



WINGS

**WORLDWIDE
INITIATIVES
FOR
GRANTMAKER
SUPPORT**

Peer learning event on governance and board development

*Meeting held 18-20 September 2004,
Washington DC, USA
Hosted by the Forum of Regional Associations of
Grantmakers*

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WINGS seeks to strengthen the institutional infrastructure of philanthropy worldwide by building a strong, interconnected and collaborative global network of grantmaker associations and support organisations, which, in turn, help grantmaking institutions that support civil society to build a more equitable and just global community.

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Alison Wiley, President, Forum of Regional Associations of Grantmakers, USA
Anne Heald, Director, New Ventures in Philanthropy, Forum of Regional Associations of Grantmakers

Host organisation

Forum of Regional Associations of Grantmakers

Resource people

Gaynor Humphreys, WINGS
Michael Strübin, WINGS

What did the event set out to achieve?

Raising the standards of governance and institution-building processes is a continuing challenge for both emerging and more established grantmaker associations in different parts of the world. At WINGS*Forum* in Sydney in early 2002, discussion on some of the issues started among network participants at a workshop session on governance and board development. That session explored the experience of governance in associations at various stages of development and in different cultural contexts.

When a survey of the network was done in 2003, there was a clear inclination to build on that sharing of experience through a peer learning event and assist grantmaker associations not only to develop an understanding and appreciation of the process of board development but also to:

- clarify the roles and responsibilities of the association's members, its board and its staff in terms of their respective leadership responsibilities, authority and accountability
- define, attract and nurture good leadership in volunteers

- look into different strategies to get the most from a board (thus helping the board perform)
- enhance strategic planning and programme evaluation processes as tools for effective governance.

At the start of the peer learning event itself, participants compared notes about their expectations:

- for many it was to find and share tools for board development, including ways of assessing board members' performance
- leadership development
- several were looking for inspiration on how to balance the practical roles and responsibilities of boards (including the legal and financial ones) against the organisation's need of their experience and creativity for "higher order" issues
- more radically, how to shift a board's style from detailed management to strategic governance
- best ways of keeping the board informed on critical issues in the organisation and the field
- how actually to get the board to work through issues
- strategies for communicating with board members
- moving a committee from an informal style to more formal procedures as the association matures
- for several, in new associations, really getting the board to work together and create the organisation, and shape its priorities and agenda
- how to assign specific responsibilities to board members, especially in the light of time constraints
- how to involve the board in launching initiatives
- good practice in developing your members boards
- internalising good practice in governance

These objectives were revisited at the end of the event to establish how far hopes and expectations had been met. Some nice feedback for WINGS came from Oman Jiao who had attended the first ever peer learning event in 2000. He still used what he had learned from that and also said some of the participants were still in touch with each other for mutual support and assistance as a result of getting to know each other well then.

Introduction to the peer learning event

Our host and the philanthropic environment in the USA

Alison Wiley welcomed everyone to Washington and outlined plans for the event. She described her organisation, the Forum of Regional Association of Grantmakers (RAGs), an association of 30 members each of which is an association of grantmakers (some with broader membership) – a similar structure to WINGS but covering just the USA. The Forum is six years old but has operated informally for some 20 years. Many of the RAGs have become interested in international connections – five attended IMAG (the meeting in 1998 in Mexico which saw the emergence of WINGS), and others had participated in WINGS-CF's first meeting in Miami, *WINGSForum* in 2002 and other global meetings. The Forum had a representative on WINGS' Coordinating Committee too. The Forum and its members therefore had welcomed this peer learning event.

A major area of the Forum's recent work was a programme called *New Ventures in Philanthropy*, which reflected the importance of the promotion of philanthropy to the RAGs and had been in part stimulated by seeing the critical need to create new foundations and new forms of giving in other parts of the world. WINGSForum in Sydney had encouraged two RAGs to make their mission more explicit in respect of the support and development of civil society too.

Alison's everyday work is very like the work which WINGS addresses. She quoted Barry Gaberman's essay in WINGS' recently published case studies: "the sun seldom shines on associations of grantmakers". Member foundations enjoy high visibility; the support organisations that work to strengthen and develop them do not. She welcomed the chance to have some time with other associations, focussing on their needs and issues.

Martin Lehfeldt is Chair of the Forum's Board. He talked briefly first about his own organisation, which covers 12 states in the south east of the USA. Those states have 45% of the country's poor, 30% of its population and only 15% of its philanthropy. In terms of the Forum, some of the pressing issues concern diversity (reflecting that issue in foundations too). He values highly the learning and practical outcomes from New Ventures – new forms of philanthropy like giving circles are flourishing.

Rob Collier is Vice Chair of the Forum. He addressed some current challenges in the US around higher visibility in the media. This may have arisen mainly because of the high profiles of some very big donors – Soros, Gates and others – but it has put a new spotlight on foundations and raised uncomfortable questions about bad practice in a few. He cited nearly 150 negative stories carried recently in the press, coast to coast. This has initiated closer scrutiny by Congress, again mainly in a negative way. Associations, and the Forum, have a major job to do in representing the positive work of foundations, as well as tackling the instances of bad practice and improving overall accountability. The Forum's response, along with the Council on Foundations, and RAGs themselves, is to develop new goals around creating guiding principles, best practice guidelines, closer work with regulators and to achieve media coverage of the good work of foundations to counteract the "bad apple" stories.

Issues in other parts of the world

The group discussed briefly the media and government issues being faced in the USA, and compared notes on the main "environmental" issues in each of their countries. In India, Romania and Spain there also seemed currently a lack of trust in the philanthropy sector, while in India there were also issues around the involvement of the sector in public policy development. Ecuador's main concern is that the legal and fiscal environment is not conducive to promoting philanthropy. Sustainability for the sector is a concern especially in India and Romania.

Particular characteristics create priorities for work: the diversity of regional development in Ecuador, and the relatively local nature of foundations, gives CERES some challenges in serving members well. Each of the US organisations said that increasing diversity in the interests and needs of their members was a factor too. They identified an impending intergenerational transfer of wealth, on a huge scale, but one that was not easily going to be matched by a transfer of any traditions of giving.

There were two common factors: in running an association, finding and maintaining the balance between services and leadership in relation to members; and identifying the best ways of serving corporate members alongside other foundations.

Hopes and plans for this peer learning event

Gaynor ran through the main purposes of the event and everyone agreed ground rules about confidentiality and practical matters. She aimed to produce a report from the event but would make sure that all participants were happy with it before it was published to the wider network. The main purpose of the event was to ensure that all participants learned the maximum from their colleagues, but WINGS would also welcome ideas from the group about how to share this learning with, and provide tools for, the whole WINGS network.

A short exercise recorded the key relevant characteristics of the organisations in the room and of course revealed huge variation in size and nature. Nonetheless by the end of the event all commented on how closely their experience in many areas, and especially in governance, mirrored each others' so they were all genuinely able to share ideas with and learn from each other:

- membership: of the 13, seven have only grantmakers in membership, and six have other non-profits (though one of these is in practice made up mainly of grantmakers)
- number of members ranges from 15 to 2000, five associations being very small (up to 34 members) and five over the 350 level
- staff size varies from 1.2 to 100 (broadly in line with membership size though with some exceptions)
- most boards are drawn from member organisations, only one having a different basis, and some are able to co-opt a few external people
- six boards meet four times a year, and six three times. One has six meetings a year.
- Board size varies a lot: one has 60 members, one four, but the rest are in a range from 10 to 30 and the average of these is 18.

A note on terminology

Some titles in the governing bodies and staffing of associations can be confusing:

President:

In USA this is normally the CEO; in Mexico, Spain, India, New Zealand it is the Board Chair (a voluntary position); in the UK it is also an honorary position, set over the Board Chair, usually with no legal status but a brief concerning external relationships and presiding over key meetings such as the AGM; in the Philippines the President is a senior board member but not the Chair.

Executive President:

In Ecuador this is the CEO.

For the purposes of this peer learning event, the following terms were used: **Chair**, meaning chair of the board; and **CEO**, meaning the senior paid member of staff in the association.

Key learning elements for developing good governance in associations of grantmakers

From the start of the event, the underlying assumption for every participant was that positive development of active, engaged boards is vital for a well-functioning organisation. Each organisation present worked within a legal framework that established some ground rules for governance – and some worked in highly regulated environments. But all concurred that, beyond the letter of the law in any country about the nature of the board responsible for the

organisation, there can be enormous value gained from the input of the board. To achieve this requires some procedures and processes and also sustained and skilled effort, especially from the CEO.

The other theme underpinning discussion may be best summarised as “alignment” or “integration”. Alignment of staff and board roles and responsibilities; active use of the strategic plan and exploration of its fulfilment through the work plan; working to achieve consistency between mission and programme – all these speak of a holistic structure in which policies are meaningful, everyone’s time and contribution are valued and the resulting synergy builds an effective organisation.

The brief notes and lists on pages 5-7 are not a substitute for reading the report which includes case studies and helpful summaries of presentations and discussion. They may, however, offer some pointers to good practice.

1 Role of the board (see pages 11, 12, 16, 18 of this report)

In brief:

- 1 setting direction: based on a focus on the organisation’s vision and mission
- 2 providing oversight: setting financial policies, ensuring legal accountability, etc
- 3 ensuring the organisation has appropriate human and financial resources and policies on resource acquisition and use

More fully, the board:

- defines vision, mission
- ensures strategic planning and effective organisational planning in general
- develops and defines institutional policies
- reviews how the organisation’s activities fulfil strategic objectives and align with work plan
- guarantees resources and ensures their good management
- takes responsibility for hiring, supporting and evaluating the CEO (in some contexts other staff too)
- ensures appropriate accountability and public standing
- evaluates its own performance

The Board of a membership organisation at any stage of development needs to:

- have the trust of the members
- enjoy good reputation among them
- be representative of the organisation

2 Recruiting the Board (see pages 10, 11, 11, 13 of this report)

It is always recommended to use a nominating committee (and not a process that just relies on the Chair’s or individual members’ recommendations only)

Role of nominating committee:

Invite people to come forward from the membership, and develop a slate for election, also recommending names for board officers. An annual process.

In many contexts this requires a more active role in identifying:

- gaps in representation (skills, knowledge, geography, gender, ethnic origin, etc)
- potential leaders

Recruiting board members: invite people on to working groups and sub-committees so they get more involved in the organisation and the board can see how they perform. Then the people showing greatest potential can be encouraged to come forward at nomination time.

3 Orientation for new board members *(see pages 10, 17, 18 of this report)*

The CEO and Chair organise a briefing session for new board members –before they attend a board meeting. Consider developing a handbook of policies and background material on the organisation that will help new members (and be a good reminder for older ones!). Consider twinning a new member with an experienced member at the first meeting.

4 Using the board to best effect *(see pages 10, 12, 13, 15 of this report)*

Staff need to draft papers and policies for them to adapt and improve – rather than relying on a board member or a small committee to do the drafting. But make it clear papers are not finalised before the board has reviewed them – otherwise this deters involvement. Always remember “no raw meat for the board – everything must be cooked”.

Make sure board members receive sub-committee and task force papers or good summaries of these. Some associations make all such papers available on the website too.

Between meetings, keep the board up to date and in touch with news and updates about the organisation, reminders about commitments at meetings, encouragement about especially demanding aspects of the role like assistance with resource acquisition.

Ask every board member to serve on an additional committee along with other people drawn from the membership. Give these committees as much responsibility as possible for their area of work but ensure they know where the board’s responsibility must apply.

5 Creating more diverse boards *(see pages 10, 11 of this report)*

Consider addressing geographic diversity by rotating the venues for board meetings – use the opportunity to involve members based in the area and sharing information about their local/regional issues and characteristics.

Recognise that there are cultural differences between board members and do not just expect adaptation to an established style of committee work. It is dangerous to let cultural differences go unrecognised. The Chair has a key role in ensuring that meetings provide good opportunities for all to contribute and feel their contribution is valued.

6 Role of Chair *(see pages 11, 14 of this report)*

The Chair can be vital in moderating relationships and adapting the committee style to one that all can be comfortable in sharing.

Building participation and delegating responsibility, communicating information within the board and to the membership; contributing profile and visibility (including with government and politicians), encouraging new leaders to emerge, and taking direct responsibility for the organisation’s sustainability.

Encourage every board member to identify with the organisation as a whole, bringing their knowledge and experience to the table but using it for the broadest interests of the association.

7 Conduct of meetings *(see pages 10, 11, 15 of this report)*

Careful agenda planning, eg including major (well-planned) discussion on an aspect of the board’s work or role.

Give the board action agendas – keep them fully informed and up-to-date but only schedule discussion at board meetings where decisions are needed.

8 Conflict of interest policy *(see page 16 of this report)*

Develop a policy or a set of “guiding principles” and make accepting these a condition of board membership. The CEO or Chair need to be sure that any issues arising in the board are dealt with as soon as they come up, to avoid their developing into major problems.

9 Attendance policy *(see page 16 of this report)*

Avoid letting members drift away from the board by missing meetings. The Chair should speak to non-attenders or write a letter if two meetings missed with no explanation. The Chair can usefully also encourage or support members who are inactive or very quiet – involvement in a sub-committee can be a remedy.

10 Governance committee *(see page 16 of this report)*

Broader than an nominating committee and increasingly set up as a standing committee.

BoardSource suggests its responsibilities can be:

- leading the board in reviewing its roles and responsibilities and expectations of individual trustees
- leading assessment of current and anticipated needs for composition – knowledge, attributes, skills, abilities, influence, access
- establishing a pool of prospective candidates and putting forward candidates for selection as needed
- succession planning, attention to leadership of the board

11 Board–CEO relationship *(see page 15 of this report)*

The CEO needs to

- fully value the board
- understand and exercise authority
- build a strong relationship with the Chair
- cultivate leadership among board members (eg identify the successor to the current Chair and maybe the next one after that)
- participate in recruitment and orientation of new board members
- make the most of meetings
- learn to communicate with the board
- encourage learning and reflection

12 Board self assessment *(see pages 16, 17, 19 of this report)*

An opportunity for each member to reflect on how the board performs as a whole, for example on the following criteria. How effectively does the board:

- 1 determine vision/mission, purpose?
- 2 engage in strategic planning?
- 3 ensure effective fiscal management?
- 4 approve and monitor programmes and services?
- 5 enhance government relations and advocacy?
- 6 understand relationships between board and staff?
- 7 carefully select and orientate new members?
- 8 organise itself to operate efficiently?
- 9 ensure sound risk management?
- 10 maintain relationship with other associations and partners?

Topic 1: The governance structure of membership associations

Models of governance structures

Effective governance: what does it mean?

The value of diversity and inclusion

Distinct challenges in different types of associations: from single-type to broad-based membership

Resource people: Rosa Gallego, *Asociación Española de Fundaciones*
Martin Lehfeldt, *Southeastern Council on Foundations*

Moderator: Vijoo Rattansi, *East Africa Association of Grantmakers*

We began by hearing about a challenging development for one of the participants, from which a great deal could be learned about board roles and leadership. Rosa called her presentation “lessons from merging times”. Her organisation was created through the merger of two former associations. One of these, Centro de Fundaciones was formed in 1977 and before the merger had 228 members. The other, Confederación Española de Fundaciones, started in 1995 and had 466 members. She noted that not all foundations in Spain are grantmakers: the term can cover operational NGOs too. There is no complete information source on these but there are between 5,000 and 6,000 foundations in Spain. From late 2002 there were formal discussions about a merger between these two associations, and the process of merger happened with great rapidity by January 2003 with the formation of the Asociación Española de Fundaciones, formally ratified by a general assembly of the new members in the following March. During the interim, day-to-day business was carried out by a Management Commission comprising the two chairs and two CEOs.

The two former organisations had been quite different in many ways, the Centro primarily a lobbying body and Confederación more of a direct service provider to its members. A key element of the process of change was that every member of the two former bodies had to be asked about membership of the merged Asociación. This took some months and 88 were lost in the process. In organisational terms much of the approach to the merger was to preserve what had existed before, so that the new organisation took on all the former staff, and continued the services and activities of both organisations. At the start there were still two different systems for the collection of membership fees. There was a move to new premises.

The new structure has a trustee board which takes a strategic overview; an advisory council that makes input into more operational areas and on policy; and an executive committee to implement board decisions. One co-Chair, the Secretary and a staff group form a managing committee which meets weekly and steers the work.

The board and the management team maintain a double structure to ensure balanced representation of the two former associations (two co-Chairs and three CEOs; and on the board, balanced membership drawn from each former association). The board has 33 members of whom 11 are, in their own foundations, the board chairs, 11 CEOs and 11 other board members. (This balance was not created deliberately). Members are elected for four-year terms by the membership and may stand again indefinitely. Within the board there are two chairs (one representing each of the former organisations); and seven other officers. There is also a “President of Honour” who is a member of the royal family.

Of the 33 board members 60% come from large foundations (over 600,000 euro expenditure) although in the Asociación's membership there are only 13% at this scale. Most Asociación members (55%) are small (under 150,000 euro) but only 12% of its board members are from this category.

Similar imbalances occur in other areas: 54% of the member foundations are based in Madrid, but 85% of board members are from there; indeed on the board there are people from only six of Spain's 17 regions. Three board members are women: though most foundations are staffed by women, their boards are largely male. The areas of work of member foundations are heavily weighted to social assistance (33%) but only 15% of board membership relates to this field; the equivalent figures for education are 24% and 9%. In the field of culture, 26% of members are active and the board has 55% representation.

This gave rise to discussion about some common issues such as whether bigger foundations dominate associations. There is an assumption that it is smaller members which draw heavily on association services and bigger ones which offer resources to the association. The CEO and the board have a responsibility to keep the association balanced – representing as fully as possible the types and sizes of foundations, diverse geography and so on. (Rosa noted that the bigger foundations draw a lot on her association's services though the CEOs of those foundations may not realise this.)

The Asociación is addressing a couple of issues about membership. They have not been active in reaching environmental foundations until recently but a new interest group in this area is drawing in new members. Regional development is a major concern. There is an active and established association in Catalunya and the Spanish association recognises that it will continue to have limited membership there but similar developments seem to be forming independently in other regions and this is a cause for concern.

Many of these issues are shared by other associations to varying degrees. Like its counterparts the Asociación works at how to communicate most effectively with its members, finding the elusive balance between too little communication and too much; another preoccupation is to get active member involvement and participation and avoid a "client" relationship.

The Asociación has, however, some additional challenges caused by the merger, centring on how to create one organisational culture from two. Membership recruitment and retention have been through a bumpy period. In the process of the merger they lost 88 members, gained 100 new ones and subsequently lost a further 50. Within these figures are satisfactory elements – some very large foundations have been attracted to join; many of the recent losses are of rather inactive foundations. The board itself is working hard on specific areas, for example creating sub-committees to carry out activities, which will eventually become part of a strategic plan.

The strongest lesson from this "adventure" of merger was that there could have been wisdom from other mergers to guide this process. Some staff workloads became very heavy indeed and there was a sense of insecurity for many people. On the other hand, received wisdom was likely to have counselled a slower timetable for change. Rosa thinks that the next main phase of change, and the opportunity for more growing together as an organisation will be likely to come at the next board elections.

Martin looked back at his six and a half years at the Southeastern Council of Foundations and suggested the life of an association manager is a tough one. His favourite analogy for the board is the sports team and his work with them aims to make them a winning team. When he started, his board was used to meeting three times a year for six-hour meetings and they met the full membership once a year. Their meetings are a bit different now and they also gather in the evening before each meeting and have dinner together. Martin keeps this informal: “Martin’s back yard” became a by-word at our event for encouraging board members to join in purposeful social events and really get to know each other. Every board member is asked to serve on an additional committee along with other people drawn from the membership. A range of sub-committees and task forces develop policy for the board. These serve the various constituencies within the Council – community foundations, family foundations and corporate givers. They are responsible for planning their own programmes and are effective. Board members receive the papers from all these committees: this is general practice in associations but in some (eg CMF, Washington) all such papers are available on the website too.

Between meetings, every two or three weeks, Martin writes to the board, giving news and updates about the organisation and making all members feel up to date and in touch.

Since 1999 a leadership project within the Council has identified each year 20 people new to the field (not just young people) to attend a summer seminar programme on philanthropic leadership styles, and then later in the year to meet and sharpen grantmaking skills. This project has already had an impact on the membership of Martin’s board which is now a more diverse group in both ethnicity and age. The project has set out especially to foster the relatively small numbers of people on foundation boards and staff groups who are African-American, Hispanic and Native American.

The Council’s board also reflects the diverse geography of its geographic area and tries to recruit members’ own board members as well as CEOs. Martin sees all 2000 of the Board members in his member foundations as potential board members for the Council, and the leadership programme has begun to make this more of a reality.

A nominating committee invites people to come forward for the board, and develops a slate for election, also recommending names for board officers, an annual process. The Chair serves for no more than two years. The CEO and Chair organise a briefing session for new board members, lasting about three hours, before they attend a board meeting.

The style of the organisation is still in contention. Martin wants to characterise it as a “leadership organisation that happens to have members”: his board often disagrees and makes membership service a high priority. For him the times when his ideas are reined in by the board are a reminder that the staff’s pace of work needs to fit the board’s. He sees many common issues for members right across the 12 states they cover: rural philanthropy development and working with professional advisers are the key areas. Most members are very local in their focus. This challenges board members and requires attention to fostering participation.

The Council has an annual conference, a one and a half day meeting that is a major and well-loved event (650 participants) – “an intellectual and social party”. One planning meeting sets the framework and detail is then worked out through conference calls.

Martin responded to questions on several related areas:

His advice to a board chair: to remember he or she is not the CEO of the organisation, but to give leadership on new issues.

Recruiting board members: use sub-committees for people to get more involved in the organisation and to see how they perform. Encourage people to come forward at nomination time.

Urgent matters can be dealt with by an Executive Committee composed of the officers (Chair, Vice Chair, Secretary/Treasurer, past Chair).

How do you keep the experience and interest of former board members? Several organisations have a committee which meets infrequently but aims to keep their commitment. For example, the Council of Michigan Foundations has established what it calls an Advisory Cabinet which has one meeting a year at which they are thoroughly briefed about the organisation and discussion encouraged.

Give the board action agendas: keep them informed but only schedule discussion where decisions are needed.

Motivating people to come forward for the board: CMF has a new diversity policy, and is now explicit about wanting more diverse membership and therefore hopes also to be more open and welcoming to board members who are different from the majority.

Robyn touched on some of the issues Philanthropy New Zealand is working through as indigenous people join the board and require some new approaches to the organisation of meetings. She believes it is important to recognise that there are cultural differences and not just expect adaptation to an established style of committee work. Ellen reinforced this – it is dangerous to let cultural differences go unrecognised. The Chair can be vital in moderating relationships and adapting the committee style to one all can be comfortable in sharing.

Some participants were still struggling with how to get broader board membership and avoid the painful period of adjustment where one new member is seen as representing an ethnic or cultural or class position and isolated or treated as a token. This is especially a factor in hierarchical societies. There is a bigger point in this too. Any board can include people who pursue sectoral interests but the aim is to encourage every trustee to identify with the organisation as a whole, bringing their knowledge and experience to the table but using it for the broadest interests of the association.

Topic 2: Getting the most from your board

The dynamic board: its core responsibilities, authority, accountability and competencies

Leadership-service balance: attracting and nurturing good leadership in volunteers

The critical role of the board chair

Resource people: Gabriela Ivascu, Romanian Donors' Forum

Oman Jiao, Association of Foundations

Moderator: Alison Wiley, Forum of Regional Associations of Grantmakers

Gabriela acknowledged the importance of BoardSource material and trainers in the way she approached supporting and developing her board.

She set out the board's main responsibilities as:

- 1 setting direction: based on a focus on the organisation's vision and mission

- 2 providing oversight: setting financial policies, ensuring legal accountability, etc
- 3 ensuring resources, human and financial and policies on resource acquisition and use.

Her own board has quite a strong executive role but the organisation is still small and just beginning to formalise after the set-up process and she feels that this closeness to the work is a positive factor for board and staff at this point. Board members make an active contribution to the Forum and are involved enough with the organisation to make speedy decisions. So currently the board's basic responsibilities are to

- ensure and control the implementation of resolutions approved by the General Assembly
- approve the annual budget
- appoint and discharge the Executive Director and determine its prerogatives
- prepare and submit proposals to ensure the progress of the organisation
- set procedures for the operations of the organisation
- approve and discharge members

The Board of a membership organisation at any stage of development needs to:

- 1 have the trust of the members
- 2 enjoy good reputation among them
- 3 be representative of the organisation

Within this framework Gabriela addressed issues about getting the most from the board and identified what she felt she needed from them as: authority; leadership; motivation; and communication.

Authority

Find the right balance between the various levels of decision-making – general assembly, board, CEO. This is not always obvious from the formal mechanisms but will vary with many factors, especially the stage of development of the association, its size, etc. It is important to avoid overlaps and ambiguous boundaries and make sure that as much detail is delegated to the CEO as possible.

Leadership

The best board members are people who are good professionals in their own fields, able to see the broader picture of grantmaking and philanthropy. Good board work will draw on their particular expertise be that in PR, financial management, or other areas. Gabriela also thinks every board needs some visionaries.

Motivation

Board members are volunteers so they need motivating for commitment and involvement. They must have lots of credit and thanks for what they do.

Communication

This is the CEO's responsibility and good communication makes all the difference in committee effectiveness. Gabriela recommends developing and sticking to structured routines (well planned meetings, reports, regular updates between meetings), encouraging communication between board members but making sure this is moderated by the CEO.

Getting all these four elements right results in board members who are clear about their role and work to fulfil it, function as a team and are willing to evaluate their own performance – they trust each other and the CEO.

For Gabriela the big challenges in this have come from committee members not making enough time for the commitment. She has also needed to be sure to dedicate sufficient of her own time to communicating with the board and to make really good use of the time when board members are there in person.

Others added their advice:

Alison: encourage participation by making it as easy as possible for board members: draft papers and policies for them to adapt and improve – rather than relying on a board member or a small committee to do the drafting. But make it clear papers are not finalised before the board has reviewed them – this deters involvement.

Boris: take time to show the board the outcome of their work, eg impact on members. Find opportunities for board members to present the association to external audiences – this adds a sense of responsibility for the association.

Martin: earlier this year every board member was asked to ring 15 member organisations and discuss agreed questions about the Council. They were all energised by this and had good feedback from the members.

Lina: use younger/newer board members when you can to lead pieces of work, chair meetings, etc. This is highly motivating for them and good experience.

Oman briefly described the context of the Association of Foundations in the Philippines. It covers all the usual membership association areas – networking opportunities for members, advocacy on key issues, acting as an information centre, and capacity building. An important dimension is the big geographic spread of members and indeed great diversity between Luzon, Visayas and Mindanao: all need carefully balanced representation in all the services. Board membership is balanced between the regions. The board officers are: Chair, President, Vice Presidents (representing the island regions), Secretary and Treasurer. There is an Advisory Council, plus a number of committees, long-standing and short term.

When Oman joined the organisation it was at a low ebb – no money and little authority. Work since then has included the board developing a strategy to strengthen the organisation (“building foundations; building a better future”). Twice a year they ensure a 360-degree appraisal of the Executive Director. What emerges from that is that there are good relations between Oman and his board and good, open lines of communication. Attendance at meetings is good (normally 12 of 15). There are planning and evaluation processes around all services and activity. The major lack is board commitment to resourcing the organisation, though three members are now active in this.

Board members would characterise their role as to determine, monitor and strengthen the organisation’s services and activities. They take pride in board membership and talk about their involvement which further enhances the organisation’s public standing, Oman believes.

Oman’s next goal is to move from the principle that board performance should be assessed, to the practice of assessment.

The board works consciously in a framework of transparency and accountability to legitimise the organisation, showing compliance with regulatory bodies and openness in their use of

funds. They expect this of their members too and have a “report card” on each one to check whether they audit their accounts, submit annual financial statements and pay their subscription to the association. Information on all this is included in the searchable database, and therefore publicly accessible. Failure to comply over two years results in expulsion from the Association. The Philippine Council for NGO Certification undertakes peer evaluation for organisations seeking to achieve and maintain tax deductibility. It rates six areas of compliance (their rating tool is available for use by other organisations) and certifies applicants for one, three or five years (depending on the maturity of the organisation) once effective practice is demonstrated on each of the six. There is a 10,000 peso fee for this scrutiny. People within the NGO sector are trained to undertake these assessments.

These structures work together to foster an environment of accountability and ethical performance and the Association has an aim of “accountability to improve”. Thus beyond simple compliance, they seek to create feedback mechanisms in the processes of demonstrating openness which build on organisational performance.

For the Association an important area is internal governance including leadership succession and sustainability.

The board Chair sees her role as building participation and delegating responsibility. She is very well known in Asia and uses her authority to good effect in seeing that the board:

- acquires and communicates information
- is visible in the community (indeed within each region) and with government and politicians
- develops new leaders
- raises funds

She has created a Board of Advisers, people of stature and credibility who meet once a year. Membership of this Board involves giving one million pesos (around 20,000 USD) towards an endowed fund for the Association to assist sustainability. Eleven have contributed so far and she aims for fifteen.

At various points in the event the group looked at the issues involved in getting the right balance between member-led versus secretariat-led activity. Each has grappled with this. Rob advised that in CMF (though after many years of existence), the board has added leadership as an organisational goal. CMF’s mission is now summed up as “advancing giving: serving grantmakers”. Ellen described how the Council on Foundations had shifted over time from one side of the equation to the other and is now consciously seeking a balance. Debate at this point focused on how to show member organisations that this leadership for the sector is in fact the expression of their collective action.

Topic 3: Helping your board perform

Strategies for building a cohesive board
Board training and appraisal mechanisms
Engaging and communicating with your board
Strengthening the CEO-board relationship

Resource people: Monica Mutuku, East Africa Association of Grantmakers
Rob Collier, Council of Michigan Foundations
Moderator: Robyn Scott, Philanthropy New Zealand

Monica was one among many in the group who found BoardSource material to be especially useful. She drew on their list of basic responsibilities for a board and summarised governance – ie the roles the CEO and board share – as

“the authority to direct the activities or functions of an organisation; and the responsibility to be accountable for the organisation’s actions and conduct”.

Monica believes that the right leadership is the most fundamental attribute of an effective organisation and that a key element is an active and strong board. Her view is that it is shortsighted on the CEO’s part to foster a weak board, enabling the CEO to dominate the organisation. But she also counsels that Boards need to be managed and supported. Board members are busy people for whom inevitably your organisation is not the prime concern. Boards do not automatically function efficiently, however good the members are. So for her a key element of developing an effective board is to think through the issues they need to tackle, and for which they need to take responsibility, and process them for the board. She summed this up as “no raw meat for the board – everything must be cooked”, another of the phrases that resonated with the group.

When Monica was building up Kenya Community Development Foundation she worked carefully with the board until they were clear about the organisation’s mission, going through each element using cue cards and helping them refine the mission statement gradually, especially at board retreats held every year or two.

They visualised the organisation as a butterfly, its antennae being communications, one wing its income sources, the other its grants programmes.

For policy formulation the board needs good information and this is best, in her view, based on a manual covering all areas of policy and practice – constitutional areas, recruitment procedures, etc. She sees the CEO as facilitating fundraising and fiscal oversight, and helping the board set its own priorities.

Rob Collier built on this. His golden rules for the CEO in relation to the board are that the CEO needs to

- 1 fully value the board
- 2 understand and exercise authority
- 3 build a strong relationship with the Chair
- 4 cultivate leadership among board members (eg identify the successor to the current Chair and maybe the next one after that)
- 5 participate in recruitment and orientation of new board members
- 6 make the most of meetings

- 7 learn to communicate with the board
- 8 encourage learning and reflection

He also advocates establishing a governance committee – a development of the nominating committee with a fuller set of functions in relation to:

- 1 board roles and responsibilities
 - 2 board composition
- and working with the CEO on
- 3 board knowledge
 - 4 board effectiveness
 - 5 board leadership

The board also needs a conflict of interest policy. (NB a recent development in the United States is that such a policy is required of NGO boards by the Inland Revenue Service).

He asks the board at regular intervals to undertake self-assessment, with each member reflecting on how the board performs as a whole on the following criteria:

- 1 determines vision/mission, purpose
- 2 engages in strategic planning
- 3 ensures effective fiscal management
- 4 approves and monitors programmes and services
- 5 enhances government relations and advocacy
- 6 understands relationships between board and staff
- 7 carefully selects and orientates new members
- 8 organises itself to operate efficiently
- 9 ensures sound risk management
- 10 maintains relationships with other associations and partners

Monica had also started asking her current board to undertake self-assessment. They have acknowledged their failure to assist with fundraising and have as a result agreed to work on this area. Lina said that the Washington Grantmakers board had initially refused to go through the self-assessment process offered by BoardSource but they now used it on-line and the staff were following up the results. Later discussion established that it is important to be clear that self-assessment normally aims to assess the board as a whole, not individual performance – but even so the process can be unpopular with board members.

There was some concern about how the CEO finds time in a busy schedule to devote time to managing and developing the board. Rob was emphatic that his experience shows that giving the board a sense of ownership contributes to a healthy organisation.

Another worry for some was how to avoid scaring away potential board members if they are too aware of the legal and fiscal responsibilities. On the one hand they need to have confidence that the association is a well-run and knowledgeable organisation. At the same time board meetings need to have a consensus process so it is clear how discussion proceeds and that agreement must be reached, even on the most difficult issues.

Some advice was shared on encouraging inactive or unhelpful board members to resign. This is a responsibility that the Chair should assume, but there should be some agreed procedures such as a letter querying a board member's commitment if they miss, say, two board meetings without explanation.

Topic 4: Planning and evaluation: tools for effective governance

Strategic planning: where and how can the board make the greatest difference in “creating the future”?

The importance of evaluation and feedback in the planning process

Resource people: *Rob Collier, Council of Michigan Foundations*

Lina Cortas, Washington Grantmakers

Robyn Scott, Philanthropy New Zealand

Moderator: *Boris Cornejo, Consorcio Ecuatoriano para la Responsabilidad Social*

Boris introduced this area as one of great importance for effective organisations. It is vital that an association has feedback loops to learn from experience and strengthen the organisation to cope with change.

Lina talked about a strategic planning exercise that Washington Grantmakers had been through, starting with a three month period at the beginning of 2003 when a task force with the support of an external consultant undertook 30 telephone interviews with key stakeholders of the association, including board members, large funders, other NGOs, people from the business sector and members of the public, in order to provide material for reviewing and reassessing the previous strategic plan. This led to a statement of three “strategic intentions”: targeted member services and programmes, a leadership role for the broader philanthropic sector (and the balance between these two areas) and building financial sustainability.

The board began to work on these, clarifying more detailed objectives and the various roles assigned to staff, committees and task forces to develop them. From March to June they thought through how these aligned with Board responsibilities and job descriptions and they quantified the implications. At the same time two key board members who had been leading some aspects of this work left and the Chair decided to retire, so for a period the leadership of this work shifted to the staff. From June to December they analysed in detail every aspect of the organisation’s work, developing 50 cost centres and looking at each in terms of time commitment and budget implications. It was the first time this level of detail had been explored, reviewing direct and indirect costs and accounting for everything the organisation did. Every cost centre was then reviewed for its value to members and its potential for growth.

At the same time seven new board members were recruited, carefully chosen for skills and knowledge that complemented existing members, and for leadership potential. A board retreat at the start of 2004 displayed new dynamics and a changed culture because of these new people. Task forces were created which focused on communications, interest groups, funding collaboratives and how all these could be integrated into the organisation more fully. One further task force began to address the new issue of diversity, and another how the organisation might tackle public policy areas (a contested activity).

The second half of 2004 saw a board self-assessment exercise and the establishment of measures of effectiveness for all of Washington Grantmakers’ work. The very detailed exercises to assess staff activity in all of the work have now been simplified, but one outcome of the detailed work was to enable a comprehensive review of efficiency. The board is committed to having a strategic plan as a vital tool, but agrees that it must be quantifiable and measurable. For example, in looking at financial sustainability they have agreed that 50-55% of resources should be from renewable sources: this has led to a review of member

subscriptions/dues and how these, along with other income streams, can be increased. They have also agreed to create a reserve fund. This was started with a transfer of \$50,000 and in three years this is targeted to reach \$500,000 (or the equivalent of six months operating costs).

After hearing this report of considerable achievement in building a comprehensive knowledge base about all aspects of the organisation, and ensuring board and committee commitment to development and future stability, the group looked at the role of external facilitation to assist in creating change. Washington Grantmakers had received some assistance from a volunteer group of Harvard Business School alumni. Rob had found that corporate members of the Council of Michigan Foundations could be helpful, often having very appropriate skills to offer and understanding the financial implications of new strategic thinking.

The group also noted the change in attitudes to strategic plans. In the past these were documents fossilised for five years and then followed by abrupt creation of new plans. The best organisations were now treating them more interactively, and integrating them into the work planning process. Ellen said that BoardSource now recommended that strategic plans be written in pencil not ink.

Lina reflected that “alignment” has been a key factor for Washington Grantmakers – staff roles and responsibilities aligned with the board’s and committees’ roles and with the plan itself, clarifying activities, reporting lines and procedures. The period of development and change had been very tough indeed for the Washington Grantmakers staff since it required them to maintain their workloads while at the same time recording activity in detail and engaging in many extra meetings (with much associated report writing and reviewing) with committees and task forces. The effort produced some helpful results early in the process – for example in highlighting overlaps in staff responsibilities or areas which were demonstrably too costly and needed thorough overhaul. For example, the analysis revealed that inadequate time was given to member recruitment and retention, while committee work cost far more in staff time than had been assumed. The area of public policy development was hard to fit in when practical problems pressed: this was reviewed and a policy developed on how to make decisions on external engagements such as opportunities to speak.

There was much discussion about how important it was to be as thorough as this in a review. For example, was the involvement of people external to the organisation merited – did it add value to members? How effective are the new government relations and public policy committees in influencing policy for the sector?

A particular pressure on smaller associations is in requests for help by individuals – grantseekers and people thinking about creating foundations, or consultants requesting the organisation’s time in fulfilling their contracts. Among ideas shared were: CMF’s booklet for grantseekers; a common application form on the website (a service to members); and answers to frequently asked questions on the website. If a member asks you to spend time with someone such as a consultant, make sure that member knows just how much time you give and later call in the favour. Rosa’s association used to give direct assistance to anyone asking for help in creating a foundation. Now she offers some help by email and offers an advice/training session on one day every week when anyone interested can attend.

Robyn Scott explained the context of her presentation - a very small organisation covering a large country with a scattered population of 4 million people. In the past the board of Philanthropy New Zealand had a more “hands on” role, undertaking a mix of both governance

and some management. Robyn, as new CEO, took on as a key task, with the board Chair and the board, to work towards becoming a more strategically focussed governance board. This has involved developing robust planning processes which reinforced the role and value of Philanthropy NZ, developing an agreed vision and mission supported by the board, and providing value for members, maximising the return to all stakeholders and establishing public trust. The board created an annual work plan and developed governance process policies, designed to keep the board focused at the right level. These policies state the board's products or contribution to the community, describe products in terms of "outputs", save the board from acting as though everything is their job, and commit them to speaking with one voice. Robyn encapsulates this as the board's role in "creating the future" for Philanthropy NZ but keeping their distance ("critical distance") from the day-to-day staff role.

Change is a gradual process and the development of a stronger governance focus has been consistent with the growth and development of the organisation. Following a review in 2002 by an external contractor, work began to strengthen the organisation, and the review was used to inform the planning process. Several changes in the board and staff over two years were the catalyst to build on earlier work and continue development towards a "governance" board. Each new step has been seen as a positive use of previous effort and pleasingly the process itself has been one of learning and development for all involved, both staff and board members.

This process included:

- scanning the environment and context
- setting priorities
- consultation with stakeholders
- building up to the strategic plan

and in future this will involve regular evaluation to learn lessons and use them to reflect on and influence the next cycle.

Robyn believes that only if the board plays an integral part in creating the vision and expects to continue to articulate the vision, will board members really be committed to it.

Philanthropy NZ used an external facilitator, looked back and built on achievements, involved all board and staff, and helped people understand the external context as well as internal issues. They used simple techniques to get people thinking and talking – SWOT analysis (strengths, weaknesses, opportunities and threats) and PEST (political, economic, social and technical environments). The cost of an external facilitator proved well spent as did the overall decision to make board development a priority.

Robyn is now working on a business plan based on the agreed strategic plan. She is building in evaluation as an integral part of the process, but has not yet looked at board self-assessment. Evaluation will cover board performance as well as review of goals and activities. Is the organisation robust? Is its direction right? Is the plan relevant? What is the cost, worth or relative priority of outcomes? What positive difference have we made to members and others in the philanthropic sector we have been in contact with in the last 18 months? How do we know? Is this the difference we set out to make? Does the community value that difference? She sees evaluation as a process of establishing added value, enabling change to be measured and understood and assessing how far board, members and the community value the difference. She wants to see the board assess how results line up with the mission, and hopes board members will learn to connect organisational performance with board

performance. As she says, the board should aim to be as good at governance as it expects its CEO to be at management.

The process was valuable for many reasons. It allowed people to think about their vision for the organisation and it helped to ensure that issues came forward for thorough discussion. It proved valuable for Board members to discuss in depth the issues they were passionate about and test the views of other board and staff members. This resulted in some compromises being made in the final Strategic Plan to accommodate differing points of view. A continuing evaluation process is in place for the strategic goals and is bound to throw up the need for more such negotiation.

Evaluation had proved elusive for some participants in the peer learning event. To understand what real change was brought about by an association's work needed a very long term view: Consuelo, for example, talked about the development of new legislation in Mexico that involved ten years of lobbying by CEMEFI.

Rob's advice is to make sure the board differentiates between vision, mission, strategies and goals. For him vision is aspirational; mission concerns achievables; goals are general and not quantifiable. It is important to ensure that not just the board but also members are helped to review outcomes – use the annual report and other documents to link the strategic plan's objectives to member expectations.

Topic 5: Helping your members to develop their own boards

Board development for member organisations: examples of successful programmes and services

Resource people: Ellen Bryson, Council on Foundations
Consuelo Castro, Centro Mexicano para la Filantropía
Pushpa Sundar, Sampradaan Indian Centre for Philanthropy
Moderator: Valentina Ramia, Consorcio Ecuatoriano para la Responsabilidad Social

While the greater part of the peer learning event dealt with grantmaker associations' own issues, there was also interest in reviewing the most effective methods for assisting member organisation boards and the three members of the group with the greatest experience of this shared their knowledge and perceptions. Ellen also brought a lot of printed material to share, much appreciated by the group.

Ellen briefly described the role of the Council on Foundations, which serves all kinds of foundations, with specialist services for community, corporate and family foundations, and international grantmakers. Some Council services are aimed at all members: her role is to offer governance training to the whole membership. A part of the Council's website is dedicated to this and there is much published material. Ellen maintains two listservs – one for family foundation board members and one for community foundation boards. She organises governance sessions for four annual conferences for the different member groupings and an Institute involving one day's training for new board members.

Her experience has taught her a few principles:

- it is most effective to train boards locally (they are volunteers who find it hard to make time for training)
- often the only way to reach board members is through the CEO
- board member listservs tend to be successful as a delivery system but not as a discussion forum
- the most effective publications for board members are ones that are focused and easily read
- use board member voices in written material and training
- use partners wherever possible

The Council's main output is printed material which sells well. Ellen produces relatively short documents, using many quotes from board members to illustrate points. She uses professional cartoons (available for a small sum from www.cartoonbank.com) and sells copies of reports as cheaply as possible (typically 6 USD for members and 10 USD for non-members). A recent publication *What Foundation Boards Are Saying* was based on telephone interviews of a sample of board members. Short board briefings on specific topics (eg service versus leadership, long term versus short term grants, CEOs serving on the board) aim to give both sides of an issue and stimulate discussion. Another well received publication, *The Guide for Community Foundation Board Members*, was co-written with BoardSource. One tip shared was to send a free copy of publications to every member organisation and encourage them to buy a bulk supply.

Ellen organises an Institute for new board members twice a year each which attracts 35-40 people. Training alternates between the Council's offices and other more "glamorous" venues throughout the country. Other training is developed at each of the Council's annual conferences (for community foundations, family foundations, and the annual conference which attracts board members from larger, independent foundations). Grouping board sessions within one day makes it easier for board members who may only be able to attend one day of the longer conference.

Rob shared that the Council of Michigan Foundations' practice of setting up conference calls on particular topics and inviting board members to participate. He is aware that some member foundations have scheduled their board meetings so that all the board members can participate in one of these calls.

Consuelo shared some of the work she does with the large membership of CEMEFI in Mexico, and specifically with the 400 non-profit organisations (many of which are grantmaking organisations) in CEMEFI's membership. The work done in the last four years has, she believes, influenced boards, helping members be more active, engaged and knowledgeable.

She organises training and awareness-raising events for boards; workshops and retreats for individual organisations; publications; and consultancy. Training topics include:

- board role and responsibilities
- governance versus management
- structure: board composition, rotation, recruitment and committees
- board cycle and alignment with the organisation cycle
- relations between board and staff (CEO)

- policy-making
- handling conflict of interest and developing policies
- board goals (identifying achievements and challenges)
- self-evaluation tools

She has also translated eight BoardSource booklets into Spanish and has already sold 3,000 copies of the translation of *The Ten Basic Responsibilities of Boards*. She finds it very effective to work with local partners such as the state-based regulatory bodies. Around 40 events have been organised and attendance has varied from 40 to 200 organisations.

Consultancy with individual boards has been offered at times of change and transition and also to revitalise boards.

Consuelo is aware that she needs to evaluate the effectiveness of the training and material offered. She thinks that she may need to develop some very different activity for corporate funders, and is also keen to develop evaluation tools that can be shared.

Pushpa Sundar sees governance as a hot topic in India at present, fuelled by issues of accountability and scrutiny, especially around fundraising where there has been some bad press. Sampradaan's role is largely as a catalyst mobilising indigenous philanthropy. Its strap-line is "Give. Give wisely". A lot of Sampradaan's work is research, advocacy with government on the sector's behalf and facilitating networking, but an increasing area of work is concerned with board training and development. Sampradaan organises workshops, and writes and publishes information sheets. The law and structure of charities in India is quite complex (organised at state not federal level). Delivery requires provision in many languages as well. It can be hard to get full attendance: while one notable exception to this was when a donor arranged an event, the sense of compulsion to attend that gathering caused some resentment. Experienced board members can be fearful of being judged at a training event, too. An added difficulty is that there are few experienced trainers in this field.

So Pushpa's first solution to this is not to call them training events. She also concentrates on courses which develop trainers so that there are people all over the country who can relate to local organisations in their own local language and drawing on local case studies. She is also deepening Sampradaan's awareness of how to work with different kinds of boards, such as understanding the dynamics of family foundations, especially how to relate to older family members. But there remains the issue of how to tackle "invisible boards" – the ones that let the CEO run the organisation.

Other issues she highlighted (all found everywhere, of course, not just in India) are how to help build good relationships between a Chair used to corporate culture and a CEO very much from the NGO sector; or how to tackle board members who expect some return for their work such as use of office facilities. She described the development job in really bad situations as establishing mutual non-aggression pacts with a board, rather than tackling anything more positive.

So the lessons learned are about taking care over how events are promoted, the long lead-time for preparation, thorough needs assessment before undertaking workshops, understanding the profile of participants and especially basing training on peer learning and exchange. The invitation needs to emphasise the value to the board member and his/her organisation and if

the event goes beyond information sharing, then great care is needed in how it is described, as sessions overtly aiming to change attitudes and practice will be unwelcome.

In the longer term the objective is to have boards which are independent of family and other such closed mutual interest networks, to avoid conflict of interest; to have diverse membership in terms of backgrounds and views so that there is debate; to ensure that board members realise their contribution is voluntary – members are not paid nor expect any material or non-material compensation; that they have between them the wide diversity of skills required by the organisation; are balanced in terms of age, gender, active participation and eminence; reflect the composition of their constituency; have a rotation policy; evaluate their performance periodically; and make it acceptable and practical for women to take up board positions. These aims are so far from reality in most boards that much compromise is needed, and patience also, to see how the accumulation of small changes can gradually increase awareness of effective practice.

A sample agenda from a Sampradaan event forms an appendix on the last page of this report.

Logistics, practicalities and thanks

The peer learning event was arranged by WINGS and was the fifth one to be held: topics selected are based on priorities set by grantmaker associations and support organisations. Several others are planned and WINGS is always happy to hear from potential hosts.

This time, our host was the Forum of Regional Associations of Grantmakers, based in Washington. Alison Wiley and her team provided a superb service for us in terms of preparations for the event, identifying an excellent and affordable hotel, with good meeting facilities, and undertaking much practical activity, including printing and collating participants' packs, and providing clear and comprehensive information about Washington (right down to an essential last minute warning to expect peculiar weather thanks to Hurricane Ivan). The Forum also hosted dinner on the first evening – “an all-American inside picnic” was how they described it – and breakfast and lunches each day of the event.

At the conclusion of the event, all the WINGS participants were invited to a reception and dinner with the members of the Council on Foundations' International Committee. WINGS is very grateful to the Forum and the Council for their generosity.

Anne Heald from the Forum of RAGs, and their lead on supporting new philanthropy development, joined the group for part of the session and led discussion of her work over lunch on one of the days.

An additional opportunity was organised by the Forum, and one of its member associations: participants who could stay on for an extra day were invited by Washington Grantmakers to spend a morning learning more about their operations and governance: thanks are due to Kae Dakin, the President, along with several members of her staff team, and former Board Chair, Margaret O'Bryon.

The group had lunch with Julie Rogers, President of the Meyer Foundation and founding Board Chair of Washington Grantmakers. This provided an opportunity to hear both about her Foundation's innovative and constructive grantmaking and the work that she has been

involved in to bring foundation people together, through Washington Grantmakers and more informally, for support, stimulus and professional development.

That same day participants also met Audrey Alvarado, Executive Director, and staff of the National Council of Nonprofit Associations to learn about this network of 39 state and regional associations. Peter Shiras of Independent Sector, a coalition of nonprofit organisations, foundations, and corporations, hosted an informal conversation about his organisation and current challenges and issues for the field.

WINGS made a commitment to raise the funds to offer scholarship support for participants who needed help with airfares and accommodation. We were grateful to those participants who were able to cover their own costs.

The WINGS' Peer Learning Working Group for this event did a great deal of work behind the scenes including initial planning, review of applications and selection of participants, and final structuring of the agenda which was worked out in detail with the chosen participants. This Working Group consisted of David Winder (Synergos Institute), the Group's Chair, Pavlína Kalousová (Czech Donors Forum), Natalya Kaminarskaya (Russian Donors Forum) and Alison Wiley (Forum of RAGs). Servicing of the Group and all preliminary work for the event was done with hard work and effectiveness by Gina Estipona of the WINGS Secretariat.

**Appendix: Peer Learning Workshop on “Effective Boards for Effective Governance”
for PACS Partner CSOs in Jharkhand
Ranchi Nov 17 –19, 2004**

PROGRAM

Wed Nov 17

- 4 – 6 pm Pre Conference Evening
- Registration
 - Introductions and Mapping Expectations

Thurs Nov 18

- 9 – 10.30 am Session 1
Importance of Good Boards and Good Governance
- Types of Boards
 - Characteristics, Competencies
 - Understanding of what is required of the Board
 - What does the organisation want the Board to do?
 - Listing of Roles and Responsibilities of Boards
- Facilitator: Pushpa Sundar

- 10.45 – 1.30 pm Session 2
A: Facilitating Boards Understanding of Legal Compliances (Societies Act, Trusts Act, Companies Act)
Facilitator: V Nagarajan
- B: Financial Oversight
(Understanding organisations financial health, reading Budgets, balance sheets, investments)
- Facilitator: V. Nagarajan

- 2 – 5.30 pm Session 3
Creating Good Boards
- Getting Right People on Board: Composition, balancing getting people, involving women
 - Managing expectations
 - Engaging the Board
 - Conflict of Interest
 - Orienting/Inducting Board member
- Facilitator: Vishal Talreja

Fri Nov 19

- 9 –11 am Session 4
The Board In Action
- A: Vision and Mission Statements Facilitator: Pushpa Sundar
- B: Conducting Effective Meetings Facilitator: Rajni Patni

- 11.15 - 1 pm Session 5
Quest for Credibility Facilitator: Ranjan Rao Yerdoor

- 2 – 3.30 pm Session 6
Board Appraisal and Evaluation Facilitator: V. Satyamurthy

- 3.45 – 5.00 pm Wrap up
- Workshop Evaluation, and Development of Covenant
 - Consensus on Follow up Strategy
 - Vote of Thanks

Facilitators: SICP

5.00 pm onwards Tea and Departure of Participants