European Network **A**gainst **R**acism

Réseau européen contre le racisme

Europäisches Netz gegen Rassismus

Fact Sheet N°39

Towards sound NGO governance

Good governance has emerged over the last decade as one of the keys to success in terms of democratic accountability, positive and concrete outputs delivery and financial sustainability from international organisations down to national governments and local councils, but also civil society organisations, corporate industries and social partners. Implementing good governance principles has become a major concern for NGOs: it reinforces their credibility, seriousness and reliability for both internal and external stakeholders, particularly insofar as Human Rights and anti-discrimination NGOs are concerned. Profiling themselves as watchdogs against democratic failures and rights violations of all sorts as well as promoters of a better and safer world to live in, they can only but champion and heartedly implement good governance at all levels, internally and externally in their relationship with their surroundings.

This Fact Sheet aims at informing ENAR members about the basic principles of sound governance to help them strive for their implementation at all levels of the Network, from the European Board down to the National Coordinations and their grassroots members. These basic principles can of course be transferred to any other NGO. The whole civil society will only benefit from widespread and strengthened good governance. It fosters democratic debate, empowers collective and individual responsibility, increases the accountability of all stakeholders and reinforces the cornerstone of democracy and rule of law: transparency.

Table of contents

ACKNOWLEDGEMENTS

To devise the following Fact Sheet, ENAR relied principally on different books or Fact Sheets on NGO governance developed by organisations renowned for their long standing expertise in the field, in order to facilitate access of ENAR members to ready-to-use information about the most current available tools.

Therefore, ENAR would like to express its most sincere acknowledgments to the work carried out by the European Centre for Not-for-Profit Law, the National Council for Voluntary Organisations and La Commission communautaire française which published the following documents:

- Marilyn Wyatt, "A Handbook on NGO Governance", Budapest, European Centre for Not-for-Profit Law, 2004 (available here);
- "Tending your Board – a seasonal guide to improving the way your Board works" by the Governance Hub and Bassac, London, 2006 (available here);
- "Learning to fly, Piloting your local voluntary or community organisation", NCVO, London, 2005 (available here);
- "Le contrôle interne dans les Associations Sans But Lucratif, Guide de bonnes pratiques à l'usage des associations", Bruxelles, Commission communautaire française, 2007 (available here).

1. INTRODUCTION

Most basically: good governance is the foundation of an effective organisation and poor governance is a major cause of poor performance.

ENAR's mission being to promote the cause of anti-racism and equal treatment of all people residing in Europe through a strong EU-wide network of national, regional and local NGOs, its strength is therefore in its elements: the **National Coordinations**. Consequently, the development and implementation of good governance practices within ENAR member organisations and National Coordinations is crucial and part and parcel of ENAR's strategic development plan. Effective campaigning and lobbying activities rest on stable, performing, and truly democratic organisations and, consequently, on the implementation of good governance within the membership.

Governing a continent-wide network is not easy. It takes skills, good judgement, knowledge of ENAR's field and experience. It also has legal implications, e.g. the Network as an employer operates under Belgian law. Good governance is essential to the effectiveness of the organisation.

ENAR has long been aware of the necessity to level up the skills of its members in this specific area. All first time European Board Members undergo an induction seminar where the

fundamentals of good governance are detailed and reflected upon with the view to support them in endorsing the specific task of steering a national network of anti-racist NGOs and representing their voices and concerns at the European Board meetings and General assembly meetings of the Network.

2. WHAT ARE GOVERNANCE AND MANAGEMENT?

Governance is to be understood as the development of transparency, transsectoral quality control, accountability of all stakeholders, reinforcement of democratic governing structures, implementation of clear decision making processes and development of an internal system of checks and balances that ensures that the public interest is served. Governance concerns the vision and the strategy of an organisation.

Management is an organisational function. The goal (function) of management is to get the best return on resources by getting things done efficiently. Management comprises planning, organising, resourcing, leading or directing, and controlling an organisation (a group of one or more people or entities) for the purpose of accomplishing a goal. Resourcing encompasses the deployment and coordination of human resources, financial resources and technological resources. Management concerns the concrete implementation of the vision and the strategy of the organisation.

3. GUIDELINES FOR GOOD NGO GOVERNANCE

Five main principles ensure the development of good governance policies:
1. NGOs are accountable to their communities – and the broader society
2. Good governance means a structure
3. Good governance involves the separation of governance and management
4. Keeping in mind the mission of the NGO
5. Exercising responsive resource management and mobilisation

3.1 NGOS ARE ACCOUNTABLE TO THEIR COMMUNITIES – AND THE BROADER SOCIETY

NGOs represent civil society. They are free associations of citizens, financed by them, and sometimes partially supported by the state or various private funders. In return, NGOs claim to pursue activities that meet different community needs rather than profit. Consequently, as long as they benefit directly or indirectly from public-sector support, but also from individual or collective generosity, NGOs are expected to demonstrate a high degree of accountability to their surrounding community. They are indeed accountable to their community – and the broader society.

This means that they have to demonstrate that they use their resources for the good of the community, that they do not use their privileged status for profit-making, and that they direct resources and exercise power on the basis of shared values.

Therefore, **accountability** means:
- **Transparency**: it is essential for an NGO to behave accountably and therefore to be transparent, to open its accounts and records to public scrutiny by funders, beneficiaries and others.
- **Internal system of checks and balances**: they are key to ensuring that resources are allocated effectively and in an accountable way.
- **Effective distinction between governance and management**: the distinction between organisational bodies and the distribution of decision-making power between them is fundamental to avoid overlaps and lack of clarity in decision making processes. It also allows limiting the control that a single person or a single body can have over the group in the case of complex organisations.

There are different ways for NGOs to be accountable to the public. Towards the government, the NGO must issue financial statements. To donors and benefactors, it must report on the use of funds. To the beneficiaries, it must describe services and how they meet community needs.

Tip
An annual activity report is a good way to inform the public about the organisation. It shows how much money came in, who provided it and how it was spent. It is also a good place to advertise about the activities of an NGO.

Accountability is a multidimensional process: it is not only geared towards the external stakeholders, but also internally, by developing transparent, democratic and respectful relationships between the different bodies of an organisation: the General Assembly, which is the highest decision making body, the Board and its eventual emanations (topical committees, Bureau or Executive committees) and the staff (professional or voluntary).

3.2 GOOD GOVERNANCE MEANS A STRUCTURE

NGOs are not developing in a vacuum. The primary framework for their structuring is the national legislation of the country where they are legally registered. Legislation often assigns internal governing structures to NGOs if they seek to be recognised as such as well as basic rules of internal governance and accountability.

Beyond these formal prerequisites, good governance remains a matter of daily concern. It requires the development of a **structure that fulfils the needs of the NGO itself and the community** it is willing to represent and/or support.

Tip
Do not hesitate to consult a lawyer or a legal adviser when setting up your organisation: they will provide useful information about your national legislation on NGOs.
It will also spare you future losses of time and money caused by eventual inappropriate actions taken at this crucial early stage.

Indeed, an explicit governance structure makes it easier for an NGO to behave accountably. Everyone knows who does what, what are each body's and individual's responsibilities, fields of competences and duties. Decisions and responsibilities can therefore easily be traced down.

There is no "one size fits all" model for NGO structures: a structure must evolve according to the needs, the human and financial resources, the degree of professionalization, the objectives and the contextual culture of the NGO. In short, implementing a type of structure adapted to a continent-wide NGO to a local neighbourhood association will not succeed and vice-versa. Structures must be tailored to the profile of each individual organisation.

Of course, there are a few basic elements that have to be part of any NGO structure:

- A **General Assembly** of its members: it is the highest decision making body: it will decide of the major orientation of the NGO, its objectives, its main policies and strategy. It will also elect to the Board its representatives and delegates and discharge them or not after approval or rejection of their activity and financial reports.

- A **Board** is often the principal governing body of the NGO. It has constant oversight and ultimate decision-making authority concerning the implementation of the objectives and policies decided upon by the GA. It is a body which can ensure the stable work of the organisation between meetings (see more information below).

- Large organisations might decide to set up a "**Bureau**" or an "**Executive Committee**" which will be the interface, on a daily basis, between management (delegated to eventual professional or volunteer staff) and governance (GA and Board). In close cooperation with the staff, it performs tasks that should not wait until the next Board meeting, such as researching an issue, collecting information or preparing for the next Board meeting. However all Board members have to be informed of important developments as and when they occur – this helps keeping them involved between meetings.

- Specific **committees/**working groups composed of Bureau/Board/GA/staff members or external people according to the needs and purposes of the organisation might also be set up to help the management and/or governance bodies of the organisation perform their tasks in the most efficient way.
These committees can be permanent, temporary, have their own specific functioning rules… In this area, there is no limit to creativity to equip an organisation in order to face its particular challenges.
Committees are also a good way to recruit future Board members and to test them by involving them in the life of the organisation. Committees need clear instructions on what they have to accomplish, and more importantly, they have to remember that

> **Tip**
> *Everyone wants to be clear about ones' role and responsibilities to be able to offer a strong participation within the organisation while avoiding conflict with fellow members. Developing clear, fair and transparent internal guidelines for conflict resolution from the outset is a must.*
> *Make sure you provide safe spaces and appropriate support to enable constructive approaches to the issue for whoever is involved: Board or staff.*

they are working on behalf of the Board rather than making decisions on their own.
The most common Board committees are the finance committee and the Board development committee. Staff committees might also be set up to support the staff to carry out its tasks. Such committees can also be partly or totally composed of Board Members (e.g. the Policy and Lobbying Committee of ENAR).

However, transparent and democratic governance requires that the internal functioning of such committees, governance and management bodies as well as the modus operandi of their relations and decision making capacities are defined as clearly as possible in **statutes, bylaws or operating manuals**, in line with the legal requirements imposed by the national legislator and the needs, development level and capacities of the organisation.

Although conflicts within any organisation are unavoidable and are part and parcel of their evolution and development as groupings of human beings with various sensibilities, clear guidelines for their management ensure increased stability for the organisation and offer better security for all stakeholders in the treatment and consideration of their eventual grievances, claims and conflicts.

NGOs have to be understood **as dynamic structures** in constant evolution, having to adapt to both their context and their external and internal constraints. Their structure and internal regulations do not have to be considered as "carved in stone" until the end of times but as a reflection of the needs and capacities of the organisation and its various stakeholders at a given moment in time. Because the context and the stakeholders evolve constantly, an efficient organisation also has to adapt its structure and regulations to reflect those changes and better respond to the challenges they bring.

Tip
Conflict is not a problem per se, but an opportunity to make your organisation improve and work better - if dealt with sensitively. It becomes a problem if you let it simmer.

This also implies that organisations are tools or means to reach a specific objective as decided by the GA or the community they seek to represent and/or support, not aims in themselves. When organisations are entertained for their own sake or the sake of some individuals, it has to be understood as a clear indication of failing governance calling for review and change.

The Board

A Board **makes decisions collectively**. A Board is a collective leadership body, which means that every Board member has to take **responsibility** – and is indeed legally responsible – for all the decisions taken on its behalf. It also means challenging apparent "soft" consensus, lack of clear cut decisions, eventual absence of clear deadlines and responsible persons for the implementation of decisions… – elements that might jeopardy the smooth functioning of the NGO and bring confusion with regard to the roles and responsibilities of the various stakeholders.

Tip
Proper meeting minutes are essential because they ensure an unambiguous record of the final decision taken, who is in charge of its implementation and what is the deadline for its carrying out.
Do not hesitate to reformulate the final agreement before recording it to make sure everyone understands the same thing.

A Board helps an organisation to stay **focused on its mission** (see below) and to avoid the agenda being too heavily influenced by particular individuals or groups. A collective leadership also allows for a wide range of viewpoints and expertise above the abilities of an individual. Yet collective leadership is not always easy.

There is a need for **a number of settings for group decision-making**. For example, important decisions must be taken when a majority of members of the Board are present. Therefore, a specific document (statutes, bylaws) must specify how many members constitute a quorum and in which manner decisions should be taken (voting steps and requirements). This would avoid the legitimacy of the decisions of the Board being called into question in case of conflicts.

The Board should also avoid taking decisions outside of meetings. Every Board member must be given the opportunity to take part on **an equal footing** to the debates and the decision-making process.

A Board must be **a safe space** where people can freely and constructively express themselves. It implies that harassment, blackmailing, insulting, bullying and other types of violence must be firmly forbidden and prevented from taking place within the Board. Although the Chair of the organisation is often to be considered as the prima facie moderator and maintainer of a peaceful climate during meetings, it is the collective responsibility of the Board, but also the individual responsibility of Board members not to allow this to happen in case of collective failure in managing sometimes stormy human relations.

Tip
Regularly assess the functioning of your Board in debates and decision making processes: does everyone feel included and have the same opportunities to participate?
If not, put in place trainings and capacity building activities that will empower your Board Members to take up their role efficiently.
Ongoing capacity building of your Board will allow it to better drive the organisation and further develop its efficiency. People will feel you invest in them and feel rewarded for their commitment.

This is even truer within intercultural NGOs where **cultural differences** (in the broadest meaning of the term) can become an additional difficulty in ensuring good communication and mutual understanding if not properly taken into account and dealt with accordingly.

At a simpler level, **individual Board members' responsibilities** cover the fact that they are of course expected to attend meetings regularly, to contribute to deliberations, to put the NGO's interests above other personal, professional or organisational interests and to maintain confidentiality.

Beyond these basic duties, Boards may **delegate** additional duties to individual members or external stakeholders. A financial expert, for example, might oversee the preparation of the annual budget, or a lawyer might oversee the NGO's legal affairs.

Efficient Boards also set **annual goals** and action plans **for themselves**. They can relate to the Board development as well as to the development of the NGO.

Tip
Setting annual goals for the Board helps monitor its progress and development within the broader framework of the annual goals of the organisation.

Diversity within the Board is important, not only in terms of age, gender and ethnicity, but also by making sure – if the internal regulations of the NGO allow it – that not all Board members come from the NGO world: nowadays, the pressure for fundraising is increasing and the most successful organisations increasingly seek Board members from the private and public sector.

Understanding every Board member's individual motivations to serve on the Board helps engage the individual appropriately. **Engagement** is a continual process and not an ad hoc one.

The **chair/president of a Board** has specific roles and duties: coordinating the work of the Board and serving as a liaison with the staff, especially the director. In practice, these functions include, though there might be variations from one organisation to another:

- o Scheduling Board meetings
- o Setting meeting agendas
- o Facilitating the discussion at the meeting
- o Fostering the inclusiveness of all Board members and facilitating the adoption of decisions
- o Coordinating Board activities outside meetings
- o Overseeing the evaluation of the director
- o Evaluating the performance of the Board
- o Representing the organisation in public

> **Tip**
> *A diverse Board is also a Board that brings together various skills and competences relevant for the development of your NGO.*
> *Put in place mechanisms that will ensure that the multiple skills contained in your Board are properly acknowledged and valued.*
> *Assess the missing ones and build the capacity of your Board accordingly. Your NGO will increase in efficiency and responsiveness.*

Usually, the chair does not have special decision-making powers unless delegated by the Board or the General Assembly.

3.3 GOOD GOVERNANCE INVOLVES THE SEPARATION OF GOVERNANCE AND MANAGEMENT

As already mentioned above, **governance** concerns vision, supervision, inspiration, strategic programming... What do we want to achieve together and how do we supervise the processes leading towards this objective?

On the other hand, **management** concerns the concrete, daily management of the organisation, the execution of the tasks necessary to concretely achieve the objectives set by the governing bodies of the organisation.

The **separation** makes possible the implementation of checks and balances that ensure that decisions are taken keeping in mind the interests of the community that the NGO represents. It is the best way to represent the interests of stakeholders, while clarifying the field of responsibilities and the remits in terms of decision-making and executive powers of each body of the organisation.

If the governance and the management functions are not separate, it would mean that oversight and executive functions would not be separate either, leading to a perpetual state of **conflict of interests** between the different bodies of the organisations, with an important impact on its ability to carry out its mission.

This might sometimes be difficult to put into practice, especially if financial and human resources are limited. NGOs which have mixed governance and management since their creation might not see the need to separate them if the organisation is doing well. However, as an organisation matures, it is risky not to separate the two, be it only in terms of legal protection for the various stakeholders involved. The bigger the budget, the greater the expectations of stakeholders and the greater the need for credibility.

Separation of the Board (governance) and the staff (management) is required for long-term sustainability. The staff should be in charge of daily management, while the Board sets policies and oversees the organisation.

In terms of governance, the **role of the Board** consists in:
-   Safeguarding the mission by making sure that a sense of mission is shared throughout the organisation, and ensuring that the mission is appropriately planned,
-   Setting values and standards,
-   Ensuring resources, by hiring a director/general secretary, monitoring the financial health and human well being of the organisation and overseeing the mobilisation of resources,
-   Delegating eventual duties that the Board cannot do alone,
-   Extending outreach.

In terms of management, a **director** (or a general secretary) will be the **interface** between the governing and the executive bodies of the organisation. S/he will have to put into operation the visionary/strategic objectives expressed by the Board to allow their implementation by the staff, but s/he will also advise the Board in steering the organisation by bringing sound expertise from the concrete reality of the environment in which the NGO is evolving. It is worth noting that Boards are better engaged and proactive when the organisation performs well and there is complete trust in the director's abilities.

The exact **balance** between governance and management is very difficult to strike and is not only a matter of paper work and delimitations of rights and duties in statutes or bylaws. Though absolutely necessary, these formal regulations have to be understood, embodied and applied by human beings submitted to indefinite sets of constraints and conditionings impacting on their behaviours, assessment and understanding of reality and circumstances.

Although it is to be avoided, this might lead to (un)willing overlapping of each other's roles and responsibilities leading to indulging in micro-management from the side of the Board or unduly taking strategic decisions from the side of the director/staff.

Tip
In this area like in many others, the best is not to wait that issues arise to start considering what might have gone wrong.
Put in place mechanisms/processes that will ensure regular reviews of the functioning of your NGO and blow the whistle on time if something starts to go astray.

In such cases, the organisation has to reflect on its own structuring, revisit the documents which clarify the remit of each body and reinforce its internal systems of checks and balances.

3.4 KEEPING IN MIND THE MISSION OF THE NGO

3.4.1 The mission statement

As mentioned above, one of the core missions of a Board is to safeguard and advance the **mission** to which the NGO is dedicated.

Indeed, the fundamental difference between NGOs and companies is that they are created to **meet the needs of a community** rather than to make a profit. An NGO exists because it has a mission to fulfil. This involves a commitment to a set of values.

The mission is formulated in a **mission statement**. The Board should also ensure that the mission statement is known and followed by everyone in the organisation – starting with Board members themselves who are the ambassadors of the organisation, those who are most expected to embody its values and principles.

Board members must place the NGO's mission above personal, professional or organisational interests when taking decisions. In that sense, it is not only the duty of the Board members but also of the director and the staff to act solely in the best interest of their organisation at all times.

Tip
A mission statement articulates the identity of the organisation by expressing what it aims to achieve.
Ensure that your NGO's mission is realistic and that it is expressed in a concise and persuasive way.

The Board needs to regularly review the mission statement to ensure that it is in line with the activities (seminars, conferences, publications, specific services…) of the organisation and the broader context. If dissonances occur, either the mission statement needs to be reviewed to tailor the NGO's mission to the needs of its community, or the activities need to be realigned to the implementation of the NGO's mission to avoid further loss of resources and energy.

The best way for Board members to **support the mission** is to **oversee the planning process** of the NGO's activities, which means that they make sure that the staff is tasked to achieve realistic goals and manage them through logical steps, rather than directly engaging into concrete planning and development (separation of governance & management!).

3.4.2 Integrity

Safeguarding the mission is also linked to the **integrity of the NGO**. This will be judged by its adherence to legal requirements. The Board must know what laws apply and whether activities are in compliance with it. The **accuracy of the published information** is also extremely important in that regard. The integrity of the NGO strongly determines its public image both towards its community, but also towards the broader society. It is much easier to lose reputation than to gain it. If too much money is spent on the refurbishment of offices and not that much on activities for the membership for example, one can wonder whether the NGO will fulfil its mission.

Board members are expected to **set an example** with their own behaviour. NGOs need professional conduct: the professionalism of the Board reflects the degree of professionalism of the organisation.

Professionalism is also reflected through the development of a policy manual and a code of conduct, of bylaws, operating manuals or other types of internal regulatory manuals (see above). It is crucial to write down the rules set by the NGO and to ensure that all respect it and understand the working culture of the organisation. A "**rule of law**" on the Board further strengthens accountability and enhances efficiency by providing a clear, accessible and accurate description of the internal life of the NGO.

> **Tip**
> *Professionalism entails monitoring performance and progress.*
> *Make sure that your organisation starts developing annual work plans and strategic multiannual frameworks against the background of which the performance of your organisation will be assessed.*
> *If you have sufficient resources, resorting to the help of external evaluators or consultants will help you structure your work in the most appropriate way.*
> *Review the way you work on a regular basis to ensure it keeps being relevant and in line with your mission and objectives.*

Such documents must not shy away from detailing instructions on how to select members and staff, how to proceed with meeting schedules or decision making, what are the grievance procedures…

3.5 EXERCISING RESPONSIVE RESOURCE MANAGEMENT AND MOBILISATION

3.5.1 Finances

The Board has the responsibility to **oversee the financial affairs** of the organisation. It also needs to ensure that the NGO has sufficient resources to fulfil its mission. If a budget does not exist, it is a high priority for the Board to ask the director to prepare one.

The Board then has to verify that expenditures are appropriate and spent according to approved procedures. A **record** must be kept of all financial transactions. Even if the NGO has a Treasurer, eventually supported by a supervisory committee, the Board has the responsibility to exercise financial oversight on a regular basis.

> **Tip**
> *Provide understandable financial data to your Board. If it is not complete or easy to understand, the Board has the right to request it in a more usable form.*
> *If all your Board members do not know how to interpret the financial data they received, provide them with a basic training for this task.*

The Board should ensure that **internal controls** are established. Most important are: the respect of professional accounting standards, the separation of responsibilities in terms of deciding about transactions, sound investment policies and annual audits.

Parallel to the monitoring of the activities, the Board is expected to review internal controls periodically to verify that they are being observed by staff throughout the organisation and that the financial health of the organisation is under control.

At the end of the day, according to the terms of many national laws, Board members will be held **personally accountable** in case of proven mismanagement of the organisation and particularly of its financial resources, if the General Assembly decides not to endorse the results of their governance options and not to discharge them of their responsibilities. Apologies like "I was not in charge of supervising that" or "I was so busy that I had no time to look after the finances" will have little weight in front of a court. Board members have important legal responsibilities they have to be aware of.

> **Tip**
> *Make sure that your Board members are fully aware of their legal responsibilities and of the national legal requirements applied to your type of organisation and activities.*
> *Organise an induction session when your new Board steps in and keep them regularly updated about any legal changes in that area.*
> *Do not hesitate to seek professional or specialist advice when needed.*

From a good financial health perspective, the Board has to ensure that the NGO has sufficient resources, and as a consequence also has to **participate in resource development**.

In fact, a Board member could be among an NGO's **most effective fundraisers**. This is especially true because they do not derive any personal benefit from the financial support they receive. Instead, they communicate a personal commitment to their mission. The participation of Board members in fundraising is also a sign that the Board is active and involved, building confidence that the NGO is well run and therefore more likely to make good use of the donated resources.

> **Tip**
> *Fundraising for NGOs is also getting increasingly professionalised. All your Board members might not perfectly fit to the task.*
> *Seek the support of the most skilled ones and do not hesitate to train them to help them carry out those crucial steps for your NGO's finances. Dedicated training and a good fundraising strategy will provide positive return on investment.*

The Board is the **interface** between the **inner world** of the NGO and the **outer community** that it serves. It ensures that the NGO is responsive to the community and that the community is understood by the NGO.

3.5.2 Meetings

Meetings are key moments of mobilisation in the statutory life of an organisation. They must be given the attention they deserve.

The first key element of the success of a (statutory) meeting is the **provision of background material beforehand** (legal requirements may vary according to the terms of national legislation on non-profit organisations): it avoids the meeting being a presentation of

12

information that people could have read on their own, and instead makes space for an **active debate**.

It is also a way to make sure that members had the necessary time to analyse the information and are empowered to participate constructively in the debates and take sound decisions (for which they will be legally accountable in any case – see above). However difficult it might concretely be to provide timely information, failing to do so might be used or understood as undermining the work of the Board and could also easily provide a legal ground to contest Board decisions in case of conflict. Information is power.

Running meetings professionally implies that Board members have to be informed of the **dates of meetings** well in advance and have sufficient opportunity to prepare for them. This will be easier if a regular schedule of meetings is set at the start of each year.

Board meeting have to be properly **recorded**. It is one of the basic instruments of accountability. Writing down the minutes of meetings allows for the organisation to work consistently, without being vulnerable to an individual's special agenda (see tip above).

Minutes should record **all formal proceedings**, including time and place, attendance, agenda and, most importantly, **decisions taken**. If it appears at the end of the debates that the final decisions are not clear, it is the responsibility of every individual Board member to ask for a clearly articulated decision to be recorded in the minutes of the meeting under approval of the Board members.

Tip
Keep meetings short and focused.
Provide your members with relevant information while avoiding to overload them with plethoric information they will feel discouraged to read.

Minutes are approved in draft by the members of the Board after the notification of eventual amendments before they are distributed in their final form.

Policy decisions by the Board should be gathered together in a policy manual which is made available to the organisation as a whole.

Beyond the necessary paper work before and after each meeting, another important key to success is to make meetings **safe places** for the expression of opinions in a respectful and measured manner conducive to consensus building (see above).

Indeed, consensus fosters inclusiveness and the feeling that every Board member's and his/her constituency's concerns are taken on board and considered. Consensus is neither the slack agreement of uninterested Board members nor does it mean that all Board members have to agree on everything. **Consensus building** is the **art** of getting partners to make concessions for the success of the organisation's mission and reach an agreement all of them can at least live with.

Consensus is all the more important considering that once decisions have been reached by the Board (even in case of simple majority voting), they become the **decision of the whole Board**, engaging the responsibility of each and every individual member.

This implies that even if an individual Board member does not agree with the final decision of the Board on a specific issue (provided of course it remains in compliance with the law and the highest human rights standards), his/her loyalty to the collective decision means that s/he has to refrain from criticising or taking distance with the decision vis-à-vis the staff or third parties. This undermines the legitimacy and the credibility of the whole organisation.

Finally, participating in a Board requires a number of skills and competences which, if not present, need to be developed within the Board through appropriate training (this includes among others: chairing and facilitation skills, intercultural communication, active listening, networking and "foruming" skills, respect of difference, time management…).

4. RESOURCES

The quoted resources below are just a sample of what is available on the web. Websites mentioned here refer to further resources worth to be explored. Because most of these aredeveloped for particular national contexts, we choose not to mention them here.

PQASSO (Practical Quality Assurance System for Small Organisations) is a straightforward, user-friendly quality assurance system intended to help run organisations more effectively and efficiently. It is a programme developed by the Charities Evaluation Services in the UK.

The **Global Forum on NGO governance** aims to share resources and exchange ideas to strengthen NGO governance worldwide.

The UK National Council for Voluntary Organizations programmes on **governance and leadership**, on **Tending your board** and on **piloting your local voluntary or community organization** (a must!).

"Le contrôle interne dans les Associations Sans But Lucratif, Guide de bonnes pratiques à l'usage des associations", Bruxelles, Commission communautaire française, 2007.

Marilyn Wyatt, **"A Handbook on NGO Governance"**, Budapest, European Centre for Not-for-Profit Law, 2004. Marilyn Wyatt has also developed her own website.

Mike Hudson, **"Managing without profit"**, 2nd edition, London, Directory of Social Change, 1999.

Pasquale Ferraro, "NGO Governance: Can It Be Defined as "Good"?", online article available on SEAL.

5. GLOSSARY

Bylaws: rules adopted by an organisation chiefly for the government of its members and the regulation of its internal affairs

Checks & balances: a system that allows each branch of a government, an organization, to amend or veto acts of another branch so as to prevent any one branch from exerting too much power

Discharge: to relieve the management board of an organisation of its charges by endorsing their financial and activity reports

Operating manual: see bylaws

Quorum: the number (as a majority) of members of a body within an organization (General Assembly, Board meeting…) that when duly assembled is legally competent to transact business and take decisions

Statutes: an act of an organisation or of its founding members intended as a permanent rule

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FOR FURTHER INFORMATION CONTACT:

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ENAR is a network of some 600 European NGOs working to combat racism in all EU Member States. Its establishment was a major outcome of the 1997 European Year against Racism. ENAR is determined to fight racism, xenophobia, anti-Semitism and Islamophobia, to promote equality of treatment between EU citizens and third country nationals, and to link local/regional/national initiatives with European initiatives.

ENAR is funded by the European Commission, DG Employment, Social Affairs and Equal Opportunities, Anti-Discrimination Unit.