

## **Organizational Structure and Governing Body**

### **Composition of the Organizational Structure**

**(April 2025)**

Since its establishment as a foundation in 1981, Ayuda en Acción has been governed by a **Board of Trustees** led by the Chairman of the foundation and made up of representatives from different fields who work on a voluntary basis, i.e. they do not receive any salary. Information about the Board of Trustees can be found [here](#).

The Board of Trustees of the Fundación Ayuda en Acción meets at least four times a year. In addition, working committees have been set up:

### **Working committees**

The performance of the Board of Trustees' duties may require the creation of other subordinate bodies. The supervisory role of the Board of Trustees depends largely on the creation of certain support bodies entrusted with the permanent review and monitoring of certain areas of particular relevance to the good governance of the Fundación Ayuda en Acción. For this reason, it may be advisable, depending on the circumstances, to create specific working committees.

The definition of the responsibilities, duties, and powers of each of these committees shall be the responsibility of the Board of Trustees, which may expand them to those established in the Code of Good Governance, as well as propose that one committee cover several areas.

In general, the role of these committees will be primarily informative and advisory. They are not intended to replace the Executive Committee in its decisions, but rather to provide it with information so that it can effectively carry out its supervisory role.

The Board of Trustees may establish as many working committees as it deems appropriate, according to the needs and interests of the organization.

## **Executive Committee**

This Committee is the only body authorized by the Board of Trustees to exercise its powers, except for those that cannot be delegated by law or the Bylaws.

The main mission of this Committee is to integrate the proposals of the working committees, either for decision or for submission to the Board of Trustees, with the exception of the Audit Committee, which reports directly to the Chairman and the Board of Trustees.

In addition to the general duties of all working committees, this Committee shall perform the following duties:

- Propose and develop institutional governance issues and criteria.
- Propose and submit nominations for new trustees to the governing body.
- Approve and supervise the institutional strategy, as well as the annual budget proposal and action plan.
- Establish the framework for institutional relations.
- Define the objectives of the General Management and their annual evaluation.
- Participate in the appointment of management positions.
- Approve the organizational model and supervise and monitor its implementation.
- Supervise and validate the organization's remuneration policy, as well as those related to human talent management.
- Supervise internal improvement projects.

## **Audit Committee**



The main objective of the Audit Committee is to ensure integrity and transparency in the management of the organization. In order to ensure its independence, this Committee will report directly to the Chairman and the Board of Trustees.

## **Council of Trustees**

Those trustees who cease their position on the Board of Trustees and who, due to their special connection with the organization, wish to continue providing their support and collaboration may form part of this Council. Likewise, those individuals who, due to their connection with the organization, wish to support and collaborate with it may also form part of this Council.

The Chairman, at a meeting of the Board of Trustees, shall invite such persons to join the Council of Trustees, without limitation as to number. Once these trustees have accepted, they shall become members of the Council for a term of four years, renewable by the Board of Trustees, and may resign voluntarily at any time.

## **General Management:**

The General Manager shall perform the duties established in the appointment agreement, in accordance with the law. He/she shall be responsible, among other obligations, for the:

- Executive and operational management of the Fundación Ayuda en Acción.
- Attendance at meetings of the Board of Trustees and its various working committees, with voice but no vote.
- Presentation to the Board of Trustees and its various working committees of the information necessary for the proper exercise of their powers and responsibilities.

## **Management Team**

This is the body responsible for the operational management of the Foundation and the implementation of its policies and strategies.

It will be made up of the General Management and the main organizational areas: Institutional Relations, Marketing and Communication, Programs, Strategic Partnerships and Innovation, and Operations.

You can find information about this committee [here](#).

## **Areas reporting to the General Management:**

**Operations:** led by the General Manager and made up of the areas that support the Foundation's operations.

**Marketing and Communications:** responsible for global communications and marketing plans. It promotes communication about our work on projects, helping to raise awareness and strengthen the Foundation's position, as well as creating and maintaining relationships with the individuals who collaborate on our projects.

**Programs:** responsible for the development, monitoring, and financial and programmatic execution of our intervention programs in the countries, providing advice and methodologies in our thematic and technical areas, as well as establishing funding partnerships with institutions, accompanying countries, and supporting them in their relations with Headquarters.



**Strategic Partnerships and Innovation:** responsible for identifying, developing, and managing strategic partnerships with companies and key players to enhance the organization's impact. It also drives innovation in programs, financing models, and internal processes to ensure the sustainability and effectiveness of the organization's mission.

**Institutional Relations:** strengthens the institution's global positioning actions. It promotes the development and management of strategic relationships in the public institutional field (governments, multilateral organizations, and international networks) based on a global positioning strategy aligned with the rest of the organization to establish a network of contacts that allows the development of partnerships, increases visibility, contributes to brand recognition, enhances our influence on the global development agenda in our areas of action, and facilitates access to resource.

Ayuda en Acción's **headquarters** are located in Madrid, where the aforementioned corporate teams are based. They provide support to those working in regional offices or in the different countries where the organization implements projects, and consist of a permanent team.

The relationship between the headquarters and the country structure is hierarchical between the Regional Management (Latin America, Africa) and the Country Management, which is the reference point in each country. There is a functional relationship between the contact persons in the corporate areas at headquarters and the contact persons in these functional areas in the countries.

## **Management areas:**

Ayuda en Acción has several management areas made up of representatives from each field who are dedicated to working regularly on strategic issues in which the organization must establish its institutional position. These areas are as follows:



**Committee for the Protection of Children and Adolescents:** a supervisory body that will ensure respect for the rights of children and adolescents within the Foundation and will also have an advisory role. This Committee will be made up of at least five members, including at least the following:

- Focal Point for Children or Person Responsible for the Protection of Children and Adolescents.
- Protection Officer of the governing body.
- Compliance Officer.
- Legal Advisor or Legal Officer.

For more information on the composition and duties of this Committee, please see our [Child Protection Policy](#).

**Personal Data Committee:** this committee will be made up of the heads of Personal Data, Safety, and Compliance, who will meet quarterly to supervise legislation, approve data processing, provide methodological support, manage queries, evaluate different circumstances related to data protection, and report to the Board of Trustee. See the [Personal Data Processing Policy](#) for all information about this committee.

**Safety Committee:** reviews, updates, and ensures that the “Safety Policy and Regulations” and the “Country Safety Plans” are implemented in each of the countries where the Fundación AYUDA EN ACCIÓN works. Ensures that the information in the “Country Safety Plans” is available to all employees of the organization. It is made up of the General Management and Regional Management, who are responsible for it, and Communication and Compliance, who are responsible for monitoring circumstances.

**Critical Incident Management Committee:** responsible for monitoring and making the necessary decisions to manage critical incidents as they occur.



It will be created ad hoc for each incident and closed when it has been resolved. It will consist, at a minimum, of the General Management, Program Management, the Regional Management of the region where the incident occurred, and the Management of the country where the critical incident occurred. In addition, it will include those persons whom the Committee deems necessary, based on their knowledge or expertise, for the proper management of the incident.