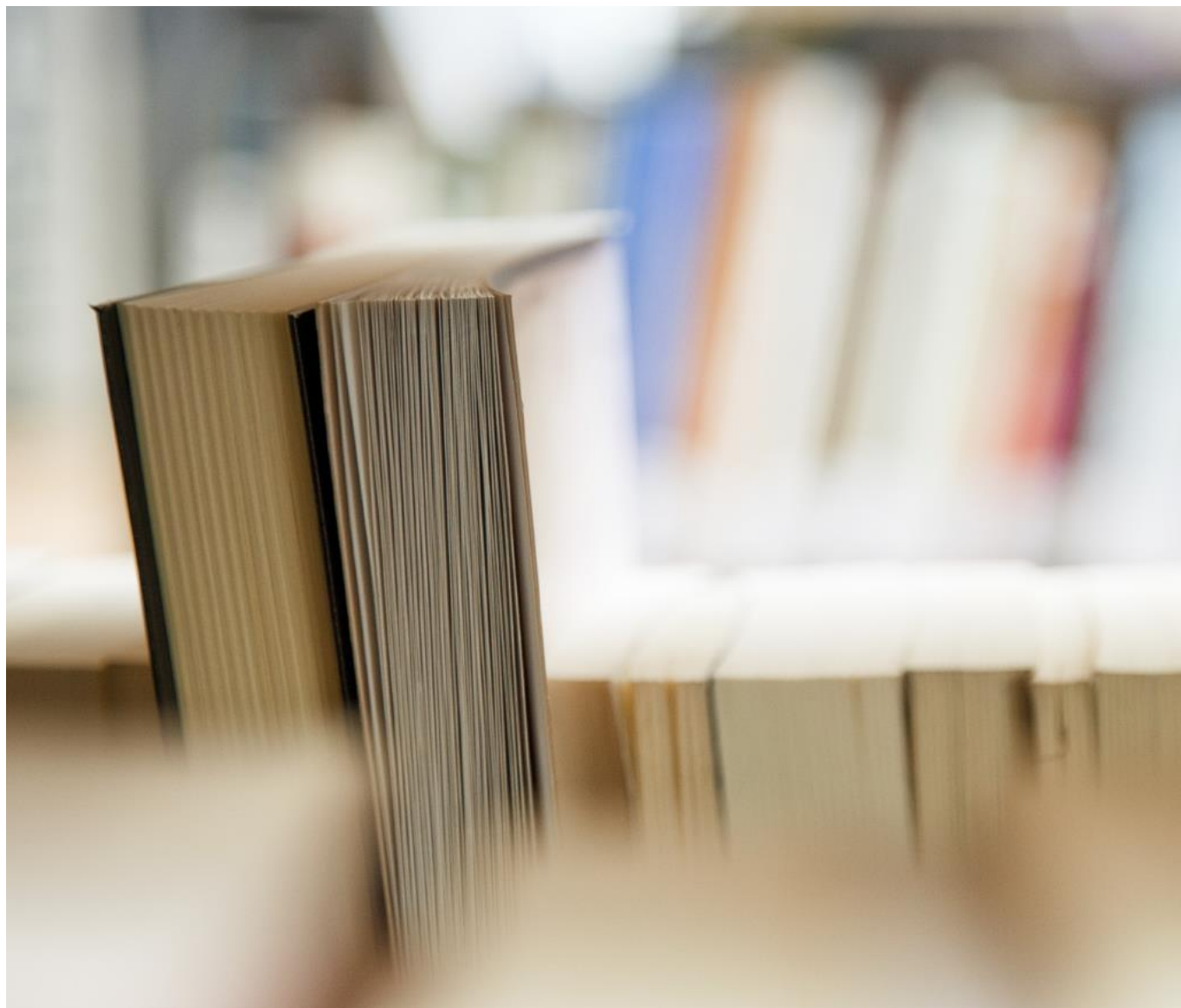


Policy on Appointment and Governance of the Chief Executive (CEO)

Version 1.0 – October 2025



Health Education and Development Society (HEADS)

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1. Introduction

The Health Education and Development Society (HEADS) is a non-profit, non-political, and non-governmental organization registered in Pakistan. It is licensed by the Securities and Exchange Commission of Pakistan (SECP) under Section 42 of the Companies Act, 2017, since August 2025, and is also registered under the Societies Registration Act, 1860, since August 2013. Since its establishment, HEADS has been actively engaged in the developmental and humanitarian sectors. The organization promotes inclusive and sustainable growth through evidence-based interventions, capacity development, and partnerships with national and international stakeholders.

2. Vision and Mission

Vision

Every individual, regardless of background or circumstance, enjoys equal opportunities and rights with dignity.

Mission

Empowering communities through strategic investment in human capital and institutional capacity development, raising sustainable development at the grassroots level.

3. Purpose of the Policy

This policy outlines the appointment, qualifications, powers, tenure, and removal of the Chief Executive (CEO) of HEADS, in line with Articles 42 to 44 of the Articles of Association (AoA) and Section 42 of the Companies Act, 2017, as administered by the Securities and Exchange Commission of Pakistan (SECP). The purpose of this policy is to ensure transparency, fairness, and good governance in the selection and functioning of the Chief Executive.

4. Position and Role of the Chief Executive

The Chief Executive (CEO) serves as the principal executive officer of the Health Education and Development Society (HEADS). The position is appointed by the Board of Directors (BoD) in accordance with the organization's Articles of Association (AoA), the Companies Act, 2017.

The Chief Executive is responsible for the overall management, administration, and implementation of the organization's strategic goals, policies, and programs, under the general supervision and control of the Board of Directors.

In essence, the Chief Executive acts as the bridge between governance and operations, ensuring that the strategic direction set by the Board is effectively translated into practical actions and measurable outcomes, consistent with HEADS' mission, vision, and core values.

4.1. Specific Responsibilities of the Chief Executive

The Chief Executive (CEO) shall be responsible for the overall leadership, management, and representation of the organization. Under the supervision and guidance of the Board of Directors/Governors (BoD/G), the Chief Executive shall perform the following key responsibilities:

a) Strategic Leadership

- Lead the implementation of the organization's vision, mission, and strategic objectives as approved by the Board.
- Develop and present strategic and operational plans, annual work plans, and budgets for Board approval.
- Ensure that organizational programs and initiatives align with the long-term goals and priorities of HEADS.

b) Governance and Board Relations

- Support the Board in governance, policy formulation, and decision-making processes.
- Provide timely and accurate information, reports, and analyses to facilitate informed Board oversight.
- Ensure compliance with the Articles of Association (AoA), Companies Act, 2017, Societies Registration Act, 1860, and donor requirements.

c) Program and Operations Management

- Oversee planning, implementation, monitoring, and evaluation of all programs and projects.
- Ensure the quality, effectiveness, and impact of program interventions in line with organizational objectives.
- Promote innovation and continuous improvement in program delivery and management.

d) Financial Management

- Ensure sound financial management, budget adherence, and compliance with financial policies.
- Oversee internal controls, audits, and risk management systems.
- Approve expenditures within delegated authority and ensure transparent reporting to the Board and donors.

e) Human Resource Management

- Provide leadership and direction to all staff, promoting professionalism, integrity, and teamwork.
- Approve staff appointments, promotions, and disciplinary actions within authorized limits.
- Ensure effective implementation of HR policies and performance management systems.

f) Resource Mobilization and Partnerships

- Lead resource mobilization, proposal development, and fundraising initiatives.
- Strengthen partnerships with government, donors, civil society, and private sector entities.
- Represent HEADS at national and international coordination forums and policy dialogues.

g) Communication and Public Representation

- Act as the principal spokesperson of HEADS, representing the organization with professionalism and credibility.
- Promote the organization's visibility, achievements, and strategic priorities among stakeholders.
- Ensure timely dissemination of information to partners, donors, and the public.

h) Compliance, Risk, and Accountability

- Ensure full compliance with legal, regulatory, and donor requirements.

- Implement effective systems for performance monitoring and institutional risk management.
- Uphold transparency, integrity, and accountability across all organizational operations.

i) Reporting and Evaluation

- Submit periodic progress, financial, and performance reports to the Board.
- Facilitate independent audits and evaluations to assess organizational effectiveness and impact.
- Recommend corrective measures and strategic improvements where required.

5. Appointment of the Chief Executive

In accordance with Article 42 of the Articles of Association (AoA):

“The directors may appoint a person to be the Chief Executive of the company and vest in him such powers and functions as they deem fit in relation to the management and administration of the affairs of the company subject to their general supervision and control. The Chief Executive, if not already a director, shall be deemed to be a director of the company and be entitled to all the rights and privileges and subject to all the liabilities of that office. Chief Executive would be for three years and after that another Chief Executive will be elected by board.

5.1. Qualification of the Chief Executive

As per Article 43 of the AoA (SECP):

“No person who is not eligible to become a director of the company under Section 153 of the Companies Act, 2017, shall be appointed or continue as the Chief Executive of the company”.

5.2. Additional qualifications include:

- A Master’s degree or higher in a relevant field such as Management, Social Sciences, Public Health or Development Studies.
- Minimum of ten (10) years of progressive leadership experience in development or humanitarian sectors.
- Demonstrated strategic management, communication, and fundraising skills.
- High ethical standards, integrity, and commitment to HEADS’ vision and mission.

5.3. Removal of the Chief Executive

In accordance with Article 44 of the AoA (SECP):

“The directors by passing resolution by not less than three-fourths of the total number of directors for the time being or the company may by a special resolution passed in a general meeting remove a chief executive before the expiry of his term in office”.

5.4. Grounds for Removal or Termination of the Chief Executive

The Chief Executive (CEO) may be removed or terminated from office on any of the following grounds:

- I. **Non-Performance:** Failure to achieve agreed performance targets or repeated inability to meet the strategic objectives of the organization.
- II. **Misconduct or Violation of Organizational Policies:** Involvement in unethical practices, corruption, harassment, abuse of authority, active politics or any act that violates the organization's code of conduct or governance principles.
- III. **Breach of Legal or Statutory Obligations:** Non-compliance with applicable laws, donor requirements, or directives issued by the Securities and Exchange Commission of Pakistan (SECP) or other regulatory authorities.
- IV. **Conflict of Interest:** Engaging in activities, partnerships, or financial interests that conflict with or compromise the organization's mission, vision, or integrity.
- V. **Financial Mismanagement:** Negligence, misuse, or unauthorized use of the organization's funds or assets.
- VI. **Absenteeism or Incapacity:** Extended absence from duty without approval, or physical or mental incapacity that prevents the effective discharge of responsibilities.
- VII. **Loss of confidence:** A loss of confidence expressed by the Board of Directors (BoD), supported by substantive reasons and approved through a resolution passed by not less than three-fourths ($\frac{3}{4}$) of the total number of directors, as stipulated in Article 44 of the Articles of Association (AoA). The Chief Executive shall not participate in or vote on any matter or decision pertaining to his or her own case.
- VIII. **Voluntary Resignation:** The Chief Executive may also resign from office by providing a minimum of 30 days' written notice to the Board of Directors.

8. Authority for Leave and Administrative Approvals of the Chief Executive

The Chairperson of the Board of Directors (BoD) shall serve as the competent authority to approve leave requests, travel approvals, and other administrative matters pertaining to the Chief Executive (CEO). In the absence of the Chairperson, the Vice Chairperson or any Board member authorized by the Board may approve the leave. All approved leaves shall be formally recorded and shared with the Board Secretary for inclusion in official records.

During the Chief Executive's absence from office, he or she shall nominate a senior staff member to serve as Officer In-Charge, ensuring continuity of operations until the Chief Executive's return.

9. Termination and Handover

Upon resignation, removal, or completion of term, the Chief Executive shall:

- a- Ensure a proper handover of all official responsibilities, documents, and assets.
- b- Submit a formal handover report to the Board.
- c- The Board may appoint an Acting Chief Executive until a new appointment is made.

10. Effective Date and Review

This policy shall come into effect upon approval by the Board of Directors of HEADS. It shall be reviewed every three (3) years or earlier if required, to ensure alignment with organizational needs and legal requirements.

BOG Meeting Minutes

Date: January 06, 2025

Participated by:

| | |
|------------------|---------------------|
| Raza Ullah Jan | Executive Director |
| Samina Khanam | Chairperson Board |
| Uzma Amin | Board Member |
| Nawaz Ali Shah | Board Member |
| Amabareen Banori | Board Member |
| Muhammad Jidran | Board Member |
| Abid Ali | Board Member |
| Tahira Nasreen | Board Member |
| Sayed Ali Shah | Director Program |
| Asif Ali | Director Operations |
| Ramsha Khan | HR Officer |

Agenda Items:

- Change in leadership position
- Formation of the Annual Report, Annual Budget, and Strategic Plan.
- Completion of the NDRMF Capacity Improvement Action Plan.
- Processing for Charity Commission in Baluchistan and Khyber Pakhtunkhwa.
- Revision of HEADS policies.
- Renewal of Society Act Registration for 2025.

Proceedings & Outcomes:

The meeting commenced with the recitation of the Holy Quran, followed by a formal welcome note delivered by the Chairperson, Ms. Samina Khanam, and the Executive Director, Mr. Raza Ullah Jan. The discussions focused on the agenda items and organizational improvements.

- The Board decided that Mr. Raza Ullah Jan has been shifted from the position of Chairperson of the Board of Directors (BOD) to Executive Director of HEADS. This follows the resignation of Ms. Samina Khanam from the role of Executive Director and been appointed as Chairperson of the Board of Directors, effective immediately.
- The Board emphasized the importance of preparing Annual Report/ Annual Budget and Strategic Plan to assess the organization's current standing and plan strategically for the upcoming year.
- As HEADS has been conditionally accredited by the National Disaster Risk Management Fund (NDRMF) for six months, the Board reviewed the shared Capacity Improvement Action Plan. It was decided to prioritize its completion within the stipulated timeframe, recognizing this as a crucial opportunity for the organization.

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- The Board agreed to initiate the process for Charity Commission registration in Balochistan. Police verification for the Charity Commission in Khyber Pakhtunkhwa will be expedited to obtain the certification promptly.
- A comprehensive review of organizational policies was conducted. The Board proposed and approved necessary amendments to align with current needs and best practices.
- It was noted that the Society Act Registration expired in December 2024. The Board resolved to apply for its renewal for 2025 without delay.

The meeting concluded with a thorough review of the agenda items, ensuring they aligned with the organization's strategic objectives. The Board expressed optimism about the successful execution of the discussed initiatives.

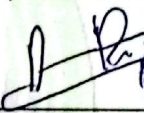
The Chairperson concluded the meeting with a vote of thanks.

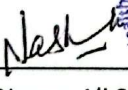
Signed on this Monday January 06, 2025 by authorized signatory.


Mr. Raza Ullah Jan
Executive Director


Ms. Samina Khanam
Chairperson BOG


Ms. Uzma Amin
BOG Member



Mr. Muhammad Jidran
BOG Member



Mr. Nawaz Ali Shah
BOG Member



Ms. Ambareen Banori
BOG Member


Mr. Abid Ali
BOG Member


Ms. Tahira Nasreen
BOG Member


Mr. Sayed Ali Shah
Program Director HEADS


Mr. Asif Ali
Director Operations HEADS


Miss. Ramsha Khan
HR Officer

Policy Review & Update Record

A Board meeting was held on January 6, 2025, with the primary agenda of reviewing organizational policies. The Board advised management to conduct a comprehensive policy review.

In response, the Finance & Audit Committee, under the lead authority of the Executive Director, reviewed the **Financial Policies** and **Logistics & Procurement Policies** on January 31, 2025. The review process included:

- Annual assessment of financial policies.
- Adjustments based on audit findings, best practices, and regulatory updates.
- Review and amendments in logistics & procurement policies to enhance efficiency and compliance.
- Implementation of feedback mechanisms for continuous improvement.

Means of Verification: Updated policies, policy review reports, and feedback records.



Raza Ullah Jan
Executive Director

