

Evolving HOT's Governance Model

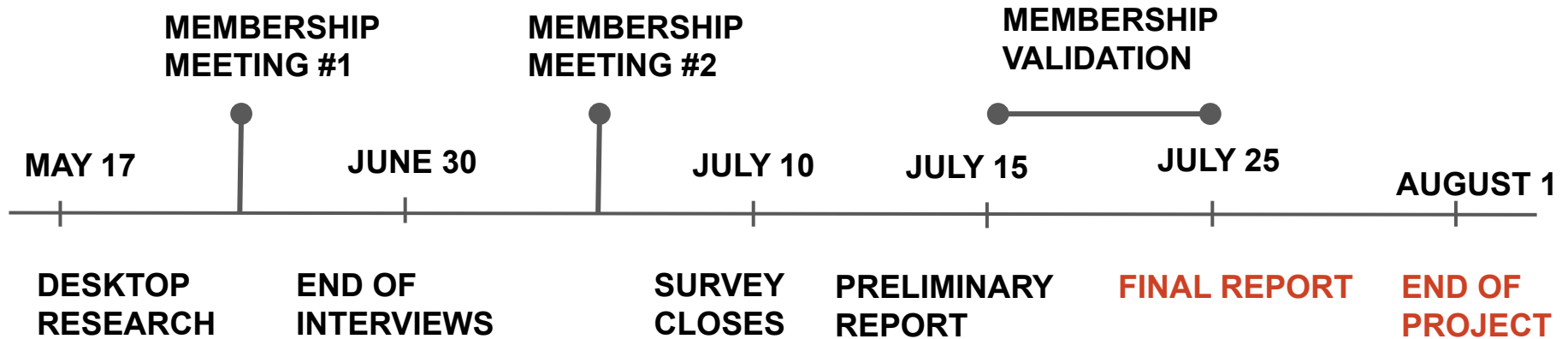
GWG FINAL RECOMMENDATIONS

AGENDA

1. **Project update**
2. **Final recommendations**
3. **Next steps**

PROJECT UPDATE

TIMELINE



RECOMMENDATIONS = COMMUNITY INPUT

BYLAW REVIEW	11 IN-DEPTH INTERVIEWS		SURVEY	2 ROUNDTABLES
20 open source, tech and international development organisations.	8 interviews with individuals associated with HOT (e.g. current and past board members, voting members, executive directors and regional hub leadership)	3 interviews with governance experts.	Disseminated with HOT membership, collecting responses from 30+ members.	2 meetings, collecting the feedback of 20+ members.

The evidence collected represents the perspectives of over **60+ individuals** who have current or past associations with HOT, as well as experts in non-profit and open-source governance.

FINAL RECOMMENDATIONS

Should some HOT board members be appointed?

OVERVIEW

- Currently, the board of directors is composed of voting members of the corporation. **Directors are elected by the membership** at the annual meeting by majority of vote
- There is a **need to open up HOT's governance** and provide the opportunity to people with **specific expertise** to be part of HOT's board
- We are exploring membership models that **make governance more accessible** and that provide an opportunity for members who are currently underrepresented in the board to contribute to shaping HOT's future.

FINAL RECOMMENDATION

- We recommend a **hybrid model** for the composition of the board of directors that includes board members elected from HOTS membership in addition to appointed board members.
- The **majority** of board members **should still be elected** by the membership, with a designated proportion of seats reserved for appointments.
- The primary focus of these appointments should be to **bring in individuals with specific skills and expertise** that are deemed essential for effective governance.

FINAL RECOMMENDATION

- The specific roles and responsibilities required should be clearly defined by the board and membership through a **transparent process** that includes **community oversight**.
- **Consider ex officio and non-voting board members** for specific positions within the board, such as the executive director. These are individuals who are part of the board and can influence but don't have voting powers.
- While amending this bylaw, **HOT needs to specify whether all individuals serving on the board will serve for an equal amount of time** or whether their time in office will vary according to the class of member (e.g. elected versus appointed board members).

BENEFITS AND LIMITATIONS

Benefits

- Opportunity to bring people from **different backgrounds and expertise** from outside of HOTs membership
- Increases representation and **fosters equity**
- **Combines** advantages of elected and appointed membership models

Limitations

- Process needs to be defined to decide how appointed members would be **integrated**.
- Different levels of **commitment and engagement** between members

FUTURE RESEARCH

- A **process needs to be defined** to decide how appointed members would be integrated, and how they can be part of HOTS organizational culture. Mentorship models were suggested to match appointed board members with HOT members who could help them understand the organizational culture.
- An **in depth review** of the composition and role of the current and past boards is suggested to further understand the expertise required.
- Further research is needed to **explore the differences between appointed directors and non-member officers**. Further work is needed to understand if non-member, non-voting officers could better fill the skill gaps, while maintaining the membership elected board of directors.

Should board members be paid?

OVERVIEW

- Currently, the board of directors are **not compensated** for their services.
- They may receive **reimbursement for expenses**, or may receive **reasonable compensation** for services rendered in capacities other than as directors, e.g., as independent contractor, officer or employee.
- Whether board members should **receive a stipend** for board service is a difficult question that raises issues concerning public perception, the dynamics between paid and unpaid board members working together, and organizational culture.
- Our recommendation is to maintain the bylaw as is.

FINAL RECOMMENDATION

- We **do not recommend** bylaw amendments at this moment.
- However, there is **interest in membership in stipends** as a mechanism to improve fairness and diversity in board governance. We recommend it is revisited in the future.
- Members agree that a **fixed stipend has the potential to improve diversity on the board** but believe it is **currently unfeasible**, incompatible with HOT's organizational values and likely to create new divides and barriers for governance rather than alleviating existing ones.
- We recommend **reviewing current reimbursement policies** to ensure they are **effective, fair and in line with what similar organizations provide, strengthening non-financial incentives to join the board**, with an emphasis on providing healthy working conditions and conducting further research to understand what is discouraging members from running.

BENEFITS AND LIMITATIONS

Benefits: Protect a healthy working environment

- Preserves HOT's culture of volunteerism, which is deeply valued by HOT's staff, current and former board members and HOT's Voting Members, as long as power imbalances in volunteer practices are acknowledged and addressed.
- Reduces the likelihood of board members being affected by self-interest and the potential biases created by financial incentives, ensuring they are perceived with trust and confidence by HOT members.
- Will preserve a **healthy and positive working relationship** between board members and HOT members, as long as working conditions are addressed.
- Creates a **sense of urgency** to improve non-financial incentives to participate in the board and reduce the need for financial incentives.

Limitations: Miss out on widening economic diversity

- Compensation promotes economic diversity and gives an opportunity to serve to those who might otherwise be unable to do so.
- Experts and professionals from other sectors could expect to be compensated.
- Potential to increase accountability and performance.

FUTURE RESEARCH

1. **Conduct further research to understand what motivates HOT members to become board members now and what discourages members from applying.** This can involve creating anonymous and safe channels for community participants who have demonstrated potential for board service to voice concerns. Identifying the multiple barriers can contribute towards more holistic solutions.
2. **Assess what other types of compensation beyond financial incentives could be introduced to motivate potential board members,** such as professional development opportunities, capacity building, mentorship and leadership training, etc.
3. **Consider other forms of lowering barriers to participation, with an emphasis on creating healthier working conditions.** Emphasis should be placed on better defining time commitments and expectations, lowering time requirements/commitments of board members, sharing administrative tasks taking up some of the members' time with paid staff and assessing the impact of board work on mental health and the extent to which board members are burning out.

FUTURE RESEARCH

- 4. Review current reimbursement policies and whether they enable board members to participate in in-person meetings in equitable and fair conditions.** Suggestions to address this include: providing an internet stipend, home office allowances, a more competitive meeting allowance, stipends to prepare for and attend meetings, and clarifying if the policy provides reasonable coverage of the cost of care normally provided by the board member (whether to children, elderly, etc.).
- 5. Continue exploring the conditions around which a stipend could be an effective financial incentive.** Consider the amount of stipend across locations, explore compensation frameworks that would address existing inequities and power imbalances without making assumptions and exacerbating biases (E.g. using the pro-rata schoolteacher rate in the participant's town of origin), and if it would be sustainable to compensate board members in the long run.

Should the membership chair position be a two-year term?

FINAL RECOMMENDATION

- A **two-year term** had been deemed the most adequate duration for the membership chair before the start of this research. Expanding the duration of the term of office from one year to two years was also deemed desirable through expert interviews.
- HOT can also consider whether a **staggered system** is appropriate to ensure continuity in service.

NEXT STEPS

Next steps

- Report will remain open for further deliberation