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## Inter Pares' Annual General Meeting April 30<sup>th</sup>, 2015

Speaking notes from the Chair of Inter Pares Board of Directors

Welcome to this beautiful space. It is an honour to be welcomed by the Wabano Centre for Aboriginal Health. We respectfully acknowledge we are holding this meeting on Algonquin unceded territory.

And welcome to the historic 40<sup>th</sup> anniversary of Inter Pares.

I am Sari Tudiver, Chairperson of the Inter Pares Board of Directors, and it is my privilege to chair this Annual General Meeting.

In preparing for this 40<sup>th</sup> anniversary AGM, I thought it would be of interest to the members of Inter Pares if I focused my report on addressing how far we have come in grappling with that basic, and sometimes thorny question: “What does the Inter Pares Board actually do, given staff have a co-management structure and appear to make all the decisions?”

As many of you know, having yourselves been past staff or Board, clarifying Board/staff roles and responsibilities has been a work in progress over the decades. I think I can report that by the 40<sup>th</sup> year we seem to have found a healthy balance, an equilibrium if you like, that addresses the critical issues of Board governance and staff autonomy.

As the by-laws of our incorporation lay out, the Board is responsible for compliance with matters legal, oversight of finances, and the general integrity of the organization. We aim to be scrupulous in oversight, providing sober thought and advice. We are very cognizant of our accountability to you, our members.

Over the years – thanks to many of you in this room – and after due deliberations, we have articulated in writing the various roles and responsibilities of the Board; established committees as needed, trying not to be committee-heavy; and have worked to develop processes that are clear and practical. We are self-reflective, hopefully not to the point of navel-gazing. We try to stay vigilant – when a process doesn't work as well as we think it should, we review it. In any dynamic and sustainable organization, issues

of governance should always be carefully reviewed on a regular basis, and not taken for granted.

One process we instituted in 2008 was a Board self-evaluation. We carry this out every 3 years, and did so most recently this past year. Over the summer, Board members are asked to fill out a comprehensive evaluation of (1) our individual roles (e.g. assessing what we think we contribute to the Board; what we feel we gain; any frustrations; and whether we feel our expectations have been met); (2) how well the Board functions as a whole (e.g. the effectiveness of Board processes, including expressing 'constructive dissent' and achieving consensus; identifying governance challenges facing the Board and how well positioned we think we are to meet these); and (3) staff/Board relationships (e.g. perceptions about how these relationships are working in strategic planning and committees; and whether there are ways staff can enhance Board contributions).

The self-evaluations are considered confidential, and are reviewed and summarized by only two people: the Chair of the Board Development and Renewal Committee (BDRC) and the staff liaison to the Board. They compile a general document of key themes/issues based on the responses. This is shared with staff, who then respond with a written document. The feedback from Board and staff and any suggestions/recommendations are discussed at the October Board meeting.

This process provides an opportunity to review and distinguish what are Board-specific governance responsibilities (e.g. ensuring Inter Pares operates in legal and ethical ways consistent with its purpose and policies; approving the annual budget and financial statements); what are considered 'due diligence' responsibilities of Board members (e.g. regularly attending Board meetings and contributing to consensus-building in deliberations); and what are Board/staff shared responsibilities (e.g. ensuring Inter Pares has policies to act consistently and effectively; a strategic program plan and operating plan; and adequate resources to implement the plan). For me, the self-evaluation has provided a useful opportunity to ask some hard questions about what I am contributing, what I gain from this commitment and whether I should continue. It provides a window through which to see how others perceive what is going on and to address any problems.

## How else do we address our governance roles?

### Board Meeting Cycle

As some of you will remember, we have refined the agendas of the Board meetings to follow a yearly cycle. This ensures that certain critical areas of Board responsibility are covered at each meeting, while also addressing a stable core of items. We also remain flexible, for example, to hear from visiting counterparts and discuss relevant issues that have emerged between meetings. The cycle is as follows:

**April:** Following the AGM, we elect officers for the year to serve on the Executive Committee.

**June:** We have program reports and also begin the process of Board nominations (if necessary).

**October:** This is a pivotal point in the year. We hold a day-long staff/Board workshop, followed by a full-day Board meeting. Board and staff plan the workshop jointly, focusing on issues we feel require in depth consideration among all of us and have implications for strategic planning and sustainability of the organization.

This past October, we focused on the 'Change Management Process' which our Executive Director will discuss more in her report. (The 'CMP' is the euphemism for dealing strategically with the possibilities of funding cutbacks and the resulting changes that might be necessary, including a variety of scenarios and their implications).

Basically, the Board has been involved in the Change Management Process in a significant way: we responded to questions from Alison Cunningham, the consultant, last winter about what we considered integral, non-negotiable values and processes to Inter Pares. She summarized this for the staff, presented her report and sought further feedback from us at our June Board meeting. Following staff retreats, we decided that the October workshop could provide the opportunity for deeper discussion. This was where the Board listened to excellent analytic presentations and scenarios (up to the year 2020) developed by the staff and provided substantive comments, for example, on the importance of maintaining a strong staff complement for the next several years in order to develop new opportunities. We also discussed how information was being shared with our counterparts about the Change Management Process and emphasized the importance of continuing our program work with Canadian counterparts.

In this and previous workshops, we have also tried to incorporate case studies and lessons learned from other NGOs undergoing organizational transitions, including the Canadian Council for International Cooperation (CCIC).

This year at the workshop we also heard from staff about funding proposals being submitted or being considered for development, and the Board has begun a process to ensure decision-makers know about this work.

Overall, the October workshop helps to expand the discourse, further refines ideas, and focuses on the broad directions for staff to move forward in concrete ways. It also helps clarify who on the Board might share expertise with specific tasks (e.g. in helping to review funding proposals).

The workshops have become better and better, as we learn what works and what doesn't work. We feel very positive about this past year, despite the stresses of not knowing about future funding, because we have strong communication between Board and staff about our situation and options.

**February meeting:** At this meeting, the Board receives, reviews and approves the year's budget. As well, we receive a detailed – and lively – report from staff on fundraising.

And that is the yearly Board cycle.

### Board Role in Fundraising:

The role of the Board in fundraising is an issue that in earlier years was discussed with some discomfort. It has been revisited over the years, discussed from a variety of perspectives, and has evolved to the present active engagement of the Inter Pares Board in a variety of fundraising activities. My own feelings shifted over time, as we articulated and discussed the philosophy of fundraising as an act of solidarity, integral to sustaining vibrant, progressive organizations. Some of us on the Board needed to overcome the fear to ask for funds; we have extended our comfort zone through training.

Here are some of the ways the Board is currently involved in fundraising and outreach:

- We express appreciation to donors/supporters by writing personalized notes of thanks; making phone calls; visiting donors along with staff.

- We reach out to personal networks of friends, family, and colleagues to tell them about Inter Pares' work and invite them to contribute.
- We help coordinate Inter Pares events for visiting counterparts (e.g. two film screenings and a panel discussion with Inter Pares counterpart Khushi Kabir from Bangladesh were recently organized by a Board member in St. John's, Nfld).
- We host donor and fund-raising events, such as house concerts, journaling workshops, and pottery sales.
- We organize community events too, and write articles to share experiences from the 2014 Inter Pares Solidarity Tour to Guatemala.
- We draft letters to sustaining supporters across Canada concerning legacy giving.

In addition, the Board sets a yearly fundraising target for itself. There is now a Board Fundraising Committee which liaises with the staff Major Gifts Committee; takes a leadership role in setting Board fund-raising goals; reports on progress on Board fund-raising; and keeps track of the yearly calendar of Board fundraising opportunities.

This has truly been a positive evolution in Board/staff relations. Joint fundraising and outreach initiatives provide opportunities for sharing ideas and mutual support. Together, we continue to think about and deepen our understanding of the role of money and fund-raising in effecting positive social change.

**A few other things Board members have been involved in this past year:**

#### **The Board Development and Renewal Committee (BDRC)**

This year, they coordinated the Board evaluation process. They refined the nominations process to ensure greater consistency in the information gathered about prospective Board members. This was a good year to do this, since we recruited three new members to the Board last year and this year, current members are standing for re-election. In the coming months, the BDRC is also going to facilitate Board discussions about how we can ensure that nominations processes lead to better representation from members of the global diaspora on the Board.

#### **Executive Committee**

In general, the Executive serves to ensure that Inter Pares Board governance roles and responsibilities are being met by a) maintaining regular communication with the Executive Director, Board Liaison, Financial Officer, and other staff, and by communicating back to the rest of the Board, as necessary; b) meeting several weeks prior to each Board meeting to review and discuss the draft agenda; c) meeting from

time to time to be briefed, advise staff, and take action, as appropriate, on any emerging issues.

### **Representation to government**

On occasion, Board members may be involved with staff in meetings with Members of Parliament and other government representatives. This occurred most recently through the 2015 CCIC Leadership Forum and meetings with MPs and several Committee chairs from all parties.

### **Programmatic and other advisory expertise**

In addition, individual Board members have also provided foundation prospect advice and letters of support; advice on Canada Revenue Agency regulations regarding charitable status and political activities; and helpful feedback on the design of Inter Pares ads and the annual report. As elaborated in the Executive Director's report, Inter Pares Board member Amanda Dale shared her insights and expertise with counterparts in Sudan about the establishment of legal clinics for women, and also participated in a dialogue about fundamentalism with several Inter Pares counterparts.

### **Other community outreach**

A staff /Board team also responded to several invitations from university professors and community groups to present information about Inter Pares' work and its unique feminist, co-management model and governance structure. These presentations were well-received, and provided further opportunities for valuable staff/Board collaboration

### **Meetings with counterparts**

Of course we benefit tremendously as a Board when counterparts visit and are able to attend Board meetings or at least meet with some of us. This past year has been especially rich. In June 2014, Dr. Cynthia Maung and Gary Rozem, from the Burma Relief Committee (BRC), gave a detailed presentation to the Board; Pilar Trujillo, Project Counselling Service, spoke with our Board in October and also sat in in our Board workshop. And several of us met with long time Inter Pares counterpart Khushi Kabir from Nijera Kori in Bangladesh. Through these meetings and discussions, we strengthen our political analysis and our resolve for a more just world.

So, in this 41<sup>st</sup> year, I think we can say there is trust, good will, good communication and mutual accountability between Inter Pares staff and Board. We are pulling together

in the same direction. Despite challenges we face, there is realistic optimism around our Board table and a sense of community.

I want to thank my fellow Board members. Every one of you teach me something new each time we meet. You are a joy to work with. Special thanks to Tamara Levine, the past chairperson, who counsels me wisely, and the members of the Executive.

To the staff: The stellar quality of your work and commitment is of course the basis and life of this organization. You make co-management work, with a great deal of effort and willingness to make it work. You are inspiring.

Thank you for the little things: the warm welcome when I come to the office, even when you are beyond busy; the consideration and respect that all the Board receive from you, including personal notes of appreciation; your ability to laugh easily and analyze deeply. You are all a credit to your families, to your communities, and to the world.

And to all of you, past Board and staff: without the care, commitment and nurturing, hard work and visions you provided over these years, Inter Pares would not have been sustained to be the vibrant organization that it is, supported and respected by so many.

There is a Hebrew blessing called the She'hecheyanu. It is recited on major life cycle events and celebrations to recognize the significance of being in this moment. The 40<sup>th</sup> anniversary of Inter Pares definitely warrants such a blessing. And so, to paraphrase, we are thankful for having lived, and been sustained, to arrive at this day.

*Sari Tudiver*  
*April 30, 2015*