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Introduction

The purpose of this Governance Manual is to assist the Governing Board of Solidarity with South Sudan and to act as an explanatory guide in the performance of its role and responsibilities. Effective leadership requires that the Governing Board provide the Organisation’s vision. To do so the Governing Board must first have a comprehensive vision of its own job. That role is best conceived neither as volunteer-helper nor as a watchdog, but as a trustee owner. Through the development of the Organisation’s Governance Policies and Procedures the Governing Board of Solidarity with South Sudan takes an approach to its mission that emphasizes gospel values, vision, empowerment of the members of the Governing Board, Governance committees, Board sub teams, the Executive Director, the Associate Executive Director and the strategic ability to lead leaders in a collaborative response to the health, educational and pastoral needs of the people of South Sudan.

In this manual the Governing Board gives expression to its values through the development of four types of policies, which collected together allow the Board to focus its wisdom into one central brief document the Governance manual.

1. **Ends or Objectives Policies**: Through these policies the Governing Board defines which human needs are to be met and for whom. These policies are written with a long-term perspective; these policies embody most of the Governing Board’s part of the long range planning. This section will provide answers to questions relating to what we are trying to achieve as an organisation and how we envisage achieving our objectives.

2. **Governance Policies**: Through these policies the Governing Board determines its philosophy, accountability and the specifics of its own job. This section seeks to answer questions relating to how we propose to govern the organization.

3. **Relationship Policies**: Through its Relationship Policies, the Governing Board clarifies the manner that it delegates authority to operating groups and the executive director as well as how it evaluates performance. This section will explain how the Governing Board delegates
power within the organisation and how people are held accountable. It also will offer guidelines relating to the Governing Bodies relationships with key stakeholders such as: religious congregations, the South Sudan Bishop’s Conference, Donor Agencies.

4. **Limitations Policies**: Through its Limitations Policies the Governing Board establishes the boundaries of acceptability within which subordinate group methods and activities can take place. These policies apply, therefore, to the President, Treasurer, Executive Director, Associate Executive Director and Operating bodies by which is meant groups such as committees, institute boards operating on behalf of Solidarity with South Sudan.
Mission Statement

Solidarity with South Sudan aims to create self-sustainable educational, health and pastoral institutions and programs that will help to empower South Sudanese people to build a just and peaceful society. Solidarity is a collaborative commitment of religious institutes of men and women, members of the Unions of Superiors General and the Church in South Sudan working in partnership with the Sudan Catholic Bishop’s Conference.

Vision and Values

Through Solidarity with South Sudan’s focus on teacher training, nursing and midwife training and pastoral services, the organization has as its fundamental vision three very inter-related qualities:

1. the offering of educational and capacity building opportunities for South Sudanese citizens in order for them to become dedicated and service-oriented teachers and practitioners throughout their country
2. a unique collaboration and commitment of religious congregations and highly trained people from diverse cultures working together in community to provide these needed capacity building skills and inherent values within South Sudan
3. the creation of a strategy built upon collaboration and experience in-country, and in Solidarity’s headquarters in Rome, to gradually hand-over the programs to South Sudanese Church and Religious Institutions present in the country.

Solidarity with South Sudan--from its Board members, office staff and the personnel working in the country-- is built upon a foundation of fundamental and practiced values:

- **recognition of the dignity of each person**, both within the organization and in South Sudan, committed to its community members to embrace and act out of a spirituality of justice, peace, and the integrity of creation.
- **acknowledgment of vulnerability and powerlessness**: placing ourselves at the service of the people of South Sudan.
- **appreciation and respect for local cultures**: learning from the values of others which in turn enrich and challenge our way of living.
- **mutuality and understanding**: recognizing the Spirit of God at work in the behavior of each person within the organization, whether executive administration, governing board, personnel in South Sudan, the Bishop’s Conference of South Sudan, and our students.
- **proclamation**: of the Paschal Mystery of Jesus Christ through our community life together, our life witness and committed action.
- **solidarity and accompaniment**: empowering and supporting the South Sudanese people as they rebuild their lives, their communities and their social structures.
healing, reconciliation, peace-building and hope: experiencing and shouldering the struggle together with the South Sudanese people in their journey of healing past divisions and building right, appropriate and lasting relationships that lead to lives of peace and hope.
Statutes of
Solidarity with South Sudan

September 2017

Revised
INTERPRETATIONS

In these Statutes:

“the Association” means the organisation known as Solidarity with South Sudan;

“Association Members” means the members of the Association whose names are entered in its Register of Members;

“Board members” means the members of the Governing Board for the time being of the Association or the Board members present at a meeting of the Governing Board, and includes any person occupying the position of Board member by whatever name called;

“clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“Governing Board” means the Governing Board of the Association;

“Religious Congregations” means the voluntary associations of men and women around the world formed for religious and charitable purposes;

“Secretary” means the Secretary of the Association or any other person appointed to perform the duties of the Secretary of the Association;

“Superior General” means that member of a Religious Congregation who for the time being, is the duly appointed Superior General of that Congregation;

1. NAME

1.1. The name of the organisation is the Solidarity with South Sudan Association (“the Association”).

2. BACKGROUND

2.1. The Association is an unincorporated collaborative project between members of the Union of Superiors General (“USG”) and the International Union of Superiors General (“UISG”) and the South Sudan Bishops’ Conference.

3. NATURE AND PURPOSE

3.1. The nature and purpose of the Association involves the coordinated participation of several religious institutes with their different charisms in cooperation with the bishops of South Sudan. By mutual agreement human capacity development
is promoted through the setting up of training institutions in education and in health care and by the support of agreed pastoral services.

4. **MEMBERSHIP**

4.1. The Members of the Association (“Association Members”) can only be:

   4.1.1. Religious Congregations whose Superiors General are members of USG and UISG, and
   4.1.2. The South Sudan Bishops’ Conference.

4.2. Association Members shall be entered into the Register of Members which shall be presented to the General Assembly each year.

4.3. There shall be no upper limit on the number of Association Members.

4.4. Membership is non-transferable.

4.5. An Association Member shall cease to be a member if:

   4.5.1. Their respective organisation ceases to exist;
   4.5.2. They notify the Secretary in writing of their resignation as a member;
   4.5.3. They do not meet the requirements of Section 4.1 above.

5. **THE GENERAL ASSEMBLY**

5.1. A meeting of the Association Members shall be held annually known as the General Assembly.

5.2. The Association Members are represented at the General Assembly by the Superior General of their respective organisation or other nominated representative(s).

5.3. The role of the General Assembly is to ensure that the Association acts in keeping with the Purpose and Mission Statement of the Association.

5.4. The President of the Governing Board (“President”) shall call the General Assembly and at least 21 clear days’ notice in writing shall be given to the Members including details of all resolutions to be tabled at the General Assembly.

5.5. The business to be conducted at the General Assembly shall include:

   5.5.1 The presentation of the state of the organisation;
   5.5.2 The election of Governing Board members as required;
5.5.3 The approval of the appointment of the President and the Vice-President of the Governing Board as required;

5.5.4 Any other business duly notified.

5.6. The following powers are reserved to the General Assembly only:

5.6.1 Amendments to the Mission Statement of the Association;

5.6.2 Amendments to the Statutes of the Association;

5.6.3 The dissolution or amalgamation of the Association.

5.7. The President may invite organisations or persons relevant to the development of the Association to the General Assembly.

5.8. The President or his/her nominee shall preside at the General Assembly or any Extraordinary Meeting of the Association.

5.9. The quorum for any meeting of the General Assembly shall be more than 50% of the Association Members noted on the Register of Members present in person or by proxy at the time when the meeting proceeds to business.

5.10. Each Association Member has one vote regardless of the number of representatives of their respective organisation present at the General Assembly.

5.11. All decisions require a simple majority of Association Members present and entitled to vote except for resolutions noted in Section 5.6 above which require a two thirds majority of those present and entitled to vote.

5.12. An Extraordinary Meeting may be called by the President in exceptional circumstances. The notice and conduct of such a meeting are the same as those for a General Assembly.

5.13. The UISG and USG shall each send a representative of their councils to attend the General Assembly as a voting member.

6. **THE GOVERNING BOARD**

6.1. The conduct, management and financial administration of the Association shall be under the control of the Governing Board, who shall exercise the powers hereinafter conferred, subject to the general supervision and control of the General Assembly.

6.2. Unless otherwise determined by the General Assembly, the Governing Board shall comprise of a minimum of 9 and a maximum of 15 members with full voting rights. (“Board members”)

6.3. There will be a minimum of 8 and a maximum of 10 elected Board members elected by the General Assembly from the Member Organisations of the Association. They are normally Superiors General of Religious Congregations
or their nominees. Elected members should reflect the diversity of the association.

6.4. An authorised representative of the South Sudan Bishops’ Conference shall be an ex-officio member of the Governing Board, with full voting rights.

6.5. The Governing Board may appoint up to four additional Board members with full voting rights, if the Governing Board felt that there was a need for additional experience or expertise in any particular field.

6.6. The Governing Board may invite such persons as they deem appropriate to attend meetings of the Governing Board, and invitees shall have no voting rights.

6.7. The Executive Director and Associate Executive Director shall normally attend and speak at Governing Board meetings but have no voting rights.

6.8. The Governing Board may when deemed necessary call for a meeting of voting members only and may when deemed necessary create a subcommittee comprised of only voting members of the Governing Board.

6.9. The term of office for Board members is four years with a retiring Board member being eligible for reappointment for one further four-year term.

6.10. If a Board member retires before the expiration of his/her term of office, the position will remain vacant until the next Assembly when an election will take place.

6.11. The Governing Board shall meet as often as is required for the discharge of its duties but shall hold at least two meetings per year.

6.12. The Governing Board may regulate its meetings and communications as it sees fit. The Governing Board may from time to time make and alter rules for the conduct of their business, the summoning and conduct of its meetings and the custody of documents. No rule may be made which is inconsistent with these Statutes.

6.13. No business shall be transacted at a meeting of the Governing Board unless a quorum of Board members is present at the time when the meeting proceeds to business, save as herein otherwise provided, more than half of the voting members present shall be a quorum.

6.14. Board members may validly participate in a meeting by means of electronic or telephonic communication so long as all Board members can hear and communicate with all other Board members at the meeting. The President may authorize a member to send a temporary substitute in his/her place, to any given meeting, in which case the substitute may exercise a proxy vote for that member.

6.15. The President shall preside at all meetings of the Governing Board. If at any meeting of the Governing Board, the Chairperson is absent, then the Vice-
President shall preside. However, if the President and the Vice-President are both absent, then the Board members present may choose one of their number as Chairperson for that particular meeting.

6.16. A special meeting of the Governing Board may be called at any time by the Chairperson or by three Board members upon not less than 21 clear days’ notice being given to the other Board members present and voting on the matter to be discussed.

6.17. The General Assembly may request a special meeting of the Governing Board.

6.18. The Governing Board will strive to make decisions by common consensus, however when there is no clear consensus, the matter shall be determined by a majority of votes of the Board members present and voting on the question. In the case of equality of votes, the Chairperson shall have a casting vote.

6.19. A resolution in writing signed by all the Board members for the time being shall be as effective as a resolution passed at a meeting of the Governing Board duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Board members.

6.20. The Governing Board shall have the following role and responsibilities:

   a. To approve all applications for membership. The Governing Board may refuse an application for membership from an organisation, if acting reasonably and properly they consider it to be in the best interests of the Association.

   b. To develop and promote policies and procedures for the management of the Association and its activities in keeping with the Purpose and Mission Statement of the Association.

   c. To make the following appointments:

      i. The President of the Governing Board
      ii. The Vice-President of the Governing Board
      iii. Executive Director
      iv. Associate Executive Director
      v. Director of Development and Fundraising
      vi. Finance Officer

   d. To oversee the establishment and monitoring of any companies, corporations, associations or trusts (“established entities”) that may be required to allow the Association to conduct its business in various jurisdictions.
e. To ensure that proper accounts of the finances of the Association and any other established entities as well as minutes of all proceedings and decisions are kept.

f. To receive the financial reports and approve the annual budgets for the administration of the Association and established entities and the training institutions and pastoral services of the Association.

g. To ensure efficient use of resources, in particular that all monies available for the work of the Association and established entities are spent according to the agreed plans and budgets and that all monies are properly accounted for.

h. To report to the General Assembly on the functioning of the Association including the annual financial report.

7. THE PRESIDENT

7.1. The President of the Governing Board shall be appointed by the Governing Board and approved by the General Assembly for a four-year term and may be reappointed to one successive term.

7.2. The President shall have the power, on behalf of the Association, to perform all acts and execute all documents to make effective the actions of the Governing Board. However the President does not have authority to enter into everyday commercial contracts in a personal capacity.

7.3. The President of the Governing Board shall be the representative of the Governing Board at all times and ensure that all orders and resolutions of the Governing Board are carried out.

7.4. The President shall have the responsibility to:

7.4.1. Maintain an overview of the aims and objectives of the Association.

7.4.2. Ensure that decisions are taken in line with the aims, policies and objectives of the Association.

7.4.3. Represent the interests of the Association whenever the opportunity presents.

7.4.4. Ensure that the business dealt with by the Governing Board covers the range of issues pertinent to the Governing Board.

7.4.5. Lead the Governing Board towards well thought out decisions and clear mandates for action.

7.4.6. Encourage that each Governing Board member contributes to the best of his or her ability and that all issues relevant to a discussion are raised.
8. **THE EXECUTIVE DIRECTOR**

8.1. The Executive Director of the Association shall be appointed by the Governing Board.

8.2. The terms and conditions of employment of the Executive Director shall be determined by the Governing Board.

8.3. The Executive Director will be directly accountable to the Governing Board and shall submit to the Governing Board all such statements and reports affecting the organisation of the Association as the Governing Board shall see fit.

8.4. The Executive Director shall control the internal organisation, management and discipline of the Association, including the assignment of duties to all staff members.

8.5. The Executive Director shall normally attend and speak at meetings of the Governing Board, but is not entitled to vote.

8.6. The Executive Director or the Associate Executive Director shall normally attend meetings of the Sub-Committees established by the Governing Board.

8.7. The Executive Director shall be the Secretary of the Association.

8.8. The Executive Director, as Secretary, shall have the following responsibilities:


8.8.2. Prepare and circulate the agenda for meetings of the Governing Board in consultation with the Executive Council.

8.8.3. Keep or arrange to have kept, the minutes of all meetings of the Governing Board, General Assembly, Sub-Committees of the Governing Board and the Executive Council.

8.8.4. Oversee the administration of the Governing Board's business.

8.8.5. Ensure that official Governing Board correspondence is dealt with.

9. **THE EXECUTIVE COUNCIL**

9.1. An Executive Council who shall be appointed by the Governing Board shall be established and shall normally comprise of the following:

9.1.1. President of the Governing Board;

9.1.2. Vice-President of the Governing Board;

9.1.3. Executive Director.

9.1.4. Associate Executive Director

9.1.5. Chairperson of the Finance Committee
9.2. The Governing Board may appoint an additional member to the Executive Council, if there was a need for additional experience or expertise in any particular field.

9.3. The Executive Council may invite such persons as they deem appropriate to attend meetings of the Executive Council.

9.4. The Executive Council shall meet as often as is required for the discharge of its duties.

9.5. Members of the Executive Council may validly participate in a meeting by means of electronic or telephonic communication so long as all the members can hear and communicate with all other members at the meeting.

9.6. The President of the Governing Board or the Executive Director may call additional meetings of the Executive Council for any reason he/she deems necessary.

9.7. The role of the Executive Council shall be as follows:

9.7.1. To ensure that tasks which have been actioned at meetings of the Governing Board are completed in an efficient and timely manner.

9.7.2. To deal with matters that arise between meetings of the Governing Board.

9.7.3. To assist the Governing Board in the implementation of the Association’s strategic plan.

9.7.4. To propose the Agenda for the Governing Board’s meetings.

9.7.5. To monitor and co-ordinate the work of the Committees of the Governing Board.

9.8. The Executive Council is accountable to the Governing Board and will report after each meeting of the Executive Council.

10. COMMITTEES

10.1. The terms of reference, membership, chair, role and powers of any Sub-Committee must be approved by the Governing Board.

10.2. All Sub-Committees established by the Governing Board shall be responsible to the Governing Board.

10.3. The Associate Executive Director shall normally attend meetings of all Committees.

10.4. All Committees shall keep minutes and make regular reports on their work to the Governing Board.
10.5. Any recommendation made by a Committee will be submitted to the Governing Board for ratification.

11. ADDITIONS, ALTERATIONS OR AMENDMENTS

11.1. No additions, alterations or amendments shall be valid unless approved in accordance with Section 5.11.

12. WINDING-UP

12.1. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association but shall be given or transferred to another institution which has main objects similar to the main objects of the Association. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members. Members of the Association shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object.

These Statutes were approved by the Governing Board of the Association on:

the 9th day of December 2014.

These Statutes were adopted by the Members of the Association on:

the 10th day of December 2014.
Part 1:
Ends Policies

Through these policies the Governing Board defines which human needs are to be met and for whom.

These policies are written with a long-term perspective; these policies embody most of the Governing Board’s part of the long range planning.

This section will provide answers to questions relating to what we are trying to achieve as an organisation and how we envisage achieving our objectives.
E-1 Statement of Organizational Objectives

Through the collaboration of religious congregations working with the Bishop’s Conference in South Sudan, Solidarity with South Sudan will:

- Establish self-sustainable training institutions for teachers and healthcare workers
- Create pastoral programmes to accompany the people recovering from the trauma of civil war
- Train women and men, clergy and lay to pastorally support the people of their country
- Develop an agricultural project to generate funds to support the sustainability of the health, education and pastoral projects.

By 2022 we will complete the transition of responsibilities for the projects to locally based bodies, in agreement with the Conference of Bishops in South Sudan
E-2 Memorandum of Understanding between the Governing Board of Solidarity with South Sudan, and the Sudan Catholic Bishops’ Conference

April 30, 2009

(Dec. 2014 – a revised Memorandum of Understanding is in process and will be included as an addendum to this manual upon its completion.)

Preamble
At the invitation of the Sudan Catholic Bishops’ Regional Conference, the Union of International Superiors General (UISG) and the Union of Superiors General (USG) in Rome, Italy, sent a delegation of religious to visit the dioceses of Southern Sudan in 2006. The delegates reported back to the Superiors General on the needs of the Church in the region with a view to proposing a cooperative project of support and solidarity. A General Assembly of adherent Religious Institutes was established and the project Solidarity with South Sudan was initiated.

The General Assembly as legal owner of the Solidarity with South Sudan project collaborates with the local Church under the leadership of the Sudan Catholic Bishops’ Conference (SCBC) to create sustainable programmes and institutes for the promotion of human capacity development that will be passed to local leadership. The Governing Board established by the General Assembly is responsible for the establishment of the legal structures required by the project, which encompasses: a centre for the training of nurses and health workers, centres for the training of school teachers; formation for pastoral services and programmes for developing agricultural skills.

Religious Congregations continue to support the project by donating money, material or provision of personnel. The mutual expectations of Solidarity with South Sudan on the one hand and the bishops of South Sudan on the other are set out in the agreement below which was updated and renewed during 2016.

Agreement

Whereas: the Catholic Bishops of South Sudan and the Governing Board of Solidarity with South Sudan, renew their agreement to the cooperative project to promote integral human development in the dioceses of the Church in South Sudan that was initiated in 2008, and whereas: the Catholic Bishops of South Sudan and the Governing Board of Solidarity with South Sudan, are agreed that the project should encompass the dimensions of:

- Education: an institution for the training of teachers comprising linked networks of diocesan centres, centres for formation in agricultural skills
- Health - an institution for the training of nurses and health workers,
- Pastoral care, formation of pastoral agents organised in collaboration with the SCBC and the local churches.

It is therefore agreed with respect to ownership and responsibilities:
1. that the Governing Board of Solidarity with South Sudan continues to accept responsibility for the project for a further ten (10) years beginning January 2017 with a review every three (3) years of the progress that is being made towards achieving the programmes and institutes sustainability under local leadership, at which time, with the agreement of both parties, the ultimate responsibility for the projects components would pass to the SCBC,

2. that though the legal ownership is under the General Assembly of Solidarity with South Sudan, the project inspired by Jesus’ love for humanity is in partnership with the SOUTH SUDAN CATHOLIC BISHOPS, local dioceses and the people of South Sudan which through human capacity building aims to promote and enhance the post war reconciliation required for the welfare of the people of South Sudan,

3. that all premises, infrastructure and equipment remain the property of the Sudan Catholic Bishops’ Conference or the local diocese,

4. that Solidarity with South Sudan will continue to be responsible for securing the funding costs for any construction that may be required on the sites while this MOU is in effect.

It is agreed with respect to Governance:

5. that the SOUTH SUDAN CATHOLIC BISHOPS shall name a representative from among the bishops conference to sit on the Governing Board of Solidarity with South Sudan as a voting member and assist in decision making processes,

6. that plans for additions, alterations, or alienation of any part of the premises, infrastructure or equipment of either the Solidarity Teacher Training College (STTC) or of the Catholic Health Training Institution (CHTI) must have the agreement of both the SOUTH SUDAN CATHOLIC BISHOPS and the Governing Board of the project,

7. that the Governing Board of Solidarity with South Sudan has the responsibility for reviewing and approving the budgets and the financial reports of the project which come under its legal ownership,

8. that the transfer of personnel within the project is the responsibility of Solidarity with South Sudan with due notification to the local ordinary.

9. that the Secretariat of the Sudan Catholic Bishops will speak for the project in all contacts with the Government of South Sudan and its Ministries including, but not limited to agreements, official documentation, permits, and visa applications for expatriate staff.

It is agreed with respect to Goals and expectations:

10. that to facilitate coordination of the project, official contact between the South Sudan Catholic Bishops and Solidarity with South Sudan will be through the Executive Director and not directly through individual religious institutes,
11. that any requests or submissions to Solidarity with South Sudan for expansion beyond the scope of the existing project will be referred to the offices of the local diocese or the SOUTH SUDAN CATHOLIC BISHOPS.

12. that the Bishops are open to the Governing Board initiating conversations with congregations and institutes that might be in a position to assume long term responsibility for elements of the project. *(Agreed in August 2015 in the meeting of the Bishops of South Sudan, which was attended by representatives of the Governing Board of Solidarity with South Sudan)*

While Solidarity with South Sudan would facilitate these agreements any final decisions about such agreements or contracts, outlining rights and responsibilities with respect to usage of the facilities, would be between the South Sudan Catholic Bishops and the respective organisation.

13. that the SOUTH SUDAN CATHOLIC BISHOPS and involved Dioceses in partnership with Solidarity with South Sudan will in all good faith, seek and use their own resources of funding for the continued operation, management and running of the project once the responsibility for the project has passed to local control.

14. that the SOUTH SUDAN CATHOLIC BISHOPS will provide assistance to the project through identifying qualified personnel to staff, manage and administer the project in the future,

15. that Solidarity with South Sudan will make provision in its strategic planning for the training of people in the local Church; preparing them to work in the areas of education, health and pastoral care identifying those with the capacity for taking leadership roles in the project’s institutions,

16. that the pastoral care component will be sensitive to the needs for post war reconciliation, ethnic conflict resolution and other spiritual training of local church personnel under the guidelines of the SOUTH SUDAN CATHOLIC BISHOPS and local Bishops,

Any changes affecting this Memorandum of Understanding which might arise as a result of ecclesiastical re-organisation, or civil strife, or political contingencies will be accommodated by decisions of the Governing Board of Solidarity with South Sudan in consultation with the SOUTH SUDAN CATHOLIC BISHOPS.

Signed June 18, 2016
Part 2: Governance Policies

Through these policies the Governing Board determines its philosophy, accountability and the specifics of its own job. This section seeks to answer questions relating to how we propose to govern the organization.
G-1 Membership of Solidarity with South Sudan and the General Assembly.

Membership of the Association and its roles and responsibilities are covered in Section 4 of the Statutes of the Association. The members of the Association (“Association members”) are Religious Congregations, whose Superior General are members of USG and UISG, and the South Sudan Bishop’s Conference (Statutes 4.1). As stated in the interpretations at the beginning of the Statutes, in these documents “the Association” means the organisation known as Solidarity with South Sudan; and “Association Members” means the members of the Association whose names are entered in its Register of Members.

The Association members meet annually at the General Assembly and the quorum for meetings is more than 50% of the Association members noted on the Register of Members present in person or by proxy.

Only an Association Member or a member of the Governing Board of the Association may be appointed to act as a proxy.

The instrument appointing a proxy shall be in writing under the hand of the appointer or his nominated representative duly authorised in writing.

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power or authority shall be submitted to the Executive Director, as Secretary of the Association, not less than 48 hours before the time for holding the meeting at which the person named in the instrument proposes the vote and in default the instrument of proxy shall not be treated as valid.

An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

<table>
<thead>
<tr>
<th>Solidarity with South Sudan Association</th>
</tr>
</thead>
<tbody>
<tr>
<td>I/We, _______________________________ of _______________________________</td>
</tr>
<tr>
<td>____________________________________ in the country of ______________________</td>
</tr>
<tr>
<td>being a Member of the above named Association, hereby appoint ________________</td>
</tr>
<tr>
<td>____________________________________ of _______________________________</td>
</tr>
<tr>
<td>or failing him/her ________________________________ as my/our proxy to vote for me/us on</td>
</tr>
<tr>
<td>________________________________ as my/our behalf at the General Assembly / Extraordinary meeting of the Association.</td>
</tr>
<tr>
<td>To be held on the _____ day of ________________ 20___ and any adjournment thereof.</td>
</tr>
</tbody>
</table>
G-2  Role of Governing Board

Guided by the Statutes of the Association, the Governing Board has the ultimate responsibility for directing and overseeing the running of the Association on behalf of the General Assembly. The Governing Board represents the interests of the membership in fulfilling the objectives outlined in the Association’s Ends Policies (E-1 and E-2), provides strategic direction expressed in broad policies, offers a clear, future-oriented leadership, outward vision, and a broad range of viewpoints. The composition of the Governing Board will include people of character and talent, who will display loyalty to Solidarity with South Sudan, and foster diversity throughout the whole of the organization. Diversity is defined by the Governing Board to include, but not be limited to, Roman Catholic religious congregations, culture, national origin, age, gender, technical/managerial position, and race.

Purpose:

1. The Governing Board will direct, control, and inspire the organization through written Board policies that are forward looking, include an influence of external factors and trends, and capture all relevant values for the successful outcome and conduct of Solidarity with South Sudan.

   a. The Governing Board’s Ends Policy identifies Solidarity with South Sudan programs, services, impacts, benefits, outcomes, the intended recipients, and the acceptable costs thereof.

   b. The Governing Board Governance Policies and Procedures manual express the philosophy and methods of the Governing Board’s own operations, such as the interpretation of the statutes and proper composition of Board Committees, Operating Bodies, and Board Sub-teams.

   c. The Governing Board Relationship Policies, wherein the Governing Board reserves authorities to itself and delegates specific responsibilities to Operating Bodies and the Executive Director.

   d. The Governing Board Limitations Policies on the President, Treasurer, Executive Director, Associate Executive Director, and Operating Bodies are to prohibit actions unacceptable to the Governing Board, including those related to new business ventures, acquisitions, major partnerships, budgeting, financial management, and planning.

2. The Governing Board ensures performance of Operating Bodies and the Executive Director through the assessment and response to results oriented data on any person or entity to which the Governing Board has delegated authority.

3. The Governing Board represents the interests of the membership in fulfilling the objectives outlined in the Association’s Ends Policies (E-1).

4. The Governing Board requires the Solidarity with South Sudan legally recognised operating organizations to serve member interests.

5. The Governing Board provides fiduciary oversight by assessing reports of membership, cash flow, financial position, net income, and legal challenges.
6. The Governing Board monitors performance, policy compliance, Operating Bodies and the Executive Director’s performance.

Responsibilities include:

1. The approval of all applications for membership in accordance with the Statutes of the Association.

2. Making the following appointments:
   a. The President of the Governing Board
   b. The Vice-President of the Governing Board
   c. Executive Director
   d. Associate Executive Director
   e. The Chief Finance Officer
   f. The Fundraising Director

3. To create through the development, approval and promotion of all major policies, a governance manual incorporating best operating practise. In addition to ensuring that the organisation has clear operating policies and procedures, practical policies will be developed as required such as:
   a. Volunteer Policy;
   b. Code of Ethical Conduct Policy;
   c. Health and Safety Policy;
   d. Risk Management Policy;
   e. Fundraising Policy;
   f. Financial Policy;
   g. Investment Policy;
   h. Data Protection Policy;
   i. Child Safety Policy;
   j. Grants Programmes Policy;
   k. Expenses Policy.

4. To approve and implement the Strategic Plan of the Association in conjunction with the Executive Council.

5. To prepare proposals to amend the Statutes of the Association when necessary.

6. To establish and delegate any of the Governing Board’s powers to any Governance Committee or ad hoc group consisting of two or more Board members, and such other
persons as they think fit and approve the terms of reference, membership, chair, role
and powers of any committees so established.

7. To delegate to the Executive Director or Executive Committee such of the Governing
Board’s powers as the Board see fit, subject to whatever restrictions or regulations it
imposes with such delegation.

8. To delegate the day-to-day management of the Association to the Executive Director.

9. To oversee the establishment and monitoring of any companies, corporations,
associations or trusts (“established entities”) in accordance with the Statutes of the
Association.

10. To ensure that proper accounts of the Association are kept.

11. To review the annual budget and recommend to the annual assembly for its approval.

12. To ensure efficient use of resources and that all monies are properly accounted for.

13. To report to the General Assembly on the functioning of the Association.
G-3  Governing Board: Governance Process

The Governing Board, to accomplish its role, will create and follow an annual agenda that reviews policies, especially the Ends Policy.

The Governing Board shall meet as often as is required for the discharge of its duties but shall hold at least two meetings per year.

The Governing Board may regulate its meetings and communications as it sees fit. The Governing Board may from time to time make and alter rules for the conduct of their business as expressed in this policy, the summoning and conduct of its meetings and the custody of documents. No rule may be made which is inconsistent with the Statutes of the Association or this Governance Manual.

The quorum for meetings of the Governing Board is more than half of the voting Board members present in person. *(Statutes 6.13)*

Board members may validly participate in a meeting by means of electronic or telephonic communication so long as all Board members can hear and communicate with all other Board members for the duration of the meeting. *(Statutes 6.14)*

The President shall preside at all meetings of the Governing Board. If at any meeting of the Governing Board, the President is absent, then the Vice-President shall preside. However, if the President and the Vice-President are both absent, then the Board members present may choose one of their number as Chairperson for that particular meeting. *(Statutes 6.15)*

A special meeting of the Governing Board may be called at any time by the President or by three Board members upon not less than 21 clear days’ notice being given to all Board members. *(Statutes 6.16)*

The General Assembly may request a special meeting of the Governing Board.

A resolution in writing signed by all the Board members for the time being shall be as effective as a resolution passed at a meeting of the Governing Board duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Board members.

The annual cycle and other Governing Board policy processes include the following elements:

1. **Planning Cycle:**
   a. The Executive Council will propose in April an 18 month plan of action (to be evaluated and adjusted the following April) after evaluating the health of the organisation and any potential new business items that have been submitted by Board members and others. The objective of this plan of action is that of fulfilling the strategic plan which has been prepared.
b. The Governing Board agendas are approved by the Board at the beginning of each meeting.

c. Agendas, Reports and all other documents for consideration during the meeting should be provided to Board members at least ten days prior to the Governing Board meeting.

2. **Types of Governing Board Sessions:**

   a. Closed Session – Voting members of the Governing Board only.

   b. Restricted Session – Governing Board with invited staff and/or advisors, as appropriate.

   c. Open Working Session – Governing Board, staff, and other participants.

3. **Inter-Meeting Business:**

   a. Governing Board business may be conducted electronically between Governing Board meetings.

   b. The comment period on electronic business closes seven days prior to the Governing Board meeting.

4. **Meeting Minutes Process**

   a. Minutes will be provided to Board members no later than twenty-one days following the meeting.

   b. Minutes are approved by default unless an objection is raised by a Board Member within 21 days of the minutes having been distributed.
G-4  Governing Board: Governance Style

The Governing Board of Solidarity with South Sudan in valuing collaboration and the empowerment of people seeks to create in the organisation a style that is as participatory as possible while also recognising that the final responsibility for ALL the activities of the organisation lie with the Governing Board.

The Board will endeavour to create an organisational structure which seeks to empower operating bodies with the power to make decisions as close to the grass roots as possible while ensuring that each individual or local community is protected from being perceived as having the power to make the final decision.

In empowering groups and individuals operating on behalf of Solidarity with South Sudan the Board offers its Governance Policies and Procedures which all representatives working on behalf of the organisation are expected to observe and implement. Anyone working for the organisation who feels a policy or procedure is inadequate or unacceptable should not take it upon themselves to ignore the policy but should recognise their responsibility for bringing their concerns to the Board in order to see if the policy needs to be updated. Until a policy is updated or withdrawn by the Governing Board it is understood to be the guiding principle for all levels of the Organisation.

The Governing Board recognises that correct up to date information plays an important part in helping people to both feel empowered and able to make the best decisions possible for the organisation. To ensure that there is good clear communication the following tools are essential for the healthy running of the organisation:

- A clear strategy and operating plan which is embraced by the whole organisation.
- Job descriptions for all staff and volunteers, setting our clear objectives and targets.
- Clearly stated objectives and targets for all committees and operating bodies *(Relationship Policy R-5)* on behalf of the organisation.
- Clearly outlined reporting structures, with templates and guidelines which allow for information to flow from the grassroots to the Governing Board as vice versa as efficiently and effectively as possible.
- Timely communication of information and reports to members of the board, staff and member congregations.
- Clear financial policies.

To ensure that the organisation is operating in as healthy, efficient and effective manner as possible, there needs to be clear lines of accountability and assessment procedures in place that are regularly implemented.
G-5  Governing Board: Code of Ethical Conduct Policy

As a non-profit organization working for the empowerment of men and women in a society traumatised by the conflicts of civil war Solidarity with South Sudan’s policy is to uphold the highest legal, ethical, and moral standards. Our donors and volunteers support Solidarity with South Sudan because they trust us to be good stewards of their resources, and to uphold rigorous standards of conduct.

Our reputation for integrity and excellence requires the careful observance of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity. Solidarity with South Sudan will comply with all applicable laws and regulations and expects its Board members, Staff and volunteers to conduct business in accordance with the letter and spirit of all relevant laws; to refrain from any illegal, dishonest, or unethical conduct; to act in a professional, business-like manner; and to treat others with respect. Board members should not use their positions to obtain unreasonable or excessive services or expertise from the Executive Director or other staff.

The Governing Board expects of itself un-conflicted loyalty to the best interest of the membership. On the rare occasion that it is perceived that a conflict with ends of the organisation has arisen the matter should be dealt with openly and where necessary a Governing Board Subgroup be established to investigate the matter further before reporting back to the Board. This commitment includes proper use of authority and appropriate decorum in group and individual behaviour when acting as Board members.

1. Board members will, with respect to Solidarity with South Sudan as a whole:
   a. Respect confidentiality of sensitive issues.
   b. Only at the direction or approval of the President, interact with the public and press regarding Solidarity with South Sudan executive business.

2. Board members will, with respect to Board activities:
   a. Attend Board meetings regularly; not to miss two consecutive meetings without proper explanation.
   b. Be prepared for meetings; including, becoming familiar with the Governance Policy Manual, statutes, and legal and fiduciary responsibilities.
   c. Participate in Board meeting discussion and voting.
   d. Contribute individual judgment and expertise including identifying any actions and/or conditions that are not in compliance with the statutes and the Governance Policy Manual and bringing the information to the attention of the President and/or the Secretary.
   e. Complete inter-meeting Board business.
3. Board members will, with respect to personal integrity and professionalism:
   
a. Promote and participate in a climate of mutual trust, respect, and teamwork.
   
b. Avoid personal and fiduciary conflicts of interest, including acting as agents or representatives of any organization with which Board Members are associated.
   
c. Avoid self-dealing, any conduct of private business, and/or personal services between any Board Member and Solidarity with South Sudan.
   
d. Be loyal to the best interest of the members – including openly speaking up on behalf of the membership and dissenting as deemed appropriate.
   
4. Failure to comply with the Board’s Code of Ethical Conduct may result in a request for the resignation of a Board member.
   
In general, the use of good judgment based on high-ethical principles will guide Board Members and Staff with respect to lines of acceptable conduct. However, if a situation arises where it is difficult to determine the proper course of conduct, or where questions arise concerning the propriety of certain conduct by an individual or others, the matter should be brought to the attention of the Solidarity with South Sudan Governing Board. Board members should raise any such concerns with the President, Vice-president and/or Secretary of Solidarity with South Sudan. In all questions involving ethics and conduct, the Governing Board will make relevant determinations, except that any individual whose conduct is at issue will not participate in such decisions.
G-6  Role of President

The President of the Governing Board shall be appointed by the Governing Board and approved by the General Assembly for a four-year term and may be re-appointed to one successive term.

The President shall have the power, on behalf of the Association, to perform all acts and execute all documents to make effective the actions of the Governing Board. However the President does not have authority to enter into everyday commercial contracts in a personal capacity.

The President of the Governing Board shall be the representative of the Governing Board at all times and ensure that all orders and resolutions of the Governing Board are carried out.

The President shall have the responsibility to:

1. Maintain an overview of the aims and objectives of the Association.
2. Ensure that decisions are taken in line with the aims, policies and objectives of the Association.
3. Represent the interests of the Association whenever the opportunity presents.
4. Ensure that the business dealt with by the Governing Board covers the range of issues pertinent to the Governing Board.
5. Lead the Governing Board towards well thought out decisions and clear mandates for action.
6. Encourage that each Governing Board member contributes to the best of his or her ability and that all issues relevant to a discussion are raised.
7. Make the deciding vote in the event of a tie when a vote of the Governing Board has been taken.
G-7 Role of Treasurer

The Treasurer shall be appointed by the Governing board to liaise with the Chief Financial Officer, Executive Director and will serve as Chairperson of the Finance Committee.

The Role and Responsibilities of the Treasurer are as follows:

1. Ensure that the Executive Director is aware of the systems that need to be in place to meet the financial reporting and compliance needs of the organisation to:
   - Governing Board members
   - Donor Agencies
   - Legal bodies
   - To Solidarity with South Sudan staff to ensure up to date financial planning

2. Ensure that a consolidated annual budget is prepared for presentation by the Governing Board to the Annual General Assembly.

3. Ensure that Governing Board Members have access to the detailed budgets for
   - The Executive director – operation costs outside of South Sudan
   - Fundraising Director
   - Operation costs in South Sudan for each site.

4. Ensure that the organisation’s financial management plan is up to date and being observed in the day to day operations of the organisation.

5. Ensure that systems are in place so that staff responsible for financial reporting are aware of their responsibilities and being held accountable so that information is available as required.

6. Ensure that there is an annual calendar created. This calendar clearly outlines the dates that all financial reports within the Organisation are required while also providing an overview of the demands that the Organisation has to meet. In Effect the calendar is an instrument for ensuring that each individual recognises the importance of their contribution to the overall financial management of Solidarity and the consequences of reports being late or inaccurate.
G-8  Role of Vice-President

The Vice-President shall be appointed by the Governing Board and approved by the General Assembly for a four-year term and may be reappointed to one successive term.

The Vice-President shall assist the President and act on the President’s behalf in all cases of absence or inability to act. Service as Vice-President shall not be a condition precedent to service as President and Vice-Presidents shall not automatically succeed Presidents.

The Vice-President will serve as a member of the executive council.
G-9 Principles for Governing Board Committees and Ad Hoc groups

The Governing Board may establish entities, such as Board Committees and Ad Hoc groups, to help carry out its responsibilities. Because the Governing Board operates with a single voice, these entities are not to be interpreted as a substitute for the Governing Board.

Board Committees:

1. Board Committees have a longer-term focus containing Governing Board and/or non-Board members.
   a. The composition, scope, authority, and objectives of each Board Committee are established in the relevant Governance Policy. All changes must be approved by the Governing Board.
   b. Each Board Committee may establish its rules for operation. The rules and any significant changes to the rules will be communicated to the Governing Board.
   c. Board Committee members, including replacements for unanticipated vacancies, will be appointed by the President and subject to approval by the Governing Board.
   d. Board Committee Chairs, unless otherwise specified, are appointed by the President and subject to approval by the Governing Board.
   e. The Executive Director of Solidarity with South Sudan is an ad-hoc, nonvoting member of all Board Committees and subdivisions thereof; unless otherwise specified in the relevant Governance Policy.
   f. The Governing Board may at any time remove any or all members of any Board Committee.

2. Board Committees:
   a. Do not act for the Governing Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Operating Bodies and the Executive Director.
   b. Avoid over-identification with organizational parts rather than the whole. Therefore, a Board Committee that has helped the Governing Board create policy on a topic will not be used to monitor organizational performance on that topic.
   c. Do not exercise authority over Operating Bodies and/or the Executive Director. In keeping with the Governing Board broader focus, Board Committees will normally not have direct dealing with current Operating Bodies or the Executive Director. Because Operating Bodies and the Executive Director work for the full Board, they will not be required to obtain approval of a Board Committee before taking action.
3. Board Committees:
   a. Are to help the Governing Board do its job, not to help Operating Bodies or the Executive Director do their jobs.
   b. Ordinarily, will assist the Governing Board by preparing policy alternatives identifying implications for Governing Board deliberation.
   c. Are not to be created by the Governing Board to advise Operating Bodies or the Executive Director.
   d. Are subject to and must adhere to Governing Board policies.

4. Any Board Committee Chair, who is not a Governing Board member, may be invited to attend Board meetings and take part in the discussion of questions affecting the work of the Governing Board, but will not have a vote.

5. This Governance Policy does not apply to committees formed under the authority of Operating Bodies or the Executive Director.

Board Ad Hoc groups:

1. Board Ad Hoc groups are defined as those groups with the composition of Governing Board members and/or non-Board members. Ad Hoc groups:
   a. Will consist of up-to-five volunteer members. Ad Hoc group leaders may be appointed by the President or the Governing Board.
   b. Will be formed to prepare specific policy options and implications for Governing Board consideration as charged by the Governing Board.
   c. Actions of the Board Ad Hoc groups will be limited to the development of alternatives for the Governing Board and all actions on behalf of the Organisation will be taken only by the Governing Board.
   d. Are subject to and must adhere to Board Policies.


G-10 Role of the Finance Committee

The Finance Committee is established by the Governing Board and operates on its behalf to ensure that the financial policies, procedures and systems that the organisation requires are in place and being implemented correctly. Members will serve a term of three years.

The Finance Committee consists of at least one member of the Governing Board who will work with the other committee members that have been accepted and ratified by the board. Also in attendance will be the Executive Director (or their delegate) who is present for ensuring that minutes are taken and circulated to members of the Finance Committee and Governing Board. The Chairperson of the finance committee will be the Treasurer.

Constituted to serve the governance dimension of the organisation this committee is established to identify all matters relating to financial policies and procedures that need the attention in the organisation and to prepare solutions or recommendations, for the Governing Board, about how the organisation deals with these matters. The committee’s proposals and decisions need to be approved by board members before being acted upon.

Tasks that the Finance Committee has include:

1. Ensure compliance with all legal and regulatory requirements.
2. Identify the financial systems that Solidarity with South Sudan needs to have in place to ensure that its resources are used efficiently and effectively.
3. Once systems have been accepted by the Governing Board, ensure that the systems are put in place and implemented.
4. Ensure that the Executive Director, Head of Finance and Head of Fundraising are aware of the systems that they will be responsible for creating and maintaining.
5. Prepare the consolidated budget (combination of the Executive Director’s operating budget, the Fundraising Director’s fundraising budget and the budget for South Sudan operations)
6. Review the quarterly accounts of the organisation preparing a report for the Governing Board giving a detailed insight into the financial picture of the organisation and the funds that are available for allocation by the Governing Board.
7. Ensure the financial implication of major decisions are identified and communicated to the Board.

Information received by Finance Committee members should also be available for the Governing Board Members and minutes of the committee meetings should be circulated to the Members of the Governing Board.
G-11 Role of the Personnel Committee

The Personnel Committee is established by the Board and operates on its behalf to manage business that has been delegated to it by the Governing Board relating to employment and personnel. Members will serve a term of three years.

The Personnel Committee will consist of at least one member of the Governing Board, designated as its Chairperson, who will work with the other committee members that have been accepted and ratified by the board. The Associate Executive Director (or person delegated) will also attend each meeting, with the responsibility of ensuring that minutes are taken and circulated to members of the committee and Governing board.

Constituted to serve the governance dimension of the organisation the Personnel Committee is to study all matters relating to policies and procedures effecting employment and personnel that the Executive Director will present to it. This committee is mandated to prepare recommendations, for the Governing Board, about how the organisation deals with these matters. This committee has no powers of decision in these matters.

In particular

1. The Personnel Committee will be responsible for assisting the Governing Board with the application processes for the Executive Director, the Associate Executive Director, the Head of Fundraising and the Head of Finance.

2. The Personnel Committee will continue to develop new policies as they are required and review personnel policies in the light of their implementation, as directed by the Governing Board.

3. Personnel Committee when necessary advises the Governing Board and the Executive Director on issues which may arise in relation to personnel.
G-12 Role of the Executive Council

An Executive Council shall be appointed by the Governing Board and the terms and conditions of appointment shall be determined by the Governing Board. The Governing Board understands the role of the Executive Council to be that of supporting the Executive director in executing the policies of the Governing Board.

The Executive Council shall normally comprise of the following:

- President of the Governing Board;
- Vice-President of the Governing Board;
- Executive Director (The Secretary);
- Associate Executive Director;
- Chair of Finance Committee.

The Governing Board may appoint an additional member to the Executive Council, if there was a need for additional experience or expertise in any particular field.

The Executive Council may invite such persons as they deem appropriate to attend meetings of the Executive Council.

The Executive Council shall meet as often as is required for the discharge of its duties, but shall hold at least four meetings per year.

Members of the Executive Council may validly participate in a meeting by means of electronic or telephonic communication so long as all the members can hear and communicate with all other members at the meeting.

The Executive Director may call additional meetings of the Executive Council for any reason he/she deems necessary.

The role of the Executive Council shall be as follows:

1. To ensure that tasks which have been actioned at meetings of the Governing Board are completed in an efficient and timely manner.

2. To deal with matters that arise between meetings of the Governing Board.

3. To assist the Governing Board in the implementation of the Association’s strategic plan.

4. To propose the Agenda of Governing Board meetings and identify the reports and documentation that the Executive Director is expected to distribute to Board members no later than 10 days before the Board Meeting.

The Executive Council is accountable to the Governing Board and will report to Board Members after each meeting of the Executive Council.
Part 3: Relationship Policies

Through its Relationship Policies, the Governing Board clarifies the manner that it delegates authority to operating groups and the executive director as well as how it evaluates performance. This section will explain how the Governing Board delegates power within the organisation and how people are held accountable. It also will offer guidelines relating to the Governing Bodies relationships with key stakeholders such as: religious congregations, the South Sudan Bishop’s Conference, and Donor Agencies.
R-1 Executive Director

1. Relationship with the Governing Board

The Executive Director shall be appointed by the Governing Board for a period of three years and may be reappointed once. The Executive Director is accountable to the Governing Board for the support of achieving the Ends within the Limitations Policy established by the Governing Board.

All Governing Board authority delegated to staff is delegated through the Executive Director so that all authority and accountability of staff, as far as the Governing Board is concerned, is considered to be the authority and accountability of the Executive Director.

The Executive Director is accountable only to the full Governing Board, not to any individual Board member.

The Executive Director of Solidarity with South Sudan has overall responsibility for the operations of this inter-congregational initiative, with projects in education, health, pastoral, and agriculture.

The Executive Director resides in Juba, South Sudan and works in a collaborative way with the Associate Executive Director in Rome and with the Principals of the Solidarity projects in South Sudan. The Executive Director is accountable to the Governing Board of Solidarity with South Sudan. The appointment is for three years, renewable once.

The Executive Director is authorized to establish staff policies, make decisions, take action, and develop activities as long as they are consistent with a reasonable interpretation of Board policies.

The Governing Board may change the Limitations Policy given to the Executive Director, but so long as any particular Limitations Policy is in place, the Governing Board will respect and support the Executive Director’s choices.

Only the President or, in his/her absence, the Deputy President has authority over the Executive Director or the resources assigned to the Executive Director except to the extent the Governing Board has authorized such costs. Information or assistance may be requested by these individuals or groups, but in the absence of Governing Board allocation, the Executive Director may refuse if a material amount of resources is required to fulfil the request.

The Executive Director of Solidarity with South Sudan shall be a regular employee of Solidarity with South Sudan employed by the Governing Board through the Solidarity Projects Italy Onlus, established in Italy.
2. **Role of the Executive Director**

The Executive Director’s job objectives involve the management of all staff and system capabilities so as to support the achievement of the organisation’s objectives as expressed in the Ends Policies:

- A shared responsibility with the Operating Bodies for the achievement of the Ends Policies
- Implementation of assigned annual goals, which support the Board’s Ends policies
- A staff that is open and responsive to the needs of member groups and their requests for support
- Competency, continuity, progression, and succession of staff support
- A competent staff
- Continuity of operations in light of rotation of volunteer leaders, balanced with receptiveness to change
- Two staff persons fully informed about and capable of performing functions of the Executive Director, in case of unexpected loss of the Executive Director
- A staff succession plan
- Staff compensation and benefits consistent with the market for employee skills and experience
- Staff treated in a manner consistent with the Solidarity with South Sudan culture
- Accurate, concise, and timely information, and counsel needed for the work of the Governing Board, Board Committees, Operating Bodies, and Affiliates, including the processes imposed by the Governing Board governance system
- Fiscal stability, viability, and the financial competency to meet service obligations to members and Donor agencies
- Holding the fundraising officer accountable for the achievement of targeted annual net revenue
- Preparation of detailed annual budget for all non-fundraising operational costs of the organisation outside of South Sudan (office, staff, travel and Governing board expenses etc.) to be approved by the finance committee and Governing Board
- Identification and communication to the Governing Board of strategic opportunities for Solidarity with South Sudan
- Safety of Solidarity with South Sudan’s assets and legal status
- Proper security, protection, and risk management of assets
- Avoidance of any activity, which would put Solidarity with South Sudan’s tax status at risk
• Safeguarding against and immediate suspension of illegal activity by any Board committee or Operating Body

• Proper notice to organizations found to be misusing Solidarity with South Sudan's name

• Accurate, timely, and inclusive information needed for the successful operation of Solidarity with South Sudan

• Performance - monitoring data on Operating Bodies at the frequency established by the Governing Board for applicable criteria

• Performance - monitoring data on the Fundraising Director at the frequency established by the Governing Board for applicable criteria

• Relevant trends, material incidents and developments, significant decisions, threatened or actual legal jeopardy, changes in the assumptions on which the Governing Board or Operating Bodies policies have been based

• Optional points of view and counsel necessary for fully informed Governing Board choices

• Favourable perception of Solidarity with South Sudan among key leaders in industry, government, including a favourable image of the Executive Director, developed by working cooperatively with Solidarity with South Sudan leadership

• Mechanism for official Governing Board, Board Committees, and Operating Bodies communications to ensure a high level of Board Member awareness

• Enhance the image of the President as the Solidarity with South Sudan leader and spokesperson for the organization.

Specific Responsibilities

Administration

1. Promotes the vision and ideals of the organization among the members, staff, and other organizations associated with Solidarity.

2. Provides leadership and coordinates with the Associate Executive Director in developing programs and organizational and financial plans and in implementing decisions and policies authorized by the Governing Board.

3. Ensures that the organization has a long term strategy to achieve its vision and mission in a timely way, and keeps the Governing Board informed of progress, the condition of the organization, and important factors influencing it.

4. Maintains communications and relationships with the Sudan Catholic Bishops’ Conference through the bishop liaison, and with each bishop in whose diocese Solidarity projects are carried out.
5. Encourages principals of the Solidarity education, health, pastoral, and agricultural projects to have long term personnel and financial plans.

6. Oversees the legal entity in South Sudan.

7. Maintains official records and documents and ensures compliance with legal regulations.

8. Convenes and chairs regular meetings of the South Sudan Management Team.

9. Organizes the Annual Assembly of Solidarity members in South Sudan.

10. Receives regular reports from the Associate Executive Director and the minutes of committees and working groups constituted by the Governing Board.

11. Plans the twice yearly meetings of the Governing Board with the President, Vice-President, and Associate Executive Director and attends these meetings.

12. Serves as a member of the Executive Council.

**Personnel**

1. Promotes the vision and mission of Solidarity and facilitates the building of good working relations among Solidarity personnel, volunteers, and the local Church and communities.

2. Identifies personnel needs in consultation with the South Sudan Management Team, recruits locally, and as may be required, requests the Associate Executive Director in Rome to recruit internationally, persons with the required qualifications and give employment and release of personnel as needed.

3. Ensures that job descriptions are developed, regular performance evaluations are carried out, and sound human resources practices are in place and followed locally, in accordance with the Solidarity Personnel Handbook.

4. Appoints personnel to the Solidarity projects and communities, in consultation with the South Sudan Leadership Team, in line with stated policy to bring local Church more and more into the decision making aspects of the project.

5. Meets regularly with Solidarity members and employed and voluntary staff in South Sudan to build relationships and gain insight from the lived experience of personnel.

6. Fosters community life among the religious members, following guidelines provided in the Solidarity Personnel Handbook.

7. Provides for the development of an effective management team for the various projects and institutes in South Sudan, with a focus on empowering the local Church for greater involvement and responsibility.

8. Serves as the link between personnel in South Sudan and the Governing Board.
Finance:

1. Is responsible for maintaining sound financial practices in the overall organization.
2. Receives financial reports of the overall organization, and supervises and works with the financial officer(s) for understanding the financial implications of the project.
3. Receives the yearly budget from each of the principals of Solidarity projects.
4. Is responsible for putting together the budget for the central administration of the project in South Sudan.
5. Maintains regular contact with the chair of the finance committee of the Governing Board, providing information and reports as required.
6. Ensures that descriptive and financial reports from the specific projects are prepared and sent to the Fundraising Director and donors in a timely manner.

3. Monitoring the Executive Director’s Performance

Monitoring the Executive Director’s performance is synonymous with monitoring organizational performance against applicable Board policies. The Executive Director will prepare a report for Board meetings following the structure laid out in Governance Policy G-3. Any evaluation of performance, formal or informal, may be derived only from these monitoring data.

The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Information which does not do this will not be considered to be monitoring. Monitoring will be as automatic as possible, using a minimum of Governing Board time so that meetings can be used to create the future rather than to review the past.

A given policy may be monitored in one or more of three ways:

a. Performer’s Report: Disclosure of compliance information to the Governing Board from the Executive Director.

b. External Report: Discovery of compliance information by a disinterested, external auditor, inspector, or judge who is selected by and reports directly to the Governing Board. Such reports must assess performance only against policies of the Board, not those of the external party unless the Board has previously indicated that party’s opinion to be the standard.

c. Direct Governing Board Inspection: Discovery of compliance information by a Governing Board member, a Board committee, or the Governing Board as a whole. This is a Governing Board inspection of documents, activities, or circumstances directed by the Board, which allows a “prudent person” test of policy compliance. Upon the choice of the Governing Board, any policy can be monitored by any method at any time. For regular monitoring, however,
Each policy will be classified by the Governing Board according to frequency and method.

An annual formal evaluation will be a summative examination of the year’s regular monitoring data already received, which will be performed by a Sub-team of the Governing Board.
R-2  Associate Executive Director

The Associate Executive Director of Solidarity with South Sudan assists the Executive Director in the areas of planning and implementation of the project and has responsibility for the Solidarity office in Rome, Italy. This includes fostering and maintaining relations with member congregations and various international publics.

The Associate Executive Director resides in Rome and is accountable to the Executive Director. The appointment is for three years, renewable once.

Specific Responsibilities
1. Promotes the vision and mission of the organization among members, staff, and groups associated with Solidarity, particularly in Rome and throughout Europe and North America.

2. Fosters and maintains relations with Solidarity member congregations, other religious groups, conferences of religious, Vatican offices.

3. Promotes Solidarity with South Sudan to various international publics, and keeps the Executive Director and the Fundraising Director informed of such representations.

4. Oversees the communication personnel, ensuring that Solidarity goals, programs, and activities are publicized.

5. Is the primary contact with religious congregations that are prepared to offer personnel or financial support to Solidarity; is responsible for raising funds from religious congregations while being accountable to the Fundraising Director.

6. Supports the Governing Board in meeting requirements of Solidarity’s legal entities in Italy, the UK, and North America.

(In acting as a) the ‘Executive Director’ of the Italian Solidarity Projects ONLUS and b) a trustee of Solidarity Projects UK Charity it is important that the Associate Executive Director understands that the operation of these entities are the legal tools of our complex organization and are in no way intended to be a description of a parallel responsibility structure for Solidarity with South Sudan. The Associate Executive Director reports in all aspects of these roles to the Solidarity Executive Director.)

7. Coordinates with the Executive Director for the preparation of meetings of the Governing Board and Executive Council and provides secretarial support.

8. Cooperates with the Executive Director in organizing the annual assembly in Rome for member congregations.

9. Attends meetings of the Governing Board but does not have voting rights.

10. Attends regular meetings of committees and ensures minutes are taken and sent to the Executive Director, the Governing Board, and the respective committee members.

11. Serves as a non-voting member of the Executive Council.

12. Visits South Sudan at least once a year to be aware of the local situation and developments in the Solidarity initiative.
13. Assists with recruitment of international personnel as identified and requested by the Executive Director.

14. Facilitates good working relations among personnel and volunteers in the Rome office and in Europe and North America.

15. Coordinates the Rome office, providing support of the office staff and volunteers.

16. Ensures that all financial and general administration files are kept.

17. Is responsible for banking and all financial transactions of Solidarity outside of South Sudan.

18. If funds are not to be sent directly to South Sudan, decides into which account funds from donors are to be placed until the Executive Director authorizes for them to be sent to South Sudan.

19. Sends funds to South Sudan only when authorized to do so by the Executive Director.

20. Recommends the transfer of available funds to the UK investment fund but seeks prior consent from the Treasurer and the Executive Director before effecting the transfer.

21. Is responsible for the preparation and submission of the annual Rome office budget to the Executive Director, including a plan of all proposed travel on behalf of Solidarity.

22. Seeks prior authorization from the Executive Director before making bookings that are a potential cost to Solidarity.

23. Provides support of fundraising initiatives undertaken by the Fundraising Director and staff.
R-3 Fundraising Director

A key element in the success of Solidarity with South Sudan is the raising of funds to support the needs of the organization, especially the service delivery. The Governing Board appoints a Solidarity Fundraising Director to work with the Executive Director and Associate Executive Director to secure funding to enable the annual and long-term operation of all Solidarity with South Sudan projects.

The work of the Solidarity Fundraising Director shall be supervised by the Executive Director who, in conjunction with the Solidarity members in South Sudan, will assess and request the funds required for service delivery in South Sudan. The Fundraising Director will be accountable for all fundraising activities, establishing sound partnerships and collaboration with potential donors, and will work closely with the Associate Executive Director who is responsible for raising funds from Religious Congregations.

To be successful it will be necessary for the Fundraising Director to work closely also with the Director of Projects and Teacher Education and with the Solidarity Finance Officer in Juba to ensure that there is good communication of up-to-date financial information. Income and expenditure is to be closely monitored and coordinated throughout the organization.

The appointment of a person to the position of Solidarity Fundraising Director, and determination of the appropriate remuneration, is an appointment reserved to the Board and has not been delegated. In the interest of transparency and accountability, the Fundraising Director has the right to express any concerns directly to the Chair of the Board Finance Committee or to the President of Solidarity.

The Fundraising Director shall endeavour to act always in full compliance with the financial policies and procedures put in place by the Solidarity Board for the organisation within South Sudan and as required for the various Solidarity legal entities. The Fundraising Director will be accountable to the Executive Director for attaining the agreed targets and managing the income side of the budget.

The Fundraising Director will be entitled to claim for expenses incurred in the discharge of fundraising responsibilities. In the matter of travel and accommodation, prior authorization is required from the Executive Director. Claims for reimbursement must always be supported by receipts for expenditure and are to be made to the Associate Executive Director in the Rome Office who will authorize the Rome accountant to make such re-imbursements.

The Fundraising Director will prepare a fundraising report for Board meetings following the structure laid out in Governance Policy G-3.
Key Objectives
The Fundraising Director’s key objectives will be:

1. **Fundraising**
   a. Develop and implement a fundraising strategy.
   b. Secure financial support from individuals, foundations and corporations.
   c. Develop and execute Solidarity with South Sudan’s multi-annual fundraising plan.
   d. Develop proposals for projects that could attract new funding.

2. **Relationships and Reporting**
   a. Develop and maintain on-going relationships and communications with major donors.
   b. Develop robust monitoring and reporting systems for fundraising and ensure the Board is kept well informed of progress and issues.
   c. Investigate the possibility of submitting applications for prizes and awards that will raise the profile of Solidarity with South Sudan and secure funding.
   d. Promote and market Solidarity with South Sudan fundraising events, collaborating with the Associate Executive Director as needed.

Specific Tasks
The specific tasks of the Fundraising Director shall be:

1. Promotion of the mission and values of Solidarity with South Sudan
2. Setting attainable targets for fundraising each year
3. Consultation with the Executive Director on the funding needs of the service delivery in South Sudan
4. Promoting and marketing Solidarity with South Sudan fundraising events and attending such profile raising events as required.
5. Maintaining a responsible overview of the activities of the Regional Solidarity Fundraising Director (FIS) in the USA
6. Working collaboratively with the Regional Fundraising Director (FIS) in the USA to ensure the best possible contact is maintained with USA donors in terms of submissions for funding, transparency and accountability
7. Developing proposals for projects that could attract new funding.
8. Writing of grant applications in timely fashion to ongoing prospective donors.
9. Maintaining a transparent relationship with donor agencies and reporting back to donors on the expenditure of grant monies.
10. Submission of an annual fundraising budget to the Executive Director, including a plan of all proposed travel on behalf of Solidarity.
11. Seeking prior authorization from the Executive Director before making bookings that are a potential cost to Solidarity.
12. Recording of all expenses, supported by receipts, incurred in carrying out the work of fundraising and sends receipts to the Associate Executive Director as needed.

13. Making a familiarization visit to the Solidarity sites in South Sudan at least once every two years.

14. Attending Board meetings, Finance Meetings and other Solidarity meetings, as and when required by the Executive Director, who will normally give six weeks’ notice of such attendance requirements.

15. Organizing the placement of donor funds as directed by the Executive Director.

16. Working with the Associate Executive Director and Solidarity Financial Officer to ensure donor funds are carefully tracked from the donor to the site of service delivery in South Sudan (Authorization of the actual transfer of funds to South Sudan is reserved to the Executive Director and the process of transfer of funds is normally initiated by the Associate Executive Director in Rome.)

17. Acting as a member of the South Sudan Management Team when in South Sudan.

18. Reviewing the Solidarity with South Sudan website frequently, working with the Associate Executive Director and the communication’s personnel to ensure the website fundraising information is up to date.

19. Collating case studies, photographs and information from the field for use in the production of profile raising material
R-4 Solidarity Financial Officer

A key element of the organisation’s success is dependent on the presence of good financial systems at all levels of the organisation. The Governing Board appoints a Solidarity Financial Officer responsible to the Executive Director for overseeing the implementation of all financial policies and reporting systems within the organisation.

The daily work of the Solidarity Financial Officer (SFO) shall be supervised by the Executive Director or his delegate, and the SFO will report to the Executive Director. The SFO shall be based in South Sudan and shall assist the various Solidarity ministries and communities with budgeting and in keeping sound financial records with monthly reconciliation of transactions. The SFO, when authorised by the Executive Director, shall be required to attend meetings of the Finance Committee of the Governing Board to report on financial and related matters.

The Solidarity Financial Officer (SFO) will consult regularly with the Associate Executive Director in Rome and the Rome office accountant to ensure accurate tracking of funds and consistent financial reporting across the organisation. The SFO will also consult regularly with the Solidarity Fundraising Director to ensure that there is good communication of up-to-date financial information on income and expenditure.

The SFO shall provide reports every second month on the financial management of all sites and attend the South Sudan Management Team (SSMT) meetings for the section discussing financial operations.

The appointment of an applicant to the position of Solidarity Financial Officer, and determination of the appropriate remuneration, is an appointment reserved to the Board and not delegated. In the interest of transparency and accountability, the SFO has the right to express any concerns directly to the Chair of the Board Finance Committee or to the President of Solidarity.

The SFO shall endeavour to act always in full compliance with the financial policies and procedures put in place by the Solidarity Board for the organisation within South Sudan and as required for the various Solidarity legal entities.

**Responsibilities and Key Duties**

Accurate financial information and reporting is required at all levels of the Solidarity organisation, from local site management, to statutory reporting, consolidation of accounts from the various projects together with reporting to donors and others as required. The SFO shall be charged with ensuring there are adequate and robust systems and procedures in place, including managing and mentoring all Solidarity personnel charged with financial tasks in the various locations. The SFO works to establish good communication and in raising awareness of finance related matters with respect to the Governing Board, the Executive Director, the Director of Projects and Teacher Education, and SSMT as required. Any concerns about the above are to be reported to the DPTE and the Executive Director.

The specific responsibilities of the Solidarity Financial Officer are:
1. Prepare financial reports for the Governing Board, as and when requested by the Executive Director

2. Work with the DPTE and South Sudan Management Team (SSMT) to ensure sound financial and business management of all Solidarity sites

3. Assist each site in compiling an annual budget for approval within the overall budget submitted to the Solidarity General Assembly

4. Ensure there are systems in place for the production of regular management accounts and cash-flow reporting

5. Receive each month the ledger recording expenditure at each site in South Sudan and acquit the amounts expended, with the application of agreed donor codes, against the appropriate sources of those funds

6. Provide such donor acquittals as will be required from time to time, by the Director of Fundraising for reporting back to donors

7. Every second month to compile and issue back to the sites a Business Management Report (BMR) for each site that shows the amount and percentage of expenditure against budget for each line item

8. Prepare a consolidated profit and loss statement for the year to date for each meeting of the Board or its Executive Council (normally every four months)

9. Prepare for the Chair of the Finance Committee of the Solidarity Board (Treasurer) full income, expenditure and balance sheet financial statements in line with Generally Accepted Accounting Practice (GAAP) for the year which can be used as the basis for reporting to the Annual General Assembly of Solidarity

10. Assist the Board in compilation of a comprehensive budget submission for approval by the Annual General assembly of Solidarity

11. Make recommendations on the appointment of auditors in South Sudan to review professionally the annual account

12. Work cooperatively with the appointed auditors to achieve a satisfactory annual audit

13. Ensure adequate controls are installed and that substantiating documentation is approved and available such that all transactions may pass independent and governmental audits

14. Ensure appropriate purchasing policies and procedures are in place

15. File all receipts from the sites and have them available for the annual audit

16. Mentor and train the current accounts administrator in Juba Office, and at other sites as required, to ensure the administrator is appropriately skilled to carry out all day-to-day finance related activities

17. Co-ordinate with the Rome office in relation to inclusion of the Rome accounts in the overall consolidated reporting for Solidarity

18. Assist the Rome Office and the Fundraising Director in the production of sound financial reports and proposals, to elicit donor funding and to report back on the use of funds as required by Donors
19. Assist the DPTE and the Principals of each site in the development and negotiation of contracts

20. Create a central reference file for all contracts

21. Liaise with finance, investment, legal and other professional advisors as required

22. Provide periodic reports and suggestions on HR / Payroll / IT / Insurances
   
   a. Employment legislation, tax / levies and pensions
   b. Payroll
   c. Accounts package and IT systems throughout Solidarity locations
   d. Disaster recovery plan for the Organisation’s administration
   e. Insurances (Property / Travel) review and negotiation with providers

23. Work with the DPTE to ensure sound banking practices are developed within Solidarity with South Sudan insofar as technology in South Sudan allows, specifically
   
   a. Online banking, where appropriate with suitable controls and authorisation levels
   b. Cash-flow management
   c. Currency and foreign exchange transactions
   d. Any other miscellaneous management tasks as directed by the DPTE, Executive Director or Governing Board.

24. Keep appraised of changes in regulatory frameworks as they develop in South Sudan and ensure they are appropriately implemented, including but not limited to
   
   a. Financial reporting
   b. Charity regulation, registration and reporting
   c. Employment - payroll and employers’ responsibilities with regards taxes and pensions deductions etc.
R-5  Relationship with Operating Bodies

In addition to the committees and sub-teams that form part of the governance structure the Governing board also has ultimate responsibility for the Operating Bodies that are established to execute of the organisations policies. These include but are not restricted to the local solidarity communities established in South Sudan, the South Sudan Management Team, Governing Boards of the Health and Education Institutes. All Operating Bodies that are established by Solidarity with South Sudan are accountable to the Executive Director, who is responsible for keeping the Governing Board informed about the organisations developments.

Operating Bodies that are established will work with the guidance of the Executive secretary to achieve the organisations’ ends policies. Members of Operating Bodies are expected to respect and implement the policies and procedures of the Governance Manual.

The Governing Board is responsible for approving the objectives and responsibilities of each Operating Body making sure the powers and responsibilities that are entrusted to the operating body are clear as should be the expectations of reporting and accountability within the organization.

To assure on-going dialogue, collaboration and exchange of ideas regarding the needs and concerns of Operating Bodies, these bodies have the responsibility of periodically reporting to the Governing Board. When establishing an Operating Body the frequency and reporting structure that is required will be clarified and all reports should be submitted to the Executive Director in a timely manner.

Operating Bodies will also have the responsibility of fulfilling the financial procedures that the organisation requires.

It is important that everyone joining Solidarity with South Sudan recognises that they are not only responsible for delivering services such as health or education training, but are entering a project where they are also responsible for creating and supporting the structures that are required for the project’s sustainability.
R-6  Relationship with Member Congregations

The Members of the Association (“Association Members”) can only be:

   Religious Congregations whose Superiors General are members of USG and UISG, and The South Sudan Bishops’ Conference.

Association Members shall be entered into the Register of Members which shall be presented to the General Assembly each year.

There shall be no upper limit on the number of Association Members.

Membership is non-transferable.

An Association Member shall cease to be a member if:

   • Their respective organisation ceases to exist.
   • They notify the Executive Director in writing of their resignation as a member.
   • They do not meet the requirements of membership of the USG, UISG, or Bishop’s Conference of South Sudan.

A meeting of the Association Members shall be held annually known as the General Assembly.

The Association Members are represented at the General Assembly by the Superior General of their respective organisation or other nominated representative(s).

The role of the General Assembly is to ensure that the Association acts in keeping with the Purpose and Mission Statement of the Association.

The President of the Governing Board (“President”) shall call the General Assembly and at least 21 clear days’ notice in writing shall be given to the Members including details of all resolutions to be tabled at the General Assembly.

The business to be conducted at the General Assembly shall include:

   • the approval of the annual report and financial statements as presented by the Governing Board;
   • the election of Governing Board members as required;
   • the approval of the appointment of the President and the Vice-President of the Governing Board as required;
   • any other business duly notified.
The following powers are reserved to the General Assembly only (*Statutes 5.6*):

- amendments to the Mission Statement of the Association;
- amendments to the Statutes of the Association;
- the dissolution or amalgamation of the Association.

The President may invite organisations or persons relevant to the development of the Association to the General Assembly.

The President or his/her nominee shall preside at the General Assembly or any Extraordinary Meeting of the Association.

The quorum for any meeting of the General Assembly shall be more than 50% of the Association Members noted on the Register of Members present in person or by proxy at the time when the meeting proceeds to business.

Each Association Member has one vote regardless of the number of representatives of their respective organisation present at the General Assembly.

All decisions require a simple majority of Association Members present and entitled to vote except for resolutions noted in *Statutes 5.6* (as above) which require a two thirds majority of those present and entitled to vote.

An Extraordinary Meeting may be called by the President in exceptional circumstances. The notice and conduct of such a meeting are the same as those for a General Assembly.

**Communication to members**

In addition to communication about the Annual General Assembly there will be regular communication to all Association members concerning

- Staff positions needing to be filled
- Developments within the organization
- Developments in South Sudan that impact on Solidarity with South Sudan’s presence and the projects that are being established.

The organisation’s websites will be regularly updated to keep the public informed of developments and members are encouraged to regularly review them.
R-7 Relationship with South Sudan Bishops

The Sudan Bishop’s Conference is a registered member of Solidarity with South Sudan with a designated representative on the Governing Board. Solidarity with South Sudan works in collaboration with the Bishop’s conference to provide services that impact the church and society at a national level.

Solidarity with South Sudan will only consider assuming responsibility for institutions that have been identified as being the responsibility of the Bishop’s Conference. The land and any construction that Solidarity with South Sudan undertakes is understood to be the property of the Bishop’s Conference and Solidarity with South Sudan makes no claim to ownership.

As the project progresses Solidarity with South Sudan will work closely with the Bishops of South Sudan to identify acceptable parties that will assume on-going responsibility for the institutions and projects that will have been built up by Solidarity.

The Governing Board will periodically try to arrange a meeting with the Bishop’s in South Sudan to review and evaluate the progress that is being made.

The Executive Director will meet with the bishops to seek feedback on how they feel the project is progressing.
R-8   Relationship with Donor Agencies

Solidarity with South Sudan recognises the importance of working with a variety of funding sources to achieve its long term aims and objectives. It is the policy of Solidarity with South Sudan that all donations and grants are only to be used as designated by the provider and that there are financial systems in place that can provide evidence of how specific grants and donations have been used.

The Fundraising Director will carry the majority of the responsibility for ensuring that positive relationships are developed and maintained with all Donors. Working with the Financial officer and the Executive Director and Associate Executive Director it is important that the financial and reporting systems that are in place within the organisation facilitate the timely availability of the information that the Donors will require.
R-9  Relationship with Civic Authorities in South Sudan

The Governing Board of Solidarity with South Sudan, working with the Bishops of South Sudan, recognises the importance of maintaining and developing a good working relationship with the Civic Authorities in South Sudan. Recognising that South Sudan is a nation that is in its infancy and in a time of growth and development, it is important that the members working in South Sudan are observant of legal developments that have implications and consequences for our organisation. We will ensure that we have any legal recognition that is required of us so that we can fulfil our objectives.

The Members of Solidarity with responsibility for institutions or projects will work to develop a healthy relationship with the civic authorities to ensure that our institutions receive the accreditation and recognition that is required so that the students leave our institutions with nationally accepted qualifications.

It is important to gather and communicate any positive feedback that Solidarity with South Sudan receives from Civic Authorities to the Executive Director so that it can be used in publicity and reporting to donor agencies.
R-10  Relationship with Solidarity's Legal Bodies

In order to function with a recognised legal identity in the different countries where we are present the Governing Board can establish legal bodies\(^1\) meeting the legal requirements of the specific place.

While the established body will be legally independent it will be expected to operate under the principles outlined in policy *R-5 Relationship with Operating Bodies*. The trustees of the legal bodies will be chosen from among the members of the Governing Board. Financial Reporting requirements for these bodies will be managed through the support services offered from the office in Rome.

\(^1\) As of April 2013 there were legally recognised bodies in
- South Sudan where we are registered as an NGO and as a faith based organisation.
- Italy where we are recognised as an Onlus established in Rome in 2012.
- the UK as a Charitable Company

As of April 2014 the following legally recognised bodies were in the process of being established:
- In the USA an application will be made for 501(c)3 status.
Part 4: Limitations Policies

Through its Limitations Policies the Governing Board establishes the boundaries of acceptability within which subordinate group methods and activities can take place.

These policies apply, therefore, to the President, Treasurer, Executive Director and Operating bodies by which is meant groups such as committees, institute boards operating on behalf of Solidarity with South Sudan.
L-1  Presidential Limitations Policy

The President is not authorized to engage in any practice, activity, or cause, which detracts from Solidarity with South Sudan’s purpose or which is unethical, illegal, or in disregard of Solidarity with South Sudan’s governance policies, commonly accepted business and professional ethics, and morals. The Governing Board will be responsible for interpreting what is detrimental to the organisation’s Vision and Mission.

In particular, the President may not engage, support, or authorize:

1. Activities that do not support Solidarity with South Sudan’s Mission, Vision, Ends Policy and Strategic Plan, that could jeopardize Solidarity with South Sudan’s impartiality, or its tax exempt status where applicable, including:
   a. Sponsorship, including endorsing services, individuals, or ideas, except as specifically authorized by the Governing Board.
   b. Activities or communications that can lead to or be perceived to result in, a conflict of interest, including but not limited to, acceptance of financial or other goods or benefits that might influence actions or decisions.

2. Making decisions that are beyond Board policies or results not approved by the Governing Board, including:
   a. Entry into agreements, formation of member groups or committing Solidarity with South Sudan resources, including staff and facilities, not approved by the Governing Board.
   b. Approving reimbursement to the Treasurer without disclosure to the Governing Board.
L-2 Treasurer Limitations Policy

The Treasurer is not authorized to engage in any practice, activity, or cause, which detracts from Solidarity with South Sudan’s purpose or which is unethical, illegal, or is in disregard of Solidarity with South Sudan’s governance policies, commonly accepted business and professional ethics, and morals. The Governing Board will be responsible for interpreting what is detrimental to the organisation’s Vision and Mission.

In particular, the Treasurer may not engage, support or authorize:

1. Activities that do not support Solidarity with South Sudan’s Mission, Vision, Ends Policy and Strategic Plan, that could jeopardize Solidarity with South Sudan’s impartiality, or its tax exempt status where applicable, including:
   a. Sponsorship, including endorsing services, individuals, or ideas, except as specifically authorized by the Governing Board.
   b. Activities or communications that can lead to or be perceived to result in, a conflict of interest, including but not limited to, acceptance of financial or other goods or benefits that might influence actions or decisions.

2. Making decisions which are beyond Board policies or results not approved by the Governing Board, including:
   a. Entry into agreements, formation of member groups, or committing Solidarity with South Sudan resources, including staff and facilities, not approved by the Governing Board.
   b. Approving reimbursements above the limit established in the Solidarity with South Sudan Expenses Policy without prior concurrence of the Finance Committee and the Governing Board.
   c. Authorizing disbursement of unbudgeted Solidarity with South Sudan funds totalling over 10,000 euros, without first gaining the Finance Committee’s input regarding the financial feasibility and then Governing Board approval.
L-3 Executive Director and Associate Executive Director

Limitations Policy

The Executive Director and Associate Executive Director are not authorized to engage in any practice, activity, or cause, which detracts from Solidarity with South Sudan’s purpose or which is unethical, illegal, or is in disregard of Solidarity with South Sudan’s governance policies, commonly accepted business and professional ethics, and morals. The Governing Board will be responsible for interpreting what is detrimental to the organisation’s Vision and Mission.

In particular, the Executive Director may not engage, support, or authorize:

1. Activities that do not support Solidarity with South Sudan’s Mission, Vision, Ends Policy and Strategic Plan, that could jeopardize Solidarity with South Sudan’s impartiality, or its tax exempt status in the nations that tax exemption exists.

2. Use or commitment of resources, including staff time and facility resources, that could be interpreted as operating outside the Financial Management Policy. (A-6 – Financial Management Policy.)

3. Activity, communication, or benefit which knowingly can lead to or appear to result in a conflict of interest, including acceptance of financial or other goods or benefits that might influence actions or decisions.

4. Disbursement of funds for travel costs, except where a Governing Board policy applies. (A5 - Expenses Policy.)

5. Authorizing disbursement of unbudgeted Solidarity with South Sudan funds totalling over 10,000 euros, without first gaining the Finance Committee’s input regarding the financial feasibility and then Governing Board approval

6. Improper staff actions:

   a. The formation by staff or members groups in pursuit of results not commissioned by the Governing Board.

   b. Allow commercialism, including the endorsement of products, patents, processes, services, individuals, or ideas, except as specifically authorized by the Governing Board.

   c. Engage in activity or communication which knowingly can lead to or appear to result in a conflict of interest including acceptance of financial or other goods or benefits which might influence actions or decisions.

   d. Participate with government regulatory bodies in activity that might jeopardize Solidarity with South Sudan’s impartiality or its legal status and reputation.
L-4 Operating Bodies Limitations Policy

Operating Bodies are not authorized to engage in any practice, activity, or cause, which detracts from Solidarity with South Sudan’s purpose or which is unethical, illegal, or is in disregard of Solidarity with South Sudan’s governance policies, commonly accepted business and professional ethics, and morals. The Governing Board will be responsible for interpreting what is detrimental to the organisation’s Vision and Mission.

In particular, Operating Bodies may not engage, support or authorize:

1. Activities that do not support Solidarity with South Sudan’s Mission, Vision, Ends Policy and Strategic Plan, that could jeopardize Solidarity with South Sudan’s impartiality, or its tax exempt status where applicable, including:
   a. Sponsorship, including endorsing services, individuals, or ideas, except as specifically authorized by the Governing Board.
   b. Activity, communication, or benefit which knowingly can lead to or appear to result in a conflict of interest, including acceptance of financial or other goods or benefits that might influence actions or decisions.

2. Making decisions that are beyond the Governing Board policies or results not approved by the Governing Board, including:
   a. Entry into agreements or committing Solidarity with South Sudan resources, including staff and facilities, not approved by the Board.
   b. Work within the scope of other Operating Bodies, the Executive Director, or speak for Solidarity with South Sudan in any way reserved for the Governing Board or others whom the Governing Board has empowered.

3. Operate in disregard of Solidarity with South Sudan’s governance policies. Use Solidarity with South Sudan’s official letterhead for communications. Committee Correspondence letterhead is used for this purpose and will be provided upon request.
Part 5:
Additional Policies and Procedures
A - 1 Governance Organizational Charts

Solidarity is a complex organization with many contributing stakeholders and diverse ministries. The four organograms that follow show schematically the responsibility structures underpinning Solidarity with South Sudan as seen from a range of perspectives.
Organogram 1: Solidarity Governance Structure

**Governance**

- UISG
- USG
- SCBC
- General Assembly
- Solidarity Board
- Board Executive Council
- Strategic Planning Committee (ad hoc)
- Governance Manual Committee (ad hoc)
- Personnel Committee
- Finance Committee

**Management**

- Executive Director
- Associate Executive Director
- DPTE
- Finance Officer
- Rome Office
- Fundraising Director
- Juba Office
- Juba Registered FBO
- Solidarity Projects Italy Onlus
- Solidarity Projects UK
- Solidarity Projects USA
- Irish Account
Organogram 2: Solidarity Management Structure in South Sudan

**Governance**
Organogram 3: Solidarity Memorandum of Understanding

MOU 1 established, inter alia

1. that though the legal ownership is under the General Assembly of SSS, the project shall be seen as a partnership between Solidarity with Southern Sudan, the SCBC, local dioceses and the people of Southern Sudan for the shared promotion and enhancement of human capacity building and post war reconciliation for the welfare of the people,

2. that the SCBC shall name a representative from among the bishops conference to sit on the Governing Board of Solidarity with Southern Sudan as a voting member and assist in decision making processes,

3. that the Sudan Catholic Bishops’ Conference will be responsible for the provision of suitable premises for the realisation of the health and teacher training institutions and that Solidarity with Southern Sudan will be responsible for securing the funding for initial costs of any construction on the sites,

4. that all premises, infrastructure and equipment remain the property of the Sudan Catholic Bishops’ Conference,

Sites:
- Juba and Wau are owned by the SCBC
- Malakal, Yambio and Riimenze are owned by Ordinary of Diocese

MOU 2 established that the ordinaries of these dioceses agreed

That all twenty articles of the Memorandum of Understanding between the Sudan Catholic Bishops’ Conference and the delegation from the joint unions of Superiors General (UISG & USG) signed in Juba on 30th April 2009 will apply, and be implemented, in good faith, in the Diocese of (named).
MOUs 3

MOU 3 established that the local MoEST will validate the certificates of the successful candidates at the conclusion of the training programme and deem them qualified to be accepted into the roster of government teachers, upon graduation with certification.

Last signed Memorandum:
**Registered Nurse Training & Midwife Training**

CHTI has National Registration with RSS Ministry of Health and RSS Ministry of Higher Education giving graduates National certification.

**Aim for Teacher Training:**

To get **National Registration** through RSS Ministry of Education for teachers trained in accord with RSS curriculum.

Our exams are validated by University of Juba; our practical teaching has also to be validated and we are instructed to use the University of Juba.

Further teacher training comes under the Ministry of General Education that can only issue certificates. We believe that our graduates should get diplomas.

We have had informal discussions with Catholic University re accepting STTC graduates with advanced status to go on to get degrees.
Organogram 4: Solidarity Community Life

- UISG
- USG
- General Assembly
- Individual Congregations
  - Executive Director
  - Associate Executive Director
  - DPTE
  - Leadership Team
  - Malakal Community on hold
  - Community Life Coordinator
    - Juba Community Coordinator
      - Juba Community Members
    - Wau Community Coordinator
      - Wau Community Members
    - Yambio Community Coordinator
      - Yambio Community Members
    - Rimenze Community Coordinator
      - Rimenze Community Members
A-2  Procedure for filling President and Governing Board Vacancies

The normal procedure for filling Board Vacancies is covered in section 6 of the Statutes.

Candidates for election will be serving Superiors General or their designated delegates of participating Religious Congregations in the Association and can be proposed by any Superior General, subject to the agreement of the candidate. (Statutes 6.3) The name of a proposed Religious Congregation and its candidate should be given to the President of the Governing Board at least 21 days prior to the General Assembly. The list of proposed candidates is made available to all voting members of the General Assembly before the meeting and additional names may be added at the meeting of the Governing Board prior to the General Assembly. Election is by simple majority of voters present. An elected Superior General may delegate a representative from his or her Congregation who will have full voting rights.

In addition the Governing Board is able to appoint up to two voting members onto the Board. (Statutes 6.5)

In the event of an elected individual having to resign from the board it is expected that their Congregation will name a substitute to fulfil the term of office. (Statutes 6.10) In the case of a Congregation not wishing to complete the term of office the vacancy will be filled at the following General Assembly.

In the case of the Presidency becoming vacant the Governing Board will appoint another member to assume the position in accordance with the Statutes (6.20c).

All new members to the board should be presented with a copy of the Governance Manual and an induction process be implemented to help them understand the organisation and their duties and responsibilities within it.
A-3 Processing Governing Board Business

1. Preparation of Board meetings

a. Proposed Agenda will be prepared by the President and the Executive Council.

b. Reports are required from the following individuals who are expected to send their report to the Executive director for distribution no less that 15 days before each Governing Board Meeting:

   i. Executive Director and Associate Executive Director (update on their own activities while incorporating an overview on areas of the organizations operations and issues relating to staff not contained in the other reports.)

   ii. Treasurer’s report (containing an update on the work of the Finance Committee)

   iii. Fundraising director

   iv. Chairpersons of Committees

c. The structure of these reports to the Governing Board should respond to the following points relating to developments since the last report:

   i. What are the activities that have taken up your time, identifying who else (staff or volunteers) have been involved?

   ii. What do you consider to be the fruits and achievements of the time and energy that have been expended?

   iii. What if any difficulties have been experienced?

   iv. What can be learnt from the experience since the last report that should inform the way we move forward?

   v. Are there any outstanding decisions that need to be made?

   Note: In the case of decisions that the Governing Board is required to make the following elements should be included in the report for each decision:

   • an explanation of why the decision needs to be made
   • a time frame identified that includes a deadline for making the decision and implementing it.
   • the presentation of possible options or solutions with the pros and cons of each option
   • the recommendation of the person or group concerned outlining why they are making that particular recommendation rather than the other options.
vi. Is there any other information that is significant and the Governing Board needs to be aware of it?

**Note:** Ad hoc groups or committees working on behalf of the Governing Board should follow the same reporting structure.

d. **Financial reports.**

Because of their financial responsibility for the organisation The treasurer’s report should include for all board members a year to date account of the organisations finances (no more than 45 days old) relating the year’s income and expenses to the Budget that had been approved at the previous Annual General Assembly. In addition to the financial accounts that are presented the financial accounts should be sufficiently up to date so that any Board members can request more detailed accounting information and receive it the next day.

e. **Other Governing Board Business**

Information required for Board members to understand other matters on the board’s agenda should also be distributed with the Reports so as to enable all Board members to participate in the discussions and decisions.

2. **Process to be followed at Board Meetings**

a. Minutes of the previous meeting will be presumed to have been accepted if no corrections or clarifications were distributed in accordance with the meeting minutes Governance Process Policy G-3.

b. As a means of accountability to the Board, matters arising will involve a review of all the decisions that were made at the previous meeting ensuring that they were completed within the agreed timeframe so as to avoid matters being left till the last minute (the next board meeting) before being acted upon.

c. **Reports and Business**

   i. All materials should be presumed to have been read by Board members prior to attending the meeting. Any member feeling they require more information about a matter for which a decision is required should inform the executive director so the information can be sought and distributed to board members prior to the meeting.

   ii. For each topic on the agenda there will be an opportunity for clarifications relating to the report that has been received. It is not the responsibility of the board members to just ratify governance decisions that are presented to us. Members are responsible for considering the consequences of all decisions for the wider organisation. In the case of decisions that the board needs to take the following process is suggested:
• Before beginning to deal with the matter the question should be asked as whether or not all the Board Members have been presented with enough information to make the **best possible** decision for the organisation.

  ♦ **If the answer is YES** then the Board will proceed with making a decision.
  ♦ **If the answer is NO** the board will identify what further information is required and postpone dealing with the matter until the requested information has been presented.

• The Governing Board will strive to make decisions by common consensus, however when there is no clear consensus, the matter shall be determined by a majority of votes of the Board members present and voting on the question. In the case of equality of votes, the Chairperson shall have a casting vote.

• The Chairperson effectively has two votes in the case of equality of votes. The Chairperson shall cast his second vote to determine the matter and the decision of the Chairperson shall be final.

iii. Once a decision has been made the minutes will clearly delineate the decision, who will be expected to take action and the timeframe for enacting the decision.

d. At the end of the meeting after dealing with the future calendar, the agenda will be reviewed and all decisions needing action identified assuring that members are aware of everything that they are expected to do, and that the tasks are sufficiently distributed so as to ensure that the work will proceed efficiently and in an effective manner.
A-4 Reconfirmation of Electronic Business

Business Conducted Without a Meeting - Except as otherwise provided by law, the Board may, at the request of the President, take any action or adopt any resolution by approved electronic means vote under such procedures as may be adopted from time to time by the Board. Such action or resolution shall be authorized, approved, and adopted upon receiving the affirmative vote of at least a majority of the votes returned to the Secretary provided that the number of votes returned to Solidarity with South Sudan within the time specified in the ballot is at least 50% of the Board members at the time in office.

All electronic activity involving decisions of the board will be recorded in retrievable form by the Executive Director with other official decisions of the board meetings. This will be noted in the Minutes at the next board meeting as part of the approval of Minutes so that all board members will have a record of these decisions.
A-5 Expenses Policy for Governing Board Members

Members of the Governing Board of Solidarity with South Sudan are not entitled to any financial remuneration for their work on behalf of Solidarity with South Sudan. They are however entitled to be reimbursed for expenses incurred from their work on behalf of Solidarity with South Sudan.

Expenses will be paid through the Rome based Solidarity Projects Italy Onlus.

The Associate Executive Director is responsible for assuring that the advice of the Commercialista is followed observing the financial limits and procedures that need to be followed.

Employees working for Solidarity with South Sudan are also entitled to have their expenses reimbursed in accordance with the directives of the Commercialista which at present include the following.

1. Expenses - can only be incurred by an employee (or member of the Solidarity Projects Italy Onlus), they need to be documented (with valid receipts) and an expense form filled in to recover monies spent. If cash is given in advance, this needs to be stated in the letter (point 2) as to the amount and the limits, and receipts must be produced.

2. Expenses on trips - a letter must be prepared and given to the employee requesting that they carry out the trip, the rules regulations need to be clearly laid out in the letter regarding what can be expenses and the limits.

   a. The limits change according to whether the trip is in the region (e.g. in Rome) or out of the region (Milan, London South Sudan etc.) and whether the company/Solidarity Projects Italy Onlus is supplying the board and lodging or not.

      Tax free limits are:

      - Employee paying for Board and Lodging (food) €46.48 a day region to €77.47 a day out of region even if there is no overnight stay included in the trip.
      - Employee paying for one or the other of Board or Lodging €30.99 a day in region, €51.65 out of region.
      - Employee not paying for either €15.49 a day in region, €25.82 out of region.
      - Expenses over these amounts: The EMPLOYEE is subject to taxation.

   b. Tips are allowable as long as they are documented in some way and may not take the overall amount spent over the tax free limit or the tax rule above applies and the employee will be taxed.
Volunteers can go on trips. The Solidarity Projects Italy Onlus may pay for the flights, hotel expenses etc. in advance as long as the invoice produced for these costs is made out to the Solidarity Projects Italy Onlus.

A volunteer cannot be given an advance of money to cover expenses on a trip. They must incur the expenses personally and then complete an expense form for reimbursement.

1. A valid receipt must be produced for an expense to be reimbursed. All expenses reimbursed must be relevant to the trip and reasonable in light of the nature of the trip, e.g. phone charges – need to be proved to be of necessity and of a reasonable amount for the length of the trip etc.

2. A valid volunteer forms needs to be signed by the company and the volunteer.

3. A letter similar to the letter requesting an employee to go on a trip must be produced, that states clearly the reasons for the trip and the rules covering expenses that can be reimbursed.

4. The limits are, in general, as per the limits for employees; however, a volunteer may not receive compensation (e.g. a wage of any kind), but only reimbursement of expenses incurred on behalf of the Solidarity Projects Italy Onlus. The rules are stricter regarding relevance of expense and amount of expense – a reasonable amount of mileage for use of a personal car on a trip may be allowed, but excessive amounts will be subject to scrutiny if auditor feels reimbursement is excessive.

5. A volunteer may not purchase gifts and the expenses must be relevant to the trip, food, water, transport, etc. The amount being requested by the volunteer cannot be part of a larger expense made (e.g. a down payment for something).
A-6  Financial Management Policy

Solidarity with South Sudan, taking account of its organisation and structure will adopt a set of Financial accounting policies so that it can:

- Meet its legal and donor obligations.
- Enable the Governing Board to have control of the organisation’s finances.
- Enable the organisation to meet the contractual obligations and requirements of funding bodies.

Solidarity with South Sudan will adhere to good practice in relation to its finances at all times, it will maintain proper records and digital records will be regularly backed up and up to date printed copies will be maintained. Staff and members of Solidarity with South Sudan will be given the training needed to ensure that proper records of account will be kept.

The financial year for Solidarity with South Sudan will end on 31 December. Accounts should be drawn up after each financial year within three months of the end of the year and presented to the Governing Board for approval and then made available at the next Annual General Meeting (AGM).

Before the start of each financial year, the Head of Finance will prepare a budgeted income and expenditure account for the following year which will be reviewed by the Finance Committee and the Governing Board before being presented to the AGM for approval.

A paper comparing actual income and expenditure with the budget will be presented to the Governing Board members every three months and on a monthly basis to both the Executive Director and the Treasurer.

All members of Solidarity with South Sudan with financial responsibilities are expected to observe the organization’s financial policies.

All fund raising and grant applications undertaken on behalf of Solidarity with South Sudan will be done in line with the organization’s fundraising policy (A-7: Solidarity with South Sudan Fundraising Policy).

The confidentiality of employees’ financial circumstances will be respected at all times.

Committee members, volunteers and employees will at all times act in the best interest of the organisation and if they experience a conflict of interest they will not divulge sensitive information.

The Governing Board will appoint an appropriately qualified auditor to audit the accounts for presentation to the AGM.
A-7 Solidarity with South Sudan's Fundraising Policy

This policy has been drawn up to govern the fundraising activities of Solidarity with South Sudan and its associated bodies such that they remain in line with these overall aims. It is designed as a checking tool to ensure that the needs of the organization are balanced against its principles.

Solidarity with South Sudan is a dynamic organization always seeking to develop new partnerships to fund its activities. As such any policy must be sensitive to the changing nature of what Solidarity with South Sudan does.

This policy is a set of principles that can be used to evaluate the correct course of action within a certain situation. As time goes on a body of precedents will grow up around each principle. In this way the policy will remain reflective of the needs of Solidarity with South Sudan and all who are involved with it. It is the role of the membership to periodically evaluate Solidarity with South Sudan activities and check they are in line with all existing policy, and it is everyone's role to observe and implement it on a continuous basis.

General Fundraising Policy

1. Much of the work of Solidarity with South Sudan is undertaken by volunteers, but the Governing Board feels it is in the best interests of our beneficiaries to pay a modest amount to a professional fundraiser to ensure the organization meets its targets. The Governing Board of Solidarity with South Sudan will appoint a fundraising coordinator.

2. The Fundraising Director is responsible for ensuring that there are clear guidelines established and followed for the management of funding information communications and reporting required to maintain good relationships with all donors.

3. Fundraising will be targeted to fulfil the mission of the organization, to add value to the work of Solidarity members by providing help, particularly with outside funding bodies, as well as leveraging funding through developing potential projects and funding applications.

4. There will be careful selection of potential funders to ensure Solidarity with South Sudan meets their requirements and charitable aims and bids will be individualized and targeted as appropriate.

5. The Executive Director and Associate Executive Director must be aware of any proposal to seek funds in advance of any approach to potential funders.

6. To limit the danger of multiple applications to the same donors no proposal to seek funds for projects sponsored by Solidarity with South Sudan should be made without the approval of the Director of Fundraising and the awareness of the Executive Director being ascertained in advance of any approach to potential funders.

7. There will be active relationship building to enhance the benefit to both parties.

8. The Governing Board encourages all projects to:
a. provide a fundraising plan that is approved by the Director of Fundraising and the Executive Director.

b. have a sustainable funding plan.

9. The Director of Fundraising with the support of the admin team is responsible for raising the funds required for basic inescapable costs and for fundraising costs.

**Ethical principles**

Solidarity with South Sudan does not accept any funding from organizations directly involved in activities that run contrary to our overall aims. These include bodies that block or actively work against social justice, or promote activities that harm the environment, organizations that block or work against community empowerment and do not subscribe to the principles of human scale development.

It is impossible to produce an exhaustive list of the areas that Solidarity with South Sudan would consider to be contrary to our aims. However as a starting point organizations involved in any of the areas below would definitely be seen as working against our aims:

- Animal testing, the fur trade; genetic engineering; petroleum; human rights abuses; intensive farming; manufacture of hazardous products or chemicals;
- military contracts; mining; ozone depleting chemical production; nuclear power; pesticide production; third world debt; third world marketing; tobacco;
- tropical hardwood sales; water pollution.

Solidarity with South Sudan works to receive funding from statutory bodies or charitable trusts. We accept this funding because it is intended to promote work that contributes to our aims and because it is necessary for Solidarity with South Sudan’s operation. We recognize however that some statutory bodies are not necessarily ethical just by virtue of being statutory bodies. In recognition of this we always attempt to promote good practice by disseminating our methods and asking for ethical policies from the bodies we are involved with.

However, we recognize that occasionally trusts are set up with the express purpose of making an otherwise unethical organization seem more ethical and responsible through positive advertising: the green-wash effect. We therefore do not accept money from any charitable trust if it is a requirement of grant receipt to advertise any company or organization whose activities run contrary to our aims.

In this context, partnership means any work that Solidarity with South Sudan does whereby the responsibility for the end result of that work is jointly owned between Solidarity with South Sudan and another group.

Solidarity with South Sudan will not work in partnership with any organization, either company, statutory, voluntary or community-based whose purpose is contrary to our aims. Please see section above for reference of what this means to us, and how we would determine this.
Solidarity with South Sudan will aim to be in partnership with organizations that are working towards the same or similar aims and are using a similar approach. It will also aim to work with organizations, which may have not considered such issues, but who are willing to listen and possibly change their practices through dialogue with Solidarity with South Sudan. However this does not apply to organizations that directly work against what we are trying to do.

The list of areas above is in no way exhaustive and it is clear that many more questions will arise in the course of Solidarity with South Sudan's development than have been covered within this policy. To try to develop a policy that did cover all such areas would be an endless process and result in an unwieldy policy. The above statements of principle are meant as a working guide to assist in making decisions about these unforeseen situations.

In general it is the case that Solidarity with South Sudan would wish to avoid supporting or working with any organization that was working against our overall aims. The only exception to this might be an organization that Solidarity with South Sudan considered to be making a genuine effort to re-adjust its operations in line with our principles of sustainable development.
A-8 Communications Policy

The sharing of information regarding the aims, objectives, and future scope of Solidarity with South Sudan is critical to the success of the organization, in its current as well as subsequent phases.

This policy has been designed in such a way that it cuts across the various project disciplines and partner organisations to provide a holistic view of all communication requirements dealing with aspect such as awareness, communication, change management, capacity building and promotional...

The Communication Policy’s purpose is to serve as a guideline and road map for members of Solidarity with South Sudan to plan and execute the promotion of the organization through keeping all interested parties informed about its activities. Central to this strategy and as a first priority is the obvious requirement to develop and communicate the key messages relating to Solidarity with South Sudan, such as:

- Why Solidarity with South Sudan?
- What does the Solidarity with South Sudan seek to accomplish, where, when and to whom?
- What opportunities to participate in the project exist?

The communication activities need to be aligned with the distinct phases of the project’s strategic plan. This policy will give attention to two dimensions; the internal needs of the organization for maintaining a common vision and understanding of its experience and the external needs for communication so that present supporters and potential supporters may be kept informed about developments and how they might be able to support the organisation.

The following communication goals were set for the current phase Solidarity with South Sudan’s project:

- To create resources
- To keep donors and supporters informed about developments

The following key communication objectives need to be met:

- To communicate and reinforce the key messages of Solidarity with South Sudan to a large audience of stakeholders and impacted parties
- To gain support for the project through highlighting its benefits to educators, partners, and administrators
- To explain the project process, structure, deliverables and timeframes to all impacted parties
- To inform partner institutions and companies of the current and future requirements for participation (i.e. infrastructure, processes and inputs required)
To create an environment with a positive disposition to the project through communication, transformation, change management and capacity-building activities

**Governing Board Members**

To ensure that all Board members have access to the latest information about the organization it is important that minutes are circulated promptly after Board meetings. All Board members should also receive the minutes of the Governance Board sub-committees and the Executive council normally within 10 days of the meeting.

Board Members are expected to exercise their responsibility for the organisation by reading the relevant materials and promptly responding when it is required.

**Staff and Volunteers**

Everyone working with Solidarity with South Sudan needs to be aware of the responsibility they have for observing the reporting requirements that exist. Failure to provide timely and complete reports can have serious consequences not only for the ability of the Governing Board to make correctly informed decisions but can also detrimentally impact upon the relationships Solidarity with South Sudan has with Donor Agencies.

All members of the organisation need to be aware of what reports (information or financial updates) they are required to submit, why they are required to submit them, and the dates for their submission.

All formation that is gathered needs to be easily accessible for those who are responsible for promoting awareness of the organisation to the general public, member congregations and donor agencies.
A-9 The Solidarity with South Sudan Personnel Handbook

The Executive Director will be responsible for ensuring that there is a personnel handbook created as an instrument that applies the policies and procedures to the practical operations of the organisation. The Personnel Handbook needs to be periodically reviewed and updated to ensure it is congruent with the Solidarity with South Sudan’s Statutes and the Governance Manual of the Board. The Personnel Handbook should include the following elements:

- Recruitment, Selection and Appointment
- Orientation and accompaniment
- Workplace, Terms and Conditions, Performance Review and Renewal of Contract
- Responsible Behaviour
- Occupational Health, Safety, Security
- Financial Procedures
- Completion of Service
- Exit Interview

Also included in the document should be policies and instruments that staff need to be aware of such as:

1. Code of Conduct
2. Child Protection Policy
3. Personnel Evaluation Form
4. Completion of Service Questionnaire
   a. Religious
   b. Volunteers
5. Letter of Understanding
6. Religious Community Life: General Working Guidelines
7. Volunteer Policy
8. Emergency Contact And Medical Form

The Executive Director is responsible for ensuring that all members of staff receive an updated copy of the Personnel Handbook within 14 days of it having been updated and approved.