



# **Toward Meaningful, Valuable, Equitable Governance**



## About GEO

Grantmakers for Effective Organizations is a community of funders committed to transforming philanthropic culture and practice by connecting members to the resources and relationships needed to support thriving nonprofits and communities. With intersectional racial equity as a core commitment, we envision courageous grantmakers working in service of nonprofits and communities to create a just, connected and inclusive society where we can all thrive.

Alongside our membership of more than 6,000 grantmakers from philanthropic organizations of all sizes and types across the globe, we work to lift up the grantmaking practices that matter most to nonprofits and that truly improve philanthropic practice. Our approach is grounded in our core values of love, racial equity in practice, community-centered collaboration, and trust and accountability.

GEO serves as a professional home base for grantmakers, offering support and challenges to advance equity. We help grantmakers move from knowledge to action by providing tailored resources, learning opportunities and connections to expand our community of support.

Working with our members, we design conferences focused on exploring the latest challenges, foster peer connections and learning through member networks, and craft publications that frame key issues and highlight examples from across the field. Through these means, GEO creates forums for grantmakers to hear and absorb actionable information and insights from experts across the philanthropic and nonprofit sectors.

GEO is part of a broader movement of organizations and networks advancing change in philanthropy. Together, we are learning more about what works and applying our knowledge and resources to improve our communities and create lasting, systemic change.

For more information and resources, visit [www.geofunders.org](http://www.geofunders.org)



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# Introduction: The Promise of More Effective Governance in Philanthropy

Grantmakers responding to the current environment by centering nonprofit and community needs are working hard: listening to our partners on the ground, moving more resources, lifting our voices in coalitions and making new supports available to the people we serve. In working with hundreds of funders, Grantmakers for Effective Organizations has seen that organizations that have spent time aligning governance to mission and values and imagining new ways of working have been more impactful in this moment than those that have not. A growing interest in our sector around the potential for more effective governance has taken on greater urgency given the challenges we're all facing — challenges that require grantmakers to be more aligned both internally and collectively with our partners and communities. Given cataclysmic global and national shifts in the nonprofit landscape, philanthropic governance must not only keep up with change but enable grantmakers to move into the future as agile, courageous partners to nonprofits and communities.

This kind of alignment and future orientation stands in contrast to what we sometimes hear about philanthropic governance, which can center on grantmaker boards as obstacles to change. You've likely heard this kind of talk any time philanthropy leaders gather: what the board wants or doesn't want, how to "manage" the board, how to engage the board more deeply but simultaneously keep the board out of the operational weeds, and how to get the right people to join the board and focus on the right things for the organization and its mission. Across the sector, the specter of the board comes up again and again — as essential, but also hard to shift.

Yet, boards are almost always made up of well-meaning, talented people who care about the work that the grantmaker is doing and want to do right by it. The time and energy board members dedicate to their service fuels the work of organizations. And sometimes, in fact, board members have day jobs that are similar to the ones held by the staff of the foundations they govern — often complete with their own complicated boards. Board members themselves often wish to be better aligned with staff (and each other!) and want their board service to be more meaningful for them as directors and useful to their organizations. All of this points to the reality that many of the issues with philanthropic governance are structural in nature, not due to the individual people involved. It's unhelpful and inaccurate to scapegoat board members for trying to do their best within systems that don't serve our sector well, not to mention the fact that the people enacting and replicating these structures include both grantmaker staff and board members. We're mutually responsible for the interdependent patterns to which we contribute.

Furthermore, there is no shortage of guidance for better governance, including the seminal [Governance as Leadership](#) by Richard Chait, William Ryan and Barbara Taylor; BoardSource's excellent "[Purpose-Driven Board Leadership](#);" and any number of recent blog posts, articles and editorials. So why is board governance too often a source of frustration and avoidance? **What does better governance look and feel like?**

In working to transform philanthropy, GEO has been exploring specific and concrete ways that philanthropic boards can shift and evolve to be most meaningful (aligned with mission and purpose); valuable (strengthening the organization); and equitable (inclusive and power-aware) in their orientation, operation and relationships. It is possible and necessary for board service to be satisfying and have significant

impact. Transforming governance culture and practices is an incredibly powerful lever that is essential to grantmakers' ability to effect social change and live out our values. While there are, of course, important differences in grantmaker types and contexts (family, community, private, corporate, intermediary, with and without staff, large and small, established and newer, etc.), many governance dynamics show up across and despite these differences, even as the specifics may vary. What becomes possible with more effective governance holds true for all grantmakers: clearer strategic direction, increased alignment, greater adaptability, deeper trust with communities and stronger impact.

Numerous experiments, both tactical and radical, are already underway to change governance in our sector. Drawing on the many existing resources focused on governance, and from GEO conversations and convenings engaging hundreds of grantmakers over the course of 2024 and 2025, this publication explores and describes real-world examples of why governance must be better, how it can be better and what it takes to get there.



**If you're a board member or staff leader at a grantmaking organization who seeks to align governance with your organization's mission and values and are looking for both inspiration and practical, accessible ways to make change, this publication is for you.**

**GEO invites you to join the community of grantmakers who are already exploring the possibilities of more effective governance.**

# Why Philanthropic Boards?

**For several reasons, this publication focuses on governance in the philanthropic sector in the shape and form of a board.**

## ➤ Integrity

Grantmakers — who generally have fewer constraints and greater resources than the nonprofits we support — should build highly effective boards ourselves as we support or ask nonprofit colleagues to do so. Funders need to walk our talk here. It's also true that there are several aligned efforts underway that are more focused on nonprofit organizations, from which grantmakers can learn.

## ➤ Contribution

Although grantmakers generally have fewer constraints than nonprofit organizations, the variety of funder types creates a wide range of complexifying elements, including family dynamics; fundraising imperatives; an “elite” reputation; dynamics related to race, gender, class and power; and more. Identifying solutions to philanthropic governance challenges will offer transferable lessons to the broader social sector.

## ➤ Context

Why focus on boards rather than other models of governance? Although governance does not necessarily require a board in the form we commonly see, this remains the structure that most social-sector organizations currently have in place. It's clear from GEO's multiyear landscape scan, field research and conversations with hundreds of grantmakers that most funders are — at least for now — keeping the basic structure of a board. So even as we keep our eyes and ears open for radically different models, it makes sense to focus on meaningful changes within this structure.



Participants at a June 2025  
GEO governance convening.

Credit: Grantmakers for  
Effective Organizations.

# What We Know About Boards and How They Can Fall Short: Purpose, Power, Practice

The 2024 report [Reimagining Nonprofit Governance](#), commissioned by Philip Li, president and CEO of the [Robert Sterling Clark Foundation](#), makes the case that current governance practices are like a square peg in a round hole:

**The square peg, or equity-focused nonprofits, is actually constantly shape-shifting in a world of dynamic and complex needs. The round hole on the other hand, or governance requirements and typical practices, has largely been static — the basic frameworks of nonprofit governance have gone mostly unchallenged for over a century.**

Much has been written about the [history of board governance](#) in the U.S. and the mismatch between the legal structures and the needs of communities and the social sector (see also Dimple Abichandani's [A New Era of Philanthropy](#)). As the social sector reorganizes itself under new mandates and threats to legal status, we find ourselves still grappling with a set of outdated assumptions about who is qualified to define and uphold the public good.

Or, as Vu Le, the author of the Nonprofit AF blog, put it in a spicier manner in "[The Default Nonprofit Board Model Is Archaic and Toxic; Let's Try Some New Models](#)":

**But how could boards not be crappy? We are talking about a structure where groups of volunteers who barely know one another, see one percent of the work, often don't reflect the communities we serve, and who may have little to no experience running nonprofits, being given vast power to supervise leadership and determine values, policies, and practices. Why did we think this weird structure would work?**

Following are some of the common, interlocking issues that keep boards from being most meaningful, valuable and equitable. They include problems in the overlapping areas of purpose (confusion about why the board exists and how it connects to organizational direction), power (who holds power and how it is exercised) and performance (how the board works).

# Purpose

## **Boards can be disconnected from their most useful role and purpose.**

Often, staff leadership has not thought explicitly about the purpose of the board, and board members do not understand their potential value to the organization. As a result, philanthropic boards focus granularly on grant decisions rather than expansively on strategy, impact and progress toward mission. This can reflect confusion or misunderstanding about the best and highest purpose of the board, and it also happens because boards may lack the focus and knowledge they need to make excellent governance decisions in service of the organization and community. Board members can feel removed from the organization's work and unsure of how they should contribute. This sidelining results in the loss of board member contributions that leverage their skills, passion and networks. It takes intentional work and practice to engage the board in useful strategic and generative conversations.

 ***What becomes possible when those charged with governance are grounded in their highest purpose?***

## **Boards and staff may have different understandings of possibility, risk and time.**

Many boards focus on minimizing risks to the foundation's financial assets and use this as the primary measure for protecting reputation and long-term mission, while other stakeholders may define risk to reputation and mission in terms of potential harm to communities. People and communities on the front lines of social change often call for greater urgency and more action from organizations. Staff members, who are enmeshed in these issues daily, may share this feeling of urgency. However, board members may come together only a few times a year (which is why they are sometimes referred to as part-time decision-makers with full-time responsibilities). Boards may understand their role to include holding a long-term perspective, thinking generationally or even further into the future. This tension can be constructive, leading to important conversations and negotiations (for example, what does it look like to act with urgency while thinking generationally?) — but if it isn't acknowledged and discussed, it can lead to frustration and confusion for everyone.

 ***What becomes possible when different orientations to time and risk are seen as a strength, not a challenge?***

# Power

## **Boards may not have built trust or grappled with power.**

A lack of trust among board members and with staff hinders meaningful and honest dialogue, disagreement and mutual accountability. Power dynamics between boards and staff may be recognized (especially by staff) but are generally not addressed. And boards themselves contain the same dynamics of race, class, gender and other power differentials — and these dynamics are rarely acknowledged or addressed fruitfully. Boards and staff alike aren't sure how to operationalize their values and commitments to equity when it comes to governance.

 ***What becomes possible when boards and staff understand and proactively address power dynamics?***

## **Boards and staff may not be in right relationship.**

When boards don't understand their role, they may either micromanage or become too removed from the work of the organization. Mutual accountability is often lacking. Staff leadership can perceive and treat their board as something "to be managed," with the assumption of an adversarial relationship. At the same time, boards may regard staff as untrustworthy and even inconsequential; or, contrastingly, they may put staff leaders on a pedestal and fail to see the ways in which they need board support. These problems can become especially acute when boards are unable to support the next-generation leaders and leaders from communities of color they have hired.

Boards and staff can also be mutually intimidated, causing everyone to perform rather than truly engage. Staff may feel required to respond to everything the board says or asks — even if it is not mission-aligned. In other cases, CEOs do not trust staff to speak freely to the board. Boards, in turn, may be intimidated by the in-depth knowledge and relationships that staff hold, and that can prevent them from asking reasonable questions and flagging concerns.

### ***What becomes possible when boards and staff work in true partnership?***

## **Performance**

### **Boards may struggle to reflect and meaningfully engage the communities they serve.**

Boards often lack racial, gender, sexuality, disability and socioeconomic diversity, and their composition often stands in contrast to that of the communities they serve and limits their capacity to bring truly informed, multi-perspective viewpoints to decision-making. Boards may struggle to find new members beyond the immediate networks of current members. Even when boards are deliberately diverse and reflective of communities, they can fall short of creating inclusive, supportive conditions that enable all board members to participate fully. When grantmakers don't recognize the full set of experiences and talents board members may bring to the organization's work, this leads to unfulfilled potential. Regardless of the mix of people who sit around the board table, board chairs and CEOs don't always invest time and energy to connect the board with nonprofits and communities.

### ***What becomes possible when governance groups are reflective of and engaged with the communities they serve, and support board members to fully participate?***

### **Boards can require a significant amount of energy that could be going to other work.**

Few organizations would say that their board is at the center of their focus, but many operate that way, in terms of the amount of attention devoted to the board. Some funders spend weeks preparing for meetings, hire professional coaches to make sure every presentation is polished, and devote intensive staff time to board questions and requests that aren't central to their mission. Board members are often not fully aware of this burden and are dismayed upon learning how much time staff spend tending to the board.

### ***What becomes possible when governance contributes to mission work rather than detracting from it?***



### **What else have you experienced that you would add to this list?**



# Barriers to Change and Ways to Overcome Them

Governance in philanthropy is changing — GEO hears about shifts and evolutions all the time (and has outlined some of those changes in this publication). But it is useful to think about why the status quo tends to prevail in our sector, despite so much apparent dissatisfaction. Here are some hypotheses as to why governance is slow to shift.

## **We presume that there's a reason why things are the way they are.**

Organizational leaders (CEOs and board members) inherit existing ways of operating and assume that there are legal, historic or other reasons for working in this manner. They may fear offending the leaders who preceded them if they try new approaches. They often fail to recognize how much freedom they have to shape governance to align with their needs, values and missions.

### **Ways to address this challenge**

Share resources like this publication within your organization, and/or go directly to the source of legal requirements for your state to confirm what's required and what's not.

## **Board members are not exposed to different models of governance.**

Commonly, foundation board members do not gain much exposure to the philanthropic sector as a whole and may have limited exposure to the broader nonprofit sector beyond their work with the foundation. Very few board members have experience working in alternative models.

### **Ways to address this challenge**

Enable board members to participate in philanthropic and nonprofit convenings, many of which offer programming targeted to board members (hosted by organizations such as [GEO](#), the [National Center for Family Philanthropy](#), [BoardSource](#), regional philanthropic infrastructure organizations and more).

## **The CEO and/or board chair may like governance the way it is.**

Some staff leaders feel that they get what they want from their boards — often a predictable meeting in which the board listens to presentations, votes “Yes” on grant decisions and asks granular questions that are easily addressed. As Melinda Tuan noted in a *Stanford Social Innovation Review* [article](#), “Few executives truly want the accountability that a fully engaged board of directors will provide — and demand in return.” Alternatively, some CEOs may not think their boards can handle critique or change (something GEO has heard repeatedly from staff leaders, even as board leaders at those organizations voice readiness for change!). Similarly, board chairs may feel hesitant to disrupt the status quo because they are concerned about creating additional work for staff and board members or are most comfortable leading in familiar ways.

### **Ways to address this challenge**

Regularly evaluate board performance to assess the need for or interest in change and emphasize what becomes possible through better governance.

## **We don't think we have the time or expertise to change.**

Although there are many excellent resources available for board development, most foundations dedicate very little — if any! — time for board learning and big-picture discussion about governance. Foundation board members are often busy professionals, parents and community members themselves, and their board service is limited to a few brief meetings each year. As Philip Li of the [Robert Sterling Clark Foundation](#) put it, “Board members are usually focused on their service to the mission itself, not the additional time and thinking necessary to refashion governance.” It may seem like time spent on improving governance somehow comes at the cost of time spent on the organization’s work. Combined with the fact that most staff and board leaders are not organizational development or change management experts, this perpetuates the status quo.

### **Ways to address this challenge**

Acknowledge that while board development (like organizational development more broadly) does require an investment of time and energy, ignoring this work can erode the health of the organization and create many of the problems outlined in this publication. Bring in external parties with expertise in organizational development and change management at the governance level to support your efforts.

# What We Need From Governance

Beyond the oft-cited legal duties of care, loyalty and obedience, GEO asked staff and board members to share the characteristics of a meaningful, valuable and equitable board. Responses identified some key things that grantmakers need from governance:

## **1. Deep and supportive engagement**

An engaged board is an advocate, ambassador and champion for the organization's mission and a committed, strategic thought partner to staff. Engaged boards have a deep understanding of the landscape in which the organization operates and the capacities and challenges of the organization itself. Most importantly, they understand the mission and strategy of the organization and their own active role in working toward that mission. In particular, the relationship between the board chair(s) and the executive leader(s) is of special importance.

## **2. Accountability**

The board must ensure not just that the organization is legally and financially sound but — even more importantly — that the organization is accountable to the community and fulfilling its mission. This includes the board's ability to hold the CEO and itself accountable to operating in alignment with agreed-upon values and in ways that advance the mission.

## **3. Ability to respond thoughtfully and decisively in service of mission during times of change or crisis**

Boards are truly tested when organizations are in transition or crisis — and this is evident in our current context of volatility and threats to communities as well as during more regular periods of change, such as staff leadership transitions or foundation sunsets. Foundation boards that are able to act with courage (and a sufficient risk appetite) are especially important in the larger social sector, as grantmakers have the cover and resources needed to take risks that nonprofits and communities can't. When boards do not have the right people, strong relationships, sufficient organizational understanding and an appropriate orientation toward their role, they are not able to have the necessary hard conversations and make the decisions that support organizations to meet the moment — something that too many grantmakers have been learning the hard way in recent years.

## **4. Fulfillment of minimum basic legal requirements in our current system**

These are the basics, what Governance as Leadership refers to as the “fiduciary” part of the work of the board. Note that even here, though, there are multiple ways to meet these fiduciary requirements.

## **5. Openness to continual evolution**

Context changes over time, and organizations' needs will shift. Boards can never become complacent and committed to the current state. Their role is to look out and around, to support the grantmaker to have the greatest impact as the world changes, and to regularly ask themselves if current ways of being are still contributing to that impact. This requires the board to take responsibility for its own learning and growth — in partnership with staff leadership.



**Is there anything else you'd name as a characteristic of a meaningful, valuable and equitable board?**

# How Do We Get to More Effective Governance?

Conversations about transforming board governance fall along a spectrum comprising the status quo, improving or evolving practices within the current basic board structure, and “blowing up” the board model to find new ways to ensure that organizations have support and governance.



Efforts to improve governance also reflect different conceptions of boards: Are they Tocquevillian labs for civic engagement, wherein small groups of people voluntarily come together to address problems, as John Brothers (now president and CEO of the Charles & Margery Barancik Foundation) articulated during a 2024 webinar (in which case existing structures seem worth improving)? Are they artifacts of corporate culture or structures too tainted by inequitable [source codes](#) to be redeemable (in which case it makes more sense to imagine new ways of being)? Or somewhere in between, or something else altogether?

It may be more useful for grantmakers to think of governance work falling along a change continuum that includes multiple types of efforts, as Clare Nolan of [Engage R&D](#) has pointed out:

- **Essential:** Focusing on strengthening core systems and meeting practices
- **Evolving:** Making deeper improvements that strengthen trust, learning and alignment
- **Innovative:** Reimagining approaches that rethink roles, structure and participation



**Where do you see opportunities for your organization along this continuum?**



Participants at a June 2025 GEO governance convening.

Credit: Grantmakers for Effective Organizations.

The next section outlines many “essential” and “evolving” efforts to create governance change, and it’s also worth identifying some of the “innovative” shifts in philanthropic governance. These experiments start with the recognition that the actual legal requirements of governance are minimal, and as a result, governance doesn’t have to take the shape of the traditional board. Instead, it could look like one or more of the following alternatives:

## MINIMAL Viable BOARD

A “**minimal viable board**” that meets current legal requirements and focuses only on narrowly defined fiduciary aspects of governance. Decision-making is decentralized, such that many typical governance roles, including strategic and generative work, are distributed to other bodies, which may include a mix of staff and community volunteers. Organizations choosing this direction often do so to include the lived experience and subject-matter expertise most needed to inform solutions and organizational decisions. Social Venture Partners Portland is experimenting with a very small board that distributes most of the generative and strategic work to “dynamic teams,” which are short-term by design and are empowered to make decisions regarding a specific issue (for example, identifying SVP Portland’s advocacy and influence priorities). These teams typically are comprised of a mix of staff, engaged donor volunteers and/or community leaders. SVP Portland’s executive director, Lauren Johnson, explained: “Overall, the goal is to be cognizant of where power lies and ensure historically marginalized perspectives who bring valuable lived experience are included in decisions that directly impact them.”

## OUTSOURCED GOVERNANCE

“**Outsourced**” governance, in which the legal and fiduciary aspects of governance are outsourced to a third party that specializes in such things (as is the case with some intermediary structures). Another possibility is that a community body outside the organization provides meaningful strategic governance and holds the organization accountable to its mission, while the basic fiduciary functions are provided by a small board or another entity. At Cypress Fund, a social justice intermediary that builds power across the Carolinas, governance is held by what is called a movement-led advisory body, which ensures alignment with the strategic plan, identifies long-term grantmaking goals and builds additional support for partners. The fiduciary aspects of governance are supported by NEO Philanthropy, which acts as the organization’s fiscal sponsor.

## SHARED GOVERNANCE

**Shared governance**, in which a governance team that includes both staff and volunteer board members emphasizes shared and consent-based decision-making and open communication. At EMA Foundation, for example, the core leadership team (which includes the executive director but is not hierarchically determined) is supported by a Network Advisory Group that provides a dynamic structure, described by one of its members as being “like a murmuration” of birds. Members of the Network Advisory Group are connected deeply with EMA’s mission to support an impact network of small nonprofit organizations focused on storytelling, education and migration. Network advisors provide thought partnership and mentorship to EMA staff and grantees (whom they refer to as partners), serve as ambassadors, support fundraising through relationship building and help the organization navigate strategic decisions. A small fiduciary board made up of family members serves as the formal legal board entity.



**What other new possibilities have you envisioned or heard about?**

In undertaking this exploration, GEO's focus is largely on how grantmakers' governance can evolve — through philosophical shifts and concrete steps — to be most meaningful, valuable and equitable. Even within our current structures, there is substantial room for improvement, and GEO has found that most foundations are not (yet?) open to radical restructuring of governance. It's also true that some efforts framed as new ways of envisioning governance ultimately boil down to existing governance structures implemented well and thoughtfully in ways that suit the organizations, missions and communities they serve. Terminology that sounds unfamiliar or "revolutionary" can sometimes prevent boards from making changes that would help them better serve their organizational missions.

So, while there is much to be learned from the few in the field who are moving toward wholesale innovation and reinvention, GEO also wants to offer stories, guidance and inspiration for meaningful shifts within the board structure that most organizations are likely to retain. The outcome of these more gradual-seeming shifts can also be transformative: big doors swing on small hinges.

**The outcome of these more gradual-seeming shifts can also be transformative: big doors swing on small hinges.**



Participants at a September 2025 GEO governance convening.

Credit: Grantmakers for Effective Organizations.

# More Effective Governance in Practice

How are grantmakers shifting governance structure, culture and practice? Below we capture themes of what change looks like for grantmakers who bring an intentional focus to governance.

## Where Should We Begin?

It can be hard to know where to start, especially because organizations begin in different places and within different contexts. There is not one proper sequence for governance change; instead, we have seen that board and staff leaders take advantage of different windows of opportunity as they open. For example, one funder may use a strategy process to focus board energy on higher-order questions such as who is represented on the board. Another might find that focusing on relationship building is the easiest initial change — setting the stage for more honest and candid conversations. Equipping ourselves with new mindsets and tools whenever we can allows us to use them when they are needed. As you review the themes outlined below, consider where you feel your governance practices are already strong and developed, where you think change is needed, and what “small hinges” ideas sound like experiments you could test for yourself in the near future.

## Shifts and Promising Practices Themes

The pages that follow outline nine themes that have emerged from GEO’s work.

- 1 Devote time and energy to building relationships and trust
- 2 Be intentional about *how* the board does its work as well as *what* work it does
- 3 Ensure that the board reflects and engages communities
- 4 Build accountability within trusting relationships
- 5 Develop the board’s deep understanding
- 6 Focus on the best and highest use of the board
- 7 Be explicit about governance expectations
- 8 Choose transparency as a default
- 9 Move staff away from performing for the board

**1****Devote time and energy to building relationships and trust**

on the board and between the board and staff. Trust among the board enables people to ask questions when they are confused, have more honest conversations and disagree with each other. Building relationships doesn't mean just going out to dinner. It means structuring meetings in such a way that there is ample time for board members to get to know each other as full human beings and to engage in real conversation with each other. It calls for planning and meeting design that surfaces instructive tension and allows processing through it.

For example, at [Deaconess Foundation](#) in St. Louis, Missouri, joining the board means joining an intentional "beloved community" that can have hard and meaningful conversations. Onboarding for new board members is taken very seriously, as is the vetting process that takes place when selecting community members to join. The first board meeting of the year is always a retreat, and former board members are invited to join, creating a bridge across the years and helping to keep the mission alive. The board engages in interpersonal and communal liberatory consciousness practice, including caucus conversations by race, and in fishbowl conversations that invite all board members to both listen deeply and share transparently with each other. Deaconess also strives to be a home base for its board members with an open-door policy. According to board member Cearra Walker, "You can be running between meetings and pop into Deaconess to use the Wi-Fi and a closed room. There is a sense of home ground in that physical space."

GEO heard about many ways in which boards build relationships and trust, including the following:

- Focusing on the important relationship between the board chair(s) and executive leader(s). For many grantmakers, this relationship feels like the ground on which the rest of the relationships between board and staff are built, as the board chair–CEO partnership means working together to co-create a vision for governance and to facilitate board functioning.
- Opening and closing meetings with a check-in or prompt that allows each individual to bring more of themselves into the room and ensures fuller participation from everyone.
- CEOs and board chairs meeting with board members individually to learn more about them and the professional skills and personal attributes they bring to the board. [Global Fund for Children](#) board co-chair Greg Wallig described meeting one-on-one with all board members to understand how they were experiencing board service and how they wanted to contribute to the mission.
- Engaging boards in meaningful dialogue about values, identity, purpose and their connection to the foundation's work.
- Shifting from board meetings as performances (with rehearsed staff presentations) to more authentic conversations among board and staff.
- Inviting more staff members into board meetings and more board members into staff spaces (for example, staff learning sessions, social gatherings, or special joint staff and board retreats).

## 2 Be intentional about how the board does its work as well as what work it does.

Boards need solid and consistent systems for identifying and nominating new members, onboarding, term limits, officer roles, meeting practices, and succession planning. These processes and systems allow the organization to make the best possible use of board members' and staff members' time. Although these practical and prosaic tactics may seem like the bare minimum for board operation, they are often neglected. [Saint Luke's Foundation](#) in Cleveland, Ohio, has focused on making board processes explicit and aligned with the organization's mission, including revisiting the bylaws every three years to ensure that they are meeting organizational needs.

Most importantly, board meetings need to be designed carefully to focus on the information and discussions that require board attention and make use of board perspective, expertise and connections. The board of the [John R. Oishei Foundation](#) in Buffalo, New York, operated traditionally, with the board spending its meetings listening to reports and focused on the "fiduciary," including finances and approval of grants over \$25,000. In 2022, the foundation's new president, Christina Orsi, worked with the board chair on an intensive strategic planning process that changed the nature of board conversations. During strategic planning, the board shifted its focus to strategic and generative conversations using data. Once the new strategy was in place, the board did not return to business as usual. Among other changes the board members have made to their practices, they now hold daylong meetings quarterly, conduct intensive learning sessions and focus largely on strategy, only reviewing grants of more than \$300,000.

## 3 Ensure that the board reflects and engages communities served by the organization

— including in terms of lived experiences, not just demographics. This can mean changing how individuals join the board and the composition of the board. It can also mean expanding the ways in which the board hears from and learns from and with the community. Reaching out beyond the "usual suspects" requires boards to find and support board members differently, too. No matter who's on the board, CEOs and board chairs have a responsibility to facilitate responsible board engagement and connection with the nonprofits and communities served by the grantmaker. Grantmakers can learn from efforts like [Listen to Community](#), a collaborative initiative that encourages funders to listen in ways that take into account power dynamics, enable reciprocity, and lead to greater community ownership and self-determination.

As a starting point, board members at the [Community Foundation of Western Massachusetts](#) all live and/or work in the counties served by the foundation, but the organization has taken a deeper approach to ensure that the board is diverse in many other ways. In particular, the organization wanted to shift its board away from focusing on access to wealth to bolster the foundation's assets and toward recognizing expertise in the community, including from lived experience, in the organization's strategic priorities.

Ways to encourage community engagement include the following:

- An open call for board members (followed by conversations or interviews), as the Maine-based [Elmina B. Sewall Foundation](#) has tried, can allow people who are not in board members' current networks to self-nominate and bring new perspectives onto boards and organizational committees. There are also organizations using processes through which community members elect directors, instead of board members approving their future colleagues. Others use search firms to devote serious and professional attention to finding board candidates beyond the networks of existing board members.
- Some boards include a wider range of stakeholders, including grantees, community leaders, partners and staff. For example, [Magic Cabinet](#), a foundation based in San Francisco and the Puget Sound, includes two grantee leaders on its five-member board, ensuring that the board is connected to community concerns.

- Some boards have decided that compensating all or some board members, sometimes on a sliding scale, can enable participation by those who would not otherwise be able to afford to devote time to board service.
- Family foundations often wrestle with whether and how to add community members and worry about the power dynamics when family and nonfamily sit on the same board. The original bylaws of [The Ford Family Foundation](#) in Oregon stipulate that only two board seats (out of a minimum of seven) can be held by members of the Ford family. A family member cannot serve as chair. This practice ensures that community perspective always carries more weight in the boardroom.
- To ensure full participation, boards can think carefully about where and when board meetings are held, so that people with less job flexibility can attend. In addition, boards may choose to provide childcare and meals to support participation.
- Boards that engage people with different levels of formal educational attainment, different cultural norms and different levels of financial wealth need to pay particular attention to power dynamics in the room and devote time and attention to creating conditions that allow every member to participate fully.

## 4

## **Build accountability within trusting relationships.**

Boards can struggle to balance trust with their responsibility to hold CEOs accountable. Some boards point to trust as the reason for not asking hard questions about impact. Ideally, though, trust and accountability go together. Authentic and trusting relationships are what allow board members to have honest (and difficult) conversations with each other and with staff leadership so that the work and impact of the organization become stronger. Seeking input and building feedback loops can help here, including using board and staff assessments, 360 reviews, and grantee or applicant surveys — and taking the time among board and staff to reflect on the data and identify ways to respond.

Examples of striking this balance include the following:

- Trust and mutual accountability have been high priorities for [Open Horizon](#), a family foundation with three board members and a two-person staff (soon expanding to four). Co-founder and board member Lisa Cohen works hand in hand with the foundation's first executive director, D'Lynn Jacobs; the two have invested time and resources in building their relationship and navigating differences across race and privilege. One concrete tool has been participating in co-coaching. Lisa and D'Lynn engage in quarterly coaching sessions with a skilled coach who specializes in working with Black women leading in white spaces. Attending to the not-unexpected challenges of shared leadership (between board and staff leaders) has smoothed the way for hard conversations and clarification of a shared vision.
- Accountability at the governance level also means ensuring that the organization is accountable to the mission and to the community, which has been a focus for the [Community Foundation of Western Massachusetts](#). While updating its legal status, the foundation took the opportunity to ask broader questions about the role and composition of the board. As part of that process, it broadened the role of community volunteers on board committees. In addition, it worked with community volunteers involved in participatory grantmaking to consider how their work could be better understood by the program committee and communicated to better inform board decisions.

## 5

## Develop the board's deep understanding

of the organization's purpose and ecosystem and the board's role in supporting it. This translates to excellent and thorough onboarding but also ongoing learning for the board. Learning and strategic thinking require time — and many philanthropy boards make time by moving away from approving individual grants. Because board members lack the day-to-day knowledge of the grantmakers' work to make thoughtful judgments about specific grants, these organizations have instead focused the board's attention on higher-order questions of strategy, impact, trends in the field, community needs, partnerships and mission-aligned investments, for example. For more tools on board learning, see the GEO/FSG publication *Engaging Boards and Trustees in Strategic Learning*.

Board learning can take many forms, including the following:

- Some boards undertake significant learning, together with staff, to understand issues, trends and data relevant to their work. [Saint Luke's Foundation](#) engages in shared learning with grantees, whom they call strategy partners to better reflect the relationship they have with those organizations.
- Boards do their own individual and group work to understand the foundation's mission, purpose, history and origin story; their own identity; and issues related to equity and power. [The Jessie Ball duPont Fund's](#) board and staff embarked on a deep exploration of the foundation's history, working with a historian to understand the complicated legacy of Jessie Ball duPont. The organization's [website](#) now transparently acknowledges the segregationist beliefs of the fund's donor, and board and staff openly discuss how the foundation seeks to acknowledge, reconcile and repair the harm done by her past philanthropy. They have also committed to sharing the process of this learning and have developed a road map for addressing organizational legacy that they share across the sector. Grantmakers interested in reckoning with wealth generation and moving toward repair can learn more in [Cracks in the Foundation: Philanthropy's Role in Reparations for Black People in the DMV](#), a report commissioned by [iF](#) and developed by the [National Committee for Responsive Philanthropy](#).
- Staff can get out ahead of boards, notably when it comes to learning about diversity, equity and inclusion, so devoting particular attention to board learning is essential. At [PA Humanities](#), the staff and board have focused on deep shared learning around equity, including a cohort for the executive director and a board member as well as an ad hoc group, co-led by board and staff, focused on diversity, equity, inclusion and belonging that has now been working for 10 years. The organization has an equity framework embedded in its strategic plan developed by board and staff that is grounded in values and makes explicit how the organization puts equity into practice in four areas: people, culture, community and impact. Other grantmakers have found that focusing on intercultural competence development is an accessible entry point for boards that unlocks deeper learning.



Participants at a October 2024 GEO governance convening.

Credit: Grantmakers for Effective Organizations.

## 6

### **Focus on the best and highest use of the board,**

and don't be constrained by traditional board and staff "lanes" when they no longer make sense. Boards do not have to do all the work of governance alone — staff, community and grantee partners, and other stakeholders can all contribute. Some organizations have experimented with multiple governance entities, separating the role of advising investments from the role of defining strategy, for example. Organizations can also build community advisory or stakeholder groups that advise programmatic direction and inform the board. GEO heard from many grantmakers about how their boards have moved away from voting on grants to enable more strategic and generative conversations at the board level.

Traditionally, boards have been the "owners" of strategic planning (with or without staff input), but they are not usually well equipped to take on this role alone. Several foundations shared with GEO how they have taken a different approach to this traditional governance function:

- When [The California Wellness Foundation](#) recently embarked on strategic planning, the board was engaged, but the significant work of strategy development was undertaken by a group chaired by President and CEO Richard Tate that included equal representation of community partners, board members and foundation staff. This group worked intensively over the course of six months to put forward a strategic framework recommendation for the board to review and approve.
- [ACT for Alexandria](#), a community foundation outside Washington, D.C., assembled a [Community Listening and Strategic Planning team](#) of 18 community members with lived experience in key issues such as economic mobility, youth success and racial equity. This team then engaged 242 other Alexandria residents in interviews, focus groups and surveys to establish the priorities for the foundation's strategic direction. The process emphasized and exemplified ACT for Alexandria's commitment to listening to and serving the needs of its community.

## 7

### **Be explicit about governance expectations,**

especially if you're operating counter to established ways of working. For example, the Sewall Foundation board drafted and approved a new definition of fiduciary responsibility centered on the organization's mission and values and embracing key governance roles of loving accountability and abundant resourcing (adapted from [Ananda Valenzuela's framework](#)). Other organizations have focused on outlining decision-making processes for role clarity. For example, the [Fund for Nonviolence](#) uses consensus-based decision-making. The process of developing these kinds of anchoring definitions and practices can support group alignment, and the end results can provide ongoing guidance through decisions. Once expectations are set, regularly revisit them to check for adherence — and ensure that new board members receive a thorough orientation.

Participants at a June 2025 GEO governance convening.

Credit: Grantmakers for Effective Organizations.



**8**

## **Choose transparency as a default.**

Do most governance work out in the open. At Deaconess Foundation, for example, the fourth board meeting of each year is open to the public and promoted widely to encourage participation. Other approaches include the following:

- In some organizations, all staff are invited to participate in board meetings and/or join the board during unprogrammed social time. Other grantmakers (often those with larger staff teams) rotate which staff members have the opportunity to discuss their work with the board, and they make board materials and minutes available to other staff.
- Rather than defaulting to executive sessions or sequestering topics within the board's executive committee, boards can choose to default to holding conversations openly among the whole board. This doesn't mean that all conversations must happen openly, but rather that grantmakers take the time to identify what truly requires confidentiality as opposed to overusing executive or smaller-group sessions.

**9**

## **Move staff away from performing for the board.**

Some boards have moved away from hundred-page dockets and rehearsed and tightly choreographed board meetings (sometimes called "dog and pony shows") in favor of meetings with less polish and more substantive discussion. Kara Carlisle, the president and CEO of [The Ford Family Foundation](#), shared that she streamlined the board book by 100 pages or more and eliminated or significantly changed several meetings that required excessive work from staff. Other strategies for shifting this relationship have included the following:

- Individual conversations between board members and the CEO and/or board chair can surface what board members feel is most important to learn and discuss during meetings.
- Some boards have engaged candidly in thinking through how to have the most meaningful and substantive board meetings, including reviewing data on how much time staff and/or board members spend preparing for board meetings.
- CEOs have realized, upon reflection, that they are the ones driving board agendas and can take a more active role in defining rules, expectations and intentions to create more strategic and generative interactions.



## **Are there other experiments that you've tried or wondered about?**





# Big Questions for Board and Staff Leadership to Consider

As you take the next steps in your own governance work, reflect on your organization's current state in each of the areas below. Where do your current practices and culture meet your needs, and where might you want to prioritize change efforts?

## 1. Purpose

Do we have a shared understanding of why we are here — the organization's mission and the larger ecosystem — as an organization and as a board?

- *What becomes possible when those charged with governance are grounded in our highest purpose?*

## 2. Deep understanding

Does our board have the representation, relationships and learning practices to deeply understand the community and issues at stake?

- *What becomes possible when governance groups are reflective of the communities we serve, connected to the work and engaged in continuous learning?*

## 3. Roles

What is our board's collective role and the role of each board member? How do these align with staff roles (especially executive leadership) and with the roles of others who contribute to our work?

- *What becomes possible when we are clear on the complementary value of our and others' contributions to our mission?*

## 4. Trust and relationships

How do we work together and with staff most supportively, with mutual accountability? How will we surface and address misalignment and tension as they occur? How do our practices deepen transparency and foster connection?

- *What becomes possible when boards and staff work in true partnership and attend to power dynamics?*

## 5. Processes, practices and systems

How should our board operate to support the work and live out the values of the organization?

- *What becomes possible when the ways we work together support the work we want to do, rather than detracting from it?*

# Conclusion and Call to Action: Onward!

There is considerable consensus about what doesn't work with many current board practices and plenty of promising experiments and ideas for what may work better. Getting to a new normal for governance will take work and a shared commitment among staff and board leaders to experimentation. GEO's hope is that this conversation — and the many conversations happening around the sector — can identify those specific and concrete shifts in practice, structure and culture that open the door to remarkably more meaningful, valuable and equitable governance. There's no one right way to do this — context, mission and values matter, and, as highlighted in this publication, openness to continual evolution is part of what organizations need.

GEO has some hunches about what some of the critical "hinges" might be to swing this big door:

- CEOs and other staff leaders — in partnership with board leaders — must take intentional ownership of the board's practice and culture. Executive leaders can set and maintain the board table with joy and purpose. [Lisa R. Jackson](#), a longtime philanthropic leader and now founder and CEO at Insights Solutions Consulting, counsels, "Don't let a board just happen to you or to your organization. As [Baratunde says](#), power is about putting your attention to something. Enough complaining that boards aren't showing up the way you need. Put your power, your attention, to governance and make it what you need it to be."
- Together, staff and board leaders need to think deeply about the highest and best use of the organization's board and then hold themselves accountable for using their time that way. CEOs and board chairs can lean into their relationships to champion change, and skilled third-party facilitators can support the work.
- Moving a board away from rubber-stamping and fiduciary work requires identifying a more meaningful set of questions for boards to grapple with, providing them with enough knowledge to participate fully and ensuring that board culture allows every board member to engage deeply.

Strengthening governance is an important lever for change in philanthropy, increasing the likelihood that grantmakers can be better partners to nonprofits and communities and have meaningful, lasting impact. Identifying one dimension of change and committing to trying a new practice or two to get there this year can lead to change that is both manageable and meaningful. And you don't have to go it alone — you'll be joining a much broader effort that is gaining momentum and moving the philanthropic field toward more effective governance.



**GEO is excited to hear about what these ideas spark for you and how you would add to, contest and/or shift any of the insights here. Thank you for your commitment to improving grantmaker governance. Contact GEO for more information about recent governance work or with questions about this publication.**



**What's your next step?**

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