



GLOBAL ALLIANCE OF NGOs FOR ROAD SAFETY GOVERNANCE DOCUMENT

This document refers to the Governance of the Swiss entity the Global Alliance of NGOs for Road Safety (the Alliance).

Reviewed and approved by the Alliance Board of Directors — 11 June 2019



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INTRODUCTION

The Global Alliance of NGOs for Road safety (the Alliance) is an association according to the Swiss Civil Code (Article 60–79). The Alliance was founded in Geneva, Switzerland, on 15 November 2011. The constituting document is the minutes of the Founding Assembly as published on the website <http://roadsafetyngos.org/governance/>.

The Alliance bylaws were first adopted in April 2013 and last amended 13 April 2019. The bylaws are the principal governance document for the Alliance, providing an overarching framework with fundamental rules and principles that form the foundation for the Alliance’s stability. The Board is responsible for upholding the bylaws and can suggest amendments, which are subject to the approval of the General Assembly, following processes outlined in the bylaws.

In March 2019, the Friends of the Global Alliance of NGOs for Road Safety filed for registration in Delaware, US. The entity will eventually get a US 501(c)(3) tax-exempt status. Its role is to strategically and financially support the Swiss entity, the Global Alliance of NGOs for Road Safety. It operates independently and parallel to the Swiss entity, receives donations from US (and global) donors, and has complete autonomy with respect to distribution of such proceeds to operations of the Swiss entity.

This document refers to the governance of the Swiss entity, the Global Alliance of NGOs for Road Safety (the Alliance).



SECTION A: PURPOSE, ROLE, AND RESPONSIBILITIES OF THE BOARD AND THE ALLIANCE SECRETARIAT

Purpose and Role of the Board of Directors

The Board of Directors (the Board) shall be responsible for the fulfillment of the purpose of the Alliance and has the following role as outlined in section 7.1 of the bylaws of the Alliance:

- Admitting new voting members and excluding voting members
- Appointing the Head of the Secretariat and the official delegates and delegations
- Setting the rules for the expenses of the Alliance
- Stating the rules and procedures for the General Assembly
- Setting rules for the administration and governance of the Alliance.

Organization of the Board

The Board shall comprise five voting Members. The Head of the Secretariat shall serve as an ex officio member. The Board may wish to invite nonvoting board Members if deemed necessary for fulfilling the Alliance strategic plan. Nonvoting Board Members will serve a two-year tenure.

Purpose and role of the Board Chair

The Board Chair is a partner with the Head of the Secretariat in achieving the Alliance purpose and provides leadership to the Board.

The Board Chair is authorized to transact the business of the Alliance, which, in the judgment of the Board Chair and Head of the Secretariat, requires decision or action prior to the next regular meeting of the Board. Decisions of the Board Chair shall be reported at the following next regular meeting of the Board.

Individual Board Member roles, responsibilities, and conflicts of interest

The Board Members' role is to support and fulfill the purpose of the Alliance through the Board's work. Hence, individual Board Members cannot represent or speak on behalf of the Alliance. The Head of the Secretariat is responsible for coordinating all informational services to and from the community. All Board Members must comply with the [anti-bribery and corruption policy](#).

By agreeing to serve on the Board or on Board committees or task forces, members commit themselves to avoiding the appearance of, and not to engage in, behavior that could be construed by the Alliance community as a conflict of interest. The Board shall ensure and approve that a Code of Conduct is in place and reviewed as required. Board Members will sign, agree to, and adhere to the Board Code of Conduct.

Board Members shall complete a Statement of Personal Declaration and Conflict of Interest. The Code of Conduct and the Statement of Personal Declaration and Conflict of Interest are publicly available on the [Alliance website](#).

Explicit prior approval of the Board shall be required before the Alliance provides grants or buys goods or services from a Board member or any person or firm with whom a Board member has any family, property, or other close relationship.



Board Members or any of their family members cannot accept paid positions/consultancies with the Alliance.

Role of the Head of the Secretariat

The Alliance Secretariat is lead by the Head of the Secretariat, who is also the Alliance Executive Director. The Head of the Secretariat is responsible for doing the following:

- Develop and implement the strategic plan, which includes:
 - Represent the Alliance and speak on behalf of the Alliance
 - Liaise with funders and other stakeholders
 - Coordinate global road safety activities, such as UN Road Safety Week and other global initiatives, with members
 - Develop and implement new innovative programs
 - Identify and secure funding for Alliance programs
 - Facilitate Alliance committee work
 - Develop and manage Alliance communication platforms (newsletters, website, and social media)

Board Member compensation and expenses

The Board receives no compensation but may receive reimbursement for reasonable expenses (e.g., travel, accommodation, etc.) incurred in carrying out responsibilities on behalf of the Alliance.

Removal of Directors

Members of the Board who violate the Code of Conduct or misrepresent their Personal Statement of Conflict of Interest or do not fulfill their duties under the bylaws of the Alliance or Anti-Bribery and corruption policy will receive a warning from the Board Chair and may be removed from office by three (3) affirmative votes of the voting Directors then in office.

SECTION 2: BOARD DECISION MAKING AND MEETING PROCESSES

The Board shall meet at least once annually, at a time and place designated by the Board Chair. Meetings of the Board shall be called by the Chair of the Board, who can decide to task the Head of the Secretariat to run the Board meeting. The Board may make decisions by e-mail, in telephone conferences, or other forms of communication or physical meetings, which are announced at least 10 days in advance.

The meeting summaries of the regular meetings of the Board shall record, at a minimum, attendance at the meeting and the decisions taken by the Board.

The Secretary shall work with the meeting recorder to provide a draft meeting summary to all Members within seven (7) days of the meeting, for member review and comments. Approved meeting summaries shall be kept by the Alliance Secretariat and be available on request.

From time to time, the Board may extend attendance invitations to specific people whose presence the Board believes would enhance the Board's and the Alliance's work.

Board Members have the duty to regularly correspond upon request with each other and with the Head of the Secretariat by e-mail.

The Board makes decisions by majority vote. In case of an equal number of votes, the Board Chair decides.



Bylaw Amendments

Requests for revisions of the Bylaws should be presented to the Members no later than six (6) weeks prior to the General Assembly and must be submitted to the Head of the Secretariat, who is charged with transmitting the request to the Board.

The General Assembly maintains the competence to change the Bylaws to the extent legally permissible. Such changes require the consent of two-thirds of the Members present.

SECTION 3: BOARD COMMITTEES, TASK FORCES, AND OTHER SUPPORT

Board Committees and task forces

Committees and task forces assist the Board in carrying out its responsibilities and achieving the purpose of the Alliance. Committees and task forces are Board-led and bring together the Board Members and Members who can offer expertise and commitment to research, analyze, and discuss the detail of a particular subject, in order to bring thoughtful and clear proposals for Board consideration.

All committees and task forces shall serve in an advisory capacity and shall refer to the Board the final determination of all matters. All committee and task force Members shall serve without compensation. Each committee shall have Terms of References and an annual action plan, both of which will be approved by the Board.

Task forces are mechanisms for the Board to pursue time-limited functions that are necessary to achieve a defined objective.

Upon completion of its assignment, the task force shall submit its findings and recommendations to the Board, standing committee, or Board Chair. Upon completion of its assignment, each task force shall be dissolved promptly.

The Board shall have the sole power to dissolve any of its task forces and shall reserve the right to exercise this power at any time during the life of the task force.

Draft meeting summaries will be provided by the meeting recorder to the committee or task force chair and circulated to all committee or task force members within one (1) week of the meeting.

SECTION 4: RELATIONS AND COMMUNICATION

Board and Head of the Secretariat relationship

The Board holds the Head of the Secretariat responsible for the administration of its policies, the execution of Board decisions, the operation of the Alliance, and keeping the Board informed about Alliance operations and problems. The Head of the Secretariat is responsible for implementing the Alliance Strategic plan, and the Board is not involved in operations or day-to-day management of the Alliance.

The Head of the Secretariat may request advice and assistance from specific Board Members from time to time, based on their expertise and experience with operational issues. Authority to act in those circumstances is provided by the Head of the Secretariat. The individual Board member will not act on behalf of the Board.



Communication and external relations

An informed member community develops support for and loyalty to the Alliance and its mission and goals. In the interests of transparency, the Board will maintain, predominately through the Secretariat, a continuing flow of information to the community. In turn, the Board encourages the community to make known its views to the Board via the Head of the Secretariat.

The Secretariat is responsible for coordinating all informational services to and from the community.