

## ROLES AND RESPONSIBILITIES OF GOVERNING COUNCIL MEMBERS

### ***EXTRACTS FROM THE CONSTITUTION, NGO REGULATIONS, COUNCIL CHARTER, CODE OF CONDUCT AND STATEMENT ON CONFIDENTIALITY AND CONFLICT OF INTEREST***

According to the AAS Constitution at clause 12, the Governing Council (GC) is the policy organ of the AAS. It is a stewardship body set up by the Members to provide oversight for the functioning of the Academy.

GC Terms of Reference are outlined at clauses 12.9.1 to 12.9.20 of the AAS constitution.

The GC is expected to ensure compliance with the regulatory requirements and to implement good governance principles in carrying out objectives of the Academy. The following requirements are for all GC members to note as failure to observe them may lead to non-compliance of the GC or removal from the GC. These requirements have been collated from the Constitution, NGO Regulations, Council Charter, Code of Conduct and Statement on Confidentiality and Conflict of Interest.

A GC member shall be responsible in an individual capacity to:

1. **Submit key documents for the NGO Coordination Board:** passport photo, passport copy, and certificate of good conduct. These must be submitted within 10 days of accepting the appointment. Any new official must provide these documents for forwarding to the NGO Coordination Board within the given period.
2. **Attend Handover meeting and Induction:** A GC member shall be required to attend the handover meeting and Induction. The 2020 GC induction session is tentatively planned for 5 days and shall include handover and first GC meeting.
3. **Actively participate and commit time for the meetings:** A GC member is expected to attend at least two thirds of the meetings annually. One may attend the meetings either physically or participate through telephonic/electronic medium; but they would have to physically attend at least one meeting annually. The GC meets at least twice in a year. A GC member shall be expected to devote sufficient time, as required for one to discharge their duties effectively.  
Non-attendance to meetings forms grounds for removal from the GC.
4. **Bring objectivity and independence to the GC's discussions** in relation to the organization's strategy, performance, and risk management in abidance, of good corporate governance; and regularly update their knowledge and enhance their skills.
5. **Act as fiduciaries:** act in good faith in order to promote the objects of the organization for the benefit of its members as a whole, and in the best interests of the Organization; discharge their duties with due and reasonable care, skill and diligence; promote transparency and accountability at Council level; and abide by the conditions of the Constitution, Council Charter, Code of Conduct and Regulatory requirements.
6. **Declare any Conflict of Interest:** It is accepted and acknowledged that one may have business interests and memberships other than those of the AAS. In the performance

of their duties as a GC member, one is expected to declare any conflicts of interest before agreeing to join the GC and at the start of each meeting if the conflict arises within any matter on the agenda.

In the event that one's circumstances seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the GC to revise its judgement that one are independent, this should be disclosed to both the Chairman of the GC and the Executive Director. A GC member shall not involve oneself in a situation in which they may have a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Academy or bring discredit to it. One shall therefore be required to sign a conflict of interest statement or declare any emerging conflict before GC meetings.

7. **Uphold confidentiality:** All information acquired during one's tenure is confidential and should not be disclosed, either during such tenure or following termination (by whatever means) to third parties without prior clearance from the Chairman, unless required by law. In the latter case, one would be required to suitably inform the Chairman of the GC of such an event or disclosure.

A GC member shall be expected to direct any media queries or approaches to the appropriate Communication department of the Academy.

Role of the President is outlined in the Constitution at Clause 12.12.

Role of the Vice Presidents is outlined in the Constitution at Clause 12.13.

Role of the Secretary General is outlined in the Constitution at Clause 12.14.

Role of the Treasurer is outlined in the Constitution at Clause 12.15.