

Ethics Policy

CODE FOR GOVERNING BOARD DIRECTORS

The Code is a guide to professional conduct for Governing Board members. Adherence to these standards by Governing Board members towards fulfilment of their responsibilities in a professional and faithful manner is aimed at promoting confidence of the community; particularly grant bodies, regulators and registrar of society and other such entities.

i. Guidelines for professional conduct:

Governing Board members shall:

1. Uphold ethical standards of integrity and probity
2. Act objectively and constructively while exercising his dues
3. Exercise their responsibilities in a bona fide manner in the interest of the community
4. Devote sufficient time and attention to their professional obligations for informed and balanced decision making
5. Not allow any extraneous considerations that will vitiate their exercise of objective and independent judgment in the paramount interest of the Society as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making
6. Not abuse their position to the detriment of the Society or its stakeholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person
7. Refrain from any action that may potentially lead to loss of their position
8. Where circumstances may arise which potentially can make a member lose their independent decision making, the member shall immediately inform the Board accordingly
9. Assist and support the Society in implementing the best governance practices

ii. Role and functions:

The Governing Board members shall:

1. Help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources- financial and human, key appointments and standards of conduct
2. Bring an objective view in the evaluation of the performance of board and management

3. Scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance
4. Satisfy themselves on the integrity of financial information and that financial control and the systems of risk management are robust and defensible
5. Safeguard the interests of all stakeholders, particularly the minority stakeholders through robust internal mechanisms
6. Balance the conflicting interest of the stakeholders
7. Moderate and arbitrate in the interest of the Society as a whole, in situations of conflict between management and stakeholder's interest

iii. Duties:

The Governing Board Members shall—

1. Every new member shall undertake appropriate induction and existing members shall regularly update and refresh their skills, knowledge and familiarity with the Society
2. Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts
3. Shall attend all meetings of the Governing Board and all its sub committees constructively and in good faith as may be necessary and appropriate
4. Shall attend the general meetings of the Society
5. Where they may have concerns about the running of the Society or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meetings
6. Keep themselves well informed about the Society and the external environment in which it operates
7. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Society
8. Report concerns about unethical behavior, actual or suspected fraud or violation of the Society's code of conduct or ethics policy
9. Acting within their authority, assist in protecting the legitimate interests of the Society, stakeholders and its employees
10. Not disclose confidential information that may have adverse impact / effect on adverse repute, functioning and internal mechanisms of the society

(This ethics policy has been authored and adopted keeping in view changing voluntary sector landscape and organizational abilities to tackle issues including but not limited to transparency, legitimacy, accountability and conflict of interest that may arise from time to time before the board and individual members of the board.)