

MEMBER RECRUITMENT

TOPICS

Recruitment, Appointment, or Election of Governing Body Members

Term Limits: Pros and Cons

Compensation and Voluntarism

Building Recruitment Networks

Connecting with Traditionally Marginalized and Excluded Populations

This section examines ways to find and recruit the right people to serve on a governing body, even if they are appointed by government leaders beyond your direct control.

THE CHALLENGE

The chairperson of a governing body of a Provincial Health Council has asked you to recruit five new members to a task force on reducing maternal mortality rates for the coming three years. Since there are few experts in obstetrics and maternal health in the region, how can you find and convince community leaders to serve and be effective in this task force?

RECRUITMENT, APPOINTMENT, OR ELECTION OF GOVERNING BODY MEMBERS

The composition of your governing body is a critical factor in governing your organization successfully. Making sure you have the right people is one of the most important steps in building an effective governing body. Governing body members are recruited, appointed, or elected, as determined by organizational bylaws or governmental statutes.

Recruitment of Governing Body Members

Recruitment of members is the first step in developing a high-performing governing body and perhaps one of the most important governing body development activities. Most civil society organizations form their governing bodies through recruitment of members. Recruiting its own members gives the governing body control over who sits on the body, ensuring that its members have the necessary skills and backgrounds to govern the organization.

Identifying the skills you need on the governing body. Whether you are setting up a governing body for the first time or filling vacancies, you need to be strategic in your recruitment of members. You must understand the work of your governing body and the expertise it needs to carry out the work. The governing body's members should be diverse so that as a group they represent the community your organization serves.

Identifying the right candidates with the appropriate skills is not an annual event but rather an ongoing activity, often led by the governance committee (if you have one) or another specific committee charged with the recruitment of governing body members. Having an organized recruitment process in place allows your organization to cultivate potential members over time and thus be ready to fill vacancies when they arise.

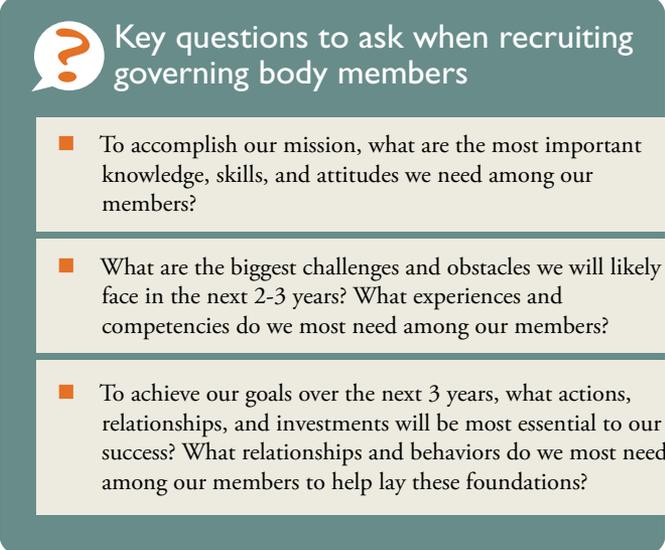
Identifying the right people to serve on the governing body. An organization seeking governing body members should look for individuals with the following traits.

- **Experience:** Has the individual served on other voluntary governing bodies?
- **Achievements:** Has the individual proven to be successful in public service, business, or a profession, or in representing a specific constituency?
- **Skills:** What talents does the individual bring to the governing body? Do they complement the skills of other members? Do they fill any gaps in existing members' skills?
- **Personal qualities:** Does the individual listen well, and does she or he have the ability to prioritize issues?
- **Integrity:** Does the individual exemplify high ethical and moral standards in personal and business life?
- **Commitment:** Will the individual remain committed to the organization and governing body over the long term?
- **Objectivity:** Is the individual sufficiently independent so that she or he can consider issues from an open and unbiased perspective?
- **Willingness to be trained:** Is the individual receptive to learning and being trained about the organization and about his/her responsibilities as a member of the governing body?
- **Availability:** Can the individual devote adequate time to serving on the governing body?

See [Appendix 2.1](#) for more information on the traits needed for key governance players.

Selecting governing body members. When searching for new members, the chief executive and current members can use the following six-step method to determine the skills and attributes that are needed on the governing body and to help them to select the final candidates. See Figure 17.1 for a brief overview of planning.

FIGURE 17.1 Questions to ask when recruiting governing body members. Recruitment of competent people will help the governing body govern well and contribute to higher organizational performance.



Key questions to ask when recruiting governing body members

- To accomplish our mission, what are the most important knowledge, skills, and attitudes we need among our members?
- What are the biggest challenges and obstacles we will likely face in the next 2-3 years? What experiences and competencies do we most need among our members?
- To achieve our goals over the next 3 years, what actions, relationships, and investments will be most essential to our success? What relationships and behaviors do we most need among our members to help lay these foundations?

Step 1: Identify the skills and attributes the governing body needs, based on the key issues and decisions the organization is likely to face over the next three to five years. Use this assessment to identify the skills, attributes, knowledge, perspectives, and connections that will be necessary to address these issues.

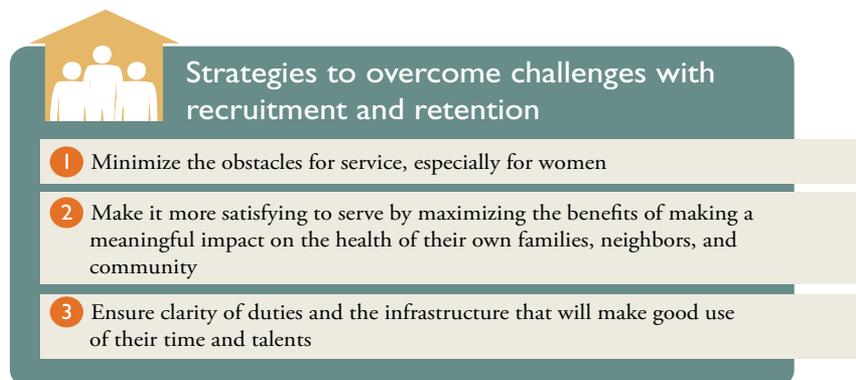
Tip: To identify the skills and attributes needed on the governing body, many governing bodies use a matrix. You can adapt the matrix in [Appendix 17.1](#) to your needs.

Step 2: Identify the skills and attributes of current members of the governing body. Develop a profile of their skills and attributes and identify additional skills and attributes that are needed to complement those of the current members.

Step 3: Develop criteria for selecting new members. Based on the needs identified in Step 2, prioritize the skills and expertise the governing body is seeking and focus on these in your recruiting efforts. Ensure diversity by including men and women of various ages and with different skills, professional backgrounds, financial situations, and cultural and ethnic backgrounds.

Step 4: Recruit and cultivate prospective candidates for the governing body. Identify qualified and interested candidates and make recommendations to the governance committee (or other committee assigned to governing body member recruitment). Note that cultivation of prospective members is a continuous process. You should have several prospects waiting to fill vacancies. See Figure 17.2 for some strategies for finding candidates.

FIGURE 17.2 Strategies to overcome challenges with member recruitment and retention. These strategies will help the governing body to recruit and retain competent members.



Step 5: Select new governing body members. The governance committee (or other committee assigned to recruitment of members) should interview any promising candidates and make a short list of final candidates for presentation to the full governing body. The full governing body selects the new members.

Step 6: Orient and involve new governing body members. Once chosen, they should receive an orientation to the organization (see [Section 18](#)) and a full explanation of their role and responsibilities as governing body members.

Appointment of Governing Body Members

Governmental agencies or organizations frequently appoint their governing body members. Governing body members can be appointed by name or by virtue of their affiliation or position within an organization. For example, the governing body of the Health Services Commission of Lagos State in Nigeria appoints its five members by name. In contrast, three of the ten members of the board of trustees of the Joint Clinical Research Centre (JCRC) in Uganda are appointed by JCRC's founding organizations: the Uganda Ministry of Health, Makerere University Medical School (now College of Health Sciences), and the Ministry of Defense.

When members are appointed, the governing body does not control its composition. Board appointments (made by non-members of the governing body) can thus be used to appoint friends and relatives or to return political favors, without regard to the skills and expertise that are needed on the governing body. Appointed members who do not have

the qualifications to be able to contribute to the work of the governing body undermine its ability to govern.

Before governing body members are appointed by non-members (who may not understand or recognize the experience that is needed on the governing body or who may want to influence its composition in their own self-interest), follow the guidelines below to help ensure that newly appointed members have the proper skills and expertise to serve effectively on the governing body:

- Determine the skills and expertise needed on the governing body.
- Develop objective, verifiable criteria for appointment of members of the governing body, explaining the rationale for them.
- Present the criteria and rationale to government officials (or others) responsible for appointment of members to the governing body.
- Mobilize stakeholders, including civil society, to advocate among government officials for formal adoption of the criteria to appoint governing body members.

These guidelines may not be adopted, however. Tools that a governing body can use to deal with troublesome governing body members include a code of conduct (see sample in [Appendix 17.2](#)), a signed governing body member agreement (see sample in [Appendix 17.3](#)), and an attendance policy for governing body meetings (see sample in [Appendix 17.4](#)).

Election of Governing Body Members

Some governing bodies, such as membership associations, elect their members. Members of Country Coordinating Mechanisms (CCMs), which govern Global Fund grants in response to HIV & AIDS, tuberculosis, and malaria in many countries, are also elected by their constituencies. Each CCM determines which constituencies should be represented on the CCM, and each constituency holds elections for members and alternates.

Governing bodies whose members are elected can better assure that their members have the qualifications to contribute to the governing body by recommending or requiring specific skills and/or attributes of elected governing body members. CCMs, for example, are increasingly using terms of reference specific to each constituency represented on the CCM. The terms of reference state the criteria that the constituency should take into consideration in electing its representatives. See [Appendix 17.5](#) for a sample terms of reference for a CCM member elected to represent the women's constituency.

TERM LIMITS: PROS AND CONS

Should governing body members have term limits?—that is, should the organization limit the number of terms that a member can serve on the governing body? Arguments in favor of term limits are based on the fact that, while governing body membership can be exciting and challenging in the beginning, members may lose this enthusiasm over time. For this reason, many people believe that governing body members should be replaced at the end of their terms by new members with fresh insights and ideas.

Rotating members on and off the governing body using term limits has the following benefits.¹

- possibility to work with active community members who can devote only a few years to service
- easier inclusion of diversity into the board structure and keeping in touch with constituents
- built-in balance of continuity and turnover
- rotation of committee assignments
- fresh ideas and new perspectives
- regular awareness and positive attention to changing group dynamics
- opportunity for the board and the retiring board member to reassess mutual willingness to continue working together
- easy exit for passive and ineffective board members
- mechanism for dismissing troublesome board members
- possibility to enlarge the circle of committed supporters by keeping retired board members involved

Arguments against setting term limits are related to loss of expertise and organizational memory. New members, however, may bring new expertise to the governing body. Organizational memory, from the governing body's perspective, lies in the governing body handbook, revised and approved over the years, and in well-documented meeting minutes.

The majority of governing bodies set term limits for their members. A common practice is to stagger member rotation, such that, for example, a third of governing body members rotates each year. A staggered system provides consistency among members, making it easier for new members to understand the governing body's culture and the organization's expectations.

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COMPENSATION AND VOLUNTARISM

Members of governing bodies can serve as volunteers or they can be compensated financially for governing body service. Whether they are volunteers or receive compensation is largely determined by local custom. In most regions of the world, governing body service in nonprofit organizations is a volunteer activity, since, according to the basic tenets of nonprofit law, governing body members should not profit or benefit financially from the organization.

Compensation of governing body members is more common in complex nonprofit organizations, such as health care systems or large foundations, or where members' responsibilities are unusually demanding or time-consuming. When fees are paid to members, they should be commensurate with market price, since paying excessive fees could cause a nonprofit organization to be fined or lose its tax-exempt status. When considering whether or not to compensate its members, the governing body should take into consideration the perception and possible reactions of donors. Donors, whether funding agencies, grant-making organizations, or individual donors, generally expect their financial support to be used on programs and services.

As a collective body, the governing body is responsible for advancing the organization's mission, making sure it has adequate resources, protecting those resources, and providing oversight for their use. Providing governing body members with compensation can cloud their judgment, causing them to put their personal interests before those of the organization. In those organizations in which governing body members receive compensation, it is good practice to have the compensation established by outsiders or by governing body members who lack conflict of interest with regard to the compensation arrangement.

Issues of governing body member compensation and reimbursement, as well as business relationships with board members, frequently arise during the deliberations of governing bodies. To guide those discussions, governing bodies should develop and implement the following policies:²

- **Compensation (of members of the governing body)**
For a sample policy regarding compensation of governing body members, see [Appendix 17.6](#).
- **Reimbursement of expenses (incurred by members of the governing body)**
For a sample policy regarding expense reimbursement of governing body members, see [Appendix 17.7](#).
- **Conflict of interest**
For a sample conflict of interest policy and procedures, and annual declaration form of conflict of interest, for members of a governing body, see [Appendix 17.8](#).

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BUILDING RECRUITMENT NETWORKS

The members of your governing body should be diverse with regard to age, gender, religion, sexual orientation, race or ethnicity, language, socioeconomic status, legal status, disability, geographic base and political viewpoint. Having diverse membership ensures that your governing body is exposed to a wide array of ideas, opinions, and options, makes forward-thinking decisions, and better represents the community served. A diversity of members will also likely ensure that the governing body faces organizational challenges more successfully than a governing body composed of people of similar gender, age, skills, and backgrounds (see Box 17.1).

BOX 17.1 Why is a diverse governing body a benefit?

- A homogeneous governing body may not always be ready to deal effectively with problems, due to an inherent near-sightedness. Diversity on a governing body breeds varying opinions, approaches, attitudes, and solutions. Membership in the governing body requires open-mindedness, curiosity, acceptance, and responsiveness, which can ultimately facilitate understanding and willingness to work together. Having members with different or opposing backgrounds, cultures, beliefs, habits, and norms can facilitate a consensus-oriented approach to conflict management.
- Governing bodies are often expected to represent the organization's constituency. Diversity is a way to create accountability and form a link with the constituents.
- Diversity for the sake of diversity, even without a deliberate attempt to represent constituents, can form a base for innovation and creative thinking.
- A diverse governing body sends a message and sets a powerful example for the entire organization.

Source: "Benefiting from Diversity," *Board Basics 101*. (Washington, DC: BoardSource, 2013).

Many governing bodies are reaching out to include young people, who tend to better understand the use of technology and social media for communicating with clients, donors, and other stakeholders. Women must also be included among governing body members in order to bring their experiences, interests, and knowledge to bear on the work and the decisions made by governing bodies.

Some governing bodies continue to be largely composed of males. When governing bodies are asked why they include so few women, they often respond that they are unable to find women interested in governing body work. These governing bodies typically, however, are looking for potential women members in places traditionally dominated by men, such as clubs, professional associations, and law firms.

To ensure diversity, governing bodies must link into the networks of the population groups they want to include in the governing body. (See Box 17.2 for a suggestion about how to link into networks.) For example, to identify potential members who are women, the governing body can reach out to:

- professional groups (midwifery associations, businesswomen's associations, nursing associations, social work associations, and associations of female physicians, lawyers, and journalists)
- service organizations (Zonta, Lion's Club, Rotary Club, and other national service clubs)
- women's micro-enterprise groups (for example, microcredit or microfinance associations)
- women's networks (networks of women living with HIV, networks of organizations working on women's issues)
- women's organizations (local community organizations composed of women, women's unions)
- religious groups of different faiths (many have specific women's groups)
- university women's associations;
- women's education groups;
- chambers of commerce (which may have women's groups associated with them);
- groups of women parliamentarians.

BOX 17.2 Access networks to keep your governing body energized and bring in fresh ideas

Consider forming an *ad hoc* committee of non-governing body members who have access to completely different professional and social circles compared to governing body members. Ask this committee to reach out to new groups over the next 90 days to identify potential new governing body members who are talented individuals with new ideas. Once prospective candidates are identified, begin to nurture those relationships. Provide them with information about the organization, invite them to events, and ask them to serve on committees or in some other volunteer capacity. As your organization gets to know these individuals, it will become apparent whether the governing body can benefit from their additional skills. Some may be too busy to be able to join your governing body right away. In that case, keep them on the prospect list and stay in touch with them, updating them on the organization's activities and achievements.

CONNECTING WITH TRADITIONALLY MARGINALIZED AND EXCLUDED POPULATIONS

In some situations, governing bodies will have difficulties connecting with traditionally marginalized or excluded populations, such as those who live in rural areas, ethnic minorities, people living with disabilities, refugees and migrants, and prisoners, among others. In these cases, governing bodies can expand their reach by creating advisory councils. Members of advisory councils supplement the governance activities of the governing body or management activities of staff by providing specialized expertise. Advisory council members can reach out into the community, linking the governing body to local communities and their concerns and fostering a sense of accountability. They can also bring

outside support and expertise to the organization regarding specific populations served by the organization.

Governing bodies that have difficulties connecting to specific populations may also want to create a task force. Task forces are different from advisory councils in that they have a specific objective and disband once it is accomplished. A task force, composed of governing body and/or non-governing body members, can be charged with identifying the best mechanism(s) to keep the governing body connected to traditionally marginalized and excluded populations.

In countries that have Global Fund grants, the Global Fund now requires that at least 30% of CCM members be women and that CCM members represent constituencies composed of persons living with the diseases (PLWD)—HIV & AIDS, TB, or malaria—and key affected populations.³ While CCMs do not preside over member elections held within each constituency, they are responsible for reaching out to the various constituencies to explain the role of the CCM and the requirement for open and transparent elections within each constituency. Many CCMs struggle with how to access PLWD, particularly those infected/affected by TB and malaria, as oftentimes these individuals might not belong to a network or engage with a specific community. See Box 17.3 about how the Guatemala CCM engaged members to represent those communities affected by malaria on the CCM.

BOX 17.3 Identifying CCM members to represent malaria-affected communities in Guatemala

The CCM in Guatemala wanted to have representation from malaria-affected communities in order to fulfill one of the requirements for the country to be eligible for Global Fund grants. One of the CCM members and the Executive Secretary contacted the Ministry of Health Malaria Program, which put them in touch with community volunteers who collaborate with the Malaria Program to identify new malaria cases, test for malaria, refer confirmed cases, and promote prevention of malaria through distribution of insecticide-treated nets and other activities. The CCM member and the Executive Secretary then visited the Department of Esquintla, which has a very high malaria burden, to meet with program volunteers. In a meeting with program volunteers, the work of the CCM was explained as was the important role of the CCM members to represent malaria-affected communities. As a result, two volunteers came forward to become members of the CCM. These individuals now participate in the CCM as full and alternate members, representing malaria-affected communities.

Access to some key affected populations, particularly in countries where their activities are criminalized, is also presenting a challenge for CCMs. They can consider contacting networks of civil society organizations as well as multilateral and bilateral organizations and national programs working with the three diseases.

3. Global Fund to Fight AIDS, Tuberculosis and Malaria, “CCM Eligibility Requirements, Minimum Standards & Updated Guidelines” (Geneva: Global Fund, 2015). Available at: <http://www.theglobalfund.org/en/ccm/guidelines/>. Key affected populations are defined as women and girls, men who have sex with men, people who inject drugs, transgender people, sex workers, prisoners, refugees and migrants, people living with HIV, adolescents and young people, orphans and vulnerable children, and populations of humanitarian concern (depending on the socio-epidemiology of the disease in each country).

In regard to member recruitment, discuss the following actions with governing body leaders to adapt them to your setting.

- Establish a governance committee on your governing body to be responsible for continuous member recruitment (and development) activities.
- Identify the attributes and skills needed on your governing body.
- Create a matrix ([Appendix 17.1](#)) to identify attributes and skills (1) currently on your governing body, and (2) those you need for recruitment of new members.
- Review the membership composition of the governing body for diversity. If it lacks diversity, create an action plan to diversify membership through recruitment of women, young people, and people of different backgrounds.
- Cultivate new members to fill vacancies in your governing body.
- Develop a member agreement ([Appendix 17.3](#)) that explains the obligations and rights of members of the governing body. As you fill vacancies on the governing body, have each new member sign the agreement.
- Find out whether your organization has term limits for members of the governing body. If not, determine if they are necessary. If they are, create a policy that determines the number of consecutive terms that a member can serve.
- Develop a compensation policy ([Appendix 17.6](#)) and expense reimbursement policy ([Appendix 17.7](#)) for members of the governing body, if you do not already have them.
- Develop a conflict of interest policy and form for declaration of conflicts of interest ([Appendix 17.8](#)), if you do not already have one. Have members of the governing body sign the form each year.
- Identify whether your governing body is adequately linked to traditionally excluded and marginalized populations. If not, take action, such as establishing an advisory council or setting up a task force, to better connect the governing body to these populations.

APPENDIX 17.1

Governing Body Matrix Worksheet

Attribute/Skills/Background	Current Members						Prospective Members					
	I	2	3	4	5	Tot	A	B	C	D	E	Tot
Areas of Expertise												
Administration management												
Early stage organization/start-ups												
Financial oversight												
Accounting												
Investment management												
Fundraising												
Government												
Law												
Leadership skills/motivator												
Marketing, public relations												
Communications, media												
Human resources												
Strategic planning												
Physical plant (architect/engineer)												
Real estate												
Representative of clients												
Understanding of community needs												
Special program focus (such as hospitals, primary care, specific diseases, health systems strengthening, disability, medicine, nursing)												
Technology												
Other												
Community Connections												
Faith-based organizations												
Civil society organizations												
Health services/systems												
Corporate												
Education												
Media												
Political												
Philanthropy												

Attribute/Skills/Background	Current Members						Prospective Members					
	I	2	3	4	5	Tot	A	B	C	D	E	Tot
Small business												
Social services												
Other												
Resources												
Money to give												
Access to money												
Access to other resources (foundations, corporate support)												
Availability for active participation (solicitation visits, grant writing)												
Personal Style												
Consensus builder												
Good communicator												
Strategist												
Visionary												
Team member												
Qualities												
Leadership skills/motivator												
Willingness to work/availability												
Personal connection with the organization's mission												
Age												
Under 18												
19-34												
35-50												
51-65												
Over 65												
Race/Ethnicity (adapt to your situation)												

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APPENDIX 17.2

Statement of Personal and Professional Standards of Conduct

It is the intent of [name of organization] to strive for the highest ethical conduct from all board and staff. The leadership is particularly sensitive to individuals who hold management and governance positions of trust and confidence in fulfilling the mission and goals of the organization. These sensitive positions include officers, key senior staff members designated by the chief executive, and members of the board.

In an effort to achieve the highest standards of conduct, each officer, key staff member, and board member is requested to acknowledge (by signing) the following adopted Code of Ethics by [month/day] each year. This acknowledgement will be kept on file in the human resource department.

All officers, key staff members, and members of the board of [name of organization] are required and expected to exercise the highest ethical standards of conduct and practice fundamental honesty at all times.

In support of [name of organization] standards of high ethical conduct, each officer, key staff member, and board member WILL NOT:

- Deceive, defraud, or mislead [name of organization] board members, officers, staff members, managers, supervisors, or other associates, or those with whom [name of organization] has business or other relationships.
- Misrepresent [name of organization] in any negotiations, dealings, contracts, or agreements.
- Divulge or release any information of a proprietary nature relating to [name of organization] plans, mission, or operational databases without appropriate approval.
- Obtain a personal advantage or benefit due to relationships established by any officer, senior staff member, or board member by use of the organization's name.
- Accept individual gifts of any kind in excess of \$[amount], in connection with the officer's, key staff member's, or board member's relationship with [name of organization]. All such gifts are to be reported to the chief financial officer who shall divulge gifts received during the calendar year to the audit committee.
- Withhold their best efforts to perform their duties to acceptable standards.
- Engage in unethical business practices of any type.
- Use [name of organization] property, financial resources, or services of [name of organization] personnel for personal benefit.
- Violate any applicable laws or ordinances.

Infractions of this Statement of Personal and Professional Standards of Conduct are to be reported directly to any member of the [name of committee] who shall, in his/her determination, bring the infraction to the full executive committee.

Signature _____ Date _____

Name (please print) _____

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APPENDIX 17.3

Governing Body Member Agreement

I understand that as a member of the board of [name of organization], I have a legal and moral responsibility to ensure that the organization does the best work possible in pursuit of its goals. I believe in the purpose and the mission of [name of the organization], and I will act responsibly and prudently as its steward.

As part of my responsibilities as a board member:

1. I will interpret the organization's work and values to the community, and represent the organization when requested by the chair.
2. I will attend at least 75% of board meetings, committee meetings, and events unless given leave of absence by the chair.
3. I will act in the best interests of the organization and excuse myself from discussions and votes where I have a conflict of interest.
4. I will stay informed about the organization. I will ask questions and request information. I will participate in and take responsibility for making decisions on issues, policies, and other board matters.
5. I will work in good faith with other board members as partners towards achievement of our goals.
6. If I do not fulfil these commitments to the organization, I will expect the board chair to call me and discuss my responsibilities with me.

In turn, [name of organization] will be responsible to me in several ways:

1. I will be sent, without request, timely financial reports and updates of organizational activities, including activity reports.
2. Opportunities will be offered to me to discuss with the executive director and the board chair the organization's programs, goals, activities, and status. Additionally, I can request such an opportunity.
3. The organization will help me perform my duties by keeping me informed about issues in the field in which we are working and by offering me opportunities for professional development as a board member.
4. Board members will respond in a straightforward fashion to questions I have that I feel are necessary to carry out my fiscal, legal, and moral responsibilities to the organization. Board members will work with me in good faith towards achievement of our goals.

Signature _____ Date _____

Name (please print) _____

Source: Adapted from CompassPoint, Board Café materials (Oakland, CA: CompassPoint Nonprofit Services, 2001) by Greenlights for Non-Profit Success. Available at: <http://static.smallworldlabs.com/greenlights/content/documents/OnBoard/Sample%20Board%20Member%20Agreement.pdf>.

APPENDIX 17.4

Governing Body Member Meeting Attendance Policy

Rationale

Regular attendance at board and committee meetings is essential in order to maintain continuity and cohesion in the management and governance of [name of organization]. This Board Member Meeting Attendance Policy is intended to encourage regular attendance at [name of organization] board and committee meetings and to provide procedures to deal with any failures in such attendance.

Policy

Board and committee members are expected to demonstrate their commitment to the organization by unbroken attendance at the meetings of the board or committee on which they sit, except when prevented by unforeseeable events or granted leave of absence by the chair.

Definition of a Board Attendance Problem

A board attendance problem exists with any of the following conditions:

1. The member has two un-notified absences in a row (“un-notified” means the member did not call a reasonable contact in the organization before the meeting to indicate their anticipated absence).
2. The member has three notified absences in a row.
3. The member misses all board meetings in a 12-month period.

Procedure

If a board attendance problem exists then the chair shall consult the board member to discuss this matter.

If the board member’s difficulties are resolvable, then the chair shall attempt to resolve them.

If no mutually satisfactory resolution is possible, and if the board member wishes to continue on the board, then the member’s response will be put to the board at its next meeting. The board member shall be entitled to speak to this item, and to vote on it. The board will then decide what actions to take regarding that board member’s future membership on the board.

If the board decides that termination is justified, it may suspend that person’s membership on the board. In the event the member wishes to continue in his/her position, the suspension shall be put to a general meeting for approval. The suspended member shall be given an opportunity to be heard, either personally or through a representative, and may submit materials in writing to be circulated.

The board may remove any person from any board subcommittee for any reason, including (but not limited to) non-attendance.

When any person has been removed from the board or from any committee under this provision, the board or committee will promptly initiate a process to recruit a new board member. The person whose membership has been terminated shall retain the right to stand again at the next election for the board.

Board Chair's Signature _____
(indicating board authorization)

Date _____
(enter date Board Policy last revised)

Source: Adapted from Our Community, Policy Bank website, "Board Attendance Policy" (W. Melbourne, Victoria, Australia: Institute of Community Directors, Our Community, and Hesta, no date). Available at: http://www.ourcommunity.com.au/financial/financial_article.jsp?articleId=1453

APPENDIX 17.5

Country Coordinating Mechanism Constituency: Women

Sample Terms of Reference for Full and Alternate Members

This terms of reference sets forth the knowledge and duties of Country Coordinating Mechanism (CCM) members in general, as well as the activities to be carried out by the CCM members who represent the constituency of women. It also establishes the requirements of those persons who wish to be elected to the CCM to represent the constituency of women, as well as the skills and experience required.

1. All CCM members should have the following general knowledge regarding the Global Fund, the CCM, and Global Fund grants in [country]:
 - the Global Fund mission and the mission and objectives of the [country] CCM
 - the eligibility requirements and minimum standards that the CCM must fulfill in order for [country] to be eligible for grant funding
 - the core functions of the CCM
 - information contained in the [country] CCM regulatory framework documents, such as the statutes/bylaws/internal regulations, conflict of interest policy, governance manual and other documents regarding CCM operations
 - the implementation status of current grants in [country], including their achievements as well as their challenges, in order to contribute to solutions for overcoming bottlenecks identified by CCM oversight
2. All CCM members should undertake the following duties, as outlined in the [country] CCM bylaws:
 - Present recommendations and suggestions to the CCM from the constituency for the development of concept notes as well as feedback regarding implementation of ongoing grants, ensuring the successful execution of grants between the Global Fund and Principal Recipients.
 - Inform the constituency of CCM deliberations, decisions, and actions.
 - Promote the constituency's participation in the country dialogue and review of national disease strategies related to Global Fund grants.
 - Participate actively in CCM general assemblies.
 - Act ethically and with accountability when assigned to positions as CCM officers and committee members; carry out duties in a timely manner.
 - Cooperate such that the activities of the CCM are always carried out with respect and harmony.
 - Adhere to the conflict of interest policy, and when conflict of interest arises, abstain from deliberations and voting.
 - Respect and comply with all norms in the bylaws, regulations, and procedures manuals, as well as resolutions by the General Assembly and committees.

3. All CCM members should undertake the following activities:
 - Prepare and implement an annual work plan that specifies how the members (full and alternate) will inform the organizations in the constituency about the proceedings and deliberations of the CCM, how the members will gather and take suggestions from the constituency to the CCM, and how the members will inform the constituency of the results of such feedback. The work plan should be approved by all of the organizations in the constituency and presented to the CCM Executive Committee and Secretariat.
 - Maintain constant coordination between full and alternate members representing the same constituency. Both should participate in CCM meetings and, when the full member is unable to participate, he/she must ensure that the alternate attends, who will then inform the full member of the proceedings.
 - Increase the number of organizations pertaining to the constituency, working together with the alternate member, such that each successive election for CCM members in the constituency involves a greater number of organizations.
 - Contribute to and ensure that the election processes for CCM members within the constituency are clear, open, and transparent, and that they have been duly documented.
 - Participate in at least one CCM committee, task force, or mission during the two-year term as CCM member.

4. CCM members representing the constituency of women should undertake the following activities:
 - Ensure that the concept notes and grants include activities that target women who live in areas where malaria is endemic, where tuberculosis incidence is high, and where women are exposed to HIV.
 - Participate in the country dialogue, preparation of concept notes, and oversight of the projects, coordinating active participation of persons from the constituency of women who have the knowledge and experience in the prevention and treatment of HIV and AIDS, TB, and malaria, and in care and support for persons affected by these diseases.
 - Promote gender equality in elections for the CCM Executive Committee and composition of CCM committees and task forces, ensuring a balanced number of men and women.
 - Ensure that concept notes and grant activities take into consideration the needs of women who work in the prevention and treatment of HIV and AIDS, TB, and malaria.
 - Keep the CCM Executive Committee and CCM General Assembly informed when cases of discrimination against women are identified that are related to activities carried out with Global Fund funding.
 - Ensure that activities related to the three diseases—HIV and AIDS, TB, and malaria—whether in concept notes or in grants themselves, contemplate women’s groups that work to promote community health.

- When required, facilitate contacts for the CCM with women’s organizations or groups within the women’s constituency that can support the activities of the CCM.
5. Requirements to be elected to represent the constituency of women on the CCM:
 - Belong to an organized or recognized group that can demonstrate that it has been working for at least two years on women’s initiatives.
 - Preferably, belong to an organization that is part of a national network of women’s organizations.
 - Be a leader in an organized or recognized group that works on women’s initiatives.
 6. Skills and experience required to represent the constituency of women on the CCM:
 - Be a leader in an organized or recognized women’s group.
 - Have work experience in improving women’s health or education or strengthening their human rights, or other activities that seek to improve the quality of life of women, with a focus on health.
 - Be able to listen to and dialogue with the diverse organizations that comprise the constituency of women.
 - Be known as an honest and credible person, and be trusted by the community.
 - Hold no prejudices in relation to men who have sex with men, persons that inject drugs, male and female sex workers, and other groups that are vulnerable to the diseases (HIV and AIDS, TB, and malaria) that are the focus of Global Fund funding for health programs in the country.
 - Be motivated to defend the rights of all groups vulnerable to the three diseases (HIV and AIDS, TB, and malaria), whether their vulnerability is due to their income, education, religion, or culture.
 - Be ready and willing to work with sectors and constituencies, such as government, private enterprise, and the academy.
 - Be able to work in a team and be flexible, tolerant, and open to criticism.
 - Be able to listen to others, have empathy, and see things from others’ perspectives, even though they appear different and challenging.
 - Be ready to lead and not a potential victim.
 - Be ready and able to completely support the principle of gender equity.

Source: Management Sciences for Health, prepared by the Grant Management Solutions (GMS) project for a CCM in Latin America.

APPENDIX 17.6

Governing Body Member Compensation Policy

Sample #1

Board members shall serve without compensation. Board members shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties, when authorized by the board chair, including attendance at board-authorized meetings and conferences.

Sample #2

In order to avoid a conflict of interest situation between an individual board member and [name of organization], the following procedures will be observed:

1. Board members shall serve without compensation.
2. If the board member is asked or volunteers to perform a service in his/her capacity as a board member, the board member will not charge or be reimbursed for the service. Example: The board requests a board-member attorney to research and/or give an opinion regarding director liability. The attorney will perform the task as a volunteer board member at no charge.
3. If the board member would like to perform a service or provide a product to the organization for compensation, he/she must resign from the board and participate in a competitive bidding process. If the contract is awarded to the board member (or his/her company) who has resigned, he/she cannot be invited to join the board until two years after the completion of the contract. If the contract is not awarded to the board member (or his/her company) who has resigned, he/she cannot be invited to join the board until one year following his/her resignation.

Sample #3

Rationale

In accordance with [name of organization] policy, board members may receive an annual retainer fee of [currency and amount], a sitting allowance of [amount and currency] for attending board meetings per sitting, and other amounts for performing other services on behalf of [name of organization] per day, not to exceed three consecutive days. Thereafter, half of the allowance will be paid up to a maximum of seven days.

Any board member may waive all or any portion of his/her compensation for any month or months during his/her term of office, by a written waiver filed with JCRC. The waiver may be filed any time after the board member's appointment to the board and before the

date on which the compensation would otherwise be paid. The waiver shall specify the month or period of months for which it is made.

Policy and Procedures

A board member is eligible to receive compensation at the rate of [currency and amount] per day, or for a portion of a day, for the following activities:

- attending a regular or special meeting of the board
- serving as a designated representative of the board, including, but not limited to, such activities as committee meetings, non-board meetings, etc.
- attending board-approved training and/or development activities, including, but not limited to, board retreats, board governance training, etc. This does not include time involved in traveling to and from the activity
- attending special board-related activities when approved by the board in advance, including, but not limited to, building dedications, staff retirements, and other such ceremonies

A board member shall sign a receipt for all compensation received.

Board Chair's Signature _____
(indicating board authorization)

Date _____
(enter date Board Policy last revised)

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APPENDIX 17.7

Governing Body Member Expense Reimbursement Policy

Whenever possible, board members are expected to bear all travel-related costs associated with attending board meetings, committee meetings, or discharging any other governance responsibilities assigned by the board chair. When a board member is unable to bear such costs, in whole or in part, the board member should request approval for reimbursement of expenses from the board chair and appropriate receipts should be submitted to the chief executive of [name of organization] for reimbursement by the organization.

The organization will reimburse board members traveling on official organization business the cost of round-trip travel, lodging, and meals up to a maximum amount per day, depending on the location. Guest travel, lodging, and meals are generally not reimbursable.

So that the amount of the reimbursement is not considered taxable income to the recipient, [name of organization] will reimburse expenses for the actual amount paid provided that the amount is reasonable and receipts are attached. The organization's travel mileage reimbursement shall be equal to the current government reimbursement amount.

When requested, meeting reimbursement will include the following.

Travel: Round-trip bus, train, or airfare for [name of organization] board member, and local transportation to and from the airport, bus, or train station. For those travelling by air, [name of organization] will reimburse board members for travel in economy coach class.

Per Diem: Actual expenses for lodging and meals up to a maximum per day.

Reimbursement is allowed for additional reasonable, ordinary, and necessary expenses incurred in connection with approved travel or per diem expenses on behalf of [name of organization]. Any exception to this policy must be approved by the [name of organization] board chair.

[Name of organization] board member reimbursement policy shall be reviewed annually by the secretary/treasurer and the board.

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APPENDIX 17.8

Conflict of Interest Policy and Procedures and Annual Declaration of Conflict of Interest

Policy Statement

Each member of the board of [name of organization] has a duty of loyalty to [name of organization]. In furtherance of this duty, it is the policy of [name of organization] that directors may not use their position as directors for personal, family, or professional gain. Directors may not obtain for themselves, their relatives, or their friends a financial or material interest of any kind from their connection with [name of organization]. Each director has a duty to give undivided allegiance to [name of organization] when making decisions affecting [name of organization] and in any transactions, dealings, or situations involving [name of organization]. In furtherance of these obligations, [name of organization] has adopted this Conflict of Interest Policy and Procedures applicable to its directors.

Categories of Conflicts of Interest

Conflict of Interest Transactions

A conflict of interest with respect to a transaction effected or proposed to be effected by the organization means the interest a director has respecting such transaction, if:

1. The director knows that he/she or a related person is a party to the transaction or has a beneficial financial or personal interest in or is so closely linked to the transaction and it is of such financial or personal significance to the director or a related person that the interest would reasonably be expected to exert an influence on the director's judgment if he/she were called upon to vote on the transaction.
2. The director knows that any of the following persons is either a party to the transaction or has a financial or personal interest in or is so closely linked to the transaction and it is of such financial or personal significance to the person that the interest would reasonably be expected to exert an influence on the director's judgment if he/she were called upon to vote on the transaction:
 - a. an entity of which the director is a director, officer, partner, equity owner, agent, or employee;
 - b. a person who controls, is controlled by, or is under common control with, one or more of the entities described in subsection (a);
 - c. an individual who is a partner, principal, employer, employee, personal friend, business associate, or a significant creditor or debtor of the director.

For purposes of this Policy, a “related person” of a director means: 1) the spouse of the director, or a parent or sibling thereof, or a child, grandchild, sibling, or parent of the director, or the spouse of any thereof, or an individual having the same home as the director, or a trust or estate of which an individual specified in this paragraph is a substantial beneficiary; or 2) a trust, estate, incompetent, conservatee, or minor of which the director is a fiduciary.

Examples of situations in which conflicts of interest may arise include, but are not limited to, the following.

- transactions with persons and organizations supplying goods and commercial services to [name of organization]
- transactions with persons and organizations from which [name of organization] leases property and equipment
- transactions with persons and organizations with whom [name of organization] is dealing or planning to deal in connection with the gift, purchase, or sale of real estate, securities, or other property
- transactions with persons representing competing or collaborating organizations
- transactions with donors and others supporting [name of organization]
- transactions with persons representing agencies, organizations, and associations that affect the operations of [name of organization]
- transactions with organizations or individuals receiving grants from [name of organization]

Conflict of Interest Relationships

[name of organization] recognizes that conflicts of interest may arise not only in the context of a transaction but also in situations where a director’s personal interests, or the interests of a related person, personal friend, business associate, an entity in which a member holds an equity interest, employer, employee, or a significant creditor or debtor of the director, could reasonably be expected to exert an influence on the director’s judgment regarding general [name of organization] matters and/or impair his or her ability to act in the best interests of [name of organization].

It is important to note that a conflict of interest exists if a decision could be influenced (i.e., perceived conflict of interest)—it is not necessary that influence actually take place.

Procedures for Identifying and Addressing Conflicts of Interest

The following procedures shall be followed when a conflict of interest arises with respect to any director:

1. The director must promptly make full disclosure of the conflict of interest to the qualified directors of the board. The director must disclose (a) the existence and nature of the director's conflict of interest and (b) all facts known to him or her regarding the subject matter of the transaction or situation that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the transaction or how to deal with the situation.
2. For purposes of this policy, a "qualified director" means any director who does not have either (a) a conflict of interest with respect to the transaction or situation, or (b) a familial, financial, professional, or employment relationship with a second director who does have a conflict of interest with respect to the transaction or situation, which relationship would, in the circumstances, reasonably be expected to exert an influence on the first director's judgment when voting on the transaction or situation.
3. The qualified directors will discuss the conflict of interest and, depending on the nature of the conflict of interest, vote on either (a) whether or not to continue the transaction at issue or (b) measures to address the situation at issue. Directors subject to a conflict of interest shall not be permitted to be present or to participate in the deliberations or vote of the qualified directors with respect to such conflict of interest. Recusal of the director shall require such director to physically remove himself or herself from a meeting, conference call, e-mail, listserv, or any other electric communications.
4. The conflict of interest transaction or situation shall be approved only upon the affirmative vote of a majority, but no fewer than __, of those qualified directors on the board or on a duly empowered committee of the board (who voted on the transaction after required disclosure to them); provided that action by a committee is effective only if (a) all committee members are qualified directors, and (b) committee members are either all the qualified directors on the board or are appointed by the affirmative vote of a majority of the qualified directors on the board. A majority, but no fewer than __, of all the qualified directors on the board, or on the committee, constitutes a quorum for purposes of the vote described above.
5. When a conflict exists, resolution of the matter may include (a) approving or disapproving any transaction or situation at issue; (b) requiring the director to remove himself or herself from positions in which the conflict of interest exists until there is no longer a conflict; or (c) requiring the director to discontinue, reduce, or modify his/her participation in the board, committees, or task forces where the conflict exists.
6. In addition to the procedures described above, directors have an obligation to address any perceived conflict of interest of other directors if they are aware of such conflicts with respect to matters pertaining to [name of organization].

Acknowledgment and Annual Disclosure

Directors will receive this Conflict of Interest Policy and Procedures and shall be required to sign and date the policy disclosure form at the beginning of their term of service. Directors also shall be required to sign and update the policy disclosure form at the beginning of each calendar year. Failure to update or sign the policy disclosure form, however, does not nullify a director's obligations under this policy.

Annual Statement Concerning Possible Conflict of Interest

The undersigned acknowledges receipt of a copy of the Conflict of Interest Policy and Procedures for Directors of [name of organization].

By my signature affixed below, I acknowledge my agreement with the spirit and intent of these policies, and I agree to report to the chief executive of the organization any possible conflicts (other than those stated below) that may develop before completion of the next annual statement.

_____ I am not aware of any conflict of interest.

_____ I do or may have a conflict of interest in the following area(s):

Signature _____ Date _____

Name (please print) _____

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