



Policy on Board of Trustees of SAMARTHAN

Towards strengthening the practices of good governance in SAMARTHAN and enhancing SAMARTHAN's contribution, relevance, accountability and transparency – internally and externally – its Board of Trustees (BoT) has formulated the following norms and guidelines to be observed as relevant and feasible for the time being.

1. To endeavour to ensure continued relevance of the Mission and Strategy of SAMARTHAN. Its policy-making role will aim at ensuring that programmes, activities and approaches of SAMARTHAN are congruent with its current Mission and Strategy.
2. To endeavour that certain core values, such as sensitivity to the marginalized, professionalism, integrity, gender equity, excellence and cost-effectiveness, are practised in the day-to-day functioning of SAMARTHAN and its programmes.
3. Governance function of the Board of Trustees will be on-going and not limited to formal meetings. This will involve interaction between the Executive Director and other members of Board of Trustees on interpretation of Mission, Strategy, Policies and Issues constituting of overall governance of SAMARTHAN as necessary.

This may call for additional responsibilities to be accepted by the Chairperson and the Treasurer. The Chairperson will guide and advise the Executive Director on emergent policy matters to be dealt with. The Treasurer will periodically receive the internal audit and action-taken reports, and advise the Executive Director and the Head of Finance/Accounts on optimization of SAMARTHAN's financial resources and proper maintenance of accounts. On the initiative of, and in consultation with, the Executive Director, the Chairperson and the Treasurer may jointly or separately also decide on emergent administrative, policy, programmatic and financial matters, within the scope of Board of Trustees, subject to ratification at the immediately following meeting of the Board of Trustees.

Care will, however, be taken that this ongoing function of governance does not undermine or curtail the legitimate role of the Board of Trustees, or the executive role of the Executive Director and his/her team.

4. Composition of Board of Trustees members, other than ex-officio members, should periodically rotate to ensure both continuity and change. This should ensure a balance in life and ordinary members as per SAMARTHAN's Rules and Regulations. Given a term of 3 (three) years, a Board of Trustees member may serve two consecutive terms or more where necessary in order to ensure continuity and contribution.

Composition of SAMARTHAN's Board of Trustees should reflect its role as a bridge and support organisation. This means inclusion of development practitioners as well as others (academics, administrators, other professionals, etc) to ensure a balanced professional approach on development issues, and continued relevance to the Civil Society. Social balance and diversity should be an aspired orientation in determining composition of the Board of Trustees.

5. There shall be a minimum of two Board of Trustees meetings per year, with due notice and agenda papers. At least one of these meetings shall include review of the programmes, and concomitant organisational requirements.
6. The members/trustees of the Board of Trustees shall attend all meetings regularly. Non-attendance in three consecutive meetings may indicate inability to continue as Board of Trustees member.



7. All agenda items for the Board of Trustees meetings will have detailed agenda notes, unless the Executive Director considers it discrete to spell out selective agenda during a meeting. Minutes of a Board of Trustees meeting shall be prepared and circulated within 30 days of the meeting. Action-taken report on decision of each meeting shall be presented in the immediately succeeding meeting.
8. Governance function shall involve complete accountability of the executive function to the Board of Trustees. The performance and compensation of the Executive Director shall be reviewed by the Board of Trustees annually. If in any matter, such as the performance review of Executive Director, or discussion on any specific action taken by the Executive Director, it is considered expedient and desirable by the Chairperson, such a matter may be discussed without the presence of the Executive Director.

The Board of Trustees will not receive any pecuniary benefit in performance of their roles in governance. However, they will be entitled to reimbursement of reasonable expenses incurred in the process of playing such roles.
9. Some of Board of Trustees may be involved in providing professional consultation and advice to SAMARTHAN. This is particularly relevant in the context of the vast competence that members of Board of Trustees possess in several areas of SAMARTHAN's work. In all such cases, professional compensation consistent with the contributions made by an individual Board of Trustees member will be paid only in relation to such activities. All such compensation is in any case reported by Auditors as per the requirements of the Income-Tax law.
10. In situations where conflict of interest is likely to arise, or perceived to arise, between SAMARTHAN and a Board of Trustees member's position or interests elsewhere, the concerned member may appropriately inform the Chairperson or the Executive Director in this regard. Where the Chairperson or the Executive Director, as the case may be, refers such a matter to the Board of Trustees, the Board of Trustees may take such decisions about the concerned member's presence during a particular meeting, or during discussion on a particular agenda item, or his/her continuation on the Board of Trustees, as may be consistent with practice of healthy governance of SAMARTHAN.

Executive Director

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