

Governing Bodies of Intermediary NGOs in Pakistan

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NGO Resource Centre
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Preface

Strong and committed boards can make a tremendous contribution towards enhancing the long-term sustainability and effectiveness of NGOs. At their best, boards define the mission of the organization, work in partnership with staff on important policy and programme issues, provide oversight and ensure accountability. By and large, NGOs in Pakistan have not been able to realize the true potential of their boards. It is in this context that NGORC initiated a set of activities aimed at creating awareness among NGOs about the importance of boards and building governance capacity of NGO boards.

After a preliminary background research on the subject, a consultative workshop was organized with intermediary NGOs in December 2000, which led to the finalization of a conceptual framework for research on 'Governing Bodies of Intermediary NGOs in Pakistan'. Major work on the study started in December 2001 and was completed in September 2002. The findings of the study were discussed in a seminar held at NIPA, Lahore, in October 2002, and this report also incorporates the suggestions made in the seminar.

This research study focuses on studying existing patterns of governance in the intermediary NGOs, the process of formation and composition of boards and their effectiveness. This is a modest attempt to document the forms, functions, issues and challenges of governing bodies of intermediary NGOs and suggest some recommendations based on the findings.

We would like to thank representatives from the intermediary NGOs - board members as well as chief executives - who partook in this study. We would also like to acknowledge the efforts of Ms Rabia Khan - NGORC's consultant for the project - for undertaking this complex and challenging assignment along with NGORC's team comprising Rabia Baig, Manager Information and Research, and Azhar Saeed, Manager Development Management. We would like to thank Mr Mansoor Ali Shah, Afridi Shah Minallah Advocates, for sparing his valuable time to review the legal part of the study. Thanks are also due to Mr Mohammad Anwar, Research Assistant, for providing support to the Research Team throughout the course of the study.

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The mission of the NGO Resource Centre (NGORC) is 'to enhance organizations and systems that promote gender-sensitive participatory approaches to social and economic development'. While principally concerned with citizen organizations, NGORC's mission explicitly includes an interest in enabling public and private sector organizations to become more effective in contributing towards citizen-led initiatives.

Acronyms

AGM	Annual General Meeting
AKF	Aga Khan Foundation
AKRSP	Aga Khan Rural Support Programme
APWA	All Pakistan Women's Association
CBO	Community Based Organization
GB	Governing Body
LRBT	Layton Rehmatullah Benevolent Trust
NGO	Non-Government Organization
NGORC	NGO Resource Centre
OPP	Orangi Pilot Project
SAP PK	South Asia Partnership, Pakistan
SG	Shirkat Gah
SMP	Social Marketing Pakistan
SPO	Strengthening Participatory Organizations
SPSS	Statistical Package for Social Sciences
VSWAO	Voluntary Social Welfare Agencies (Registration and Control) Ordinance 1961

Contents

Preface	i
Acronyms	ii
Contents	iii
i) Introduction to the Study	1
ii) Methodology	3
Chapter 1	
1.1 Review of Literature on NGO Governance	4
1.2 Legal Aspects of NGO Governance	8
Chapter 2	
2.1 Key Findings from the Survey	12
2.2 Lessons from Case Studies	17
2.3 Conclusions	25
2.4 Recommendations	26
Appendix	
a) Graphs on Survey Findings	
b) List of NGOs contacted for the Study	
c) Questionnaires for the Study	

i. Introduction to the Study

A governing body¹ is the formal institution responsible for the governance of an organization. In nonprofit literature, 'governance' is defined as the overall guidance, direction and supervision of the organization. In one of the few pieces of work in the NGO literature that relate to governance in South Asia, Rajesh Tandon (1995)² defined governance as the "*totality of functions that are required to be carried out in relation to the internal functioning and as external relations of the organization*". Thus, in many ways, nonprofits' governance is identical to that of the 'for-profit' sector with one added dimension of 'voluntarism' (Dartington 1995)³.

The term 'Intermediary NGOs' used in this report covers organizations that have been in operation for at least two to three years, are managed by professional staff and have a core budget of at least Rs500,000 per year. They have typically implemented around two to three projects, have a formal office, a governance structure and an orientation towards development. Intermediary NGOs are registered under any one of the three major NGO registration laws⁴ and usually work on a provincial or national basis (or at least in more than one district). These organizations often play the role of intermediaries between resource providers and CBOs.

It is observed that most of the NGO support organizations in Pakistan have directed their capacity-building services primarily towards the staff and managers of NGOs while the capacity-building needs of governing bodies of intermediary NGOs have not been addressed. Also, there appears to be very limited literature in relation to the South Asian experience of NGO governance.

There is increasing pressure for greater accountability and transparency in the functioning of the NGOs. To achieve these objectives, the government and the NGOs have supposedly been trying to change the existing NGO registration laws in Pakistan for the last decade. Apparently, this is being done without adequate information on how NGO boards actually function in Pakistan. Information on the roles and responsibilities of boards, profile of board members and their selection processes, etc. will add another dimension to the services provided for the capacity-building of NGOs and for developing an effective legal framework.

¹ Terms like Management Committees (MC), Executive Committees (EC), Trusts, Board of Directors (BoDs) and boards are synonymously used by different organizations for governing bodies. For consistence and simplicity, we will use the term 'boards' for 'governing bodies' in this report.

² Tandon, R, *Board Games: Governance and Accountability in NGOs* (1995).

³ Dartington, T, Trustees, committees and boards, in Davis Smith, J, Rochester, C and Hedley, R (eds) *An Introduction to the Voluntary Sector*, Routledge, London (1994)

⁴ Intermediary NGOs that are Public Trusts have been created through deeds of trust, which provide therein for their specific governance and management, therefore they may not be registered under any of the registration laws for NGOs.

This report documents the findings from the research on intermediary NGOs⁵ in Pakistan, which focuses on the structures and processes of governance, formation and composition of boards, most common profiles of board members, roles and responsibilities of boards and the perceived effectiveness of boards.

⁵ Non-governmental organizations (NGOs) in this paper refer to an association, society, foundation or charitable trust in 'the South'. It excludes trade unions, political parties, profit distributing cooperatives, or churches/religious organizations (ICNL 1997).

ii. Methodology

Information regarding the boards of intermediary NGOs was collected in the following ways:

- a) A review of selected literature on NGO boards in the North (North America and the UK) and South Asia.
- b) A review of legal and regulatory framework regarding the governance of intermediary NGOs in Pakistan.
- c) A quantitative survey for baseline statistics on the types, composition, structures and functioning of intermediary NGOs boards. Two types of pretested questionnaires were mailed and e-mailed to 147 intermediary NGOs from NGORC's *Directory of Intermediary NGOs*⁶. One questionnaire was designed for the chief executives, the second for the board chair and for other board members. In all, 441 questionnaires were dispatched with prepaid envelopes. Several follow-up telephone calls were made to ensure maximum response. It took nearly 45 days to complete the survey with an overall response rate of 62 per cent from organizations, where either a board member and/or the CEO responded. Data on the two sets of survey instruments was checked, coded and fed into two predesigned computer programmes. Later, however, the two sets of data were fed into the SPSS programme, which produced better analytical results.
- d) To get an in-depth perspective on the functioning of governing bodies, eight organizations from amongst the respondents were selected for case studies. The selection ensured insightful diversity in terms of different types of governance models, years of existence and the laws under which these organizations are registered. For the case studies, chief executives and the board members were interviewed in depth.

⁶ *Directory of Intermediary NGOs in Pakistan* by NGO Resource Centre, 2000

Chapter 1

1.1 Review of Literature on NGO Governance

In the Northern experience (North America and the UK), NGOs are termed as either nonprofit or voluntary organizations. There is no separate category for development NGOs as in South Asia. The documented experiences of Northern NGO governing bodies⁷ and those in South Asia are described herein below. This will help to set some broad parameters around those issues of NGO governance that may have some relevance in a local context.

Description of an NGO Board

In the United Kingdom and North America, a number of studies have been conducted in the field of the voluntary sector and its boards⁸. Northern NGO research has described governance in various ways. There is mention of the multidimensional role of a governing body in an institution, which includes an ongoing process by which guidelines for action are developed and adherence to them is monitored. In the nonprofit and voluntary sector, the concept of governance and the existence of a governing body imply moral and legal accountability as well as organizational legitimacy. The governing body can be distinctly separated from the executive or operational body.

According to the Northern literature on governance, the credibility, accountability, effectiveness and viability of a nonprofit organization is closely linked to the way in which an organization is governed. Also, governance is generally considered to be the responsibility of voluntary boards that bear ultimate responsibility for what an organization does. In fact, to qualify as an NGO, the board members have to be largely working as voluntary members of the governing body. The voluntary nature of the board has been further qualified as members acting in their individual capacity, or acting as independent agents and not being appointed and removed at the will of a powerful governmental or commercial stakeholder. Any such outside influence, which makes the independence of board members questionable, brings into doubt the truly nonprofit, voluntary and non-government nature of the organization.

Issues of Governance

The literature identifies two types of issues of governance faced by nonprofit organizations. The first issue relates to the qualification criteria of board members matched with what their expected roles are in that capacity. Usually, the types of qualifications sought are similar to those of professionals managing or working in the nonprofit sector.

⁷ Harris, M (2000) *Voluntary Sector Governance – Problems in Practice and Theory in the United Kingdom and North America*, Earthscan, London

⁸ *ibid*

The second area identified as an issue is the relationship of the board with the executive staff or the operational management systems. In the voluntary sector, the staff is usually not satisfied with the performance of the board. They find them disinterested and not willing to take the time to understand the organization. This implies then that in such organizations the staff is the one who is really concerned with the survival and continuity of the organization, not the board. The response of the board members to this criticism is that normally the staff is so professional and efficient that the board is reduced to playing a largely ceremonial role. At the other extreme, the nonprofit organization's staff criticizes their boards for being micro-managers and not providing enough space to the staff to do the work. Board members, however, complain that they feel powerless and excluded, unable to control the staff or understand the work they do.

In actual practice, in the Northern countries, many voluntary boards are dominated by staff and thereby reduced to a passive, reactive role within the individual agencies. The issue of staff members being on the board is under debate with respect to whether they should be allowed to be on the board at all, should their role be advisory or as observers, the extent of powers to be allowed to them and if they should be allowed to vote at all on the board and outvote other categories of members.

Composition of the Board

Based on the above issues, Northern research discusses the dilemmas of membership of NGO governing bodies. A mix of people who represent a range of experiences and skills is the one widely aspired towards. The perception is that this type of board is able to support the organization by providing resources which otherwise would not be easily available to the NGO, while also representing and responding to various constituencies. This approach, although considered practical, has its own problems. It is difficult to build a board of diverse individuals into a team with a sense of collective identity and loyalty to the mission of the NGO. The absence of a collective identity will result in an absence of trust in order to openly debate and make major decisions.

Functions of Governing Bodies

Northern research literature⁹ suggests five key functions of governing bodies. These are:

- the final point of accountability,
- employer of all staff of the organization,
- policy formulator of the organization, including its mission and setting of priorities,
- secure resources for the organization, and lastly,
- act as the buffer between the organization and its environment.

These multiple functions are broad and can be onerous, so boards have to choose their respective areas of emphasis within these functions. This results in different governing models. Some examples are the corporate style boards, ceremonial boards, the operational boards or working committees of the smaller NGOs.

⁹ ibid

According to documented research, there is very little overt debate within a governing body on the range of its functions and governance models. It appears that just as different welfare ideologies exist in one board, members of governing bodies also hold different working assumptions. This is, however, not acknowledged as it may lead to confrontation, which is looked at with distaste in the voluntary sector.

Recent studies have also shown that the role and functions of the board are interdependent, interactive and open to negotiation with the staff of the organization. Therefore, in practice, the exercise of governance functions is not confined to the board alone, it is a relationship which is renegotiated as personalities and circumstances change. Although the board has the final authority, it depends on the executive to provide the information, and to articulate and execute the policy.

Active communication between the chairperson of the board and the chief executive of the organization is crucial for an effectively managed organization. The relationship has to be open and trusting so that they can discuss and negotiate their relative roles and duties.

NGO Boards and Governance, the South Asian Experience

The issues of governance being faced by boards (of nonprofit and voluntary organizations) in the Northern context have been researched and are described herein above, to an extent that these issues may be applicable to the development NGOs of South Asia as well. An area that still needs to be studied in greater detail is the broader governance issues of NGOs, not just their boards. NGO research, specifically in South Asia, has so far not touched upon governance issues or the *functioning* of boards.¹⁰ There is only one study on Indian NGOs which specifically deals with the characteristics of NGO boards¹¹.

The Indian research suggests that laws provide statutory frameworks for NGO boards to function within. These laws date back to colonial times and they do not provide for the modern needs of effective boards. Over the years, boards have developed certain characteristics and can be grouped according to the specific types of behaviour they display, described as "Board Games". These are:

Family Boards: The board is composed of one family and functions like a family business. It displays characteristics of informality, trust and a patriarchal style of management.

Invisible Boards: This is a rubber stamp, i.e. purely token, board. Members are selected by the founder of the NGO to fulfill statutory requirements, while the actual work is undertaken by the founder. This type of board does not provide any support to the founder.

¹⁰ Baig, Q, *NGO Governing Bodies and Beyond: A Southern Perspective on Third Sector Governance Issues*, (2000).

¹¹ Tandon, R, *Board Games: Governance and Accountability in NGOs*, (1995).

Staff Boards: This comprises staff members of the organization. The actual workers of the NGO decide to form the board as well. In this, the governance issues of policy formulation and strategic planning are blurred by day-to-day operational management issues.

Professional Boards: This is the mixed board type described earlier, where the composition includes not only a set of like-minded individuals, but also individuals with specific professional skills or contacts that are perceived to be important for the governance of the NGO. These boards tend to be formal and, at times, face the problem of not sharing the same vision about the organization.

According to the Indian research, NGO governance has been closely associated with accountability, particularly of a financial nature. This is mostly because of donor pressure. However, NGO governance and accountability are also closely related in three other dimensions.

These are:

- Accountability of the organizational mission, which needs to be evaluated over time for it to be clear and relevant to the issues in society.
- Accountability of the performance of the organization against that mission. The performance has to be demonstrated and evaluated through the processes employed and their outcomes in a specific time frame.
- Accountability of the organization as an actor in civil society - its ability to function with standards of a good civic institution.

1.2 Legal Aspects of NGO Governance

NGORC has already published a four-volume report (1991) giving comprehensive details and guidelines for the registration of an NGO. The 1991 report describes the different laws, and the legal procedures and practices of the various registration agencies.

This section of the report includes relevant findings with respect to governing bodies from the 1991 NGO Registration Study. An analysis is also provided of the updated laws and legal precedents applicable to intermediary NGOs and their respective governing bodies. There are three laws under which intermediary NGOs are registered and which provide some basic parameters for the roles and responsibilities of NGO board members. NGOs may also be formed as public trusts, however, there is no specific law for such trusts. The trust deed of a public trust can be registered with the registrar appointed under the Registration Act.

The laws for NGO registration are:

- Societies Registration Act, 1860
- Voluntary Social Welfare Agencies (Registration and Control) Ordinance, 1961
- Companies Ordinance (Nonprofit Company: Section 42), 1984

Of the three laws, the most recent, i.e. Companies Ordinance 1984, provides for the basic requirements for directors of the board and clearly spells out how board members can lose this post. Important aspects of the board members' responsibilities, including those of the chairperson and chief executive, are provided. It also deals with the issue of conflict of interest for a board member. It further specifies that only neutral persons can be appointed as members of the board. Although this is a relatively comprehensive law for determining the role and eligibility of board members, few intermediary NGOs have been registered under it. Most intermediary NGOs are registered under the first two laws, which are not as exhaustive. Therefore, the respective registration agencies have provided detailed guidelines on the rules of business for the voluntary social welfare agencies.

Given herein below are the relevant provisions of the law or legal procedures on governing bodies, under which NGOs and their governing bodies operate.

Legal Definition of Governing Body and Scope of Governance

The Voluntary Social Welfare Agencies Law and Societies Registration Act give broad definitions that describe governing bodies as the final management body or owners of the organization. The Companies Ordinance does not provide a specific definition, although it does give details on the powers and functions of the board, which also relate to management and audit issues. These laws, however, do not define governance in its entirety. It is left up to the discretion of the NGO to either leave the definition open for interpretation as it develops as an organization, or specify it in the constitution or rules of business of the NGO. Some guidance may be provided by the respective registration agencies in this matter.

Legal Requirements for the Formation of a Governing Body

The first two laws (Voluntary Social Welfare Agencies Ordinance and Societies Registration Act) are silent on the minimum number required for a governing body. One thing common is that representation of the members of the NGO is essential and maximum representation is preferred. In the absence of a legal provision in the Voluntary Social Welfare Agencies Act, the registration agency has stepped in with a minimum number requirement for the formation of a board. However, it is not binding on an NGO to be an entirely membership organization with a large general body, it may limit the number of members to just founding members who may then nominate, select or elect board members.

Only the Companies Ordinance provides some details regarding the eligibility, the disqualification criteria and the mode of election for the board of directors. The criterion is based on a minimum requirement that ensures the maintenance of a basic level of integrity for a governing body. This can be further defined with more details provided in the Constitution Article of Association of the NGO. Companies Ordinance also defines three years of service for a governing body member, the other two laws are silent on this issue.

Conduct of Board Meetings

An essential issue of governance is how business is conducted in an organization. One reflection of this would be how the governing body conducts its own meetings. Some minimum standards have been set by the Companies Ordinance with respect to the number of meetings to be held in a year, quorum and documentation of the proceedings of the meetings of the governing body. The other two laws leave it to the NGO to define the procedure of the working of the governing body in their respective constitutions. In the event of a dispute over the conduct of meetings, legal precedents are used as basic standards for assessment.

Responsibilities of the Governing Body and its Powers

The Companies Ordinance, as well as the Voluntary Social Welfare Agencies Ordinance, provide some requirements regarding the roles and responsibilities of the governing body and its powers. The emphasis is more on the auditing and accounts related issues and very little on the achievements/performance of the organization, the services it provides, its quality and impact. There are no requirements laid down, for instance, on social auditing of the programmes of the NGO.

The first two laws (Voluntary Social Welfare Agencies Ordinance and Societies Registration Act) are not explicit about a hierarchy, therefore there seems to be more room for experimentation of different governing models, especially in the Societies Registration Act. However, in practice, NGOs have experienced problems with officers of registration authorities who often prefer to impose standard models. The Registration Agency for Voluntary Social Welfare Agencies does provide a model constitution to applicants, which suggests a hierarchy of chairperson, treasurer and secretary/chief

executive. The Companies Ordinance also specifically provides for a hierarchy; it requires a chairperson to be elected for purposes of conducting the meetings of the NGO/governing body. It also specifically asks for the appointment of a chief executive and a company secretary.

None of the laws distinctly describe in detail the nature of the position of a governing body member. There is a perception that this is a voluntary position and is widely practiced as such. The Companies Ordinance does deal with the issue of conflict of interest and requires that any director (or his/her family members) needs the permission/approval of the board and the general body before taking up any paid work.

Legal Provisions on the Voluntary Nature of a Governing Body and the Link of the Governing Body with the Members and the Operations of the NGO

There is a widely held perception that the position of governing body members is voluntary. However, the laws do not deal with this issue or set any minimum standards for voluntary work as a board member. The Companies Ordinance does, on the other hand, provide for methods of remuneration to board members for any extra services outside their work as a director, which have to be approved by the general body of the NGO.

In a membership organization, the general body elects the members of the governing body in a general meeting. Any changes to the constitution of the NGO, objectives of the NGO and the rules of business have to be approved by the general body before they are submitted to the Registration Agency. The Societies Registration Act and the Companies Ordinance deal with this link between the members and the governing body.

The Companies Ordinance specifies the role of the chief executive of the organization and his/her relationship with the board and the rest of the organization. The board determines the terms and conditions for the appointment of the chief executive. It also specifies that once a chief executive is appointed, s/he becomes a director of the board, if not already a member of the board. The first two laws, however, do not have detailed provisions for the management of the organization and leave it up to the board and the constitution of the respective NGOs to determine the process of managing the operations of the organization.

Conclusion

The right to freedom of association is guaranteed in Article 17 of the Constitution of Pakistan, thus NGOs are not bound to register. Any law framed to restrict this right of association would be in contradiction of the Constitution, hence invalid. However, many NGOs choose to undertake registration so that they can establish legitimacy and be recognized as a legal entity in the eyes of their donors and other stakeholders.

A setback for most NGOs and their governing body members is that access to information about the law is very limited. The registration laws, most civil laws, legal precedents and procedures are framed and documented in the English language, which

is further complicated with legal idioms, etc. A layperson cannot understand them and if s/he is not conversant in English, as many Pakistanis are, they will have to depend on a competent lawyer.

Finally, the existing laws do not clearly and specifically address the issue of governance structure, roles and responsibilities of boards, how boards should conduct their business, the process of formation of boards and the rules for succession.

Chapter 2

2.1 Key Findings from the Survey

Contrary to the common perception that NGO governance in South Asia, including Pakistan, is generally laid-back, informal and passive, the study revealed that the intermediary NGOs' boards in Pakistan are relatively more organized, professionally managed and have many characteristics similar to Northern NGOs.

The majority of the boards included in this study were found to have highly educated and professional individuals, who provide diligent financial oversight and, in most cases, monitor the quality and effectiveness of the organizations' programmes. They are aware of their roles and responsibilities – though to a limited extent - and discharge their duties through holding regular board meetings (most at least twice a year), for which agendas are prepared and circulated, and minutes and records are carefully maintained.

Profile of Board Members

Boards of Pakistani intermediary NGOs generally comprise a group of very busy and experienced professionals belonging to an 'elite' middle class who have a commitment towards social development. They are mostly high-ranking professionals, a third hold senior positions (as heads of departments or organizations), followed by over a quarter in mid-level positions (as programme managers, and regional directors, etc). Another one-third is retired or self-employed.

Most board members are of a mature age, one-third fall between the ages of 41-45 years, and half of them fall in the over-45 age bracket. Of the latter, nearly a quarter are aged 56¹² years and above. Older and experienced board members are most sought-after. There appears to be a dearth of senior and experienced development professionals available for governance positions as indicated by the fact that about 20 per cent board members are on four or more boards.

Composition of Boards

Among intermediary NGOs, the number of board members ranges between five and 25, whereas the average is ten. Presence of beneficiaries, donors, government, other NGOs representatives and staff members was noticeable. Among the stakeholders that have a significant presence, more than half are development professionals (61%). The proportion of professionals with sector specific skills on the NGO boards is highest (81%). The presence of staff on the boards is reported by over one-third of the respondents (39%), but fewer NGO boards have representation of beneficiaries (14%) and donors (10%). From the above, one can deduce that intermediary NGOs tend to maintain their independent status and autonomy and, therefore, do not encourage strong representation from donors and the government on their boards.

¹² The age of retirement in Pakistan is 60 years

Gender Composition of Boards

There is a gender imbalance on intermediary NGO boards. Women board members are mentioned, but their presence in terms of numbers is quite limited. For example, an average sized board with ten members will have between one to three women. Women are nearly non-existent as a majority, except in the boards of a few women's organizations. Most of the women present on the boards are from professional backgrounds, e.g. doctors, educationists, lawyers and development professionals. Keeping in view the miserably small representation of women in all facets of life in Pakistan, the proportion of women on the boards of intermediary NGOs is still appreciable.

Formation of Boards

More than half of the intermediary NGOs reported that board members are elected from the general body. A third of the respondents have reported selection/nomination by the existing board. The latter method of induction of board members obviously allows for greater control in fewer hands. From this, one can infer that there still is a large body of intermediary NGOs that are not comfortable with establishing a wider accountability and ownership base for the organization.

Comparing the performance of elected board members with that of the selected/nominated ones, it appears that the former play a relatively more active role in most of the key areas identified¹³. This implies that the board members elected through a general body demonstrate deeper ownership and interest in the organization as compared to those who join the boards by selection and, therefore, feel less personal accountability obligation.

Where elections are held for general body members to take up positions on the board, they are conducted by voice (40%) and secret ballot (29%). The voice vote, therefore, seems to be the preferred method.

Changes in the board membership mainly result from completion of tenure, vacancies due to any other reason, or expansion in the board. While making changes in NGO boards, continuity is usually ensured through retaining a certain core group of members. Nearly 37% of board members are reported to be on the boards for seven to over 15 years and they are usually the founders. They are seen as a valuable resource for perpetuating the organizational vision and mission, and are responsible for imparting the same to the relatively new and less experienced members.

Roles and Functions of Boards

Board Source¹⁴ has identified ten basic responsibilities of nonprofits' boards:

- Determine the organization's mission and purpose;
- Select the chief executive;
- Provide proper financial oversight;

¹³ Technical support, resource mobilization, training, fundraising, etc.

¹⁴ A premier institution on nonprofit governance based in Washington, D.C. USA

- Ensure adequate resources;
- Ensure legal and ethical integrity, and maintain accountability;
- Ensure effective organizational planning;
- Recruit and orient new board members and assess board performance;
- Enhance the organization's public standing;
- Determine, monitor and strengthen the organization's programme and services;
- and
- Support the chief executive and assess his or her performance.

According to responses from Pakistani intermediary NGOs board members, they are largely performing the function of *accountability* (93%), i.e. monitoring implementation of organizational strategy and mission, *policymaking* (89%) and *networking with key institutions* (70%). Functions of resource mobilization and employment have been mostly delegated to the 'Management', except for the recruitment of the chief executive.

Besides the roles identified above, at times boards perform the critical function of acting as a safety valve. There are numerous examples where boards intervened in a timely manner to save the organization from impending disasters. There are examples where, in case of an emergency, the board members were contacted via telephone and e-mails and gave their consensus on the decision required. This has been largely possible because boards keep themselves abreast of critical issues and the performance of their organization through holding regular meetings (81%). Another related area that is reviewed regularly is organizational strategy and vision (70%). Other issues taken up at board meetings and reported by more than half of the respondents include scrutiny of financial statements, help in fund-raising and in building linkages with donors.

Performance of Boards

Chief executives and board members expressed conflicting views on the performance of the boards. The former feel that there is a need to enhance the effectiveness or performance of the boards on issues like technical support, resource mobilization, support for staff development and recruitment, fund-raising and development of linkages with donors, NGOs and media as these are reported to range between 'average' and 'weak'. Most of the board member respondents, on the other hand, have assessed their performance as being effective. Of the total board respondents, 84 per cent rated their respective boards at four or five in effectiveness on a scale of one to five, with five being the highest.

The boards are found, by and large, to be satisfied with the performance of their respective organizations and consider the organizational success an evidence of their own satisfactory performance. They view their primary roles as providing support to the chief executives, giving advice and conducting financial monitoring. Although policymaking, vision development and strategic planning are also reported as the main responsibilities of boards, chief executives have rated only 60 to 70 per cent of boards as 'good' in these areas. Majority of the boards are not willing to formally appraise their own performance, as many perceive that the success of their organizations reflects good performance of the boards.

The findings show that board meetings are held regularly, more than once a year for most organizations. Attendance at board meetings is rated 'average' to 'high'. Besides, board members invest additional time serving on various committees and in fulfilling their individual responsibilities as board members.

Board members are mostly found to be constrained by the limited time they can spare which allows them to only discharge some of their basic responsibilities. One example of low performance is members' limited contribution in subcommittees. Of the 68 per cent respondents who said their boards had subcommittees, most could not define their specific contribution in the work of these subcommittees.

Board-Staff Relationship

Most of the respondents reported congenial relations between the board members and staff. Reporting the performance of the organization against objectives and proposing future direction and strategies is viewed as the 'management role', whereas the boards' role is to monitor performance and approve strategies and policies. The board meetings, as well as other opportunities for interaction with board members, are regarded as a source of learning and professional development for the chief executives and other staff.

In a few cases, the board members reported that sometimes management transgresses its mandate and takes decisions on 'governance related' issues. Ostensibly, this is done in situations where important decisions have to be taken urgently and the matter cannot be put on hold till a board meeting is convened. To minimize this, most boards have introduced a system of decision-making by circulation - when the board cannot meet, documents are prepared and circulated to board members to procure their decision.

Among most NGOs, both the chief executives and boards appear to be conscious of the fine line between a supportive board and an interfering board. They recognize that a supportive board helps to speed up work and facilitates in removing hurdles for the NGO. On the other hand, an interfering board makes the NGO more bureaucratic and slows down its work.

Role of Chairpersons in Boards

The Board Chair frequently plays the most important leadership role in the organization and acts as a liaison between the NGO and the board. Through the research, it has been found that in most NGOs, the Board Chair is a senior professional, who has held a number of positions of responsibility and has demonstrated leadership qualities. Board Chairs are usually strong personalities who ensure the proper delegation of responsibilities to the chief executive, critique management and communicate the boards' feedback to the organization. They usually maintain a good balance between the management and the board and are mostly able to steer conflicts within the board towards positive debate while building the members into a team.

Successful chairpersons are mostly able to select competent chief executives. They take tough decisions in order to maintain organizational priorities and mission, and ensure that the same are effectively communicated and implemented while they themselves do not get involved in organizational intrigues.

Most chairpersons are quite satisfied with the functioning of their respective NGOs and their own contribution to it.

Decision-Making

The survey findings informed that in both membership as well as non-membership organizations, decision-making by 'consensus' is preferred and widely practiced. There is a fear that 'majority vote' model of decision-making can lead to grouping, and thus adversely affect the performance of boards and that of the organizations. Therefore, most boards (68%) avoid acrimony and practice compromise and consensus for decision-making, although this often takes up a lot of time and energy.

On the issue of locus of authority, the general understanding is that the boards' authority rests with the board as a collective body and not with individual board members, unless they have been specifically delegated any such authority by the board.

Motivation of Board Members

The voluntary time given by board members is primarily for ideological reasons and commitment to social development (70%). This is further supported by the statistic that 80 per cent of the board members use their own resources to travel to attend board meetings. Building social contacts or the need for social interaction were not indicated as prime motivators for being on the board.

Training Needs

Majority of the board members (65%) have reported some difficulty in discharging their responsibilities as members of the board. A quarter have indicated paucity of their own time, 14 per cent reported financial and resource constraints; and another 12 per cent reported lack of coordination among the board members and NGO management. The findings suggest that there is a lack of clarity in both the board members and the staff about their respective roles in the organizations.

Half of the board members contacted in this research have indicated that they could benefit from some form of training to discharge their governing responsibilities more effectively. In many cases, it was identified that they require training in nonprofit governance issues, management of board work and roles, designing board structure and methodology for board performance assessment.

Concurrently, the chief executives have noted that they need more support from the board - specifically for fund-raising, resource mobilization and development of linkages with donors/NGOs. The board members, however, do not perceive these as areas of their primary responsibility. In order to bridge this incongruity, orientation and training of board members around these issues could help in bringing the board into line with the organizational needs.

2.2 Lessons from Case Studies

A synthesis of the best practices of selected intermediary NGO boards was developed through an in-depth study. This may help to develop some basic guidelines, standards and points of reference for assessing performance of other NGO boards in Pakistan. Some practices of eight selected organizations are provided in the table at the end of this chapter as an example.

Genesis and Organization of NGO Boards

There are two types of boards that emerged in the case studies of intermediary NGOs - those that have been set up indigenously and those that have come into existence through external support.

In the indigenous boards, initially the founding members constitute the board and also voluntarily provide their services in the operations. Subsequently, when they have generated adequate resources, they have hired staff for the management of the operations of the NGO. The boards of these NGOs have evolved norms and structures over a period of time. The functioning and structure of such boards is based on the experiences of their respective organizations and the board members themselves. The relationship of most of the board members with their respective organizations, especially the chief executive and senior management team, is very close. The norms and policies developed by the board and the NGOs in these organizations have more sustainability and are reflected in better functioning of the NGO.

The second type of board is one that has been set up through a catalyst process or by the efforts of one or two individuals with support from external agencies, e.g. government, donor, or another NGO. These boards have certain pre-established norms and structures from the time the organization is set up. These boards appear to be more removed from the operations of the organization. Their point of contact with their respective NGOs is through the chairman and chief executive. The NGOs set up under such boards have focused programmes and funds for implementation from the outset and the boards are required to monitor the performance and the utilization of funds by the NGO. Although they have their own distinct culture, the identity of these NGOs is more a result of their work as well as the leadership and personality of the chief executive as opposed to specific norms emanating from the board.

Process of Appointment to the Board

Among NGOs that have a system of election, the role of the general body seems to be limited in practice and relegated to the election of members to the board and the fulfillment of legal requirements. Members who take an active interest in the governance of an NGO invariably get elected to the board - there does not appear to be too much contest or competition among board members vying for board positions. In some boards, the same members form the general body for an AGM. Despite this, there are a number of NGOs that appear to have frequent changes in the membership of the board as well as the chairperson.

There are boards that have been formulated through a selection process by the founders of the NGO. The criteria and process for selection of a board member or a general body member is quite well defined in both types of NGOs, where appointment to the board is by selection or election. The criteria are based on requirement of specific skills, track record and credibility. The process of nomination involves close scrutiny of the incumbent by the entire board or a group of members. Among most NGOs, especially those that have been set up through indigenous efforts, there is a great deal of effort put into nominating/selecting someone who is like-minded and can be trusted.

Models of Governance of Intermediary NGOs in Pakistan

NGO boards, when studied closely, appear to have evolved over time and have developed distinct characteristics. However, they can be broadly grouped into the following four categories;

- **The “Nucleus”. Such boards typically have membership of 15 or more individuals. Most members actually rubber-stamp the decisions proposed by the chairperson and his/ her team. The actual deliberations and decisions are taken by three or four members who may include the chief executive, chairperson and one or two other board members close to the board chair.**

A Case of Nucleus

A Karachi-based trust started working in 1984 for the provision of health services. The board of trustees initially comprised 15 founding trustees, of which five are still with the trust, and has now expanded to 27 trustees. Albeit voluntary, the founding trustees spent most of their time working to make the trust a successful organization. The chairperson and five founding managing trustees (nucleus) spend half a working day (almost everyday) at the head office of the organization. They sit in the same room as the executive director to handle the day-to-day issues.

The important decisions of the ‘Nucleus’ are reviewed by the larger board when it meets three times a year.

- **The “Professional Boards”¹⁵. Boards falling in the group seem to have a good mix of professionals with diverse backgrounds and skills. They may come from different backgrounds, work cultures and development philosophy and may not be that closely associated with the NGO or with one another. Many of them serve on multiple boards and due to this face the risk of entering into ‘conflict of interest’ situations. However, their contribution to the programmes and towards raising the standards of accountability for the organization is usually very commendable.**

¹⁵ Tandon. R, *Board Games: Governance and Accountability in NGOs* (1995).

An Islamabad-based intermediary NGO was established in the 1990s under the Companies Ordinance 1984. None of the board members are employed in the organization. All assistance provided to the NGO by the board members is purely in their voluntary capacity. They represent the broad ethnic mix of the country. They are also individuals from diverse professional backgrounds, which include educationists, a lawyer, a financial expert, a medical professional, an entrepreneur, a journalist and NGO professionals. Two board members represent the beneficiaries of the organization.

- **The “Collective”.** Most of the board members are also the founders of the NGO and are involved in both management and in operations. The board works as a collective without a Chair. Instead, one of the board members is nominated as coordinator for one or more terms and the position of coordinator is rotated among the board members.

A Karachi-based intermediary NGO was set up in 1976 to work on women’s issues. Initially, the NGO had no paid staff or office, the collective members worked as a non-hierarchical group of volunteers, on a part-time basis using their own resources. The seven founder members formed the collective, or the first board, of the organization. In 1987, the collective reorganized the NGO as there was a need to put in full-time work and ensure a regular source of funding for the organization. The reorganization included most of the collective members, who now number 15, delegating responsibilities to others for the day-to-day running of the organization. However, they have maintained over-all responsibility for the ownership and supervision of the organization.

The collective remains a non-hierarchical body and meets twice a year for a full day. The process of discussion is employed for decision-making. Although this method at times is very lengthy; it has succeeded in bringing clarity to the relevant decisions and has not hampered the day-to-day operations. Subsequently, this process has helped to develop durable policies for the organization.

- **The “Advisory” Boards.** These have principally been established by the active involvement of the chief executive, who is also a founding member of the NGO. They provide legitimacy to the organization and govern only in the nominal sense. Board members view their role principally as advisors to the chief executive and basically rubber stamp his/ her recommendations.

A Lahore-based intermediary NGO, formally registered in 1990 under the Societies Registration Act (1860), was established to work on socio-political and development issues being faced by people in Pakistan. The governance of the organization is shared between the general body and comprises 15 members, the national council¹⁶ and an

¹⁶ Name given to the board of directors

executive committee of the national council. The executive committee comprises three persons: the chairperson, treasurer and the chief executive.

The executive committee of the national council takes decisions where time is of essence and the national council cannot be convened in a timely manner. These decisions are subsequently reviewed and endorsed by the council in the quarterly meetings.

The national council serves as an advisory board and its meetings are normally for about three hours, thus there is not much time to take up all issues for discussion at length. Therefore, the council members provide only broad guidelines/advice. On the whole, the council has always approved whatever has been put up and has been very supportive of the staff and management. Decisions of the council are made through a consensus process and meetings are open for all levels of staff to attend and observe.

Role and Areas of Focus for the Board

Most of the intermediary NGOs boards have resolved the issue of professional management versus voluntary work. The governance role performed by all boards is on a voluntary basis. They have hired professional managers as chief executives and delegated responsibility for the operational/day-to-day work to this person.

Some of the NGOs have, with the permission of their respective general body, preferred to hire the services/specific skills of board members for their NGO instead of hiring an outsider. Conflict of interest is minimized by ensuring that less than 50% board members are recruited for any operational work at any given time. On the other hand, there are NGOs that have delegated the operations exclusively to hired professional managers. Any input and assistance provided by board members to the NGO, outside their governance role, is purely on a voluntary basis. In such NGOs, this norm is adhered to strictly by all board members.

Office space in NGOs is only provided to board members who are involved in some way in the management and operations of the NGO and are expected to attend office. Otherwise, board members only congregate at board meetings.

Board members have described their role in the internal and external context. In the internal context, they are advisors to the management and carry out a performance monitoring and auditing role while also providing input into the vision, policies and strategies of the organization. In the external context, they provide access to key contacts for the NGO and are involved in fund-raising and donor liaison.

Meetings of the Board

All the NGOs are strict about preparing an agenda for the board meetings and taking written minutes which are confirmed at the next board meeting or by circulation. Most boards meet formally at least twice a year. If there are any subcommittees, they meet prior to the board meeting so that proposals can be put up for decision by the board. All meetings seem to be well attended and most NGOs have a requirement for quorum, i.e. minimum number of board members required to be present for a board meeting.

Depending upon how the board is organized, the duration of meetings can be for two hours, where board members mainly formally approve whatever is put up by the chairperson/chief executive, for example; the work plan, budget or any policy related matter which can be decided within a short span of time. In some NGOs, the board meetings go on for a full day. In such meetings, policies and strategies of the NGO are debated and performance is thoroughly scrutinized.

In most NGOs, board meetings are not limited to the board members, Chief Executive and the finance officer. Staff and senior management are encouraged to make presentations and respond to queries from board members on areas related to their specific programmes. This helps to inform the board about progress and performance as well as get feedback on any issue which requires input. This also helps the board to get a feel of the organization and obtain first-hand insight into the second line leadership of the organization. It allows the staff to interact with the actual owners of the NGO and generates a sense of accountability.

Characteristics of Selected Intermediary NGO Boards

#	Characteristics	AKRSP	SPO	OPP	SMP	LRBT	SAP-PK	SG	SGA
1	Year of establishment	1982	1994	1980	1991	1984	1987	1976	1972
2	Registration	Companies Ordinance	Companies Ordinance	-VSWA - Societies Registration Act	Companies Ordinance	- Public Trust - VSWA	Societies Registration Act	Societies Registration Act	Societies Registration Act
3	Governance structure	General Body (of institutions) & Board of Directors	General Body & Board of Governors	General Body & Executive Committee	General Body & Board of Directors	Board of Trustee & Executive Committee	General Body & National Council	Collective (board)	Council of members (General Body) & the Central Executive Committee
4	Board structure	Chairperson, Vice-Chair, three sub-committees and two regional committees	Chairperson, Vice-chair and three sub-committees	Chairperson, & core group of founder workers	Chairperson, Vice-chair & two sub-committees	Chairperson, Vice-chair (Management Trustee) & Treasurer	Chairperson, Treasurer & Executive committee of the National Council	Non-hierarchical coordinators	Chairperson, Vice-Chairperson, General Secretary. Finance Secretary
5	Frequency of board meetings	Quarterly	Quarterly	Quarterly	Six monthly	Three times a year	Quarterly	Twice a year	Every two months
6	Quorum	Required	Required	Required	Required	Required	Required	Required	Required
7	Duration of board meeting	Two days (one day for field)	One day or more	Half a day to one day	More than half a day	Two to three hours	One full day; one day field trip, and three-hour meeting	One full day	One full day
8	Decision-making	Consensus & majority vote	Consensus & majority vote	Consensus	Consensus & majority vote	Consensus	Consensus	Consensus	Consensus
9	Role of Chairperson	- Focal point between board and	- Implementation of policy decisions	- Core group of founding members	- Deals with internal and external issues	- Authoritarians - Total trust in	- Committee convened for	- Non-hierarchical body	- Monitor work of organization

		<p>management</p> <ul style="list-style-type: none"> - Review performance of CE - Follow up with management on decisions of the board 	<ul style="list-style-type: none"> - Liaison between board and management - Performance evaluation of CEO 	<ul style="list-style-type: none"> - Ensure norms developed are binding force - Criticism and feedback is appreciated - Emphasis on learning, teamwork, sharing information, reporting, accountability and transparency 	<ul style="list-style-type: none"> - Monitoring of organizational programmes 	<p>the capability of the chairperson</p> <ul style="list-style-type: none"> - Monitor the work of the organization and the executive committee of the trust - Responsible for all major operational decisions 	<p>emergency decision-making on policy issues, recruitment and staff salaries, agenda of National Council meeting</p> <ul style="list-style-type: none"> - Convenes and moderates National Council meeting 	<ul style="list-style-type: none"> - Chairperson appointed by collective for moderation of meetings 	<ul style="list-style-type: none"> - Moderate executive committee meetings and implement decisions - Team building
10	Profile of Board Members	<ul style="list-style-type: none"> - Lawyers, educationists, doctors, entrepreneurs, financial experts - Beneficiaries 	<ul style="list-style-type: none"> - Geographical distributions - Professionals: Lawyers, educationists, doctors, entrepreneurs, financial experts, beneficiaries, NGO experts 	<ul style="list-style-type: none"> - Professionals associated with OPP from the beginning: - Similar ideology and political orientation - Volunteers and employees 	<ul style="list-style-type: none"> - Retired civil servants - Experts in the field of reproductive health, family planning 	<ul style="list-style-type: none"> - Executive heads of multi-national companies - Professionals: Lawyers, doctors, entrepreneurs, financial experts 	<ul style="list-style-type: none"> - Professionals, from the NGO sector, - Lawyers, educationists, doctors 	<p>Likeminded women-educated, middle class, having experience in sociology, environment, management, biology, women's development, law and the NGO sector</p>	<ul style="list-style-type: none"> - Volunteers from Sindh, - Professionals working in government service, lawyers, educationists, doctors
11	Role of Board Members	<ul style="list-style-type: none"> - Review and develop organizational strategy, vision, and policy - Monitor 	<ul style="list-style-type: none"> - Review of the organization/ performance - Organizational strategy and vision 	<ul style="list-style-type: none"> - Ensure norms are followed - Provide strategic directions, shared vision 	<ul style="list-style-type: none"> - Review of the organizational performance - Organizational strategy and vision 	<ul style="list-style-type: none"> - Clarify and develop vision of the organization - Develop strategies and 	<ul style="list-style-type: none"> - Provide organizational strategy - Develop vision - Work with 	<ul style="list-style-type: none"> - Organizational strategy, vision development, policy making and review 	<ul style="list-style-type: none"> - Ensure vision of SGA is followed - Take policy decision, strategy and

		performance against objectives	development	and review performance against objectives	development	policies for going forward - Review accounts and progress	staff in strategic review of the organization policy-making	performance against objectives	vision - Review performance - Ensure information or reporting is done on activities and accounts
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2.3 Conclusions

The “Study on Governance in Intermediary NGOs” reveals many issues of relevance for Pakistani NGOs. NGOs, their supporters and donors have not yet begun to understand the significance of effective governance and its contribution to NGO performance. There is a need to document and promote good practices in relation and accountability to strengthen the development sector. The laws that govern NGOs should contain certain minimum provisions and standards to assess the performance of the governing bodies.

There are many distinct challenges faced by Pakistani NGOs due to inadequate resources, poverty, inadequate legal environment, weak implementation, economic and political instability, and a deteriorating security situation in the region. Unfortunately, it is usually the management staff of NGOs which struggles with these challenges without enough support from the boards. There is a need for interventions at the national level to educate board members and senior managers of NGOs on building ‘strategic partnerships’ between boards and staff. Development of training and educational programmes and exchange of knowledge will help in addressing the challenge of making NGO governance more effective.

There is a need for forums to facilitate debate and peer sharing among board members of various NGOs on issues of governance. At the moment, governance is understood in broad terms and is subject to different interpretations. The governance roles are not well defined, which leads to governing bodies adopting structures and functions that do not fully address the needs of governance of an NGO. There is a need to set up and develop governance support agencies/expertise which can review structures and functioning of NGO boards, and advise on the best practices.

To conclude, governing bodies may have weaknesses and seem at times to be dysfunctional but one cannot deny their significant contribution to the functioning of NGOs. Further enhancement of their capacity can contribute tremendously towards improving the effectiveness of NGOs and, in turn, build a more transparent and credible image of the citizen sector in Pakistan.

2.4 Recommendations for Improving Nonprofit Governance

Legal

The right to freedom of association is guaranteed in Article 17 of the Constitution of Pakistan. Therefore, NGOs are not bound to register. Any law framed to restrict this right of association would be in contravention of the Constitution, hence invalid. However, intermediary NGOs choose to undertake registration so that they can establish legitimacy and be recognized as legal entities in the eyes of their donors and other stakeholders.

- NGO registration should be encouraged.
- Procedures, etc. for registration should be simplified and hurdles removed to facilitate functioning of NGOs.
- Laws should be codified in English, as well as Urdu and regional languages.
- Registration agencies' role in the interpretation of registration laws should be eliminated.
- Laws should recognize the scope of nonprofit work to include development and non-partisan advocacy.

Structures and Functioning of NGO Boards

At the moment, governance is understood in broad terms and is subject to different interpretations. The governance roles are not well defined, which leads to governing bodies adopting structures and functions which do not fully address the needs of governance of an NGO.

- Establish forums which can facilitate debate and peer sharing among members of various governing bodies on issues of governance.
- Set up and develop governance support agencies/expertise that can work with governing bodies and advise on best methods of governance to follow.
- Guidelines have to be developed that can facilitate designing checks and balances for governance to ensure boards do not become micro managers.
- Training groups for both boards and staff should be developed.

Ownership and Stakeholders

The current situation among NGO governing bodies does not clarify who the real owners are of the NGO. NGO boards, in a number of instances, do not appear to exhibit qualities of ownership.

- The role of general bodies and subcommittees of boards of NGOs require further study.
- Insights from the above mentioned studies would help to make general bodies and subcommittees more effective.

Programmes for Improving Performance of NGO Boards

Most NGO board members are senior experienced professionals:

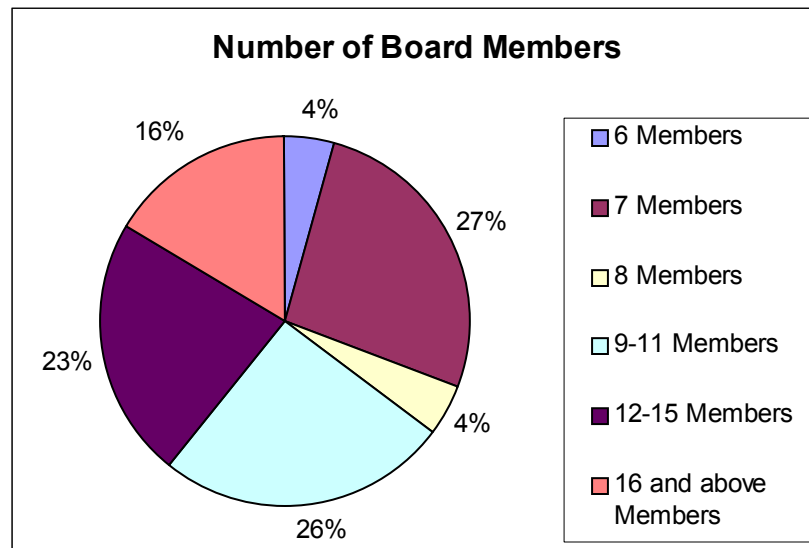
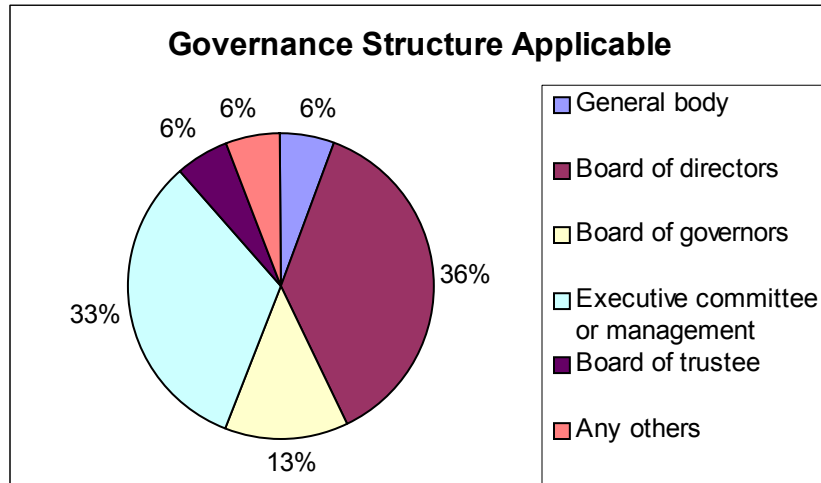
- Concentration on orientation and training of board members who are elected through a general body would be useful as their performance is rated to be better than the nominated/selected board members.
- Principles of adult learning and peer sharing have to be kept in mind when developing training and performance improvement programmes/modules.
- Separate training sessions should be designed for specific designations and their related roles, e.g. chairpersons, treasurers, general secretary, etc.

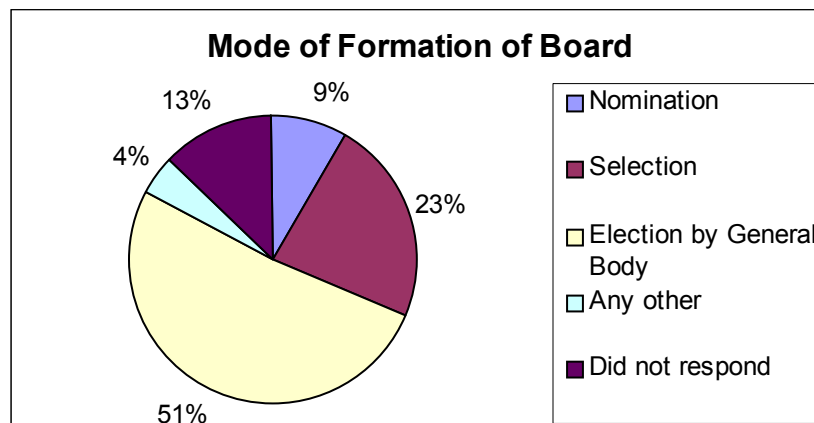
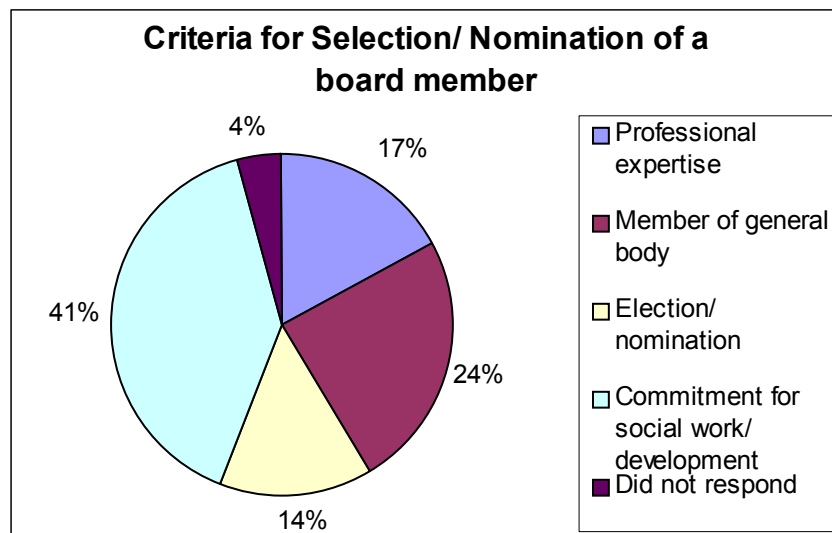
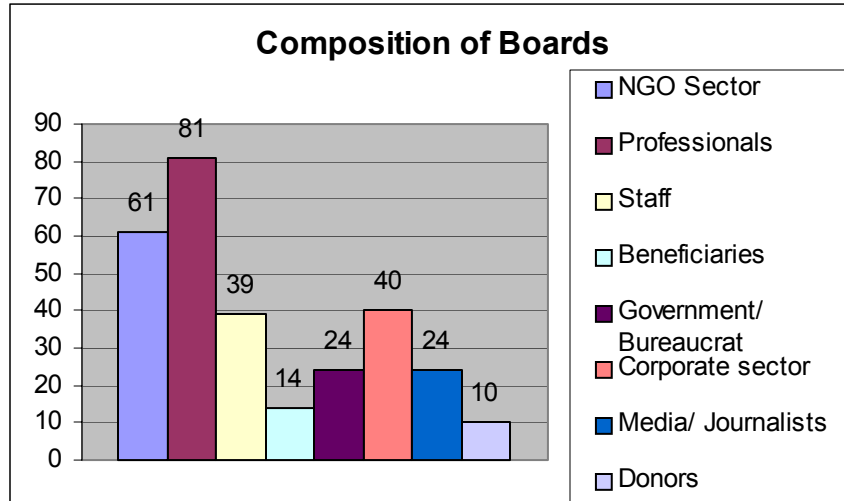
Areas for Further Research

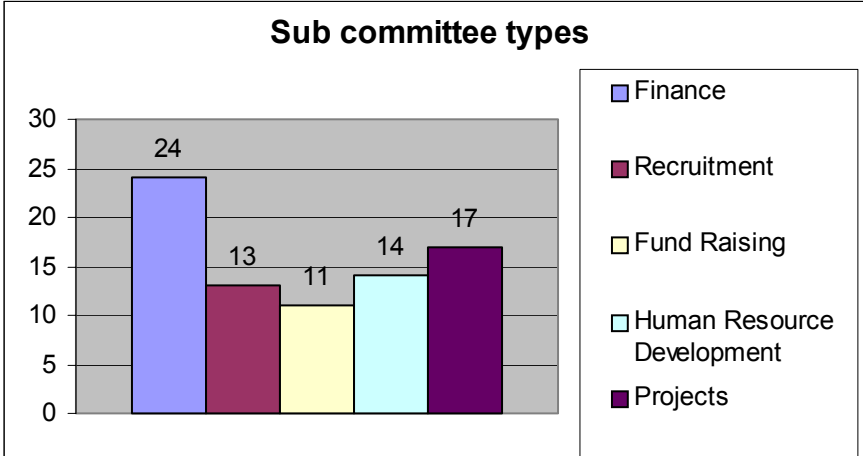
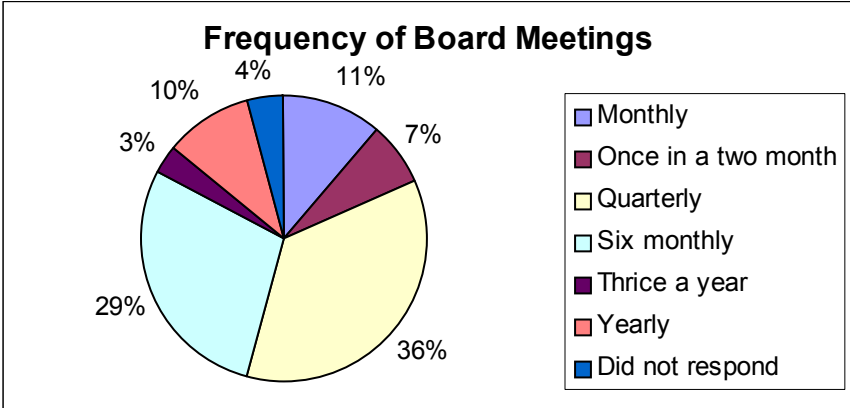
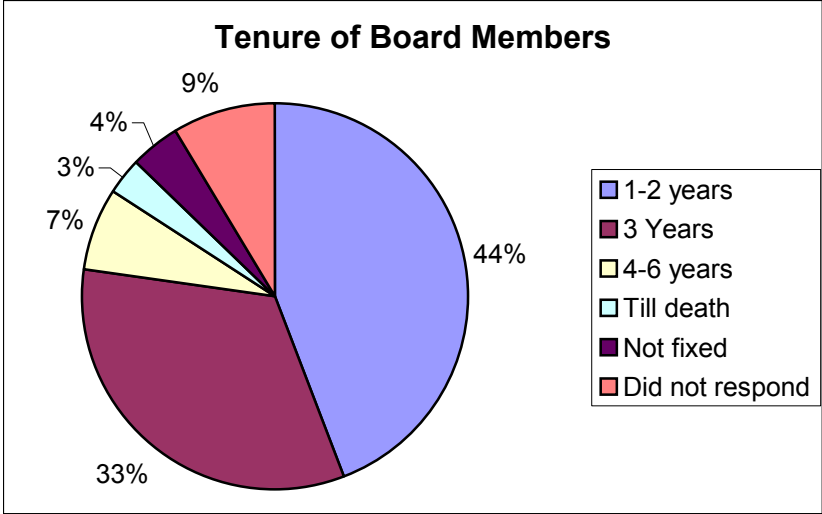
- The role and responsibilities of the individual board members.
- The role of the subcommittees of the board and their effectiveness.
- A more in-depth study on the general body members and their role in the governance structure and processes.
- The role of culture in NGO governance.

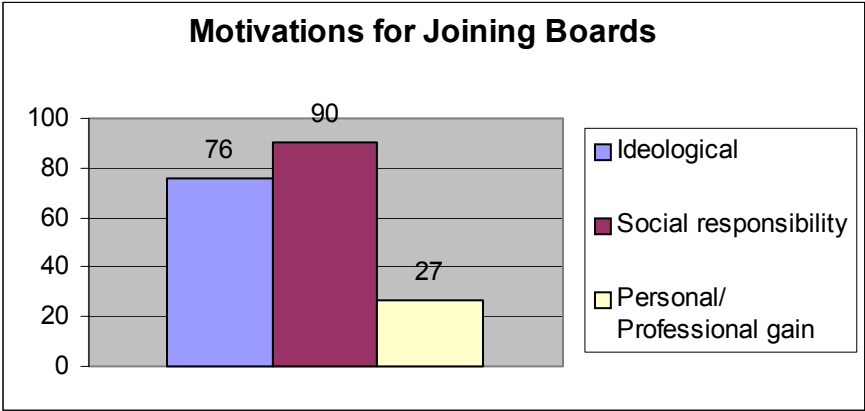
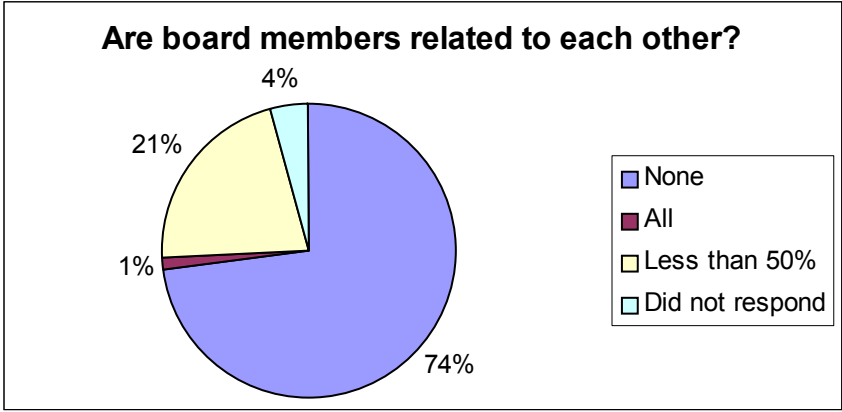
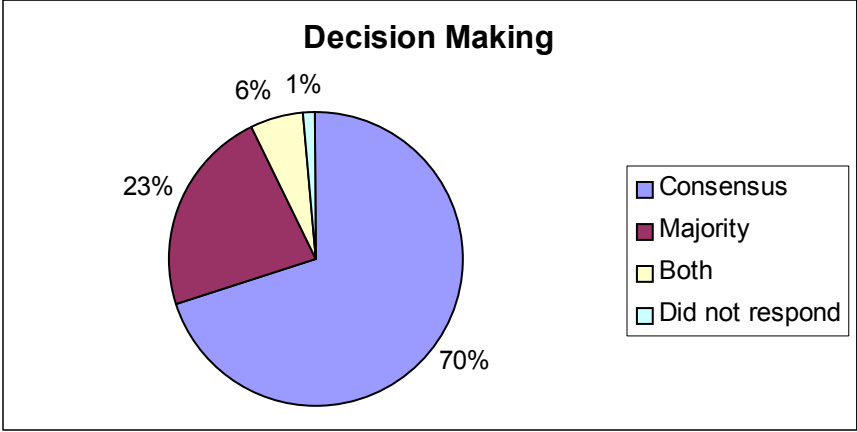
Annex I

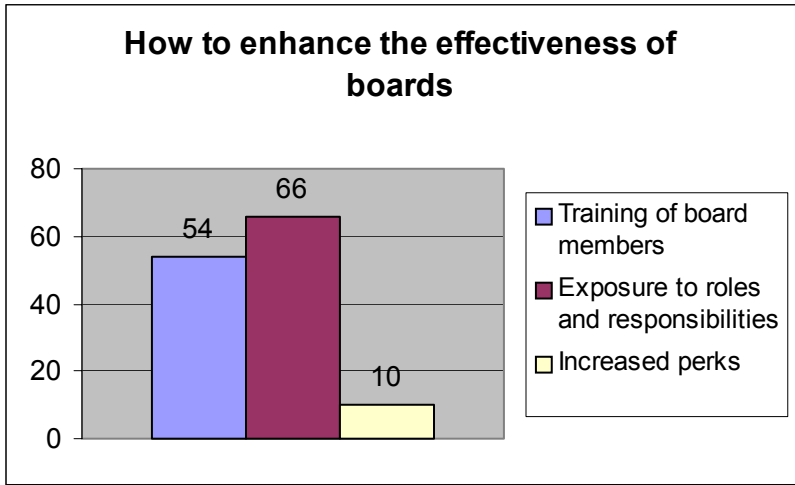
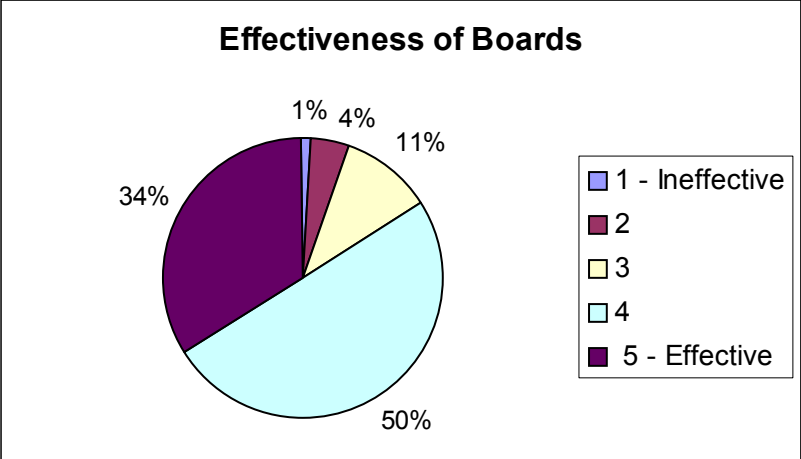
Graphs on survey findings











Annex II

List of NGOs Contacted for the study

Karachi & Sindh

1. Aahung
2. The Helpline Trust
3. Maternity & Child Welfare Association, Sindh Chapter(MCWA-S)
4. Society for Conservation and Protection of Environment (SCOPE)
5. All Pakistan Women's Association (APWA)
6. Baanhn Beli
7. Behbud Association
8. Book Group, The
9. Pakistan Federation of Business and Professional Women (PFBPWO)
10. Pakistan Women Lawyers' Association (PAWLA)
11. Basic Urban Services for Katchi Abadis (BUSTI)
12. Health Oriented Preventive Education (HOPE)
13. Concern for Children Trust (CFC)
14. Young Women Christian Association (YWCA)
15. Citizens-Police Liaison Committee (CPLC)
16. Teachers' Resource Centre (TRC)
17. Urban Resource Centre (URC)
18. War Against Rape (WAR)
19. Catholic Social Services (CSS)
20. Naz High School Old Boys Welfare Association (NOWA)
21. Pakistan Crescent Youth Organization (PYCO)
22. Participatory Village Development Programme (PVDP)
23. Shehri-Citizens for Better Environment (Shehri-CBE)
24. Sindh Agricultural and Forestry Workers Coordinating Organization (SAFWCO)
25. Sindh Development Society (SDS)
26. Sindh Graduates Association (SGA)
27. Faran Educational Society (FES)
28. Gul Bahao
29. Health and Nutrition Development Society (HANDS)
30. Pakistan Voluntary Health & Nutrition (PAVHNA)
31. Shirkat Gah, Women's Resource Centre (SG)
32. Pakistan Institute of Labour Education and Research (PILER)
33. Social Marketing Pakistan (Guarantee) Limited (SMP)
34. Human Rights Education Programme (HREP)
35. Marie Stopes Society
36. Mothers Trust
37. Idara-e-Amn-o-Insaf (IDARA)
38. Institute of Social Research and Development (ISRDI)
39. Karachi Administration Women Welfare Society (KAWWS)
40. Lawyers for Human Rights and Legal Aid (LHRLA)
41. Fatimid Foundation
42. Orangi Pilot Project Research and Training Institute (OPP-RTI)

43. OPP-Karachi Health and Development Association (OPP-KHASDA)
44. OPP-Karachi Health and Development Association (OPP-KHASDA)
45. OPP-Orangi Charitable Trust (OPP-OCT)
46. Thardeep Rural Development Programme (TRDP)
47. The Lower Sindh Rural Development Association, (LSRDA)
48. Bright Educational Society (BES)
49. Caritas
50. Roots
51. Tehrik-e-Niswan
52. Shaukat Khanum Memorial Trust
53. Ansar Burney Welfare Trust
54. Infaq Foundation
55. Marie Adelaide Leprosy Centre
56. Rangoon Wala Trust
57. The Citizen Foundation (TCF)
58. Aurat Foundation
59. Reformers
60. The Kidney Centre
61. Layton Rahmatullah Benevolent Trust (LRBT)
62. Indus Resource Centre (IRC)
63. Takhleeq Foundation
64. Social Policy Development Centre (SPDC)
65. Lyari Community Development Project (LCDP)
66. Health Education Literacy Programme (HELP)
67. Society for Pakistan English Language Teachers (SPELT)
68. Pakistan Society
69. Edhi Foundation
70. Aga Khan Education Service Pakistan
71. Aga Khan Health Services, Pakistan
72. Aga Khan Planning and Building Services Pakistan
73. Aga Khan Social Welfare Board for Pakistan
74. Aga Khan Economic Planning Board for Pakistan
75. Aga Khan Foundation (Pakistan)

Punjab & Islamabad

76. Society for Advancement of Education (SAHE)
77. Cavish Development Foundation
78. Malik Maula Bakhsh Memorial Trust (Regd)
79. Pakistan Institute for Environmental Development Action Research (PIEDAR)
80. Behbud Association
81. Trust for Voluntary Organisation (TVO)
82. ROZAN
83. ASR Resource Centre
84. Idara-e-Taleem-o-Aagahi
85. Sudhaar
86. Aurat Publication and Information Services Foundation (AURAT FOUNDATION)
87. Adult Basic Education Society (ABES)

88. Society for the Protection of the Rights of the Child (SPARC)
89. Maternity & Child Welfare Association of Pakistan (MCWAP)
90. Awaz CDS (Centre for Development Services)
91. South Asia Partnership Pakistan (SAP-Pk)
92. Association for Network for Community Empowerment (ANCE)
93. Key Social Marketing (KSM)
94. Family Planning Association of Pakistan (FPAP)
95. Bedari
96. Strengthening Participatory Organization (SPO)
97. Pattan Development Organization
98. Alif Laila Books Bus Society (ALBBS)
99. Association for Rational Use of Medication in Pakistan (The Network)
100. Development for Education, Environment, Population Welfare and Poverty Alleviation Organization (DEEPP)
101. Education Foundation (EF)
102. Caritas
103. Community Support Concern (CSC)
104. Human Rights Commission of Pakistan (HRCP)
105. Kashf Foundation
106. Insan Foundation
107. Islamic Relief
108. Simorgh Women Resources Publication Centre
109. Pakistan Academy of Social Sciences (PASS)
110. Social Youth Council of Patriots (SYCOP)
111. National Rural Support Programme (NRSP)
112. Nirali Kitaben Trust
113. Omeed Development Organization (OMEED)
114. Shirkat Gah (SG)
115. Sustainable Development Policy Institute (SDPI)
116. Aga Khan Foundation (AKF)
117. Sahil
118. Health Education and Literacy Trust
119. Damen

Balochistan:

120. Mahec Community helping Council
121. Water Environment & Sanitation Society (WESS)
122. Participatory Integrated Development Society (PIDS)
123. Development Association of Youth Balochistan (DAY, Balochistan)
124. Light of Awareness for Fair Advancement of Mankind (LAFAM)
125. Organization for Community Development (OCD)
126. Society for Community Support for Primary Education in Balochistan (SCSPEB)
127. Taraqee Trust (TT)
128. Institute of Development Studies and Practices (IDSP)
129. Pak Public Development Society (PPDS)
130. Society for Community Organization and Promotion of Education (SCOPE)
131. Society for Torghar Environmental Protection (STEP)

132. Taaleem Foundation
133. Balochistan Rural Support Programme (BRSP)
134. Environment Foundation Balochistan (EFB)

NWFP:

135. Frontier Primary Health Care (FPHC)
136. Frontier Resource Centre (FRC)
137. Association for Creation of Employment (ACE)
138. Sarhad Rural Support Corporation (SRSC)
139. De Laas Gul Welfare Programme (DLG)
140. Islamic Relief Agency-Pakistan (ISRA-Pak)
141. Sungi Development Foundation
142. Human Resource Management and Development Centre (HRMD)
143. Khwendo Kor Women and Children Development Programme
144. National Research and Development Foundation (NRDF)
145. Pak Community Development Programme (PAK-CDP)
146. Environmental Protection Society (EPS)
147. Aga Khan Rurual Support Programme (AKRSP)

Annex III

Questionnaires for the Study

QUESTIONNAIRE FOR BOARD MEMBERS

The following form is to be filled by the board member of the organization. Any information given by the respondent will be treated as strictly confidential. No names of persons and/or organizations will be mentioned in the result analysis.

(Note: Please restrict your responses to experiences pertaining to the Board ¹of THIS organization only)

1. Name of NGO: Already given_____
2. Name: Already given_____
3. Your designation on Board: _____
4. Number of Years on Board: _____
5. How often does the Board meet per year?_____
6. Number of Board members: _____
- 6.1 What is the criteria for selection/nomination of a Board member:

- 6.2 Are Board members related to each other?
None All Less than 50% More than 50%
7. What is the quorum that has to be maintained at the meetings? _____
8. What was the attendance at the last two meetings? Last: _____ Second last: _____
9. Which of the following issues were discussed in the last two Board meetings?

Issues	Mark Y'''		Mark Y''
Organizational Strategy and Vision Development		Performance of NGO against set objectives	
Policy Making		Technical Support	
Linkages with donors		Financial statements	
Resource Mobilization		Linkages with NGOs	

¹ Board is defined as the highest level Governing Body for an NGO and may be called Board of Governors, Trustees, Directors, Executive or Management Committee.

Fund-raising		Linkages with media	
Staff recruitment		Linkages with government	
Staff Development		Others: Please specify	

10. Are the proceedings of Board meetings or decisions of the Board:

10.1 Recorded Yes No

10.2 Circulated to the Board Yes No

10.3 Reviewed and confirmed in the next Board meeting Yes No

11. Are there any sub committees of the Board Yes No

11.1 If yes, please specify:

Type of Committee	# of members from Staff	# of members from Board	# of meetings in a year (2000 or 2001)
Finance			
Recruitment			
Fund Raising			
Human Resource Development			
Projects			
Other			

11.2 How are decisions of the Board taken: a) by Majority Vote b) by Consensus

12. What were the motivating factors for you to join the Board?

12.1 What motivates you to remain on the Board? _____

13. What are your roles and responsibilities as a Board member of this organization?

S. No	Areas	Please mark "Y"
i.	Organizational Strategy and Vision Development	
ii.	Policy Making	
iii.	Technical support	
iv.	Resource Mobilization	

v.	Fund-raising	
vi.	Staff recruitment	
vii.	Staff development	
viii.	Linkages with donors	
ix.	Linkages with NGOs	
x.	Linkages with media	
xi.	Linkages with government	
xii.	Others (Please specify)	

14. Are there any specific roles and responsibilities attached to your position in the board?

- a. _____
- b. _____
- c. _____

15. What difficulties (if any) do you face in discharging your role; this may include professional and other limitations? _____

16. How many boards are you a member of? _____

17. How much time do you devote to this organization on a monthly basis?

Time	Please Mark "Y"
Less than 5 Hours	
5- 15 Hours	
15 to 30 hours	
More than 30 hours	

18. Which of the following facilities are offered to board members in this organization?

Facility	Please mark "Y"
Local Transport	
Travel: Local	
Travel: Foreign	
Accommodation	
Entertainment Allowance	
Other: Pls specify	

19. How would you rate the overall effectiveness of this board? Please mark "Y"

1 Ineffective	2	3	4	5 Effective

20. What needs to be done to enhance board effectiveness?

Activity	Please mark "Y"
Training of Board Members	
Exposure to roles and responsibilities	
Increased perks	
Other: Please specify	

21. How does the present governance structure of this NGO match with the governance structure prescribed by law under which the NGO was registered?

Governance Structure	Please mark "Y"
Exactly the same	
Modified	

In case of modified, please explain:

Respondents Personal Information

A. Profession: _____

B. Designation (if employed): _____

C. Age: _____

D.

	Please mark "Y"
Self employed	
Working for an organization	

E. Name of organization: _____

Date: _____

Questionnaire for the NGO

This form is to be filled by the CEO/ GM/ED of the organization. Any information given by the respondent will be treated as strictly confidential and names will not be mentioned in the result analysis.

1. Name of NGO: _____
2. Chief Executive² (Name and Designation): _____
3. Date NGO was Established: _____
4. Registered Under:

S.No	Registration Act	Year
i.	The Societies Registration Act, 1860	
ii.	The Trust Act, 1882	
iii.	The Voluntary Social Welfare Agencies (Registration and Control) Ordinance, 1961	
iv.	The Companies Ordinance, 1984 (Non-Profit Company; Section 42)	

5. Which governance structure is applicable to your NGO?

Structure	Y/N	Total Members	Male	Female
General Body				
Board of Directors				
Board of Governors				
Management or Executive Committee				
Board of Trustees				
Other: specify				

6. Mode of Formation of Board

Mode of Formation	Please mark "Y"
Nomination by Founder(s)	
Selection by Existing Board	
Election by members/ General Body	
Other; Please Specify	

² This refers to head of the NGO and includes a Managing Director etc.

6.1 If by election, then through: a) Voice _____ b) Ballot _____

6.2 Tenure of Board members in years: _____

6.3 Number of changes in Board members since registration of the NGO: _____

6.4 If any change have been taken place, please give major reason for the changes.

7. What is the criteria for selection/nomination of a Board member: _____

7.1 Are Board members related to each other:

None All Less than 50% More than 50%

8. Are any Board members paid for services to the NGO: Yes No

8.1 If yes, Specify: _____

9. Composition of Board (Number of Members)

S. No	Representation	Total	Male	Female
i.	NGO Sector			
ii.	Professionals: Pls specify <ul style="list-style-type: none">• Lawyer• Financial Expert• Medical Professional• Educationists			
iii.	Staff			
iv.	Beneficiaries			
v.	Government/ Bureaucrat			
vi.	Corporate Sector <ul style="list-style-type: none">• Executive• Businessmen/ entrepreneur			
vii.	Media/ journalists			
viii.	Donors			
ix.	Others (Please specify)			

10. How often does the Board meet in a year? _____

11. What is the quorum that has to be maintained at these meetings? _____
12. What was the attendance at the last two meetings? Last: _____ 2nd Last: _____
13. Are decisions of the Board taken by: Consensus Majority Vote
14. Are proceedings/decisions of Board meetings:
- Recorded: Yes No
- Circulated to the Board Yes No
- Reviewed and confirmed in the next Board meeting Yes No
15. Are there any sub committees of the Board Yes No
- 15.1 If yes, please specify:

Type of Committee	# of members from NGO	# of members from Board	# of meetings in a year
Finance			
Recruitment			
Fund Raising			
Human Resource Development			
Projects			
Other, Please Specify:			

16. Grade the performance of the board in your organization in the following areas:

S. No	Areas	1 (No Role)	2	3	4	5 (Major Role)
i.	Organizational Strategy & Vision Development					
ii.	Policy Making					
iii.	Technical support					
iv.	Resource Mobilization					
v.	Staff recruitment					
vi.	Staff development					
vii.	Fund-raising					
viii.	Linkages with donors					
ix.	Linkages with NGOs					
x.	Linkages with media					
xi.	Linkages with government					
xii.	Others (Please specify)					

17. What areas would you want your Board to be more involved in? _____

18. In your opinion what are the motivating factors for members to join and remain on your board?

S. No	Motivation	Please mark Y/N
i.	Ideological motivation	
ii.	Social responsibility	
iii.	Personal/Professional Gain	
iv.	Other, Specify	

19. How does the present governance structure match with the governance structure prescribed by law under which the NGO is registered?

Governance Structure	Please mark "Y"
Exactly the same	
Modified	

In case of modified, please explain:

Thank you for your cooperation and time.

If you need further information about this survey, please feel free to contact us at:

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NGO Resource Centre (A Project of Aga Khan Foundation) is a not-for-profit, national-level support organization that provides management training and advice to build capacity within citizens' organizations. It conducts action research and collects credible data on the NGO sector to inform policy dialogue and to promote an enabling policy environment. NGO Resource Centre does not provide funding.

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