



**2019-2020**  
**GOVERN for IMPACT**  
**Annual Report**

## Organizational Information

### **About the Organization**

Govern for Impact was founded as The International Policy Governance® Association (IPGA) in New York State on March 12, 2001 as a 501(c)(3) not for profit organization and officially launched in Toronto, Ontario, Canada on June 22, 2001.

The name of the organization was changed into Govern for Impact after an unanimous AGM vote in Savannah, Georgia, USA, on June 22, 2018.

This year (2020) marks the Association's nineteenth full year of operation.

### **Mailing Address**

Govern for Impact  
2206 Village West Drive South  
Lapeer, MI 48446 USA  
USA Tel: +734-239-8002  
Email: [admin@governforimpact.org](mailto:admin@governforimpact.org)

### **Website**

<http://www.governforimpact.org/>

## 2019-2020 Board members

Hartger Wassink  
(Second Term Expiring 7/2020)  
Email: [post@hartgerwassink.nl](mailto:post@hartgerwassink.nl)  
**Chief Governance Officer**

Ray Tooley  
(First Term Expiring 7/2020)  
Email: [rtooley@ourboardroom.net](mailto:rtooley@ourboardroom.net)  
**Board Secretary**

David Gray  
(First Term Expiring 7/2020)  
Email: [david@davidgray.co.nz](mailto:david@davidgray.co.nz)

Harry Nijkamp  
(First Term Expiring 7/2021)  
Email: [info@nijkampconsult.nl](mailto:info@nijkampconsult.nl)

Elaine Vandale  
(First Term Expiring 7/2021\*)  
Email: [efvandale@gmail.com](mailto:efvandale@gmail.com)

Chuck Namit  
(First Term Expiring 7/2022)  
Email: [cmapper@comcast.net](mailto:cmapper@comcast.net)

Patricia McCarver  
(First Term Expiring 7/2022)  
Email: [pmccarver@wgu.edu](mailto:pmccarver@wgu.edu)

AJ Crabill – Board member at large  
Email: [ajc@ajc7.com](mailto:ajc@ajc7.com)

The board benefits from representation from the USA, Canada, The Netherlands, and New Zealand. Biographies are on the Govern for Impact website.

### **Chief Executive Officer**

Karen Fryday-Field  
Email: [KFryday-Field@governforimpact.org](mailto:KFryday-Field@governforimpact.org)

## List of Board Meetings

### 2019

- July 9
- August 6
- August 20  
(Board Retreat)
- September 3
- October 1
- November 5
- December 3

### 2020

- January 7
- February 4
- March 3
- March 26  
(Extra Meeting re Covid-19)
- April 7
- May 5
- May 7  
(Board Retreat Preparation)
- June 9
- June 17  
(Conference)
- June 18  
(Board Retreat)

## **Board Annual Report**

### ***Introduction***

Writing a board annual report might seem like a rather straightforward, even dull, exercise. Well, that has not been my experience for the reports that I have drafted. GOVERN for IMPACT has had a few extraordinary years, and this year proved to be no exception.

Writing about the year is a challenge where it concerns the challenges and difficult issues we have faced. At the same time it is a satisfying experience, as it makes clear, in retrospect, how the Policy Governance principles helped our organization stay on course, even in the most challenging times experienced in the world's recent history.

### ***New Board Members and the Policy Governance Proficiency (PGP) Program***

We started this year on a positive note and took an important step forward as an organization. In Montreal at its June 2019 Annual General Meeting, the Board welcomed three new members effective July 1, 2019. Two of them are the first to join our Board as graduates of our PGP Program reflecting changes to our bylaws made at the end of 2018. A special Board Retreat was held in August to allow members to get to know each other. The good conversation made up for the shortcomings of the virtual nature of the meeting.

Caroline Oliver, our former CEO who sadly passed away two years ago, had the foresight and vision to start a new top-level education program in 2015. After a year of incredibly hard work by a group of dedicated volunteers, the first PGP cohort started only a year later, in 2016. It is amazing and rewarding to realize that September 2020 will see the start of our fifth cohort, with some 50 people having already successfully completed the program.

This is of course an operational matter, but I want to mention it here in order to underline how massively important the PGP program has proven to be for the continuation of the GOVERN for IMPACT Board and therefore for the survival of our organization. Seeing the PGP program going strong every year, I am confident about the future leadership of our organization and the Policy Governance community as a whole.

### ***Board Priorities for the Year***

At the start of the Board year, the priorities on our agenda were fairly modest. Our main priority was to be more efficient in our 'day-to-day' governing business of monitoring, to free up time for important long-term matters like ownership linkage, dialogue with our CEO on Ends monitoring, and Board education. We will go into these in more depth in the Board Performance section further below.

A second priority was to be more transparent as a Board by more frequently sharing the work of the Board, its challenges and considerations moving forward. The plan was to write monthly blogs and even vlogs (video-blogs). As CGO I did write some blogs, but I must admit that I did not write as frequently as I had wanted. Nevertheless, I hope that you appreciated the blogs that I did write and found them beneficial. I received some encouraging feedback, for which I would like to thank the senders.

### ***Issues of special concern***

There are two issues that we are discussing separately in this report, as they required a significant amount of time of the CEO and the Board, right at the start of the Board year.

Firstly, we addressed a complaint that we received from some conference attendees about a negative experience during the annual conference in Montreal. The Board discussed the concern from a board-ownership relationship perspective in our meeting. The CEO took care of handling the complaint itself with the people involved. It primarily related to different perspectives on Policy Governance principles.

The Board, after deliberation, concluded that the unfortunate experience made clear that change is difficult. And that is even more important to keep trying to strike a balance between upholding a high bar with regard to Policy Governance principles and being open to a variety of experiences in adopting the principles.

It is not always clear what the right balance is and we have to acknowledge that in this respect, we will always be learning. But the two orientations are not mutually exclusive. As long as we keep looking for common ground in our commitment to excellence in governance, we will find ways to be a welcoming, inclusive community for a variety of perspectives.

At the same time we continue to be inspired and energized by the strength and vitality of the Policy Governance system. On behalf of the Board a letter was sent to the explaining the Board's position, expressing our regrets and our wish that we will be able to welcome them back into the dialogue in the future.

Secondly, we also addressed a sensitive issue that was brought to the attention of the Board and that of the CEO. It concerned a difference of insight between an affiliate and the CEO in her personal capacity as consultant, that despite several efforts could not be solved. The affiliate has since resigned.

Although no formal complaint was brought to the Board, the issue has been a matter of high concern and intensive deliberation within the Board and between the Board and CEO, because of the potential personal and organizational implications.

The Board requested an interim monitoring report from the CEO on the matter, related to Executive Limitation 4.6 *Treatment of People*. The Board, after extensive review, concluded that no boundaries had been compromised, accepted the CEO's report and considered the matter fully resolved. Still, the Board regrets that it hasn't been properly able to say goodbye to a long-time affiliate that dedicated significant time and energy to our organization.

### **Board Performance**

#### ***Monitoring and Policy Governance Consistency***

As mentioned above, one of the priorities for this year was to maintain the Board's monitoring schedule. Over the past two years, for a number of reasons, sticking to the schedule proved to be a challenge. We are pleased though to report that with regards to CEO polices (Ends and Executive Limitations) we have been able to discuss and assess all monitoring reports on time, thanks in no small part to the clear and consistent way of reporting by the CEO and her staff.

With regard to Board policies (Governance Process and Board-Management Connection policies), we are still struggling to keep up. This is something that will require attention again in the next Board year. Striking the balance between the Board's work to focus on the required inward orientation while keeping the forward and outward looking perspective and focus still needs to be enhanced.

The board was rigorous in performing a self assessment after each meeting this past year. Eight factors were considered that included our: compliance with the principles of Policy Governance, degree of future focus, proactivity in deliberations, and effectiveness in meeting processes. A rating of 1 to 5 stars for each factor was provided by members, as well as comments that provided backup for our assessments. We are happy to report that our average rating range is between 4.3 to 4.7 stars.

Discussing the Ends monitoring last October provided the Board with the insight to offer more direction.

This triggered the question if, contrary to our initial plans, we should revise the Ends statements after all. To do so, we determined that we first needed to go ahead with ownership linkage. This was in fact the second Board priority this year.

### *Ownership Linkage and Ends Revision*

The Board had not conducted significant ownership linkage since the transition in 2018 from our previous name, International Policy Governance Association, to our new name, GOVERN for IMPACT. Therefore, we were interested in learning from the ownership about their concerns and ideas on the future of GOVERN for IMPACT. We organized focus group sessions in March with a diverse group of long-time affiliates and people fairly new to the organization. Participants, who could not participate in the group sessions, were also provided with the chance to submit written responses to the set of questions posed by the Board. We would like to thank all those who took the time to participate and provide their input.

During its April meeting, the Board reviewed the comments and feedback received. An in-depth summary of the input provided can be found on the GOVERN for IMPACT webpage but I will touch upon a couple highlights here.

Not surprising was the participants' commitment to Policy Governance principles and the importance of effective governance. Participants were confident a better future was possible when boards comprehended their role as leaders who understood the potential value and the impact of good governance in determining that future. When boards understood that excellence in governance did not exist without owner accountability and that decision-making should be driven by owners' values.

Thinking to the future, another common theme was the need for GOVERN to be more focused on the engagement and cultivation of the younger generation/professional, a group who have the potential to contribute to a greater whole. There was also good discussion on the evolving role of GOVERN for IMPACT in framing and leading the global discussion on what effective governance actually is and to be that "go-to" governance authority.

Prior to the March sessions, the Board drafted a less complex version of the Ends statements. Taking into consideration the latest input and after feedback from the Consistency Framework Team, the next version of our Ends will be sent to the Annual General Meeting in June 2020 for discussion with affiliates.

In addition, the Board will hold a special Board retreat session in advance of the Annual Conference, to further discuss the draft Ends, related to possible interpretations and strategic choices of the CEO. In this session, we will benefit from the guidance and expertise generously offered by Aimee White, a GOVERN for IMPACT affiliate and volunteer, and president of the American Evaluation Association.

### ***Policy Development***

As we focused on Ownership Linkage and revised Ends we have done little policy review and development this year. We did, however, adapt two Governance-Management Connection policies. These are 3.5.1 Executive Compensation and 3.5.2 CEO Honorarium in our Policy Manual. These were necessary to better reflect the current practices related to CEO compensation since we now have a paid CEO.

### ***Consistency Framework***

When we became GOVERN for IMPACT in 2018, we changed our policies with respect to the relationship with the Authoritative Source for Policy Governance. According to Governance Process policy 2.1.4.2 Board's Plan for Consistency, we now ask feedback on our policies and monitoring practices from the Consistency Framework Team. Although this was planned for this year, full Board and Team schedules prevented doing a complete round of review and feedback. Discussions continue between the Board and the Consistency Framework Team to develop a schedule to ensure completion of this priority for the next Board year.

The Consistency Framework Team joined the Board in its May meeting to give feedback on the draft of the revised Ends that the Board is in the process of preparing.

### **CEO Performance**

#### ***Ends Monitoring***

We have monitored Ends achievement twice this Board year. First in October 2019, second in Spring 2020. Compiling the data and preparing the reports required a huge effort from the CEO and her team. This was partly due to the somewhat elaborate and overlapping nature of the Ends statements, last revised in 2017. This was noticed by the Board during its assessment of the first round of Ends monitoring in the previous Board year.

We have had extensive and fruitful dialogue with the CEO on the Ends monitoring reports this past year. Noteworthy has been an increased membership, a growth in organizational capacity (see below), a sustained interest in existing activities and an increase in online advanced seminars.

The Board discussed with the CEO alternatives to the Ends interpretations that would, in the future, provide insight to the extent that GOVERN for IMPACT succeeded in assisting a wider governance community to benefit from the Policy Governance principles.

Following this discussion, the Board concluded that given GOVERN's scarce resources, the results presented more than sufficiently demonstrated reasonable progress and accepted the Ends monitoring reports.

### ***Executive Limitations and Information to the Board***

The CEO has consistently kept the Board updated on the amazing organizational developments achieved during this past year. First, the Board was pleased to see the improved financial position of our organization. Second was learning of the new volunteers becoming engaged with our organization. GOVERN for IMPACT would not exist if not for all the time and energy volunteers have invested and continue to invest. The Board was also kept abreast of all the ways the CEO further increased the capacity and quality of the organization by reviewing procedures related to communication and to our affiliate recruitment and retention. These operational areas of performance are crucial for Ends achievement.

In addition to the incidental information the Board received, the CEO provided the Executive Limitations monitoring reports for the Board to assess. All monitoring reports that were scheduled, have been reported on, and all reports have been accepted by the Board.

### ***CEO Contract and Compensation***

In 2019 the Board and CEO agreed to a two-year contract, within our GMC-policies 3.5 Executive Appointment and sub-policies. Per this contract, the Board evaluates the CEO's monthly pay twice a year and decides whether an additional yearly honorarium (per GMC Policy 3.5.2) is warranted. Given the positive evaluation of the CEO's performance and the organization's improved 2019-2020 financial condition, the Board approved an increase to the CEO's monthly pay in January 2020 to \$2,000 a month. This was based on an allocation of two days per week. The CEO had advised against a similar increase in August 2019. Earlier in the year, the CEO had generously donated her additional yearly honorarium of \$3,670 over 2018 to the Caroline Oliver Fund.

The Board is very thankful for the vast amount of work our CEO, Karen Fryday-Field, has done for GOVERN for IMPACT. Virtually every stone of our organization has been touched, turned around and fit in again in the effort to rebuild the organization and prepare it for the future. The solid foundation she has laid positions GOVERN to continue to mature, to grow and to move forward.

### ***Board Succession and the Future***

From August through November 2019, the Board operated with seven of its normal eight members. Personal circumstances warranted one Board member taking a short-term leave. The individual was reinstated as a member at the December 2019 Board meeting.

With the recruitment of three new Board members effective July 2019, only one new member is required effective July 2020. The new member will replace the outgoing CGO, who is on the end of his second term. In approaching candidates for the Board, a number of things are considered that includes retaining diversity in gender, geographic location given we are an international organization, and professional expertise. We hope the affiliates will support the candidate the Board is recommending for appointment at the June Annual General Meeting.

### ***Observers***

Over the past few years, the Board has also made efforts to engage and encourage members from the Young Governance Professionals' community. As most young people do not (yet) meet the requirement of having successfully completed either the Academy or the Policy Governance Proficiency program this was determined to be a way to be inclusive and to build and support future governors. These individuals attend regular Board meetings as observers and certainly add value to our Board discussions.



We have been very fortunate to have benefited from the presence and enriching insights of Lindsay Falt, Fiona Burgess and Mike Juech. The additional perspective that they bring, has proved to be invaluable. Those current three members have either reached the maximum age of 35 or completed three years in this role (or both!).

We have therefore evaluated their contribution and discussed how to move forward as the role has evolved from passive observers to more active non-voting participants. We have discussed opportunities for new young professionals to succeed the current observers. In dialogue with them, a decision will be made on continued participation from two young governance professionals in the new Board year. If needed, the appropriate policy will be reviewed to reflect the new arrangement.

### ***Covid-19 and the Future***

Our thoughts are with members of our community who are suffering the consequences of this world-wide pandemic and threat, whether they are confronted with an uncertain future, have become sick, or have even lost friends and family to the disease.

At the time of writing this report, the CEO had just announced that because of the worldwide Covid-19 outbreak and the accompanying measurements, our Annual Conference cannot be held as planned in Fort Worth, Texas. Instead, we are excited to be holding our first virtual conference.

For GOVERN for IMPACT, this is another challenge that we are facing in our short history. We are prepared to take on the challenge with our increased quality of systems and processes, and with the modest financial reserves created in the past few years.

As a Board we believe that this crisis is also an opportunity to showcase the indispensable role effective and ethical governance can play in keeping organizations on course while operating in an uncertain world. This crisis can be the catalyst that transitions GOVERN from the 'service-organization' that we have been, to a broader movement that can empower boards worldwide to make a difference. More than ever, people will be aware that boards need to be focused on the difference they are making for real people, regardless of the circumstances.

We hope that everyone in our community shares this vision that together we can help the world come out of this crisis better than it was before.

### ***Personal Reflections of the CGO***

As my second term on the Board is coming to an end this is my last Report. The time I have spent on the then-International Policy Governance Association and now GOVERN for IMPACT Board has been an experience that I would not have wanted to miss. I would have liked some events not to have happened though, most importantly the untimely passing of our dear friend Caroline Oliver.

Looking back over the six years that I have been on the Board I am amazed to see how far we have come. I have said it often, but I cannot help repeating it: every crisis we have faced and overcome, to me, is proof of the strength and versatility of the Policy Governance principles. And every great result that we have achieved in those years, to me has been a celebration of the way the principles work to energize and inspire people to work together around a common purpose.

Being a consultant and earning income helping others I know that using the principles is not easy. But being on the GOVERN Board, I have experienced it from the other side of the table too. The experience has made me more confident and humble. Confident because I have learned so much about the daily details of working on a Policy Governance board, lessons that will assist me in helping others. Humble because there is still so much to learn about it every day.

And for that reason, I hope to be part of this community for years to come. Because most of all I have enjoyed being a part of a great learning community. I hope to keep being inspired by the energy and dedication that you have impressed upon me. Thank you for the opportunity to have served you as a GOVERN for IMPACT Board member and CGO.

Hartger Wassink

For the IPGA Board of Directors,

A handwritten signature in blue ink that reads "Hartger Wassink". The signature is written in a cursive style with a large, sweeping loop at the end of the name.

## **Ends statements**

People around the world benefit from increasing numbers of governing boards using principled, systematic approaches to achieve effective owner-accountable governance. The results produced are worth the investment of resources.

Further,

### **1.1 Advancing Governance Excellence**

Governing boards and those interested in governance have a shared and evolving understanding of governance excellence.

#### **1.1.1 Defining Governance Excellence**

Governance excellence draws inspiration from an integrated system of principles, as exemplified by Policy Governance®, that aligns the organizational purpose with the intentions of those to whom the governing board owes its primary allegiance, and the interests of the community in which it operates.

### **1.2 Achieving Governance Excellence**

Governing boards and those interested in governance have the awareness, knowledge and support they need to achieve excellence.

#### **1.2.1. Awareness**

They demonstrate awareness of principled, systematic, and accountable approaches.

#### **1.2.2. Knowledge and Research**

They readily reference a growing body of knowledge and research that supports advancing excellence.

#### **1.2.3. Community Support**

They engage with an inclusive community with which to share in order to advance governance excellence.

#### **1.2.4. Expert Support**

They obtain expertise and resources to assist them in achieving governance excellence from a body of qualified people.