

# Implementation Tips for USAID Partners

Sharing Resources and Knowledge Among the Global CSO Community

Governance 2 | 2018

## Definitions

**Governance**—The systems and processes concerned with ensuring the overall direction, effectiveness, supervision and accountability of an organization; typically the purview of a Board of Directors.

**Management**—The responsibility for directing the day-to-day operations of the organization.

**By-laws**—Rules governing the operation of an organization. By-laws often provide the methods for selecting directors, creating committees and conducting meetings.

## References

### [A Handbook of NGO Governance](#)

sets forth basic principles and practices of nonprofit governance. Published by European Center for Not-for-Profit Law in cooperation with the CEE Working Group on NGO Governance and the Trust for Civil Society in CEE.

### [Boards and Governance: Legal and Ethical Responsibilities, Best Practices for Board Members.](#)

Online resource managed by the Center for Nonprofit Management.

## Recruiting an Effective, Diverse, and Inclusive Board of Directors

**Q.** Why do we need a Board, and how do we develop an effective one?

**A.** One of your organization's key assets is its Board of Directors, also called a Board of Governors, Board of Trustees, or Executive Committee. In most countries, a Board is needed to enable a Civil Society Organization (CSO) to register and operate legally. A CSO's Board of Directors is typically made up of volunteers and is separate from the organization's management and paid staff. The Board's primary function is to provide oversight to the organization, including ensuring that the CSO fulfills its mission, lives up to its values and remains viable for the future. It may be composed of community leaders, representatives of beneficiary groups, and/or private donors. A Board typically meets regularly with the organization's executive director and management team to review progress.

Organizations are governed in different ways. Some Boards meet frequently, especially when organizations are young or facing challenges. Other Boards are more hands off, meeting quarterly or annually to review financial and performance reports and to set goals for the coming year.

Like it or not, your Board members will be seen in the community as a reflection of your organization. In this way, the Board can be both the face and fate of your organization. Therefore, it is very important that you find Board members who will represent your organization well and be able to attract support for your cause.

### Define Eligibility Criteria and Term

Although each CSO is unique, some qualifications for Board members are nearly universal. A Board member must be:

- *committed to the mission of the organization.* You want someone who cares about your work and is willing to volunteer to support it.
- *willing to fulfill all of the Board responsibilities* set forth by the organization. These responsibilities can include attending Board meetings, participating on a committee and helping raise funds.

## Sample Orientation Agenda

- Welcome and introductions
- Overview of mission, vision and goals of organization
- Overview of roles and responsibilities of the Board
- Review of the Board position description detailing specific expectations
- Opportunity for Board candidate to ask questions
- Inquiry into candidate's willingness to serve on Board
- Next steps discussion

Source: *Sample Orientation Agenda* by Create the Future, *Developing a Board Recruitment Plan*

Establish the length of time or term a Board member will serve at the outset. This will help candidates decide if they can commit to the position and will help the organization maintain a fresh and dynamic Board.

### Develop a Written Job Description for Board Members

Once you determine the qualifications that you are looking for in Board members, write up position descriptions to refer to when recruiting and evaluating Board candidates. Below is an example of a Board member position description.

#### Example of Position Description for Board Members

1. Know and support the mission of the organization
2. Attend (specify monthly, quarterly and so on) Board meetings regularly
3. Prepare for meetings in advance
4. Maintain confidentiality
5. Offer informed and impartial guidance
6. Avoid special agendas and conflicts of interest
7. Participate in committees and special events
8. Advise the chief executive/executive director
9. Take part in resource mobilization
10. Promote the organization in the community

Source: *A Position Description for Board Members* from *A Handbook of NGO Governance*

### Foster Diversity and Inclusion

Consider what you want the composition of your Board to be. Each person will bring his or her own personal and professional contacts and life experiences to service on a CSO Board. With a diversity of experience, expertise and perspectives, a CSO is in a stronger position to plan for the future, manage risk, make prudent decisions and take full advantage of opportunities.

Diversity in Board make-up may be reflected in gender, age, religious affiliation, income, skills, professional experience and so on. A diverse Board brings a wide range of perspectives to an organization, which in turn generates more thoughtful approaches to helping the CSO realize its mission.

### Set Recruiting Priorities

Think about what skills and perspectives are needed. Review your organization's strategic plan and the current Board's strengths and weaknesses. Then, identify any gaps between the skills, knowledge,

**Take time to get to know the candidates for your Board and carefully consider what each will bring to the organization if selected to serve.**

## Avoid Conflicts of Interest

It is assumed that a CSO's Board members act in the best interests of the organization. There are, however, situations that cast a shadow on this statement. Here are some examples:

- A Board member also serves on the Board of a rival CSO and buys office equipment from the company of the Board member's cousin.
- A Board member hires a staff person to provide services privately.
- The CSO gives a stipend to the son of the chair of the Board.

There may be reasonable explanations for these situations that do not necessarily involve actual wrongdoing. But in all of these cases there are *potential* or *perceived* conflicts of interest even if no actual wrongdoing exists.

Because the Board is a reflection of your organization, it is best to steer clear of even the appearance of a conflict of interest.

Source: ECNL, in cooperation with the CEE Working Group on NGO Governance and the Trust for Civil Society in CEE, *A Handbook of NGO Governance*.

and perspectives needed to fill those gaps. Based on this analysis, you can set clear recruiting priorities for Board members. For example, an organization focused on HIV/AIDS prevention or water and sanitation issues may want to recruit one or more Board members who have expertise in those technical areas or individuals who have the ability to raise money from the private sector.

## Where to Look for Board Members

Consider recruiting individuals who are:

- *leaders in the communities your organization serves.* This is a good way to ensure that your organization's strategies are relevant and in line with the needs of the community you serve. Also, such leaders often have connections to groups and networks that may be able to support your work.
- *active in professional associations* such as those that represent business, accounting, law or the technical sector in which your organization works. These individuals can offer expertise that might otherwise be very costly for the organization to obtain.
- *prominent or famous.* Carefully weigh the potential benefits and disadvantages of well-known Board members. Before you approach them, determine whether they have expressed an interest in your cause. Also, be aware that celebrities may not have enough time to fulfill the commitments asked of Board members.
- *from your beneficiary group.* Doing so will ensure that the voice of the people you serve is heard in the Board room.

Every member is expected to contribute to the governance of the organization. The level and type of contribution will vary depending on the individual Board member's situation, skills and experience. Do not exclude a candidate because he/she does not have the same material resources as others you are considering.

Board members can contribute in different ways, and a unique perspective may be just as valuable as fundraising ability, depending on your organization's circumstances and needs.

## Develop a Standard Process to Recruit and Select Candidates

Recruiting Board members is not a one-person or one-time job. It is good practice to enlist a small committee who will follow a systematic process of recruiting, interviewing and selecting new Board members. Recruitment and selection processes should be described in the organization's by-laws so that they can be referred to whenever a position on the Board needs to be filled.

To start, survey your community to identify a pool of potential candidates the committee believes could be a good match for Board positions based on the descriptions you developed. As when filling a staff job, try to find at least two candidates for every open seat on

## For More Information

For this or other issues of *Implementation Tips*, please visit [NGOConnect.net](http://NGOConnect.net). The Web site is a dynamic and interactive portal dedicated to connecting and strengthening CSOs, networks and CSO support organizations worldwide.

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the Board so you can have some choice when it comes time to make final decisions.

After identifying candidates, contact them by telephone to introduce the organization, describe the position and explain the recruitment process. Follow up by sending the same information in writing via e-mail.

If a candidate is open to serving on your Board, schedule an interview as soon as possible. This is a chance for you to learn more about the candidate and for the candidate to learn more about the position and your organization. It is also the best opportunity to screen a candidate for potential conflicts of interest. If a Board member has a conflict of interest, it can threaten the integrity of the entire organization. Thus, it is very important to ask about any relationships the candidate has with the organization's executives, staff and competing organizations.

At the end of the interview, ask whether the candidate is still interested in serving on the Board so you do not waste time considering someone unwilling to accept the position if offered.

After concluding all interviews, convene the selection committee. When deliberating, take into account the position description, as well as the goals of the organization and desired make-up of the Board. Make your selection and inform the candidates.

Although it can be challenging to find effective Board members, it is worth the effort because having the right people with the right skills on your Board can help you realize your mission and increase your impact in your community.

