



Blossom Seeds
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Board Policy Manual

This policy laid out the rules, procedures, roles and responsibilities for the BSL Board Members. In order to remain relevant, this policy will be reviewed and updated regularly.

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1.0 Introduction

A Board Policy Manual is a useful tool to orient and guide Board members in their functions on the non-profit organisation's (NPO) Board that they serve on. It provides them with the vision, mission, policies, guidelines and principles that chart the course of actions and establish objectives for the operation and services of the NPO. It is recommended that each Board member be given a Board Policy Manual from the start of his/ her service to ensure that all Board members have the necessary reference information to carry out their governance role on the NPO Board. The ultimate goal of good governance is to ensure the effectiveness, credibility and viability of the organisation.

The committees required by each charity are as follows. Blossom Seeds will have to comply with the "Enhanced Tier"

Intermediate	Enhanced	Advanced
Gross annual receipts or total expenditure of less than \$500,000.	Gross annual receipts or total expenditure from \$500,000 to less than \$10 million	Gross annual receipts or total expenditure of \$10 million or more.

2.0 Audit Committee

The Audit Committee facilitates the external and internal audit of the organisation for the Board to obtain independent information about the organisation's activities. The Treasurer (or Finance Committee Chairman, if any) should not concurrently chair the Audit Committee. The Audit Committee's responsibilities include the following:

- i. To oversee the financial reporting and disclosure process, and monitor the choice of accounting policies and principles.
- ii. To review the audit plans and reports of the external auditors and internal auditors, and considers the effectiveness of the actions taken by management on the auditors' recommendations.
- iii. To conduct periodic internal checks on key processes to ensure compliance with the established procedures, and report to the Board on the findings and recommendations for improvements.
- iv. To analyse and address the risks that are associated with the key processes. v.

To oversee regulatory compliance and whistle-blower guidelines (where applicable)

- vi. To report to the Board of any financial irregularities, concerns and opportunities.
- vii. To liaise with auditors on any significant matters arising.

3.0 Programme / Services Committee

The Programme / Services Committee often comprise Board members who are most familiar with the approaches and operations of the organisation's programmes or services. Depending on its make-up and programmes, this committee's most common responsibilities are:

- i. To oversee new programme development, and to monitor and assess outcomes of existing programmes are in line with the vision, mission and objectives of the organisation;
- ii. To guide development of service delivery mechanisms;
- iii. To initiate and guide programme evaluations.

4.0 Event and Fundraising Committee

The Fund-raising Committee's task is not simply to raise money. Instead, it is responsible for overseeing the organisation's overall fund-raising and, in particular, the fund-raising done by the Board. To accomplish this, it has to undertake the following responsibilities:

- i. To work with staff to establish a fund-raising plan that incorporates a series of appropriate vehicles, such as special events, direct mail, fundraising campaigns, etc;
- ii. To work with fund-raising staff in their efforts to raise money;
- iii. To identify and solicit funds from external sources of support;
- iv. To take the lead in certain types of outreach efforts, such as chairing a dinner/dance committee or hosting fund-raising parties, etc;
- v. To be responsible for involvement of all Board members in fund-raising, such as having Board members themselves make some monetary contributions, and
- vi. To monitor fund-raising efforts to be sure that ethical practices are in place, that donors are acknowledged appropriately, and that fundraising efforts are cost-effective.

5.0 Human Resource Committee

The functions of the HR Committee include drafting and/or revising personnel policies for Board approval, reviewing job descriptions, establishing a salary structure, and annually reviewing staff salaries, and reviewing the benefits package. It is also tasked in guiding development, review and authorisation of HR policies and procedures.

In some organisations the Board's HR Committee also acts as a grievance Board for employee complaints. Since difficulties can arise if many less serious complaints are brought directly to the Board rather than to the staff's direct supervisor, it is preferable for the HR committee to act only on formal written grievances against the executive director or when an employee formally appeals a decision by the executive director to the Board.

6.0 Appointment / Nomination Committee

In some ways the most influential of all the committees, the Committee (sometimes called the Nominating Committee/ Governance Committee) is responsible for the general affairs of the Board. While the specific tasks of this committee vary greatly from organisation to organisation, they usually include some or all of the following responsibilities:

- i. Reviews the composition of the Board annually to ensure that the Board has an appropriate balance of independent Board members and to ensure an appropriate balance of expertise, skills, attributes and ability among the Board members.
- ii. Identifies potential board member candidates and explores their interest and availability for board service;
- iii. Nominates individual to be elected as members of the board;
- iv. Takes the lead in succession planning
- iv. Nominates board members for election as board officers;
- v. Designs and oversees a process of board orientation and training.
- vi. Evaluate the Board's performance and Effectiveness checklist at least once annually
Annex B.

7.0 Finance Committee

The Finance Committee (sometimes known as Budget and Finance Committee) is often led by the Board treasurer. The committee's tasks are as follows:

- i. To review budgets initially prepared by staff, to help develop appropriate procedures for budget preparations, and on a consistency between the budget and the organisation's plans;
- ii. To ensure regular and accurate monitoring and accountability for funds and report to the Board on any financial irregularities and concerns;
- iii. To recommend financial guidelines to the Board (such as to establish a reserve fund or to obtain a line of credit for a specified amount);
- iv. To work with staff to design financial reports and ensure that reports are accurate and timely;
- v. To oversee short and long-term investments, unless there is a separate investments committee;
- vi. To advise the executive director and other appropriate staff on financial priorities and information systems, depending on committee member expertise.

8.0 Investment Committee*

To direct and monitor the investment of the assets of the charity for the sole interest of the beneficiaries. The committee is to discharge its duties with due care, skill and diligence as a prudent investor would under natural circumstances.

The specific responsibilities of the Committee include the following functions:

- i. Determine the charity's financial needs and work with the investment managers to ensure that those needs can be met by cash flows derived from operations, new donations and investments.
- ii. Determine the charity's risk tolerance and investment time horizon in consultation with the Board, together with input from the investment consultant.
- iv. Ensure that the investment objectives, policies, and guidelines are consistent and appropriate.
- iv. Evaluate the performance of the investment manager on a regular basis to ensure that policy guidelines are followed
- v. Develop policies and processes including KPIs relating to the hiring and termination of

the investment consultant and managers.

- vi. Review the asset allocation on a yearly basis with the help of the investment consultant to ensure that the allocations are appropriate given a change in the investment environment and/ or needs of the organisation.
- vii. Report on the investment performance and financial condition of the Fund to the Board on a half-yearly basis.

9.0 Public Relations/ Corporate Communications Committee*

The functions of the Public Relations Committee are as follows:

- i. To represent the organisation to the community;
- ii. To enhance the organisation's public image;
- iii. To review and recommend public education strategies to serve the objectives of the organisation; and
- v. To act as resource persons, and advise on public and media relations.

10.0 Public Policy Committee*

Organisations whose mission includes public policy or education may create a public policy committee that stays informed on relevant matters and brings proposals to the table for a Board position or an organisational activity.

*Future plans

11.0 BSL Office Bearers' Job Description

11.1 Chairman

- 1) Ensures the effective action of the board in governing and supporting the organisation, and oversees board affairs. Acts as the representative of the board as a whole, rather than as an individual supervisor to staff.
- 2) Partner with the centre manager in achieving the organisation's mission. 3) Provides leadership to the board in expediting the goals of the organisation.
- 4) Encourages Board's role in strategic planning.
- 5) Speaks to the media and the community on behalf of the organisation; represents the agency in the community.
- 6) Chairs meetings of the board after developing agendas in concert with the centre

manager.

- 7) Recommends to the board that committees are to be established and appoint the chairpersons of committees, in consultation with other board members.
- 8) Seeks volunteers for committees and coordinates individual board member assignments. Make sure each committee has a chairperson, and stays in touch with chairpersons to be sure that their work is carried out; identify committee recommendations that should be presented to the full board. Determine whether executive committee meetings are necessary and convene the committee accordingly. 9) Serves ex officio as a member of committees and attend their meetings when centre manager.
- 10) Establishes search and selection committee (usually acts as chair) for hiring a centre manager wherever necessary. Convenes board discussions on evaluating the centre manager and negotiating compensation and benefits package; conveys information to the executive director.
- 11) Reviews with the centre manager any issues of concern to the board and discuss issues confronting the organisation.
- 12) Formally evaluates the performance of the centre manager and informally evaluates the effectiveness of the board members.
- 13) Ensures that board matters are handled properly, including preparation of pre-meeting materials, committee functioning, and recruitment and orientation of new board members.
- 14) Monitors financial planning and financial reports.
- 15) Plays a leading role in fund-raising activities.
- 16) Evaluates annually the performance of the organisation in achieving its mission.
- 17) Performs other responsibilities assigned by the board.

11.2 Vice-Chairman

- 1) Acts as the Chairman in his or her absence; assists the president/chair on the above or other specified duties.
- 2) Reports to the Chairman.
- 3) Works closely with the Chairman and other staff.

- 4) Participates closely with the Chairman to develop and implement officer transition plans.
- 5) Frequently assigned to a special area of responsibility, such as membership, media, annual dinner, facility, or personnel.
- 6) Some organisations choose to make the vice president, explicitly or implicitly, the president-elect.
- 7) Performs other responsibilities as assigned by the Board.

11.3 Corporate Secretary

- 1) Maintains records of the board and ensures effective management of organisation's records.
- 2) Manages minutes of board meetings.
- 3) Ensures minutes are distributed to members shortly after each meeting.
- 4) Is sufficiently familiar with legal documents (constituencies, by-laws, etc.) to note applicability during meetings.

11.4 Treasurer

- 1) Manages the board's review of, and action related to, the board's financial responsibilities.
- 2) May work directly with the bookkeeper or other staff in developing and implementing financial procedures and systems.
- 3) Ensures that appropriate financial reports are made available to the board. Regularly reports to board on key financial events, trends, concerns, and assessment of fiscal health.
- 4) Recommends to the board whether the organisation should have an audit. If so, selects and meets annually with the auditor in conjunction with the Finance and/or Audit Committees.
- 5) Ensures, through the Finance Committee, sound management and maximisation of cash and investments.

12.0 Statement of Individual Board Member's Responsibilities

Board members of charities are expected to meet certain standards of board behaviour and conduct as outlined below:

12.1 General Expectations

1. Know the vision, mission, purposes, goals, policies, programmes, services, strengths and needs of Blossom Seeds Limited.
2. Perform duties as a board member responsibly and diligently.
3. Attend all board meetings and serve on committees so assigned.
4. Serve in leadership positions and undertake special assignments willingly and enthusiastically.
5. Keep abreast with trends in the charity sector and other factors that will affect the work of Blossom Seeds Limited.
6. Build goodwill and team spirit among Blossom Seeds Limited Board members and Blossom Seeds Limited staff for the benefit of the collective interest of Blossom Seeds Limited.
7. Maintain independence and objectivity and exercise fairness, integrity and ethics in the execution of their duties.
8. To be mindful that as board members they represent Blossom Seeds Limited publicly and must seek to promote the image and interests of Blossom Seeds Limited whenever appropriate.

12.2 Meetings

1. Read the minutes of meetings and supporting materials prior to Blossom Seeds Limited Board and committee meetings.
2. Raise timely and substantive questions and request for information whenever there is something that appears unclear or questionable, to ensure that all policy matters are thoroughly deliberated.
3. Participate in and take responsibility for making decisions on issues, policies and other Blossom Seeds Limited Board matters.
4. Ensure that all decisions taken by the Blossom Seeds Limited Board are aligned to Blossom Seeds Limited's purpose and mission.

5. Maintain confidentiality of the Blossom Seeds Limited Board meeting sessions, and support the final majority decision on issues discussed by the Blossom Seeds Limited Board.
6. Periodically suggest agenda items for Blossom Seeds Limited Board and committee meetings and ensure that significant, policy-related matters are addressed.

12.3 Relationship with Staff

1. Provide direction and guidance to the Centre Manager and team and support him or her in the work.
2. In conducting Blossom Seeds Limited Board business, avoid asking for specific favours of the staff, (including special requests for extensive information), or giving specific instructions to the staff, without prior consultation with the Centre Manager.
3. Follow established policies and procedures in dealing with grievance or complaints against Blossom Seeds Limited or its staff and to avoid prejudiced judgement on the basis of information received from individuals or groups without due inquiry.

12.4 Conflict of Interests

1. Serve Blossom Seeds Limited as a whole rather than any special interest group or constituency.
2. Declare any personal or vested interest in business transactions, contracts and/or joint ventures that Blossom Seeds Limited may enter into, as soon as such conflict or the possibility of such conflict arises and to abstain from discussion, decision-making and/or voting on the transaction or contract.
3. Declare any close relationships (i.e., more than acquaintances) with staff or recruits, and refrain from influencing decision in the recruitment process.
4. Serve his or her term of office without remuneration so as to maintain the integrity of serving for public trust and community good instead of for personal gain.
5. In performing board member duties, not to accept or offer personal favours or gifts from or to any interest group, constituency, or Blossom Seeds Limited staff.

12.5 Financial Responsibilities

1. Exercise prudence and integrity in the management, control and transfer of Blossom Seeds Limited funds, investments and other financial assets.
2. Review Blossom Seeds Limited's financial statements, paying attention to issues that are of concern to Blossom Seeds Limited.

12.6 Fund-Raising

1. Assist charity staff by supporting fund-raising strategies and promote these strategies through personal influence and contacts with others (corporations, individuals, and foundations).

13.0 Board Selection

To build expertise in diverse capabilities that continue to meet the needs of BSL's strategy. It shall comprise an appropriate balance and mix of skills, knowledge, experience, and other aspects of diversity such as gender and age, so as to avoid groupthink and foster constructive debate.

14.0 Nominate New Board Member

Nominate and appoint next board member based on the assessment procedures below:

- Anticipated vacancies (e.g. due to resignation, future expansion or impending retirement of an incumbent Board Member);
 - Changes in personal circumstances of an incumbent Board Member which the independence status, commitment or performance of the Board Member;
 - Mix of Board competencies needed;
 - Current Board's effectiveness based on results of performance evaluation
-
- A renewal is often the outcome of a holistic review of skills and capabilities on the Board, which then leads to the addition of new Board Members or replacement of current Board Members.
 - There shall be periodic re-nomination provisions for their Board Members at least once every three years and disclosed in the annual reports, reasons for retaining Board Members who stay for more than 10 consecutive years.
 - Succession planning is performed once a year by the nomination committee to review Board Members who are due to step down in the coming future. The Board will be better able to adapt its Board composition over time to ensure its members have the right mix of skills, backgrounds and other attributes to equip the charity for the challenges ahead.

15.0 Induction and Ongoing Training for Board Members

1. All incoming members are given appropriate induction which includes an orientation programme, to ensure they are familiar with the charity's work and governance practices.

2. Training for appointed board members are generally conducted via engagement sessions with the Board of BSL to provide them with an in-depth understanding of the vision and mission of BSL, our objectives, strategic focus and participation in various organisational activities to get insight into implementation effectiveness beyond board meetings.
3. Board Members are also encouraged to attend training courses organised for charity board members..

16.0 Board Evaluation

The performances of the Board and Committees are reviewed and evaluated at the Board level annually via a Board Self-Evaluation exercise. The Nomination Committee will incorporate the findings into the planning for any new recruitment and Board training.

16.1 Transparency and diverse contributions

Board Members have equal access to all the relevant information that is needed to make sound and informed decisions. They are given the opportunity to state their position or voice concerns, regardless of their backgrounds and personalities.

16.2 Organise meeting efficiently

Meeting agendas are set out 7 calendar days, or such shorter notice as may be agreed by the Board, shall be given by the Secretary to the intended attendees of the meeting, specifying the agenda, time and venue of the Board meeting. Matters that need discussion and those that need decisions are properly distinguished.

The quorum for a Board meeting is at least half of the Board Members, with the majority of the quorum being Board Members independent from staff.

16.3 Encouraging and supportive

The board participation in various charity events provides encouragement to the management and the charity's volunteers and supports their aspirations as they work together towards achieving the charity's vision, mission and strategic goals.

Acknowledgement

I acknowledge the above expectations of my role as a Board Member. I also acknowledge receipt of this Blossom Seeds Limited Board Kit which will be returned to Blossom Seeds Limited at the end of my Board term or upon my resignation before the completion of my tenure.

Signed:

Name:

Date:

Conflict of Interest Disclosure Statement

With regard to my service as board member of BSL, this is to declare that I,

Except as described below, am not now nor at any time during the past year have been:

1. A participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party doing business with BSL which has resulted, or could result in personal benefit to me.
2. A recipient, directly or indirectly, of any salary payments or loans or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organisation engaged in any transaction with BSL.

Any exceptions to (1) or (2) are stated below with a full description of the transactions and of the interest, whether direct or indirect, which I have (or had during the past year) in the persons or organisations having transactions with the BSL.

I would like to report the following potential conflict of interest for the year ended 31 December 201x:

Area of conflict Details	Details
I am affiliated to another charity.	
I am affiliated to any vendor, supplier, or any other party providing or bidding for providing services, having a direct or indirect interest in any business transactions, agreement, or investment.	
I am affiliated to someone who is a party to or has an interest in any pending legal proceedings involving BSL.	
I am interested in purchasing services from BSL.	
I am affiliated to person(s) who is/are interested in purchasing services from BSL.	
I have business dealings or transactions with a vendor, supplier or any other party which could result in benefiting me.	
I am affiliated to any staff involved in BSL.	
Others	

*Affiliated refers to being connected to another party who could be one of the following:

Spouse, domestic partner, child, mother, father, brother or sister or close associates; any corporation, business or non-profit organisation of which you serve as staff, officer, board member, partner, participate in management or are employed by; any trust or other estate in which you have a substantial interest or as to which you serve as a trustee or in a similar capacity.

- I hereby confirm that the disclosure made above are complete and correct to the best of my information and belief.
- I shall not percolate in the discussion and decision---making of the matter in question.
- I will nonfee [the chairman/vice-chairman] immediately if I come to know that this disclosure is inaccurate or that I have not complied with the conflict-of-interest policy.

Signature

Name/Designation

Date

Version update:

This handbook has been revised and updated as follows.

Updated by	Date
Ong Siew Chin	1 November 2017
Ong Ai Lan	13 October 2021