



# TDEA Rules and Procedures for Board of Trustees

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Free and Fair Election Network (FAFEN) is a network of Pakistani civil society organizations, governed by the Trust for Democratic Education and Accountability (TDEA).

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## 1. Vision

A democratic and just society that guarantees rights, respect and dignity of all individuals

## 2. Mission Statement

TDEA-FAFEN strives to strengthen public accountabilities by enhancing capability of citizens' associations to work for civil liberties, improved governance, democracy and peace in Pakistan.

## 3. Values

TDEA/FAFEN upholds the following Principles and Values in the performance of its work, public interactions and organizational procedures and process:

- **Inclusion:** TDEA/FAFEN believes in inclusion as the basis for strengthening democratization, and therefore, encourages greater participation of all stakeholders particularly the marginalized in its work.
- **Integration:** TDEA/FAFEN believes in partnerships and networks as critical in integrating and strengthening voices of citizens and their associations for civil liberties, improved governance, democracy and peace in Pakistan.
- **Neutrality:** TDEA/FAFEN does not support any political party.
- **Transparency:** TDEA/FAFEN procedures and processes maximize organizational transparency.
- **Accountability:** TDEA/FAFEN is open to public accountability of its governance, work, performance and conduct.
- **Objectivity:** TDEA/FAFEN gives primacy to robust methodologies and information based on facts and/or credible research and evidence as a cornerstone to its processes, programming, public positions and advocacy.
- **Rule of Law:** TDEA/FAFEN adheres to the all provisions in the constitution, law, rules and regulations in vogue in the country that are not in violation of civil and political liberties.
- **Non-Discrimination:** TDEA/FAFEN does not discriminate and condone discrimination on the basis of caste, color, ethnicity, creed, gender, religion, political, geographical or linguistic background, marital status, sexual orientation, age or physical disability, etc.
- **Best Practices:** TDEA/FAFEN enhances its organizational competence by incorporating best program and management practices and standards.
- **Commitment to Democracy:** TDEA/FAFEN practices democratic decision-making processes in its management and programs.

## 4. Objectives

The aims and objects of the Trust shall be as follows:

- To educate people of all ages, gender, race, ethnicity, creed and religion about their democratic rights and responsibilities;
- To educate people of all ages, gender, race, ethnicity, creed and religion about the significance of engaging in all forms of democratic processes for democratic governance;

- To engage people and civil society groups in carrying out democratic accountabilities such as election observation, oversight of legislatures, government oversight and any other as may be decided by the Board; and
- To undertake research and bring out periodic print and online publications in areas it deems fit in order to inform its work and for democratic education of general public.

## 5. Trustee code of conduct

The Code of Conduct is meant for the Trustees to ensure high standards and makes it clear how potential conflicts of interests are dealt with. Each Trustee shall sign the Code at the first meeting of each year.

### 5.1. Selflessness

Trustees of Trust for Democratic Education and Accountability (TDEA) have a general duty to act in the best interests of TDEA as a whole. They should not do so in order to gain financial or other material benefits for themselves, their family, their friends or the organization they come from or represent.

### 5.2. Integrity

TDEA's Trustees:

- should not place themselves under any financial or other obligation to outside individuals or organizations that might seek to influence them in the performance of their role;
- as well as avoiding actual impropriety, should avoid any appearance of improper behavior;
- should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgment.

### 5.3. Objectivity

In carrying out their role, including making appointments (including trustee appointments), awarding contracts, recommending individuals for rewards and benefits or transacting other business, TDEA's Trustees should ensure that decisions are made solely on merit.

### 5.4. Accountability

TDEA's Trustees:

- have a duty to comply with the law on all occasions in accordance with the trust placed in them and in such a way as to preserve public confidence in TDEA.
- are accountable for their decisions and actions to the public, funders and service users. They must submit themselves to what scrutiny is appropriate to their role.

### 5.5. Openness

TDEA's trustees:

- should ensure that confidential material, including material about individuals, is handled in accordance with due care;

- should be as open as possible about their decisions and action that they take. They should give reasons for their decisions and restrict information only when the wider interest clearly demands.

## 5.6. Honesty

TDEA's Trustees:

- have a duty to declare any interests relating to their Trustee role and to take steps to resolve any conflicts that may arise. Where private interests of a Trustee conflicts with their Trustee duties, he she must resolve this conflict in favour of the Trustee role;
- must make relevant declarations of interest in the different circumstances and roles they play both within and outside TDEA.

## 5.7. Leadership

TDEA's Trustees:

- should promote and support the principles of leadership by example;
- be able to respect boundaries between executive and governance functions. There will be circumstances under which Trustees will be working directly with TDEA staff. Guidelines for such working relationships must be clear to both staff and Trustees and, when these occasions arise, the Chief Executive/Chair should be informed in advance.

## 5.8. Confidentiality

Confidential Information shall mean any and all information obtained by or disclosed to a Trustee in the course of serving on the Board, including but not limited to, TDEA employee salaries and benefits, donor identities and contributions, TDEA's negotiations and plans, performance of member organization of the Free and Fair Election Network, etc. As of part of the Trustee's consideration of membership on the Board, the Trustee agrees to the following regarding use and disclosure of Confidential Information.

The Trustee acknowledges that the work of the TDEA is undertaken in strict confidence and with an understanding of privacy. Disclosure of Confidential Information will cause the TDEA irreparable harm, which may result in loss of TDEA credibility, personnel or a loss of contributions, donations, plans, and progress or other serious harm.

The Trustee agrees that he/she shall not use any Confidential Information except to perform his/her duties on the Board.

The Trustee agrees that he/she shall not disclose, discuss, divulge, or distribute (or assist any third-party) to or with any party outside the Board any Confidential Information.

## 6. Board of Trustees

TDEA shall be governed by a Board of Trustees.



## 6.1. Composition

The Board shall comprise seventeen Trustees. Fifteen shall be permanent members and two shall be co-opted from the General Council of the Free and Fair Election Network for a term of two years through elections.

## 6.2. Eligibility of a Trustee

A Trustee shall be:

A citizen of Pakistan;

- Shall be more than 35 years of age on the day of appointment as a Trustee;
- Have more than 10 years of professional experience that may be useful in furthering the objectives of the Trust.

## 6.3. Ineligibility of a Trustee

A person shall not be eligible to become a Trustee if he/she has been:

- is holding any remunerating capacity directly funded by TDEA;
- Convicted by any court of law in any act that carries a punishment of more than one year imprisonment or a fine of more than 50,000 or both; however, the final decision in this regard shall be made by the BOT or its Committee constituted in this regard. The designated Committee shall submit the report to the board, whether the person has been victimized on political grounds or has defensible reasons to justify his position or otherwise.
- Terminated in any of his/her earlier employment for sexual harassment, fraud and corruption;
- Declared of unstable mind by any court of law.
- Affiliated with a political party as its officer-bearer
- Affiliated with any terrorist/extremist outfit or organization that has been proscribed under the law.

## 6.4. Appointment of Trustee

### 6.4.1. Permanent Trustee

If a seat of a permanent Trustee fell vacant by virtue of his/her death, retirement, resignation or dismissal, the Board of Trustees shall fill the vacancy through the following process:

- The TDEA Secretariat shall furnish names of at least three persons who fulfill the qualifications as defined in F (2) of this document to the Chairperson of the Board of Trustees. Each nomination shall be submitted on a Prescribed Form for rationale and justification.
- Any Trustee may also use the Prescribed Form to recommend a nomination to the Chairperson through the TDEA Secretariat.
- The Chairperson, in his discretion, shall finalize at least three nominations for presentation to the Board of Trustees meeting subsequent to the date the seat falls vacant. The nominees shall be required to be present at the meeting of the Board that is to consider their appointment.

- The Board of Trustees shall consider each nomination and if so desire may also interview each of the nominee.
- The Trustees shall be required to vote through secret ballot for each nominee on a single vote basis. The nominee who has polled the highest vote shall be considered elected as permanent Trustee.
- The Chairperson shall administer oath to the Permanent Trustee at the same meeting.

#### **6.4.2. Elected Trustee**

Two Trustees shall be elected from the General Council of the Free and Fair Election Network.

##### **6.4.2.1. Tenure**

Elected Trustees shall hold office for a period of two year.

##### **6.4.2.2. Procedure for Election**

#### **Electoral College**

All duly members of the General Council duly nominated by their organization shall form the Electoral College for the election of coopted Trustees. Nominees of any organization who is affiliated with one of the Trustees shall not be eligible to vote for the election of coopted Trustees.

#### **Election Process**

- The Board of Trustees shall appoint a three member Election Committee to be headed by a Chairperson on the recommendation of the TDEA Secretariat through simple majority decision. The members of the Committee shall be independent persons of impeccable record and reputation who shall have no affiliation with any of the organizations affiliated with the Trustees of members of the General Council.
- The Election Committee shall be notified by the TDEA Secretariat after the approval of the Board of Trustees.
- The Election Committee at its first meeting shall notify to all members of the General Council, Election Schedule that will outline dates for:
  - Submission of nomination paper;
  - Display of preliminary list of candidates;
  - Last date for the filing of objections to nominations
  - Hearing of objections and disposal of appeals
  - Display of final list of candidates
  - Campaign period
  - Polling day
- All nomination papers can be submitted either through an email to a designated email addresses or in person, as may be decided by the Election Committee.
- The Election Committee shall not take more than 30 days from its first meeting to the polling day to complete the election process.
- The polling shall take place through secret ballot at the annual meeting of the General Council. Only members nominated by the organizations shall be eligible to vote. Proxy voting shall not be allowed.

- The Election Committee shall notify the results on the same day of the Elections. The results shall be signed by three members of the Election Committee.
- The Chairperson shall administer oath to the elected Trustee at the same meeting.

### **6.5. Retirement, Resignation and Dismissal of a Trustee**

The office of a Trustee shall be vacated if a Trustee:

- is disqualified from acting as a Trustee;
- becomes incapable by reason of mental disorder, illness or injury of managing or administrating his/her affairs;
- resigns his/her office by noticing in writing;
- is absent from three consecutive board meetings of the Trustees and/or for good and sufficient reason three quarter of the other Trustees pass a resolution that such Trustee shall be removed from the office PROVIDED THAT a Trustee faced with removal shall have the rights to be heard by the other Trustees before a vote is taken.

### **6.6. Powers of the Board of Trustees**

In furtherance of the objects of TDEA, the Board shall have the powers to take any measures as it may deem fit to help the TDEA achieve its objectives. The Board shall:

- take steps to ensure that the Trust is functioning in such a manner that it is in harmony with its objectives;
- manage the operations of Free and Fair Election Network and may form other thematic or geographic networks of civil society organizations as it may consider necessary to advance its objectives and to ensure a maximum outreach to its beneficiaries;
- employ and pay any person or persons not being a Trustee to supervise, organize and carry out the operations of the Trust;
- enter into contracts and borrow money for the purpose of the Trust and management of its properties and assets;
- receive and accept gifts, grants, aids, donations, and to raise, establish and maintain funds and assets by subscriptions and contribution;
- adjust, settle, compromise, compound or refer for arbitration all actions, suites, claims, demands, and proceedings regarding the Trust affairs;
- co-operate and collaborate with governmental and non-governmental bodies with the purpose of furthering the objectives of the Trust;
- make, amend and revoke rules and regulations for the functioning of the Trust including, but not limited to the following:
  - the conduct of business including the time, place and method of calling meetings of the Board;
  - ensure all decisions in the Board meetings shall be made on the basis of two-third majority of the prerequisite quorum; and
  - acceptance and termination of new members to the network;
- seek legal opinion of lawyers and/or Chartered Accountants as and when required.
- form sub-committees from time to time as and/or when required for the execution of Trust objectives.



- The Trustees will not be entitled to receive any remuneration as Trustee but may reimburse themselves of all expenses actually incurred by them in connection with the Trust or their duties relating thereto.
- The Trustees may from time to time appoint one of them or any other person through resolution of the Trustees to be secretary who shall exercise such powers and authority as may be conferred upon him by the Trustees.
- From amongst one of the members of the Board, one Trustee will be appointed as “Chairperson” of the Trust through election and he/ she shall hold such office for one calendar year.

## **6.7. Chairperson of the Board of Trust**

### **6.7.1. Tenure**

From amongst one of the members of the Board of Trust, one Trustee will be elected as “Chairperson” of the Trust by the Board for period of one year.

### **6.7.2. Responsibilities of the Chairperson of the Board of Trustees**

The Chairperson shall:

- act as the Head of the Trust and shall have all the necessary powers to run and control the affairs of the Trust;
- have an extra vote, in case of equal votes and shall exercise the right of casting vote in any of the meetings of the Trust;
- have the right to adjourn the meeting of Board and General Council if he/she considers that the proceedings are injurious to the interest of the organization. Such adjourned meetings would be held within one week from the date of adjournment;
- be responsible for running of the trust in accordance with the aims and objectives of the trust;
- chair the meetings of the Board and the General Council. In case the Chair is not present, the Board/General Council shall choose one of its members to chair the meeting;
- approve the agenda for the Board meetings;
- cause proper minutes of all Board decisions, resolutions and proceedings to be kept and entered into the Minutes Book;
- keep himself informed of all the activities of the Organization/Trust;
- guide and help the TDEA Secretariat in discharge of its duties;
- have the powers to nominate/designate the Sub-Committees as and when required in the best interest of the Trust;
- guide, advise and provide approvals to TDEA Secretariat on various operational and programmatic matters on behalf of Board of Trustees;
- represent the TDEA-FAFEN at various forums as and when required

### **6.7.3. Election of the Chairperson of the Board of Trustees**

- The TDEA Secretariat shall appoint a three member Election Committee to be headed by one person from the committee. The members of the Committee shall be independent persons of impeccable record and reputation who shall have no

affiliation with the Trustees, any of the organizations affiliated with the Trustees, members of the General Council or the TDEA Secretariat.

- The Election Committee shall be notified by the TDEA Secretariat.
- The Election Committee at its first meeting shall notify to all members of the Board of Trustees, Election Schedule that will outline dates for:
  - Submission of nomination paper
  - Display of preliminary list of candidates
  - Last date for the filing of objections to nominations
  - Hearing of objections and disposal of appeals
  - Display of final list of candidates
  - Campaign period
  - Polling Day
- Nomination papers can be submitted either through email to a designated email address or in person, as may be decided by the Election Committee.
- The Election Committee shall not take more than 30 days from its first meeting to the polling day to complete the election process.
- The polling shall take place through secret ballot at the special meeting of the Board of Trustees. Only Trustees shall be eligible to vote. Proxy voting shall not be allowed.
- The Election Committee shall notify the results the same day of the Elections. The results statement shall be signed by three members of the Election Committee.
- The outgoing Chairperson shall administer oath to the elected Chairperson at the same meeting.

## **6.8. Meeting of the Board of Trustees**

The Board of Trustees shall hold regular meetings for the disposal of business and review and oversee the operations and projects of the Trust. Such meetings will require a written notice of at least fifteen days. However, the Board of Trustees shall convene special meetings for the conduct of the election of Chairperson and amendments to the Trust deed. Such meetings will require a written notice of at least two days.

### **6.8.1. Periodicity**

The Board shall meet four times in a calendar year, once every quarter or as and when needed.

### **6.8.2. Quorum**

At least two-thirds of the total number of Trustees shall constitute the quorum.

### **6.8.3. Agenda**

Agenda for the meeting shall be proposed by the TDEA Secretariat, to the Trustees at least seven days before the date of the meeting of the Board of Trustees. However, any agenda item proposed must accompany a rationale, justification and background documents if applicable. The Agenda for the meeting shall be approved by the Chairperson at least five days before the meeting and duly circulated among all Trustees by the TDEA Secretariat.

## 6.8.4. Types of Decisions

### 6.8.4.1. *Strategic Decisions*

All decision pertaining to the strategic, programmatic matters will be made through majority consensus of the present members.

### 6.8.4.2. *Resolution*

All policy decisions pertaining to the TDEA operations will be approved by two-third majority of the pre-requisite quorum through resolution.

### 6.8.4.3. *Resolution by Circulation*

Any urgent matter requiring immediate decision of the Board of Trustees will be approved by two-third majority of all Board of Trustees through resolution by circulation.

### 6.8.4.4. *Minutes of the meetings*

- The Chairperson shall cause proper minutes of all Board decisions, resolutions and proceedings to be kept and entered into the Minutes Book.
- The draft minutes shall be circulated amongst all the Trustees for approval a week after meeting of the Board of Trustees.
- The key decisions of the meeting shall be circulated within a week of the meeting.
- The minutes shall be signed by all the present Trustees in the subsequent meeting of the Board of Trustees.

## 6.9. Conflict of Interest

A situation in which a person has a private or personal interest sufficient to appear to influence the objective exercise of his/her official duties as, say, a public official, an employee, or a professional and/or situation that has the potential to undermine the impartiality of a person because of the possibility of a clash between the person's self-interest and professional-interest or public-interest.

- Members are expected to avoid conflicts of interest with the exercise of professional discretion and impartial judgment. In case of a conflict of interest (real or potential), it is obligatory on every member to disclose it to the Board of Trustees in writing and to seek necessary steps to resolve the issue in a manner that makes the Trust interests primary and protected to the maximum possible extent.
- In such a case the concerned member faced with a Conflict of Interest on a particular issue would be ineligible to vote as a Trust member or have any role on matters pertaining to that particular issue.
- Instances may arise where a members ethical obligations conflict with the Trust policies, laws or regulations. When such a situation arises, members must make a responsible effort to resolve the conflict in a manner that is consistent with the values, principles, and standards expressed in the Code of Ethics. If an appreciable resolution does not appear possible, members should seek proper consultation of the Chairperson who may formulate a three (3) member committee to resolve the matter before a final decision by the Board of Trustees.

## 7. Trust Secretariat

TDEA Secretariat is setup by the Board of Trustees to be headed by a Chief Executive Officer to carry out the day to day management of the Trust operations. The Secretariat shall act on behalf of The Board of Trustees and be answerable to the Board for the tasks it undertakes:

- The Trust Secretariat shall be governed by administrative and financial policies approved by the Board of Trustees.
- The Board shall maintain a minimum staff at the Secretariat against positions that are essential to conduct its legal, financial, networking, program, information technology and fund-raising operations.
- The Trust Secretariat shall manage all administrative, financial, legal and corporate matters of the Trust on behalf of the Board of Trustees.

### 7.1. Responsibilities

#### 7.1.1. Program and Logistical Support

Secretariat shall:

- be responsible for day-to-day management and maintenance of the Trust's Secretariat;
- be jointly responsible to generate funds for the Trust along with the Board of Trustees;
- carry out program support activities such as: research, data management, data analysis, report writing, training/capacity building of member organizations and planning of programs and projects etc. as per the provisions of contracts and as directed by the Board of Trustees;
- Keeping in view that member organizations, while remaining part of the Network, may directly sign funding agreements with the donor(s); role of the Secretariat in affairs of any such project/contract shall be limited to the extent it is mentioned in the contract and agreed in advance with the Secretariat;
- incur expenses for carrying out activities of the projects/programs it undertakes, and for its maintenance. It shall follow laid down financial procedures, and shall be responsible for accuracy and verification of its financial matters;
- maintain accounts of the Trust as per the financial procedures, and as prescribed under the law. Statement of income and expenditure shall be presented in the Board of Trustees meetings, or as and when required by the bodies;
- be responsible for proper auditing of the Trust's accounts by an auditor duly appointed by the Board of Trustees.
- prepare annual work-plans, budget/financial plans and place it before the Board of Trustees and/or donors.
- prepare progress reports and annual reports of the work undertaken by the Secretariat and present it to the Board of Trustees.
- prepare funding proposals to raise funds for the programs and projects approved by the Board of Trustees. The Secretariat may also identify funding opportunities for projects and programs relevant to the objectives of the Network. Upon approval from

the Board of Trustees, the Secretariat shall develop and pursue such funding opportunities.

### 7.1.2. Coordination

Secretariat shall:

- coordinate and make the following arrangements for meetings of the Board of Trustees and the General Council and other committees/forums of members in accordance with the laid procedures or as directed by the Board of Trustees;
- send invitations;
- prepare the draft agenda and circulating to all concerned;
- make logistical arrangements for the meetings;
- prepare and circulate minutes of the meetings;
- maintain a proper record of the meetings;
- make all arrangements for the elections of the Chair of the Board of Trustees;
- be responsible for the execution of all resolutions and directives of the Board and the General Council;
- act as neutral body to facilitate coordination, communication and interaction among the Network members. Facilitate interaction among members of the Network for getting help and facilitation from each other on aspects related with the objectives of the Network. The Secretariat may play a role in the resolution/settlement of conflicts among Network Members, between Member(s) and donor(s), as directed by the Board of Trustees;
- monitor media, and other avenues to identify developments/changes related to the objectives of the Trust. Secretariat shall notify these developments to the Board of Trustees and other members. It may also give suggestions about responding the developments/changes;
- the Secretariat may, as directed by the Board of Trustees or at its own, conduct research/gather information to develop the TDEA positions on matters/issues (it deem important) related to the objectives of the Network;
- be responsible for developing and maintaining data center, the TDEA web portal, the TDEA print and electronic publications etc.

### 7.1.3. Contact/Focal Point

Secretariat shall:

- undertake all correspondence/communication on behalf of the TDEA;
- negotiate programs and projects with donors on behalf of the Trust;
- sign legal and funding agreements on behalf of the Trust;
- act as information repository of research and other activities undertaken by the TDEA;
- act as the information center for media, and shall respond or redirect media queries;
- issue press releases, research information, the Trust/ FAFEN positions, or other items to media as and when required/approved by the Executive Council, or as it deem appropriate;
- receive and collect all donations, grants-in-aid, subscription dues, membership fees, and other payments on behalf of the Trust and issue proper receipts thereof

#### **7.1.4. Chief Executive Officer**

The Secretariat headed by the Chief Executive Officer. Under overall supervision of the Chief Executive Officer, the Secretariat shall act on behalf of the Board of Trustees.

##### **7.1.4.1. Qualification**

The chief executive officer of the Trust must fulfill the following minimum requirements:

- a citizen of Pakistan;
- a minimum of master degree in social or management sciences;
- at least 15 years of progressive experience in senior management capacity particularly in development sector;
- not convicted by any court of law in any act that carries a punishment of more than one year imprisonment or a fine of more than 50,000 or both;
- not terminated in any of his/her earlier employment for sexual harassment, fraud and corruption;
- not declared of unstable mind by any court of law;
- not affiliated with a political party as its officer-bearer.
- not affiliated with any terrorist/extremist outfit or organization that has been proscribed under the law.

##### **7.1.4.2. Tenure**

The Chief Executive Officer shall be appointed for three years extendable subject to performance to be evaluated through annual appraisal to be done by the Chairperson or a BoT committee designated by the Chairperson.

##### **7.1.4.3. Appointment**

CEO will be appointed through competitive process as defined in the TDEA Compendium of Policies and Procedures. Governance Oversight Committee of Board of Trustees shall supervise the recruitment process.

##### **7.1.4.4. Responsibilities**

###### **Role of Chief Executive Officer**

Major role/functions of the Chief Executive Officer are given below. However, specific responsibilities of the Chief Executive Officer shall be given in the detailed job description:

###### **Chief Executive Officer shall:**

- be responsible for actions taken by the Secretariat and its staff;
- be responsible for hiring, maintaining and firing staff of the Secretariat in line with the Trust policies, approved procedures, and program requirements. It is expected that the Chief Executive Officer shall work in full harmony with the Board of Trustees, thereby taking the Board of Trustees in confidence on managing matters related to the Secretariat;
- lead Secretariat staff in a way that they perform to their full potential to achieve objectives of the Trust. The Chief Executive Officer shall also arrange necessary training, and guide staff to perform their duties efficiently;



- manage the Secretariat and coordinate with members in such a manner that the Network performs efficiently and effectively for achievement of its objectives.
- provide/arrange assistance required to members for performing their obligations related to the objectives of the Trust, as directed by the Board of Trustees;
- manage affairs of the Secretariat in a cost and time efficient manner to maximize benefits for the Network, the Secretariat staff, and Member Organizations;
- act as the Ex-Officio Member-secretary to the Board of Trustees and the General Council.
- Chief Executive Officer shall be one of the joint signatories of the Trust's bank account(s).
- The Chief Executive Officer shall have the power to make ad-hoc decisions over and above the provisions governing the Human Resource Administration and Financial Management to ensure the smooth running of the TDEA Secretariat. All such decisions shall have to be approved by the Board of Trustees for their incorporation in the TDEA Compendium of Policies and Procedures

#### **7.1.4.5. Scope of Work**

The Chief Executive Officer (CEO) is the leader of an effective and cohesive management team for the Trust, setting the tone for the Secretariat and Project Offices by demonstrating consistent values of high ethical standards, integrity and fairness. S/he bears the responsibility to ensure that the Trust and its projects meet its short-term operational and long-term strategic goals and objectives. S/he shall have such skills and abilities as are considered necessary by the BOT. S/he shall act honestly and in good faith in the best interests of the Trust and its stakeholders and must exercise care, diligence and skill that to steer the operations of the Trust. S/he works is accountable to Board of Trustees long-term strategic goals and objectives.

#### **7.1.4.6. Responsibilities**

The CEO has the following specific responsibilities:

##### **Strategic Leadership**

- develop and recommend short and long-term goals, strategies, and objectives to the Trustees to ensure the maximization of TDEA resources and the long-term success of the TDEA;
- lead and manage the TDEA within parameters established by the BOT;
- review and report regularly to the BOT concerning the TDEA's progress towards its goals and all material deviations from the goals, strategies, and objectives approved by the BOT, including updating and making changes as required, and involving the BOT in the early stages of developing strategy;
- develop, recommend to the BOT and implement Programs and Projects that support the TDEA's long-term strategic objectives;
- review and report regularly to the BOT on the overall progress and results against operating and financial objectives and initiate courses of action for improvement;
- identify the principal risks of the TDEA's operations and ensure the implementation of appropriate systems to manage these risks; and

Keep the BOT fully informed of all significant operational, financial, and other matters relevant to the TDEA, including legal, regulatory, and governmental policy developments

## **Financial Leadership**

Develop annual operating forecasts of revenue, expenditures, operational results, and financial performance;

- authorize commitment of TDEA resources, including contracts, transactions and arrangements in course of TDEA business, in order to pursue the approved strategies, plans, and objectives of the TDEA, provided, however, that major commitments, exposures, and risks are reported to the BOT in a regular and timely basis; and
- take reasonable steps to ensure that the TDEA's assets are adequately safeguarded and optimized in the best interests of the BOT

## **Administrative Leadership**

- develop and maintain a sound, effective organizational structure and ensure that personnel and systems are in place to appropriately manage the affairs of the TDEA;
- maintain a positive work environment that is conducive to attracting, retaining and motivating a diverse group of top-quality employees at all levels;
- ensure that all members of the TDEA have their responsibilities and authorities clearly established;
- ensure, in cooperation with the BOT, that there is an effective succession plan in place for the position of CEO; and Ensure that the TDEA has an effective management team and establish a plan for senior management development and succession, including the appointment, training and monitoring of senior management

## **Compliance Leadership**

- ensure that appropriate personnel and systems are in place for the integrity and adequacy of the TDEA's internal control and management information systems.
- take steps to ensure the safe, efficient operation of the TDEA and to ensure compliance with the TDEA's environmental, health, and safety policies, procedures, and practices;
- ensure that all operations and activities of the TDEA are conducted in accordance with applicable laws, regulations, the TDEA's Code of Ethics, sound best practices, and any other policies and practices approved by the BOT; and
- foster a high performance working culture that promotes ethical practices, encourages individual integrity and accountability, and fulfills social responsibility.

## **Retirement, Resignation and Dismissal of CEO**

The office of a CEO shall be vacated if the CEO:

- is dismissed on any of grounds as determined by TDEA's Compendium of Policies and Procedures;
- become incapable by reason of mental disorder, illness or injury of managing or administrating his/her affairs;
- resign his/her office by noticing of three months in writing and approved by the Board of Trustees with consensus;

## **Dismissal**

### ***Process of dismissal***

Any complaint against the CEO shall be referred directly to the Chairperson. After determining the veracity of the complaint through any mechanism that he/she may deem appropriate within seven days of the filing of the complaint, the Chairperson shall form an investigation committee comprising no more than three Trustees to formally look into the complaint and furnish its findings within fifteen days of its constitution. During the period of the investigation the Chairperson shall suspend the CEO and appoint an acting CEO in his stead from amongst one of the Directors of the TDEA.

The investigation committee in his first meeting shall frame the charges and formally issue a show cause notice to the CEO. The investigation committee shall have the powers to interview any official of the TDEA, or any other person depending upon the nature of the charges in course of its investigation. The committee shall also have the power to review any of the documents maintained in files or electronically by the TDEA. The committee shall also have the power to require the CEO to furnish any detail of his assets, bank accounts, etc.

In case the investigation committee recommends to the Chairperson dismissal of the CEO, the Chairperson shall convene a special meeting the Board of Trustees to seek a resolution for the dismissal of the CEO. The dismissal resolution is required simple majority of the pre requisite quorum.

In case the investigation committee recommends to the Chairperson any penalty other than dismissal of the CEO, the Chairperson shall in his discretion take necessary and appropriate action.

The CEO shall have the right to challenge any punitive action by the Board of Trustees with the Board of Trustees for a review. He shall have the right to challenge the reviewed decision by the Board of Trustees in a court of law.

## 8. Sub-Committees:

The Board shall form sub-committees to:

- ensure information is communicated from the Board to TDEA Secretariat, and vice versa;
- ensure relevant stakeholders are informed and consulted on various issues and decisions;
- ensure Trust operates within relevant laws and regulations, policies and Procedures and Code of Ethics and Conduct;
- act with the utmost integrity and putting the organization ahead of personal interests;
- review Trust procedures, programs, training and review executive positions;
- set long-term goals that are consistent with the Trust's mission and objectives;
- review budgets and securing the organization's financial security;
- provide leadership and direction

Following are the Sub-Committees Board shall form to ensure that Trust operates within relevant laws and regulations, policies and Procedures and Code of Ethics and Conduct. However the Chairperson of the Trust shall have the powers to nominate any of the other Sub-Committee as and when required. The Formation of such committees is depending on the nature of the matter at that time

**TDEA Governance Committee:**

Membership	Scope of Work	Guidelines/ Policies and Procedures	Membership
<b>BOT-1</b>	<ul style="list-style-type: none"> <li>Ensure information is communicated from the Board to TDEA Secretariat, and vice versa;</li> <li>Ensure Trust operates within relevant laws and regulations, policies and Procedures and Code of Ethics and Conduct;</li> <li>The GOC may advise on advocacy positions as well as positions on the other relevant programmatic matters of the TDEA/FAFEN.</li> <li>Review budgets and securing the organization's financial security;</li> <li>Provide leadership and direction in Trusts' operational matters.</li> <li>Appointment and termination of CEO and Directors</li> </ul>	<ol style="list-style-type: none"> <li>TDEA Financial Manual.</li> <li>TDEA Procurement Manual</li> <li>TDEA HR Manual.</li> <li>TDEA Trust Deed</li> <li>Any other notification, memorandum issued by Chairperson.</li> </ol>	Permanent
<b>BOT-2</b>			
<b>BOT-3</b>			
<b>BOT-4</b>			
<b>BOT-5</b>			

**TDEA Funds Management Committee:**

Membership	Scope of Work	Guidelines/ Policies and Procedures	Membership
<b>BOT-1</b>	<ul style="list-style-type: none"> <li>To work for augmenting the TDEA Funds including, Endowment and Gratuity Funds;</li> <li>To review and finalize investment options;</li> <li>To manage and maintain TDEA Funds and present reports to Board of Trustees;</li> <li>To review TDEA Funds Management policies from time to time and advise the Board of Trustees.</li> <li>To grant approvals of payments from TDEA Funds.</li> </ul>	<ol style="list-style-type: none"> <li>Endowment Fund Deed and Rules</li> <li>TDEA Financial Manual</li> <li>Gratuity Fund Deed and Rules.</li> <li>TDEA Internal Audit Manual.</li> <li>TDEA Human Resources Manual.</li> </ol>	Permanent
<b>BOT-2</b>			
<b>BOT-3</b>			
<b>BOT-4</b>			

**TDEA Internal Audit Committee:**

Membership	Scope of Work	Guidelines/ Policies and Procedures	Membership
<b>BOT-1</b>	<ul style="list-style-type: none"> <li>To ensure that the audit work will be carried out in line with the internal audit procedures manual, professional standards and best practices</li> <li>To recommend broader corrective action to improve TDEA Operations.</li> <li>To review quarterly basis, activity reports of the Internal Audit and present the reports in the BOT Quarterly meetings.</li> <li>To maintain professional knowledge and skill at the level required to ensure that TDEA receive competent and professional internal auditors.</li> </ul>	<ol style="list-style-type: none"> <li>TDEA Internal Audit</li> <li>TDEA Financial Manual</li> <li>TDEA Procurement Manual</li> <li>TDEA HR Manual</li> <li>TDEA Trust Deed</li> </ol>	Permanent
<b>BOT-2</b>			
<b>BOT-3</b>			
<b>BOT-4</b>			

## TDEA Strategic Planning and Development Committee:

Name	Scope Of Work	Guidelines/ Policies and Procedures	Membership
<b>BOT-1</b>	<ul style="list-style-type: none"> <li>• Set and define Mission, Vision and values of the Trust</li> <li>• Develop long term Strategic Plans.</li> <li>• Review and approve TDEA Policies and procedures.</li> <li>• Review Trust procedures, programs, training, projects, and area of work and furnish recommendation to Board of Trustees.</li> <li>• Support and guide TDEA Chief Executive Officer in Programmatic, fund raising and strategic levels of decision making.</li> </ul>	<ol style="list-style-type: none"> <li>1. TDEA-Trust Deed</li> <li>2. Trust Act 1882</li> <li>3. TDEA Compendium of Policies and Procedures.</li> <li>4. TDEA Projects documentation.</li> </ol>	Permanent.
<b>BOT-2</b>			
<b>BOT-3</b>			
<b>BOT-4</b>			
<b>BOT-5</b>			
<b>BOT-6</b>			