

# Governing Your Organization

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# Welcome and Introductions

## 1 minute per food bank

- ▶ What's your role in the organization?
- ▶ How long has your food bank been in existence?
- ▶ How long have you been involved?
- ▶ How did you get involved?

# Challenges

**2 minutes per food bank**

What is the single biggest challenge that your Board faces in governing or leading your organization?

# How many people are on your board?

## Poll

- ▶ Less than five?
- ▶ Five to 10?
- ▶ More than 10?

# Your Board is a Team

- ▶ teammates communicate well with each other
- ▶ team members focus on team goals and results
- ▶ everyone contributes their fair share
- ▶ teammates offer each other support
- ▶ team members are diverse
- ▶ teams need good leadership
- ▶ the best teams are the best organized ones
- ▶ they have fun!

# Good Governance?

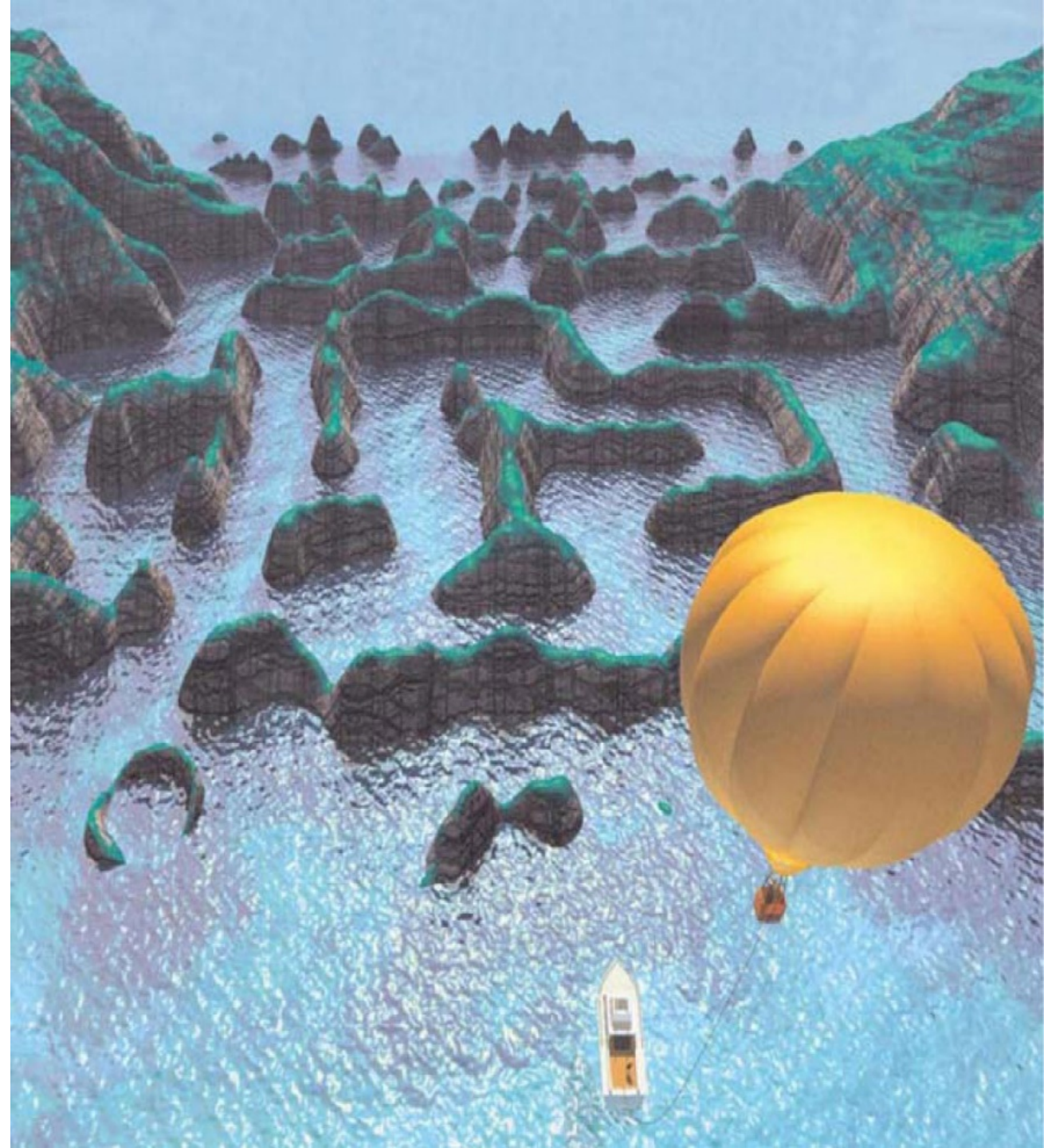


# The Governing Board

- ▶ the Board is the governing authority for the organization and is responsible for directing, influencing, and monitoring the organization's business
- ▶ **governance** is the way in which your Board exercises its authority, control and direction
- ▶ typically, a board carries out its governance role by developing and monitoring policies, developing a strategic direction and organizing some of its work through committees

# Governing & Operating

- ▶ Important to understand roles and responsibilities
- ▶ Who's in the boat?
- ▶ Who's in the balloon?
- ▶ How do the two relate?
- ▶ What makes the outcome possible?





# Governing and Operating roles

## Governing Roles

- ▶ Focus of the Board
- ▶ Ends/Outcomes
- ▶ Doing the right things
- ▶ Forward looking
- ▶ Strategic thinking/ planning
- ▶ Financial oversight
- ▶ Evaluating outcomes/ progress
- ▶ Future planning

## Operating Roles

- ▶ Focus of management
- ▶ Means/Programs
- ▶ Doing things right
- ▶ Current reality
- ▶ Operational thinking/ planning
- ▶ Financial management
- ▶ Monitoring and measuring progress
- ▶ Execution

# Different types of boards

## **Administrative**

- ▶ Boards make and implement all governance and operations decisions.

## **Management**

- ▶ Boards make governance decisions and share decision-making for operations with staff and committees.

## **Policy**

- ▶ Boards make governance decisions and delegate the responsibility for operational decisions to the senior staff person or to a management group

# Responsibilities

In every model, the responsibilities of the Board are the same:

- ▶ Exercise legally required duties
- ▶ Ensure regular connection with members and stakeholders about needs, values, priorities
- ▶ Establish the Mission, Vision, Values, Ends/Outcomes
- ▶ Ensure open and transparent decision-making
- ▶ Ensure external representation of organization's interests
- ▶ Accountability for organizational progress and oversight

# Responsibilities

- ▶ **Purpose** - establishing the mission, vision and values or guiding principles
- ▶ **Continuity** - providing continuity and sustainability for managing and implementing the organization's affairs
- ▶ **Progress** - setting the rate of progress that the organization takes in reaching its goals
- ▶ **Identity** - securing the support of the community and appreciation for the organization's purpose, beliefs, vision, mission and long-term direction

# Board Roles

- ▶ the board is responsible for the highest level of decision-making for the organization
- ▶ the board is accountable for, and has authority over, the organization's resources and activities
- ▶ the board develops and communicates the organization's vision to the membership and the community
- ▶ through policy, the board defines how the organization will carry out its work

# Major Duties of the Board

- ▶ overseeing the operations of the Board by determining its role, evaluating its operations and by recruiting, training and evaluating individual board members
- ▶ ensuring effective organizational planning
- ▶ monitoring/evaluating/assessing organizational performance against the plan
- ▶ maintaining positive relationships with stakeholders and funders

# How many people would you like to have on your board?

## Poll

In building your board, what would be the optimal size that would provide you with the skills and experiences to govern effectively?

- ▶ 5 to 8
- ▶ 8 to 10
- ▶ 10 to 12
- ▶ More than 12

# Building Your Board

- ▶ every organization's governing board will only be as effective as its individual members
- ▶ there is no fixed formula for determining the composition of a board or the size of the board
- ▶ one size does not fit all
- ▶ form follows function - thus every board will have its own style and form of organization



What skills and experiences do you want on your board?

## Open Discussion

What are the skills and experiences you want to recruit for your board?

# Board Recruitment

- ▶ nothing is more important to the health and sustainability of your organization than getting highly qualified and enthusiastic people to serve on your board
- ▶ building a board is more than just filling slots
- ▶ it's about finding leaders who have skill sets and perspectives that align with your organization's strategies, goals and needs - into the future
- ▶ it's about having the right blend of skill sets, expertise, connections and diverse perspectives

# What Qualities do Board Members Need?

- ▶ an interest in the mission and the people you serve
- ▶ a sense of integrity
- ▶ image and profile in the community
- ▶ skills to work effectively with others
- ▶ willingness to learn and grow
- ▶ a sense of wider community
- ▶ orientation to the future
- ▶ enthusiastic support for the organization

I'm interested in how you recruit your board members

## Open Discussion

- ▶ What have you found that works for you?
- ▶ What skills, competencies or attributes are missing from your board that would help you?

# Orientation

- ▶ providing a clear orientation for new board members is critical
- ▶ consider providing an information session prior to a commitment to serve - to test drive the organization
- ▶ be clear up front about conflicts of interest, job descriptions, expectations and important policies
- ▶ consider having a 'contract' that outlines expectations to avoid future issues or conflicts

# Remember

- ▶ build your board based on the skills and abilities needed to provide effective governance
- ▶ build for the future and not the present
- ▶ tie your recruiting to your strategic plan and priorities
- ▶ orientation is very important - this is a process and not a binder
- ▶ consider the changing needs of your organization - your selection criteria needs to reflect these changes

# What should the focus of the Board be?

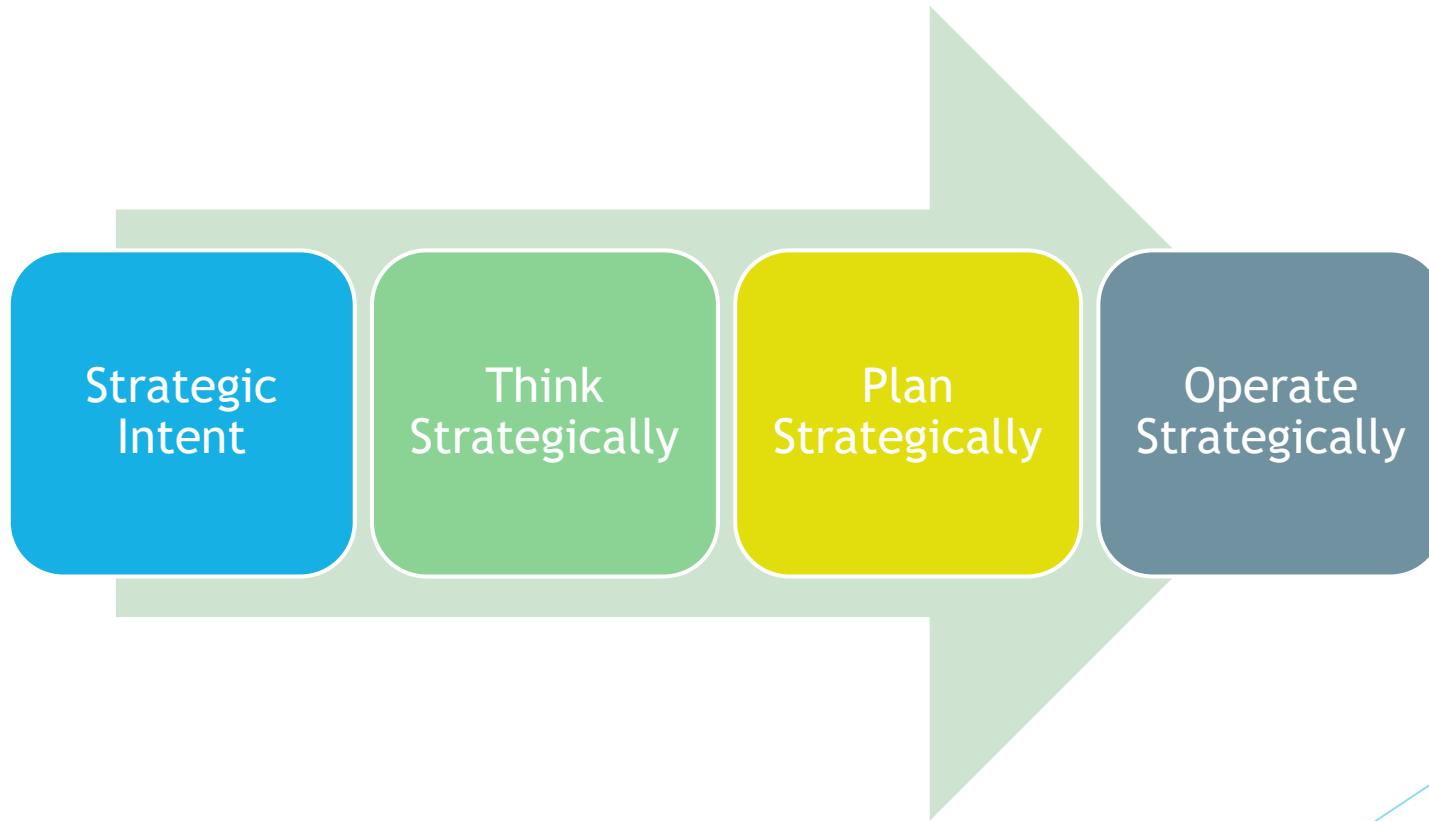
- ▶ long term outcomes
- ▶ strategic leadership rather than administrative detail
- ▶ the future rather than the past
- ▶ planning rather than reacting
- ▶ understanding/connecting with supporters
- ▶ clear delineation of authority
- ▶ monitoring results
- ▶ implementing policies where appropriate

# The Future

- ▶ being able to set priorities is essential
- ▶ understanding capacity is important - you will have limits in terms of funds, people and time - these will limit your focus and ability to carry out your work
- ▶ important to recognize that you can't be all things to all people all the time
- ▶ the fundamental question is “what good for what people at what cost?”



# Being Strategic



# Legal Duties

- ▶ **Duty of Care**
  - ▶ Using good business judgment at all times
  - ▶ Exercising due diligence in decision making
- ▶ **Duty of Loyalty**
  - ▶ Acting in the best interest of the organization and membership
  - ▶ Avoiding conflicts of interest
- ▶ **Duty of Obedience**
  - ▶ Faithful to the mission and goals
  - ▶ Following the governing documents

# Board work plan

- ▶ your board should establish its own annual work plan which includes key activities that the board is responsible for
- ▶ the work plan should help to frame agendas for board meetings
- ▶ the annual work plan should help the board ensure that it carries out its legal and fiduciary duties: annual meeting of members, annual audit, annual planning, board development, nominations and others

# A Word About Committees

- ▶ board committees help the board to carry out its work between meetings of the board
- ▶ serving on a committee can be a way to cultivate prospective board members
- ▶ committees can include teams for special projects
- ▶ typical board committees include: Finance, Governance, Food Sourcing etc.
- ▶ board committees should mirror the work of the board

# Committees At Work

- ▶ committees need clear terms of reference
- ▶ board committees are accountable to the board
- ▶ members need the knowledge, skills and experience to carry out the work of the committee
- ▶ committees can provide the focus and dedication of time to do the necessary work of the board
- ▶ committees can provide opportunities for other volunteers to be involved

# Questions

