

Governance and the Role of Boards in Industry Associations, Peak Bodies and Professional Associations



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Building Stronger NFPs



Table of Contents

- About the Training Program3**
- 1. Principle 1 – Roles, Responsibilities and Requirements4**
 - 1.1 Roles and Responsibilities 4
- 2. Principle 2 – Board Composition5**
 - 2.1 Getting the Mix Right..... 5
 - 2.2 Determining the "Selection Criteria" 5
 - 2.3 Recruitment of Directors 6
- 3. Principle 3 – Purpose and Strategy7**
 - 3.1 Definition 7
- 4. Principle 4 – Good Risk Management.....8**
 - 4.1 Successful Risk Management..... 8
- 5. Principle 5 – Effective Meetings9**
 - 5.1 Meetings..... 9
- 6. Principle 6 – Board Performance Assessment and Development.....10**
 - 6.1 Assessing Board Performance 10
- 7. Principle 7 – Monitoring Organisational Performance and Social Impact)11**
 - 7.1 Monitoring Organisational Performance..... 11
 - 7.2 Financial Indicators..... 11
 - 7.3 Non-Financial Indicators..... 12
 - 7.4 Measuring Social Impact 12
- 8. Principle 8 – Culture and Ethics13**
 - 8.1 Culture and Ethics..... 13
- 9. Principle 9 – Fiduciary Obligations and Stakeholder Engagement15**
 - 9.1 Fiduciary Obligations - Definition 15
 - 9.2 Stakeholders - Definition..... 15
 - 9.3 Stakeholder Engagement..... 15
- 10. Principle 10 – Governance and Management17**
 - 10.1 Purpose of Board 17
 - 10.2 Governance..... 17
 - 10.3 Governance and Management – General Rules..... 17
 - 10.4 Governance and Management – Hints 17
 - 10.5 Exercise – Strengths Assessment..... 18
- 11. Recommended Reading19**
- 12. Board and Individual Effectiveness.....20**
 - 12.1 Questions Board must be able to answer to ensure "strategic planning readiness" 21
- 13. Effective Boards.....22**

About the Training Program

This Training Workshop is designed to provide sufficient information on the general principles of Governance and Board Effectiveness for Boards of Industry Associations, Professional Associations and Peak Bodies.

Numerous people were consulted during the design phase of this program including Association experienced Managers, Lawyers and Directors. The training program also relies on the research conducted by Ram Charan and Dennis Carey in their 2015 book "Boards that Lead"; the Australian Institute of Company Director's publication "Governance Principles and Guidelines for NFP Associations" and the 2015 Australian Charities and Not-For-Profits Commission's publication "Good Governance".

There is little difference in being a Director on a Board in a For-Profit association to being a Director on a Board of a Not-For-Profit association or association.

In fact, many experts agree that the level of responsibility of being an Association Director, Board Member or Committee Member, to some degree exceeds the responsibility of Board Members in the Private Sector due to the fact that Directors are making decisions that could affect a whole industry.

Obviously all associations differ and Associations are no different – some are small and completely resourced by volunteers, others are large with significant numbers of employees' and well defined Governance Guidelines. Some are young associations others have been around for a long time and so Good Governance (or sometimes not so good) has been allowed to develop.

Corporate governance is the legal authority given to the Board of an association to manage the affairs of the association and make decisions for the association.

The following principles have been well researched and most experts agree are the backbone of Good Governance for Australian Associations of all sizes, all ages and all purposes.

1. Principle 1 – Roles, Responsibilities and Requirements

1.1 Roles and Responsibilities

There should be clarity regarding Roles, Responsibilities and Requirements for the Board and for each Director.

Generally the Board should provide leadership, safeguard the association's interests, ensure accountability and ensure long-term sustainability.

The main functions and tasks of the Board are to:

- Describe the association's values, vision and purpose
- Set the strategic direction, objectives, and define critical policies
- Set the ethical framework for the association – such as a Code of Conduct
- Define the management delegations
- Recruit the senior manager and monitor their performance
- Monitor the performance of the association against the approved plans and budgets
- Manage the association's finances
- Manage engagement and communication with stakeholders
- Manage risk
- Ensure compliance with policies, laws and regulations
- Ensure that the Board's own governance structure and processes are effective.

2. Principle 2 – Board Composition

2.1 Getting the Mix Right

Boards need a group of people with a diverse mix of skills, knowledge and experience (e.g. professional backgrounds, industry experience etc) that fit with the association's purpose and strategic goals. These must be considered when the association is undergoing recruitment for a new Board Member appointment and when assessing Board Effectiveness.

Research shows that Boards which have an appropriate and diverse mix of skills and experience will be less likely to engage in "group think" or to have "blind spots" and they will be better equipped to deliver value and respond to challenges that arise.

The diversity mix will change from association to association. Some sets of new skills and experience may add little benefit; others may be of great value. Boards should carefully consider what form and level of diversity is appropriate for their association's circumstances. What is clear is that Boards should assemble a group of Directors who comprise a range of skills and experience that will assist the association achieve its goals.

There is often a delicate balance when making Board appointments between looking for individuals who will help promote constructive discussion and debate (e.g. to avoid problems associated with group think – potentially an issue with NFPs because they are run by passionate people aligned around a particular cause), but without losing the important collegiate approach to decision-making. The absence of a collegiate approach to decision-making can lead to highly dysfunctional outcomes, including decision paralysis. As such, personal qualities and behavioural skills are necessary considerations.

2.2 Determining the "Selection Criteria"

Boards should identify the ideal characteristics of their next Director and consider a broad range of experiences, skills, knowledge and behaviours such as:

- **Strategic Expertise** – the ability to guide and review strategy through constructive questioning and suggestion.
- **Accounting and Finance** – the ability to read and comprehend accounts, financial material, financial drivers/funding and business models.
- **Legal** – the Board's responsibility involves overseeing compliance with numerous laws as well as understanding an individual Director's legal duties and responsibilities.
- **Managing Risk** – experience in developing a risk appetite and assessing risk ritually as part of decision making
- **Achieving Change** – experience in identifying, leading, managing and achieving change, and adapting to change
- **Relationship Building** – skills in quickly building and maintaining an industry or professional network
- **Specific NFP/Industry Knowledge** – passion for the cause, experience in similar associations, sectors or industries
- **Desired Behavioural Competencies** - e.g. innovative, positive, futuristic

Once these characteristics are determined, a recruitment strategy can be developed in order for someone with those characteristics to be attracted to join your Board.

2.3 Recruitment of Directors

Every author of every book on NFP Board Governance talks about the need to recruit the right people to the Board, so does every author of every article, publication or industry story on good Board Governance.

Attracting people to Boards and Committees with the right mix of skills and experience requires more than just word of mouth and advertising.

3. Principle 3 – Purpose and Strategy

3.1 Definition

Strategic business planning provides structure and rigor to decision making and plays an important role in good governance.

Members of the Board have a responsibility to be active participants in strategic business planning. The role of the Board includes:

- Develop and set overall directions
- Monitor progress towards the achievement of goals
- Evaluate the continued relevance of the plan
- Agree to changes to the plan.

Active participation in the strategic business planning process will inform and equip Board members to undertake their governance role.

4. Principle 4 – Good Risk Management

4.1 Successful Risk Management

All Boards must take a responsible approach to decision making and problem solving and adopt good risk management principles.

Risk management is increasingly important for Boards, volunteers, paid staff and stakeholders of all services and is an essential component of good corporate governance.

It is part of an association's culture, its philosophy, practices and business processes. It should not be viewed as a separate activity.

Risk management:

- Is a procedure to avoid any negative consequences and reduce potential legal liability
- Seeks to address potential problem areas before they occur and creates a safer environment
- Is a process to test the effectiveness of measures to prevent events happening that may result in negative outcomes?

The principal forms of risk treatment are elimination or reduction.

Risk reduction involves taking all reasonable, practicable steps to reduce identified risks and minimise loss, injury or harm.

5. Principle 5 – Effective Meetings

5.1 Meetings

Good Board meetings would typically include:

- A clear, concise and focused Board agenda, covering the right matters
- Papers delivered in good time (from the CEO and senior management) containing relevant, timely and accessible intelligence in a style and format that enables appropriate analysis
- Prepared participants
- An effective meeting Chair
- Relevant, robust and respectful debate
- Minutes that accurately record information and decisions that are finalised promptly or approved on the night through electronic display
- Established confidential “in-camera” processes
- Meetings start and finish on time
- Important issues are included on Board agendas and Board members have sufficient time to read documents
- Promote inclusive problem solving, decision making and debate and an appropriate tone throughout the meeting

Factors that contribute to poor meetings include:

- Poor performance by the Chair
- Absenteeism by Board members
- Conflict of interest issues not being appropriately dealt with
- Dominant Chairs and/or CEOs taking over Board meetings/making decisions without sufficient regard for other Directors’ views
- Board members seeing themselves as representing the interests of a particular stakeholder or group of stakeholders rather than the interests of an association as a whole (A Board is not a Parliament)
- Inappropriate agenda and papers (e.g. too detailed or not detailed enough, important information is missing or buried, wrong ordering of items of Board papers)
- Not enough time allowed for pre-reading and/or Board discussion or problem solving.

6. Principle 6 – Board Performance Assessment and Development

6.1 Assessing Board Performance

Statistically less than 20% of Australian Association Boards in 2016 assessed their own performance as a Board or assessed individual Board Members.

The Board should periodically review effectiveness with a view to taking steps to improve the quality of its governance, Boardroom discussion, decision making and to develop individual Director's competencies. This review might include use of an external facilitator and a formal Board or governance assessment tool. In other cases, this may involve informal one-on-one interviews conducted by the Chair, another designated Board member or an expert external facilitator (remembering one of the issues being assessed is often the effectiveness of the Chair).

These processes are then followed by discussion at a Board meeting without management present.

The performance of the Board might be enhanced, for example, by:

- A Board orientation for new Board members
- Mentoring of less-experienced Directors
- Allocation of appropriate resources to the professional development of Board members
- Measuring the success of Board

Some sample Board Member Performance Measures are:

<i>Attendance and Punctuality Records (Meetings)</i>
<i>Tasks allocated to tasks completed on time (ratio)</i>
<i>Mentoring new Board Members</i>
<i>Supporting Management</i>
<i>Policy Compliance</i>
<i>Participates in Strategic Debate</i>
<i>Positive</i>
<i>Progressive</i>
<i>Values and Respects the ideas and contributions of others</i>
<i>Open Minded</i>
<i>Maintains Working Knowledge of Association</i>

7. Principle 7 – Monitoring Organisational Performance and Social Impact)

7.1 Monitoring Organisational Performance

An important consideration for Association Boards is the degree to which the association's available resources are being utilised in an efficient and effective manner to achieve stated outcomes.

Associations should identify the resources they need to deliver on their purpose and plan how those resources will be made available to and best managed by the association. Once an association has decided on its purpose and related strategies, it is common practice as part of a strategic planning process to choose key performance indicators (KPIs) to measure the association's performance. In this regard, Boards need to consider, with regard to the purpose of the NFP, which performance indicators are most appropriate in the association's circumstances (e.g. activities undertaken, grantor requirements, etc), and which indicators should be chosen for measurement purposes. Obviously, it is very important for Boards to ensure the metrics adopted are capable of being measured and understood.

There is a wide range of performance indicators used across the Associations sector. A Board will choose a combination of financial and non-financial metrics.

7.2 Financial Indicators

The threat of insolvency is a very real risk for many Associations, especially when they are heavily dependent on funding from a limited number of sources. The Board will need on a regular basis to satisfy itself as to the financial soundness of the association, and obtain information and indicators from management that allow these assessments to be made.

Examples:

Administrative efficiency

- Ratio of administrative expenses to revenues
- Ratio of administrative expenses to total expenses

Program efficiency

- Ratio of program expenses to program commitment
- Ratio of program expenses to total expenses

Fundraising efficiency

- Ratio of fundraising expenses to funds obtained as a result
- Ratio of fundraising to total expenses

Grant efficiency

- Ratio of grant submissions to grants obtained
- Ratio of grants to total expenses

General Financial Performance

- Revenue growth
- Working capital ratio

7.3 Non-Financial Indicators

The nature of many Associations means that various key performance measures are non-financial in nature. These will go to the heart of whether an NFP is delivering on achieving its purpose and making a difference.

Monitoring these measures requires oversight of whether resources are being directed to where they are best applied, so these non-financial performance indicators usually focus on a combination of efficiency (input versus output) and effectiveness (impact) measures.

Efficiency measures can help view how an association is performing and provide a benchmark relative to its peers.

Effectiveness measures might gauge the effectiveness of a program or the extent to which an association is delivering on its purpose.

The choice of indicators will vary depending on the purpose and activities of an association.

Examples:

Input Focused

- Number of staff hours on a program
- Number of volunteer hours donated
- Number of full-time employees

Output Focused

- Number of "services"
- Number of clients seen
- Active Members
- Active Volunteers

Efficiency Focused

- Cost per output/service

Effectiveness Focused

- Number of clients serviced
- Member satisfaction
- Quality Measures

7.4 Measuring Social Impact

Social Impact is about measuring the impact your association has made firstly in terms of the overall industry, then the lives of individual people dependent on the industry and the overall benefit to society.

There is no one measurement model that suits every association and it is recommended that associations seek expert help in establishing a measurement methodology that suits their unique circumstances.

8. Principle 8 – Culture and Ethics

8.1 Culture and Ethics

The Board sets the tone for ethical and responsible decision-making throughout the association.

The culture of an association could be thought of as its “personality”. It is represented by shared values, norms, practices and core beliefs that shape behaviour.

Culture is sometimes described as “how we do things around here”.

The culture within a Board influences what it does, its relationships with stakeholders and its reputation. It can also be an important determinant of whether the association is able to achieve its strategic objectives and deliver on its purpose.

Culture has a direct impact on the activities and success of a Board. For example if the Board continually allows for people to defer deadlines of agreed actions this will affect the commitment of others to put in the effort required to completed projects, tasks and actions on time.

A Board and its individual members have a leading role to play in promoting a healthy culture for the association they serve. Clearly the Chair has a leadership role in this context to set the standard for others to follow in terms of culture.

Recognising the relationship between culture and strategy, many Boards take an active role to build the right culture at the Board level.

Board Culture

It is widely recognised that the culture of an association will be influenced by the conduct and actions of the Board and individual Directors.

Some associations set out elements of expected conduct and ethical standards in “codes of conduct”. One area of particular focus has been to put in place arrangements aimed at having potential conflicts of interest dealt with appropriately, including policies and procedures concerning the identification, declaration and management of conflicts.

Every decision made by a Board must be impartial and in the best interests of the association. If a particular decision is likely to benefit a Director in some way, or benefit someone close to a Director, that Director is no longer in a position to make an impartial decision; he or she has a conflict of interest.

Generally speaking, the principles of managing conflicts are fairly clear: if a conflict has been identified, it must be disclosed and from the moment it is disclosed, that Director is no longer invited to exercise judgement on how it should be resolved. The other members of the Board should then decide the best course of action. The Director with the conflict may be excluded from any further discussion or be allowed to be present, but not permitted to vote. The Board may also tailor the papers provided so that the conflicted Director receives no information on the issue.

Having clear codes around potential conflicts and other conduct and ethical standards sends a message to the association and all those who have dealings with it that the Board is committed to upholding certain standards, and is transparent about what it believes is appropriate behaviour.

Many desired behaviours that promote a healthy culture in the Boardroom are often unwritten, such as:

- Arriving at Board meetings on time and staying until the meetings end
- Reading Board materials in advance of meetings
- Not texting or reading emails or taking phone calls or leaving the room during meetings
- Not talking over others or monopolising Board discussions
- Giving each Board member the opportunity to speak
- The asking of questions is not discouraged or frowned upon

A well-functioning Board will necessarily entail a high-level collegiality and mutual respect, but at the same time recognise the need for constructive discussion and debate where appropriate.

To help influence culture Boards may:

- Develop or adapt a formal code of conduct and ethical standards
- Challenge undesirable practice and behaviour
- Undertake team-building exercises
- Train and support Board members
- Review Board member recruitment practices
- Change how success is recognised
- Appoint a third party to measure their own performance
- Appoint an external independent chair
- Review conflict management policy at least annually

9. Principle 9 – Fiduciary Obligations and Stakeholder Engagement

9.1 Fiduciary Obligations - Definition

The Board must help the association engage effectively with stakeholders.

Fundamentally this term means that there is a legal obligation for Not for Profit Sector Directors, who are entrusted with the care of money and assets to run the association successfully, to always act in the best interests of their beneficiaries and stakeholders.

9.2 Stakeholders - Definition

Some examples of key stakeholders are the people and/or groups served by the association such as clients, customers, donors, creditors, members, other Directors, employees, volunteers, funders, partner associations, peak industry bodies, suppliers, community, society and the environment.

9.3 Stakeholder Engagement

The Board must help the association engage effectively with stakeholders.

The Board must help the **Stakeholder Engagement** is the interaction that the association has with its stakeholders, including the communication by stakeholders of their views to the Board and by the Board of its perspectives to stakeholders.

Successful stakeholder engagement requires a commitment to build a relationship with them in a mutually beneficial way. Engagement is a means to help build better understanding and relationships with the individuals, groups and other entities with whom the association interacts.

Better stakeholder engagement has the potential to provide useful information to the Board (e.g. how the NFP and its purpose are perceived, possible funding risks or opportunities, strengths and weaknesses, potential strategies), improve the NFP's relationships with its stakeholders (e.g. build goodwill, address potential issues), and increase the likelihood that the NFP is able to deliver on its purpose. Accordingly, if they have any impact on achieving your objectives, it is important to work out who your stakeholders are, understand what matters to them and why, then connect with them effectively.

Engagement with key stakeholders can be particularly important when setting or considering changes to the purpose of the association. In short, it is important for associations to respect the rights of members (who may control and vote on key matters) and engage and communicate effectively with all other relevant stakeholders

Good two-way communication to and from the Board, which is transparent and provides clarity is often key to effective stakeholder engagement.

By definition, NFPs basically start with a good reputation - whatever their vision and purpose, they are acting in the interests and for the benefit of others. This is true whether discussing a small community sporting association or a large national icon seeking to combat a widespread disease or condition.

While an NFP may be performing very well and working solidly to achieve its purpose, perceptions regarding its efforts may not reflect that truth, and it may not enjoy the reputation it deserves. It can be as simple as influential people being unaware of the good works or having an uninformed perception.

Practically, this may mean a potential contributor, benefactor or relevant government body is not in a position to assist or offer advice purely because they are not sufficiently acquainted with what is going on.

At a minimum, good practice would usually include the annual report setting out the extent to which the association has achieved its stated objectives in a way that people with an interest in the NFP should be able to understand. Obviously there are more potential opportunities for the NFP to connect with stakeholders through many other channels.

For larger NFPs, a formal communication strategy or more detailed stakeholder analysis and engagement program may be formulated. Directors' participation in community meetings, for example may promote confidence and accelerate the achievement of goodwill not easily achieved by the best written communication.

For smaller NFPs, an example of this form of stakeholder engagement may be as simple as a Director keeping an open dialogue with the relevant governing body of a federated association with which the NFP is affiliated.

This would enable that Director to report back to the Board on any relevant matters.

10. Principle 10 – Governance and Management

10.1 Purpose of Board

A group of people with the collective authority (and trust) to establish the vision and strategic goals for an association, which is usually managed by a qualified executive and resourced by employees and volunteers.

10.2 Governance

The Board is responsible to establish the strategic direction of the association.

There are times when Boards have to be more hands-on and have to take a more active role in the management of an association, but generally Boards should leave management to the managers.

Understanding when to be hands-on, when to partner, and when to support is critical to the successful relationship between the Board and the Management and ultimately critical to in the success of the association.

The key to Boards being able to focus on strategic issues is trust in management and an understanding of their own role and leadership style.

10.3 Governance and Management – General Rules

The distinction between governance and management varies from association to association, and from time to time within each association. When the board steps out of its role, it can make matters worse, and usually results in rifts between the Board and executive management. The very nature of governance “roles” means boards should focus on strategic approaches to issues rather than focus on operational issues. By fulfilling their policy-making roles, board most clearly follow their governance role.

Boards unintentionally stray into operations and away from policy for two main reasons:

- they pursue what is most familiar to them
- they have a can-do attitude

10.4 Governance and Management – Hints

Boards make policies, managers implement them.

Boards make decisions, managers implement them.

Boards establish strategic goals, managers achieve them.

Boards appoint managers to manage.

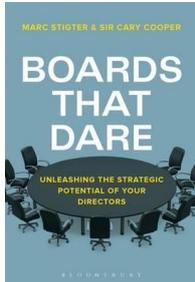
Managers should pro-actively keep Boards informed.

10.5 Exercise – Strengths Assessment

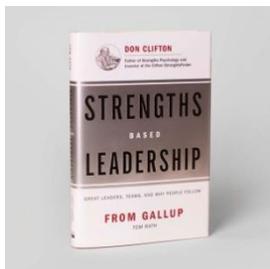
Select your five key strengths?

Achiever	Accomplishes something every day
Activator	Takes action in preference to debate
Adaptable	Responds and adapts to the issues of the moment
Analytical	Acts on data – not intuition or belief
Arranger	Flexibly arranges resources to meet changing circumstances
Belief	Maintains strong core values
Command	Takes charge of others
Communication	Influences people through speaking or writing
Competition	Focuses on comparison, measurement and winning
Connectedness	Believes things happen for a reason
Consistency	Applies rules equally to everyone
Context	Focuses on past circumstances and patterns
Deliberative	Identifies dangers and proceeds with caution
Developer	Helps others to become successful
Discipline	Creates routines, timeframes and deadlines
Empathy	Understands the feelings and motivations of others
Focus	Continually focuses on goals
Futuristic	Inspired by the possibilities of the future
Harmony	Steers people away from conflict and friction
Ideation	Focuses on ideas that explain or create new perspectives
Includer	Includes people as part of broader groups
Individuality	Focuses on the unique qualities of each individual
Input	Is driven to acquire and store things and/or information
Intellection	Takes time out to muse and reflect on things
Learner	Needs to learn and grow
Maximiser	Strives to reach excellence
Positive	Focuses on the positive aspects of any situation
Relator	Derives pleasure from close friends
Responsibility	Takes responsibility for anything they commit to
Restorative	Finds solutions to problems
Self-Assurance	Has confidence in abilities and judgement
Significance	Needs to be recognised or heard
Strategic	Evaluates the best route to achieve goals
Persuasive	Wins others over

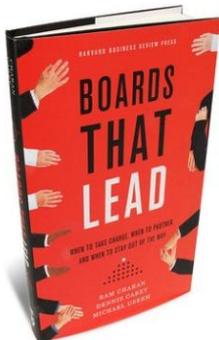
11. Recommended Reading



"Boards that Dare" by Bloomsbury



"Strengths Based Leadership" by Rath and Conchie



"Boards that Lead" by Charan, Carey and Useem

On request NFP Success can assist you in purchasing any of the above books and also offers support on how best to maximise the Board Development outcomes from the concepts discussed. We can be contacted through www.nfpsuccess.com.au or (02) 9659 2602

12. Board and Individual Effectiveness

Sample Measures

BOARDS/COMMITTEES

Meeting attendances (%)

Tasks allocated to tasks completed on time (ratio)

Conflict resolution (average time in days)

Grant applications to acceptances (ratio)

Meeting time spent on strategic longer term issues (%)

Success of strategic plan (ratio goals set v goals achieved)

Operational interference occurrences (number)

Growth and success indicators (revenue and service graphs; ratio: operational costs v service costs)

Meetings starting on time v not starting on time (ratio)

Social impact (measuring the impact your association has on your total community and society)

Sample Measures

INDIVIDUAL DIRECTOR/BOARD MEMBER

I see our association is in five years time and the changes ahead.

I participate in strategic debate and meetings

I am positive about the long term future of our association

I respect the ideas and contributions of others including new ideas

I am open minded on how we will achieve our goals be sustainable

I resolve conflicts between Directors

I am passionate about our association and our purpose

I share my knowledge with all directors

I constantly research other associations in our sector

I adopt a healthy risk appetite in regards decision making and strategic planning

12.1 Questions Board must be able to answer to ensure "strategic planning readiness"

- 1) How can we get our Board to invest more time on strategic issues versus time spent on operational tasks?
- 2) Do we spend at least one special meeting per annum to analyse and adapt the current strategic plan to the current environment?
- 3) How do we measure our association's effectiveness in comparison to other associations in our broader industry?
- 4) What's the biggest unknown in our market?
- 5) What are the capabilities our Board needs to develop?
- 6) Who are our some other similar industry providers (regardless of geographical differences) and what are they better at than us?
- 7) Can we verify the answers to the above two questions?
- 8) Do we keep abreast of industry activity (and how)?
- 9) Do we have a Board Agenda item every meeting where industry activity and performance is discussed?
- 10) What is the most strategic of our sub-committees?
- 11) What associational measures are reported on and discussed at every Board meeting?
- 12) What is our current level of strategic thinking?
- 13) What steps have you put in place to reach the next level of strategic thinking?
- 14) What is the long-term Vision of your association?
- 15) Has your Board identified each member's strategic competencies (and if so how)?
- 16) What are some of the things in place now in your sector you did not foresee 5 years ago?
- 17) What associations see us as a merger prospect?
- 18) What associations do we see as a merger prospects?
- 19) What does your association look like in 5 years time? (and what are the major changes?)
- 20) What does your association look like in 10 years time? (and what are the major changes?)

13. Effective Boards

1. Are passionate about their association and the positive impact it has on the industry and people's lives
2. Monitor finances
3. Monitor social impact
4. Have a clearly defined purpose
5. Continually review their purpose
6. Have diversity of skill, culture and people
7. Are focused on their strategic role in ensuring the ongoing success and future sustainability of the association
8. Make timely decisions
9. Manage risk
10. Assess performance and develop their competencies
11. Are exemplars of ethical behaviour
12. Deliver on fiduciary obligations
13. Hold effective meetings
14. Inspire/coach CEO and others to achieve full potential
15. Know when to be hands-on or hands off or support
16. Are open to other's ideas
17. Monitor industry performance
18. Have defined their role in driving associational innovation and industry firsts and successes
19. Have determined their role in the cyber-security of personal and member information
20. Identify partnering opportunities
21. Are brand ambassadors
22. Are able to look into and plan for the future, like the word uncertainty
23. Are doing exciting things and have an exciting vision just like the Founders of the association would have had
24. Record and recognise their achievements