INDO-ESTONIA
BUSINESS COUNCIL
BRIDGING ECONOMIES • BUILDING FUTURES

Supervisory Board : Role, Scope & Governance Framework

1. Nature of the Supervisory Board

The IEBC Supervisory Board functions as a **non-executive oversight and advisory body**, established to provide strategic guidance, institutional credibility, and independent perspective to the Indo-Estonian Business Council. Supervisory Board Members are **not involved in day-to-day management**, operational execution, or administrative functioning of the Council. The role is intentionally structured to focus on:

- Strategic guidance and long-term institutional direction
- Governance oversight and accountability
- Advisory support to strengthen bilateral engagement
- Enhancement of international credibility and stakeholder confidence

All operational, commercial, and administrative responsibilities remain vested with the **Executive Leadership of IEBC**.

2. Decision-Making Authority

Supervisory Board Members provide recommendations, strategic input, and independent guidance but **do not exercise executive or operational decision-making authority**, unless formally constituted as voting directors within legally incorporated entities of IEBC. Decisions relating to operations, staffing, partnerships, commercial engagements, financial execution, and program implementation remain the responsibility of the Executive Leadership. Supervisory Board Members shall be entitled to rely in good faith on information, reports, representations, and certifications provided by the Executive Directorate and authorised officers of IEBC in the discharge of their advisory and oversight responsibilities.

3. Independence & Non-Operational Role

Supervisory Board Members serve in an **independent and non-operational capacity**. Members are not required to participate in management execution, internal administration, contractual negotiations, or financial management activities. Their contribution is advisory in nature and intended to support IEBC's institutional development through experience, insight, and strategic counsel. Supervisory Board engagement shall primarily occur through periodic strategic consultations, advisory reviews, and institutional guidance sessions as determined by the Council. The Supervisory Board shall convene periodically, ordinarily not fewer than two times annually, or as otherwise required in support of institutional objectives.

4. Legal Liability Framework

Supervisory Board Members do not bear personal liability for operational decisions, commercial activities, or contractual obligations undertaken by executive management acting within their authorized responsibilities. Liability exposure may arise only under exceptional circumstances involving:

- Wilful misconduct
- Fraud
- Bad-faith actions or breach of fiduciary duty

IEBC's governance framework maintains a clear separation between **oversight authority** and **executive responsibility**, thereby limiting personal exposure for non-executive members acting in good faith.

5. Directors & Officers (D&O) Insurance

IEBC is undertaking the activation of comprehensive **Directors & Officers (D&O) Liability Insurance** coverage as part of its institutional governance framework. This coverage is intended to safeguard Supervisory Board Members against claims arising from actions performed in good faith within the scope of their official responsibilities. Formal Supervisory Board confirmations and related institutional documentation shall align with completion and activation of this coverage to ensure appropriate protection for all members.

6. Conflict of Interest & Ethical Conduct

Supervisory Board Members are expected to:

- Act in good faith and in the best interests of IEBC
- Maintain independence of judgment
- Disclose potential conflicts of interest where relevant
- Uphold the ethical and governance standards of the Council

These principles support transparency, institutional integrity, and responsible governance. Supervisory Board Members shall disclose any potential conflicts of interest and recuse themselves from related deliberations where appropriate.

7. Relationship with Executive Leadership

The Supervisory Board operates alongside, but separate from, the Executive Leadership structure. While Executive Leadership is responsible for execution and operational outcomes, the Supervisory Board provides strategic oversight and advisory guidance supporting IEBC's long-term mission and sustainability. This structural separation ensures clarity of authority, accountability, and institutional stability.

8. Operational Authority & Executive Independence

Operational management, implementation decisions, resource allocation, staffing, partnerships, and execution of approved programs shall rest exclusively with the designated Executive Leadership of IEBC. Operational directions to staff or representatives of the Council shall be routed through the established Executive Leadership reporting structure. All institutional initiatives, commitments, or engagements requiring execution shall be routed through the appropriate Executive Director responsible for the relevant portfolio. This provision ensures clarity of accountability, protects institutional governance, and maintains effective separation between strategic oversight and operational execution.

9. Institutional Objective

The Supervisory Board contributes to strengthening IEBC as a **transparent, well-governed, and globally credible bilateral platform**, supporting cooperation between India and Estonia across industry, academia, innovation, and policy ecosystems. This framework operates within the applicable legal and regulatory environments governing IEBC's jurisdiction of registration and operation.

> *Indo-Estonia Business Council (IEBC) is registered as a Non-profit association at Estonia 🇪🇪 (European Union)*