

## TERMS OF REFERENCE

**Vacancy:** Governance Board Member

**Start date:** August 2025

### 1. ABOUT ISDAO

ISDAO, Initiative Sankofa d'Afrique de l'Ouest, is an activist-led fund dedicated to building a West African movement for sexual diversity and sexual rights through a flexible approach to grant-making and the strengthening of a philanthropy culture committed to promoting human rights and social justice. Our Working Principles – the principles and values that guide ISDAO work are Activist-led, Feminism, Transparency, Accountability, Empowerment, Inclusion, Diversity and Intersectionality, Self-Determination, Flexibility, Equity, and Sustainability.

### 2. BACKGROUND AND CONTEXT OF MISSION

After an extensive and participatory search, ISDAO is thrilled to have welcomed four dynamic leaders from the West African movement to ISDAO's Governing Body, filling the roles of Secretary, two Co-Chairs, and Executive Director. As we continue strengthening our feminist governance structure, we are now recruiting for the remaining positions: Treasurer & Financial Sustainability Lead, Movement Strengthening and Impact Lead, Legal & Compliance Lead

We invite passionate and qualified individuals committed to feminist movement-building to apply and join us in shaping ISDAO's future. If you meet the minimum requirements, we encourage you to step forward and be part of this transformative leadership.

### 3. ISDAO'S GOVERNING BODY MODEL

ISDAO's Governing Body has adopted an *Integrated Governance Board model* that is a complementary combination of the following board models:

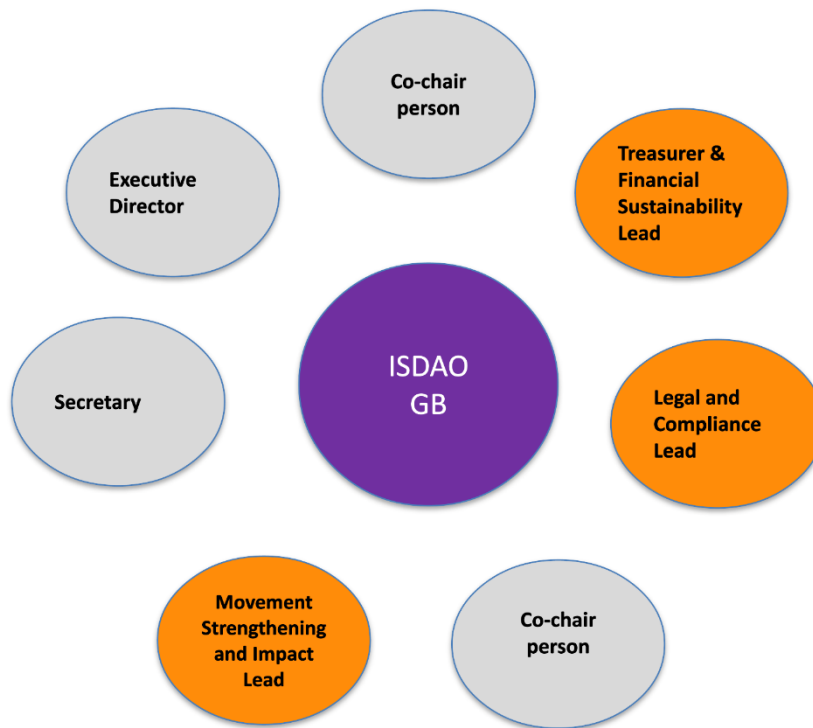
Cooperative Model	Each member has equal Voting power
	Members make consensus-based decisions as a group of peers.
	There is a shared sense of responsibility, accountability and integrity. Members must be willing to take responsibility for the actions of the whole board
Advisory Model	Focus on setting a clear direction for the organization and getting the best results for the resources invested.
	Members act as trusted advisors who offer professional skills, guidance, insights, contacts, thought partnership and new thinking to ISDAO.
Policy Board Model	The Governing body places a high level of trust in the ED
	The board focuses on results instead of operations
	Members are active in forums and other platforms to promote the vision of ISDAO



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#### 4. GOVERNANCE BOARD STRUCTURE

The Governance Board structure supports the implementation of ISDAO ideologies about power and collaboration and is flat, with specific roles that require specific capabilities and access while accommodating shared accountability. The diagram below illustrates the Governance Board structure:



#### 5. GOVERNANCE BOARD MEMBER MANDATE

The purpose of ISDAO's Governing Body is primarily to focus on ensuring alignment and harmony between ISDAO's operations and the overarching vision and purpose. At the core of ISDAO's Governance Board mandate is:

To take accountability for ISDAO's governance while supporting Management to implement the strategic vision of ISDAO to ensure the most impactful and efficient use of resources, benevolent relationships with stakeholders, solvency, and the safeguarding of the assets of the ISDAO. The board's mandate is serviced by fulfilling the following shared responsibilities:

##### 5.1 Serve as ideological champions

5.1.1. Safeguard the good name and values of the institution.

5.1.2. Contribute to ensuring ISDAO's alignment and consistency in centering around its politics and ethics.

## 5.2. Movement Representation and Connector

- 5.2.1. Represents the interests and perspectives of the broader LGBTQI movement in West Africa
- 5.2.2. Contribute to knowledge collection and production, the understanding of community needs, contextual needs, and realities.

## 5.3. Strategic contribution and enablement

- 5.3.1. Provide strategic oversight and guidance.
- 5.3.2. Support the executive body but do not make operational decisions or operate executively.
- 5.3.3. Attend periodic meetings and engagements to support ISDAO's leadership team.
- 5.3.4. Approve the overall strategy and performance framework and, on an annual basis, review the substantive results as well as the financial performance of ISDAO.

## 5.4. Resource Mobilization and Advocacy

- 5.4.1. Advocate for, promote awareness of, and raise funds for ISDAO and its mission.
- 5.4.2. Represent ISDAO in key and strategic public platforms.
- 5.4.3. Assist with resourcing and capacitating the organization and leverage their network to attract new funders, relationships, and opportunities.
- 5.4.4. Advises the ED on Financial sustainability issues, strategies, and income options.

## 5.5. Governance Stewardship

- 5.5.1. Evaluate and address any challenges or inconsistencies within policies and procedures that restrict the ability of ISDAO from fulfilling its mandate.
- 5.5.2. Ensuring the establishment and monitoring of effective systems of good governance and accountability, including risk management and financial and operations controls.
- 5.5.3. To review recommendations and advise the Executive Body on the selection, appointment, and terms of engagement of external audit services; provision of any non-audit services by the external auditors; and any questions of resignation or dismissal of the external auditors.
- 5.5.4. To discuss, if necessary, with the external auditors, before the audit begins, the nature and scope of the audit.
- 5.5.5. To monitor the implementation of agreed audit-based recommendations.
- 5.5.6. In partnership with the Executive Body, review, respond to, and investigate, where required, concerns, complaints, and/or alerts raised related to safeguarding, whistleblowing, etc.
- 5.5.7. Ensure aligned, ethical, and representative stewardship of ISDAO resources.
- 5.5.8. Transparent selection, appointment, evaluation, and removal, if necessary, of the Executive Director.
- 5.5.9. When requested, Board members are expected to engage with stakeholders, including partners, donors, and implementers, to ensure the Board addresses questions and concerns of its wide and diverse range of stakeholders.

## 5.6. Partnership Engagement

- 5.6.1. Develop and influence partnership strategy and models, advance advocacy and ISDAO's reach.
- 5.6.2. Expand ISDAO's networks and connections by establishing and maintaining high-level relationships, in coordination and collaboration with the leadership team.

## 5.7. Support and Evaluation of Organizational Performance

- 5.7.1. Define the organizational standards, expectations, and performance outcomes according to the aspiration of the organization.
- 5.7.2. Create a space that allows the executive body to carry out its mission (support when requested and reduce performance inhibitors and bottlenecks).
- 5.7.3. Serve as a thinking partner to the Executive Director and provide advice on key strategic issues.
- 5.7.4. Mentor and support ISDAO staff on request.
- 5.7.5. Participate in the annual performance assessment of the Executive Director.
- 5.7.6. Rigorously evaluate the accomplishment and impact of the organization holistically (culture, behavior, reputation, programmatic focus, etc.).

## 5.8. Conflict resolution

- 5.8.1. Conflict and dispute resolution: Acts as a neutral resource to help solve internal challenges upon request or if they involve an escalated complaint against the ED.

## 6. CANDIDATE PROFILES

### 6.1. EXPERIENCE

ISDAO Governance Board Members should possess experience in:

- 6.1.1. Best practices of board operations and good governance practices.
- 6.1.2. Participation, leadership in a governance or management capacity in a civil society organization, and/or philanthropy
- 6.1.3. Experience in decision-making bodies composed of diverse stakeholders; experience in participatory decision-making processes is strongly desired.
- 6.1.4. Proven skills in organizing and facilitating discussions, building consensus, and mediating disputes among diverse stakeholders.
- 6.1.5. Performing high-level outreach to key stakeholders, including the donor and implementer governments, civil society organizations, the private sector, and partners.
- 6.1.6. Strategic planning, implementation of strategic plans, and problem-solving.
- 6.1.7. Fundraising and funder relations
- 6.1.8. Ability to analyze and assess finances, strategy, and/or operations and their strategic implications.
- 6.1.9. Demonstrated experience and knowledge of the LGBTQI movement in West Africa

### 6.2. GENERAL COMPETENCIES

The operating procedures outline the minimum competencies that the Board should collectively possess, which are further defined as follows:

#### 6.2.1. Ideological Alignment

- 6.2.1.1. Capacity to personally commit to ISDAO's mission and core values, such as feminism, inclusion, and equity.

#### 6.2.2. Multiplier Leadership

- 6.2.2.1. Demonstrate consideration, compassion, respect, and a commitment to shifting power dynamics.

6.2.2.2. Ability to facilitate constructive discussion and debate on key issues and to work with the Board to reach agreement on solutions.

6.2.2.3. Ability to leverage all board members' skills and knowledge to maximize board performance and drive impact.

### **6.2.3. Strategic Orientation**

6.2.3.1. Strong visionary and analytical skills.

6.2.3.2. Ability to guide the organization's development and alignment around its long-term strategic goals.

6.2.3.3. Ability to guide changes to ISDAO culture is necessary to support its long-term strategic vision.

6.2.3.4. An ability to evaluate various opportunities and challenges facing complex international philanthropic organizations.

### **6.2.4. Collaboration, Connection & Mobilization**

6.2.4.1. Ability to build and sustain partnerships with key stakeholders in line with ISDAO's approach to strategic partnerships

6.2.4.2. Ability to develop effective and constructive relationships with the Board, Committee Leadership and members, the Executive Director, and senior management in the ISDAO Executive Body (the leadership team), as well as key external stakeholders and counterparts.

### **6.2.5. Communication**

6.2.5.1. Excellent written and spoken communication skills in English or French (additional languages will be beneficial).

6.2.5.2. Willingness to be challenged and reconsider positions when faced with new information or alternative theories.

### **6.2.6. Intercultural Skills**

6.2.5.2. A strong international perspective; ability to understand the different regional, country, social and cultural contexts.

6.2.5.3. Be able to work in French and/or English. *As ISDAO is a bilingual organization, the ability to work in both languages fluently is a plus, but not a requirement.*

6.2.5.4. Deep understanding of philanthropy, feminist organizing, international development, and sexual rights landscapes, and ability to operate effectively in a wide range of donor and grantee partners' country settings.

6.2.5.5. Deep understanding of the concerns and human rights context of communities who experience stigma, discrimination, violence, and criminalization due to their sexual orientation, gender identity, sex characteristics, HIV status, profession, and drug use.

6.2.5.6. Be inclusive, respectful, and tolerant of people's differences.

6.2.5.7. Respect for human rights.

### **6.2.7. Integrity and Independence**

6.2.7.1. Ability to formulate a balanced and impartial view independently of organizational positions.

6.2.7.2. Ability to clearly express and defend opinions while remaining objective.

6.2.7.3. A commitment to engaging authentically, constructively, openly, and respectfully.



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### 6.3. Role-specific competencies

Treasurer and Financial Sustainability Lead	Legal and Compliance Lead	Movement Strengthening and Impact Lead
<ul style="list-style-type: none"><li>• Minimum of five (5) years of financial experience, preferably within feminist, social justice, or movement-building organizations.</li><li>• Proven experience in financial planning, forecasting, and ethical financial stewardship in alignment with feminist values of transparency and accountability.</li><li>• Relevant financial accreditation or extensive practical expertise in nonprofit finance, grant management, and/or philanthropic fund oversight.</li><li>• Experience in financial risk management, internal controls, audits, and ensuring financial sustainability for mission-driven organizations.</li><li>• Knowledge of financial sustainability strategies, ethical investment approaches, and feminist resource mobilization.</li></ul>	<ul style="list-style-type: none"><li>• Legal background with a Master's degree or LLB in Law, with expertise in feminist legal frameworks, human rights law, or nonprofit law.</li><li>• Strong understanding of the legal and regulatory environment in West Africa, particularly regarding feminist, LGBTQI+, and human rights movements.</li><li>• Experience in legal risk management, compliance, and governance structures that align with feminist principles of collective decision-making and accountability.</li><li>• Ability to assess and monitor legal trends that impact movement building and feminist organizing in the region.</li></ul>	<ul style="list-style-type: none"><li>• Lived experience and deep-rooted connections within feminist movements in West Africa, with an understanding of the challenges and opportunities shaping activism in the region.</li><li>• Experience with feminist grant-making, movement resourcing, or supporting grassroots organizing through funding mechanisms.</li><li>• Expertise in Monitoring, Evaluation, Accountability, and Learning (MEAL) with a feminist and participatory approach to impact assessment.</li><li>• Commitment to strengthening movement-led governance, ensuring that the organization remains accountable to feminist activists and communities.</li><li>• Capacity to act as a strategic change catalyst, fostering resilient and intersectional movement building.</li><li>• A regional perspective with familiarity in at least five (5) West African country contexts, demonstrating cross-regional engagement and knowledge exchange.</li></ul>



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## 7. TERM AND TIME COMMITMENT

### 7.1. Term

7.1.1. ISDAO board members will be requested to serve a **three-year period** or until the appointment of their respective successors.

### 7.2. Time Commitment

#### 7.2.1. Meetings

7.2.1.1. The board will convene **four times per year, including at least one in-person meeting**.

#### 7.2.2. Advisory services:

7.2.2.1. It is understood that Board Members play roles in other organizations and spheres of life, as such, to allow for sufficient processing and response time, ISDAO staff will communicate advisory requests a minimum of 10 days prior to when responses are required.

7.2.2.1. Board members are requested to engage with any materials sent to them thoughtfully and respond to advisory requests within 3 days of receiving requests and/or refer the requester to suggested sources of information.

#### 7.2.3. Decision-making:

7.2.3.1. Quorum will be considered to have been reached with the presence or participation of 75% of the Governing Board.

7.2.3.2. To ensure maximum representation, each board member is expected to attend all decision-making meetings and respond to decision-making consultations (verbal or written) within the stipulated time.

7.2.3.3. If a board member is unavailable to participate in decision-making processes, they are requested to delegate their voting power to a board member who can and will represent the interests of the board member's governance portfolio as well as the movement they represent.

## 8. BOARD PERFORMANCE ASSESSMENT

**8.1** The Board will receive a summary report of each meeting, and the full minutes will be made available to all members.

**8.2.** The staff will prepare an annual report for the financial year. The report will be addressed to the governing body, summarizing the activity and impact of the board [or organization] for the year.

**8.3.** Board members who are not meeting the engagement quota in terms of meeting participation, advisory input, general responsiveness, and cultural cohesion may be requested to step down (as per the Board Separation Process).

## 9. HONORARIUM

An honorarium may be provided to board members for service in accordance with the honorarium framework approved by the Board.

## 10. APPLICATION PROCESS:

Complete this [form](#) and upload a CV of 2–3 pages in either French or English (or both) by June 30, 2025, at 11:59 p.m. GMT.