

LHAK-SAM GOVERNANCE MANUAL



Bhutan Network of Positive (BNP+)



Lhak-Sam, Chang jalu, Thimphu, bhutan
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1. INTRODUCTION

National and local responses will not work without the full engagement and participation of those affected by HIV, particularly people living with HIV.¹

1.1 Overview

Lhak-Sam is the first and the only Public Benefit Organization (PBO) registered under the Civil Society Organization Authority of Bhutan (Reg. #: CSOA/PBO-10), working primarily for the benefits of the people living with HIV/AIDS (PLHIV) and prevention of HIV/AIDS in the country. The organization consists of Bhutanese affected by HIV with its mandate to mitigate the impact of HIV in the country. The Boards of Directors provides the oversight of the organization and are represented from various sectors (Government, NGO, Media and Private firms) in the country. In a feature unique to Bhutan, apart from the coordinated government efforts, the testimony of commitment to stem the spread of HIV is the explicit top-level initiative from the Royal Family. With the political support and the enabling environment Lhak-Sam is in an exceptional position to mitigate the impact of HIV/AIDS and make a meaningful contribution to PLHIV in the country.

1.2 Guiding Principles

Guided by the core values of Lhak-Sam, the Strategic Plan is built on the global and national guiding principal of:

Human Rights and public health

The response to HIV/AIDS will adopt a right-based with specific focus on the right of people infected and affected by HIV/AIDS to produces a positive public health result

against the epidemic. As such all aspects of human right (such as confidentiality, right to health including sexual and reproductive etc) will be fully adhered to while providing any HIV/AIDS related services.

Evidence-based and results-oriented programming

To utilise the two fundamental principles of ‘evidence-informed’ and ‘result-oriented’ programming for the implementation all interventions proposed in the strategic plan.

The “Three Ones”

The government are committed to the ‘Three Ones’ principle being promoted and implemented globally by UNAIDS. Particular to Lhak-Sam, the interventions, targets and indicators will be aligned where possible with the M&E framework of the country.

Universal access and the Millennium Development Goal on HIV/AIDS

Lhak-sam will strive to support the country’s effort in reaching the Millennium Development Goal 6 on HIV/AIDS – to halt and reverse the spread of the epidemic by 2015 through promotion of prevention

2. LHAK-SAM

2.1 Preamble

Recognizing the need to create a society where all PLWHA and affected family members have opportunities for a meaningful livelihood; address and take collective action against HIV/AIDS and its impact through prevention and advocacy and promote access to care and support services;

2.2 Mission

A society where all PLWHA and affected family members have opportunities for a meaningful livelihood

Lhak-sam aims to be a premier organization in Bhutan committed to providing and promoting leadership, education and capacity building to all PLWHA and their families, empowering them to improve their quality of life, by reducing stigma and discrimination and through access to appropriate prevention, care and support services

2.3 Purpose

To create and promote a strong support system based on solidarity, social networking and people's participation for addressing and taking collective action towards effective responses to HIV/AIDS and its impact.

2.4 Objectives

Lhak-Sam envisages a country and region where all PLWHA and affected family members have full access to a range of services including appropriate treatment and care, counseling, social support and are provided with opportunities for a meaningful livelihood. Where PLWHA are included in decision making that concerns them and which have a bearing on their and their families lives. It aspires to create an environment, which is free from stigma and discrimination and finally create opportunity to partner with all relevant stakeholders and concerned organizations to fight against the epidemic and contribute towards reversing and decreasing the spread of HIV through the following objectives:

- To network and provide support to all PLWHA in Bhutan and the region
- To empower and build the capacity of all members to participate fully in their own treatment, care and prevention
- To reduce stigma and discrimination in all levels of society
- To enhance greater participation of members and other stakeholders in the fight against HIV/AIDS
- To increase access to resources by members through resource mobilization, grant making and management.

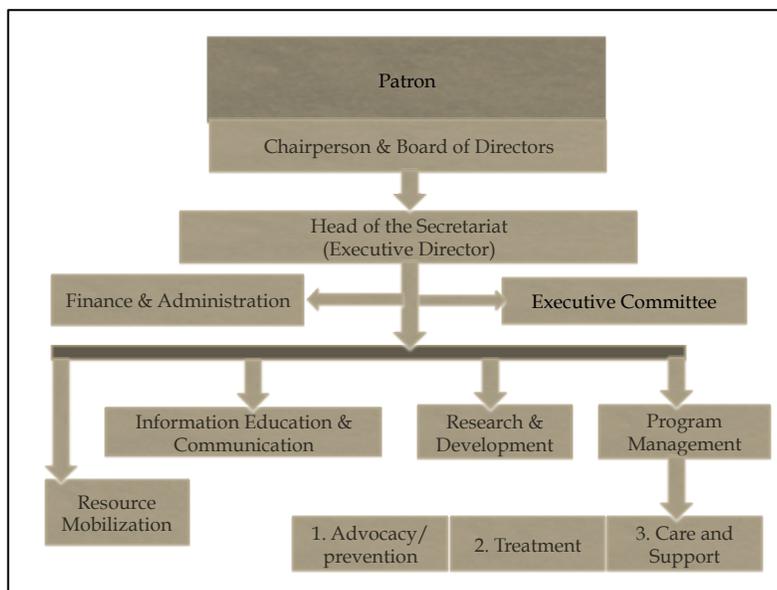
3. GOVERNANCE

The governance manual details the Institutional arrangement and governance structure to promote transparency accountability and meaningful participation of all members toward a common goal to mitigate the impact of HIV in the country.

- This document shall be known as the “Governance Manual” for Lhak-Sam
- This Governance Manual shall take immediate effect.
- Any modification of this Governance Manual requires a two-thirds majority vote of the Board of Directors of Lhak-Sam and the meeting for which not less than three weeks notice has been given to Board members of any proposed changes to this Governance Manual.

3.1 Organogram

The structure of Lhak-Sam shall be as depicted in the Organogram below.



1. In terms of reporting, accountability and decision making, appropriate and best practice systems and processes will be put in place to ensure transparent, effective and efficient delivery of services at the level of Board, Secretariat and programmes/activities in the field.
2. Annual General Meetings, Board Meetings, Management Committee Meetings at Secretariat level and Field Coordination meetings will be regular features for effective and professional functioning of Lhak-Sam
3. The Board will act as the major policy and decision-making body.
4. For day to day effective functioning the organization, the Executive Director shall be entrusted with decision making powers as stated above under Duties of Executive Director.
5. A clear line of communication and information sharing between Secretariat and the Board in particular the Chairperson of the Board shall be maintained.
6. The Executive Director shall ensure similar line of communication internally with her/his team of staff to ensure a healthy and professional working atmosphere at Lhak-Sam
7. Minutes of all meetings at Secretariat level, Board level and with key partners will be maintained and filed for establishing a good practice of keeping records for easy reference.
8. As and when deemed necessary and fit the Chairperson and Executive Director will and can call on other Board members for emergency/urgent/extra-ordinary Board meetings to discuss or decide on critical issues that affect core business of Lhak-Sam.

3.2 Board of Directors

3.2.1 Compositions and Tenure

1. The Members of the Board shall comprise of individuals from the state, business community, civil society organizations and other national and international partners.
2. The Board shall consist of minimum of 5 members up to 9 Members for a term of 5 years.
3. The Chairperson and Board of Directors can hold office for a maximum of 2 consecutive terms. These officers can stand for the same position only after the lapse of one term. These officers can be nominated as a candidate for re-election to the Board after holding the office for one term.
4. A member shall be disqualified from being a member of the Board if she/he:
 - Has been terminated from Public Services;
 - Has been removed from any office on the ground of any misconduct or mismanagement in the administration of any Civil Society Organisation or other corporate bodies;
 - Has been convicted for any criminal offence and sentenced to imprisonment;
 - Has been found to be in arrears of taxes or other dues to the Government for a substantial period and in substantial amount;
 - Is disqualified under any law.
5. A member of the Board shall cease to hold his/her post:
 - If he/she abuses his/her office;
 - If he/she ceases to fulfil the qualifications based on which she was appointed;
 - If he/she resigns from the post with a notice in writing to the Board;
 - If he/she is absent from three consecutive meetings of the Board (unless informed in writing to the chairperson for leave of absence).

3.2.2 Role and Responsibilities

The Board shall be responsible for:

1. Fulfilling the overall objective and interests of Lhak-Sam;
2. Providing direction to the Executive Director in terms of developing and implementing policies, procedures, and strategic plans of Lhak-Sam
3. Overseeing the prudent management, investment and use of the assets and funds of the Lhak-Sam
4. Selecting and appointing the Executive Director in accordance with fair and objective hiring practices;
5. Endorsing the appointment of senior management personnel;
6. Approving Executive Director's duties and responsibilities and fix his/ her remuneration and term on a renewal basis by a simple majority of the Board members present at a meeting of the Board.
7. The Board shall appoint Election Committee at the end of each term to:
 - Prepare election procedures;
 - Prepare nomination procedures and
 - Determine the Composition of the Board in consultation with the members
8. The Board may at anytime create different classes of members and may provide for membership fees and their respective rights and privileges. The Board shall have the power to dispense with the payment of entrance/membership fee, if they deem fit.
9. All members of the Board shall individually and collectively ensure and maintain the integrity of the organization. The members of the Board shall maintain the highest standards of ethics, integrity and professionalism in discharging their duties as Board members. The members of the Board shall not use Lhak-Sam for political or/and individual interest or gain.
10. The Board shall exercise the powers and discretions vested in them by these Articles.

3.3 Executive Committee

An executive committee shall be established by the Board to support the functioning of the organization and implement the decisions of the Board. The committee shall be chaired by the Executive Director of the organization and other members shall be nominated from among the staffs of the organization (head of the division /program) The committee shall make decisions by simple majority on decisions regarding day to day management of Lhak-sam

3.4 The secretariat

1. Lhak-Sam shall have a Permanent Secretariat to carry out its day-to-day administrative functions.
2. The Secretariat shall have its own organogram and staffing pattern and strength duly approved by Lhak-Sam based on its functions and duties.
3. The Executive Director shall serve as the Head of the Secretariat.
4. Shall execute the decisions of the Board of Directors and will be responsible for the day-to-day management and administration of the Office of Lhak-sam.
5. The members of the office management team shall be appointed by the Chairman on the recommendation of the Board of Directors for a term of three years, which may be renewable.
6. The secretariat shall strive to network and include all people with HIV from across the country.

3.4.1 Role and responsibilities: Secretariat

1. To accomplish the objectives of Lhak-sam, the Secretariat upon the directions of the Board shall undertake the responsibilities mentioned hereunder:

2. The Secretariat shall be responsible for planning, managing, supervising and directing the operations of Secretariat and any other related entities that Lhak-sam may establish in the future.
3. Giving direction and leadership to the formulation and achievement of the Lhak-Sam 's goals and objectives.
4. Working with the Board of Directors and staff to develop and implement policies, procedures, and strategic and operational plans and the general management of the Lhak-Sam activities and services.
5. Overseeing administrative, financial and program operations.
6. Responsible for recruitment, hiring, promotion, development, discipline, evaluation and dismissal of employees.
7. The Secretariat shall be responsible for the compilation of agenda/s and circulation of minutes of the meetings and other documents and shall maintain all the proceedings and records of Lhak-Sam.
8. Maintaining an up to date database of membership including names of agencies or business establishments applying for membership.
9. Ensuring production of annual reports of Lhak-sam activities, which shall be approved by the Board and submitted to the Annual General Meeting.
10. Attending and representing Lhak-sam at important conferences, seminars, meetings, etc individually or with any one of the Secretarial staff.

3.5 Members:

1. Lhak-sam membership will be limited to people who are affected and effected by HIV /AIDS.
2. Members shall abide by the Lhak-sam code of ethics
3. Members shall work towards reducing the spread of HIV and mitigating its affects.
4. Members may resign from Lhak-sam by a simple resignation letter addressed to the Executive Director, who may accept it.

5. Members may be expelled from the organization if the members' actions are against the Lhak-sam code of ethics or willfully engages in activities that spread the disease.

3.6 Meetings and Quorum

1. The Board shall meet on a quarterly basis. However, the Board may meet as and when the Members refer to urgent matters.
2. The Board shall meet upon notice from the Executive Director on the following occasions:
 - Prior to the Annual General Meeting;
 - Immediately after the election of the Board by the Annual General Meeting; and
 - Quarterly between the above meetings or such other occasion as may be necessary.
 - At all meetings of the Board, two-third of its members shall constitute a quorum. The Board meeting shall be postponed if the required quorum is not met even after adjournment of the schedule meeting.
3. The proceedings of the Board shall be confidential. However the resolutions of the Board meeting shall be made available to Members in a timely manner.
4. The Executive Director shall prepare the minutes of each meeting of the Board and submit a copy to each member of the Board for their comments. The minutes will be finalised within one month from the date of the meeting.
5. After confirmation at the next meeting by the members of the Board, the Chairperson shall sign the minutes and Executive Director as correct and kept in a book for record.

3.7 Entitlement and Obligations

1. The members of the Board and the members of any committee appointed by the Board shall be entitled to reimbursement by the Lhak-Sam all such reasonable travelling

(including hotel and incidental) expenses as they may incur in attending and returning from meetings of the Board or any such committee as per the accounting procedure in place.

2. The Chairperson (or alternate identified by the Board) shall preside over all general meetings and board meetings.
3. The Chairperson (or alternate identified by the Board) shall represent the Lhak-Sam at select occasions where deemed necessary.
4. Chairperson shall attend and represent Lhak-Sam at important occasions, commission seminars and conferences individually or with any one of the office bearers as proposed or deemed relevant and necessary by the Executive Director for furthering Lhak-Sam interests and goals.

3.8 Finance

1. The financial year of Lhak-Sam shall follow the calendar year i.e. 1st January to 31st December.
2. The Board of Directors shall delegate financial powers to the Executive Director with defined line of accountability.
3. Lhak-Sam shall keep all such books of account as are necessary to exhibit and explain the transactions and financial position of Lhak-Sam and to give a true and fair view of the state of its affairs.
4. The books of account shall be kept at the office or at such other place as the Board thinks fit, and shall at all times be open to inspection by the members of the Board.
5. Lhak-Sam shall make full disclosure of financial information, including sources of funding, application of funds and audited accounts during the Annual General Meeting.
6. The books of accounts and other statutory records of Lhak-Sam shall be subject to inspection and audit.
7. The Financial and Accounting Management of Lhak-Sam shall be in accordance with the Financial Rules and Regulations as published by the Royal Government of Bhutan

shall also be referred for sections and articles not specified in the financial manual of Lhak-sam.

8. The Secretariat (Financial Department) shall maintain records of receipts and payments in accordance with the generally accepted accounting practices and the financial rules and regulations approved by the Board.
9. The Secretariat shall prepare annual financial report, consisting of receipts and payments statement and list of assets and liabilities.

3.9 Audit

1. Audit of accounts shall be carried out by a Government recognised firm of Public Accountants appointed by the Board and approved / certified the Royal Audit Authority.
2. The Board will identify a certified external Auditor or submit request to Royal Audit Authority for audit or referral to a certified auditor.
3. The Executive Director shall present the annual audited accounts to the Board of Directors and to other donors (if requested)

4. SEAL AND SYMBOL

The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board.

5. JOB DESCRIPTION OF OFFICE BARRIER

5.1 Programme Manager

Purpose: The Secretary and Program Manager is responsible for the successful planning, execution, and finalization of programs and projects according to strict deadlines and within budget and to assist the Executive Director and Board in preparation of the agenda and minutes and coordination of Board meetings.

Primary Duties and Responsibilities

- Support the Executive Director in the operation and management of the organization.
- Provide support to the Board by preparing meeting agenda and supporting materials and coordinate Board meetings and prepare minutes in a timely manner.
- Define project scope, goals and deliverables that support organization goals in collaboration with the Executive Director and stakeholders.
- Develop full-scale programs and project plans and associated communications documents.
- Effectively communicate project expectations to team members and stakeholders in a timely and clear fashion.
- Estimate the resources and participants needed to achieve program and project goals.
- Draft and submit budget proposals, and recommend subsequent budget changes where necessary.
- Identify and resolve issues and conflicts within the project team.
- Plan and schedule project timelines and milestones using appropriate tools.
- Track project milestones and deliverables.
- Develop and deliver progress reports, proposals, requirements documentation, and presentations.

5.1.1 Treatment

Purpose: The Treatment Officer(s) will be responsible for ensuring proper treatment and care of the PLWHA.

Primary Duties and Responsibilities

- Identification and coordinating proper treatment and care of the PLWHA.
- To carry out general awareness programs and support the PLWHA
- To work with the Program Manager to develop programs for treatments and care of PLWHA

5.1.2 Care, Support and Rehabilitation

Purpose: The Care, Support and Rehabilitation Officer(s) will be responsible for providing support and rehabilitation to the PLWHA.

Primary Duties and Responsibilities

- Identification and coordinating proper support and rehabilitation programs for the PLWHA.
- To carry out general awareness programs and improve support and rehabilitation programs
- To work with the Program Manager to develop programs for support and rehabilitation of PLWHA

5.2 Finance and Administrative

Purpose: The Accounts Officer will be responsible for the management and administration of financial accounts, cash and cheques for the organization and preparation annual budgets and accounts.

Primary Duties and Responsibilities

- Assist in the preparation of accounting statements and reports in compliance with the requirements as set by the Royal Government of Bhutan and generally accepted accounting principles
- Provide support and assistance to management as required
- Clerical assistance in the preparation of accounts may also include maintenance of:
 - Stocks and stock register
 - Administration of Payroll
 - Managing and recording accounts payable and receivables
 - Bank reconciliation
 - Petty cash management
- Maintain overall accuracy of the accounting system including all ledgers and computerized accounting systems

5.3 Information, Education and Communication

Purpose: The Network and Media Officer will be responsible for overall public relation management for the organization and coordination with stakeholders and media agencies and personnel to promote the organization.

Primary Duties and Responsibilities

- Planning, coordinating and executing public relations activities and events to promote a positive image including coordinating print, broadcast and new media advertising and awareness campaigns.
- Carryout production, delivery, distribution and payment of publications such as awareness material, reports, publication, newsletter, etc.
- Assist in writing and distributing press releases announcing important information and events; updates and maintains organization calendar of events.
- Assist in coordination and promotion of all public and stakeholder events
- Ensure organization website is developed and updated regularly

5.4 Research and Development

Purpose: The Research and Update Officer(s) will be responsible for conducting research and updating database and information in relevant reports and media.

Primary Duties and Responsibilities

- Conduct research and suggest new programs and initiatives to improve the lives of the PLWHA.
- Update journals, reports and other relevant database and reports and media with latest statistics and information
- Liaise with out NGOs carrying out similar work for exchange programs, capacity building and collaborative research works.