entity, Twaweza was an initiative to promote citizen involvement and public accountability in East Africa which was hosted by Hivos Tanzania Limited up to 31 December, 2014. Thereafter, Twaweza signed an oversight and guidance agreement with Hivos Netherlands which authorized them to monitor Twaweza activities until 30 April, 2019.

2. Setting of policies

Purpose

This Governance and Management Policies document has been prepared to enable the application of fair, consistent, transparent and accountable governance and Management of Twaweza. The terms of this Policy apply to each staff member unless determined otherwise by the Board.

2.1 Considerations shaping policies

The conditions of service have been developed with reference to and in consideration of the following:

- Statutory regulations and obligations
- The Twaweza Vision, Mission and Values
- Progressive practices in similar organisations
- Seeking to ensure the highest level of transparency and accountability at Twaweza
- Seeking to provide a supportive working environment

2.2 Setting of policies

2.2.1 The major policies and regulations of Twaweza shall be set by the Board consistent with Twaweza Constitution and applicable legislation. The Board reserves the right to revoke, add to or amend the Policies at any time as it deems fit.

2.2.2 Twaweza employees shall generally enjoy the right to information and consultation in respect to the formation of the Policies. Major policy review and recommendations shall generally be considered every two years, though critical changes that need consideration earlier shall also be considered in the intervening year where needed.

2.2.3 All policy proposals from the staff and Management for the Board's consideration shall be routed through the Executive Director. The Executive Director shall establish an appropriate process and mechanism through which employees and/or Management may make recommendations. Ideas submitted shall as a minimum state:

- The specific policy provision that should be changed, removed or added
- The phrasing of the proposed Policy
- The purpose of making the change and value it is expected to accrue to the Organisation and/or to its people
- The ways in which the proposed change is consistent with Twaweza values and principles
- The budget, organisational, reputational and other implications of the change and how they will be mitigated.

2.2.4 The Executive Director shall review the recommendations, in consultation with the senior management team (SMT), taking into account organisational values, interests, budgets, morale and sustainability. After review, the Executive Director shall determine the ideas that are appropriate for Board attention and submit formal recommendations. The Executive Director shall provide feedback to staff on the basis of his or her determinations and Board response.

2.2.5 Once approved, the Executive Director shall be the interpreter of Policies on behalf of the Board of Directors. The Executive Director may also delegate interpretation of the Policies of routine matters to the appropriate Director or Manager.

2.2.6 Where the Policies are silent or unclear on a particular matter, the Executive Director may provide further elaboration or set interim policies, provided these are consistent with and do not

contradict policies already set by the Board. Interim policies set by the Executive Director shall be subject to confirmation by the Board at its next regular meeting.

2.3 Access to Policies

2.3.1 All Twaweza employees shall have the right to access the most recent policies (including adopted updates) at all times through common computer folders and/or internal document sharing networks.

2.3.2 Unless determined otherwise by the Board, all organisational policies (including approved updates) shall be made public and posted on the organisational website.

2.4 Compliance

2.4.1 All Twaweza employees are required to read, understand, abide by and promote organisational Policies. Ignorance of the policies or specific part thereof shall not constitute a defence.

2.4.2 Where specific responsibilities are delineated, officers or persons responsible shall discharge their responsibilities fully in accordance with the Policies.

2.4.3 Non-compliance with the policies or any part thereof shall constitute a breach of employment contract and the Code of Conduct as specified herein.

2.4.4 All employees who have knowledge of non-compliance with the Policies shall be responsible for promptly alerting their Supervisor/Director and/or Executive Director of the matter.

2.4.5 The Executive Director shall regularly but no less than once a year engage an independent consultant to undertake a systematic audit of compliance with policies and draw up actions to be taken to strengthen policy understanding and compliance. A copy of this report shall be shared with the Board Chair within three months of the field audit exercise.

2.4.6 The Executive Director shall, from time to time, arrange to conduct unannounced spot checks regarding policy compliance and management and draw up actions to be taken to strengthen policy understanding and compliance.

2.5 Documentation

2.5.1 In the interest of transparency, accountability and communication, and to aid institutional memory, all employees at Twaweza shall strive to ensure clear, thorough and accurate documentation of policy application. In submitting requests and determinations, employees should, to the extent possible, make reference to specific Policy applied. To the extent, possible documentation should be succinct.

3. Code of conduct

Purpose

The purpose of the Code of Conduct is to promote and safeguard the interests of Twaweza and create conditions for all employees to conduct themselves with integrity and work together to create a good working environment and get things done with quality. Failure to comply with the Code of Conduct shall be considered a breach of the terms of employment and warrant disciplinary action.

3.1 Discharge of duties

Every employee shall discharge the duties entrusted to him/her with the highest degree of excellence, professionalism, skill, punctuality, integrity and loyalty to Twaweza. Every employee shall comply with all lawful instructions regarding the work of Twaweza given to him/her by the Board of Directors, Executive Director and/or Line Manager as the case may be. Every employee shall devote working hours to the work of Twaweza and may not undertake private work during working hours unless duly authorised in writing.

3.2 Learning and development

Every employee is responsible for his/her learning and development. Every employee is expected to seek to continually reflect and learn about how he/she can perform his/her responsibilities and contribute to Twaweza more effectively. Each year the employee shall develop a learning plan in conjunction with the needs of his/her job responsibilities and the advice of his/her Line Manager. Twaweza shall, in turn, promote an environment that fosters personal and organisational learning and development through activities such as learning sessions, coaching, and engagement with others.

3.3 Reputation of Twaweza

All employees shall at all times act in a manner that shall enhance the reputation and wellbeing of Twaweza. No employee shall act in a manner that could bring Twaweza into disrepute or otherwise jeopardise its reputation.

3.4 Mutual respect and non-discrimination

Every employee shall conduct him/herself with courtesy, respect and integrity towards all persons in the course of doing his/her work. No employee may discriminate against any other person on the basis of race, ethnicity, age, sex, sexual orientation, marital status, origin, disability, creed, political belief, religion or HIV status. No employee may abuse or deliberately intimidate any other person. No employee may make sexual advances where he/she knows or ought to know that the solicitation is unwelcome or in any other way sexually harass another person.

3.5 Zero tolerance for corruption

Twaweza has zero tolerance for corruption, theft, fraud and dishonesty. No employee may request, induce, demand or accept gifts, financial or otherwise, for actual or perceived direct or indirect performance of assigned responsibilities. All gifts received by Twaweza or employees in the course of working at Twaweza shall be reported to Management and duly registered in the Gift Register. No employee may falsify or otherwise provide false information. An employee who engages in such illegal actions shall be subject to termination on the grounds of misconduct. An employee who has caused loss to Twaweza through such illegal actions may additionally be held liable for reimbursing the cost of the loss or damage caused.

3.6 Conflict of interest

No employee shall, while in the employment of Twaweza, engage in any business or activity that would undermine his/her performance or conflict with the interests of the Organization. Twaweza

shall generally not enter into agreements with or procure goods or services from employees, directors or their relatives, except for exceptional circumstances where it is demonstrated to be in the best interest of Twaweza, and no viable alternatives are possible. All such decisions shall be fully documented and disclosed/ communicated in writing to the Board. No employee or Director may involve him/her in any decision-making process, or seek to in any way to influence it, where he/she or his/her relatives may be in a position to gain privately from the decision. All employees shall disclose any or potential conflict of interest forthwith and seek approval before proceeding. Upon commencement of long term contract employment status for the first time and at a designated period annual thereafter, each employee shall complete and sign a conflict of interest declaration form.

3.7 Use and care of Twaweza property

Twaweza properties, equipment and other assets may only be used for the work of the Organisation unless authorised otherwise in writing by the Board or Executive Director as the case may be. All employees shall safeguard all properties and materials entrusted to them and exercise the utmost care in their use.

3.8 Confidentiality

3.8.1 Due to the nature of Twaweza work, it is expected that confidentiality of information is respected at all times. No employee may disclose, transmit or otherwise share any unpublished information in any form related to the work of Twaweza or its staff/partners which come to his/her knowledge as a result of his/her employment. Particular care shall be taken not to disclose, furnish or give any information to unauthorised persons that may harm the reputation or interests of Twaweza. This provision applies during and after employment.

3.8.2 Individual staff salary and benefit levels, annual staff appraisals and decisions regarding promotion, demotion or other disciplinary action shall be confidential.

3.8.3 Every employee of Twaweza may be asked to sign a declaration of confidentiality, and any breach of confidentiality will lead to disciplinary and/or legal action.

3.8.4 Upon termination of the contract, no employee may take any unpublished information in any form (physical, electronic or otherwise) with them or continue to use/access any electronic or web resources that were made available to him/her by virtue of their association with Twaweza.

3.8.5 The Executive Director may, from time to time as needed, issue general or specific guidance regarding confidentiality and disclosure.

3.9 General Data storage and protection

Twaweza shall ensure proper data management and storage to ensure proper use of collected data as well as protection of the respondent identity. Key data protection aspects addressed in this Policy include:

- a. Removal of any individual identity data item(s) or variables (e.g. respondent name, home address, ID card number, phone number) before sharing datasets across all programs and on Twaweza's webpage.
- b. In case the data has to be shared or transferred to a third party, Twaweza will ensure that personal details or individual identity data item(s) are deleted from the datasets.
- c. While collecting data using questionnaires, Twaweza shall seek the consent of the respondent(s) and will also provide the respondent(s) with information relating to the use of the data (e.g. the purposes for which the data will be used).

d. Twaweza will also seek consent from guardians/parents while collecting data from children. Twaweza will also ensure that all children are accompanied by their guardians/parents while collecting information from them.

e. Twaweza's data will be freely available on the Organisation's website. Any data producer/user has the right to request access to data free of charge.

3.10 Communication (Internal and external)

All outgoing letters and minutes shall be referenced, and where possible, the reference should be established through Salesforce or any other relevant system as approved by the Executive Director.

4. Transparency

Purpose

We seek to reflect and practice sound principles of effective and transparent governance. Transparency is one of the five key values at Twaweza, and in line with this principle, it is important to develop and implement our own internal transparency policy that confirms this and guides our work. Citizens with access to information become citizens who can exercise greater agency from a perspective of cognisance and awareness, able to make informed decisions to bring about change in their own lives. Through transparent and accountable organisations, we can make this happen.

4.1 Access to information

4.1.1 Available information that is relevant must be made accessible in easy-to-understand formats that reflect the high standards that Twaweza believes in.

4.1.2 Timeliness and accuracy are also at the cornerstone of transparency, ensuring that what is accessible is relevant and readily available. Final versions of key documents (e.g. Annual Plan and Budget, Annual Reports, Audited Financial Statements) will be available on our website within five working days of them having been finalised.

4.1.4 Save for a few confidential files related to staff's personal details; our default posturing is to make the information as open as we can. Except for a few aspects that must remain confidential in line with legal norms and organisational policies around individual and organisational privacy, all other information about Twaweza should be accessible and readily available at all times.

4.2 Leading by example

4.2.1 When generating new material, we work from the assumption that it will be made public unless specifically instructed otherwise.

4.2.2 We also aim to hold our partners to similar standards of transparency as an indicator of good governance, which is at the heart of what we do.

5. Organisational Management

Purpose

The purpose of this Policy is to ensure clear guidelines on the Management of Twaweza. Here, roles and responsibilities are articulated to enable Management to understand their mandate and the level of authority delegated to the Management by the Board of Twaweza. Similarly, it provides guidance on compliance matters that must be adhered to consistent with the Twaweza Constitution and applicable legislation.

5.1 Representation and delegation

5.1.1 The spokesperson for Twaweza shall be the Executive Director. No employee, intern or other staff shall, without the express authority of the Executive Director, speak with the media, publish or make other or transmit official statements on behalf of Twaweza and/or its projects. All official publications or statements of Twaweza shall be signed by the Executive Director or an employee delegated by him/her in writing. The Official Seal and Stamp of Twaweza may only be used by the Executive Director or officers designated by him/her to do so in writing. Notwithstanding these provisions, employees may share prior published or approved information with interested parties.

5.1.2 When the Executive Director is absent from the duty station for two days or more, s/he may appoint a Manager to serve as Acting Executive Director or Officer in Charge. An acting appointment of the Executive Director of more than one month must be endorsed by the Board Chairperson in consultation with the Executive Committee. When a Director or Manager is absent for two days or more, s/he may appoint, with the endorsement of the Executive Director, another manager or competent employee of the unit to serve as Acting Director or Acting Manager.

5.1.3 Persons serving in acting appointments shall be adequately briefed and prepared to undertake their roles. Major issues and guidelines should be discussed during the handover process.

5.1.4 Staff shall normally be appointed as 'Acting Executive Director' (or 'Acting Manager' as the case may be) when the normal holder of the post is on long term leave or otherwise not available to undertake their duties while out of the office. Officers shall normally be appointed as 'Officers in Charge' when the normal holder of the post is out of the office (e.g. on work travel) but is able from time to time to engage remotely with work responsibilities.

5.1.5 The powers of officers in acting positions shall normally be limited to managing the day to day affairs commensurate to the position and shall not extend to changing agreed programs/work-plans, reversing prior decisions or deciding on major matters that shall incur obligations over a longer term beyond the acting appointment. The powers of officers in charge shall normally be limited to the execution of routine matters and handling emergencies that cannot wait for the normal holder of the post.

5.1.6 All acting and officer in charge appointments and duration thereof shall be authorised in writing, communicated to staff and recorded on Salesforce Chatter.

5.2 Roles and Responsibilities of Directors and Managers

5.2.1 The Directors of Twaweza represent the highest level of Management within the Organisation. While the Executive Director continues to fulfil an oversight role, the Directors and Managers have been delegated authority by the Executive Director to execute duties.

5.2.2 Confirmed Directors are delegated to make decisions on activities and total partnership investments of up to US Dollars 50,000 (for entire activity) provided:

- It is consistent with approved strategy, criteria and guidelines, and unit mandate and clearly contributes to Twaweza goals
- It is consistent with the approved annual/quarterly plan and budget (and budget balance allows)
- The Executive Director is kept informed in real time of such decisions via Salesforce or by carbon copied email.

5.2.3 Directors are accountable for the decisions they make, ensure that high standards are set and that all applicable policies/procedures and required documentation are fully adhered to.

5.2.4 To support increased delegated responsibility, Twaweza shall ensure sufficient in-house learning opportunities to build the required level of knowledge, skills and attitude.

5.2.5 Exceptions: Decisions below USD 50,000 need the approval of the Executive Director:

- If in the judgment of the Director the issue/activity is (potentially) sensitive or involves government relationships.
- If in the judgment of the Director, the issue could pose a significant risk to Twaweza.

5.2.6 Confirmed Managers are delegated to make decisions on activities up to US Dollars 20,000 (for entire activity) provided these are consistent with approved activities and plans.

5.2.7 Each country team has a Country Lead. The Executive Director is automatically the Country Lead of the office where she/he is stationed. The Executive Director appoints a Director to be Country Lead in the other countries. In case a country has more than one Director, the Executive Director shall appoint one of the Directors as Country Lead. In case a country has no resident Director, the Executive Director shall appoint any of the other managers as Country Lead. The Country Lead represents Twaweza in the country and reports to the Executive Director for that function which shall be described in the JD. The Country Lead is the ultimate responsible person for the proper functioning of the entire country office and team. This includes providing strategic and operational support and guidance as appropriate of other units not under his/her direct supervision and coordinating collaboration across units. Consultation between the Country Lead and the Directors and/or managers who are direct supervisors of country team staff is advised.

5.3 Statutory Compliance

5.3.1 The Executive Director shall ensure that Twaweza complies with the laws of each country in which the Organisation operates.

5.3.2 The Executive Director shall remain abreast on changes in laws as applicable, as guided by the Director of Programmes and Operations.

5.4 Promotion of Values

5.4.1 The Executive Director shall work with Twaweza staff to find creative and effective ways to promote Twaweza's values. This can include learning activities, using various communication tactics, or ensuring that the Organisation's practices bring the values to life.

5.4.2 Though all staff are required to understand Twaweza's values, it is the responsibility of the Executive Director to promote them and adjust processes wherever they are not in congruence with what has been articulated.

5.4.3 A handbook with key documents and associate material shall be developed and shared with all staff upon joining Twaweza and with Board members and others as relevant.

6. Board and Governance

Purpose

The purpose of this Policy is to ensure clear guidelines on the Management of Twaweza. Following Twaweza's change of status to become a non-governmental organization on 21 August, 2019 the Members took over the role previously played by the Annual General Meeting (AGM) as the ultimate owners of the organisation. According to the Organization's Constitution adopted in September 2019, Twaweza's Members appoint the Board of Directors and the Board chair. This Policy defines the roles and responsibilities of the Members and Board of Directors in order to guide their effective functioning. Similarly, it provides guidance on compliance matters consistent with the Twaweza Constitution and applicable legislation.

6.1 Roles and Responsibilities

6.1.1 The Members of Twaweza shall be the supreme decision making organ of Twaweza that exercises formal fiduciary (legal and fiscal) oversight following recommendations from the Board of Directors. The Board shall critically review and advise on programmatic strategy, monitoring and evaluation frameworks, and the ongoing conceptual and intellectual development of Twaweza.

6.1.2 The Board of Twaweza also reviews and recommends to the Members for approval the Annual plans, budgets and reports; recommends for appointment external auditors, and ensures statutory compliance.

6.1.3 The Twaweza Board shall appoint and contract the Executive Director and determine appropriate remuneration. The Board shall support the Executive Director and hold him/her accountable. The Board may delegate specific powers and responsibilities to the Executive Director.

6.1.4 The Twaweza Board shall meet at least three times per year to enable it to exercise adequate oversight and support.

6.1.5 Board members shall act in the best interests of the Organisation as a whole at all times, for as long as they serve on the Twaweza Board.

6.1.6 The Board shall not use their position and information for personal benefit or advantage at the expense of Twaweza.

6.2 Conflict of interest

6.2.1 Board of Directors are to disclose potential conflicts of interest as soon as they arise. This includes any financial, political or personal benefit from:

- other business or professional activities
- employment or accountability to other people or organisations
- membership of other organisations
- Ownership of property or other assets.

6.2.2 Where there is a conflict of interest, Board members are to remove themselves from particular discussions, decisions or votes, or resign altogether from the Twaweza Board.

7. Planning

Purpose

The annual plan and budget, prepared in an easy to follow, systematic matrix format, elaborates on the indicative directions described in the strategy document and specifies in more detail the activities to be undertaken and how funds will be spent. Planning is to be done in a manner that is thoughtful, that truly aligns with the overarching ideas articulated in the Board approved strategy.

7.1 Annual planning process

7.1.1 Each year, normally in the third quarter, an annual strategic retreat shall be held, featuring Management as well as other key staff, as determined by the Executive Director.

7.1.2 This meeting shall feed into the annual planning process as the key moment in which staff meet to discuss key strategic elements articulating in more detail aspects of the strategy that will be implemented in the coming year.

7.1.3 Using the reverse-logic approach and taking formulated problem areas and desired successes as a starting point, activities and budgets are formulated. This approach shall articulate assumptions about the key actors and reasons for why success is not already in place and what are the core steps to make it happen.

7.2 Formats of plans and budgets

7.2.1 The formats of the annual plans and budgets shall normally be in a matrix format, organised by country and by the problem statement. Unless determined otherwise by the Board, in consultation with donors, the prevailing formats for annual plans and budgets shall remain.

7.2.2 The language and style of the plans and budgets shall be guided by the relevant brand and communication guidelines.

7.3 Approval of annual plans and budgets

7.3.1 The annual planning process shall normally be driven by the Executive Director, with direct support from the Director of Strategy and Learning. All units will be called upon to provide inputs to ensure this document is finalised in time for approval by the Twaweza Board.

7.3.2 The annual plan for the following year shall normally be presented to the Board in December for their approval prior to the closing of the year.

7.3.3 Following Board approval, the annual plans and budgets shall be made readily available to all staff, shall be shared with all donors, and uploaded onto the Twaweza website.

8. Donors

Purpose

Twaweza values donors for several reasons: provision of financial resources, knowledge, sharing of ideas and linkages with others, feedback on Twaweza's approaches and effectiveness, and as one component of accountability. Twaweza seeks to work with donors in a manner where its identity, intellectual and operational autonomy are affirmed and safeguarded, including independence of thought, publication and positions that may be critical of the donors.

8.1 Relationship with donors

8.1.1 The partnership with donors is based on the congruence of goals and mission, where both Twaweza and donors work in a manner that can best propel the goals and interests of Twaweza.

8.1.2 Donors may inform the development of the standards and structure of Twaweza's reports, but Twaweza does not provide separate specialised reports to suit the requirements of individual donors. However, in exceptional cases, Twaweza may provide separate specialised reports to suit the requirements of individual donors where this is found to be of relevance but must be approved by the Board Chairperson.

8.1.3 To the maximum extent possible, exchanges are handled in donor meetings held twice a year rather than bilaterally to minimise transaction costs and encourage mutual dialogue among the donors.

8.1.4 Separate bilateral donor missions and visits are generally discouraged, though donor representatives may participate in ongoing work where this does not undermine program purpose or cause disruption.

8.2 Fundraising

8.2.1 The Executive Director, supported substantially by the top leadership team (Unit Directors) and Country Leads, shall source for funding for Twaweza from international and local donors, ensuring there is congruence in values and ethos between Twaweza and potential donors and shall use this as a primary consideration when selecting donor partners.

8.2.2 In the interest of organisational sustainability, the Executive Director shall ensure that no one donor comprises more than 30% of Twaweza's overall funding.

8.2.3 Wherever practicable, donors will be encouraged to contribute towards Twaweza in its entirety, rather than choosing only certain aspects of its activities. In exceptional cases, donors may be invited to contribute to a domain in a country after seeking the Board Chair's approval.

8.2.4 Twaweza does not tender for projects or bid for activities, whether alone or in collaboration with other organisations. Ultimately, the Organisation is driven by its own activities, as articulated in its multi-year strategy, annual plans and budgets.

8.2.5 Twaweza is directed by a clear mandate, set of objectives, vision, mission and values that shall not be overlooked or ignored in the quest for funding.

8.2.6 All funds received from donors shall be treated as Deferred Grants income. When the

conditions for spending have been fully met, funds shall be transferred from the Deferred Grants income account to the extent of the actual amount spent. For example, if Twaweza receives USD 100,000 in year x and spend USD 90,000 in that year, the Grants income for that year will be USD 90,000, and the balance of USD 10,000 shall be carried forward as Deferred Grants income for use in the following year.

8.2.7 Given that Twaweza donors contribute to a basket of funds, the allocation of amounts spent on activities allocated to various donors shall be calculated on a pro-rata basis. The opening balance of Deferred Grant funds and instalments received/receivable during the year from each donor shall be used to compute the ratio to be used in allocating the total expenditure to donors in a given year.

8.3 Reporting

8.3.1 The Annual reporting process starts in January each year and ends when the reports are presented to the Board and donors at annual in-person meetings in April. These consist of a narrative report (including a matrix report as appropriate), and an audited financial report.

Around late August, a brief mid-year progress report is generated to provide an update on progress made up to the half year point. These common reports provide comprehensive information and are provided to all donors, usually after they have gone through Twaweza's internal governance structure.

8.3.2 The mid-year reports shall be brief, of about ten pages in length, and cover the January to July period. They highlight key achievements, setbacks and insights, and provide a succinct account in point form of progress against plan, as well as an (unaudited) budget vs expenditure report for the same period and if required, a mid-term review.

8.3.3 The narrative report and audited financial statements are also published online and must therefore be well-designed and easy to navigate; the writing must be professional yet easy to understand; the visual style consistent and presentable.

8.3.4 The matrix report is prepared for internal consumption to ensure that staff keep track of their progress throughout the year. This report can also be shared with external parties such as donors upon request.

8.3.5 Deviations of more than 15% across key budget lines must be explained to the Board.

8.3.6 The process of writing the annual reports include 1) managers assigning specific sections of the draft report to staff members from their units to fill in, 2) quality check and approval from managers, 3) approval of content from Executive Director, 4) graphic designing the annual narrative report and quality assurance, and finally 5) sign off from Executive Director.

8.3.7 The intended audience for the annual reports is all staff within Twaweza, our Board, and donors. The annual reports will also be published on our website for those who are interested.

8.3.8 Information is captured in the Annual Report as a means of improving the transparency of Twaweza's budget control process. The budget column shows the amount that was budgeted for that specific program, and the expenditure is the actual expense for the period for that program. The percentage reflects the difference in the actual expenditure from what was budgeted.

8.3.9 Twaweza generally does not provide separate specialised reports to comply with the requirements of individual donors. All donors agree to one high quality set of documents in a set format.

8.4 Reserves Policy

8.4.1 Purpose and scope

The purpose of the **Reserve Policy** is to define Twaweza's Reserve Fund, and to provide guidance for how the Fund will be created, invested and replenished, and under what circumstances Twaweza can utilize the funds to achieve its organizational objectives.

The Reserve Policy will ensure the stability of the programs, employment, and ongoing operations of **Twaweza**. The Policy is intended to provide an internal source of funds to respond to unexpected situations that could excessively harm **Twaweza** or would deny Twaweza an exceptional opportunity. Such situations can include, but are not limited to: sudden increase in expenses, sudden exchange loss, time-bound opportunity or unanticipated loss in funding from donors. The **Reserve Fund** may also be used for one-time, non-recurring, unforeseen and time-bound expenses that will build long-term capacity, such as staff development, research and development, or investment in infrastructure.

8.4.2. Definitions

The target minimum **Reserve Fund** is equal to **three months** of average monthly operating costs and the maximum Reserve Fund is equal to **six months** of operating costs. The calculation of average monthly operating costs includes all recurring, predictable expenses such as salaries and benefits, rental, office, travel, program and ongoing professional services. Depreciation, and other non-cash expenses are not included in the calculation. The calculation of average monthly operating costs also excludes some expenses such as team building, entertainment, and any other expenses that can be avoided without disrupting the activities of Twaweza.

8.4.3. Accounting for the Reserve Fund

The **Reserve Fund** will be recorded in the financial records as **Operating Reserve**. The Fund will be funded and available in cash or cash-equivalent funds when needed. The reserve will be maintained in a designated interest earning call deposit account. The account will be managed in accordance with the Twaweza Finance and Administrative Regulations.

8.4.4. Authorization to use the Reserve Fund

Authorization to utilize the reserves shall be approved by the Twaweza Board upon a request in writing to the Chairman of the Twaweza Board, following consultation with Twaweza's management. The written request shall include a justification and shall be accompanied by a financial forecast showing:

- Current balance
- Income and its likely timing
- Planned activities and their associated costs
- Timing of payment for the activities, apportioned by weekly.

8.4.5. Funding of the Reserve Fund

The Reserve Fund will be funded from the following sources;

- One-time gifts, special grants.
- Contributions received from Twaweza partners for the use of the Sauti za Wananchi and Uwezo platforms.
- Gains realized from disposal of assets.
- Allowances, contributions, honoraria, board fees and other payments received from other organizations by Twaweza staff in the course of implementation of Twaweza activities.
- Interest earned from the call deposit accounts
- Exchange rate gains
- A separate budget line in the Annual Plan of maximum 2% of the total Annual Budget, provided funders agree

9. Meetings

Purpose

While some belong to the school of thought that meetings should be kept to a minimum, they are, all the same, important for information sharing and making decisions. At Twaweza, there are a number of key meetings that are a part of our makeup, and each serves a specific function to get things done.

9.1 Monday staff meetings

9.1.1 Once a week, usually on Monday afternoons, the Executive Director shall hold a meeting with all staff. Attendance at this meeting is mandatory for all staff, including interns and long-term consultants. Where the topic of discussion is sensitive or only pertains to fulltime employees, interns and consultants are to be excused.

9.1.2 Where it is not practicable for the Executive Director to lead the meetings in other countries where Twaweza has offices, s/he shall delegate the responsibility to the Country Lead for that office.

9.1.3 The purpose of these meetings is to share key updates that cannot be posted on Salesforce Chatter and ensure that everyone in the office is aware of what is going on.

9.1.4 Meetings should be interesting, vibrant, valuable and effective. They can have cross-cutting themes or focus on current affairs. The meetings are also an opportunity for the Executive Director to engage with staff on key general issues.

9.1.5 Meeting minutes for each staff meeting are to be posted on Salesforce Chatter within 72 hours of the end of the meeting.

9.2 Management Team meeting

9.2.1 Whenever deemed necessary, the Executive Director, Directors, Managers and senior advisors shall meet. This meeting is a quick chance for the Executive Director to share key updates/issues or discuss sensitive matters with the management team.

9.2.2 Decisions that require input from the management team prior to sharing with the staff are discussed and agreed upon. Managers who wish to share any other items with other managers are encouraged to do so.

9.2.3 The Idea Huddle Meeting is an additional meeting in which Idea Memos are discussed and approved. This meeting is attended by the SMT plus invited Managers and staff, depending on the nature of the presented Idea Memo. The Executive Director chairs the meeting and makes the final decisions.

9.3 Periodic strategic meetings

9.3.1 At his/her discretion, the Executive Director shall call a meeting with the senior management team to discuss major decisions that have a significant effect. They're either: affect the entire Organisation, involve large financial investment, have a long term effect, or are sensitive in nature.

9.3.2 The agenda shall be clear and examines forward-looking or planning related elements, and where possible, limited to two or three agenda items.

9.3.3 The chair of this meeting shall be the Executive Director.

9.4 Monthly Bilaterals

9.4.1 Once a month, each Director is to meet with the Executive Director to review progress made and ensure timely delivery of outputs. The purpose is to ensure activities are on track and to tweak/sharpen outputs if necessary.

9.4.2 Directors are responsible for sharing their reports and plan at least two days prior to the meeting. Concrete actions are to be decided and implemented during the meeting.

9.4.3 If there are extenuating circumstances that will lead to the meeting being postponed, Directors are to share this with the Executive Director as soon as possible.

9.4.4 It is the responsibility of the Executive Assistant to the Executive Director to ensure that the bilateral does not clash with scheduled travel and key meetings.

9.4.5 After each bilateral, Directors are to share the notes and action points with the Executive Director and implement them before the next meeting.

9.5 Quarterly Management Team meeting

9.5.1 On a quarterly basis, all managers shall meet in person to review progress against the annual plan and plan for the next quarter.

9.5.2 Any issues that may affect the effectiveness and work environment of the Organisation are discussed and decided at the meeting.

9.5.3 Managers are encouraged to use this time to have side meetings with each other to discuss key issues and plan for activities that may need cross unit collaboration. During this time, visits to partners may also be arranged.

9.5.4 Quarterly meetings are held in late March, June and September involving full management team members.

9.5.5 Locations for these meetings are determined by the Executive Director's office.

9.5.6 Duration for these meetings is one full day, and back-to-back with these, the program teams often meet for an additional day.

9.5.7 To make these meetings effective and save time, only issues that are critical and Organisation-wide and that cannot be effectively handled outside the meeting will be put on the agenda.

9.5.8 For each MT meeting, the agenda will be set 1-2 weeks in advance and short notes prepared, with all managers playing a supportive role as requested.

9.6 Annual Retreat

9.6.1 Once a year, usually in the fourth quarter, Twaweza shall hold its annual strategic retreat. This meeting is to hold strategic discussions and review Twaweza's direction and key operations. The retreat is a chance to have an overview of the entire Organisation and see how processes and operations are functioning. The retreat marks the start of the Annual Planning process.

9.6.2 In the lead up to the retreat, managers are to gather feedback from their respective units, which will be discussed at the retreat used to inform the planning of the following year's annual plan.

9.6.3 Participation at this meeting shall normally be Directors and Managers plus one additional member from each unit. External guests may also be invited to attend.

9.6.4 The duration of the annual retreat is normally three days.

10. Knowledge Management

Purpose

Workflows, processes, and documentation within the Organisation have been mapped out to create greater clarity and efficiency. Particularly as the team has grown, there has been an increasing need to document processes and decisions and have them be accessible to all staff such that they are able to understand and work within the workflows documented. Similarly, as staff come and go, it is important that their colleagues who remain or who join are able to find documents and learn what has been done before.

10.1 Ideas Memos

10.1.1 Ideas Memos shall be prepared to document, within the established Salesforce platform, the initial thinking on a particular set of activities that Twaweza units want to do. The Idea Memos ensure that all relevant managers are on Board and prevents unnecessary investment in ideas that are not feasible or viable by making the decision early to not proceed.

10.1.2 Responsible staff shall request consultations on the Idea Memos from relevant internal expertise on time, making roles clear and shortening the decision-making process.

10.1.3 The unit submitting an idea shall ensure sufficient time for it to be presented to selected members of the management team, factoring in time for review and discussion, as applicable.

10.2 Decision Memos

10.2.1 Ideas memos, once approved, shall be converted into Decision Memos, all within Salesforce.

10.2.2 A Decision Memo shall be required for any activity that is either sensitive or over US Dollars 500 related to programmatic activities rather than operational ones. However, recurring activities need only one memo per year, provided they are largely similar. Multi-part activities that are large require only one memo provided each major component of the activity is sufficiently explained and provided that specific moments are marked during implementation when other members of the MT are consulted.

10.2.3 Decision Memos provide the general guidance for a particular activity that was explored in the idea memo.

10.3 Workflows

10.3.1 Requirements for all processes must be documented in advance to allow for clarity and efficiency.

10.3.2 The number of days each step will take is important to allow staff to effectively plan their work with these in mind. The number of days will be documented.

10.3.3 The supporting documents and considerations needed to make things happen well and quickly need to be articulated in advance to allow staff to reduce unnecessary iteration.

10.4 Salesforce

10.4.1 Salesforce will continue as the platform upon which workflows are effected, enabling Twaweza to operate in a manner that is increasingly transparent, paperless, and works seamlessly across East Africa.

10.4.2 Twaweza staff submit their ideas for approval; are able to view what others are working on; are able to have a central location to share articles; can broadcast messages that are of interest to others and relevant to our work, and have a central database for contacts.

10.4.3 The dashboard functionality allows for a snapshot view of where bottlenecks exist – meaning everyone remains current on information, decisions and activities. This should be used and updated to reflect the types of reports that Twaweza staff find useful and relevant.

10.4.4 Clear guidance shall be provided by the IT Officer and Operations Manager on how to troubleshoot problems and who to call when problems arise.

10.4.5 The Salesforce system is easily customisable to match the needs and requirements of Twaweza, and the Executive Director shall work with relevant managers to continue to build it to meet the needs of Twaweza's units.

10.5 Salesforce Chatter

10.5.1 The Chatter functionality within Salesforce is the main internal space within which staff are to post updates on their work or interesting material they wish to share with colleagues.

10.5.2 Only Twaweza staff, long-term consultants, and interns shall have access to Chatter. Interns shall have access to Chatter only and no other areas in Salesforce unless such additional access is authorised in writing by the Executive Director.

10.5.3 Material posted on Chatter is for organisation-wide information sharing and learning. It should not be used for material that can otherwise be shared using the Twaweza email addresses or personal addresses, as per the Policy articulated in the HR Manual.

10.6 File saving

10.6.1 All documents must be spell-checked, paginated and formatted in the Twaweza formats before they are shared.

10.6.2 To enable others to find files that have been saved, and especially for institutional memory, all files in the Common Drive should be saved in the following format: [Name of document] [type of doc][status] [6 digit date][initials of the person saving the file]. E.g. GovernancePoliciesDraft121214as.

10.6.3 Each word should begin with capital letters, and each reviewer of the document should add their initials with a '+' sign. E.g. GovernancePolicies121214as+ae. Aim at keeping the file name as short as possible.

10.6.4 Following the structure and coding of the Annual Plan, files are saved in the common folder, which is backed up in the cloud continuously. All draft and working documents are also saved in the common folder to ensure transparency and avoid loss.

11. Collaboration

Purpose

Twaweza acknowledges the importance of collaborating with partners to accomplish its goals. Bearing in mind that value for money is a key principle and value of ours, this Policy serves to articulate what we can and cannot cover when we collaborate with partner overheads and equipment. Allowances and fees are covered in separate policies. Without our partners, Twaweza would not be able to do the work we need at the scale we desire. In order to improve, one way is to learn by gaining insights from others and applying those insights to enhance our activities.

11.1 Partner overheads

11.1.1 Twaweza shall normally pay up to 5% of the total activity costs towards organisational overheads, where overhead generally covers administrative support (such as to universities, think tank/research firms, and consultancy firms).

11.1.2 Where overhead covers specific technical and/or programmatic oversight and quality assurance, such as managing survey firms, cleaning data, and editing material, Twaweza shall pay up to 15% of overhead costs.

11.1.3 Where the ceilings detailed above are seen to be inadequate to cover actual costs, organisations may opt to provide a detailed budget for specific services and outputs that shall be provided to the activity instead of overhead amounts, payable upon delivery of such services and outputs.

11.2 Partner equipment

11.2.1 Organisations shall procure equipment and services in a manner that represents value for money and is consistent with generally acceptable procurement and financial accountability requirements.

11.2.2 Partner organisations shall maintain at all times an asset register of all equipment valued over US Dollars 500 purchased with the use of Twaweza funding.

11.3 Partner feedback

11.3.1 Once every two years, Twaweza shall conduct a partner feedback survey to gain feedback and insights from our partners on how we can better communicate, learning, and understand each other.

11.3.2 In order to have a less biased sample, the survey shall be sent to all partners – current, failed, or successful – such that we can get an invaluable, clearer reflection.

11.3.3 The survey shall be completely anonymous to ensure partners are able to respond with complete candor.

11.3.4 Generally, the survey shall ask:

- Are we a good partner?
- Do we communicate well? Are we clear and straightforward?
- Does our approach make sense, and is it implemented well?
- What can we do better?

11.3.5 Feedback from this survey shall be shared on the Twaweza website within one month of the deadline for collecting responses, following analysis of the feedback, and the writing of a report.

12. Whistleblower policy

Twaweza East Africa maintains sound principles of effective and transparent governance and demands a high level of integrity of its employees. This Whistleblower Policy complements our values and intends to encourage employees as well as external parties to raise any serious concerns they may have in relation to Twaweza's execution of responsibilities and compliance with applicable laws and regulations.

Reporting responsibility

It is the responsibility of every board member, employee, consultant and volunteer to report serious concerns about violations or suspected violations of Twaweza's policies, procedures or regulations. Unlawful or improper behaviour includes, but is not limited to, any of the following:

- Financial or other reporting that is intentionally misleading;
- Improper or undocumented financial transactions;
- Fraud;
- Improper destruction of records;
- Improper use of the Organisation's assets;
- Corruption: Abuse of trust, power or position [for improper gain];
- Harassment of any description, including sexual, racial or that based on faith;
- Theft;
- Nepotism;
- Violations of the Twaweza East Africa's conflict-of-interest Policy.

Whistleblower protection

Twaweza provides whistleblower protection through confidentiality and punishment against retaliation. Suspected violations will be kept confidential to every extent possible, with the understanding that confidentiality may not be maintained where identification is required by law.

Twaweza shall not retaliate against a whistleblower. This includes, but is not limited to, protection from reprisal in the form of an adverse employment action such as termination, compensation decreases, harassment, poor work assignments and/or threats of physical harm. Any individual who retaliates against another individual who has reported a violation in good faith or in good faith has cooperated in the investigation of a violation will be subject to sanction up to and including termination of employment or volunteer status.

Reporting procedures

A register of all serious complaints shall be kept at the office of the Executive Director. Minimum information required to be provided by the whistleblower in order to help Twaweza assess and investigate the whistleblower's concern includes the date(s) of incidents; type(s) of incidents; description(s) of the incident(s), or detail(s) of concerns; the location(s) of the incident(s); and who is involved.

Serious concerns can be brought to the attention of the Twaweza leadership using any of the following channels:

Twaweza has an open door policy and encourages employees to share their questions, concerns, suggestions and complaints with their supervisor. Should an employee prefer not to report a serious issue to her/his direct supervisor or is not satisfied by the supervisor's response, the employee is

encouraged to communicate to the Operations Manager, a Manager, a Director, the Executive Director or a Board Member. Each unit shall elect mandated volunteers who shall serve as an in-between staff and the register at the office of the Executive Director.

Supervisors or managers who have received reported whistleblower information are required to report complaints or concerns in writing to Twaweza's Executive Director.

a. If for any reason, the employee does not trust these channels of communication are adequate or secure, the employee can send her/his serious concern to concerns@twaweza.org. This email address is solely dedicated to receiving serious concerns, and its access is limited to the Executive Director. Alternatively, a letter can be sent by ordinary mail to:

Executive Director

Twaweza East Africa

15 Uganda Avenue, off Karume Road, Oysterbay

PO Box 38342, Dar es Salaam, Tanzania

Mark envelope: "TO BE OPENED BY ADDRESSEE ONLY PERSONAL AND CONFIDENTIAL."

b. Any issue involving the Executive Director shall be addressed to the Chairman of the Twaweza East Africa Board directly by email through board@twaweza.org, or by ordinary mail sent to:

Chairman of the Board of Twaweza East Africa

Twaweza East Africa

15 Uganda Avenue, off Karume Road, Oysterbay

PO Box 38342, Dar es Salaam, Tanzania

Mark envelope: "TO BE OPENED BY ADDRESSEE ONLY PERSONAL AND CONFIDENTIAL."

c. The Twaweza website shall have a section on which any visitor of the website can leave a confidential message.

d. A serious concern can be sent to any Board member by letter. Postal addresses of Board members shall be kept up to date on the Twaweza website.

e. Any person can report a serious concern verbally in person or by phone to the Executive Director or Chairman of the Board. Though not required to launch an investigation, the person reporting the concern is encouraged to submit the concern in writing.

Though not encouraged, serious concerns can be sent anonymously.

In 2022 the Twaweza Board shall revisit the role of the Executive Director in receiving and investigating serious complaints and consider the possibility to assign this responsibility to another staff.

Handling of reported violations

"Suggestion: A special staff committee of a maximum of six staff shall be appointed by the Executive Director at the beginning of each year to advise the Executive Director on all submitted serious concerns. The Committee shall have representation from all countries and units and shall be guided by a ToR."

Upon receipt of serious concern, the Executive Director shall notify the sender and acknowledge receipt of the serious concern within three working days. Depending on the gravity of the concern, the Executive Director shall inform the Chairman of the Board directly or report to the Board during

Regular Board meetings. The Executive Director shall notify the Staff Committee and call a consultative meeting.

A special ad hoc committee assigned by the Executive Director shall advise the Executive Director on reported concerns.

The Executive Director shall fully and impartially investigate all reported complaints in person or by a special committee which shall be mandated to investigate and report within one month of receipt of the complaint. Based on the findings, the Executive Director shall take appropriate action as deemed justified by the circumstances.

The person who filed the complaint shall be informed by the Executive Director on the outcome of the investigation and actions taken.

The Executive Director shall include an overview of serious complaints in the Executive Directors report to the Board during every Board Meeting. The report shall include the nature of the complaints, summary methods of investigation, summary results of the investigation and subsequent actions taken by the Executive Director.

In case the reported concern involves the Executive Director, the Chairman of the Board shall inform all other Board Members and shall lead the investigation.