GOOD GOVERNANCE

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WORLD FEDERATION OF HEMOPHILIA
FÉDÉRATION MONDIALE DE L'HÉMOPHILIE
FEDERACIÓN MUNDIAL DE HEMOFILIA

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Introduction

Today more than ever before, not-for-profit organizations such as the World Federation of Hemophilia (WFH) and its National Member Organizations (NMOs) need to perform to a very high professional level in order to meet the standards set by governments, regulators, industry, and others with whom they associate. Indeed, society expects nothing less from each of us. For many NMOs, however, this is new ground.

Volunteers to hemophilia organizations are often without business skills and come simply from a duty or heartfelt responsibility to gain improved care for family members. In some NMOs, governance has been a way of life for many years and the organization has employed professional staff, book-keepers, and administrators, etc., to maintain an orderly approach to the work. However, in the majority of the WFH's member countries, there are no full-time staff members, so the availability and mobilization of volunteers is all the more crucial.

Generally, board development and the establishing of procedures are crucial to even very small organizations. For a relevant case study, see Appendix 1.

Often, board members cannot differentiate between a problem and the cause of the problem and are therefore not able to prioritize their activities or needs. Sometimes, they have no knowledge of marketing strategies or of how to establish the organization's image, or position it. In addition, they may not understand the need for the organization to find its place within what is a growing charitable market. Consequently, it becomes vital that board trustees (directors, or members) learn to identify and prioritize their problems. These priority issues will, in turn, then become the main objectives on which their collective efforts should be concentrated.

Whatever the situation within your own national hemophilia organization, it is useful to reflect on the practices and processes by which you work. Then, decide if they should be improved to aid the goals of your organization generally or reduce the amount of time and energy being spent on tasks.

What is "Governance"?
- Governance is the process by which a governing body ensures that an organization is effectively and properly run;
- Governance is not necessarily about doing but about ensuring things are done.

Governance involves:
- working with others to develop, maintain, and review the organization's vision or mission, as well as an ethical framework for its services or activities.

Governance means ensuring that:
- The NMO has clear goals and priorities for work, and policies and procedures for doing the work;
- All board members are aware of these values, policies, and procedures;
- Decisions about the NMO and its work are properly made and effectively implemented;
- The NMO has adequate resources to carry out its work (people, premises, skills, time, and money);
- The NMO develops good internal and external relationships;
- The work is done effectively and efficiently and those who do it are managed and supported;
- The NMO's money, equipment, property, and other assets are safeguarded and properly used;
- The NMO complies with the law and with the requirements of its governing documents (constitution, rules, etc.);
- There is appropriate accountability to donors, supporters, members, service users, regulatory bodies, and other stakeholders.

A starting point

Whether your hemophilia organization is just emerging, or has been in existence for many years, make sure that your board members are aware of

their roles and responsibilities. Then, check on how you conduct your affairs and use the checklist provided in Appendix 2, to attend to areas where things need to be better controlled.

As a board, you should reach consensus in answering each of the questions honestly. After completing this exercise, you will be able to identify which issues need attention. Then, you can start introducing corrective actions where they are needed. The checklist is not exhaustive but covers the main elements of a not-for-profit organization.

It is never a good idea to start looking at your checklist when your organization is in crisis. It is much better to conduct the exercise at a pre-agreed time.

Once you have completed this exercise, you will either be applauding yourself or tearing your hair out! Don't panic, this isn't about you. You have a board or committee and, among all of you, the issues can be resolved. And if you do not have a board, look into attracting members and setting one up. There are also many organizations that can help you work through the issues. Many offer free advice and information booklets. The web addresses of some helpful sites are included in Appendix B.

You will recall from the introduction that "Good Governance" isn't always about doing but about ensuring that things get done. So, delegate! Decide among board members and staff, where you have them, who will take responsibility for each of the issues, who will assist those in responsibility (sometimes a working group), what precisely they are being asked to do, and when they are expected to complete the work and report back to the full board. Remember that if you have a governing procedure or constitution, you act within it. Otherwise, even more work lies ahead.

The following sections are intended to give general advice on a range of typical issues within hemophilia organizations. Again, it isn't an exhaustive list but does cover the essential elements of good organizational governance. When each of the components is in place, you will have a much healthier organization.

1.   Decision making and meetings

Board meetings are normally where decisions are made about workload, finances, future plans, etc. Make sure that there is an agenda of items to be discussed, and that minutes of meetings are written up and accepted by the committee (usually at the following meeting) as an accurate reflection of what occurred.

Involve all of your board members in reaching a decision. This is best achieved by allocating roles and responsibilities to each,
(for example, treasurer, secretary, chair, public relations, blood products, social secretary, etc.).

2.   Policy and procedure

Try to avoid potential disputes by having policies and procedures in place to deal with issues. For example, what sub- committees will there be? What will be the reporting relationships between the board and the sub-committees? Using the WFH as an example, there are both constitution and rules of procedure documents. The work of the WFH Executive Committee is divided over several sub- committees, including Administration, Programs, Communications, Congress, and Blood Safety and Supply.

It is always useful to maintain policies in a policy manual and to allow new staff and/or volunteers to read them before they begin working with the organization. It is important to consider such vital issues as constitution, rules of procedure, election procedures, and a pharmaceutical sponsorship policy. Copies of the WFH versions may be used as a template. They can be downloaded from the WFH NMO Information Exchange extranet site, found under "WFH structure/systems".

Remember, too, that things change over time. It is the board's responsibility to review policies and procedures from time to time, and update them appropriately to meet changing needs.

3.   Planning: action planning and strategic planning

For any board to be effective, it must have a plan for what it wants to do in the future. The depth of planning depends on the level of activity foreseen and the resources of the organization. What is important is that your board members

have been involved in preparing the plan and that each member is aware of its content and the timelines associated with it. The WFH monograph, *Action Planning,* can help with the annual planning process.

You may also consider strategic planning, again depending on your organization's resources and needs. A strategic plan will typically cover a three- to- five year period and will, therefore, reflect a longer-term approach in its content. Ultimately, the board is responsible for ensuring that the organization is clear on its objectives for the future, on how each objective is to be achieved, and on what priority each objective has. The board must also make clear the timeline and ethical values associated with achieving these objectives. So, determine whether your organization needs to be active in both annual action planning and strategic planning.

There are several benefits to having a good action and/or strategic plan:
1. Once prepared, the plan will allow you to list costs for each of the proposed activities, thus identifying for you the funds needed for the period under consideration, and helping you develop an outline budget;
2. The plan will also help you divide up the work among staff, board, and volunteers, and will highlight any shortages you have either on particular projects or in particular skill areas. It also makes creating staff and volunteer work plans and targets easier; and
3. The plan will allow you to consider how you might recruit volunteers or committee members with the required skills. If the plan is widely circulated, those with the necessary skills might well be more prepared to offer some of their time to the organization. The WFH monograph, *Recruiting and Retaining Volunteers*, sets out the steps to volunteer recruitment and succession planning.

4. Finances
The board has ultimate responsibility for ensuring that the organization complies with the law relating to finances. This is a large area of responsibility and should not be taken lightly. There are three components:

i. Ensure that you have a fundraising policy showing who is authorized to raise money, how they should do it, and how to account for and receipt donated funds.

> **Basic elements of a fundraising plan**
> 1. Strategy
> 2. Fundraising Activities
> 3. Timeline
> 4. Accountability/Responsibility
> 5. Gross Revenue
> 6. Gross Expenses (including human resources)
> 7. Net Revenue

ii. Ensure that those who spend money do so only in accordance with policies and procedures. For example, many hemophilia organizations have policies which set out the types of expenses and maximum amounts that can be spent. It is important to establish a proper accounting system to keep track of purchases, sales, cash-flow, etc., and to ensure that accounts are prepared and submitted for independent audit annually.

Typically, financial statements are also submitted to the membership or governing body of your organization, usually at an annual general meeting.

iii. If you have prepared an annual plan, then the preparation of an annual budget becomes much easier. This, too, is an important component of the financial responsibility of the board. Budgetary control is vital to the efficient management of any organization. It involves the comparison of actual expenditure to date with budget to date. Good budgetary control makes it easier to identify significant variances (important differences between budget and expenditure). These variances should be examined to find out if the cause is price or volume-related before appropriate action is decided. In other words, ask yourself if it was more expensive than you had thought, or if you spent more than you thought you would. Budgets are brought back under control *only if action is taken.*

The figure below outlines the planning and implementation cycle in a typical year and where finance and budgetary analysis fits into the process.

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OBJECTIVES
    ↓
PLANNING
    ↓
BUDGETING
    ↓
IMPLEMENTATION
    ↓
MONITORING
    ↓
CONTROL
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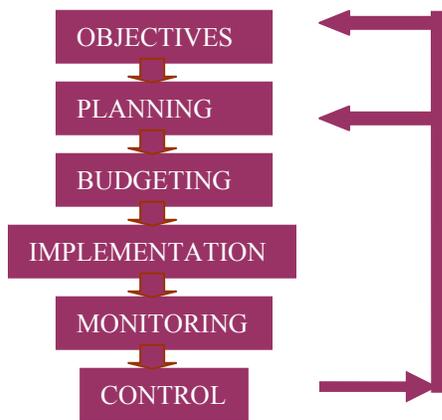
5.   Succession planning

Volunteer support is essential to the future of most organizations. However, volunteers give varying amounts of time and energy, depending on their other personal commitments. Further, they can decide at any time, and for a variety of reasons, to move their support elsewhere. That is why a succession plan for developing future leadership is an important tool.

i.   When bringing new members into the board, make sure that you have already developed an appropriate system. Most organizations have elections to the board where those who get the most votes from the membership are elected to serve for a set period of time. Make sure that your election procedure is clear and that it covers all possible circumstances. Some questions to ask: how do candidates get nominated, who may nominate, have the résumés of the candidates been circulated to the electorate, and who will count the votes on the day? You must resolve all these questions well before the election.

By considering all of these points, you can avoid any unpleasantness among members, and avert unnecessary disruption.

ii.   Volunteers who give generously of their time, without being elected to the board, are also essential to the organization's success. If you manage these volunteers properly, you should end up with a very dedicated core of workers for your cause.

Start a volunteers' log book to keep track of who your volunteers are and the hours and duties they are capable of taking on. Give new volunteers a clear and concise "welcome kit" which states what your organization's aims and objectives are, how you conduct your affairs, and who's who in the organization. A body of genuine, hard working volunteers can ultimately lead to a pool of talent for future leadership of your hemophilia organization.

Case study: a community charity

At 16, Tara started working as a volunteer for a charity that offered support to people with hemophilia. She grew to like the work of the organization and learned a lot from the experiences the people shared with her. By the age of 19, Tara was sure that she wanted to join the board of trustees. She realized that she had to learn the ropes, and was very prepared to learn. Following conversations with the chair of the charity, Tara decided to put herself forward for trusteeship. She got appointed to serve on the board for a three year term. One of the trustees' on the board now acts as a mentor to Tara. The charity has appointed another young trustee.

Tara says

"I feel that as a trustee I am a role model to other people. Being a trustee gives you more authority and responsibility. I actually feel that people respect me and want to listen to what I have to say. I have learned a lot and gained many new skills. I have gained more knowledge and confidence about the way the world works. Being a trustee in this hemophilia community charity is fun. You have to work quite hard and be enthusiastic, but I have really enjoyed it. I would recommend being a trustee to anyone, as it is brilliant."

Source: adapted from National Council for Voluntary Organisations, "Case study: a community charity," http://www.ncvo-vol.org.uk/askncvo/ trustee/ index.asp?id=575.

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6.   External relations

In the course of advancing the work of the organization, members both collectively and individually will need to interact with other individuals and organizations. Your members may be in contact with government ministers, civil servants, media representatives, clinicians, suppliers, pharmaceutical company representatives, regulatory bodies, and others.

In all cases, it is vital that board members and members-at-large comply with an ethical code and do nothing which will embarrass or bring the organization into disrepute.

In any interactions with others, choose the right people and choose the right message beforehand. Do not send your blood products expert to speak at a fundraising rally or ask your media relations representative to attend a workshop on gene therapy. Doing so will make it harder to achieve your goals.

7. Risk management
The board is responsible for ensuring that reasonable steps are taken to protect staff, premises, and other assets against risk. The management of risk is something which we all try to do in our everyday lives, for example, when we take out life insurance or insure our houses against fire, theft, or flood. However, we do not tend to think of risk management quite so much when at work. Nevertheless, it does apply and the more developed the organization, the greater the need.

There are five basic principles underlying risk management:
i. Determining and analysing the risks;
ii. Determining their potential effect on an organization;
iii. Taking steps to reduce the effect of the risks on the organization;
iv. Transferring those risks, or portions of them that the organization does not want to keep, to third parties (for example, insurers);
v. Monitoring the results of the above steps on a regular basis.

8. Employee relations
In most organizations, the board is the legal employer of any members, and has responsibilities in relation to agency or freelance workers, business consultants, and casual workers. Employment law is often complex and the board should keep members up to date with their individual and collective responsibilities. Try to ensure that you have someone on the board with skills in this area. However, if you do not, expert advice can be obtained from specialists in the field, although this can be expensive.

Ensure that each employee has a contract of employment, a job description, and an agreed remuneration package (salary and benefits). Sometimes the Chief Executive Officer (CEO) has authority for more junior staff while the board has responsibility for the CEO.

Where staff are paid employees, it is useful- and in some countries essential- that you have staff disciplinary and grievance procedures in place, and that board members seek professional legal advice before taking disciplinary action which could lead to the dismissal of staff members. The board should insist on the CEO or other staff members seeking professional legal advice before dismissing or laying staff off. In some organizations where there are many staff members, it is worth considering appointing one of them as staff representative. Where appropriate, the staff should select the representative and not the board.

Case studies: board-staff conflict

Knowing your role
A new trustee who was previously a volunteer has been upsetting staff by coming into the office unannounced, bossing staff around, countermanding the director's orders, demanding confidential information, and generally meddling in day-to-day affairs.

The lessons
This is a classic example of someone confusing which hat they are wearing and when.
- Have a board development session.
- Do the 'hats' exercise, developed by Edward de Bono.
- Remind them that trustees must act jointly: a trustee has no power individually except that which is specifically given by the trustee board.

Source: adapted from National Council for Voluntary Organisations, "Case studies: board-staff conflict," http://www.ncvo-vol.org.uk/askncvo/trustee/index.asp?id=615.

Many charitable organizations run into relationship problems between board members and staff. There are many reasons for this, including the differing expectations of board versus staff members, communication breakdowns, and other issues. It is essential to

understand that individual board members, including the chairman and treasurer, have no authority to act on behalf of the board unless explicitly authorized.

Case study: externally appointed trustees

Responsibility

"An officer from the health authority is appointed to the board of a national NMO charity. During a discussion the officer claims that he/she is not a trustee or personally responsible. The officer says he/she has joined the board in a purely advisory capacity and will be reporting back to the hematology department of the health authority on the work of the charity."

You can only be a board member in an advisory capacity if there is an explicit clause in your governing document that clearly states this. If this is the case then you are not a trustee.

However, even so, you should be careful about your involvement in decision-making. It can be quite tempting to express an opinion on a matter and the next thing you may know, you may have influenced a decision. If this happens, then you could be held liable for this decision.

A good chair should be able to help spot when advisory members are stepping out of the role and gently pull them back. Remember also that because of your role, you may be asked to leave certain parts of meetings where confidential information is discussed - so do not be offended!

Source: adapted from National Council for Voluntary Organisations, "Case studies: Externally appointed trustees," http://www.ncvo-vol.org.uk/askncvo/trustee/index.asp?id=676.

Board members must be clear about which duties fall to staff and which are the responsibility of the board. This clarity helps ensure that staff members are not put under undue pressure by being asked to take on inappropriate roles or responsibilities which could effectively derail any previously agreed work plans or priorities.

It should be clearly understood that if board members offer to assist staff with a project, or offer casual assistance, the staff member is the expert and the board member, irrespective of his

or her position on the board, is expected to take direction from this person.

In some hemophilia organizations, there are sub-committees which oversee particular aspects of work: for example, programs, publications, or administration. Remember that the committee is responsible to the full board for this work but that staff members working with the committee still have to report to the CEO. Therefore, sub-committee chairs or members should not place more junior staff in an uncomfortable position where it may appear that they are "going over the heads" of their senior managers by reporting to the CEO.

The same principles should be applied to relationships with volunteers. Whether yours is a small, intermediate, or large and well-developed organization, the case study in Appendix 1 may help you in understanding further the application of good governance and some of the pitfalls.

Conclusion

With these measures in place, your governance capability should be strengthened, but remember: keep it under review.

Appendix 1: Case study: governance in transition

British Trust for Conservation Volunteers

"This is not a case study of how to do it. What it is is an admission that we did not do it very well. Our excuse is that we had not done it before and we did not know any better" Andrew Brown, Chairman BTCV.

The British Trust for Conservation Volunteers (BTCV) is a registered charity and a company limited by guarantee. BTCV is governed by 18 trustees who are elected by, and from, the working volunteers. Its mandate is to enable people to come together for voluntary environmental conservation work to benefit their communities. It employs 500 paid staff supported by 500 unpaid volunteer staff from 130 locations across the United Kingdom. BTCV supports 2,000 community groups and between them they enable 100,000 people to volunteer for environmental conservation each year. It works with similar organizations developing in many countries throughout the world.

Myths and realities
Too much of the governance debate assumes that most charities are big, with hundreds of staff, and that a corporate management style is the only sensible way to run the organization. Even worse, the assumption is that small charities should adopt the solutions applicable to big charities. The reality is that there are only a few hundred big charities. Thousands of charities have a handful of staff and there are more than a hundred thousand with no staff at all!

Small charities - the real picture
Small charities with no staff, or only one or two, experience few problems with governing. The trustees do everything. They know what is going on and are clearly in charge. The senior member of staff, if there is one, is likely to be better described as an administrator, rather than a chief executive. The administrator's role is typically to support the trustees who run the charity and carry out their instructions. In small charities, the trustees manage the business. They may also, with a little encouragement, govern it as well by addressing those issues which may ensure its long-term survival.

BTCV - our story
BTCV never went through a small charity phase. It started in 1959 as part of another charity, with a small team of staff under a chief executive. It was answerable to a committee consisting of people whose interests largely lay elsewhere. In 1970 it became independent. It had an established culture - staff were in charge and volunteers did as they were told! Most of its trustees had been inherited from the parent charity and there was little understanding of the organization they had undertaken to govern.
It took another decade for committed volunteers to occupy a majority of seats on the board and start to take charge of the organization. The process was constrained by the lack of support for charity trustees at that time. In addition, there were no books, or magazines, or training courses on the subject of governance. Our trustees were inexperienced. It was a 'young people's' organization and there was no-one to whom we, as young trustees, could turn.

The cultural shift
The changing balance of power was a slow process, as the organization was growing rapidly and nobody wanted to seriously rock the boat. Senior staff resisted incursions into what had been 'their purview'. Young trustees were unsure of their power as they extended their territory. This situation continued for two years, though we both knew this state of affairs could not continue indefinitely. Towards the end of the 1980's a showdown took place amid allegations of ballot rigging in the trustees' election.

The situation now

Since then, we have been fairly successful at operating a corporate style of management in which the trustees consciously choose not to interfere in management, but determine strategy and set performance standards. This works, because we have a chief executive who is committed to empowering volunteers and who has worked with the trustees to change the organization's culture. Everyone understands how the power is distributed and the rationale behind this. Sometimes, I confess, the trustees will let their hair down and enjoy digging into some minor issue which has been allowed to slide. But, importantly, there is a strong sense of consensus that when all the steam has been dispersed, they will pull back from interfering in line management function and let the chief executive sort out the problem.

Developing the board

At about the same time as our revolution, the world of charity was being shaken up. The Charities Act 1992 caused rejuvenation in charity infrastructure and now there are many books, magazines, and training courses to tell trustees how to do it.

NCVO set up its Trustee Services Unit. Trustee networks began to emerge, Trustees began to realize the importance of the role they had taken on. The support to trustees has been an important factor in BTCV's success. Our trustees still tend to be young compared to many charities - typically between 25 and 55 years old- and they take their development very seriously.

All Trustees receive an induction and background information together with a copy of NCVO's *Good Trustee Guide*. Trustees are encouraged to subscribe to relevant magazines and attend suitable training courses. They come with different needs and each year every trustee spends time with the training manager to review his or her personal development plan and write a new one for the next year.

After settling in, trustees are encouraged to buy their own copy of Mike Hudson's *Managing Without Profit* and Andrew Hind's *The Governance and Management of Charities*.

All expenses in connection with the development of trustees are paid by the organization. Trustee meetings commonly have presentations of background information, and at least once each year the trustees spend a weekend together when they build their relationships with each other and senior staff. The trustees are rather proud to have been assessed alongside staff for the 'Investor in People' Award. BTCV volunteers, staff and trustees passed with flying colours.

The final word?

Running a large charity like BTCV is more complex than running little charities like our community groups. But if BCTV's experience teaches anything, it is that running a charity, which is going through the intermediate stage, is more difficult than either of the other two.

This is not a case study of how to address the complex issues often faced by voluntary organizations. What it is, is an admission that we did not do it very well. Our excuse is that we had not done it before and we did not know any better. Trustees today who are going through the intermediate stage may not have done it before, but they cannot get away with not knowing any better. There is a wealth of information on how to govern, the roles, the responsibilities, managing difficult situations, and how to bring about change. All you need to do is to look, explore your options and find out where to go for help!

(Andrew Brown is Chairman of BTCV)

Source: National Council for Voluntary Organisations, "Case study: governance in transition" http://www.ncvo-vol.org.uk/askncvo/trustee/index.asp?id=659.

Appendix 2: Checklist

		Very dissatisfied	Somewhat dissatisfied	Satisfied	Very satisfied	Not sure
Mission / purpose	The board understands and is satisfied with the current constitution or governing document of the organization.					
Monitoring and evaluation	The board periodically considers modifying, discontinuing, or developing new activities to meet changing needs.					
Fundraising strategy	The board annually reviews the fundraising strategy and sets new targets for the coming year.					
Financial management	The board thoroughly discusses the annual budget of the organization before approving it.					
Strategic planning	The board has a strategic vision of how the organization should evolve over the next three to five years.					
Recruiting board members	The board has an effective process to identify the skills and experience that new board members should bring to the organization.					
Promoting the organization	The board understands who can serve as the official spokesperson for the organization.					
Promoting the organization	Board members talk about the organization to key people.					
Board effectiveness	Board assignments reflect the interests, experience, and skills of the board members.					
Board effectiveness	The board has a clear and effective way of reaching decisions in meetings.					
Finance and internal audit	There are financial rules and procedures in place to ensure the integrity of the organization e.g. audit.					
Staff relations	There is a clear staff structure and reporting lines which the board respects.					
Employment regulation	There are contracts of employment, job descriptions, and recruitment procedures in operation; board members are aware of these and work within them.					
Codes of practice	Board members are aware that, where they are appointed by, or represent, outside interests, they must act in the best interests of the charity; a conflict of interest policy is in use.					

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