



# GOVERNANCE MANUAL

**THE SOCIETY FOR AGRICULTURE HEALTH ENVIRONMENT LITERACY  
INNOVATION (SAHELI)**

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## **1. Introduction**

Every organization follows certain processes that guide how it is run and how decisions are made. These constitute governance processes. These are separate from management process, though the boundary between these two are thin. Having a well-defined governance process helps an organization function more effectively. It brings clarity, consistency, and accountability to how the organization operates. This realisation prompted the Society for Agriculture Health Environment Literacy Innovations (SAHELI) to develop this manual on governance.

## **2. Purpose of the Manual**

This Governance Manual serves as a reference guide for the internal governance of the organization. It outlines key roles, responsibilities, policies, and procedures that help ensure the organization is well-managed, transparent, and aligned with its mission.

The specific purpose of this Governance Manual is to provide a framework for the ethical, transparent, and effective management of SAHELI. It defines the structure, roles, responsibilities, and procedures related to governance to uphold accountability, foster trust, and ensure sustainability. In specific terms, this manual will:

1. Help the members of the Governing Body and those of management team to understand their roles and responsibilities clearly.
2. Explain the difference between governance (oversight and direction) and management (day-to-day operations).
3. Act as a guide or blueprint for how the organization should be governed.

## **3. About the Organisation**

The SAHELI was founded in 2004 by Mis. Dalia Antony while she started her community insertion activities immediately after her completing postgraduate studies in Social Work (Mater of Social Work – M.S.W.). She started working among rural and poor women, mostly tribal, women and began organising them into self-help groups (SHGs) with a thrust on building social capital. During this work a few leaders of these women SHGs in some of their meetings suggested to create an organisation exclusively to address the challenges faced by the women in the area of operation of these SHGs. This was the beginning of SAHELI. It got registered as a charity in 2008 under the Charitable Societies Registration Act, 1860 and subsequently after three years in 2011 got registered with the Ministry of Home Affairs under the Foreign Contribution (Regulations) Act, 1976. Later SAHELI secured all statutory exemptions and registrations. Thereafter all these statutory regulations are kept up-to-date. Currently the organisation is implementing three projects one of which is in partnership with the Azim Premji Foundation, a philanthropy of Indian origin. Apart from these, the SAHELI



is in partnership with the Dhvani Foundation for organisational development activities. Women and girls in the families constitute the focal points of the actions of the SAHELI.

#### **4. Vision of the Organisation**

The SAHELI endeavours to create a society where dignity of women belonging to all sections of population, especially those belonging to vulnerable sections, respected and women gain equal opportunities in all frontiers of life

#### **5. Mission of the Organisation**

The SAHELI, in order to achieve the above vision, is committed to empower all sections of society through appropriate institutions and processes and place such institutions in operational collaborative relations with governments and other stakeholders for integrated development with equal dignity for women as the focal point

#### **6. Values of the organisation**

The overall value being upheld by the organisation is “RESPECT”. This is expanded as given below.

R- Responsiveness

E- Equity

S- Self - Reliance

P- Participation

E- Ethical in operation

C- Competency

T-Transparency

#### **7. Overview of the Structure:**

Below presented is the organisational structure.



The Governing Body of the SAHELI has seven members elected from the General Body every five years. If the vacancies arise in the Governing Body in the event of resignation or removal of any members, the Governing Body co-opts new members and the same decision(s) get ratified in the next immediate AGBM. The Governing Body comprises of the President, the Vice – President, the Secretary, the Joint – Secretary, and the Treasurer who constitute the Executive Leadership or office bearers of SAHELI. Besides these, there are two ordinary members in the Governing Body. The organisation has the provisions to constitute fixed term sub-committees as and when required. These sub-committees are responsible to the Governing Body,

### **8. Roles of the Governing Body**

- (a) The Governing Body shall be constituted by election from and by the Annual General Body of SAHELI.
- (b) The Governing Body shall consist of the President, the Vice-President, the Secretary, the Treasurer, and three members.
- (c) The President shall be the Chief Functionary of SAHELI and the President shall be a permanent member of Governing Body and the latter can be removed from the office only with a two third majority of the General Body on the grounds of grave corruption.
- (d) The Governing Body shall be accountable to the General Body.
- (e) Any member of the Governing Body except the President shall be removed from the office by an absolute majority of the General Body on Complaints of corruption or on the ground of inability.
- (e) The Governing Body shall be vested with powers to:



1. Admit new members to SAHELI or terminate membership as per provisions of this Byelaw.
  2. Elect office-bearer
  3. Enter into contracts, acquire or dispose of assets on behalf of SAHELI, take loans and repay.
  4. Appoint sub-committees for smooth functioning of SAHELI
  5. Review and approve the financial position of the society and the revenue and expenditure budget of SAHELI
  6. Do all things necessary and proper for the promotion of the objectives of SAHELI, subject to the provisions of the bylaws
- (g) The term of the Governing Body shall be five years
- (h) The Governing Body shall meet once in six months and whenever necessary.
- (i) The members of Governing Body shall not be entitled for any monetary benefits and cannot be appointed as paid staff of SAHELI.

(j) Any member of the Governing Body, if engaged on regular basis or otherwise to provide special services or undertake special assignments or support the organization in any other manner, provided that such services are not the ones expected to be discharged by such member as the member of the Governing Body, shall be entitled to receive payments as per the provisions made available in the budget for such services or as per the agreement between the organization and such members. (After amendment on 15-10-2019)

**Besides the above, the Governing Body has the following functions to perform.**

- Provide strategic direction and vision.
- Ensure compliance with statutory obligations.
- Approve policies, budgets, and strategic plans.
- Appoint, support, and evaluate the Chief Executive Officer (CEO).
- Support in Resource mobilization
- Prevent Conflicts of Interests
- Monitor and evaluate organizational performance.
- Ensure good governance, risk management, and ethical integrity.
- Develop succession planning

**9. Roles of the Members of the Governing Body**



While the Governing Body works together to lead the organization, each member also has their own individual responsibilities. Members of the Governing Body of SAHELI are responsible for:

- Upholding the mission and values of the organization.
- Electing the Governing Body as per the approved constitution or bylaws.
- Participate in Annual General Body Meetings (AGBMs).
- Review and approve key decisions, budgets, financials, and reports.
- Support the strategic initiatives of the organisation.
- Be a spokesperson of the Organization

## **10. Roles of Office Bearers**

### **(a) President.**

The President shall preside over the meetings of the General Body and the Governing Body

- 1 The President shall be vested with powers and responsibilities for the following
  - i. Appointment and termination of paid staff members.
  - ii. Project formulation, project implementation and maintenance of records of such activities.
  - iii. Management of administrative Office and other field office of SAHELI.
  - iv. Represent SAHELI in Govt and Public forums.
  - v. Open bank account and conduct business transactions with Bank jointly with the Treasurer.
- 2 Shall be responsible for all official documents, and enter into legal contracts on behalf of SAHELI.
3. Shall be responsible for the assets and liabilities of SAHELI.
4. Shall be directly responsible for day-to-day finance transaction and payments, administrative matters, staff management and project management.

### **b. Vice-President.**

The Vice-President shall hold responsibilities of the President in the absence of the President on by reason of delegation.

### **c. Secretary**

1. The secretary shall maintain records and documents of SAHELI, and make available to concerned authorities.



2. Shall liaise with Government or other public and private Institutions/Bodies for the enhancement of SAHELI

d. **Joint Secretary**

The joint secretary shall hold responsibilities of the Secretary in the absence of the President on by reason of delegation

e. **Treasurer**

The Treasurer shall jointly operate bank account on behalf of SAHELI and shall keep accounts and records for the financial transactions, payments and any other disbursement and shall also submit the accounts to the President as and when called for.

### **11. Responsibilities of the Director (CEO)**

The Director appointed by the Governing Body from time to time shall be the Chief Functionary or the Chief Executive Officer of the SAHELI. The following are the responsibilities assigned to the Director by the Governing Body.

Work with the Governing Body to realise the mission and vision of the organization, ensuring that clients and communities receive quality services.

- Understand the environment the organization works in and think creatively and strategically to plan for the long term.
- Carry out strategic plans using data, financial information, and future projections.
- Build and lead a strong senior leadership team.
- Keep regular track of the progress made by the organisation
- Attract, retain, and support skilled and committed staff.
- Keep the Governing Body informed about key internal matters like staffing, funding, and program progress.
- Maintain strong relationships with local media and oversee the social media presence of the organisation.
- Represent the SAHELI in the community through public talks, events, and conferences.
- Represent the SAHELI or delegate another person in the discussions, negotiations and consultations with all secondary stakeholders and donor-partners

### **12. Election/Selection of the Members of the Governing Body**

The members of the Governing Body shall identify suitable members for future considering the commitment to the cause of gender equity, previous work experience in this sector, reputation among other factors. Then the office bearers hold personal discussions with those



who were identified. The availability of time to spare for the organisation shall be ascertained during these conversations. Based on the result of this process a panel of possible members of the Governing Body will be developed and the same shall be presented in the AGBM. If the General Body approves the panel, the members in the approved panel shall be declared elected as the members of the Governing Body. If vacancies arise mid-term, the same process of discussions with the prospective persons shall be undertaken and they shall be co-opted by the Governing Body and this decision of the Governing Body shall be presented in the next immediate AGBM for approval.

### **13. Term of Governing Body (GB) Members**

Each GB Member shall serve a term of five (5) years with eligibility for re-election for a maximum of three (3) consecutive terms. If the services of any member have been found to be required for a longer period, the GB may present such cases before the AGBM and the decision of the AGBM shall be final on this matter.

### **14. Age limit for Governing Body Members:**

In order to ensure active engagement and capacity, promote generational diversity and leadership renewal and meet stakeholders' expectations, the SAHELI decides 75 years as the upper age limit for its members and the members of the Governing Body.

### **15. Induction of Governing Body Members**

New GB Members shall undergo an induction program which includes:

- Introducing to the history of the organisation
- Discussion on the by-laws and organisational structure
- Orientation on the mission, vision, and strategic priorities.
- Overview of organizational policies, financials, and governance structure.
- Roles and responsibilities as members of the Governing Body.
- A governance handbook and key policies shall be shared during induction.
- Field visit to program areas

### **16. Organisational Development and Succession Planning:**

Organisational Development, and Succession Planning shall help SAHELI to ensure smooth leadership transitions, maintain strong governance, retain institutional knowledge, promote diversity, and support long-term growth. It reduces disruption and prepares the organization for the future. The SAHELI will design and take up;



- Ongoing organisational Development which will cover the members of the Governing Body and staff personnel
- Regular professional development of all staff members on subjects related to different aspects of programme and project management
- Identification of the second line leaders of the Governing Body and the staff
- Provide nurturing support to these second line leaders
- Develop succession plans for future

### **17. Removal / Disqualification of a Member of the Governing Body**

Any member of the Governing Body may be removed from office before the expiry of their term by a resolution adopted by the simple majority of the members present and voting at a duly convened meeting. The reasons for removing a member from the Governing Body can be one or more of the following grounds:

- Acting or moving against the by-law of the SAHELI
- Violation of the principles and values laid down in governing documents or policies.
- Misconduct or behaviour detrimental to the interests or reputation of the organization.
- Conflict of interest not disclosed or resolved to the satisfaction of the Governing Body.
- Financial irregularities or misappropriation of organizational funds.
- Criminal conviction involving moral turpitude.
- Repeated absence from the meetings of the Governing Body for three consecutive times without valid reason.
- Incapacity (physical or mental) to perform duties.
- Non-performance or dereliction of duties like not taking responsibilities

The member shall be given a fair opportunity to present their case before any decision is made. The decision of the Governing Body shall be final and binding.

### **18. Conflict of Interest**

All GB Members must:

- Declare any potential or actual conflicts of interest at the earliest opportunity.
- Recuse themselves from decision-making where a conflict exists.
- Sign an annual Conflict of Interest declaration form.



- Conflict of interest will be handled as per the organization's Conflict of Interest Policy.

### **19. Honorarium or Compensation**

The members of the Governing Body of SAHELI

- Shall serve in a voluntary capacity and not receive regular compensation for being a member of the Governing Body.
- Payment of honorarium may be considered for a member, if special skills of that member which otherwise need to be purchased by SAHELI, and only if such payment is explicitly approved by the Governing Body and disclosed in financial statements.

### **20. Protocol of the Meetings of the Governing Body**

- The Governing Body shall meet at least two times annually as per the by-law.
- A quorum, as defined in the bylaws, must be present for decisions.
- Meeting minutes shall be documented, approved, and archived.
- Special meetings may be convened with proper notice as per organizational policy.

### **21. Committees within the Governing Body**

Committees shall be constituted for different purposes. It is proposed to constitute one committee each for finance, programme management, fund raising and partnership building. If required the Governing Body may constitute more committees. All are expected to report regularly to the Governing Body.

### **22. Decision-Making Processes:**

The SAHELI prefers to decide by consensus to ensure complete democracy. In case of division of opinions, decisions on such matters shall be taken by the rule of simple majority. In the matters pertaining to the amendment of by-law the rule of absolute majority (majority of the two-third members) shall be applied.

### **23. Appointment of the Director (CEO) and Appraisal of the Director (CEO)**

The Governing Body shall lead the process to recruit and appoint a qualified CEO. The selection process shall be transparent and merit-based. The Director (CEO) shall report directly to the Governing Body and be accountable for organizational operations. The performance of the Director shall be appraised by the Governing Body at the end of the tenure.

### **24. Designing and Approving Policies.**



The Governing Body is responsible for:

- Developing and approving all policies and manuals of the organisation
- Ensuring periodic review and updating of all policies as and when required to suit the internal and external environment.
- Ensuring alignment with legal requirements and sectoral best practices.
- Developing the code of ethics and conduct

## **25. Risk Management and Reserves**

The Governing Body shall hold regular reviews of financial and operational risks and develop appropriate risk mitigation plans.

## **26. Accountability and Transparency**

The organisation shall publish annual reports and audited financial statements on regular basis. It shall make use of social media platforms such as Face Book, Website etc All organisational documents of non-confidential nature shall be made accessible to members and stakeholders.

## **27. Amendments to the Governance Manual**

This manual may be amended by the Governing Body with the approval of a two-third majority. Any changes shall be communicated to Members and incorporated into the practices of the Governing Body.

**(This Governance Manual document was presented debated and adopted in the meeting of the Governing Board of SAHELI held on 21-06-2025)**

**Dalia Antony**

**President**

**Sonali Sahu**

**Secretary**

**Shaju V. Joseph**

**Treasurer**