

ADDENDUM TO GWI BOARD OF OFFICERS

2014 Terms of Reference

COMPETENCIES OF GOVERNING BOARDS

(adapted from Chait, Holland & Taylor, The Effective Board of Trustees)

1. CONTEXTUAL DIMENSION

The Board understands and takes into account the culture and norms of the organisation it governs. The Board:

- Relies on the organisation's mission and values as a guide for decisions.
- Acts so as to exemplify and reinforce the organisation's core values.
- Adapts to the distinctive characteristics and culture of the organisation's environment.

2. EDUCATIONAL DIMENSION

The Board takes the necessary steps to ensure that incoming members are well-informed about the organisation, the Board's roles, responsibilities and performance.

The Board:

- Regularly seeks information and feedback on its own performance.
- Pauses periodically for self-reflection, to diagnose its strengths and limitations, and to examine its mistakes.

3. INTERPERSONAL DIMENSION

The Board nurtures the development of the organisation, attends to the Board's collective welfare, and fosters a sense of cohesiveness. The Board:

- Creates a sense of inclusiveness among the Board, the staff and the members.
- Develops group goals and recognizes group achievements.
- Identifies and cultivates collaborative leadership within the Board.

4. ANALYTICAL DIMENSION

The Board recognises complexities and subtleties in the issues it faces and draws upon multiple perspectives to dissect complex problems and to synthesise appropriate responses. The Board:

- Approaches problems from a board organisational outlook.
- Searches widely for concrete information and actively seeks different viewpoints from multiple constituencies.
- Recognises that complex matters rarely yield perfect solutions.

5. POLITICAL DIMENSION

The Board accepts as one of its primary responsibilities the need to develop and maintain healthy relationships among key constituencies. The Board:

- Respects the integrity of the governance process and the legitimate roles and responsibilities of other stakeholders e.g. NFAs, committees, UN Representatives.
- Consults and communicates often with key constituencies.
- Attempts to minimize conflict and win/lose situations, seeking at all times to promote win/win situations.

6. STRATEGIC DIMENSION

The Board helps envision and shape organisational direction and helps ensure a strategic approach to the organisation's future. The Board:

- Cultivates and concentrates on processes that sharpen institutional priorities.
- Directs its attention to priorities or decisions of strategic or symbolic magnitude to the organisation.
- Anticipates potential problems and acts before issues become urgent.

BOARD UNDERTAKINGS

1. The President undertakes to verify that the powers and responsibilities of the Board of Officers and of the Management are clearly established, and specifically that the powers of management accorded to the Management are clearly defined.

She further undertakes:

- a. That no one person exercises an unlimited discretionary power within Graduate Women International (GWI);
 - b. That the Management cooperates fully and without reticence in regards to the Board's goal of oversight.
2. The President undertakes to see to it that the Board meets at regular intervals and receives sufficient and timely information enabling the board officers to hold useful discussions.
 3. Each Board officer, including the President, undertakes to:
 - a. Ensure the effective functioning of the Board of Officers.
 - b. Ensure the mission and values of GWI are implemented and upheld.

- c. Upon proposals made by the Management, to define GWI's strategic objectives, to appoint the office Executive Director, and to ensure the implementation of an operational plan and control of GWI and to furnish the necessary explanations to members.
- d. Actively protect the federation's interests.
- e. Protect the interests of all national federations and associations insofar as they can.
- f. Ensure that GWI respects its obligations and commitments, and the laws and regulations of the country of domiciliation.
- g. Ensure that GWI implements and respects codes of good practices in all aspects of its work and in connection with its employees.
- h. Avoid any conflict between her direct personal interests and those of the Federation.
- i. Avoid any improper use of information, rumour mongering or defamatory comments.
- j. Actively protect GWI's interests. She undertakes to actively protect the Federation's interests, and recognises that she has a role that is as much individual as collective in the proper functioning of the Federation.
- k. A board officer undertakes to employ her influence, means of action, and capacities of judgement to lead the Federation to optimise its value in a sustainable, responsible, and fair manner.

4. Furthermore, each Board officer undertakes to observe the following duties:

5. **Duty of Care**

This duty is very broad, requiring officers and directors to exercise *ordinary and reasonable care* in the performance of their duties, exhibiting honesty and good faith. Board officers must act in a manner which they believe to be *in the best interests of the Federation*, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

6. **Duty of Loyalty**

This is a duty of faithfulness to GWI. This means that board officers must give undivided allegiance to GWI when making decisions affecting the Federation. In other words, board officers cannot put personal interests above the interests of the Federation. Personal interests may include outside business, professional or financial interests, interests arising from involvement in other organisations, and the interests of family members, among others. Board officers and directors should be careful to disclose even *potential* conflicts of interest to the board, and should recuse themselves from deliberation and voting on matters in which they have personal interests.

For pervasive and continuing conflicts - such as a board officer of the Federation concurrently serving on the board of a competing federation or association - resignation from the individual's association leadership post or from the outside conflicting responsibility may be required. Board officers and directors can have business dealings with the association, but such transactions must be subject to considerable scrutiny. In such event, board officers must fully disclose any personal interests to the board, and the terms of any transaction must be fair to the Federation. In addition, national nonprofit statutes frequently provide specific procedures for dealing with transactions in which officers or directors have conflicts of interest.

7. **Duty of Obedience**

This duty requires board officers to act in accordance with the Federation's articles of incorporation, bylaws and other governing documents, as well as all applicable laws and regulations. In case of dispute, the President of GWI represents the ultimate authority.

8. **Wilful ignorance and intentional wrongdoing.**

Board officers cannot remain wilfully ignorant of the affairs of the Federation. A Board officer appointed as treasurer, for example, with limited knowledge of finance cannot simply rely on the representations and reports of staff or auditors that "all is well" with the Federation's finances.

Board officers and directors acting *outside of or abusing* their authority as officers and directors may be subject to first exclusion, then personal liability arising from such actions. Furthermore, officers who, in the course of the GWI's work, *intentionally* cause injury or damage to persons or property may be personally liable, even though the activity was carried out on behalf of the Federation.

9. **Conflict of interest**

- a. The board officer undertakes to see to it that the interests of GWI and the entirety of its members prevail, in all circumstances, over her direct or indirect personal interests.
- b. Each board officer undertakes fully to disclose to the Board of any conflict of interest in which the officer could directly or indirectly be implicated, and this prior to any such potential conflict. The board officer undertakes to abstain from participating in any discussions or decision-making on the matters involved.
- c. In the event that a board officer, who in fact represents a third party within the Board, would find a possible conflict between the interests of this third party and those of the GWI, she will inform the Board, who will decide if the board officer may participate in the discussion and decision-making on the matters involved.

- d. In the event of her resignation, a board officer will inform the other board officers and the executive director, as well as the General Assembly of the reasons for her resignation, while avoiding rendering public any confidential information.

- e. No Board officer should be or become in dispute with her own or any other NFA during her tenure as a Board officer, as this risks breaching the principle that GWI should not be involved in the internal affairs of an NFA unless these breach the requirements for GWI membership or threaten to bring GWI into disrepute.

- f. Should a dispute arise or an old dispute be reactivated during the triennium between an officer of the Board and her or any other NFA, she must attempt to resolve it as a member of her NFA or as a member of GWI, without reference to her position as an officer of the GWI Board.

- g. If the above requirement is not respected, the Board should have the right to suspend her membership of the Board until it has assurances from her and from the NFA concerned that the dispute has been resolved.

*Approved by the Board of Officers
February 2014*