

Governing a conservation NGO

A guide to good practice

BirdLife International Capacity Development Series

BirdLife International (2015) Governing a conservation NGO: A guide to good practice. Cambridge, UK: BirdLife International
PDF copy of this publication are available in the BirdLife International Partnership Extranet <http://partnership.birdlife.org>

Report written by Anne Harley

Acknowledgements

With many thanks to all the organisations and individuals who have so willingly contributed their experience of governing conservation NGOs. These include Plantlife International, BirdLife International, and current and former colleagues at the RSPB. Thank you also to the many organisations I have worked with over the last 25 years. I think I learned more from you than you did from me, and the sum of that knowledge is here in this booklet.

Disclaimer

The information contained in this document is for general information purposes only. You should not rely upon the information as a basis for making any business, legal or other decisions.

The RSPB and BirdLife International endeavour to provide accurate and up to date information; however no representations or warranties of any kind, express or implied are made about the completeness, accuracy, reliability or suitability of the information contained in this document or any other information given in connection with this document. Any reliance you place on such information is therefore strictly at your own risk.

The RSPB and BirdLife International shall have no liability arising from the use by any party of the information contained in this document or given by the RSPB or BirdLife International in connection with this document and to the extent permitted by law, excludes all liability howsoever caused, including but not limited to any direct, indirect or consequential loss, loss of profit, loss of chance, negligence, costs (including reasonable legal costs) or any other liability in Tort, Contract or breach of statutory duty.

BirdLife International is a network of over 120 national conservation organisations united by a shared vision to conserve over 12,000 priority sites for the benefits of birds, biodiversity and people. We believe a strong and effective partnership of civil society movements for nature is the only way to ensure conservation impact in the long-term: so, a major focus of BirdLife's work is on targets organisational capacity building, from science to policy and conservation action, and, also as well as governance, management, communications and marketing. The RSPB, the UK BirdLife Partner, has provided technical and financial support to Partners across Europe, Central Asia, Middle East, Asia, Africa and the United Kingdom Overseas Territories (UKOTs) for over 20 years. Building on the extensive knowledge and experience from across the Partnership, this joint publication is the first in a capacity development series, to support the development and growth of civil society organisations.

Forewords

I am delighted that the RSPB has been able to contribute to the development of BirdLife Partners, and the Partnership itself, by sponsoring this booklet.

In my experience, the arrangements that an organisation have in place through its constitution and the way its Board operates, can make the difference between success and failure. I believe this applies to every organisation, whether it be a big multinational corporation or a small NGO.

Every organisation is different and will need slightly different governance arrangements. I have found that having the right governance for my organisation helps us to achieve more for conservation, so we review how well it is working very regularly.

I very much hope that you will find that this booklet helps you to think about and develop the style of governance that meets the needs of your organisation, and I wish you every success for the future.



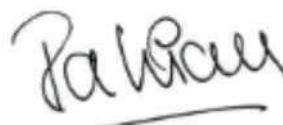
Dr Mike Clarke
Chief Executive of the RSPB, the BirdLife Partner in the UK, and BirdLife Global Council Member.

I believe this booklet makes an important contribution to the future of BirdLife International. At BirdLife, we are driven by our belief that local people, working for nature in their own places but connected nationally and internationally through our global Partnership, are the key to sustaining all life on this planet. This unique local-to-global approach delivers high impact and long term conservation for the benefit of nature and people.

The strength of BirdLife comes from the strength of its Partners: individual Partners need to be effective in their conservation work, but also to be well governed, well managed and financially stable.

We place emphasis on these core elements because we believe that they are essential if we are to be effective in the long term.

This booklet provides practical guidance and case studies to help you to think about your governance arrangements, whether you are striving to become a full Partner or you are an existing Partner undertaking a review. I am sure you will find it useful and I hope that you will share your experience with other BirdLife Partners e.g. through the BirdLife Extranet, so that we build an even stronger body of experience to help others in the Partnership.



Patricia Zurita
Chief Executive, BirdLife International.

Contents

| | | |
|----------|--|-----------|
| 1 | Introduction | 6 |
| 1.1 | What is governance? | 6 |
| 1.2 | The purpose of this guide | 6 |
| 1.3 | What can go wrong with the governance of NGOs? | 7 |
| 1.4 | How can you know how things are going? | 7 |
| 1.5 | Glossary of terms | 7 |
| 2 | Setting the scene | 9 |
| 2.1 | Legal frameworks | 9 |
| 2.2 | BirdLife International's governance requirements | 9 |
| 2.3 | Phases of development of an NGO | 10 |
| 3 | The constitution | 12 |
| 4 | The Board | 14 |
| 4.1 | Finding an effective structure for your organisation | 14 |
| 4.2 | The size of the Board | 15 |
| 4.3 | Selection and election of Board members | 16 |
| 4.4 | The mix of technical skills on the Board | 16 |
| 4.5 | Length of service on the Board | 17 |
| 5 | The role of the Board | 18 |
| 5.1 | The role and responsibilities of the Board | 18 |
| 5.2 | Understand your role | 18 |
| 5.3 | Do what the organisation was established to do | 19 |
| 5.4 | Exercise appropriate control over the organisation | 20 |
| 5.5 | Follow the code of conduct for Board members | 22 |
| 5.6 | Expenses policies | 25 |

| | | |
|-------------------|---|-----------|
| 6 | Roles of Board officers | 26 |
| 6.1 | Role of the President | 26 |
| 6.2 | Role of the Chair | 26 |
| 6.3 | Role of the Vice-Chair | 27 |
| 6.4 | Role of the Treasurer | 27 |
| 6.5 | Role of the Secretary | 29 |
| 6.6. | Role of Chief Executive in governance | 29 |
| 6.7 | Working relationship of Chair and Chief Executive | 31 |
| 6.8 | The role of sub-committees and advisory groups | 31 |
| 7 | Helping the Board run smoothly | 33 |
| 7.1 | Terms of Reference | 33 |
| 7.2 | Induction of new Board Members | 34 |
| 7.3 | Leaving the Board | 34 |
| 7.4 | Monitoring progress of the Board | 35 |
| 8 | Board operations | 36 |
| 8.1 | Managing Board and sub-committee meetings | 36 |
| 8.2 | Managing member events | 37 |
| 9 | Where to go for more help and information | 39 |
| | Using lawyers | 39 |
| | Local specialists and facilitators | 39 |
| | The BirdLife International family | 39 |
| | Websites and societies | 39 |
| Appendix 1 | | 40 |
| Appendix 2 | | 43 |

1 Introduction

1.1 What is governance?

Governance is the leadership, direction and supervision of an organisation. "Good governance" means making sure that the organisation is professionally run (or "governed") and undertakes the work that it was established to do. It involves looking after the money and people, being accountable for the organisation's actions and decisions, planning for the future, and guarding values and reputation. Good governance is about making sure an organisation

is run well; it does not mean that the Board members have to do everything themselves.

Organisations that are poorly and unprofessionally governed are unlikely to make the best of their opportunities and resources. In extreme cases, a lack of good governance can put the entire organisation at risk or result in financial or legal penalties.

1.2 The purpose of this guide

Many Non-Governmental Organisations (NGOs) experience governance problems of some sort, which can take time and energy away from the aims, and can cause the organisation to fail completely. This guide is written primarily for the Board members and Chief Executives of BirdLife Partners, as well as Partner Development Officers and other advisers. It may be useful to other organisations too. It uses case studies and the experience of other organisations to illustrate some common problems and to find solutions to others. You can dip into the sections that seem most relevant to you, or you can start at the beginning and read to the end. Either way, you are advised to read Section 2.2, which describes how organisations develop and mature, a concept that is used throughout the guide.

Different styles of governance will work in different organisations in different places, and there is no single right way. But there are some essential elements. There are also common problems and pitfalls, which can be avoided.

The five essential elements of good governance:

1. The Constitution clearly sets out the purpose of the organisation and the responsibilities of the Board and staff, and provides the checks and balances for internal accountability. Arrangements for revising the constitution are clear and democratic;
2. There is someone on the Board who has financial expertise, and who is responsible, with the Chief Executive, for ensuring the finances are responsibly managed;
3. The Chief Executive is a paid position, and is responsible for managing the day to day running of the organisation, including the delivery of activities on the ground. He or she reports directly to the Chair of the Board;
4. Board and staff are clear about their roles and responsibilities;
 - training and written terms of reference help Board members to understand their role; job descriptions and contracts ensure that paid staff understand theirs;
 - there is a mix of skills on the Board, so that the work of the organisation is supported fully;
5. There is a Code of Conduct for Board members, which includes conflicts of interest and which is strictly followed.

1.3 What can go wrong with the governance of NGOs?

Many NGOs, and indeed government and private sector organisations, face governance problems at some time. These can include legal, financial and interpersonal issues. Some are easy to resolve, others much harder.

Some Board members in a European BirdLife Partner did not understand that their job was to help the organisation achieve its aims, and that the Board as a whole was responsible. One Board member wanted the work to focus on his personal area of interest. If he couldn't attend a meeting, he would demand that any decisions he didn't agree with be discussed again, and changed, at the next one. The Chair allowed this so the Board made very limited progress. As a result, several good Board members left in frustration.

In another Partner, the Board believed that, as they were ultimately responsible, they must be involved in every decision, despite employing competent paid staff. The Treasurer had to sign

off every bill, no matter how small, and Board agendas were weighed down with mundane matters leaving little time to discuss more important issues such as progress towards the strategy, or to plan for the future.

The Board of an African NGO had not kept up to date on changes in national legislation for NGOs in their country, leaving them exposed legally and unable to claim certain tax benefits.

A Chief Executive felt that the Chair interfered in her work, while the Chair felt that she was unable to carry out her duty to ensure that the NGO was properly run because the CEO resented her. Neither felt able to raise the matter with the other; eventually the CEO, a very capable person, left.

There are many ways in which things can go wrong. We hope that this guide will help to avoid or solve some of them.

1.4 How can you know how things are going?

Most successful organisations review their governance regularly, and make frequent small adjustments, as needed. When reviewing, it is important to give relevant people a chance to say how they think the governance arrangements are working, either through a confidential discussion or a questionnaire (see Section 7.6). Often, people know intuitively whether things are working. Are relationships open and transparent or tense and obstructive? Do you look forward

to attending Board meetings or dread them? Is the Constitution a useful working document that guides your work, or is it irrelevant? Do Board members behave appropriately, or do some individuals misuse or abuse their position?

There is one unbreakable rule: if things are going wrong, do something! Discuss problems, ask for help, and make decisions that change things. Situations rarely improve if they are ignored.

1.5 Glossary of terms

Within the BirdLife Partnership, and in other NGOs around the world, different words are used to describe the same thing. For clarity, standard terms have been used consistently throughout the guide. This glossary gives the standard word that is used in the document, alongside commonly used words and phrases that mean the same thing.

AGM the annual assembly of members or stakeholders to whom the Board is ultimately accountable. It is sometimes called the General Assembly.

Board the group of people who govern the organisation, sometimes called Board of Governors, Council, Committee, Trustees, Governing Body, or Executive Committee. The term "Board" is preferable to "Executive Committee" as the word "executive" means

“to carry out or put into practice” and confuses the governance function of the Board with the operational function of the staff.

Board Officer someone who holds a role on the Board, according to the constitution, and carries particular responsibility, such as Chair, Treasurer, Secretary, Committee Chair. They are sometimes known as honorary officers.

Cabinet an inner Board or core committee, sometimes called the Executive Committee, which works on behalf of the Board.

CEO: the Chief Executive Officer, sometimes called the director, managing director, director general, executive director or the senior officer, who is the most senior member of paid staff.

Chair: the person responsible for chairing the meetings of the Board (see below), sometimes called Chairman, Chairwoman, President.

Constitution: the constitution of the NGO, sometimes called deeds of association, by-laws, statutes, which is the legal document that establishes the NGO and sets out the governance requirements.

Co-option: the process of adding members to an elected or appointed group at the discretion of members of the body (rather than that of the electors or appointing body) in order to fill vacancies.

EGM: an Extraordinary (or “out of the ordinary”) General Meeting of the members, usually called to discuss or decide a serious specific matter.

Founder: a person who decided that the organisation should be created and put in place the original constitution. There may be more than one founder.

NGO: Non-Governmental Organisation. It is sometimes called not-for-profit organisation, voluntary organisation, voluntary agency, charity, third sector organisation.

Operations: the execution, implementation, delivery, carrying out or putting into operation of the strategy. In an NGO that employs staff, this is the role of the staff, not the Board.

President: the figurehead of the NGO; someone who is usually well known nationally, or is a respected expert in their field, who may attend or Chair the AGM, but does not play an active part in the governance or operation of the organisation. The President is sometimes called the Patron. A few organisations have a Patron and a President, but it is more usual to have one or the other.

Phases of development: the stages of development that an organisation has reached. These are described in the text as Start-up, Growing and Maturing. Different styles of governance are appropriate at different phases of development. This concept is explained more fully in Section 2.3 and is used throughout the text.

Strategy: a high-level medium to long-term plan that sets out how the organisation’s objectives will be achieved, and allocates the resources necessary to meet the objectives. Strategy decisions are the responsibility of the Board, aided by the CEO and senior staff where appropriate.

Vice-Chair: sometimes called the Deputy Chair, who assists the Chair and may take over duties in the Chair’s absence. The Vice-Chair may also chair a meeting when the agenda item concerns the Chair.

2 Setting the scene

2.1 Legal frameworks

The first duty of a Board is to ensure that your NGO obeys the law of the country or countries where it operates. This may affect many aspects of your NGO, including your objectives, structures, accounting standards, tax arrangements, fundraising and ability to own property or to have members. The national law may also dictate the extent to which an individual Board member is personally legally liable for the activities of the organisation. If you are, or want to be, a BirdLife Partner you will also need to meet the criteria set out in the document How BirdLife International Works.

In some countries, NGOs can choose whether to be a limited company, a charity, or other legal entity. Sometimes it is necessary to set up more than one legal entity in order to be tax-efficient, limit risks or because the law limits the type of activity that you can do. You will need to do some research and should consider taking specialist legal advice about the best legal model for you.

You should also think about registering your name and logo for copyright and securing any domain names that you might want to use in the future.

2.2 BirdLife International's governance requirements

BirdLife International has criteria that an NGO must meet if it wants to become, and remain, a full Partner; these are set out in the booklet How BirdLife International works. In addition, BirdLife International has produced 16 Partner Indicators to monitor the organisational development and conservation impact of their Partners. One of the indicators focuses on governance: it assesses the level at which an organisation is accountable to its stakeholders and is transparent in its operations. It is supported by a number of sub-indicators:

- Does an up-to-date constitution exist that provides accountable governance?
- Is a Chief Executive employed?

- Do all Board members have an induction into the organisation?
- Are there minuted Board meetings?
- Was an AGM held in the last 12 months?
- Are there Terms of Reference for the Board?
- Does the Board meet its legal obligations?
- Is the organisation registered as an NGO?

The BirdLife process requires you to set out a plan to work towards fully effective governance. Note: BirdLife regularly reviews its membership criteria, so please refer to the most recent version.

2.3 Phases of development of an NGO

NGOs are a bit like living things: they have a natural life cycle, and develop and change continuously. And, like living things, they need different levels of care, support and guidance at different times in their lives.

In NGOs, the phases of life can be summed up as Starting-up, Growing and Maturing. However, in reality, progress does not occur in stages but is a continuous process along a continuum that has a start, but may not have an end.

To use this good practice guide effectively, you may find it helpful to think about the characteristics of your organisation now, and the next phase of its development. It is important to understand that these are not three distinct stages, but a continuum along which progress will often be uneven; sometimes there may be backward steps.

The table below is intended to help you to identify where on the continuum your organisation is now, and to help you to see what the next developments might be. It also shows you that the role of the Board changes as the organisation matures. Crises or problems are common when a major change occurs, as, for example, when the first paid member of staff is appointed, when the CEO becomes fully responsible for managing the organisation, or when a long-serving Board member leaves. At these crisis points, it is not uncommon for the organisation to go backwards in its functioning, before moving forward again as a stronger and more effective NGO.

The Chair of one established (i.e. mature) NGO in the UK had worked at a high level in another organisation and found it difficult to adapt to the more hands-off role of Chair. There was a competent CEO and staff, but the Chair wanted to be involved in day-to-day matters, such as checking every communication. This undermined the authority of the CEO and made it impossible

for her to do her job, and she considered resigning. The other Board members saw what was happening, and spoke to the Chair. He was unable to see the problem; eventually the other Board members asked him to resign.

In another mature organisation, the CEO suddenly became seriously ill. The Board asked two senior staff members to take responsibility for the day-to-day running of the organisation, and arranged for the Chair to visit weekly to provide advice and support. Thankfully, after 6 months, the CEO was able to return to full-time work, and the Board reverted to their former, hands-off level of support.

During a long period of change, the Board of an African Partner ran almost every function within the organisation. When they were able to appoint a CEO with a strong NGO background, they passed over responsibility for everyday management to him in a series of planned stages, so that he was not overwhelmed and they could have confidence that he had proper management control.

There are minimum standards that a well run organisation must meet. These are set out on page 6. Once these standards are met, different models and styles suit different organisations at different times and in different places. Models and styles will be influenced by the history of the organisation, the scope of its work, the culture of the country, and national NGO legislation.

A mature Board is willing to review whether it is carrying out its duties effectively and appropriately, and adapt accordingly. (See 7.6 How can you know how things are going?) To some extent, the style your NGO adopts will be prescribed by your constitution. Some elements of your constitution may also need to develop as the organisation matures, although the purpose and safeguards must not be changed. (See 3.0 Constitution)

| Process | Purpose | Members | Staff | Office | Board | CEO |
|-------------|--|--------------------------------------|---|--|---|---|
| Starting-up | Single/few issues (eg science, taxonomic group, site protection, campaign issue) | Few, all motivated by the same thing | None | None, or using space in another organisation | Self appointed. Running all aspects of the work. Hands-on all matters. | None |
| Growing | Many issues, no clear focus | More, diverse interests | Few, little decision-making power | Small | Running most aspects of the work with some matters delegated to staff. | None, or one of the founders, accountable to the Board |
| Maturing | Clear strategy, objectives | Stable or growing. | Well organised within a management structure. Operational decisions are delegated to CEO who in turn delegates to other staff. Style of operating is more indicative of this phase, than number of staff. | Adequately equipped, well organised*. | Elected by the members (with some co-options possible). Appoints the CEO. Steers the strategic development of the organisation, agrees monitoring mechanisms with CEO, is not involved in operational issues. Holds CEO to account on behalf of members. Hands-off operational matters. | Appointed by Board. Accountable to Board and members. Responsible for all operational matters |

*Maturity refers to the way the partner is governed and managed, not its size, complexity, or even its age. While some "mature" organisations are large, with many members and staff accommodated in well-equipped offices, others are small and operate from private homes.

3 The constitution

The constitution is the starting point for the effective governance of a BirdLife Partner. It is a legally binding document that must meet the current requirements of the laws of your country. If you are writing or reviewing your constitution, it will need to be drafted, or at least checked, by a lawyer who has specialist knowledge of NGO constitutions nationally.

The constitution sets out the reason the organisation exists and how it will operate. It guides the work of the Board and protects the finances and other assets. It should also set out the circumstances under which the constitution itself can be revised, and how this can be done. The constitution should be a document that is referred to frequently: therefore it should be written in clear, unambiguous language.

Once written and endorsed, it is likely that the constitution will need to be reviewed about every five years to make sure that it still meets the needs of the organisation and that it is compatible with national legislation. However, changes should not alter the main purpose or weaken the safeguards that protect the NGO's assets. All changes must be approved by the voting members at the AGM.

At its AGM, a European BirdLife Partner asked its members to approve an amendment to its constitution to allow it to provide financial

support to organisations in other countries. This was agreed. The original constitution set out how, and in what circumstances, it could be amended, to ensure that the organisation could not be hijacked by a faction, or diverted from its primary purpose.

The Board of a large NGO was finding it difficult to reach decisions. This was not surprising as there were 40 members of the Board! Ideally, all Board members should have agreed to reduce its size to eight or 12 members. However, as no one wanted to lose their place, they blocked the change. Eventually, it was agreed that the Board would remain the same size, but that eight Board members plus the Chair would be elected to form a "cabinet" or inner Board. The constitution now states that the cabinet is responsible for the running of the organisation, advised by the Board.

Before drafting or revising your constitution, you might want to do more research into how other BirdLife Partners or similar NGOs are constituted. The Capacity for Conservation website, which provides information, advice and examples of good practice to conservation NGOs, may also help.

www.capacityforconservation.org

Most constitutions cover the following topics:

| Topic | Key areas to cover |
|-------------------------------------|---|
| 1. Introductory statements | Name Legal status eg NGO, charity Date of Registration Logo Glossary |
| 2. Purpose or objects of the NGO | Vision Mission Objectives of the organisation Legal powers to raise funds, to invest funds, to trade, to consult |
| 3. Governance structure | AGM Board Staff Board officer positions How the organisation will be run – by Board |
| 4. Membership | Who can be a member? Grounds for termination of membership Categories of membership Procedures for setting membership rates |
| 5. The Board | Powers of Board Nomination and appointment procedures (democratic vote, co-option, etc) Duties, roles & responsibilities of Board Board structures – sub-committees, size of Board, period of appointment Appointment and role of Chair, Treasurer, Secretary and other Board positions Frequency of Board meetings, attendance and quorum Board expenses policy Conflicts of interest |
| 6. The staff | Appointment of Chief Executive and senior staff Appraisal of the Chief Executive Arrangements for appointment and management of other staff |
| 7. Meetings | AGM Requirements for calling general meetings, including EGMs Quorum for AGM Voting rights |
| 8. Local groups | Status of local groups Governance and accounting arrangements etc |
| 9. Constitution amendments | How the constitution can be amended |
| 10. Dissolution of the organisation | Arrangements for winding up the organisation |

Chapter 4 will help you to think about some of the options for the formation of your Board.

4 The Board

This chapter looks at the major factors you should consider when deciding how to govern your organisation. We recommend that you read the whole chapter before making any decisions, as several elements are interdependent.

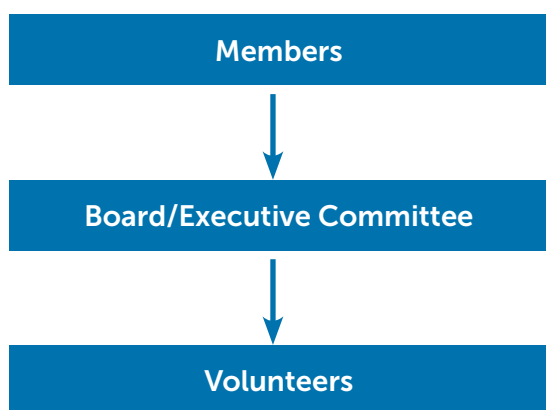
4.1 Finding an effective structure for your organisation

There are many different Board and committee structures, and each organisation must decide which one will meet its needs most effectively. Factors that influence the choice include phase of development, and size, complexity and resources of the organisation.

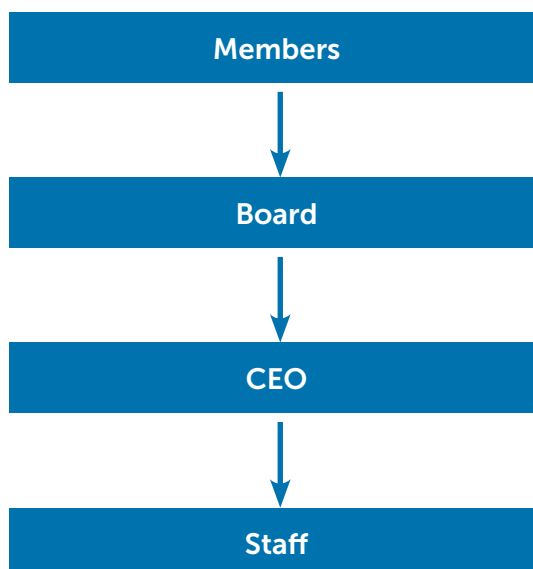
Some have an additional layer – a cabinet – to provide closer support to the staff. This can result in confusion about the roles of the Board and cabinet; in general it should be avoided. If it is

genuinely the best option for your organisation, it is very important to make sure that the roles of Board and cabinet are clear and written down. In some organisations, the cabinet is called the Executive Committee. This name can cause difficulties as “to execute” means “to carry out or to put into practice”. In the early stages, that is a good description of the role of the Board, but as the organisation becomes more mature, the role changes, and the CEO is responsible for the “execution” of the work.

For a Starting-up organisation, a simple model may be appropriate:



Most Growing and Maturing BirdLife Partners have a four-layer structure:

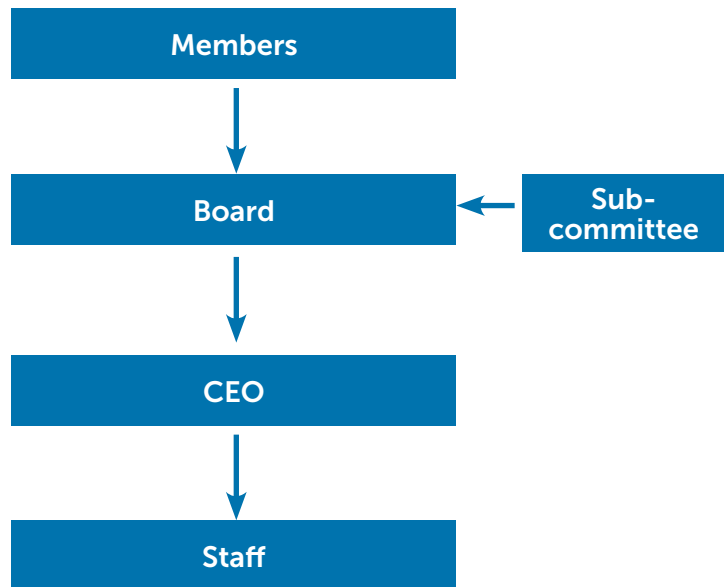


4.1.1 Sub-committees

It is common for a constitution to allow the Board to establish sub-committees. It is very important that sub-committees have a clear remit that meets a genuine need within the organisation. Sub-committees' roles need to be reviewed and amended regularly to make sure they meet the needs of the NGO over time.

Sub-committees should only take on work at the request of the Board, and report back to the Board. They should not be allowed to create their own work programmes unilaterally, or to undermine the authority of the CEO.

If you are considering setting up one or more sub-committees, Chapter 6 describes some of the advantages of sub-committees and advisory groups, and advises on how to manage some of the disadvantages. Remember that sub-committees will incur expenses that your NGO will need to cover.



4.2 The size of the Board

There is no perfect Board size; each BirdLife Partner must decide for itself how big its Board needs to be. Most NGOs have between five and 15 Board members. If there are fewer than five, you may not have enough people to carry out all the roles (see section 6.0), ensure impartiality and proper financial management, or bring a broad-enough range of skills (see 4.4 below). If you have more than 15 members, it may be difficult to arrange meetings, your expenses will increase, members may feel they are not making a useful contribution and decision-making can be more difficult. Seven to 12 is recommended.

The Chair of a large NGO felt that the Board was too big to be effective. He checked the constitution, spoke to most Board members privately to gauge their views and then proposed that the size of the Board be reduced from 24 to 18, through natural turnover. This meant that no one would lose their place immediately, while nobody would be replaced subsequently until the Board consisted of only 18 people. The constitution was amended at the next AGM.

4.3 Selection and election of Board members

One of the most important tasks is to attract the right people onto the Board of your NGO. On their own, neither selection, nor democracy, will provide the perfect answer to appointing and retaining the best Board members.

In Starting-up NGOs, Board members tend to be selected (or select themselves) from the small group of founders. But as the organisation develops you need to decide how Board members will be appointed. The choice is between democratic election, appointment

by the Board, or a mixture of the two. Note: to become a BirdLife Partner it is necessary to be governed by a democratic body

A purely democratic approach may mean that you do not get the mix of skills that you need, but you will get change. On the other hand, to simply hand pick and appoint people can lead to favouritism, cliques and insufficient change. A combination of the two provides a good balance between continuity and stability on the one hand, and fresh thinking on the other.

| Appointment by Board | | Election by membership | |
|--------------------------|---|---|--|
| Advantages | Disadvantages | Advantages | Disadvantages |
| Continuity, steady state | Little change, or freshness | Fresh ideas, new thinking | Unpredictable change, candidate may want to completely re-shape strategy |
| Good skills match | | | Candidate may think they have the skills needed, but you might disagree |
| Little left to chance | Favouritism, vested interests continue, could be taken over by factions Closed process | Change, possibly rapid change (the members might be telling you something!) Open and transparent | Could be taken over by factions (possibly without you knowing it) |

4.4 The mix of technical skills on the Board

There are some skills that all BirdLife Partners need, and some that will be dictated by your vision, mission, strategy and work programme. Skills that all Partners need are:

- Financial management, accounting and reporting, and possibly investment of financial reserves;
- Ecology, ornithology, conservation, environmental science, environmental education;
- Management of organisations, business management, human resources management;
- Fundraising;
- Public relations, promotion, awareness-raising.

Other skills that you might need include:

- Education;
- Advocacy;
- Knowledge of the membership;
- International conservation;
- Geographic representation.

Ideally, Board members will have more than one of these skills, allowing you to have the right number of Board members and the right mix of skills.

4.5 Length of service on the Board

A steady and predictable turnover of Board members brings fresh ideas and new skills, and helps to prevent any Board member behaving as if the organisation is theirs. It is a good idea to include the length of appointment to the Board in your constitution.

One BirdLife Partner appoints each Board members for a five year period. This can be extended by a further five years if the person is asked to become Chair, Secretary or Treasurer. One-fifth (20%) of the Board changes each year so that there is always some change and some continuity.

A small NGO had a four year term that could be extended by four years, and then extended again if the person was elected as Chair, Treasurer or Secretary. In reviewing the constitution, the Board decided that it was not healthy for the organisation for a Board member to serve for 12 years. The lawyer they consulted identified that the original wording had actually meant that one person could (in theory) serve for 20 years – eight as a Board member and then four years each as Chair, Treasurer and Secretary! The Board was very glad they had decided to make the change!

A small island-based organisation could not guarantee that there would always be new and committed people willing to join the Board. Nevertheless, they recognised that the Board needed to be refreshed so they made sure that their constitution allowed for Board members to rejoin after a suitable break, for co-option of Board members, and for the appointment of overseas Board members.

In another island-based community, the Chair had served for 12 years. He wanted to stand down, but no one came forward to take on the role. He was flattered that they wanted him to continue, but he recognised that a change would be good for the organisation (and his family). Eventually he stood down, and, after a short period without a Chair, one Board member volunteered. If the outgoing Chair had not forced this issue, the organisation might have stagnated.

5 The role of the Board

The Board is the guardian of the organisation, but the style of operating will change according to the phase of development of the BirdLife Partner. Sections 5 and 6 will help newly appointed Board members to understand their role and become

effective quickly. Board members are unpaid and provide their time and experience in order to ensure that the organisation functions effectively. They have a duty to act in the best interests of the organisation.

5.1 The role and responsibilities of the Board

Legal responsibilities. The first duty of a Board is to obey the law of the country or countries that your NGO operates in. This will affect many aspects of your NGO's operations (objectives, structures, accounting standards, tax arrangements, fundraising and ability to own property). It may also dictate the extent to which an individual Board member may be personally liable for the activities of the organisation, should a serious problem arise.

One organisation did not keep up to date with legal changes in their country. As a result, they did not register as an NGO and were unable to claim various tax advantages. Fortunately, they were still able to register; they only lost their tax status for one year, but it was an expensive error.

In another country, the government maintains tight control of membership organisations and requires that NGOs are members of government-specific government bodies.

The Board is legally responsible for conducting its business according to the constitution, and for ensuring all financial and other resources are managed and accounted for properly. This means making sure that accounting rules are followed, that money is not diverted into "pet" projects, and that equipment is not used for private purposes. During the Starting-up phase of an NGO's existence, when the Board is doing most of the work, it is particularly important to develop good habits about responsible use of resources.

The Board usually has collective responsibility for the activities of the organisation; this means that if board members are aware of something that breaks the law, they must take action to try to stop it. If they do not, they may be collectively liable for the breach, even if they have not done anything wrong personally. (See 5.2.3).

5.2 Understand your role

As a Board member, you have overall responsibility for your organisation and a duty of care towards it. When making decisions, you should "act reasonably" which means you must be well informed about your role and all aspects of the organisation and make sure that your decisions are thoughtfully considered and reflect the organisation's values.

There are three elements to understanding your role when you become a Board member: the organisation itself; the Board member's role; and collective responsibility.

5.2.1 Understand the organisation

You need to get to know all aspects of the organisation, including:

- The constitution;
- The mission, vision, values, strategy and objectives;
- The most recent accounts;
- Structures and systems, including committees, working groups, offices and facilities;
- The number and role of employees, volunteers and members and meet the most relevant ones.

Do not be afraid to ask questions about anything that you do not understand.

5.2.2 Understand your role as a Board member

You have a duty always to act in the best interests of the organisation. This means that you should put aside other personal interests you may have. Unless the constitution specifies that you should, you cannot represent only the views of a particular interest group and you must focus on what is best overall for the whole NGO. You also have a duty to act reasonably, to make sure the finances are in good health and are used for the purpose the organisation was set up for, and to accept ultimate responsibility for the organisation.

A finance officer did not provide a monthly cash flow forecast to the Board members. When he reported to them verbally at their meetings, he was sometimes vague about the exact state of the financial affairs, but they did not challenge him. When a new Board member with financial training investigated further, the Board were shocked to discover that they would become bankrupt in two months' time unless they took urgent action. This crisis could have been avoided if the Board had demanded proper financial reporting at its meetings on an ongoing basis.

5.2.3 Understand collective responsibility

Collective responsibility means that as a Board member, you may have equal legal responsibility for all the Board's decisions and actions, even if you are not present when the decision is made. You can also be held responsible for other Board members' actions by tolerating or ignoring them. So it is important that you try to attend every meeting and participate in all discussions, or contribute to them remotely when you cannot attend. You should ask for your views to be recorded if you do not agree with the

decision and check that important actions were carried out as agreed. As a Board member, you should not act on behalf of the Board without the Board's prior agreement, and must always represent the views of the organisation.

A Board member was interviewed on national television about a particularly contentious conservation issue, and gave his personal opinion, which contradicted the organisation's policy. This directly undermined the position of the organisation with the government, threatening important cooperation on conservation policy, and caused many members to resign. The CEO, senior staff and communications officer had to work extremely hard to repair the reputational damage caused, and to restore effective cooperation with the government.

In one Board there were many contradictory opinions about how best to protect a critically endangered species. The Chair asked four Board members with differing views to draft a policy for agreement by the whole Board.

A Board member misused grant funding for his own benefit. Several of his Board colleagues suspected he was committing fraud by doing this, but no one challenged his behaviour, tried to stop him or reported him to the authorities. When the fraud was revealed, the Board members were all collectively responsible for his crime and a fine was imposed on the NGO.

A Board had agreed that the Treasurer would meet with the CEO to review the accounts every month, but having delegated this task did not pay proper attention to the reports that were presented at the Board meeting. Some funds from an international funder were unaccounted for, and, during the subsequent review, the whole Board was criticised for failing to carry out their duties; the organisation was penalised.

5.3 Do what the organisation was established to do

The organisation's objectives (or purposes) are its reason for existing, and all Board members must be committed to those purposes. Actions to support this are reviewing, planning, monitoring and evaluating.

5.3.1 Make sure your NGO's objectives remain relevant and valid

It is important to keep the organisation's objectives up to date so that its vision, mission and strategy remain agreed and relevant. It is essential to stay within the objectives as set out in the constitution. Be careful not to seek funding that does not meet the organisation's objectives, or follows the personal interests of individual Board members or staff.

One Board member raised funds to run children's art activities to increase awareness about a

threatened species. Unfortunately, this prevented the organisation from raising funds for direct conservation work for the same species.

5.3.2 Make plans for the future and set a budget that matches those plans

If you are not clear what you want to achieve and how you will achieve it, you are unlikely to achieve anything meaningful and worthwhile. It is good practice to regularly (typically every three years) review the work of your organisation, and the conservation issues that you face in your country, and check that you are still focussing on the most important areas. You can then set goals, and agree how to achieve them and how you will measure progress and success.

Once the strategy is complete, the next step is to develop a business plan to convert the strategic ideas into reality, and to make sure you have the correct people, equipment and money to achieve your new objectives. From the business plan, you will be able to develop both your annual budget and your fundraising priorities for each year. If you do not have the resources to achieve your plan you will need to think about how you can increase income or reduce the plan.

5.3.3 Monitor progress

It is essential to monitor progress towards your strategic objectives, to monitor your actual finances against the expected budget, and then to adapt your operations when necessary. The annual budget, business plan and annual work plans can be used as a framework for reports so that the Board can monitor income, expenditure, fundraising and conservation work, so that you are able to make recommendations for changes as required. Board members need to receive the information with enough time to read and consider the information before the meeting, so that they can ask questions and give feedback. Reports that monitor progress against plans are one important way in which you can satisfy yourself that the organisation is being managed effectively, without getting involved in too many details.

5.3.4 Evaluate the achievements of the organisation

When you have completed the work, or at agreed review points, evaluating the achievements or outcomes of the work can provide an excellent opportunity for Board members to learn from experience. In addition, members and funders will want to know that you have used their contributions wisely and have something to show for it. Be proud! You will be seen as an open and transparent organisation if you publish your results in print and/or on your website, but you should consider any risks of promoting this information first.

5.4 Exercise appropriate control over the organisation

The Board is responsible for everything the organisation does. In a Starting-up organisation, this may not seem to be a problem, as the Board will be involved in every activity. But remember, you are collectively responsible, and things can go wrong even at this early stage. As the organisation matures, and Board members adopt a more hands-off approach, you need to be confident that all the activities are achievable, comply with national laws, and help to achieve strategic objectives. By the time an organisation is approaching the Maturing phase of its development there should be a clear understanding with the CEO about the structure and quality of the regular reports that the Board expects to receive.

5.4.1 Comply with the law and protecting assets

As a Board member, you have a duty to protect the organisation. This means that you need to make sure that you understand and comply with all the legal requirements and regulations, as well as the constitution. There should be proper arrangements to protect financial assets, including project funds and cash reserves, and to make sure they are used appropriately and effectively.

It is important to make sure that your organisation's fixed assets are monitored using a fixed asset register. This is a legal requirement in some countries. Fixed assets include vehicles,

land, machines, buildings, equipment, including office equipment, telephones and computers, as well as patents, trademarks and copyrights. All of these must be recorded, cared for, maintained

and protected. A fixed asset register (see the example below) lists all the assets, allows an organisation to keep track of each item, and helps you to plan for replacement.

| Asset Number | Description | Current location | Purchase Date | Purchase Price | Currency | Date last checked | Notes |
|--------------|-------------|------------------|---------------|----------------|----------|-------------------|-------|
| | | | | | | | |
| | | | | | | | |

The data gathered and held by your organisation is valuable and must be protected, both to comply with national laws on personal data protection and because it may have a value to other organisations or individuals. Research data must be available to enable you to analyse, research and publish results, as well as for advocacy based on evidence, but needs to be secure so that only approved staff can access it.

In a Starting-up organisation, Board members will use these controls themselves, while in a Maturing NGO, you will want to satisfy yourself that such controls are in place and are properly used. Whatever phase your organisation is at, you need to record your decisions about financial control, verify these are legal, and make sure everyone knows and understands them through relevant training.

5.4.2 Establish effective financial management controls and review them regularly

Good financial controls will allow you to show that all money has been used properly, and to protect your organisation from fraud. This is an area where many Board members are uncertain about how involved they should be. All organisations, whatever phase they are at, need clarity over basic financial matters including:

- How salary and other payments to workers are paid and recorded
- How expenses are agreed and claimed
- How external products and services are selected (three quotes for an item)
- How invoices are paid
- How much petty cash is kept and how it can be claimed
- How to record money owed to the organisation
- How cash is kept safe, how much is kept, how frequently you bank cash, and how many people count it (two is good practice)
- Authority levels for signing payments (how much can specific individuals sign for? Above what amount are two signatures needed?)
- Who has delegated authority to buy things or sign contracts
- How you store the personal financial data of your employees, volunteers and members

A UK NGO opened a small café selling drinks and cakes. The café manager took money from the cash register to buy fresh food. Accused of theft and threatened with dismissal, the café manager said that no one had explained that there was a procedure for buying stock. The line manager was sure that all procedures had been explained adequately, but had no record of the conversation. The consequence of this dispute was a long and expensive legal case for the NGO.

Another NGO had all the necessary procedures in place and the Board had delegated responsibility to the senior finance officer. However, the Board knew that it remained responsible for the organisation's finances, so asked for the regular financial reports to note any breaches of these procedures. Additionally, three Board members were asked to conduct occasional financial spot checks on behalf of the rest of the Board.

A small Growing organisation asked its Treasurer to meet with the CEO to review income and expenditure in the accounts at least once a month and then to report to the Board quarterly, or more frequently if the Treasurer thought it necessary. When a head of finance was appointed, the CEO delegated this responsibility, but recognised he was still responsible to the Board.

For more information and advice on financial management and control, MANGO (Management Accounting for NGOs) is a UK-based NGO, whose mission is to strengthen the financial management and accountability of other NGOs and their partners globally. Its website is designed for NGOs and has valuable resources that can be downloaded free. www.mango.org.uk

In the UK, there are strict accounting requirements for NGOs. These are set out at www.charitycommission.gov.uk and are suitable for adaptation by any larger or Maturing NGO. Many other countries have similar requirements.

5.4.3 Agree policies and procedures, and keep to them

It is the job of the Board to agree major policy positions for the organisation, such as working with the private sector, renewable energy or national agriculture or fisheries policies. In a Starting-up organisation, the Board will develop and agree the policies, whereas in a Maturing NGO, the staff might undertake the research and develop the policy for discussion and approval by the Board. Once agreed, the policies ensure consistency in the media and advocacy and guide everyday work. Appropriate training should be provided as required. Policies should be reviewed regularly.

In a Maturing organisation, most internal policies, such as recruitment and selection or staff appraisal, are the responsibility of the CEO. However, in some circumstances, such as where there has been a breakdown in trust, the Board

might decide to approve and monitor them for a fixed period to make sure they are fair and equitable.

An African NGO found that many staff believed other individuals were paid more than they were for comparable work, and so they felt mistreated. A consultant with expertise in staff management was contracted to write an employee handbook that listed all of the employment regulations and policies in one place. This included the salary policy and how pay levels were decided according to the responsibility, complexity and experience needed for each job. The employee handbook, with the salary policy, was made available to all staff, and so helped to create a sense of openness and transparency.

5.4.4 Delegate appropriately

After the early Starting-up phase of any organisation, the Board members will not be able to do everything, and so must delegate appropriate tasks to sub-committees, staff or volunteers. As the organisation matures, responsibility for the day-to-day operation of the NGO is delegated to the CEO who in turn will delegate specific activities to other staff. However, the Board always remains responsible for setting clear limits, deciding how, and how often, to receive reports and recording decisions.

5.5 Follow the code of conduct for Board members

Being a Board member of an NGO is a very responsible role that requires a high standard of personal behaviour. Many Board members gain personally by achieving something that is important to them as individuals, such as protecting a site, improving education or broadening their CV. However, the emphasis of the role is on public service, not personal gain or self-promotion.

Many funders will want to be confident that the Board has a code of conduct. If you do not have one, consider developing one as the whole Board. Some areas to include within a code of conduct are listed here:

5.5.1 Putting the organisation first

Serving on a Board means that you should put the interests of the organisation first and not try to gain benefit for yourself, or your family, friends, or employer.

5.5.2 Avoiding conflicts of interest

You have a conflict of interest whenever there is a risk that your judgment, decisions or actions as a Board member might be influenced by your personal gain or loss, or that of your friends, employers, or relatives. You must be careful not to put yourself under any financial or other obligation to individuals or organisations who might try to affect your judgement or decisions. It is good practice for NGOs to ask Board and staff members to declare their conflicts of interest. This can be done by asking members at the start of each meeting if they have any conflicts so that they can remove themselves from any discussions and decisions. It is particularly important that the Chair sets a good example to the other Board members and that this is a specific item in inductions for all new Board members. It is often said that if you think you might have a conflict of interest, then you almost certainly do!

A Board member's son-in-law worked for a company that provided financial advice to the organisation. This should have been declared because the son-in-law might gain from giving advice, or they might scheme together to change the financial advice for their own benefit.

A Board member ran an environmental consultancy. He declared this as a conflict of interest, and quite properly left the room every time there was a discussion about the NGO employing a consultant.

The Chair of an NGO was employed by a company that wanted to build a factory in a protected area. He considered his options carefully and decided that he could not continue in both roles, so resigned from the NGO.

A Board member was a government employee. Whenever she could, she helped the NGO to understand the way government operated, but when her boss in the government department tried to make her change the organisation's policy on a particular issue, she decided she must tell the Chair that she was in an impossible situation. It was agreed that she would not participate in the NGO's meetings for at least six months, until the issue was resolved and it was appropriate for her to attend again.

A television presenter was President of an NGO. He told the Board that he could not be associated with a certain course of action because it would damage his public image. This influenced the Board to change its decision. With hindsight, it was clear that the decision was taken, not in the best interests of the NGO, but in the best interests of the President. The President should have recognised he had a conflict of interest, withdrawn from the discussion, and, if necessary, resigned.

5.5.3 Objective appointment of staff and contracts

When appointing staff or consultants, awarding contracts, or recommending individuals for rewards and benefits, you should base your choice on merit only. Normally, organisations have a procurement protocol for buying products or services above a specific value, in order to ensure that the organisation is always open and transparent, and that it receives the best value for money available.

A woman applied for a job in the organisation where her uncle was a Board member. He felt it was acceptable for him to advise her on her application, but he told the CEO and Chair that she was his niece and turned down a request to

be part of the selection panel so that he could not influence the outcome in her favour.

Board members may apply for paid positions, provided they resign from the Board. It is not possible to be a staff member and a Board member, as in this situation you would be your own boss!

5.5.4 Employing relatives

Families often have common interests, so it is not surprising that in Starting-up organisations, or small communities such as islands, more than one member of a family may be involved, but having relatives on the Board or employing a Board member's relative can cause problems.

The potential problems include:

- Family members on a Board may always agree with each other and create an imbalance of views by voting as a block, or, if they have personal issues, their disagreements may bring domestic problems into the Board meetings;
- Employing a relative of a Board member is likely to lead to concerns or accusations of favouritism and is illegal in some countries;
- Employing a relative of a Board member may lead to concerns or suspicions that they are party to confidential information whether they are or not;
- There is an increased risk of leaks of confidential information;
- It is extremely difficult for a CEO to manage a relative of a Board member, when he or she reports to the Board. If the employee's performance is not adequate, it may be impossible to take disciplinary action, as the CEO may fear that the Board member will not support the action, or criticise or damage the reputation of the CEO.

For these reasons and more, it is wise to make sure your constitution puts limits on the appointment of relatives to Boards and prohibits the employment of Board members' relatives. Where this is impractical, such as in a small island community, you should include something in your code of conduct to guide behaviour, and ensure that your employment policies are robust and fair. In some NGOs where there is a limited number of potential Board candidates, the constitution allows for the appointment of international Board members, who can bring an impartial and independent view. Video-conferencing and Skype facilities enable Board members to participate remotely.

In an organisation on a small island, there were Board members and staff from one family. The code of conduct and the employment conditions set down clearly how such situations would be handled. In addition, there was clear understanding that the Board members would not interfere with the management of the staff members, and that the best interests of the organisation were paramount. Problems arose from time to time, but because there was openness and transparency, as well as protocols for handling such situations, they could be managed without any major difficulty.

5.5.5 Encouraging openness and accountability

Well managed, effective Boards are open and transparent about their work and their decisions. Board members should be willing to answer questions about the reasons for their decisions from members, the media and the public. Some NGOs publish the minutes of their meetings on their website, or hold their meetings in public, while others have a question and answer session at their AGM. However, it is important to remember that some information needs to remain confidential. If the subject is sensitive, it may be sensible to ask one Board member to speak on behalf of the whole Board.

5.5.6 Ensuring confidentiality

During Board discussions, you are likely to hear confidential information. This may be about a marketing or growth strategy, finances, the location of rare species, staff pay levels, staff performance and so on. As a Board member, you will be trusted with this information and must not share it with anyone who is not on the Board.

5.5.7 Representing the organisation externally

Board members are ambassadors for their organisation and should promote the work and the NGO whenever possible. Discussions, even heated ones, between Board members can be healthy and lead to sound decisions, but ideally the Board will present a united view to the public.

Board members will all have their own points of view, but it is important that when you speak publically on a matter, you represent the policy or view of the organisation (see 5.2.3 Collective responsibility).

5.5.8 Representing special interests, a region or whole organisation

Collective responsibility means that, even if you are appointed to a Board because of the area you live in or your special expertise, it is your duty to contribute to all discussions without bias, and ensure that the Board acts in the best interests of the whole organisation. The only exception to this would be if the constitution specified that your role was to represent a certain group or interest.

A Board member argued persistently that extra resources should be spent in his home area, because the members in his area, who had voted for him, expected him to do so. It was explained that resources were allocated according to conservation need and that his area was not a high priority. When he continued to raise the issue at Board meetings, the Chair talked to him privately and told him that he was in breach of his duty to act in the interests of the whole organisation. After some discussion, he understood the point and behaved in a more unbiased manner.

5.5.9 Attending Board meetings

As a Board member, you should attend every Board meeting unless you have a very good reason for not doing so. Many NGOs have a rule that a Board member who misses three consecutive meetings may be asked to resign. This assumes meetings are held every two to three months. If meetings are held very frequently or with little notice, you should question the Chair about the planning and management of the meetings (see Section 8). Some NGOs now allow participation by phone or videoconferencing under certain circumstances.

5.5.10 Resolving disagreements

All Boards have discussions, sometimes difficult and heated ones. Often this debate leads to good decisions. However, if left unresolved, disagreements can lead to poor decisions and the Board may cease to be effective. It is usually the Chair who resolves such problems (see section 8). However, sometimes other people are better placed to intervene, and should not be afraid to do so: all Board members have collective responsibility for the effectiveness of the meeting too.

5.5.11 Setting an example

As a guardian of an NGO you are in a position to show what you think is important and set a good example to other Board members and staff.

5.6 Expenses policies

It is good practice for an organisation to publish its expenses policy for Board members, so that members and supporters can see that their contributions are spent properly, and everyone on the Board knows what to expect. The expenses policy should be included in the constitution so that it cannot be changed easily.

Usually, NGOs only reimburse the cost of travel to and from meetings.

One northern Birdlife Partner has a section in its constitution which says: "Board members shall receive no payment for their services, neither shall they be eligible for appointment to any office of the organisation that is remunerated in any way. They may however be reimbursed for out of pocket expenses."

In some countries, it is common practice for an attendance or "sitting" fee to be paid to Board members for attending meetings in addition to out of pocket expenses. It is important to remember that the organisation's finances are for the benefit of nature conservation and so any attendance allowance should be modest.

One African NGO realised that attendance fees had become the only reason that some people attended meetings, and after a series of disputes about payment, the Board agreed the following: "Sitting fees are provided to compensate for people's time (in lieu of the activities they would otherwise be undertaking). The sitting fees will not be paid to people who have not been invited or to invited participants who do not attend the meeting."

6 Roles of Board officers

Short descriptions for the role of each Board office holder (President, Chair, Treasurer and Secretary) help to ensure that everyone is clear about their roles and responsibilities, and to avoid misunderstandings.

6.1 Role of the President

The role of the President is often unclear, especially when he or she is a senior member of government or a celebrity. It is sensible for all parties to be clear about the role before anyone is appointed. One African NGO describes the President as “the symbolic head of the organisation”, but they are not usually a member of the Board, and are not involved in decision making.

One UK NGO defines the role by listing clear responsibilities:

- Act as ambassador to promote the organisation’s policies as agreed by the Board;

- Provide a public face of the organisation;
- Promote campaigns and projects to the membership and others;
- Chair the AGM.

This organisation is very clear that the President’s role is to promote the policies, not to decide them.

Make sure there is a mutual understanding of the role before the appointment is confirmed.

Some organisations have several Vice-Presidents or Patrons. These are usually passive roles that provide specific advice or assistance on request.

6.2 Role of the Chair

The role of the Chair should be set out in the constitution, or supporting documents. The Chair is usually elected by the members of the Board, or appointed by a consensus of the Board. In a very small number of organisations, the members elect the Chair at the AGM: this practice is not recommended as it carries the serious risk that members may not fully understand the role, or appreciate the capabilities of the various candidates. The President should not appoint the Chair. In general, the role is to:

- Lead the Board so that it fulfils its responsibilities for the governance of the organisation as set out in the constitution, and relevant national legislation;
- Lead the Board so that the organisation fulfils its objectives;
- Chair Board meetings and ensure decisions are implemented;
- Support the CEO, and ensure that the Board works in partnership with staff, especially the senior management team;

- Recruit and manage the CEO, conduct their appraisal and hold him or her accountable for their actions and those of their staff;
- Act as a communication channel between Board and staff, volunteers and members;
- Lead the development of the Board.

The role of Chair of BirdLife Global Council is to represent and provide leadership to BirdLife International at the highest level. It is the highest elected position within BirdLife International. The responsibilities are to preside over Global Council and Partnership meetings; to attend regional Partnership meetings as regularly as possible; to represent BirdLife at the highest levels as required; to advise and provide guidance to the Chief Executive, to act as a mediator in the grievance procedure with Partners.

A UK NGO describes the Chair's role as:

- Principal Trustee;
- Chairmanship and organisation of the Board;
- Communication route between management and the Board;
- Holds the Chief Executive accountable and exercises broad oversight of the effectiveness of the Senior Management Team (SMT);
- Attends (but does not chair) the SMT regularly to maintain a strong link between the SMT and the Board;
- Ensures a sense of direction for the Board;
- Presents the annual report at the Annual General Meeting;
- Acts as leading ambassador for the organisation as and when appropriate.

Another NGO describes the Chair as a Board Member with a special role on the Board. The Chair is elected by the Board as set out in the constitution. The role of the Chair is to chair meetings of the Board. In addition, the Chair is authorised by the Board to undertake the following duties:

- Support and supervise the CEO and act as a channel of communication between Board and staff;
- Act as a figurehead for the organisation, for example representing it at functions meetings or in the press;
- Lead on the development of the Board and ensure its decisions are implemented;
- Take urgent action (but not to take decisions unless authorised to do so by the Board) when it isn't possible or practical to hold a meeting.

6.3 Role of the Vice-Chair

Not every organisation has a Vice-Chair, although it is a good idea to appoint or elect someone to take over the responsibilities if the Chair is unavailable. A Vice-Chair can have specific responsibilities: for example, in managing the Board appraisal process (See section 7.6).

The Chair of one NGO was a very busy public figure and could rarely attend meetings, which were presided over by the Vice-Chair. The problem was that the Chair still tried to influence decisions, while the Vice-Chair did not feel she had authority to run meetings in the way she wanted. A better option would have been for the Chair to become the President and for the Vice-Chair to be appointed as Chair.

6.4 Role of the Treasurer

The Treasurer's role is one of the most important in any NGO: it is to act as guardian of the organisation's finances and to lead the development of a sustainable financial strategy. The role includes:

- In Starting-up organisations, to establish accounting systems and keep the accounts;
- As the organisation Matures, to assist the Chair, other Board officers and the CEO in ensuring that the Board fulfils its duties and responsibilities for the proper financial governance of the organisation;
- To chair the Finance Committee (if any), ensuring that the organisation's financial

dealings are prudently and systematically accounted for and that the Board considers the key risk factors facing the organisation regularly.

It is usual for the Treasurer to have regular discussions with the CEO or head of finance to help manage the finances, including examining the accounts and discussing cash flow and financial liabilities. The CEO may delegate this role to the head of finance as the organisation expands and matures.

The role of BirdLife International's Treasurer is to have lead responsibility for BirdLife Secretariat's finances at Global Council level; to supervise, in the name of Global Council, all financial affairs

of BirdLife International; to take the lead in the development of fiscal policies; to advise the Secretariat on financial issues.

In one BirdLife Partner, the monthly accounts were presented in detail at the Board meetings. The Treasurer used this opportunity to examine them in detail while other Board members did not fully understand the technical language of accounting. Meetings were extremely long and not well attended. The Board decided to review how they operated, and agreed that in future the Treasurer and CEO would meet every month to examine the accounts in detail and that, every quarter, the Board would be presented with an overview that highlighted risks and areas of concern.

A large UK NGO describes the Treasurer's role as:

- To Chair the Finance Committee meetings;
- To facilitate the Board in guiding financial policy;
- To act as a specific financial trustee;
- To provide an independent check and safeguard for the Board;
- To act as Vice-Chair of the Board;
- To present the annual accounts at the Annual General Meeting;
- To be a leading ambassador for the organisation as and when appropriate.

Another organisation describes the overall role of the Treasurer as:

- To maintain an overview of the organisation's financial affairs;
- To ensure its financial viability;
- To ensure that proper financial records and procedures are maintained.

The Treasurer's duties include:

- To oversee, approve and present budgets, accounts and financial statements;
- To have confidence that the financial resources of the organisation meet its present and future needs;
- To ensure that there is an appropriate financial reserves policy;
- To prepare and present financial reports to the Board;
- To ensure that appropriate accounting procedures and controls are in place;
- To advise on the financial implications of the organisation's strategic plan;
- To ensure that there is an appropriate investment policy and that there is no conflict between the investment and the organisation's policies;
- To ensure compliance with legislation;
- To ensure the organisation's property is properly recorded, maintained and insured;
- To ensure the accounts are prepared and disclosed as required by law etc;
- To keep the Board informed about its financial duties and responsibilities;
- To present the accounts at the AGM.

6.5 Role of the Secretary

The role of the Secretary varies considerably between organisations. In small Starting-up and Growing organisations, the key role is to arrange meetings and take accurate minutes. In larger NGOs, staff are usually tasked with providing this service.

Note: The role of the Secretary is different from the role of the Company Secretary, whose role in some countries is to ensure that the organisation complies with all relevant legal matters.

A Secretary lived close to the office and was able to give time to the organisation. He became a signatory for bank accounts, and petty cash, and quickly started to be treated as if he was the

Treasurer. The Treasurer, who was less committed to the cause, stepped back and although the Secretary took his responsibilities seriously, he did not have an accounting background, and the accounts got into a muddle. As Secretary, his duties should have been more limited, and the real Treasurer asked to step down if he was not prepared to carry out his full responsibilities.

In BirdLife Global Council, the Chief Executive takes the role of non-voting Secretary. In discussion with the Chair, they finalise the agenda and check the minutes, but delegate the routine duties, such as booking venues and taking minutes, to other staff.

6.6 Role of Chief Executive in governance

One of the most difficult areas for Boards and staff in more mature organisations is to know where the dividing line is between agreeing strategy, which is the job of the Board, and management and operational matters, which are the responsibility of the CEO and staff. This is not an issue for Starting-up organisations where the Board carries out the work and makes all the decisions. However, as an organisation Grows and Matures it is one of the commonest causes of tension between staff and Boards, because it is rarely completely clear where one starts and the other ends.

The relationship between Board and the CEO is a complicated one. The Board recruits and employs the CEO and initially will be more knowledgeable than him/her. However, once the CEO is established, he or she will be more familiar with most aspects of the organisation, because they are dealing with it every day. However, the Board remains ultimately accountable. Both Board and CEO need to learn to work together through good communication and mutual respect.

In general, the areas that are the responsibility of the Board at the Growing and Maturing phases are:

- The Vision;
- The Mission ;
- Medium term (three to five year) strategy;
- Approval of annual budget based on annual objectives;
- Major external organisation policies, especially contentious ones (windfarms, hunting);

- Formal partnerships with other organisations, approval of big contracts (but see below);
- Appointment of the CEO;
- Monitoring the work of the CEO and holding him or her to account by agreeing monitoring and reporting mechanisms (the Chair is the CEO's "line manager");
- Delegating financial administration (to sign cheques/contracts) within agreed limits.

In some organisations, the management team will produce drafts of the Vision, Mission and policies for approval, while elsewhere the Board will draft the documents themselves.

Areas that are typically the responsibilities of the CEO include:

- Appointing and managing staff;
- Staff management structure;
- Developing major external policies for discussion and approval by the Board;
- Preparing the medium term business plan to implement the strategy for discussion and approval by the Board;
- Preparing the annual budget based on annual objectives;
- Internal policies (employment, health and safety, communications);
- Staff work plans and performance management, including appraisals;
- Operational financial management.

Chairs and CEOs will need to discuss responsibilities and come to a mutual understanding, to maintain clarity and avoid confusion. Some operational areas that might require discussion, depending on the situation, include:

- The appointment of senior staff. This is usually the responsibility of the CEO but sometimes a Chair might contribute to the process or a joint decision might be appropriate;
- Managing contentious or high risk communications, where Board might agree the core message based on the policy, but staff would draft the press release;
- In Mature organisations, the senior staff may draft Vision, Mission, medium term strategy, business plan and annual budgets, for discussion and approval by the Board.

A newly appointed CEO agreed that she would meet with, or telephone, her Chair every week so that they could get to know each other and discuss current issues. This worked so well, that after four months they agreed they now knew and trusted each other enough to meet less frequently, but would phone if something needed urgent discussion.

One CEO sees his role as being to "protect his Board". By this, he means that he runs the organisation so that the Chair and Board are never in a position where they could be surprised or embarrassed by the actions of the NGO. This does not mean that it is excessively averse to risk, but when making decisions he always asks himself, "What would the Board think?" or "Should I speak to the Board about this in advance?"

One Chair describes the relationship as a partnership, in which she and the CEO complement each other's strengths and weaknesses and work together for the benefit of the organisation.

A Chair and CEO became locked in a battle over who was in charge. The CEO did not recognise the duty of the Board and Chair to make sure the organisation was properly run, and the Chair thought the CEO was obstructive and unhelpful. Each blamed the other, and neither tried to resolve the matter through discussion or by asking for help from an external facilitator. The consequence was that the organisation did little conservation work and eventually the CEO lost his job. Soon after, the Chair was voted out at an AGM.

There are some things that can make the relationship easier and more effective:

- When you employ a new CEO, include the requirement to work effectively with the Board in the job description;
- Make sure that it is clear who the CEO's main contact is on the Board. While the CEO reports formally to the Board at meetings, it is usually the Chair who provides support and supervision for the CEO. It is important that there is clear agreement about identifying the CEO's main point of contact (their "boss"), and how s/he is to respond to requests from other Board members. It is not realistic, or fair, for the CEO to report to the whole Board;
- The Chair and CEO need to agree how they are going to work together (see 6.7 below);
- The Board, Chair and CEO need to recognise that each party will have different needs as the organisation develops. This can be particularly important where a founder becomes CEO as they may feel that the NGO is their own, and may be unwilling to change;
- The Board and CEO need to agree realistic performance indicators in the CEO's work plan so that they know their priorities, and the Board knows what to expect;
- The Board needs to recognise that requests for staff to take on new work, however small, will almost always result in something else not being achieved ;
- Board members need to avoid any "pet" projects that can distract staff from priority work within the strategy;
- The Board and CEO need to agree a protocol for contact and communication between staff and Board. This should ensure that the CEO's authority is not undermined, but that the facility exists for staff to raise legitimate serious concerns with the Board;
- The Board and CEO need to decide together what information the Board needs, in which format and how often to provide this, in order to monitor progress and know how well the CEO is doing his/her job;
- The Board and CEO need to have an agreement on how they will review how things are going. This should always be a two-way process.

6.7 Working relationship of Chair and Chief Executive

A successful relationship requires a partnership between the Chair and the CEO, with both people working together so that the organisation can achieve its strategic conservation objectives.

Like every relationship, this needs some investment and effort to make it effective and successful. Working relationships require people to know each other well enough to trust and understand each other, so it can be important to get to know each other as people. No-one is perfect and no-one can do every aspect of their job perfectly, so having a Chair and CEO who support and help each other is likely to make the organisation more effective. However, this does not mean that someone should be allowed to do their job badly.

Here are some tips that may help your working relationship be effective:

- Spend time getting to know each other as people as well as colleagues;
- Spend time agreeing what each person expects from the other, and the clear allocation of responsibilities;
- Alert each other quickly to important information;
- Agree practical things such as how often you will meet and what each of you expects from those meetings;
- Discuss the possibility of the relationship not working as hoped for, and what you will do if this is the case: for example, agree that if there are tensions, you will discuss it when it first happens rather than wait until the matter has become serious;
- Agree when the Chair will review how a new CEO's work is progressing;
- If there are performance failings, make clear what needs to improve, and by when;
- Even when things are going well, make sure that the CEO has an annual appraisal and that other Board members are asked for their views (a CEO and Chair who understand each other may not see things that are clear to others);
- At the appraisal, discuss how the relationship is working, as well as the quality of the work being delivered;
- Establish a disciplinary and grievance process for the CEO. The policies that apply to staff may not apply to CEOs, so it is helpful to know how you would handle the problem in case things go wrong.

One CEO believes that successful Board/staff relationships should work so well together that a stranger attending a meeting would not be able to tell who is staff and who is a Board member. It is a partnership of equals, and the only time the Board meet by themselves is to discuss the CEO.

6.8 The role of sub-committees and advisory groups

6.8.1 Sub-committees

It is common for a NGO constitution to allow the Board to establish sub-committees. It is very important that sub-committees have a clear remit, and that the remit is reviewed and adapted to meet the changing needs of the organisation over time. Sub-committees should only take on work at the direct request of the Board, and report back to the Board. They are usually made up of Board members who have an interest or expertise in a particular area of work.

The strength of sub-committees is that they are able to look at issues in greater depth than is possible at a Board meeting, for example in finance or education. Problems can occur when the sub-committee is unclear about its role, or starts to create its own work programme without reference to the Board. Sub-committees must report back to the Board. In a Growing organisation, it may be appropriate for a staff member to receive professional advice from a sub-committee, for example on education. However, it is essential that the staff member is managed by the CEO as soon as one is appointed. You should also remember that

sub-committee members will incur additional expenses that must be paid by the NGO.

A sub-committee's remit will need to be reviewed regularly, especially when the organisation is Maturing.

An NGO that was moving from the Growing to the Maturing phases had a sub-committee for education, which guided and directed the work of the Education Officer. When a CEO was appointed, she needed to have all staff reporting to her, so that she could plan and manage the work of all her team. As a result, the terms of reference of the sub-committee needed to be changed. After initial reluctance, the sub-committee realised that they must adapt to enable the organisation to develop. The sub-committee now only does work on behalf of, and reports to, the Board. If they are concerned about the performance of the Education Officer, the Chair speaks to the CEO.

Some Boards set up a finance committee to review financial information in detail, and check that financial management is sound. Other organisations prefer the CEO or Finance Officer and Treasurer to meet frequently, and then report to the Board. A finance committee might also be a suitable place to discuss staff and other confidential matters. Either way, the whole Board remains responsible for the finances, even if some feel financial management is not their strength.

It is good practice to have as few sub-committees as possible, and to avoid creating them if they do not have a clear and essential role, or to get round other problems.

The Board of one NGO was split into factions, and meetings were often hostile. At the suggestion of one faction, the Chair created a Finance and General Purposes (F&GP) committee. Most decisions were made by F&GP and were then reported to the Board. As a result, more than half the Board were excluded from decision making, but were still collectively responsible. The bad feeling on the Board got worse, and started to affect the staff at all levels. At a very stormy AGM, the Chair was publicly criticised and stood down. The new Chair abolished the committee and, as new Board members joined, proper governance practices were established.

A science committee operated in the name of an NGO, but did not have a remit, nor did it report its activities to the Board, despite claiming

expenses. It undertook some controversial research; because it was operating in the name of the NGO, damaged the reputation of all of the organisation's work.

Every committee should have clear terms of reference that include the limits of their remit and how often they are to report to the Board. There is a range of committees that can be found in different organisations. These include:

- Conservation/Science committee;
- Finance committee, including fundraising;
- Finance and Human Resources committee including salary remuneration;
- Remuneration committee;
- Education, Fundraising and Communications committee;
- Education committee;
- Communications and Fundraising committee.

Each organisation must decide for itself if it needs sub-committees, their responsibilities and how to maximise the value and minimise some of the disadvantages that these additional structures can bring.

6.8.2 Expert or advisory groups

Some NGOs extend the range of the skills that are available to them by creating expert (or advisory) groups. These do not usually have any legal status. The advantage of these groups is that the NGO has access to a wider group of technical advisors. However, the disadvantage is that they may start to create their own work programme, or meet and incur expenses on non-priority work, or act as if they have full Board status. Having clear terms of reference, and making sure they fully understand what you need of them, will help you to get the most benefit, and avoid some of the potential problems.

A small plant conservation organisation had only one fungi specialist who was at the start of her career. They created an advisory group of fungi specialists to support her and help her to develop policy and practice. However, this group was made up of expert botanists, who were neither staff nor Board members.

7 Helping the Board run smoothly

7.1 Terms of Reference

Terms of Reference (ToRs) help Board members to be clear about their role and responsibilities, and to avoid problems and misunderstandings. The ToRs are sometimes included in the constitution, although this varies. They might include:

- Frequency of meetings;
- Attendance requirements;
- Rules and guidelines about use of facilities;
- Expenses policy;
- Code of conduct;
- Collective responsibility;
- Confidentiality;
- Guidelines on representing the organisation externally;
- Length of appointment.

An NGO did not give Board members ToRs in writing. One Board member tried to gain resources for his own region, while another would not participate in discussions about finance, wanting only to talk about conservation. The Chair and CEO decided jointly to introduce the idea of written ToRs for future Board members. Some existing members said they would also find it useful, so it was easily agreed that all current Board members would receive a copy. From this point, it was relatively easy for the Chair to remind all of the Board of the ToRs, if someone began to act inappropriately.

One NGO has the following ToRs for Board members in their constitution:

- *To ensure that the organisation complies with its governing document, NGO law, company law and any other legislation;*
- *To ensure the organisation pursues its objectives as defined in the constitution;*
- *To ensure the organisation applies its resources exclusively to achieve its objectives as set out in the constitution;*
- *To contribute actively to the Board role of giving firm strategic direction to the organisation, setting overall policy, defining goals, and setting targets, and evaluating performance against those targets;*
- *To safeguard the good name and values of the organisation;*
- *To ensure the financial stability of the organisation;*
- *To protect and manage the property of the organisation.*

Appendix 2 provides an example of the Terms of Reference that one European NGO gives to new Board members, which also forms part of their induction information.

7.2 Induction of new Board Members

Many problems can be avoided by providing a pack of information and a short training programme for new Board members. This might include the following:

- A copy of the constitution, Board ToRs, vision and mission, strategy, operational structures, key policies, and examples of key communications;
- Meeting with senior staff and/or other Board members to learn about the way the organisation operates, its values, and an overview of the NGO's work (members and supporters often have only partial understanding of the work);

- Discussion with the Chair about the role of the Board, the role of the Chair, Treasurer and Secretary, how meetings are run, and how Board members participate;
- A tour of the office(s) and meeting staff if relevant.

A follow-up induction session following the Board member's first meeting or two provides an opportunity to answer any queries.

Similarly, induction of a newly appointed Chair, Treasurer and Secretary can help to ensure that constructive working practices continue, and the handover is smooth between one Board officer and another.

7.3 Leaving the Board

It is good practice for Board members to serve a fixed term (see Chapter 3 Constitution).

Having a planned and steady turnover of Board members helps to refresh the Board, while also ensuring there is sufficient stability. Some Board members do not want to cut their contact with the organisation and can feel rejected. A solution can be to appoint people to an advisory group, which does not meet, but which can be called on if required.

This type of arrangement solves the problem initially but may result in an advisory Board that is big and that wants to have a more active part in running the organisation. The problem may be avoided by making the length of service clear in the ToRs (see 7.1), and by making sure there are no exceptions to the rule. Alternatively, Board members can be asked to help with a specific project with clear ToRs, or to join an advisory group with a fixed term appointment.

It is important that Board members who are leaving are thanked for their contribution; gestures such as certificates of service should be considered. (See 7.3.1).

A Board member felt so hurt when his term of office ended, that he lobbied other Board members to challenge the Chair, and demand that the constitution be changed. The Board became divided, and for some time this was the only business discussed at meetings. Eventually it was suggested that the ex-Board member would be asked to advise on a particular short-term technical issue, which he accepted.

7.3.1 Recognition and thanks

Board members work hard, and contribute their time, expertise and experience without pay. Everyone appreciates recognition for their efforts, although how this is demonstrated varies from country to country. Some ways in which different NGOs thank retiring Board members include:

- A round of applause at their last meeting;
- A card signed by all the Board and senior staff thanking them for their work;
- A small gift of low monetary value funded from donations from Board colleagues;
- A certificate of service to frame or add to their CV;
- A formal letter of thanks;
- A formal letter of thanks to their employer, for allowing the Board member time for their Board work, and commending them for their work;
- A celebration meal.

It is important to remember that you need to be consistent with all retiring Board members, not just the most popular ones, and be careful not to break the rule that Board members should not be paid.

7.4 Monitoring progress of the Board

Many problems can be avoided if the Board reviews how well it is operating at least once a year. This can be done via a confidential questionnaire, by discussion between the Chair and each individual member, or in open discussion. Whichever method you choose, it is important that the Chair summarises the responses and the Board agrees what will be done as a result. It is also a good idea for the Chair to receive feedback, although this can feel threatening. This feedback can be anonymous, or the Chair could ask another Board member, perhaps the Vice-Chair, to ask the individuals for their views.

One UK NGO asks Board members to complete a questionnaire each year, to gather the views of Board members on how meetings are run, and to ask for comments on the way the Chair carries out his role. The questionnaires are returned to the Vice-Chair who collates them, feeds back general views about meetings at the next Board meeting, and talks to the Chair confidentially about his feedback (See Appendix 1).

In another NGO, the Chair speaks to each Board member, and asks for their comments. In addition, once a year, the Board meets (with no staff other than the CEO present) to discuss any matters that may be confidential, including the performance of senior staff.

There are some resources which can help you review the way the partner operates: Section 2.2 lists the BirdLife International Partner Indicators of relevance to governance. Appendix 1 provides an example of one organisation's Board appraisal. The website www.ncvo-vol.org.uk has a downloadable free booklet *Tending your Board* which recommends how to review and renew your Board.

8 Board operations

8.1 Managing Board and sub-committee meetings

Board members are often busy people, who may spend a lot of their time in meetings. When meetings are well managed, members will attend more regularly, and the decisions are likely to be more effective. A series of ideas that will help your Board meetings run smoothly and save people time are listed below. They will be mainly of use to Chairs, but can be used effectively by Board members and CEOs as well:

- Decide how often the Board needs to meet and schedule meetings a year in advance. If you are well planned, you are less likely to need emergency meetings and Board members can manage their other commitments to fit in with you;
- Send out an agenda, the minutes of the previous meeting and any papers to be read before you meet, so that they will arrive at least one week before the meeting. Make the papers concise and expect Board members to have read them in advance;
- If you are the Chair, plan the meeting beforehand. Allocate time to each item, making sure you deal with the most important ones first and have enough time. Think about which items may be difficult and plan how to handle them. If your organisation has a CEO, plan the meeting jointly or delegate responsibility to him/her;
- Start on schedule, and finish on time;
- Someone other than the Chair should take minutes. A separate sheet that lists the action points should be sent out within a few days (and no more than a week) of the meeting. The minutes should record the main points;
- Start each meeting by asking if there are any specific conflicts of interest. Then secure agreement that the minutes of the last meeting are an accurate record, or make amendments. Read out the action points from the previous meeting, and ask for any major updates. This should be much quicker than the more traditional 'Matters Arising' and helps to avoid revisiting decisions made at the last meeting;
- Ask to be notified in advance if Board members have any issues they want to raise to allow you to manage time;
- Make sure everyone has an opportunity to speak, and keep the meeting moving forward. Summarise decisions before moving on to the next item;
- If the meeting is long, or people are losing concentration, have a tea break (!), or postpone non-essential items to the next meeting.

In one NGO, Board meetings usually started late because of traffic in the city, and sometimes went on until midnight. The agenda ran to several pages, but was really just a checklist of points to be covered. The agenda included many items that could have been dealt with by staff or were trivial, and important issues, such as funding agreements, were delayed, sometimes for several meetings, resulting in loss of income. The CEO took the minutes, which sometimes ran to 16 pages, preventing him from participating in the meeting or getting on with more important work. A fine example of how not to run a meeting!

8.1.1 Resolving Board disputes

It is inevitable that some issues or situations will result in difficult meetings. There is no perfect way of handling these situations, but listed below are some tips that Chairs may find helpful:

- Remind Board members that they have a duty to behave reasonably, to listen to other people's points of view, and to make decisions that are in the best interests of the whole organisation;
- Remind Board members that they are collectively responsible for the work of the NGO;
- Use open questions, or phrases such as "We seem to be getting stuck here, what is the problem?" to restart discussions or keep them moving;
- Ask questions rather than giving your opinion, as you may gain a different understanding;

- Ask an outsider to Chair or facilitate a specific part of the meeting so that all parties get an equal chance to speak and be heard;
- Considering calling for a vote to decide key issues, but be careful! Voting will get you a decision, but not always a good one, and it can leave the dispute unresolved;
- Voting can, however, be helpful when one or two people are trying to force through their views, and the majority disagree but express themselves less forcefully.
- Remind people of the Values of the organisation or the code of conduct for Board members, particularly the duty to act in the best interests of the organisation and to acknowledge conflicts of interest;
- If members find it difficult to remember the code of conduct, add it to the top of the agenda every time, or stick it up on the wall;
- Discuss with other office holders on the Board how to manage a particular issue and use their support at the meeting;

Some Board members are strong characters, so it is important to have techniques available to manage meetings. Some ideas about how to cope with difficult personalities include:

- If one person is dominating, ask to hear the views of other people. "What do other people think?" or "Jane, you haven't had a chance to speak yet" or "Kofi, I think you have a different view?";
- Give quieter members a chance to show their views by asking "How many people agree with Amina?";
- Speak to the difficult person privately, outside the meeting, about their behaviour;
- If problems persist, ask an impartial facilitator to run a workshop at which you all agree how you will act at meetings in future.

In Section 7.6, we suggest that it is a good idea to ask how Board members find the governance process. Asking Board members how they think things are going can help to avoid minor issues becoming significant!

8.2 Managing member events

8.2.1 Annual General Meetings (AGM)

The Annual General Meeting is one of the occasions when the members have a chance to meet the Board, ask questions, and to see the competence of the organisation. It is a formal occasion when the Board is held to account by the membership.

How it is arranged, what you say, and how it is run, will influence whether they continue to support your NGO's cause: it may affect whether they put themselves forward to join the Board in the future.

Your country's legal system and your constitution will dictate the essential elements of the AGM agenda, but you can usually include more than that if you want to. Preparation is the key to success, and recommendations include:

- Ensure that you issue members with formal notice of the meeting in sufficient time. For example, the constitution of one BirdLife Partner states that all members must be given 21 days' notice of the date and venue of the AGM;
- Decide an agenda, with timings, and stick to the schedule;
- Ask for items of Any Other Business in advance with a clear deadline, so that you can prepare for them well, and manage the time effectively;
- In the Chair's annual report, give a realistic mix of successes and challenges. You will look transparent if you describe some disappointments and explain why you weren't successful;
- Include some activities that you know will interest the members;
- In the finance report on the accounts, try to use examples to explain the figures. If the figures are disappointing, say why and how you will avoid this happening again;
- Question time always feels risky, but it is the members' opportunity to ask about the things that concern them. You can prepare for question time by writing down all the difficult issues that you believe might be raised and preparing answers for each one. You may forget the exact words, but you will be able to answer more confidently;

- Discuss how to manage question time in advance: how long, how many questions, who will answer, what to do if someone argues or isn't satisfied. If you run out of time, you can offer to answer them by letter or email; or to discuss matters outside the meeting;
- Try to resolve any differences with other Board members in advance, unless you want them discussed in public;
- Plan how to manage elections so that it feels like a professional process; Consider asking one or two staff to give illustrated talks about their projects to give the members more insight into the work;
- Brief other Board members and senior staff about your plan for the day.

8.2.2 Extraordinary General Meetings (EGM)

An EGM is usually called to discuss a single contentious or rapidly emerging issue, but in other respects it is like an AGM. You are less likely to have unexpected questions, and the Chair can prevent the agenda drifting from the reason the meeting was called. If you expect the meeting to be difficult, prepare carefully. Think about who is likely to support you and who will be opposed. Encourage your supporters to speak up, and consider whether it would be helpful to speak to strong opponents before the meeting.

To be effective, EGMs need to be a well managed process, which is coordinated with other Board members, the CEO and senior staff.

9 Where to go for more help and information

Using lawyers

If you want to amend your constitution, you probably need legal advice, but that can be expensive. NGO legislation is usually country specific, and is a specialist area of the law, so it is worth speaking to other NGOs about who they would recommend. Depending on the nature of the change, it may be possible to make the amendments yourself and ask a lawyer to review them; this will probably be cheaper.

Local specialists and facilitators

Word of mouth is probably the best way of finding a suitable facilitator for a workshop, although websites such as LinkedIn may also be useful. Generally, you want a facilitator who works with you, rather than does it all for you. He or she should help you to be clear about your objectives, have relevant experience, and help the Board to come to its own decisions rather than decide things for you.

The BirdLife International family

One of BirdLife's great strengths is that there is a wealth of experience in the partners, and the philosophy is one of mutual help and support. Regional secretariats, regional committees, and partners are all a good source of information and advice.

Websites and societies

The BirdLife Extranet and Capacity for Conservation are resource websites aimed specifically at NGOs. You can request a login to the Capacity for Conservation website through www.capacityforconservation.org. Access to the BirdLife Extranet is limited to BirdLife Partners.

Many countries have "umbrella" organisations for NGOs; in the UK, the National Council for Voluntary Organisations provides free advice and guidance on many topics including governance, which you may be able to adapt to meet your needs. www.ncvo-vol.org.uk

Also in the UK, the Association of Chief Executives in Voluntary Organisations provides professional advice for UK NGO CEOs and others www.acevo.org.uk

The Caribbean Natural Resources Institute (CANARI) project. www.canari.org is a non-profit organisation registered in Saint Lucia, St. Croix and Trinidad and Tobago, with its main office in Port of Spain, Trinidad. It publishes case studies and other information on its website.

In Europe, Euclid Network is a growing community of civil society professionals who want to connect across borders for a stronger, more innovative and more sustainable European civil society. Their aim is to empower members to be civil society change makers across traditional borders and boundaries and is for members of the EU, Council of Europe, Union for the Mediterranean and Belarus. www.euclidnetwork.eu

Appendix 1

Example of Board annual self-appraisal form

Plantlife International

The purpose of this appraisal process is to provide ourselves as members of the Board with an opportunity to review our role and contribution to the work of the organisation over the previous 12 months. Conducting regular Board appraisals is an essential part of governance best practice and we aim to conduct our formal review on an annual basis. As Board members, we hold ultimate responsibility for the governance and good running of the organisation; this review process therefore aims to enable us to give ourselves a collective health check and to take action to improve our performance and that of the organisation.

There are two forms for you to complete. Their purpose is for you to provide confidential feedback:

1. Your assessment of the performance of the Board and the processes which support it for previous 12 months. This is to be sent to the Chair.
2. Your assessment of the performance of the Chair for the previous 12 months. This is to be sent to the Vice-Chair.

Board Performance Review

Name _____

Date _____

| | |
|--|--|
| 1. Governance | |
| Do you understand your role as a Board member, including your responsibilities and authority? Would you like some support on this issue? | |
| Does the Board work well as a group? Give examples | |
| How do you feel the structure of Board meetings, timings and arrangements are working? | |
| What, if any, further information do you need to help you to come to informed decisions? | |
| Do you think the Board's business strikes the right balance between strategy/policy and operational/management issues, or could it be improved? | |
| Do you feel Finance and General Purposes Committee is fulfilling its function effectively? (F&GP Role description attached for reference.) Is there more the Committee could do to support the Board/Board meetings? | |
| Does the Board have the right mix of experience and skills? | |
| Are relationships between Board members effective? | |
| 2. Strategy | |
| Do you feel you have had the opportunity to contribute to the development of our strategy over the past year? | |
| Are there any important strategic issues that you are concerned about which we have not considered or taken into account sufficiently? | |
| 3. Time commitment/processes | |
| How do you feel about the demands made by the organisation on your time? Is it reasonable and manageable? Are meetings of the right frequency? | |
| Do you receive papers in time to allow you to prepare properly for Board meetings? How could papers be improved? | |
| 4. Personal | |
| How actively and successfully do you refresh knowledge and skills and are you up to date with: <ul style="list-style-type: none"> • The latest developments in areas such as corporate governance framework and financial reporting? • Conservation • Would you welcome opportunities to raise your skills / knowledge – if so, do you think this would be best achieved by attending training courses in your own time or having in house training provided on Board meeting days? | |
| Performance of the Chief Executive | |
| Relations with the Board | |
| Strategy development | |
| Strategy delivery | |
| Financial management | |
| Other comments? | |

Review of performance of Chairman

Name

Date

Review questions

| | |
|--|--|
| In accordance with good practice, the Vice-Chair will be undertaking a review of the performance of the Chair. Please send your comments directly to her including your thoughts on the following areas: | |
| Does the Chair demonstrate clear leadership? | |
| Does the Chair allow for contributions to the agenda? | |
| How well does the Chair deal with conflict resolution? | |
| Does the Chair allow opportunity for all views to be expressed? | |
| What could the Chair do more of/less of that would help your participation as a Board member? | |
| Other comments on the Chair's performance? | |
| The Vice-Chair will collate comments received in confidence and feedback to the Chair – comments from individual Board Members will not be provided by name unless specifically requested by the Board member concerned. | |

Appendix 2

Example of Terms of Reference for RSPB Board members (referred to here as Council). This information also provides Board members with essential information for their induction into the role.

Example of Board ToRs (taken from a conservation NGO in the UK)

The Role of Council Members

The organisation's Council is the governing body of the organisation. It is responsible for ensuring the Society conducts its affairs in accordance with its Constitution and with the law. This document describes the role of the organisation's Council and its trustees (Council Members).

1 The Legal Position

The Society is a registered Charity, which brings it within the orbit of legislation that regulates the activities of charities. It also brings valuable tax concessions that are conditional upon the Society acting for the public good.

The Council of the Society has responsibility for the conduct of the Society's affairs as set out in the statutes. The Society's Council is the ultimate controlling body of the Society and has the responsibility of ensuring that the Society conducts its affairs in accordance with its constitution and the law.

Council Members are elected by the membership as individuals who are appropriate people to manage the affairs of a charity concerned with conservation.

Council Members are not paid for carrying out their duties. Travel and accommodation costs arising from the Society's business will be reimbursed.

2 Composition and Size of Council

The number of persons to be elected to the Council at each Annual General Meeting, together with those continuing in office, shall not exceed 12 (exclusive of the ex officio members of the Council). Ex officio members of Council are the President, the Chair, the Hon. Treasurer and the three Country Committee Chairs.

Council Members should come from backgrounds which together cover the range of the Society's activities and represent a geographic and demographic spread. Collectively, Council Members' contributions should include:

- knowledgeable thinking on Society strategy
- 'audit' skills both in prospective approval of work programmes and acting as the conscience of the Society
- 'political' contacts with external opinion formers and key decision makers
- responsiveness to the interests of the members and wider society
- contacts which would help with the Society's fund raising role

3 Period of Office

Chapter 5.2 of the Statutes states that: "each person shall hold office from the close of the AGM at which he is elected until the close of the AGM in the fifth year following that of his appointment. A person will not normally be eligible to be nominated for a further period in the same office but in exceptional circumstances the Council may resolve that a person may be nominated for a further period not exceeding five years".

4 The Role of Council

Ensuring compliance with the objects, purposes and values of the organisation, and with its statutes;

- Setting or approving policies, plans and budgets to achieve those objectives, and monitoring performance against them;

Council:

- *Determines the medium/long term strategy for the Society as a whole and for the key components of the Society's work.*
- *Agrees the annual budget and work priorities, as informed by the Society's strategies.*
- *considers and approves Society policies.*
- *Approves the positioning of the Society, where this influences the external image and perception of the Society by the public and its other audiences.*
- *Takes decisions where long term legal commitments are made, eg land purchase.*
- *Monitors performance against strategic goals and annual objectives.*
- *Ensuring the solvency, financial strength and good performance of the organisation;*
- *Ensuring that the organisation complies with all relevant laws, regulations and requirements of its regulators;*
- *Dealing with the appointment (and if necessary the dismissal) of the organisation's Chief Executive; Supervision of the CEO is overseen by the trustees but is delegated to the Chair of Council. Arrangements are in place covering all normal aspects of a staff/manager relationship i.e. objectives, performance appraisal, support & development.*
- *Setting and maintaining a framework of delegation and internal control; The framework is set out under sections 5, 6 and 7 below. Council must monitor what it has delegated to sub-committees and to management, both formally through annual review of work programmes, and through the Chair's review of the performance of the Chief Executive and informally through individual Council Members' observation and contacts.*

- *Agreeing or ratifying all policies and decisions on matters, which might create significant risk to the organisation, financial or otherwise. Management Board maintains a comprehensive register of all risks that have the potential to undermine the organisation's capacity to deliver its objectives. This is reviewed annually and Council is invited to consider whether it is satisfied that all significant risks have been identified and are being managed satisfactorily.*

5 Decision taking by Council

Decisions that fall to be taken by Council will normally be progressed in one of two ways:

- Either staff will identify the need for a Council decision and will prepare a paper containing facts, background and choices together with a recommendation, or
- Council will identify a need and ask the Chief Executive to have a paper prepared.

6 Role and Composition of Sub-Committees

The Statutes allow Council to give to sub-committees "the power to resolve any matter that is not reserved to Council . . ." In practice, all material committee decisions are referred to Council for ratification. Therefore, references below to 'approval' should be taken to imply 'subject to Council ratification'. There is, however, an effective framework for delegation to staff.

Example of a sub-committee

Finance and Audit Committee
Finance & Audit Committee comprises four Council Members with financial and/or general management skills, with the Chief Executive, the Director Finance and Director Marketing in attendance. However, the Chair of the Committee (the Hon Treasurer) may co-opt any member of Council to a particular meeting. The Chair of Council is an ex-officio member of the committee and the Hon Treasurer may invite other Council members as appropriate.

The role of the Finance and Audit Committee is to:

- *Consider the annual financial plan and annual budgets before agreement by Council in line with strategic priorities agreed by Council.*
- *Review financial performance.*
- *Consider the annual accounts.*

- *Oversee internal and external audit processes.*
- *Consider the question of annual subscription rates in liaison with Communications Committee.*
- *Act as the conscience of the Society in probity terms.*
- *Oversee contracted out financial functions such as pensions and investments.*

7 Delegation to staff

Day-to-day running of the organisation is delegated to the Chief Executive who is in turn supported by a Management Board appointed by him/her.

Three key mechanisms enable Council to delegate in this way whilst retaining effective control:

- Council approves the corporate strategy. Annual work programmes and budgets are informed by this strategy and approved by Council. Outcomes are reported regularly to Council and in turn, used to inform subsequent work programmes, budgets and ultimately strategies.
- Staff authority levels for entering into procurement commitments and other financial transactions are approved in principle by Council and operated within the budgetary control framework. Note, land acquisitions and disposals are always referred to Council.
- Internal and external audit functions have direct reporting lines to Chair's of Council and of Finance and Audit. Their activities are steered by Council to ensure the control mechanisms operate satisfactorily.

8 Working Methods of Council and Committees

The aim is to enable Council members to carry out the functions outlined in section 6 (above) most effectively by structuring the business in a way which allows adequate discussion time for important issues of policy and allows successful monitoring of the Society's work without overloading trustees with paper.

i Policy formulation

Where key policies and strategies are concerned, the appropriate committee is usually asked to consider and give views on the overall broad principles at an early stage, with the staff then working up the policy in detail for final

consideration. Timescales and the nature of particular policy areas may mean getting early views is not always possible.

ii Monitoring

Reports which present information in a concise format will permit Council or Committees to monitor how the Society is doing in achieving the objectives set for the year as part of the work programme process.

iii Structure of papers

To help Council Members in their reading and to enable discussion to be focused, papers will be structured to be as concise as the subject matter will permit, to begin with a summary of the content, and to have a clear statement of what Council is asked to note/discuss/decide/approve.

iv Chair's Special Meeting

It has been agreed that once a year there should be a meeting of Council Members with the Chief Executive in attendance, to allow informal discussion. Normally, however, the senior staff team will work most effectively if Council is open with them and they are completely aware of Council's thinking.

v Conflict of Interests

Council and Country Committee members have a duty to declare any personal interest or conflict of interest in any matters being considered by Council. The charity regulators require that all transactions between the Society and Council members (or business interests or relatives of Trustees) are declared. Conflicts of interest include potential involvement with other organisations as well as those of a pecuniary nature. See accompanying document "Guidance on conflicts of interests and the acceptance of gifts and hospitality".

vi Performance Appraisal

The Good Governance Code recommends that trustees regularly review and assess their own performance. Therefore, at the meeting of Council prior to the 'Chair's Special Meeting', the Chair will remind trustees that he is available then (as at any time during the year) for one-to-one discussion on any topic related to the effectiveness of Council. Of course, on rare occasions it will be necessary for the Chair to initiate such discussion. Where appropriate, matters can be brought to the attention of full Council, either at the 'Chair's Special Meeting' or at a routine meeting.

vii Keeping informed

An induction day is offered to newly elected members of Council and country committees

and all are strongly encouraged to accept this invitation. Follow-up visits can be made to any part of the organisation – the Council Coordinator will make the necessary arrangements. In practice, Council papers and periodic pre-meeting briefings are the most important means of Council members keeping up to date. However, there is also an annual Council Weekend hosted by one of the Country or Regional offices during which Council is able to meet staff on the ground and be briefed on a wide range of the organisation's work. All Council members are invited (partners may also attend, charged on a cost-covering basis).

9 Using Council Members' Skills

Apart from the contribution that Council Members can make through the Committees, the Society may seek to make use of the particular skills of individual Council Members outside Committee meetings.

10 Officers of the organisation

The roles of President, Vice Presidents, Chair, Treasurer, and Chief Executive are delineated as follows:

Role of the President

- External representation of the Society as appropriate
- External representation with the membership
- Establishment of an identifiable public face of the Society
- Chair of the Annual General Meeting

Role of Vice Presidents

- Ambassadors for the Society
- External representation of the Society as appropriate
- Assist in promotion of campaigns and projects to the membership and other audiences
- Help communicate Society messages to key decision makers

Vice Presidents do not become members of Council by right of holding the position, but are eligible for election to Council in the normal way. There are two types of Vice President: a Life Vice President who serves until they resign or cease to be a member, and a Vice President who is appointed for a five-year term of office.

Role of Chair

- Principal Trustee
- Chair and organisation of Council
- Communication channel between management and Council
- Holding the Chief Executive accountable and exercising broad oversight of the effectiveness of Management Board working
- Is invited to attend (but not chair) Management team meetings regularly to maintain a strong link between Board and Council
- Ensuring a sense of direction (setting the horizon)
- To present the annual report at the Annual General Meeting
- To be a leading ambassador for the Society as and when appropriate

Role of Treasurer

To facilitate trustees in guiding financial policy

- Interface with management
- A specific financial trustee
- An independent check and safeguard for Council
- Acts as Vice-Chair of Council
- To present the annual accounts at the Annual General Meeting
- To be a leading ambassador for the Society as and when appropriate

Role of Chief Executive

- Management of the Society, which includes:
- Leadership of the organisation and, in particular, of the Management Board
- High level external representation
- Formulation of strategies, policies and priority choices for Council consideration
- Implementation of Council approved strategies and policies
- Organisation of the Society's resources to ensure their most effective use
- Ensuring day-to-day compliance with regulatory and financial best practice
- Chairing Management Board meetings
- Being a leading ambassador of the Society at all times.

Capacity to Serve as a Trustee of the RSPB

Based on the Charity Commission’s booklet, Responsibilities of Charity Trustees (March 2002):

Charity trustees are the people responsible under the charity’s governing document for controlling the management and administration of the charity. See Trustee Responsibilities (attached).

No-one under the age of 18 can be appointed either as a charity trustee or as a nominee (except that a person under the age of 18 can be the director of a charitable company).

Some people are disqualified by law from acting as charity trustees, including anyone described in section 72(1) of the Charities Act 1993. This includes:

- anyone who has been convicted of an offence involving deception or dishonesty, unless the conviction is spent;
- anyone who is an undischarged bankrupt;
- anyone who has previously been removed from trusteeship of a charity by the Court or the Commissioners for misconduct or mismanagement; and
- anyone who is under a disqualification order under the Company Directors Disqualification Act 1986.

RSPB trustees (Members of the RSPB Council) serve for a five-year period from the AGM at which they were elected. They are expected to attend regular meetings of the full Council and of two of the supporting committees: Conservation Committee and Communications Committee. For a small number of trustees (four plus the Chairman of Council), there is a further committee, namely, the Finance & Audit. Council and committees each meet four times a year, during working hours.

The RSPB requires confirmation that those seeking election to its Council are qualified to act as a trustee.

Please sign below to confirm that you are qualified to act as a trustee of the RSPB and able to attend most meetings. In signing, you agree to notify the RSPB if there is any change in your circumstances that might have an impact on your capacity to serve as a trustee of the RSPB.

Name _____

Date of birth _____

Address _____

Signed _____

Date _____

Police checks

As the RSPB has a thriving youth organisation, we routinely ask volunteers and staff (including the Management Board) to confirm that they are not on a register of sex offenders, and to authorise the Society to undertake criminal records checks as appropriate. These checks help to protect young people, the Society, and you. In addition to completing a CRB form, we will ask you to bring two documents that confirm your identity and address to your first Council meeting or induction visit.

Trustee responsibilities

Source: ‘The Essential Trustee: what you need to know’, published by the Charity Commission

The following summarises the main duties and responsibilities of charity trustees:

- Charity trustees are the people who serve on the governing body of a charity.
- Trustees have, and must accept, ultimate responsibility for directing the affairs of a charity, and ensuring that it is solvent, well-run, and delivering the charitable outcomes for the benefit of the public for which it has been set up.

Compliance

Trustees must:

- Ensure that the charity complies with charity law and with the requirements of the Charity Committee as regulator; in particular, ensure that the charity prepares reports on what it has achieved and Annual Returns and accounts as required by law.
- Ensure that the charity does not breach any of the requirements or rules set out in its governing document and that it remains true to the charitable purpose and objects set out there.
- Comply with the requirements of other legislation and other regulators (if any) which govern the activities of the charity.
- Act with integrity, and avoid any personal conflicts of interest or misuse of charity funds or assets.

Duty of Prudence

Trustees must:

- Ensure that the charity is and will remain solvent.
- Use charitable funds and assets reasonably, and only in furtherance of the charity's objects.
- Avoid undertaking activities that might place the charity's endowment, funds, assets or reputation at undue risk.
- Take special care when investing the funds of the charity, or borrowing funds for the charity to use.

Duty of Care

Trustees must:

- Use reasonable care and skill in their work as trustees, using their personal skills and experience as needed to ensure that the charity is well-run and efficient.
- Consider getting external professional advice on all matters where there may be material risk to the charity, or where the trustees may be in breach of their duties.

To fulfil these responsibilities properly, trustees should make sure that they keep up to date with the work of the charity, give enough time and energy to the business of the charity, and meet regularly enough to make the decisions needed.

Guidance on Conflicts of Interest, the Registration of Interests and the Acceptance of Gifts and Hospitality

Conflicts of Interest

Trustees have a legal obligation to act in the best interests of the RSPB and in accordance with the Society's Charter and Statutes.

Conflicts of interest may arise where an individual's personal or family interests and/or loyalties conflict with those of the Society. Such conflicts may create problems as they can:

- Inhibit free discussion
- Result in decisions or actions that are not in the interest of the Society
- Risk the impression that the Society has acted improperly.

Registration of interests

To protect both the Society and the individuals from the appearance of impropriety, we ask all trustees and country committee members, whether or not members of Council, to register their interests where these might impact or have a material effect on their role with the Society. Non-Council members are asked to register their interests because they will influence decisions on important issues. Senior staff are also required to register their interests.

Details of the type of interests to be registered are shown on the attached Registration of Interests form.

What constitutes an interest?

For the purposes of deciding whether you have an interest in a contract to supply goods or services to the Society, the interest of an immediate member of your family or a business for which you work, are a director or hold more than 5% of the nominal share capital should be treated as if it was your own interest. This is because it could be argued that you will receive indirect benefit from the arrangement. Similarly, you should register any other interests of such parties that could materially affect your own role with the Society.

An immediate family member includes a child, parent, grandchild, grandparent, brother, sister, spouse or any person living with you as your partner.

A contract to supply goods and services to RSPB Sales Limited or other subsidiary should be treated as if it were directly with the Society.

Please note that interests can be those that result in both financial and non-financial benefit.

If you are not sure what to declare, or whether/when your declaration needs to be updated, please err on the side of caution. As a guide, consider whether members of the Society might consider that your judgement on an issue would be affected by your interest. If you would like to discuss the matter further, please contact the Council Coordinator on 01767 693010 for confidential guidance.

The information that you provide will be recorded on a Register of Interests, which is maintained by the Council Coordinator.

To be effective, the Register of Interests needs to be updated at least annually and when any changes occur. Members of Council [and other committee members] are sent annual reminders.

Data Protection

The information that you provide will be processed in accordance with the data protection principles set out in the Data Protection Act 1998. Data will be processed only to ensure that trustees and non-Council members act in the best interests of the Society. The information will not be used for any other purpose. However, the register could be made available to appropriate regulators (e.g. Charity Commission or Office of Scottish Charity Regulator (OSCR)) or if otherwise legally obliged to do so.

What to do if you face a conflict of interest

Even if you have registered an interest in the Society's register of interests, you are still obliged to declare any interest that you have in a matter under discussion at a meeting at which you are present. You are not permitted to vote on such a matter or to influence any decision. You should also leave the room during the discussion of that item of business.

However, the requirement to declare an interest does not prevent you from participating in discussions where the benefit you might receive is enjoyed by all members of the Society or a significant number of others.

The Council Coordinator or Committee Secretary will record all declarations of interest

made at a meeting within the minutes of that meeting together with the actions taken to manage the conflict of interest.

Interests in matters determined outside of a meeting of Council

Decisions about matters in which you have an interest will often be taken outside of a meeting of Council. Clearly, it would be inappropriate to attempt to influence those decisions.

Gifts and Hospitality

It is rare for Council Members to accept a gift or hospitality in connection with their role with the Society save for that received in direct connection with their work for the Society (e.g. attending a dinner with the objective of promoting specific RSPB interests to fellow diners). Where the actual or estimated value is in excess of £75, details should be provided in writing to the Council Coordinator who will maintain a record of these.

Other benefits

Trustees only are reminded that payments or other benefits granted to them, including those to immediate members of a trustee's family or a connected business, need the specific approval of Council before they are made or any contract giving rise to such payment is entered into.

Recording of Trustee interests in the Annual Report and Financial Statements

The Society is legally required to record in its annual report and financial statements the details of any payment or benefit that a trustee receives from a contract to supply goods or services to the Society or its trading companies. Other material benefits that a trustee receives from the Society will also usually need to be recorded.

The Royal Society for the Protection of Birds

Registration of Interests

Name (please print)

As a trustee/non-Council committee member of the RSPB, I disclose the following interests which may materially impact on my role with the Society (Interests that are un-connected with your role with the Society do not need to be declared):

| Category of Interest | Please give details of your interest and whether it applies to you or, where appropriate, a member of your immediate family or a connected business ¹ |
|--|--|
| Current employment and any previous employment (including consultancies) in which you continue to have a financial interest. | |
| Appointments (voluntary or otherwise) e.g. trusteeships, directorships, local authority memberships, tribunals etc. | |
| Membership of any professional bodies, special interest groups or mutual support organisations. | |
| Investments in unlisted companies, partnerships and other forms of business, shareholdings exceeding 5% of the issued shared capital and beneficial interests. | |
| Any contractual relationship with the RSPB or its trading company since last return (or since appointment, if this is the first). Please provide itemised details of each contract, the date that this was (or will be) entered into and its value, including VAT. | |
| Any other interests that are not covered by the above. | |

I undertake to update as necessary the information provided.

I consent for this information to be used for the purposes stated in the Society's Guidance on Conflicts of Interest, the Registration of Interests and the Acceptance of Gifts and Hospitality dated September 2007.

Signed

Date

¹ Immediate members of your family include a child, parent, grandchild, grandparent, brother, sister or spouse of the trustee or any person living with the trustee as his or her partner. A connected business is a business in which you or an immediate member of your family is employed, serve as a director or hold more than 5% of the nominal issued share capital.

Directors' and Officers' Liability Insurance Declaration

The Society provides Directors' and Officers' Liability Insurance for all its Trustees. To comply with the specific terms it is necessary for all Trustees to complete the following:

Have you ever been disqualified from holding office as a Trustee of a Charity? YES NO
If yes, give details

Have any claims been made or intimated or suit been brought against you during the last five (5) years in respect of any wrongful act committed in the capacity of director, officer, trustee, employee (whether salaried or not), volunteer or member of any duly constituted committee of any organisation in which you hold or have held office?

YES NO

If yes, give details

Are you aware of information of any act, error, omission or other circumstances which might give rise to a claim or which might otherwise affect the insurers' consideration of the insurance applied for?

YES NO

If yes, give details

Have you been:

Charged in any civil or criminal action or administrative proceeding with a violation of any security law or regulation? YES NO

Charged in any civil or criminal action or administrative proceeding with a violation of any anti-trust or restrictive trading law or regulation YES NO

Convicted of any criminal offence involving dishonesty? YES NO

Disqualified from holding the office of Director in the United Kingdom YES NO

If yes with respect to (a, b, c or d) give details

I declare that there is no reason that should prevent me acting as a bona fide Trustee of the Royal Society for the Protection of Birds.

I have been issued with a copy of the Charity Commissioners booklet CC3 "The Essential Trustee: what you need to know" which I have read and understood.

Signature ..

Full name

Date of birth

 Date

Together we are BirdLife International



The global Partnership for **nature** and **people**

For more information contact:

BirdLife International, David Attenborough Building, Pembroke Street, Cambridge CB2 3QZ UNITED KINGDOM
 T:+44 (0)1223 277 318 F:+44 (0)1223 277 200

www.birdlife.org

BirdLife International is a UK registered charity, no. 1042125 Design: M Berry