

## Part II. Guide for Board Volunteers

Serving as a Board member is one of the most challenging and rewarding of volunteer assignments. While appointment or election to a Board is an honour, Board members have important legal and fiduciary responsibilities that require a commitment of time, skill, and resources. As a prospective Board member, you need to be aware of the role you are stepping into. This short guide will help you to navigate the basics of what it means to volunteer at the Board level of a Non-Profit Organisation (NPO).

### 1. Boards of Non-Profit Organisations

All NPOs in Singapore are led by a Board of Directors who are unpaid volunteers. The Board has total responsibility for the NPO and must determine its own role and those of all other parties who are involved in the organisation's work. The size of the Board varies from NPO to NPO, with some Boards having as few as 3 directors, and some as many as 60. The typical size of a Board is 8 to 12 members. However, in addition to the Board, many NPOs form 'Sub-Committees' to assist the Board in strategic areas like Audit, Human Resource and Fundraising. These sub-committees are often led by Board members.

### 2. General Board Roles and Responsibilities

The general Board roles and responsibilities (*What to Do*) are:

**Set strategy and long term plans:** One of the Board's primary responsibilities is to ensure that the mission statement is relevant and is regularly reviewed. The Board also has to make sure that the plans and programs flow from the mission. A clear expression of mission is essential for planning, Board and staff decision-making, generating resources, and organisational assessment.

**Oversight:** The Board needs to establish appropriate checks and balances to ensure that the organisation is well managed and acts in accordance with the existing legal and ethical framework. Board members must be well informed about the organisation, study and understand its financial information, and – most of all – ask tough questions. Openness and honesty are essential at all times, especially in the Board's relationship with the Executive Director (ED). The Board must establish internal policies that protect against the loss of the NPO's resources i.e. its financial assets, human resources, and even its reputation. For larger NPOs, the Board should avoid over interference in the work of the staff (for a guide on Board versus Staff roles, refer to Annexure III).

**Evaluation** - The Board needs to evaluate the overall performance and effectiveness of the NPO, as well as the performance of the ED. The evaluation process is most productive when success is measured against clear goals and should be a positive experience for both the Board and the ED. Board self-evaluation is essential too. The Social Service Training Institute has an Online Board Assessment Survey (OBAS) that NPOs can use for a nominal fee. In addition, periodic retreats with an outside facilitator allow the Board to step back and think about how it functions as a group and how to strengthen its effectiveness. Finally, Boards have a responsibility to recruit and orient new Board members.

**Resource Management** – One of the most challenging areas of Board service is resource development i.e. ensuring that the organisation has the financial and human resources it needs to fulfil its mission:

**Human Resource:** Where feasible, employ and supervise suitable staff. The single most important task that the Board undertakes is the recruitment of the ED. Recruitment of staff below the most senior level should normally be the responsibility of the ED, although the Board should approve the organisation structure. The Board should ensure that the ED has the moral and professional support he or she needs, to further the goals of the organisation.

**Fundraising:** In many NPOs, one significant contribution is in the area of fundraising. Boards see to it that fundraising strategies are in place, and that Board members contribute their time and skills to raise money.

**Outreach:** As a Board member, you are seen as the link between the community and the organisation you serve, and one of your key roles is to help enhance the organisations public standing. You are the voice for the organisation’s missions, values and programs. Board members serve as community ambassadors; recruit new Board members, volunteers and donors; meet with key stakeholders; and expand the organisation’s circle of influence. These efforts require strong commitment and a well-articulated strategy.

### 3. Key Duties of an Independent Board Member

All Board members have the following common key duties (*How to Do*):

**Duty of Care and Skill:** Be prudent, prepared and participatory. Take reasonable care when taking decisions for the organisation. This includes contributing in your area of knowledge and experience, and making an effort to attend all Board meetings.

**Duty of Loyalty:** Act only in the best interest of the organisation, and be wary of conflict of duty and interests. Board members need to avoid conflict of interest or even the appearance of a conflict of interest. If you think you have a potential conflict of interest with the NPO (for example, your organisation is tendering for their latest project), it is your responsibility to provide full disclosure to the Board, at the onset. No Board member should participate in a discussion or vote on an issue, where he or she has the potential to derive personal gain from the situation.

**Duty of Honesty and Diligence:** Act in accordance with the organisation’s mission and follow the law. Always act honestly and put in your best effort and with due diligence.

### 4. Governing Instruments

Read and understand the governance instruments for the organisation. These instruments vary from NPO to NPO (see Table below as a guide). Knowing your governance instruments will help you ensure that the NPO acts within its legal boundaries.

NPO registered as Company limited by Guarantee (CLG)	NPO registered as Society
Memorandum of Association	Constitution
Companies Act (Cap. 50) <a href="http://statutes.agc.gov.sg/">http://statutes.agc.gov.sg/</a>	Societies Act (Cap. 311) <a href="http://statutes.agc.gov.sg/">http://statutes.agc.gov.sg/</a>
Trustees Act (Cap. 337) <a href="http://statutes.agc.gov.sg/">http://statutes.agc.gov.sg/</a>	
Charities Act (Cap. 37) <a href="http://statutes.agc.gov.sg/">http://statutes.agc.gov.sg/</a>	
Code of Governance <a href="https://www.charities.gov.sg/charity/index.do">https://www.charities.gov.sg/charity/index.do</a>	

## 4. The Courtship Period

### Evaluating the NPO

If you've been referred to an NPO that you are keen to serve, you should try to find out as much as you can about them before you commit to volunteering with them. Study their website and the documents made available. Before you meet with the NPO, you may also find it useful to read the guide on 'Questions Prospective Board Members Should Ask', by Board Source [<http://www.boardsource.org/Knowledge.asp?ID=3.362>]

### How NPOs evaluate prospective Board Members

This process varies from NPO to NPO. More established NPOs tend to have a more structured and rigorous way of evaluating potential Board/committee members, which includes amongst others, volunteering with them for a period of time, or acting as an observer. It is important to use this time to get to know the organisation and its Board well. It will also help if you are upfront with them and let them know your interest to serve on their Board/committee. On the other hand, there are also NPOs that recruit new volunteers as Board/committee members quite readily i.e. without such a rigorous process.

## 5. Development of Board Members

**Centre for Non-Profit Leadership [CNPL]** is a leadership development and networking hub for non-profit leaders in Singapore. They run the Board Match program that matches suitable volunteers to the Boards of NPOs. CNPL welcomes all Board members to register with them, so that they could be kept informed of CNPL's activities and programs. Please visit [www.cnpl.org.sg](http://www.cnpl.org.sg) for more information.

**Social Service Training Institute [SSTI]** provides a wide range of courses for Board members to brush up their skills in areas such as fund raising, governance, marketing and budgeting. Please visit [www.ssti.org.sg](http://www.ssti.org.sg) for a full listing of their courses. SSTI also offers Board Governance Consultancy Services, an online Board Assessment Survey, Board Policy Manual and Board Profiling Exercise.