



Board Governance: Recruitment, Appointment, and Removal Framework

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Recruitment and Selection

Board members (office-bearers) should be chosen based on a balance of skills, experience, and community representation.

- **Skills Audit:** Before recruitment, the board should identify gaps (e.g., Legal, Finance, Fundraising, or Social Work expertise).
- **Vetting:** Candidates must be vetted to ensure they are not disqualified. Under SA law, a person is disqualified if they:
 - Is an unrehabilitated insolvent.
 - Has been removed from an office of trust due to misconduct.
 - Has been convicted of an offense involving dishonesty (e.g., fraud, theft).
- **Nomination:** For smaller NPOs, a "Governance Committee" or the existing board identifies candidates, who are then proposed at the Annual General Meeting (AGM)

Appointment and Induction

- **Term of Office:** Standard practice is a **3-year term**, with the option for re-election (e.g., maximum of two consecutive terms) to ensure fresh perspectives.
- **Letters of Appointment:** Every board member must sign an appointment letter outlining their fiduciary duties and the voluntary nature of the role.
- **DSD/CIPC Notification:**
 - **NPO Directorate:** You must notify the Department of Social Development (DSD) of any change in office-bearers within **one month**.
 - **CIPC (if an NPC):** A Form **CoR 39** must be filed to update the register of directors.
- **Induction:** New members must receive an induction pack containing the Constitution/MOI, recent financial statements, and the organizational strategy.

Performance Appraisal

To ensure the board remains effective, a formal review should occur annually.

- **Self-Assessment:** Board members complete a questionnaire evaluating their own contribution and the board's collective performance.
- **Chairperson's Review:** The board evaluates the Chairperson's ability to lead meetings and manage conflict.



- **Outcome:** If the appraisal identifies a lack of commitment (e.g., missing 3 consecutive meetings), it triggers the "Discipline" phase.

Discipline and Conflict of Interest

- **Code of Conduct:** All members must sign a Code of Conduct annually.
- **Conflict of Interest:** Members must declare any interest in a contract or matter before the board. They must recuse themselves from deliberations and voting on such matters.
- **Disciplinary Action:** If a member breaches their fiduciary duty or the Code of Conduct:
 1. The Chairperson (or a delegated sub-committee) meets with the member to discuss the concern.
 2. The member is given a fair opportunity to respond to the allegations (Right to be heard).
 3. If unresolved, the board may vote on a formal reprimand or suspension.

Removal from Office

Removal is a serious legal process. You cannot "fire" a board member arbitrarily; you must follow the procedure in your Constitution or the Companies Act.

- **Grounds for Removal:**
 - Ineligible or disqualified by law.
 - Incapacitated (mental or physical) to the extent they cannot perform duties.
 - Negligent or derelict in performance (e.g., persistent absence).
- **The Process (Section 71 of the Companies Act):**
 1. **Notice:** The member must be given a formal notice of the meeting and the proposed resolution for their removal.
 2. **Representation:** The member must be allowed to make a presentation (personally or through a representative) to the board/members before a vote is taken.
 3. **Resolution:** An ordinary resolution is passed to remove the member.
- **Resignation:** A member may resign at any time by submitting written notice.



Templates and Forms

Removal from Office: Comparison CIPC vs DSD

Step	NPC (CIPC / Companies Act)	NPO (DSD / NPO Act)
1. Legal Basis	Section 71 of the Companies Act.	The Individual Constitution of the NPO.
2. Grounds	Can be "No Fault" (by members) or for "Cause" (by Board) e.g., neglect, incapacity.	Must align with grounds in your Constitution (e.g., missed 3 meetings).
3. Notice Period	10 Business Days (Standard NPC) or as per MOI.	As per your Constitution (usually 7–14 days).
4. Essential Document	Formal Notice of Meeting stating the specific resolution to remove.	Formal Notice of Meeting citing the Constitutional clause.
5. Right to Respond	Mandatory. Member must be allowed to make a presentation before the vote.	Highly Recommended. DSD expects "Fairness" and the "Right to be Heard."
6. The Vote	Ordinary Resolution (Majority of 50% + 1).	Majority as defined in your Quorum rules.
7. Submission Form	Form CoR 39 (Director Amendment).	Form NPO 4 (Change of Office-Bearers).
8. Filing Deadline	Within 10 Business Days of the decision.	Within 1 Month of the decision.
9. Required Proof	Certified ID, Resolution, and Proof of Notice (Practice Note 40).	Certified ID, Minutes, and signed Special Resolution.



Code of Conduct for Board Members-Template

1. Purpose and Scope

The purpose of this Code is to set out the standards of behavior expected from Board members. It ensures that the Board operates with integrity, transparency, and accountability. This policy applies to all elected and co-opted Board members (Office-Bearers).

2. Fiduciary Duties and Legal Compliance

Each Board member commits to:

- **Duty of Care:** Acting with the degree of care, skill, and diligence that may reasonably be expected of a person in that position.
- **Duty of Good Faith:** Acting honestly and in the best interests of the organization at all times.
- **Compliance:** Adhering to the **NPO Act**, the organization's **Constitution**, and all other relevant South African laws.

3. Conflict of Interest

Members must avoid any situation where their personal interest's conflict with the interests of the organization.

- **Annual Disclosure:** All members must sign an annual Declaration of Interest form.
- **Ad-Hoc Disclosure:** If a conflict arises during a meeting, the members must disclose it immediately and recuse themselves from the discussion and the vote.
- **Personal Gain:** No member shall use their position to secure contracts, employment, or financial favors for themselves, friends, or family.

4. Professional Conduct and Attendance

- **Attendance:** Members are expected to attend all scheduled meetings. Apologies must be submitted at least 48 hours in advance. Consistent absence (as defined in the Constitution) may lead to removal.
- **Preparation:** Members must read all board packs and financial reports prior to meetings to ensure meaningful participation.



- **Confidentiality:** All board discussions, donor data, and internal strategies are strictly confidential and must not be shared outside the Board without written authorization.

5. Media and Public Representation

- **One Voice:** The Board operates under the principle of collective responsibility. Once a decision is made, all members must support it publicly.
- **Authorized Spokesperson:** Only the **Chairperson** or **Director** (as designated) is authorized to speak to the media or the public on behalf of the organization.

6. Relationships with Staff

Operational Boundary: The Board focuses on **Governance and Strategy**, while the Director/Manager focuses on **Operations**. Board members must not give direct instructions to staff members or interfere in daily management unless specifically authorized by a Board resolution.

7. Breach of Code

Failure to comply with this Code may result in disciplinary action, including:

1. A formal meeting with the Chairperson to discuss the breach.
2. A formal written warning.
3. A resolution for removal from the Board in accordance with the Constitution and the "Right to be Heard" principle.

Acceptance and Declaration

I, _____, hereby acknowledge that I have read and understood the Board Code of Conduct. I agree to abide by these principles for the duration of my term.

Signature: _____

Date: _____



Board Member Self-Appraisal & Performance Review

Application: Chairperson will review these forms and have a brief one-on-one " with each member. If majority agreement, the appraisal form could also be utilised as peer appraisals.

Member Name: _____

Position: [e.g., Treasurer / Ordinary Member]

Review Period: [e.g., 2025/2026]

Date of Review: _____

Rate your performance on a scale of 1 (Needs Improvement) to 5 (Excellent).

Attendance and Participation		
Criteria	Rating (1-5)	Comments
I attend Board meetings regularly and punctually.		
I review the Board pack and financial reports before the meeting.		
I contribute actively to discussions and strategic decisions.		
Governance and Fiduciary Duty		
I understand and adhere to the NPO's Constitution/MOI.		
I am familiar with the current financial status of the organization.		
I act with integrity and declare any potential conflicts of interest.		
Mission and Strategic Contribution		
I am an effective ambassador for the NPO in the community.		
I assist with fundraising, networking, or professional advice.		
I support the Director/Manager while respecting operational boundaries.		



Qualitative Reflection

Please provide brief answers to the following:

Key Contribution: What do you feel was your most significant contribution to the Board this year?
Growth Areas: In which area of governance do you feel you need more support or training?
Organizational Health: What is the biggest risk or opportunity facing the NPO in the next 12 months?

Commitment to Future Service

I wish to continue serving on the Board for the next term.

I intend to step down at the next AGM.

I would like to discuss a change in my current role/portfolio.