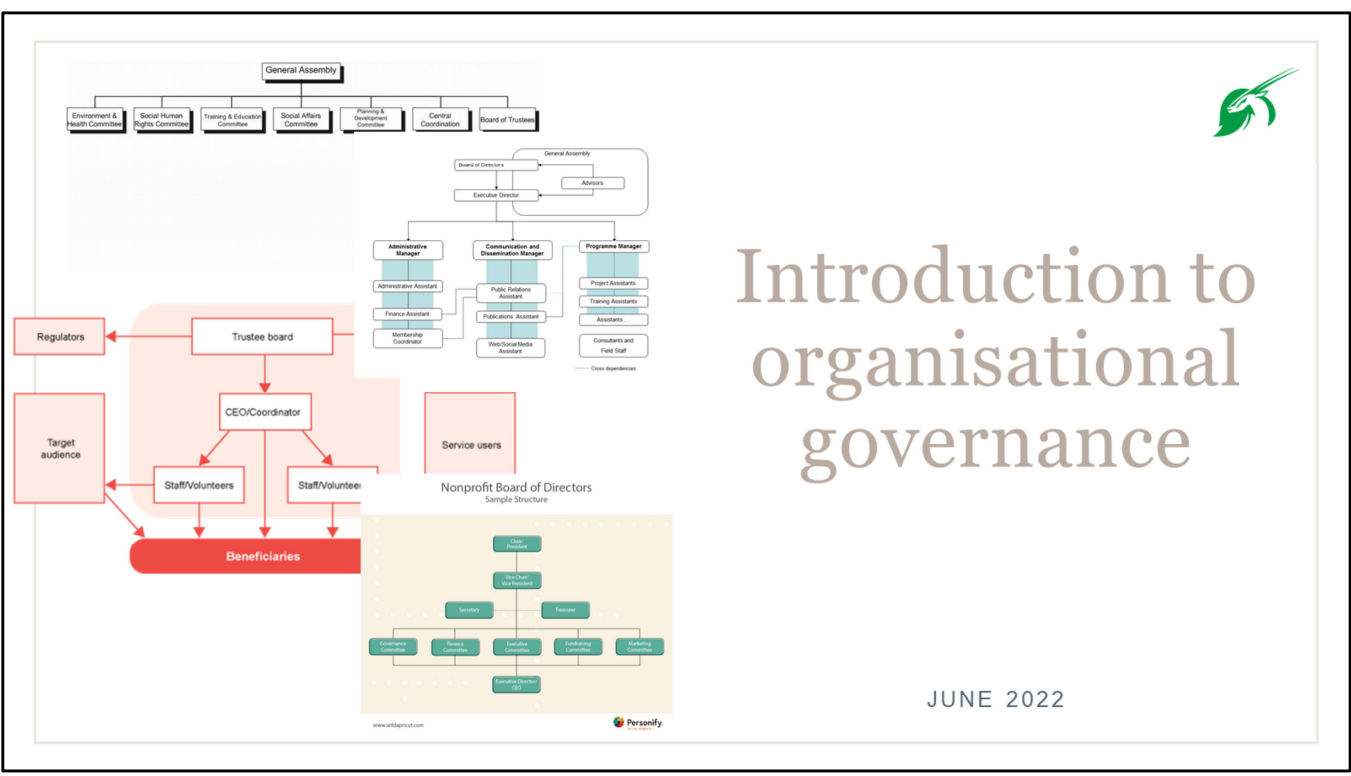




Introduction to organisational governance

JUNE 2022



INTRODUCTORY QUESTION



In the chat please write the **name of your organisation** and the answer to this question: **“Who governs your organisation (if anyone)?”**

Dans le chat, veuillez écrire le **nom de votre organisation** et la réponse à cette question : **Qui gouverne votre organisation (si quelqu'un)?**

Escriba en el chat el **nombre de su organización** y la respuesta a esta pregunta: **“¿Quién gobierna su organización (si es que hay alguien)?”**

No chat, escreva o **nome da sua organização** e a resposta a esta pergunta: **“Quem governa a sua organização (se alguém)”?**

ကျေးဇူးပြု၍ Chat တွင် သင့်အဖွဲ့အစည်း၏ အမည်နှင့် “သင့်အဖွဲ့အစည်းကို မည်သူအုပ်ချုပ်သနည်း (အုပ်ချုပ်သူတစ်ယောက်ယောက်ရှိလျှင်)” မေးခွန်းအတွက် အဖြေကို ရေးပေးပါ။



Laura Owens
Technical Specialist, Partnerships and Organisational Development

FFI Conservation Resilience Fund Webinar Series



Webinar 3 Introduction to good organisational governance

Coming up....

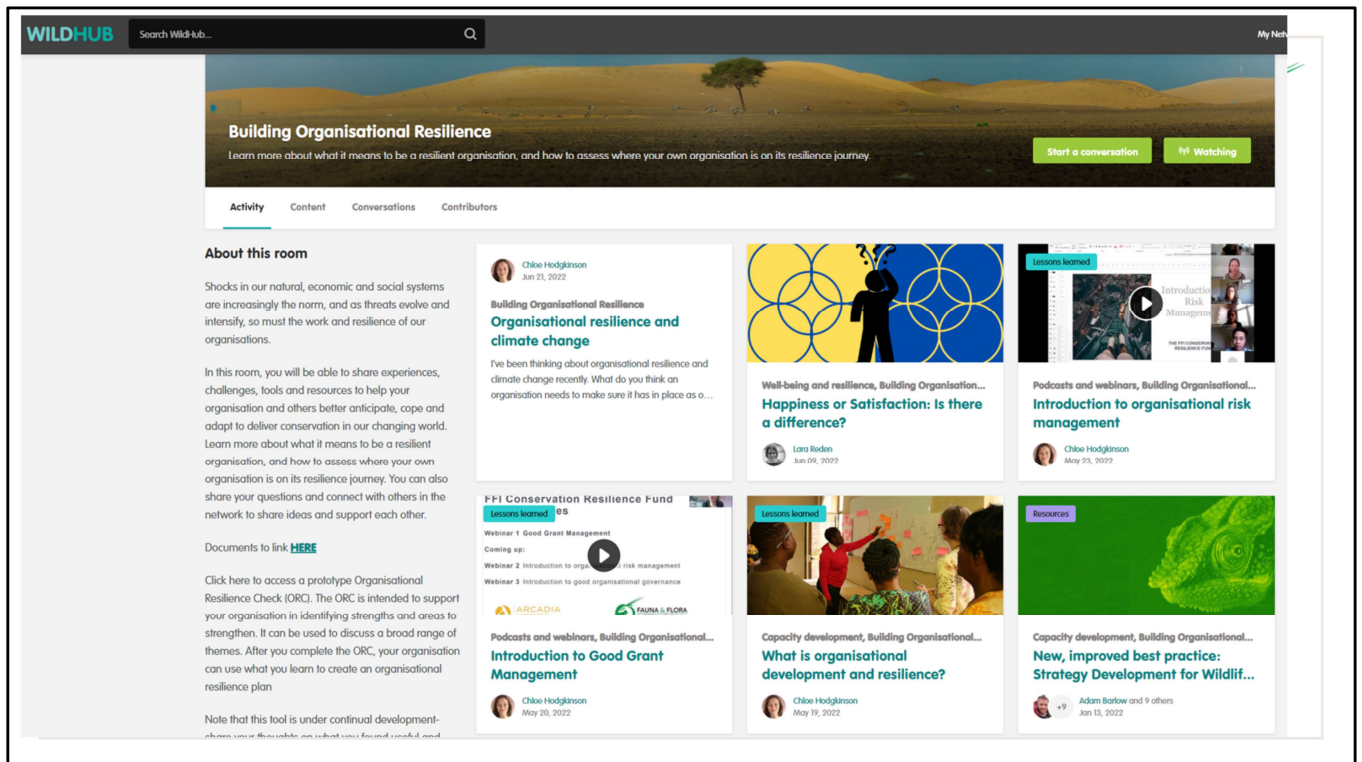
Autumn webinars



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<https://wildhub.community/rooms/building-organisational-resilience>

We have a new site located within the WildHub platform, you can link to the Building Organisational Resilience room. Note that you will need to register for WildHub first,

Within the virtual 'Building Organisational Resilience' room, you will find:

Blog posts

Videos (including recordings of the two recent webinars on '[Good Grant Management](#)', and '[Introduction to Organisational Risk Management](#)')

Key resources for building organisational resilience

A place for conversations, so do post comments, questions etc.

We will be checking in regularly but this is as much a space for the community to work together, so do add your own questions and your thoughts on others' questions

AIMS OF THE COURSE



By the end of this session, you should be able to:

1. Explain **what** an NGO governing body is and **why** we have one
2. Identify which **responsibilities** are for NGO management and which are for the governing body
3. Describe what a **balanced** governing body should look like
4. Identify how your organisation's governing body could be **strengthened**

Who has responsibility for making decisions in your organisation?

WHAT IS GOVERNANCE?

- From Greek meaning 'to steer'



There is no single and exhaustive definition of “good governance”

Comes from the Greek word meaning 'to steer'

People on a board are brought together to apply their knowledge, experience, and expertise to manage the major challenges facing the institution

WHAT IS GOVERNANCE?



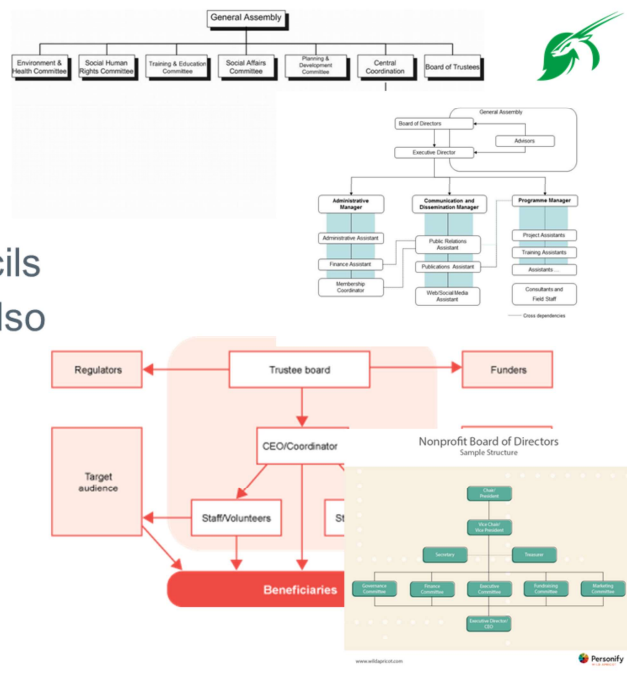
- Making sure voluntary organisations are effective, accountable and have direction.



If your organisation knows what effective governance should be - it makes it easier to plan actions that move an NGO in the direction of better governance.

WHAT IS GOVERNANCE?

- Examples include Boards, Councils or Trustees, although there are also other models.

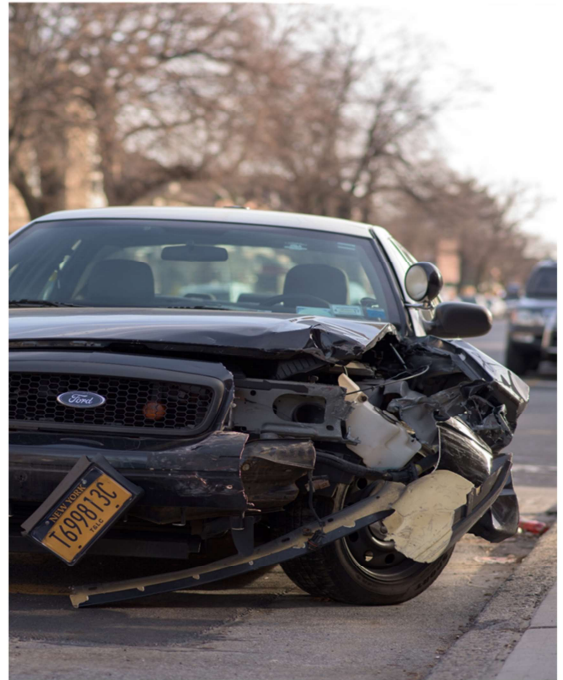


There are different types of governance structure and they can be called different things such as a board, council, or board of trustees and there are other models

However, they all have similar roles.

QUESTION:

Why do NGOs and CSOs need a governance structure like a Board?



Why do NGOs/CSOs need a governance structure?

Lack of board engagement is a major issue that is a big problem in the nonprofit sector.

[Stanford University](#) did a survey in 2015 and found that just half of non-profit board members understand their obligations or feel engaged in their role.

And a [2018 a report by Green, Hasson & Janks](#) (an accounting firm) revealed that only 20 per cent of non-profit boards consider board engagement a top priority.

But we also know that a strong, engaged board can be very valuable

REASONS TO HAVE A BOARD



1. Ensure effective organisational planning
2. Provide sufficient resources
3. Make sure the organisation fulfils legal obligations
4. Provide proper financial oversight
5. Select and evaluate the executive director
6. Improve the organisation's public standing
7. Recruit and orient new board members

1. **ENSURE EFFECTIVE ORG PLANNING:** It's up to your board members to allocate sufficient time in their [regular board meetings](#) to make realistic plans that align with the community's needs and the organisation's mission.
2. **PROVIDE SUFFICIENT RESOURCES:** Board members should become involved in some part of raising funds for the organisation. This is not always something that people realise!
3. **LEGAL OBLIGATIONS:** The board should be aware of the laws of the country that your NGO operates and the effect of these on your legal obligations as this will affect different aspects of your operations (structures, accounting standards, tax arrangements, fundraising and ability to own property).
4. **FINANCIAL OVERSIGHT:** The board can oversee how much money is coming in and out of your organisation making sure spending is appropriate
5. **SELECT/EVALUATE EXEC DIRECTOR:** The board can be responsible for selecting and evaluating the Exec Director and while this can sound a little worrying it just helps to make sure that the ED is fulfilling their obligations and managing their responsibilities. The board should also be there to support the ED – accountability
6. **ADVOCATE THE ORG:** Board members should publically advocate for their organisation and spread the word about the organisation's activities
7. **RECRUIT NEW MEMBERS:** They should look to continue to recruit new board members who have skills and experiences that may benefit the organisation

EXAMPLES OF POOR NGO GOVERNANCE



The screenshot shows two news articles from BBC News. The left article is titled "Oxfam: UK halts funding over new sexual exploitation claims" and is dated 7 April 2021. It includes a sub-headline "Charities' sexual misconduct scandal" and a "TRENDING" tag. The right article is titled "Red Cross apologise for losing \$5m of Ebola funds to fraud" and is dated 3 November 2017. It includes a sub-headline "Former Red Cross manager jailed for £360k fraud" and a date of 21 August 2017 by Liam Kay. A small image shows a person in a white protective suit handling a body bag.

Many Non-Governmental Organisations (NGOs) experience governance problems of some sort, and this can take time and energy away from the aims, and can cause the organisation to fail completely.

It might be because the governance structure is not paying enough attention to what is going on in the organisation and these headlines demonstrate the very serious issues that can result from this - but equally problems can occur when a governing body tries to micro manage the organisation for example:

SMALLER EXAMPLES (Taken from Birdlife manual)

- 1) In one organisation the board believed that, as they were ultimately responsible, they had to 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 filled just with routine matters leaving little time to discuss more important issues such as progress towards the strategy, or to plan for the future.
- 2) In another NGO in Africa the Board 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.

One of the world's largest NGOs, Oxfam International, recently found itself in a media storm due to sexual exploitation; As Ebola spread across Liberia, Sierra Leone and Guinea, an investigation by Red Cross auditors has revealed that 2014-2016, Liberia \$2.7m disappeared in fraudulently overpriced supplies, or in salaries for non-existent aid workers. In Sierra Leone, Red Cross staff apparently colluded with local bank workers to skim off over \$2m while in Guinea, where investigations are ongoing, around \$1m disappeared in fake customs bills. The organisation has introduced stricter financial rules.

An American study on the allegations of NGOs wrongdoing show that most organisational issues are linked to the lack of appropriate oversight and the failure to institute and/or maintain accountability mechanisms, all problems of governance.

ACTIVITY: GOVERNANCE OR MANAGEMENT?

Exercise:

In break out groups take a look at the responsibilities on the post-it notes.

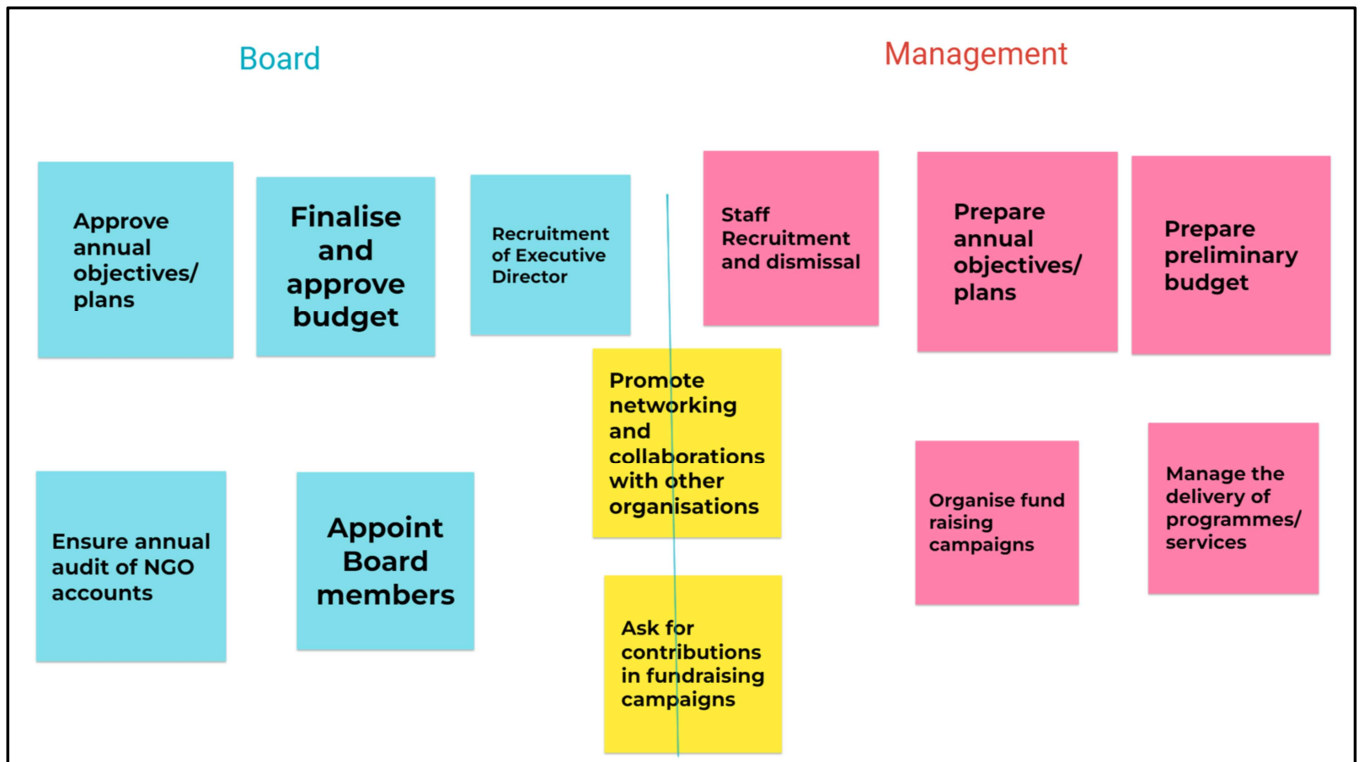
- Which ones fall under board and which under management?
- Move them to their correct place.



Jamboard:

https://jamboard.google.com/d/1xOPOGCCPnEciC2r7eJoTit7_Odx1TVDuoqKWZPvIOYw/edit?usp=sharing

Jamboard – Management and Board sheet – stickies with 1-2 from each group to pull into either board -



- How did you find that exercise?
- What wasn't clear?
- Any general thoughts or comments on governance versus management?

GOVERNANCE VERSUS MANAGEMENT





Governing is about:

- Making certain the organisation is working to fulfil its mission
- Providing financial oversight
- Ensuring it operates within the law

Management is about:

- Implementing the strategies agreed by the board e.g. by detailed planning, putting procedures in place and by raising money.

We will send you a checklist that you can use that provides guidance on what is more a governing body role and more an ED or management role

Governance	
An organisation's governing body gives the organisation strategic direction, makes sure the organisation does what it says it will, and holds senior management and the organisation as a whole accountable. Examples of governing bodies include Boards, Councils or Trustees, although there are also other models. Below, we've used Board/Council/Trustee's to refer to any kind of governing body.	
Governing Documents	The organisation has governing documents that have been agreed by the members (if appropriate), are registered with the country's governing authorities, and are in-line with national legal requirements. The governing documents lay out effective, equitable, transparent, accountable and democratic governance for the organisation (see Examples) The Board/Council/Trustees exercise their responsibilities as set out in the governing documents
Transparent Governance	The organisation is governed transparently, allowing stakeholders to hold it to account, with, for example, processes to receive feedback and critique and to respond to it.
Governing Body Composition	The Board/Council/Trustees have the necessary skills to provide guidance and oversight to the organisation The Board/Council/Trustee members have diverse perspectives and backgrounds, including representation by women and men, and by groups affected by the organisation's work There is a process for deciding terms of office for Board/Council/Trustee members to ensure regular turn-over, diversity and necessary skill set, and it is followed
Governing Body Roles	The Board/Council/Trustees have clear Terms of Reference and clearly understand their roles and responsibilities. New members/trustees are clearly introduced to their responsibilities when they join. The Board/Council/Trustees have a good working relationship with executive staff, but can still hold them accountable The Board/Council/Trustees take active responsibility for evaluating the performance of the organisation and of the Executive Director.
Governing Body Meetings	Board meetings are held regularly according to the governing documents, minutes are kept and approved, and decisions are acted on in a timely fashion Meetings are well attended by the Board/Council/Trustees to ensure a quorum (minimum number required for official decision-making).
 ARCADIA <small>A CHARITABLE FUND OF LISBET RAUSING & PETER BALDWIN</small>	
 FAUNA & FLORA INTERNATIONAL	

This is the section about 'Governance' in the Organisational Resilience Check.

I am not going to go through this now but It may be worthwhile sitting with your board to review these if you haven't already and take the time to discuss what each means- what you feel confident that you have in place and whether there are any areas that might need strengthening.



Our council of trustees

Governing Body Responsibilities and Composition



Hugo van Vredenburg
Chair

[INFO >](#)



Annette Lanjouw
Vice-chair

[INFO >](#)



Paul Baldwin
Treasurer

[INFO >](#)



Jeff Blumberg
Council member

[INFO >](#)



David Gibson
Council member

[INFO >](#)



Anne Gevazi
Council member

[INFO >](#)



Senator Abahiro Halake
Council member

[INFO >](#)



Diana van de Kamp
Council member

[INFO >](#)



Benjamin Khalil
Council member

[INFO >](#)



Richard Plackett
Council member

[INFO >](#)



Dr I in Bonser



Winharb Clausen



Richard Müller



Professor Luanna Mahetzer



Mark Giona

Having looked at the responsibilities of a governing body we are now going to look at the people it is composed of and their responsibilities. People on a board are brought together to apply their knowledge, experience, and expertise to the major challenges facing the institution.

ORC:

- The Board/Council/Trustees have the necessary skills to provide guidance and oversight to the organisation
- The Board/Council/Trustee members have diverse perspectives and backgrounds, including representation by women and men, and by groups affected by the organisation's work
- There is a process for deciding terms of office for Board/Council/Trustee members to ensure regular turn-over, diversity and necessary skill set, and it is followed

THE RESPONSIBILITIES OF TRUSTEES

Trustees operate within two sets of formal rules:

- The governing document
(rules/constitution/trust deeds/Memorandum and Articles of Association)
- The law *e.g. in UK the Trustee Act 2000*



Trustees operate within two sets of formal rules, the governing document which may be called rules or a constitution or the trust deed. In a charitable company, the governing document will be called the Memorandum and Articles of Association or the Articles for short.

The second set of rules are those in the law, particularly the acts which govern their type of organisation, for example, in the UK we have the Trustee Act of 2000 (for unincorporated charities), Insolvency Acts, Companies Acts and Charity Acts.

It is important to note that the national law may also dictate the extent to which an individual Board member is personally legally liable for the activities of the organisation.

Most people can become trustees. Trustees generally need to be over the age of 18. They cannot have been previously disqualified as a trustee or company director, be an undischarged bankrupt or have certain unspent criminal convictions. [The Charity Commission have a detailed checklist](#) covering all eligibility requirements. Some organisations have restrictions over who can be a trustee. Trustees of charities working with children or vulnerable adults generally need to be CRB checked. Some organisations only elect trustees from a formal membership.

GOVERNING DOCUMENTS

- Articles of incorporation
- Bylaws/Constitution
- Mission statement
- Roles and Responsibilities of trustees (Code of conduct)
- Executive Committee Terms of References



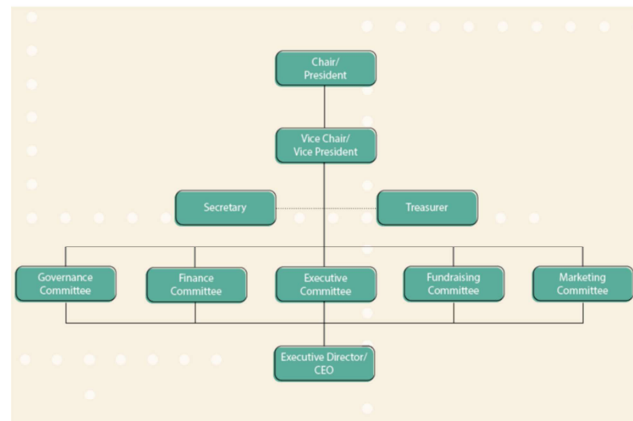
- Articles of incorporation- legal document filed with government agency to register as an NGO. Includes purpose of NGO
- Bylaws- internal docs that contain rules. E.g. frequency and quorum requirements for meetings. Keep broad enough that allows amendments with time
- Mission statement- communications tool guiding board and staff, and explaining the NGO to those outside the organisation.
- Roles and responsibilities of trustees/council members. E.g. in FFI this includes that they must act in FFIs est interests and comply with the law
- Exec ToR consists of Chair, 2 vice chars and Treasurer. E.g. how often meet and quorum, expenses policy etc.
- Each country will have documents that are required for a Charity and others you can develop

BOARD COMPOSITION

- Its not always a board! (*management committee, council, executive committee etc...*)
- Consists of people (*trustees/committee member etc.*) who work together and take overall **responsibility** for the charity
- Collective decision making
- Formal role- with **legal responsibilities**



Nonprofit Board of Directors
Sample Structure



www.wildapricot.com

Personify
WILD APPLIC

- It is not always a board - The Name of the governing body is less important than the role they play
- These individuals act and make decisions as part of the collective board. They are bound by any collective decision. They can only act on their own if they have been authorised to do so by the board.
- Most of the board's work takes place at board meetings. Boards often concentrate on big issues at meetings, making key decisions, monitoring activities and then delegating day to day work to others – staff, volunteers, sub-committees or individual trustees.
- Trustees have the overall legal responsibility for a charity. In the UK the law describes charity trustees as 'the persons having the general control and management of the administration of a charity' ([Charities Act 2011, section 177](#)).



BOARD BALANCE



Trustees together apply their knowledge, experience, and expertise to the major challenges facing the institution.

- Balance number of people
- Balance skills
- Balance diversity

People on a board are brought together to apply their knowledge, experience, and expertise to the major challenges facing the institution as well as strategic thinking and oversight.

An effective board organizes itself to carry out its duties and responsibilities. The number of people on the board depends on structure. Small to medium might have 5-7 people.

Number depends on a size that will enable them to:

- ☑ Hold productive, constructive discussions
- ☑ Make prompt, rational decisions
- ☑ Efficiently organize the work of its committees, if these are established
- ☑ Ensure that the organization operates effectively

Note: Having an odd number of board members has been shown to keep the system of checks and balances in good working order.

Birdlife manual example: 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.

Size is essentially a trade off- i.e. diversity, sharing workload and credibility versus unity, management, response time etc.

HARD (TECHNICAL) SKILLS



- ✓ Financial expertise
 - ✓ Legal Expertise
 - ✓ Fundraising
 - ✓ Networking
 - ✓ Human Resource management
 - ✓ Public relations
 - ✓ Advocacy
- AND
- ✓ Stakeholder knowledge
 - ✓ Geographical representation

If well managed and built strategically, the board can offer a suite of resources to an organization. Your organization should think through the skills, experience, and capabilities that you feel are missing or that would be valuable to you and look for those attributes while you put together your board.

For CSOs, it is often important to strike a balance between

- a) board members with important technical skills, professional expertise (legal, accounting, etc.), high-level strategic insight, and fundraising or networking experience, and
- b) board members that provide links and accountability to rural constituents and beneficiaries.

SOFT (CONTEXTUAL) SKILLS



- ✓ Clear, concise communication
- ✓ Constructive feedback
- ✓ Collaborative problem-solving
- ✓ Commitment - Dependability.
- ✓ Courage
- ✓ Present opinions clearly, constructively and persuasively
- ✓ Ask questions respectfully
- ✓ Flexibility
- ✓ Accountability
- ✓ Conflict resolution skills
- ✓ Willingness and ability to listen

All trustees should be able to demonstrate values such as honesty and integrity. They should be committed to the charity's aims and values. They should also all have 'soft skills' such as:

- A willingness and ability to listen
- Clear, concise communication
- Constructive feedback (not conflict)
- Collaborative problem-solving
- Trust
- Commitment - Dependability.
- Courage (to ask tough questions and express dissent)
- An ability to present opinions clearly, constructively and persuasively
- An ability to ask questions respectfully
- Flexibility (openness to new ideas and responsiveness to change)
- Accountability
- Conflict resolution skills

If you have a current board that isn't active or engaged or doesn't have the right type of people on it to meet the current needs of the organization, is it time to reflect on your needs and identify new individuals to recruit?



BOARD DIVERSITY



✓ Diversity of skills and experience

Also:

- Age?
- Gender?
- Stakeholder group?

The more diverse and inclusive a board is the better chance it has of being effective

Diversity doesn't just mean skills and experience but it also means age, gender, the stakeholder group the person represents

Finding committed, talented, and willing people is a challenge that each board must face. A diverse board increases the board's effectiveness and expands the leadership base.

Don't be afraid to ask your board what they can do and also identify where the gaps are.

- There is a great resource developed by a group called the 'Trustee Recruitment Cycle' <https://reachvolunteering.org.uk/trustee-recruitment-cycle>



YOUR BOARD DIVERSITY



- Diversity of skills and experience?
- Age?
- Gender?
- Stakeholder group?

Take a few moments to think about your current board – or if you don't have one then use this moment to think about what you might need.

If you have a piece of paper or even just on your computer – write down some of the skills that come to mind that your current board offer – are there any gaps?

What are the estimated ages of each of your board members?

What is the gender of your board members?

Do any represent a necessary stakeholder group?

3-5mins to write down and then 5 mins ask group to share any reflections on what they have just written

BOARD EVOLUTION

- As an organisation matures, the role of the board will change
- In younger organisations, the Board may be more personal and more hands on
 - Move from founders to 'externals' as organisation matures, also becoming more formal and professional



As organizations grow and evolve, their boards also need to change in their function, composition, and operating principles. For an organization to grow and achieve greater impacts, the board ultimately needs to shift from a personalized board, to a more formal and professional board.

And it becomes more formal and professional because it needs new resources, in particular new skills and personnel, and the money to support growth. New and different types of board members can bring new experience, skills and networks.

As the board grows, taking on new challenges it becomes more important to shift from a situation where the board's purpose is to be supportive, to where the board's core purpose expands to provide oversight and ensure that the organisation is performing effectively – particularly as the organisation grows and needs strong strategic guidance!

- For an organization to transition from a small initial project or initiative, to an organization with wider impact, there will need to be a considerable investment in developing its growth strategy or business model. Strategic guidance from the board perspective can be a critical contributor to successful growth.
- As an organization grows and expands, bringing in new people and taking on new challenges, it becomes more important to shift from a situation where the board's purpose is to be supportive, to where the board's core purpose expands to provide oversight and ensure that the organisation is performing effectively and delivering against its mission.

This transition needs to be planned and managed carefully

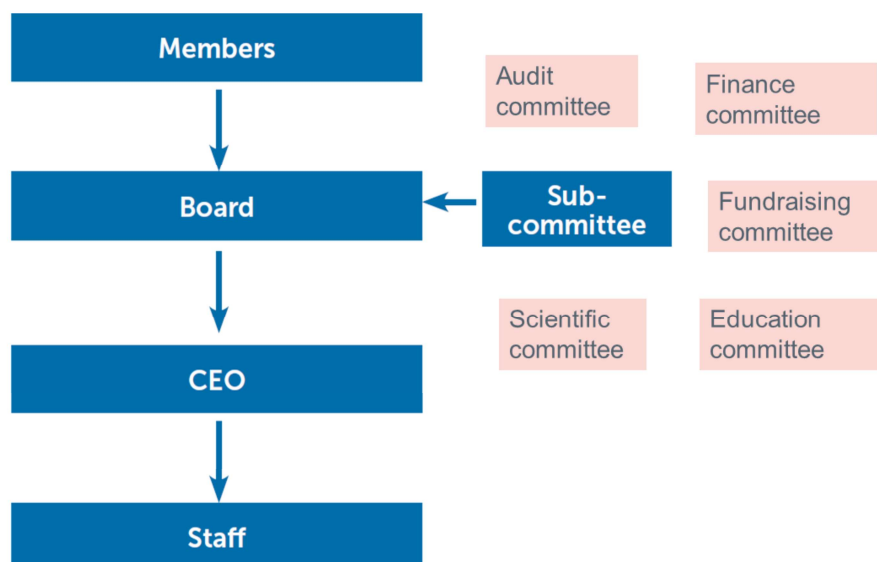
BOARD TURNOVER



- A steady and predictable turnover brings fresh ideas and new skills, and prevent any members behaving as if the organisation is theirs.
- The length of appointment usually in constitution/by-laws
- How to balance this with talent pool?

- Generally 3-5 year terms with 2 terms common.
- If you have a limited talent pool, allow them to re-join after 2 terms etc.?
- If ex members feel rejected, consider asking them to sit on an advisory group to be called on when required. Make length of service very clear when recruiting

SUB COMMITTEES



- Common for sub-committees to be established to meet particular needs in the organization. Some mandated in constitution/by laws, others pop up and are time limited
- Report back to board - 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.
- Need clear remit - 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. Common for e.g. finance, HR, fundraising
- Remember whole board still retains responsibility – if you are not in a sub-committee but on board you are still responsible for decisions members - can lead to issues

MEETINGS



- Quality more important than quantity
- Frequency may be set in by laws/constitution
- Need to be efficient, productive and engaging
- Set agenda and finish on time

ACTIVITY: GROUP TROUBLESHOOTING

In your groups, discuss responses to the following problems:

- 1) “How do we foster a good working relationship with the CEO- but also hold them accountable?”
- 2) “How can we encourage trustees to attend meetings?”
- 3) “We are struggling to find trustee to give their time for free”
- 4) “We’re too small to need a board”



Possible responses

1) 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. Have clear allocation of responsibilities, regular communication and when and how to run evaluations/reviews of performance.

2) Recruit those genuinely interested in supporting the organization. Make it clear what the repercussion of collective decision making is (i.e. you are responsible for a decision even if you were not there to make it). Discuss with frequent absentees what the problem is. Do not automatically assume payment will motivate them. Ensure meetings are well planned and well run e.g. have an agenda and finish on time.

3) Payment: Usually, NGOs only reimburse the cost of travel to and from meetings. 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.

Birdlife example: 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.

QUESTION

What makes a governing body great?

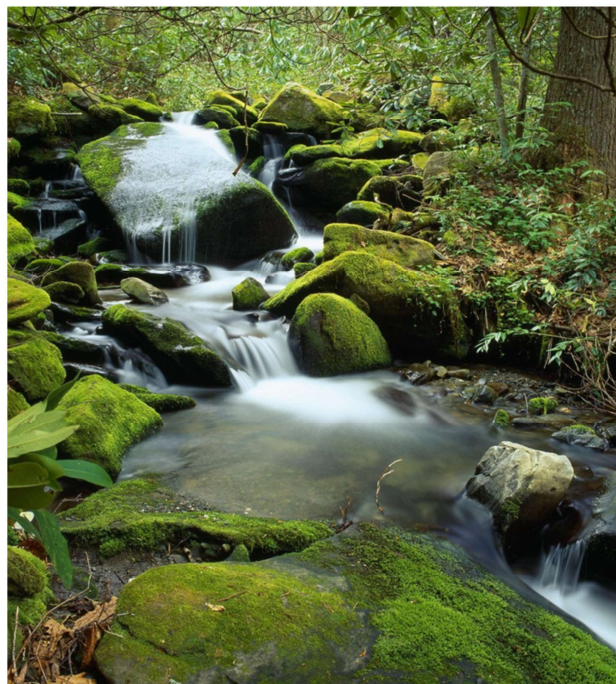


ORC

- Board meetings are held regularly according to the governing documents, minutes are kept and approved, and decisions are acted on in a timely fashion
- Meetings are well attended by the Board/Council/Trustees to ensure a quorum (minimum number required for official decision-making).

GETTING A GREAT BOARD

1. Board orientation
2. Effective communication
3. Plan board meetings in advance
4. Make the most of meetings
5. Call on committees
6. Evaluate everything
7. Give them meaningful work
8. Have fun social events
9. Thank them for their work



Taken from: <https://www.wildapricot.com/articles/build-an-effective-nonprofit-board> –Develop a manual for board members that includes their responsibilities, procedures, meetings and timings (can be as complex/simple as required) and could also include: Mission and vision statements; Organizational history; Bylaws and policies; Strategic plan; Financial summaries; Board information; Committee information; Meeting processes and other specific legal and financial duties. – Can share with new board members or annually update and send to all.

1. When the board can work together well they will be more successful in driving the organisation forward. Tips: Focus meetings on strategy, not just administration – get new initiatives going!
 - Invite candid discussion
 - Break up into smaller groups to discuss
 - Make it easy for the board to understand by using visual aids and handouts
 - Invite members and benefactors to have their say
 - Engage volunteers and members
2. Board members are busy people so the time they spend together needs to be as efficient as possible so careful planning will help with this.
 - Tips: Have a clear and focused agenda
 - Stick to the agenda
 - Homework – send out articles/council papers in advance
 - Schedule time for committee check-ins – build in time to hear updates from your committees.

DO:

- Start and end meetings on time
- Have name badges and introduction periods for new members or guests
- Send out board materials (agendas, articles, resources etc.) a week in advance
- Allot a specific amount of time for each agenda item
- Move things forward – find solutions to fast track new initiatives
- Keep minutes – to track progress.

DON'T

- Waste precious meeting time going over the last meeting's decisions or discussion
- Allow board members to chat about irrelevant matters
- Let the board discuss day-to-day operations
- Allow contentious opinions to hijack the meeting

INDICATIONS OF GOVERNANCE FAILURE

- ✓ Poor supervision of operations
- ✓ Lack of turnover of members,
- ✓ Failure to institute controls
- ✓ Absence of checks and balances on procedures and practices
- ✓ Isolation of members from stakeholders



There is no single and exhaustive definition of “good governance”

People on a board are brought together to apply their knowledge, experience, and expertise to the major challenges facing the institution.

A clear picture of effective governance makes it easier to plan actions that move an NGO in the direction of better governance.

Governance

Underperforming Board

- Meets infrequently
- Provides only cursory oversight of finances
- Becomes either too involved in or too far removed from day-to-day operations
- Maintains weak relationships with key constituencies

Functional Board

- Meets periodically
- Signs off on annual work plans and budgets
- Ensures existence of sound accounting practices, effective internal control, and external audit
- Gives voice to key constituents in determining organizational direction

Valuable Board

- Engages regularly
- Provides expertise and access (e.g., financial, legal, etc.) to inform and/or guide work plans, budgets, controls, and other key functions
- Establishes focused committees with specific objectives or areas of purview
- Actively and continually engages with key constituents to solicit valuable input
- Performs self-assessment to ensure effective board performance





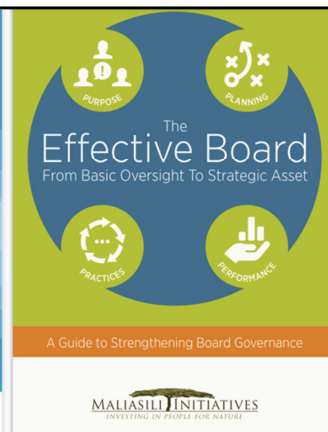
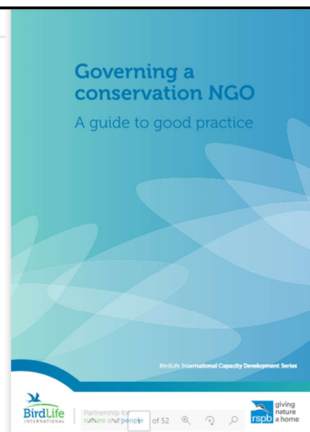
WHERE IS YOUR NGO?



1. How big is your board?
2. How diverse is your board?
3. Is the boards role clear?
4. Are meetings regular and productive?
5. Do they hold your organisation accountable?
6. Is the level of engagement right? (i.e. engaged but not micro-managing)
7. Do they support management in raising funds, building networks etc.?

FURTHER RESOURCES

- Documents
 - Birdlife: Governing a conservation NGO
 - Maliasili: The Effective Board
- Website:
 - Wild Apricot.com
 - Trustee Recruitment Cycle
- Capacity for Conservation website

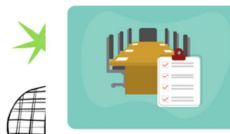


Reflect

Identify the mix of skills and experience your board needs to lead your charity.

On this page

- [What makes a good board?](#)
- [Why board diversity is important](#)
- [How to make your board more diverse](#)
- [Identify skills gaps with a skills audit](#)
- [Agree what you're looking for](#)
- [Why use open recruitment](#)
- [Further reading](#)



The Complete Guide to Building a Nonprofit Board

Organizational Management
March 09, 2021



By Tatiana Morand

Decide which skills and experience are the most important to lead your charity, and identify which of these are missing from

ADVANTAGES OF GOVERNANCE (BOARD)



- Support for the Executive Director
 - Others to take on responsibility
 - People to take on some of the work
- Diversity of skills
- Wider network of contacts
- Bigger and more tangible presence

FINAL THOUGHTS

- Most successful organisations review their governance regularly and make frequent small adjustments
E.g. annual anonymous questionnaire
- If things are going wrong- do something!

