

TERMS OF REFERENCE FOR TRUSTEES OF THE UGANDA BIODIVERSITY TRUST FUND

1. Background

Uganda is one of the most biodiverse countries on the planet and the second most biodiverse country on the African continent. This rich biodiversity provides the foundation for Uganda's social and economic development. Uganda's biodiversity and ecosystem services directly and indirectly contribute an estimated 45-50 percent of national GDP (National Development Plan II, 2015). For example in 2014, the tourism sector alone which is highly dependent on biodiversity conservation contributed about nine percent of GDP, amounting to USD 1.7 billion (National Development Plan II, 2015). However, there is a very high rate of loss of biodiversity and ecosystem services, partly due to limited funding for biodiversity conservation. The National Environment Management Authority's *"Guidelines and Action Plan for Financing Biodiversity Conservation in Uganda"* (2015) estimates the current financing gap at \$89.47 million. To address this gap, there is a need to mobilize resources from all possible sources to effectively and sustainably finance biodiversity conservation efforts in Uganda.

The Uganda Biodiversity Trust Fund (UBTF) is therefore established with a mission to: *"Serve as a catalyst for mobilizing, managing and channeling financial resources for biodiversity conservation and sustainable use of natural resources in Uganda for the benefit of current and future generations"*

The UBTF is a private and independently managed charitable trust that will mobilize needed resources to bridge the financing gap in biodiversity conservation in Uganda, and make available grants and other forms of financial or capital support to biodiversity conservation stakeholders in Uganda, including support to strengthen the capacity of recipients in order for them to be able to effectively and efficiently utilize support received from UBTF. The UBTF is established under the Trustees Incorporation Act and is held in trust by trustees in accordance with provisions of the trust deed that establishes it.

2. The Trustees

The Trustees of the UBTF are the legally recognized entities holding in trust the UBTF and its assets on behalf of all its stakeholders. The Trustees of UBTF are individuals regardless of their positions or affiliations. In this regard, the Trustees of the UBTF are required to be familiar with and carry out the terms of the Trust Deed and related documents; to comply with relevant laws; to be prudent and diligent, exercise care and act in the utmost good faith; to be particularly careful to ensure that information received as Trustees is treated in the strictest confidence and is used only for the purposes for which it is received; to not seek to make a profit from their trusteeship; and to ensure at all times that UBTF funds are kept separate from their own property and from the property and assets of their employers (where applicable).

The founding Trustees shall be not more than seven in number. The founding Trustees may co-opt any other person to provide relevant support or advice in carrying out their duties, whilst the decisions made by Trustees are solely their responsibility.

3. Duties and Responsibilities of the Trustees and the Board of Trustees

3.1 Duties and Responsibilities of the Trustees

Trustees have the following duties and responsibilities:

- a. Trustees shall have overall fiduciary responsibility to manage the UBTF and its assets to fulfill its purpose;
- b. Trustees shall mobilize resources to capitalize and effectively operate the UBTF; and
- c. Trustees set the strategic direction of the UBTF and approve policies, procedures, and regulations of the UBTF to ensure the prudent management of the institution and its assets.

3.2 Duties and Responsibilities of the Board of Trustees

Trustees shall constitute themselves into the Board of Trustees which will have the following responsibilities:

- a. Develop and implement resource mobilization/fundraising initiatives and proposals;
- b. Develop and implement investment strategies, plans and actions;
- c. Approve grant making and donations;
- d. Commission and approve audit reports;
- e. Commission other appraisals or reviews;
- f. Issue periodic reports (implementation, fundraising, disbursements, investment portfolio, health of the UBTF, etc.);
- g. Formulate policies and regulations of the UBTF;
- h. Monitor the UBTF “health” and performance;
- i. Acquire and manage assets;
- j. Report to stakeholders in accordance with provisions of the Trust Deed;
- k. Appoint a management team and oversee UBTF employees and independent experts; and
- l. Oversee the management of UBTF resources including finances, assets, partnerships and external relations.

4. Credentials of the Trustees

A Trustee shall possess the following credentials/qualities:

- i. Personal interest, commitment and willingness to serve voluntarily;
- ii. Availability to dedicate necessary time and effort to serve as a Trustee;
- iii. Integrity and good ethical standards;
- iv. Ability to act independently of any employment or appointment that they may have;
- v. Highly experienced professionals with a demonstrated track record in essential disciplines;
- vi. Not currently holding a political office, not running for elective political office and not directly participating in, or intervening in, any political campaign on behalf of (or in opposition to) any candidate in elective public office; and
- vii. No criminal record.

5. Expertise and Experience

Trustees shall be drawn from the following areas of expertise and experience relevant to the UBTF Mission:

- a. Biodiversity/conservation/natural resources management
- b. Finance and investment
- c. Business
- d. Institutional development
- e. Legal
- f. Private sector/ corporate governance
- g. Programme/project/grant management
- h. Community service.

6. Term of Office

Trustees shall serve for a maximum period of five years. In accordance with the Trust Deed, there will be a mechanism for renewal or replacement once respective individual terms expire.

7. Conditions of Service

Trustees shall serve under the following terms;

- a. Remuneration: Service of Trustees will be voluntary and therefore no professional fees are payable.
- b. Direct Expenses: the UBTF shall cover all direct expenses associated with the service to the UBTF including travel, accommodation, communication, meetings etc. while on service of the UBTF.
- c. Duty Station: The registered office of UBTF shall be in Kampala, Uganda. Trustees may be based in or outside Kampala, Uganda but shall when required and agreed with the Board and the Trust Administration/Management be expected to attend scheduled meetings in Kampala, Uganda or any other designated location as may be agreed from time to time.

8. Regulation of Powers of the Trustees

Regulation of powers of Trustees is guided by the following:

- a. Trustees Incorporation Act: Trustees shall be bound to follow and enforce the Trust Deed in accordance with the Trustees Incorporation Act.
- b. Other Regulations and Policies of the UBTF covering appointment and replacement of Trustees, conflict of interest, terms and conditions of service, decision-making processes, stakeholder involvement and accountability, etc.