Process for Addressing Expiring Terms of Board Members
(Modified from Canadian Parks and Wilderness Society, National Board)

Background

We have traditionally renewed board member terms without much thought or focus on mutual benefit. This can result in board members feeling unsure of their ongoing contribution to the Board and to the potential stagnation of the Board. It is not always helpful to have board members automatically assume their term will be renewed. We also want returning board members to meet a higher level of participation than new Board members, because they are through the learning curve and need to keep stepping up to fill positions of leadership that are critical to organizational health. This is addressed in the 'Expectations and Benefits of XY Org. Board membership’ document and needs to be emphasized in this process. That document says: “Expectations of Renewing Board members: It typically takes one 3-year term for most board members to feel confident and clear in the role. If a board member is interested in a second term, XY ORG. looks to those individuals to take an increasing leadership role on the Board e.g. chair a Board committee or serve in an officer role. “ (see Appendix)

Objectives

1. To support all board members consistently and effectively contributing to XY ORG. regardless of their length of service;
2. To ensure that XY ORG. continues to offer support and meaningful work for board members serving more than one term.

Proposed Process

This process would apply to board members (appointed, elected and emeritus) who are approaching the end of their term

1. The Governance (or Executive Committee) Committee will identify retiring board members at least 6 months ahead of the expiry date and will discuss whether they feel
the board member should be invited to apply for another term, and if so what other opportunities (e.g. officer role, etc.) should be explored with the individual.

2. Depending on the assessment of the Governance Committee of the board member’s effectiveness, the Governance Committee will appoint a committee member (could be the committee chair, could even be President depending on the assessment) to contact the retiring Board member.

3. One of two possibilities at this point: The board member is not asked to renew their term; or the board member is and the following happens: the retiring board member is sent the 'Expectations and Responsibilities of Board members’ document and asked to reflect on the expectations. Two questions would be posed: Are they interested in renewing their term? In what areas and roles would they like to either increase their level of involvement or leadership (in the case of someone who is not fulfilling any leadership role) or maintain their level of leadership (e.g. someone who is already a leader in some way e.g. officer or committee chair, etc.)?

4. A discussion between the committee member and the Board member occurs in which the questions are explored. In the case of a Board member who has not been very active or contributing much otherwise, the committee member would seek a commitment of the Board member to play a significantly more active role that they are well suited for or suggest it is time to step aside to make room for fresh energy. As a result of the discussion, the committee member would tell the Board member that they will take the outcome back to the Governance Committee for further discussion, if required.

5. If the Board member wishes to stand for another term, the Governance Committee will discuss this and then let the Board member know if the Governance Committee (which also acts as the de facto Nominating Committee referred to in our Bylaws) supports their nomination.

6. If the Board member is retiring from the Board they should go through an exit interview conducted by a member of the Governance Committee. (see ‘XY ORG. Board member Exit Interview’ document)

Implementation

To make sure the above process works the following should be done:

• All new board members should be made aware of this process.
• All current board members should understand this process - It should be mentioned by the Governance Committee briefly each year.
• We should institute an annual self-evaluation for all board members to help them self-manage their effectiveness and satisfaction as a board member.

APPENDIX: “Expectations and benefits of XY ORG. Board membership”

XY Organization
Board Membership Expectations and Benefits
Draft: June 20XX

XY ORG. Vision and Mission Statement:

(put in Mission Statement)

Expectations and benefits of all Board members

1. The Board of Board members is responsible for the governance of the national XY ORG. organization. Its primary responsibilities include:
   1) ensuring the organization is achieving its mission,
   2) setting strategic direction,
   3) making major policy decisions,
   4) overseeing the fiscal health of the organization,
   5) strategic planning,
   6) assisting with fundraising and membership development,
   7) board management,
   8) overseeing the organization as a whole,
   9) hiring and supervising the Executive Director, and
   10) ensuring compliance with the incorporating documents and the law.

2. The Board of Directors meets at least twice annually. These meetings typically last for two days. They are held at various locations throughout the country, with at least one meeting a year normally held in XX, the site of the national XY ORG. office. Board conference calls also may be held throughout the year. Prior to each meeting, Board members receive a package of background materials with which they are expected to be familiar by the time the meeting starts. Board members are expected to be at all meetings; if a Board member misses more than 1 meeting in a row that Board member should seriously consider whether they can effectively function in their board role.
3. In addition to preparing for and participating in Board of Board members’ meetings, Board members are expected to participate in standing or ad hoc committees established to attend to the Society’s business between board meetings. These committees typically meet by conference calls of 1 to 2 hours duration several times between board meetings. Current standing committees are the Executive Committee, the Finance Committee, the Legal Affairs Committee, and the Governance (Nominations) Committee. Each Board member is asked to consider chairing one committee during his or her tenure on the board.

4. XY ORG.’ Board of Board members has the following officers: President, Vice President, Secretary and Treasurer. The people holding these positions participate in monthly Executive Committee calls and also undertake other responsibilities as needed for the effective functioning of the organization between board meetings. All Board members are encouraged to consider taking on one of these roles at some time during their involvement on the XY ORG. board.

5. Every XY ORG. Board member is expected to support XY ORG. financially, to whatever level is within his or her ability to do so. Board members also are expected to engage in fundraising activities in a variety of ways suited to their skills and comfort levels.

6. XY ORG. Board members are expected to be “ambassadors” for the XY ORG. mission in their regions; making sure that XY ORG. is known and understood to be relevant to the work that they and others are doing.

7. Board members volunteer their time to XY ORG.. No Board member is paid by XY ORG. for his or her time traveling to, preparing for, or participating in board meetings or other XY ORG. business.

8. XY ORG.’ travel reimbursement policy for board members is as follows:

   Every Board member is entitled to be reimbursed by XY ORG. for expenses incurred in traveling to and attending Board meetings. However, Board members are encouraged, if they can afford to do so, to donate the cost of their travel expenses to XY ORG..

9. There are many benefits to becoming a Board member of the XY Organization:
   • Being on the governing body of a grassroots-driven national conservation organization devoted to the implementation of leading-edge protected area and corridor design
• Establishing close, personal relationships with some of the leading conservationists in the country
• Learning from and being inspired by the work of grassroots affiliated groups across the country
• Being mentored or, in some cases trained, to improve your governance and fundraising skills

**Expectations of Renewing Board members**

It typically takes one 3-year term for most board members to feel confident and clear in the role. If a board member is interested in a second term, XY ORG. looks to those individuals to take an increasing leadership role on the Board e.g. chair a Board committee or serve in an officer role.