



NGO Leadership and Board Governance

Session 2: Board Responsibilities and Governance



Session Aims

After completing this session, you will be able to:

- Understand NGO board responsibilities and the board governance role
- Use this information to assess the state of your organization's board

Overview of Board Responsibilities

The Board's major responsibilities/roles are to make certain the organization is working to fulfill its mission, and to acquire and protect the organization's assets. This includes 1) providing checks and balances, and 2) supporting operations.

- **Legal and fiduciary**
- **Oversight**
- **Resources (financial, human, and other)**
- **Representation of constituencies and viewpoints**

10 Specific Board Responsibilities

- Determine, support, and preserve the organization's mission and purpose
- Appoint executive director; support the ED; review his or her performance
- Ensure effective organizational planning
- Make certain adequate resources are acquired
- Manage resources effectively

10 Specific Board Responsibilities (more)

- Determine, monitor, and strengthen the organization's programs and services
- Enhance the organization's public standing
- Ensure legal and ethical integrity and maintain accountability
- Recruit and orient new board members
- Assess board performance

Who Should Serve on a Board?

Consider the following criteria to assess individual candidates:

- Interest in the NGO and its mission
- Relevant skills and expertise (e.g., HIV/AIDS, outreach and community-building, financial, legal)
- Previous board service, leadership, or volunteer experience
- Able to make a commitment of time and other resources
- Willingness to cultivate and solicit funds
- Understands client/stakeholder viewpoint and perspectives
- Ability to work well with others
- Possesses honesty and integrity

A diverse board (with people of different backgrounds, skills, expertise, and personalities) makes a strong board.

Poor Reasons for Board Membership

- The person had nothing else to do
 - *Seek out people with initiative along with the skills and expertise that will help and complement the other board members.*
- He/she helped the organization fill up the board to satisfy NGO registration requirements and/or donors
 - *Take the time to recruit the right people.*
- Someone on the board promised the individual that board membership would not require much time or involvement
 - *Be sure board candidates understand that membership is a huge commitment of time and resources.*

Poor Reasons for Board Membership

(Continued)

- He/she is a friend or family member of someone already on the board
 - *Look for diverse backgrounds and skills and expertise that will help and complement the other board members.*
- It was a stepping stone for full-time employment with the NGO or future job contracts
 - *Board members must be objective and stay free of conflict of interest.*

Board Roles

An officer is a board member assigned particular duties. These roles should be defined in the constitution. The following positions are common in boards:

- **Board Chair**
- **Vice Chair**
- **Treasurer**
- **Secretary**

The governance committee of the board should facilitate the elections process.

What Committees Should the Board Have?

Possible committees include:

- **Governance Committee**
- **Programs Committee**
- **Finance Committee**
- Audit Committee
- Executive Committee (if needed)
- Development Committee
- Strategic Planning Committee
- Others?

The Governance Committee

The governance committee is responsible for enhancing the quality and viability of the board concerning:

- Review board's **roles and responsibilities**
- Look at board **composition** needs (skills, etc.) and recruit new members
- Design and oversee an **education** program for new and existing board members
- Conduct periodic **assessment** of the board's performance and effectiveness
- Identify and nominate candidates for board **leadership** positions and facilitate elections process

Assessment

- Program Assessment
 - Conduct semi-annually or annually
 - Can be performed by Programs Committee
- Executive Director Assessment
 - Performed annually
 - Opportunity for Board and ED to give and receive feedback
 - Might be conducted by Board Chair, Executive Committee, Governance Committee, or full board
- Board Self-Assessment
 - Every one-to-three years
 - Might be performed during a board retreat
 - Governance Committee should lead the process

Why Conduct a Board Self-Assessment?

- To evaluate roles, responsibilities, relationships, structure, work processes, recruitment mechanisms, and overall effectiveness — and identify opportunities for improvement
- To revise the organization's constitution and committee structure or rethink the nature and structure of board meetings to accommodate the working styles and values of different board members — and to accomplish the work of the board in an effective and efficient way
- To examine organizational relationships, such as among a national board, regional boards, affiliate organizations' boards, and local chapters

Activity

Time: 30 minutes

- Complete the “10 Board Responsibilities” assessment handout individually by rating your NGO on the scale for each item. (5-10 minutes)
- In your groups, compare your results.
 - Which two responsibilities tend to be the strongest and most represented in your NGOs?
 - Which two responsibilities tend to be the weakest and most lacking in your NGOs?
- Discuss ideas on how to address the two responsibilities that are lacking.
- List two ideas for each responsibility on a flip chart.