

Board & Governance Oversight Commission (BGOC)

World Iranian Christian Alliance (WICA)

Reporting to the Congress

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1. Purpose & Nature of the Commission

The Board & Governance Oversight Commission (BGOC) is a board-level governance body established by and accountable to the WICA Congress. Its purpose is to provide independent board and governance oversight, assurance, and advisory to the Alliance, with a specific focus on Board governance and the overall governance framework of the Alliance.

The BGOC exists to ensure that governance structures, leadership conduct, and accountability mechanisms remain fit for purpose as the Alliance grows in scale, complexity, and global reach. The Commission operates independently from the Board and management and does not engage in operational oversight.

2. Mandate & Scope

The BGOC has the mandate to:

- Review the governance performance of the Board, including role clarity, decision-making quality, adherence to constitutional responsibilities, and management of conflicts of interest.
- Review the governance quality of all Commissions and committees, including mandate clarity, accountability structures, and governance conduct.
- Assess whether the Alliance's governance and organizational structures remain fit for purpose and formally advise the Board and Congress when adjustments are required.
- The BGOC may periodically review the overall composition and capability profile of the Board and provide advisory input to the Congress regarding future governance needs.
- Ensure that the Board conducts periodic self-evaluation of its governance effectiveness, including review of governance processes and the role of the Board Chair, and review of the process and aggregated outcomes.

The BGOC does not assess operational performance, program effectiveness, or management of delivery. Operational oversight remains the sole responsibility of the Board.

3. Governance Requirements & Assurance

The BGOC ensures that minimum governance standards are defined, maintained, and adhered to across all governance bodies. This includes assurance that:

- All Board and Commission members complete mandatory governance onboarding.
- Members formally acknowledge confidentiality, conflict of interest, safeguarding, and code of conduct requirements.

- Core governance documents are maintained, reviewed, and accessible.
- Governance ethics, behavioral norms, and leadership culture at Board and Commission level are monitored and raised where governance values are at risk.

The BGOC assures compliance with these requirements but does not deliver training itself.

4. External Governance Audit & Independent Review

To strengthen accountability and credibility, the BGOC may recommend periodic external governance reviews or audits. These reviews may assess Board governance effectiveness, structural fitness, safeguarding at governance level, and alignment with constitutional principles.

The BGOC reviews audit findings and provides formal governance advice to the Board and Congress. Implementation of recommendations remains the responsibility of the Board.

5. Composition, Nomination & Election

- The BGOC consists of 3-4 members with senior-level experience in board advisory, governance, executive leadership, and complex organizational systems.
- Members may be nominated by Board members, Commission Chairs, member organizations, or through self-nomination. All nominations require disclosure of conflicts of interest and will undergo capability and character interview.
- Members are elected by the Congress.
- The Commission elects its own Chair internally.
- Standard term length is four years, renewable once.

The screening and evaluation of nominated candidates shall be conducted according to a separate BGOC Candidate Screening & Evaluation Framework approved by the Board.

6. Reporting Lines & Boundaries

- The BGOC reports exclusively to Congress.
- The BGOC provides non-binding governance advice to the Board.
- The BGOC does not manage operations, personnel, programs, or budgets and does not interfere with theological or ministry matters.
- The BGOC does not replace the Board, does not make executive decisions, and does not act as an appeals body for operational matters.
- The BGOC shall present an annual Governance Statement to the Congress, summarizing the state of governance, key risks, and priority recommendations.

7. Meetings & Working Rhythm

- The Board & Governance Oversight Commission (BGOC) shall meet four (4) times per year as a minimum.
- Meetings may be held virtually or in person, depending on circumstances and needs.
- Additional meetings may be convened:
 - at the request of the Congress,
 - in response to governance concerns,
 - in relation to significant structural or leadership changes,
 - or when matters of urgency arise within the scope of the Commission's mandate.

The BGOC Chair is responsible for convening meetings and ensuring appropriate documentation and follow-up.

8. Whistleblowing & Governance Escalation

The BGOC is responsible for governance-level oversight of whistleblowing mechanisms within the Alliance.

Operational whistleblowing channels are maintained by management; the BGOC provides governance-level oversight and assurance of their existence, integrity, and escalation pathways.

This includes ensuring that:

- appropriate whistleblowing channels exist within the organization,
- these channels are clearly communicated,
- confidentiality and non-retaliation principles are upheld,

- and escalation pathways are clearly defined.

The BGOC shall act as the receiving and initial governance-level reviewing body for whistleblowing cases when concerns relate to:

- members of the Board, including the Chair.
- Chairs or members of Commissions,
- leaders of strategic committees,
- Or when normal reporting lines are not appropriate due to conflicts of interest.

The BGOC does not investigate operational matters but ensures that whistleblowing cases are:

- handled at the correct governance level,
- referred appropriately when required,
- and addressed in line with the Alliance's governance principles.

The BGOC may recommend external independent review where necessary.

The BGOC does not replace management, legal, or HR investigative processes and does not resolve operational grievances

Appendices

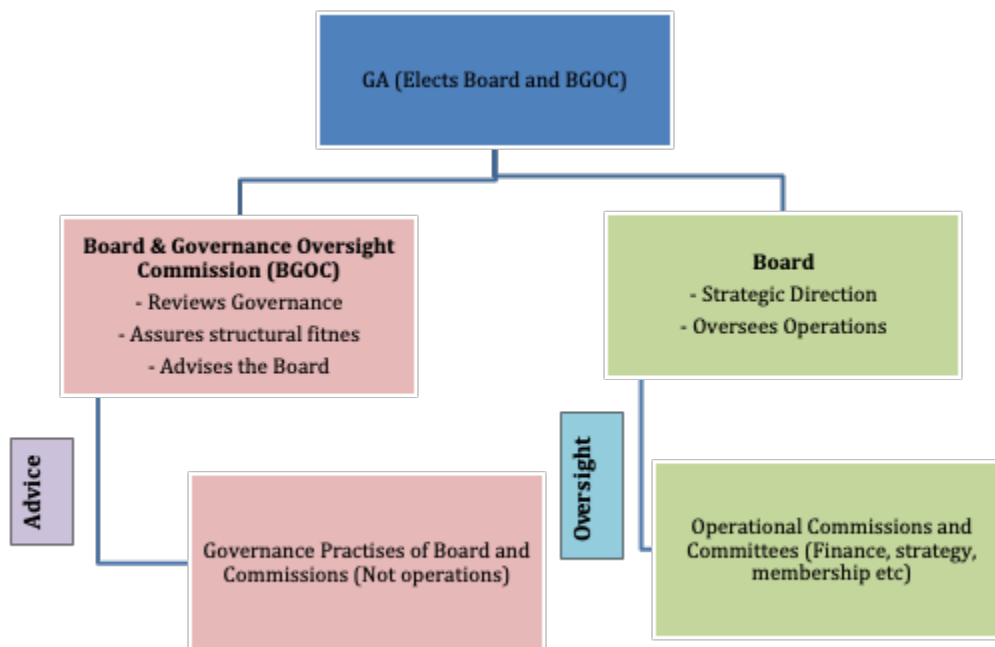
Appendix A: Network Governance Model

CONGRESS Elects Board & BGOC

BGOC → Advises → Board → Oversees → Operational Commissions

BGOC → Reviews Governance Only

Board → Oversees Operations



Appendix B: Rationale for This Governance Model

This model protects independence, supports strong governance culture, and aligns with global NGO best practice.

1. Clear Separation of Governance vs. Operations

- The BGOC focuses on how governance is functioning — not what the organization is doing operationally.
- The Board focuses on strategic leadership and operational oversight, and adherence to governance.
- Operational Commissions focus on programs, finance, strategy, safeguarding, membership, theology etc.

Clear boundaries prevent confusion, duplication of work, or political conflict.

2. Independence and Accountability

The BGOC reports **only to the CONGRESS**, not the Board. This ensures:

- Independence from Board influence
- True checks and balances
- Ability to give objective feedback
- Board & Governance oversight that is credible and trusted

This mirrors governance structures used in mature global alliances.

3. High Governance Quality, Not Heavy Bureaucracy

This model prioritizes:

- leadership culture
- organizational health
- safeguarding
- fit-for-purpose structures

- clear mandates
- constructive feedback loops
- ethical conduct & confidentiality

The BGOC is not a legalistic or punitive body - it is a governance assurance and advisory body with a developmental perspective.

4. Protecting the Board from Structural Blind Spots

Even excellent boards can develop:

- governance drift
- unclear boundaries
- internal politics
- power concentration
- misalignment between Commissions

The BGOC helps the Board by:

- providing early warnings
- reviewing the quality of governance
- ensuring clarity of roles
- strengthening leadership pipelines
- improving collaboration patterns

This creates resilience in the entire system.

5. Fit-for-Purpose Governance as the Alliance Grows

As WICA becomes more global, diverse, and multi-layered, governance must develop accordingly. The BGOC ensures the Alliance:

- does not outgrow its structures
- remains adaptive
- evolves with global standards
- maintains integrity, trust, and professionalism

This prevents governance crises and supports long-term impact.

This includes attention to governance continuity and succession to ensure institutional memory and leadership stability at Board and Commission level.

6. Support, not Control

The BGOC does not manage, direct, or interfere with operational commissions. Instead, it:

- reviews their governance structures
- offers guidance
- strengthens collaboration
- clarifies boundaries
- supports training and safeguarding

It is a partner to the Board and Commissions — not a supervisor.

7. Governance Continuity in Exceptional Circumstances

In exceptional circumstances that pose significant governance, reputational, or ethical risk to the Alliance, the BGOC may be requested by the Congress to provide governance guidance and assurance.

Alliances face moments like:

- leadership breakdown
- reputational risk
- external pressure
- sudden conflict or polarization

BGOC;

- The BGOC may act as the go-to governance body
- Provide stability and continuity, not decisions

Appendix C: Global NGO Best Practices

Used by: World Vision, IFRC, Habitat, Plan International, etc.

Features: independent oversight body, Congress accountability, governance review, external audits, structure reviews.

1. Independent Governance Assurance Body

All major NGOs have an independent body that:

- reports to their Congress/General Assembly or Global Council
- evaluates governance quality
- monitors board performance
- ensures ethical leadership
- protects against governance decline

This is standard in mature governance ecosystems.

2. Board Accountability to GA, Not to Itself

Global NGOs insist that boards:

- do not evaluate themselves alone
- are accountable to a higher body (Congress)
- are reviewed by a neutral Commission or Council (BOGC)

This prevents boards from drifting into isolation or groupthink.

3. Governance Development & Training

Best practice requires:

- mandatory onboarding (for all board and commission members)
- annual leadership training
- safeguarding training
- Code of Conduct and Conflict of Interest training
- None-Disclosure Agreement (NDA) and Confidentiality documentation
- governance manuals & documentation
- periodic refreshers

The BGOC reviews these practices on an annual basis. These practices must be integrated into the operations of the Alliance.

4. Fit-for-Purpose Structural Review

International NGOs regularly review:

- whether their structures still serve the mission
- whether scale/complexity require changes
- whether roles & mandates are still appropriate

BGOC performing these reviews ensures WICA remains aligned with global best practice.

5. External Governance Audit

Many top-tier NGOs use:

- external governance and board audits
- periodic third-party assessments
- independent reviews

This brings credibility and transparency.

The BGOC integrating these audits is consistent with leading global standards.

Document Control & Version History

Item	Details
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This document is a living governance document and may be reviewed and updated in accordance with the Alliance's governance processes.

Version	Date	Description of Change	Approved By
v1.0	07 Jan 2026	Initial version adopted by Congress	Board on behalf of Congress
v1.1	Oct 2026	Approved version adopted by Congress	Congress