



# HAPA Board of Directors Guidelines

## August 2016.

### **Introduction**

The purpose of these guidelines is to ensure that the organization's Board members and administration have the same understanding with regard to the form, content and Implementation of Board work and of the various roles the Board of Directors and administration have. :

### **1. Duties of the Board of Directors**

The Board of Directors is appointed by the HAPA and shall each year present the Annual Report of the Board of Directors and audited financial statements.

The Board is responsible for overarching management of HAPA and is bound by statutes for HAPA.

The Board of Directors shall perform its duties in accordance with proper Board practice.

### **2. Annual plan for the work of the Board**

An annual plan for the work of the Board of Directors shall be prepared, to be discussed and approved at the first meeting of the Board following the Annual Meeting. The plan applies to the following calendar year. The annual plan shall contain the following meetings

- Four (maximum of six) scheduled Board meetings per year
- One Annual Meeting.
- Strategy gathering to discuss such topics as principle documents, values, identity, global strategy, development policy topics, HR and organizational culture, finances, etc.

Extraordinary Board meetings shall be held when the Board as determined by the Chairman finds it necessary.

The following items of business shall be considered each year and be added to the annual plan:

- Annual financial statements and annual report
- Budget
- Annual plan for work of board
- Principal for risk management
- Action plans for the work of the organization
- Annual follow-up of priorities/policies.

### **3. Main structure of Board meetings**

The following permanent items of business are to be inserted into the agenda for Board meetings:

#### 3.1. Minutes and information items

Minutes of the last meeting, and Information items.

Information items refer to business that the Board needs to review in order to be kept continuously up to date on developments and fulfil its control function.

#### 3.2. Follow-up items

Report from the administration on the implementation of Board resolutions, including approved plans. Other follow-up items (internal control, insurance, auditor's observations and the like) as well as the report on results, finances for operations and fundraising.

Follow-up of specific Board decisions and approved plans. Follow-up items also include business that is important for the Board to follow up, but that do not require separate discussion or decision by the Board.

#### 3.3. Items to be decided

Items presented to the Board for a specific decision.

#### 3.4. Process items

Business discussed by the Board before being brought up as decision items or major business that comes to the Board in several rounds and that involve changes in direction. This ensures that the Board can steer the item into a track acceptable to it, thus simplifying further consideration.

#### 3.5. Any other business

Items that have not been prepared, but that Board members wish to address. Normally no decision is made on such business.

## **4. Items of business at Board meetings**

### 4.1 Reporting result-Finances

Reports of financial results are to be submitted to the Board for each quarter. Financial reports shall contain key figures from the financial statements so as to give the Board as correct a picture as possible of changes in financial status. The reasons for major changes and unexpected developments shall be given.

Besides written quarterly reports, the administration shall make oral or simple written financial reports at each Board meeting.

### 4.2 other business

Documentation shall be appropriate to the nature of the item of business and the Board's need for information as the basis of its decision-making..

All documentation shall be brief, focus on the essentials and be simple and understandable by all, even without a technical background in the matter under discussion. The Board may postpone decision items when documentation is lacking or is insufficient.

Moreover, Board members requiring more information about an item of business prior to Board discussion, may request this from the sponsor of the agenda item.

There are no general documentation requirements in follow-up items or discussion items. Documentation in follow-up items will depend on the subject matter and will often be in condensed form. Documentation for discussion items shall be adapted to the need to support an oral presentation with proposed outline and the issues presented in a structured manner.

### 4.3 Plans

Annual plans to be discussed by the Board are to be incorporated into the Board's plan for the year.

### 4.4 Budget

Is based on the approved plans. Board discussion of the budget begins with a discussion of objectives and premises. A draft budget is to be discussed during. May/June, with the final budget approved towards the end of the year.

### 4.5 Studies and reports

Board members may request that studies be performed. The Board decides whether and to what extent studies shall be performed.

## **5. Procedure and discussion of business**

### 5.1 Preparation of business by the administration

Items of business for the Board meeting are to be prepared by the administration with sufficient documentation.

### 5.2 The Board's preparation of business

The Board may establish an ad hoc working committee: as needed.

There may be sponsors of particular agenda items during Board meetings.

Sponsors can gather additional information from persons in the organization who are expected to have particular expertise in the matter to be discussed. The sponsor of an item of business shall appear on the meeting notice.

The role of the sponsor is to summarize the Item of business, bring up main points to be discussed by the Board and make an evaluation of the motion.

### 5.3 Notice of a Board meeting

The agenda is to be prepared by the Chairman, and the meeting notice is to be sent out by the chairman. The notice shall be received by the Board no later than one week before the meeting.

All Board members shall have the same information at the same time.

Necessary information shall be enclosed with/attached to the notice.

### 5.4 Board discussion/form of meeting

Board business shall normally be discussed by a meeting of the assembled Board.

In exceptional cases the Chairman may decide that particular items of business may be discussed in writing or in another reliable manner, such as by a teleconference or by e-mail vote. However, the Chairman or three Board members jointly may demand that the business question be discussed at a Board meeting.

### 5.5 Attendance at Board meetings:

Board members are expected to attend all meetings. The Board chairman shall be notified of any absence as soon as possible.

### 5.6 Quorum

The Board is quorate when more than half of the Board members are present.

Decisions are taken with a simple majority vote. In the event of a tie vote, the Chairman has the casting vote.

### 5.7 Minutes

Minutes are to be kept by the Board secretary. The minutes shall state the time, place, attendees and whether the Board is quorate.

The minutes shall state whether they are from a teleconference or whether they involve business voted on by e-mail.

For each item it shall be recorded what the item pertains to and the Board's decision. Wherever it may be of importance for the understanding of the decision, a brief justification for the Board's decision shall be given. Elements from the discussion or individual viewpoints are to be recorded only when appropriate for the follow-up of the item, or when Board members so wish.

When discussion of an item of business is concluded, the Chairman shall seek to reformulate the decision for the minutes if the motion needs to be corrected.

If no one raises any objections, the decision shall be regarded as unanimous.

Board members who dissent from a motion may vote No or present an alternative motion in writing. In such cases the minutes shall state' how many voted In favor of and opposed to the motion.

The minutes are to be sent to Board members by e-mail as soon as possible, no later than one week after the meeting, for approval at the next meeting.

The Chairman shall decide whether the comment requires that implementation of the decision must Wait until the next Board meeting.

The minutes are to be signed by the Board members who attended the meeting.

Board members who were not in attendance are to sign the minutes as "seen:"

Then the minutes are to be sent to the Council and constituency in electronic format.

## 5.8 Disclosures from Board meetings

In principle, decisions of the Board are not exempt from public disclosure, unless the Board approved a separate decision to do so.

The duty of disclosure regarding Board business rests with the chairman. Board members may not disclose the Board's internal discussions of business at Board meetings.

The chairman shall inform the employees of Board decisions of importance or interest to the employees in an appropriate manner as soon as possible after the Board meeting is held. No disclosures shall be made from the Board's discussions, business pertaining to individual persons or business that may harm the organization, or of the discussion of business or Board members' opinions stated at Board meetings.

The Board may approve a disclosure procedure that departs from the aforementioned in individual cases

## **6. The Right and obligation of Board members.**

All Board members have the right and obligation to attend Board meetings.

### 6.1 The Board as a collegial body:

Formally, all members of the Board are of equal rank. The Chairman has the authority to decide when and where the Board will meet, which is normally done in consultation with the other Board members. Whenever the Chairman makes a public statement outside of meetings, he/she speaks on behalf of the Board.

### 6.2 The Board as a collaborative body:

The Board shall appear to the outside as a unified entity. Outside of the Board room neither the Chairman nor any of the other Board members have any formal authority, unless special authorizations are granted or Pressing circumstances force the Chairman to act. Such an extraordinary situation will require ongoing contact between the Chairman and other members of the Board.

### 6.3 The Board as a decision-making body:

The Board makes decisions on the organization's overriding objectives and policies, strategy, budget, financial statements and other relevant business.

The Chairman is appointed and may be dismissed by the Board.

#### 6.4 Relationship between the Board and the administration:

Board exercises its authority through the Chairman. The Board shall not involve itself in the organization's day-to-day operation and challenges unless in consultation with the Chairman.

#### 6.5 The free and independent position of Board member's

The organization's best interests shall be the basis of all Board decisions. The members of the Board must consider business freely and independently, without personal ties to the constituency or management of the organization. As a consequence of this, the employee-elected Board members do not represent the employees at Board meetings, but are Board members on par with the other

Board members. Likewise, the head of Change maker does not represent the Change maker movement at Board meetings, but is a Board member on par with the other Board members.

### **7. The duties and obligations of the Chairman**

#### 7.1 Arranging the activities of the Board

The Chairman of the Board is responsible for organizing' the activities of the Board so as to achieve the participation and involvement of the members of the Board, including seeing to it that the Board works in accordance with the statutes of HAPA.

#### 7.2 Compelling the annual plan and arrange the follow up of decisions

The chairman of board is responsible for the presentation of annual plan, meeting plan, and follow up of the adopted annual plan on the board meeting.

#### 7.3 Responsibility for notice and agenda

The Chairman shall send notices of Board meetings no later than seven days prior to the meeting and is responsible for the Board's agenda. The notice and agenda are compiled in collaboration with the Chairman.

#### 7.4 Responsibility for chairing meetings. Voting and minutes

The Chairman is responsible for chairing meetings of the Board and for clarification of the topics up for a vote during the Board's deliberations. The Chairman is responsible for written minutes being taken and the format of the minutes being in accordance with the decision of the Board. In the event of a tie in a Board vote, the Chairman has the casting vote.

#### 7.5 The Chairman's authorizations and other duties.

The Board is a collegial body, all members of which are formally of equal rank. Whenever the Chairman makes a public statement outside of meetings, he/she speaks on behalf of the Board.

The Chairman shall have an annual performance assessment meeting with the Chairman.

## 7.6 Authorizations

The Chairman of the Board together with the Board may legally bind HAPA with their signatures.

In special cases the Board may also give authorization to one of the two. The Board may delegate power to sign for the organization.