

# National IT Professionals Association of Afghanistan

## Terms of Reference for the Board of Trustees

### 1. Definitions

“Association”	Means the National IT Professionals Association of Afghanistan (NITPAA)
“Community”	Means the registered NITPAA members and NITPAA Forum members
“Executive Team”	Means the Executive Management members, President, Vice President, and treasurer
“Board”	Means the Board of Trustee members of the NITPAA
“Online Portal”	Those webpages in the website of the association that may need authentication to have access to.

### 2. Purpose of these Terms of Reference

- 2.1. These Terms of Reference set out the criteria, authority, responsibilities, and membership of the Board.

### 3. Authority

- 3.1. The Board is comprised of 15 members, and drives its criteria and authority from the NITPAA bylaws, approved policies and other laws governing the local associations in Afghanistan.

### 4. Board’s overall responsibilities

#### 4.1. Governance

- 4.1.1. Set the values of the association and set effective and prudent management that can deliver the long-term success for the association.
- 4.1.2. Establish, review and monitor the effectiveness of the association processes in accordance with the best practices, with due regard to the role of the association in the community.
- 4.1.3. Review and approve appropriate policies and guidelines in respect of the financial and administrative affairs of the association.

- 4.1.4. Evaluate the performance and work of the association’s President, Vice President, treasurer and Individual board members.
- 4.1.5. Introduce, monitor and influence the culture, reputation and ethical standards of the association.
- 4.1.6. Review and revise these Terms of Reference(s) and their continuing adequacy from time to time.
- 4.1.7. Monitor and review the processes to assist the Board members to have sufficient time and opportunity to devote to Board matters to ensure that they discharge their duties efficiently and effectively.

## 4.2. Strategy

- 4.2.1. Formulate, review, approve and monitor the Association’s strategic plans created by the executive Team.
- 4.2.2. Review, approve and monitor major partnerships, relationships, Donations, strategic commitments and the association’s annual budget.

## 4.3. Board effectiveness

- 4.3.1. Ensure a formal, transparent and democratic Board nomination and election process.
- 4.3.2. Monitor the Board’s composition, board member’s selection processes and performance.
- 4.3.3. Review and revise these Terms of Reference(s) and their continuing adequacy from time to time.
- 4.3.4. Recommend new members and also initiate removal of some of non-active members.
- 4.3.5. Monitor and review processes to assist board to have sufficient time to devote to Board matters to ensure that they discharge their duties effectively.

## 5. Board qualifications and composition

### 5.1. Board composition

The Board should generally consist of no fewer than 9 and no more than 15 members. This range permits diversity of experience without hindering the effective discussion or diminishing individual accountability. At any of the mentioned conditions existence of 30% female members are preferred.

- 5.1.1. Board members should have the following qualities and professional competencies.

- 5.1.1.1.** Should have a record of integrity and good reputation.
  - 5.1.1.2.** executive management experience in the leadership of large corporate organizations, preferably listed
  - 5.1.1.3.** Have adequate and relevant management and supervisory experience, preferably with the leadership of large corporate organizations, entities and/or similar boards.
  - 5.1.1.4.** Possess the knowledge, skills, experience and independence of mind, given their responsibilities on the Board and in the light of the associations business and risk profile;
  - 5.1.1.5.** Ability to effectively contribute sufficient time and attention to the Association's board and senior decision making events and opportunities.
  - 5.1.1.6.** Ability to think with an open mind and deal with others with a sense of responsibility, firmness and co-operation;
  - 5.1.1.7.** Ability to interact with and consult with the associations volunteers and promote a culture of high management standards;
  - 5.1.1.8.** A range of skills and experience as well as the ability to think strategically and with foresight;
  - 5.1.1.9.** Have sufficient time to fully carry out their assigned duties and responsibilities.
- 5.1.2.** The Board should generally consist of no fewer than 9 and no more than 15 members. This range permits diversity of experience without hindering the effective discussion or diminishing individual accountability.
- 5.1.3.** No board members should be an active senior employee of government ICT regulatory authority.
- 5.1.4.** There should be no more than 2 employee of the same organization in the board.
- 5.1.5.** Existence of members from academia, ICT private sector, media and law can bring diversity in the board decisions and are preferable

## **5.2. President**

The Board shall biannually elect the president of the association and as well as the vice-president of the association who shall act as the president in the latter's absence.

### ***The Duties and Responsibilities of the President shall include but not limited to:***

- 5.2.1.** Ensure proper and effective overall functioning of the Board including maintaining a relationship of trust with fellow Board Members.

- 5.2.2.** Ensure Board decisions are taken on a sound and well informed basis and that adequate and timely information is provided prior to meetings, with the help of the Secretary.
- 5.2.3.** Ensure the efficiency and timely performance and discussion of any and all main issues by the Board.
- 5.2.4.** Be mainly responsible for drafting and approving the agenda of every meeting of the Board taking into consideration any matter proposed by the other board members, with the support of the Secretary.
- 5.2.5.** Encouraging all Board Members to fully and efficiently participate in handling the affairs of the Board and ensure that the Board is working in the best interests of the Association.
- 5.2.6.** Keeping and humble and open mind towards their position, duties and responsibilities and having the ability to be a good team-player.

### **5.3. Secretary**

The main responsibility of the Board Secretary is planning and preparing for meetings. At a minimum, this includes the following seven areas:

- Scheduling
- Agendas
- Presentations
- Executive Liaisons
- Documenting the Meeting
- Sending emails
- Follow up of board meetings action items

### **5.4. Board committees**

**5.4.1.** The Board will establish committees as it considers appropriate to assist it in carrying out its responsibilities on such terms and conditions as it may think necessary.

**5.4.2.** The Board shall, at a minimum, establish the following permanent committees and shall adopt terms of reference setting out matters relevant to the authority, responsibilities, membership and operation of those committees:

- **Nomination Committee:**

The Nomination committee must identify needed board member skills, suggest potential members and orient new members.

- **Fundraising committee;**

The Fundraising committee will have to create an implementable fundraising plan; identify and solicit funds from external sources of support.

- **Finance Committee:**

The Finance committee oversee the development of the budget; ensure accurate tracking/monitoring/accountability for funds; ensure adequate financial controls; review major grants and associated terms and the bank account of the association.

- **Public Relations Committee:**

Represent the organization to the community; enhance the organization's image, including communications with the press.

This committee is also responsible to maintain NITPAA memberships.

- **Board Evaluation committee:**

Evaluate the performance of individual board members and generate a report biased on their performance and present it to the board for further actions. The membership of this committee shall be governed by the provisions of the Article 7.8 of this Term of reference.

This committee shall also governed the evaluation process by the provisions of the Article 10 of this Term of reference.

**5.4.3.** The Board may also appoint special committees from time to time for larger activities.

**5.4.4.** Committees shall be formed of not less than four members and may/may not require a minimum number of Executive management members. The Board shall consider the occasional rotation of members and of the chair of such committees to avoid undue concentration of power and promote fresh perspectives.

**5.4.5.** The meetings and proceedings of committees shall be governed by the provisions of the Articles of the Association relating to Board meetings.

**5.4.6.** Each committee shall regularly submit reports to the Board about its activities and shall deliver a written report annually.

**5.4.7.** Chair of the committee must be from the board while vice chairs can be elected anyone from the committee members.

**5.4.8.** Board members can be member of not more than 2 committees at the same time. This is to ensure a member's full contribution to designated committees.

**5.5. Authority of the Board**

The Board shall have full power and authority to carry out all the necessary and do everything with legitimate tasks and decisions through a transparent and democratic majority voting process the major votes at hand, which may be required or desirable for the Association's better management and operations and to attain its legitimate goals and objectives.

**5.6. Delegation to Senior Management**

The Board delegates to the President the authority and power to manage the day to day business affairs of the Association. The President has authority to sub-delegate such authority and power to such members of the management team as he/she shall determine from time to time.

The above delegations is directly handed over to the Vice President to act in the absence of the President.

**6. Board meetings**

**6.1. Attendance**

- 6.1.1.** A Board meeting will not be valid unless a majority of its members are in attendance or represented. This representation or attendance could also be online.
- 6.1.2.** Board Members are expected to prepare adequately, attend, and participate at Board and committee meetings.

**6.2. Board meeting notices and agendas**

- 6.2.1.** Meetings of the Board shall be held at least bi-monthly at place and time deemed appropriate by the majority of the Board members.
- 6.2.2.** Board meetings shall be called and convened upon a written notice by the President. Board meetings may also be convened at the request of the majority of the Board members.
- 6.2.3.** Where practicable the notice of the meeting shall be given, together with the agenda, at least one week before the meeting is held.
- 6.2.4.** The Board meeting materials may be circulated to the members of the Board by way of the email or other secure means.
- 6.2.5.** A board member has the right to add any matter that he/she may deem necessary, for discussion in the meeting, subject to the prior consultation with the President.

**6.2.6.** The next date for the board meeting should be announced at the end of every meeting and should be noted in the minutes.

### **6.3. Minutes of the Meeting**

**6.3.1.** Minutes of Board meetings should be recorded by the secretary and must be distributed to all board members through email.

**6.3.2.** A dissenting Board Members should ensure to enter his/her objections in the minutes of the meetings.

**6.3.3.** Matters considered and decisions taken by the Board including such qualifications or controversial opinions as expressed by any board members, shall be recorded in minutes of meetings held by the Board and its committees.

**6.3.4.** Drafts of such minutes, before being approved, shall be circulated to all Board Members for comments which shall be incorporated, and approved by all members at the succeeding meeting of the Board.

**6.3.5.** Minutes of meetings of the Board and its committees shall be kept, filed [and published on the online portal of the association] by the secretary of the Board.

**6.3.6.** The status of the actions items of the previous board meeting to be presented to the Board in every meeting.

## **7. Appointment and re-election of Board Members**

**7.1.** The Nominating Committee must evaluate current board members to assess whether they are performing satisfactorily and should be considered for re-election. The Evaluations must be performed considering the past activities and reports of the individual board member.

**7.2.** As per bylaw of the Association the Board has set a limit of 2 year for which an individual may serve as a board member, a board member can only be nominated for 2 consecutive terms for the elections.

**7.3.** Working Groups and committees can refer one of their active members to the nomination committee to get nominated for the elections by the board members.

**7.4.** Any non-executive individual member of the association who would be able to present at least 3 recommendations from the active board members of the association can also apply through the nomination committee.

**7.5.** Any active executive management member can also nominate themselves by sending an application to the nominating committee.

7.6. The nominating committee should review the resumes of potential candidates, assessing their skills and experience to determine if they meet qualifications for the position.

7.7. The nomination committee must present the names of the selected potential candidates to the board for the voting purpose.

### 7.8. Membership of the Nominating Committee:

7.8.1. This committee is consist of 5 persons all of whom are board members.

7.8.2. Each Committee member is appointed by the Board members for a non-renewable 2 years of term.

7.8.3. Normally, the appointment of the new member on the Nominating Committee will be made on the first or second months of the each year.

## 8. Resignation of Board Members

A Board member shall cease to be a board member if he/she resigns in writing from his/her position and shall be deemed to have resigned in the following instances:

8.1.1. A Board Member shall be considered as resigned if he/she absents him/herself from more than three consecutive (or 5 non-consecutive) Board meetings without a justifiable excuse acceptable to the Board during the term shall deemed to have resigned.

8.1.2. If he/she is convicted of any crime or other offence involving dishonesty or immorality unless reinstated or received amnesty from the applicable authorities.

8.1.3. If he/she discloses any information detrimental to the Associations interests which he/she became aware of in the course of his/her being a member of the Board.

8.1.4. A Board member dismissed under any of the above provisions shall not be eligible to become a member of the board for a period of 3 years after his dismissal.

## 9. Induction and orientation

The Nomination Committee of the board, working with the executive management members, will provide an orientation program for new Board members in order to assist them in fulfilling their duties and responsibilities. The program will include discussions with the President, Vice President other Board and Executive Management Members. This program will also include the provision of reading materials (Associations Bylaw, Board Members Terms of reference, Social Media law and Website law and policy) tutorials and workshops being conducted by the association (AfsIG, NOG, weekly



programs etc). This program will also include a detailed information about the Board Members' rights, duties and responsibilities and the associations overall goal and strategic plane and the organizational structure.

## **10. Board Members performance and evaluation**

- 10.1.** The board will annually evaluate the performance of each individual board members by reviewing the reports generated by the board evaluation committee. This assessment will involve consideration of all of the Board's key areas of responsibility, and will specifically review areas where the Board and/or management contribution may be improved.
- 10.2.** The board as a whole should also review the performance of the President at least once every year with the help of the reports generated by the Board evaluation committee.
- 10.3.** At least once every year, the President will facilitate the review of the reports generated by board evaluation committee to the board.
- 10.4.** The Board will also annually review and evaluate the performance of the Board Committees and the relationship between the Board and management with the help of the reports generated by the board evaluation committee.
- 10.5.** The Association will include in its annual report a statement as to whether a performance evaluation for the Board and its members has taken place in the reporting period and how it was conducted. A description of the process for performance evaluation of the Board, the Board committees and the president will be made publicly available and updated as required, by posting it on the association website.

## **11. Confidential information**

- 11.1.** The Board members shall regard the confidentiality of information as highly important, a board member should ensure that he/she has not improperly disclosed the confidential information outside the association or used for individual personal gain.
- 11.2.** When the board members are serving on the board of any private company and undertaking private transactions they are to have regard to their confidentiality obligations at all times.

## **12. Conflicts of interest**

- 1.1.** Board members are expected to avoid any new action, position or interest that conflicts with an interest of the Association, or gives the appearance of a conflict. A board member who already has any direct or indirect interest or duty which conflicts or may conflict with any new

contract, partnership, collaboration, events, workshops or other transaction made or proposed to be made with or by the association, must give the President and other board members a notice of such interest. Such notice should be confirmed in written/through email.

- 1.2.** This notification shall be recorded in the Board’s minutes and, with the reserved right of commenting and clarification, the member in question, having such interest shall not be included in the quorum for the matter at hand nor be permitted to take part in the discussions or voting and if he/she does vote, his/her vote shall not be counted.
- 1.3.** If a significant conflict of interest with a Board member exists and cannot be resolved, as agreed by the majority of the board, the Board member is expected to tender his resignation after consultation with the President.

### **13. Communications**

The Board believes that the President and members of the public relation committee speaks for the Association. Individual Board members are expected not to meet or otherwise communicate with representatives of the press without prior consultation with the President and Chair of the public relations committee.

### **14. Publicly available information**

The following information will be made publicly available, and updated as required, by posting the material on the Association website:

- 14.1.** The Terms of Reference for the Board.

***The following information will be included in the associations’ annual report:***

- 14.2.** The names and details of the qualifications of the members of the Board; and
- 14.3.** The number of meetings of the Board and the names of those who attended.