

PRAKRTIREVA SARANAM FOUNDATION

ADVISORY BOARD GUIDELINES

Document Type: Governance Policy / Guidelines

Policy Version: 1.0

Effective Date: 02 September 2026

Approved By: Board of Directors

Approval Date: 02 September 2026

Review Cycle: Every 2 years or earlier if required

Policy Owner: Board of Directors, Praktireva Saranam Foundation

1. PURPOSE

The purpose of these Advisory Board Guidelines is to establish a clear framework for the formation, composition, role, responsibilities and functioning of an Advisory Board of **Praktireva Saranam Foundation** ("Foundation").

The Advisory Board is intended to provide knowledge, experience, guidance and constructive advice that can strengthen the Foundation's environmental mission, programmes, governance and long-term impact.

The Advisory Board supports the Foundation through advice and expertise while respecting the legal authority and responsibilities of the Board of Directors.

2. SCOPE

These Guidelines apply to:

- All Advisory Board members;
- Individuals invited or appointed to serve in an advisory capacity;
- Directors and representatives interacting with the Advisory Board; and
- Committees or working groups established under the Advisory Board, where applicable.

These Guidelines should be read together with the Foundation's other applicable policies and governance documents.

3. OBJECTIVES OF THE ADVISORY BOARD

The Advisory Board may assist the Foundation by:

1. Providing expert knowledge and independent perspectives;
 2. Advising on environmental programmes and initiatives;
 3. Supporting strategic thinking and long-term planning;
 4. Sharing relevant professional or sector expertise;
 5. Identifying opportunities for collaboration and partnerships;
 6. Advising on programme effectiveness and potential improvements;
 7. Supporting responsible innovation and knowledge development;
 8. Helping the Foundation understand emerging environmental and social issues; and
 9. Strengthening the Foundation's credibility, effectiveness and community impact.
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4. ROLE OF THE ADVISORY BOARD

The Advisory Board is an **advisory body**.

It does not replace, override or assume the statutory or legal responsibilities of the Board of Directors.

The Board of Directors retains responsibility for the overall governance, management, legal compliance and decision-making of the Foundation.

Advisory Board members provide recommendations, expertise and constructive feedback. The Board of Directors may consider such recommendations when making decisions.

5. KEY PRINCIPLES

The Advisory Board shall operate according to the following principles:

5.1 Independence

Members should provide objective and honest advice and should not allow personal interests to improperly influence their recommendations.

5.2 Integrity

Members are expected to act honestly, ethically and in the best interests of the Foundation's mission.

5.3 Transparency

Advice and recommendations should be based on clear reasoning, relevant information and appropriate evidence wherever reasonably possible.

5.4 Respect

Members should maintain professional, respectful and constructive relationships with Directors, volunteers, partners and other stakeholders.

5.5 Accountability

Members are expected to fulfil the responsibilities associated with their advisory role and communicate openly when they are unable to do so.

5.6 Mission Alignment

Advice should support the Foundation's environmental purpose, values and long-term objectives.

6. COMPOSITION OF THE ADVISORY BOARD

The composition of the Advisory Board may vary depending on the Foundation's needs.

The Foundation may seek individuals with experience or expertise in areas such as:

- Environmental conservation;
- Forestry and plantation;
- Ecology and biodiversity;
- Environmental education;
- Education and school programmes;
- Community development;
- Non-profit management;
- Finance and financial oversight;
- Legal and regulatory matters;
- Communications and public engagement;
- Fundraising and partnerships;
- Technology and digital systems; and
- Other areas relevant to the Foundation's mission.

The Foundation should seek a balanced range of skills and perspectives appropriate to its activities and future requirements.

7. ELIGIBILITY OF ADVISORY BOARD MEMBERS

A prospective Advisory Board member should:

1. Have relevant knowledge, experience, skills or professional expertise;
2. Support the Foundation's mission and values;
3. Be willing to act ethically and responsibly;
4. Be able to provide constructive and independent advice;
5. Respect confidentiality;
6. Disclose relevant conflicts of interest;
7. Follow applicable Foundation policies; and
8. Maintain professional conduct in all interactions undertaken in the advisory capacity.

Appointment to the Advisory Board does not create an employment relationship with the Foundation unless separately agreed in writing.

8. APPOINTMENT OF ADVISORY BOARD MEMBERS

Advisory Board members may be invited or appointed by the Board of Directors based on the Foundation's requirements.

The appointment should clearly communicate:

- The individual's advisory role;
- Expected responsibilities;
- Term of appointment, where applicable;
- Areas of expertise;
- Expected participation;
- Confidentiality obligations;
- Conflict of interest requirements; and
- Any other relevant conditions.

The Foundation may maintain an internal record of Advisory Board appointments.

9. TERM OF APPOINTMENT

An Advisory Board member may be appointed for a defined term as determined by the Board of Directors.

At the end of the term, the Board of Directors may:

- Renew the appointment;
- Modify the advisory role;
- Conclude the appointment; or
- Invite the individual to continue in another appropriate capacity.

The Foundation may also establish different terms depending on the nature of the advisory role.

10. RESPONSIBILITIES OF ADVISORY BOARD MEMBERS

Advisory Board members are expected to:

1. Attend advisory meetings or discussions where reasonably possible;
 2. Review relevant information before providing advice;
 3. Share knowledge and expertise constructively;
 4. Ask appropriate questions;
 5. Provide independent and honest opinions;
 6. Identify relevant risks or opportunities;
 7. Respect decisions made by the Board of Directors;
 8. Maintain confidentiality;
 9. Disclose actual, potential or perceived conflicts of interest;
 10. Avoid using their position for personal benefit;
 11. Follow Foundation policies; and
 12. Represent the Foundation responsibly when expressly authorised to do so.
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11. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors is responsible for:

- Determining whether an Advisory Board is required;

- Approving the composition and appointment of members;
- Defining advisory areas and expectations;
- Providing relevant information necessary for effective advice;
- Considering recommendations provided by the Advisory Board;
- Making final governance and organisational decisions;
- Managing conflicts of interest;
- Reviewing the effectiveness of the Advisory Board; and
- Ending or modifying advisory appointments when appropriate.

The Board of Directors is not required to accept every recommendation made by the Advisory Board.

12. ADVISORY BOARD CHAIR OR COORDINATOR

Where considered appropriate, the Board of Directors may designate an Advisory Board Chair or Coordinator.

The Chair or Coordinator may:

- Facilitate meetings;
- Coordinate agendas;
- Encourage participation;
- Summarise recommendations;
- Coordinate communication with the Foundation; and
- Support effective functioning of the Advisory Board.

The Chair or Coordinator does not acquire authority to make decisions on behalf of the Foundation unless separately authorised by the Board of Directors.

13. MEETINGS

Advisory Board meetings may be conducted:

- In person;
- Through video conferencing;
- Through telephone or other communication methods; or
- Through written or electronic consultation.

The frequency of meetings may depend on the Foundation's needs.

Meetings should have a clear purpose and may include:

1. Review of relevant programme developments;
 2. Discussion of strategic opportunities;
 3. Technical or professional advice;
 4. Risk or challenge identification;
 5. Programme feedback;
 6. Partnership or collaboration opportunities; and
 7. Other matters referred to the Advisory Board.
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14. MEETING RECORDS

Where appropriate, the Foundation may maintain records of Advisory Board meetings and recommendations.

Records may include:

- Date of meeting;
- Participants;
- Matters discussed;
- Key recommendations;
- Conflicts disclosed;
- Action points; and
- Follow-up requirements.

Advisory Board records should be maintained responsibly and in accordance with the Foundation's applicable confidentiality and data protection requirements.

15. DECISION-MAKING

The Advisory Board provides recommendations rather than binding organisational decisions.

Unless expressly authorised otherwise, Advisory Board members do not have authority to:

- Enter contracts on behalf of the Foundation;
- Commit Foundation funds;
- Make employment decisions;
- Represent themselves as Directors;
- Make statutory filings on behalf of the Foundation; or
- Make binding commitments on behalf of the Foundation.

Final organisational decisions remain with the appropriately authorised persons within the Foundation.

16. CONFLICT OF INTEREST

Advisory Board members must disclose any actual, potential or perceived conflict of interest that could affect their objectivity.

Examples may include:

- A personal or financial interest in a proposed partner;
- A close personal relationship with a person involved in a decision;
- A business relationship with a supplier or service provider;
- An interest in an organisation seeking collaboration with the Foundation; or
- Any other circumstance that could reasonably create a concern regarding impartiality.

Disclosed conflicts should be appropriately managed.

The Foundation may require a member to:

- Abstain from discussion;
- Abstain from providing advice on the matter;
- Leave a meeting during the relevant discussion;
- Provide additional disclosure; or
- Take another appropriate measure.

The **Conflict of Interest Policy** should be followed wherever applicable.

17. CONFIDENTIALITY

Advisory Board members may receive information that is not intended for public disclosure.

Members must:

- Keep confidential information secure;
- Not disclose confidential information without appropriate authorisation;
- Not use confidential information for personal benefit;
- Avoid sharing sensitive documents through unauthorised channels; and
- Continue to respect confidentiality after their advisory role ends, where applicable.

Confidential information may include personal information, financial information, strategic plans, internal discussions, partner information and other non-public information.

18. DATA PROTECTION AND PRIVACY

Advisory Board members must handle personal information responsibly.

Any personal information accessed through their role should be:

- Used only for legitimate Foundation purposes;
- Kept secure;
- Shared only when appropriately authorised; and
- Protected against unauthorised access or disclosure.

The Foundation's **Data Protection & Privacy Policy** should be followed where applicable.

19. COMMUNICATION AND REPRESENTATION

Advisory Board members must not make public statements on behalf of the Foundation unless they have been expressly authorised to do so.

Members should clearly distinguish between:

- Their personal views;
- Their professional opinions; and
- Official statements of the Foundation.

Official media statements, public announcements and external representations should be made through appropriately authorised Foundation representatives.

20. USE OF FOUNDATION NAME AND BRAND

Advisory Board members may use the Foundation's name, logo or other branding only for authorised Foundation-related purposes.

They should not:

- Use the Foundation's name to imply personal endorsement;
 - Use the Foundation's branding for private commercial activities;
 - Represent themselves as a Director unless they are a Director; or
 - Make unauthorised commitments using the Foundation's identity.
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21. PROFESSIONAL CONDUCT

Advisory Board members are expected to maintain high standards of conduct.

Unacceptable conduct includes:

- Harassment or discrimination;
- Bullying or intimidation;
- Abusive or threatening behaviour;
- Misuse of confidential information;
- Dishonesty or misrepresentation;
- Improper personal benefit;
- Unauthorised commitments on behalf of the Foundation; and
- Conduct that could materially damage the Foundation's trust or reputation.

The Foundation's applicable Code of Conduct and other policies should be followed.

22. SAFEGUARDING

Where Advisory Board members interact with children, students or other potentially vulnerable individuals through Foundation activities, they must follow the Foundation's applicable safeguarding requirements.

No Advisory Board member should engage in inappropriate conduct with children or vulnerable individuals.

The **Child Safeguarding & Protection Policy** applies wherever relevant.

23. EXPENSES AND REIMBURSEMENT

Advisory Board members should not assume that expenses will automatically be reimbursed.

Where reimbursement is authorised by the Foundation, it should:

- Be approved in advance where reasonably possible;
 - Relate directly to an authorised Foundation activity;
 - Be reasonable and necessary;
 - Be supported by appropriate documentation where required; and
 - Follow the Foundation's applicable reimbursement procedures.
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24. INDEPENDENT ADVICE

Advisory Board members are encouraged to provide honest and constructive advice, including when their views differ from those of Directors or other members.

Disagreement should be handled professionally and respectfully.

The purpose of advisory discussion is to improve decision-making, identify risks and opportunities, and strengthen the Foundation's work.

25. ACCESS TO INFORMATION

The Foundation may provide Advisory Board members with information reasonably necessary for them to perform their advisory responsibilities.

Access to information should be limited to what is appropriate for the member's role.

Members must not seek or obtain information beyond their authorised responsibilities.

26. EVALUATION OF THE ADVISORY BOARD

The Board of Directors may periodically review the effectiveness of the Advisory Board.

The review may consider:

- Quality of advice;
- Participation and engagement;
- Relevance of members' expertise;
- Contribution to programmes and strategy;

- Diversity of perspectives;
- Effectiveness of meetings; and
- Whether the Advisory Board continues to meet the Foundation's needs.

The Board may make changes based on the review.

27. RESIGNATION OR TERMINATION

An Advisory Board member may resign by providing appropriate notice to the Foundation.

The Board of Directors may also end an advisory appointment where appropriate, including where:

- The member no longer meets the requirements of the role;
- There is a serious breach of Foundation policies;
- Confidentiality has been improperly breached;
- A conflict of interest cannot be appropriately managed;
- The member's conduct is inconsistent with Foundation values; or
- The Foundation no longer requires the advisory role.

Where appropriate, the member should be informed of the reason for ending the appointment.

28. NO GUARANTEE OF APPOINTMENT

These Guidelines do not create a right or entitlement to appointment to the Advisory Board.

The Board of Directors may determine whether and when an Advisory Board should be constituted based on the Foundation's needs.

29. POLICY COMPLIANCE

All Advisory Board members are expected to comply with applicable Foundation policies and guidelines.

Relevant policies may include:

- Board Governance Policy;
- Conflict of Interest Policy;

- Anti-Fraud & Anti-Corruption Policy;
 - Data Protection & Privacy Policy;
 - Grievance Redressal Policy;
 - Inclusion & Non-Discrimination Policy;
 - Volunteer Code of Conduct;
 - Child Safeguarding & Protection Policy; and
 - Other policies applicable to their activities.
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30. REPORTING CONCERNS

Advisory Board members should promptly raise concerns regarding:

- Unethical conduct;
- Conflicts of interest;
- Misuse of Foundation resources;
- Safeguarding concerns;
- Discrimination or harassment;
- Data or confidentiality concerns;
- Fraud or corruption; or
- Other serious organisational concerns.

Concerns should be raised through the Foundation's designated reporting or grievance channels.

The Foundation does not tolerate retaliation against a person who raises a genuine concern in good faith.

31. REVIEW AND AMENDMENT

These Guidelines shall be reviewed periodically by the Board of Directors.

The Guidelines may be amended when necessary due to:

- Changes in the Foundation's activities;
- Changes in organisational structure;
- Changes in applicable legal or regulatory requirements;
- Governance improvements; or
- Lessons learned from implementation.

Any amendments should be approved through the Foundation's appropriate governance process.

32. EFFECTIVE DATE

These Advisory Board Guidelines shall become effective from:

02 September 2026

The Guidelines shall remain effective until amended, replaced or withdrawn by the Foundation.

33. APPROVAL

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Version: 1.0

Effective Date: 02 September 2026

Approved By: Board of Directors

Approval Date: 02 September 2026

For and on behalf of Prakrtireva Saranam Foundation

Board of Directors

34. RELATED POLICIES

These Guidelines should be read together with the Foundation's related governance and organisational policies, particularly:

1. **Board Governance Policy**
 2. **Conflict of Interest Policy**
 3. **Anti-Fraud & Anti-Corruption Policy**
 4. **Data Protection & Privacy Policy**
 5. **Grievance Redressal Policy**
 6. **Inclusion & Non-Discrimination Policy**
 7. **Volunteer Code of Conduct**
 8. **Child Safeguarding & Protection Policy**
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Document Control

Item	Details
Organisation	Prakrtireva Saranam Foundation
Document	Advisory Board Guidelines
Version	1.0
Effective Date	02 September 2026
Approval Authority	Board of Directors
Review Cycle	Every 2 years or earlier if required
Policy Status	Approved

End of Document