

**NONPROFIT SOCIETY
GOVERNANCE DEVELOPMENT
STRATEGIES**

By

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**We accept this thesis as conforming
to the required standard**

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CHAPTER 1 - STUDY BACKGROUND

1.1 Introduction and Background

Currently, as many as 10,000 British Columbians may be infected with the HIV virus and, due to such practices as needle sharing and unsafe sex, the incidence of infection is now estimated to be 1,000 new cases a year. The Vancouver/Richmond Health Board has declared HIV and AIDS a public health emergency. These conditions require extremely high levels of emotional and physical support for those afflicted (Dow, 1997, p.8).

When the HIV/AIDS first began in the early 1980's it was contained predominately to the gay male population. The face of HIV/AIDS in Canada is changing quickly according to Health Canada Statistics (1998); it is rapidly building a new demographic profile:

- A decreasing proportion of reported AIDS cases is occurring among men who have sex with men (77.7% of all AIDS cases before 1990, 68.6% of the cases between 1990 and 1995, and 61.7% in 1996).
- There has been an increase in the proportion of AIDS cases attributed to injection drug use (IDU). IDU accounted for 1.5% of all reported cases of AIDS before 1990, 4.9% between 1990 and 1995, and 10.6% in 1996.
- The proportion of AIDS cases in women has increased. The proportion of all AIDS cases that were diagnosed in women before 1990 was 6.2%; between 1990 and 1995, it was 6.9%, and in 1996, 10.6%.
- An increasing trend is also noted in the AIDS cases attributed to heterosexual transmission (2.2% of all AIDS cases before 1990, 5.6% between 1990 and 1995, and 9.2% in 1996).
- The annual number of Aboriginal AIDS cases has risen dramatically during the last five years. There is an increase over time of the proportion of cases attributed to Aboriginal persons, from 2% before 1989 to more than 10% in 1996/97. Note that Aboriginal AIDS cases are under-reported because of delays in reporting and variations in the completeness of reporting ethnic status between provinces

The important and good news is that there are declining AIDS cases and AIDS deaths in Canada. Yet if one combines this with the disturbing information that the incidence of new HIV infections has increased since the early 1990's it means that the number of Canadians currently living with HIV is increasing. This rising prevalence means there is an increased need for care and support for persons living with HIV.

The challenges of living with HIV/AIDS are many but magnified if the individual is of a lower socioeconomic background. If a person does not have access to sufficient fiscal resources the government currently only provides social assistance through welfare and a GAIN supplement. The combination of these two sources often does not adequately cover basic living expenses as well as the expensive drugs required, especially if the individual is living in or near

a major center, which tends to be where the best medical care is located. This has resulted in a significant number of the people living with HIV/AIDS who need assistance.

Sixty-five different community groups have been developed in British Columbia alone to offer a variety of services to persons with HIV and AIDS, ranging from educational programs to hospices (Dow, 1997, p.8). The majority of people with HIV/AIDS in British Columbia live in or around the lower mainland as do the majority of organizations committed to caring/assisting this population.

1.2 Purpose and Objectives

The purpose of this project is to assist the Board of Directors of a nonprofit organization called A Loving Spoonful, which deals with the HIV/AIDS community, develop a model for effective governance. Long term viability and success is at stake with A Loving Spoonful. They are a fairly young operation with a very positive reputation, in an expanding market with an increasing amount of competition for limited fund-raising dollars (Drucker, 1990, p.57). If A Loving Spoonful is to ensure its long-term viability as a non-profit organization within this evolving and growing area, it must develop appropriate strategies for leadership and governance from within. The process of this development is the focus of this study.

A Loving Spoonful has and continues to grow tremendously since it began operations in 1990. Drucker (1990) speaks about the tremendous growth of all non-profits over the next 20 years and A Loving Spoonful is no exception. For the Board of Directors of A Loving Spoonful the governance of the organization also must evolve. Governance, to use a very simplistic definition at this point, refers to the processes and structures used to direct and manage an organizations operations and activities. It defines the division of power, and establishes mechanisms to achieve accountability between stakeholders, the Board of Directors and management (Deloitte Touche, 1995, p.3). The Board of Directors of A Loving Spoonful is aware of this and identified it within their strategic plan as an area in need of development. According to their 1998 strategic plan (see Appendix B) the overall goal of A Loving Spoonful with respect to the area of management and governance is:

To provide direction and support to ensure the quality, accountability and sustainability of the society.

The Board of Directors of A Loving Spoonful is unsure how to proceed. This is not an unusual problem in non-profit organizations (Houle, 1989; Young, 1993; Axelrod, 1994). As Dennis Young (1993, p.7) observed, when speaking about the move from the 1980's to the 1990 in leadership and management in nonprofits: "nonprofit organizations do not yet seem to have taken the implementation of sophisticated management and governance practices completely to heart". The fact that the Board of A Loving Spoonful is aware that

governance is an area that needs to be addressed is the beginning of the solution.

1.3 Organization

A Loving Spoonful provides meals for people with AIDS who for a variety of reasons are not able to feed themselves. These reasons vary but could include nausea, diarrhea, severe fatigue or a number of other medical and non-medical issues that affect their ability to care for themselves. As a result people living with HIV/AIDS are often unable to shop for food or prepare wholesome meals. The results are weight loss and an increased risk of further compromising the immune system. A Loving Spoonful's current mission statement is:

A Loving Spoonful is a volunteer-driven, non-partisan society that provides free nutritious meals to people living with HIV in the Greater Vancouver area. Our belief is by meeting this fundamental need, we improve our client's health and well being, enabling them to focus on life's other challenges.

In order to begin to understand the complexity of the issues surrounding A Loving Spoonful's current situation it is important to gain an understanding of the organizations history, its current situation and how the Board currently approaches leadership and governance issues. This information will provide insight as to how the organization evolved.

1.3.1 History

A Loving Spoonful began operations in 1989 as a grassroots organization assisting a small number of people. Family and friends of those living with HIV/AIDS recognized through personal experience that maintaining healthy nutrition is important. Recognizing this, a group of volunteers began to provide monthly meals to people with HIV/AIDS living at McLaren House (Vancouver's first AIDS Group Home). This program was named "Easter's Sundays" after Easter Armas-Mikulik, the woman who started the program in November 1989. The success of these dinners, and the recognized need for a food program for those who are still able to live at home, led Armas-Mikulik to organize the Vancouver Meals Society, currently operating as A Loving Spoonful.

In discussions with hospital staff, physicians, and social workers it was determined by Armas-Mikulik and other volunteers, that a home delivery service was needed. In 1990, a needs assessment was conducted to establish a long-term budget and identify the fundraising requirements needed to support a daily meals program. Based on fundraising projections, it was felt that the organization could begin to provide a daily home meal service while continuing the previous commitment to the Easter's Sundays program at McLaren House. On July 18, 1991, A Loving Spoonful began to provide regular

meals to its first 5 clients living with AIDS. Every week Daily Meals Program volunteers deliver a week's worth of entrees and soups to their clients. Although these meals were meant as supplements, for many clients this is their best or in some cases their only source of nutrition.

The first years of the organization saw the newly established Board of Directors doing everything to run the organization. It quickly became apparent that more volunteers were needed. Because of the positive reputation in the community this did not pose a problem. As it grew and developed, A Loving Spoonful established a program model that would provide daily meals, seven days a week, to those who are alone and living with AIDS. Similar, established meal delivery programs in Seattle, Los Angeles and San Francisco were consulted to determine the successes and challenges they had encountered. Using this knowledge, A Loving Spoonful developed its own unique processes for client screening, nutrition, home delivery and food preparation.

Services are offered to people with HIV/AIDS who are referred by their doctor because of severe weight loss, recent hospitalization or because they are primarily homebound. All of the meals are prepared under the guidance of a nutritionist who specializes in HIV/AIDS. The meals are cooked and frozen in individual portions by a local catering company contracted by A Loving Spoonful. Microwave ovens are loaned to clients whenever necessary. The service allows people with AIDS to enjoy nutritious, fully prepared meals in their own homes. In 1997 A Loving Spoonful provided over 140,000 nutritious meals, free of charge to men, women and children living with AIDS.

Demand for A Loving Spoonful's services is continually growing. In 1991 they prepared 35 meals a week for the first 5 clients. In 1998 they provided 2400 meals a week to 200 clients. Constantly needed financial support comes from memberships, donations, bequests, community fund-raisers, private foundations, and grants from the provincial and federal governments. Unless a donor specifies otherwise, eighty percent of the money received is used to cover food expenses. The remainder is used to operate the society.

In 1997, \$425,000 was used to meet the need of clients. Because of the growth of the client list, in 1998 they provided well over 140,000 free meals to people with AIDS based on an operating budget of close to \$1,000,000. This number is growing annually.

1.3.2 The Current Organization

A Loving Spoonful has grown tremendously since it began operations in 1990. They currently have an operating budget of approximately \$1,000,000, an Executive Director and a paid staff of 2 individuals (see organizational chart, Appendix A). However, as often happens, governance and management of the organization has lagged behind the pace of organizational growth. The Board is moving from being a very involved working Board to one that is increasingly

becoming more concerned with the larger, strategic issues concerning the organization. They are in a period of transition. The Board of Directors of A Loving Spoonful has been aware of this for some time. It is identified within their strategic plan as an area in need of examination and development. According to the 1998 Strategic Plan (Appendix B) the overall goal of A Loving Spoonful with respect to the area of Management and Governance is to:

Provide direction and support to ensure the quality, accountability and sustainability of the society.

From this goal the Board of Directors has identified three main objectives:

1. To define a set of organizational values that will govern the society.
2. To formalize an organizational structure/chart/plan.
3. To develop a board succession and recruitment plan.

This is as far as they got at the time this project was proposed to them. There is hesitancy in how to proceed. This may partially be attributed to the age and experience level of the Board members. It might also be attributed to the fact that it is a volunteer Board, and the entire area of governance and nonprofit management is not only complex but also far reaching. It is a large job. However, the fact that they are aware that governance is an area that needs to be addressed is the beginning of the solution.

The three objectives arising from their Strategic Plan provide a starting point for the beginning of this project. The objectives identified by the Board of Directors through the strategic planning process only address part of the governance issues incurred within this organization. As the data collection process begins more will undoubtedly be uncovered. The role of the Board will then be twofold: to determine which issues they wish to focus on, and to prioritize those areas so they can be explored in this project.

CHAPTER 2 - LITERATURE REVIEW

2.1 Organizational Documents

In this section the documents explored are: Constitution and Bylaws, Strategic Planning Documents, Annual Reports, 1995 External Review, and the Newsletter. Each document provides a different perspective on the organization, which will be explored below. In examining these documents, it becomes apparent that this is an organization that is experiencing growth and with this comes the need to formalize and provide additional structure. Overall the documents provide insight into how the society functions, both historically and currently.

2.1.1 Constitution and Bylaws

The constitution of the organization (Appendix C) sets out the purpose for the Society's existence. It was this document that provided the foundation for the organization to develop its mission statement, as it defines the general purpose of the society; to provide meals for people with AIDS. The wording of this purpose shows foresight as it says "provide meal services" yet does not specify how. This allows for future expansion if warranted. . Overall the constitution provides specificity without being too narrow in focus. The constitution is a legal document that can only be amended through an annual general meeting.

The Bylaws (Appendix D) fulfill the organization's legal requirements under the Societies Act, providing the necessary guidelines that enable the organization to function. The most relevant bylaws for this project are the ones that relate to the past and current governance issues of the organization. The relevancy of these bylaws provides insight into the role of the Board of Directors.

Part 5 of the bylaws provides for the powers of the Directors and officers of the organization. They allow the creation of policy by the Board. Of note in this section is the bylaw that allows for the following: "the directors may appoint up to three persons either recommended by any society belonging to the B.C. AIDS Network or self disclosed as having HIV/AIDS as directors." These individuals are appointed until the next general meeting. This provision truly allows for input from the stakeholders that the society is serving and makes a powerful statement to this community.

Also of note in the bylaws is the fact that there is no maximum amount of time that a director can serve on the Board, although they must be re-elected after two years. It is not known by the researcher if this is a common occurrence, but is felt that the potential for stagnancy and complacency exist due to this provision.

2.1.2 Strategic Planning Documents

A detailed strategic plan (Appendix B) was redeveloped through a retreat in the spring of 1998, which the researcher attended as an observer. It reaffirmed the mission of the organization:

A Loving Spoonful is a volunteer-driven, non-partisan society that provides free nutritious meals to people living with HIV in the greater Vancouver area.

Our belief is by meeting this fundamental need, we improve our client's health and well being, enabling them to focus on life's other challenges.

As observed throughout this research project, this mission is truly understood by all connected to the organization. The fact that the mission reflects the non-partisan nature of the society makes a strong statement as to one of the governing goals of the Board: remaining apolitical. Although at times this may prove difficult, it shows foresight and perception in its inclusion. The term "volunteer-driven" shows the importance put on the people who ensure the actual operation of the society. It also acknowledges the organization's grassroots beginnings.

The strategic plan contains sections on major areas of the organization's activities, outlining the overall goals, objectives and specific actions to meet them. It is both a clear and usable document that illustrates the practical methods by which the mission of the organization will be realized. The areas covered by the plan, along with relevant content, are:

- Human Resources and Development - This section deals with both volunteers and staff. With relation to this project the "development of a human resources plan" speaks to governance strategies that the Board is determining.
- Client Services - Examines how client needs are being met and how the organization plans to make improvements.
- Financial Resources and Development - Overall financial concerns are addressed in this section. The issue of sustainability is a long-term objective and one that may impact how the Board governs the society.
- Community Relations - The determination of which model(s) for governing is used will affect how the Board perceives the community it operates in. This may result in changes in this area of the strategic plan depending on how the Board proceeds.
- Society Management and Governance - This section focuses specifically on governance issues facing the Board. The actions that have been designed to develop the Board's objectives are the starting point in the change process. The undertaking of this research project, although it will encompass the listed actions, has also had the potential of modifying and expanding them as the Board gains greater understanding in determining their own governance philosophy.

2.1.3 Annual Reports

A review of Annual Reports dating back to 1995 was completed. They accurately reflect the continuous evolving nature of the society. From 1995 to 1997 they focused on the growth of the society, both in terms of increasing number of clients (from 5 clients in 1991 to over 200 clients in 1997) and increasing budget (from nothing to approximately \$1,000,000 in 1997) requirements. It was a building period for a healthy, relatively new organization. During this time the society underwent tremendous growth in the numbers of clients dealt with and the financial commitments required to meet those clients' needs. Also reflected in these documents are the challenges that occurred during this growth period and how they were addressed.

In 1996 there was a change in the tone and content of the Annual Report. The focus shifted to the issue of change within the society. It was at this point in time that there were significant changes in Board members, staffing, resignation of the founder, and a dramatic shifting of the demographics of the client base from predominately gay males to more IV drug users, women and street workers. The current organization appears to have not only survived this growth but become a much stronger organization as a result of it. The issues surrounding organizational change will be discuss in more detail later in this chapter.

2.1.4 1995 External Review

The 1995 External Review was made possible by a grant from the AIDS Community Action Plan (ACAP) funded by the Canadian Department of Health. The main objectives of this review were to:

- Provide a history and guidance to future boards, employees and volunteers of A Loving Spoonful
- To transmit the expertise of A Loving Spoonful to other people and groups in Canada.

Through observations and interviews, the author of this review was able to construct the "story" of A Loving Spoonful as well as provide comments on where the society should be heading in the future. The result is entitled an Operations Manual for A Loving Spoonful.

The manual is a useful tool for a newcomer to the organization with respect to providing a history of A Loving Spoonful. However, in conversations with both Board members and staff who were involved with the organization at the time, it was reported that the manual does not adequately capture the organization. Further examination of this document shows that it does not provide a sufficient amount of detailed information about the future needs of the organization. It is general yet tends to be prescriptive without establishing readiness within the society. For the most part this document is not utilized by the society, predominately because of the prescriptive nature with which it

attempts to guide the society without allowing the needs of the individuals in the organization to be addressed.

2.1.5 Newsletter

The newsletter is mailed to all donors and volunteers every quarter. It includes items on the organization's growth and performance as well as special items on clients, volunteers, staff and special events. It is directed towards providing information, yet has an emotional appeal. The layout and visual appeal make the newsletter a very readable document. It demonstrates not only the client needs, but also the organizational needs. It also illustrates how that need has been met, as well as the challenges encountered both from the perspective of clients and the organization itself. The newsletter truly puts a "face" on the society and has proven to be an effective method of reaching individuals involved with A Loving Spoonful.

The newsletter seeks to build on the already excellent profile of the organization. It succeeds not only in this need but also provides an avenue of communication with the stakeholders in the community.

2.2 Review of Literature

A review of the applicable literature was completed in the areas that were relevant to this project. These areas include general nonprofit writings as well as literature that deals with leadership and management of a nonprofit, roles of the Board and Executive Director and their interrelationship, and of course, governance within a nonprofit. This review focussed on not only a historical perspective of nonprofits, but also allowed for the current trends to become apparent. In addition, because this project focused on change within a nonprofit it was important to review relevant organizational change literature.

2.2.1 Nonprofits: History

The concept of a governing board has been in existence since 1240 AD. In North America, the first recorded example of the use of a tripartite system was in 1636 at Harvard University (Houle, 1989, p.3). Although similar components of today's non-profit organizations have origins that date back this far, there was no existence of philanthropic or voluntary associations similar to what we recognize today, that exist before the mid 18th Century. Before this period the fundamental ideological and legal infrastructure (notions of citizenship, political and economic rights, clearly demarcated public and private domains, and boundaries between church and state) found in modern civil society were entirely lacking. The voluntary actions even when superficially resembling modern ones were fundamentally different in meaning and motive. It was during this period of time that political, economic and legal conditions were

such that development of voluntary organizations started to develop and began to assume significance. (Hall, 1994, p.4)

The formation of the Welfare state became the impetus for change regarding non-profits. The creation of such a state began in the early 1940's. The interplay of forces in the creation of this distinctly Americanized state are too complex to pursue here. Suffice to say that a combination of forces (e.g. political, economic, demographic and corporate) played a role in its development. At this time governments were fueling the expanding scope of charitable organizations through the creation of policies, incentives, grants, and contracts to name a few methods (Hall, 1994, p.19; Drucker, 1990, p. xiii). In the 1960's and 1970's the requirement of fiscal restraint by governments during spiraling inflation led to the recognition that to perform the social tasks that the public was demanding there needed to be greater reliance on nonprofits (Salamon, 1994, p.83). This change fueled a tremendous growth in nonprofit organizations. In the USA in 1950 there were only 50,000 non-profit organizations, whereas by 1977 there were 790,000, and by 1989 there were just under 1 million - an increase of 80 fold in forty years. Business organizations during the same period only experienced a sevenfold increase. ⁽¹⁾ This illustrates the importance that nonprofits now play in society. It is estimated that in the USA, nonprofit organizations "are the nations fastest growing organizational domain" (Herman, 1994, p.30).

The growth, need and success of non-profits have resulted in increased public and government scrutiny. This scrutiny has translated into the current internal self-examinations by non-profits of financial, managerial, and governance functions, both to ensure their own long-term viability and to meet the needs of external forces. This review focused on the area of governance and leadership, as this is one area that is key to reassuring the public that Boards of Directors are committed to holding their organization accountable (Axelrod, 1994, p.120). The review will also touch on the body of organizational change literature.

The literature suggests that it was not until the mid-1970's that serious research on nonprofit management began, when the Program on Nonprofit Organizations was founded at Yale University (Young, 1993, p.xv). The fact that examination of nonprofits is a relatively recent occurrence means that significant work still needs to be conducted. There is a need for researchers not only to sustain their present techniques but also to make use of direct observation and action research techniques (Murray, 1993 p. 316). It is now important to begin connecting research and practice in nonprofits, while continuing to build the body of knowledge (Young, 1993; Holland, 1998; Taylor, 1996).

(1) Nonprofit numbers are elusive before 1967, when the IRS began counting them. The estimate from 1950 comes from a testimony at the Cox Commission in 1952. Figures for 1977 are from Burton Wiesbrod's *The Non-profit Economy* (1988, pp. 169-170). Figures for 1989 are from *The Nonprofit World* (1990 p. 8)

2.2.2 Board of Directors

One of the most unique features of a nonprofit organization is its leadership. The vehicle for leadership within a nonprofit is the Board of Directors. It is the Board that is ultimately responsible for ensuring that the organization it governs fulfills its mission (Axelrod, 1994, p.120).

Through fiduciary responsibilities, which involves acting for the good of others, the Board is responsible to the public it serves. The Board of Directors of the majority of non-profits are volunteer leaders, which means they often have a wide variety of skills and abilities (Harris, 1993, pp. 17-18).

Although most writers attempt to establish a list of functions that the Board fulfills, it has proven very difficult to do so. Items tend to reflect divergent viewpoints, they overlap one and another, they are at various levels of specificity or they relate to only the missions of functional categories of institutions (Houle, 1989, p.91). Thus in developing a list of responsibilities for a Board, it is important to allow for considerable variation in Board design and responsibilities. The following list adopted from Houle (1989, pp.90-94) provides a degree of specificity to enable better understanding of a Board of Directors. In examining the following list, one is able to observe that all responsibilities can be categorized within the following four key areas: vision and planning; finance; human relations; organizational operations and community relations (United Way, 1995, p.1C-5).

Responsibilities of the Board include the following:

- The Board is responsible for keeping the mission clearly in focus.
- The Board should approve a periodically revise long range plans for the society
- The Board oversees the program(s) of the society to assure that objectives are being achieved in the best possible fashion
- The Board should select the executive and establish the conditions of employment
- The Board should work closely and interactively with the executive and, through him with the staff
- The Board should serve as arbiter in conflicts between staff on appeal from the decision of the executive and the staff. By constructing solid personnel policies in writing, the Board can honorably avoid becoming a "court of appeal".
- The Board should establish such broad policies governing the programs as may be necessary. The Board should also re-examine these from time to time and revise as required
- The Board should ensure that its basic legal and ethical responsibilities are fulfilled.
- The Board must accept responsibility for securing and managing adequate financial resources.

- The Board should assure itself that the organization is effectively integrated with its social environment.
- The Board should continuously appraise itself and periodically devote time to analyzing both its own composition and its performance.

As the interest in nonprofit Boards grows, so too does the body of knowledge about how boards perform, what variables affect performance and the characteristics that make some Boards more effective than others. Generally, recent research on the nonprofit sector indicates that more needs to be done to actually create more effective boards. Attention needs to be given to Board development strategies, education, training and further research (Axelrod, 1994; Murray, 1998; Holland, 1998). Essentially, the application of the strategies that have been, and are being, developed through research need to be implemented on a broader scale.

2.2.3 Governance

One of the key areas in which development needs to occur is with respect to governance, yet most individuals who serve on boards receive no or minimal preparation for this role (Axelrod, 1994, p.125). Historically, this is because only a small body of research on governance in nonprofits was available. There is a tremendous amount of literature available in the for-profit sector, but because of the unique nature of nonprofits much of this material is not applicable. Tom Jeavons (1993 pp.54-57) proposes a very convincing argument to explain those differences. After exploring what others (Drucker and Hall to name a couple) have said on the subject, he encapsulates a discussion held at the Indiana University Nonprofit Symposium in June of 1990. Essentially it began by proposing the question: If the work of business revolves around wealth, and the work of government revolves around power; then what does the work of a private nonprofit revolve around? Jeavons proposes that the answer for many nonprofit organizations is "values". It is a nonprofit's values that truly set it apart from for-profit businesses. It is this uniqueness that makes some the business management and leadership literature not appropriate for a nonprofit organization.

As stated previously, the exploration of governance strategies for non-profits is a relatively new area despite the fact that governance is known to be a powerful leadership tool. The literature on non-profits both explores and documents this. John Carver (1997, p.8) has concisely summarized it as:

Though possessed of ultimate organizational power, the governing Board is understudied and underdeveloped. Here we confront a flagrant irony in management literature: *where opportunity for leadership is greatest, job design for leadership is poorest.*

This situation is changing rapidly. From the late 1970's until now there has been an explosion of research in the area of nonprofits and more specifically, of governance. For this research the focus will be on nonprofit governance writings. Examining this research reveals variety in exactly how to define what governance is and what it entails. The line between what is governance and what is management and/or leadership is sometimes very murky. It is important to acknowledge that "the boards activities are sometimes called 'governance' and the executives roles, for sake of contrast, 'administration' or 'management'. But this distinction ultimately proves unsatisfactory, both theoretically and practically" (Houle, 1989, p.88). Chait (1994, p.2) reinforced this assessment, contending that "governance is too complicated and too dynamic to be reduced to some inviolate division of labor." This is all part of the leadership of a nonprofit. Leadership of a nonprofit involves more then the Board and later in this review the role of the executive director, as well as the relationship between the Board and the executive director as well as staff will be explored.

In order to create a foundation for the exploration of governance within a nonprofit let us begin with the following definition from Cyril Houle (1989, pp. 2-3):

Every Board is related to and usually governs some social structure that performs a service...[Many] voluntary institutions have boards that do anything necessary to ensure success, in whatever ways success is defined. Even in such simple and straightforward situations, however differentiation can be made among three different kinds of activity:

- The work to be done
- The administration of that work
- The establishment of policies to guide it.

Looking at the activities of a Board from a broader perspective one can see that how a Board governs can be broken into two main roles:

- Mandatory Role - based on the legal requirements for a Board of Directors
- Chosen Role - determined by the Board, this role indicates the level of involvement in the operation of the organization

Keeping these two roles in mind, the level at which the Board of Directors approaches each of the responsibilities in the preceding list (Responsibilities of Board of Directors) captures the style in which the Board governs. In addition, this style can be determined by a number of factors identified by Axelrod (1994, pp. 133-135). These factors include, but are by no means exclusive to:

- The organizations age, size and scope
During the beginning the role a Board plays in an organization will likely be more administrative and hands-on. Some of the most difficult transitions in governance occur as a nonprofit grows both in terms of size and scope.
- Its developmental stage

The developmental life cycle of an organization plays an important role in determination of governance strategies.

- How the organization is managed
A common growing pain exists when the organization begins to exceed the capacities of its original founders. Building an institution and introducing new leadership to help fulfill the mission usually reflects growth and progress, however there is often reluctant to implement changes.
- The type of Board that exists
The abilities that exist on a Board will impact their chosen governance role.
- How Board members are selected.
Not all nonprofits retain the right to select their own Board members. How Board members are selected may affect not only governance strategies but also issues such as commitment and leadership.
- The leadership styles and relationship between the chief executive and the Board chairperson
This chemistry effects a Board's role significantly. It is essential that the two key people in a nonprofit understand with great clarity what their roles and responsibilities are, and what kind of power they exert.

Essentially governance becomes each Board's own responsibility, its philosophy, its accountability and its specifics of its own job (Carver, 1996). To assist the Board in the development of a governing style the literature diverges into different directions or approaches. These approaches will be explored in more detail in the results chapter of this research.

2.2.4 The Executive Director - Roles and Relationship

It is generally recognized that while leadership does not and cannot occur only at the top of an organization it is essentially the top that is responsible for organization-wide leadership (Herman, 1994; Drucker, 1990). Herman and Heimovics (1991) maintain that the way the Executive Director leads is the single most important factor differentiating successful from less successful nonprofits. The role of the Executive director can strongly influence the ability of the Board to fulfill its duties. Therefore the role of the Executive Director tends to be interlinked and interdependent to that of the Board. No single relationship in a nonprofit organization is as important as that between the Board and the Executive Director (Carver, 1997; Drucker, 1990; Herman and Heimovics, 1991; Houle, 1989).

With the exception of unique Board functions, the staff performs almost all activities of the organization. It is the Executive Director's role to coordinate those activities. He or she has final authority outside of the broad powers held by the Board. The Executive Director expends the most time and energy into the organization. Because of this they simply have access to the most information, and with this information comes power (Murray, 1994, p.17; Harris, 1993, p.19). The Executive Director is so important to the Board

because of his or her power to control information. Research has shown that the longer the Executive is in this position the more time he or she has to institutionalize this power (Yukl, 1994 p.394). The Executive Director is accountable only to the Board of Directors.

The success of a nonprofit lies in the balance of power between the Board and the Executive Director. Too much or too little power in either role prevents that organization as a whole from achieving excellence (Carver, 1997). The relationship between the Board and the Executive Director thus becomes paramount. A recent study by Jeffery Brudney and Vic Murray (Brudney, 1998) has shown, that of all issues that nonprofits have encountered and ultimately explored and/or changed the top two issues are: confusion over the areas of board responsibility and, confusion over the Board role versus the Executive Director's role (Brudney, 1998).

It is at this point that the literature diverges into different ways in which the relationship between the Board and the Executive Director should be defined. There are essentially three different models that will be explored in more detail in the results section of this research. The purpose here is to illustrate the different relationships between the Board and the Executive Director. The following has been adapted from Board Basics Manual for Leadership Development Programs (United Way, 1995).

1. Normative Model

- A traditional approach sees the Board at the top of the hierarchy and at the center of leadership responsibility.
- Derived from a bureaucratic approach.
- The Executive Director is hired to assist the Board.
- Historically this conventional model has been widely accepted and followed.
- Reinforced through law that holds the Board ultimately responsible for the affairs and conduct of the organization.

2. Social Constructionist Model

- Abandons the traditional hierarchy.
- Emphasizes that what an organization is and does emerges from the interaction of participants as they organize to fit their perceptions needs and interests.
- The relationship between the Board and Executive Director was best described by Middleton (1987) in reaction to the terms 'partnership' or 'team' as: "strange loops and tangled hierarchies".
- Boards can not do their best unless the Executive Director recognizes their centrality and accepts responsibility to develop, promote and enable their boards effective functioning.

3. Policy Governance Model

- Demands a clear separation and delineation of roles of the Board and Executive Director.

- Provides a structure and a method of proscribing limits on the Chief Executive Officer (called executive limitations). Within these limitations the Executive Director is free to run the society as he or she sees fit.
- A traditional hierarchy with the CEO as the senior staff person, and few if any Board committees.
- The CEO insulates the staff from the Board and the Board from the staff.
- The Board's role is limited to policy.

All of these models have their own inherent strengths and weaknesses. A growing body of writers is maintaining that when it comes to Board governance strategies there is no one best way. (Murray 1994; Young 1993; Taylor 1996) As Margaret Harris (1993, p. 28) pointed out:

The basic requirements of success are the realization that all members of the organization possess elements of the requisite skill and knowledge for organizational success; and how the work of achieving that success is divided between the Executive Director, other staff, Board of Directors, board committees or individual Board members is not nearly as important as that it be clear who is responsible for what and how evaluation of their effectiveness is to be carried out.

2.2.5 Change/Organizational Transformation

Even though the literature on change within organizations is enormous, little has been done on nonprofits. Because of the focus in this project, the issue of change needs to be acknowledged and examined. This review will be restricted to the aspects of organizational change and transformation that are relevant to nonprofits and this project in particular. Where possible the supporting documentation from nonprofit literature will be incorporated.

Organizational transformation is a complex and fascinating challenge that can be approached from a variety of perspectives. For the purpose of this project a systems perspective best allows a view of the broad impact of change. Systems thinking sees the world as a united web of relationships; it's a theory of process rather than a source of content about organizations. Through structured techniques, long-standing patterns of behavior can be identified, described, and hopefully changed: "The bottom line of systems thinking is leverage – seeing where actions and changes in structures can lead to significant, enduring improvements." (Senge, 1990, p.114).

Implicit in the concept of organizational transformation is the idea of change. The variety and permutations of change are limitless. As Permuter and Gummer

(1994, p.227) state: Change has the ability to affect organizations "core form" and/or the organizations "character". Implicit in any organizational change is the fact the organization must continue to serve its fundamental objectives and retain its unique mission while at the same time letting go of what they know

so well. The discontinuity can be quite unsettling. Margaret Wheatly (1992) presents an interesting approach to the maintenance and sustainability of organizations:

- Understanding the organization at any given time as a unique system;
- Understand that the connections and relationships between people and parts of the organization are what defines the behavior and activities of the organization;
- Organizations are systems with a self-renewing capacity;
- The best way to ensure continuity of behavior in an organization is to clearly define the invisible forces - vision, values and culture; and
- Organizations have a natural order even in their state of disorder. Finding the natural order will inevitably mean change.

Within any organizational transformation there will undoubtedly be a variety of levels of change occurring simultaneously. The major areas of change identified by Permutter and Gummer (1994, pp.236-242) include:

1. Political - recognition and legitimization that political forces exist within an organization and one must develop skills in order to deal with it. It is also an awareness that politics involves power and utilization of that power.
2. Organizational - this area addresses attributes of the system that must be considered when planning for change. For example strategic readiness, current organizational structure, staff readiness. For detailed exploration of this area examine Chris Argyris's writing on Model II and the double-loop concept.
3. Professional - conceptual understanding of the process, ideological orientations, and technical expertise.
4. Personal - referring to the abilities of the leaders in an organization and their abilities to champion the cause.

CHAPTER 3 - RESEARCH APPROACH AND METHODOLOGY

3.1 Research Approach

This project utilizes a participatory action research approach. Action research is a collective, self-reflective enquiry undertaken to facilitate change in a situation.

It is participatory, collaborative research, which typically arises from the need for clarification of concerns generally shared by a group (Kemmis, 1988 pp.5-9). This methodology "provides people with the means to take systematic action to resolve specific problems" (Stringer, 1996, p.15). According to Stringer (1996, p.16) action research follows a "routine" as outlined:

Basic Action Research Routine

- Look - Gather data
 - Build a picture: describe the situation
- Think - Explore and analyze: what is happening here
 - Interpret and explain: theorize
- Act - Plan
 - Implement
 - Evaluate

For the purposes of this project this is the process that has been followed. This process is consistent with how other writers envision an action research scenario, although they usually have different terms for it. Kemmis and McTaggart (1988, p.10) for example, present the process in terms of: plan, act, observe, and reflect. But although the terms differ, the overall process is very similar. Although representing action research as a "routine" makes it sound like a rather simple linear approach to research, it should be noted that its progress tends to be more like a continuous spiral in which participants will have to repeat, work backwards, revise, repeat or even skip steps depending on how the research situation unfolds (Stringer, 1996, p.17).

This project was designed to assist the Board of Directors of A Loving Spoonful in both the examination of current governance strategies and the discovery of new governance strategies to enhance their operational effectiveness. This is an area of concern, indicating that there is group unity in wanting to explore this area further. To enable this to occur the Board and staff need to take part in an action-oriented process of:

- Examination to "see" how they are currently governing the society
- Reflection to realize where and how they can improve their governing and leadership
- Growth and change to implement the improvements that they determine best meet both the organizational and Board needs.

A key feature of a participatory action research approach, is that all stakeholders whose lives are affected by the problem under study should be engaged in the process of investigation. They should be allowed to provide input with regard to direction, as well as participate in decisions about how to proceed, through a consensual process (Kemmis 1988). In the research being conducted here, Action Research is participatory; it strives to involve all affected members of the group in an equal, collaborative process throughout all stages. Because it will be the Board of Directors and the Staff of A Loving Spoonful who will be directly affected by changes in governance strategies, their involvement is not only imperative but also critical to acceptance. Action research not only allows for, but insists on involvement as a way of ensuring not only acceptance of decisions but ownership as well (Stringer, 1996; Zuber-Skerritt, 1996).

An action research approach fits the organization being studied because the manner in which the Board governs the society can not be imposed. It is a decision the Board must be comfortable with in order ensure 'fit' with their unique personalities and the organization. Nobody, especially an outsider, can decide this for them and to attempt to do so would only result in frustration and resistance. Winter (1996, pp. 23-24) said: "the researcher role in action research is to become part of the process." The achievement of this is often a delicate process. It involves gaining the trust of the group and not being perceived as a threat. In addition to being part of the process the researcher will also assume a variety of roles during the process, some of which are:

- The researcher as researcher-observer.
- The researcher as researcher - participant.
The researcher although having input is not a part of the Board of Directors therefore participation is severely limited (Merriam, p.93, 1988).
- The researcher as a manager and facilitator of the learning processes rather than simply a transmitter of knowledge (Zuber-Skerritt, 1996; Stringer, 1996, p.23; Lincoln, 1985).

The type of data collected depends totally on the perspective of the researcher (Merriam, 1988,p.67). Because if the approach to this project, one needs to be constitutive of the data collected and the way in which it is interpreted. The authentic data not only resonates in life experiences of the researched but also the researcher. Susan Hall, (1996, p.29) in speaking about the relationship between researcher and researched, says; "the relationships between these parties needs to proceed in a democratic manner where the researcher's theory-laden views is not given privilege over the participants views." The concept of reflexivity allows for and validates this human influence in action research (Ruby, 1977; Kemmis, 1988; Hall 1996). Reflexivity as a term was first used in 1966 by Bannister to describe the social processes that exist between researcher and subjects. With respect to action research, reflexivity is defined in the literature as:

- A deliberate attempt to monitor and reflect on ones doing of the research and act responsibly on these methods as the study proceeds

- Account for researcher constitutiveness. This means being aware of how one is doing the research as well as what the researcher brings to the process.
- It is defined as complete when this awareness is incorporated into the report.

3.2 Methodology

This section will present an overview of the tasks carried out in this project. To allow greater understanding from both the perspectives of the reader, as well as the research subjects, the methodology has been divided into 3 stages. Keep in mind that the lines between steps often become blurred and indefinite. As action research is not a static, linear process there was often a need to step back, revisit, change, or modify the methodology as the project progressed to ensure understanding and clarity for all involved. This will be explored in more detail in the next chapter. The 3 stages follow.

3.2.1 Stage 1 - Information Gathering

Data for this project will be collected through observations, examination of documents, interviews and a modified focus group. The concept of triangulation will be employed to seek to overcome the individual weaknesses of any individual form of data collection (Merriam, 1988, p.301) thus ensuring internal validity.

Initial data collection will focus on; organizational goals, leadership, management and governance issues as well as current policies and procedures to establish how the organization currently;

- Operates/governs at the board level
- Operates at the staff level
- Operates at the volunteer level

The specific aspects within each of these areas is determined by the data collection tool used, therefore these features will be explored in greater detail in the following sections.

Observation

Observation as a data collection method is a recognized and accepted method of data collection. It has been validated over a long period of time (Patton 1980, Kidder 1981, Guba and Lincoln, 1981 have explored this, to name a few). Sharan Merriam (1988, p.89) provides insight into determining what and how to observe:

Through initial impressionistic observations it is possible to determine subsequent patterns of observation... It is important when observing that the situation that is being explored determines what is observed.

The Board governance focus of this project means that questions about the following actions need to be answered:

- The setting: What the physical environment is like. What kinds of interactions and behaviors does it permit? This provides context for the subsequent observations.
- The participants in the process: How many people and what are their roles? What brings them together? Who is allowed to participate?
- The current processes during board meetings: Is the sequence of events discernable? What is the climate?
- The interactions at Board meetings with other Board members and staff: How they interact with one another? The connections between activities and interactions will also be explored. Also observed will be what does *not* occur. These interactions will be explored also through interviews thus providing the participant point of view.
- Board-Staff and Board member-Board member interactions outside of meetings: Does the interaction change? What is the tone?

Documents

The examination of documents provides the researcher with a ready-made source of data that allows information and insights relevant to the project problem to be acquired (Merriam, 1988, p.105). With regard to the focus of this project, documents have been accessed primarily to study the history and the future directions of the organization and how they relate to the current Board of Directors and how they govern. To gain insight into these areas the bylaws, constitution, annual reports, and strategic planning documents will be examined. To explore a third party perspective on the organization the 1995 External Review will be utilized. The organizational newsletter will be examined to gain additional insight on how the society communicates with its stakeholders.

Interviews

The interview process allows for an intimate connection between the researcher and respondent, a humanization of the process (Palys, p.155, 1997). It allows the researcher to enter into the other person's perspective (Merriam, p.72, 1988). Sue Hammond (1996, p.20) outlines certain pitfalls that may occur during this process:

- Reactive bias - examples such as head nodding to encourage what the interviewee 'should' talk about
- Perception that the researcher is the expert in the field and is 'supposed' to know how governance should occur.
- Taping the interview may inhibit candor as tape is unforgiving
- The act of asking questions influences the group in some way

These are some of the issues that one must be aware of during the interview process to ensure that data collection is valid and remains as unbiased as possible.

The goal of these interviews was to elicit responses regarding current effectiveness of individual roles within the society as well as overall impressions as to Board effectiveness and perceived areas of growth, including paid staff and the Executive Director. The interview process not only provides a record of their views and perspectives but also symbolically recognizes the legitimacy of their points of view (Stringer, p.62, 1996). This information assists in determining how to proceed in the next step of the project.

Information from all stakeholders within the organization who are affected by the role of the current Board of Directors and their governance policies needs to be gathered. This requires interviewing the following participants:

- 5 Current Board Members
- 2 Departing Board Members
- 2 Staff Members
- 1 Executive Director

An interview guide was developed to assist in the interview process. It focused on four broad areas. Within each of these areas are more specific questioning strands. The Interview Guide (Appendix E) provides more detail as to specific lines of questions within each area:

1. Roles and Responsibilities
 - Mission and Strategic Objectives
 - Fiscal and Legal Oversight
 - CEO Selection and Evaluation
 - Boundary Spanning
 - Fund Raising
 - Management Systems
 - Board Self Management
 - Other
2. The Boards Own Structure and Formal Operating Procedures
 - Size
 - Committees
 - Terms of appointment
 - Attendance
 - Agenda format
 - Training/orientation procedures
 - Evaluation of Board
3. Board Composition and Membership Characteristics
 - Prestige members
 - Diversity of Board

- Stakeholder representation
 - Specific skill requirements for Board members
4. Board Culture and Leadership
- a. Culture
 - Openness to change
 - Acceptance of diversity
 - Commitment to action
 - b. President
 - Degree of Control
 - Organizational abilities
 - Tolerance for digression and dominators/disturbers
 - Ability to inspire and motivate commitment
 - c. Executive Director
 - Leadership style
 - Organizational abilities
 - Relationship with Board

For all four areas of the interviews both qualitative and quantitative information was collected. The general focus within each area was on:

- Information from board as to how they currently view their roles.
- What is perceived to be currently effective and what is not.
- What individuals would like to change and why.
- Information from staff as to how governance of the society impacts their roles within the organization.

A method referred to as semi-structured was used as the interview style. In this method, certain information is desired from all respondents but the researcher still has the flexibility to respond to their views and is open to new ideas about the topic (Merriam, p.74, 1988). The interview guide adds this element of structure to the situation, without creating an environment that is too formal. The use of the Template provides both a checkpoint; to ensure that the researcher has heard correctly and consistency in queries from interview to interview.

3.2.2 Stage 2 - Report of Findings - Group Interview

The group interview provides another level of data collection as well as a perspective that is not available through individual interviews (Palys, 1996, p.156).

This stage involved reviewing the initial data findings of stage one with the Board to ensure that the data is accurate, complete and relevant to them and to the project purpose, before beginning the analysis phase of the project. This

allows the Board members to contribute to the process by interpreting and prioritizing the feedback for the next stage of the project. This provides not only understanding and clarity but also consensus as to what happens next. The cumulative data collected formulates a joint descriptive account of the stakeholder groups (Stringer, p.61, 1996). This report will assist in determining which issues are of the greatest importance to the Board, and which values and/or issues need to receive attention (Dickson, 1998). It is at this point that the Board will be determining exactly where they wish to focus their attention as well as how much they can reasonably expect to attain as they examine and modify the governance and management of the organization.

From the researcher perspective there were three specific goals in the group interview:

1. Obtain overall feedback regarding report of findings including: areas not covered, unexpected issues or surprises and overall accuracy (Guba and Lincoln, 1981).
2. Create awareness for the Board with respect to the casual connections within data gathered.
3. Allow the Board to determine the priority areas they wish to focus on in the next stage.

The completion of this stage identifies areas which the Board of Directors will explore in more detail in the next stage. The areas that the Board determines to focus on will provide the foundation for the development of a governance model that best meets their needs as well as that of the organization. It is the researcher's role to ensure that the Board is able to accept ownership for the development of their roles and thus, that they will be more able to proactively determine exactly how A Loving Spoonful should evolve. In keeping with a participatory action research approach, this allows ownership of decisions to rest with the Board and not be imposed.

3.2.3 Stage 3 - Model Development

Stage three is a Board one-day retreat to:

- Develop a definition of what governance means to them as a group.
- Explore the issues surrounding organizational change.
- Gain an understanding of the models of governance that have already been developed by others.
- Explore the pros and con's of each model with specific applicability to the areas that the Board had prioritized from the previous stage.
- Selection of the appropriate model or to begin the development of their own hybrid model of governance.
- Exploration of an appropriate evaluation tool(s) will be considered.

An appropriate resource person will be secured to assist in the process. This individual will bring a practical, hands-on approach to the process of model development.

The Board of Directors of A Loving Spoonful will determine the depth of development in this stage, with respect to the scope of change. The researcher's role will be to guide, shape, and facilitate the process in order to achieve a model that meets the needs of A Loving Spoonful in conjunction with the needs of the Board of Directors.

Chapter 4 - Research Findings

This chapter presents an overview of the research carried out within A Loving Spoonful over an approximate six-month period. The information included here is presented in as chronological a fashion as allows so that the reader can follow the research process as it actually unfolded.

4.1 Information and Data Collection

4.1.1 Overall Observations

The role of the researcher began as strictly an observer (at the strategic planning retreat) and moved, over time to that of observer as participant. In this latter role, the Board endorsed the researcher role, but participation within the group was unquestioningly secondary to the role of information gatherer (Merriam, 1988, p93). This transition over time and amount of contact is chronicled in this section.

From an external perspective, A Loving Spoonful is well respected and very highly thought of. There is also a sense of the society belonging to the community it serves; this is due in part to the fact that so many individuals have participated in the growth and development of the organization. A Loving Spoonful is also perceived as an organization that goes out of its way to meet the needs of the community in a productive and concrete way.

One of the most telling observations one is able to make upon entering A Loving Spoonful's office is the obvious concern, honesty and compassion that is evident from the moment one walks in the door to the office. These are people who care, from the Board and staff through the volunteers. This translates into a welcome feeling where individualism diversity is not only recognized but also applauded. The office is open and inviting, there are as few walls as possible and those that do exist stop approximately 4 feet short of the of the 18 foot ceiling. Even the Boardroom, adjacent to the office, is not completely closed off from the rest of the office. Privacy is very difficult; instead a sense of community is emphasized. In the back is the freezer and food organization space as well as a loading dock. Even further back is the coffee area and dry storage.

Being a grassroots organization that is growing and evolving quickly there is also a hectic nature that is always evident in daily operations. Activities occur in a just-in-time fashion. Part of this is due to the nature of their mission; food has a limited shelf life and, although a great deal is frozen some is fresh (e.g. bread). As well deliveries are made on a weekly basis.

The staff and the Board of Directors on first appearance seem to be a very young group. But getting to know their experience and professional credentials

one quickly realizes that this is a group with a tremendous amount of expertise to offer A Loving Spoonful. All of the members are professionals.

The impact of the presence of the researcher and the way in which this presence affects what is being observed must also be considered in this method of data collection. Merriam (1988, p.96) commenting on this says: "The researcher must be sensitive to the effects one might have on the situation and account for those effects." Therefore before exploring the more formalized observational settings in which data was gathered on the Board, some overall comments that illustrate awareness of this situation:

- The initial attendance of the researcher created a slight unease or apprehension from some members of the Board, this was particularly evident during Board meetings when issues of a delicate nature were being discussed.
- Comfort level with the researcher being present increased over time and increased contact. There was less concern discussing confidential information once a level of trust was established. This reached the ultimate level of trust when during a Board meeting, a Board member said: "Feel free to contribute if you have something that will allow us to make a better decision."
- After the one-on-one interviews were complete the comfort level was greatest. It was at this point that what can only be referred to as "observer as change agent" began to develop. Ideas discussed in individual interviews were beginning to materialize in the Board setting. It is felt that this occurred for two reasons:
 1. The concept that the interviews acted as a catalyst for idea generation and/or development. For example, reorganizing the agenda to increase focus on the strategic issues as opposed to minutia came out of a line of questioning on how to make the meeting more strategic.
 2. Perception that the interviewer was the expert and the interviews were a secure non-threatening environment where ideas were valued thus increasing confidence in the ideas of an individual.

As previously stated, the majority of formal observations made deal with the Board itself and Board operations during Board meetings. The following provides a chronological account of observations primarily of the Board during the research period:

- During the strategic planning retreat it became apparent that although the Board had identified 'Society Management and Governance' as an area that needed to be explored, there was confusion and lack of clarity about how to proceed. The Board lacked the background to pursue an exercise of this scope.
- Overall the tone of meetings were relaxed and non-threatening. Board members are comfortable with each other and this translates into effective communication at most times. There is a general good nature that exists that allows humor to enter into discussions.

- As in all groups, there are individuals who speak more than others, but there was a determined effort to ensure that everyone has a voice in a discussion.
- There were times that members of the Board brought up issues at a meeting that were not appropriate. Depending on which member initiated the issue often depended on whether that issue was discussed or tabled until an appropriate time. When allowed to occur, there were times that such issues were not adequately addressed, as the rest of the Board was not prepared.
- It was observed that some members of the Board sought to avoid confrontation or dissention whenever possible. It was usually up to a few individuals to address whatever the issue was. The Board Chair often, but not always, sought to include those individuals who remained silent, in pursuant discussions.
- While the Board attempted to maintain "big picture" discussions there were some members who felt that examination of the minutia was required. When this would occur others on the Board would "turn off" almost immediately until someone brought the Board back to its original discussion.
- Where the role of the Board begins and ends versus where the Executive Director's role begins and ends was often unclear which creates confusion on the Board.
- There are significant differences in the way individuals on the Board interact with the Executive Director; this ranges from comradeship to coolness.

4.1.2 Interviews

Through the interview process qualitative and quantitative information was solicited by the researcher to establish the current understanding and practices within A Loving Spoonful focusing on the following aspects:

- Board roles and responsibilities
- Current governance philosophy that exists within the Board of Directors
- Staff perceptions of Board
- What individuals (Board and Staff) would like to change or modify

Participants were assured of anonymity and confidentiality, both verbally and in writing. Each interview was taped, with the interviewee's permission, and then later transcribed. The interviews ranged in length from 1 hour to 2 hours. The transcriptions formed the basis for the summary report, which is included in the following section.

Using a semi-structured interview format allowed an element of trust and comfort to develop. This allowed the interviewee the flexibility to contribute to the interview information that he or she felt relevant. Although at times this meant that the interview wandered off course, the overall quality of information obtained more than compensated for this. The complete guide developed for

the interview is included as Appendix 3. It was designed to focus on the following four aspects of Board activities:

1. Roles and Responsibilities
2. The Board's Own Structure and Formal Operating Procedures
3. Board Composition and Membership Characteristics
4. Board Culture and Leadership

The Roles and Responsibilities section, although being the largest section, was also the simplest to answer for most Board members and staff as it dealt with more concrete questions about the Board of Directors. It also provided insight as to how each person currently perceived his or her role and how he or she would like to see this role change. The combination of a concrete level of questioning, and speaking about themselves further, contributed to the comfortable nature of the interview.

The next two sections increased in complexity and abstractness and proved to provide the most provocative and thoughtful insights into the society. At some times these sections proved uncomfortable for individuals, yet all provided information and insight that impressed this researcher. Silence proved to be a useful tool as one of the questioning strategies both in allowing individuals time to think about an answer but also contributing to the need by the interviewee to "fill in the silence" and thus speak more.

The last section proved to be the most challenging and potentially uncomfortable as it asked questions about specific individuals within the society. It was necessary to reassure some people that the interviews were completely anonymous and confidential. It was refreshing to observe the openness and honesty as well as the thoughtfulness that went into answering this section.

The choice by the interviewer to not include statistical weights to responses was intentional. To do so would have added weight and given more credence to certain issues and/or ideas. It is felt that each issue needs to be examined on its individual merits. In the following sections the findings have been summarized by interview section of the interview guide (Appendix E). This information was then organized in chart format to provide a broad overview to the interview results. The information from individual interviews has been summarized as follows.

Roles and Responsibilities

In introducing this section to the interviewees the researcher gave each individual a copy of the following definitions, developed by Murray (1997, p.2), to assist in the verbalization of their explanations in the areas questioned covered. These definitions were then discussed to ensure understanding.

Meddling Board - This is a complaint usually made by staff and CEO. There is a feeling that board is too involved in operational details. This produces with a confused staff, as they are not sure whose direction to follow.

The Rubber Stamp Board - the belief that the board does nothing but ratify without meaningful debate the decisions of the Executive Director.

The Confused Board - Characterized by inconsistent behavior among Board members, moving between the previous two types of Boards. Quite often this is explicable through the personalities of influential members as opposed to how a Board should operate.

Murray also outlines the following possible Board roles:

- **Decision-Maker Evaluator** - This is the evaluation function of the board. When played passively, this role involves mostly monitoring what others are doing and ratifying the recommendations of others. Played actively, it involves the board in coming up with its own suggestions and voting on them. Both passive and active versions of this role involve making some judgments about the degree of success achieved by previous decisions.
- **Advisor** - In this role, board members provide information and expert advice to others such as the CEO or other management staff.
- **Implementers** - Board members may actually carry out the activities required by the policy decisions they (or others) make, e.g. approaching prospective donors for funds or interviewing candidates for the CEO position.

The following is a summary of the questioning strategies and the responses from the interviews conducted:

a. **Mission**

Questions in this area focused on setting the overall purpose within A Loving Spoonful as well as the understanding of the mission as developed. There was a high level of comfort with this section. The main comments were:

- Overall there is exceptional clarity of mission at the board level due to the simple straight forward mission of A Loving Spoonful
- The staff felt that sometimes they needed to be realigned to the mission but fully understand the Board's rationale and/or logic behind this.

b. Strategic Objectives

The focus in this section was on the meaning of what it meant to be a strategic board. Because most individuals felt that this was an area that could be improved upon, follow up questions tended to emphasize how the Board could create and maintain a focus on strategic issues

- The Board wavers in understanding of what is strategic and what isn't.
- A comment made by two individuals, that the Board is not good at revisiting strategic plan thus often isn't focused on strategic objectives
- A few respondents felt that deadlines should be set with objectives
- It was felt that the Board often involved itself in staff responsibilities and were not focusing on larger strategic issues (viewing bugs and bark hinders vision of the trees let alone the forest)
- "Too task oriented" was a comment that came up frequently. One respondent observed that "the Executive Director runs the Board meetings which is why there is a focus on the day-to-day issues.

c. Executive Director Selection

This area dealt with the level of satisfaction in the Executive Director selection process as it exists. Comments were very similar here.

- Although there is overall satisfaction with the selection process that was developed there were 2 members who felt that the Board weighed certain criteria too heavily to the detriment of other requirements.
- The fact that a current job description did not exist before selection caused concern and it was felt that this might be examined before the next selection occurs.

d. Evaluation of Executive Director

How the Executive Director was evaluated by the Board on his performance was thought to be poorly handled by all parties involved. Because of the way the design of the evaluation, staff evaluations that were affected. Comments made were:

- Evaluation of E.D. was felt to be a failure unanimously.
- Comments ranged from weak and haphazard to loose and poorly handled
- Was also felt that it was not fair to "dump the evaluation on the President's shoulders"
- There is "no structure"
- Question raised by 2 members "How do we expect the E.D. to evaluate staff if we don't properly evaluate the E.D.?"
- If job description is not accurate and objectives are never set how can the E.D. be evaluated?

e. Fiscal and Legal Responsibilities

In this section all subjects realized the importance of both fiscal and legal responsibilities but they seemed to be unsure as to whether they were carrying

out those responsibilities in an adequate fashion. Comments made ranged significantly in this area:

- All agree that both areas are of tremendous importance to the Society and the Board of Directors.
- There was a comment made as to whether a lawyer needs to be on the Board of Directors to help understand legal responsibilities or whether understanding is solid enough as it currently exists.
- Fiscal responsibilities were felt to be of such significant importance and yet so poorly understood by the Board as a whole that members felt having a second person with a 'financial perspective' would provide additional clarity and a sense of security as well as provide support to the Treasurer's responsibilities
- The suggestion was made to create a financial committee.
- It was felt, by one individual, that staff needs to place more importance on fiscal accountability.
- There were comments about focussing on small expenditures and not focusing on the large financial picture.
- A few respondents wondered if the Board was truly handling its fiscal responsibilities or simply 'rubber stamping'.

f. Boundary Spanning

Boundary spanning addressed the representation of the organization to its external publics and ensured that the interests of key external stakeholders are made know inside the organization. This was an area that most felt was being addressed adequately although there was room for improvement. Comments fell into two general categories:

- The President handles external communications or, the E.D with the President's approval - all individuals interviewed were comfortable with this.
- Internal communications was divided into two distinct areas of questioning;

Clients:

- Through the client services committee it is felt that voicing of issues and concerns existed.
- Some members of the Board felt that they needed to hear more about what was going on within this committee, especially as the client base changes (Reference made here to reporting procedures).
- A lot of issues and concerns are currently dealt with at a staff level.
- Conversely it was also felt that remaining at arms length from clients allowed the Board to act in the best interests of the society as a whole.
- Respondents were divided as to whether or not it would be beneficial to have client on the Board.

Volunteers:

- Input has been steadily improving credit due to the volunteer committee.

- Reminder raised: the fact A Loving Spoonful is a volunteer driven society and must address issues of this pool or risk losing volunteers.
- The whole Board should make an effort to get to know volunteers - they want to put a face to the mythical 'Board'.

g. Fund Raising

The initial questioning strategy in this section, was concerned with, whether the organization was obtaining adequate funds to carry out its objectives. What was ultimately the focus of the discussion, was the role that the Executive Director had in fund raising and the appropriateness of this role in relationship to the Board's role.

- It was unanimously felt that the Executive Director was running fund raising initiatives. As one person put it: "we hired a strong fundraiser and that is what he is doing, and doing well."
- It was felt by all interviewed, that fund raising is core to success of the society and the society has been and continues to be successful at it.
- It was felt by some Board members that through the role of the Board the big picture needs to be set first and then allow the Executive Director to fill it in.
- The fund raising committee was thought to be ineffective: "the E.D. determines what will happen and presents these ideas as finalized". Conversely it was felt that fund raising should be left solely in the hands of the E.D: "the E.D. needs to have the energy to tackle these projects so he should be in charge." And: "the Board is there to support the fund raising activities of the E.D."
- There is no consensus concerning securing government money. Some members felt it was needed others felt that it was too political and not secure enough (could be pulled at any time)
- Corporate fund raising was felt to be weak area - attempts have been made to address but nothing has yet materialized. Everyone felt something concrete needed to occur here. It was felt that accountability might be an issue.

h. Management Systems (including Board self-management)

What was being explored here was whether the Board was being as effective as it could with respect to training, development and other human resource policies. Essentially this research project is a beginning of Board self-examination process, which will lead to further exploration. It was enlightening to hear comments in other areas, which illustrated an organization experiencing growth both in size and scope.

- Without exception, all respondents felt that there was virtually no training or orientation provided when they began in Board and staff positions. This made for a long, steep learning curve for some.
- Everyone felt that minimal policies were currently in place - and the ones that were tended to be reactionary:
 - Some respondents were comfortable functioning in this fashion

- Others reacted very strongly - suggesting that appropriate policies would alleviate reactionary leadership and pave the way for a more proactive approach
- A few respondents that additional management was "ok as long as the fun remained"
- Two individuals felt that an overall communications strategy needed to be developed and followed by the Board/E.D./Staff. As was stated by one individual "too much falls through the cracks".
- There was desire by a couple of respondents for management systems to provide structure - it was felt that more structure was needed.
- Self- evaluation was something that everyone was receptive to as long as it was not a formal structured evaluation, as one person said " we are volunteers after all, but I would like to hear informally what I could do better"
- The statement was made that "the Board self- evaluates through a re-examination of the strategic plan".
- Everyone recognized that job descriptions and performance appraisals needed to be handled better
- The statement made that "the Board just knows what to do"

The Board 's Own Structure and Formal Operating Procedures

An intriguingly simple definition of structure was provided by Murray (1997, p.9): "Structures are simply snapshots of who does what in an organization. They become frozen in time as rules." This section explored the issues surrounding the Board such as best size, formal positions and amount, type and relevancy of committees. It also examined the procedures and policies that currently exist and those that are necessary. This area generated a great deal of discussion and the responses were many and varied:

- Overall it was felt that this is a strong functioning Board with a tremendous level of commitment.
- A few respondents felt that translating that commitment into productivity was a key problem.
- There is dissention as to whether the Board should be a working Board or a strategic Board - most respondents feel that a mixed model leaning slightly toward strategic would work best.
- It was suggested that more structure would allow the Board to function at a higher level.
- It was felt that E.D. has too much say in how the Board operates with respect to agenda setting, reporting and governance.
- A number of respondents supported the idea of the use of in camera meetings to discuss board issues.
- It was unanimous that there needs to be more Board members - closer to the 12-member capacity.
- Although all Board members felt the Board spoke with one united voice there was concern that occasionally individuals moved into staff issues and

spoke in positions of authority or made requests that should have been handled through the E.D.

- Agreement regarding the need for training/orientation of new Board members. As one person stated: "it took almost a year to fully learn what was expected of me. That is too long".
- One respondent felt that some education in systems thinking would help the Board function more strategically.
- Number of committee's was thought to be adequate - but one suggestion was a committee to deal with "all the things that fall through the cracks".

Board Composition and Membership Characteristics

This is a challenging area for Board members to address because they are essentially questioning their own roles on the Board. Issues such as level of commitment, the amount of work put into the process versus what is expected were addressed here. In this section they were also questioned on how Board members were chosen and if they had the 'right' members on the Board (as well as what is meant by 'right'). The responses were clear and obviously well thought out:

- There is a tremendous amount of passionate commitment and belief in what the organization does.
- A number of respondents question the ability to "do" versus the "talk".
- It was suggested that individuals needed to take their responsibilities more seriously.
- Diversity on the Board is something everyone is aware of; suggestions ranged, but it was strongly felt that skills were to be considered first and foremost.
- It was interesting to see the division regarding having clients on Board. There were strong pros and cons for this idea.
- Having volunteers on the Board generated positive comments. But a couple of respondents thought they were well represented through the volunteer committee.
- The need for specific skill requirements on the Board was felt by some to be a necessity while others felt that it often detracted from the strategic operation of the Board focusing on areas of their interest and bogging the Board in the "nitty-gritty".
- Succession strategies were suggested to be lacking by almost all respondents.
- One respondent suggested that requirements for selection of members were often self-serving.
- The comment was made that the E.D. is not part of the Board and shouldn't be treated as if he is.

Board Culture and Leadership

The culture of a group can be defined as the attitudes, values and beliefs that are commonly shared by that group and how it influences their behavior. There is, as Kouzes (1997, pp. 214-217) argues, often a subconscious element, one that individuals may not be aware of. He goes on to say that while culture cannot be imposed by the leaders of an organization, the way these leaders involve the entire organization in the creation of corporate values establishes the cultural climate of that organization. Due to the impact that leaders have on culture it was decided to question and report on these two areas together. The comments here tended to center on how all members enjoyed working with the group validating the strength of the culture of the organization.

a. Culture

- It was felt that one of the greatest strengths of this Board was that it was "fun", members enjoy one another and work well together while still being effective and productive. Conversely it was felt that "fun" and "relaxed atmosphere" sometimes detracts from the business at hand.
- A suggestion was made that a more business like atmosphere would allow issues to be dealt with rather than worrying about "hurting someone's feelings"
- The statement was made "an open-minded Board receptive to new ideas."
- Felt that all individuals in the organization have a strong commitment to "doing things right"

There are two leadership roles that strongly influence how a Board operates. These roles permeate the entire organizational culture. They are the President and the Executive Director.

b. President

From the most basic responsibilities of the President's position (i.e. leading a meeting or organizational abilities), to whether this individual operates in a complimentary fashion with or, is in opposition to, the Executive Director affects the entire organization. How the President leads, inspires and motivates unites the Board in sharing the vision of the organization.

The most frequent response to this section was in reference to the strong support for the President, however all individuals realized that nobody is perfect and offered insightful and constructive criticism to assist in improvement.

- There is strong support for the President.
- There is a tremendous respect for the job the President is doing.

- It was felt that the President inspires through commitment and passion however also realizes that "everyone has a personal level of commitment and doesn't push".
- It was felt that the president was also a strong chairperson, and usually runs a solid meeting.
- There were two statements made to indicate that the President needs to focus more on strategic leadership through long-term vision.
- It is felt that the president needs to be a stronger leader with respect to the Executive Director.
- Another individual commented that the President needs to make sure the Board is being open and candid on issues - draw it out of them if necessary.
- As a manager the President needs to be stronger, hold them accountable, and learn how to say "no".

c. Executive Director

The way an Executive Director leads is the single most important factor differentiating successful from unsuccessful nonprofits (Herman, 1991) The simple fact that this individual has access to the most information of anyone in an organization means that they have a tremendous amount of power. How the Executive Director uses that power effects not only the organization but also the relationship with the Board. While there was overall praise for the Executive Director there were also concerns:

- Overall it is felt that the E.D. is doing a good job.
- The Boards relationship with the E.D. was felt to be very good overall.
- It was felt by a number of respondents that the E.D. needs recognition for work well done and the Board was not always good at providing that feedback.
- The statement was made "that the E.D. needs to realize that the Board is ultimately responsible for A Loving Spoonful".
- It is felt that the E.D. would like the Board to rubber stamp his decisions and quite often arrives with a "this is what we should do" attitude.
- The E.D. has significant strengths in fundraising.
- It was felt that management was an area in need of development. The whole issue of evaluations came up here. It was felt that this lack of management skill meant that the Board as opposed to the E.D often dealt with staff issues.
- There was a feeling by a couple of respondents that the E.D. felt he was at least on an equal level as the Board - a peer.
- Overall, the Board indicated they would like to be provided with the information needed to enable them to make the required decisions.
- It is felt by one individual that "having strong hands under him" allows weaknesses to be addressed
- The majority of respondents felt that "the Board really doesn't know what the E.D. does".

The results from all interviews (Table 1) indicate which areas the Board, Staff and Executive Director felt were being currently handled well and which areas needed change, improvement or development. The five point scale used in the chart allocates the number 1 as an indicator of an area needing minor adjustments and the number 5 indicating an area that needs a great deal of attention and/or development.

Table 1 - Summary of Interviews - Prioritization					
Interview Question Area	1	2	3	4	5
I. Roles & Responsibilities					
a. Mission		*			
b. Strategic Objectives				*	
c. E.D. Selection			*		
d. Evaluation of Executive Director					*
e. Fiscal & Legal Responsibilities				*	
f. Boundary Spanning		*			
g. Fund Raising			*		
h. Management Systems					*
II. Boards Structure and Operating Procedures				*	
III. Board Composition and Member Characteristics			*		
IV. Board Culture and Leadership					
a. Culture		*			
b. President			*		
c. Executive Director				*	

Examination of the chart shows that there is a broad range of what respondents felt was done well and what is felt needs to be worked on. The areas of mission, boundary spanning and culture were all felt to be strengths of the Board of Directors, but like everything, there are 'fine tuning' measures that can be taken. It was the topics that scored the highest which are the areas that the Board needs to examine further. These are: strategic objectives, evaluation of Executive Director, fiscal & legal responsibilities, management systems, Boards structure and operating procedures, and within Culture and Leadership the Executive Director. The reasons for this vary from planning needs to a Board that is split on how an area should be handled. In keeping with a participatory action research model it is the Board itself in conjunction with the guidance of the researcher who will makes decisions about which areas can be manageably examined and potentially changed or modified.

4.2 Data Analysis

To facilitate analysis of the interview data as well as researcher observations, anecdotal information regarding interviews was distributed to the Board of Directors two weeks in advance of a Board meeting. This gave them adequate time to digest the information that had been collected. The Board decided, as governance and society management was an area that they themselves needed to examine first, that the information would not be distributed to the Executive Director. A one half hour period was allocated on the Board meeting agenda for the researcher to conduct a focus group with the Board to obtain feedback in the following three areas:

1. Overall Feedback concerning the interview summary
 - Was it accurate
 - Were there any surprises
 - Are there any areas that need to be explored in greater depth
2. Begin thinking about how items in the report causally connect. What are the systems that exist and how will others be effected if one is changed or modified?
3. Prioritize areas in the data that you as an individual on the Board wish to focus on. The final number of areas will ultimately be determined in part by the complexity of the area and by answering the question: Is it realistically achievable?

The overall goal in presenting this information in a focus group setting was to ensure a solid, level equal understanding of the data collected by all individuals on the Board. This allows the Board to engage in open honest discussion about the issues raised. It also allowed for decisions to be made with respect of how to proceed.

The Board as a whole was not overly surprised by most of the information that they encountered in the report. They felt that most of the issues had been in existence for some time and had finally been collected and organized into a cohesive, organized document that allowed for accurate discussion of these issues to occur. One of the most telling comments was: " We have all talked, either as a Board or in small groups about most of these issues, but this is the first time that we can examine the big picture with respect to how we govern the organization."

According to Palys (1997, pp. 279-280) the concept of causal connections dates back to the eighteenth century when David Hume a philosopher explored the connections between causality and order. He noted that we never actually see the cause; all we see are the contiguous effects, which is what we *infer* caused the event. In research we do the same thing, we infer the causes. John Stuart

Mill took this further by proposing three criteria of causality that are still very important to research today. In order to be able to infer the existence of a casual relationship between variables one must demonstrate that:

- The presumed cause came *before* the effect
- The presumed cause and effect are indeed related to each other
- The relationship is not explainable by the presence of other plausible casual agents.

The objective in presenting this idea to the Board of Directors was to bring this issue to their attention and hopefully have them begin to think about the causal connections as they explore what was uncovered in the interviews and potentially make changes to the way in which they govern. This was achieved.

The focus group setting along with the advance distribution of information also allowed the Board of Directors to provide clarifying information about what they needed in terms of Board development. It was determined that in order to effectively explore changes to current methods of governance they needed to explore what existing models of governance were available to them. The catalyst for this was determined to be a workshop/development session. This was required to provide sustained time to examine not only the existing governance models but also to further explore options in the key areas of concern and begin developing a long term implementation plan. The key areas that the Board determined needed to be explored as a result of the interviews were:

- Issues surrounding the Executive Director
- Management Systems
- Boards Structure and Operating Procedures
- Fiscal & Legal Responsibilities

4.3 Model Development

The Board development workshop/retreat took place on a weekend with the entire Board attending. The agenda was designed to achieve two specific outcomes. The first was to provide an understanding of the three main Board models, presented below, including strengths and weaknesses of each. This would enable the Board to gain a more solid understanding of where they currently were and where they wished to move as well as options to achieving this goal. The second goal was to begin elaborating on the areas that they had identified in the focus group as wanted to modify.

In order to achieve these objectives, the session began with an exploration of some of the ideas and issues surrounding the whole area of organizational change. Drawing on the literature previously referenced in Chapter 2, this introduction provided a "taste" of the impact of change on individuals and groups as well as organizations. The primary goal was to create awareness that all in order to achieve effective change attention must be given to all involved parties.

The discussion then moved to the creation of a definition of governance. As attested to in the literature this can easily become a complex task and although it was not possible to create a definitive definition, a substantial list was developed which provided characteristics of different aspects of Board governance. This list confirmed that the Board had a solid comprehension of the various aspects involved in governing the organization.

Before the three models were explored, a guided discussion took place on the strengths and weaknesses of any model. Essentially affirming that the models exist as a guideline or tool to assist each organization in determining what best suits their own boards needs. The model that is best for one organization is not necessarily the best for another (Brudney, 1998, p.346).

The models explored in the workshop reflect the three main types of boards as indicated in the literature (Murray, 1997; United Way, 1995; Young 1993). The structure for the workshop portion was informal with discussion and questions encouraged whenever a need was felt. For each model the main features were discussed in conjunction with the organizational characteristics that tend to be prevalent in order to operate effectively. The relationship between Board, Executive Director and Staff was also examined as a way of characterizing the differences between models and also addressing one of the areas the Board had identified as wanting to focus on.

4.3.1 Examination of Models

Policy Boards

This “traditional” model is familiar to many organizations. It is characterized by a hierarchical organizational structure. The Board is composed of a chair, executive committee and limited Board committees. The committees are designed to lead and manage the organization, and staff often supports these committees. All of the committees report to Board. The Executive committee is empowered to work on behalf of the Board between meetings. There may be middle management staff if the organization is large enough or in a smaller organization all staff report to the Executive Director. The Board and staff communicate through the President and E.D. who act in partnership in managing the society.

Policy Governance Boards

This model was popularized by John Carver and is often referred to as 'The Carver Model'. In this model emphasis is placed on what is referred to as 'the main purpose of the Board' - policy development. The organizational structure is usually a traditional hierarchy with the CEO as the senior staff person and few if any Board committees. In fact, board committees are only used to assist in the process of governance not management of the organization. This model

strongly subscribes to the mantra that the Board works as a whole and speaks with one voice. Policy governance demands a clear separation and delineation of roles, with the staff insulated from the Board and the Board from the staff by the CEO. The CEO is delegated all operational responsibilities of the society. As a consequence the Board has only one employee, the CEO. All staff is accountable to the CEO and in turn, he is responsible for the work of the entire organization. What the CEO does is not a concern of the Board as long as the organization meets the ends set by the Board. The Board provides a structure and a method of proscribing limits on the Chief Executive Officer through Executive Limitations. This model tends to be effective when one has an organization with the following characteristics:

- When you have a competent, confident, experienced CEO who has the trust of the Board.
- When there is a 'Carver Champion' on the Board as this model takes time and effort.
- When the Board is composed of conceptual thinkers.
- When there is stability in the organization- with no major crises looming.

Working /Administrative Boards

A Working Board model is usually used by a smaller organization whose members often volunteer in direct service and administration of society. The work is often done in committees who either make decisions or bring recommendations to the Board as a whole. The organizational structure allows for a team management or participatory management style. The emphasis here is on communication and coordination between staff and Board. The Board has some responsibilities for operations of the society; for example it provides policy and general direction, yet they still assist with the practical or day to day operations. This type of governance model tends to be effective when:

- Board members have management skills
- There is a strong Board committee structure with clear lines of communication and terms of reference
- Board members are able to volunteer significant amounts of time
- Teamwork is a strong value.

It was very exciting to observe the changes in Board members when we were about half way through the discussion of the models. They were seeing characteristics of their own Board in the models, as well as their strengths and weaknesses. As well, they were discovering the tools that they needed to approach change. They now knew what options were available. The discussions were lively and enthusiastic. It was interesting to watch as the discussion took on a life of its own. The Board was "trying on" the various models and dialoguing as to the "fit". It quickly became apparent that there were parts of the models that seemed to best meet the needs of both the Board and the organization. For example, the entire concept of executive limitations as a means to govern the Executive Director had tremendous appeal. It had already been determined that a job description model was not working for the

Board or the Executive Director. Through facilitated dialogue the concept was "tried out" within their own organization. The Board liked the way it met their needs and yet allowed the Executive Director the freedom to run the organization.

Building on what had now transpired in the workshop and ensuing conversation, the discussion became more focused, specifically on the issues identified by the Board as being important. To increase the comfort level in the room confidentiality was again brought up and the group reassured. As a reminder, the areas that the Board had decided were what they needed to focus on were displayed. They were: Issues surrounding the Executive Director (which had already been partially discussed); Management Systems; Boards Structure and Operating Procedures and Fiscal & Legal Responsibilities.

Using real life cases to illustrate what options were available made the environment even more comfortable for the Board. The discussion then began with a tool called "Who's Job Is It Anyways" (Appendix G). This document proved to be a very powerful tool for initiating the conversation as it asked questions about the roles and responsibilities within a nonprofit and whether they belong to the Board or the Staff. Although this conversation was facilitated, it was done so very loosely to enable the Board to determine what direction they wished to pursue. This proved to be the correct decision as the discussion once again, took on a life of its own. All of the issues that had been discuss privately in the one on one interviews but had never really been explored in detail by the whole Board became part of the conversation. Ideas flowed and decisions were made.

Perhaps the most powerful indicators as to the success of this discussion was in observing the Board make decisions about how they wished to govern on their own. The process that was followed in this project provided the foundation for the Board. This same process had the potential to create a dependency on the researcher but because the researcher was never presented as the expert, this did not occur (Stringer, 1996, p.22). The Board was able to select the tools from the models, evaluate which best met their needs, and create their own hybrid model of governing their organization.

CHAPTER 5 - RESEARCH RECOMMENDATIONS AND IMPLICATIONS

5.1 Recommendations

The tasks that were completed during the workshop, in addition to the data collected through observations, interviews and the focus group, provided the information which allowed for a triangulation of results, thereby ensuing greater internal validity. (Merriam, 1988, p.69; Forman in Merriam, 1988, p.169). In addition, using a participatory action-research methodology increases the internal validity as it allows for continual "member checks" throughout the study, both formal and informal, essentially creating a review by subjects scenario (Lincoln and Guba, 1985, p.314).

The recommendations of this study were arrived at through the above procedures but the ownership of these recommendations truly rests with the Board of the organization. This is not to say that the recommendations are correct or right, but rather they have been determined to best meet the needs of the Board by the Board. If the recommendations had been imposed, the commitment to change may not have existed; as Kouzes (1997, p.212) argues, ownership is a powerful tool. Through the tools acquired in this process the Board was equipped to explore options and determine which best met both their personal and professional values. The role of the researcher was as a facilitator: to guide, shape and assist in discovering the underlying values, as well as ensuring that there was clarity, understanding and consensus amongst all on the Board for what was being determined.

The recommendations from the study have been organized into three main categories covering the roles and responsibilities of the Executive Director, the Board of Directors and the organization as a whole.

5.1.1 Role and Responsibilities of the Executive Director

Because the organization has been developing quickly due to rapid expansion, it has achieved a state where the directors need to more clearly define the various roles and responsibilities. As stated previously, because the role of the Executive Director in the organization is of enormous importance, it is therefore imperative that this role and associated responsibilities be well defined.

The entire issue of job descriptions has been a sensitive area for all parties within the organization. There has been overall unhappiness with the current descriptions since they don't meet the needs of either the Board or the staff. The idea of executive limitations from the policy governance model, proved to be an idea that showed merit from the Board perspective. As this concept is new to the Board of Directors they need to further explore it to gain complete understanding and determine if it will fully address their requirements.

The Board needs to determine an annual work plan for the Executive Director. This should occur in a cooperative fashion, especially as this is the first time it is occurring for both sides. Once a work plan has been developed it becomes a simple process for the Board to determine the Executive Director's performance plan for the year. It is this plan that will form the basis for the Executive Director's annual evaluation. The Board members still need to explore and determine the evaluation tool that they will be using. There are a number of excellent tools available.

One of the primary criteria used when initially hiring the Executive Director was that this individual needed to possess a strong fund raising background. The Executive Director who is currently in the position has this skill. As a result of this skill there have been power struggles on the fund raising committee. The Board is aware of this issue, as discussed in the interview process by one participant: "The fund raising committee was thought to be ineffective, the E.D. determines what will happen and presents these ideas as finalized." In consultation with the Board it was decided that making this committee the responsibility of the Executive Director would allow full utilization of his skills in this area. This is not to say that the Board of Directors would be forfeiting this area of responsibility but rather, they would now be acting in a more strategic fashion, governing rather than attempting to manage. Parameters set through the executive limitations for the Executive Director would provide guidelines for the committee's actions. Regular reporting by the Executive Director would be necessary and would provide a means for holding him accountable. A Board member should still sit on this committee to assist with strategic and policy issues.

5.1.2 The Board

Strategically, the Board of Directors is in good shape. They have demonstrated that they have vision in the governance of their organization. There is awareness that they need to focus more on the strategic issues concerning themselves and leave the operation of the society to the Executive Director and staff. It is here that some strategies to assist in keeping them focused on the issues of a strategic nature can be employed.

To begin with, annual goals of the Board should be established early each year. This will allow a manageable strategic focus to develop. The strategic plan provides the starting point for this goal setting, but if it is performed annually, the strategic plan can be divided into more manageable chunks.

A simple approach of reorganizing the agenda so those strategic issues are first and foremost has already been implemented. Maintaining this practice would provide the level of importance on strategic issues that they need. It will become easier for them to differentiate between minutiae and strategic issues with time. In addition to this, ensuring that reports from committees are

distributed well in advance of a meeting and then only dealing with questions, concerns or items that need Board approval during the meeting will ensure this focus is maintained. The implementation of executive limitations will also assist in this task, as it will define more specifically the Board role through the parameters of the Executive Director 's role. This will provide the Executive Director with the authority and responsibility to make decisions, thus allowing the Board to focus on higher level issues.

As mentioned above, in the interviews and data analysis sections, the Board needs to complete a self-evaluation from time to time. There are a number of ways they can proceed. One simple option is to take a few minutes at the end of each board meeting to revisit what has occurred and ask themselves how they succeeded based on questions that they determine to be important. They could also undergo a more in-depth evaluation annually based on their yearly goals. The decision as to what works best for the Board is up to them to determine. They should however, always be assessing themselves with the good of the society as their ultimate responsibility. However they evaluate themselves will only make them a better Board of Directors, growing and learning continually. After all, if the Board expects the staff to continually grow, shouldn't they as well?

5.1.3 The Organization

The strategic plan needs to be revisited and new goals and/or objectives established for the up-coming year. These items need to focus on long-term goals of the organization, enveloping the mission and the vision of the society and at the same time keeping in mind what Mintzberg (1994) said, that strategic planning is not strategic thinking.

A policy manual needs to be developed. A policy is a general rule of principle, or a statement of intent or direction, which provides guidance in reaching decisions. It defines the ways the Board prefers to work (Houle 1989, p.125). It is proactive concerning the broadest of issues. Because policies are central to all Board action, they are only effective if current. Brevity makes it far easier to keep them up to date. They are also changeable based on the boards values and perspectives. This is what makes them a living document (Carver 1997, p. 49).

Currently, policy is only recorded in the minutes of the meetings and in the long-term memories of the Board of Directors. This is not appropriate. It means that issues that had been decided upon in the past may or may not have to go through the same process of discussion and ratification depending on how good memories are. A policy manual will make this process much more effective. It will also move the Board to a position where, they will acquire a familiarity with their policies and operating in this fashion, they will focus on ensuring that the policies are effective rather than focusing on the activities that those policies govern.

5.2 Organizational Implementation

The decision on how to proceed with the development of governing strategies was the Board's decision. They decided that in order to effectively determine how they wished to govern, they needed to function as a Board, relying on their own vision for the society. The Board addressed the strategic nature of the planning process. In order to begin implementing the recommendations outlined above the Board needs to first bring the Executive Director back into the planning process. As the Executive Director plays an enormous role in the operation of the organization it is imperative that this individual become part of the planning process. This involves briefing the Executive Director on what has occurred, the reasoning behind the boards decisions, and how the Executive Director will play a role in determining the final picture.

The next step is for the Board, in conjunction with the Executive Director, to plan another sustained block of time in which they can define the details of each recommendation. Once that has occurred, they must also develop an implementation plan prioritizing the recommendations. Through this planning process they must keep in mind the effect and impact that causal relationships will have on each decision they make.

There are a number of approaches that the Board can use in developing the implementation plan. They could form one ad hoc committee to assume responsibility for the entire process. Or if they choose, they can assign various areas to individual members (or small groups). There are inherent advantages and disadvantages to each approach. While one committee would provide continuity to the process it will make the process much longer while number of groups and/or individuals could potentially forfeit that continuity while increasing the speed of the implementation process.

5.3 Future Research

The research and literature on nonprofits, as stated previously, is a relatively new area and requires further research in a variety of areas (Young 1993; Herman 1994; Brudney 1998; Holland 1998). The research conducted in this project seeks to add to this continually growing body of knowledge.

Robert Hollister (1993, p.316) argues for a greater collaboration between researchers and practitioners in nonprofit research, using participatory action research techniques to enable this process to occur:

The common complaint by practitioners is that the research is irrelevant to their needs and academics complain that practitioners fail to use findings that could in fact enhance their work, and questions that practitioners advocate as research priorities are mundane and uninteresting.

This project has sought to merge both the research and the practitioner. Action research techniques in this case, assisted an organization in designing tools to

strengthen their governing techniques. These tools become eminently transferable to other organizations because of their relevance and applicability to the situation at hand. Building the dialogue between researchers and practitioners does not end here. Researchers must continue to explore ways of making the research relevant, accessible and practical. (Hollister 1993, p.316)

In a research project conducted by Thomas Holland and Douglas Jackson (Holland and Jackson, 1998) they sought to empirically prove that Board development activities can improve Board effectiveness. They found that not only do planned development activities significantly improve effectiveness but as well there are six conceptual competencies that will enhance Board effectiveness. The competencies are contextual, educational, interpersonal, analytical, political and strategic. Essentially, the more aware and effective a Board is in these areas, the greater will be its level of effectiveness. The research project concluded here corroborates this aspect of their findings by developing these competencies within one Board. It adds insight to their body of work. The improvements will need to be measured once implementation of the changes has fully occurred.

Jeffrey Brudney and Vic Murray (Brudney and Murray, 1998) through cross Canada questionnaires sought to focus on the impact of intentional change process on nonprofit boards. In their report they call for further research to obtain "richer information" about the change process and its effects on a Board and to collect data other than subjective responses to questionnaires. The body of work presented in this project compliments the research they have undertaken and provides this 'richer information' about one Board.

5.4 Conclusions

The participatory relationship used in this project increased not only the ownership of the decision making process by the Board, but also ensured greater understanding of the process. To have attempted this project in a less than inclusive fashion would have lessened the impact and potentially the eventual success of the changes the Board undertakes. As Holland and Jackson (1997, p.129) state:

Effective interventions must be designed both to accurately reflect the realities facing a particular Board and to require Board members to accept responsibility for their own changes.

The merging of research and practicality has been addressed in this project. The Board of A Loving Spoonful is well equipped to proceed in effectively implementing the recommendations developed. However, realizing the importance of the Executive Director in a nonprofit organization there can be work done to provide a more inclusive role for this person from the beginning of the process. In this case, however, it was felt strongly that the Board needed to explore governance strategies on their own and this wish deserved and received respect.

From a research perspective this project is not complete; there is more work that can be undertaken. The success of the implementation process has the potential to provide the basis for a longitudinal observational study of the change efforts made to this Board. Such a study should focus not only on the efforts made to change, but also on how the changes were implemented, and the long-term effects of the changes from the perspective of the Board, staff and the organization.

Effectively governing a nonprofit organization is a challenge, however it is not an unattainable goal. This project provides guidelines that will assist any Board who wishes to undergo change in their governance practices. However, change cannot be imposed, and any Board must accept the importance of any purposive efforts to improve its own performance in order to begin work on change (Holland 1997, p.129). The realization that organizational change is ongoing is not only a useful to keep in mind, but it also is a tremendously important organizational goal (Kouzes 1995). The key is to remember that an organization is never finished.

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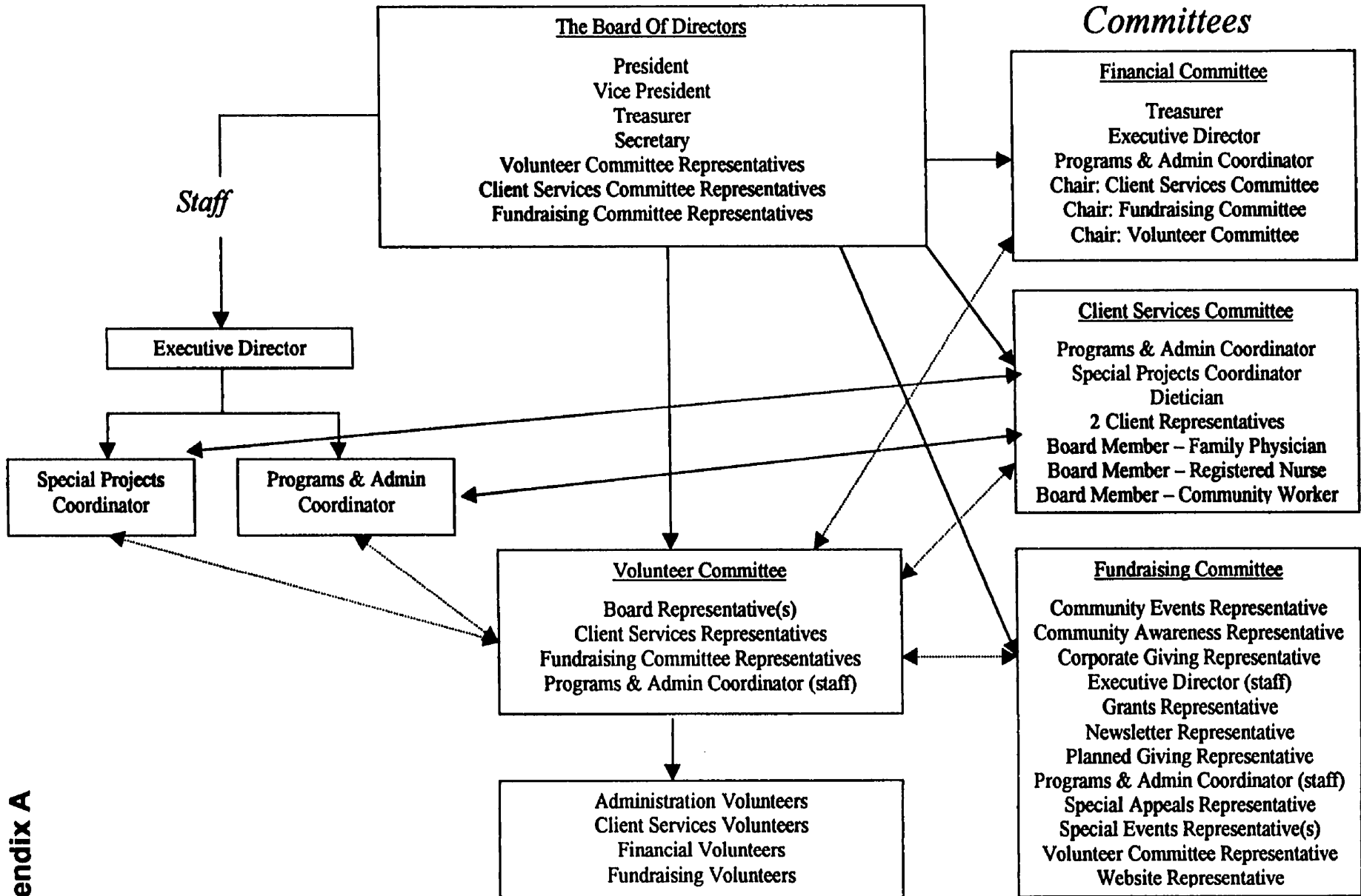
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A Loving Spoonful - Organizational Chart



APPENDIX B - STRATEGIC PLAN

**VANCOUVER MEALS SOCIETY
STRATEGIC PLANNING MEETING
MARCH 21, 1998**

Mission

A Loving Spoonful is a volunteer-driven, non-partisan society that provides free nutritious meals to people living with HIV in the Greater Vancouver area.

Our belief is by meeting this fundamental need, we improve our client's health and well being, enabling them to focus on life's other challenges.

Vision

The challenges of HIV/AIDS are many, our vision but one: to enhance the quality of life of men, women and children living with HIV by meeting their basic need for food.

Key Result Areas

1. Human Resources and Development
2. Client Services
3. Financial Resources and Development
4. Community Relations
5. Society Management and Governance

1. Human Resources and Development

Goal

Provide our people with the appropriate resources to deliver an efficient, high quality service in a personally satisfying environment.

Objectives

1. Develop a volunteer management system
2. Develop a Human Resources plan to support the operation.

Who	Action	Target	Status/ Completed
	<p>Develop a Volunteer Management Program</p> <p>1) Develop a working Volunteer Committee Policies and strategies around:</p> <ul style="list-style-type: none"> • Communication • Confidentiality • Sustainability • Turnover • Ongoing evaluation • Providing meaningful opportunities • Job descriptions <p>2) Develop volunteer opportunities from within the communities we serve.</p> <p>3) Develop, initiate and maintain a Volunteer Train the Trainer model.</p> <p>Development of a Staff Management Program</p> <p>1) Develop Staff policies Policies on:</p> <ul style="list-style-type: none"> • Communication • Safety evaluations • Benefits • Education • Peer outreach • Health issues • Job descriptions 		

2. Client Services

Goal

Providing quality food for our clients

Objectives

1. Research and develop strategies/policy around delivery systems
2. Develop, Implement and evaluate an Intake system.
3. Take steps to ensure services are considered/delivered without prejudice and with compassion, inclusively and respect.

Who	Action	Target	Status/ Completed
	<ol style="list-style-type: none"> 1) Client Services Committee will evaluate current intake model. (Based on medical needs, Karnofsky scale and intake committee review). 2) Develop Alternate Meal Delivery system(s). 3) Evaluate current meal delivery system <ul style="list-style-type: none"> • Quality • Cost • Partnerships • Contract with Capers • Depots-current, pilots, and new ones 4) Review and evaluate Easter's Sunday Program <ul style="list-style-type: none"> • Normandy closure • Cost • Impact 		

3. Financial Resources and Development

Goal

To ensure we have the financial resources to best respond to our on-going and future client needs.

Objectives

1. To develop a formal fundraising strategy
2. To develop a sustainability strategy

Who	Action	Target	Status/ Completed
	<p>Restructure and Redefine the Fundraising Committee</p> <p>Fundraising Committee</p> <ul style="list-style-type: none"> • Events • Corporate • Annual donors <p>Corporate</p> <p>Plan in place</p> <p>First meetings to take place in May</p> <p>Events</p> <p>Will take over logistics of events</p> <p>Annual donors</p> <p>Increase names of donors and donations</p> <p>Document annual giving program</p>		

4. Community Relations

Goals

- 1) Position ourselves in a positive way in the community.
- 2) To further develop community awareness and support for our vision

Objectives

1. To develop and document public relations procedures
2. To encourage other communities to share/adopt/implement similar meal programs
3. To develop a plan to liase and network with other AIDS Service Organizations

Who	Action	Target	Status/ Completed
	1) Develop a media strategy 2) Hold media training for the Board and Volunteers 3) Update our Website		

5. Society Management and Governance

Goal

To provide direction and support to ensure the quality, accountability and sustainability of the society.

Objectives

1. To define a set of organizational values that will govern the society
2. To formalize an organizational structure/chart/plan
3. To develop a Board succession and recruitment plan

Who	Action	Target	Status/ Completed
	<ol style="list-style-type: none"> 1) Print mission and vision for boardroom. 2) Develop protocol for structure and content of agenda <ul style="list-style-type: none"> • Staying on time • Focus and direction • Review of strategic plan 3) Board development <ul style="list-style-type: none"> • Needs assessment • Implementation • Review 4) Develop comprehensive board policies <ul style="list-style-type: none"> • Job descriptions • Orientation • Code of conduct • assessment/review • ethical, legal and fiduciary responsibilities • confidentiality • Honorary positions 5) Finance committee <ul style="list-style-type: none"> • Issues • Trends • Overview 6) Affiliations with other organizations <ul style="list-style-type: none"> • Develop a philosophy 7) Develop staff policies and procedures <ul style="list-style-type: none"> • Health and safety • Wages and benefits 8) Process leading up to AGM and Constitutional changes. 9) Encouraging board unity through social events, alternate meeting locations, retreats and other events. 10) Board recruitment. 11) Participation in health and public policy development and review. 		

Criteria for Actions

Themes to keep in mind

- ❖ **Communication**
- ❖ **Adaptability**
- ❖ **Accountability**
- ❖ **Roles and responsibilities**
- ❖ **Fulfilling**
- ❖ **Consistent with mission and vision**
- ❖ **Sustainability**
- ❖ **Evaluation and feedback**
- ❖ **Board development and education**
- ❖ **Resources**

APPENDIX C - CONSTITUTION

Form 3

Society Act

CONSTITUTION

1. The name of the society is Vancouver Meals Society.
2. The purposes of the society are:
 - (1) To provide meals services to persons affected by AIDS.
 - (2) To provide nutritional counseling and related support services to persons affected by AIDS.
 - (3) To raise funds for the above purposes.
3. The affairs of the society shall be carried on without purpose of gain for its members, and any profits or other accretions to the society shall be used in promoting its purposes.
4. In the event of the winding up of the society or other liquidation or distribution of its assets, no profits or other accretions to the society shall be paid or distributed to any member, director or settler of the society but shall be donated to any registered charity or a registered Canadian amateur athletic association, as these terms are defined in the Income Tax Act, Canada, as the directors shall direct.
5. The terms of clauses 3, 4, and 5 above shall be unaltered.

APPENDIX D - BYLAWS**Schedule "A"****Bylaws of the Vancouver Meals Society****Bylaws**

Here set forth, in numbered clauses, the bylaws providing for the matters referred to in section 6 (1) of the Society Act and any other bylaws.

Part 1 – INTERPRETATION

- 1.1 In these bylaws, unless the context other requires
- (a) "members" means the directors of the Society in good standing pursuant to these bylaws;
 - (b) "directors" means the directors of the Society for the time being, as elected by the members at the Annual General Meeting or appointed pursuant to these bylaws;
 - (c) "officers" means directors of the Society as elected by the members at the Annual General Meeting or appointed pursuant to these bylaws;
 - (d) "Society Act" means the Society Act of the Province on British Columbia from the time in force and all amendments to it;
 - (e) "registered address" of a member means the address as recorded in the register of members;
 - (f) "month" means calendar month.
- 1.2 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
- 1.3 Words importing the singular include the plural and vice versa.
- 1.4 Subject to Bylaw 1.1 and 1.2 hereof, any words or phrases defined in the Society Act shall, if they are not inconsistent with the subject or context, bear the same meaning in these bylaws.
- 1.5 Expressions referring to writing shall be construed as including references to printing, lithography, typewriting, photography, and other modes of representing or reproducing words in a visible form.

Part 2 – MEMBERSHIP

- 2.1 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, and in

accordance with these bylaws, and in either case, have not ceased to be members.

- 2.2 A person may apply to the directors for membership in the Society and on acceptance by directors or a membership committee appointed by the directors, and on payment of membership dues, that person shall be a member.
- 2.3 Every person seeking to be a member shall agree to uphold the constitution, to adhere to the purposes of the society and to comply with these bylaws.
- 2.4 Every member, to remain in good standing, shall pay an annual membership fee.
- 2.5 The amount of the first annual membership dues shall be the sum of \$10.00 (ten dollars) and after the annual membership dues shall be determined at the Annual General Meeting of the Society.
- 2.6 A person shall cease to be a member of the Society:
 - (a) by delivering their resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
 - (b) on their death;
 - (c) on being expelled in accordance with these bylaws; or
 - (d) on ceasing to be a member in good standing.
- 2.7 A member may be expelled by a special resolution of the members passed at a general meeting.
- 2.8 The notice of meetings called for the consideration of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 2.9 The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.10 All members are in good standing except a member who failed to pay the current annual membership fee.

Part 3 – MEETINGS OF MEMBERS

- 3.1 General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
- 3.2 Every general meeting, other than an annual general meeting is an extraordinary general meeting.

- 3.3 The directors may, when they think fit, convene an extraordinary general meeting.
- 3.4 Notice of a general meeting shall specify the place, day, and hour of meeting and, in case of special business, the general nature of that business.
- 3.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the individuals entitled to give notice does not invalidate proceedings at the meeting.
- 3.6 The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last proceeding annual general meeting.
- 3.7 All members who have been members for a minimum 90-day period to the date of any annual general meeting are entitled to vote at that meeting.

Part 4 – PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Special business (as referred to in 3.4) is:
- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business transacted at an annual general meeting, except,
 - (i) the adoption of rules and order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of the directors;
 - (vi) the appointment of the auditor, if required;
 - (vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 4.2 A quorum for general meetings is 5 members or ten percent (10%) of all members entitled to vote at a general meeting, whichever is the greater number.
- 4.3 No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when quorum is not present.

- 4.4 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed the members shall constitute a quorum.
- 4.6 The President of the Society, or in absence of the President, the Vice-President, or in absence of both, one of the other officers of the Society shall preside as chairperson of a general meeting.
- 4.7 If at a general meeting there is no officer present or willing to act within 15 minutes after the time appointed for holding the meeting, the members present shall choose one from their number to be chairperson.
- 4.8 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which adjournment took place.
- 4.9 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.10 Except as provided in this part, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 4.11 No resolution proposed at a meeting need be seconded and the chairperson of a meeting may move or propose a resolution.
- 4.12 In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which the chairperson is entitled as a member and the proposed resolution shall not pass.
- 4.13 A member in good standing present at a meeting of members is entitled to one vote.
- 4.14 Voting is by show of hands, unless members present resolve that a particular vote shall be held by secret ballot.
- 4.15 Voting by proxy is not permitted.

Part 5 – DIRECTORS AND OFFICERS

- 5.1** The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to
- (a)** all laws affecting the Society
 - (b)** these bylaws; and
 - (c)** rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
- 5.2** No resolution made by the Society in general meeting invalidates a prior act of the directors that would have been valid if the rule had not been made.
- 5.3** The number of directors shall be 5 or a greater number determined from time to time at a general meeting.
- 5.4** The directors shall serve for a term of two years. At each annual general meeting fifty percent (50%) of the directors shall retire from office when their successor shall be elected by the members.
- 5.5** Separate elections shall be held for each office to be filled.
- 5.6** An election may be by acclamation; otherwise it shall be by ballot.
- 5.7** The officers of the Society shall be President, Vice-President, Secretary, and Treasurer, and such other officers as the Board of Directors shall determine from time to time.
- 5.8** In the event of a tie vote in the election of any officer, a second round of balloting will be held for the position in which a tie vote was received. If no successor is elected the person previously elected or appointed continues to hold office if s/he so consents.
- 5.9** Nominations for directors may be made by members at the general meeting.
- 5.10** If a director resigns from office or otherwise ceases to hold office or if there is otherwise a vacancy on the board of directors, the directors may appoint a member as a director; notwithstanding, the board of directors shall not consist of less than five directors.
- 5.11** A director appointed under Section 5.10 holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election.

- 5.12 All resolutions and all acts done by any meeting of the directors or any committee of the directors or by any person acting as a director, notwithstanding that it be afterwards discovered that there was some defect in the qualification, election or appointment of any such persons, shall be as valid as if every such person had been duly elected and qualified.
- 5.13 The members may by special resolution remove a director before the expiration of the term of office, and may elect a successor to complete the term of office.
- 5.14 No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all the expenses necessarily and reasonably incurred while engaged in the affairs of the Society.
- 5.15 Every director and officer forthwith upon election or appointment and prior to participating in any way in the conduct of the business of the Society shall sign and deliver to the secretary a written consent to act as an officer or director.
- 5.16 Notwithstanding any of the provisions of these bylaws, the directors may appoint up to three persons either recommended by any society belonging to the B.C. AIDS Network or self disclosed as having AIDS/HIV infection as directors. Such persons appointed have the same powers, duties and responsibilities as other directors. Such persons shall retire from office at each annual general meeting, at which time their successors shall be appointed.
- 5.17 No person is qualified to become or continue to act as a director who is:
- (a) under the age of eighteen years;
 - (b) found to be incapable of managing their own affairs by reasons of mental infirmity;
 - (c) an undischarged bankrupt; or
 - (d) convicted anywhere of any offence involving fraud unless five years have elapsed since the expiration of the period fixed for suspension or the passing of sentence without sentencing or since a fine was imposed, or the term of imprisonment and probation imposed, if any, was concluded, whichever is the latest, but the disability imposed by this clause ceases upon a pardon being granted under the Criminal Records Act (Canada).

Part 6 – PROCEEDINGS OF DIRECTORS

- 6.1 The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

- 6.2 The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
- 6.3 If at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be chairperson at that meeting.
- 6.4 The secretary, on the request of any three directors, shall convene a meeting of the directors.
- 6.5 The directors may delegate any, but not all of their powers to committees consisting of a director or directors, except as herein provided:
- (a) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the board of directors, and shall report, for ratification, every act or thing done in exercise of those powers to the earliest meeting of the directors to be held after it has been done.
 - (b) A committee shall elect a chairperson of its meetings, and may permit the attendance and participation of non-members of the Society in the business of the committee but such non-members shall not be entitled to vote.
 - (c) The members of a committee may meet and adjourn as they think proper.
- 6.6 Questions arising at a meeting of the directors and committees of directors shall be decided by a majority of votes.
- 6.7 No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.
- 6.8 In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which the chairperson is entitled and proposed resolution shall not pass.
- 6.9 A resolution consented to in writing, or by telegram, telex, fax, or any method of transmitting legible recorded messages by all of the directors or all of any committee of the directors shall be as valid and effectual as if it has been passed at meetings of the directors or committee of the directors, as the case may be, duly called and constituted. Such resolution may be in two or more parts each signed by one or more directors and the signed resolution or the minutes of the proceedings of the directors or the committee of the directors, as the case may be.

- 6.10 A director may participate in a meeting of the directors or any committee of the directors by means of conference telephone or other communication facilities by means of which all persons participating in the meeting can hear each other and provided that all such persons agree to such participation.

Part 7 – DUTIES OF OFFICERS

- 7.1 The president is the chairperson of the board of directors of the Society and shall supervise the other officers in the execution of their duties.
- 7.2 The vice-president shall carry out the duties of the president during the president's absence.
- 7.3 The secretary shall:
- (a) conduct the correspondence of the Society;
 - (b) issue notice of meetings of the Society and directors
 - (c) keep minutes of all meetings of the Society and directors;
 - (d) have custody of all records and documents for the Society except those required to be kept by the treasurer;
 - (e) have custody of the common seal of the Society; and
 - (f) maintain the register of members.
- 7.4 The treasurer shall:
- (a) keep the financial records, including books of account, necessary to comply with the Society Act;
 - (b) render financial statements to the directors, members and others when required
- 7.5 The offices of secretary and treasurer may not be held by one person.
- 7.6 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 – SEAL

- 8.1 The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place
- 8.2 The common seal shall be affixed only when authorized by resolution of the directors and then only in the presence of the persons prescribed in the resolution.

Part 9 – BORROWING AND INVESTING

- 9.1 In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide and, in particular but without limiting the foregoing, by the issue of mortgage or debentures.
- 9.2 No mortgage or debenture shall be issued without the sanction of a special resolution.
- 9.3 The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 – AUDITOR

- 10.1 This part applies only where the Society is required by law or has resolved to appoint an auditor.
- 10.2 The first auditor shall be appointed by the directors.
- 10.3 At each annual general meeting the Society shall appoint an auditor to hold office until s/he is re-elected or a successor is elected at the next annual general meeting.
- 10.4 An auditor may be removed by ordinary resolution.
- 10.5 An auditor shall be promptly informed in writing of appointment or removal.
- 10.6 No director, member or employee of the Society shall be auditor.
- 10.7 The auditor may attend general meetings.

Part 11 – NOTICE OF MEMBERS

- 11.1 A notice may be given to a member, either personally or by mail, at the address as indicated on the register of the Society. A member may at any time advise the Society in writing of a change of address and the secretary shall so record that change.
- 11.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted.
- 11.3 Notice of a general meeting shall be given 14 days in advance to:

- (a) every member shown on the register of members on the day notice is given; and
- (b) the auditor; and
- (c) chairpersons of all committees, advisory boards or honorary boards, if such committees and boards exist.

Part 12 – GENERAL PROVISIONS

- 12.1 Subject to the Society Act, every director and every officer or member of each committee of the board and the heirs, executors and administrators and estates of those directors, officers, and members shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the society from against all costs, charges, and expenses whatsoever, including an amount paid to settle an action or satisfy a judgement, actually or reasonably incurred by them, in a civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a director, officer, or member of committee, including an action brought by the Society if:
- (a) they acted honestly and in good faith with a view to the best interests of the society, and;
 - (b) in the case of a criminal or administrative action or proceeding, they had reasonable grounds for believing that their conduct was lawful.
- 12.2 No director or officer shall be liable for the acts, receipts, neglects, or defaults of any other director, officer, or member, or for joining in any receipts or other acts for conformity or for any loss or expense happening to the society through the insufficiency or deficiency of title to any property acquired by order of a director, officer or member for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of the society have been invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any persons with whom any of the monies, securities, or effects of the Society have been deposited or for any loss, damage or misfortune whatever which may happen in the execution thereof unless the liability arises through the willful neglect, default or dishonesty of that director or officer.
- 12.3 No member of the board of directors shall receive any remuneration from the Society for services rendered as a member of the board of directors of the Society, provided that any director may be reimbursed for their reasonable expenses actually incurred in connection with the business for the Society, and that any director may act by themselves or by their firm in a professional capacity of the Society and s/he or their firm shall be entitled to remuneration for professional services as if s/he were not a director.
- 12.4 It shall be the duty of every director who is in any way, whether directly or indirectly, interested in a contract or transaction or proposed contract or

transaction with the Society to fully and promptly disclose such interest to the extent, in the manner, and at the time required by the applicable provisions of the Society Act and to abstain from voting in respect of the contract or transaction or proposed contract or transaction as and when prohibited by the Society Act. Any such director shall not be counted in the quorum at a meeting of the board at which the proposed contract or transaction is approved.

- 12.5 The Society shall provide any member with a copy of the bylaws of the Society upon receiving a request for same accompanied by any fee, not exceeding one dollar, which may be prescribed by the directors.
- 12.6 These bylaws shall not be altered or added to except by special resolution.

APPENDIX E - INTERVIEW GUIDE

The following outline will be used as a guide to shape the interviews and provide a framework for interview questioning strategy that will be conducting with the Board and staff of A Loving Spoonful. This template has been adapted from: **Improving Board Performance** by Vic Murray (Murray, 1997)

The **Roles and Responsibility Areas (section I)** are key areas in which all boards function. Within each area in the guide it is possible to indicate the role that board members could/should and do play within the organization. Murray defines these roles as:

- **Decision-Maker Evaluator** - played passively, this role involves mostly monitoring what others are doing and ratifying the recommendations of others. Played actively, it involves the board in coming up with its own suggestions and voting on them. Both passive and active versions of this role involve making some judgments about the degree of success achieved by previous decisions. This is the evaluation of the board.
- **Advisor** - In this role, board members provide information and expert advice to others such as the CEO or other management staff.
- **Implementer** - Board members may actually carry out the activities required by the policy decisions they (or others) make, e.g. approaching prospective donors for funds or interviewing candidates for the CEO position.

Interview Questioning Guide

1. Roles and Responsibilities
 - a. Mission and Strategic Objectives
 - b. Fiscal and Legal Oversight
 - c. CEO Selection and Evaluation
 - d. Boundary Spanning
 - e. Fund Raising
 - f. Management Systems
 - g. Board Self Management
 - h. Other (add whatever is appropriate)

2. The Boards Own Structure and Formal Operating Procedures
 - a. Size
 - b. Committees
 - c. Terms of appointment
 - d. Attendance
 - e. Agenda format
 - f. Training/orientation procedures
 - g. Evaluation of Board

3. Board Composition and Membership Characteristics
 - a. Prestige members
 - b. Diversity of Board
 - c. Stakeholder representation
 - d. Specific skill requirements for Board members

4. Board Culture and Leadership
 - a. Culture
 - Openness to change
 - Acceptance of diversity
 - Commitment to action

 - b. President
 - Degree of Control
 - Organizational abilities
 - Tolerance for digression and dominators/disturbers
 - Ability to inspire and motivate commitment

 - c. Executive Director
 - Leadership style
 - Organizational abilities
 - Relationship with Board

APPENDIX F - INTERVIEW RESULTS

Presentation to Board re: Interviews

Although I don't think any of you will find the following information particularly startling it may be the first time that it has been presented to the Board as a whole. The power of this has the ability to open productive channels of communication, which will hopefully allow a good Board to become better.

What I would like to do is:

- Walk you through the report
- Make general overall comments on each of the four sections
- Allow you time to read each section
- If you can hold comments until the end we will have a short discussion focusing on:
 - immediate reactions to the report
 - constructive comments
 - the next stage in this process

Report Synopsis

I. Roles and Responsibilities

Overall strengths here include:

- Mission - understanding is solid
- Boundary Spanning - deals with communication externally as well as hearing the concerns of the external stakeholders
- Fund Raising - successful but there are issues here that need to be addressed

Areas for discussion/examination include:

- Strategic Objectives - essentially clarification of, and determination of importance
- Executive Director selection/evaluation - the selection process is an area that everyone seems fairly comfortable with, but evaluation needs exploration
- Fiscal/Legal Responsibilities - awareness of importance is evident
- Management Systems - minimal structure in this area - determination of degree of structure the Board wishes needs to be explored.

II. The Board's Own Structure and Operating Procedures

A good working Board with a tremendous level of commitment, the key issues here tend to focus on

- Initial training for new and existing members in terms of how long it takes to become a fully functioning member
- The level the Board wishes to function at
- Translating commitment into greater productivity

III. Board Composition and Membership Characteristics

Interviews suggested that getting the right people on the Board was important and how to do that needs to be articulated

A need for clarification of committee responsibilities was thought to be worth examining

IV. Board Culture and Leadership

As a Board there is a tremendous level of respect and collegiality which provides for unity and trust but sometimes distracts from the importance of the business at hand.

The role of the President and the E.D. were thought to be key to the success of the organization, and although both individuals are highly competent and well thought of, like all of us there are areas that could be improved on.

Interview Summary Report For A Loving Spoonful

The intent of this report is to provide open honest feedback from individuals within A Loving Spoonful. It will provide the foundation needed to make a well-managed, successful society better. In choosing language to report in I attempted to seek words that were neutral, constructive and non-biased. Although some of the statements made may seem rather forceful, I am simply attempting to reflect the conviction felt by interviewees.

Overall it is felt by all involved in this process (myself included) that A Loving Spoonful is a solid, well-respected society with a tremendous amount of conviction and passion for the community it serves. This can only be attributed to the individuals involved in this organization.

This report is the culmination of approximately three weeks of interviewing. The interview process was intentionally unstructured to enable the freedom to speak about issues that concerned each individual in as non-threatening an environment as possible. This report is a summarization of approximately 20 hours of taped interviews. In summarizing the data I have intentionally not added much statistical information, as doing so would have weighted issues (i.e. 90% felt...) and I believe that each statement needs to be examined on its individual merits. It is up to the Board of Directors to determine which issues to focus on.

I interviewed:

- 5 Current Board Members
- 2 Resigning Board Members
- 2 Staff
- 1 Executive Director

I. Roles and Responsibilities

a. Mission

- Overall there is exceptional clarity of mission at the board level, due to the simple straight forward mission of A Loving Spoonful
- Staff sometimes needs realignment to mission but fully understand the rationale and/or logic of this

b. Strategic Objectives

- The Board wavers in understanding of what is strategic.
- The Board is not good at revisiting strategic plan thus often aren't focused on strategic objectives
- A few respondents felt that deadlines should be set with objectives
- It was felt that the Board often involved itself in staff responsibilities and were not focused on larger strategic issues (bugs and bark hinders vision of the trees let alone the forest)
- "Too task oriented" was a comment that came up frequently. One respondent observed that "the Executive Director runs the Board meetings which is why there is a focus on the day to day issues.

c. Executive Director Selection

- Although there is overall satisfaction with the selection process that was developed there were 2 members who felt that the Board weighted the fund raising criteria too heavily to the detriment of other requirements
- The fact that a job description did not exist before selection causes concern and might be examined before next selection occurs

d. Evaluation of Executive Director

- Evaluation of E.D. was felt to be a failure unanimously.
- Comments ranged from weak and haphazard to loose and poorly handled
- Was also felt that it was not fair to "dump the evaluation on the President's shoulders"
- There is "no structure"
- Question raised by 2 members "How do we expect the E.D. to evaluate staff if we don't properly evaluate the E.D.?"
- If job description is not accurate and objectives are never set how can the E.D. be evaluated?

e. Fiscal and Legal Responsibilities

- All agree that both areas are of tremendous importance to the Society and the Board of Directors
- Comment as to whether a lawyer needs to be on the Board of Directors to help understand legal responsibilities or whether understanding is solid enough as it currently exists
- Fiscal responsibilities were felt to be of such significant importance and yet so poorly understood by the Board as a whole that members felt having a second

person with a "financial perspective" would provide additional clarity and a sense of security as well as provide support to the Treasurer's responsibilities

- Suggestion to create a financial committee
- Felt that staff needs to place more importance on fiscal accountability
- There were comments about focussing on small expenditures and not focusing on the large financial picture
- A few respondents wondered if the Board was truly handling its fiscal responsibilities or simply rubber stamping

f. Boundary Spanning

- External communications are handled by the President or, by the E.D with the President's approval - all are comfortable with this.
- Internal communications can be broken into 2 areas;
 1. Clients - through the client services committee it is felt that voicing of issues and concerns existed
 - Some members of the Board felt that they needed to hear more about what was going on within this committee, especially as the client base changes. (Reference here to reporting procedure)
 - A lot of issues and concerns are currently dealt with at a staff level.
 - Conversely it was also felt that remaining at arms length from clients allowed the Board to act in the best interests of the society
 - respondents were divided as to whether or not it would be beneficial to have client on the board
 2. Volunteers - input has been steadily improving credit to the volunteer committee
 - Reminder raised: the fact A Loving Spoonful is a volunteer driven society and must address issues of this pool or risk losing volunteers.
 - The whole Board should make an effort to get to know volunteers - they want to put a face to the mythical " Board "

g. Fund Raising

- Unanimously felt that the Executive Director was running fund raising initiatives. As one person put it: we hired a fundraiser and that is what he is doing, and doing well.
- Fund raising is core to success of the society and A Loving Spoonful has been and continues to be successful at it.
- It was felt that through the role of the Board the big picture needs to be set first and then allow the E.D. to fill it in.
- The fund raising committee was thought to be ineffective "the E.D. determines what will happen and presents these ideas as finalized"
- Conversely it was felt that fund raising should be left solely in the hands of the E.D - "the E.D. needs to have the energy to tackle these projects so he should be in charge." And: "the Board is there to support the fund raising activities of the E.D."
- There is no consensus concerning securing government money. Some members felt it was needed others felt that it was too political and not secure enough (could be pulled at any time)

- Corporate fund raising was felt to be weak area - attempts have been made to address but nothing has yet materialized. Everyone felt something concrete needed to occur here. It was felt that accountability might be an issue.
- h. Management Systems (including Board self-management)**
 - Without exception all respondents felt that there was virtually no training/orientation provided when they began in the positions, both Board and Staff. This made for a long, steep learning curve for some.
 - Everyone felt that minimal policies were currently in place - and the ones that were tended to be reactionary
 - some respondents were comfortable functioning in this fashion
 - others reacted very strongly - suggesting that appropriate policies would alleviate reactionary leadership and pave the way for a more proactive approach
 - Was felt by a few respondents that additional management was ok as long as the "fun remained"
 - An overall communications strategy needs to be developed and followed Board/E.D./Staff - too much falls through the cracks
 - Management systems would provide structure - which is needed
 - Self- evaluation was something that everyone was receptive to as long as it was not a formal structured evaluation, as one person said " we are volunteers after all, but I would like to hear informally what I could do better"
 - The Board self- evaluates through a re-examination of the strategic plan
 - Everyone recognized that job descriptions and performance appraisals needed to be handled better
 - The Board " just knows what to do"

II. The Board 's Own Structure and Formal Operating Procedures

- Overall it was felt that this is a strong functioning Board with a tremendous level of commitment
- A few respondents felt that translating that commitment into productivity was a key problem
- There is dissention as to whether the Board should be a working Board or a strategic Board - most respondents feel that a mixed model leaning slightly toward strategic would work best
- It was suggested that more structure would allow the Board to function at a higher level
- It is felt that E.D. has too much say in how the Board operates with respect to agenda setting, reporting and governance
- A number of respondents supported the idea of the use of in camera meetings to discuss board issues
- Unanimous that there needs to be more Board members - closer to the 12 member capacity

- Although all Board members felt the Board spoke with one united voice there was concern that occasionally individuals moved into staff issues and spoke in positions of authority or made requests that should have been handled through the E.D.
- Agreement regarding the need for training/orientation of new Board members. As one person stated: "it took almost a year to fully learn what was expected of me - that is too long"
- One respondent felt that some education in systems thinking would help the Board function more strategically (*Peter Senge's book The Fifth Discipline is a simple introductory one*)
- Number of committee's was thought to be adequate - but one suggestion was a committee to deal with all the things that fall through the cracks

III. Board Composition and Membership Characteristics

- There is a tremendous amount of passionate commitment and belief in what A Loving Spoonful does
- A number of respondents question the ability to "do" versus the "talk"
- It was suggested that individuals needed to take their responsibilities more seriously
- Diversity on the Board is something everyone is aware of; suggestions range, but strongly felt that skills were to be considered first and foremost.
- all white Board - felt a need for people of color
- clients on Board - strong pro's and con's for this idea
- volunteers on Board - positive comments for and represented through volunteer committee
- specific skill requirements - some felt this was a necessity while others felt that it often detracted from the strategic operation of the Board focusing on areas of their interest and bogging the Board in the "nitty-gritty"
- succession strategies were suggested to be lacking
- suggested that requirements for selection of members were often self-serving
- Comment made that the E.D. is not part of the Board and shouldn't be treated as if he is

IV. Board Culture and Leadership

Culture

- It was felt that one of the greatest strengths of this Board was that it was "fun", members enjoy one another and work well together while still being effective and productive
- Conversely it was felt that "fun" and "relaxed atmosphere" sometimes detracts from the business at hand.
- A suggestion was made that a more business like atmosphere would allow issues to be dealt with rather than worrying about "hurting someone's feelings"
- An open-minded Board receptive to new ideas

President

- Strong support for the President
- Tremendous respect for the job the President is doing
- The President inspires through commitment and passion however also realizes that "everyone has a personal level of commitment and doesn't push"
- A strong chairperson, usually runs a solid meeting
- It is felt that the President needs to focus more on strategic leadership through long term vision
- It is felt that the president needs to be a stronger leader with respect to the E.D.
- Needs to make sure the Board is being open and candid on issues - draw it out of them if necessary
- As a manager the President needs to be stronger, hold them accountable, and learn how to say "no"

Executive Director

- Overall it is felt that the E.D. is doing a good job.
- The boards relationship with the E.D. was felt to be very good overall
- It was felt by a few respondents that the E.D. needs recognition for work well done and the Board was not always good at providing that feedback
- The E.D. needs to realize that the Board is ultimately responsible for A Loving Spoonful.
- It is felt that the E.D. would like the Board to rubber stamp his decisions and quite often arrives with a "this is what we should do" attitude
- Strength is fundraising - that is why he was hired
- It was felt that management was an area in need of development. The whole issue of evaluations came up here. It was felt that this lack of management skill meant that the Board as opposed to the E.D often dealt with staff issues.
- A feeling that the E.D. felt he was at least on an equal level as the Board - a peer
- The Board would like to be provided with the information needed to enable them to make the required decisions
- It is felt that "having strong hands under him" allows weaknesses to be addressed
- Was felt that "the Board really doesn't know what the E.D. does"

APPENDIX G - WHOSE JOB IS IT ANYWAYS?**Whose Job Is It Anyway?**

	Board	Function of or	Staff
Gather Information			
Prepare Options			
Develop Recommendations			
Discuss Options			
Decide on Policy/Plans (voting)			
 Developing Implementation Plan			
Implementing the Plan			
Hiring Staff			
Staff Assignments			
Staff Evaluations			
Staff Salaries			
Staff Terminations			
Staff Grievances			
Day to Day administration			
 Monitoring			