

FOCUS

Stepping on Board to Speak up for the Youth

Interview with Mr Keith Tsoi, Council Member of The Family Planning Association of Hong Kong

“I need to speak up for the youth,” is not only a mantra that kept coming up during the interview with Mr Keith Tsoi, but also the vision that he strives for all these years. Keith joined The Family Planning Association of Hong Kong (FPAHK) in 2013 as a youth volunteer of the e-Counselling Team. He later got nominated and elected to become a youth member of its Council.

Looking back at the time he first joined FPAHK’s Council four years ago, Keith said, “I was in college at that time, and did not have much grasp of the agency’s governance. Though the staff had given me an induction, I was nervous when seeing many experienced Council Members at the initial meetings. There were a lot of meeting documents that I rarely came across, especially those on finance. To be honest, I was quite clueless and frightened. Fortunately, the Council Members and staff had great patience in answering my queries and allowed me to ask questions boldly. These helped me settled in eventually.”

Keith was a FPAHK Council Member in 2014 and 2015. After that, he participated in various youth services of different NGOs. With great admiration for FPAHK’s commitment to youth engagement, Keith decided to join its Council again in 2017, serving until the end of this year. He felt much more prepared joining the Council for the second time. “It was perhaps the influence of the senior members. Seeing them take their time off busy schedules for Council meetings, I felt obligated to do my part well. I would read through all papers beforehand and not waste any time in meetings. I would also seize opportunities to speak up for the youth. After all, it is easier for youth Council Members to reach young people. As I have also worked with teenagers and secondary school students through other NGOs, I wish to let people of different ages understand more of the youngsters’ thoughts and views,” Keith shared.

FPAHK is one of the founding members of the International Planned Parenthood Federation (IPPF), which advocates youth under 25 year-old to participate in policy-making at governance level. There are currently four youth Council Members in FPAHK. Keith was also a regional youth Council Member of the IPPF in 2014-17 and attended the IPPF Youth Forum representing FPAHK to exchange views on youth policies with representatives from other regions. “Through the overseas meetings, I have broadened my horizons. People may share different views in the discussions, but we did not oppose each other. Rather, it facilitated our understandings and helped us look for solutions together,” he said.

From volunteer to governor, Keith felt a huge difference in his roles and responsibilities. He said, “When I was in volunteer service, the targets were the service users and the role was more straight-forward. As a youth Council Member, I bear much more responsibilities to assist in setting up organizational policies and face even more stakeholders, especially young people. We hope to listen to them more and take their views into account in policy-making; so that the organization can provide better services and support for them. I sincerely hope that more young people could take part in NGO governance. With active engagement, readiness and commitment, we would be able to speak up through these platforms. With our participation, we can make a difference.”



Keith (second right) encouraged youth Council Members to participate in more trainings to understand the roles and responsibilities of governors. This is a group photo of Keith with other young board member participants at the Induction Workshops for NGO Directors.



Photo of Keith (back row, first right) with other Council Members of FPAHK. He thanked the organization for inviting youth Council Members and accepting the opinions of young people.

GOVERNANCE IN ACTION

Creating Synergy Between Board and Management

Most NGOs in Hong Kong have a two-tier structure with a board of directors and a management team. A healthy relationship between the two could be a key driver to the success of an NGO. However, a dilemma often exists between them as they share the responsibilities of running the organization and have an “employer-employee relationship”, where the board members are “non-paid volunteers” but select, hire and evaluate the CEO (and sometimes other senior management staff). In view of the uniqueness of this partnership in the NGO sector, this article aims to discuss the elements of developing an effective board-management relationship.

Clear roles and responsibilities is the number one factor that facilitates an effective working partnership. In general, the board should govern, and the management should manage. The more established the organization, the more likely it is for the board and management to differentiate their responsibilities. However, for smaller organizations with less staff, or organizations transforming from volunteer organizations with no staff to more structured NGOs, the boundaries between management and board may be less clear-cut.¹

There are tools and guides available that can help **set expectations** for each party’s roles. Mr Barry S. Bader, an experienced governance consultant in healthcare in the US, suggested in his article seven guiding questions that NGOs should ask when distinguishing the two roles. Examples are “Is it about the future?”, “Is a high-level policy decision needed to resolve a situation?”, “Is a red flag flying?”, etc.² BoardSource, a US nonprofit specialized in board development, also issued a document on “Board Chair and Chief Executive Responsibilities” listing out the various aspects of work in an NGO, such as “policy and planning”, “fundraising and development”, and “staff oversight”, with the clear directions on what roles board chair or CEO should play and avoid overlapping in the dual leadership.³

Responsibility Area	Role of Board	Role of Management	Joint/Overlapping
Mission & Planning	Approve annual implementation plan – ensure consistency with strategic plan	Develop annual implementation plan consistent with strategic plan	Implementation plan for board initiatives
Fundraising	Ensure that organizational resources are consistent with organizational activities	Execute fundraising strategy, with support from the board	Develop a fundraising strategy
Personnel	Approve personnel policies	Hire all staff	Establish a grievance policy
Finance	Approve the budget	Develop an annual budget	Modify budget as needed in response to actual results

*Division of responsibilities between board and management extracted from “Board/Executive Director Tensions”.*⁴

While having clear roles is essential, **having respect** for each party’s roles can avoid micro-management/micro-governing. For instance, the board has to understand and respect that the management may be the one who most understands the agency’s operation, whereas the management should respect the board for their authority in overseeing the development of the organization.

The other side of the board-management relationship is more about *dynamics*. Former Chairman and former CEO of The Hong Kong Society for Rehabilitation, Mr Benny Cheung and Mr Ng Hang-sau, shared some practical wisdoms on this during at the Induction Workshop for NGO directors held in March 2018.

¹ The Wheel. (2010). *Management vs Governance*. The Wheel. Retrieved from: <https://www.wheel.ie/content/management-vs-governance/>

² Bader, B. S. (2008). *Distinguishing Governance From Management*. AHA Trustee Services.

³ BoardSource. (2018). *Board Chair and Chief Executive Responsibilities*. BoardSource. Retrieved from: <https://boardsource.org/board-chair-chief-executive-responsibilities/>

⁴ Governance Matters. (n.d.). *Board/Executive Director Tensions*. Governance Matters.

GOVERNANCE IN ACTION

Before accepting the offer of becoming the CEO, Mr Ng made sure with Mr Cheung that the board chair should be the only one that would supervise him and not all of the other board members. This **honest and candid conversation** help set out clear expectations in their relationship at the very beginning. Mr Ng emphasized the importance of **using informal occasions to communicate** with his board and understand their views. He jokingly said that it was a challenging task as one board member might prefer meeting over coffee in day time, while the other one preferred having wine at midnight. Mr Cheung echoed that it took time to **adjust to the personality and preferences of individual board member and management staff** to make things work.

Furthermore, Mr Cheung shared that informal settings can build up an atmosphere where the CEO would feel comfortable to share his challenges, and the chair himself would have undivided attention to listen to and go through concerned matters from both sides. Not only these communications can help **address (negative) feelings and emotions**, it can also prepare the board chair and CEO for any unexpected concerns that the board/management may raise during board meetings, which could potentially lead to conflict between the two.

The board chair and CEO should **act as bridges** between other board members and the rest of the management team. Mr Cheung expressed that when selecting Mr Ng to be the CEO, he was impressed by Mr Ng's positive relationship with the staff, allowing effective implementation of strategic plans which the board had decided on. On the other side, Mr Ng said that there are usually four elements involved in communications with the board — facts, feelings, findings, and future. His board tended to focus on “future” and advise on upcoming plans. To facilitate their consideration, Mr Ng would usually bring them back to the “facts”, **keep the board informed** about frontline operations that they might not be aware of, and ensure decisions were made and well put together in context, that the “findings” and “future” were realized basing on “facts”.

Having a good board-management relationship requires both rules and maneuver. These two components go hand in hand in the interest of the NGO. In a good partnership, the board and management both understand their roles. However, without the flexibility to adjust and communicate with each other, there would not be trust or empathy when facing challenges. With a good relationship, the board and management may be closely bonded. It would be a risk where either party is overly trusted, or when boundaries start to blur.

There is no one formula for the board and management to sync instantly. It works differently in each organization depending on the inter-personal skills of the board and management, as well as the organizational culture and governance practices. Most importantly, a relationship is always a two-way street; only with willingness and commitment from *both* sides, will the board and management be able to create synergy and drive the NGO forward together.



During Session 2 of the Induction Workshops for NGO Directors held on 17 March 2018, former Chairman and former CEO of The Hong Kong Society for Rehabilitation, Mr Benny Cheung (right) and Mr Ng Hang-sau (left), shared their experience and stories in building a strong and supportive Board Chair-CEO relationship contributing to the agency's development.

UPCOMING ACTIVITIES

Seminar on “Employment Related Responsibilities of NGO Boards”

Employees are the greatest asset of an organization. As most NGOs are employers with paid staff, their boards need to take an oversight role to ensure compliance with employment related legislation in Hong Kong, as well as to make strategic decisions in the best interest of both the agency and the staff.

Once again collaborating with The Law Society of Hong Kong, Mr Walter Lee, Chairman of its Employment Law Committee, will speak on the employment related issues that board members should be aware of from a legal point of view. Also being an NGO director himself, Mr Lee will share from a governance perspective and suggest proactive measures that NGO boards should adopt to protect the agencies and directors from potential risks and liabilities arising from employment matters and labor disputes. Details as follows:

Date & Time:	31 Aug 2018 (Friday) 6:30pm – 8:30pm		
Targets:	Board and committee members (top priority), agency heads and senior management of HKCSS Agency Members		
Language:	Cantonese (materials in English)	Fees:	Free of charge

Interested parties please register [online](#) on or before 21 Aug 2018 (Tuesday). Successful registrants will be notified by email by 24 Aug 2018 (Friday).

Advisory Service on Governance Documents

Essential documents of an NGO, such as governance handbook (Directors' manual) and Articles of Association, are crucial to its governance. These documents set out the rules and guidelines of how an organization should be governed. As an organization grows and compliance requirements (e.g. amendment of the Companies Ordinance) change over time, NGOs need to review these documents periodically to align their governance with up to date best practices.

Co-organized with PILnet: The Global Network for Public Interest Law, this program will match agencies with volunteering lawyers that provide tailored consultation and pro bono legal assistance. Scope of the advisory service includes:

- compilation of governance handbook for the agency
- reviewing and updating of agency's Articles of Association as required

Quota: 5 – 10 organizations

The Advisory Service is expected to be kicked off by the end of October 2018. Please [click here](#) for service details and enrollment.

SNAPSHOTS



Workshops on NGO Boards' Roles in Human Resource Management (HRM) were held in June and July 2018, covering key concepts, knowledge and practices of HRM in the social service sector, together with the roles and functions that board members play in such aspects.



In the NGO Directors' Luncheon held on 11 July 2018, Mr David Sun, Director of Audit, (third left) spoke on the topic of “NGO Governance and Public Trust” and exchanged with participating NGO representatives.

The luncheon series is sponsored by the Hong Kong Institute of Certified Public Accountants Charitable Fund.