

FRIDA's Board of Directors Frequently Asked Question (FAQs)

Why does FRIDA - a young feminist organisation - have a Board and what does the Board do?

FRIDA is legally registered as a non-profit organization in Canada and, as such, it is governed by the Canadian Non-for-profit Corporation Act which makes FRIDA a legal entity. This requires FRIDA to have a board in order to exist and is necessary to be able to receive funds from donors. Because of the patriarchal nature of the legal system and the hierarchies it establishes, having a board of directors does not seem feminist. While acknowledging this contradiction, FRIDA's Board is expected to operate in line with the organization's feminist values and practices in order to support the organization properly and its work with young feminist movements to the best of its abilities.

What does the board actually do?

Meet for chips and drinks. Just kidding! What board members do is participate in the Board's governance deliberations and decisions in matters of policy, finance, and personnel. This includes, but is not limited to, providing oversight to ensure legal boundaries are not breached.

Co-create and co-manage participatory governance processes to establish organizational identity and strategic direction, centering staff input.

Support the Co-Executive Directors to ensure resources are available, including capable leadership at the executive level, and adequate financial and human resources to direct FRIDA.

[Click here to read the Board's Terms of Reference.](#)

Who sits on the Board and what is the difference between a legal "associate" and a "member of the Board of Directors" of the organization?

The board is made up of young feminists from the Global South who hold diverse identities and experiences. The Co-Executive Directors are also part of the board but

as non-voting members. Sometimes, the board receives the external support of other members of the FRIDA community, such as advisors, external consultants and staff.

Associates (also referred to as 'members' in Canadian law) can be compared to shareholders of a for-profit corporation in that they have the ultimate decision-making power. Associates can elect and remove members of the Board of Directors, may requisition associates' meetings and must approve certain fundamental changes to the corporation. Although associates of a not-for-profit corporation do not "own" the organization and are not permitted to receive financial gain from the organization, in contrast to shareholders of a for-profit corporation who may receive dividends, they still have similar decision-making powers over the organization.

Members of the Board of Directors (also referred to as 'Directors' by Canadian law), by contrast, do not hold the ultimate control over the corporation. The members of the Board of Directors are responsible for managing and supervising the activities and affairs of the corporation, but they are ultimately accountable to the members. If the members do not like how the current directors are running the organization, then the members can vote to remove and replace them with new directors."

At FRIDA, the Board of Directors is composed of both members and associates , though associates also have a separate meeting space - an Annual General Meeting - where they can appoint new members, and where they approve the annual audited financial statements of the organization.

Is the Board an all powerful body?

Absolutely not! Because the Board is part of the FRIDA community it is governed by the core values of the organization (Flexibility, Resources, Inclusivity, Diversity, and Action) and embraces participatory, feminist processes as much as possible. Indeed, while the board is bound by some kind of hierarchical structure because of the legal framework that it operates in, it strives to ensure that the voices of all parts of FRIDA are heard and works within the FRIDA community and ecosystem - not above it.

Does the Board create a space for young feminists?

Yes! As part of a young feminist fund, the Board wants to create opportunities for young feminists to lead the organization. Everyone on the Executive Committee is under 35 years old, and the Board has a majority of members under 35 years old as well - in order to create and hold spaces for young feminist to be in leadership roles.

Where are the Board members from?

Board members are mostly from and/or based in the Global South. The Board strives to be as diverse and representative of the different realities and to fulfill its mandate to serve the entire FRIDA & feminist community.

Do Board members receive an income?

Board roles are completely voluntary and unpaid. As such, board members do not receive a salary, stipend, funding for personal/professional growth, money towards health/wellbeing efforts, or personal coaching as this would be breaching the conflict of interest commitments. Board members only receive compensation for expenses for in-person meetings (such as flight tickets and accommodation) as well as for hiring paid consultant(s) to support FRIDA's work.

This means that Board members have other professional commitments, responsibilities and occupations and do their best to juggle/balance multiple engagements.

Does the Board choose the Co-Executive Directors (Co-EDs)?

Legally the Board does appoint the Co-Executive Directors. However, in practice the recruitment processes are carried out in line with FRIDA's values and honors accountability, transparency, and participation. As the Board is legally liable for FRIDA's financial well-being, the Board also supervises the Co-EDs. While the board has to legally approve who becomes a Co-ED, the recruitment processes and evaluations of the EDs are designed in a way to ensure that FRIDA's various communities have a say. This is a process that will continue to grow and take form in time, as FRIDA gains knowledge and experiences whilst navigating different leadership transitions.

How are board members selected?

Board members are recruited based on the needs of the organization - which means looking at some of the following criteria:

- i) What are the skills and experiences that the Board and community need based on FRIDA's strategic plan,
- ii) Ensuring a diversity of identities and experiences to best represent how diverse FRIDA's community and feminists movements are,
- iii) What are the specific governance capacities that would be necessary for the board to carry out its duties. The board should and does develop this along with who's already on the board.

As per FRIDA's principles, the board recruitment has to be participatory and engage a variety of members of the FRIDA community. For the 2019/2020 recruitment for example, this is how the recruitment was carried out:

The board did an honest self analysis to identify what skills and knowledge were lacking and needed in incoming board members.

Board and staff designed a process together,

The board consulted staff members on what kind of skills and diversity they'd like to see on the board.

A call was put out for board members asking for their interest and experience in the skill and diversity areas we identified.

An Interview Committee was formed that had both staff and board members in it to interview candidates and to shortlist them.

The FRIDA community took part in a poll to give their voice on who they'd like to see on the board, by reviewing information from candidates shortlisted by the Interview Committee.

All of the above was used to inform the board's final decision on the next board members.

Please read the Conflict of Interest and Code of Conduct policies for more information on how FRIDA manages conflicts of interests, which might impact who is able to join the FRIDA board. [insert hyperlink once it is finalized and we have had CELIA input]

Can Board members be removed?

If Board members do not comply with their roles and responsibilities, demonstrate problematic behavior or age out, they can be removed from the Board. More information about the removal of Board Members can be found in FRIDA's By-Laws.

Does the Board influence which organization or movement receives funding?

The Board does not take part in FRIDA's grantmaking process and as such, does not influence which organization or movement receives funding from the organization. FRIDA's grant making process is participatory and involves the staff and grantee partners. The Board's code of conduct and conflict of interest policies clearly state that a board member must have the interest of FRIDA at heart above all other interests. Any real, potential, or perceived conflict of interest needs to be declared.

How long do people stay on the Board?

A person can be on the Board (as a "director") for three years staggered term, which means that one term lasts for three years. Any person on the Board can stay on for a second term - if they comply with the age requirement - before she/they transition to a "member" only role in FRIDA's governance.

How does the Board work?

Board members are obliged by their ToR and board ways of working. At the annual in-person board meeting, the Board develops a work plan that its members commit to delivering. This work plan is based on the needs of the organization and shared with FRIDA staff in order to be aligned with their work, and in order to be transparent. Also, like all staff members, the board members' solo performances are evaluated every six months based on each member's individual jobs, in order to have more accountability.

What is a fiduciary duty and why does the FRIDA Board have one?

These are the ones that the law would hold the board to account for if there was a 'claim' against the organization: an employment suit, a charge of fraud or mismanagement, sexual harassment etc. These 'claims' usually come to the organization via the board, because the board hold the 'legal accountability' for FRIDA along with the Co-EDs - we know this sounds very hierarchical but remember

there are very old laws that we are trying to work within and subvert at the same time - without putting FRIDA in any risk and protecting her legal status.

In more legal terms:

'Under well-established principles of non-profit organizations, a board member must meet certain standards of conduct and attention in carrying out her responsibilities to the organization itself. These standards are usually described as the duty of care, the duty of loyalty, and the duty of obedience. Several states and countries in fact, have statutes adopting some variation of these duties that would be used in court to determine whether a board member acted improperly in the case of a claim against the organization.'

Here is a break down of the Definitions of Board Accountabilities (i.e. rules of being a Board Member):

Duty Of Care

The duty of care describes the level of competence that is expected of a board member and is commonly expressed as the duty of "care that an ordinarily prudent person would exercise in a like position and under similar circumstances." This means that a board member owes the duty to exercise reasonable care when she/they makes a decision as a steward/ess of the organization.

Duty of Loyalty

The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain, but must act in the best interests of FRIDA.

Duty Of Obedience

The duty of obedience requires board members to be faithful to FRIDA's mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public's trust that the organization will manage donated funds to advance the organization's mission. This duty also requires board members to obey the law and the organization's internal rules and regulations.

FRIDA is constantly striving to build and model what feminist governance and young feminist leadership can look like, particularly within an international fund with not-for-profit status. As such, FRIDA is constantly exploring what "feminist fiduciary

duty” looks like and how duties of care, loyalty and obedience translate into the organization’s feminist practices, to ensure that FRIDA remain a healthy, resilient, accountable, and norm-shifting magical collective entity <3