

GOVERNANCE POLICY

This document defines the role and responsibilities of the staff and Governing Board of The Better Governance Project (TBGP). Its purpose is to improve clarity, effectiveness, and coordination to ensure that the organisation is run smoothly.

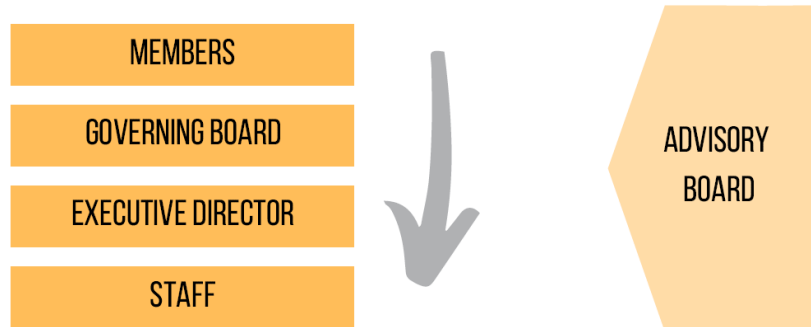
All personnel and Board members are expected to uphold this policy, that should be read together with the Statutes of the organisation. As a living document, this policy can be revised, with any revision be approved by the Governing Board. This is version n.1, approved by the Board on and effective from 17/01/2022.

1. Guiding principles

TBGP aspires to be a caring and inspirational organisation for employees, board members and other stakeholders. We want to foster an environment where diverse types of talent can flourish, where each individual is seen and where everyone is encouraged to always look for a better way of doing things.

Although TBGP's governance structure follows the standard legal structure of non-profit organisations, as described in the figure below, we believe in a flat organisational hierarchy. This means that decision making should be inclusive and involve all the affected stakeholders, but also that staff are empowered to make important decisions themselves.

FIGURE 1. LEGAL STRUCTURE



2. Roles and responsibilities

- Members

The organisation is open to all natural persons who support the organisation's purpose. A member must follow the organisation's statutes and regulations.

A member has the right to participate in meetings organised for the members, to participate and vote in the annual meeting, as well as to be informed about the organisation's affairs.

All members must follow the organisation's statutes and decisions made by the organisation's bodies, and pay a membership fee decided by the organisation. Members are not entitled to any part of the organisation's holdings or property upon dissolution of the organisation

- Governing Board

The Governing Board meets regularly to provide strategic and operational advice, and ensure that the organisation continues to work in alignment with its founding aims.

The Governing Board has the task of:



- Following the decisions made by the Annual Meeting
- Reviewing the Annual Reports prepared by the Executive team and submitting these to the Annual Meeting
- Approving organisational policies and strategies
- Financial oversight
- Appointing the Executive Director
- Deciding on the signatories for the organisation
- Preparing matters to be discussed at the annual meeting.
- Receiving and investigating complaints from whistle-blowers or other stakeholders

The Governing Board as a whole may transfer its decision-making power in individual matters or certain groups of matters to a committee (such as risk committee, ethics committee or audit committee) or to an individual member or staff. Anyone who has made a decision under this authorization must continuously inform the board of this.

When performing tasks outside of the scope above and/or if more extensive inputs are needed on a specific issue, there will be an option to reimburse the Governing Board Member(s) based on an hourly cost, when financially possible for the organisation. The standard hourly cost is 800 SEK/hour.

In the case of a conflict of interest (such as competing activities/assignments between a Board Member and TBGP; working for TBGP as a consultant on a project; or being employed by a potential donor), the member involved should reclude themselves from the decision on the specific issue. In addition, the transparency principle should be followed, and matters that could constitute a potential conflict of interest should be brought as early as possible to the board. Secretariat

The secretariat consists of the Executive Director and paid staff members. Their specific roles and responsibilities are detailed below.

- Executive Director

The Executive Director is appointed by the Governing Board to manage the staff and the day-to-day activities of TBGP.

The Executive Director oversees staff recruitment and dismissal, maintaining records and other administrative duties. The Executive Director is also responsible for overseeing fundraising and ensuring sound financial management practices. They should ensure that the organisation is operating in compliance with all laws and regulations. Beyond legal compliance, the organization should also adhere to the highest ethical standards possible.

As part of their managerial duties, the Executive Director needs to ensure that programs and services are excellent and in keeping with the organization's long-term goals. They are also responsible for developing, in consultation with the Board, appropriate strategic plans and policies for the various elements of the overall vision and strategy and working towards their implementation.

Furthermore, the Executive Director must keep board members informed and work with them to identify strategic solutions to any issues that arise. The joint approach to organizational growth will be invaluable as TBGP grows and inevitably encounters complex challenges. Specifically, the Executive Director plays a role in nominating board members and acts as a liaison between the board and the staff. As one of the board's primary resources, the Executive Director should be prepared to:

- Inform the board of staff changes, donor details, successful grants, and areas where the staff feel help is needed.
- Relay staff ideas, as well as concerns that need to be considered by the board.
- Plan and prepare meeting structure and information for board meetings in coordination with the Chairperson.

Finally, the Executive director plays a role in representing the organisation. They should cultivate relationships with other stakeholders and use their network to garner new opportunities, promote the organisation identity, and cultivate relationships with potential funders and partners.

- Director

Working closely with the Executive Director, the Director plays a key role in the development and management of the organisation. They are appointed by the Executive Director.

One of the main duties of the Director is to partner with and support the Executive Director on key institutional decision-making. This includes working with the Executive Director, board, and staff to successfully implement the Strategic Plan, monitoring and promoting organizational wellbeing and facilitating positive organisational change.

The Director is also responsible for the development and implementation of the fundraising strategy. They lead on the identification and setting of fundraising goals, identify suitable opportunities and potential project partners, and oversee methodology and content development.

The Director's role in representation and communication is complementary with the Executive Director. The Director will focus on building up a cohesive organisational identity and comprehensive communication to support organisational objectives related to fundraising, program delivery and organisational development. They will also be involved in cultivating strategic partnerships to the organisation,

- Head of Operations

Appointed by the Executive Director, the Head of Operations works collaboratively with the Executive Director, staff and board to build organisational capacity to achieve the organisation's objectives.

The Head of Operation's main role is to promote organisational efficiency by simplifying the daily staff's jobs. This includes defining and optimizing the organizational structure, policies, work culture and work processes, and they should drive systematic changes to improve the organisation in these areas. The Head of Operations should dedicate time, attention, and expertise to organizational development, and is also responsible for human-resources management and staff-development processes.

Knowledge Management is an important aspect of organisational development. As such the Head of Operations should facilitate Knowledge Management strategic planning within TBGP. This means capturing and distilling experiences and insights for reuse to improve performance, as well as planning, developing and promoting collaborative tools and techniques to facilitate the sharing of ideas and work among internal teams.

Similarly, the Head of Operations plays also a role in the technological aspect of the organization's operations as well. As TBGP grows, proper policies and technology will be essential for future success, this could include collaborative meetings, CRM, project management, tools and shared documents.

Besides, the Head of Operations has primary responsibility for the planning, implementation, managing and running of all financial activities of the organisation, including accounting, financial reporting, budgeting, and salary payments.

- Advisory Council

The Advisory Council provides a mechanism to give the organisation access to a wider expertise base. The composition of the Advisory Board will change over time, and there is no minimum or maximum number of members. The tasks of the Advisory Board include:

- Provide non-binding strategic advice to the Governing Board or Executive Team and "wise counsel" on issues raised by the Board or Executive Team
- Provide guidance for the quality improvement of the organisation;
- Provide unbiased insights and ideas from an external point of view
- Propose other organisations to collaborate with
- Encourage and support the exploration of new areas of operations
- Provide a networking platform for the organisation
- Impose challenges on directors and management that could improve the business
- Analyse and express opinions on any received complaints, objections and inputs

3. Delegation of Authorities



Authorised signatories are appointed by the Board at the Annual Meeting. The signatory rights are shared by the Chairperson and the Executive Director according to the following guidelines.

The Chairperson and the Executive Director have joint signatory power for:

- All contracts that exceed SEK 500,000.
- Expenditures in excess of SEK 100,000.

The Executive Director has sole signatory power for:

- Day to day management (such as accounting, administration, representation (lunch), human resources, equipment purchases, supplier contracts, etc – to be discussed and agreed on with the board) within the following limits :
 - Contracts must not exceed SEK 500,000.
 - Expenditures must not exceed SEK 100,000, except preapproved capital expenditures (e.g. rent) which might exceed SEK 100,000.

In addition, the Governing Board as a whole always has signatory rights.

In the event of vacation or illness, the Chairperson or the Executive Director shall appoint an Interim Chairperson/Executive Director for a limited amount time, that will be granted the same signatory rights as the Chairperson/Executive Director for the indicated period. The power of attorney should be a signed letter containing the period of interim, name and position of the appointed interim Chairperson/Executive Director and should be communicated with the Executive Director/Chairperson of the Board.

4. Meetings

- Annual Meeting

The highest decision-making body of the organisation is the annual meeting, which takes place at the latest before the end of June each year. Annual meetings may be held in person or online or a combination of both.

At the annual meeting the following is discussed and recorded: election of Board members, presentation and approval of the Annual report for the most recent year, auditors' report for the most recent financial year, election of the Board members, selection of the auditor for the coming year, membership fees, establishment of the business plan for the coming period, and any other issues or proposals reported by the members.

An Extraordinary Meeting may also be called by the Board. The Notice and agenda for the Extraordinary Meeting shall be sent in writing no later than two weeks before the meeting.

More detailed on the annual meeting can be found in the Statutes.

- Board Meeting

The Board meets on the convening of the Chairperson or in their absence if at least three of the Board members so request. The board shall meet at least four times per financial year. The Board's meetings shall be recorded in meeting minutes.

The Executive Director shall participate in Board Meetings but will not have the right to vote.

The board meetings will follow an annual cycle.

- November – January: annual plan and budget for coming year
- January – March: Financial closures, review of past year, staff development plans
- April – July: annual meeting followed by strategic meeting
- July – October: Season kick-off and start of planning

Each meeting should include a presentation from the secretariat on a specific ongoing task/activity/project related to the operational side of the organization. If/when necessary the board can have specific thematic meetings in between the set meetings.

5. Communication channels between Board and Secretariat

The chairperson is the primary link between the board and the secretariat. The chairperson is in charge of updating the board on discussions and smaller decisions that have been made together with the secretariat. In case of larger decisions, the whole board should be involved. The chairperson and the executive branch will have regular meetings before and after board meetings.

6. Confidentiality

Respecting the privacy of donors, members, staff, volunteers and of the TBGP itself is a primary concern for the organisation. Personal and financial information is confidential and should not be disclosed or discussed with anyone without permission or authorization from the Chairperson or the Executive Director.

Employees, volunteers and board members of TBGP may be exposed to information which is confidential and/or privileged and proprietary in nature. Such information must be kept confidential both during and after employment, internship or volunteer service. Staff and volunteers, including board members, are expected to return materials containing privileged or confidential information at the time of separation from employment or expiration of service.

Unauthorized disclosure of confidential or privileged information is a serious violation of this policy and may subject the person(s) who made the unauthorized disclosure to appropriate discipline, including removal/dismissal.