



Board of Directors Succession Policy

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PREAMBLE

Springboard is dedicated to providing high-quality programs and services in support of youth and adults who are historically underserved, and as such placed at risk, through critical transitions in their lives. Springboard builds stronger communities through its core values of inclusivity, collaboration, innovation, care, and integrity. To that end, Springboard is committed to creating a truly inclusive community where all individuals are able to prosper and flourish.

Springboard has committed to advancing the Diversity, Equity, and Inclusion (DEI) process to address systemic discrimination and racism, particularly Anti-Black Racism (ABR). As such, Springboard’s Succession Policy commits to reinforcing principles, values, and practices that respect the integrity, worth, and wisdom of all people. Springboard’s Board recruitment philosophy and practice seek to ensure that a diversity of lived experiences, identities, and ways of knowing and being are included, welcomed, and reinforced. By doing so, Springboard will be able to continually increase its capacity to more deeply understand, respect, and be in reciprocal relationships with the people and communities it serves.

Note: Various By-laws, assessment rubrics, and matrices in the Succession Policy still require a DEI/ABR review. Springboard commits to further evolving these tools, so they can align with their wider organizational commitments to DEI and address ABR.

Purpose

Springboard is governed by a Board of Directors that provides a diverse range of expertise, experience, and community representation to the organization. The Board is ultimately accountable for the overall direction, oversight, and effectiveness of Springboard. As trustees of Springboard’s programs, services, and assets, the Board is accountable to the organization, its funders, the people that it supports, the broader community, and its stakeholders. Embedded in the Board’s accountability is its

commitment to diversity, equity, and inclusion and addressing Anti-Black Racism (ABR) and DEI, and an ongoing deepening in the understanding, learning, principles, values, and practices of ABR/DEI

Springboard's Board of Directors is committed to a strategic succession planning process to effectively address any transitions and to ensure the continued high performance and success of the Board as a governance and leadership body. This process involves identifying and preparing new Board members to proactively succeed departing members, as well as preparing its existing members for Executive Leadership positions on the Board. It also includes succession planning for Board Committee members and Committee Chair positions.

This policy describes the procedures, selection criteria, process requirements, and practices that underpin the Board's recruitment and succession planning process.

Guiding Values and Principles

The following values and principles guide decision-making and the administration of all Board related recruitment and succession development activities:

- The recruitment, appointment, and re-appointment processes are consistent, equitable, rigorous, transparent, and in alignment with Springboard's strategic plan, organizational mandate, and values.
- Board members embody Springboard's mission, vision, and values and foster the organization's commitment to DEI including addressing systemic discrimination and ABR.
- The Board commits to recruiting a pool of individuals with a diversity of backgrounds, experiences, and competencies that enable Springboard to build an exemplary Board team that achieves its mission and strategic goals, and reflects the multiple perspectives of the community that the organization supports. This includes recruiting Board members who reflect the lived experiences of the people Springboard supports. The recruitment and selection of Board Directors, Executive Leadership positions, Committee Chairs, and Committee members are based on skills and expertise, life experience, leadership competencies, and expressed interests that best meet the governance capacities and needs as identified in the Board's Skills Matrix, annual Board evaluation, and Board self-assessment process.
- The Board is committed to diversity of cultural, ethnic, and gender representation as well as the diversity of thought, experience, and background. The Board is committed to ongoing engagement with DEI/ABR training that explores implicit bias and other manifestations of discrimination. Directors' terms will be staggered in such a way as to ensure that a small number of Directors can resign from the Board in any given year, providing opportunities for renewal and amplified diversity, while ensuring Board continuity, sustainability, and cohesion.
- An Asset-Based/Appreciative lens further supports the Board's work, by seeking to affirm areas where Springboard demonstrates effectiveness, capacity, and best practices. This further enables resiliency and the ability to identify areas of challenge, improvement, and growth from an affirmative lens.

While this policy lays out standard processes and protocols that guide Springboard's Board succession planning, the Board has the discretion, at any time, to adapt anything here within to address circumstances that require flexibility and support organizational continuity. The Board maintains its commitment to its values and principles in such a situation.

Board Roles and Responsibilities in Succession Planning

Board of Directors

The Board of Directors approves all strategies and recommendations related to Board recruitment, development, and succession and is responsible for overseeing and supporting the activities of the Governance Committee and the Nominations Committee (a subcommittee of the Governance Committee).

Additionally, the Board of Directors is responsible for:

- A. Electing members of the Nominations Committee based on the recommendations of the Governance Committee;
- B. Providing input on candidates for Board nomination recommended by the Nominations Committee;
- C. Electing new Board Directors at the AGM; and
- D. Electing the Executive Leadership Board members (Chair, Vice-Chair, and Treasurer) and Committee Chair positions.

Board of Director elections take place at Springboard's Annual General Meeting (AGM) ideally held in September of each year. The election for any open Executive Leadership positions – namely the Chair, Vice-Chair, and Treasurer – will take place at the first Board meeting following the AGM. A list of interested candidates for each vacant Executive Officer position will be compiled in advance of the meeting and provided to Board members to support this election. At the time of the election, Springboard's commitment to DEI/ABR will be uplifted as a reminder to ensure that the election process and new board appointments are achieving Springboard's desired benchmarks for the diversity of representation.

In addition, the election of Committee Chairs and members of the Nomination Committee will take place at the first Board meeting following the AGM.

Governance Committee

The Governance Committee is ultimately responsible for Board succession planning and setting the overarching direction and parameters of Board operations, including:

- A. Recommending a slate of Board Directors at the AGM for election to the Board
- B. The annual recommendation of the Nominations Committee membership to the Board and overseeing the work of this subcommittee;
- C. Recommendation of candidates for Executive Leadership positions and Committee Chair positions;

- D. Approval of candidates for Committee membership;
- E. Establishing Board member eligibility criteria, the Board Skills Matrix, and Board self-assessment and evaluation tools, as well as managing the processes associated with these tools to assess the current Board composition to identify gaps;
- F. Ensuring a laddered succession plan/staggered Board strategy is in place for Board members, Committee members, Committee chair positions, and Board Executive Leadership positions¹, as well as the development of processes and practices to support this;
- G. Supporting the Nominations Committee to meet the Board member recruitment goals for Board composition, in alignment with the Board Skills Matrix;
- H. Development of an emergency Board Succession Plan;
- I. The administration and review of the Board performance evaluation process;
- J. Activities related to Board member orientation, training, and professional and leadership development including coaching and mentoring;
- K. Providing regular updates on Board recruitment, succession planning, and development as well as seeking Board input, as required; and;
- L. Other duties, as assigned.

Only candidates recommended through the nomination process set out in this policy shall be eligible for election or appointment.

¹ A laddered succession plan focuses on the development of existing Board members, Committee Chairs, and Committee members to take on more senior positions through strategies that nurture the talent pipeline (i.e. members move up through the Board to take on increasingly demanding leadership roles)

Nominations Committee

Springboard's Nominations Committee is a sub-committee of the Governance Committee, composed of 3-5 members with broader representation, including at least one external member. The Nominations Committee is elected by the Board at the first meeting of the new Board.

An EDI/ABR lens will be applied in considering the composition of the Nomination Committee, to ensure its members represent a diversity of identity and understanding of EDI/ABR philosophies and practices to support the integrity of the recruitment process throughout. In addition, the Board is committed to ensuring an ongoing diversification of its outreach strategies in upholding its commitment to investing in DEI and addressing ABR.

The Nominations Committee is responsible for conducting the annual Board recruitment process, and making recommendations to the Governance Committee in accordance with this policy, specifically:

- a. Developing an appropriate Board recruitment strategy which includes planning for future vacancies with respect to the Board and organization's future leadership needs;
- b. Identifying when relevant and critical skills, competencies, expertise, and representation are required at the Board table (based on the Board's Skills Matrix)

- tool) and developing appropriate recruitment strategies to fill identified gaps;
- c. Recruiting Board and Committee candidates using a diversity, equity, and inclusion lens through targeted recruitment strategies;
- d. Systematically and strategically undertaking networking and outreach activities to develop a pool of qualified Committee and Board member candidates, with support from the Governance Committee and Board;
- e. Ensuring Board recruitment is undertaken in accordance with the relevant legislation and requirements as well as provisions outlined in Springboard's governing legislation, organizational by-laws, and policies;
- f. Interviewing and recommending a slate of diverse candidates with appropriate expertise, competencies, and representation to be presented to the Board by the Governance Committee to fill vacancies for the following year (to be voted on by the membership at the AGM, held ideally in September of each year);
- g. Ensuring a plan is in place to fill key positions in the event of a vacancy in accordance with the *Emergency Succession Planning* section of this policy; and
- h. Other duties, as assigned.

Key Parameters: Board and Officers' Roles and Terms

Board Directors are elected and may serve up to two three-year consecutive terms, although a Board member may choose to resign after their first three-year term. Should a Board member complete their two 3-year terms, they are eligible to be considered for re-election, together with other candidates for the Board, following a one-year hiatus from the Board of Directors. Considerations include the need to balance Board renewal with the need for experience while ensuring the requisite skills, competencies, and representation on the Board (inclusive of EDI/ABR specific knowledge and capacities).

The number of members on the Board of Directors will be established in accordance with the organization's By-laws and will be based on identified leadership, governance capacities and needs, and key areas of priority and focus, as identified by the Governance Committee.

Ensuring that Directors are recruited with staggered terms is also a succession planning priority to ensure continuity. The staggered Board structure will support a process where a small number of directors step off or complete their terms each year (e.g. ideally, if there were 12 directors, one-sixth of the Board positions would be renewed annually as directors complete their full terms). Board members will be asked to reconfirm their commitment each year as part of the Board self-assessment tool, in order to forecast potential vacancies.

An annual review of competencies/skills, and interests based on Board priorities (as identified through the Board Skills Matrix and Springboard's DEI/ABR commitments and values).

Executive Leadership Positions

The Board will maintain the following three Executive Leadership positions: Board Chair, Vice-Chair, and Treasurer. The Secretary position is integrated into the Executive Director's duties (as per the By-laws). Candidates for these positions will be put forward

by the Governance Committee for election by the Board at the first Board meeting following the AGM.

The total time a Director might occupy an Executive Leadership position is dependent on what point in their Board tenure the individual has been elected to the leadership position. The term of office for the Chair of the Board is three years.

The Vice-Chair, who will be positioned as the Chair's successor, will also have a term of three years. The Vice-Chair may serve a second term for up to three years, depending on the total time served on the Board (for up to a total of six years of consecutive Board service). A Board member will be identified as an understudy for the Vice-Chair role to ensure a succession plan is in place once the current Vice-Chair vacates this role and moves into the Chair role.

At all times, the Board will strive to retain at least two Board Directors with significant financial experience, who will be identified as candidates for the Treasurer role. One will occupy the Treasurer role, while the second will act as an understudy and will normally serve as the Chair of the Audit Committee that provides oversight for the review of the Audited Financial Statements and recommendations for their approval to the Board of Directors

The Treasurer will also have a term of three years, with an extension of up to another three years, if/as required and as long as a total of six years of consecutive Board service has not been exceeded.

The goal is to identify individuals who possess the skills, competencies, perspectives, and values for senior leadership positions for the Chair, Vice-Chair, and Treasurer positions. Particular attention will be placed on ensuring said individuals possess knowledge and respect for DEI/ABR principles and values, and/or a commitment to continuing to learn and grow alongside Springboard in this way. Committee Chair positions provide leadership development opportunities that prepare individuals for Executive Leadership positions on the Board. While Committee Chair experience is seen as an asset for Executive Leadership positions, it is not a requirement.

Committee Membership

Every Director must serve on at least one Committee. Board members will identify the Committee(s) they prefer to join based on their interests, skills, competencies, experience, and representation. The Governance Committee will approve the slate of Committee membership and present it at the Board's first meeting following the AGM. The Board, however, will elect the members for the Nominations Committee as outlined above in the Board of Directors Role.

Committee work is also seen to be an opportunity to engage community volunteers in Springboard's work before they may be considered for the Board Director role. To this end, the Governance Committee will also work with the Nominations Committee to explore if there are any candidates identified through broader outreach that would be excellent external representatives for Springboard's various Committees. The

Nominations Committee will also consult with Committee leads and members, to hear about their experience engaging with potential Board candidates. This is an opportunity to benefit from the voices and insights of Springboard's wider community in the recruitment process and uphold its commitment to diversity, equity, and inclusion.

Committee Chairs

Committee Chairs must be members of the Board of Directors. Within the annual Board assessment, a question will solicit the interest of Directors to assume a Committee Chair position.

Committee Chair selection will take into consideration the individual's knowledge, experience, skills, competencies, history, contributions, commitment, interest, and capacity to provide leadership. Additionally, selection will take into consideration equity of opportunity.

A list of recommended Committee Chair candidates will be presented by the Governance Committee to the Board for election at the Board's first meeting following the AGM.

While there is no formal term of office for Committee Chairs, a minimum of a one-year commitment is expected. Some Committees may require a longer time commitment from Chairs due to the technical knowledge and expertise required in addition to the complexity and duration of the work and the need for consistent leadership over multiple years.

All Committee Chairs are required to plan for and prepare a Committee Member to act as their alternate during their absence. All interested current and former Committee Chairs will be placed in a "succession pool" for consideration for Executive Leadership Positions.

Emergency Succession Planning

Board vacancies that occur between yearly Annual General Meetings will be filled by candidates recommended by the Nominations and Governance Committees through a Board vote, as outlined in the by-laws and in adherence to the Ontario Not-for-Profit Corporations Act (ONCA).

If a Board member who is in an Executive Leadership Position leaves prior to the end of the term or is removed from office, the Board of Directors will elect an alternative Director, as recommended by the Governance Committee, who will serve the remainder of the unexpired term.

In the event that there are too few Directors in office to meet quorum, the President will call a Special General Meeting of the members for the specific purpose of filling vacancies from nominations gathered by the Nominations Committee and recommended by the Governance Committee.

Individuals who fill these vacancies will be expected to serve the remainder of the unexpired term.

Board Succession Plan Processes

There will be a transition period as the Board implements the succession policy, moving toward renewal and the achievement of commitments while respecting the contributions of a legacy Board comprised of long-serving members who are skilled, experienced, and highly committed to the mission of Springboard. In this transition period (anticipated to take up to 18 months) it will be imperative to undertake recruitment, appointment, and succession planning processes that strike a balance between Board renewal and organizational stability. Following this transition period, the succession policy will come into full effect.

All aspects of Springboard's succession planning process are governed by the organization's by-laws and must be referred to when succession planning is undertaken.

Additionally, all Board transition plans and processes will be outlined in a Board Transition Plan, developed by the Governance Committee and updated annually.

Needs & Capacities Assessment

Each year, the Nominations Committee, with support from the Governance Committee, will review and assess Springboard's Board composition. The Committees will identify any strengths and gaps in Board composition that would support and address any issues prior to a leadership transition process, ensuring exceptional governance and organizational stability, and recruit accordingly.

The analysis of board composition will also include the identification of gaps in demographic representation using a Diversity, Equity, and Inclusion lens. As a part of the ongoing commitment to further evolve this Succession Policy from a DEI/ABR lens, the Governance Committee intends to identify indicators of diverse representation, to support and strengthen the above analysis.

By the end of February of each year, the Nominations Committee will survey all current Board members to:

- A. Review the Board renewal cycle and identify upcoming Board vacancies;
- B. Identify Board members' future intentions with respect to interest in Committee Membership, Committee Chair positions¹, and Executive Leadership roles; c. Assess the collective competencies, skills, and composition by completing the following, with respect to competencies, experience, and representation²: i. Skills Matrix (Board Inventory) of the Board and Needs & Capacity Assessment (to be

¹ The outgoing Committee Chair is responsible for providing feedback to the Board about potential candidates for Committee Chair nomination.

² Through a Diversity, Equity, and Inclusion Lens, as well as working to recruit Board members with lived experience. To facilitate the gaps analysis, metrics and demographic data will be gathered based on voluntary disclosure by Board members.

conducted on an ongoing basis). Both of these assessment tools will be reviewed to ensure they are inclusive of and uphold Springboard's commitment to DEI/ABR values, principles, and practices.

- ii. Board Skills Self-Assessment
- iii. Board Assessment Tool for Board Effectiveness

In March of each year, the Nominations Committee will have created:

- A. A list of upcoming Board Vacancies
- B. A list of skills, competencies, experience, interests, and representation to focus recruitment activities

Recruitment

Springboard's Board recruitment process will take place annually, commencing in April of each year.

The recruitment process will begin with the Governance and Nominations Committees facilitating a brainstorming session with the Board to discuss the results of the Skills Matrix and envision its future leadership needs, competencies, expertise, experience, and representation, as well as alignment to Springboard's strategic plan. This process will inform a recruitment plan that reaches out broadly to the wider community to identify a breadth of candidates - those new to the Board alongside those drawn from Board members' existing networks and relations.

Additionally, interested Springboard Committee members (who are external representatives and not Board members) will be included in the annual pool of potential Board candidates. Recommendations will come from Committee Chairs, Board members, Committee members, or the Executive Director. The candidate's resume will be shared along with areas of expertise, experience, and interests, which will be reviewed against identified Board needs and priorities.

Outreach

Throughout the year, strategic recruitment strategies will be conducted on an ongoing basis to identify potential Board candidates. A DEI/ABR lens, together with the Needs and Capacities assessment, will inform the framing of the recruitment strategy and wording of recruitment material. Outreach activities will include

- A. Development and maintenance of recruitment materials and a Board Recruitment Package.
- B. Developing and implementing a strategic outreach and marketing plan to recruit individuals with diverse representation, including those that reflect the voice and experience of the client base and Springboard's broader stakeholder group.
- C. Networking with Board members, staff, volunteers, organizations, and within the community for the purpose of identifying potential new Board members.
- D. Maintaining a list of potential candidates and ensuring the Board consistently has a pool of skilled, talented, and diverse applicants from which to draw.

Application Process

The recruitment process will begin with the Nominations Committee inviting non Director members of Board Committees to consider applying for upcoming vacancies. As part of this process, the Chair of the Governance Committee will hold an information session with interested applicants to discuss the leadership and skills needs of the current Board, outline the expectations of Board members and encourage Committee Members to consider applying for a Board position.

Additionally, current Board members, Committee Chairs, Committee Members, and Springboard staff will be encouraged to identify potential candidates from their networks. Special attention and consideration will be placed on ensuring that the networks from which candidates are recruited are representative of a diversity of identities and lived experiences, upholding Springboard's commitment to a DEI/ABR lens.

All candidates interested in joining the Board must submit a completed application form by the date determined by the Nominations Committee in order to be considered for nomination at the next Annual General Meeting.

The Chair of the Nominations Committee will compile a list of all applicants (independent and recommended). Applicants will be reviewed by the Committee with consideration to the Skills Matrix, Board Needs and Capacity Assessment identified by the Board and referenced in this policy.

Based on this information, the Nominations Committee will develop a short list of candidates for interview and present it to the Governance Committee. The number of applicant interviews will be determined by the Governance Committee based on the number of applicants and the number of vacancies.

Candidate Interviews

The short-listed candidates will be interviewed by the Nominations Committee or members thereof, to assess their interests and qualifications against the Board's needed competencies. All candidates set forth for nomination must embody the skills, competencies, experience, expertise, representation, and other attributes identified by the Board. Particular consideration will be given to candidates who additionally have lived experience that reflects the diverse perspectives of the people Springboard supports and the community it serves.

In certain circumstances, Directors standing for re-election (after a one-year hiatus) may be interviewed by a small group of Nominations Committee members. Alternatively, the Nominations Committee may recommend candidates who have previously been through a recruitment process, without an interview.

Prior to recommending any candidates to the Board, a reference check will be undertaken and documented.

Recommendations

By August of each year, the Nominations Committee will recommend a slate of candidates to the Governance Committee for the annual election process, held at the AGM ideally in September each year.

The Nominations Committee will inform all potential candidates of the outcome of the interview process, in terms of whether they have been recommended to the Board slate, or to a short list if one is designated, or to neither.

Board Elections

At the Annual General Meeting, the Chair of the Governance Committee will present the proposed slate of Board candidates for election by the membership. If the slate is not approved, the Chair shall call for a separate vote for each Board nominee.

Executive Leadership and Committee Chairs and Committees

At the first meeting of the new Board each year, the Governance Committee will provide a recommendation for electing any Executive Leadership roles if any of those positions are vacant. This will align to the policy in that the Vice-Chair is poised as the successor for the Chair and an understudy will be identified for the Treasurer role.

The Governance Committee will also recommend Committee Chairs to the Board for election as well as candidates to be elected to the Nominations Committee.

Board Development and Training

The Board of Directors is responsible for implementing a Board Training and Development Plan⁴, which provides new and experienced Board members with information, orientation, training, and leadership development opportunities to ensure they are adequately prepared to effectively assume their Board position and succeed in

⁴ Ontario Not-For-Profit Corporations Act, 2021 requires that the Board has in place a Board Training Plan, in addition to Board orientation procedures, job descriptions, and key responsibilities for all Board positions.

the role. This plan will also integrate strategies for Board members to transition to other positions within the Board (e.g. as a Committee Member, Committee Chair, or Executive Leadership positions).

The Governance Committee will oversee these activities in collaboration with the Board, which will include:

- *An Annual Orientation Process*³ for all new Board members will take place in October/November of each year (following the AGM, which is ideally in September) and will include a *Foundational Board Governance Training Session* which incorporates Diversity, Equity, and Inclusion training and unconscious

³ The annual orientation process will be outlined in the Board Training Plan

- bias curriculum.
- *A Continuing Education Plan* that will identify individual and collective training and development needs for the upcoming year. Board training and development needs will be met through scheduled opportunities throughout the year, and may include, but are not limited to:
 - i. Focused Board Governance topics (1 session/year)
 - ii. Town halls and orientation sessions and forums, as appropriate
 - iii. Program site visits to learn about the organization and meet clients and staff
 - iv. Educational webinars from the broader community that are offered to the sector (e.g. United Way of Greater Toronto training, community-based DEI training, etc.)
 - *Mentoring and Coaching Strategy*: This will be undertaken as needed to assist new and interested Board members to help them transition into their roles, understand operations, and meet their individual Board obligations. New Board members will be paired with an experienced Board member who will serve as an informal mentor or “buddy” (also see *Talent Development* in the next section). New Directors will also be given, on a voluntary basis, an opportunity to attend a diversity of Board Committee Meetings to learn more about their work and gain exposure to other Directors.

Talent Development

A significant part of Board development and training will be focused on talent development as an integral strategy for long-term succession planning. The Governance Committee is responsible for identifying and providing Board members with opportunities to increase and broaden their skills, competencies, knowledge, and experiences to position them for advancement within the Board.

The Board and Governance Committee encourage knowledge-sharing from new Board members based on their lived experience, areas of expertise, and “fresh” perspective as newcomers to the Board. An appreciative lens to various different forms of knowledge is invited, in support of the ongoing diversification of learning and change at Springboard. The Board also encourages co-learning from new Board members who are versed in DEI/ABR philosophies and practices, in support of the Board’s collective capacity-building in this area. This further upholds Springboard’s wider commitment to DEI/ABR and creates space for otherwise marginalized voices and perspectives.

The Governance Committee will identify suitable candidates for potential Board advancement in advance of the time that they would be required to step into a new position. This will allow time for the candidate to acquire and develop the necessary skills and competencies to take on a new leadership position within the Board, e.g. Committee Chair or Executive Leadership position.

Board Evaluation

As part of its commitment to continual improvement, Springboard’s Board will evaluate its processes and effectiveness as a governing leadership body. This includes formally

evaluating the Board as well as collecting data and metrics⁶. The Governance Committee is responsible for a Board evaluation process, which will commence every second year in March.

The Board evaluation will include an individual self-assessment completed annually by Directors in addition to a bi-annual survey that assesses the Board's effectiveness - to identify both areas of strength/capacity and challenge/improvement.

Further, at the end of each Board meeting, during the in-camera segment, Directors will be asked to reflect on the quality and impact of the Board meeting to identify and maintain strengths in Board meeting processes, alongside identifying areas for improvement. The results of the evaluation will be used to continually improve the Board's performance of its governance responsibilities.

⁶In addition to an evaluation survey that Directors will be required to complete, data collection will include tracking the Board's demographic data based on volunteer disclosure to ensure that the Board's broader representation goals are being met