



LGBTI Equal Rights Association

## **Steering Board**

# **Working policies and procedures**

## **Table of Contents:**

### **1. General purpose of the Steering board**

#### **1.1. General role and responsibilities**

##### **1.1.2. Core roles and responsibilities**

#### **1.2. Co-Chairs roles and responsibilities**

#### **1.3. Secretary roles and responsibilities**

#### **1.4 Thematic working groups**

### **2. Recruitment and election of Steering Board members**

#### **2.1. Eligibility, nomination and candidacy**

#### **2.2. Election**

##### **2.2.1. The Steering Board reserve members and their activation**

#### **2.3. Mandate and its termination**

### **3. Working procedures**

#### **3.1 General**

#### **3.2 Reporting**

### **4. Code of Conduct**

## **1. General purpose of the Steering Board**

Steering Board is the governing body of ERA – LGBTI Equal Rights Association for Western Balkans and Turkey (ERA) that operates between the Assembly and the executive co-directors. Its main purpose is to facilitate the work of ERA and executive staff, assisting executive co-directors with advises and suggestions when necessary. In general, the Steering Board is an extended arm of the executive staff that provides strategic leadership, contributes to the visibility and advocacy activities, assists in achieving financial sustainability, and oversees the membership.

The members of the Steering Board share the values and principles of ERA and work towards their integration within the work of ERA's executive staff and member organisations.

The Steering Board is accountable to ERA Assembly, and through it to the member organisations.

### **1.1. Roles and responsibilities**

The role of the Steering Board includes strategic development, monitoring and evaluation of executive co-directors' performance, financial accountability and sustainability, membership support and representation of the association.

The Steering Board meets at least once every three months (no less than four times a year), and in coordination with the executive co-directors oversees implementation of the strategic plan, working plan and other activities.

At least one of the executive co-directors shall participate at all Steering Board meetings.

Place and time of the meeting are to be taken by a vote and announced to all members of the board as soon as possible and at least four weeks prior to the next meeting.

Depending on the agenda and context, the Steering Board can hold online meetings.

Each Steering Board member shall have one vote. The Steering Board is a collegial organ and consensus is sought for decision-making. If consensus is not reached, the Steering Board shall take its decisions by a simple majority of the votes of the Steering Board members present. Decisions cannot be made if there are less than three Steering Board members present.

The decisions and recommendations of the Steering Board are recorded in minutes, and are sent to the executive co-directors for further distribution.

In the fulfilment of its roles and responsibilities the Steering Board may be assisted by the executive staff, led by the two co-directors.

### **1.1.2. Core roles and responsibilities**

The Steering Board assists ERA and its executive co-directors in achieving the overall goals and objectives of the strategic and action plans, by providing the necessary inputs, suggestions and recommendations for processes and procedures. The Steering Board deals with procedural issues, governs the organization and provides advice and assistance to the executive co-directors.

The main roles and responsibilities of the Steering Board are the following:

- To oversee the overall performance of ERA in relation to its vision, mission and values as laid down in its statute and other founding documents;
- Provide inputs and recommendations to policy and statutory changes;
- To oversee the implementation of the strategic plan and annual working plans by the executive co-directors;
- To oversee and evaluate the overall performance of executive co-directors;
- To decide about recruitment and discharge of executive co-directors;
- To provide recommendations to co-directors in the processes of recruitment of other executive staff members;
- To monitor the financial records, income and expenditures of ERA, to review annual financial reports, accounts, the budget and to provide comments and recommendations;
- To approve all documents to be adopted by the General Assembly;
- To provide assistance and expertise to executive co-directors regarding fundraising and the financial sustainability of ERA;
- To recommend and grant temporary membership to new members, which becomes final after the Assembly's final approval;
- To decide on suspensions of member organizations, which can last for 3, 6 or 12 months;
- To recommend expulsion of members, which becomes final after the Assembly's final approval;
- To represent ERA at national, regional and international forums and to act on its behalf when necessary;

### **1.2. Co-Chairs roles and responsibilities**

The 2 co-chairs of the Steering Board are elected at the Annual General Assembly. The two-chairs are the ones with the most and the second most votes at the election, belonging to different genders. The co-chairs appoint a secretary from the elected Steering Board.

The two co-chairs are responsible for the proper functioning of the Board by effective planning of each meeting and application of the Statute and other founding document standards. They chair and facilitate board meetings.

The co-chairs are responsible for addressing issues and conflicts within the Steering Board, to bring objectivity and impartiality to decision making and to plan the board meetings in coordination with the executive co-directors.

The two co-chairs provide assistance to and coordinate with the executive co-directors and Steering Board on appropriate policies and procedures and the effective management of the organization.

The co-chairs communicate directly with the executive co-directors on all matters related to management.

Both co-chairs and the secretary are responsible for initiating and conducting recruitment processes for executive co-directors, including drafting and publishing calls for vacancies and other recruitment documents, selecting short-listed candidates and conducting interviews with shortlisted candidates.

One co-chair shall be part of the recruitment committee for the selection of staff members, together with the two co-directors, and will assist the co-directors in drafting and publishing calls for vacancies and other recruitment documents, selecting short-listed candidates and conducting interviews with shortlisted candidates.

The co-chairs can agree with the executive co-directors and other members of the Steering Board to represent the organization with third parties and be representatives of the organization at different activities.

The co-chairs, in coordination with the executive co-directors, can be appointed as legal representatives of the organization in specific legal or extra-legal actions towards third parties.

### **1.3. Secretary roles and responsibilities**

The co-chairs are appointing a secretary on the first meeting. The secretary may be appointed for the entire duration of his or her mandate, or the role of the secretary can be assumed on rotation bases, or on the case by case bases.

The secretary is a point of information and reference for the co-chairs, other board members and the executive co-directors.

The secretary is responsible for:

- Assisting in organization of meetings, keeping and distributing minutes;
- Maintaining records of decision making and other relevant activities of the Steering Board;
- Communication and correspondence on behalf of the Steering Board;
- Participating in the recruitment processes for selection of the two co-directors', together with the two co-chairs
- Informing and reminding board members of actions they have agreed to undertake;

- The secretary updates the next meeting agenda by including all work in progress and providing their own inputs in the planning of the agenda.

#### **1.4. Thematic working groups**

If the Steering Board deems it necessary, it can establish separate working groups within itself, dedicated to different thematic areas. Co-chairs shall appoint members of the working groups, taking into account member's expertise, experience and interest.

Thematic working groups consist of a small group of people assigned to focus on a particular task or area, such as for instance finance or governance. Thematic working groups make recommendations to the Steering Board for decision.

The Steering Board can decide to delegate aspects of decision-making to thematic working groups. However, any decisions made by thematic working groups remain the responsibility of the whole Steering Board.

## **2. Recruitment and election of the Steering Board members (and reserves)**

ERA executive staff initiate the recruitment process with the Open Call for Steering Board nominations. The Steering Board consists of up to 7 members that are elected on the Annual General Assembly by the Assembly members to serve the term of 2 years. Each Steering Board member has a right to be re-elected only once, for another term of 2 years. The minimum number of Steering Board members is 3.

### **2.1. Eligibility, nomination and candidacy**

#### *Eligibility*

Any natural person affiliated to the full member organisation can be eligible for candidacy to the Steering Board.

Affiliation means that person has contributed in some way to the work of the full member organisation, or that his/her work has been recognised by the member organisation. Also, affiliation means that person has served as the member of any of the governing bodies of the full member organisation, has been an employee of the full member organisation, or has been actively supporting the work of the full member organisation as an activist, volunteer or any other role that exists within the full member organisation's structure.

#### *Nomination*

Nomination of the candidate is done by the full member organisation with the endorsement letter. The endorsement letter contains the following data: the letterhead of the member organisation, name of the full member organisation, name of the person being nominated for the ERA Steering Board, name and position of the person completing and signing the endorsement letter, contact details of this person, his/her signature, and stamp of the full member organisation.

#### *Candidacy*

Candidacy is submitted to the executive staff and consists of fully completed application form and endorsement letter. The executive staff collects the candidacies, notifies the candidates on acceptance of their candidacy, and forwards their candidacies to the ERA Assembly.

The time frame is structured in the following way:

- Executive staff issue and distribute the Open Call for Steering Board members 2 months prior to the Annual General Assembly meeting;
- The deadline for submission of candidacies is 1 month prior to the Annual General Assembly meeting;

- 3 weeks prior to the Annual General Assembly meeting, the executive staff forwards the accepted candidacies to the Assembly members.

## **2.2. Election**

ERA Assembly elects the Steering Board members on the Annual General Assembly meeting. During the Annual General Assembly meeting there is a maximum of 2 hours time slot assigned for the election session of the new Steering Board members. This time slot is divided into 4 sessions: electing the 3-member voting committee, self-presentation of the candidates, Questions and Answers, and voting session. The Annual General Assembly meeting Chairperson moderates the election session.

The voting committee is an administrative body that aids the process of vote counting and presents the results to the Assembly. They are appointed by self-nominations at the beginning of the Election session and take full participation in the election process.

The self-presentation of the candidates session consists of 2 minutes self-presentations of each candidate in front of the Assembly.

The Questions and Answers session shall last no more than 30 minutes. During this session the Assembly members can pose the questions to the candidates and receive the answers. There is no limitation to the number of questions per member of the Assembly. Each member signals the intention of posing the question to the chairperson by raising the hand, and waits to be called out by the chairperson. The order of questions is determined by the order of raising hands of Assembly members.

The voting session is the final phase of the election process. Members will be issued with ballot papers with the names of the candidates, and they may vote on each ballot paper for as many candidates as there are available seats.

The voting is done anonymously by circling the candidates on the list provided on the ballot paper. The voting committee collects the votes, counts them and presents the voting to the Assembly.

The finalisation of the election process is done by 2 criteria: the number of votes and gender. The gender is defined as male, female and other; and by other we mean all gender identities that do not fall under traditionally male or female gender definitions. The final structure of the Steering Board should reflect the gender equality principle, which translates into having at least 3 members of male and at least 3 members of female gender. The candidates with most votes are elected to the Steering Committee board, bearing in mind the gender criterion.

Candidates will be ranked by the number of votes they have received and the vacancies on the board will be filled starting from the candidate with the highest number of votes until all vacancies are filled. In the case that the maximum number of candidates of the same gender allowed to be on the board at any given moment is reached before all vacancies are filled, the remaining candidates of that gender are not deemed elected and become reserves, and the vacancies are filled by the candidates who have not identified as belonging to that gender who

are next in the ranking. In the event of a tied vote making it impossible to determine the result of the elections, then a further ballot will take place between the affected candidates as necessary.

In order to be elected as members of the Steering Board and reserves, candidates need to receive votes from at least 10% of member organizations at the election during the Annual General Assembly. If the requirement implies that there are vacant places in the Steering Board, then a new election round among the non-elected candidates shall take place. If the requirement is not met, the places remain vacant. In the event of a tied vote making it impossible to determine the result of the elections, then a further ballot will take place between the affected candidates as necessary.

The 2 candidates with the most votes and of different genders are automatically positioned as Co-chairs of the Steering Board.

### **2.2.1 The Steering Board reserve members and their activation**

Candidates who have received at least 10% of the votes but have not been placed as Steering Board members are automatically positioned as the Steering Board reserve members.

The Steering Board initiates the activation of the reserve members upon the creation of the vacant position in the Steering Board, and appoints new members of the Steering Board, until the next board election. The gender equality criterion is to be applied in this situation, too. In practical terms, it means that if the Steering Board member of certain gender identity has left it, it can only be filled with the reserve member of the same gender identity (for example: a female board member leaves the board, the reserve board member who gets to be activated is female).

### **2.3. Mandate and its termination**

The mandate of the Steering Board members lasts for 2 years, with each member having the right to be re-elected for the second mandate of 2 years. The mandate starts immediately after the election session on the Annual General Assembly, and ends with the commencing of the following election session.

The exceptional termination of the Steering Board member mandate can be due to the one of the following:

- the death, the resignation or the legal disqualification of the Steering Board member;
- member of the Board is no longer affiliated with a full member organization
- the proposal of mandate revocation by the other Steering Board members, or Assembly members due to misconduct.

The first two group of reasons are of technical nature and as such can be dealt by the Steering Board independently.

The second group of reasons are of more substantial nature and demand the action of Assembly. For this purpose, there shall be organised the Extraordinary Assembly meeting in order to discuss the nature of misconduct and decide on the mandate of the Steering Board member in question.

### **3. Working procedures**

#### **3.1 General**

Shortly after the Annual General Assembly the first meeting of the Steering Board shall take place, at which it will acknowledge the appointment of two co-chairs, who will then appoint the secretary.

The Steering Board shall establish an internal e-mailing list, in order to facilitate efficient communication among members of the Steering Board. Both co-directors shall also be included in the e-mailing list.

The Steering Board shall set up its own order of business and set up its own timetable for meetings in order to carry out its functions.

The Steering Board may draft and adopt its own document of internal operation, detailing its functions and procedures within the framework of the Statute and Steering Board Working Procedures and Policies.

The Co-chairs will be responsible for preparing Board meeting agendas, in consultation with the Executive Director. Board members can ask for items to be included on the agenda. The agenda will usually be circulated at least two weeks prior to the Board meeting. The agenda will be formally agreed at the Board meeting.

#### **3.2 Reporting**

After the opening of the Annual General Assembly's first plenary session, the Steering Board shall present its report for the previous year. The Board's report shall be circulated to members prior to the Assembly.

If the Board presents a report to Assembly, which contains proposals or recommendations requiring the approval of the Assembly, the Board shall submit the proposals or recommendations as ordinary proposals or recommendations seeking such approval or adoption.

#### **4. Code of conduct**

Steering Board members of ERA are elected by full member organizations; however within their roles and responsibilities Steering Board members should not represent any organization and have a general duty to act in the best interests of ERA as a whole.

Steering Board members are not allowed to act to obtain any financial or other material benefits for themselves, their family, their friends or the organization they come from.

In performing their tasks Board members shall to their best understanding and capability remain objective, fair and act with integrity, as well as show good examples of leadership.

The Steering Board members are committed to act according to the core values and guiding principles of ERA and to promote these standards and principles.

Complaints and grievances between Board members or from members regarding Board members should be referred to the Co-chairs for resolution. The Steering Board e-mail list should not be used for this purpose.

In general, Board members shall keep Steering Board matters confidential, unless they are intended for members or publication.

During the period of their mandate as well as after its termination, an Steering Board member has the duty to abstain from disclosing to anyone or to use for personal benefit, directly or indirectly, any personal or professional details of staff, partners, sponsors, etc including information related to health data as well as all financial information.

Moreover the Steering Board member has the duty to abstain from disclosing to anyone sensitive issues discussed on the mailing list or in Board meetings:

- Strategic information, application for funding, applications for scholarship, discussion on policy issues, financial information, employment issues and conversations related to staff.

Steering Board members may raise concerns on a potential conflict of interest. Each situation will be dealt with on by case-by-case basis, by assessing potential impact on the decision making processes, the position of the Steering Board member and the overall image and integrity of the organization.