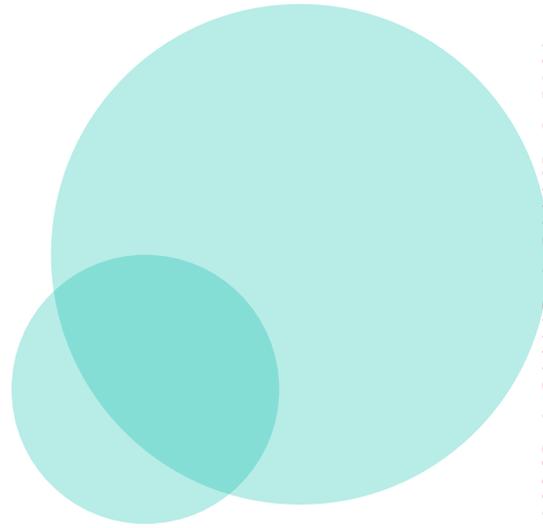




BOARD OF DIRECTORS **MANUAL**

June, 2021

Kabul, Afghanistan



PREAMBLE: PURPOSE OF THE MANUAL

This Manual includes Afghanistan Photographers Association's (APA) Board of Directors (Board) governance, structure and operations, roles and responsibilities, standing committees and other policies. This Manual should be interpreted in the context of, and to be inconsistent with, the APA's Bylaws.

The purpose of the Board Manual is to present a guide on APA's Board and its governance and functioning processes in accordance with the APA's Bylaws, and APA's organizational practice. The Manual is intended to help and support the APA Board acting on behalf of the organization. It also seeks to ensure that principles of good and accountable governance are applied by the APA Board in all their affairs with respect to, and on behalf of, APA.

APA's Board makes decisions as a fiduciary on behalf of the organization. Issues that fall under APA Board's purview include strategic management, policy formulation, fundraising, and selection of an Executive Director. In addition, APA's Board is responsible for helping the organization set broad goals, support executive duties, and ensure the organization has adequate, well-managed resources at its disposal to carrying out its program activities.

GOVERNANCE

1. Board Composition

APA's Board shall consist of not fewer than 5 and not more than 12 members, as determined in the APA's Bylaws. The Board shall annually review its structure considering, among other things, the existing composition of the Board, regulatory developments, trends in governance, the organization's circumstances at the time, and such other factors as the Board may deem relevant.

In order for the Board to function in an effective manner, it is important that each board member understands his/her respective role, and the relationship they have to other members of the Board and to the Executive Director. This also requires an understanding of the level of performance required to carry out the duties of a Board member.

2. Board Selection

The Board, established by APA Founders, will be identified, screened and evaluated by the Nomination Committee for Board membership. In evaluating new candidates, the Board seeks individuals of high integrity and good judgment who have a record of accomplishment in their chosen field, and who display the independence of mind and strength of character to effectively represent the best interests of the organization, and provide practical insights and diverse perspectives.

Each director's candidacy for continuation on the Board shall be reviewed at the expiration of his/her term, and before that director is reconsidered for election. The Nominating Committee will consider the tenure, performance, past attendance at meetings and contribution of existing Board members to the extent they are candidates for re-election. Thus, the Executive Committee, consisting of Chair, Vice-chair, Executive Director, Secretary and Treasurer, and/or Committee Heads will be elected by Board members, based on majority votes.



3. Term and Limits

In line with the APA's Bylaws, Board members will serve for a period of two years from their date of election. Each Board member, including a director elected to fill a vacancy, shall hold office until his/her successor is elected and qualified, or until his/her earlier resignation or removal. The Board does not hold it advisable to establish term limits for its members, because each director is subject to re-election.

4. Conduct of Meetings and Attendance

The Board shall meet at least once at the end of each fiscal year. The Board may also conduct special meeting[s] based on the request of the Executive Director, or at the behest of Board members and shall decide on the site of any meeting. Likewise, the Chair shall, in consultation with the Executive Director, prepare an annual schedule and agenda of the meeting and its standing committees. In doing so, notice must be given to each Director at least two weeks in advance, either by priority email, telephone, or other electronic media.

The Board shall attend meetings in person at any decided location, or via teleconference. However, the Board is expected to attend the annual meeting in person.

5. Quorum of the Meeting

One-third of the Board members will constitute the quorum of the meeting. However, two-thirds of the Board members must be established at the Annual Board Meeting.

6. Voting

A majority of Board members present at a meeting will be required to approve any ordinance or resolution. Roll call votes are required on all ordinances considered by the Board. On other items, a roll call vote may be requested by any member of the Board, but is at the discretion of the Board Chair.



7. Minutes

The Secretary shall record minutes of any Board meeting[s]. In the absence of the Secretary, the Chair may designate another member of the Board to record minutes of these meetings. Minutes of each Board meeting shall be circulated to each member of the Board, following review and approval of the Chair/Vice-chair.

8. New Director Orientation

Proposed by the Nominating Committee, the Board Chair and the Executive Director share responsibility to ensure that new directors are oriented, providing new directors with an orientation program, which will include written information about the structure of the Board, their respective roles and responsibilities, and background information on APA's affairs and operations.

9. Board Personal Contribution

As Board service implies a commitment of the board member's skills, time, and talent, it is expected that all board members make financial contributions to APA, specifically:

- All board members will make every effort to contribute between \$1,000 to \$5,000 yearly.
- Contributions may be made from the board member's private resources, or may be raised in any manner that does not conflict with executive limitations.
- Contributions may be scheduled with the Treasurer and the Executive Director in the form of payments or gifts.
- If a board member is unable to meet the minimum requirement of the financial contribution, he/she may contribute to the best of his/her ability with the approval of the Board Chair.

ROLES AND RESPONSIBILITIES OF THE BOARD

The main responsibilities of the Board include:

- **Formulation of Mission, Objectives and Policies:** The Board must take a long-term view, and maintain a long-term perspective on the organization. The Board formulates, reviews and reformulates the organization's mission, goals, policies and procedures, which form the basis for strategy formulation and implementation.
- **Strategic Management:** The Board shall support new strategies, mobilize resources, and link the organization with powerful outsiders. The Board must actively involve itself in formulating vital strategies, as well as evaluating the organizational strategy and performance, advising and guiding, and directing the Executive Director in strategic management.
- **Selection of Executive Director:** The Board should assume the responsibility of screening and selecting the Executive Director, who can formulate and implement defined strategies. The Executive Director is key in the process of strategy implementation.
- **Financial Monitoring and Oversight:** The Board periodically reviews the financial performance of the organization, and when needed, reformulates its financial policies. Moreover, the Board approves the organization's annual budget and annual financial statement, monitors the organization's accounting and financial reporting practices, and reviews financial and other finance-specific controls. To ensure the organization's financial stability and sustainability, the Board also identifies the principal financial risks, as well as effective ways to manage these risks.
- **Feed-forward and Feedback:** The Board must obtain information from external environmental factors, and feed this information forward to various key points in the organization, in order to prevent possible hurdles and mistakes in the process of achieving the organization's goals. Further, the Board also obtains information from internal sources of the organization, and feeds it forward to prevent possible failures in decision-making by the Executive Director.

The Board structure is composed of Chair, Vice-chair, Secretary, Treasurer, and Director. The roles of each Board member is described as follows:

1.1. Role of the Chair

- Plan the annual cycle of Board meetings;
- Set agendas for and Chair and facilitate Board meetings;
- Give direction to Board policymaking;
- Ensure that decisions taken at meetings are implemented;
- Liaise with the Executive Director to keep an overview of APA's affairs, and provide support as appropriate;
- Lead the process of appraising the performance of the Executive Director.

1.2. Role of Vice-Chair

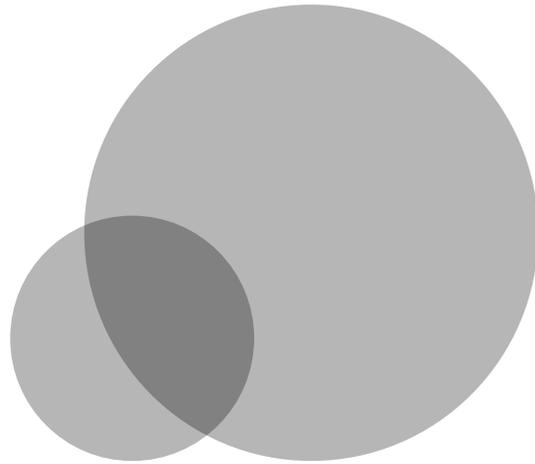
- Undertake responsibilities of the Chair when the Chair is absent or unable to serve as the Chair;
- Provide guidance and counsel to the Chair as requested;
- Undertake special projects, which may be requested by the Chair, including attending meetings or functions on the Chair's behalf.

1.3. Role of Secretary

- Prepare agendas in consultation with the Chair, ensuring that they are circulated in good time;
- Receive agenda items from other Board directors;
- Ensure that a quorum is present at Board meetings;
- Ensure that minutes are taken and circulated to all;
- Ensure that the minutes are signed by the Chair;
- Ensure that Board members have carried out action agreed upon at a previous meeting.

Note: In the absence of the Secretary at any meeting, the Chair shall appoint another member on his/her behalf.



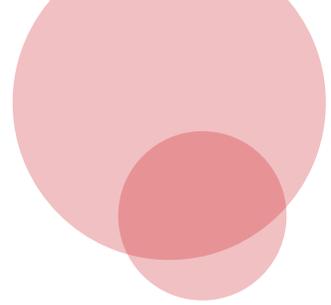
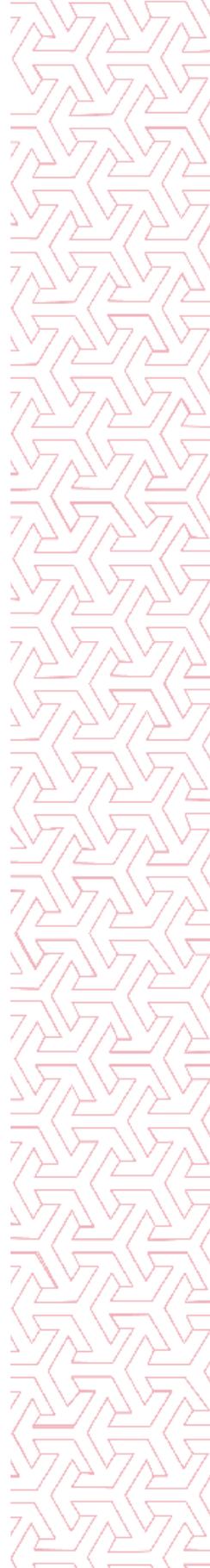


1.4. Role of Treasurer

- Ensure compliance with financial legislation;
- Ensure that financial resources meet present and future needs, and that APA has appropriate reserves to cover any unforeseen needs;
- Ensure that APA has appropriate investment policies, monitors investment activity, and ensures its consistency with policies and legal responsibilities;
- Ensure that there is no conflict between any investment held, and APA's financial goals;
- Oversee, approve and present budgets, accounts and financial statements, and financial reports to the Board;
- Liaise with APA Finance Department on the organization's financial matters;
- Keep the Board informed about his/her financial duties and responsibilities.

1.5. Role of Directors

In discharging their responsibilities, directors, who serve on Board committees, shall exercise their role to act in a manner that they believe in good faith, and in the best interests of the organization. Directors are expected to attend all or substantially all Board meetings, as well as meetings of Board committees on which they serve.



BOARD COMMITTEES

1. Committee Structure

There are currently five standing committees of the Board: 1) Executive Committee, 2) Nominating Committee, 3) Fundraising Committee, 4) Finance Committee, 5) Events Committee. Periodically, the Board may designate additional standing or ad hoc committees in conformity with the APA's Bylaws.

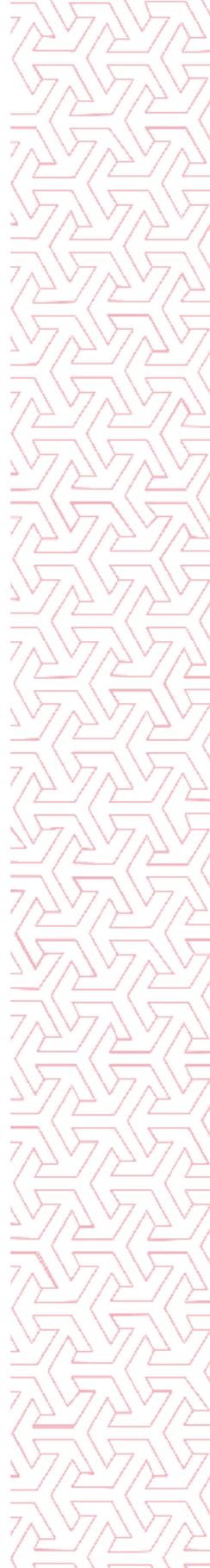
Each committee shall have their authority and responsibilities to lead and maintain their committee appropriately and optimally. The Board shall have the authority to disband standing or ad hoc committees when deemed appropriate to do so.

Committee expected responsibilities are as follows:

Committee	Expected Responsibilities
Executive Committee	<ul style="list-style-type: none"> • Oversees operations of the Board and Board Committees; • Ensures effective board processes, structures and roles, including retreat planning, committee development, and board evaluation; • Ensures sound evaluation of APA's programs, including outcomes, goals and resulting adjustments; • Ensures Board ethical behavior and resolving ethical conflicts. • Guides development, review and authorization of policies and procedures.



Nominating Committee	<ul style="list-style-type: none"> • Identifies, recruits, screens and interviews candidates for directorship (including Executive Director), suggests potential members and orients new members; • Managing all Board elections and nominations for board and senior leadership positions from start to finish; • Develops applications and TORs to ensure a smooth nomination process.
Fundraising Committee	<ul style="list-style-type: none"> • Oversees development and implementation of the Fundraising Plan; • Identifies and solicits funds and in-kind giving from external sources of support, working with the Program Manager; • Plans and coordinates annual fundraising program; • Identifies and seeks opportunities to support APA grants.
Finance Committee	<ul style="list-style-type: none"> • Oversees development of APA's annual budget; • Ensures accurate tracking/monitoring/accountability for budget and funds; • Ensures adequate financial controls, led by the board treasurer; • Reviews major grants and associated terms; • Plans and supports APA's audit.
Events Committee	<ul style="list-style-type: none"> • Conducts meetings, contributing to the discussion, brainstorming, and sharing of innovative and relevant event ideas; • Plans and coordinates program events, such as photography training, photo exhibition and awards; • Supports and advises APA staff on the organization's events; • Represents APA in relevant events outside Afghanistan.



2. Committee Membership

Committees and their heads shall be appointed by the Board annually, based on recommendations made by the Nominating Committee. Any director can be part of the Board Committee, including the Secretary and Treasurer, but a director cannot serve on more than two committees (if/when necessary).

3. Committee Charters

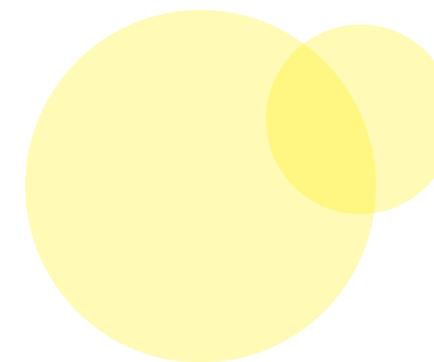
Each standing committee shall have a written charter, which shall state the purpose of the committee and the responsibilities that the committee has undertaken. Each committee shall review its charter annually (and more frequently as circumstances may require) to reflect changes in applicable law or other relevant considerations, and proposed revisions to charters shall be approved by the Board.

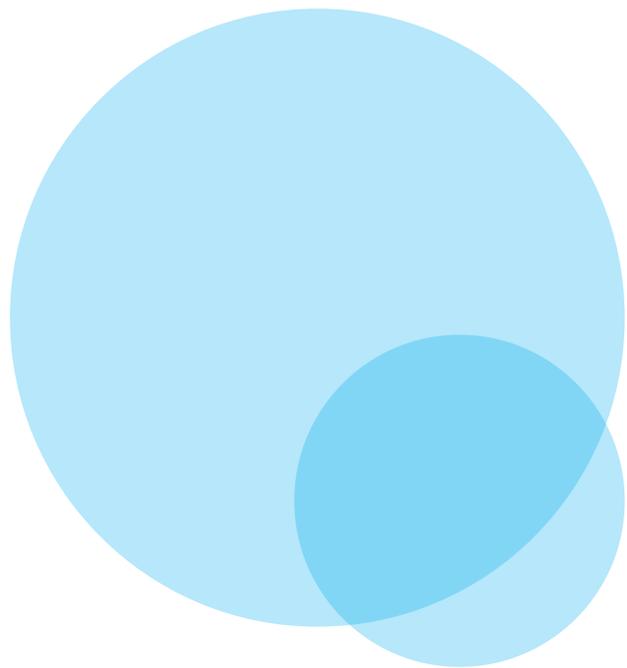
4. Committee Meetings

Each standing committee shall establish a schedule of meetings each year, pursuant to the requirements set forth in each committee's respective charter. The head of each committee shall determine the agenda of each meeting of the committee.

5. Succession Planning

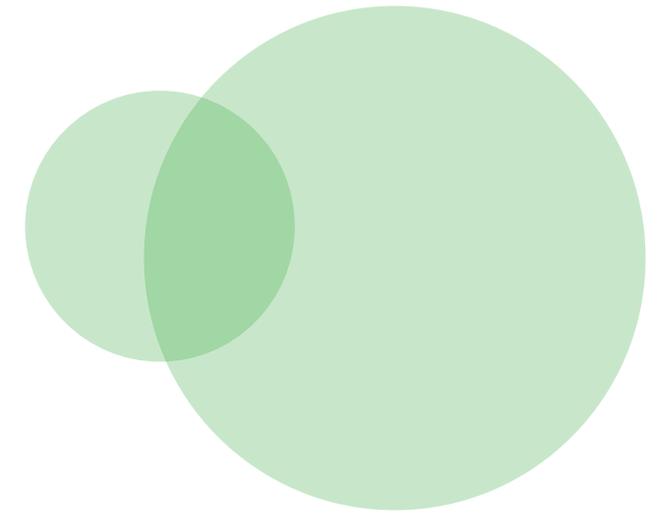
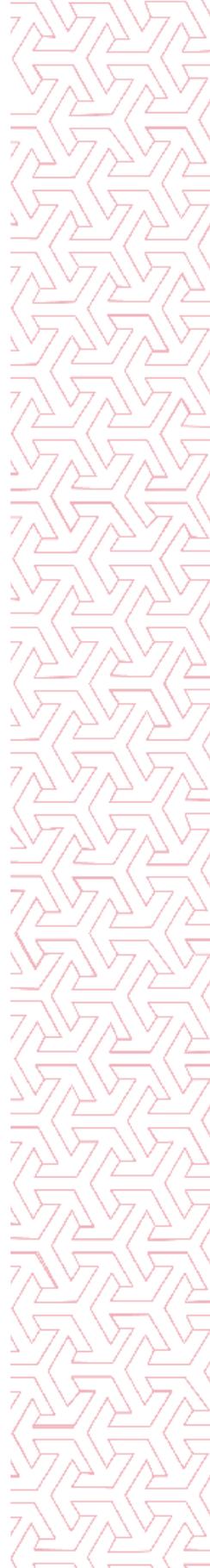
The Board, under the leadership of the Chair, shall regularly review leadership development initiatives, and short and long-term succession plans for directors and each committee, including in the event of unanticipated vacancies.





ETHICS AND CODE OF CONDUCT

All Board members shall act ethically at all times and to adhere to APA's Code of Conduct and Ethics, as well as other applicable policies. Any request by a director for a waiver under Code of Conduct and Ethics must be sent to and approved by the Board, and any approvals must be disclosed to the Executive Director, including reason for such approval.



CONFIDENTIALITY

All Board members shall maintain the confidentiality of all non-public information entrusted to them regarding APA and its affairs, as well as any other information about the organization that comes to them from any other sources. Further, Board members shall make no use of such information, other than to further APA's interests, except where disclosure is authorized by APA or legally mandated.

CONFLICTS OF INTEREST

All Board members shall avoid any situation that give rise to a conflict of interest, or the appearance of a conflict of interest. If an actual or potential conflict of interest arises, a Board member shall promptly inform the Board Chair or Secretary. The Chair (a Vice-chair in his/her absence) shall immediately conduct a meeting to discuss, analyze, and propose resolution measures related to the conflict matter in question.



CONTACT DIRECTORY

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