Newsflash

firelight FOUNDATION

21 November 2013

Dear Friends,

We have found, time and again, that many problems organizations face can be prevented if the organization has a strong and active board. Successful organizations have board members that understand their responsibilities and take them seriously. As the HelpAge tool below highlights:

The board of management is ultimately responsible for everything that is done in the name of the organization.

The week's edition of the newsflash focuses on board governance and the board's role in financial oversight. We hope you find it useful in your work.

Sincerely,

The Firelight Team

(Resource) HelpAge: Strengthening your Organization: Effective Governance
(Resource) MSH: The Board's Responsibility in Financial Oversight
(Call for Proposals) The MATCH International Women's Fund
(Call for Pre-Proposals) IUCN Small Grants for the Purchase of Nature

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(Resource) HelpAge: Strengthening your Organization: Effective Governance

Chapter One from HelpAge's useful manual "Strengthening your Organization" is on Governance. We will include key excerpts from this chapter below, and also attach the entire chapter to this edition of the newsflash.

'Governance' is the way in which an organisation distributes powers, rights, and accountability. New organisations of only a few people often work closely and flexibly, but mature and larger organisations need to work more formally, and often need to be legally registered.

One common form of governance is to place ultimate responsibility for the actions of the organisation in the hands of a board of management – a group of people who are elected

or appointed to oversee the work of the organisation. This body – and these people – are ultimately responsible for everything that is done in the name of the organisation.

Distinct roles for governance and management
Effective governance can ensure that your organisation has a strategic direction and that the people who are supposed to benefit from the organisation's activities are getting as much support as they can. It can protect your organisation from being used by individuals for their private gain, and ensure it is accountable to the public, members, beneficiaries, donors and, where appropriate, to the state. Accountability is particularly important for organisations working with or on behalf of disadvantaged people, and which raise funds on that basis.

An effective board is as important to the success of your organisation as having qualified and competent staff. The most successful organisations are usually those in which board members and professional staff are aware of, and committed to, their respective roles and responsibilities, and are working together to fulfil these.

The board members need to oversee the organisation, monitoring its overall performance and progress as it seeks to achieve its aims and objectives. In consultation with staff, they will set policy that determines long-term direction and strategy. This is different from management. Where an organisation employs professional staff, it is vital that the board allows staff the freedom to manage the organisation on a day-to-day basis. However, board members retain, and must accept, ultimate legal responsibility for everything that an organisation does and how it does it.

Ensuring that board members understand their role
It is very important that your board members understand their crucial role in the organisation, since they are ultimately legally responsible for everything that the organisation does and how it does it. Some members, such as the chair, treasurer and secretary, will also have special extra responsibilities. All members have a particularly important responsibility to safeguard the values of the organisation, and to ensure accountability and transparency. It is useful for board members to have a job description setting out their roles and responsibilities. The role of board members is to:

Safeguard values and ensure vision and direction
- Define, safeguard, and review periodically the values and long- term vision of the organisation
- Ensure that the organisation has a clear strategic direction, and that its work is effectively planned and reviewed.

Monitor progress
- Ensure that the organisation complies with its constitution and any relevant legislation, and is pursuing its aims as defined in the constitution
- Ensure that the organisation acts in the interests of its beneficiaries

- Ensure that there are high standards of operation, administration, evaluation and reporting in the organisation.

Support and monitor management systems
- Decide how the organisation will be managed, including developing and reviewing the constitution
- Recruit, supervise, support, and review the work of the director
- Make decisions when management is deadlocked
- Support and develop the financial position of the organisation, and ensure that money and other resources are used exclusively to achieve the objectives of the organisation
- Protect and manage the property of the organisation and ensure that any funds are invested properly.

Promote the organisation
- Represent and promote the organisation and its aims to outside bodies to enhance the organisation's public image.

Defining values
- Respecting the rights, culture, and dignity of the men and women served or affected by the organisation's work (the beneficiaries), taking into consideration their special needs and abilities
- Devoting as much of their resources as possible to the organisation's work
- Ensuring that the organisation remains true to its mission and objectives, and that its identity, integrity, methods and activities are not distorted, subverted, taken over, or corrupted by external or internal personal or organisational self-interests
- Involving, wherever possible, beneficiaries as partners
- Collaborating and networking with other agencies around issues of mutual concern and interest rather than competing with them
- Maintaining high ethical standards at both an organisational and personal level.

Accountability
Accountability means being able to provide an explanation for the actions and/or conduct of the organisation (or an individual). This is particularly important for organisations that work with or on behalf of disadvantaged people, and that raise funds on this basis. The organisation is accountable to:
- Members of the organisation
- Beneficiaries
- Funders, and those organisations with which contracts are entered into
- The public
- The state.

Board members can improve accountability by ensuring that the organisation works

transparently.

Transparency
Transparency means being open about your work with the members and beneficiaries, other organisations, and the general public. Make your organisation's aims and objectives clearly known by producing statements of:
- The organisation's mission, objectives, and policies
- Its methods, activities and achievements, including evaluations and analyses of the organisation
- Its geographical scope
- Its organisational structure, and in particular how it is controlled and managed
- Its constituency, affiliations, and links to other organisations, if any
- Its sources and uses of funds.

Make this information widely known by:
- Publishing and disseminating annual narrative and financial reports, as well as reports on particular activities and on the results of reviews and evaluations
- Using the media to tell the public about your work
- Mounting public education programmes where appropriate
- Maintaining regular dialogue with government and other relevant agencies
- Participating in NGO networks.

More material on governance is available in the attached Effective Governance chapter of the HelpAge "Strengthening your Organization" handbook: **SEE PAGE 9**

(Resource) MSH: The Board's Responsibility in Financial Oversight

The board has the ultimate responsibility for the financial viability of the organization. In the early stages of an organization's development, the board may be in charge of formulating financial policies and monitoring all major financial and investment decisions. As the organization evolves and matures, the board will need to focus more on controlling costs, evaluating the economic environment within which the organization operates, and deciding how that environment affects the organization's ability to achieve its goals.

This oversight function consists of three main responsibilities. First, the board has to determine the financial goals of the organization and monitor management's progress in achieving those goals. Second, it needs to establish sound financial policies and monitor whether the organization's activities adhere to those policies. Third, the board must review the organization's financial control systems in order to safeguard the resources of the organization. In addition, most organizations are required to comply with donor or government regulatory provisions. To comply with these regulations, the board should arrange for a financial audit to be conducted by a licensed independent auditing firm at least annually or as otherwise required.

Monitoring the organization's financial position. While the board's role in helping to increase revenues is critical to the financial well-being of the organization, the board must also develop policies for reducing or controlling the cost of programs and services. Increasing the efficiency of management systems is one way that an organization can reduce costs while maintaining the quality of the services it provides.

To provide effective financial oversight, boards often create a special finance committee made up of members with experience in financial management. The members of such a committee should know the proper questions to ask, what information to review, and how to analyze and use the information to make financial decisions. If the organization has a number of large programs, or programs funded by different donors, the board may need to review each program individually. In any case, all financial information should be reviewed in the context of the programmatic results achieved during the period under review.

At each board meeting, the board will need to receive certain financial reports that detail the organization's income, expenses, and any surplus or deficit. The reports should highlight any deviations from the budget, projected revenues, and any actions management is taking to correct those deviations. The board must know how to review and interpret three key financial documents:

A cash flow projection worksheet. This worksheet usually covers a 12-month period and shows all anticipated financial obligations and expected cash revenues based on the existing work plan and budget. This worksheet helps to reveal if there will be any periods when funds will be insufficient to cover expenses. The worksheet should be updated each month to reflect any changes in cash projections.

A balance sheet. This report shows the financial position of the organization at a particular point in time. It summarizes the organization's assets, liabilities (debts or payables), and reserves (equity or fund balance), which the board can use to assess the financial stability of the organization and to see whether its liabilities can be met.

An income statement. Also known as a profit and loss statement, this report presents an analysis of the net income or deficit of the organization over a defined period of time. The board can use this report to assess the overall financial performance of the organization by comparing actual income and expenditures with the budget. It can also be used to compare current income and expenditures with those of the previous year. Using this information, the board can advise the executive director to revise budgets or work plans or to take actions to reduce costs by changing fee structures or increasing program efficiency.

Capital investments should also be reviewed by the board. Since any capital investments will have long-term financial implications that will affect the operating costs of the organization, these potential acquisitions should be scrutinized to determine whether

they are consistent with the organization's mission and strategic plan, and whether they are financially sound.

Keeping your board well informed. The executive director should make sure that the board, or the board's finance committee, receives the following information on a quarterly basis:

- A report of revenue and expenses (income statement) compared to the budget, with explanations of any significant variance;
- A cash flow projection update;
- A balance sheet showing the financial position of the organization at that time;
- A report on the number of current clients compared with the number projected, and compared with the number in same period of the previous year, and in previous quarters of the current year;
- A report on information, education, and communication (IEC) activities and outcomes;
- A report on fund raising activities and results;
- A report on public and community affairs activities and results;
- A list of critical issues that might affect the stability of the organization.

This and more information on working with boards is available on Management Sciences for Health (MSH) website: http://bit.ly/1idXP4R

(Call for Proposals) The MATCH International Women's Fund

The MATCH International has announced the 2013 Call for Proposals for its International Women's Fund. This Fund is the first international fund from Canada focusing on social innovation around the world. MATCH bridges feminist grassroots human rights movements and the world of social innovation. It funds women's rights organizations around the world to make lasting changes in the lives of women and girls.

MATCH provides direct funding and support for women's rights organizations and scale-up funding for women social innovators; it generates and leverages opportunity to accelerate and scale social innovations that promote equality and human rights; it identifies and promotes value of social innovation from a gendered perspective and convenes and collaborates to advance systems change.

MATCH International's Women's Fund welcomes proposals on social innovation promoting women's rights under two streams:

- Holding Ground Stream that offers grants to provide flexible core support to organizations working to 'hold the line' by providing critical services/programs in response to increasingly violent backlash against women's equality globally and support capacity building and/or strengthen organizational sustainability.
- Breaking Ground Stream to provide grants for a tested innovation that is

grounded in systems change (i.e. with intent to shift the framing an issue, shift in behavior, shift in engagement, or shift in policy); innovation and/or demand for program expansion; collaboration and partnerships across sectors (e.g. with government and/or private sector partners); new infrastructure demands and activities for growth and transition to scale; business planning and capacity building needs.

Minimum grant amount will be $10,000 and will not exceed $20,000 CAD.

Organizations from the Global South are encouraged to apply for this Fund. The essential criteria to apply for the grants are that the organizations:
- Are governed, directed, and led by women.
- The primary focus is advancing women's equality and human rights.
- Have a demonstrated track record and community support.

The deadline for applying to the MATCH International Women's Fund is: FRIDAY **December 6th 2013**.

For more information, visit this link: http://bit.ly/HWcDrx

(Call for Pre-Proposals) IUCN Small Grants for the Purchase of Nature

IUCN (National Committee of the Netherlands) provides Small Grants for the Purchase of Nature (SPN) to local NGOs in Latin America, Asia, Africa and the Pacific to work towards protection of threatened nature, create safe reserves and connect wildlife habitats for endangered species. The idea behind this grant opportunity is that if capable NGOs start purchasing land areas with the financial support from SPN to prevent rapid destruction of forests and nature, it will lead to better conservation. Although governments are making efforts to create protected lands and forests, the time taken by them to make such policy decisions is very long.

The SPN programme works only with carefully selected local conservation NGOs, with a proven capacity in management of natural resources. These NGOs will eventually own and manage the purchased areas. The SPN programme DOES NOT own any lands, it only provides the funds for the purchase. Buying land and placing the management, and/or ownership, in the hands of an NGO can be a delicate and sometimes complicated matter. For people living around the purchased area, access rights can change, as well as the right to use the resources available in the area. Therefore besides having a proven capacity in natural resource management, NGOs must also have the capacity to cooperate with local stakeholders, and know how to manage the area in a participatory manner.

The funds are eligible for local conservation NGOs working in Latin America, Asia, Africa

and the Pacific. Although the geographical range of SPN is very broad, the bulk of the projects funded are located in Latin America. Legislation in most countries of this continent makes it relatively easy (compared to many countries in Africa and tropical Asia) for NGOs to purchase and manage land, and arrange for the title deeds to be registered in their name.

High funding priority will be given to;
- Land purchase in or adjacent to areas with a high biodiversity value, like Alliance for Zero Extinction (AZE) – sites or Important Bird Areas (IBAs);
- Areas with ecosystems and/or species listed Critically Endangered or Endangered on the IUCN Red List;
- Land purchase involving ecosystems under-represented in the public protected areas system (for example dry forests in Mexico, Ecuador);
- Areas with a strategic importance for the protection of the hinterland (buffer zones) or connect important areas (corridors).

Pre-proposals are due 1 May 2014
Read more on this link: http://bit.ly/1a9xYrv

Welcome to our new subscribers this week!

Baylor College of Medicine Children's Foundation, Uganda
Women Rights Action Group (WRAG), Tanzania

As part of the Firelight Foundation's Capacity Building Program, Firelight provides "Newsflashes" to share relevant resources and information with our active grantee-partners via weekly emails and via post on a monthly basis. We hope that by facilitating access to information for grassroots, community-focused organizations, programming for children and families, as well as organizational development, is enhanced. Past editions of the Firelight Newsflash can be found on our website: http://www.firelightfoundation.org/resources/newsflash/.

We welcome your comments, feedback and ideas for upcoming Newsflashes at newsletter@firelightfoundation.org.

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Section 1

Effective governance by a board of management

This section will be useful for those organisations governed by a board of management (sometimes known as an executive committee or management committee). If you are a board member or senior manager, it will help you to explore ways in which your board can monitor and support your organisation more effectively.

Contents

What is governance?

'Governance' is the way in which an organisation distributes powers, rights, and accountability. New organisations of only a few people often work closely and flexibly, but mature and larger organisations need to work more formally, and often need to be legally registered.

There may be several forms of registration to choose from, depending on the requirements of the country and what is most appropriate to the objectives of your organisation. Appropriate legal structures could include private trusts and foundations, not-for-profit and limited liability companies, charities, associations, co-operatives, and friendly societies – you must choose the one that is right for your organisation. You could discuss this with government legal advisors.

The government may require organisations to register in a particular way before they can receive funding, while charitable status may release the organisation from paying tax. Registration may improve your organisation's ability to recruit new members, influence policy, and carry out its work.

In most countries, registered organisations must have a document, such as a constitution, memorandum of association, or set of bye-laws, which states how the organisation will be governed. An example of a constitution for an organisation that works with older people is included on page 24. It is for guidance only, but your constitution should describe the legal structures of your organisation, explain who is to be held accountable for the actions of the organisation, and how the powers and rights are distributed. It is important that board members periodically review the constitution to ensure that it is meeting the needs of the organisation.

One common form of governance is to place ultimate responsibility for the actions of the organisation in the hands of a board of management – a group of people who are elected or appointed to oversee the work of the organisation. This body – and these people – are ultimately responsible for everything that is done in the name of the organisation.

The board of management is ultimately responsible for everything that is done in the name of the organisation.

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The most successful organisations are usually those in which board members and professional staff are working together to fulfil their respective roles and responsibilities.

Distinct roles for governance and management

Effective governance can ensure that your organisation has a strategic direction and that the people who are supposed to benefit from the organisation's activities are getting as much support as they can. It can protect your organisation from being used by individuals for their private gain, and ensure it is accountable to the public, members, beneficiaries, donors and, where appropriate, to the state. Accountability is particularly important for organisations working with or on behalf of disadvantaged people, and which raise funds on that basis.

An effective board is as important to the success of your organisation as having qualified and competent staff. The most successful organisations are usually those in which board members and professional staff are aware of, and committed to, their respective roles and responsibilities, and are working together to fulfil these.

The board members need to oversee the organisation, monitoring its overall performance and progress as it seeks to achieve its aims and objectives. In consultation with staff, they will set policy that determines long-term direction and strategy. This is different from management. Where an organisation employs professional staff, it is vital that the board allows staff the freedom to manage the organisation on a day-to-day basis. However, board members retain, and must accept, ultimate legal responsibility for everything that an organisation does and how it does it.

Selecting board members

The constitution should describe how many board members there should be and how they will be selected. There are no fixed rules about the number of board members an organisation should have, but it is usual to have about 6-12, depending on the size of the organisation. Some posts can be appointed, particularly where someone brings a particular skill or a significant degree of influence, such as an accountant, but most posts should be elected to ensure openness and accountability.

The board should include representatives of those people it seeks to serve. An organisation whose target group is older people, for example, should ensure that older people are well represented. There should also be a balance of men and women. The aim should be to create a board which contains a wide enough range of expertise and knowledge to make it an effective governing body.

Potential board members should be able to demonstrate, or have the potential to develop, the following attributes:

- commitment to the mission of the organisation
- understanding of the needs of the organisation and its beneficiaries
- willingness to commit time
- willingness to use their influence and connections to secure funds
- willingness to use their influence and contacts to lobby on behalf of the organisation and its beneficiaries
- good judgement
- ability to think strategically
- discretion in working with others on confidential issues
- ability to work in a team.

The constitution should detail how a regular flow of new members will be recruited to ensure that membership does not become static and moribund. Typically, a board member will serve for two years before standing for re-election. Most organisations limit the number of terms that a board member may serve (usually two or three terms). Board members should work in a voluntary and unpaid capacity, but have their expenses paid.

Most board members should be elected to ensure openness and accountability, and the board should include representatives of those people it seeks to serve.

Board members have a responsibility to safeguard the values of the organisation, and to ensure accountability and transparency

Ensuring that board members understand their role

It is very important that your board members understand their crucial role in the organisation, since they are ultimately legally responsible for everything that the organisation does and how it does it. Some members, such as the chair, treasurer and secretary, will also have special extra responsibilities which are explained on page 6. All members have a particularly important responsibility to safeguard the values of the organisation, and to ensure accountability and transparency. It is useful for board members to have a job description setting out their roles and responsibilities. The role of board members is to:

Safeguard values and ensure vision and direction
- Define, safeguard, and review periodically the values and long-term vision of the organisation

- Ensure that the organisation has a clear strategic direction, and that its work is effectively planned and reviewed.

Monitor progress
- Ensure that the organisation complies with its constitution and any relevant legislation, and is pursuing its aims as defined in the constitution

- Ensure that the organisation acts in the interests of its beneficiaries

- Ensure that there are high standards of operation, administration, evaluation and reporting in the organisation.

Support and monitor management systems
- Decide how the organisation will be managed, including developing and reviewing the constitution

- Recruit, supervise, support, and review the work of the director

- Make decisions when management is deadlocked

- Support and develop the financial position of the organisation, and ensure that money and other resources are used exclusively to achieve the objectives of the organisation

- Protect and manage the property of the organisation and ensure that any funds are invested properly.

Promote the organisation
- Represent and promote the organisation and its aims to outside bodies to enhance the organisation's public image.

Defining values, accountability and transparency
Values are the beliefs or guiding principles of the organisation.
For members of the HAI network this means values based on the
desire to improve the situation of older people. They demonstrate
such values by:

- respecting the rights, culture, and dignity of the men and women
  served or affected by the organisation's work (the beneficiaries),
  taking into consideration their special needs and abilities

- devoting as much of their resources as possible to the
  organisation's work

- ensuring that the organisation remains true to its mission and
  objectives, and that its identity, integrity, methods and activities
  are not distorted, subverted, taken over, or corrupted by external
  or internal personal or organisational self-interests

- involving, wherever possible, beneficiaries as partners

- collaborating and networking with other agencies around issues of
  mutual concern and interest rather than competing with them

- maintaining high ethical standards at both an organisational and
  personal level.

Accountability
Accountability means being able to provide an explanation for the
actions and/or conduct of the organisation (or an individual).
This is particularly important for organisations that work with or
on behalf of disadvantaged people, and that raise funds on this
basis. The organisation is accountable to:

- members of the organisation
- beneficiaries
- funders, and those organisations with which contracts are entered
  into
- the public
- the state.

Board members can improve accountability by ensuring that the
organisation works transparently.

Transparency
Transparency means being open about your work with the
members and beneficiaries, other organisations, and the general
public. Make your organisation's aims and objectives clearly
known by producing statements of:

Transparency means being open about your work with the members and beneficiaries, other organisations, and the general public.

The chair leads the board, making sure that members fulfil their responsibilities for governance, and supports the director in achieving the aims of the organisation.

- the organisation's mission, objectives, and policies
- its methods, activities and achievements, including evaluations and analyses of the organisation
- its geographical scope
- its organisational structure, and in particular how it is controlled and managed
- its constituency, affiliations, and links to other organisations, if any
- its sources and uses of funds.

Make this information widely known by:
- publishing and disseminating annual narrative and financial reports, as well as reports on particular activities and on the results of reviews and evaluations
- using the media to tell the public about your work
- mounting public education programmes where appropriate
- maintaining regular dialogue with government and other relevant agencies
- participating in NGO networks.

Key responsibilities

The chair
The chair (or president) of the board is a key position. Choose the chair carefully and plan their succession well in advance, if possible enabling the new chair to serve first as deputy chair. The chair leads the board, making sure that members fulfil their responsibilities for the governance of the organisation. The chair works closely with the director, supporting him/her in achieving the aims of the organisation and acting as the channel of communication between board members and staff.

The responsibilities of the chair should be written in the constitution. The chair should:

- lead the board in setting the strategy and policy of the organisation
- plan the annual cycle of board meetings
- set agendas for board meetings in consultation with the director
- chair board meetings

- monitor that decisions taken at meetings are implemented

- communicate openly and fairly with the director

- work in partnership with the director to help him/her achieve the aims of the organisation

- liaise with the director to keep an overview of the organisation's affairs and to provide support as appropriate

- lead the process of appointing the director and in appraising his/her performance

- sit on appointment and disciplinary panels for senior staff

- represent the organisation at functions and meetings, and act as a spokesperson as appropriate

- evaluate the performance of board members.

   The deputy chair or vice-chair takes on the functions and responsibilities of the chair, when the chair is not available.

The treasurer
The treasurer oversees the financial affairs of the organisation, ensuring its financial viability and that proper financial records and procedures are maintained. The treasurer should help other board members to perform their financial duties, by interpreting and explaining the accounts and accounting requirements, and reporting essential information in such a way that members understand it. In small organisations the treasurer may actually maintain the financial records and prepare budgets and financial reports. In larger organisations he or she may work in collaboration with a staff member, such as the finance officer. The treasurer should:

- plan for the financial security and long-term sustainability of the organisation

- present financial reports to the board and the annual general meeting

- keep the board aware of its financial responsibilities

- ensure that appropriate accounting procedures and controls are in place

- be assured that the financial resources of the organisation meet its present and future needs, and advise on the financial implications of the organisation's strategic plans

- liaise with staff and volunteers about financial matters

The treasurer oversees the financial affairs of the organisation, ensuring its financial viability and that proper financial records and procedures are maintained.

The relationship between the director and chair of the board is one of the most crucial in the organisation.

- ensure that financial investments are consistent with the aims and objectives of the organisation and meet any legal responsibilities

- ensure that the organisation's accounts are prepared in a suitable format and are audited.

The secretary

The secretary supports the chair by ensuring the smooth functioning of the board. This role may be carried out by a member of staff, rather than a board member. It is the secretary's responsibility to do (or delegate) the following tasks:

- receive agenda items from board members/staff

- prepare agendas with the chair and director, and circulate these along with any relevant papers required for discussion

- make all the arrangements for meetings (such as booking the room, arranging for equipment and refreshments, organising facilities for those with special needs)

- check that a quorum is present (a quorum is the number of members that must be present to constitute a valid meeting – for example, a third or half the number of board members, including the chair)

- minute the meetings, ensure that the minutes are signed by the chair once they have been approved, and circulate them

- sit on appraisal, recruitment and disciplinary panels as required.

The director

The director (or chief executive) plays an important role in ensuring good governance and developing the board. The relationship between the director and chair of the board is one of the most crucial in the organisation. It is the responsibility of the director to:

- develop, update, and present to the board job descriptions for senior staff and board members

- maintain a good working relationship and good communications with the chair of the board

- keep the board informed about the progress of the organisation

- provide orientation to new board members

- help the board to understand its role in policy development and in maintaining an overview of the organisation

- encourage periodic board retreats and other self-study exercises.

Improving the effectiveness of the board

Board members need information and support from the organisation to enable them to fulfil their role effectively. Both board members and staff are responsible for ensuring that they receive this. A thorough induction and proper preparation for meetings are key to ensuring the effectiveness of the board.

Complete an induction
All new board members should go through an induction (see page 10). Long-serving board members will also benefit from a periodic 're-induction'.

Understand the organisation
Board members should ensure that they know and understand the following:

- the mission of the organisation

- the constitution and any other formal documents

- the areas and programmes within which the organisation works

- the organisation's management and staff structure

- the board's procedures.

Prepare for committee meetings
Board members should ensure that they are sent committee papers well in advance of the meeting. They should read the papers and identify important issues for discussion or comment.

Ask the right questions
One of the most important functions of a board member is to ask the right questions. Board members should not be afraid to ask questions and press for explanations, drawing on their own expertise where relevant. They will learn what to look for in a budget or work plan, and should feel free to ask for information which they think will help in monitoring the organisation, rather than rely on staff to decide what information is relevant.

Board members should not be afraid to ask questions and press for explanations, drawing on their own expertise where relevant.

Board members should take the lead in establishing a sense of partnership with staff.

Take action if necessary
If a board member becomes worried about a particular aspect of the organisation, it is **essential** that they take action and not keep the concern to themselves. Some matters can be discussed with a senior staff member or the chair. Sometimes it may be appropriate to express the concern publicly at a committee meeting.

Establish good relationships with staff
Board members should ensure that they have a chance to meet and support staff, for example by visiting the office. Good board members can really boost staff morale. There can often be tensions relating to respective roles and responsibilities of board members and staff. Board members should take the lead in establishing a sense of partnership, but also remember that their role is in governance, and let staff get on with their day-to-day responsibilities.

Get advice if necessary
Board members should ensure that they get the right advice, support, and training to govern the organisation effectively.

Inducting new board members

It is essential that board members receive a thorough induction, including written information and an orientation session. The purpose of an induction is to ensure that board members fully understand the organisation and their role in it. Hold the orientation as a separate event, especially where there are several new board members, and prior to the new members' first board meeting, as this will help them to participate fully as quickly as possible. Staff and experienced board members can present the structure and work of the organisation, while the chair or president should explain the role and responsibilities of the board. Arrange for board members to spend some time at the office so that they can meet the staff and understand the way the organisation works.

Invite new board members to introduce themselves at their first meeting, explaining any previous involvement with the organisation, what skills and experience they bring, and why they decided to join the board. If board members are unable to commit the time to a separate induction event, then it can be held as part of a board meeting – but do they really have time to be a board member if this is the case?

The induction pack
Prepare an induction pack to give both to all new board members and to longer-serving members whose interest and commitment may have waned. The pack should include:

- the history of the organisation, including when it was founded, its original purpose, and any significant changes of direction it has taken

- statements about the organisation's values, mission and objectives

- information about the organisation's current work, detailing sources of funding and major donors and including copies of any recent newsletters

- details of other board members, including their addresses and telephone and fax numbers (if possible include brief career summaries of all members to highlight their expertise in a particular area)

- the structure of the organisation (an organisation chart and list of key staff with job title and a clear indication of their responsibilities)

- most recent annual report and accounts for the previous two years

- a copy of the constitution, and any other governing documents

- roles and responsibilities, and job descriptions of board members

- a recent set of board papers and minutes

- board and committee structure

- the director's job description

- major policy documents

- dates of forthcoming meetings.

Ensuring effective meetings

The quality of decisions that your board members make will depend on planning, preparation, and the efficient running and chairing of their meetings.

Board meetings have many functions, and should aim to:

- **receive** information

- **consult** board members on their opinions and feelings

- **discuss** important policy and strategic issues

- **decide** on important policy and strategic issues

- **review** or ratify previous decisions.

The quality of decisions that board members make will depend on planning, preparation, and the efficient running and chairing of their meetings.

Meetings work best when board members act as a team. Time should be invested in team building.

The **components** of a good board meeting include:

- plans for the meeting made well in advance
- a detailed agenda sent out at least a week in advance
- agenda items listed in a logical order, with the most important early in the meeting
- clear, concise reports relating to the agenda items sent out for information, discussion, or decision
- an indication of the time allowed for each agenda item and an agreed finishing time for the meeting
- accurate minutes that summarise discussion, state clearly any decisions taken and who will implement them, and further action to be taken, by whom and by when.

All members should **prepare** for board meetings by:

- reading the papers
- thinking about the issues to be discussed
- making notes of points they wish to raise.

The chair should **manage** the meeting by:

- keeping the discussion focused
- stimulating discussion and drawing out quiet members
- recognising a potential decision when one arises.

Board members should **participate** by:

- drawing on their own expertise, where relevant
- asking questions and pressing for reasons to the answers given
- allowing others to contribute
- knowing what to look for in a budget or business plan – this is partly a matter of experience, but is also a skill which can be taught or developed over time.

Minutes should be **distributed** promptly:

- Minutes should be circulated within a week of the meeting, setting out a summary of the decisions taken and listing action to be taken, by whom and by when. This gives those not present an early opportunity to learn what was decided, and provides a good checklist for those who have agreed to take action.

It is important to note that:

- The board's decisions do not have to be agreed by all board members. If a vote has been taken, board members are bound by the decision of the majority, provided the meeting had a quorum.

- Meetings work best when members act as a team. Invest time in team building to let members get to know each other, develop trust and mutual respect, and understand each other's expertise.

Sub-committees and working groups

You may find that a monthly, bi-monthly, or quarterly meeting of your board is enough. But if your organisation is large, your board may want to establish sub-committees or working groups which may meet more often. These are smaller groups composed of only some board members to take on specific responsibilities, such as developing a fundraising strategy, and to make recommendations to the main board.

To make the most efficient use of board members' expertise, a **sub-committee** can:

- deal with urgent matters between meetings of the full board

- prepare specific issues for board meetings

- help the director to represent the organisation

- act as an effective link between the staff and board

- sit as recruitment panels for senior staff appointments

- sit as disciplinary panels

- act as a final court of appeal for serious disciplinary matters.

If you want to use sub-committees to carry out aspects of the organisation's business you must authorise them to do so by writing that function into your constitution. Sub-committees can focus clearly on specific topics and use your members' expertise efficiently; without them board meetings can be over-long and arduous, decision-making can be slow, and the board can lose its overview of the organisation.

Sub-committees and working groups should have clear terms of reference.

A **working group** is a time-limited, task-oriented group set up to investigate, discuss, and make proposals to the board about a particular project or issue by a given date.

Give all your sub-committees and working groups clear terms of reference, indicating what is expected of them and to whom they are accountable. Terms of reference should include:

- name of the group
- membership
- purpose (a brief statement of why the group exists)
- delegated authority (whether it has decision-making powers or is purely advisory)
- frequency of meetings
- duration of meetings
- chair (named person or title of office)
- service by (secretary or minute taker)
- reporting procedure (to whom it must report)
- quorum (the number of members that must be present before the group can make decisions).

Dealing with problems

Typical governance problems

The two main governance problems are either a weak board, or one that is too involved in the day-to-day work of the organisation.

A weak board will result in an organisation controlled by the staff and volunteers, with no monitoring of progress, performance or financial management. There is a very real risk of individuals pursuing their own ambitions and agendas, rather than focusing on the beneficiaries. The organisation will eventually lose its credibility, and it will be more difficult to secure funding.

A board that becomes too involved in the day-to-day work of the organisation, trying to control all aspects, will cause conflicts with the professional staff. The result is often an organisation which achieves far less than its potential, and it is the beneficiaries who lose out. This problem typically occurs when organisations are in transition from being run by volunteers to employing staff. Some board members, particularly those who helped found the organisation, may have trouble letting go of control of the day-to-day work.

Possible solutions to governance problems

1. The chair of a board that has become weak, or the director of the organisation, could convene a study day or retreat to help the board redefine its role and to help members understand what is expected of them. A team-building workshop, supported by an independent facilitator, could help the board members to work together more effectively.

2. If your organisation has been run by volunteers and is beginning to employ staff, discuss and acknowledge the changing role of the board. Board members' roles in monitoring the organisation will change, in order to allow staff the independence and authority to perform their jobs effectively. Again, a retreat or workshop may be useful.

3. Your chair (or president) and the director (or chief executive) should devote time to ensuring that they have a good working relationship, clarifying areas of responsibility and establishing good communications. A good relationship between them is crucial to the effectiveness of an organisation.

The two main governance problems are either a weak board, or one that is too involved in the day-to-day work of the organisation.

4. Write job descriptions for board members, as well as staff, which define roles and responsibilities, so that everyone is clear about what is expected of them.

5. To help re-establish an ineffective board, prepare induction packs and orientation sessions to re-introduce members to the organisation. Such packs and sessions should also be provided for all new board members.

6. Consider using an external consultant to analyse problems with individual board members and staff, if problems within the organisation are deep-rooted and there has been a breakdown in relations with staff. Discuss the consultant's recommendations at a workshop and agree a way forward.

7. Decide how long you want individuals to remain on the board – this should be written into your constitution. Seek new members with specific skills, but plan ahead so that you are not changing more than half the board at one time to ensure continuity in the governance of the organisation. Make sure that all your new board members have an effective induction.

Acknowledgements

The following sources were used in the preparation of these materials:

1. *Guidelines for good policy and practice on the part of NGOs* (The Commonwealth Foundation)

2. *Empowerment of the blind* by W Aubrey Webson (Sight Savers International)

HelpAge International is grateful to the authors for their permission reproduce some aspects of their work, and recommends both sources for more detailed information on governance. The guidelines produced by the Commonwealth Foundation are available free of charge to NGOs in developing countries, and can be obtained by contacting:

The Commonwealth Foundation, Marlborough House, Pall Mall, London, SW1Y 5HY, UK Tel: +44 20 7930 3783 Fax: +44 20 7839 8157

CHECKLIST 1

Does your organisation have an effective board?

Answer the following questions to find out whether your board will be able to govern effectively:

1. Is your organisation legally registered?

2. Does your organisation have:
   - a constitution (or other document which details the system of governance)
   - a board (or other system of governance)
   - a mission statement
   - a strategic plan
   - a written annual review
   - annually audited accounts?

3. Does your board meet on a regular and planned basis?

4. Do board members demonstrate, or have the potential to develop, the following attributes:
   - commitment to the aims of the organisation
   - an understanding of the constitution, the organisation's structure, and its work programme
   - a willingness to attend meetings regularly and prepare thoroughly for them
   - good judgement in making important decisions about the future of the organisation
   - specific skills and knowledge which they can use to advance the organisation
   - an ability to think strategically and to decide where the organisation is going in the long term
   - discretion in working with others, since they will often need to consider confidential issues relating to staffing and funding
   - the ability to work in a team?

5. Do board members have limited terms for serving on the board or in a particular position? Is there a system for recruiting new members?

6. Do all board members have a clear understanding of their role? Do they have a job description?

7. Does the board:
   - ensure that the organisation is planning and reviewing its work effectively
   - ensure that the organisation has a clear strategic direction
   - provide advice and support to senior management
   - ensure that legal responsibilities are met, as defined in the constitution
   - ensure that all resources are used to achieve the objectives of the organisation
   - supervise, support, and monitor the work of the director
   - ensure that the organisation fulfils its obligation of accountability, including meeting contractual obligations with donors and beneficiaries?

8. Would board members benefit from training in their roles and responsibilities?

CHECKLIST 2

Knowing when you need help

This checklist was developed by delegates at the HelpAge International Africa regional meeting in August 1999. Its purpose is to help both board members and the director to recognise signs that might show that an organisation has problems that need to be addressed.

Board

- Are too few meetings held in a given period?
- Are meetings unable to make up your quorum?
- Is there low attendance at meetings?
- Is the constitution never referred to or followed?
- Is there no support for the chair?
- Is the chair always making his or her own decisions?
- Is there talking about people behind their backs?
- Are there no minutes of meetings, information, or feedback?
- Do board members spend too much time in the office?

Director or chief executive

- Do you receive three or more calls on average per week from the chair or other board members asking: 'Where?' 'What?' 'How?'
- Do you routinely perform functions that board members should be doing?
- Are board members forever coming to you for information?
- Do you spend 18 hours a day, 7 days a week, on work-related activities?
- Do you do jobs that your staff should do?
- Do you always use phrases such as: 'My…', 'I want…', or 'I have done…'?
- Do you see your staff filing their nails, doing more shopping than usual, etc?
- Do your staff seek authorisation for everything?
- Do you preach openness but never practise it?
- Are you always teaching/preaching about trust but then breaching it yourself?
- Are you extremely task-focused, and not balancing your attention to the needs of the individual or the needs of the group?
- Do you use more than 12 per cent of your budget on administrative costs (e.g. allowances)?
- Do your projects always fail?
- Do you fail to attract funding?
- Do you fail to report to donors?

If some of these points apply to your organisation, it is time to stop and review. If you cannot solve the problem, get external help.

CASE STUDY

A team-building workshop for HelpAge Kenya board members

In the wake of a number of key changes at HelpAge Kenya, a team-building workshop was held to induct a new chief executive and board members. With the help of an external consultant, the participants discussed the importance and essential elements of vision, mission, and strategic management. The workshop resulted in strategic action plans that the organisation can monitor and assess against their objectives.

In 1998 HelpAge Kenya held a team-building workshop for their board and their new chief executive. Their decision was based on three factors. First, the previous chief executive had left after serving HelpAge Kenya for 16 years, and it was time to map out a way forward for the organisation. Secondly, HelpAge Kenya's activities had slowed down, and that trend needed to be reversed, and the financial position restored to health. Finally, many board members had retired or resigned, and new members needed to be inducted.

A two-day workshop was organised at a hotel away from the office, and an external consultant was selected to facilitate. During the workshop the participants discussed the importance and essential elements of vision, mission, and strategic management. The following reflects the conclusions reached by the participants.

Vision

For an organisation to function effectively, it needs to have a powerful vision to lead it and its staff into the future. A good vision expresses purpose, action and feeling. It provides the basis for shared beliefs and values, raising the level of awareness about the need for change while at the same time diffusing fear. An effective vision offers inspiration, and is a powerful element that creates tangible results. A vision must be:

- compelling but concrete
- uplifting, for people to consider it worth their time and energy
- shared by the whole organisation
- focused
- a guide for an organisation during turbulent times.

Mission

A mission is the purpose for which the organisation exists. It explains the scope of an organisation's work. A mission statement is like a flag that leads all the

organisation's efforts in the same direction. A mission statement is important because it:

- provides a basis or standard for allocating the organisation's resources

- establishes a general organisational climate

- serves as a focal point for individuals to identify with the organisation's purpose and direction

- facilitates the translation of objectives into a work structure involving the assignment of tasks to responsible elements within the organisation

- specifies organisational purposes and enables an organisation to translate the purposes into objectives and tasks to be carried out.

Strategic direction

Without a defined strategy, no organisation can sustain itself over the long term. A strategy provides an organisation with the means to:

- determine which actions and behaviours are useful for progress and which are obstructive

- measure progress

- harness the creative energies of large numbers of people to a definable purpose

- cement unity of purpose

- develop a common language

- develop clear thinking and create a foundation for future sustainability.

Key strategic questions

Participants addressed the following key strategic questions about HelpAge Kenya:

- Where were we?

- Where are we?

- Where are we going?

- How do we get there?

After much discussion of the first questions, the last question, 'How do we get there?', resulted in the creation of broad action plans in eight different areas:

- fundraising
- capacity building (of board and management)
- public relations

- financial management

- advocacy

- workings of the board

- International Year of Older Persons

- networking.

Workshop benefits

After two days' work, the board members had devised new management and fundraising strategies. A fundraising sub-committee of members with fundraising knowledge was convened, and board members even donated cash to strengthen the organisation.

Board members recognised the importance of team spirit, and came up with the idea of a similar workshop with the same facilitator for staff. This workshop resulted in clear job descriptions for each staff member, and helped to redefine roles within the organisation.

Board members now understand their role, and since the workshop they have developed a keen involvement in the organisation's activities. For the first time, four board members participated in the 1999 Africa regional meeting of HelpAge International.

There has been increased networking between the organisation and the Kenyan government, including the Vice President's Office, Ministry of Home Affairs, and National Heritage. There was active participation in a workshop convened to begin to develop policy on ageing-related issues.

Members have become more involved in the day-to-day activities of the organisation – for example, they have accompanied staff to projects and schools. They have kept up-to-date on office matters, and communications with staff have improved greatly.

EXAMPLE OF DRAFT CONSTITUTION

St Lucia National Council of and for Older Persons

Article 1: Name

The name of the organisation shall be the St Lucia National Council of and for Older Persons, hereafter referred to as 'the Council'.

Article 2: Motto

The motto of the Council shall be:

'Quality Service for Senior Citizens'

Article 3: Aims

The aims of the Council shall be:

3.1   To be an advocate for and on behalf of the older persons of St Lucia

3.2   To be a co-ordinating body, bringing together all organisations of and for older persons, to work together on development issues relating to ageing, and to prevent duplication of services to older persons

3.3   To promote work which will improve the quality of life of older persons, and to encourage intergenerational activity

3.4   To encourage older persons to maintain their dignity and self-esteem, by recognising their individuality

3.5   To enable older persons to remain in their own homes for as long as possible and to make informed decisions about their lives

3.6   To develop projects which will be of benefit to older persons, and to ensure that such projects are funded by local, regional and/or international agencies

3.7   To increase public awareness of the needs and problems of older persons and of the valuable contribution they may still make towards the well being of their community

Article 4: Objectives

The objectives of the Council shall be:

4.1   To develop proposals and recommend legislation which will benefit older persons and maintain consultation with the government regarding its implementation

4.2   To analyse, review, and evaluate the effectiveness of all policies and services relating to older persons

4.3   To work with government on the development of services for older persons, including day-care centres

4.4   To maintain consultation and discussion with the government regarding United Nations' targets on ageing

4.5   To develop and support services which will identify frail older persons and ensure that the necessary care and assistance is provided

4.6   To ensure the establishment of national standards of care for older persons, whether living at home, in an institution, in residential care, and/or in a day-care setting

4.7   To support and manage the Club 60 programme, and to work towards the development of a club in every community

4.8   To establish a national information and resource centre relating to socio-economic and other issues affecting older persons

4.9   To develop and maintain a directory of local, regional, and international resources

4.10 To disseminate information on issues which affect older persons to all groups and organisations working for and with older persons

4.11 To promote the education of caregivers, families, and older persons themselves on the effects and challenges of the ageing process

4.12 To promote awareness of positive ageing to the general public through seminars, schools, workshops and publications and through the dissemination of information, using print and electronic media

4.13 To educate members of the council in the care of older persons by their attendance at workshops and meetings, both local and regional, as a means of developing the Council

4.14 To provide advice and counselling to older persons on health, welfare, social, and legal issues through networking with appropriate organisations

4.15 To commission surveys regarding the situation of older persons

4.16 To develop training for formal and informal caregivers of older persons

4.17 To encourage and support the development of income-generating projects by, for, and with older persons

4.18 To develop and implement local fundraising activities, and to apply to appropriate sources of regional and international funding

4.19 To affiliate, co-operate, and collaborate with appropriate regional and international organisations of and for older persons as a means of developing the Council

4.20 To plan and implement activities each year to celebrate the United Nations International Day for Older People.

Article 5: Membership

Membership shall comprise the following categories:

5.1 *Ex officio* members – comprising representatives of government ministries and departments. *Ex officio* members shall be exempt from payment of dues.

5.2 Full member – any organisation, group, club, or establishment where the members or residents are primarily aged 60 years and over. Each of these organisations shall be entitled to appoint up to three delegates, at least one of whom must be aged 60 years or over.

5.3 Associate member (individual) – any individual with an interest in supporting work with and for older persons

5.4 Associate member (organisation) – any organisation with an interest in supporting work with and for older persons

5.5 Honorary – any person who has made an outstanding contribution to the lives of older persons in St Lucia. Honorary members shall be exempted from payment of dues

5.6 Life – an individual who has been an active member for not less than 10 years, who, due to ill health or other extenuating circumstances, can no longer continue to be an active member. Life members will be exempted from payment of dues.

Article 6: Forfeiture of membership

6.1 The executive committee can recommend the forfeiture of membership of any member or associate member if it is believed that the member or associate member is working contrary to the aims and objectives of the Council.

6.2 The general membership will be notified that a vote will be held on the matter. The membership will vote on the issue, and the matter will be decided by a two-third majority of the voting members present at the meeting.

6.3 Where the excluded member or associate member is the elected representative of an organisation, the said organisation shall have the right to elect an alternative representative, except where it is the organisation itself which is excluded.

Article 7: Voting rights

7.1 Full members shall be eligible to vote at all general meetings of the Council. Each organisation, group, club, or establishment shall appoint one of their members who shall be entitled to full voting rights at meetings of the Council, and up to two other delegates who may also attend such meetings, but without voting rights. All appointed delegates shall be eligible to seek any office in the Council. Where an appointed delegate is elected to serve on the executive committee of the Council, an organisation shall have the right to elect an new delegate.

7.2 All other categories of membership, except e*x officio*, shall be eligible to seek office in the Council, but shall not be eligible to vote in general meetings of the Council.

7.3 Voting for members of the executive committee shall be by secret ballot. All other voting shall be by a show of voting cards, except where members vote to hold a secret ballot.

Article 8: Election of officers

8.1 Any member or associate member who has paid all their subscriptions at least two weeks prior to the annual general meeting shall be eligible to hold office.

8.2 The tenure of office shall be two years, but officers shall be eligible for re-election. No officer shall hold the same office for more than three consecutive terms, although the officer may be re-elected to the same office after a period of two years has elapsed.

8.3 Members not returning to office shall immediately, or not later than two weeks after the decision has been made, deliver to their successor all paraphernalia, to include monies, books, files, and any other property of the Council in their possession.

Article 9: Executive committee

9.1　There shall be an executive committee elected from the general membership, which shall be made up as follows:

1. President
2. First vice president
3. Second vice president
4. Recording secretary
5. Treasurer
6. Public relations officer
7. One representative appointed from the Ministry of Health and one appointed from the Ministry of Community Development
8. Two trustees
9. A maximum of nine additional members may be elected
10. The general membership shall have the right to create additional officer posts, provided that membership of the executive committee does not exceed 17 persons (excluding the Ministry appointments).

9.2　The executive committee will ensure that the aims and objectives of the Council are met.

9.3　Membership of the executive committee shall comprise a minimum of nine persons and a maximum of 17, with at least one-third being aged 60 years and over.

9.4　A quorum shall consist of one-third of the membership of the executive committee.

9.5　Regular meetings of the executive committee shall be held monthly at such time and place as the president shall determine.

9.6　Extraordinary meetings of the executive committee may be called by the president, or at the request of one-third of the members of the executive committee.

9.7　The executive committee shall delegate responsibilities to committees.

9.8　The executive committee may at any time co-opt appropriate persons who have particular skills on to the executive committee. Co-opted persons shall not have voting rights.

9.9　The executive committee shall employ officers who will be responsible for the day-to-day functions of the council. This shall include the employment of an executive director and administrative secretary.

Article 10: Functions of elected officers

10.1 The functions of the president shall be:

- to preside at all general and executive meetings
- to have the casting vote in the event of a tie
- to be signatory to cheques issued by the council
- to supervise the executive director

10.2/3 The functions of the vice presidents shall be:

- to liaise with the president on a regular basis

If the president is unable to perform the duties of his/her office for any reason, the vice president next in line shall occupy his/her position and perform the duties with the same authority as the president.

10.4 The function of the recording secretary shall be:

- to assist the administrative secretary in the work of the Council

10.5 The function of the treasurer shall be to oversee and ensure the following functions:

- that all monies are deposited in a bank approved by the Council and the executive committee
- that records of the Council's receipts and disbursements are kept and maintained in good order
- that an annual financial report is prepared for the annual general meeting
- that money is paid out on the authority of the executive committee
- that the membership is informed at quarterly meetings of the financial status of the Council through presentation of quarterly financial reports.

The treasurer shall be a signatory for cheques issued by the Council.

10.6 The functions of the public relations officer shall be to work in concert with the secretariat on all aspects of publicity pertaining to the Council.

10.7 Floor members – the executive committee shall delegate responsibilities to elected floor members from time to time as deemed necessary.

Article 11: Finances

11.1 The financial year shall run from January to December.

11.2 The Council shall have the right to raise funds. All monies raised or donated to the Council shall be used solely for the aims and objectives laid down in the constitution, or to any such project which is approved by the majority of voting members.

11.3 The Council shall be entitled to invest monies and to hold property.

11.4 The executive committee shall appoint bankers, subject to approval of members at the annual general meeting. All monies raised by or donated to the Council shall be paid into the bank account.

11.5 Signatories to the Council's bank account shall be the president, the treasurer, the trustees, and the executive director. Any two signatories will be required to sign cheques or withdraw money on behalf of the Council.

11.6 Each member and associate member of the Council shall pay the indicated regular annual dues at least two weeks prior to the annual general meeting.

11.7 The amount of subscription fees payable shall be recommended by the executive committee, and approved by the annual general meeting.

11.8 The executive committee shall appoint an auditor who shall audit the accounts for presentation at the annual general meeting.

Article 12: Annual general meeting

12.1 The annual general meeting shall be held within 15 months of the previous annual general meeting.

12.2 The purpose of the meeting shall be:

    a. to present the annual reports of the president, executive director, and treasurer
    b. to receive the auditor's annual report
    c. to receive, amend, and approve the Council's plans and budget for the ensuing year
    d. to nominate and elect members of the executive committee, where elections are due
    e. to ratify and adopt conventions and statements of philosophy concerning older persons
    f. to vote on subscription rates
    g. to recognise and recommend for national awards older persons who have made outstanding contributions to their community, and outstanding individuals who have contributed to the well-being of older persons

h. to consider and vote upon any amendments to the constitution

i. to decide on any resolution which has been duly submitted to the executive committee one month prior to the annual general meeting

j. to consider any other business.

12.3 One-third of the full members of the Council who are eligible to vote shall constitute a quorum.

Article 13: Standing committees

13.1 The executive committee shall have the power to appoint standing committees, and determine their function, as and when necessary.

13.2 The president shall be an *ex officio* member of all committees.

13.3 Advisors may be co-opted on to committees, but shall not have the power to vote.

Article 14: Trustees

14.1 There shall at all times be two trustees of the Council, who shall be appointed by the general membership at the annual general meeting.

14.2 The functions of the trustees shall be to act as custodians of the finances and assets of the Council.

Article 15: Amendments to the constitution

15.1 The constitution may be amended by a two-thirds majority of members entitled to vote who are present at an annual general meeting, or at a special meeting.

15.2 Proposed amendments must be submitted to the secretariat one month prior to the annual general meeting or special meeting, and circulated by the administrative secretary to all members of the Council not less than 14 days prior to the annual general meeting or special meeting.

Article 16: Extraordinary meetings of the Council

16.1 An extraordinary meeting of the Council may be called at the request of:

- the president
- the executive committee
- the written request of one-third of the voting members of the Council.

A quorum shall be one-third of the full members of the Council who are entitled to vote.

Article 17: Dissolution

17.1 An extraordinary meeting of the Council shall be convened to consider a recommendation to dissolve the organisation. Seventy-five per cent of the voting members must agree to the dissolution.

17.2 In the case of the dissolution of the Council, the executive committee shall appoint an *ad hoc* committee, comprising members of the Council and appropriate experts, to settle all debts and disburse remaining assets to a charity or charities serving older persons.