

LEARN FOR LIFE KENYA

BOARD RESPONSIBILITIES AND POLICIES

Approved 15 April 2019

LEARN FOR LIFE KENYA

BOARD RESPONSIBILITIES AND POLICIES

BOARD MISSION STATEMENT

The Learn for Life Kenya Board of Directors directly supports and advances the organization's vision, mission and goals through knowledge sharing, advocacy and business modeling.

BOARD MEMBER RESPONSIBILITIES

It is the Board of directors' responsibility to:

- Be aware of the mission, initiatives and services and your role in them
- Read and understand governing documents
- Respect confidentiality, fiduciary and conduct policies
- Abide by the canons of conduct
- Read meeting minutes and ensure they accurately reflect comments or votes
- Obtain and review financial reports and monthly reports
- Request that the President seek legal and auditor opinions when necessary
- Be responsive; invest your time and attention in the organization
- Be strategic; avoid tactical activities

CANON OF CONDUCT FOR BOARD MEMBERS

- Conduct yourself in a professional manner that reflects integrity, respect and a spirit of fair play
- Refrain from engaging in any activity that would violate confidentiality commitments or proprietary rights
- Abide by the bylaws and policies of Learn for Life Kenya
- Use Learn for Life Kenya data, documents and information only for purposes authorized by the Board of Directors
- Conduct yourself in a manner that is consistent with and not disruptive to the purposes of Learn for Life Kenya
- Disclose any potential conflicts of interest
- Serve the interest of the larger community, setting aside personal benefit to you or your company
- Work hard and enjoy the journey!

BOARD OF DIRECTORS COMMITMENT FORM

The following is a listing of the Board of Director responsibilities. As a current Officer of the Director of the Board, I am willing to make every effort to fulfill these responsibilities:

Please sign, date, and return this commitment form no later than the next Board of Directors meeting.

Overview

The board of Directors is responsible for ensuring the organization's long-term financial stability and integrity. Officers and Directors ensure that the organization fulfills its mission by doing quality work. Officers and Directors recognize that in order to foster the organization's continued viability and growth, diversification of income sources is essential and I pledge to personally contribute needed resources and talents towards this end.

Responsibilities

- Support the mission statement
- Read and understand the financial statements and otherwise assist the Board in fulfilling its fiduciary responsibility
- Attend Board meetings and actively participate in decision-making
- Share your area of expertise with the Board and staff
- Be an advocate for the organization; promote it in ways appropriate to your profession and contacts
- Obtain various means of support for the organization, such as sponsorships, advertisers, exhibitors, speakers, etc.
- Fulfill the duties of care, obedience and loyalty to the organization
- Participate in regular assessments to improve board performance
- Participate in strategic planning activities
- Prioritize and monitor programs and services
- Serve on at least one committee or task force each year
- Work to develop new leadership and recommend potential Board

- members to the board development committee
- Avoid even the appearance of conflict of interest
- Participate in the organization's conferences and meetings

Desired Skills and Experience

- Have knowledge of history, mission and goals
- Knowledge of the community and commitment to maintaining and growing a strong organization
- Working knowledge of bylaws and policies
- Ability to handle organization business with tact, enthusiasm and commitment
- Ability to communicate effectively
- Ability to motivate committee members
- Ability to take responsibility and follow through on assignments
- Ability to work well with people individually and in a group

Terms of Service

Members of the Board of Directors are elected for a 3-year term and may be reappointed to serve a successive term according to the organizations Bylaws.

Reimbursement

Directors are responsible for their own travel to and from meetings of the Board. There is no financial compensation for serving on the Board.

Commitment

Attend each board meeting, serve or assist on committees, and be available to assist as necessary

Benefits of Your Leadership

- Leadership is viewed as an opportunity to make a difference in the organization, local and global community

- Leadership provides an opportunity to identify and achieve community and organizational needs and goals
- Board helps shape the organization's direction and future

Personal Commitment

I (Print Name) _____, am willing to make every effort to fulfill the Learn for Life Kenya Board of Directors responsibilities as outlined above.

Signature: _____ Date: _____

BOARD MEMBER RESPONSIBILITIES

Term

Members of the Board of Directors are elected for a 3-year term and may be reappointed to serve a successive term according to the organizations Bylaws.

Basic Duties and Responsibilities

Board Members are required to monitor finances, review and update the organization's operational and strategic plans, help establish and support organization's policies, and to give support and counsel to its programs and initiatives.

Board Members are expected to participate in two Board Meetings per year and in the quarterly conference calls. Ordinarily these duties entail at least 6 days of service per year and some travel.

Board Members are also expected to attend organization's initiatives or sponsored programs where appropriate, and to represent the organization to their companies or institutions and other communities of interest.

Additionally, Board Members are encouraged to make an annual financial contribution to the Learn for Life Kenya organization and to lead or assist in developing new or continuing resources to the organization.

Expenses

Board members will not be reimbursed for travel expenses incurred to attend Board Meetings. Upon request, Board Members may be reimbursed for other expenses incurred while conducting official Board business. Additional contributed donations and in-kind services/resources are welcome and highly encouraged.

Board members are responsible for covering their own, if required Insurance.

Legal Responsibilities

Board Members are bound by the non-profit laws and regulations of the State of Wisconsin and, as such, must carry out the functions described in the Board Member Agreement.

Board Meetings

Board Meetings are held quarterly. Board Members are able to attend meetings via conference calls, video/internet conferencing. Additional provisions may be made for special meetings as necessary.

If a Board Member misses more than two meetings, he/she may be requested to vacate their Board seat for a new member who can participate fully in the organizational duties.

CONFLICT OF INTEREST POLICY

Section 1: PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and/or federal laws governing conflict of interest applicable to non-profit and charitable Corporations.

Section 2: DEFINITIONS

a. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has

a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (i) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; (ii) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or (iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. A financial interest is not necessarily a conflict of interest. Under Section 3, sub-paragraph b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

c. Compensation. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 3: PROCEDURES

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of the committees with governing board delegated powers considering the proposed transaction or arrangement.

b. Determination Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

(i) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest;

(ii) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement;

(iii) After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest; and

(iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy.

(i) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(ii) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

c. Document Retention & Destruction Policy

Learn For Life Kenya will make its governing documents, conflict of interest policy, and financial statements available to the public upon request (HQ: 2477 N. 91st Street, Wauwatosa, WI 53226). Tax returns will be available for public inspection on its website (www.learnforlifekeny.org).

The information listed in the retention schedule below is intended as a guideline and may not contain all the records the Organization may be required to keep in the future. Questions regarding the retention of documents not listed in this chart should be directed to the President (info@learnforlifekeny.org).

Destruction of financial documents will be accomplished by shredding.

File Category	Item	Retention Period
Corporate Records	Bylaws, Articles of Incorporation	Permanent

	IRS Form 1023, Letter of Determination	Permanent
	Board Policies	Permanent
	Sales Tax Exemption documents	Permanent
	Board and committee meeting agendas, minutes	Permanent
	Employee Identification number designation	Permanent
	Annual corporate filings	Permanent
Finance and Administration	Financial Policies & Procedures	Permanent
	Financial statements (audited)	7 years
	Check register and checks	7 years
	Bank deposits and statements	7 years
	Chart of accounts	7 years
	General ledgers and journals (includes bank reconciliations)	7 years
	Charitable Organizations Registration Statements (filed with Wisconsin Attorney General)	7 years
	Employee orientation and training materials	7 years after use ends
Tax Records	Annual tax filing for the organization (IRS Form 990EZ or 990)	Permanent
Funder Records	Grant dispersal contract	Permanent
	Grant applications	7 years

Section 5: COMPENSATION

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6: ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy.
- b.** Has read and understands the policy.
- c.** Has agreed to comply with the policy.
- d.** Understands the Corporation is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7: PERIODIC REVIEWS

To ensure the Corporation operates in a manner consistent with the charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management Corporations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in, impermissible private benefit or in an excess benefit transaction.

Section 8: USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

CONFLICT OF INTEREST

At the present, I am aware of the following potential conflict of interest in regard to my position on the Board of Directors or staff (if none, leave blank).

If I become aware of a potential conflict of interest in the future, I will disclose this potential conflict of the President. I understand that, when in doubt, disclosure is recommended. By signing my name below I acknowledge and agree to the terms and conditions contained in this conflict of interest policy.

Name: _____

Signature: _____

Date: _____

PRIVACY POLICY

In the course of serving on the Board of Directors or committees of Learn for Life Kenya, you may obtain or have access to material, confidential and nonpublic information.

This information is considered “private information” and must be kept confidential. Using this inside information for personal gain or providing such information to others for their use or personal gain before such information is disclosed to the public is illegal.

Board and committee members should observe the following guidelines related to:

Personal Information

Learn for Life Kenya is committed to safeguarding the personal information entrusted to us by our donors and clients. Personal information includes individual’s name, home address and phone number, age, sex, marital or family status, an identifying number, financial information, educational history, etc.

Consent

We ask for consent to collect, use or disclose client personal information, except in specific circumstances where collection, use or disclosure without consent is authorized or required by law.

Employee Information

Personal employee information is personal information about an employee or volunteer which is collected, used or disclosed solely for the purposes of establishing, managing or terminating an employment relationship or a volunteer work relationship. Personal employee information may, in some circumstances, include a Social Insurance Number, a performance review, etc.

We can collect, use and disclose your personal employee information without your consent only for the purposes of establishing, managing or ending the employment or volunteer relationship. We will provide current employees and volunteers with prior notice about what information we collect, use or disclose and our purpose for doing so.

We collect, use and disclose personal employee information to meet the following purposes:

- Determining eligibility for employment or volunteer work, including verifying qualifications and references
- Establishing training and development requirements
- Assessing performance and managing performance issues if they arise
- Administering pay and benefits (paid employees only)
- Processing employee work-related claims (e.g. benefits, workers' compensation, insurance claims) (paid employees only)
- Complying with requirements of funding bodies (e.g. lottery grants)
- Complying with applicable laws

We only collect, use and disclose the amount and type of personal employee information that is reasonable to meet the above purposes. The following is a list of personal employee information that we may collect, use and disclose to meet those purposes.

We only collect, use and disclose the amount and type of personal employee information that is reasonable to meet the above purposes. The following is a list of personal employee information that we may collect, use and disclose to meet those purposes.

- Contact information such as your name, home address, telephone number
- Criminal background checks
- Employment or volunteer information such as your resume (including educational background, work history and references), reference information and interview notes, letters of offer and acceptance of employment, policy acknowledgement forms, background verification information, workplace performance evaluations, emergency contacts, etc.

- Benefit information such as forms relating to applications or changes to health and insurance benefits including medical and dental care, life insurance, short and long term disability, etc. (paid employees only)
- Financial information, such as pay checks deposit information and tax-related information, including Social Insurance Numbers (paid employees only)
- Other personal information required for the purposes of our employment or volunteer relationship

We will inform our employees and volunteers of any new purpose for which we will collect, use, or disclose personal employee information, or we will obtain your consent, before or at the time the information is collected.

Employment & Volunteer References

In some cases, after your employment or volunteer relationship with us ends, we will be contacted by other organizations and asked to provide a reference for you. It is our policy not to disclose personal information about our employees and volunteers to other organizations who request references without consent. The personal information we normally provide in a reference includes:

- Confirmation that an individual was an employee or volunteer, including the position, and date range of the employment or volunteering
- General information about an individual's job duties and information about the employee or volunteer's ability to perform job duties and success in the employment or volunteer relationship

Personal Information Security

We make every reasonable effort to ensure that personal information is accurate and complete. We rely on individuals to notify us if there is a change to their personal information that may affect their relationship with

our organization. If you are aware of an error in our information about you, please let us know and we will correct it on request wherever possible. In some cases we may ask for a written request for correction.

We protect personal information in a manner appropriate for the sensitivity of the information. We make every reasonable effort to prevent any loss, misuse, disclosure or modification of personal information, as well as any unauthorized access to personal information.

We use appropriate security measures when destroying personal information, including shredding paper records and permanently deleting electronic records.

Access To Records

Individuals have a right to access their own personal information in a record that is in the custody or under the control of the Learn for Life Kenya organization, subject to some exceptions. For example, organizations are required under the *Personal Information Protection Act* to refuse to provide access to information that would reveal personal information about another individual.

If we refuse a request in whole or in part, we will provide the reasons for the refusal. In some cases where exceptions to access apply, we may withhold that information and provide you with the remainder of the record.

You may make a request for access to your personal information by writing to the Executive Director. You must provide sufficient information in your request to allow us to identify the information you are seeking.

You may also request information about our use of your personal information and any disclosure of that information to persons outside our organization. In addition, you may request a correction of an error or omission in your personal information.

We will respond to your request within 45 calendar days, unless an extension is granted. We may charge a reasonable fee to provide

information, but not to make a correction. We do not charge fees when the request is for personal employee information. We will advise you of any fees that may apply before beginning to process your request.

Questions or Complaints

If you have a question or concern about any collection, use or disclosure of personal information by Learn for Life Kenya, or about a request for access to your own personal information, please contact the President and/or Vice-President.

WHISTLE BLOWER POLICY

General

Learn for Life Kenya Code of Conduct (hereinafter referred to as the Code) requires directors, other volunteers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of the organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

The objectives of the Learn for Life Kenya Whistleblower Policy are to establish policies and procedures for:

- The submission of concerns regarding questionable accounting or audit matters by employees, directors, officers, and other stakeholders of the organization, on a confidential and anonymous basis.
- The receipt, retention, and treatment of complaints received by the organization regarding accounting, internal controls, or auditing matters.
- The protection of directors, volunteers and employees reporting

concerns from retaliatory actions.

Reporting Responsibility

Each director, volunteer, and employee of Learn for Life Kenya has an obligation to report in accordance with this Whistleblower Policy (a) questionable or improper accounting or auditing matters, and (b) violations and suspected violations of the organization's Code (hereinafter collectively referred to as Concerns).

Executive Committee Mandates Audits

All reported Concerns will be forwarded to the Executive Committee in accordance with the procedures set forth herein. The Executive Committee shall be responsible for investigating, and making appropriate recommendations to the Board of Directors, with respect to all reported Concerns.

No Retaliation

This Whistleblower Policy is intended to encourage and enable directors, volunteers, and employees to raise Concerns within the Organization for investigation and appropriate action. With this goal in mind, no director, volunteer, or employee who, in good faith, reports a Concern shall be subject to retaliation or, in the case of an employee, adverse employment consequences. Moreover, a volunteer or employee who retaliates against someone who has reported a Concern in good faith is subject to discipline up to and including dismissal from the volunteer position or termination of employment.

Reporting Concerns Employees

Employees should first discuss their Concern with their immediate supervisor. If, after speaking with his or her supervisor, the individual continues to have reasonable grounds to believe the Concern is valid, the individual should report the Concern to the Vice President. In addition, if the individual is uncomfortable speaking with his or her supervisor, or the supervisor is a subject of the Concern, the individual should report his or

her Concern directly to the Director of Human Resources.

If the Concern was reported verbally to the Vice President, the reporting individual, with assistance from the Vice President, shall reduce the Concern to writing. The Vice President is required to promptly report the Concern to the Chair of the Executive Committee, who has specific and exclusive responsibility to investigate all Concerns. If the Director of Human Resources, for any reason, does not promptly forward the Concern to the Audit Committee, the reporting individual should directly report the Concern to the Chair of the Executive Committee. Contact information for the Chair of the Executive Committee may be obtained through the Human Resources Department. Concerns may be also be submitted anonymously. Such anonymous Concerns should be in writing and sent directly to the Chair of the Executive Committee.

Directors and Other Volunteers

Directors and other volunteers should submit Concerns in writing directly to the Chair of the Executive Committee. Contact information for the Chair of the Executive Committee may be obtained from the Chief Financial Officer.

Handling of Reported Violations

The Executive Committee shall address all reported Concerns. The Vice President shall immediately notify the President and the Executive Committee of any such report. The Chair of the Executive Committee will notify the sender and acknowledge receipt of the Concern within five business days, if possible. It will not be possible to acknowledge receipt of anonymously submitted Concerns.

All reports will be promptly investigated by the Executive Committee, and appropriate corrective action will be recommended to the Board of Directors, if warranted by the investigation. In addition, action taken must include a conclusion and/or follow-up with the complainant for complete closure of the Concern.

The Executive Committee has the authority to retain outside legal counsel,

accountants, private investigators, or any other resource deemed necessary to conduct a full and complete investigation of the allegations.

Acting in Good Faith

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper accounting or auditing practice, or a violation of the Codes. The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline, up to and including dismissal from the volunteer position or termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.

Confidentiality

Reports of Concerns, and investigations pertaining thereto, shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Disclosure of reports of Concerns to individuals not involved in the investigation will be viewed as a serious disciplinary offense and may result in discipline, up to and including termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.

AMENDMENTS

Page 4: Commitment Form

Delete due date - September 30th, 2015

Page 5: Terms of Service

Original Text

Members of the Board of Directors are elected for 3 years terms according to the organizations Bylaws.

Revised Text

Members of the Board of Directors are elected for a 3 year term and may be reappointed to serve a successive term according to the organizations Bylaws.

Page 5: Commitment

Delete Pay D&O Insurance, if necessary

Page 8: Basic Duties and Responsibilities

Original Text

Board Members are also expected to attend organization's initiatives or sponsored programs where appropriate, and to represent the organization to their companies or institutions, to the dental communities and other communities of interest.

Revised Text

Board Members are also expected to attend organization's initiatives or sponsored programs where appropriate, and to represent the organization to their companies or institutions and other communities of interest.

Page 9: Liability

Delete section

Page 9: Board Meetings

Delete specific months

Page 12: Records of Proceedings

Add 4.c. Document Retention & Destruction Policy

Page 16: Privacy Policy

Original Text

Board and committee members should observe the following guidelines regarding
Private information related to:

Revised Text

Board and committee members should observe the following guidelines related to: