Board Governance Policy and Procedure

Version Control

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Board Governance Policy and Procedure

1. **Title**
   The policy shall be called as Board Governance Policy and Procedure. Here board means the National Executive Committee.
2. **Commencement**

   This Policy guidelines shall come into effect from the date of approval by the Telemedicine Society of India Executive Committee (TSI EC) and General Body.

3. **Preamble**
   The Telemedicine Society of India (TSI), established as a not-for-profit scientific body, is committed to advancing the field of telemedicine, digital health, and allied domains to improve access, quality, and equity in healthcare delivery. In pursuit of its vision and objectives, TSI operates through a structured governance framework as defined in its Byelaws.

   The National Executive Committee (EC) of the Telemedicine Society of India (TSI) is constituted in accordance with the provisions of the TSI Memorandum of Association and Registered Bylaws. The EC serves as the principal executive authority responsible for governance, administration, and strategic direction of the Society, ensuring effective management, safeguarding institutional integrity, and promoting accountability in all its activities, subject to the overall control of the General Body. The EC plays a pivotal role in guiding the Society's direction, fostering collaborations, enabling innovation, and ensuring alignment with national priorities and global best practices in digital health.

   This Board (Executive Committee) Governing Policy and Procedure has been developed to establish a clear, transparent, and robust framework for the functioning of the EC. It outlines the principles, roles, responsibilities, powers, and processes that govern the conduct of the Board, ensuring consistency with the TSI Byelaws and applicable legal provisions.

   The policy is guided by the core values of transparency, accountability, integrity, inclusiveness, and effectiveness, and seeks to strengthen institutional governance through structured decision-making, ethical conduct, and performance-oriented leadership.
   This policy is framed in alignment with the provisions of the Societies Registration Act, 1860, and other applicable laws and regulations of India, to ensure that the governance of the Society is legally compliant, transparent, and

accountable. It further incorporates established principles of good governance drawn from national and international best practices.

By adopting this policy, the Executive Committee reaffirms its commitment to uphold the highest standards of governance, to act in the best interests of the Society and its members, and to contribute meaningfully towards the advancement of telemedicine and digital health in India and globally.

4. **Purpose**

This policy defines the governance structure, roles, responsibilities, powers, and operational procedures of the National Executive Committee (EC) of the Telemedicine Society of India (TSI).

The objective is to ensure:

4.1 Transparent, accountable, and efficient governance
4.2 Alignment with TSI's aims and objectives
4.3 Compliance with the Society's Byelaws and applicable legal provisions

5. **Scope**

This policy applies to:

5.1 All members of the National Executive Committee
5.2 Office bearers of TSI at the national level
5.3 Sub-committees constituted by the NEC.

6. **Definitions**

6.1. "Society": The "Society" shall mean the Telemedicine Society of India (TSI), a not-for-profit scientific body registered under the Societies Registration Act, 1860, including its national body, state chapters, and affiliated structures.

6.2. "Executive Committee (EC)" / "Board": The "Executive Committee" or "Board" shall mean the Governing Body of the Society, constituted in accordance with the TSI Byelaws, entrusted with the management, control, and administration of the affairs of the Society.

6.3. "Office Bearers": "Office Bearers" shall include the President, President-Elect, Vice-President, Immediate Past President, Honorary Secretary, Joint Secretary, and Treasurer of the Society.

6.4. "General Body": The "General Body" shall mean the collective body of all registered members of the Society, vested with ultimate authority on matters such as elections, approvals, and ratification of decisions as per the Byelaws.

6.5. "Member": A "Member" shall mean any individual or entity admitted to the Society under the categories defined in the Byelaws, with rights and responsibilities as specified therein.

6.6. "Quorum":" Quorum" shall mean the minimum number of members required to be present to validly conduct a meeting of the Executive Committee, as defined in the Byelaws.

6.7. "Conflict of Interest" "Conflict of Interest" shall mean any situation in which a member's personal, financial, or professional interests may directly or indirectly influence, or appear to influence, their objectivity in decision-making related to the Society

6.8. "Fiduciary Duty" :"Fiduciary Duty" refers to the legal and ethical obligation of EC members to act in good faith, with due care, diligence, and loyalty, in the best interests of the Society.

6.9. "Governance" : "Governance" shall mean the system of rules, practices, and processes by which the Executive Committee directs, controls, and oversees the functioning of the Society.

6.10. "Management" : "Management" shall refer to the operational arm of the Society, including Office Bearers, staff, or appointed professionals (e.g., CEO/COO/Project Director), responsible for execution of decisions made by the EC.

6.11. "Sub-Committee" / "Committee" : A "Sub-Committee" shall mean a group constituted by the EC for specific functions, with defined roles, tenure, and reporting responsibilities.

6.12. "Resolution" : A "Resolution" shall mean a formal decision adopted by the Executive Committee or General Body through voting or consensus.

6.13. "Financial Year" : "Financial Year" shall mean the period from 1st April to 31st March, as applicable under Indian law and the Society's Byelaws.

6.14. "Digital Governance" : "Digital Governance" shall refer to the use of digital platforms, electronic communication, and information systems for conducting meetings, maintaining records, and managing Society operations securely and efficiently.

6.15. "Resolution" : A "Resolution" shall mean a formal decision adopted by the Executive Committee or General Body through voting or consensus.

6.16. "Applicable Laws" : "Applicable Laws" shall include all relevant laws, rules, and regulations in force in India, including but not limited to:

6.16.1. Societies Registration Act, 1860

6.16.2. Income Tax Act, 1961

6.16.3. Goods and Services Tax Act, 2017

6.16.4. Information Technology Act, 2000
6.16.5. Sexual Harassment of Women at Workplace Act, 2013
6.16.6. Indian Contract Act, 1872
6.16.7. Foreign Contribution (Regulation) Act, 2010 (wherever applicable)

7. Statement on Inclusive Language

All references to roles and designations in this policy document are gender-neutral and shall apply to individuals of any gender.

8. Legal Basis and Authority

The Executive Committee (EC) functions as the Governing Body of TSI, entrusted with management and administration of the Society as per the Byelaws .

The EC derives its authority from:

8.1. TSI Byelaws (Articles IX, XI, XII)
8.2. Societies Registration Act, 1860
8.3. Resolutions of the General Body

9. Composition of the Executive Committee

9.1. Structure

The EC shall consist of:

9.1.1. President
9.1.2. President-Elect
9.1.3. Vice-President
9.1.4. Immediate Past President
9.1.5. Honorary Secretary
9.1.6. Joint Secretary
9.1.7. Treasurer
9.1.8. Seven (7) Executive Committee Members (As per ByeLaws Articles IX & XI)

9.2. Additional Members

9.2.1. Co-opted members (non-voting)
9.2.2. Presidential Circle nominees (non-voting)
9.2.3. Appointed professionals (CEO/COO/Project Director, etc.)
9.2.4.

10. Tenure

10.1. EC term: The tenure of the EC shall be two(2)years
10.2. President / VP / President-Elect: One (1) year each (progressive leadership cycle)
10.3. Secretary / Treasurer / EC Members: two (2) years
10.4. No member of the Executive Committee shall contest/hold the office for more than two terms (consecutively or in two terms) in the same capacity
10.5. Member may take break and recontest for same post.

11. Roles and Responsibilities

The Executive Committee (EC), functioning as the Governing Body of the Telemedicine Society of India (TSI), shall be responsible for the overall governance, strategic direction, and oversight of the Society, in accordance with its ByeLaws and applicable laws.

11.1. Collective Responsibilities of the Executive Committee is to:

11.1.1. Provide Strategic Leadership and Direction

11.1.1.1. Define and approve the vision, mission, and strategic priorities of the Society

11.1.1.2. Approve the Strategic Plan (3–5 years) and annual operational plans

11.1.1.3. Ensure alignment of all programs and activities with TSI's objectives

11.1.1.4. Monitor progress through Key Performance Indicators (KPIs)

11.2. Policy Formulation and Governance

11.2.1. Develop, review, and approve:

11.2.1.1. Governance policies

11.2.1.2. Operational guidelines

11.2.1.3. Codes of conduct

11.2.2. Ensure policies are:

11.2.2.1. Consistent with ByeLaws

11.2.2.2. Compliant with applicable laws

11.3. Financial Management, Oversight and Stewardship

11.3.1. Approve:

11.3.1.1. Annual budgets

11.3.1.2. Financial plans and resource allocation

11.3.2. Ensure:

11.3.2.1. Proper utilization of funds

11.3.2.2. Financial sustainability

11.3.2.3. Maintenance of accounts and records

11.3.3. Oversee:

11.3.3.1. Audits (internal/external)

11.3.3.2. Compliance with the Income Tax Act, 1961 and GST Act, 2017

11.4. Legal and Regulatory Compliance

11.4.1. Ensure compliance with:

11.4.1.1. Societies Registration Act, 1860

11.4.1.2. Information Technology Act, 2000

11.4.1.3. POSH Act, 2013

11.4.1.4. Indian Contract Act, 1872

11.4.1.5. FCRA, 2010 (if applicable)

11.4.2. Ensure timely:

11.4.2.1. Statutory filings
11.4.2.2. Regulatory reporting

11.5. Organizational Oversight
11.5.1. Supervise functioning of:
11.5.2. State Chapters
11.5.3. Committees and task forces
11.5.4. Ensure: Coordination across units
11.5.5. Standardization of processes

11.6. Risk Management
11.6.1. Establish and oversee a Risk Management Framework
11.6.2. Review: Risk register
11.6.3. Mitigation strategies
11.6.4. Address: Financial, legal, reputational, and operational risks

11.7. Approve collaborations, MoUs, and partnerships

11.8. Stakeholder Engagement
11.8.1. Build and maintain relationships with:
11.8.1.1. Government agencies
11.8.1.2. Academic institutions
11.8.1.3. Industry partners
11.8.1.4. International organizations
11.8.2. Promote TSI's visibility and credibility

11.9. Ethics and Integrity
11.9.1. Uphold:
11.9.1.1. Ethical governance practices
11.9.1.2. Transparency and accountability
11.9.2. Enforce:
11.9.2.1. Conflict of Interest policy
11.9.2.2. Code of conduct

11.10. Monitoring and Evaluation
11.10.1. Review organizational performance periodically
11.10.2. Evaluate:
11.10.2.1. Programs and initiatives
11.10.2.2. Committee effectiveness
11.10.3. Ensure continuous improvement

11.11. Institutional Development
11.11.1. Promote:
11.11.1.1. Innovation in telemedicine and digital health
11.11.1.2. Capacity building and knowledge sharing
11.11.2. Support:
11.11.2.1. Research, training, and academic activities

11.12. EC members shall be indemnified for actions taken in good faith in discharge of their duties as per ByeLaws.

12. Roles and Responsibilities of Office Bearers

12.1. President

The President shall serve as the Chief Executive Leader of the Society and shall be responsible for providing strategic direction, governance oversight, and leadership to the Telemedicine Society of India (TSI), in accordance with its ByeLaws and applicable laws.

Without prejudice to the generality of the above, the President shall:

12.1.1. Preside over and conduct meetings of the Society and its Executive Committee, ensuring orderly proceedings, adherence to agenda, and effective decision-making, and shall exercise a casting vote in the event of a tie.

12.1.2. Ensure that meetings are conducted in accordance with the Society's ByeLaws, governance policies, and applicable legal provisions.

12.1.3. Provide overall leadership and strategic direction to the Society, and supervise the general activities to ensure alignment with its vision, mission, and objectives.

12.1.4. Guide and monitor the implementation of policies, programs, and decisions approved by the Executive Committee.

12.1.5. Contribute towards the financial sustainability and resource mobilization of the Society, including promoting partnerships, sponsorships, and funding opportunities.

12.1.6. Provide oversight on financial matters in coordination with the Treasurer, ensuring prudent and transparent financial management.

12.1.7. May constitute and appoint Committees or Sub-Committees, as deemed necessary, to support the effective functioning, welfare, and advancement of the Society, subject to ratification by the Executive Committee where required.

12.1.8. Define the scope, objectives, and reporting mechanisms of such Committees.

12.1.9. Shall have the authority to convene Executive Committee or General Body meetings in emergency situations, and take necessary interim decisions in the best interest of the Society, subject to subsequent ratification by the Executive Committee.

12.1.10. Represent the Society at national and international forums, and act as its official spokesperson.

12.1.11. Address members and stakeholders during the Annual Conferences and major events of the Society.

12.1.12. Authorize and oversee official communications and correspondence with external entities, including government

bodies, academic institutions, industry partners, and other organizations.

12.1.13. Act as the authorized signatory, or designate authorized representatives, for:

12.1.13.1. Commercial arrangements
12.1.13.2. Not-for-profit collaborations
12.1.13.3. Memoranda of Understanding (MoUs)
12.1.13.4. Strategic partnerships

subject to approval of the Executive Committee and compliance with applicable laws, including the Indian Contract Act, 1872.

12.1.14. Call upon Office Bearers, Executive Committee Members, and Committees to submit periodic reports on performance, activities, and outcomes.

12.1.15. Review and monitor the performance of the Society's governance and operational structures.

12.1.16. Promote effective functioning of the Executive Committee by:

12.1.16.1. Facilitating informed decision-making
12.1.16.2. Encouraging active participation of members
12.1.16.3. Ensuring adherence to governance standards

12.1.17. Support leadership development and succession planning, including mentoring the President-elect and future leaders.

12.1.18. Ensure that the Society operates in compliance with:

Societies Registration Act, 1860
Income Tax Act, 1961
Other applicable laws and regulations

12.1.19. Uphold the highest standards of integrity, transparency, and ethical conduct, and ensure enforcement of the Society's Code of Conduct and Conflict of Interest policy.

12.1.20. Exercise casting vote in case of tie

12.2. President Elect

The President-Elect shall:

12.2.1. Assist the President in all functions
12.2.2. Act in the absence of the President
12.2.3. Serve as Returning Officer for elections
12.2.4. Prepare to assume leadership responsibilities
12.2.5. Support strategic initiatives and continuity

12.3. Vice-President

The Vice-President shall:

12.3.1. Support governance and strategic activities

12.3.2. Lead scientific and academic initiatives

12.3.3. Chair relevant committees (e.g., Scientific Committee) by default the Chair of Scientific Committee of the Telemedicon.

12.3.4. Promote research and innovation activities

12.4. Immediate Past President

12.4.1. The Immediate Past President shall:

12.4.2. Provide continuity and institutional memory

12.4.3. Advise the EC and President

12.4.4. Support mentorship and leadership transition

12.5. Honorary Secretary

The Honorary Secretary shall act as the Chief Administrative Officer of the Telemedicine Society of India (TSI) and shall be responsible for the efficient administration, coordination, communication, and regulatory compliance of the Society, in accordance with its ByeLaws and applicable laws.

Without prejudice to the generality of the above, the Honorary Secretary shall perform the following duties and obligations:

12.5.1. Convene meetings of the Executive Committee (EC) as required, ensuring that:

12.5.1.1. A minimum of one EC meeting is held per month,

12.5.1.2. Meetings are convened upon written requisition of:

12.5.1.3. Not less than four (4) EC members, or

12.5.1.4. Not less than one-third (1/3) of EC members, or

12.5.1.5. Annual General Body meeting or as required for Special General Body Meeting (SGBM)

12.5.2. Ensure that meetings may be conducted in physical, virtual (online), or hybrid mode, in compliance with applicable provisions of the Information Technology Act, 2000 and governance norms.

12.5.3. Prepare and circulate the agenda for meetings of the Executive Committee and General Body in advance.

12.5.4. Record, maintain, and preserve minutes of all meetings, ensuring:

12.5.4.1. Accuracy and completeness

12.5.4.2. Timely circulation

12.5.4.3. Proper archival for legal and audit purposes

12.5.5. Ensure that decisions and resolutions passed by the Executive Committee and General Body are effectively implemented by the concerned Office Bearers, Committees, or members.

12.5.6. Monitor progress and report the status of implementation to the Executive Committee.

12.5.7. Manage and oversee all **official correspondence** of the Society, including communication with:

12.5.7.1. Members

12.5.7.2. Government bodies

12.5.7.3. Partner institutions

12.5.7.4. External stakeholders

12.5.8. Issue correspondence on behalf of the Society under the direction of the President or the Executive Committee, in compliance with the Indian Contract Act, 1872 where applicable.

12.5.9. Organize, coordinate, and facilitate activities, programs, and initiatives for the **fulfillment of the objectives of the Society**, including academic, scientific, and outreach activities.

12.5.10. Call for and review documents, records, or papers from any Office Bearer, Committee, or member relating to the work of the Society for:

12.5.10.1. Inspection

12.5.10.2. Review

12.5.10.3. Necessary administrative action

12.5.11. Submit observations, recommendations, or reports on such matters to the Executive Committee

12.5.12. Support efforts for resource mobilization and financial sustainability of the Society, in coordination with the Treasurer and Executive Committee.

12.5.13. Assist in identifying opportunities to improve funds through:

12.5.13.1. Programs

12.5.13.2. Partnerships

12.5.13.3. Membership initiatives

12.5.14. Issue notices for meetings of the Executive Committee and General Body, including through electronic means such as email, ensuring adequate notice period as per ByeLaws.

12.5.15. Maintain updated communication channels with members and ensure timely dissemination of information.

12.5.16. Facilitate publication of the Society's newsletter at periodic intervals as decided by the Executive Committee.

12.5.17. Ensure dissemination of newsletters and updates through:

12.5.17.1. Electronic communication

12.5.17.2. Digital platforms

12.5.17.3. Other appropriate channels

12.5.18. Promote visibility of the Society's activities, including those of State Chapters, through appropriate communication strategies

12.5.19. Liaise with the Registrar of Societies and other statutory authorities to ensure compliance with:

12.5.19.1. Societies Registration Act, 1860

12.5.19.2. Applicable State regulations

12.5.20. Ensure timely submission of:

12.5.20.1. Statutory filings

12.5.20.2. Returns

12.5.20.3. Compliance documents

12.5.21. Prepare the Annual Report of the Society, covering:

12.5.21.1. Activities and achievements

12.5.21.2. Financial overview (in coordination with Treasurer)

12.5.21.3. Strategic progress

12.5.22. Circulate the Annual Report to all members and present it before the General Body.

12.5.23. Ensure proper maintenance of:

12.5.23.1. Digital records

12.5.23.2. Member databases

12.5.23.3. Document repositories

12.5.24. Promote the use of secure digital systems for communication, documentation, and governance processes.

12.5.25. Provide administrative and coordination support to the Executive Committee to ensure:

12.5.25.1. Efficient functioning

12.5.25.2. Timely execution of decisions

12.5.25.3. Smooth governance processes

12.5.26. Represent TSI in meetings, programs, conferences. Represent the Society at national and international forums, and act as its official spokesperson

12.5.27. Sign MoU and develop Partnerships

12.6. Joint Secretary

The Joint Secretary shall:

12.6.1. Assist the Honorary Secretary

12.6.2. Act in the absence of the Secretary

12.6.3. Support coordination and communication

12.7. Treasurer

The Treasurer of the Telemedicine Society of India (TSI) shall be responsible for the financial management, integrity, transparency, and statutory compliance of all financial affairs of the Society, in accordance with its ByeLaws and applicable laws.

12.7.1. Assist the Honorary Secretary in the day-to-day financial administration and activities of the Society, particularly from an accounting and financial management perspective.

12.7.2. Ensure proper collection, custody, and management of funds necessary for the maintenance and activities of the Society.

12.7.3. Ensure that all funds are deposited and maintained in scheduled/commercial banks, as approved by the Executive Committee.

12.7.4. Maintain accurate and up-to-date books of accounts, including records of all receipts, payments, assets, and liabilities of the Society.

12.7.5. Issue official receipts for all funds, donations, subscriptions, or any other amounts received by or on behalf of the Society.

12.7.6. Maintain supporting documentation for all financial transactions, including: Bills , Vouchers , Payee receipts , Invoices

12.7.7. Ensure that all financial records are maintained in a manner compliant with: Income Tax Act, 1961 and Applicable accounting standards

12.7.8. Operate the Society's bank accounts as an authorized signatory, jointly with the President and/or Honorary Secretary, as approved by the Executive Committee.

12.7.9. Ensure proper reconciliation of bank accounts on a periodic basis.

12.7.10. Prepare and present the annual budget for approval by the Executive Committee.

12.7.11. Monitor budget utilization and report variances and financial performance to the Executive Committee periodically.

12.7.12. Prepare the annual financial statements, including: Income and Expenditure Statement , Balance Sheet , Receipts and Payments Account

12.7.13. Submit financial statements to the Honorary Secretary for inclusion in the Annual Report.

12.7.14. Ensure that the accounts of the Society are audited by a qualified/authorized auditor in accordance with applicable laws.

12.7.15. Present the audited financial statements before the Annual General Body Meeting for approval.

12.7.16. Facilitate disbursement of funds for: Scientific activities , Academic programs , Administrative functions strictly in accordance with: Approved budgets , and Executive Committee approvals

12.7.17. Ensure that all expenditures are: Properly authorized, Documented, in line with financial policies

12.7.18. Ensure compliance with:

12.7.18.1. Income Tax Act, 1961 (including filing requirements)

12.7.18.2. Goods and Services Tax Act, 2017, where applicable

12.7.18.3. Foreign Contribution (Regulation) Act, 2010 (FCRA), if applicable

12.7.19. Assist in ensuring timely submission of financial returns and statutory filings.

12.7.20. Coordinate with statutory authorities, auditors, and financial institutions as required.

12.7.21. Ensure financial transparency by:

12.7.21.1. Providing periodic financial reports to the Executive Committee

12.7.21.2. Facilitating access to financial records for audit and review

12.7.22. Support the Executive Committee in ensuring financial accountability and governance.

12.7.23. Establish and maintain internal financial controls to prevent:

12.7.23.1. Misuse of funds

12.7.23.2. Fraud or financial irregularities

12.7.24. Identify and report financial risks to the Executive Committee and recommend mitigation measures.

12.8. Roles of Executive Committee Members

EC Members shall:

12.8.1. Participate actively in meetings and decision-making

12.8.2. Contribute expertise and professional judgment

12.8.3. Serve on committees and task forces

12.8.4. Promote TSI's mission and activities

12.8.5. Ensure accountability and transparency

12.8.6. Avoid conflicts of interest

13. Fiduciary Responsibilities of EC Members

All EC members shall:

13.1. Act in good faith and in the best interest of the Society

13.2. Exercise due care, diligence, and skill

13.3. Avoid personal gain from their position

13.4. Maintain confidentiality of sensitive information

14. Accountability and Attendance

14.1. Members must attend EC meetings regularly

14.2. Absence from two consecutive meetings without valid reason may attract action such as removal from the EC

14.3. Members shall be accountable for assigned responsibilities

15. Powers of the EC

15.1. Administrative

15.1.1. Membership decisions

15.1.2. Appointments and delegation

15.2. Financial

15.2.1. Budget approval

15.2.2. Expenditure sanction

15.2.3. Fund management

15.3. Strategic

15.3.1. Policy and program approvals

15.3.2. Partnerships and MoUs

15.4. Regulatory

15.4.1. Disciplinary actions

15.4.2. Code of conduct enforcement

16. Executive Committee (EC) Members Orientation

16.1. All newly elected members of the Executive Committee shall undergo a structured orientation and induction program to ensure a clear understanding of their roles, responsibilities, and the governance framework of the Telemedicine Society of India (TSI).

16.2. The orientation program shall be conducted as soon as practicable after the constitution of the Executive Committee, and preferably within 30 days of assuming office.

16.3. The orientation program shall aim to:

16.3.1. Familiarize EC members with the vision, mission, and objectives of the Society

16.3.2. Provide clarity on roles, responsibilities, and fiduciary duties

16.3.3. Ensure understanding of the ByeLaws, governance policies, and procedures

16.3.4. Orient members on legal and regulatory requirements, including:

16.3.4.1. Societies Registration Act, 1860

16.3.4.2. Income Tax Act, 1961

16.3.4.3. Other applicable laws

16.3.5. Strengthen understanding of:

16.3.5.1. Decision-making processes

16.3.5.2. Financial governance

16.3.5.3. Risk management

16.3.5.4. Ethical standards and conflict of interest

16.4. The orientation shall include, but not be limited to:

16.4.1. Overview of TSI structure and governance framework

16.4.2. Roles of Office Bearers and EC Members

16.4.3. Review of key policies and procedures

16.4.4. Financial management and reporting systems

16.4.5. Committee structure and functioning

16.4.6. Strategic priorities and ongoing initiatives

16.4.7. Digital governance systems and communication channels

16.5. The Governance Committee (where constituted), in coordination with the President and Honorary Secretary, shall:

16.5.1. Design and conduct the orientation program

16.5.2. Provide relevant documents and materials

16.5.3. Facilitate interactive discussions and clarifications

16.6. Attendance of EC members in the orientation program shall be recorded and maintained

16.7. Orientation materials shall be documented and made accessible for future reference

17. Meetings

The meetings of the Executive Committee (EC) and General Body (GB) shall be conducted in a manner that ensures **transparency, accountability, effective decision-making, and compliance** with the Society's ByeLaws

and applicable laws. Meetings may be held in: **Physical (in-person) mode / Virtual (online) mode / Hybrid mode** in accordance with the **Information Technology Act, 2000** and accepted governance practices.

17.1. Frequency of Meetings

The EC shall meet **at least once every month, on a specific date and time as fixed by the EC.**

Additional meetings may be convened:

a. By the President
b. By the Honorary Secretary
c. Upon written requisition by:
    a. At least **four (4) EC members**, or
    b. **One-third (1/3) of EC members**

17.2 General Body Meetings

17.2.1 Annual General Body Meeting (AGM) shall be held once every year

17.2.2 Extraordinary / Special/ Emergency General Body Meeting (EGBM) may be convened:

17.2.2.1 By the President/EC, or

17.2.2.2 Upon requisition as per ByeLaw (Details available in meeting policy and procedure document.)

17.3Notice of Meetings

17.3.1 Notice for meetings shall be issued by the Honorary Secretary

17.3.2 Notices may be sent via:

17.3.3 Email (permitted and valid)

17.3.4 Official communication platforms

17.4 Minimum Notice Period (recommended standard):

17.4.1 EC Meetings: 7 days

17.4.2 AGM: 14–21 days

17.4.3 E GBM: Shorter notice permitted in emergencies

17.4.4 Notice shall include:

17.4.4.1 Date, time, and mode of meeting

17.4.4.2 Agenda items

17.4.4.3 Supporting documents (where applicable)

17.5 Agenda

17.5.1 The agenda shall be prepared by the **Honorary Secretary** in consultation with the **President**

17.5.2 Agenda shall be circulated in advance

17.5.3 Any member may request inclusion of items, subject to approval

17.6 Quorum

17.6.1 Quorum for EC and GB meetings shall be as defined in the **ByeLaws**

17.6.2 No business shall be transacted without quorum

17.6.3 If quorum is not met:

17.6.4 Meeting may be adjourned and reconvened as per ByeLaws

17.7 Conduct of Meetings

17.7.1 Meetings shall be presided over by the **President**

17.7.2 In absence of the President:

17.7.3 President-Elect / Vice-President shall preside

17.7.4 The Chair shall:

17.7.5 Ensure orderly conduct

17.7.6 Facilitate participation

17.7.7 Maintain focus on agenda

17.7.8 Ensure decisions are properly recorded

17.8 Decision-Making

17.8.1 Decisions shall be made by:

17.8.2 **Majority vote**, or

17.8.3 **Consensus**, where possible

17.8.4 In case of a tie:

17.8.5 The **President shall exercise a casting vote**

17.9 Voting

17.9.1 Voting may be conducted by:

17.9.2 Show of hands

17.9.3 Voice vote

17.9.4 Electronic voting (for virtual meetings)

17.9.5 Decisions shall be formally recorded as **Resolutions**

17.10 Minutes of Meetings

17.10.1 Minutes shall be:

17.10.1.1 Recorded by the Honorary Secretary

17.10.1.2 Maintained as official records

17.10.2 Minutes shall include:

17.10.2.1 Date and type of meeting

17.10.2.2 List of attendees

17.10.2.3 Agenda items discussed

17.10.2.4 Decisions/resolutions taken

17.10.2.5 Action points and responsibilities

17.10.3Minutes shall be:

17.10.3.1 Circulated within a reasonable timeframe (preferably within 7–10 days)

17.10.3.2 Approved in the subsequent meeting

17.11 Action Taken Report (ATR) (Advanced Governance Addition)

17.11.1An Action Taken Report (ATR) shall be presented in each EC meeting

17.11.2ATR shall track:

17.11.2.1 Status of previous decisions

17.11.2.2 Pending actions

17.11.2.3 Responsible persons

17.12 Emergency meetings may be convened:

17.12.1 By the President or Secretary

17.12.2 Shorter notice period may be permitted

17.12.3 Decisions taken shall be ratified in the subsequent EC meeting

17.13 Participation and Attendance

17.13.1 EC members are expected to:

17.13.2 Attend meetings regularly

17.13.3 Actively participate in discussions

17.13.4 Absence from two consecutive meetings without valid reason may:

17.13.5 Be recorded

17.13.6 Invite review/action by EC

17.14 Virtual Meeting Protocol For online/hybrid meetings:

17.14.1 Identity of participants shall be verified

17.14.2 Participation shall be considered valid for quorum

17.14.3 Voting may be conducted electronically

17.14.4 Meetings shall be recorded where appropriate

17.14.5 Confidentiality must be maintained

17.15 Executive Sessions (Advanced Governance Practice)

17.15.1 The EC may hold closed-door (Executive) sessions without non-EC participants

17.15.2 Used for:

17.15.3 Sensitive matters

17.15.4 Leadership or performance discussions

17.16 Record Keeping

17.16.1 All meeting records shall be:

17.16.2 Safely maintained (physical/digital)

17.16.3 Accessible for audit and review

17.16.4 Records shall be retained in accordance with:

17.16.5 Legal requirements

17.16.6 Organizational policy

Annex

1. Roles, Responsibilities and Authority Matrix (Executive Committee – TSI)

1. President		
Role	**Key Responsibilities**	**Authority Level**
Strategic Leadership	Provides overall vision, direction, and governance oversight	High
Meetings	Chairs EC & General Body meetings; exercises casting vote	High
Representation	Represents TSI at national/international forums	High
Decision Oversight	Ensures implementation of EC decisions	High
Committees	Constitutes committees/sub-committees (with EC oversight)	High
Emergency Powers	Calls emergency meetings; takes interim decisions (subject to ratification)	High
External Engagement	Authorizes partnerships, MoUs, collaborations	High
Governance	Ensures compliance, ethics, and board effectiveness	High

2. Honorary Secretary		
Role	**Key Responsibilities**	**Authority Level**
Administration	Chief administrative officer of the Society	High
Meetings	Convening EC & GB meetings; issuing notices	High
Documentation	Prepares agenda; records and maintains minutes	High
Implementation	Ensures execution of EC decisions	High
Communication	Handles official correspondence	High
Compliance	Liaises with Registrar; ensures statutory filings	High
External Engagement	Authorizes partnerships, MoUs, collaborations	High
Reporting	Prepares Annual Report	High
Decision Oversight	Ensures implementation of EC decisions	High
Representation	Represents TSI at national/international forums	Medium-High

Coordination	Coordinates programs and activities	Medium–High

3. Treasurer		
Role	**Key Responsibilities**	**Authority Level**
Financial Management	Maintains accounts and financial records	High
Budgeting	Prepares and monitors budgets	High
Audit	Ensures audit compliance	High
Reporting	Presents financial statements to EC & GB	High
Fund Management	Manages bank accounts and funds	High
Compliance	Ensures compliance with financial laws	High

4. President-Elect		
Role	**Key Responsibilities**	**Authority Level**
Leadership Support	Assists President in governance	Medium–High
Acting Role	Acts in absence of President	High (when acting)
Elections	Serves as Returning Officer	High
Continuity	Prepares for future leadership role	Medium

5. Vice-President		
Role	**Key Responsibilities**	**Authority Level**
Academic Leadership	Leads scientific and academic initiatives	Medium–High
Committees	Chairs scientific/technical committees	Medium–High
Strategy Support	Supports President in governance	Medium

6. Joint Secretary		
Role	**Key Responsibilities**	**Authority Level**
Administrative Support	Assists Honorary Secretary	Medium
Acting Role	Acts in absence of Secretary	High (when acting)
Coordination	Supports communication and documentation	Medium

7. Immediate Past President		
Role	**Key Responsibilities**	**Authority Level**
Advisory Role	Provides guidance and institutional memory	Medium
Continuity	Supports leadership transition	Medium
Mentorship	Mentors new leadership	Medium

8. Executive Committee Members		
Role	**Key Responsibilities**	**Authority Level**
Governance Participation	Participate in decision-making	High
Expertise Contribution	Provide professional inputs	Medium
Committees	Serve on sub-committees	Medium
Oversight	Monitor programs and activities	Medium
Promotion	Promote TSI activities	High

Annex 2

Detailed RACI Matrix (Task-wise Governance Mapping)

Activity / Decision Area	President	Secretary	Treasurer	EC	Committees
Strategic Plan Approval	A	C	C	R	C
Annual Budget Approval	A	C	R	R	C
Financial Reporting	I	C	R	A	I
Statutory Compliance	A	R	C	A	I
EC Meeting Convening	C	R	I	A	I
Agenda Preparation	C	R	I	A	I
Minutes Documentation	I	R	I	A	I
Policy Development	A	R	C	R	C
MoUs / Partnerships	A	R	C	R	C
Program Implementation	C	R	I	A	R
Committee Formation	A	R	I	C	-
Risk Management	A	R	C	R	C
Audit Oversight	A	C	R	R	I
Annual Report	A	R	C	C	I
Communication with Members	C	R	I	I	I

RACI Legend

- **R (Responsible):** Executes the work
- **A (Accountable):** Final decision-maker
- **C (Consulted):** Provides input
- **I (Informed):** Kept informed

Annex 3

Governance & Compliance Checklist

A. Legal Compliance Checklist		
Requirement	**Frequency**	**Responsible**
Annual filing with Registrar of Societies	Annual	Secretary
Income Tax Filing (ITR)	Annual	Treasurer
Audit Completion	Annual	Treasurer
GST Compliance (if applicable)	Periodic	Treasurer
FCRA Compliance (if applicable)	Annual	EC
POSH Compliance (ICC setup/report)	Annual	EC
B. Governance Checklist		
Requirement	**Frequency**	**Responsible**
EC Meetings conducted	Quarterly	Secretary
Agenda circulated in advance	Every meeting	Secretary
Minutes recorded & approved	Every meeting	Secretary
Conflict of Interest declarations updated	Annual	EC
Board performance evaluation	Annual	Governance Committee
Policy review	1–3 years	EC
C. Financial Governance Checklist		
Requirement	**Frequency**	**Responsible**
Budget approved	Annual	EC
Financial statements presented	Quarterly/Annual	Treasurer
Dual signatory compliance	Ongoing	Treasurer
Expense approvals documented	Ongoing	Secretary/Treasurer
D. Strategic & Operational Checklist		
Requirement	**Frequency**	**Responsible**

Strategic plan review	Annual	EC
KPI/progress review	Quarterly	EC
Committee performance review	Annual	EC
Stakeholder engagement activities	Ongoing	EC

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