

Ensuring your board works effectively

Boards are essential to the running of an organisation, and the board carries out many necessary functions and responsibilities that ensure organisation's carry out high quality animal welfare work. This document details how to keep board members engaged, how to improve your board, how to recruit new board members, how to handle conflicts of interest and how to make your board more accountable, transparent and consultative.

1. Keeping Board Members Engaged

Boards are essential to the running of an organisation, and the board carries out many necessary functions and responsibilities that ensure organisation's carry out high quality animal welfare work. For more information of the roles and responsibilities of a board, read the document [An Overview of the Role and Responsibilities of Boards](#).

It is therefore essential to ensure that board members remain engaged and enthusiastic about their role. The following are a number of tips to sustain enthusiasm and passion:

- Be sure that roles within the board are clearly defined, make full use of board member's skills and expertise, expect a high standard and hold people accountable.
- Ensure that the workload of all board members is comparable; lack of involvement leads to boredom, overwork leads to burnout.
- Ensure board meeting procedures are effective and efficient, if they don't suit those on the board, change them.
- Keep the board interested in the organisation by ensuring they understand the organisation's goals, mission and ethics, letting them know of all animal welfare achievements and excellence among staff and volunteers.
- Determine an appropriate length of service for your board members and take plenty of time to recruit board members; the right people will ensure the board is effective.
- Keep the organisation informed of board decisions, make the board accessible to the staff and volunteers and recognise board decisions that are successful.
- Pay attention to the morale of board members and ensure they can suggest ideas. For example use an annual survey requesting feedback and recommendations. If board members are not satisfied, consider job sharing or swapping responsibilities.

2. Improving your board

Even a board that functions effectively in the beginning can become stale or lose its focus. It is important to detect any problems and to make any appropriate changes.

Recognising a need to change the board

If your board can no longer provide leadership or fresh ideas, or your organisation appears to be stagnating, it may be time to refresh your board. The following are indicators that change is needed:

- The organisation has lost its direction, membership is dropping or enthusiasm of members, staff or volunteers is declining.
- The board are not being proactive, with little future planning and no new ideas being generated.
- The board has not demonstrated a willingness to change with emerging trends that are impacting on the organisation.
- There is an imbalance of workload between different board members; some are overloaded, some are doing nothing.
- The organisation has grown and the board does not have the expertise to deal with the increased responsibility.
- The organisation or the board are always in turmoil, or the board and the staff regularly argue.
- Several board members are retiring.

Suggest your board undertakes a self assessment of its effectiveness. See the document **Board Effectiveness Quiz**.

Why Make a Change

Change for change's sake is not necessarily a good thing. If you have decided that change is necessary for your board it is important to work out why you want change and what result you want to achieve. You need to be absolutely clear about your objectives. For example it could be about stopping board members being bored, ensuring the organisation has a clear role in the community, preventing funds and resources from declining etc.

How to Make a Change

Once you have worked out what you want to change, you need to think about the best method for achieving the change. It is also important to engage the board members as early as possible in the need for change and how to make the change. You should ask board members to identify what changes they would like to see and to acknowledge any problems. If board members are involved in the process of change they are more likely to feel ownership of the process and less likely to resist any changes that need to be made.

The approach you take will depend on the type of change needed, but the following are potential ways to make changes:

- Review all policies and procedures, including meeting rules and structures, to remove any problems or irritations. Consider making meetings more or less frequent, longer or shorter, or in a different location.
- Improve communications channels between board members, and between the board and the staff for people to get to know each other. This could involve meetings, informal functions, a newsletter etc.
- Set up training procedures to help board members to update their skills and become more acquainted with their responsibilities. Ensure board members and staff are aware of their differing responsibilities.
- Take a more strategic approach to board recruitment, including putting in place a recruitment strategy. Make sure that the induction of new board members ensures they understand their role.

3. Finding and Recruiting New Board Members

The process of finding, recruiting, selecting and installing new board members is perhaps the most important function of a board. A regular change of board members is not only inevitable but often desirable. New members can bring new ideas and help retrain or inspire existing members. However making the choice of a new board member is critical and so it is important to have a good recruitment strategy in place.

Who do you need?

The first step to finding a new board member is to ascertain exactly what skills you need in the new member. Think about the main objectives the organisation wants to achieve in the next few years, refer to your strategic plan. Then determine what skills are needed to help the organisation achieve these objectives, what skills do current board members offer in these areas, what skills will leave with the retiring board members and what are the gaps?

Also consider how balanced the current board is, in terms of their skills, interests, and gender. The board should also be diverse and representative of the community, including parts of the community that your organisation most engages with or needs to engage with. If there is currently unbalance, the recruitment process is a good time to address any limitations and make the board more representative of the wider community.

As well as any particular skills, experience or background you need, you should also think about what other qualities are required for the new board member. These can include an ability to work cooperatively, a personal commitment to animal welfare, a sense of humour and an ability and willingness to donate their time, expertise, contacts, influence and, if needed, money.

Where to look?

Once you know what sort of person you are looking for, the next step is to work out where to look for potential candidates. The wider you look, the more likely you will find the most suitable candidates.

You could consider the following:

- Spread the word you are looking for new board members. Ask for suggestions from past and present board members, staff and volunteers.
- Scan newspapers and other media for stories about interesting or motivating people who might suit your organisation.
- Research people such as donors, local business owners, community leaders or professionals with skills you need including; accountants, veterinarians, teachers, religious leaders, lawyers, marketers, events managers etc.

If you have specific skills you are looking for you might consider approaching an executive search company to help you for free. Many companies are happy to contribute their professional services free for a good cause.

Making a Selection

Once you have identified some potential candidates, you should start to get them involved in your organisation, even if you don't have a current vacancy on your board. You could start by telephoning or e-mailing them and asking if they would be interested in knowing more about your organisation. Send them brochures, newsletters, annual reports etc. If someone says they are not interested, don't push them into becoming involved; a board member who has accepted a position out of guilt is unlikely to be committed to their role. However if they say they are too busy, keep in touch in case their circumstances change. If candidates are interested, invite them to see the group's work or to attend a special event. As the relationship develops invite candidates to undertake a one-off voluntary task that suits their interest and expertise.

When it becomes time to recruit a new board member, you should speak openly with the potential candidates that you have got involved in the organisation. It is important that the choice is right both for your organisation and for the person. Ask the candidate: why they are interested in the organisation; how much time they can contribute; what skills, experience and contacts they can offer; what support they might need; what they want from being a board member; whether there might be any conflicts of interest; and whether they have any board experience.

Recruiting a new board member

Once you have found someone you consider is a good fit for the board, you need to ask them. Make them want to say yes by explaining how this is a good opportunity both to learn and teach others, to help animal welfare and the community, to develop professional and personal skills and experience and to make new friends. Tell the

candidate all about the organisation; be enthusiastic about the organisation and where it is heading, and make serving on the board sound like a privilege rather than a chore. Be upfront about what will be asked of them, how much time will be involved and what their responsibilities will be. The more you have involved the candidate in the organisation previously the more likely they will agree.

Once your preferred candidate has agreed for their name to be put forward, they need to be formally nominated and installed. Generally board members are elected at the Annual General Meeting, but they can also be added during the year to fill any vacancies that arise.

Once a new board member has been approved, you should ask them to confirm their acceptance, and then send them a letter confirming the appointment and congratulate them on their selection. You should also provide them with information about when meetings will be held, activities and events that are coming up, and about their induction. Consider providing the new board member with a mentor who can provide advice, encouragement and support. Once the new board member has been appointed you should quite quickly engage them on a specific project, which will help them feel needed and help them learn more about your group.

4. Handling conflicts of interest

It is the responsibility of board members to act in the best interest of the organisation they oversee. However on occasion situations arise where a duty or decision to do with the organisation may clash with a board member's personal interest such as business, family or friends. These conflicts of interest can cause real damage to confidence in the board and the reputation of individual board members. It is therefore important to recognise potential conflicts of interest, to avoid them where possible or to handle them properly when they do arise.

Potential conflicts of interest

The following are examples of situations that could give rise to conflicts of interest:

- A board member's son applying for a job within the organisation.
- An organisation is planning to build a new shelter and a board member wants his building company to bid for the contract.
- An organisation is planning to engage a consultant and a board member wants his sister to be engaged as the consultant.
- An organisation needs new offices and a board member believes his empty offices would be perfect.
- A board member serving on the board of two organisations is expected to approach the same potential funders for both groups.

How to avoid conflicts of interest

Board members usually have a wide range of personal and professional interests, so it is inevitable that at some point all members will have a potential conflict of interest. It is

important to plan for these in advance and produce a policy for how these situations should be handled. This policy should describe how board members should disclose their personal and financial interests and under what circumstances relatives or friends can be hired as employees or contractors. You could ask board members to make an annual declaration of the businesses, groups and other boards they and their family members are associated with. Ensure that all contracts have an open bidding process, that all job openings are advertised widely and that decisions are made in an open and transparent way.

How to handle conflicts of interest

Despite making all efforts to avoid conflicts of interest they may still arise. In such situations it is important that correct procedures are followed and the decision is made in the best interest of the organisation:

- As soon as a potential conflict of interest arises the board member should notify the rest of the board.
- The board member should not be sent any information that considers the issue and should avoid informal discussions that might influence other board members.
- When the matter is raised formally during a board meeting, the board member should declare their interest and leave the room until the item has been dealt with. The person taking the minutes of the meeting should write down that the board member left.

5. Making your board more accountable, transparent and consultative

Every board should attempt to be truly accountable, transparent and consultative, for a wide variety of reasons:

It will help your organisation to be responsive to your stakeholders, to understand their perspectives and needs which will ultimately help you to become a more effective organisation. It will win you **trust** and **respect** especially from governments and businesses, which will help your external relations and potentially help secure more funding or support. It will cause greater **trust** from the community.

How to become more accountable

- Undertake an independent financial audit every year and act quickly to resolve any concerns that are raised.
- Keep good records of all financial transactions, board decisions and actions.
- Ensure the board follows a clear policy of decision making to ensure decisions made are consistent.
- Avoid conflicts of interest and deal with them promptly and properly when they do arise.
- Ensure all board members understand their roles and responsibilities as well as any regulations and laws that affect your organisation.
- Set up a complaints procedure that will allow anyone to raise any concerns.

- Ensure your organisation has procedures in place to deal with media enquiries, never respond to a media inquiry with “no comment”.
- Regularly send funders updates on funded projects, and be clear about how grants and donations given are spent.

How to become more transparent

- Publish a regular newsletter to provide updates about the organisation.
- Produce an annual report, including details of your activities, the impact of your work and financial statements. Send the report to interested parties and ensure it is available to others on request.
- Ensure the organisation is responsive to requests for information, and be prompt and polite when such requests are received.
- Be ready to provide to anyone that asks: board minutes except for confidential discussions, the mission and vision statements, project and campaign information, board members background, auditor’s reports.
- Publish information about your organisation and your board on your website.
- Open board meetings to the public or to members and consider allocating time to answer questions from attendees.
- Ask board members to make an annual declaration of the businesses, groups and other boards they and their family members are associated with, and make this information available to anyone that asks.

How to become more consultative

- Ensure your board is diverse and representative of the community, to ensure the views of your stakeholders are represented on the board.
- Ensure board decisions are known and explained, for example by having a “board update” section in your newsletter.
- Seek input from your stakeholders when making any big decisions, by carrying out surveys, focus group discussions or hold an open meeting.
- Carry out a survey of your stakeholders to find out how they think your organisation is performing. Publish the results of the survey in your newsletter and on your website. Include any negative responses but explain how you plan to address any perceived problems.