



**Civil Society and Media Leadership Program
(CSML)**



**CSO/CRS Board Development Manual
2013**

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Contents

Session 1: Background/Introduction	6
Session 2: Definition of a Board.....	6
1) Definition of a Board	6
2) Types of Boards	6
3) Importance of Forming a CSO/CRS Board	7
Session 3: Steps in Establishing a Board of Directors.....	8
1) Establishing a Board Development Committee.....	8
The establishment of a Board development committee requires that the CSO/CRS should be aware of the following for the establishment of a Board of Directors.	8
• Commission of the Board Development Committee.....	8
• Composition of the Board Development Committee	8
• Duties of a Board Development Committee.....	8
• Proposed Work Plan for a Board Development Committee.....	9
• Outlining Best Practice Pointers for a CSO/CRS Board Development Committee	10
2) Structuring Of Board of Directors.....	11
• Pointers for Effective Board Development.....	11
• Determining the Size of the Board	12
• Determining Tenure of Service for a Board Member.....	12
3) Setting up Standing or Subcommittees of the Board	12
• General Responsibilities of a CSO/CRS Board of Directors:.....	13
• Responsibilities of an Individual Board Member	14
• Characteristics of a Good Board Member	14
• Decision About the CSO/CRS Executive Director/Station Manager Serving on the Board	14
4) The Consent Agenda: A Tool for Improving Board Governance.....	14
• Components of a Board Consent Agenda:.....	15

Session 4: Board Cultivation and Recruitment.....	17
1) Cultivation of Potential Board Members.....	17
• Identification of Potential Board Members (How to Find Potential Board Members).....	17
• Getting to Know Potential Board Members and Providing Them With Relevant Information ...	18
• How to Get People Interested in Joining the Board	18
• Special Considerations for Community Radio Stations	18
• CSO/CRS Board Meeting Dates.....	19
• General Time Requirements for Board Meetings.....	19
• Description of CSO/CRS Staff Persons.....	19
• Description of a Board Chair.....	20
• Description of an Executive	20
Session 5: General Responsibilities Description for Board of Directors.....	20
1) General Functions.....	20
• Functions Specific to Community Radio Station Board.....	20
• Specific Responsibilities of the Board Chair.....	21
• CSO/CRS Expectations of Board of Directors	21
• Involving Board Members.....	21
• Barriers to Keeping Board Members Involved.....	22
• Committees.....	23
• Task Forces.....	23
• Some Characteristics of Good Board Development.....	23
• Board Responsibilities in Relation to Policies.....	23
• Board Responsibilities in Relation to Planning	23
• Board Responsibilities in Relation to Monitoring	24
• Board Responsibilities in Relation to Financial Management.....	24

- Board Responsibilities in Relation to Program Functions..... 24
- Board Responsibilities in Relation to Staffing 24
- Board Responsibilities With Regards to Performance Review 24
- Board Responsibilities With Regards to Relationship Building..... 24
- Common Violations of the Board Principles..... 25
- An Effective Partnership Between CSO/CRS and Board Will Lead to the Following: 25
- Tips for Board Members Recognition 25
- Expected Outcomes of an Efficient Board Operation 25

Session 6: Board Orientation, Mentoring & Ongoing Training 26

1) Recommended Best Practices for Orientating New Board Members..... 26

Session 7: Mentoring for the Board Of Directors..... 26

- The Process:..... 27
- The Mentoring Activities..... 27

Session 8: Description Of an Effective Organization that a Board Should Seek to Support..... 28

Attachments 28

References 28

Acknowledgement:

The Liberia YMCA (YMCA) acknowledges the Indianapolis YMCA, USA, for their contribution to this effort by permitting us to adapt their Board Development Manual for this purpose. YMCA also acknowledges references listed in this manual and their authors for their resourcefulness on Board development that helped us to achieve this task. Abstracts were also borrowed from the presentation of the USAID/Liberia Office on Financial Management: Attributes of an Effective Local Organization at the IREX/CSML Mid-Term Partners Conference in Liberia. We want to express our gratitude to the team for their sharing of this resource. Additionally, YMCA recognizes the contributions of the CSML team, especially the Master Trainer who led the development of this manual.

Session 1: Background/Introduction

The overriding goal of the Civil Society and Media Leadership program (CSML) is to sustain peace in Liberia through greater inclusion, giving voice to, informing and engaging Liberian citizens. The program further seeks to provide institutional strengthening and training activities for civil society organizations, non-governmental organizations and the media in seven counties in Liberia, thereby strengthening civil society organizations and the independent media to engage the Liberian population and contribute to rapid, inclusive, peaceful and sustainable development in post war Liberia.

The YMCA is a resource partner of IREX under the CSML program. YMCA works under the project to contribute to the delivery of activities to achieve the program goal. Such partnership efforts included also support for training and mentoring to enhance organization development. YMCA has developed this CSO/CRS Board Development Manual as a shared task under the partnership and also for use by the USAID-funded Civil Society and Media Leadership Program implemented by IREX and four (4) National NGOs as local resource partners.

The purpose of this manual is to serve as reference material in capacity building initiatives for the strengthening of CSOs/CRSs which the CSML program works with. The program recognizes that local organizations can play important roles in Liberia's post war development. Hence, it aims to build the capacity of local organizations over time, to make them more effective in delivering basic services to their people. Board development is critical to vibrant and effective local organizations. It is envisaged that the use of this manual to strengthen or establish CSO/CRSs Boards will help to foster effective governance and oversight systems in CSOs/CRSs and contribute to building vibrant and accountable local organizations in Liberia.

Session 2: Definition of a Board

1) Definition of a Board

A Board is a body of elected or appointed members to govern the operation of an institution or organization.

A Board's activities are determined by the powers, duties, and responsibilities delegated to it or conferred on it by an authority outside itself. These matters are typically detailed in the organizations by established bylaws (constitution). The bylaws commonly also specify the number of members of the Board, how they are to be chosen, and when they are to meet.

2) Types of Boards

Board of Directors: A Board of Directors is a body of elected or appointed members who jointly oversee the activities of an organization. It is often simply referred to as "the Board".

A Board of Directors is an ultimate decision making authority generally empowered to set policy, objectives and overall directions; adopt bylaws, set committees to function on specific matters and address other issues of relevance to the organization.

The importance of a Board is to ensure that it is an oversight body that guides the functions and operations of an organization.

The typical duties of the Board of Directors include:

- Governing the organization by establishing broad policies and objectives;
- Selecting, appointing, supporting and reviewing the performance of the executive Director;
- Resource mobilization to ensure availability of adequate financial resources;
- Approval of annual budgets;
- Accounting to stakeholders for the organization's performance;
- Setting the salaries and compensation for company's management

Advisory Board: An Advisory Board is a body that advises an institution but does not have authority to vote on the institution's matter or make final or binding decisions.

An Advisory Board is an informal group of local professionals who can help you run your institution to become better. Advisory Boards are unofficial and have a great deal of leeway in how they are set up. Advisory Boards can be structured both to help with the direct operation of your organization and to keep you informed on various business, legal and financial trends that may affect you and your business.

Board of Trustees: A Board of Trustees is a body that holds property, authority or a position of trust or responsibility for the benefit of the public or another body. A Board of Trustees and its members carry responsibility and liability of trust instruments including assets and legal instruments.

The legal responsibilities of a Board of Trustees and Board members vary with the nature of the organization, and with the jurisdiction within which they operate.

3) Importance of Forming a CSO/CRS Board

The formation of a CSO and CRS Board is important because it ensures that there is a governing body with oversight responsibility for and contributes to the following key organizational results:

- Adequate Organizational Management System
- Effective Governance and Oversight System
- Adequate Control Environment – Toned at the top
- Reasonably Sound Internal Control Systems
- Effective System of Program Performance Management
- Public relations, advocacy and resource mobilization for the organization
- Sustainability of the organization

Session 3: Steps in Establishing a Board of Directors

1) Establishing a Board Development Committee

The establishment of a Board development committee requires that the CSO/CRS should be aware of the following for the establishment of a Board of Directors.

- **Commission of the Board Development Committee**

The Board Development Committee is a standing and commissioned committee by the CSO/CRS management team and the Board Management in order to strengthen the Board by evaluating the existing Board and establishing guidelines for Board Development. It exerts year-round efforts to enlist new Board members in order to ensure there is full representation on the Board in accordance with the constitution and by-laws and also according to the CSO/CRS guidelines on Board functioning. The committee monitors the Board to maintain high levels of Board involvement and performance to support CSO/CRS activities. It also evaluates the quality of the experience of serving Board members and take actions to make improvements. A Board Development committee does not have to be large. It could comprise of at least 3 to 5 Persons. In the case of the CSO/CRS, it is important to note that the commissioning of a Board Committee is optional for CSOs/CRSs based on existing practice, their size and capacity and the willingness to adapt for change.

- **Composition of the Board Development Committee**

The Committee is made up of members of the Board who are well acquainted with the CSO's/CRS's vision, mission, values and current challenges. Committee members must be able to operate without undue influence from the status quo or powerful persons on the Board. The Committee members should be sufficiently secured in their own professional and community positions to evaluate the Board objectively. Community leaders from outside the Board may be involved with the Committee in a consultative or ex-official capacity. The Board Committee members should have understanding of the value of having women and youth participate in community and institution decision making and the benefits of having diverse opinions represented.

- **Duties of a Board Development Committee**

The duties of a Board Development Committee are:

- Conduct evaluation of the current Board in order to identify areas of strength and weaknesses.
- In relation to the mission, vision and values, strengths and weaknesses of the current CSO Board, the committee will determine the eligibility criteria for new members in order to improve the Board performance.
- Review current Board members' performance and determine whether or not they should be retained, separated or challenged to become more involved, perform better and identify the actions to do so.
- Identify qualified candidates to fill vacancies on the Board.
- Use women networks and direct invitation to increase application by women.
- Ensure that the criteria used for selection do not include discriminatory practices
- Ensure that the required skills include those common to women and men

- Recommend terms of tenure for Board sitting & define the annual term of service for new Board members.
- Hold all discussions with those under consideration for recruitment in strict confidence.
- Cultivate and recruit candidates elected to fill vacancies. Make sure that recruitment and cultivation is concentrated in one quarter of the year and not carried out throughout the year.
- Monitor the proper orientation and mentoring of new Board members.
- Ensure that consistent, ongoing training and mentoring is implemented throughout the year for Board members.
- Work to maintain high levels of involvement and performance of Board Committee, in meetings, fundraising and special projects.
- Review the Board's Terms of Reference for possible change in relation to Board member expectations on an annual basis.
- Develop and implement a plan to recognize outstanding performance of Board members.
- Evaluate Board of Directors meetings to ensure regularity and constant improvement.
- Ensure that meeting procedures, venues and timing are gender sensitive.
- Annually evaluate the Board Committee structure and make recommendations for improvement.
- Hold at least one Board development forum annually.
- Regularly report to the Board on the activities of the Board Development Committee.

- **Proposed Work Plan for a Board Development Committee**

It is expected that a Board Development Committee works with a structured work plan. The proposed work plan provides a 12-month calendar of major activities of the Board Development Committee. This proposed work plan does not prevent ongoing recruitment of new Board members to fill vacancies or cultivate prospective Board members. Ongoing activities including training and recruitment of new members could occur throughout the year under the leadership of the Board Development Committee. Since new Board members may be nominated and elected at any time of the year to fill vacancies, it is recommended that a Board member induction be conducted within the eight weeks following the Board member's election.

- **First Two Months (e. g. January – February)**

- Conduct evaluation of current Board
- Conduct planning meeting for extended Board Development Committee

- **Second Two months (e.g. March – April)**

- Report results of Board evaluation to the full Board
- Determine characteristics of individual Board members needed to enable the Board to address the strategic goals, vision and mission of the CSO/CRS
- Establish criteria for the selection of new Board members

- **Third Two Months (e.g. May – June)**

- Identify Board members who should be separated from the Board
- Formulate the plan for separation of Board members from Board. Ensure that the plan is tailored to each individual and document all reasons for separation.
- Seek nomination of qualified individuals to fill Board vacancies
- Evaluate nominees based on established criteria

- Build a list of preferred candidates who meet the established criteria
- Formulate and implement a recruitment strategy for each candidate
- Implement plan to separate identified Board members

- **Fourth Two Months (e.g., July - August)**
 - Post list of proposed new members of the Board of Directors up for visibility
 - Recruit proposed new officers
 - Ensure the election of new Board members and officers

- **Ninth Month (e.g. September)**
 - Conduct CSO/CRS annual review meeting
 - Recognition of current Board members
 - Elect new Board members and officers
 - Assignment mentors for new Board members

- **Tenth – Twelfth Month (e.g. October – December)**
 - Conduct new Board member orientation as required.
 - Conduct meeting for new Board of Directors Chairperson
 - One-on-one meeting between new Board members and Executive Director of the CSO to discuss and confirm committee assignments with all Board members
 - Review and evaluate recruiting process
 - Develop cultivation strategies for candidates who were not ready to join the Board when asked.
 - Identify and recruit candidates to fill remaining vacant seats on the Board

- **Outlining Best Practice Pointers for a CSO/CRS Board Development Committee**

The following are best practice pointers for a Board Committee:

- Organize a Board Development Committee as a standing committee of the Board for the purpose of strengthening the Board.
- Recruit persons on the Board Development Committee in an objective way, with strategic thinking individuals who are well respected by the Board and influential in their community. They should be those who possess many of the same qualities needed in new Board members. The committee should include representatives with diverse skills, background and experience.
- Establish a term (period) of service for Board members to serve on the Board with one-third of the Board members' terms expiring each year.
- Establish that the terms of service are renewable with no limit on the number of terms a Board member may serve.
- Evaluate the Board and its members each year based on participation, community representation, and value of consultation, fundraising, and contribution.
- Separate inactive, ineffective and non-contributing Board members from the Board and ensure that vacancies are filled with those who are willing and able to fulfill the duties of Board membership.
- Set objective criteria for the new Board members based on the key challenges facing the organization in the past two to five years.

- Evaluate candidates for Board memberships against this set of objective criteria.
- Work with community members to seek nomination of qualified candidates that have the capacity to influence communities to support the Board and CSO initiatives
- Elect candidates to positions before they are recruited to fill a vacancy.
- Recruit prospective Board members on a person-to-person level with participation of the CSO/CRS executive director/station manager.
- The CSO/CRS executive director/station manager holds individual orientation meetings with each new Board member.
- Coordinate and conduct introductory training session for new Board members before they begin serving on the Board.
- Ensure that there is continuity in the training and education of CSO/CRS Board members from time to time.
- Coordinate the preparation of a Board recognition plan and make sure it is in place and implemented.

2) Structuring Of Board of Directors

Self-management is the fundamental responsibility for every Board in order to create a vibrant structure, and develop policies and procedures that support good institutional governance. Board organization is a composition of various tasks ranging from preparing a schedule for Board meetings to developing internal policies.

In structuring a Board, there are some frequently asked questions:

- How is effective Board organization done?
- What should the size of a Board be?
- What should be the duration for a Board member's tenure of service?
- Which committees should the Board have?
- How should the committee members be recruited?
- Should the Executive Director of the CSO be a member?
- Should the Station Manager of a CRS be a member?
- What are expected personal characteristics of persons to serve on the Board?
- What is the responsibility of the Board?
- What is the responsibility of members of the Board?

• Pointers for Effective Board Development

- Prepare a clear job description for Board members.
- Develop an annual schedule of meetings.
- Circulate clear information materials, including an agenda, to all members one to two weeks before each meeting.
- Keep meetings brief and well-focused and try to get the participation of all members.
- Be gender-sensitive about meeting time and venue.
- Ask each Board member to serve on at least one Board committee or task force.
- Acknowledge members' contributions in various ways.
- Maintain complete and accurate minutes of all meetings.
- Prepare management guidelines and goals to also include responsibilities of the Board committee members.

- Review the Board documents and the CSO/CRS strategic documents every one to two years.
- Ensure tasks are assigned according to background, expertise and schedule of each member.
- Monitor the task distribution to make sure that no one is overloaded.
- Monitor committee members to ensure that tasks are completed on time.
- Assign a CSO/CRS staff member to work with each committee.

- **Determining the Size of the Board**

The determination of the size of the Board depends on a lot of factors including the CSO/CRS organization structure and the needs for organization development. Every Board needs people with a range of expertise to support it in achieving its CSO/CRS mission and vision. A smaller Board size will mean that many of its members will be overworked and may become unproductive. A larger than appropriate membership will also mean that some members are not engaged and actively involved and work is done by a few committed persons. An appropriate Board size will mean that all members will have the opportunity to participate actively. A size of 5 to 9 persons could be appropriate for a smaller CSO/CRS or for newly formed Boards.

- **Determining Tenure of Service for a Board Member**

There is no special rule to determine the tenure of service for a Board member. By experience, most local organizations' Boards serve for two to four years and go to re-election or re-appointments. Borrowing from other experiences, a Board may exist perpetually while its members serve different schedules of tenure.

In any of the above situations, a Board election or Board service policy is essential and such policy will help the organization to be credible and afford other people the comfort to contribute valuable services to the Board.

3) Setting up Standing or Subcommittees of the Board

Standing or subcommittees are important on a Board because the results produced from work done by the Board are usually through its subcommittees. The executive committee is the primary committee that acts on behalf of the Board. On the other hand, subcommittees make recommendations to the full Board for discussion and action. Such committees are referred to as standing committees and where a standing committee cannot act, a task force is formed when coordination for immediate action is needed. Some common examples of Board standing committees are: Executive Committee, Program Committee, Governance Committee, Finance committee, Ways and Means Committee and Audit Committee.

A member of a standing committee could serve on more than one committee or task force at a time; however, serving on one committee at a time will make committee members more efficient. Subcommittee members are appointed by the Chairperson in consultation with the Governance Committee chairperson. The size of the committee depends on the needs of the Board, the tasks, and the number of persons required to carry out the tasks.

Committee assignments should be based on interest, experience, expertise, skills and available time of a Board member. There will be need to ask each member to sign a commitment form that

will ensure their active participation on a committee. If the committee is too small, members will be overworked. Also, if it is too large, some members may not have anything tangible to do. If the expertise is limited among members, a decision can be taken to include on the committees some people with technical expertise that are not Board members. These are called co-opted members.

- **General Responsibilities of a CSO/CRS Board of Directors:**

- Determine mission and vision: Create and/or adopt a vision and mission statements and outline the primary function of the CSO/CRS in relation to communities served.
- Elect a Board Chairperson: The members should reach a consensus on the election or selection of a Board chairperson and will also work with the team to find qualified and resourceful persons to serve on the Board.
- Ensure legal and ethical integrity of the CSO/CRS: The Board is responsible to set legal and ethical standards and provide support to ensure compliance and adherence to standards set for promoting the ethical norms within the institution.
- Support and regularly appraise the Board Chairperson: The Board should ensure that the Chairperson has the required moral and financial support he or she needs to move the organization forward.
- Ensure Effective Planning: Board members should actively participate in the Board's overall planning and assist in providing support to implement and monitor the goals of the CSO/CRS Board.
- Support Financial Resource Mobilization Initiatives: One of the responsibilities of a Board of Directors for CSOs and CRSs is to secure adequate resources for the organization to fulfill its mission.
- Build the capacity of Board members to ensure competency and efficiency: Provide support to enable Board members to get a proper orientation and to articulate their ideas to share learning experiences and improve their performance.
- Strengthen program delivery and services: The Board will provide monitoring support to determine the consistency of CSOs/CRSs programs in relation to the organization mission and vision statement and to ensure efficiency and effectiveness of program delivery and services.
- Exercise the authority to review the decisions of the Executive Director/Station Manager to ensure that they are consistent with the goals and objectives of the CSO/CRS

- **CRS Specific Responsibilities:**

- Decide on possible honorarium, sales/fees and allowances for member of staff or management of the CRS staff
- Decide on kinds of fundraising activities, announcements, sponsorships, and other income-generating revenue to be allowed by the CRSs
- Decide broadcast hours for CRSs
- Decide the types of programs to be aired by the CRSs
- Ensure that the program schedule is in line with the mission statement and objective of the CRSs, taking into account the needs of the audiences and ensuring that the CRS is responsive to these needs
- Appoint the CRS manager, deputy manager, and business manager

- **Responsibilities of an Individual Board Member**

- Attend all Board meetings, committee meetings and Board functions and events
- Keep abreast about organizations' mission, policies, services and programs
- Review agenda and necessary documents prior to Board and committee meetings
- Serve on committees as required and make meaningful contributions to the achievement of tasks
- Assist the Board in carrying out its responsibilities
- Make personal financial contributions to the development of the Board
- Inform others about the Board and the CSO/CRS
- Suggest possible nominees to the Board who can make contributions for CSOs/CRSs and Board development
- Keep up to date with developments in the CSO/CRS field of service
- Adhere to conflict of interest and confidentiality policies
- Refrain from making special requests to CSO/CRS staff

- **Characteristics of a Good Board Member**

- Ability to listen, analyze, think clearly and creatively
- Work well with people individually and in a group
- Willingness to prepare effectively for Board meetings, attend Board meetings, ask questions and make contributions
- Willingness to follow through on a given assignment
- Willingness to contribute personal and financial resources in given situations where needed
- Open doors for the CSO/CRS in the community to push the CSO/CRS forward
- Willing to do self-evaluation
- Willing to learn from others on the team and learn about CSO/CRS program and advocacy initiatives
- Contributes to the Board committee efforts
- Honest and tolerant and sensitive to the needs of others and the CSO/CRS
- Friendly, patient and has a sense of humor
- Responsive to building CSO/CRS and personal integrity of CSO/CRS

- **Decision About the CSO/CRS Executive Director/Station Manager Serving on the Board**

Some organizations require that the CSO/CRS Executive Director/Station Manager serve as a Board member in the capacity of an ex officio or secretary and with no voting right. The decision to make the Executive Director/Station Manager of a CSO/CRS serve on the Board can help to strengthen the relationship between the Board and the CSO/CRS. However, the criteria have to be clear and the rules clearly set so that the Board is not biased when doing performance evaluations of the Executive Director/Station Manager. The insight of the Executive Director/Station Manager in relation to the day-to-day operation of the CSO/CRS is essential for decision making by the Board.

4) The Consent Agenda: A Tool for Improving Board Governance

With so many obstacles and possibilities at every turn, Boards need to spend their scarce time wisely because they have their own engagements and personal schedules.

Board meetings are the ultimate venue for executing the responsibilities to complement the CSO/CRS efforts in the delivery of its oversight responsibilities and strategies. Collectively, the Board must satisfy legal requirements and provide programmatic, financial, and ethical oversight. The Board members should shape the future of the organization through strategic innovations. Equally important, but often overlooked, Board meetings bring together the governing body that is responsible for the organization's health and sustainability. As allies to the chief executive of CSOs/CRSs in pursuit of the organization vision and mission, Board members must be well informed about the opportunities and challenges facing the organization and ensure that the organization has appropriate strategies, plans and resources to meet them.

Practically, duly-called Board meetings are the main mechanism through which Boards make organizational decisions. Often, meetings are the only time when the Board as a whole gets together to execute its governing responsibilities. For these reasons, Board meetings are precious times, indeed. Many times, when the Board is not functional, Board members find themselves in meetings that are filled with the least interesting and least challenging issues. Many Board members and Executive Directors/Station Managers struggle to make Board meetings valuable to the organization and the individuals in attendance.

A consent agenda can enable Board members in a meeting to set their minds on the things that matter most. A consent agenda is a package of items that is voted on, without discussion, as issues needing examination. While not difficult to use, a consent agenda requires discipline in working through the following seven steps:

1. Set the meeting agenda
2. Distribute materials in advance
3. Read materials in advance
4. Introduce the consent agenda at the meeting
5. Remove (if requested) an item from and agree to the consent agenda
6. Approve the consent agenda
7. Document acceptance of the consent agenda

With a consent agenda, what might have taken an hour for the Board to review, takes only about 5-10 minutes. Because it promotes good time management, a consent agenda leaves room for the Board to focus on issues of real importance to the organization and its future, such as the organization's image and brand, changing demographics of its constituents, new socio-economic and political realities, or new program and funding opportunities.

- **Components of a Board Consent Agenda:**

Minutes of the Previous Meeting: There is no need to actually read the entire text of the previous Board meeting in a current one. Send out the minutes to all members so that they can read and come with comments to the planned meeting.

Confirmation of a Discussion that has been discussed previously: Some decisions may need a final administrative touch before the Board can vote on them. After such details are resolved, the Board may vote on the items via consent agenda the next meeting.

Executive Director's/Station Manager's Report: To the extent that the chief executive does not have items other than those provided in a written memorandum to the Board, the chief executive's report can be assigned to the consent agenda. However, chief executives who prefer to use a few minutes of the Board meeting to draw attention to a particular issue outlined in the memorandum should exclude their report from the consent agenda.

Committee reports: Committee reports often contain important information and sometimes recommendations for Board approval or resolution. To the extent that such matters do not need discussion and are supported by written materials provided ahead of the Board meeting, they may be better assigned to the consent agenda.

Informational materials: To educate members about the organization, staff provides the Board with reports and documents that do not require any action. These might include human resources policies, statistics on compensation levels in similar local organizations, etc.; however, if these materials relate to discussion items, they should be included as a part of that agenda item rather than placed on the consent agenda.

Updated organizational documents: Organizational documents periodically need to be updated. Rather than wasting meeting time, updates such as of typographical errors in a document that requires Board approval, new dates or locations for Board meetings, changes to the organization's name or address in legal documents, or revisions to the bylaws after changing the title of a staff or chief executive officer, may be included in a consent agenda.

Routine correspondence: The Board may need to sign standard letters to donors, give input for the renewal of major vendor contracts (whose terms have already been renegotiated), or confirm a conventional action (such as opening a bank account) that requires Board approval as stated in the bylaws.

Consent agendas should be crafted with care since the items are not discussed by the Board. They should not be used to hide important issues or strangle difficult discussions. The following items warrant close consideration when determining if they should belong on the consent agenda:

The following may not be necessary for a consent agenda:

Audit: The Board is responsible for hiring an auditor and overseeing that the auditor's recommendations are properly implemented. The auditor's report is a key financial document and should never become a consent agenda item. Ideally, the full Board's consideration of the audit should include an opportunity to discuss the findings with the auditors without any staff present.

Financial reports. On the one hand, if the financial report is uneventful, it may be appropriate to include it on the consent agenda. However, if it covers important topics, raises questions, or needs emphasis, it may be better handled as a separate item. Needless to say, consideration and approval of the annual budget should not be included in the consent agenda since it represents major

opportunity for the Board to understand and discuss management's proposed resource allocations and operating plans.

Deciding to put a financial report on the consent agenda may also be influenced by the financial judgment of members of the Board. Boards with only few financially astute members should exclude financial reports from the consent agenda. This allows for a discussion of the financial reports to educate Board members about the organization's financial health, thereby ensuring that they fulfill the fiduciary duties.

Executive committee decisions: Even if an executive committee has the authority to act on behalf of the Board under certain circumstances, its decisions must still be confirmed by the full Board. Executive committee decisions that are routine and procedural are ripe for a consent agenda. If the issue has broader implications – be it an emergency or a major strategic decision – the rest of the Board needs to understand the background, rationale, and ramifications. These latter executive committee decisions should not be on the consent agenda; rather, they should be handled as separate discussion items, with the full Board receiving appropriate information before confirming the decision.

Session 4: Board Cultivation and Recruitment

1) Cultivation of Potential Board Members

Cultivation of potential Board members should be put into three distinct phases.

First: Identification of potential Board members;

Second: Informing them about the CSO/CRS and getting to know them to see if they may truly be fit to serve on the Board;

Third: Getting them interested in becoming a Board member.

- **Identification of Potential Board Members (How to Find Potential Board Members)**

Potential Board members can be found through the normal interactions we experience in our daily lives. So we each need to be cautious as we go through our normal daily activities. Situations and places where we may meet potential Board members would include, but certainly not be limited to:

- Social events
- Service club meetings and events
- Social services, and other non-profit organizations
- Church and/or professional associations
- Schools
- Local government meetings and events
- Family members, neighbors and co-workers
- Hospitals and medical professionals

- Other community-based organizations
- Women groups/networks
- Youth groups
- Elders

In addition to those situations where we ourselves might meet a potential new Board member, we should also anticipate that we will have potential Board members referred to us by current or past Board members, staff, business, or professional associates, and many others.

- **Getting to Know Potential Board Members and Providing Them With Relevant Information**

Once potential Board members are identified, it is important to determine if they meet the eligibility criteria to ensure they are fit to serve on the Board. On the other hand, we also need to help them determine if the CSO/CRS may be a good fit for them. This involves a process of learning as much about them, and what is important to them, and at the same time help them learn about your CSO/CRS.

For potential Board members who will be referred to, we should learn all we can about them from the person making the referral, and arrange to meet the prospective Board member in person

- **How to Get People Interested in Joining the Board**

First we believe that if we have found the “right” potential Board members, and have done a good job of getting to know them, and keeping them informed, a number of those individuals will be asking us if they can get involved. For those who may need a little more encouragement, getting them involved in a committee, or volunteering on a special project will help them see what the CSO/CRS is trying to accomplish, and help them understand how they might be able to fit in and contribute their services. Inform potential Board members of meeting regularities (frequencies, timings, venues etc.) and of capacity enhancement opportunities for Board members.

At this stage, a person-to-person effort is very relevant. It cannot be successfully accomplished without that personal touch. It also may be the most challenging because we may find the right potential Board member, may get them informed, and interested in joining our Board, but the timing may not be right for bringing that person onto the Board. In such situations, we need to find other ways to keep that person involved and interested until the time when an opening is available.

- **Special Considerations for Community Radio Stations**

A community radio station, unlike a state- or privately owned radio station, is a media entity which belongs to the community with no individual or group of individuals, for whatever reason(s), exercising exclusive control over its management and ownership.

CRS Board Structure and Election

A community radio Board shall comprise not more than nine respectable and credible individuals from a cross-section of the community. Gender balance and structural diversity shall strongly be considered when a community radio Board is being constituted.

Each Board member shall be elected by their constituent groups. These constituent groups shall be comprised of the business community, women’s groups, youth groups, elders, etc., and any other such groups as might be peculiar to a particular setting.

Each Board member elected to serve on the Board will serve no more than two three-year terms. A stakeholder forum organized and convened by the outgoing Board and management of the station shall inform the process of selection in line with the community radio policy.

A detailed process of selection of Board members shall be determined by each station consistent with the above-stated provisions and the community radio policy.

- **CSO/CRS Board Meeting Dates**

Background: CSOs and CRSs have had the opportunity to work with their local Board and communities to select the frequency and the timing of their local Board meetings. The frequency varies from monthly to bi-monthly, and the timing varies based on convenient times set by the Board members. It could be early in the month, mid-month or late in the month. As we are attempting to standardize many of the Board operations, one of the areas that we can focus on is the timing of the branch meetings.

Decision: The recommendation is that all CSO/CRS Boards meet every other month and should meet on the odd numbered months. In addition, the meetings should be scheduled in the latter half on the month except an alternative consensus date is agreed. The Board chair and Executive Director can schedule a special meeting of the CSO/CRS Board leaders if the need arises. Furthermore, it is recommended that the branch Board chair’s term run a given time period from one year to two or three years depending on the constitution of the CSO/CRS.

Benefits of Coordinated Meetings: The CSO/CRS Board of Directors meets every other month. Timely and essential information from the CSO/CRS can be presented to the CSO/CRS staff. Scheduling the meeting in the latter half of the month will allow for the previous month’s financial statements to be closed and reviewed. In this way, Board members can be informed about more accurate information

The term of service of the Chairperson should also be aligned with the constitution and the chairpersons should be recognized formally at a special event or annual meeting during the month of exit in line with the constitution.

- **General Time Requirements for Board Meetings**

- Board Meetings (at least 6 times a year) 1.5 – 2 Hours/Meeting
- Committee Meetings 1.5 Hour/ Meeting
- Special Events 2-4 Hours/year

- **Description of CSO/CRS Staff Persons**

CSO/CRS staff persons provide insight and information about their organization and can provide feedback on the feasibility of matters discussed in Board meetings.

- **Description of a Board Chair**

It is the Board Chair's job to help people make decisions for Board development and CSO/CRS sustainability.

- **Description of an Executive**

It is the Executive Director's/Station Manager's job to enable the Board chairperson help people including CSO/CRS staff and make decision for Board development and CSO/CRS sustainability, etc.

Session 5: General Responsibilities Description for Board of Directors

1) General Functions

The general functions of the Board of Directors include working with the Executive Director/Station Manager of the CSO/CRS and reporting to the Board of Directors of the CSO/CRS. It provides input and direction as to the operation of the branch. As a concerned group of volunteers, the Board of Directors primarily involves itself with planning and policy creation related to the operations of the CSO/CRS. It also concerns itself with ensuring that funds are available in order for the CSO/CRS to be able to carry out the activities of the organization.

The Board of Directors is responsible for advising the Executive Director and the staff about the directions which are in the best interest of CSO/CRS as a whole. As such, major activities will include the following:

- Provide advice and counsel to Executive Director/Station Manager and Board Chair
- Attend at least 70% of Board managers and related committee meetings. The CSO/CRS Board should generally meet at least 6 times per year.
- Participate and contribute in the annual fundraising activities for CSOs/CRSs
- Participate in any special events.
- Assume an active role on at least one standing committee.
- Support the staff and provide input for improving the service of the CSOs/CRSs to our members
- Approve recommendation of CSO/CRS strategic plan to CSO/CRS Board of Directors
- With other members of the Board and staff, make sure that the budget, polices, procedures and program efforts are consistent with the objectives of the CSO/CRS and its areas of service.
- Assist the Board by recommending potential candidates to be considered to the Board of Managers.
- Serve as a liaison with the community as to the mission and purpose of the CSO/CRS.

- **Functions Specific to Community Radio Station Board**

The community radio Board shall have the following functions:

- The Board, in consultation with the station’s management, has the right to elaborate the terms of reference of the Board and management of the community radio station.
- The Board is the highest decision-making body of the community radio station and is responsible for appointing the station manager. In doing this the Board must consider competency, gender balance and structural diversity in the community.

- The Board has the power to provide financial oversight for the community radio station and ensure that the station operates within the confines of the community radio policy.
- The Board has the power to set policy directions for the station, while the station’s management is responsible for daily operations and editorial decisions.
- The Board is responsible, in collaboration, coordination, and cooperation with the station’s management, for raising funds and soliciting other material assistance for the maintenance and sustenance of the radio station.
- The Board is responsible for establishing a strategy for sustainability and developing a moderate pricing policy for advertising and announcements generated within the community.

- **Specific Responsibilities of the Board Chair**
 - Guides the Board in the performance of its responsibilities
 - Monitors the progress of work of the standing committees
 - Appoints committee chairs and assists with their orientation
 - Chairs the Executive Committee
 - Presides over Board meetings and executive committee meetings
 - Serves as an ex officio member of all other committees and attends as needed
 - Prepares the agenda for Board meetings with the executive director
 - Supports the Executive Director in planning, budget, and policy decisions
 - Becomes familiar with the by-laws of the organization
 - Assists in recruiting top fundraising leadership and holds a leadership position in the annuals campaign

- **CSO/CRS Expectations of Board of Directors**
 - Planned and well-prepared agendas at all committee and Board meetings
 - Meaningful Board and committee meetings
 - Open exchange of ideas on critical topics at Board and committee meetings
 - Open interchange with the Executive Director/Station Manager and his designates
 - Ongoing Board orientation sessions
 - Tracking of Board meeting attendance
 - Tracking of committee assignments/attendance
 - Conduct of special events to recognize Board members and promote CSO activities

- **Involving Board Members**

Consider individual meetings with the new Board members, Board Chair and Executive Director to learn about Board members’ expectations and interests to help align their interests with the

appropriate committee or task force. Consider meetings within the first 3-4 months of the new Board member's term.

Board cultivation should stress the involvement of Board members as much as possible and these could include doing the following to increase Board members' participation.

- Conduct Board meetings that focus on strategic issues and get important things done and encourage Board members' participation, expression of opinions and involvement in their passion regarding committee work.
- Build relationships that foster trust and promote accountability. Conduct social events outside of Board meetings to help build relationships to create a positive working climate for all Board members.
- Engage new members in meaningful activities based on their skills, talents, and interests.
- Follow sound Board development. Develop effective communication processes for quick information dissemination and responses.
- Assign a mentor to each new Board member.
- Monitor Board members' attendance quarterly. If not engaged, find out why and address (usually through mentoring support).

- **Barriers to Keeping Board Members Involved**

- The Board is too large; some Board members do not feel needed
- Inflexible meeting procedures
- A feeling of isolation for minority Board members (i.e. women)
- Timing and venue of meetings
- Limited or no gender consideration during meeting (child care etc)
- The Board is too small; Board members feel overwhelmed or suffer insufficient stimulation or limited perspective.
- The Executive Committee is too active. If it meets too often, the rest of the Board may feel like a rubber stamp or disengaged.
- Members received insufficient or ineffective orientation.
- Agendas are weak. They lack substance and are too long or too routine. Board members do not see the relevance of Board meeting topics to organizational performance.
- Members do not feel well used or important. They will decide that they have better things to do.
- There is little or no opportunity for discussion. Board members feel bored or frustrated. A few Board members are allowed to monopolize discussion, to take up disproportional amounts of airtime, and carry disproportional weight in decisions.
- The Board lacks social glue. This means that Board members have little in common other than Board service and do not have opportunities to get to know each other.
- Status differences get in the way of team development.
- Board members lack passion for the mission.
- Board participation has become routine after many years of service.

- **Committees**

A committee reviews the Board committee structure. Every two years, the committee begins to review the structure and builds on committee goals, commissions and work plan based on the strategic plan.

- Committees are limited in number and only exist where policy needs ongoing monitoring support
- Committees investigate
- Committees develop options
- Committees prepare recommendations

- **Task Forces**

Task forces are established to accomplish a specific objective, such as reviewing by-laws or planning retreats, within a specific time frame. Using task forces allows Boards and Board members greater flexibility. Task forces are established on an as-needed basis: when the work is done, the group disbands. (The term ad hoc committee has been used to describe a task force.)

- Task forces are unlimited in number and focus on a single issue
- Task forces are short-term assigned commissions
- Generally task forces have limited authority

- **Some Characteristics of Good Board Development**

- Good Boards study themselves and the specific jobs to be done and then work hard to recruit the right individuals.
- Good Boards recruit Board members with the time, talent and treasures to specific jobs on your Board. The Board development process is very important.
- Good Boards conduct a CSO/CRS Board Retreat per year to focus on planning the work of the Board. Retreats also help build Board teamwork.
- Good Board development means recruiting Board members with different skills and perspectives, experiences and background.
- Good Boards communicate with Board members monthly through e-mail or phone, especially for those Board members who are not in meetings.

- **Board Responsibilities in Relation to Policies**

- Establishes all general policies for CSOs/CRSs
- Determines matters of policy for CSO/CRS within general guidelines of the CSO/CRS

- **Board Responsibilities in Relation to Planning**

- Establishes the CSO/CRS long range goals
- Supports the development of long range strategic plans
- Approves or delegates approval of annual objectives
- Provides input for CSO/CRS goals based on CSO/CRS needs and potentials
- Approves annual CSO/CRS objectives

- **Board Responsibilities in Relation to Monitoring**
 - Monitors goal achievement by CSO/CRS
 - Monitors achievement of CSO/CRS objectives and reviews goals
 - Reports on Board membership and performance

- **Board Responsibilities in Relation to Financial Management**
 - Supports fundraising to finance organization
 - Members make individual financial/material contributions
 - Approves CSO/CRS operation
 - Approves annual audit
 - Provides mentoring to ensure reliable financial and accounting services and systems
 - Oversees CSO/CRS budget expenditure
 - Monitors the management of CSO/CRS funds in accordance with general policies

- **Board Responsibilities in Relation to Program Functions**
 - Assists in setting standards and approves general standards set
 - Supports guidance for achievement of CSO/CRS program results and related policies based on community needs
 - Promotes community participation in CSO/CRS program initiatives
 - Ensures that CSO/CRS conducts programs in accordance with general standards and logical framework

- **Board Responsibilities in Relation to Staffing**

Executive level hiring and termination decisions are subject to the approval of the Executive Director/Station Manager with input and participation from the Board Executive Committee to ensure the following:

- Board provides guidance on personnel hiring services
 - Executive Director/Station Manager hires and dismisses staff as applicable
-
- **Board Responsibilities With Regards to Performance Review**
 - Conducts performance review of Executive Director/Station Manager
 - Provides input into performance review of staff
 - Provides feedback to Executive Director/Station Manager after performance review.

 - **Board Responsibilities With Regards to Relationship Building**
 - Represents CSOs/CRSs at neighborhood, regional, national and international events
 - Represents CSOs/CRSs in community and affiliated organizations
 - Represents CSOs in community and builds local community affiliation
 - Alerts CSO/CRS Board about legal needs

- **Common Violations of the Board Principles**

- Mismanagement: Failure to follow fundamental management principles, policies and procedures
- Non-management: Failure to use existing opportunities for good judgment and management
- Self-centeredness: Voting on decisions in which you face possible personal gain

In relation to the above, Board members should exert all efforts to ensure that they avoid violations as such.

- **An Effective Partnership Between CSO/CRS and Board Will Lead to the Following:**

- Functional and active CSO/CRS Board
- Policy determination
- Employment of a competent and innovative Executive Director
- Solicitation of contributions
- Evaluation of CSO/CRS programs
- Appraisal and approval of budget for relevant expenditures
- Effective administration of CSO/CRS policy
- Employment of all other staff through CSO/CRS team lead
- Support of fundraising efforts by CSOs/CRSs
- Support of CSO/CRS program implementation process
- Efficient budget development, review and tracking processes

- **Tips for Board Members Recognition**

- Give a lot of thank you. Don't forget personal recognition;
- Celebrate Board member's accomplishments;
- Recognize Board member's birthdays and anniversaries;
- Make the recognition personal (something they really like);
- Have lunch together once in a while;
- Write a thank you note to spouse for allowing the time commitment of a Board member;
- Display Board member's photos in CSO/CRS office lobby;
- Invite Board member to CSO/CRS social activities.

- **Expected Outcomes of an Efficient Board Operation**

- Increased Board leadership and other fundraising goals are accomplished.
- Increased participation in special events designated by the Board.
- CSOs/CRSs have positive and important community image.
- Potential candidates for the Board of Directors are identified and recruited.
- Board members and Executive Director/Station Manager will have open interchange of ideas and communication.
- Aimed at having fair representation of women and youth
- Active and functioning Board committees
- Board and committee meeting attendance is at least 70%

Session 6: Board Orientation, Mentoring & Ongoing Training

1) Recommended Best Practices for Orientating New Board Members

- Provide CSO/CRS Board members with a comprehensive 3-ring Board Orientation Binder, attractively composed, containing chapters on everything a new CSO Board member should know about the CSO/CRS, such as:
- Develop/organize a smart and comprehensive overview and related documentations as to provide to new Board members such as:
 - A one page document that provides an overview and key facts about your CSO/CRS including history to new Board members
 - The latest CSO/CRS strategic plan, with related progress reports of programs/projects implemented.
 - The CSO/CRS annual operating budget
 - CSO/CRS mission and operating principles
 - CSO/CRS Board roster, with addresses, phone numbers and email contact information
 - Description of the CSO/CRS relationship with the communities it serves
 - CSO/CRS staff roster, organization chart and the responsibilities for each staff member, including contact information
 - Job description describing the responsibilities of CSO/CRS key staff and role of the Board of Directors
 - CSO/CRS Constitution and By-Laws
 - Minutes of the last CSO/CRS Board meeting
 - Roster of CSO/CRS Board committees and synopses of the committee commissions and related work plan for the coming year
 - Statistical and narrative information about all CSO/CRS programs including locations and few photos
 - Document describing CSO/CRS fundraising efforts and advocacy efforts
 - Monitoring Plan to track activities of the Board and various committees such as the Development Committee.

Provide a brief summary of how the Board will conduct monitoring of CSO activities and also provide a description of how the Board will be monitored by the set of special committees.

Session 7: Mentoring for the Board Of Directors

Mentoring should form an essential component of effective Board development. Board members who have completed two years of Board service are eligible to become mentors.

The mentoring program will last one year from the start of the new Board member's term.

Each new Board member will be assigned a current Board Mentor as part of the orientation process. The Board Mentor will follow the process and activities listed below so that each individual reaches his/her fullest leadership potential on the CSO/CRS Board.

The following describes how mentoring initiatives should be supported.

- **The Process:**

- The Board Development Committee (via designated Mentor Program liaison members) invites an eligible Board member, who has no prior connection to the new Board member, to serve as the Mentor.
- The Mentor is provided with a copy of the new Board member's application to the Board to reveal the individual's background and to accelerate the introductory stage of the mentoring process.
- If the new Board member fails to attend Board meetings and other Board/branch activities, and does not respond to Board Mentor inquiries, the Mentor should be notified.
- Board Mentors are publicly thanked at the inception of their Mentorship service and at the conclusion.

- **The Mentoring Activities**

- Establish an initial meeting for the purpose of getting to know each other. Share how you became involved with the Board and what it has meant to you. Share your own early Board membership experiences in order to personalize the relationship and to provide insight into the process of learning.
- Ask about the other person's involvement and aspirations. This is best done in person, but if that is not practical, it can be done by phone.
- Attend the broad orientation meeting with the Mentee to help make their Board orientation program successful.
- If practical, offer to drive the new member to the first Board meeting. Use that time to discuss the upcoming meeting.
- Contact the new Board member several days prior to Board meetings and events to encourage attendance and participation.
- Introduce the new Board members to as many Board members as possible during the first few Board meetings. Sit with the new Board member at the first few Board meetings and engage him/her in conversation about the CSO/CRS.
- At the new Board member's first Board meeting, prepare and deliver a 60-second introduction to the group.
- Interpret and answer questions the new Board members may have about committee work. Assist the new Board member with understanding the committees and selecting one that fits with both interests and abilities. New Board members' involvement in committees is crucial for improving the commitment of Board members.
- Seek the new Board member's question concerning Board topics and discussion immediately after Board meetings and provide additional information when needed.
- Communicate with the new Board member between meetings
- Call the new Board member immediately after a missed Board meeting to inquire about the absence and share the meeting's highlights. This call is not to "pursue" them, but rather to send a clear signal that the Board looks forward to their active participation. It is a positive not a negative call. Too often Board members who miss the first or second Board meeting never get a call; hence do the message they hear is that no one really missed them? When you contact them, give them the summary report of the Board meeting and what focus the next meeting might take.
- When attending regular meetings, receptions, Board member social events, special program functions and the annual meeting invite the new Board members to join you.

- Share your knowledge of the culture and style of CSO/CRS leadership. Discuss the unspoken rules and the differences between policy and practice, and any personal tips that have made your Board experience gratifying.
- Inform the Executive Director/Station Manager and Board Chair of any concerns expressed by the new Board member.

Session 8: Description Of an Effective Organization that a Board Should Seek to Support

The authority of the CSO/CRS Board is described as the body that has oversight responsibility for the efficient functioning of the CSO/CRS. The Board therefore ensures the following:

- CSOs/CRSs should be accredited by an Article of Incorporation
- Authority should be assigned by CSO/CRS Board
- CSOs/CRSs may enter contractual agreements with other parties in line with their mission
- CSOs must comply with relevant reporting and other requirements of the MOPEA as and when required
- As employers, CSOs/CRSs must ensure compliance with labor, income tax and social security regulations for their employees
- Existence of a written constitution or other similar policy documents
- Constitution is accepted and approved by members of the organization (Board, Management & Staff)
- Vision, Goal, Mission and Value Statement are displayed in the offices and/or well communicated to all members of the organization
- Existence of an organizational structure, and a system that outlines roles and responsibilities of the organization's executives
- Effective orientation program for new members of the organization
- Board members must not be involved in the executive management of the organization

Attachments

Attachment A:	Board/Committee Member Self –Assessment Form
Attachment B:	Board Members Attendance Record
Attachment C:	Board Directors Application Form
Attachment D:	Board Member's Report Card
Attachment E:	Sample Board Meeting Agenda for CSO Board of Directors Meeting
Attachment F:	Board Profile worksheet (Expertise/Skills/Personal Data)
Attachment H:	Board Profile Worksheet Summary
Attachment I:	Mentoring Application Form

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- 4) <http://www.businessdictionary.com/definition/Board-of-directors>.
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