



APC Governance Manual

Version 8

Association for Progressive Communications (APC)

April 2017

"An effective governance structure and a strong active and committed governing body are crucial to the soundness of an organisation and its ability to achieve its mission and objectives. The plan of governance of an NGO should reflect the core values, mission and cultural standards of the organisation. Democratic principles should be used [... and] the governing body holds ultimate responsibility for all activities and resources of the organisation."¹

¹ World Association of Non-Governmental Organisations (WANGO), *Code of Ethics and Conduct for NGOs*, 2004, p. 18.

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1. Governance in APC

1.1 About APC

Founded in 1990, APC incorporated as a California non-profit, public benefit corporation in 1998 and is a tax-exempt charity under section 501(c)(3) of the United States Internal Revenue Code.² These legal details are outlined in the APC Bylaws.³ APC's principal office is currently located in Melville, Johannesburg, South Africa.⁴

1.1.1 Mission

The Association for Progressive Communications (APC) is a global network of civil society organisations whose mission is to empower and support organisations, social movements, and individuals in and through the use of information and communication technologies to build strategic communities and initiatives for the purpose of making meaningful contributions to equitable human development, social justice, participatory political processes and environmental sustainability.⁵

1.1.2 Vision

APC envisions that all people have easy and affordable access to a free and open internet to improve their lives and create a more just world.

1.1.3 Values

APC members are bound together by common values. Since our official founding in 1990, the network has developed guiding principles that we endeavour to integrate into all our activities. These values and principles guide **what** APC does and **how** it is done.

Local initiative and ownership	Free and open source software
Openness: freedom of information and expression	Democratic, accountable and transparent governance
Open content	Social equality and gender equality
Social equality and gender equality	Collaboration and partnership
Inclusiveness and diversity	Creativity and capacity building
Appropriate and affordable ICT solutions	Freedom of communications and information.

APC is committed to:

Decentralised action	Having a strong Southern base and orientation
Sharing information and tools in the public domain	Creating and strengthening an international membership community for joint action and learning

² The [California Corporations Code](http://www.leginfo.ca.gov/cgi-bin/calawquery?codesection=corp&codebody=&hits=20) can be viewed at <http://www.leginfo.ca.gov/cgi-bin/calawquery?codesection=corp&codebody=&hits=20>.

³ Please see "APC Bylaws of the Association for Progressive Communications" at <http://apc.org/en/pubs/reports/APC-Bylaws-2007>.

⁴ APC may also have other locations as required, as per article I (on principle office) of the APC Bylaws.

⁵ This, APC's mission statement, was approved at the 1997 meeting of the membership in Ithala, South Africa.

1.2 Governance manual: Purpose and objectives

The purpose of the Governance Manual is to guide APC's governance processes in accordance with the APC Bylaws⁶ and APC's organisational practice. It is intended to help and support the Council and Board of Directors⁷ acting on behalf of the organisation of their duties, responsibilities, and the various legislative and regulatory conditions which govern their conduct. It also seeks to ensure that principles of good and accountable governance⁸ are applied by all Council members and directors in all their dealings in respect to, and on behalf of, APC.

APC's Council and Board are the focal point of APC's system of corporate governance and are ultimately accountable and responsible for the performance and affairs of the organisation. As such, they must be unreservedly committed to applying the fundamental principles of good governance – transparency, integrity, accountability, and responsibility - to ensure that good governance is practiced in all of APC's activities. The aim is to exceed minimum requirements of good governance, with due consideration to recognised standards of international best practice.

This draft of the APC Governance Manual includes amendments to the APC Bylaws approved by APC members in December 2010 and APC's conflict-of-interest policy.

The approved versions of the APC Governance Manual, along with the APC Bylaws, are located on the APC Policy wiki⁹.

1.3 APC governance: An overview

APC's governance structure consists of members, forming a body referred to within the APC community as the Council, and a Board (elected by Council). All APC's powers and activities are exercised and managed by the Board, with certain powers reserved specifically for Council.

APC's Council and Board should govern the organisation in a way that will ensure long-term sustainable development and growth of the organisation. All Council members¹⁰ and directors are:

- Expected to act in a professional manner, thereby upholding the core values of integrity and enterprise with due regard to their fiduciary duties and responsibilities.
- Responsible for APC achieving the highest levels of professionalism and organisational integrity.

1.3.1 Council

Council represents [APC's member organisations](#).¹¹ It consists of representatives from each APC member organisation called designated voting representatives (DVR's). Each member organisation nominates one DVR to sit on Council and vote on its behalf. A second representative is nominated to facilitate greater participation. Council's primary statutory responsibilities are to elect the Board and determine APC policy and

⁶ The APC Bylaws of the APC is a legal document that defines the rules by which the organisation is governed.

⁷ Also referred to as the Executive Board within the APC community, the Board of Directors will be referred to simply as the Board throughout the remainder of the manual.

⁸ Please see Appendix 1 for examples of principles of good governance.

⁹ [policies.wiki.apc.org/](#)

¹⁰ Referred to in the APC Bylaws and this manual as "designated voting representatives."

¹¹ See [www.apc.org/en/members](#) for a list of all APC member organisations.

strategic direction.¹² They have a broader role in facilitating interaction within the network which is outlined below.

1.3.2 Board of Directors

The Board of Directors is APC's primary governing body. Every three years, Council elects between four and eight directors¹³ from among its DVR's to the Board. The primary duty of the Board is to make policy and management decisions. It works with the Executive Director (ED), who serves as an ex officio¹⁴ Board member, and staff to implement the strategic priorities decided by members.

¹² See section 2.2.2 for more information on Council's rights and responsibilities.

¹³ The number of directors serving on the Board must be not less than four and no more than eight, with the exact authorised number fixed from time to time by Council according to the size and needs of the organisation.

¹⁴ Ex officio is Latin for "from the office." The executive director is a member of the Board of Directors by right of office, or, in other words, by virtue of the fact that he or she is executive director, and is not elected.

2. Members and Council

2.1 Membership

APC is a membership organisation, and considers membership applications from organisations¹⁵ and individuals that adhere to APC's mission and APC Bylaws. Organisational members have stable, administrative and financial operations, a commitment and ability to work with and / or provide services to the constituency targeted by APC.

Any organisation or individual wishing to become an APC member may apply in writing¹⁶ to the Board at any time. The Board, or a committee authorised by the Board, reviews each application and, if appropriate, certifies that the applicant meets the qualifications for membership outlined in the **APC Bylaws**.¹⁷ The Board delegates the responsibility for reviewing applications for membership to an advisory committee, the APC Membership Working Group (MWG).¹⁸

If an application is successful, the organisation or individual applicant will enter into a membership agreement with APC, paying dues and fees fixed by the Board within the schedule and conditions set by Council.

In compliance with the APC Bylaws, APC keeps a membership book which records the name, address, and primary and secondary designated voting representative (DVR's) of each member organisation, whether member organisations are in good standing,¹⁹ and membership terminations.²⁰

2.2 Council

2.2.1 Composition

As mentioned above, Council is made up of representatives designated by APC's member organisations to vote on their behalf. All member organisations exercise their rights and obligations of membership through their DVR's. Individual individual members are not represented on Council.

Each APC member organisation appoints two representatives to Council, one primary and the other secondary. Member organisations may change their DVR's at any time by writing to the Board Secretary, or person(s) designated by the Board Secretary.

DVR's should be selected for their:

- Ability to maintain an independent view of matters under consideration;
- Capacity to add value to APC's governance and strategy deliberations by contributing to the breadth and depth of experience of the governance structures;
- Knowledge of APC's vision and core values, current strategies, policies and programmes;
- Awareness of, and sensitivity to, cultural and other diversity within APC;
- Ability to communicate clearly;

¹⁵ APC has individual individual members and organisational members. Organisational members may not be individual persons.

¹⁶ According to article X, section 5 (on electronic transmissions) of APC's Bylaws, the terms "written" and "in writing" include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions such as facsimile or email.

¹⁷ Article II, sections 1 (on the classification of members) and 2 (on qualifications for membership).

¹⁸ For more information on advisory committees, please see section 3.5.2 of this manual. For more information on the MWG and how it operates, please see www.apc.org/en/node/2731

¹⁹ According to article II, section 5 (on good standing) of the APC Bylaws, "members who have paid the required dues, fees, and assessments, if any, shall be members in good standing of this organisation."

²⁰ Please see article II, section 10 (on termination of membership) of the APC Bylaws for more information.

- Ability to demonstrate a wide, and unfettered, perspective on relevant issues;
- Respect for the opinions of others;
- Integrity and a strong sense of ethics;
- Knowledge of Council and Board responsibilities;
- Ability to collaborate constructively as part of a team contributing towards the successful performance of the organisation;
- A commitment to actively engage in the APC network, scheduled meetings and other membership matters as they arise.

2.2.2 Rights and responsibilities

Every APC organisational member in good standing has the right to **one** vote when a vote is called for. This vote is exercised through the DVR. All DVR's have the same voting rights. Council's decisions are binding on APC. Some of Council's rights and responsibilities are conferred by the APC Bylaws and others by APC's internal policies and procedures.

2.2.2.1 Rights and responsibilities as outlined in the APC Bylaws

According to APC's Bylaws, DVR's have the right to vote on:

- The election and removal of directors;
- All amendments to the APC Bylaws and articles of incorporation, except for amendments permitted to be adopted by the Board alone;²¹
- The disposition of all, or substantially all, of APC's assets;
- Any merger or dissolution of the organisation;
- Defining APC's broad strategic direction and strategic priorities;
- Any other matters that may properly be presented to members for a vote, pursuant to APC's Articles, Bylaws, or action of the Board, or by operation of law.

DVR's also have the right to inspect APC's Articles and APC Bylaws, accounting records, membership meeting minutes, and the membership book, and have any other rights afforded voting members under nonprofit public benefit corporation law of California.

2.2.2.2 Rights and responsibilities conferred by internal policy and procedures

Not all Council's rights and responsibilities are outlined in the APC Bylaws. For example, it is customary and common practice within APC for DVR's to:

- Play a leadership role in facilitating the relationship between their organisation and APC, especially at the level of participation in APC programmes and projects;
- Make every effort to contribute to the development of APC programmes and projects, to ensure that these are relevant to their organisation;
- Report on the activities of their organisation in APC meetings and ensure that information about their organisation's activities is shared with the APC community;
- Ensure that the governing body of their organisation is aware of APC, its activities, and its relationship with the member;
- Ensure that all of their organisation's staff members are aware of APC's activities;

²¹ According to section 5812(b) of the California nonprofit public benefit corporation law, the following amendment to the articles of incorporation may be adopted by approval of the Board alone: 1) an amendment deleting the names and addresses of the first directors (Carlos Afonso, Stefan Hackenthal, Karen Banks, Txema Laullon, Anriette Esterhuysen, and Mark Surman) or the name and address of the initial agent (Edith Farwell); 2) any amendment at a time the corporation has no members; 3) an amendment adopted pursuant to section 9913.

- Ensure that their organisation serves as a resource for APC in the member country and/or region;
- Ensure that their organisation promotes APC, and all other APC members, as needed;
- Ensure that their organisation collaborates with other APC members whenever possible;
- Ensure their organisation participates regularly in APC online spaces;²²
- Participate in APC member meetings and online discussion and work spaces;²³
- Represent their organisation's point of view in membership meetings;
- Ensure that their organisation meets its financial obligations to APC.

DVR's are not to be compensated for their role. They may, however, be reimbursed for their actual and necessary expenses incurred in attending member meetings, given reasonable availability of funding.

2.2.3 Membership meetings²⁴

Although they can take place more frequently, membership meetings generally take place every three years, at a date, place²⁵ and time determined by the Board, for the purpose of electing Directors²⁶ and for dealing with other matters as needed. Regional membership meetings can take place at any time. Special membership meetings may be called by the Board or Chairperson (Chair), or on the written request of 5% of the DVR's.²⁷

The Secretary of the Board must provide written notice of each membership meeting to each DVR entitled to vote. The notice of the meeting should state the place, date, and time of the meeting. In the case of triennial meetings at which Directors are elected, it should include the names of all DVR's nominated to the Board and those issues which the Board intends to present for action by the members.²⁸ In the case of special meetings, it should include the general nature of the issues the meeting will address.²⁹

The Chair must ensure that an agenda is prepared 30 days prior to the meeting, raising issues that require attention, ensuring that proceedings are conducted efficiently, and all appropriate matters addressed. The agenda and other meeting papers must be circulated amongst the Council at least ten working days before the scheduled date of the membership meeting.

Organisational member representatives are expected to participate fully, frankly and constructively in meeting discussions and other activities, and to contribute their particular knowledge, skills and abilities.

A majority (51%) of the members in good standing constitutes a quorum.³⁰ While every effort should be made to reach agreement by consensus, agreement among two-thirds of the members represented at a duly

²² The primary member workspace is a mailing list: apc.council (for governance-related issues) and apc.members (for general sharing among network members). There are various other spaces which can be accessed from www.apc.org when logged in as a member of APC.

²³ For example, the membership working group, project development groups, juries and review Board for awards and small grants, etc..

²⁴ Also referred to as Council meetings.

²⁵ According to article IV, section 13 (on meetings by electronic transmission) of the APC Bylaws, membership meetings may also be conducted, in whole or in part, by electronic transmission in compliance with article X, sections 5 (on electronic transmissions) and 6 (on electronic transmissions to members), or by electronic media screen communication.

²⁶ In lieu of a triennial membership meeting, the Board may choose instead to have action taken by written ballot. For more information, please see article IV, section 10(c) (on action by written ballot without a meeting) and article IV, section 12 (on action by unanimous written consent) of the APC Bylaws.

²⁷ Please see article IV, section 3(b) (procedures for calling special meetings requested by members) of the APC Bylaws for more information on the calling of special meetings.

²⁸ Unlike special meetings, any proper matter may be presented for action at triennial membership meetings, whether or not it was identified in the meeting notice. However, according to article IV, section 7 (on notice of certain actions required) of the APC Bylaws, certain actions (such as removing a director without cause or amending the articles of incorporation) are only valid if stated in the notice of the meeting or if the vote of the membership is unanimous.

²⁹ In special meetings, no other business other than that stated in the notice may be transacted.

³⁰ The proportion of members of a body which, when duly assembled, is legally competent to transact business.

held meeting at which a quorum is present is sufficient to pass an act of the members (unless the Articles of Incorporation or APC Bylaws require a greater proportion).

Voting at meetings may be by voice or by secret ballot. However, the following matters must be voted upon by secret ballot:

- 1) Any election of directors;
- 2) Any other vote designated by the Chair;
- 3) Any action requested by 10% of the DVR's present at the meeting.

2.2.3.1 Participation of individual members in member meetings

Individual members (otherwise known as Individual members) may be invited to participate in member meetings convened by the APC either as observers, or as full participants, depending on the nature and scope of the meeting. Individual members do not have the same rights and responsibilities as organisational members and might therefore not be invited to participate in or observe at all organisational member meetings as they do not have the same statutory obligations.

Individual members are encouraged to participate in all facets of the APC network, including the provision of feedback on governance-related issues. However, unlike organisational members, they have no voting rights.

2.2.3.2 Proxy and electronic votes

Subject to any guidelines and procedures adopted by the Board, DVR's not physically present at face-to-face membership meetings can, however, participate through either a proxy vote, or electronic transmission of a vote. If they do so, they need to inform the Chairperson and Secretary before the commencement of the meeting.

They will then be considered as being present at the meeting and will be counted when a quorum is determined. To vote electronically the DVR needs to send a written ballot. To vote by proxy members can authorise another person or persons to vote for them by proxy.³¹

2.2.3.3 Minutes

Minutes of the proceedings of member meetings are recorded with a focus on processes and outcomes, rather than the course of discussion. Minutes are circulated to all DVR's by the Secretary of the Board within 30 days of the adjournment of the meeting.

The minutes will be stored in the designated online repository.³²

See Appendix 2 for an outline of procedures for calling and convening member meetings.

³¹ According to article IV, section 10(b) (on proxy voting) of the APC Bylaws, proxies are only valid for one membership meeting and expire immediately upon the adjournment of the meeting for which they were authorised.

³² www.apc.org/en/about/governance

3. Board of Directors

3.1 Composition

Every three years, either at a membership meeting or by written ballot, Council elects the authorised number of DVR's in good standing to the Board. Presently individual members are not entitled to elect Directors, nor stand for election. To the greatest extent possible, Directors should represent a diverse set of experiences, backgrounds, and characteristics. Board composition must be sufficient to ensure:

- A wide range of views and experience, without jeopardising the common purpose, involvement, participation, harmony and sense of responsibility of the directors;
- A combination of skills, experience, and professional and sector knowledge necessary to meet APC's strategic objectives;
- Regional diversity and gender balance, whenever possible;
- Continuity and renewal.

Directors should be selected for their:

- Knowledge, understanding and experience of the conduct of the organisation, as well as the laws, customs and values that govern its activities;
- Ability to make sensible and informed organisational decisions and recommendations
- Ability to ask hard questions;
- High ethical standards and common sense;
- Ability to see the wider picture and perspective, with some benefit of international experience;
- Organisational and strategic awareness and appropriate level of financial literacy
- Integrity in personal and professional dealings;
- Total commitment to furthering the interests of the members, network, and programmes, and to achieve APC's goals.

Members of the Board of Directors do not represent their organisations on the Board; their primary responsibility is to APC. Directors are expected to serve in good faith, and in APC's best interests.

With the exception of the Executive Director (ED), APC employees may not serve on the Board. Also, at all times, no more than 49% of the Board may be "interested persons."³³ This restriction does not apply to DVR's.

3.2 Rights and responsibilities

Except for those reserved specifically for Council, all powers and activities of APC are exercised and managed by the Board, either directly or, if delegated, under the ultimate direction of the Board. Some of the rights and responsibilities of the Board are conferred by the APC Bylaws and others by APC's internal policies and procedures.

3.2.1 Rights and responsibilities as per the APC Bylaws

Specific responsibilities of the Board,³⁴ as stated in the APC Bylaws, include:

- Reviewing and approving any compensation packages (including all benefits) of the ED, and the financial manager;

³³ As defined by article V, section 3 (on limitations on interested persons) of the APC Bylaws.

³⁴ Or Board committee.

- Furnishing annual financial reports³⁵ to all of the directors and members within 120 days of the end of the fiscal year on 31 December;
- Obtaining financial audits for all tax years³⁶ and making audited financial statements available for inspection by the attorney general and the general public within nine months after the close of the fiscal year to which the statements relate and for three years thereafter;
- Meeting as required by the by-laws;
- Approving the acceptance of new members and the termination of members according to APC membership policy and procedures.

Each Director has the absolute right, at any reasonable time, to inspect and copy all books, records, and documents, and to inspect the physical property held by APC.

With the exception of the ED, all Directors shall serve without compensation. The Board may, however, authorise the advance or reimbursement to a Director of actual and necessary expenses incurred in carrying out his or her duties as a Director, given reasonable availability of funding.

3.2.2 Rights and responsibilities as per APC practice

Other Board duties, not outlined in the APC Bylaws, but developed out of APC practice, include:

- Ensuring that APC meets its statutory obligations;
- Appointing the ED;
- Supervising and evaluating the ED's performance on an annual basis;
- Participating in hiring processes and approving human resource policies, including those related to salary;
- Determining APC operational policy and procedures in conjunction with the ED;
- Overseeing the implementation of APC strategic priorities;
- Participating in the Board's online workspaces;
- Approving the agenda for all Council meetings;
- Presenting reports from the Board to the Council;
- Reviewing reports from the ED;
- Ensuring that APC has sound financial management;
- Approving annual budget and financial statements;
- Ensuring that APC Council and Board members adhere to APC's Conflict of Interest Policy (included in this document)³⁷;
- Ensuring effective take up and exercise of governance capabilities by the Board, as well as continuity and efficiency within the Board.

3.3 Rules and procedures for electing the Board

3.3.1 Nominations

At least 120 days before the date of any election of Directors, the Chair appoints a nominations committee to suggest qualified candidates. The Secretary of the nominations committee then notifies member organisations

³⁵ In accordance with article X, section 3 (on annual reports to members and directors) of the APC Bylaws.

³⁶ While article X, section 4 (on required financial audits) of the APC Bylaws stipulates that APC need only obtain financial audits for years during which it receives or accrues gross revenue of USD two million or more (excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting), APC obtains audits for all tax years, irrespective of the level of gross revenue.

³⁷ As outlined in Appendix 4: Conflict of Interest Policy.

that the committee has been appointed and they have fifteen days to submit names of nominees for inclusion on the nominating committee's report.

At least 90 days before the date of the election, the nominations committee furnishes its report. The Secretary of the Board then forwards the list of nominees, and their statements of intent to each member organisation, along with notice of the membership meeting at which the voting will take place.

3.3.2 Elections

Directors shall be elected at the triennial member meeting or, by written ballot.

On the date of the election, nominees are expected to say a few words about how they would like to contribute while serving on the APC Board. If a nominee is not present, or prefers to communicate in writing, their statement of intent will be presented by the nominations committee.

Voting takes place by secret ballot. Each DVR receives a voting card, on which he or she indicates his or her vote for up to eight directors. The nominee with the most votes becomes the Chair of the next Board.

In the instance of a tie for the most votes, which determines the Chair, and/or for the eighth position, which determines the final seat on the Board, there will be another vote specifically to resolve the tie(s), involving only those nominees who tied.

3.3.3 Term

Members of the Board are elected for a term of three years. The Board may post-pone the triennial meeting by up to 6 months, in which case the term of Directors would also be extended. Each Director shall hold office until the expiration of the term and until a successor has been elected. To ensure effective take up and exercise of governance capabilities by the Board, as well as continuity and efficiency within the Board, there is no limit on the number of terms that a Director may serve.

3.3.4 Assigning the roles of officers

Once the Board is elected, it immediately convenes and assigns the roles of Vice-Chair, Secretary, and Treasurer. If such officers are not elected at the Board of Directors meeting, they may be elected by the Board at its discretion. This is done through a cycle of volunteering and deliberation led by the Chair. Directors should reflect on the responsibilities and requirements of three positions in order to ensure that they have the requisite skills and abilities, as well as sufficient time to make the commitments required of them.

3.3.5 Resignation and removal of directors

Directors may resign by writing to the Chair or the Secretary of the Board. Resignations are effective upon receipt, unless a later date is specified. Except upon notice to the Attorney General of the State of California, no Director may resign if APC would then be left without a duly elected director or directors in charge of its affairs.

Council may remove any Director at any time, with or without cause. If there are fewer than 50 member organisations, a majority vote is required to remove a Director. If there are 50 or more, Council must approve the removal using the standard rules for voting. The Board³⁸ may also remove any officer, other than the Chair, with or without cause.

A reduction in the authorised number of Directors does not remove any Director prior to the expiration of the term of office.

³⁸ Or any officer on whom power of removal has been conferred by the Board.

3.3.6 Vacancies

A vacancy exists whenever there are fewer directors in office than are authorised – whether due to resignation, removal, an increase in the size of the Board, or any other reason. Vacancies may be filled by the Directors serving on the Board, drawing on current DVR's in good standing, at the time the vacancy occurs, or by vote of the members. This means that the Directors can appoint another person to serve on the Board for the duration of the term of the person who resigned. If a vacancy was created by the removal of a Director by the members, the vacancy can only be filled by a vote of the members. When a vacancy is filled in through one of these mechanisms, it is only for the duration of the unexpired portion of the term of the Director that resigned, or who was removed by the members. Vacancies may also be left until the next membership meeting and subsequent Board election.

3.4 Officers

APC has the following officers:

1. Chair;
2. Vice-Chair;
3. Executive Director;
4. Secretary; and
5. Treasurer.

It may include other officers as appointed by the Board. Any number of officers may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as Chair.

Each officer, excluding the ED (who is appointed), is elected for a three-year term and holds office until the term expires and a successor has been elected.

3.4.1 Chair

The Director with the highest number of votes becomes Chair of the Board (and also of Council). The Chair has no executive functions; his or her main role is to preside at all meetings of the members and the Board, ensuring that appropriate discussions take place, no one person dominates discussions, relevant opinions and ideas are shared, and discussions result in clear and logical outcomes in line with previous discussions and decisions. The Chair also has other such powers and duties as may be prescribed by the Board and APC Bylaws.

Once elected, a Chair serves a three-year term, regardless of whether new directors are elected within this time period, and whether such Directors receive more votes than the Chair originally received when he or she was elected.

As already mentioned, the Chair can only be removed through an act of members.

3.4.2 Vice-Chair

In the Chair's absence, it is the role of the Vice-Chair to carry out the duties of the Chair. When acting as the Chair the Vice-Chair has all powers and duties prescribed by the Board and APC Bylaws.

3.4.3 Executive Director

Appointed by the Board, the ED is an ex officio Board member. He or she has the same rights and obligations, including the right to vote, as all other directors, and is included in the authorised number of Directors fixed by Council. The ED is the only Director to receive compensation for his or her services. The term of the ED's contract will be specified by the Board. The ED is on a one year renewable contract in accordance with APC conditions of employment.

The ED serves as APC's President and Chief Executive Officer. Subject to the control of the Board, the main task of the ED is to effectively and efficiently manage and direct APC's affairs, operations, and staff activities, contribute to strategy and vision development, provide leadership and oversight to ensure the effective operation of APC programmes and management systems, and implement the policies and strategies adopted by the Board and Council. In the case of a potential conflict of interest for an employee who is not an insider³⁹, the ED will determine whether a conflict of interest exists. The ED also has other powers and duties as may be prescribed by the Board and APC Bylaws.

The ED can be removed by either the Council or Board, provided that just cause is given and the removal complies with APC conditions of employment as outlined in the ED's contract and the APC Human Resources Manual.

3.4.4 Secretary

The Secretary supervises the keeping of a full and complete record of the proceedings of the members and the Board and its committees. He or she supervises the giving of such notices as may be proper or necessary, the keeping of the minute books, and the membership book, and has such other powers and duties as prescribed by the Board and APC Bylaws. Responsibilities and procedures of the Secretary are specified in Appendix 6.

3.4.5 Treasurer

The Treasurer supervises the charge and custody of all APC funds, the deposit of such funds in the manner prescribed by the Board, and the keeping and maintaining of adequate and correct accounts of APC's properties and business transactions. He or she provides reports and accountings as required, and has such other powers and duties as prescribed by the Board and APC Bylaws. The Treasurer will maintain regular contact with the Financial Manager. The Treasurer will be expected to review and give feedback to the Financial Manager, ED and the Board.

3.5 Committees

3.5.1 Board committees

The Board may create any number of Board committees, each consisting of two or more Directors (and only directors), to serve at the pleasure of the Board. Appointments to any Board committee shall be by a majority vote of the Directors in office. Board committees may be given all the authority held by the Board except for the powers to:

- Set the number of directors within the range specified in the APC Bylaws (currently 4 to 8);
- Fill vacancies on the Board or any Board committee;
- Amend or repeal the APC Bylaws or adopt new ones;

³⁹ For definition see Article II of Appendix 4: Conflict of Interest Policy

- Approve amendments to APC's [Articles of Incorporation](#);⁴⁰
- Amend or repeal any resolution of the Board which by its express terms is not so amenable or repealable;
- Create any other Board committees or appoint the members of any Board committees;
- Approve any merger, reorganisation, voluntary dissolution, or disposition of substantially all of the assets of the organisation.

Meetings and actions of Board committees are governed by the provisions of article V of the APC Bylaws, which concern meetings and actions of the Board. Essentially, that which applies to Board meetings and actions also applies to meetings and actions of Board committees. Minutes of all Board committee meetings are kept and filed on the APC Board of Directors' online workspace.⁴¹

3.5.2 Advisory committees

The Board may establish one or more advisory committees to the Board. Advisory committees differ from Board committees in that the Board may appoint both Directors and/or non Directors to advisory committees. Moreover, advisory committees may not exercise the authority of the Board to make decisions on behalf of APC, but are restricted to making recommendations to the Board or Board committees, and implementing decisions and policies under their supervision and control. Both Council members and individual individual members can be invited to serve on advisory committees.

Subject to the authority of the Board, advisory committees may determine their own meeting rules and whether meeting minutes shall be kept.

A key advisory committee within APC is the membership working group (MWG), which aims to actively build APC membership with the participation of current member organisations. Roles and responsibilities of the MWG include:

- Reviewing new applications for membership;
- Reviewing membership policies and procedures;
- Identifying potential new members;
- Making recommendations regarding membership terminations.

New members to the MWG are invited through an open call for volunteers. Criteria for the MWG membership are as follows:

- The group should have a mix of older and newer members
- It should be balanced in terms of gender and regional representation
- MWG members should be people who are active in the network
- The MWG must have a minimum 2 members from the APC Board
- MWG members should be representatives of member organisations in good standing

3.5.3 Audit committees

Each year, the Board must appoint an audit committee, which may include both Directors and/or non-Directors, subject to the following limitations:

- A majority of the members of the audit committee may not consist of members of the finance committee, if a finance committee has been constituted;
- The Chair of the audit committee may not be a member of the finance committee if a finance committee has been constituted;

⁴⁰ Refer to <http://policies.wiki.apc.org/>

⁴¹ <http://eb.wiki.apc.org/>

- The audit committee may not include any member of the staff or the Chair or Treasurer;
- The audit committee may not include any person who has a material financial interest in any entity doing business with APC⁴².

It is the responsibility of the audit committee to:

- Recommend to the Board the retention and, when appropriate, termination of an independent certified public accountant to serve as auditor;
- Negotiate the compensation of the auditor on behalf of the Board;
- Confer with the auditor to satisfy the audit committee members that APC's financial affairs are in order;
- Review and determine whether to accept the audit;
- Approve the performance of any non-audit services provided by the auditor's firm.

Depending on how they are composed and appointed, audit committees may be treated as either Board committees or as advisory committees.

3.6 Board meetings

Board meetings⁴³ take place at least twice per year, either in person (EBF2F) or through the use of conference telephone, electronic video screen communication, or other electronic means (EBOLM).⁴⁴

There are two types of Board meetings:

1. annual meetings
2. special meetings.

There is no real difference between these meetings, other than annual meetings specifically deal with routine matters such as reviewing and approving the budget and financial statements, and conducting an evaluation of the Executive Director's performance and that of the Board itself.

Annual meetings are called by the Chair, Treasurer, Secretary, or any two Directors. Notice must be given to each Director at least four days in advance if given by priority mail, or 48 hours in advance if given personally or by telephone, voice messaging, or other electronic transmission. It is common practice within APC to provide notice of Board meetings through the Board's electronic (email) mailing list. For face-to-face meetings, further notice is provided, ideally (unless circumstances make this impossible) at least two months ahead of the meeting.

Directors are expected to do their best to thoroughly prepare for, and participate in Board meetings. They are expected to participate fully, frankly and constructively in discussions and other business. They are also encouraged to bring the benefit of particular knowledge, skills and abilities to Board meetings.

At Board meetings, two-thirds of the total number of Directors constitutes a quorum.⁴⁵ As with Council meeting decisions, every effort should be made to reach agreement by consensus. However, if consensus is

⁴²This does not apply to representatives of APC member organisations as APC members regularly have contractual relationships with APC.

⁴³ See Appendix 3 for guidelines on procedures for Board meetings.

⁴⁴ The Board needs to have at least one other Board meeting each year, in addition to the annual Board meeting. Additional Board meetings are called in the same way as annual meetings.

⁴⁵ Provided that, in no event, the required quorum be less than one-fifth of the authorised number of directors or two directors, whichever is larger.

not reached, the vote of a majority of the Directors present at a meeting at which a quorum is present is sufficient.⁴⁶

Any action required or permitted to be taken by the Board may also be taken without a meeting if all Directors individually or collectively consent to such action in writing.

⁴⁶ Except as otherwise provided by the APC Bylaws and/or California nonprofit public benefit corporation law.

Appendix 1: Good governance in NGOs

SOUTHERN AFRICA: Released in 2002 by the Institute of Directors in Southern Africa,⁴⁷ Code of Corporate Practices and Conduct contained in the *King Report on Corporate Governance for South Africa*⁴⁸ was hailed internationally as one of the most progressive governance codes in the world. Although the *King Report* was primarily targeted at commercial business, the guidelines and principles it contains are as applicable to other, non-designated entities that seek to take governance seriously, as they provide a sound basis for the successful running of any organisation. It identifies the following seven primary characteristics of good governance:

Discipline: Commitment by the organisation's senior management to widely accepted standards of correct and proper behaviour

Transparency: Ease with which an outsider can meaningfully analyse the organisation's actions and performance

Independence: Extent to which conflicts of interest are avoided, such that the best interests of the organisation prevail at all times

Accountability: Addressing stakeholders' rights to receive and, if necessary, query information relating to the stewardship of the organisation's assets and performance

Responsibility: Acceptance of all consequences of the organisation's behaviour and actions, including a commitment to improvement where required

Fairness: Acknowledgement of, respect for, and balance between the rights and interests of the organisation's various stakeholders and

Social responsibility: Demonstrable commitment by the organisation to ethical standards, and its appreciation of the social, environmental and economic impact of its activities on the communities for whom, and within which, it operates.

USA: BoardSource,⁴⁹ formerly the National Center for Nonprofit Boards, is an American nonprofit organisation whose mission it is to increase the effectiveness of nonprofit organizations by strengthening their Boards of directors. It identifies the following twelve principles⁵⁰ as characteristics of an empowered Board, which has a vision of what is possible and a way to add lasting value to the organisation they lead.

Constructive partnership: Exceptional Boards govern in constructive partnership with the chief executive, recognising that the effectiveness of the Board and chief executive are interdependent. They build this partnership through trust, candor, respect, and honest communication.

Mission driven: Exceptional Boards shape and uphold the mission, articulate a compelling vision, and ensure the congruence between decisions and core values. They treat questions of mission, vision, and core values not as exercises to be done once, but as statements of crucial importance to be drilled down and folded into deliberations.

⁴⁷ www.iodsa.co.za/

⁴⁸ Please visit www.tecseonline.com/PDF/King%20Committee%20on%20Corporate%20Governance%20-%20Executive%20Summary%20of%20the%20King%20Report%202002.pdf to read the executive summary of the King Report. Visit www.iodsa.co.za/king.asp in order to order a full copy of the report.

⁴⁹ For more information, please visit www.Boardsource.org.

⁵⁰ Excerpted from: *The Source: Twelve Principles of Governance That Power Exceptional Boards*, Washington, DC, BoardSource 2005. www.Boardsource.org/Bookstore.asp?page=sourcelogon

Strategic thinking: Exceptional Boards allocate time to what matters most, and continuously engage in strategic thinking to hone the organisation's direction. They not only align agendas and goals with strategic priorities, but also use them for assessing the chief executive, driving meeting agendas, and shaping Board recruitment.

Culture of inquiry: Exceptional Boards institutionalise a culture of inquiry, mutual respect, and constructive debate that leads to sound and shared decision making. They seek more information, question assumptions, and challenge conclusions so that they may advocate for solutions based on analysis.

Independent-mindedness: Exceptional Boards are independent-minded. They apply rigorous conflict-of-interest procedures, and their Board members put the interests of the organisation above all else when making decisions. They do not allow their votes to be unduly influenced by loyalty to the chief executive, by seniority, position, or reputation of fellow Board members, staff, or donors.

Ethos of transparency: Exceptional Boards promote an ethos of transparency by ensuring that donors, stakeholders, and interested members of the public have access to appropriate and accurate information regarding finances, operations, and results. They also extend transparency internally, ensuring that every Board member has equal access to relevant materials when making decisions.

Compliance with integrity: Exceptional Boards promote strong ethical values and disciplined compliance by establishing appropriate mechanisms for active oversight. They use these mechanisms, such as independent audits, to ensure accountability and sufficient controls; to deepen their understanding of the organisation; and to reduce the risk of waste, fraud, and abuse.

Sustaining resources: Exceptional Boards link bold visions and ambitious plans to financial support, expertise, and networks of influence. Linking budgeting to strategic planning, they approve activities that can be realistically financed with existing or attainable resources, while ensuring that the organisation has the infrastructure and internal capacity it needs.

Results-oriented: Exceptional Boards are results-oriented. They measure the organisation's progress towards mission and evaluate the performance of major programs and services. They gauge efficiency, effectiveness, and impact, while simultaneously assessing the quality of service delivery, integrating benchmarks against peers, and calculating return on investment.

Intentional Board practices: Exceptional Boards purposefully structure themselves to fulfill essential governance duties and to support organisational priorities. Making governance intentional, not incidental, exceptional Boards invest in structures and practices that can be thoughtfully adapted to changing circumstances.

Continuous learning: Exceptional Boards embrace the qualities of a continuous learning organisation, evaluating their own performance and assessing the value they add to the organisation. They embed learning opportunities into routine governance work and in activities outside of the Boardroom.

Revitalisation: Exceptional Boards energise themselves through planned turnover, thoughtful recruitment, and inclusiveness. They see the correlation between mission, strategy, and Board composition, and they understand the importance of fresh perspectives and the risks of closed groups. They revitalise themselves through diversity of experience and through continuous recruitment.

UK: The Governance Hub⁵¹ is a collaborative body that provides support for good governance in the voluntary and community sector in England, so that these organisation are better able to fulfill their missions and play a positive role in society through good governance practice. In its *Good Governance: A Code for the Voluntary and Community Sector*,⁵² the Governance Hub outlines the following key principles of good governance:

Board leadership: Every organisation should be led and controlled by an effective Board of trustees which collectively ensures delivery of its objects, sets its strategic direction and upholds its values.

The Board in control: The trustees as a Board should collectively be responsible and accountable for ensuring and monitoring that the organisation is performing well, is solvent, and complies with all its obligations.

The high performance of the Board: The Board should have clear responsibilities and functions, and should compose and organize itself to discharge them effectively.

Board review and renewal: The Board should periodically review its own and the organisation's effectiveness, and take any necessary steps to ensure that both continue to work well.

Board delegation: The Board should set out the functions of sub-committees, officers, the chief executive, other staff and agents in clear delegated authorities, and should monitor their performance.

Board and trustee integrity: The Board and individual trustees should act according to high ethical standards, and ensure that conflicts of interest are properly dealt with.

The open Board: The Board should be open, responsive and accountable to its users, beneficiaries, members, partners and other with an interest in its work.

⁵¹ www.governancehub.org.uk/

⁵² www.governancehub.org.uk/docs/Good%20Governance%20Code%20-%20Final.pdf

Appendix 2: Membership meeting procedures

Calling, notice, conduct, and minutes of member meetings

A triennial meeting of the membership, which may also be called the triennial Council meeting, will be held every third year for the purpose of electing directors and transacting such business as may come before the meeting, provided, however, that in lieu of a triennial member meeting, the member business may be conducted by written ballot pursuant to Section 10.C. of this Article. The Board of Directors shall determine the specific date, place, and time of the triennial member meeting. Each triennial member meeting will be held approximately three years from the date of the most recent triennial member meeting, provided, however, that the Board of Directors may postpone the date of the triennial member meeting by up to six months from the date that is three years from the date of the most recent triennial member meeting.

Time and manner of notice of meetings

The Secretary shall give written notice of each formal online or face to face members' meeting to each Designated Voting Representative who, at that time, are entitled to vote on behalf of their respective member organisations. The notice shall be delivered to the last email address provided by the member to APC for inclusion in the apc.Council mailing list, not less than ten nor more than ninety days before the date of such meeting.

The notice shall state the place, date and time of the meeting.

(a) In the case of special meetings, the notice must state the general nature of the matters that will be addressed. No business other than that mentioned in the notice may be addressed by the meeting.

(b) In the case of the triennial meeting, the names of all those who are nominees for director as of the date of the notice should be included, and those matters which the Board of Directors, as of the date of the notice, intends to present for action by the members.

Meetings by electronic transmission

A meeting of the members may be conducted, in whole or in part, by electronic transmission or by electronic media screen communication in real time, so long as all of the following apply:

(a) APC has implemented reasonable measures to provide members' Designated Voting Representatives a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings; and

(b) If any Designated Voting Representative votes or takes other action at the meeting by means of electronic transmission or electronic video screen communication, this organisation maintains a record of any vote or action taken by a member by means of electronic transmission.

Online Meetings by Mailing List – Pre-Membership Meeting Online Discussion

APC members have traditionally met online using a mailing list. To use such meetings to make formal decisions, the following procedure must be followed only if:

a) It is a triennial member meeting convened for the purpose of electing directors to the Board, or,

b) If it is a special meeting of the members during which a vote would need to be taken.

Phase 1

Prior to an online triennial or special meeting, or each vote by written ballot, the Board of Directors may conduct a pre-membership meeting online discussion that will be held open for at least a 14 day period. The Board of Directors shall notify the members in advance of any such pre-membership meeting online discussion and present an agenda for the members' discussion. All members shall be permitted to participate in any pre-membership meeting online discussion via email. The pre-membership meeting online discussion shall close within 14 days of the mailing of a written ballot.

All matters on the agenda can be discussed during the pre-meeting online discussion, but, no decisions can be taken formally. That can only be done subsequent to the meeting through a written ballot.

In other words: if a pre-meeting online discussion lasts from 1 to 14 May a written ballot can not be mailed out before 28 May. Formal meeting decisions, or election of directors, can only take place by written ballot.

Phase 2

A written ballot (see sample below) needs to be sent out and returned to the Chair and Secretary of the Board of Directors by a specified date.

Sample Written Ballot

The undersigned member of Name hereby votes his or her membership on the following matter by checking the box as indicated:

For the following resolution <insert text>

Resolved, that <insert text>

APPROVE DISAPPROVE ABSTAIN

I hereby attest that I am the designated representative of [Name of Member Organisation].

Date: DD / MM / YYYY

Name: _____

Signature: _____

If you specified your choices above, your vote will be cast accordingly. To be counted, this ballot must be received by [Name] at [address] either by mail, by facsimile at [fax number], or by electronic transmission by [5:00 p.m. On DD / MM / YYYY]. In order for an action to be taken pursuant to a member vote, at least [X] ballots must be received from members, and a majority of all ballots received must vote in favor of the proposed resolution.

Sample Consent Form to be signed by the Designated Voting Representatives when members first join APC.

In addition to all other means of communications authorized by the California Nonprofit Corporation Law for communications with directors and officers, and pursuant to Section 5079 of the California Corporations Code, I hereby consent (within the meaning of Section 20 of the California Corporations Code) to receive communications relating to my role as a director and/or officer and/or Designated Voting Representative of an APC member from the above named organisation ("Organisation") addressed or directed as follows:

(fill in applicable information)

Email address(es): _____

Facsimile number(s): _____

This consent shall remain valid until revoked by me in an original, manually signed writing delivered to the Organisation.

I hereby also verify that electronic communications transmitted to the Organisation from time to time in my role as a director and/or officer and/or Designated Voting Representative of a member of the Organisation, which may include written approvals, votes, consents, or any other actions directors or officers may take, when delivered from the following sources, are communications that are sent by me or at my direction:

(fill in applicable information)

Email address(es): _____.

Facsimile number(s): _____.

My typed name as follows: _____.

"<signature>" followed by my typed name: _____.

The following personal identification code: _____.

Electronic facsimile of my handwritten signature.

Other: _____.

Dated: _____

Signed: _____

Printed Name: _____

Appendix 3: Board meeting procedures

Annual and Special meetings

The Board meets twice a year with at least one face-to-face and one online meeting a year. Special meetings may be called on a needs basis.

Annual Board of Directors Meetings

An annual meeting of the Board of Directors shall be held at least once a year. Unless circumstances make this impossible, this meeting should be face-to-face. Annual meetings shall be called by the Chair, the Treasurer, the Secretary, or any two directors, and noticed in accordance with the APC Bylaws.

Special Board of Directors Meetings

Special meetings of the Board of Directors may be called by the Chair, the Treasurer, the Secretary, or any two directors, and noticed in accordance with Section 10 of Article 5 of the APC Bylaws.

Telephone and Electronic Meetings

Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with the APC Bylaws so long as all of the following apply:

- each director participating in the meeting can communicate with all of the other directors concurrently; and
- each director is provided with the means of participating in all matters before the Board of Directors, including the capacity to propose, or to interject an objection to, a specific action to be taken by the organisation.

Notice

Notice of the annual meeting and any special meetings of the Board of Directors shall state the date, place, and time of the meeting and shall be given to each director at least four days before any such meeting if given by priority mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system, or by other electronic transmission such as electronic mail, in compliance with the APC Bylaws.

Minutes

Minutes are drawn up by the Secretary or a designated member of APC staff and finalised by the Secretary in consultation with Board members present at each meeting, whether face-to-face or online.

Appendix 4: Association for Progressive Communications conflict of interest policy

Article I: Purpose

This conflict of interest policy is designed to foster public confidence in the integrity of APC and to protect APC's interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer, director, employee, or other person with substantial influence over APC.

Article II: Definitions

Insider means a person with substantial influence over APC. The following persons are deemed to have substantial influence over APC, and therefore are considered "insiders" for the purposes of this policy:

1. Each member of the Board of Directors.
2. The president, chief executive officer⁵³, chief operating officer, treasurer and chief financial officer, or any person with the responsibilities of any of these positions, such as the Executive Director (whether or not the person is an officer of APC under its APC Bylaws and the California Corporations Code).
3. Such persons' spouses, ancestors, children, grandchildren, great-grandchildren, brothers, sisters, and the spouses of their children, grandchildren, great-grandchildren, brothers, and sisters.
4. Any entity in which persons listed above hold more than 35% of the control.
5. Any other person who the Board, based on the facts and circumstances, determines to have substantial influence over APC. Such persons may include a substantial contributor to APC, a person with managerial authority over APC, or a person with control over a significant portion of APC's budget.
6. Any person who met one of the above definitions at any time during the five years before the proposed transaction.

Interested person means any person with an interest in a proposed transaction or arrangement

Interest means a financial interest or any other interest that may influence a person's judgment. An objective test is applied to determine whether an interest is present: whether the stake of the person in the transaction is such that it reduces the likelihood that the person can render an impartial decision in the best interests of APC.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which APC has, or proposes to enter into, a transaction or arrangement; or
2. A compensation arrangement with any person or entity with which APC has, or proposes to enter into, a transaction or arrangement (this includes the employment of an insider by a member organisation with which APC has, or proposes to enter into, a transaction or arrangement);
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which APC has, or proposes to enter into, a transaction or arrangement.

Person means any individual, trust, estate, partnership, association, company, or corporation.

⁵³ Also referred to as Executive Director

Article III: Procedures

1. Duty to disclose

Each employee who is not an insider shall disclose to APC's chief executive officer all material facts regarding his or her interest (including relevant affiliations) in any transaction being considered by the Board. The employee shall make that disclosure promptly upon learning of the proposed transaction. If there is a question as to whether the employee is an insider, the chief executive officer shall present this issue to the Board of Directors, and the Board shall resolve the matter.

Each insider shall disclose to the Board or relevant Board Committee all material facts regarding his or her interest (including relevant affiliations) in a transaction being considered by the Board or Board Committee. The insider shall make that disclosure promptly upon learning of the proposed transaction.

The insider shall disclose the transaction, even if the insider is acting solely on behalf of a charitable member organisation that is not established as a separate legal entity.

2. Determining whether a conflict of interest exists

With regard to an employee who is not an insider, the chief executive officer shall determine whether a conflict of interest exists.

With regard to an insider, the Board or relevant Board Committee shall determine if a conflict of interest exists. If the insider is a director, he or she shall not be present during the Board or Board Committee's discussion or determination of whether a conflict of interest exists. Generally, a conflict of interest shall not exist if the transaction at issue is between APC and a member organisation that employs one of APC's insiders, so long as such insider's compensation from the member organisation is in no way dependent on the proposed transaction. A conflict of interest shall exist, however, if the transaction at issue is between APC and an individual insider, even if such individual is acting solely on behalf of a member organisation that is not established as a separate legal entity.

3. Procedures for addressing a conflict of interest

If a conflict of interest exists with regard to an employee who is not an insider, the chief executive officer shall ascertain that all material facts regarding the transaction and the employee's conflict of interest have been disclosed, and decide the appropriate response by APC.

If a conflict of interest exists with regard to an insider, the Board or a Board Committee shall follow the procedures set forth in Article IV in order to decide whether to enter into the transaction and, if so, to ensure that the terms of the transaction are reasonable. In the case of an insider who is a director, the director shall not vote on any transaction in which the director has an interest, and shall not be present during the Board or Board Committee's discussions or determination pursuant to Article IV.

Article IV: Review by the Board

The Board or Board Committee shall deliberate on the transaction in the absence of the interested person. The Board or Board Committee shall ascertain that all material facts regarding the transaction and the insider's conflict of interest have been disclosed to the Board or Board committee, and shall compile appropriate data to ascertain whether the proposed transaction is fair and reasonable to APC.

If appropriate, the Chairperson of the Board or Board Committee shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement, and to compile data regarding comparable transactions and arrangements.

After exercising due diligence, the Board or Board Committee shall determine whether APC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or Board Committee shall determine whether the transaction or arrangement is in APC's best interest, for its own benefit, and whether it is fair and reasonable to APC. The Board or Board Committee shall make these findings without the vote of any interested directors.

If the Board or Board Committee finds that APC cannot obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest, and also finds that the transaction or arrangement is in APC's best interest, for its own benefit, and fair and reasonable to APC, then the majority of disinterested directors then in office may approve the transaction. If the transaction does not involve an interested director, the transaction can also be approved by the Board or Board Committee by majority vote.

Article V: Records of proceedings

The minutes of any meeting of the Board and any Board Committee pursuant to this policy shall contain the name of each director or other insider who disclosed or was otherwise determined to have an interest in a proposed transaction or arrangement, and the nature of the interest; the members of the Board or Board Committee who were present during the debate on the transaction, those who voted on it, and to what extent interested directors were excluded from the deliberations; the comparability data obtained and relied upon by the Board or Board Committee and how the data was obtained; and the result of the vote, including, if applicable, the terms of the transaction that was approved and the date it was approved. The records must be prepared by the later of the next meeting of the Board or Board Committee or 60 days after the final action of the Board or Board Committee with respect to the transaction, and must be approved by the Board or Board Committee within a reasonable time afterwards.

Article VI: Statements

Each director, officer, and employee shall sign a statement which affirms that the person has received a copy of this conflict of interest policy, has read and understood the policy, and has agreed to comply with the policy.

All such statements shall be filed with the minutes of the meetings of the Board of Directors.

Article VII: Violations

If the chief executive officer has reasonable cause to believe that an employee who is not an insider of APC has failed to disclose actual or possible conflicts of interest, he or she shall inform such employee of the basis for this belief and afford the employee an opportunity to explain the alleged failure to disclose. If, after hearing the employee's response and making further investigation as warranted by the circumstances, the chief executive officer determines that the employee has failed to disclose an actual or possible conflict of interest, the chief executive officer shall take appropriate disciplinary and corrective action.

If the Board has reasonable cause to believe that an insider of APC has failed to disclose actual or possible conflicts of interest, it shall inform such insider of the basis for this belief and afford the insider an opportunity

to explain the alleged failure to disclose. If, after hearing the insider's response and making further investigation as warranted by the circumstances, the Board or a Board Committee determines that the insider has failed to disclose an actual or possible conflict of interest, the Board or Board Committee shall take appropriate disciplinary and corrective action.

Article VIII: Annual reviews

To ensure that APC operates in a manner consistent with its charitable purposes and its status as an organisation exempt from federal income tax, the Board shall authorize and oversee an annual review of the administration of this conflict of interest policy. The review may be written or oral. The review shall consider the level of compliance with the policy, the continuing suitability of the policy, and whether the policy should be modified and improved.

Article IX: Legal standards

APC and its directors and officers shall adhere to fiduciary duty and conflict of interest rules imposed by law, including those contained in the Internal Revenue Code and the California Nonprofit Public Benefit Corporation Law.

Appendix 5: Responsibilities and requirements for officers on the BoDs⁵⁴

RESPONSIBILITIES			
CHAIR	VICE-CHAIR	SECRETARY	TREASURER
<ul style="list-style-type: none"> • Plan the annual cycle of Board meetings. • Set agendas for Board meetings. • Chair and facilitate Board meetings. • Give direction to Board policymaking. • Ensure that decisions taken at meetings are implemented. • Represent APC at functions, meetings and act as a spokesperson as appropriate. • Liaise with the ED to keep an overview of APC's affairs and provide support as appropriate. • Lead the process of appraising the performance of the ED. • Sit on appointment and disciplinary panels. • Liaise with the ED to develop the Board. 	<ul style="list-style-type: none"> • In the Chair's absence: • Plan the annual cycle of Board meetings. • Set agendas for Board meetings. • Chair and facilitate Board meetings. • Give direction to Board policymaking. • Represent APC at functions, meetings and act as a spokesperson as appropriate. • Liaise with the ED to keep an overview of the APC's affairs and provide support as appropriate. • Sit on appointment and disciplinary panels. • Bring impartiality and objectivity to decision- 	<ul style="list-style-type: none"> • Prepare agendas in consultation with the Chair and ED, ensuring that they are circulated in good time. • Receive agenda items from other directors and staff. • 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 directors and staff have carried out action agreed at a previous meeting. • Circulate agendas and minutes of the annual general meeting and any special general meetings. • Sit on appraisal, recruitment and disciplinary panels as required. • Liaise with APC staff on the receipt 	<ul style="list-style-type: none"> • Ensure that appropriate accounting procedures and controls are in place. • Ensure compliance with financial legislation. • Ensure that financial resources meet present and future needs, and that APC has appropriate reserves policies. • Ensure that APC has appropriate investment policies, monitor investment activity and ensure its consistency with policies and legal responsibilities. • Ensure that there is no conflict between any investment held and APC's aims and objective. • Oversee, approve and present budgets, accounts and financial statements, and financial reports to the Board. • Liaise with staff and volunteers about financial matters. • Keep the Board informed about its financial duties and responsibilities and advise on the financial implications of

⁵⁴ Sources consulted in compiling this include: Sample Charity Secretary job specification: www.ncvo-vol.org.uk/askncvo/index.asp?id=284 accessed 11 June 2009.

RESPONSIBILITIES			
CHAIR	VICE-CHAIR	SECRETARY	TREASURER
<ul style="list-style-type: none"> • Bring impartiality and objectivity to decision-making. • Work with the ED to facilitate change and address conflict within the Board and organisation. 	<p>making</p> <ul style="list-style-type: none"> • Work with the ED to facilitate change and address conflict within the Board and organisation. 	<p>of special correspondence from members.</p>	<p>APC's strategic plans.</p> <ul style="list-style-type: none"> • Ensure equipment and assets are adequately maintained and insured. • Ensure that the accounts are prepared and disclosed as required by funders and relevant statutory bodies. • If external scrutiny of accounts is required, ensure that the accounts are properly scrutinised (independent examination or audit) and any recommendations are implemented. • Make a formal presentation of the accounts to the Board and note important points in a coherent and clear way. • Sit on appraisal, recruitment and disciplinary panels as required.

REQUIREMENTS			
CHAIR	VICE-CHAIR	SECRETARY	TREASURER
<ul style="list-style-type: none"> • A commitment to APC's work and approach. • A genuine interest in and a commitment to the strategic use of 	<ul style="list-style-type: none"> • A commitment to APC's work and approach. • A genuine interest 	<ul style="list-style-type: none"> • A commitment to APC's work and approach. • A genuine interest in and a commitment to the strategic use of 	<ul style="list-style-type: none"> • A commitment to APC's work and approach. • A genuine interest in and a commitment to the strategic use of ICTs for social

REQUIREMENTS			
CHAIR	VICE-CHAIR	SECRETARY	TREASURER
<p>ICTs for social justice.</p> <ul style="list-style-type: none"> • Willingness to devote the necessary time and effort. • Strategic vision. • Recent experience of chairing Boards, committees and meetings. • Established reputation as a leader and strategic thinker in either commercial or voluntary or public sector context. • Significant experience of operating at a senior level in a strategic capacity. • Ability in partnership working and relationship management. • Able to build and maintain strong, transparent relationships with key stakeholders. 	<p>in and a commitment to the strategic use of ICTs for social justice.</p> <ul style="list-style-type: none"> • Willingness to devote the necessary time and effort. • Strategic vision. • Experience with strategic planning. • 	<p>ICTs for social justice.</p> <ul style="list-style-type: none"> • Willingness to devote the necessary time and effort. • Strategic vision. • Good, independent judgement. • Ability to think creatively. • Willingness to speak their mind. • Ability to work effectively as a member of a team. • Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership. • Minute-taking experience. • IT literacy. 	<p>justice.</p> <ul style="list-style-type: none"> • Willingness to devote the necessary time and effort. • Financial experience preferably obtained at Board level within a charity, or the private or public sector. • Ability to explain an organisation's financial position in plain English. • Able to work as part of a team and to accept corporate responsibility. • Proven ability to think strategically and exercise independent judgement. • Able to chair meetings. • Successful management at Board level within the charitable, public or private sector particularly in at least one of the following areas: Financial management; IT and its use to support financial processes and knowledge management. • Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership⁵⁵

Appendix 6: Responsibilities and procedures for the Secretary of the BoD

Requirements

- A commitment to APC's work and approach
- A genuine interest in and a commitment to the strategic use of ICTs for social justice
- Willingness to devote the necessary time and effort
- Strategic vision
- Good, independent judgement
- Ability to think creatively
- Willingness to speak their mind
- Ability to work effectively as a member of a team
- Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership
- Minute-taking experience
- IT literacy

Role and responsibilities

The role of the Secretary of the Board of Directors is largely an administrative one. However it does require coordination and management of the resources made available to the Secretary, the remainder of the Board and key APC staff.

- Prepare agendas in consultation with the Chair and ED, ensuring that they are circulated in good time.
- Receive agenda items from other directors and staff.
- Ensure that a quorum is present at Board meetings.
- Ensure that minutes are taken and circulated to all.
- APC staff can assist in minute taking. Ensure the availability of staff in consultation with the ED and / or Deputy ED.
- All minutes are to be recorded as set out in the minute take templates available on the Board Wiki.
- Ensure that the minutes are signed by the Chair.
- Ensure that directors and staff have carried out action agreed at a previous meeting.
- Circulate agendas and minutes of the annual general meeting and any special general meetings
- Coordinate ED and Board performance reviews
- Refer to performance review procedures available on the Board Wiki.
- ED Performance Review Procedures
- Board of Directors [Performance Review Procedures](#)
- Sit on appraisal, recruitment and disciplinary panels as required

This is not mandatory, but is recommended.

- Maintain the Board Wiki:
- Ensure templates are up-to-date.
- Prepare unique pages for each meeting, whether face to face or online using available templates for agendas, note-taking and minuting.

⁵⁵ The Seven Principles of Public Life: www.defra.gov.uk/science/how/sac/documents/Nolan-principles.pdf and www.managementhelp.org/Boards/brdjobs.htm#anchor321357 accessed 11 June 2009.

- Ensure all published versions of governance documents are up-to-date, liaising with APC staff to keep track of them.

These publications include:

- APC Governance Manual
- APC Bylaws of the Association for Progressive Communications

These publications can be found on:

- APC internal documents archive
- BoD Wiki
- Governance Wiki

Relationships

The Secretary liaises with the Chair of the Board, the ED and Deputy ED. APC staff, on a project by project basis, are delegated to provide support to the Secretary.

Preparing for a meeting

The following provides a step-by-step procedure for the preparation of face-to-face and online meetings of the Board of Directors (BoD), including BoD meetings held at the triennial Council meetings.

Note that the following procedures, including templates for minuting and note-taking, are works in progress. As such improvements are encouraged as long as they are in keeping with the workflows of that time. This may include the migration of all such procedures onto a CRM.

Key Dates And Scheduling

- 30 days prior to a meeting ensure an agenda is being drawn up.
- 10 days, and no later, prior to commencement of the meeting the agenda must be circulated.
- Within 30 days of closure of the meeting final reports and minutes must be circulated.

Pre-meeting

- Prepare meeting space on the BoD Wiki utilising pre-prepared templates and / or referencing previous meeting spaces as a guide. Ensure the use of the following nameing conventions:
 - Face-to-face meetings – EBF2F-MM-YYYY
 - Online meetings – EBOLM-MM-YYYY
- From 30 days prior to the meeting = prepare an agenda in consultation with the Chair, Executive Director and Deputy Director. Where possible use the Wiki to draft and finalise the agenda.
- Ensure the BoD approves the agenda.
- The approved agenda must be circulated no later than 10 days prior to the meeting.
- The approved agenda is then added to the minuting template in preparation for the meeting.
- For Council meetings a text copy of the agenda is emailed to the APC Council mailing list in advance of the meeting.
- Ensure a minute-taking support is provided by APC staff for both face-to-face and online meetings. At all times using the Wiki as provided.
- Ensure meetings have a Quorum, that is that two-thirds of the total number of directors in office constitutes a quorum. See Section 12 of the APC Bylaws.

- Prior to the meeting follow-up with APC managers action items listed in the previous meetings to ensure these have been actioned and will be reported on.

The meeting

During the meeting the following should be undertaken:

- Daily review of minute-taking.
- The Secretary will be required to manage performance reviews of both the Executive Director and the Board itself. Procedures for both reviews are available from the BoD wiki.
- Prepare review materials.
- Collate statistical data.
- Prepare final reports.

Post-meeting

Minutes and reports to, whether they be Board or Director's or member meetings, face-to-face or online, must be circulated to Council within 30 days of the completion of the meeting.

- On completion of the meeting all minutes to be collated into a single document from which the Chairperson prepares a draft report to Council.
- Follow-up on completion of minutes.
- Follow-up on completion of report to Council.
- Report to Council to be prepared within the approved template.
- Final version of the report is sent to Council as a PDF and uploaded to the relevant Wikis and document archives.

Appendix 7: Membership application review and acceptance procedures, and other processes of the Membership Working Group (MWG)

Procedure for processing new member applications and welcome/orientation process

(Revised November 2002 by Membership Working Group)

(Edits to points 1-10 and new points 11-15, Feb 22/23/26 2007, by Karen Banks)

(Edits to most points, May 20 2009, by Karen Banks)

(Edits to most points, November 9 2012, by Karel Novotný)

1. Application process

1. APC staff person (MWG support) acknowledges receipt of a fully completed membership application form within 7 days of receiving it.

If the form is not sufficiently completed, the APC staff person will return it to the applicant with comments/questions. If the applicant is a for-profit organization, the staff person will request information that confirms the following:

In the case of applicants that have a for-profit legal identity they need to demonstrate that they are not listed on a stock exchange and are not under the control of share holders. They also need to demonstrate that in spite of being for-profit, that their primary objective is to provide services that promote the realisation of the APC mission. (APC Membership Criteria, 5. Legal status of organization)

2. In case of application from organisations, MWG support creates a new applicant page for the APC repository.

3. MWG support posts the application to the MWG mailing list (apcmwg@lists.apc.org), which includes the URL for the new applicant page, a link to the checklist which MWG members need to complete and a timeline for the application process.

4. MWG support writes to the referenees given by the applicant. When references are received, they are added to the application form on the repository.

5. MWG support is responsible for reminding MWG members of application work and deadlines.

2. MWG checklist and executive summary process

1. MWG members review the application and complete the checklist within 10 days of receiving the application.

2. Within one week of checklist completion, the MWG support produces an 'executive summary' of MWG members' review of the application, with a recommendation on accepting or declining the application.

3. MWG members have 4 days to comment on and approve the summary.

3. Notifications and response process

3.1 Applications from organisations

1. MWG support adds the executive summary to the application page on the repository.
2. MWG support posts a message to the Council list (apc.Council@lists.apc.org), informing them about the new application and recommendation from MWG.
3. Council members have 14 days (from date of posting) to state any disagreement with the recommendation. Council does not need to state agreement, though of course is welcome to comment generally. If three or more Council members disagree with the recommendation of the MWG, a decision on the application will be deferred to the next Council meeting, and decided by Council.

3.2 Applications from individuals

1. MWG support adds the executive summary to the application page on the repository.
2. Applications for APC affiliation do not need to be approved by APC Council.

4. Board of Directors response process

4.1 Applications from organisations

1. In the absence of such disagreement, the Board of Directors will either accept or reject the application after consideration of the MWG's recommendation.
2. The EB will have one week from the last day of Council's right to state disagreement to make their decision.

4.2 Applications from individuals

1. MWG support sends a message to APC Board of Directors informing them about the new Individual member. The Board of Directors does not need to approve explicitly every new Individual member application which has been found eligible by the MWG. However, the EB will have one week to raise eventual queries or objections against new affiliations, based on consideration of the MWG's recommendation.
2. If any EB member disagrees with the recommendation of the MWG, an online discussion on the application is held among EB members until a final decision is made by the EB.
3. If no objections are made, the affiliation is formally approved and MWG support informs successful applicant.

5. Applicant notification process - approval

1. MWG Support will communicate the decision to the Applicant within 3 days of the Board of Directors's decision. If the Board decides to accept the applicant, the notification should have an attached invoice for member dues.
2. A request should be sent by MWG support, to the APC Finance Director, to follow-up with the applicant regarding the payment of membership dues.
3. When payment has been received the organization becomes a member of the APC. If payment is not received within three months of the date of acceptance, the acceptance is withdrawn and the applicant must reapply for membership.

6. Applicant notification process - rejection

MWG support will communicate the decision to the Applicant within 3 days of MWG's or EB's decision. The message will contain summary of reasons why the application has been rejected.

7. New member welcome and orientation process.

1. Once payment has been received, a follow-up welcome message is sent to the new member. This message:
 - explains to the member, the next steps in their orientation to the APC Community;
 - asks the member to provide APC with the names of two representatives for the APC Council (in case of organisational members);
 - orients the member to some initial background information about APC, it's work (Annual Report, APC history) and its working spaces. Once the new member has provided APC with the names of it's two representatives for.
2. APC Council (in case of organisational members), or as soon as the affiliation has been formally approved, a second orientation message is sent which will:
 - introduce the new member to APC staff;
 - orient the new member to the APC Strategic plan, programmes and activities;
 - overview the various online spaces we use (such as the public website, the wikis etc);
 - provide the new member with username and login details for the online spaces;
 - explain how APC can help promote the new member through comms and media work.
3. MWG support sends checklist to apcteam.
4. Programme and Management staff write to new member, orienting them in more detail to the programmes and systems.
5. MWG support plans with the new member a real-time orientation meetings, and make her/himself available for any such ad-hoc meeting whenever the need arises.
6. MWG support to followup with new member within 4 weeks of point 4. being implemented, and then 3 months after.

8. Periodical reporting on membership development

The MWG support prepares a report on membership development to the APC Executive Board prior to every EB meeting.

The report will include an overview of the status of payment of membership dues, new members, information about current negotiations with potential members, as well as details on applicants that are not processed providing the reasons for the MWG's decision not to proceed with reviewing applications in question.