

An overview of the role and responsibilities of boards

Boards provide purpose, leadership and overall strategy to animal welfare organisations and ensure the organisation is acting responsibly. This document provides a description of boards, board responsibilities, who can be a board member, the roles within a board, who the board is accountable to and the purpose of board meetings.

1. What are boards?

Boards are governing bodies appointed to help guide non governmental organisations towards their mission. Boards can be known by a variety of names including committees, councils, trusts etc. Whatever their name, their role is to ensure the organisation they oversee is acting responsibly. Their job is to provide purpose, leadership and overall strategy. They must ensure the organisation's finances are sound, its operations are legal and its procedures work. Board members must work individually and collectively in these tasks.

In many countries it is a legal requirement for non governmental organisations to have a board, whereas in other countries there is no such requirement. However organisations do traditionally have boards, whatever the legal requirement. This is because organisations raise money from the community so it right and proper that elected officials from that community oversee the use of that money, and ensure it is used in line with the organisation's objectives and the community needs. This is not to say that workers within an organisation cannot be trusted, it is just that is very difficult "to do" and to check what is being done. So the board takes the role of governance and the organisation decides how much responsibility the board should have.

In addition, organisations are set up to solve a problem in the community, so having a set of board members from that community, each with as high a standing and profile as possible, legitimises the need for the organisation in that community.

2. Board Responsibilities

Because all organisations work on different issues and in different ways, their boards and their type of responsibilities can vary enormously. Essentially though there are certain basic tasks most boards need to undertake. Boards are given the authority and responsibility to develop and oversee policies and practices to keep the organisation true to its mission, responsibly and ethically manage its finances and operate in the public interest.

What board members actually do can vary greatly. In very small animal welfare groups a board member may be required to do anything and everything from cleaning kennels and

answering the phones, to speaking to the media on the group's behalf. These board members carry out both administrative and governance tasks. Board members serving larger groups will have a different role moving away from administrative and concentrating on governance. In these groups, boards have a more "hands-off" role, letting the staff carry out day-to-day management and the board members' job is to work with the board as a whole to oversee and guide the organisation.

Whatever the size of the organisation, a board has some key responsibilities and certain tasks they need to undertake:

Accountability

The board is responsible for ensuring the organisation meets all legal requirements and remains accountable to its donors, stakeholders and the government. This can include: ensuring the group acts according to its stated vision and mission, ensuring it complies with all laws, approving the group's annual budget, ensure finances are audited as required and managing risk. To carry this out board members need to develop a good understanding of the group's projects and priorities.

Strategic Planning

Strategic planning enables groups to think through and document what they are doing, who they are working to help and why they are doing it. The process encourages the group to review current work plans to ensure they are still relevant and are producing results. This is a key board responsibility. The board is the guardian of the group's mission and vision: what it plans to achieve, where it wants to be and how it plans to get there. Board members need to keep the vision alive, by taking a leadership role in planning for the future of the group.

Advocacy

The board is the primary link between the organisation and the broader community. Board members must understand the organisation's projects and be able to clearly articulate them to the community. This may involve board members speaking at conferences or hosting events for potential sponsors where they introduce the organisation and its mission. Board members are often required to be media spokespeople for the organisation. This can mean being interviewed, writing letters or articles for the media. Influential board members can also be used to lobby politicians and brief government officials about the key animal welfare issues facing the organisation. In addition, individual board members can listen to the needs of the community and carry the voice of the community back to the organisation.

Fundraising

One of the board's most important roles is to ensure that there are adequate resources for the organisation to achieve its animal welfare objectives. This can include helping staff to identify potential funders and government or corporate sponsors, providing input to the fundraising plans, cultivating new donors, accompanying staff on key visits to funders, organising fundraising events, making personal contributions and helping to thank donors where appropriate. The board need to be mindful of practical and potential risks of fundraising strategies. For example, many groups run fundraising

events which cost more in time and effort than they eventually bring in. It is the board's responsibility to ensure that fundraising initiatives are researched adequately before money is spent.

Meetings

All boards must hold meetings to allow decisions to be made. All major decisions are made at these meetings so it is impossible to be an effective board member if they are not a regular attendee. For more information on board meetings, see section 6.

Board Members Tasks

The responsibilities outlined above mean that board members have to carry out a wide variety of tasks, including:

- Keeping informed of relevant laws and regulations
- Setting and approving budgets
- Managing risk
- Approving major animal welfare projects and campaigns
- Attending and participating in meetings
- Representing stakeholders views during meeting
- Undertaking or overseeing fundraising activities
- Speaking about the group at functions
- Acting as the group's media spokesperson
- Lobbying on behalf of the group

3. Who can be a board member?

You do not usually have to have any specific qualifications to be a board member. However the best boards are those that have a good mix of a range of skills. The skills the board members have need to match the responsibilities of the board, so it is useful to find board members who have financial skills, an understanding of fundraising, good public speakers etc.

In addition the board should frequently be asked to advocate for the organisation and to mobilise resources, so you want board members who can open doors for you. Who is chosen will depend on the aims of the organisation, for animal welfare organisations this can include: someone from the veterinary profession, a government officer, someone within the local or national education system, a prominent and respected businessman, someone from a larger animal welfare organisation or someone from another type of organisation in the community, like the chief executive of a children's organisation.

All board members, regardless of qualifications, need to be eligible in the eyes of the law, such as over the age of 18. In addition in some countries board members must be residents of the country of the organisation, whereas in other countries board members can be from overseas.

4. Roles within a board

Different board members may have different roles and titles. How the different roles are appointed should be spelled out in the organisation's constitution. This usually involves people being nominated for a position and then the board taking a vote on the nominees.

The Board Chair or President

The Chair or President serves as the board's figurehead and acts as a link between the board and the organisation's leader or chief executive. While the Chair is required to play a leading role in the board, boards are expected to make collective decisions. The role of the Chair is likely to change as the organisation grows and develops. In a young organisation the Chair might do everything from working out policies to writing the annual report. As the group grows, the Chair's role is likely to become more narrowly defined. During board meetings the Chair has to manage the meeting: preparing the agenda, directly debates, ensuring discussions do not stray too far away from the agenda and ensuring decisions are made. The Chair is also responsible for keeping the vision alive, setting the organisation's direction and ensuring proper policies are in place. Other roles can include: welcoming and inducting new board members, overseeing the organisation's leader, acting as a spokesman for the organisation, ensuring other board members are fulfilling their responsibilities and mediating disputes between board members.

The Board Vice Chair or Vice President

Many boards appoint a Vice Chair to support the Chair in their tasks and to fill in when the Chair is absent. The Vice Chair is expected to play a major role in the board leadership. They should also have a good understanding of the responsibilities of the Chair and be able to take on these responsibilities when required. In some boards the Vice Chair's position is seen as a training position for a future leader, with the deputy expected to take over when the Chair's term finishes.

The Board Secretary

Most boards appoint a secretary; the secretary can either be a board member or an employee of the organisation. Roles of the secretary include: ensuring meeting agendas are prepared and distributed, meetings are organised, meeting minutes are taken and all legal requirements are carried out.

The Board Treasurer

The treasurer's job is to monitor the group's financial processes and ensure reporting obligations are carried out. This can include making sure processes are put in place to keep things running smoothly, drawing up a budget, monitoring the monthly accounts, liaising with independent auditors in the production of financial statements, and ensuring the Board is aware of and understands the group's financial situation. In smaller organisations, the treasurer could also be responsible for organising bank accounts, signing cheques and keeping the financial records in order. A person serving as treasurer needs to have sound knowledge of financial matters, as well as a good understanding of the organisation's priorities and objectives.

Committees and Sub Committee members

Many boards establish committees, or sub committees, to concentrate on specific areas - fundraising, budget and finance, marketing and public relations etc, and then make a recommendation to the full board. This helps to ease decision making, and can be a good use of board member's time and expertise. These committees each have a Chair, who are responsible for ensuring the committee carries out its role effectively and efficiently, managing committee meetings, reporting to the Board Chair including decisions that need to be approved.

5. Who is the Board Accountable To?

As mentioned above one of the key responsibilities of a board is to ensure the organisation is accountable - but in practice it is important for the board to understand who they are accountable to. Different stakeholders may have competing interests, so the board needs to be clear who they are governing for and what weight to give to those competing interests:

The organisation: board members owe a duty of care first and foremost to the organisation itself, the organisation as a whole and what it has been set up to achieve.

The organisation's clients: for animal welfare organisations, the clients are always the animals, and the board needs to ensure that the organisation's work always keeps the animals in mind as the ultimate beneficiaries. There are usually wider clients to consider as well. For groups providing low cost companion animal veterinary services, the clients are also pet owners whilst for groups doing education work, clients can also be children and schools.

Staff: In any organisation, staff members, whether paid or volunteers, are among the most important stakeholders. The board governs but it is the staff that do the work, who are closest to the needs of the beneficiaries, who understand which projects are working, who know what pressures the organisation is facing, and who have to cope with any change in direction. The board should regularly ask for the staff's opinion, as the staff has a deep vested interest in the organisation surviving and thriving.

The members: Many organisations encourage and seek new members, to provide donations, to attend events or to sign petitions. Members are therefore important stakeholders and essential to an organisation's survival and the board should seek and listen to their views.

The community: For all organisations there is an expectation that they will act responsibly, remain true to their mission and make a contribution to the community. Therefore on a very general level boards have to take these expectations into account when making decisions. In addition the board may need to listen to the views of specific community members that may be affected by the organisation, for example the neighbours of an animal shelter.

Funders: This may include private, corporate or government funds or individual or group donors. The board must ensure that any donations the organisation receives are spent

well, and donors receive timely and accurate information about how the funds were used and what has been achieved.

Sponsors and Partners: Sponsors often place more demands than normal funders, including public acknowledgement, use of the logo etc. The board needs to balance the needs and interests of any sponsors with the needs of the organisation, and ensure expectations are clearly articulated in a contract and adhered to.

A board will need to weigh up the needs and interests of all of these stakeholders when making decisions and setting strategy. To ensure that the board is clear exactly who they are governing for, it is useful to list all the relevant stakeholders, and rank them from most important to least important with "the organisation" as a whole on the top of the list. This will help when making decisions that may affect stakeholders with competing interests.

6. Board Meetings

The primary reason for holding meetings is to allow the board to make decisions. In addition meetings can be used to: encourage and motivate board members, to focus on members' roles and responsibilities, to identify problems and plan for the future, to discuss ideas, to allocate and report on tasks and to allow members to get to know each other.

The **agenda** is the list of things that will be discussed during the meeting. It should usually be sent to board members before the meeting to ensure they have a chance to read it. The agenda may also include who will talk about each item and potential recommendations. In addition background papers may be sent with the agenda for each member to read before the meeting.

The **minutes** are the official record of the actions and decisions of the board. They are taken every meeting and approved the next time the board meets. They may include the date and time of the meeting, attendees including absences, a summary of the main points made during the discussion of each item and the result of each item discussed.

A **motion** is a proposal for action. "Moving" a motion means putting the proposal forward to be voted on. Sometimes motions are amended or reworded before being put to the vote. If the motion is approved by the board it is referred to as a **resolution**.

The word **quorum** refers to the minimum number of board members who have to be present for the board to meet and make decisions. The organisation's constitution should state what numbers are required for meetings to take place.

Board meetings cannot take place without a **Board Chair**, whose role is to ensure that the meeting is conducted efficiently and to facilitate discussions. When a topic has been fully discussed the Chair will often summarise the points and put the motion to the board for a decision.

Board members should not think that their role only exists during meetings. Between meetings members should review the minutes and carry out any tasks that they have been assigned.