



**Incubation  
Hub**

**CENTRE FOR CIVIC ENGAGEMENT**

# SETTING UP A BOARD

**ZIMBABWE  
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An organisation's board of trustees also referred to as a board of directors in some instances are people who volunteer to maintain, and grow the values, ensure missions are accomplished, review and amend policies, and evaluate the organisation's performance, among other key aspects.

## How to select board members

**Step 1:** The board chair has the most crucial and influential position of the board members. Thus, select one who has been a chair of a board before (someone who has been there before). This position is for someone with vast cross-cutting expertise as they are expected to play the role of a mentor, facilitator, fundraiser and a brand ambassador of the organisation. This can be a targeted selection done by the Executive Director and/or staff of the organisation based on background knowledge of the individual required, their skills and merit.

**Step 2:** Look within your community or constituency for influential people who can identify with the organisation's mandate without pursuing self-interests.

**Step 3:** Invite influential people and welcome existing volunteers from within your organisation and present the opportunity for them to apply to be board members, identifying the benefits of the posts and ensuring they possess the skills, knowledge and expertise to be ambassadors of the organisation.

**Step 4:** A recruitment committee comprised of staff and or existing and exiting board members should hold interviews before making recommendations.

**Step 5:** Upon selection of the board members, the organisation plus the board Chair must develop a 'Board Orientation' package or manual. It can be in written form or be presented as a visual presentation during the orientation of new board members.

- The manual should include the mission and vision of the organisation, its history, policies currently in place and those proposed, the organisation's strategic plan, financial statements, board meeting procedures as well as board member expectations and deliverables.
- In this manual, the organisations' 'bylaws' should be incorporated, and these include terms:
  - on how long a board member should serve
  - how many times board meetings are held and how many times they are required to be physically in attendance
  - guides on how to appoint and dismiss a board chair and members
  - the powers the board holds (e.g. approving the organisation's budget, policies, and strategies) and
  - compensation fees (e.g. travel and accommodation expenses to attend a board meeting).
- The number of board members should be manageable given the size of the employees/ organisation. The recommended board members are to be presented to the board and motions of agreements/ votes are made, with those seconding and a decision is made during an annual board meeting.

**Step 6:** Formalisation of the board members. A signed agreement or contract should be availed to the new board members which clearly states their terms of reference regarding duties, responsibilities, expectations and outcomes within their set time in office. The board members sign if they agree to the terms of reference and thus begin their terms in office.

## How to conduct board meetings/ set up an agenda

In Zimbabwe, board meetings should be held at least four (4) times a year. The agenda of the first board meeting in a financial year is usually around discussing and approving the annual budget, policies, strategies and new business, while the end-of-year meeting usually revolves around monitoring and evaluation of work and outcomes accomplished during the year, lessons learnt, way forward and strategies for the next year.

## The board meeting agenda

An agenda is the outline of the meeting; a list of activities appearing in the order in which they will be conducted during the board meeting. It begins with the Board Chair calling the meeting 'to order' and ends with adjourning the meeting. The standard of most agendas is as follows:

- Call to order
- Approve the meeting's agenda
- Approve the previous meeting's minutes
- Financial statements and reports, programs report, requests for action/discussion, memos from the director
- Unfinished business
- New business
- Confirmation of the next board meeting date
- Adjourn

## Setting motions

A motion is a proposal to act or stand on a topic/issue, that the board, including the Board Chair and Executive Director of the organisation, agree on. In other words, introducing an item/action for further consideration to the board. Actions taken when passing a motion are as follows:

- Make a motion: a board member affirms their motion by saying e.g. 'I move that we ..... rather than....' Or, 'I move that we don't .....
- Second a motion: another member thus seconds the motion (if they do agree to the item proposed) or the Board Chair asks for a member to second. If there is no one to second, the motion is dismissed/ lost.
- The Chair then proceeds by stating the motion (if seconded) by saying e.g. 'It has been moved and seconded that we '.....'.
- Once the motion has been presented by the Board Chair, it is 'assembly property' and thus cannot be changed.
- Debate motion: the presented motion can be, debated among the board members or it can go straight to the vote.
- Vote on motions: There are several ways in which a vote on a motion can be made. However, the most common practice is by voice where the Chair asks those in favour of the motion to say 'yes' and those not in favour to say 'no'.

## Setting up the board resolution

A resolution is a formalised statement(s) of direction pertaining any course of action, decision or vote made during the board meeting. This acts as the formal document allowing the board to move forward with what they voted on. It is formalised by the Board Chair or secretary or a specific person selected for this particular purpose. Board resolutions can be made when:


- A new board member is voted in
- Expanding the organisation/ foundation/ trust
- New hiring or dismissing a significant number of employees
- Purchasing intellectual property rights
- Selling any organisation's shares or property
- Approval of organisation's policies
- Approval of budgets and contracts
- Major decisions that can severely affect the organisation

Resolutions are necessary especially as some entities such as banks and auditors may require them as a supporting or verification document towards a decision made regarding the organisation. Thus, resolutions should be treated as legally binding and stored together with other organisation materials and included in the minutes of the meeting.




## What does a successful board meeting look like?


 You have a quorum (i.e. at least 50% of board members are present)


 Ensure that expectations of and from the meeting are clearly stated (eases the flow of the meeting)

 Send the meeting's agenda and minutes well ahead of the meeting (board members are more prepared and will most likely be engaging)


 The agenda itself should be focused:

- start on time, despite who has not shown up yet
- set priorities
- limit topics and against each topic, indicate the output/ action item required (e.g. decision/ vote)
- indicate estimated time intervals for each topic (include discussion time in that time frame)
- involve the board in setting the tone and identifying topics of discussion for the next board meeting


 Effective minute taking

 Provide an enabling environment: resources and time permitting, have the board meeting away from the conventional office setting.

- Enable creativity and ensure that board members although intellectually representing different fraternities (legal, accounting, fundraising, programs management, human resources) can engage as a team outside of the sometimes rigid and formalised office space.
- Take time to walk your board through the organisation's work (share success stories through videos, pictures, and brief presentations). The board members must feel connected to the actual work without necessarily being involved in the organisation's day-to-day running. Socialise, socialise, Socialise! Food brings people together. Have some eats in the meeting or a social lunch/dinner if resources permit.

 Measuring the success of the board is fundamental as a way of evaluating their contributions towards achieving their mandate (growing the organisation).

- Some organisations prefer formal evaluations in the form of evaluation forms that the board members can each fill out and send back to the board Chair to compile and give feedback. Others prefer a more informal approach where the board chair constantly 'checks in' with the board members during the board meeting for any major discussion points, feedback, and suggestions.

 Set a light tone for the board meeting.

- Keep the board members captivated and motivated to be brand ambassadors of the organisation. Ensure that in their diversity, they are a team, holistically

## How to take minutes

Meeting notes or as they are commonly known, 'Minutes' are the information that you are going to use to follow up on your board members on tasks appointed to them, issues discussed and what was concluded in the meeting. There are five (5) basic steps to efficiently take minutes

### Step 1: Pre-planning

The minute taker needs to have liaised with the Board Chair on expectations from the meeting and a brief discussion on the Agenda. This enables the minute taker to draft an outline based on the meeting's agenda which helps in the final output (notes) from the meeting.

### Step 2: Notes taking during the meeting

Depending on organisations and agendas, some formats may differ. However, the general format for minute-taking is as follows:

- Date and time of the meeting
- Names of the meeting attendees and those unable to attend (e.g., "regrets/ apologies")
- Acceptance, corrections/amendments to previous meeting minutes
- Decisions made about each agenda item, for example, Actions taken or agreed to be taken
- Next steps
- Voting outcomes – e.g. (who made motions, who seconded and approved or via a show of hands, etc.)
- Motions taken or rejected
- New business
- Next meeting date and time
- Any other business

During the meeting, only take notes on ideas, conclusions, and way forward/next steps. These are the crucial aspects of the meeting as they will guide you on what is of use after the meeting is concluded. Thus, if ongoing discussions are not ideas, conclusions, resolutions or provide a way forward, there is no need to capture them.

- Try to have an interactive session and limit the need or use of paper by projecting notes during the meeting so that attendees do not lose concentration by taking their own notes.

## TIPS on taking minutes

- Create an outline of your minutes based on the meeting's agenda
- Use the welcoming section to get to know the Board members (if you do not already know them)
- Add your minutes to the agenda document
- Try to stick the notes to ideas, conclusions and next steps (summarise) • Record all notes in real-time, if you cannot keep up with note-taking, have a recorder with you (ensure you alert everyone in the room that you will be recording- ethical standards of data collecting)
- Indicate the name (Initials) of the person next to their comment or contribution (e.g. NK: new marketing strategies- Idea; SM: I will approach the potential donors and establish a network- Next step; All: voted for hiring two new staff members- Conclusion)
- For a resolution being passed, indicate by initials who is in support/ seconds the motion, for voting results, indicate 'All' instead of writing each Board Member's initials
- Do not be afraid to ask for clarification from Board Members if you feel you missed a valid point • DO NOT include any personal perspectives, opinions or observations

## Step 3: Transcribing minutes

Try to write up the minutes once the meeting is over when the information is still fresh in your mind. Review your meeting outline and add any additions that may have occurred that could have been outside the scope and clarify any points raised

- Ensure that the detail written is sufficient and a good representative of the agenda. In some instances, the Board Chairs' minutes may require you to add brief descriptions of actions taken and the rationale behind the resolutions and discussions around motions being set. • Proofread your minutes to ensure they are clear and easy to deduce

## Step 4: Approval of minutes

Before distributing the minutes, ensure that the Board Chair has reviewed and revised accordingly. Minutes are not official if this has not been done. Thus, this is a critical step that should be verified.

## Step 5: Distribution and sharing of minutes

This is the dissemination of the minutes step where the person responsible for taking the minutes is usually responsible for sharing it.

There are various ways of disseminating information depending on the tools in use within the organisation. Online sharing is a quick and easier and earth-saving method that most organisations make use of. If you have access to email, you can simply convert your working file into PDF format and share it via an email list that your board members can download and read. Some organisations have a cloud-based account where they can simply 'share' with the intended recipients.

## Step 6: Filing/ storage of minutes

These minutes are usually a point of reference for the next meeting, thus; their storage is essential. Some organisations have a common 'cloud' storage where they store information. However, it is also important to have at least one hard copy that can be stored in the files of the organisation

