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GOVERNANCE MANUAL

I. Introduction

1.1. Transparency International Bangladesh (hereinafter "TIB") is an independent, non-government, non-partisan and non-profit organization with a ***vision*** of Bangladesh in which government, politics, business, civil society and the daily lives of the people shall be free from corruption.

1.2. In the context of the international movement against corruption, TIB is the national chapter in Bangladesh of the Berlin-based Transparency International (TI), and accordingly, TIB partners and cooperates with TI and its chapters worldwide.

1.3. TIB is committed to ***values*** of democracy, justice, rule of law, transparency, accountability, integrity and impartiality.

1.4. TIB's ***mission*** is to catalyze and strengthen a participatory social movement to promote and develop institutions, laws and practices for combating corruption in Bangladesh and establishing an efficient and transparent system of governance, politics and business.

1.5. This Governance Manual is based on the above vision, values and mission of TIB. It provides the framework of guiding principles and practices aimed at ensuring highest standards of efficiency, integrity, accountability and transparency in governance of TIB. The Manual is a living document. Its practical value and importance lies in the ability and commitment of TIB in applying these standards in its work.

1.6. Where the provisions of this Governance Manual are inconsistent with the laws of the land or the Trust Deed of TIB, the provisions of law or Trust Deed, as applicable, shall prevail over provisions contained herein.

II. Board of Trustees

2.1. The Board of Trustees (hereinafter "Board") of TIB is the policy making body of Transparency International Bangladesh. The Board defines the vision and mission of TIB, and periodically reviews and updates the same. It provides the leadership and guidance to the work of the organization.

2.2. The Board approves TIB's institutional and programmatic strategies, as well as management, administrative and financial regulations. Through periodic review of the same the Board ensures that work of TIB meets the changing needs and priorities in the identified areas.

2.3. The Board shall ensure oversight of efficient, transparent and accountable governance of TIB in accord with the vision, mission and values of the organization.

2.4. The Board shall provide strategic guidance and oversight to ensure that TIB has sufficient resources to satisfactorily fulfill its mission. It shall provide similar guidance and oversight to develop TIB's fundraising strategy and take active part in implementing the same.

2.5. The Board shall appoint the Executive Director and approve appointment of other staff at the level of Director and above, and develop a monitoring and evaluation system to ensure efficiency and effectiveness of programs and their outcome in conformity with the vision, mission and objectives of TIB.

III. Composition, Election, Tenure, Turnover, Structure

3.1. The Board of Trustees shall be composed of eminent individuals with long-standing and commendable record of service to public, professional excellence in areas relevant to TIB, impeccable integrity and credibility, who are fully committed to the values, vision and mission of TIB. TIB Board members shall be not only committed to the cause and objectives of TIB, but also have a clear understanding of the issues involved and of the contributions they can make as Trustees. They shall be aware of the range of roles, powers and responsibilities of a TIB Board member and prepared to voluntarily give the sufficient time and effort to discharge the same without any fear, bias or favour. The number of Trustees shall not be less than eight nor more than eleven.

3.2. Trustees shall be elected in accordance with the procedure determined by the Trustees, subject to the following, which may be amended from time to time.

a) Trustees shall individually or collectively recommend name(s) for consideration of the Board at its regular meeting. The Board shall consider all nominations received and shall prepare a shortlist of nominees sufficient to fill vacancies as and when Board deems it appropriate. The election of Trustee(s) shall be made by the affirmative vote of at least the majority of the Trustees present at the meeting of the Board in which such election shall take place.
b) Trustees shall be elected for a term of three years, but shall be eligible for re-election at the discretion of the Board for a second term of three years.
c) Former Trustees can be re-elected for an additional single term of three years after one year of stepping down after completion of two successive terms provided that vacancies exist, and any such re-election is then also subject to the same process as per 3.2(a) above.
d) In constituting the Board, the Board shall have regard for diversity under such criteria as gender, identity, profession, age, and geographic distribution.
e) All Trustees are associated fully voluntarily with TIB in their personal capacity.

3.3. There shall be a Chair, a Secretary General and a Treasurer of TIB who shall be elected by the Trustees from amongst themselves and shall hold office as such for a maximum of two successive terms of three years counted from the date of first election to the respective position.

3.4. The Chair or other office-bearers or members of the Board shall not take any executive responsibility unless authorized by the Board to assume such responsibility. However, the tenure of such assignment shall not exceed three months.

3.5. A person shall be disqualified for election as a Trustee of TIB who:

a) is declared by a competent court to be of unsound mind;
b) is an undischarged insolvent;
c) has been convicted for a criminal offence involving moral turpitude;
d) is a public servant not enjoying any special status granted by law enabling participation in the conduct of and management of a legal entity;
e) is a member of a political party;
f) is guilty of any default of any public dues determined by a court of law;
g) is not less than 20 years nor more than 75 years of age; and
h) immediate family member of the executive director and any other full-time member of the staff.

3.6. In case any of the Trustees is proven to be a person of the categories described in paragraph 3.5 above she or he shall cease to be a Trustee of TIB, and shall never again be eligible for election as a Trustee.

3.7. In case and so often as a Trustee ceases to be a Trustee, or shall die or desire to resign, retire or become incapable to act as a Trustee, the Board shall elect a new Trustee. Tenure of every new Trustee elected in place of an outgoing Trustee whether retiring or elected to fill a casual vacancy caused by death, resignation or otherwise of a Trustee shall be for the remainder of the Trustee's tenure in whose place the new Trustee is elected, provided that she or he may be eligible for renewable terms as provided in para 3.2(b) above.

IV. Powers, Roles & Functions

4.1. Without prejudice to the generality of the powers and responsibilities conferred elsewhere in this document, the Board of Trustees shall have the following powers and roles:

a) Articulate and determine the vision, values, mission and objects of TIB and determine the policy framework and strategies for achieving the same;
b) Provide prudent guidance and supervision of the leadership of TIB, regularly analyze outcomes of its work, impacts and risks, oversee risk management strategies, and support, promote and protect the interests of TIB;
c) Regularly monitor and assess relations with government, donors, various other stakeholders, and external factors affecting the work of TIB;
d) Approve plans and programs designed by management and supervise execution thereof;
e) Approve and adopt all policies including administrative, financial and management policies, guidelines and rules, audit policy, information disclosure policy as well as code of ethics to ensure transparent, accountable and efficient governance of TIB;

f) Approve budgets, determine resource mobilization, financial management and investment policies in order to achieve sustainability and safeguard the financial position of TIB;
g) Receive donations, contributions, grants, gifts, and undertake other means of raising funds from persons or institutions the Board may deem appropriate only in the interest of meeting the objective of TIB;
h) Elect new Board members, elect office bearers of the Board and from time to time review provisions of the Governance Manual of TIB;
i) Appoint the Executive Director and senior staff upto the level of Director and above, and determine terms and conditions of such appointment. The Board shall also approve human resource manual of TIB to ensure efficient, transparent and accountable recruitment of other staff by Executive Director and executive management team.
j) Determine and approve, and from time to time review the salary and benefit structure for the staff of TIB to ensure effective implementation of projects and other activities undertaken for furtherance of the objects of TIB;
k) Set up, approve and regularly update guidelines for financial management so as to ensure that integrity of the financial information, financial control and systems of risk management are robust and credible;
l) Design, approve and from time to time review the Rules of Business of the General Assembly and Individual Membership policy of TIB, and approve new members; and
m) Undertake any other responsibility as the Board considers necessary and suitable in providing the strategic vision and policy direction in meeting objects of TIB.

V. Delegation of Authority and Responsibility; Supervision and Monitoring

5.1. Without prejudice to the generality of the powers and responsibilities conferred elsewhere in this document, the Board of Trustees shall:

a) Delegate full authority and responsibility to Executive Director to implement and plans of work approved by the Board;
b) Delegate full authority to the Executive Director to appoint the necessary staff below the level of Directors within the resources available;
c) Authorize the Executive Director to develop annual operational and financial plan for Board's approval and to implement the same to ensure efficient, effective, transparent and accountable management of work of TIB for furtherance of objects of TIB ensuring compliance with applicable laws and regulations.
d) Authorize the Executive Director to ensure that resources at the disposal of TIB are transparently used meeting highest financial and accounting standards and that funds are other resources are used for programs and projects developed in conformity with the mission and objectives of TIB.

e) Delegate full authority and responsibility to the Executive Director to preserve on behalf of the Board all records, title deeds, books of accounts, reports, files and other documents and/or publications in both hard and electronic versions;
f) Delegate the authority and responsibility to the Executive Director to be a co-signatory to all bank accounts of TIB together with Chairman, Treasurer and Secretary General, with the proviso that all such accounts shall be operational with the signature of the Executive Director and anyone of the other signatories mentioned herein;
g) Delegate the authority to the Executive Director to withdraw any amount to be determined by the Board from time to time to meet exigencies including petty cash requirements;
h) Authorize the Executive Director to ensure that internal financial controls, transparency and accountability are applied to international standards and to that end appoint on behalf of the Board external auditors and tax and other consultants for such durations as the Trustees deem fit. Board shall also review such appointments from time to time;
i) Assign the responsibility to the Executive Director to prepare and present report on activities held and related financial statements between every two meetings of the Board, annual reports, and all other reports that may be required to be produced;
j) Establish, review and update other appropriate mechanisms for monitoring and evaluating the work of the Executive Director and through her/him that of overall management of TIB;
k) Besides monitoring and evaluating the Executive Director, and the management as such, shall from time to time review and evaluate its own work and effectiveness in view of TIB's mission and mandate; and
l) Periodically review and update the above provisions to ensure efficient and effective implementation of projects and programs of TIB in line with the missions and objectives of TIB.

5.2. Executive Director is accountable to the Board on all matters related to the discharge of delegated responsibilities. The Board meetings are the forum to ensure this accountability. Any member of the Board may raise questions or dissatisfactions and hold the Executive Director accountable as a part of Board proceedings, not in any forum outside TIB. In case of any differences of opinion between Executive Director and any members of the Board, the Executive Director should be the first port of call, and any such matters should be discussed only in the Board and not outside in any manner.

VI. Meetings & Rules of Business

6.1. Meetings of Board of Trustees, convened by the Chair, with arrangements made by the Executive Director on his/her behalf, shall be held normally on a quarterly basis, or as frequently as the Trustees decide to. Meetings shall be held in TIB premises except under exceptional circumstances when the Chair may decide otherwise.

6.2. Board meetings shall be presided over by the Chair, in whose absence the Secretary General shall preside. In case of absence of both Chair and Secretary General, the Treasurer shall preside. If the Chair, Secretary General and Treasurer are absent the Board meeting shall be presided over by a senior member duly proposed and seconded by members present.

6.3. The Chair shall set the agenda of the meeting to be circulated by Executive Director on behalf of the Chair. Papers related to agenda items shall be circulated at least 3 working days before the meeting.

6.4. Proceedings and decisions of the Board Meeting shall be minuted and circulated no later than two weeks after the meeting. The Executive Director shall be invited to attend the Board Meeting, who shall function as Ex-officio Member of the Board, and shall be responsible for preparing the draft minutes and other documentation on behalf of the Board. In the absence of the Executive Director, the Board shall designate another person to carry out the said functions.

6.5. Presence of at least half of the members of the Board available in the country on the designated day of the meeting shall be necessary to constitute the quorum for Board meetings. All decisions of the Board shall be on the basis of the opinion of the majority, and in the case of a tie, the casting vote of the Chair shall prevail and be binding and conclusive.

6.6. A resolution passed by circulation without a meeting of the Trustees and evidenced by writing under the hands of the majority of the Trustees shall be as valid and effectual as a resolution duly passed at a meeting of the Trustees held in accordance with provisions described above, except for financial matters which incur liability on Trustees and which require discussion for approval and appointments other than those delegated to Executive Director. All resolutions passed by circulation shall be ratified by the next meeting held after such resolution by circulation has been passed.

6.7. All Board members will make every effort to attend all Board meetings.

6.8. There shall be an Executive Committee composed of the Chairman, Secretary General, Treasurer, and another Board member to be nominated by the Board who shall oversee the discharge of authority and responsibility delegated to the Executive Director in accord with paragraph V of this document.

VII. General Assembly

7.1. TIB shall have a General Assembly (GA) of upto 25 non-remunerative members constituted with due regard to gender and other diversities and ensuring best possible representation of the following categories of individuals:

a. All Trustees (Members of Board of Trustees);
b. Upto five individuals of repute co-opted by the Board of Trustees for a term of three years, renewable for a second term, representing diverse professional backgrounds and experiences relevant to the work of TIB;
c. Upto five members of the Executive Management Team, ex-officio;

d. One Individual Member (IM) selected by IMs by majority vote through direct ballot or by circulation for one non-renewable term of two years;
e. One CCC member selected by CCCs by majority vote through direct ballot or by circulation for one non-renewable term of two years;
f. One YES members selected by YES groups by majority votes through direct ballot or by circulation for one non-renewable term of two years; and
g. One YPAC member selected by members of YPAC by majority vote through direct ballot or by circulation for one non-renewable term of two years.

7.2. The General Assembly shall advise and recommend measures to achieve the goals and objectives of TIB. In order to discharge it's functions, the General Assembly shall meet annually, usually within 4 weeks of completion of TIB's annual external audit. The mandate of Annual General Meeting of the General Assembly shall be to:

a. Review and confirm minutes of the previous meeting;
b. Review and comment on the Executive Director's report on the activities of TIB;
c. Consider and adopt the annual audited financial statements;
d. Appoint the external auditors; and
e. Advise the management on ways to strengthen TIB and enhance the quality of implementation of its programmes and/or projects.

7.3. Extraordinary General Meeting(s) of the General Assembly may be held to handle any specific issues as and when it may be deemed appropriate by the Board of Trustees.

7.4. Members of the General Assembly shall be entitled to:

a. Receive annual report/update on activities implemented by TIB;
b. Receive relevant IEC and promotional materials of TIB;
c. Attend various public events organized by TIB upon invitation/notice;
d. 30% discount on all TIB's publications;
e. Use TIB's Library and Resource Centre as per relevant rules; and
f. Any other entitlement as may be approved by the Board of Trustees of TIB.

7.5. The General Assembly of TIB will function in accord with the detailed Rules of Business adopted by the Board of Trustees of TIB.

VIII. Individual Membership

8. There shall be a subscription-based Individual Membership (IM) programme of TIB guided by separate rules approved by the Board.

IX. CCC, Shojon, YES, YES-Friends

9. TIB shall create a platform of volunteers consisting of Committees of Concerned Citizens (CCC), Shochhotar Jonno Nagorik (Shojon), Youth Engagement Support (YES), YES-Friends and Youth against Corruption (YPAC) which will operate in and out of Dhaka as may be applicable as per applicable manuals.

X. Board Subcommittees

10. The Board of Trustees shall form Board subcommittees consisting of as many members of the Board and those from outside as the Board may deem appropriate to assist the Board in realizing objects of TIB with specific mandate and for specific time frame to be determined by the Board.

XI Compensation

11.1. TIB Board members are involved in TIB on a voluntary basis, and therefore not entitled to any form of salary, honoraria or compensation. Trustees may be reimbursed reasonable and necessary expenses connected with their contribution as Board members such as attending Board meetings in case the member lives out of Dhaka or in connection with other events related to the work of TIB to which Trustee(s) may participate with the consent of the Board. Such reimbursement shall be on actual cost basis and may include, where applicable, airfare or other travels, accommodation, meals, local transportation, out of pocket expenses and costs of work undertaken at the request of the Board.

11.2. No portion of the assets, income or any other funds of TIB shall accrue any private or personal benefit of any Trustee or any immediate family member thereof, who shall also not be entitled to any form of gainful employment in TIB.

11.3. TIB Individual Members, CCC, Shojon, YES, YES-Friends, YPAC Members and others associated with such platforms created by TIB for citizens' engagement in anti-corruption movement shall be involved in TIB on a voluntary basis, and therefore not entitled to any form of salary, honoraria or compensation. Reimbursement of costs their participation in activities organized by TIB shall be applicable on a cases by case basis as per relevant rules.

XII. Conflict of Interest

12.1. Trustees shall act in the best interest of TIB's beneficiaries – all citizens of Bangladesh on whose behalf TIB holds all of its assets as a Trust – with full due regard to the overriding interests of the society as a whole. There should be no personal or vested interest nor should Trustees be influenced in their work for TIB be guided by interest of any third parties.

12.2. Board members are firmly committed to take all possible measures to prevent actual, potential or perceived conflict of interest that could affect the integrity, fairness, transparency and accountability of the TIB.

12.3. Board should not be comprised of immediate family members of the Executive Director and any other full-time member of the staff. Immediate family members of the Board members - a spouse, parent, child, or sibling - or organizations or individuals with whom member(s) of Board of Trustees or their immediate family members are associated shall not be eligible for any assignments contracted out by TIB or any full time job in TIB.

12.4. TIB Board members should not sit on the board of more than 3 other similar organizations – Trusts, NGOs, Societies and Non-Profit organizations - at the same time. However, members who are retired from active service or other professions and totally committed to serve on the Board of TIB and similar organizations, and are not involved in any other form of employment may simultaneously sit on no more than 5 such organizations.

12.5. Trustees shall disclose through TIB website their business interest in a Register of Interest consistent with similar disclosure register as practiced by Transparency International Secretariat.

12.6. Should conflict of interest arise between personal or any other interests and that of TIB, the Trustees shall disclose such conflict fully and transparently before the Board, and in the interest of TIB shall accept any decision that may be taken by the Board to resolve the same.

XIII. Ethics Structure

13.1. There shall be a Code of Ethics of TIB based on the vision, values and mission of TIB, which will provide the guiding principles and practices aimed at ensuring highest standards of integrity, transparency and accountability in the work of TIB. The Code of Ethics shall be applicable to everyone involved with TIB – members of the Board of Trustees, General Assembly, Staff members, CCCs, Shojon, YES, YES Friends, YPAC, Individual Members, and any other platform that may be created by TIB to promote its vision and mission.

13.2. The Board shall oversee implementation and enforcement of the Code of Ethics for which the Board will constitute a Board Ethics Committee headed by the Chairperson of the Board. The Board may appoint a member of the Board to function as independent Ombudsman on behalf of the Board. The Ombudsman will submit to the Board Ethics Committee his/her report on investigation on any appeal(s) that may be received against a decision of the Staff Ethics Committee with regard to violation of Code of Ethics. The Staff Ethics Committee shall be formed by the Executive Management Team (EMT).

XIV. Effective Date & Amendment

14.1. This Governance Manual is amended and approved by the Board of Trustees of TIB on October 19, 2025 at the 125th Board meeting of TIB, and shall be in force with immediate effect, provided that the same or any part thereof may be altered, modified, omitted or added to by the Board by any point of time.

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