AUTHORITY MEMBERS GOVERNANCE MANUAL

CIVIL SOCIETY ORGANIZATIONS AUTHORITY

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Introduction/purpose

In a rapidly growing Civil society culture in Bhutan, it has become critical for a regulatory organization to stay relevant in achieving the intended objectives of its roles. Therefore, it is important that the roles that each office bearer holds is outlined so that responsibilities become clear. This Governance Manual is one such mechanism through which a broad framework for the conduct of business in the governance of the Civil Society Organization Authority is established for the members to abide. Since the Authority is an independent regulatory Authority established under the *Civil Society Organizations Act of Bhutan 2007* ("Act"), this Manual provides for the structure of the Authority and the powers and responsibilities of each office bearer and officers.

Part I

Civil Society Organization Authority

The Civil Society Organization Authority ("Authority") consists of Five members[1] and serves as a regulatory body to facilitate the establishment and growth of CSOs in order to strengthen civil society, promote social welfare, and improve the conditions and quality of life for the people of Bhutan. The Authority is also required to facilitate a constructive partnership between the Government and the CSOs in order to advance the public interest so that it can also contribute towards protection of national and public interest.

CSOs are required to benefit the public at large or particular sections of the public and in these endeavors, they are required to demonstrate and continue to increase CSOs value to the larger communities of which they form a part. Here the Authority is required to oversee the compliance of legal obligations of the CSOs to exercise effective control and management of their activities and funding.

1. Members of Authority

The members of the Authority (*with exception to the Member Secretary*) are independent of the routine CSOA office management with no affiliation to any relationship that might interfere with the exercise of their independent judgment as a member of the Authority.

The members of the Authority consist of the following;

[1] Section 9, *Civil Society Organization Authority Act of Bhutan 2007*.

1. A senior official from the Ministry of Finance appointed by the Finance Minister ("Financial Member");
2. An eminent lawyer with knowledge and experience of laws relating to CSOs, who is recommended by the Attorney General ("Legal Member");
3. Two eminent members representing the CSOs ("Civil Society Member A and Civil Society Member B" as identified in the first Board Meeting of any of the two members becoming an Authority member); and
4. A senior official from the Ministry of Home and Cultural Affairs, appointed by the Home Minister, who also serves as the Member Secretary of the Authority ("Executive Member").

2. Tenure of Authority Membership

The term of office of the members of Authority is three years and no member is eligible for nomination as a member for more than two terms.

3. Removal from Authority Membership Members of Authority

A Member of the Authority may be removed as deemed necessary by the Authority on the passing of a resolution by all of the remaining Members of the Authority or an Executive order to that effect from the Royal Government.

4. Replacement of Members of Authority

If an appointed Member of the Authority is to be replaced, the Authority must submit to the concerned organizations where the Member is to be replaced served, within ten working days, for a replacement Member.

5. Election of Chairperson of the Authority

The Chairperson will be elected from amongst the Members of the Authority by themselves.

Responsibilities of the Authority

In its role as a regulatory body, the Authority is responsible for prescribing the application procedures for registration, application approvals, advising the Government about civil society, facilitating better internal administration of CSOs, monitoring the activities of CSOs to ensure their compliance, accreditation of foreign CSOs, inquiries if the activities of the CSOs are not in compliance to the Act, carrying out examination of books, records and activities of CSOs when required amongst others. The Authority is also required to prescribe endowment fund limit for the MBO from time to time so that the donations do not become a means for processing illegal proceeds.

The Authority is also required to undertake supervision of the CSOs regarding the general management, income and property management, and entitlements and privileges (including exemptions from taxes and customs duties). Since undertaking supervision require assessments to be undertaken by a dedicated set of officers, the Authority may delegate this function to officers of the Secretariat for which the secretariat will provide a quarterly report to the Authority for review and endorsement.

Further, supervision of the CSOs may also entail carrying out inquiry into a CSO and in doing so, the Authority is empowered to seek in writing from the CSO that is being inquired, accounts and statements of any matter under inquiry, documents related to any matter under inquiry, or summon any person to attend to give evidence related to the matter under inquiry.

In addition, the Authority shall provide strategic direction and governance leadership to the Civil Society Organization Authority Secretariat ("Secretariat") consistent with the purpose & objectives of the Act. To carry out this function the Authority is required to provide written directives that must be determined by a simple majority of members present and voting out of the two-thirds of the total number of members that form the quorum. The Authority is also required to identify the long-term needs to be met by Secretariat.

If the Authority, delegates any of it's functions, then it must do so by identifying the specific power that it delegates and the scope of such delegation should also be clearly identified. All correspondences between the Authority and the Secretariat shall be processed through the Member

Secretary ("unless this has been explicitly delegated to such other officer of the Secretariat by the Member Secretary or the Authority") that also serves as a member of the Authority.

The Authority is also responsible for the approval of all budget and project proposals and any financial plans of the Secretariat. This also entails that the Secretariat shall provide timely updates on the activities that it undertakes so that the Authority will be able to provide constrictive feedback that are not under the purview of daily administrative function of the Secretariat.

Specific responsibilities of the Authority

The Authority is responsible for the development and approval (wherever relevant) of the following:

a) developing Recommendations for amendment to the Act;
b) development of amendments to the delegated regulation under the Act and approval of the those;
c) development and approval of any Manuals, Guidelines, and any such service delivery standard documents relevant to the Authority;
d) Development of all such policies relevant to the Authority for consideration by the government; or
e) approval of strategic documents relevant to the Authority.
f) approval of financial management plan,
g) approval for annual budget proposal for submission to relevant authorities;

Specific responsibilities of Members

1. Financial Member

2. Legal Member

3. Civil Society Member A

4. Civil Society Member B

5. Executive Member

Part II

Civil Society Organization Authority Secretariat

The Authority in carrying out its responsibilities is supported by Civil Society Organization Authority Secretariat which is an administrative machinery staffed by civil servants. The Member Secretary that also serves as a member of the Authority is responsible for all administrative functions of the Secretariat and has the powers to make decisions in the course of its duty.

The Member secretary shall provide a timely report on the functions of the Secretariat during every Authority Meeting if it is required or if sought by the members of the Authority as part of the monitoring and evaluation needs for effective functioning.

If the Authority so determines that there is a need for carrying out an assessment or inquiry by an external person/entity gain clear, accurate and precise disclosure of performance compliance information, then it may assign any other person/entity to undertake those tasks. This must be undertaken only if the Authority can provide clear directives in assigning external organization(s) to assess performance compliance information.

1. Member Secretary

(a) *New Board Director Orientation*

New Board Director(s) are to be provided with a comprehensive orientation after joining the Board. The new Board Director shall receive an orientation from the Member Secretary on governance, finances, and operations.

In order to make smooth and effective transition, not less than 20 working days prior to the expiry of an incumbent Board Chairperson's term, the Board Directors shall be made aware of the Chairperson's term expiry by the Member Secretary.

(b) Annual Performance Agreement / Annual Performance Target

The Member Secretary is responsible for developing the Annual Performance Targets, that will be reviewed by the Authority which will give strategic direction for the implementation of the plans to be carried out by the Member Secretary.

The approved annual plan by the Authority shall be set as the CSOA Secretariat's annual performance agreement / target as required by the governance performance management division of the Cabinet Secretariat, RGOB.

The performance cycle shall begin with Board's approval of its annual performance agreement / target.

(c) Secretariat Administration

The Member Secretary is responsible for:

- the proper administration of the Secretariat and for general monitoring and supervision of the staff, subject to the relevant laws, and orders of the Authority;
- Preparation of budget proposal for the Secretariat and submit the proposal to the Authority for approval and onward submission to the Government;
- Ensure that all resolutions of the Authority are implemented by the Secretariat;
- Issuing written notice of every meeting of the Authority to the members;
- The minutes of the meeting and ensure that copies are sent to the members of the Authority;
- Informing the Authority of every action taken on the decisions of the previous meeting at the commencement of a meeting of the Authority;
- Presiding over the election of Chairperson of the Authority;
- Informing the appointing authority in writing when a vacancy arises in the membership of the Authority; and
- Undertaking any other tasks relevant to the functions of the Authority as required by the Authority.

2. Registration & Coordination

The responsibilities of the Registration and Coordination unit are as hereunder:

- Prescribe the application form and application procedures for any person wishing to register as a CSO.
- Review and approve all applications for registration of CSOs which satisfy the requirements and also provide written reasons for rejecting any application.
- Facilitate approval of accreditation of foreign CSOs.
- Coordinate between CSOs, the Authority and Secretariat.

3. Compliance& Monitoring

The responsibilities of the Compliance& Monitoring unit are as hereunder:

- Monitor the activities of the CSOs to ensure their compliance with the Act and with their own Articles of Association and purpose for which they have been established.
- Encourage and facilitate better internal administration of CSOs.

- Institute inquires either generally or for particular purposes if activities of the registered CSOs are not in compliance with the Act or any other relevant laws of the Country.
- Examine the books, records and activities of CSOs when required.
- Keep a public register of CSOs.

4. Administration and Front Desk

The responsibilities of the Administration and front is to undertake the responsibilities of the Human Resource Officer and general administrative functions as and when required.

6. Finance and Accounts

The responsibilities under this unit is to carry out all financial related works including preparation of budget and disbursement of payments. This unit is also responsible for maintain book of accounts and carry out all functions in pursuant to the Financial Rules and Regulations prevalent.

7. Legal

The responsibilities of this unit is as hereunder:

- Recommend for addition or removal of any body or institution from the registered CSOs for violation of the Act or any other laws of Bhutan or law of any other country where CSOs may be operating.
- Provide legal assistance/support to the Registration Unit with scrutiny/review of the applications.
- Provide guidance to the Compliance and Monitoring Unit in the case of legal issues.
- Render legal advice to the Authority in keeping with the CSO Act 2007 or any other relevant laws of the country.

Part III

Civil Society Organization Authority Meetings

1. Civil Society Organization Authority shall meet at least twice a year and additional sessions may be convened, if deemed necessary.

2. The quorum for any meeting of the Authority shall be two-thirds of the total number of members of the Authority.

Types of Authority Meetings

i. Closed Meetings

Authority Members only.

ii. Restricted Meetings

Authority Members with invited staff of the Secretariat and/or advisors, as appropriate.

iii. Open Working Meetings

Authority Members, staff and other participants.

All Authority meetings will be Restricted Meeting unless the Authority Members determines otherwise.

The Authority Members must provide prior communication to the Member Secretary for the inclusion of a other type of meeting. The information must be provided at least two working days prior to the date of the Board meeting.

The Member Secretary shall notify and communicate to the relevant officials to attend the Board Directors meeting at least two working days prior to the date of the Board meeting.

Meetings are generally held at CSOA Secretariat office, but may be held at other locations as desired by the Board Chairperson.

Notice for Authority Meeting

The Member Secretary shall notify and communicate to the Authority Members about a scheduled meeting or any other meetings as desired and deemed necessary to be conducted. Such notice of the Authority meeting is to be given at least five workings days prior to the date of the meeting to be held.

Authority Meeting Agenda

a) The Chairperson, with input from the Member Secretary, shall propose the agenda for the Authority Meetings.

b) The Member Secretary shall also notify the Authority Members to propose for agenda for the Authority Meeting.

c) The Authority Members shall submit agenda for the Authority Meetings ten working days prior to the day of the Authority Meeting. The Authority Members shall be provided with the agendas and related documents five working days prior to the day of the Meeting.

d) The agendas must be approved by the Authority prior to the conduct of the business.

e) The Authority Members shall determine the exclusion of item(s) from the agenda if a "*restricted meeting*" or an "*open working meeting*" is conducted. The Authority Members decision to exclude item(s) from the meeting could be in the overall interest of the public, CSO's, secretariat or protection of personal privacy that outweighs the desirability of open disclosure of that information.

Information for Authority Meetings

All documents distributed to the Authority Members prior to the meetings should be concise and clear with accurate information. The documents should focus attention on critical issues to be considered and the decisions to be sought from the meeting.

All documents compiled in support of Authority meetings shall be coordinated by the Member Secretary and all documents submitted for consideration by the Authority Members become part of the record of the Authority meeting, and will be deposited with the Member Secretary for maintenance, safekeeping and access for reference.

Reports as reflected in the agenda are to be presented during Authority meetings by the concerned member(s) vis-à-vis by a Authority Member, secretariat staff, or by invited participants.

Presentations on specific subjects at Authority meetings should highlight key points for easy direction and decision-making. The Authority Members are expected to come for the meetings having read the materials, to ensure optimal utilization of the meeting time for informed decisions and discussions thereof. On items bearing confidential and sensitive contents where it was inappropriate for the Member Secretary to notify through advance notice, specifically via emails, latter shall make available a brief synopsis of the matter under discussion and seek direction/ decision during the meeting.

Unless otherwise indicated or consented by the Authority Members or the Chairperson, the meeting documents should be treated as confidential and are not to be distributed or for that matter discussed outside the Authority meeting.

Attendance

The quorum for any meeting of the Authority shall be two-thirds of the total number of members of the Authority and all Authority Members are expected to attend the meetings in person.

However, under circumstances where a Authority Member is unable to attend in person, the Chairperson may consent to that Member attending the meeting by usage of other means such as telephonic or electronic communications facility that facilitates adequate communication and effective participation in the meeting.

The Authority Member attending by usage of other means as specified above will be deemed to be present at the meeting and will be included in the determination of quorum and be entitled to speak and vote.

All Authority Members are expected to maintain an excellent meeting attendance record of not less than eighty percent, the failure of which would determine the appointment for the consecutive term. The Authority Members shall determine the term of a member who is not present for two consecutive meetings.

Irregular attendance, particularly those Authority Member having less than 80 % attendance record, would call into question the Member's ability to effectively conduct his or her duties as a Authority Member.

Board Deliberations and Confidentiality

All deliberations by the Authority Members and other participating members (*staff, invitees and participants*) invited to the Authority meeting must be treated with respect and confidentiality.

The Authority Members must determine that certain deliberations by the Members must remain in confidentiality with the Authority.

The approved minutes of the meetings shall be considered as the official record of the Authority Member's deliberations. Any views or opinion expressed beyond the approved minutes shall not be considered or entertained as the Authority's views.

Board Quorum and Voting

The quorum for any meeting of the Authority shall be two-thirds of the total number of members of the Authority.

All Authority Members including the Member Secretary have responsibility to present their views and address relevant issues. Consensus shall be sought for decisions put before the Authority.

All decisions by the Authority Members shall be determined by simple majority of the members present and voting.

In the case of an equality of votes, the Chairperson does not have a second or casting vote and the motion shall be considered as failed.

Authority Members voting may be conducted electronically if deemed necessary by the Authority.

Authority Members Written Consent Resolution

If a situation arises whereby consent is required from the Authority Members, the Chairperson may set forth the motion to acquire the resolution through consent in writing without holding a meeting.

The resolution consented to in writing by the Authority Members, through means such as e-mail or any other electronic transmission shall be considered as valid and legal with the same regard as a physical meeting of the Authority Members duly called and held.

Authority Meeting Minutes

The Member Secretary shall be responsible for record & safe keeping of all the Authority Meeting deliberations and the written consents.

The Authority Members will be provided with the draft minutes of each meeting within five working days after the meeting. Comments and changes must be communicated within the next five working days, after which the minutes will be considered final and no changes entertained thereafter.

The approved minutes will serve as the official record of the Authority Meeting.

Publication of Board Documents

All the documents associated with the Authority deliberations such as minutes of the meeting, memorandums, executive orders, reports and other documents thereof, shall be considered as confidential and not published unless otherwise given consent by the Authority Chairperson or the deliberations of the Authority Meeting specifies it's permissible to publish the document.

The Member Secretary will publish a list of the agenda items being considered by the Authority Members for an upcoming regular scheduled meeting on the CSOA Secretariat website five working days in advance of the meeting date if deemed necessary.

The Member Secretary will post only the approved documents for publication of a Authority meeting, to the CSOA Secretariat website within five working days from the day of the minutes of the Authority meeting.

Policy Review and Revision

Any change in policy matters has to be duly consented by the Authority Members. Proposal clearly stating the intention of policy review must be submitted to the Member Secretary at least two weeks prior to the conduct of the next Authority meeting, who then shall circulate the same to the Authority Members for preparation for deliberations

The Authority may amend its policies provided that the new or amended policy is discussed during a meeting of the Authority, at which a consensus vote may be taken.

Upon completion of a vote during a meeting of the Authority and having obtained a consensus, the new or amended policy shall take effect immediately.

Code of Ethical Conduct

The Authority Members, by the trust and faith of the Royal Government, Donors, Civil Society Organizations and the volunteers, should in the discharge / conduct of its business render their responsibilities with the highest ethical and moral standards. The Authority Members are custodians of the resources and must uphold rigorous standards of conduct.

It is expected of the Authority Members to be careful observance of all applicable laws and regulations, as well as have a scrupulous regard for the highest standards of conduct and personal integrity & accountability.

The Authority Members shall comply with all applicable laws and regulations in particular with the Bhutan Civil Service Rules, Code of Conduct.

It is expected of Authority Members to conduct business in accordance with the letter and spirit of all relevant laws; to refrain from any illegal, dishonest or unethical conduct; to act in a professional, businesslike manner; and to treat others with respect.

The Authority Members should not use their positions to obtain unreasonable or excessive services or expertise from the Member Secretary and staffs of the CSOA Secretariat.

In the discharge of their duties;

i. ***The Authority Members shall***;
    a. Respect the confidentiality of significant and sensitive issues.

b. Only at the direction or approval of the Chairperson, interact with the public and press regarding CSOA matters / affairs.

c. Attend Authority meetings regularly. Authority Members are expected to attend the entire meeting and any member absent for two consecutive meetings of the Authority will receive a written notice from the Member Secretary.

d. If a Authority Member is removed, the Member Secretary will so notify the about the removed member in writing and the Authority's next set of meeting minutes shall reflect this action.

e. Be prepared for and participate in Authority meeting discussions and voting.

f. Once voting is completed, all members shall support the Authority's decision.

g. Become familiar with all the legislations related to Civil Society and fiduciary responsibilities.

h. Contribute individual judgment and expertise, including identifying any actions and/or conditions that are not in compliance with the Bylaws and the *Governance Manual* and bringing the information to the attention of the Chairperson and the Member Secretary.

i. Promote and participate in a climate of mutual trust, respect and teamwork.

j. Be loyal to the best interest of the organization and the purposes established by the members, including openly speaking up on behalf of the membership and dissenting as deemed appropriate.

In general, the use of good judgment based on ethical principles shall guide Authority Members with respect to lines of acceptable conduct. However, if a situation arises where it is difficult to determine the proper course of conduct, or where questions arise concerning the propriety of certain conduct by an individual or others, the matter should be brought to the attention of Authority.

Authority Members should raise any such concerns with the Chairperson and/or Member Secretary. In all questions involving ethics and conduct, the Authority shall make relevant determinations, except that any individual whose conduct is at issue shall not participate in such decisions.

Authority Members Relations with Management

The CSOA Act 2007 prescribes the establishment of an office for carrying out the Authority's functions and responsibilities under the act. Therein the Board policies and guidelines are issued to management for their adherence.

Authority Members may direct questions or concerns on management performance to the Chairperson, to the Member Secretary, or through Authority meetings.

Authority Members must respect the organizational structure of management. A Member has no authority to direct any staff member of the Secretariat. In accordance to the CSOA Act 2007, the administrative machinery shall function as per the BCSR, 2012.

Authority for Financial Expenditure of the Authority Members

The Authority Members have no authority to make financial commitments for CSOA Secretariat, other than as a secondary approval as set out in the Financial rules and regulations of the Ministry of Finance, RGOB.

Advisory Services for Authority Members

If situation arises whereby an Authority Member may need the services of an advisor to assist with matters involving responsibilities as a Authority Member, than to engage an outside advisor at the expense of CSOA Secretariat, the Member must first obtain the authorization of the Chairperson or the Authority Members through consensus.

Establishment of Committees

The Chairperson on the consensus of the Authority Members may commission the establishment of a committee or committees to conduct specific activities that contribute the fulfillment of the CSOA's mandate.

The Authority shall provide written directives to the committee indicating the objectives to be fulfilled, roles and responsibilities and its tenure of existence.

Any financial expenditure or budgetary requirements associated with the committee shall be approved by the Authority Members as per the RGOB financial rules.

Conflict of Interest

The purpose of the Conflict of Interest Policy is to prevent the personal and/or financial interests of Authority Members, Members Secretary, staff and volunteers from interfering with the performance of their fiduciary duties to CSOA or result in the personal financial, professional and/or any gain on the part of such Authority Members at the expense of CSOA, its members or stakeholders.

The Authority Members are to perform their duties in good faith, in a manner they reasonably believe to be in the best interests of CSOA and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

i. Potential Conflict of Interest

A potential conflict of interest is one in which a decision of a Authority Member could affect such person's own personal financial, professional and/or political interests. Accordingly, the Authority adopts the following:

a) Authority Members shall not profit materially in their capacity as Members from their affiliation with CSOA, or favor the interests of others over the interests of CSOA or bring their interests into conflict or competition with the interests of CSOA. Authority Members should be aware that conflicts of interest include actual, apparent and potential material conflicts of interest.

b) Officers of CSOA secretariat who simultaneously serve as an officer of any other professional membership organization having objectives similar to CSOA must disclose that information in writing to the Member Secretary.

c) Each Authority Member shall file with the Member Secretary a statement disclosing all material business, financial and organizational interests and affiliations that they or persons close to them have, which could be construed as related to the interests of CSOA. Disclosure shall also be made if a material conflict of interest arises in the course of the Authority Member's service to CSOA, whether arising out of the employment, consulting, investments or any other activity.

d) Whenever the Authority is considering a matter, including a contract or transaction with a Authority member, that presents an actual or apparent material conflict of interest for a member, that member shall fully disclose the material facts as to his/her interest or relationship in or to such a matter, contract or transaction. The disclosure shall be recorded in the Authority minutes. The disinterested Authority Members shall have the right to excuse such member from participating in the deliberations and/or voting on the matter presenting the conflict.

e) Whenever any member, as a consequence of Authority membership, discovers an opportunity for business advantage that could be relevant to the activities of CSOA, the opportunity belongs to CSOA and the Authority Member will present such an opportunity

to the Authority. Only at such time as the Authority, by recorded vote, determines not to pursue the matter and relinquish such an opportunity may the individual consider it a matter of possible material, personal benefit.

f) Authority Members will neither accept nor offer significant material favors or gifts from vendors that provide goods or services to CSOA.

A Conflict of Interest agreement form as prescribed in the BCSR 2012 Annexure 3/1 shall be distributed to the Board for signature and collected annually.

Gift rules

The Authority Members shall adhere to the requirements of the RGOB's Gift Rules as prescribed by the Anti-Corruption laws.

In adherence to the Gift Rules, the Authority Members shall not accept, for self or on behalf of any Authority Members, staff or family members, gifts or donations which may be in kind or in form of favors or benefits which can be construed as affecting the management, decisions and performance of duties.

Compensation

The Authority Members shall be compensated in accordance to the existing norms prescribed by the Financial Manual.

In pursuant to the CSOA Act, the Member Secretary shall conduct an annual review of Authority Members compensation to ensure that the Members are appropriately compensated for their contributions and may make recommendations to the Ministry of Finance to vary the compensation payable to Members.

The Authority is required to incorporate the Ministry of Finance determination of compensation into the Articles of incorporation of the CSOA Act 2007 and set guidelines for the payment of Authority Members compensation and reimbursement of expenses.

Role of the Chairperson

Scope / Authority

The principal roles of the Chairperson are to serve as the official spokesperson of CSOA and to lead the Authority in providing the strategic direction in the functioning of the Authority. As such, the Chairperson shall:

1. Chair all meetings and ensure that the Authority operates in a manner consistent with its own policies and those legitimately imposed upon it from the membership and outside the organization.

1.1 Ensure that Authority discussions focus only on those issues that are clearly within the purview of the Authority.

1.2 Ensure that the Authority deliberations are timely, fair, orderly and thorough, but also efficient with due respect to time and clarity.

Authority of the Chairperson

The Chairperson has the prerogatives to:

2. Make decisions between Authority meetings on behalf of the Authority when such decisions are a reasonable interpretation of Authority policies and require directive for implementation. The Chairperson is however limited with no authority to make decisions beyond Authority's policies.

2.2 Identify focus areas as long as they are consistent and aligned with the results and achievements and the Authority's strategic and business plans.

The Chairperson is an *ex officio*, non-voting member of all Authority Committees, unless otherwise specified.