

BEYOND WOODWORKING & CRAFT PBO
Governance Description

Governance Unit	Core Roles & Responsibilities	Composition & Key Features	Members
Board of Directors (Primary Governing Body)	• Provide strategic direction and approve organizational strategy. • Ensure financial stewardship, approve budgets, and oversee audits. • Approve policies (safeguarding, finance, HR, procurement, M&E, etc.). • Oversee compliance with Kenyan law (PBO requirements), donor requirements, and governance principles. • Recruit, supervise, and evaluate the CEO/ Executive Director. • Provide overall oversight including risk management, ethical leadership, and performance monitoring.	• 5–9 independent members. • Skills mix: governance, finance, legal, youth development, CSR, education, enterprise development. • Meets at least quarterly. • Chaired by a non-executive member. • Supported by committees (where required).	1. Mrs. Nene T. Oumar 2. Dr. Geoffrey Momanyi 3. Mr. Bruno Sikawa 4. Mr. Josephat Buleki 5. Mr. Josiah Ogalo 6. Mr. Stephen Mangeni 7. Mrs. Lily Jepchirchir 8. Mr. Bernard Oketch
Advisory Board (Non-Fiduciary Strategic Support)	• Provide high-level strategic advice and external perspectives. • Strengthen visibility and credibility of the organization. • Facilitate partnerships, donor connections, and advocacy. • Mentor management on emerging trends in youth, sports, enterprise, and education. • Offer technical expertise but do NOT make governance decisions.	• 5–12 influential individuals, sector experts, CSR leaders, sports personalities, community leaders. • Meets 1–2 times per year or on strategic demand. • Chaired by a respected external advisor.	Members to be updated subject to appointment.
Finance & Audit Committee	• Oversee financial management, budgets, audit processes, and	• 3–4 Board members (at least one with strong finance or	1. Mrs. Nene T. Oumar 2. Mr. Josiah Ogalo

	compliance. • Review management accounts and financial performance. • Oversee internal controls, procurement, fraud prevention, and risk management. • Review annual audit reports and ensure implementation of recommendations. • Advise Board on financial sustainability.	accounting expertise). • May include independent financial expert as co-opted member. • Meets quarterly.	3. Mr. Josephat Buleki 4. Mrs. Lily Jepchirchir
Programmes & Impact Committee	• Ensure programme quality and alignment with mission. • Oversee safeguarding, gender, PWD inclusion, and ethical delivery. • Review M&E dashboards, progress reports, and field data. • Evaluate impact, outcomes, and community relevance. • Support design of new programmes or expansions.	• 3–4 Board members or external experts. • Includes at least one member with education, sports, youth work, or social development experience. • Meets quarterly.	1. Dr. Geoffrey Momanyi 2. Mr. Bruno Sikawa 3. Mr. Josiah Ogalo 4. Mr. Stephen Mangeni
Fundraising & Partnerships Committee	• Oversee resource mobilization strategy and partnerships. • Support proposal development, donor relations, and CSR engagements. • Strengthen brand positioning and visibility strategies. • Support management in tapping into corporate foundations, DFIs, and local donors. • Track results of partnership activities.	• 2–3 Board members + external fundraising expert if necessary. • Works closely with Communications/Partnerships Department. • Meets at least every 4 months.	1. Mrs. Nene T. Oumar 2. Dr. Geoffrey Momanyi 3. Mr. Bruno Sikawa 4. Mr. Josiah Ogalo 5. Mr. Stephen Mangeni
Chief Executive Officer (CEO) /	• Lead daily operations, programmes, and staff.	• Appointed by the Board. • Supported by departmental	Mr. Bernard Oketch

Executive Director	• Execute strategy approved by Board. • Lead fundraising, partnership engagement, and donor reporting. • Manage finances, HR, administration, procurement, and compliance. • Report regularly to Board and committees.	heads. • Non-voting member of the Board (unless otherwise structured).	
Management Team	• Run programmes, finance, admin, and partnerships day-to-day. • Provide training, coaching, youth engagement activities. • Create products/services under enterprises (woodwork, media, sports services). • Maintain M&E, reporting, safeguarding, and operational excellence. • Ensure alignment with Board decisions.	• Includes: Programme Manager, Sports Coordinator, Instructors, Finance Officer, Admin Officer, M&E Officer, Communications Officer. • Meets weekly or biweekly.	1. Mr. Dennis Ayienda 2. Mr. Jared Otieno 3. Mr. Victor Omukhuba 4. Mr. Samson Ayira
Community & Beneficiary Interface	• Provide feedback loops for programme design and delivery. • Participate in youth forums, parent groups, focus groups. • Help in monitoring community needs and risks. • Support inclusion of vulnerable groups (girls, PWDs, low-income youth).	• Youth groups, women's groups, PWD representatives, local schools, TVETs, CBOs, federations. • Non-governance, participatory function.	To be determined

BEYOND WOODWORKING & CRAFT PBO

Board Charter

1. Introduction

This Board Charter sets out the **mandate, roles, responsibilities, and operating procedures** of the Board of Directors of Beyond Woodwork & Craft PBO (“the Organization”). It provides a framework for **ethical leadership, strategic direction, accountability, and effective oversight**, ensuring the Organization fulfils its mission to empower youth, women, and communities through sports, vocational skills, digital media, and social development.

2. Purpose of the Board

The purpose of the Board is to provide **strategic oversight** and ensure the Organization operates with the highest standards of governance, integrity, and effectiveness.

The Board is responsible for:

- Setting the strategic direction of the Organization.
- Providing leadership and oversight of management.
- Safeguarding resources and ensuring financial accountability.
- Approving policies, budgets, and major plans.
- Ensuring compliance with legal, ethical, and regulatory requirements.
- Protecting the reputation and long-term sustainability of the Organization.

3. Composition of the Board

- The Board shall consist of **5–9 non-executive members**.
- Members shall collectively represent a **diverse mix of skills**, including governance, finance, legal, youth development, ICT, enterprise development, risk, and social impact.
- The Board shall elect a **Chairperson** and **Vice Chairperson**, members of the Board sub-committees.
- Members serve on a **voluntary basis** and are expected to act in the best interest of the Organization.

4. Roles and Responsibilities of the Board

4.1 Strategic Leadership

- Approve the Organization’s mission, strategy, and annual workplans.
- Monitor programme performance and impact.

4.2 Governance & Compliance

- Adopt and enforce governance policies (Finance, HR, Safeguarding, Procurement, M&E, Data Protection).
- Ensure compliance with Kenya’s Companies Act, PBO requirements, and donor regulations.

4.3 Finance & Resource Stewardship

- Approve budgets, financial statements, and audits.
- Ensure proper internal controls and risk management systems.
- Support resource mobilization and partnership building.

4.4 Oversight of Management

- Appoint, supervise, and evaluate the CEO/Executive Director.
- Ensure management implements Board-approved plans and policies.

4.5 Ethical Leadership

- Uphold transparency, accountability, inclusivity, and community-centered leadership.
- Avoid conflicts of interest and adhere to the Code of Ethics.

5. Board Committees

To support its work, the Board may establish committees, including:

1. **Finance & Audit Committee**
2. **Programmes & Impact Committee**
3. **Fundraising & Partnerships Committee**

Each committee operates under clearly defined terms of reference and reports to the Board.

6. Meetings of the Board

- The Board shall meet **at least four times per year**.
- Special meetings may be convened by the Chairperson or at the request of one-third of Board members.
- A simple majority shall constitute a quorum.
- Decisions shall be made by consensus or majority vote.
- Minutes shall be recorded and securely stored.

7. Duties of Individual Board Members

Board members shall:

- Act in good faith and in the best interest of the Organization
- Maintain confidentiality of Board discussions
- Disclose and avoid any conflict of interest
- Prepare adequately and attend meetings regularly
- Provide support to the CEO and staff without interfering in operations
- Serve as ambassadors for the Organization

8. Relationship Between the Board and Management

- The Board governs; management executes.
- The CEO is responsible for day-to-day operations, staff supervision, and programme implementation.
- Board members shall not engage directly in operational decisions except through approved committees or resolutions.

9. Code of Ethics

Board members shall adhere to the following principles:

- Integrity and honesty
- Accountability and transparency
- Fairness and inclusion (gender, disability, youth)
- Respect for community stakeholders
- Zero tolerance for corruption, fraud, harassment, or discrimination

10. Appointment, Tenure, and Rotation

- Board members shall serve a **3-year term**, renewable as the need arise.
- The Board shall ensure staggered rotation to preserve institutional memory.

11. Continuous Improvement

- Training and capacity development will be encouraged for continuous improvement.

12. Amendment of the Charter

This Charter may be amended by a **two-thirds majority vote** of the Board, provided that any revision remains consistent with the Constitution of the Organization and the Companies Act governing PBOs.

BEYOND WOODWORKING & CRAFT PBO Board Sub-Committees' Terms of Reference

A. FINANCE & AUDIT COMMITTEE – Terms of Reference

1. Purpose

To provide oversight on financial management, internal controls, risk, audits, and accountability.

2. Responsibilities

- Review and recommend annual budgets.
- Monitor financial performance and cashflow.
- Oversee internal controls and procurement compliance.
- Review audited financial statements and management letters.
- Ensure corrective actions on audit findings.
- Oversee risk management systems.

3. Composition

- 3–4 Board Members (including a finance expert)
- May co-opt external audit/financial specialists

4. Meetings

- Quarterly, or as needed.

B. PROGRAMMES & IMPACT COMMITTEE – Terms of Reference

1. Purpose

To ensure programme quality, impact, safeguarding, and alignment with mission.

2. Responsibilities

- Review programme plans, M&E frameworks, and impact data.
- Monitor gender, disability, and safeguarding compliance.
- Assess programme risks and community feedback.
- Review annual impact reports.
- Provide guidance on programme improvements.

3. Composition

- 3-4 Board Members or external programme experts.

4. Meetings

- Quarterly.

C. FUNDRAISING & PARTNERSHIPS COMMITTEE – Terms of Reference**1. Purpose**

To support resource mobilization, CSR partnerships, donor relations, and visibility.

2. Responsibilities

- Develop and review fundraising strategy.
- Lead outreach to donors, corporates, and foundations.
- Review proposals, MOUs, and partnership agreements.
- Guide branding and visibility strategies.
- Support events, showcases, and CSR engagements.

3. Composition

- 3-4 Board Members + external fundraising adviser (optional)

4. Meetings

- Every 4 months or as needed.