Directors’ responsibilities

The IFA Nominating Committee in reviewing its role and responsibilities has taken into consideration the roles and responsibilities of directors. The observations and discussion have provided a rich body of information and insights which may be of value to share with the Board of Directors.

In order to share concise and useful suggestions, the discussions were approached from five aspects:

1. Rights, roles and responsibilities of Directors.

2. Types of directors and how do they differ

3. Directors’ terms

4. General best practice for directors in other NGOs?

5. Accountability and performance

1. **Rights, roles and responsibilities of Directors**

The IFA NC requests prospective candidates to complete a statement of candidacy covering three key points.

* Brief bio
* Skills, experience you can bring plus one example
* Involvement with IFA in past 3 years
* Vision for IFA in five years (challenges & opportunities)

This statement of candidacy does not tell a prospective director what their rights, responsibilities and, most importantly, ongoing roles are. The resource Manual, 2010-11 covers expectations thoroughly under the Board roles and responsibilities.

Key points (shortened) include:

* Determine mission & purpose
* Select executive
* Support executive and review performance
* Ensure effective planning, resource and manage effectively
* Determine & monitor programs & services
* Enhance public image
* Serve as a court of appeal regarding membership being cancelled
* Assess own performance

Recommendation

The statement of candidacy should be much more explicit if this is to give a yardstick by which a director’s performance can be measured including:

* Minimum annual expected attendance at board meeting
* Minimum level of activity
* Report on promised activities toward IFA goals
1. **Types of directors and how do they differ**

Individuals who are elected to the IFA Board whether their membership to the IFA is in the category of an Associate or Full by virtue that they are linked to an NGO have the same voting rights on the IFA Board.

Only full members of the IFA (e.g. DaneAge) can vote as outlined in the bylaws on matters such as changes to the bylaws and the election of persons to the Board.

Recommendation

In gaining a deeper understanding of membership and rights and responsibilities there may be value in discussing the following points as a matter of information at the Board.

* Is it clear to new members the best category for them/their organisation?
* Is the only difference between an associate member and a full member NGO money?
* Is there capacity for an organization to remain on the board through different individuals?
* Are full members preferred to individual members on the board and for what reasons?
* Should voting rights (on member issues) be extended to all members of the IFA rather than NGOs that are full members.
* What is the history of involvement of a full member vs an associate member? Is one type of director likely to be more or less engaged?
* Is it in the best interest of IFA to move toward directors linked to organizations that are full members and reduce the number of individual members on boards? If so, what is the ideal balance by percentage?
1. **Directors terms**

At the recent Board Meeting in Istanbul the IFA NC in an effort to ensure that persons recommended for the slate of candidates had a demonstrated track record at IFA recommended that:

No further persons be considered for the position of Director At Large unless the Board requires to appoint a person/persons with special skills

The recommendation was not supported on the basis that persons had been proposed in 2010.

For discussion

On the basis that the Board continues to believe in the value of Directors at Large being a valid way of ‘screening’ persons for the slate of candidates and the likelihood of a 4year term of office should the following be considered:

* ‘Apprentice’ director (1 year) followed by three years, then three then retired - Maximum term seven years.
* New directors, regardless of experience, affiliation, or member association, should complete a one-year ‘apprenticeship’
* Such ‘apprentices’ need to signal in their statement of candidacy their promised commitments on behalf of IFA (committee involvement, publicity, presentations, programs whatever) as well as attendance at a minimum of 1 board meeting during their first year without leave of absence.
* They will then (as will other returning directors) be asked to report on those activities completed, those not completed and why, and other related support of IFA not in original statement.
* Nominating Committee then has a clear picture with which to assess candidate for a further (suggest) three years.
1. **General best practice for directors in other NGOs?**

The IFA is the only international NGO in the field of ageing that has (theoretically) a democratic process toward election of Directors and Officers.

Little has been discussed by the IFA Board or known of the practices of our colleagues International Association Gerontology and Geriatrics (IAGG), Global Action on Aging (GAA), International Association of Homes and Services for the Aging (IAHSA), HelpAge International (HAI), ILC Alliance Global.

Consider

* If Directors can share best practice in the NGO field
* If there is a conflict when Directors are non-paid, non-reimbursed directors attending meetings twice a year and at the same time want best practice – is this too much of an ask?
1. **Accountability and Performance**

Over the course of some years the subject of Board self assessment has been on the agenda on a number of occasions however the discussions if occurring have been relatively superficial.

In addressing the definition of ‘good standing’ and ‘active’ several areas for discussion were indentified.

For Consideration

Minimum standards

* Attendance
* Committee involvement
* Monitoring

Noncompliance

* How is this managed and by whom
* Is it different for Directors and Honorary Directors