



Darfur Peace and Development Organization Board of Directors Manual

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1. The Organization

1. Structure and Strengths

Darfur Peace and Development Organization (DPDO) is 501 (c) 3 , US-based non-profit, nonsectarian organization established in 2002 by expatriate Sudanese from the Darfur region of Sudan.

The organization's strengths include

- An extensive network of information resources within Darfur that provides reliable updates on developments affecting field operations;
- Credible speakers for its advocacy efforts;
- A policy of non-alignment with political movements or organizations;
- A growing network of reliable volunteers;
- Credibility in the expatriate Sudanese community and increasingly in the donor community.

2. Mission and Core Values

DPDO's mission is to support the re-establishment of rule of law in Darfur and to facilitate the restoration of the physical and cultural fabric of Darfurian society through projects that address the needs of the civilian population.

Darfur Peace and Development Organization is founded on and implements its programs with the following core values:

- Inclusiveness, diversity and human dignity;
- Exchange of ideas and strategies in a mutually respectful context;
- Continuous personal, social and cultural growth;
- Concern for rule of law and unrestricted access to justice;
- Development, advancement and distribution of knowledge relevant to Sudanese and those who serve this population; and
- Outreach and advocacy on issues of concern to Sudanese.

4. Partners and Consultants

UNCIEF, UNDP, UNFA, and WHO

The Open Society Justice Initiative, an operational program of the Open Society Institute (OSI), pursues law reform activities grounded in the protection of human rights, and contributes to the development of legal capacity for open societies worldwide. The Justice Initiative combines litigation, legal advocacy, technical assistance, and the dissemination of knowledge to secure advances in five priority areas: national criminal justice, international justice, freedom of information and expression, equality and citizenship, and anticorruption. Its offices are in Abuja, Budapest, and New York.

Tracey Gurd is the program manager.

Hogan and Hartson, LLP provides pro bono legal consultation through its Community Services Department. The CSD has earned the allegiance of a number of major public interest groups. Among these groups are the Lawyers' Committee for Civil Rights Under Law, the American Civil Liberties Union (ACLU), the International Human Rights Law Group, Mexican American Legal Defense and Education Fund (MALDEF),

Public Counsel, the Bazelon Center for Mental Health Law, Human Rights First, the International Rescue Committee, the National Association for the Advancement of Colored People (NAACP) and the NAACP Legal Defense and Educational Fund, Inc (LDF). The firm also receives numerous court appointments from the local and federal judiciary in civil, and occasionally criminal, cases at both the trial and appellate levels.

Toby Smith is DPDO's consulting attorney.

5. Volunteers

DPDO is honored to receive the on-going assistance of community members and student interns to assist with our projects.

6. Ongoing Programs

- Schools Project
- Peace building and Reconciliation Project
- Health Emergency Project
- Sudan Documentation Project

7. Programs in Development

Darfur Women's Services Center

The Darfur Women's Services Centers will equip Darfurian women, on an individual and collective basis, with the resources to resolve the consequences of sexual trauma. The centers' approach is holistic, integrating psychological, social, economic and educational elements.

The Centers will:

- Provide private counseling and reproductive health care for a minimum of 600 survivors of sexual trauma in three IDP camps in Northern Darfur;
- Foster men's acceptance and support of survivors through the *Dara*, the traditional daily gathering for discussion of issues relevant to the village/camp;
- Restore survivors' ability to provide for their children through micro-enterprise development;
- Train a minimum of 240 women from the camps in best practices for victim assistance and reproductive health services; this training enables the near-term treatment of survivors in other camps, and the long-term evolution of women's health services throughout Darfur.

Community Dialog Project

This conflict resolution project incorporates *Agaweed* (mediator) training with a series of community conferences that bring together representatives from all ethnic groups in Darfur to develop shared visions for social and economic opportunities.

Following these gathers in 26 communities, a weeklong regional conference will be held to formalize intercommunity reconciliation and to develop a plan for rebuilding and developing communities and Darfur.

8. Organization Legal Documentation

LEGAL STATUS: Incorporated July 1, 2002 (State of Virginia)

EIN: 02-0748310 (Sept 6, 2005)

DUNS #: 623121667

NON-PROFIT STATUS:

DPDO has been a member of the National Heritage Foundation (NHF), which has served as financial agent for grants and donations. DPDO has applied for and received provisional approval to operate as an independent 501c3 non-profit. As of January 2007, DPDO will begin to operate independently of NHF.

OFAC LICENSE NUMBER: SH-98271

In accordance with US Sanctions, DPDO received a license from the US Treasury Department to operate in Sudan.

II. Governance

Governance Policy

(The Web site www.carvergovernance.com offers a description of the “world’s most complete theoretical foundation for the governing board’s role in business, nonprofit and governmental organizations.” The description is excellent: it is also 17 pages long. The following are excerpts from just two of its sections.)

The Policy Governance model recognizes that any governing board is obligated to fulfill a crucial link in the “chain of command” between owners—whether legal or moral in nature—and operators. The board does not exist to help staff, but to give the ownership the controlling voice. The board’s owner-representative authority is best employed by operating as an undivided unit, prescribing organizational ends, but only limiting staff means, making all its decisions using the principle of policies descending in size. The model enables extensive empowerment to staff while preserving controls necessary for accountability. It provides a values-based foundation for discipline, a framework for precision delegation, and a long term focus on what the organization is for rather than what it does.

The Policy Governance model provides an alternative for boards unhappy with reactivity, trivia, and hollow ritual—boards seeking to be truly accountable. But attaining this level of excellence requires the board to break with a long tradition of disastrous governance habits. And it offers a challenge for visionary groups determined to make a real difference in tomorrow’s world.

Board of directors are trustees who act on behalf of an organization's constituents, including service recipients, funders, members, the government, and taxpayers. The board of directors has the principal responsibility for fulfillment of the organization's mission and the legal accountability for its operations. This means that as a group they are in charge of establishing a clear organizational mission, forming the strategic plan to accomplish the mission, overseeing and evaluating the plan's success, hiring a competent executive director and providing adequate supervision and support to that individual, ensuring financial solvency of the organization, interpreting and representing the community to the organization, and instituting a fair system of policies and procedures for human resource management.

Board members have a duty of loyalty to the organization, its staff and other board members. While differences of opinion are sure to arise, board members should seek to keep disagreements impersonal. By practicing discretion and accepting decisions made on a majority basis, board unity and confidence will be promoted.

In Policy Governance the board is in charge of its own job; board meetings become the board's meetings rather than management's meetings for the board. Board meetings occur because of the need for board members to learn together, to contemplate and deliberate together, and to decide together. Board meetings are not for reviewing the past, being entertained by staff, helping staff do its work, or performing ritual approvals of staff plans.

The CEO is always present, but is not the central figure. Other staff might be present when they have valuable input on matters the board is to decide. For community boards, with rare exceptions meetings would be open—not to please the law, but because of a board commitment to transparency. The board is not merely a body to confirm committee decisions, but the body that makes the decisions. Board committees might be used to increase the board's understanding of factors and options, but never to assume board prerogatives or remove difficult choices from the board table. In contrast to the old bromide that "the real works takes place in committees," in Policy Governance the real work takes place in the board meeting.

Board meetings should thus be more about the long term future than the present or short term future ... more about ends than means ... more about a few thoroughly considered large decisions than many small ones. And by their very character, meetings should demonstrate that the board's primary relationship is with owners, not with staff.

III. Responsibilities of the Board

The following is description of the responsibilities and duties of a Non-profit Board:

- 1 Create a statement of mission and purpose, and review it periodically for accuracy and validity. This statement should set out the organization's goals, means, and primary constituents served. Each board member should fully understand and support it.
- 2 Select the organization's chief executive, then appoint, review, and (if necessary) dismiss that individual. The board must also ensure that the chief executive, who has responsibility for the administration of the organization, receives the moral and professional support he or she needs to further the organization's goals.
- 3 Ensure effective organization planning. As steward of the organization, the board must actively participate with the staff in an overall planning process, and assist in implementing the plan's goals. The board should help management to develop business plans, policy objectives, business strategies, and priorities.
- 4 Ensure adequate resources. One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission. The board should work in partnership with the chief executive and development staff to raise funds from the community.
- 5 Manage resources effectively. The board, in order to remain accountable to its donors and the public, and to safeguard its tax-exempt status, must assist in developing the annual budget and ensuring that proper financial controls are in place.
- 6 Determine, monitor, and strengthen the organization's programs and services. The board's role in this area is to determine which programs are the most consistent with an organization's mission, and to monitor their effectiveness. By constantly reviewing the organization's work, the board ensures the organization's capacity to carry out its programs.
- 7 Enhance the organization's public standing. The board is the organization's primary link to the community. Clearly articulating the organization's mission, accomplishments, and goals to the public, as well as garnering support from members of the community, are important elements of a comprehensive public relations strategy.

- 8 Ensure legal and ethical integrity and maintain accountability. The board is ultimately responsible for ensuring adherence to legal standards and ethical norms. The board must establish pertinent policies and procedures (e.g., personnel policies, grievance procedures), and adhere to provisions of the organization's bylaws and articles of incorporation.
- 9 Recruit and orient new board members, and assess board performance. The board must select new board members and orient them to their responsibilities, and the organization's history, needs, and challenges. By evaluating its performance, the board can recognize its achievements and determine which areas need to be improved. As the organization grows and improves, the governing board must also evolve to meet changing needs and circumstances.

IV. Qualifications of Board Members

Because the Board of Directors will play an important role in the organization, we seek individuals who:

- Can bring a variety of skills, experience, and diversity to the organization.
- Have backgrounds and contacts that differ from -- but complement -- those of the other directors. This diversity is vital to maintaining a "balanced" board composition.
- Have concern for DPDO's development, and are willing to learn about the substantive program areas of the organization.
- Are prepared to set aside any potential conflict between their personal or individual business interests to support the well-being of the organization.
- Have a developed sense of values and personal integrity.
- Are sensitive to and tolerant of views and opinions different from their own.
- Are friendly, responsive, and patient, and have a sense of humor.
- Work well with individuals and groups.
- Can listen, analyze, and think clearly and creatively.
- Are not hesitant to ask questions.
- Are willing to prepare for and attend board and committee meetings.
- Will take responsibility and follow through on assignments.
- Are willing to contribute personal and financial resources to the organization, and to cultivate and solicit outside funds.
- Can open doors in the community.
- Can recruit board members and other volunteers.
- Are willing to develop skills they need in order to be effective board members (e.g., the ability to read and understand financial statements).

V. Responsibilities of Individual Board Members

Within larger framework of board responsibilities, the individual board members you have chosen must each fulfill certain obligations to the organization. Those obligations include:

- Attend all board and committee meetings and functions, and be prepared to participate.
- Stay informed about board and committee matters; review and comment on minutes and reports.
- Stay informed about the organization's mission, services, policies, and programs.
- Keep up-to-date on developments in the organization's field.
- Follow developments in the community, economy, government, etc. that may affect the organization.
- Serve on committees and offer to take on special assignments.
- Make a personal financial contribution to the organization.
- Participate in organizational fundraising.
- Inform others about the organization.
- Get to know other members; build working relationships that contribute to consensus.
- Suggest nominees to the board who can make significant contributions to the work of the board and the organization.
- Follow conflict of interest and confidentiality policies.

- Assist the board in carrying out its fiduciary responsibilities such as reviewing the organization's annual financial statements.
- Participate actively in the board's annual evaluation and planning efforts.

Keep in mind that:

- Board members have no individual authority separate of the board.
- Board members are expected to support decisions of the board, regardless of personal desires and/or opinions.

VI. Board Member Job Descriptions

Besides being members of the board, several of your board members will be asked to take on additional responsibilities as office holders and/or committee members. Here are some of the responsibilities associated with specific board positions:

Chair

- Serves as the chief volunteer of the organization.
- Is a partner with the chief executive in achieving the organization's mission.
- Provides leadership to the board.
- Chairs meetings of the board after developing the agenda with the chief executive.
- Encourages the board's role in strategic planning.
- Appoints committee chairs, in consultation with other board members.
- Serves ex officio as a member of committees, and attends their meetings when invited.
- Discusses with the chief executive issues of concern to the board or the organization.
- Helps guide and mediate board actions with respect to organizational priorities and governance.
- Monitors financial planning and financial reports.
- Plays a leading role in fundraising activities.
- Formally evaluates the performance of the chief executive; informally evaluates the effectiveness of the board members.
- Evaluates annually the performance of the organization in achieving its mission.

Vice Chair

- Is typically a successor to the Chair.
- Reports to the Chair.
- Performs Chair responsibilities when the Chair cannot be available.
- Works closely with the Chair and other staff.
- Participates closely with the Chair to develop and implement officer transition plans.

Committee Chair

- Sets the tone for the committee work.
- Ensures that committee members have the information they need to do their jobs.
- Oversees the logistics of committee operations.
- Reports to the board's Chair.
- Reports to the full board on committee decisions/recommendations.
- Works closely with the chief executive and other staff as agreed to by the chief executive.
- Assigns work to the committee members, sets the agenda and runs the meetings, and ensures distribution of meeting minutes.
- Initiates and leads the committee's annual evaluation.

Secretary

- Maintains records of the board and ensures effective management of organization's records.
- Manages minutes of board meetings
- Ensures minutes are distributed to members shortly after each meeting.

- Is sufficiently familiar with legal documents (e.g. articles, by-laws, IRS letters) to note their applicability during meetings.

Treasurer

- Manages the finances of the organization.
- Administrates fiscal matters of the organization.
- Provides the annual budget to the board for approval.
- Ensures development and board review of financial policies and procedures

VII. Board Committees

1. Finance and Legal
2. Human Resources (Board and staff development, continuing education and benefits program(s))
3. Program Development
4. Public Relations / Speakers Roster
5. Advocacy (Legislative, student, etc)
6. Membership
7. Other

VIII. Current Matters for Board Consideration

Board Meeting 2007 - Set Date and Place
Composition and conduct of the Board
Committee Formation and responsibilities
Legal Compliance, Accountability and Liability, Conflict of Interest
Financial Review
Program Review and Evaluation
Public Policy Advocacy Development
Public Membership Development
Compensation and Employee Evaluation