

The SAYWHAT Way

Final Draft Operations Handbook

This version of the Handbook is a first release. Comments, clarifications, and corrections should be directed to the secretariat

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1. Introduction: About SAYWHAT

The Students and Youth Working on reproductive Health Action Team (SAYWHAT) is a student and youth social movement birthed in 2003 with the express ambition to contribute to the existence of healthy and empowered students and youth in institutions of higher learning in Zimbabwe who thoroughly enjoy their sexual and reproductive health rights. Since its inception, the SAYWHAT movement has pursued its mission through demand generation, student-friendly SRH information and education, and gender-sensitive programming. The movement's work has been primarily led and driven by student structures in tertiary institutions and young people trained and supported as community activists and cadres in communities. The SAYWHAT movement has evolved over the years and has expanded its scope of work beyond SRHR to embrace public health, education, and child safeguarding programming. It has also spread its tentacles beyond the borders of Zimbabwe into the Southern African region, where it has established strong collaborations and networks under the Southern African Students and Youth Consortium (SARSYC). The movement aspires to become a sub-regional and pan-African movement with continental coverage by 2050. SAYWHAT was initially registered as a Trust in 2007 and then upgraded its registration into becoming a Private Voluntary Organisation in 2017 under the PVO Act of Zimbabwe [Chapter 17: 05] (34/2017).

1.1 Vision, Mission & Core business

Vision

Generations of Healthy and empowered young people (students, youth, adolescents, and children) across Africa.

Mission

To promote students, youth, adolescents and children's access to health and education rights, services & commodities across Africa.

Core Business

The SAYWHAT movement mobilises students, youth, adolescents, and children to promote the global targets and goals actively and meaningfully for improved health (including SRH), education and children's welfare at national, sub-regional and pan-African levels. SAYWHAT fosters a sharp sense of personal and collective responsibility among students, youth, adolescents, and children for promoting good health and education outcomes. The movement majors in creating safe spaces for young people

(students, youth, adolescents and children) to improve their access to health and education, thus reducing inequalities amongst different subpopulation groupings of young people.

1.2 Why the SAYWHAT Handbook?

The SAYWHAT Way outlined in this Handbook defines the various relationships constituting the SAYWHAT ecosystem and sets the parameters, jurisdictions, and functions for the various SAYWHAT structures. They are presented as guiding frameworks considering SAYWHAT, a movement and dynamic institution that must respond to emergent strategy and contextual threats and opportunities. Adaptability, learning and responding to context are integral parts of *the SAYWHAT Way*, but within a context of integrity and the highest levels of exemplary conduct on the part of SAYWHAT office bearers and operatives. This exemplary conduct and integrity are guided by a Code of Conduct to be followed strictly by all SAYWHAT members as outlined in this Handbook.

2. Organisational Structures & Governance

- (a) SAYWHAT has a variety of structures that are part of its governance framework, i.e., the SAYWHAT Board of Trustees, the SAYWHAT Advisory Board (SAB) and the SAYWHAT General Assembly (SGA). The SAB represents a veritable oversight function that ensures that while operating as a movement through the students (SGA and its constituent structures and constituents), SAYWHAT is also professionally run through a professional and technically savvy Secretariat, which the National Coordinating Committee (NCC) and Advisory Board (by special proviso) formally employ. This allows SAYWHAT to operate as a social movement organisation with a Secretariat that operationalises and conducts the technical work supporting the movement and student-led structures from respective institutions' Local Coordinating Committees (LCCs). The LCCs are responsible for planning and coordination at an institutional level and deploy their selected chairpersons to the Provincial Coordinating Committees (PCCs), coordinating delegates to the SAYWHAT General Assembly. On an annual basis, a National Coordinating Committee (NCC) is elected to provide political, organising and institutional leadership for the movement. The SAYWHAT Board of Trustees ensures stability and

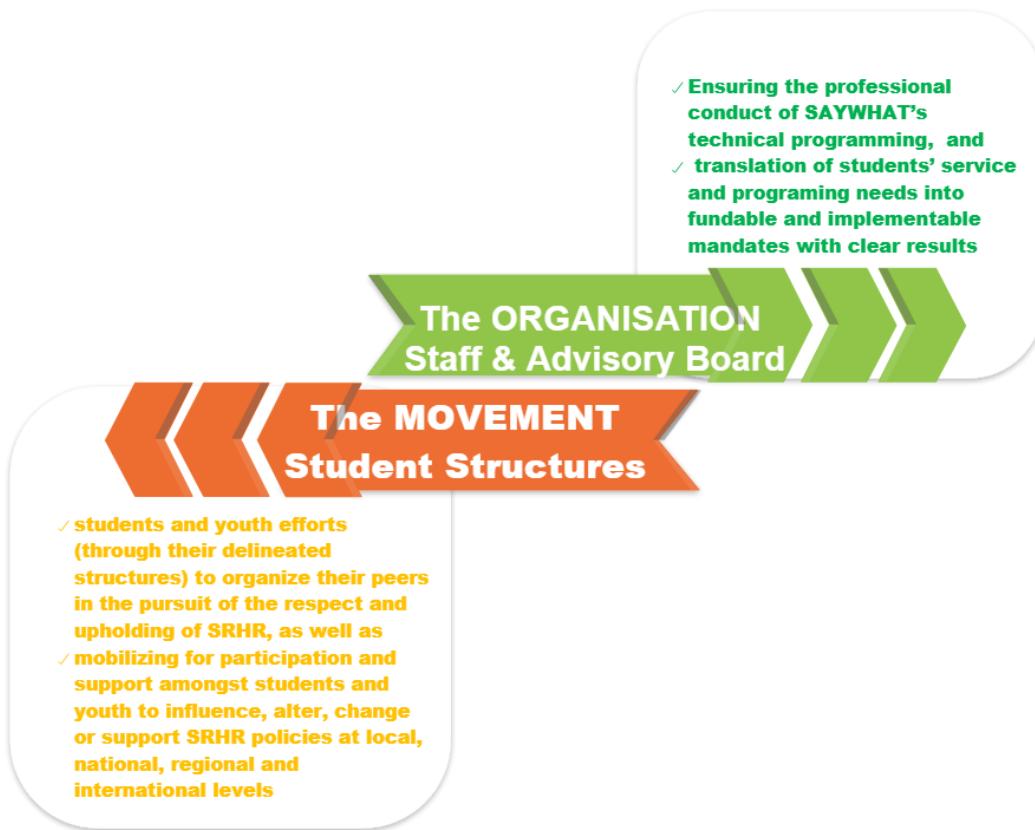
continuity in the existence of SAYWHAT. It acts as the final arbiter of all disputes internally within SAYWHAT before resorting to outside remedies in accordance with the Deed of Trust.

- (b) SAYWHAT's various structures, through clearly delineated roles, complement each other towards fulfilling its vision. The *SAYWHAT Way* outlined in this Handbook is centred on optimising organisational learning and performance by allowing individuals to utilise their capacities fully and focus on high performance by concentrating on their mandates. The underlying principle is that students know best the sexual and reproductive health challenges they face. On this understanding, this Handbook, and other SAYWHAT statutes, promote the role of students as integral stakeholders in SAYWHAT and imaginers of the solutions to SRHR challenges. SAYWHAT's various structures foster student participation throughout project and decision-making cycles to ensure students' voices, thoughts, and ideas are front and centre of SAYWHAT's demand-driven approach to intervening on SRHR issues.
- (c) Despite the pride of place that SAYWHAT gives to student participation, direction and control, it acknowledges that students are also individuals/professionals/adults in transition. *Student hood* and *Youth* constitute a critical interregnum in most people's lives. It is a critical transitional phase from adolescence to adulthood in which students and youths learn, acquire skills, and develop themselves as sound professionals in their chosen fields. It is not an end state. While brilliant and promising, students and youth face huge time requirements from their studies and their technical capacity and experience in running institutions often need to be improved. On account of the foregoing, SAYWHAT acts as an incubation point for promising SRHR leaders and insulates the organisation from its limitations by ensuring professional and grounded support to the movement via a Secretariat, Trustees and the Advisory Board. The SAYWHAT Organizational Development process of 2018 identified this duality in SAYWHAT and captured it as a tension between SAYWHAT as a "Trust" and SAYWHAT as a "Private Voluntary Organisation ("PVO").
- (d) However, as spelt out here, SAYWHAT is a developing public health social movement organisation operating with a clear division of labour between the *organisation* and its *organising* functions. The *organisation* is responsible for: (1.)

ensuring the professional conduct of SAYWHAT's technical programming and (2.) translating students' service and programming needs into fundable and implementable mandates with precise results.

(e) The *organising* element relates to (1.) students and youth efforts (through their delineated structures) to organise their peers in the pursuit of the respect and upholding of SRHR, as well as (2.) mobilising for participation and support amongst students and youth to influence, alter, change or support SRHR policies at local, national, regional and international levels. This is illustrated in Figure 1 below:

Figure 1: SAYWHAT's Role Demarcation Between Organisation & Organising Function



(f) The student/movement/organising component is where SAYWHAT derives its mass base and legitimacy through demand-driven program delivery. SAYWHAT operates through the following primary organs which affect SAYWHAT's organisational and organising operations:

- i. The membership.
- ii. National Chapter General Assembly (SGA) & National Coordinating Committee (NCC).
- iii. Local Chapters & Local Coordinating Committee (LCC).
- iv. Provincial Chapters & Provincial Coordinating Committee (PCC).
- v. The Secretariat.
- vi. The Advisory Board and.
- vii. The Board of Trustees.

(g) The thin line between smooth operations and chaos in the operations of SAYWHAT lies in the separation of responsibilities and powers of these structures.

(h) Given the above, SAYWHAT is a dual organisation not because of modes of registration (practical arrangements for operational purposes) but because of its public health social movement organisational structure as outlined in the Deed of Trust and elaborated in this Handbook and depicted in Figure 2.

(i) Figure 2 is a simplified illustration of SAYWHAT's organisational blocks. It shows how meaningful participation and representation of the students and the youth movement is streamlined across all institutional blocks and how the Secretariat retains a presence in all structures. SAYWHAT's Secretariat structure is envisaged in the 2021-2050 Strategic framework is captured in figures 3 below.

Figure 2: The SAYWHAT Internal Ecosystem/Structure

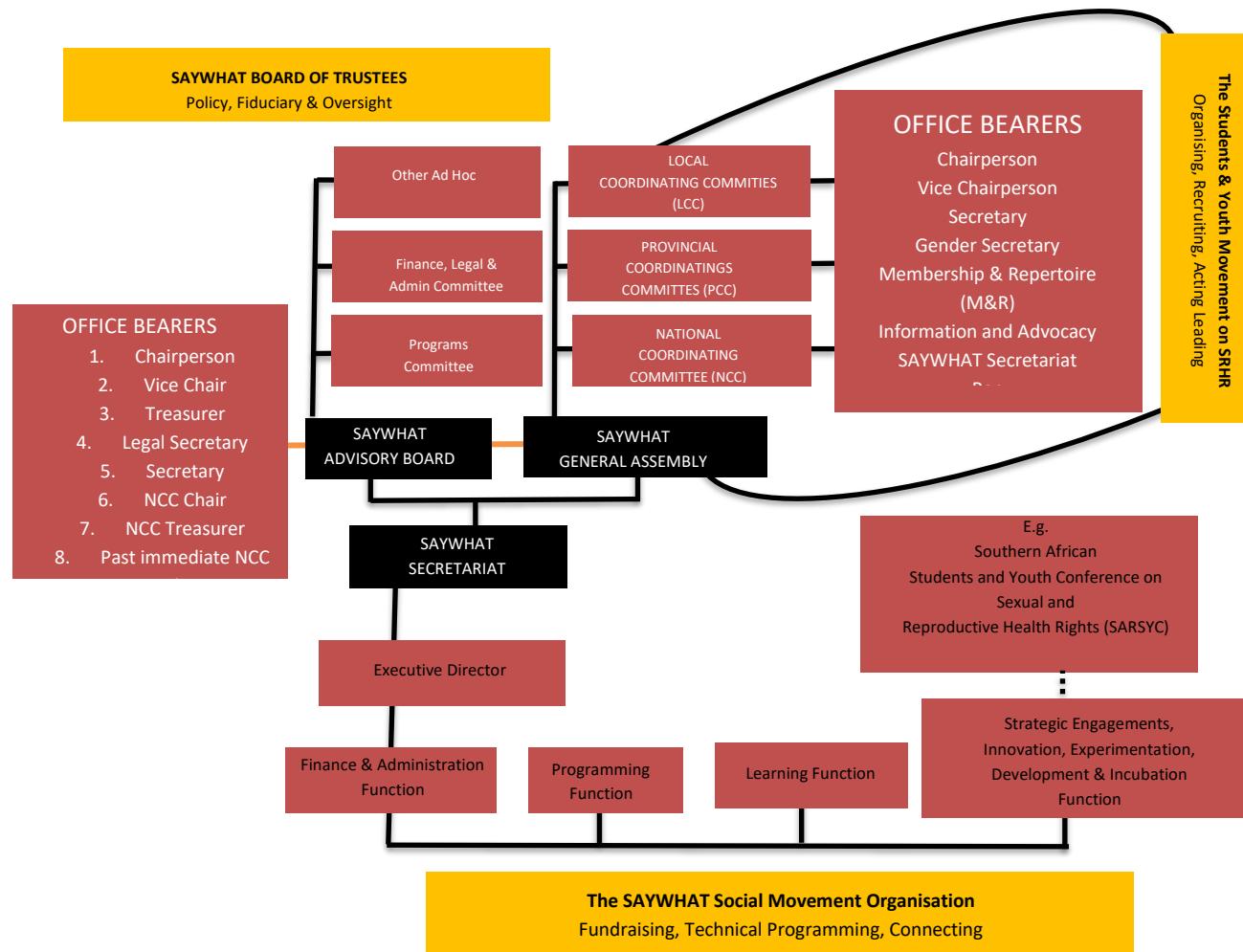
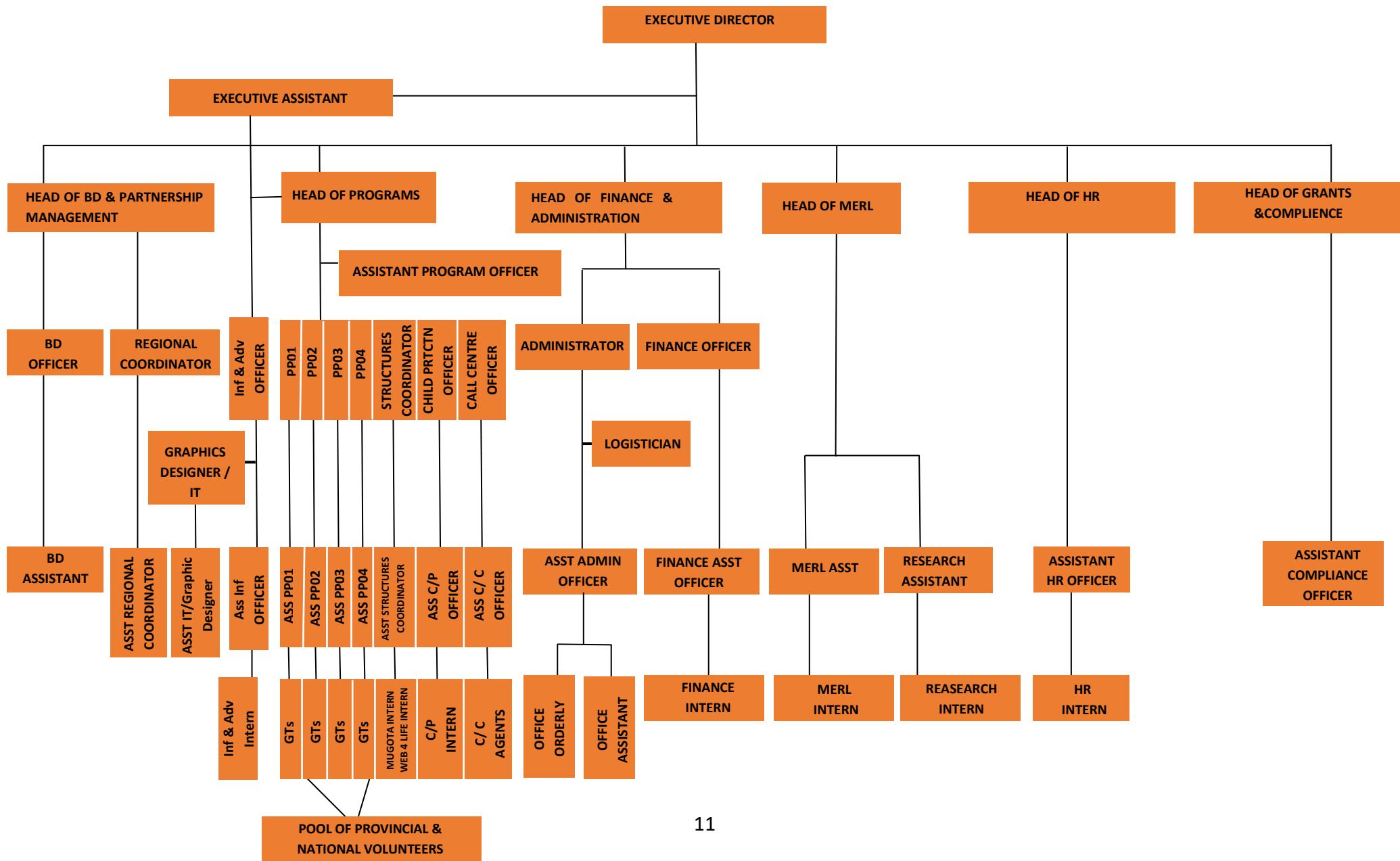


Figure 3: The SAYWHAT Organizational Structure (Staff).



3. SAYWHAT Membership

SAYWHAT is a membership-based institution with a body cooperating, entailing its ability to sue and be sued. As defined in the Constitution / Deed of Trust and elaborated below, members usually enjoy priority as primary beneficiaries and stakeholders of SAYWHAT. Still, they are not the sole beneficiaries of the organisation's activities. SAYWHAT serves students in tertiary institutions regardless of their membership status. However, some rights and responsibilities accrue to members but are non-tenable and binding on non-member beneficiaries. SAYWHAT has three types of membership: Student members, Youth members, and Honorary/corporate members, as outlined below.

3.1 Student Members

- (a) Student membership is the primary form of SAYWHAT membership and is granted to any interested current student pursuing his studies at a registered institution of higher learning. Upon satisfactory completion of an application process to the National Coordinating Committee (NCC) through the LCC at the institution where the student is registered, such membership will be granted. Pre-designed registration and electronic forms will be used for membership application processes with space and provisions for prospective members to demonstrate interest and commitment to the vision, mission, objectives and values of SAYWHAT as outlined in the SAYWHAT constitution.
- (b) Through the officer responsible for membership management, the LCC will ensure the membership database's easy, effective and efficient administration. The LCC will keep a record (database) of SAYWHAT members at the institution, which it shares with the Secretariat for consolidation. Any updates to the membership database will also be communicated to designated staff for updates. SAYWHAT will attempt to institute an online database updating and management protocol for easy updates and to ensure the integrity of the membership register.
- (c) At each registration, student membership is tenable for one year, with members required to renew such membership should they wish to continue as either student or youth members.

3.2 Youth Alumni/ Alumni Association (Youth Members)

- (a) SAYWHAT membership will also be open to any person who, immediately before completing his studies or having for whatever reason left the institutions at which he was enrolled, was a student member, and
- (b) Any person who, though not having been a member of SAYWHAT, has, to the satisfaction of the Alumni Association, demonstrable commitment, expertise and interest in student and youth public health and is willing to contribute to the advancement of the objectives of SAYWHAT.
- (c) SAYWHAT youth members will be affiliated with LCCs at institutions they originally learnt. In exceptional cases, youth membership with affiliation to an LCC other than at one's former institution of learning will be granted if the member resides in a province different from where they initially registered as a member and/or learnt.
- (d) Youth membership applications are made to the NCC through the LCC that a prospective member intends to affiliate. Through its Membership and Repertoire function, the LCC will be responsible for keeping an up-to-date database of youth members, which it will update and share with the SAYWHAT secretariat at designated periods.

3.3 Honorary and cooperate members (Friends of SAYWHAT)

- (a) SAYWHAT may, from time to time, confer honorary or corporate membership to individuals and cooperate entities. Suggestions for honorary and cooperate membership conferment can stem from any SAYWHAT structures but are approved by the NCC, subject to motivation from the sponsoring organ, and endorsed by the SAYWHAT Board to avoid spurious and wrong associations.
- (b) Honorary membership and association will be for five years, with SAYWHAT and the member conferring on whether to continue the association after the five years. It is granted for various reasons, including, among other things, strategic association and technical assistance provision, within the interests of SAYWHAT and its mission to advance the youth and students' reproductive health agenda. These shall be referred to as friends of SAYWHAT.
- (c) Honorary members can:

- i. Give programming advice at various levels through responsible decision-making structures in SAYWHAT.
- ii. Provide technical expertise and voluntary services as may be deemed necessary from time to time upon invitation by the institution.
- iii. Lend their credibility to the causes of SAYWHAT by becoming ambassadors of SAYWHAT in advocacy programmes and fundraising initiatives.
- iv. Take part in SAYWHAT activities as participants, facilitators, and presenters at all levels upon invitation. Such invitation shall be made on the value proposition of such involvement.

(d) Honorary members may attend Annual General Meetings but cannot stand for office for elective posts in SAYWHAT.

(e) No honorary or active member shall have the right to SAYWHAT property and assets by the membership.

3.4 Role of Student and Youth Members

SAYWHAT students and youth members can:

- (a) Participate in the elections of LCCs at the college level,
- (b) Participate in local/institutional chapter meetings and make recommendations and resolutions regarding the various organising functions of SAYWHAT.
- (c) Participate, with the coordination of LCCs, in drafting local work plans and implementing local or college-level activities.
- (d) Provide a link between the LCC and the general student population (beneficiaries of SAYWHAT programmes) within their colleges.
- (e) Recruit other members.

Student and youth membership shall terminate following the occurrence of any of the following factors: -

- (a) Expiry of the membership period. When student membership lapses or the member ceases to be a student for any reason, such a member can only continue being so after applying for a change of status to youth membership.
- (b) Resignation of the member.
- (c) Expulsion for misconduct includes any conduct in breach of the SAYWHAT Constitution/Deed of Trust or the SAYWHAT Code of conduct, which is likely to bring the name of SAYWHAT into disrepute.
- (d) Death of the member.
- (e) When deemed fit by the NCC for any other justifiable cause. The NCC's decision shall be final and may only be reversed by a decision on appeal to the SAYWHAT General Assembly at an Annual General Meeting, provided the appeal is lodged following laid out formal procedures outlined in the SAYWHAT Constitution/Deed of Trust.

Upon termination of membership, the member must be subsequently struck off the register; or the member shall be moved to the new membership form when switching the membership title.

3.5 Membership Application Process

- (a) Membership applications are made by filling in forms and paying a registration fee, which on acceptance, becomes the annual subscription fee. The NCC mandates the LCC to handle the administrative processes of recruiting and managing members based on rules and guidelines determined by the NCC, which may change occasionally. Completed forms are transmitted to the Secretariat as soon as is conveniently possible. The Secretariat shall keep a record of all members in a searchable confidential electronic database and a parallel archive managed by the information officer/membership coordinator or any other officer within the Secretariat appointed by the Executive Director to do such filing.

3.5.1 Subscriptions

(a) Members shall pay an annual subscription fee as prescribed by the NCC from time to time. The subscription fee is paid to a designated SAYWHAT account (bank and or mobile money account). Persons who are unpaid members are not considered members and may not participate in internal SAYWHAT governance processes and structures, including elections, as a voter and/or a candidate.

3.5.2 Use of the subscription fee

(a) Subscriptions will be used to support SAYWHAT chapter-level activities. The subscription fees shall be internally audited by an officer responsible for Finance in SAYWHAT. At the discretion of appointed external institutional auditors, they may be audited by the external auditors annually.

(b) Depending on the availability of funds, SAYWHAT LCC structures in colleges are also entitled to a share of all monies that SAYWHAT may raise to support college-level activities, including subscriptions of honorary members paid directly to the Secretariat.

3.6 Roles and Responsibilities of the Structures/Membership Coordinator

- (a) Membership profiling and Database Management at National and Regional levels
- (b) Management of membership subscriptions in liaison with LCCs, the provincial secretariat and the NCC
- (c) Coordination of the Membership application process
- (d) Management of all communications with membership and structures' leadership
- (e) Planning, organising and coordinating membership activities across structures.
- (f) Development of the SAYWHAT Movement membership mobilisation strategy
- (g) Leading the implementation of the movement's visibility strategy
- (h) Linking SAYWHAT structures across the Southern African Region
- (i) Representing the movement in strategic policy engagements at national, regional and pan-African levels.
- (j) Coordination of the SAYWHAT movement alumni at the National and Regional Levels

4. SAYWHAT in Tertiary Institutions

- (a) SAYWHAT seeks a Memorandum of Understanding (MoU) with all the colleges with local chapters. These agreements should grant the organisation authorisation to work with students in the college.
- (b) In exploring work in colleges, the NCC may avoid colleges with other organisations working on SRHR. When such a decision has been reached, the respective college and associated student organisations can work with SAYWHAT in programming. Still, they will not participate in SAYWHAT General meetings as delegates and, as such, will not have a vote at the general, provincial or local chapter meetings.
- (c) SAYWHAT may also enter MoUs with other credible student structures in colleges before SAYWHAT's establishment at the college. In such instances, SAYWHAT insists on having a focal person within the existing structure responsible for mobilising members. Once SAYWHAT members have reached enough to form a local chapter, an LCC will be chosen, constituting a separate SAYWHAT structure in the college. In that event, the college may start participating in the SGM and vote in SAYWHAT matters.

4.1. Focal Persons

- (a) A SAYWHAT focal person is a college staff member with whom SAYWHAT either has a presence or entered an MoU. The Focal Person is responsible for students' Sexual, Reproductive Health and Rights issues or related issues.
- (b) The SAYWHAT Secretariat and all structures of students (including the LCC, the PCC and the NCC) must be bound by the institution's rules and regulations. Focal Persons are points of contact in institutions of higher learning from faculty, who act as a bridge between SAYWHAT and college administrations and guides to SAYWHAT local chapters who are authoritative, official, and officially recognised by all parties. They channel formal communication between SAYWHAT (local chapters and Secretariat) and the college.

4.1.1. Who is a SAYWHAT Focal Person?

- (a) In different colleges, this staff member may be the Health and Life Skills Coordinator, HIV/AIDS coordinator, Peer Education coordinator, matron or, in

some cases, the dean of students. SAYWHAT will not nominate a focal person; such will be the responsibility of the college authorities. Upon initiating its programmes and acceptance into the institution, SAYWHAT shall be notified by the college authorities as to who this focal person is.

4.1.2 Roles and Responsibilities of the Focal Person

- (a) Concerning the work of SAYWHAT only, the Focal Person may have the following responsibilities.
 - i. To become the patron of the SAYWHAT local chapter and perform all duties related to the functions of a patron.
 - ii. To advise the SAYWHAT local chapter members and local coordinating committee members on the institution's regulations that affect their operations.
 - iii. To coordinate the participation of college-level SAYWHAT structures in relevant events and activities of the institution.
 - iv. In the presence of an NCC member or designate, to preside over the elections of LCC members.
 - v. During the transition from one LCC leadership to another, to assist in the operations of SAYWHAT, for a limited period only, in line with the LCC Constitution.
 - vi. To consult with college authorities and source operational space that may be used as an office where SAYWHAT books are kept and from which SAYWHAT activities may be conducted.
 - vii. When invited by SAYWHAT and authorised by their employer to represent their colleges on national and international platforms.
- (b) Although Focal Persons may enjoy benefits defined from time to time by the NCC, depending on the availability of resources and opportunities, they will not be entitled to any payment. Therefore, the service of Focal Persons is rendered in line with the duties already ascribed to them by their employer.

(c) SAYWHAT conducts inductions for all Focal Persons to familiarise them with the work of SAYWHAT.

4.2 The Local Chapters and Coordinating Committees (LCC)

(a) In each college where SAYWHAT works, a Local Chapter and Coordinating Committee (LCC) shall be established to ensure SAYWHAT's ground presence and implementation and coordination of SAYWHAT activities at the college level.

(b) A SAYWHAT Local Chapter will be deemed operational and recognised once initiators have established a membership base of a minimum of 15 students. After that, an LCC can be established. Only members of SAYWHAT at each college shall elect, from among themselves, a committee of seven (7 LCC members).

(c) The LCC shall be composed of the following elected members, namely.

- i. The Chairperson
- ii. The Vice Chairperson
- iii. The General Secretary
- iv. The Treasurer
- v. Gender Secretary
- vi. Publicity Secretary
- vii. Membership & repertoire Secretary

(d) LCC members shall be elected at the beginning of the school calendar and at least within one calendar month of the institution opening at the beginning of each year.

(e) An NCC member and the SAYWHAT Focal Person shall preside over the election of LCC members following the SAYWHAT Constitution and associated by-laws and procedures. SAYWHAT members shall be informed of the date for LCC elections two weeks in advance by the Focal Person.

(f) Only registered SAYWHAT members shall be elected to hold office as LCC members for a one-year term, with the possibility of re-election to another non-renewable one-year term.

4.2.1 Roles and Responsibilities of the LCC

(a) Broadly, the LCC provides leadership to and coordinates all the functions and SAYWHAT member activities of members at local chapters/colleges. Specifically, the LCC has the following roles and responsibilities.

- i. Formulating annual work plans for college-level activities, which it submits, for approval, to the NCC through the PCC.
- ii. Implement activities in their work plans within the college.
- iii. Coordinate SAYWHAT national advocacy campaigns at the college level.
- iv. Sending delegates representatives to the SAYWHAT PCC quarterly meetings and national AGMs. Such representatives could be the chairperson or their designate.
- v. Convene members' meetings at the college level at least twice a month.
- vi. Provide an interface between Focal Persons and the membership.
- vii. Coordinate and manage membership recruitment at the college.
- viii. Consult with the SAYWHAT Secretariat.
- ix. Any other roles ascribed to the LCC by the NCC.

4.2.2 Vacation of Office by LCC Members

(a) A member of the LCC shall vacate the office, and their office shall become vacant.

- i. Upon the expiration of their one-year term of office, two weeks before the institution's closure at the end of the year.
- ii. Writing to the LCC about their intention to resign.
- iii. By an act of misconduct, a member is asked to vacate office for offences that violate the Constitution /Deed Trust or put the institution's name into

disrepute. This decision, guided by the disciplinary procedures, may be taken by the LCC or NCC.

- (b) In the event of a member resigning or being asked to vacate office, the Focal Person, in consultation with the other LCC members, must call for an election within one month of the office becoming vacant.
- (c) Upon expiration of the LCC term of office, the LCC members must write a handover report to be submitted to the Focal Person and the Secretariat with all books and material belonging to SAYWHAT two weeks before the institution closes at the end of the year. The Focal Person shall receive such reports, books and material to hand over and orient the successive LCC.

5. Coordination beyond College Level

5.1 The Provincial Coordinating Committees (PCC)

In Zimbabwe, SAYWHAT operates in six provinces, sometimes combining the country's administrative provinces. These provinces, whose composition can be altered by the decision of the NCC, are as follows:

- i. Harare
- ii. Bulawayo
- iii. Masvingo
- iv. Midlands
- v. Manicaland
- vi. Mashonaland

(a) Upon establishment, each college group/ local chapter shall be notified of the province to which they belong. Each LCC chairperson and another LCC member of the opposite sex to the chairperson seconded by the LCC shall sit in the Provincial Coordinating Committee (PCC). As such, the PCC does not have a fixed number but shall be constituted of the total number of local chapters in the province. The PCC members will have a leadership structure like the LCCs with similar responsibilities but at the provincial level as follows:

- i. The Chairperson
- ii. The Vice Chairperson
- iii. The Secretary

- iv. Gender Secretary
- v. Publicity Secretary
- vi. Membership & repertoire Secretary

5.1.1 Roles and Responsibilities of the PCCs

- (a) The SAYWHAT PCCs facilitate joint planning between local chapters/colleges and link the local chapter/college level activities with the national consensus and trends within SAYWHAT and, broadly, the reproductive health sector. The following are some of the specific functions of the PCC.
- (b) Convene quarterly planning and feedback meetings where progress in implementing work plans and other business of the LCCs is discussed. The PCCs shall also discuss and determine its agenda for the NCC and receive feedback from the NCC through such quarterly meetings.
- (c) Plan and coordinate collaborative SAYWHAT activities in the province which involve more than one chapter/ college.
- (d) Receive for onward deliberation in the NCC, work plans and reports of the LCCs.
- (e) Coordinate SAYWHAT national advocacy campaigns at the provincial level.
- (f) Send representatives, as stipulated by the Constitution / Deed of Trust, to the SAYWHAT NCC. Such representatives are elected by ballot at the last quarterly meeting of the PCC preceding the AGM.
- (g) Provide an interface between LCCs and the NCC.
- (h) Convene to discuss important business of the provinces as deemed necessary or as instructed by the NCC to deliberate on an agenda that may be referred to them by the same.
- (i) Representing SAYWHAT in all platforms, networks and meetings to which SAYWHAT is invited in the province. Such representation shall be through the PCC chairperson or their designate from the PCC.

- (j) Any other roles that may be determined from time to time by the NCC or themselves and approved by the NCC.

5.1.2 PCC Meetings.

- (a) The PCCs shall meet to deliberate on their business every quarter and agree, by consensus, on dates and venues for such meetings. In the event of failure to decide on the venue, the PCC secretary shall prepare a schedule of rotational hosting amongst the represented colleges, which shall be adhered to.
- (b) Dates of the quarterly meetings for the PCC shall be set during PCC meetings at the end of each meeting and should be recorded in the minutes as kept by the PCC secretary. Such dates should be at most two weeks of the following month after the end of the respective quarter. Any PCC member may also propose dates for other meetings outside the quarterly meetings or may propose changes to the quarterly meetings, provided he/she has the support of a quorum.
- (c) The venues of quarterly meetings shall be participating colleges only.

5.1.3 Election of Provincial Representatives to the NCC

- (a) In every meeting of the PCC preceding the national AGM, the PCC must elect two representatives, reflecting a gender balance, to the NCC.
- (b) The Focal Person of the college hosting the quarterly elective meeting, or his/her designate, shall preside over the election of the representatives of the PCC in the NCC. The representatives elected by the province to the NCC shall be confirmed NCC members at the national AGM.

5.2 The National Coordinating Committee (NCC)

5.2.1 Composition of the NCC

- (a) The provinces shall send 12 representatives to the SGM (two per province), where they shall be confirmed as members of the NCC. The SGM constituted by all the SAYWHAT local chapters/colleges shall elect from among these 12 the NCC Chairperson, his/her Vice, and the Treasurer.

(b) The remaining provincial representatives shall take up the following posts by appointment from the NCC Chairperson.

- i. Gender Secretary
- ii. Organizing Secretary
- iii. HIV and SRHR Secretary
- iv. Information and Publicity Secretary
- v. Membership Secretary
- vi. Program Planning and M&E Secretary

(c) The SAYWHAT Executive Director or his/her designate shall sit in the NCC, as the Committee Secretary, with no voting powers.

(d) Once appointed as secretaries to the above posts, NCC members may constitute technical committees of not more than 4 students, reflecting a gender balance, to assist them during their term of office in executing their duties. The only exception to this rule is the Spokesperson, who may not constitute a committee.

5.2.2 Functions of the NCC

(a) While the thematic focus of their titles shall guide the responsibilities of other committee members, the Chairperson, Vice Chairperson and Treasurer's responsibilities are specifically defined as follows;

5.2.3 The NCC Chairperson

(a) The Chairperson shall preside over all meetings at which s/he is present, enforce the observance of the Constitution of the SAYWHAT, sign minutes of meetings after confirmation and perform other duties that stem from use and custom pertaining to the office.

(b) The Chairperson shall not have a deliberative vote but shall have a casting vote in the event of an equality of votes.

(c) The NCC Chairperson also sits on the SAYWHAT Advisory Board.

5.2.4 The Roles of the NCC Vice Chairperson

- (a) In the absence of the Chairperson, the authority of the Chairperson shall be vested in the Vice Chairperson. The Vice Chairperson shall chair the Disciplinary Committee established regarding the SAYWHAT Constitution / Deed of Trust.

5.2.5 The Roles of the NCC Treasurer

- (a) The Treasurer shall present the SAYWHAT Financial report at the SGM. The Treasurer is also a member of the Administration, Legal and Finance Committee of the SAYWHAT Advisory Board.
- (b) The Treasurer also sits on the SAYWHAT Advisory Board
- (c) The Treasurer shall also perform any related duties that stem from the custom and usage of this office.

5.2.6 General Roles and Responsibilities of the NCC

- (a) The NCC shall provide the students with a voice in planning and determining the course of programmes to ensure that the students participate meaningfully in the affairs of SAYWHAT. The NCC shall, on behalf of the students and to the extent possible, participate in the entire program cycle of SAYWHAT. Without prejudice to the generality of the preceding, the NCC may exercise the following powers: -
 - i. With technical guidance of the Secretariat, participate in programme formulation, design and planning by representing the programmatic interests of students.
 - ii. To participate in the development of annual programmatic, work, and financial plans related to the activities of the SAYWHAT,
 - iii. To temporarily fill in NCC vacancies arising in between General Assemblies.
 - iv. To establish such subcommittees of the NCC as may be considered necessary for the smooth running of the programmes and to determine such committees' terms of reference and *modus operandi*.

- v. To grant membership to prospective members of SAYWHAT through the LCC and the Secretariat.
- vi. Within their jurisdiction, LCC and the PCC take appropriate disciplinary action for violating the Code of Conduct by students in the membership.
- vii. The NCC nominates the SAYWHAT Advisory Board members

5.2.7 Election of NCC Members

- (a) NCC members shall be elected at the provincial quarterly meetings and confirmed at the General Assembly (GA) to be held not later than 3 months at the end of the calendar year.
- (b) All elected NCC members can only serve for a one-year term of office subject to re-election for another non-renewable term.
- (c) Before the confirmation of a new NCC, all incumbent office bearers must step down. The SAYWHAT Board's legal secretary shall be the presiding officer for NCC selections. The legal secretary will ask for and preside over discussions that stem from objections, from the AGM, regarding the suitability of certain seconceded PCC representatives to the NCC. In objecting, delegates must satisfy the presiding legal officer that the incumbent is not fit to hold office for the following reasons.
 - i. The election breaches the SAYWHAT Code of Conduct, or the nominee is guilty of conduct that puts the institution's name into disrepute.
 - ii. The nominee has been convicted of a criminal offence warranting a prison sentence.
 - iii. The nominee is not a fully paid-up member of SAYWHAT.
- (d) Based on the facts presented, the legal officer will decide whether the nominee should be confirmed as an NCC member. If there are reasonable grounds why the nominee should not hold office, the legal officer may confirm the rest of the NCC members.

- (e) The SAB, a special tribunal, will conduct a hearing to determine if such an elect whose ascendancy to the NCC is disputed should be stopped from joining the NCC. If the elect is found unfit for office, the SAB shall advise the PCC to second another replacement.
- (f) Among the 12 confirmed NCC members, the SGA shall elect by ballot the Chairperson, Vice-Chairperson and Treasurer.

5.2.8 Induction and Training of NCC Members

- (a) The SAYWHAT Secretariat must organise an induction training for the newly elected NCC within a month of getting into office, in which at least one member of the previous NCC must be available to assist with orientation.
- (b) During this induction training, the Secretariat may also organise NCC training (for instance, on leadership and other technical issues relating to the NCC's mandate). Depending on the availability of resources, the Secretariat may organise more training for the NCC members based on gaps identified by the NCC themselves.

5.2.9 Vacation of Office by NCC Members

- (a) A member of the NCC shall vacate the office, and their office shall become vacant.
 - i. Upon the expiration of their one-year term of office at the SGA after serving a year term.
 - ii. After writing to the NCC about their intention to resign.
 - iii. After failing to attend three consecutive meetings, called for the committee.
 - iv. By an act of misconduct, a member is asked to vacate office for offences that violate the Constitution/Deed of Trust or put the institution's name into disrepute. This decision, guided by the disciplinary procedures, may be taken by the NCC disciplinary committee constituted for such a purpose in accordance with the Constitution/ Deed of Trust.

5.2.10 The procedure for Vacation and Filling Vacant NCC Posts

- (a) When a vacancy arises within the NCC, the Chairperson shall instruct the respective PCC whose representative has ceased to be a member of the National Committee to second another representative. Such a representative shall be elected in accordance with the procedure of electing the PCC designated to the NCC.
- (b) All vacancies must be filled in at the next PCC meeting of the PCC that needs to second a representative to the NCC. In the event of all NCC members resigning or being relieved of their duties for misconduct in line with the dictates of the Code of Conduct, the SAYWHAT Advisory Board shall cause the election of new representatives by all provinces.
- (c) Upon expiration of the NCC term of office, the NCC members must write a handover report to be submitted to the Secretariat. The report shall be presented in summary during the SGM and given to the new NCC by the secretariat during the orientation process.

5.3 The SAYWHAT General Assembly & Annual National General Meeting

- (a) The SGM sitting at a properly constituted NGM is SAYWHAT's highest decision-making body. It consists of all members of the NCC and all the Chairpersons of LCCs or their designates. Given that PCCs are constituted of Chairpersons of the LCCs, no separate representation of PCCs required outside the above-stated members constituting the SGA.
- (b) The SAYWHAT General Assembly (SGA) shall meet once every calendar year at an National General Meeting (NGM) but no more than three months after the end of the preceding financial year on such a date and at such a time and place as may be determined by the NCC.
- (c) Constitutionally the SGA is convened by proper notice given to all members in accordance with the SAYWHAT Constitution / Deed of Trust and any event, at least twenty-one days before the holding of the NGM. The notice shall detail information relating to the agenda, venue, and any other logically and constitutionally relevant data as determined by the NCC or on the advice of the Advisory Board.

(d) The Chairperson of the NCC and/ or the Executive Director, in the interests of the SAYWHAT, shall have the power to invite any visitors, guests or other persons to attend the NGM but the persons so invited may speak only at the invitation of the Chairperson of the NCC and shall not be entitled to vote.

(e) The business of the National General Meeting shall include the confirmation of selected PCC representatives as NCC office bearers in compliance with the SAYWHAT Constitution/Deed of Trust. In addition, the business of the NGM shall also include the following:

- i. The election of the NCC Chairperson, his/her Vice and the Treasurer from among the confirmed NCC office bearers.
- ii. Considering:
 - a. The Chairperson's "Annual Institutional outlook and state of the movement report" incorporates summarised reports from the NCC.
 - b. The SAYWHAT Executive Director's report on organisational programming and allied issues.
 - c. The SAYWHAT's Financial Report and appointment of auditors for the ensuing year.
- iii. The consideration of any other business relevant to the affairs of the SAYWHAT, of which due notice has been given.

5.4 The SAYWHAT Advisory Board

(a) SAYWHAT has an Advisory Board which provides professional backstopping to the institution on technical and governance issues. The main remit of the Advisory Board is to voluntarily provide advice and support to the SAYWHAT Secretariat and the NCC. The first Advisory Board members were appointed by the NCC and approved by the NGM; the Board shall do subsequent filling in of vacant posts following the procedure outlined in the Board Operational Guidelines.

(b) To ensure institutional stability, continuity and memory on account of the short terms of the NCC, the Advisory Board has a long term of office of four years, with members eligible for one additional term.

5.4.1 Roles and Responsibilities of the Advisory Board

The SAYWHAT Advisory Board supports and guides the institution's strategy and policy development, as well as fundraising support and staff oversight. It supports the organisation's technical and professional arm (the Secretariat) and the student-led leadership team (NCC). The Advisory Board's roles also include:

- (a) Generally acting in significant ways to support SAYWHAT to achieve its mission through advice, direction, and facilitation of access to opportunities and resources.
- (b) Contributing to sound development and pursuit of the organisation's vision, mission and goals and advising on the organisation's strategy and culture.
- (c) Lending their credibility and contributing their expertise and experience to SAYWHAT through public association and recognised official involvement in its work.
- (d) Attending and officiating at SAYWHAT events and special gatherings as requested or appropriate.
- (e) Generally advising on plans, activities and needs of the organisation through regularly scheduled formal meetings.
- (f) Generally assisting and advising the student-led leadership of SAYWHAT.

Specifically, because of the nature of SAYWHAT as a student-led health social movement organisation, SAYWHAT's Advisory Board shall consult with the SAYWHAT NCC and the Board of Trustees on- the following tasks:

- (a) Hiring, monitoring and review, as well as the dismissal of the organisation's Executive Director, who is responsible for the day-to-day affairs of SAYWHAT. The Advisory Board shall undertake such work in accordance with human resource best practices and observance of the organisation's Human Resources Policy and national labour laws.
- (b) To supervise the Director's and the Secretariat's operations and ensure these align with the organisation's objectives.

- (c) Advising and acting on any other responsibilities, issues and tasks as delegated and/or requested by the SAYWHAT's student leadership and/or formally delegated through rules of procedure, institutional statutes, and the organisation's Constitution.
- (d) Advising on the organisation's direction and leading the monitoring of expenditure and management of financial resources and, in the case of the Board Treasurer, advising the NCC Treasurer on the SGM finance report.
- (e) To act as signatories to the organisation's bank accounts.
- (f) If all NCC members vacate office pre-term, call for an SGM.
- (g) To establish such subcommittees of the Board as may be considered necessary for the smooth running of the organisation and to determine such Committees' terms of reference and *modus operandi*;
- (h) Together with the NCC and head of Secretariat, and subject to endorsement by the Board of Trustees, to accept such money or assets as may from time to time be settled upon the organisation and to advise on investments of the proceeds of any money of the SAYWHAT Fund from time to time in immovable and movable property.
- (i) To advise and ratify NCC decisions on the employment or hiring of accounting/audit firms, legal practitioners, agents, or such professional or other assistants as may be considered necessary to transact business of whatsoever nature that may be required to be done under the SAYWHAT Constitution/Deed of Trust. As well as to facilitate the payment of all such fees, charges and expenses incurred without being held responsible for the default of such accountant, legal practitioner, agent, professional or other assistant or for any loss occasioned by such employment or engagement.
- (j) Subject to ratification by the Board of Trustees to determine all questions which may arise during their management, administration, realisation, liquidation, partition or winding up of the organisation.
- (k) The Advisory Board enjoys powers of persuasion and can affect the SAYWHAT Constitution/Deed of Trust. It safeguards SAYWHAT's interests and acts for the

furtherance of SAYWHAT's objectives. Without limiting the generality of such objectives, the Advisory Board shall exercise advisory power on the NCC's activities. This entails Advisory Board scrutiny of NCC decisions to ensure that they are in keeping with the letter and spirit of the founding values of the organisation and its objectives. In these instances, the Advisory Board reserves the right to ratify and/or confirm such decisions of the NCC before they can take effect or to suggest amendments in line with good governance, internationally accepted standards and best practices.

- (l) Where the Advisory Board fails to ratify and/or confirm specific NCC decisions, it shall provide full reasons to the NCC and suggest amendments in the NCC's reconsiderations. Given the advisory nature of the Board, in the main, the NCC is only encouraged to consider advice which does not carry a mandatory character. However, the NCC is generally advised not to act outside the ratification and confirmation of the Advisory Board on critical institutional matters.
- (m) Where a dispute arises between the NCC and the Advisory Board regarding the decision-making process, the matter shall be referred to the Board of Trustees for resolution.

5.4.2 Composition of the SAYWHAT Advisory Board

The Advisory Board shall consist of the following members, with the Executive Director being an *ex officio* member sitting on the Board under his/her other SAYWHAT office, as follows:

- i. The Chairperson,
- ii. The Vice Chairperson,
- iii. The Secretary
- iv. The Treasurer,
- v. The NCC Chairperson,
- vi. The NCC Treasurer and,
- vii. The past immediate NCC Chair

- (a) There shall be at least seven (7) and at most nine (9) Board of Advisors.
- (b) All Advisory Board members drawn from the NCC shall serve 24 months/2 years on the Board. In contrast, the rest of the Board Members shall serve full four-year terms except for

the Advisory Board seat reserved for the SAYWHAT Executive Director, who sits on the Board *ex officio* in perpetuity subject to transitions and changes in that office.

- (c) Appointment, voting and decisions, and relations between the Board and the NCC, among other operational issues concerning the Board, are provided for in the Board Operational Guidelines and the Deed of Trust.

5.5 The SAYWHAT Board of Trustees

There is hereby established a Board of Trustees to perform the following functions: -

- (a) To ensure that there is stability and continuity in the existence of SAYWHAT.
- (b) To act as final arbiters of all disputes internally within SAYWHAT before resorting to outside remedies.
- (c) To endorse the resolutions of the General Assembly. In this regard, the Trustees may, by a resolution passed by a 75% majority, veto any resolution of the General Assembly where such resolution will threaten the continued existence of SAYWHAT.
- (d) To receive funds or assets in cash or kind for the objects of the Trust.
- (e) To sign, seal, deliver and execute all conveyancing mortgages, charges, leases, transfers, settlements, trust, declarations and all other deeds and instruments in relation to properties, funds and assets of the Trust.
- (f) To sue and defend all legal proceedings on behalf of the Trust and engage Advocate(s) and Attorneys on the Board's behalf.
- (g) To enter MOUs with any strategic international organisations that they deem fit.
- (h) To accept and receive grant-in-aid documents, donations, gifts or contributions to the Trust.
- (i) To enter contracts and execute necessary deeds in respect of any purchase, gift, lease or mortgage involving the Trust.
- (j) To do all the other acts necessary for and consistent with attaining the objects of the Trust.

- (k) There shall be at least three (3) and at most five (5) Trustees. The first Trustees shall be the Founders and the Founding Trustees as per the Deed of Trust and any other Trustees that the Trustees may nominate from time to time.
- (l) In the event of a vacancy arising on the Board of Trustees, arising out of the death, resignation, removal, disqualification, or otherwise of any Trustee, the Trustees shall be entitled and allowed by resolution signed by all the Trustees at a meeting where all remaining Trustees are present to appoint one or more Trustees. Still, the maximum number of Trustees at any one time shall be at most five (5).
- (m) At their first meeting, the Board of Trustees shall appoint a Chairperson and Secretary to the Board of Trustees.
- (n) No remuneration other than the reimbursement for necessary out-of-pocket expenses duly authorised by the Board of Advisors shall be payable to the Trustees for their services in terms hereof, which services shall be regarded as charitable services on the part of the Trustees.
- (o) The Trustees shall have the power to invite persons having special knowledge or experience to attend its meetings as observers without the power to vote.
- (p) A written resolution passed by all the existing Trustees shall not be invalidated by any failure to appoint or any defect in the appointment or qualification of any member.
- (q) The Board of Trustees shall hold at least one (1) meeting annually. At least fourteen (14) working days' notice must be given to all the Trustees of the meeting date. Such notice may include the proposed agenda for the meeting, which agenda may be amended at the commencement of the meeting.
- (r) Any Trustee may waive notice of any meeting. The attendance of a Trustee or his/her alternate at any meeting shall constitute a waiver of notice of the such meeting except where a Trustee attends a meeting for the express purpose of objecting to holding that meeting because the meeting was not lawfully convened.
- (s) A special meeting may be summoned at any time by any Trustee upon seven (7) working days' notice being given to all the Trustees of the matters to be discussed.

- (t) Three Trustees shall form a quorum. Trustees may attend a meeting by telephone, Voice over Internet Protocol technology such as, but not limited to, ZOOM Video conferencing facilities or by use of any other suitable modern means of communication that provides Trustees with adequate presence and room to participate fully.
- (u) Decisions of the Trustees shall be by consensus, failing which, subject to any other clause of this Deed, the majority's decision shall prevail.
- (v) A Trustee shall cease to hold office if he/she: -
 - i. Resigns his/her office.
 - ii. becomes mentally incapacitated.
 - iii. Is officially declared bankrupt.
 - iv. Is convicted of a criminal offence involving dishonesty by a Court of competent jurisdiction and sentenced to a term of imprisonment without the option of a fine.
 - v. Is recommended for removal from office by a 75% majority of the remaining Trustees.
 - vi. Dies.

5.6 Secretariat

- (a) The Constitution /Deed of Trust of SAYWHAT provides for the employment of a Secretariat to be responsible for administrative and technical programming duties of the institution. The Secretariat is a professional body recruited through competitive procedures which meet the minimum educational qualifications required for the job in keeping with human resources management trends and organisational policies.
- (b) The Executive Director is the Head of the Secretariat and is oversees the strategic and operational efficiencies of programs and Secretariat staff.
- (c) The SAYWHAT Secretariat is broadly responsible for the day-to-day running of the institution and program implementation in service to the movement and/or organising element of SAYWHAT. Specifically, the SAYWHAT Secretariat has the following roles and responsibilities.

- i. Ensuring collaborative program design and implementation across SAYWHAT structures align with the organisation's vision and strategic plan.
- ii. Fundraising for the organisation.
- iii. Facilitating the staging of Board and NCC meetings as per SAYWHAT statutes.
- iv. Coordinating ongoing SAYWHAT projects, activities, and campaigns at local, national and international levels.
- v. Maintaining a membership register.
- vi. Administering SAYWHAT organisational systems, including the recruitment and supervision of appropriate personnel.
- vii. Maintaining SAYWHAT's books of accounts in good standing order as determined by international accounting principles and standards.
- viii. Representing SAYWHAT at different collaboration, work and public platforms, including the media.
- ix. Advising the SAYWHAT Advisory Board and NCC on critical programming, policy and organising issues as the technical arm of SAYWHAT.
- x. Generally, maintaining all records of the SAYWHAT professionally and performing such other constitutional duties or as directed by the board occasionally.
- xi. Take charge of capacity-building initiatives for the membership, focal persons, local coordinating committees and the NCC.

5.7 Appointment and Dismissal of Secretariat Staff

- (a) All Secretariat appointments and dismissals shall be made in accordance with SAYWHAT Human Relations Policies as adopted by the Advisory Board, NCC, and the national labour laws.

- (b) The Advisory Board, in consultation with the NCC, may suspend or dismiss the organisation's Executive Director. The NCC shall not dismiss the head of the Secretariat or any other staff member. Where reasonable grounds for disciplinary action against the Executive Director or any other senior staff member exist, the NCC shall communicate the same to the Advisory Board for deliberation and/or action. The Advisory Board shall determine on technical grounds whether the Executive Director is in breach of acceptable professional conduct, institutional Policies/Constitution and the laws of the country guiding his employment.
- (c) Where similar grounds or concerns exist for any other staff outside top management, the same shall be directed to the head of the Secretariat for review and/or action. The Executive Director oversees the appointment and dismissal of all the members of the Secretariat in line with the organisational policies and national labour laws.
- (d) Generally, employment and/or dismissal matters are not subject to political processes (like voting). In the latter case, mechanisms for assessing and appraising performance (where the issues related to such) should be in place for objective decision-making by responsible authorities.

5.8 Volunteers and Interns

- (a) From time to time, based on necessity and resources, the SAYWHAT Secretariat may recruit students and youth as volunteers for programs or activities at SAYWHAT offices or in their respective communities or institutions. The Secretariat may also offer former SAYWHAT members opportunities to volunteer or intern at the organisation. These practices have a dual benefit. They would assist SAYWHAT to benefit from the experience of its former and current members, especially if such volunteers and interns were trained during their tenure as members. They also allow SAYWHAT to offer valuable learning and work experience for young people who are committed to the mission and vision of SAYWHAT on working in an organisation and on SRHR issues.
- (b) Volunteers and interns are not entitled to normal staff benefits. They must sign volunteer agreements/internship contracts detailing their service duration, reporting hierarchy, place of placement and clear Terms of Reference. SAYWHAT will financially support volunteers and interns only if expenses are met during work. In rare cases and subject to funding availability, where volunteers shall be stationed outside their community, living expenses may be covered.

- (c) The Secretariat may also recruit volunteers from outside former SAYWHAT members and, at times, from outside the country, in cases where specific technical skills are required, or there is a discerned value to the institution and targeted volunteers or interns. Such decisions may only be made after establishing mechanisms supporting volunteers' welfare.
- (d) While the organisation values volunteering or interning at SAYWHAT, it shall not create a legitimate expectation of an automatic or preferential route to full-time employment at SAYWHAT. Recruitment at SAYWHAT is an open and transparent process in which current and former volunteers and interns are encouraged to participate.
- (e) As part of its contribution to the training and development of students, SAYWHAT takes student interns for up to one year to work in the Secretariat. These students must be studying towards a qualification relevant to their work in the organisation. Although preference may be given to SAYWHAT members, such preference is a privilege and not a right. Members of the NCC may not be recruited as interns or volunteers (see the section on Separation of Powers).

6. Administrative and Operational Guidelines

In executing their work, the various SAYWHAT organisational structures may need several concerns regarding operationalising relationships and functions of the various structures in the organisation. This chapter provides guidelines for operationalising these relationships.

6.1. The SAYWHAT Deed of Trust

The SAYWHAT Deed of Trust takes precedence in the operations of SAYWHAT. All issues that are vague or not covered in the Deed of Trust shall be determined by the Advisory Board in which the NCC is represented, with guidance sought and led by the Board's legal advisor.

6.2. Resolution of disputes

- (a) SAYWHAT aims to solve disputes amicably and internally. Depending on the nature of the dispute, the relevant structure (Board of Trustees, Advisory Board, Secretariat leadership team or NCC) can preside over dispute resolution processes. Labour and related disputes will be dealt with in line with SAYWHAT HR policies and labour law. In contrast, disputes relating to, or which have the Executive Director as a party will be dealt with by the Advisory Board in consultation with the Board of Trustees. Those relating to other staff members will, in the first

instance, be dealt with by the Secretariat/management team, while the NCC will deal with those relating to members.

- (b) In exceptional circumstances where the disputes constitute a disciplinary offence, SAYWHAT will be guided by the above. When other measures are required, the NCC and/or Advisory Board can constitute or sit as disciplinary panels following the procedure outlined in the Constitution and Codes of conduct.

6.3. Decision Making

- (a) Within the limits of their roles, all the structures within SAYWHAT make decisions. Voting may reach decisions in the SGM, LCC, PCC, NCC, and the Board. For such decisions to be binding, a simple majority is required through voting by a quorum which shall, in the case of the board, be a total of six members present and a half of the constituting members in all other structures.
- (b) If a quorum is not constituted within 30 minutes after the agreed meeting time, the meeting must be adjourned to a time determined by the Chairperson.

6.4. Elections in SAYWHAT

- (a) The Deed of Trust and the Handbook provide for the timelines for the election of members who occupy all electable posts. Similarly, the electoral/presiding officers have been established in each case.
- (b) All elections shall be conducted by secret ballot.
- (c) Upon electing provincial representatives to the NCC, a person may only stand for election for a post in the NCC if they are a paid-up member and have at least eight (8) months of college life remaining.
- (d) In keeping with its culture of promoting gender equality, SAYWHAT follows a 50-50 gender representation requirement for all selected and elected places on the NCC and Advisory Board. When electing PCC representatives to the NCC, the elected two representatives must reflect a gender balance.

7. Governance and Separation of Powers

The following important principles shall be followed and adhered to.

- (a) No Secretariat member shall influence by any means, overt or covert, the election process of NCC or Board members. The Executive Director may, however, in cases when she/he has been mandated by the Board or the NCC, assist in fielding nominations to fill in vacant Board posts.
- (b) No Board member or NCC member shall interfere or try to influence the process of recruiting Secretariat members unless asked to do so, in line with the organisation's recruitment and selection policies and procedures.
- (c) Board and NCC members may not apply for a job in SAYWHAT, including an internship, while serving in their capacities or within two years of relinquishing their responsibilities. If a member of the Secretariat returns to school, they may not run for office in the NCC.
- (d) NCC or Board members and their immediate family members may not provide paid consultancy services to the organisation.
- (e) While the Executive Director sits on the NCC and Advisory Board, he is not entitled to a sitting and/or any other allowances or incentives that these bodies may get unless if she/he is entitled to the same in accordance with the policies governing the rewarding of employees in the Secretariat.

7.1. Orientation Programmes

- (a) At the beginning of every academic year, SAYWHAT will attempt to stage orientation and popularisation programs in the institutions where it has structures or intends to establish a presence. Orientation programs may be staged by joint teams of staff, NCC members and LCC members as guided by the SAYWHAT Orientation tool kit.
- (b) Orientation programmes shall also be done upon formally accepting to work in a new college where SAYWHAT has never had operations.

(c) Besides these generic orientation programs, SAYWHAT will also conduct orientation and induction processes whenever new PCCs and NCCs are established and at the assumption of office of a new Board of advisers.

7.2. Press and Media Relations

(a) SAYWHAT shares information on its work through various forms of media. In all instances, SAYWHAT will respect privacy and information-sharing laws and regulations and seek consent from the appropriate individuals should it seek to share stories of volunteers, members, leadership and secretariat as part of its publicity efforts. However, this does not apply to information and involvement of state groups that accrue as a result of or as part of SAYWHAT's interventions and work. SAYWHAT will also ensure intellectual property ownership over any audio, visual and text data collected by people in service to SAYWHAT.

(b) Secretariat will not need the approval of any of its bodies on press and media statements or releases relating to its work. However, on issues relating to the administrative and political positioning of SAYWHAT, guidance and approval shall be required from the Advisory Board and the NCC.

(c) All members and volunteers may speak to the media, after authorisation by the Executive Director, without making political statements. They may only do so if restricted to facts of their programmatic engagement. Any other issues must be referred to the SAYWHAT Executive Director, who may direct the media to the rightful respondent.

8. Member Relations, Welfare and Logistics Issues

8.1. Shelter and Meals

(a) SAYWHAT provides accommodation or allowances for modest but decent accommodation and meals during all its activities for all its members of the SAYWHAT business. Members may attend activities or businesses of other networking partners of the organisation. In that case, should the rates for meals and accommodation be below the minimal standards of SAYWHAT, the organisation may supplement the member's allowances provided the member has prior approval from the Director with the guidance of the finance officer.

(b) In events organised by SAYWHAT for its members, accommodation and meals may be provided on the board. In that case, no accommodation and meal allowances are claimable.

8.2. Transport and Logistics

- (a) SAYWHAT is committed to safe, reliable and affordable transportation of its members during its business.
- (b) SAYWHAT shall reimburse transport costs for all its members and people in the organisation's business.
- (c) Travel expenses are calculated and reimbursed based on non-luxury conventional road transport for all members and students attending SAYWHAT training and meetings. Exceptions may be made by determination of the NCC from time, depending on the budgets available and the preferences of the specific programme funders.
- (d) SAYWHAT works on pre-determined, limited budgets and will reimburse invited delegates only. Therefore, all invitations to institutions and individuals shall specify the number of people invited. Upon invitation, the officer inviting people shall decide where the geographic places that the delegates shall be coming from and project reimbursement costs on that basis.
- (e) Only authorised SAYWHAT members of the Secretariat shall drive institutional vehicles on SAYWHAT business. Each staff member shall use institutional vehicles for personal business if provided for in the conditions of service or approved by the Director.
- (f) Should all members, volunteers, the Board and coordinating committees require vehicles for use while conducting SAYWHAT business, they shall be provided with a driver from among authorised personnel.

8.3. Sexual Harassment

- (a) SAYWHAT abhors sexual harassment and has in place policies to police misconduct of this nature. All sexual harassment charges shall be dealt with according to the policy without foreclosing the possibilities of further legal action within the confines of applicable law.
- (b) Sexual harassment charges and incidents within college establishments may also be handled within the confines of the respective institutions' policies.

- (c) Any cases that occur within unclear jurisdictions but between SAYWHAT members from different institutions or structures will be subject to the SAYWHAT sexual harassment policy. Suppose the incidents or charges emanate from parties outside the jurisdictional control of SAYWHAT, such as cooperating partners, peer organisations and other civil society actors. In that case, SAYWHAT will press charges within the confines of the associated organisation or the national law.
- (d) SAYWHAT's sexual harassment policy defines the parameters of sexual harassment, considering national laws and existing policies in the institutions in the organisation may work. This policy will be brought to the attention of and popularised amongst all SAYWHAT structures.

8.4. Reproductive Health Related Conditions Support

- (a) SAYWHAT shall give support services for HIV prevention, treatment, care and support to its members and staff within reasonable limits. SAYWHAT networks with service providers of necessary support services and will, whenever possible, link staff and members with the help they may need. The same commitment is made for all students and youth to benefit from the organisation's programmes.
- (b) Other important areas for targeted support provided by the organisation include sanitary wear, sexually transmitted infections treatment and prevention, as well as access to voluntary counselling and treatment services.

8.5. Discipline and Code of Conduct

- (a) A SAYWHAT Code of conduct is annexed to this Handbook. It applies to all structures of SAYWHAT. The Code of conduct, which must be read with this Handbook, spells out the nature of unacceptable conduct and the actions to be taken in each case. All SAYWHAT members should sign this Code of Conduct, which they should be presented with on application for membership and asked to sign on the assumption of membership or service to SAYWHAT.
- (b) The disciplinary procedure is also set out in the Code of Conduct.
- (c) In addition to the Code of conduct, SAYWHAT staff and members are bound by the statutes of the institutions they operate in and broadly by the country's laws. Disciplinary action within the context of college or national rules does not exempt members from being subjected to SAYWHAT disciplinary action.

(d) All behaviour that puts the name of SAYWHAT into disrepute or actions that breach the organisation's policies and the Constitution shall be subject to disciplinary action (Refer to the Code of Conduct Annexed).

9. Annexe 1: THE SAYWHAT Code of Conduct

This Code of Conduct seeks to promote fairness and consistency in the treatment of SAYWHAT members and improve relations between members and the various structures while maintaining the excellent name of SAYWHAT. This Code of Conduct shall be read with any relevant national Codes of conduct.

9.1. Objectives of the Code of Conduct

- (a) To establish the nature of the behaviour that is unacceptable in SAYWHAT.
- (b) To create a harmonious working environment in SAYWHAT by defining and establishing effective procedures for peaceful settlement of grievances, claims, disputes and appeals.
- (c) To promote high uniformity and consistency in applying disciplinary and grievance policies.
- (d) To define and provide guidelines for the disciplinary action to be taken in misconduct cases.

9.2. Conduct subject to disciplinary action.

- (a) SAYWHAT expects its members to behave in accordance with the organisation's mission and values at all times, respecting the rights and dignity of others. The following acts of misconduct are subject to disciplinary action without prejudice to the general rules and regulations of the colleges that SAYWHAT works in and the country's laws.
 - i. All acts of dishonesty and lying prejudice the institution or tarnish the image of SAYWHAT.
 - ii. Personal behaviour and misconduct that contradicts the values and teachings of SAYWHAT and has the potential to taint the good name of SAYWHAT.
 - iii. Acts of fraud or theft within and without the confines of SAYWHAT, regardless of prejudice to the latter.

- iv. Substance abuse and excessive intake of alcohol, especially during SAYWHAT activities.
- v. Disrespectful speech and actions, including using vulgar language while addressing other members or any other person where such talk is likely to be interpreted in the context of one's membership in SAYWHAT.
- vi. Sexual harassment or illicit sexual conduct, including indecent public exposure.
- vii. Abuse of office or privileges, involving but not limited to the use of office for personal gain, to prejudice others or to violate rights and privileges of other members by virtue of one's position in the SAYWHAT hierarchy and structures. Similarly, no member shall use their status and association with SAYWHAT to campaign for the party and or local and national government political office.
- viii. Violent conduct includes participating in rowdy behaviour, such as wanting to destroy property, engaging in physical fights, and coercing other members.
- ix. Habitual lateness to important SAYWHAT meetings and absenting oneself from such meetings without reasonable excuses.
- x. Breaching this Code of Conduct is subject to disciplinary action involving suspension or dismissal.

9.3. Grievance and Disciplinary Procedure

The following is the general guideline for handling acts of indiscipline.

- (a) Disciplinary action will be taken against a member once the case has been thoroughly investigated.
- (b) All disciplinary procedures will be conducted fairly, be effective, and expeditious.

- (c) At every stage in the procedure, the member concerned shall be advised of the nature of the offence alleged against him/her and shall be allowed to state his/her case before making any decision.
- (d) A member shall have the right to appeal against any disciplinary penalty imposed. A joint Board and NCC Appeals committee shall be set up to handle appeals.

9.4. Disciplinary Mechanisms

The following mechanisms of disciplining members shall apply.

- i. All matters of breaching the Code of conduct by the members of the Secretariat shall be dealt with by the Executive Director. In the case of the Executive Director, the Advisory Board shall handle the case and decide the appropriate course of disciplinary action.
- ii. In the case of all other SAYWHAT members, they shall be subjected to disciplinary action through any committee that the NCC may constitute for such purposes or through delegation to the LCC in the case of the matter being under the jurisdiction of a specific LCC.
- iii. Disciplinary Committees chaired by the Vice-Chairpersons shall deal with all acts of misconduct for the NCC and the Board.
- iv. Should the organisation feel that a Focal Person has breached the Code of conduct for SAYWHAT, subject to prior consultation with and concurrence of the Advisory Board and the Board of Trustees, the NCC may submit a formal complaint to the respective appointing authority of that Focal Person.

I as a member of SAYWHAT, pledge to uphold the values of the organisation and subject myself to this Code of Conduct and its disciplinary procedures and measures.

Member's Signature:

Date:

Witness Signature:

Date: