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Responsible and Independent Governance Policy

Document History

Version	Date	Description	Next Review
1	01/03/2017	Created	Before annual board meeting

Introduction

This policy establishes FAIRACTION International's framework for responsible and independent governance, reflecting our commitment to accountability, transparency, and ethical conduct.

Governance Structure and Independence

Board Composition and Independence

- **Objective**: To ensure the Board comprises a majority of independent, non-executive members.
- **Procedure**:
  - Regularly assess the independence of Board members against criteria such as external influences, tenure, and financial

interests.

- Maintain a Board composition that includes diverse, skilled individuals who can contribute independent judgment and expertise.

Term Limits and Succession Planning

- **Objective**: To promote fresh perspectives and prevent stagnation in leadership.
- **Procedure**:
  - Implement clear term limits for Board members. This will be subject to efficiency and effectiveness review. An effective board member will retain their position for as long as they remain effective.
  - Develop a succession plan for orderly and strategic transition in Board leadership.

Conflict of Interest Management

Disclosure and Management of Conflicts

- **Objective**: To identify and manage conflicts of interest proactively.
- **Procedure**:
  - Require Board members to disclose any potential or actual conflicts of interest at the beginning of each meeting or as they arise.
  - Develop a process to manage conflicts, including recusal from decision-making where appropriate.

Decision-Making and Oversight

Board Decision-Making Process

- **Objective**: To ensure that decisions are made in the best interest of the organization and its mission.
- **Procedure**:
    - Establish formal procedures for Board decision-making, including voting processes and quorum requirements.
    - Ensure decisions are documented and communicated effectively to relevant stakeholders.

Financial and Strategic Oversight

- **Objective**: To maintain rigorous oversight of the organization's financial health and strategic direction.
- **Procedure**:
    - Conduct regular reviews of financial reports and budgets.
    - Engage in strategic planning sessions to guide the organization's direction and priorities.

Transparency and Accountability

Reporting and Communication

- **Objective**: To maintain transparency in operations and governance.
- **Procedure**:
    - Publish annual reports detailing the organization's activities, financial status, and governance practices.
    - Hold annual general meetings open to stakeholders, where key organizational updates are shared.

Performance Evaluation

Board Evaluation

- **Objective**: To regularly assess the performance and effectiveness of the Board.
- **Procedure**:
    - Implement an annual Board evaluation process to assess individual and collective performance.
    - Utilize evaluation results to inform Board development and training initiatives.

Conclusion

This policy ensures that FAIRACTION International operates with a governance structure that is responsible, independent, and aligned with our mission. It provides a framework for ethical leadership, transparent decision-making, and effective management, ensuring that we remain accountable to our stakeholders and true to our organizational goals.

Related Policies

- Constitution
- Ethics Principles
- Conflict of Interest Policy
- Financial Management Policy