



# **ACTIONAID INTERNATIONAL SWEDEN GOVERNANCE MANUAL**

2006-11-15

(Updated 2008-02-27)



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## Why do we need a governance manual?

ActionAid International Sweden (AAIS) is registered as a Non Governmental Development Organisation (NGDO) in Sweden. It is currently an Associate of ActionAid International (AAI) and is fully committed to AAI's vision, mission and values in global poverty eradication. It subscribes fully to AAI's governance vision and practice in uniting people from the global south and north in addressing together the global poverty agenda.

This governance manual has been written to provide all stakeholders with a guide on governance practices for AAIS including its Staff, ActionAid International and its International Secretariat. It is a point of reference that may be reviewed from time to time as changes are required to maintain best practice.

This manual draws its basis from the following documents:

- The Articles and Memorandum of AAIS
- The Association Agreement for Northern Organisations within AAI
- The AAI Governance Manual
- The Memorandum of Understanding for the Foundation of AAI (MOU), and
- The Constitution of AAI

## Whom is the manual for?

This governance manual has been written primarily for:

- Current, potential and new Board members of AAIS
- Members of staff of AAIS
- Interested members of the public
- Donors and Supporters
- Government
- Others interested in the governance of the organisation.

## What does the manual comprise?

The manual describes the relationships between the AAIS Board, AAI Board, the AAI International Secretariat, other Affiliates and Associates. It lays out the key responsibilities and relationships of Board members of AAIS and acts as a single reference point.

## How is the manual to be used?

Given that the organisation is new (founded in 2006) and it is part of an evolving International organisation (founded in 2003) this manual is an evolving document that will crystallise governance processes and strategies based on the influences of the culturally diverse experiences and discussions on best practice of all the constituent parts of ActionAid International. It is therefore a reference point that will be reviewed periodically. The responsibility for approving this manual and its amendments lies with the AAIS Board. Suggestions for changes and improvements may be made to the Secretary of the Board at any time.

## Background

ActionAid was formed in UK in 1972 by a business man called Cecil Jackson Cole. It started with programmes in Kenya and India. It later had other offices in other European countries. In 1999, a group of associated charities which had this common origin and bore the name ActionAid; or a foreign language equivalent inside Europe, formed an umbrella organisation known as the ActionAid Alliance. This Alliance had country programmes or funded the country programmes through ActionAid until 2003 when a number of them established ActionAid International. ActionAid International works towards the eradication of poverty and its root causes in over 40 of the poorest countries in Africa, Asia, Latin America and the Caribbean.

### *The reasons for establishing ActionAid International*

The founding of AAI was based on a vision of greater impact on poverty eradication through a truly international organisation, affiliates from the North and the South work together through an international Board on which each one of them has a single representative. Affiliates would emerge from Country Programmes in the South; former separate external national NGDOs or NGDOs set up through independent entry into a country e.g. Sweden.

This international organisation is made up of people with vision and leadership skills from the global north and south. It recognises that in the fight against poverty we can have greater impact only when we are able to act together, in coalition and partnership with others, at all levels from local to national and global. We believe that the best solution to poverty eradication lies in a global movement led by poor and excluded people, for action against poverty that cuts across national and south-north boundaries.

### *ActionAid International Sweden*

ActionAid International Sweden is now the Swedish Associate of AAI. It focuses on policy advocacy, campaigning and mobilisation, and fundraising. Currently, it is formally linked to AAI as an Associate with the next step to become an Affiliate. AAIS has licensing and other agreements that set out the manner in which both AAI and AAIS work together and support each other. AAIS is registered as an “Ideell förening” (Association). The official name is ActionAid International Sweden but it may be referred to as ActionAid, ActionAid Sweden or by its acronym AAIS.

Our eventual Affiliation in AAI is our participation in, and contribution to, such a movement

- **It represents** a structural power transformation in an organisation of affiliates governed by an International Board and supported by an International Secretariat.
- **It involves** a cultural transformation through the development and sharing of a unifying set of core values, common vision, identity, mission, strategy, standards and systems for collective and determined action across organisational and national boundaries.
- **It is based** on the premise of respect for democratisation and diversity.

### *Vision*

Our vision is a world without poverty and injustice in which every person enjoys their right to a life with dignity.

### *Mission*

Our mission is to work with poor and excluded people to eradicate poverty and injustice.

### *Values*

ActionAid International has agreed to the following set of guiding values which will be reaffirmed during the process of organisational wide strategy development. ActionAid Sweden shall perform all its work guided by the following underlying values:

**Mutual respect:** requiring us to recognise the innate worth of all people and the value of diversity.

**Equity and justice:** requiring us to work to ensure equal opportunity to everyone irrespective of race, age, sex, sexual orientation, HIV status, colour, class, ethnicity, disability, location and religion.

**Honesty and transparency:** requiring us to be accountable at all levels for the effectiveness of our actions and open in our judgements and communications with others.

**Solidarity with the poor, powerless and excluded** will be the only bias in our commitment to the fight against poverty.

**Courage of conviction:** requiring us to be creative and radical, bold and innovative – without fear of failure - in pursuit of making the greatest possible impact on the causes of poverty.

**Independence:** from any religious or party-political affiliation.

**Humility:** in our presentation and behaviour, recognising that we are part of a wider alliance against poverty.

### *Key characteristics of ActionAid International*

The key characteristics that identify AAI include the following:

- a. Taking sides with poor and excluded people and communities.
- b. Support to a global movement against poverty and injustice through linking people across political boundaries- including fundraising through sponsorship and solidarity linkages.
- c. Respect for equity – including gender equity – and diversity.
- d. Accountability to all stakeholders, particularly to poor and excluded people and communities we work with, and to donors, supporters and volunteers.
- e. Critical engagement and, where necessary, confrontation (without violence) with people and institutions that cause poverty, injustice and insecurity.
- f. Coherence, synergy and unity of our collective action.
- g. Responsive, effective, efficient, participatory and non-bureaucratic ways of working.
- h. Active collaboration and partnerships particularly with the diverse range of civil society organisations.
- i. Rigour and depth of analysis as well as active sharing of learning and knowledge.

### *Objectives of ActionAid International Sweden*

The objectives of the Association are:

1. To support and promote the charitable/developmental and non-profit activities of AAI within Sweden to relieve poverty and distress throughout the world
2. To promote in any part of the world the relief of - poor and excluded people in developing and under developed countries by means of improving their financial and social well-being, with the long term objective of developing the areas in which they live.
3. To offer all manner of relief (such as urgent humanitarian aid and food supply) and medical care, and to promote sustainable, long-term programmes for poor people in developing countries.
4. To build public constituency and solidarity movements within Sweden to engage in the fight against poverty;
5. To advocate, influence and campaign throughout the world in conjunction with AAI;
6. To fundraise and accept donations from public, private and official sources throughout Sweden and other parts of the world;
7. To inform and educate the public concerning the underlying causes and consequences of poverty and the ways of confronting it around the world

8. To support and promote all manner of educational activity and programmes intended to trigger interest, especially among young people, through development education.
9. To study, formulate and make proposals to competent organisations, NGOs etc. on matters concerning poverty around the world.

### *Activities*

The activities of AAI are to:

- a. Operate anti-poverty programmes in developing countries.
- b. Build public constituency and solidarity movements throughout the world.
- c. Advocate, influence and campaign throughout the world.
- d. Fundraise from public, private and official sources throughout the world.

AAI will undertake these activities in Sweden through the leadership of AAIS.

## Authority & accountability

### *International Organisational Structure*

ActionAid International was formed in 2003 in the Netherlands as a Dutch Stichting (Foundation) and comprises an International Board, Affiliates, Associates and the International Secretariat.

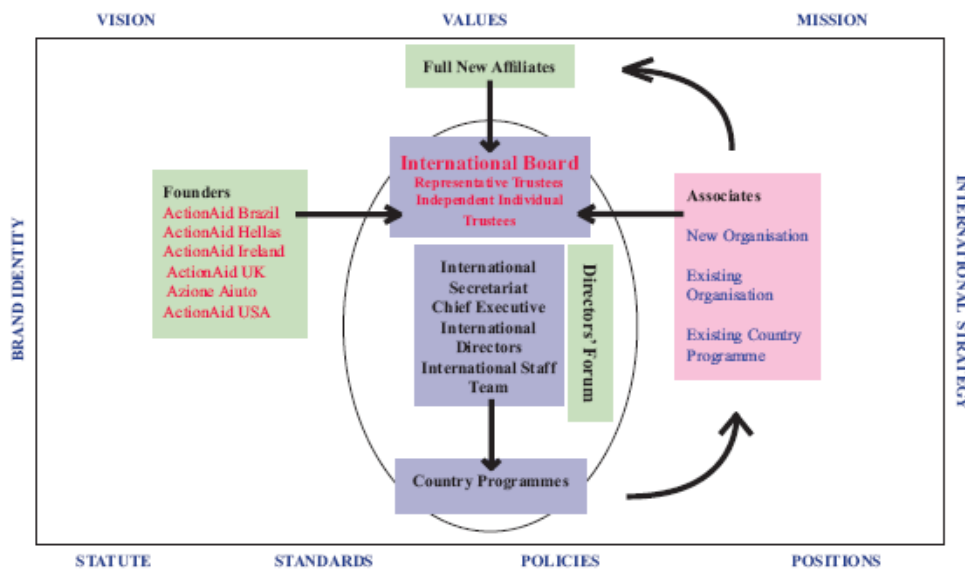
The International Board is constituted for the governance of AAI.

**The Affiliates** are those organisations that join and own AAI and agree to take part in its governance as well as in the fulfilment of AAI's vision, mission and strategies in accordance with its values, standards and systems. AAI had six founding Affiliates in 2003 comprising ActionAid Brazil, ActionAid Hellas (Greece), ActionAid Ireland, ActionAid International Italia (Italy), ActionAid UK, ActionAid USA. To date ActionAid Ghana, ActionAid India, ActionAid Kenya and ActionAid Uganda have joined as Associates. (These were formerly Country Programmes in the South and with their own National Boards and legislative support became Associates in 2004 more associates have reached such status in Nigeria, Guatemala and other former CPs. The international board has authorized the chair to sign association agreement with an external organisation in the Netherlands and will move in the same direction swiftly in relation with organisations based in Australia and France. Ayuda en Accion is a special associate to AAI **The Associates** are either external national NGOs which join AAI with the intention of becoming Affiliates or former Country Programmes in the South which are in transition towards becoming Affiliates. AAIS is currently an Associate. It takes a period of two years to complete the process from Associate status to Affiliate status. A process is in place to increase the number of Associates from Country Programmes in the South to facilitate the growth of Affiliates to circa 30 by 2010. Affiliates and Associates are legally registered organisations with their own governance and management structures that join AAI in accordance with the criteria set out by AAI and upon approval of the International Board.

The **International Secretariat**, which is multi-locational worldwide, is the management structure of AAI with the following components:

- The International Headquarters which is the registered principal office of AAI situated in Johannesburg, South Africa, where the Chief Executive is based.
- Regional offices and teams which are located in Africa, Asia, the Americas, and Europe for representation, management and coordination purposes.
- Country programmes which are managed as national level branches of the International Secretariat for the representation, management and coordination of AAI's work in those countries, and for thematic work across countries.
- Other international offices include sub-regional, liaison and project offices.

### *Organisational Design of ActionAid International*



### *ActionAid International Sweden Organisational structure and functions*

AAIS is a young organisation and is in the process of growth. It is headed by an Executive Director who has a double reporting line to the AAIS Board and the international director for Europe at the International Secretariat. When AAIS becomes an Affiliate, the management line with the international secretariat will be severed, but the Executive Director will also maintain close working relationship with the International Director of European Coordination and accountability for the implementation of the regional strategic plan, as well as close working relationships with other International secretariat staff. There is therefore a web of relationships and networks within AAI with which the AAIS staff will be involved. In addition, the staff is expected to take on international lead roles on areas of expertise and complementarily. Function heads will

report to the Executive Director while maintaining close working relationships with their counterparts both at the international level and from other countries.

The **Executive** Director leads a team that is broadly comprised of Communication, Fundraising, Campaign (incl policy and programme and activism) and Support functions.

### *Key governance relationships within ActionAid International*

Relationships within AAI are defined by AAI’s Constitution; affiliate, management and licence agreements with affiliates; and other documents such as the Memorandum of Understanding for the Foundation of AAI. The following summary is intended to enhance clarity around these relationships while emphasising areas where there are deliberate dualities of responsibility:

The ActionAid International Board is responsible for the overall governance of AAI.

### *International Board and National Board Relationship*

#### **Nomination of an international board representative**

The AAIS Board nominates an appropriate representative to the International Board. This nomination is a prerogative of the AAIS Board. However the Swedish Board should take into consideration the overall requirements of the International Board while making this selection, consulting the Board Development Committee of the International Board.

#### **Responsibilities of the international board member**

The International Board member from AAIS acts in two capacities:

- a. As a member of the International Board, responsible for the overall governance of AAI; and
- b. As a representative member of AAIS’s interests within the International Board.

#### **Conflicts of interests**

Nonetheless all members of the International Board strive to serve the larger and common interest of AAI. The following table offers guidance on suitable practice on occasions when the duties of an International Board member from AAIS may seem to overlap:

<b>Occasion</b>	<b>Recommended Practice</b>
Discussion at International Board of issues relating specifically to Sweden, including but not limited to the status of Sweden within AAI and financial flows to or from Sweden in particular.	Withdraw from room during discussion, unless explicitly asked to stay by Chair:
Discussion at national Board of AAI’s international strategy, policies, standards etc or the	Active involvement, focused on the interests of Sweden but aiding the discussion by

Occasion	Recommended Practice
status of Sweden within AAI and financial flows to or from Sweden in particular.	offering the perspective of the International Board.
Discussion at the International Board of the performance, pay or employment of a member of the International Secretariat who is on the Board of Sweden.	Withdraw from room during discussion, unless explicitly asked to stay by Chair.
Discussion at the International Board of other members of the International Secretariat.	Active involvement.

## Constitution of ActionAid International

All members of the International Board work within the Constitution of AAI founded under the laws of the Netherlands. The member that is nominated by Sweden therefore works within the laws of the Netherlands while acting in the capacity of a Board member of AAI and the Swedish laws while acting as a Swedish Board member. They therefore need to be clear about the capacity in which they act at any one time.

## Review of the structure

The present structure of the International Board will be reviewed when the number of affiliates exceeds 11. A structure that will accommodate a larger number of affiliates will then be developed based on a review of what is most appropriate for the effective governance of AAI and its constituents, possibly including an international assembly in a two-tier structure. It is expected that the configuration of such a governance structure will be agreed by the end of 2008.

In addition, ActionAid International will promote and implement forums or networks of members of various national Boards and the International Board. This will not only help governance development but also strengthen international collaboration and partnership.

The International Secretariat provides management support to the International Board.

## *International Secretariat and National Board Relationship:*

In consultation with the Board Development Committee, or equivalent, of the national Board, the International Board will nominate a member of ActionAid International (a senior member of the International Secretariat or a member of another national Board, but not a member of the International Board) to be a member of the Swedish Board. The member thus nominated plays a governance role in that country; this role is a **supporting** rather than **controlling** one, to support effective governance and ensure effective links with the rest of AAI. Such a member cannot be the Swedish representative or its observer on the International Board.

The following table offers guidance on suitable practice on occasions when their duty on the Swedish Board may seem to be in conflict with their duty as a member of the International Secretariat or another national Board:

<b>Occasion</b>	<b>Recommended Practice</b>
Discussion at Sweden’s Board of personal aspects of the working relationship between the Executive Director of AAIS and the International Secretariat/Swedish Board.	Withdraw from room during discussion if, and only if, asked to do so by the Executive Director of AAIS.
Discussion at Sweden’s Board of any other management issue.	Active involvement, focused on the interests of Sweden but illustrating issues with examples from elsewhere in AAI.
Discussion at Sweden’s Board of the status of Sweden as a continuing member of AAI.	Withdraw from room during discussion, unless explicitly asked to stay by Chair.

The Executive Director of AAIS is selected by the Swedish Board in consultation with the International Secretariat. This involvement may take the form of participating in the short-listing of candidates or the final stage of selection interviews.

The International Secretariat also provides management support to the governance functions of national Boards through the following:

- a. Advising on the values, vision, mission, identity, strategies, standards and systems of AAI.
- b. Supporting the induction of new Board members.
- c. Supporting training of the Board, for example on specific aspects of development related to AAI’s mission and objectives, specific governance functions etc.
- d. Sharing commonly agreed and mutually acceptable guidelines for the assessment of the Board Members of AAIS and other affiliates and associates
- e. Responding to requests for assistance on any governance issue.

## The Governance Structure

The Governance Structure of AAIS is in order of authority:

- The General Assembly
- The Governing Board whose officials include:
  - The Chairperson
  - Vice-Chairperson
  - The Treasurer
  - The Secretary

Details of their responsibilities are in Annexe 1.

Committees of the Board which are formed from the General Assembly include the Audit Committee; the Board Development Committee and the Election Committee. (Annex 2.)

### *Roles and responsibilities*

#### **The General Assembly**

The General Assembly is the supreme body of the Association and decides upon all subjects not assigned, by means of law or the Articles of Association, to one of its other bodies. The General Assembly also decides upon any matter which, although falling within the competences of another body, has been assigned to it, after decision of the body's Members in question, by absolute majority (2/3).

The General Assembly shall audit and supervise the other bodies of the Association.

The General Assembly is the only body entitled to:

- a. Elect and remove Members of the Governing Board.
- b. Approve the budget and the Annual report and decide upon the release or otherwise of the Governing Board of any liability.
- c. Decide upon any amendments to the Articles of Association in the presence of at least two thirds (2/3) of the Ordinary Members and by majority of two thirds (2/3) of those present.
- d. Decide upon the dissolution of the Association, in the presence of at least two thirds (2/3) of the Ordinary Members and by a majority of three fourths (3/4) of those present,
- e. Decide upon the establishment of branches (Local Offices) in other cities of Sweden by majority of two thirds (2/3) of the Ordinary Members.

#### **Decisions of the General Assembly**

Decisions shall be taken by a show of hands. In the case of personal matters, a secret ballot shall take place, provided the relevant member has been requested and the same is approved by the Chairperson of the General Meeting. Decisions shall be made by simple

majority of those present (half of those present plus one), apart from instances where another kind of majority is expressly specified in the Articles of Association. In case of a tie in votes, the Chairperson shall have the casting vote.

## **Business of the General Assembly**

One Ordinary General Meeting of members shall be convened each year as prescribed by the Articles of Association. Only the Ordinary members at General Meetings are entitled to:

- Approve the activities of the Governing Board
- Approve the Annual report and budget of the Association.
- Appoint and approve auditors of the Association who shall be an authorised or approved public accountant.

## **Membership**

Membership is required to have the right to attend to and vote at the General Assembly. Membership will cost 100 SEK per calendar year. The Board members can identify and approach people who may have something worthwhile to contribute. Otherwise there is no active recruitment and people can sign up on the web-site. The members are registered in a special Member Register and are updated once a year. Responsible for the Member Register is Support & Service.

## **The Governing Board**

As a Swedish Association (Ideell förening), AAIS is governed by the Swedish Law. The Governing Board, comprising 9 members as prescribed by the Articles, is ultimately responsible for the overall governance of AAIS. It is responsible for the formulation of policies and providing strategic guidance and support to the Association. The responsibility of the Governance Board is therefore to govern the Association. It is important here to draw the distinction between **‘governance’** and **‘management’**. Governance is the process by which a Board functions as a unit to direct the organisation. Management is the process of implementation used to translate governance policy into programmes and services. Formally, the Board delegates responsibility for management to the Executive Director who in turn delegates specific responsibilities to senior managers, and through them, to those reporting to them.

## **Criteria, Election and Induction of Board Members**

The processes of recruiting, electing and inducting new Board members are supported by the Board Development Committee as laid down by the Articles of Association. The Board however needs to maintain a healthy combination of expertise and diversity by considering demographic factors, skills, experience and qualifications. Board members will need to meet the following basic criteria:

- a. Belief in and share ActionAid’s values, vision, mission and strategy.
- b. Ability to work at a governance or policy-making level.

- c. Ability to function effectively as part of a diverse strategic group.
- d. Specific functional expertise of relevance to the organisation, e.g. poverty, human rights, gender, media and communications, fundraising, campaigning and advocacy, finance management, HR, IT or government.

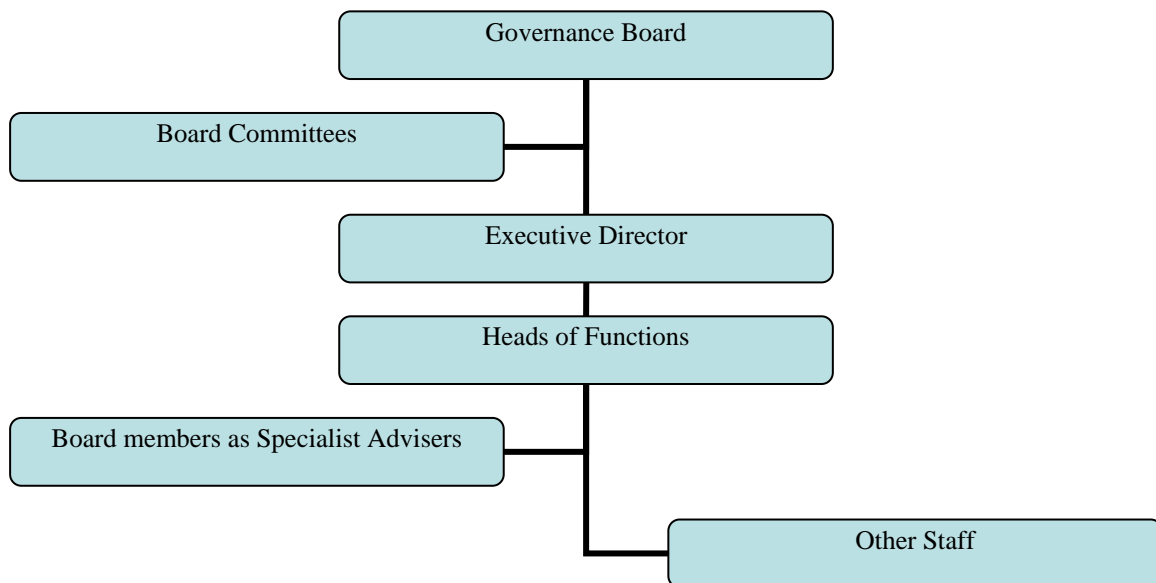
## Roles of the Board

Members of the AAIS Board play a dual role:

- a. As members of a group who form the Board, a collective governing entity that is the highest authority, to which the AAIS Executive Director is accountable; and
- b. In the capacity of specialist volunteer advisers, roles that individual members play based on their skills, competence, contacts etc.

As a result there are ‘Board responsibilities’ and ‘individual Member responsibilities’.

The former apply to all Board members at all times, including in their work on Board Committees, and the latter specifically to those that take on advisory roles as individuals at the request of AAIS Executive Director. When members work in Board Committees, they are acting as subsets of the Board with the delegated authority of the Board. They draw on their specialist expertise but are not here acting as specialist advisers – they continue to have authority as Trustees. Accountability and authority therefore change depending on the specific role being played, as illustrated below.



## *Key Governance Responsibilities*

The key governance responsibilities of the Board are as follows:

- a) **To determine and uphold the values, mission, vision and policies of the Association in accordance with those of ActionAid International**
- b) **To provide strategic direction to the Association by approving long term plans concerning the activities of the Association and laying down guidelines for its activities, in line with the main principles and frameworks laid down by the General Assembly and ActionAid International.**
- c) **To ensure liaison and coordination between activities of the Association and ActionAid International**
- d) **To ensure the Association's continual compliance with the Affiliation agreement and licensing agreements with ActionAid International**
- e) **To ensure the implementation of strategy and the individual aims and programmes of the Association and to approve Plans and Budgets.**
- f) **To ensure that the Association has sufficient capacity and measures such as audits and reviews to deliver on its commitments according to its mission through its national and international activities.**
- g) **To prepare matters for decisions to be taken by General Assembly Meetings and in particular to submit the annual reports of the Association to General Assembly Meetings for approval as well as the reports of the Governing Board.**
- h) **To nominate a representative to the ActionAid International Trustees' Board.**
- i) **To form and coordinate Committees of the Association in order to enhance its work; these Committees shall be involved in sectors such as: fundraising, advocacy, programmes and other support areas for Association activities.**
- j) **To appoint and remove the Chief Executive Director of the Association, after agreement with ActionAid International.**
- k) **To evaluate the performance of the Chief Executive Director**

- l) Subject to the approval of the Assembly, the Board shall also decide on all issues not regulated by these Articles or other documents such as the Governance Manual**
  
- m) To continually assess and review its own capacity and performance and take measures to develop and strengthen itself**
  
- n) To ensure that the Association has the necessary structure, staff, resources and capacity to operate and deliver its mission.**
  
- o) To be signatories of the Association on all governing documents or to authorize by power of Attorney any other person or body to sign on behalf of the Association**

Board members perform some of their Board responsibilities through specialist Committees:

- Audit Committee,
- Board Development Committee,
- Election Committee
- Other Committees as may be required by the Board.

Other responsibilities are carried out without a Committee but with a great deal of Board involvement. The Executive Director may request Board members individually or in special task groups to be involved in processes and decisions beyond the ones listed above, generally in the role of specialist advisers, if there are issues that warrant this participation.

In addition to the overall responsibilities of the Board, the Board Chair, Board Honorary Treasurer and Board Secretary have specific job requirements.

### ***Legal Liability***

As Governance Board members, the members are legally protected from personal legal liability for the day to day obligations of the organisation.

## *Board Induction*

The induction process aims to bring new Board members rapidly to the point where they can make an active and well-informed contribution to AAIS. In general it involves:

- a. Providing the new Board members all relevant documents of ActionAid International.
- b. A one day orientation by the International Secretariat.
- c. Visits to programme locations in the south and the north.

## *Term of office*

The term in office of Governing Boards will be three years (one term) and the Members of the first Governing Board shall not be subject to any constraints on their re-election. Candidacies for the election of a new Governing Board shall be submitted one week before the elections.

## *Meetings*

- a. The Governing Board shall hold Meetings when one half (1/2) of its Members are present and shall have a quorum when a simple majority (half the Members' number plus one) of its Members participate in the meeting. If a quorum is not immediately achieved, the meeting shall be adjourned for five (5) days and shall reconvene with the same agenda. If at the reconvened meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum and may transact the business for which the meeting was called.
- b. The Governing Board shall meet regularly, at least once every quarter. The Chairperson shall call a Governing Board meeting by means of notice dispatched to the Members at least five (5) working days before the date of the Meeting, which notice shall also mention the items to be discussed. Before every Board meeting the Members will get an updated "Up North".
- c. The Governing Board shall hold Extraordinary Meetings when called by the Chairperson, the Chief Executive Director, or at least three (3) of its Members. Any Member of the Governing Board may propose items for discussion.
- d. The Board may hold meetings with some or all members linked by telephone, videoconferencing or other electronic means as long as all participants can communicate with all other participants.
- e. Regular items on the agenda are:
  - First quarter: preliminary approval of the Annual Report and preparing for and planning of the General Assembly
  - Second quarter: Final approval of the Annual Report
  - Third quarter: Review and feedbacks on plan for the next year
  - Fourth quarter: Final approval of the Annual Plan and dates for the next year.

## *Decision Making*

Decisions shall be taken by a simple majority (half the Members' number plus one) of those Governing Board Members present, by a show of hands, apart from personal matters, where one third (1/3) of the Members may request that voting be done by secret ballot. In the case of a tie, the Chairperson shall have the casting vote.

Members of the Governing Board may participate in meetings by means of written submissions to the Chairperson or by telephone conference.

## *Board assessment*

The Board should regularly assess its performance and identify areas for improvement. Such assessments are best done with the help of external facilitators who bring objectivity to the process, perhaps including retired Board members who know the organisation well and are aware of what it needs.

Annex 3 is a Board Self Assessment Questionnaire that may help this process.

## *Conflicts of interest and duty*

Board members are chosen partly for their active involvement in other organisations and at times there may be a conflict between AAIS's interests and their personal interests or responsibilities to other organisations. Members have a duty to declare all relevant private interests and duties. Such interests may include:

- a. Board memberships
- b. Company Directorships
- c. Employment or other close relationships with other NGDOs, charities, institutions and companies, both non-profit and profit making.

Any member who has a private interest or duty, as covered by the Register of Interests, in a matter under discussion at a Board meeting should declare the nature of their interest or duty and withdraw from the room, unless they have a dispensation to speak.

If a member has any other interest or duty which does not create a real danger of bias, but which might reasonably cause others to think it could influence their decision, they should declare the nature of the interest or duty, but remain in the room, participate in the discussion and vote if the Chair, in consultation with other members present, agrees they can do so.

If in any doubt about these rules, members should consult the Chair.

## ANNEX 1 Powers Of The Officers Of The Association:

### **1. Officers of the Association:**

Upon the commencement of the First General Meeting the Association shall elect its Chairperson, Vice- Chairperson, and Treasurer. Subsequent officials shall be appointed in accordance with the Articles of Association.

### **2. Powers and Duties of Office Bearers of the Association:**

The Chairperson shall be the Head of the Association and s/he shall be assisted by the Secretary and Treasurer in the functioning of the Association. The term of office of the office bearers shall be three years (one term). None of the office bearers shall serve more than two consecutive terms in office

### **3. Chairperson**

- a. The Chairperson shall direct the Ordinary and Extraordinary Meetings of the Governing Board, represent the Association before any authority and before the ActionAid International Board and in general ensure that the Association's aims are fulfilled and its activities coordinated. The Chairperson shall also be a signatory to the statutory documents related to the Association, relevant correspondence, minutes etc. Other powers and responsibilities of the Chairperson shall be as specified in the Governance Manual of the Association and other documents of the Association from time to time.
- b. The Chairperson shall be a person elected by the members of the General Assembly from amongst themselves.
- c. The Chairperson shall not be eligible to serve more than two consecutive terms and after two consecutive terms shall not be eligible to serve as Chairperson again until a period of at least three years has elapsed from the time when s/he last held office.
- d. The Chairperson shall preside over all meetings of the Governing Board and General Assembly and provide guidance to the Board of the Association towards achieving its objectives.
- e. At the time of voting on any matter/subject (except elections), if the total votes of opposing groups of Members happen to be equal in number, the Chairperson has the power to cast an extra vote to decide the matter/subject. In the event of a tie in elections, the Chair shall call for a re-election either at the same meeting or at a meeting specifically called for this purpose.
- f. The Chairperson shall have the power to allow inclusion of any subject/matter in the agenda for discussion in the course of a meeting.
- g. Other powers and duties of the Chair shall be in accordance with the Governance Manual of the Association.

#### **4. Secretary**

The Secretary shall inform Members of the Governing Board about the items on the agenda, keep the minutes of meetings, which shall be approved by the Chairperson and one controller, the controller is presumably any one member of the Governing Board) The Secretary shall be a co-signatory to the statutory documents of the Association along with the Chairperson or any other Board members so appointed. The Secretary may be helped by non-Members of the Association in discharging her/his tasks.

- a. The Executive Director of the Association shall be the Secretary to the General Assembly.
- b. The Secretary will prepare and maintain a Membership/ Attendance Register as well as a Proceedings Register to record the minutes of the proceedings of the Governing Board Meetings and the General Assembly Meetings and have them duly approved by the Members who attend the meetings and signed by the Chairperson.
- c. The Secretary shall be responsible for ensuring all regulatory compliances in the day-to-day affairs and activities of the organization.
- d. The Secretary shall call and convene the Meetings of the General Assembly and the Governing Board.
- e. The Secretary shall be responsible for the making and distribution of Association documents.
- f. The Secretary jointly with the Chairperson of the Board shall be signatory for all official and legal documents as may be necessary
- g. The Secretary shall also implement other secretarial functions as mentioned in these Articles.

#### **5. Treasurer**

- a. The Treasurer will oversee the funds of the Association and its records on behalf of the Association and the Governing Board and shall ensure the audits through the Audit Committee to ensure the proper management of the Association's assets. The Chief Financial Officer of the Association, who is a part of the Management Team and ex-officio Audit committee member, will assist the Treasurer.
- b. The Treasurer shall oversee the administration of the Association funds and shall report on the same to the Board and the Assembly.
- c. The Treasurer shall head the Audit Committee that will review the maintenance of the accounts of all money on behalf of the Association.
- d. The Treasurer will ensure the proper custody and protection of the monies, account books and other movable and immovable properties of the Association.
- e. The Treasurer will guide the process of preparation and maintenance of accounts books, audited accounts, submission of periodic and annual statements, returns and filings under all applicable statutory compliances.

- f. The Treasurer shall ensure proper and clear interpretation of all financial statements to the Governing Board and General Members of the Association.
- g. The Treasurer shall function under directions and authority from the Chairperson and the Governing Board and ensure the integrity of the financial policies and procedures of the Association.
- h. All the above powers of the Treasurer shall be carried out in consultation with the Secretary.
- i. The Treasurer will be a signatory for such bank documents, official and legal documents as may be necessary.

## ANNEX 2 Committees and Responsibilities

### AUDIT COMMITTEE

The Audit Committee shall be comprised of two (2) Ordinary Members and one (1) Independent member who shall be elected by the Ordinary General Meeting for a term of one year. The Chief Financial Officer of the Association shall be an ex-officio member of the Audit Committee.

**Duties:** The duties of the Audit Committee shall include;

- a) The duty of controlling the auditing of the cash flow and management activities of the Association,
- b) The duty of submitting a relevant report to the next Ordinary General Meeting or Extraordinary General Meeting, if this is considered necessary or requested by an Ordinary General Meeting.

Independent Member of the Audit Committee may not submit their candidature for the Governing Board or the Nomination Committee.

### ELECTION COMMITTEE

**Line-up – Term in office:** Elections of the Association shall be conducted under the oversight of a three-member election Committee, elected by an Ordinary General Meeting.

**Constitution:** the election Committee shall constitute of a Chairperson who is elected by its Members and Three (3) Ordinary Members. Election Committee Members cannot submit her/his candidature for the Governing Board.

#### Duties

- a) The Election Committee shall receive the register of voters from the Secretary, containing the names of Members that have settled their dues to the Association.
- b) The Election Committee shall oversee every issue related to the elections.
- c) It shall officially announce the lists of candidates who have submitted candidacies.
- d) Only Members that have settled their dues may submit such an application.
- e) On polling day, conducted by secret ballot, the Election Committee shall receive the ballot box before the start of voting, check if it is empty, seal it and the Chairperson shall announce the start of voting.

Candidates must be present and attend the procedure. After the end of voting the Election Committee shall count the votes and announce the results. Counting will take place in front of all persons who wish to watch the procedure. Objections may be submitted at any time during voting.

The Election Committee shall confer immediately and announce its decision. Ballot papers shall first be counted. This will be followed by counting the votes each candidate received. Finally, elected candidates shall be announced.

## **BOARD DEVELOPMENT COMMITTEE**

- a. Recruit and induct new members, ensuring that members have maximum flexibility to optimise the composition of the Board in AAIS'S best interests.
- b. Establish the ideal Board composition in terms of expertise and diversity
- c. Develop a recruitment plan
- d. Compile and continually add to a pool of potential candidates to the Board
- e. Cultivate the interest of potential Board members
- f. Recommend candidates to the general Assembly
- g. Inform, orient and involve new Board members

**Members:** 2 or more

**Quorum:** 2 (including Chair as chair)

Meets as required

Chaired by the Board Chair

Executive Director attends all meetings of this Committee.

## ANNEX 3 Board Self Assessment Questionnaire<sup>1</sup>

The questionnaire below is designed to help the Board of AAI to assess how well it is functioning and to identify areas where the Board as a whole might improve. It is also helpful for AAIS Board, and for new members of Boards, as an indication of the involvement required of active Board members.

Read each responsibility carefully and give each a score within a range of 1 to 4.

1 is Very Dissatisfied, 2 is Somewhat Dissatisfied, 3 is Satisfied and 4 is Very Satisfied.

If you are unsure, mark the statement 'NS'. The assessment facilitator will endeavour to obtain a completed questionnaire from every Board member, analyse the results and present a consolidated report in which individual responses are guaranteed anonymity.

How satisfied are you that:

1. All board members are familiar with the current mission statement?
2. The board is knowledgeable about the organisation's current activities and strategies?
3. The board fully understands the external environment in which it is operating?
4. The organisation has developed a strategic plan and is planning adequately for the future?
5. The board focuses its attention on long-term significant policy issues rather than short-term administrative matters?
6. The board has approved an effective marketing and public relations strategy for the organisation?
7. The board understands the fundraising strategy for the organisation?
8. The organisation has developed a sound financial strategy and good financial controls?
9. The board discusses thoroughly the annual budget of the organisation and its implications before approving it?
10. The board currently contains a sufficient range of expertise to make it an effective governing body?
11. The respective roles of the board and staff are clearly defined and understood?
12. A written job description clearly spells out the responsibilities of the Executive Director?
13. The board supports the Executive Director in her/his role?
14. The board appraises the Executive Director and remunerates her/him appropriately?
15. The board holds effective meetings?

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<sup>1</sup> Adapted from UK National Council for Voluntary Organisations (NCVO)

16. The board's size and structure are adequate?
17. The board has adopted policies which enhance its effectiveness (for example conflict of interest policies, risk management policies etc)?
18. The board adds value to the organisation?

## ANNEX 4

### PRESENT MEMBERS OF THE BOARD OF ACTIONAID INTERNATIONAL SWEDEN

1. Marco de Ponte , (m) AAI rep
2. Svante Weyler (m), vice chair
3. Martin Gumpert (m)
4. Carl Schlyter (m)
5. Lena Åhlby(f)
6. Linley Chinwona Karlton (f)
7. Ingrid Lindquist, (f), treasurer
8. Carl Tham (m), Chair
9. Ylva Strömberg (f) ( **Executive Director**), Secretary