



# Board Engagement Booklet

# How We Work

Ocean Conservancy has long been a powerful champion for marine health, and central to our success is not only what we do, but how we do it. The majority of American voters say that protecting the ocean and marine life is a “top” or “very high” priority. The ocean problem that concerns people the most is the flow of trash, plastics and chemicals currently reaching the ocean. In a time of sweeping political divisiveness, we see tremendous opportunity in these shared concerns. Ocean Conservancy harnesses the ocean’s power to transcend boundaries and unify communities. We align people to protect the ocean for its social, economic and cultural value.



## Ocean Conservancy's Guiding Principles for Delivering Change

**Eye on the Horizon** – We take the long view, and excel at moving the chess pieces for ocean wins. Offense and Defense are equally important, and Ocean Conservancy guards the world's keystone marine conservation protections both with proven tactics and an entrepreneurial spirit. We fight across all fora to advance ocean issues.

**Radical Collaboration** – We partner in everything we do, and we actively cultivate new, influential and diverse ocean champions. From the U.S. Special Forces veterans at Force Blue to cause marketing partners like Breitling and Outerknown; from working with leading consumer brands through our Trash Free Seas Alliance® to our grassroots Ocean Planning stakeholders; from the BBC's producers of Blue Planet 2 to Republican Members of Congress already dealing with the impacts of ocean acidification in their districts; from Ministers of Finance and Environment in Asia working to address ocean plastics to the small in-country NGOs that comprise our International Coastal Cleanup Coordinator's Network, we actively strike up creative, strategic collaborations for the ocean.

**Science First** – We only promote science-based solutions, and we are relentless in advancing knowledge needed to inform key issues of the day. Our highly respected scientists and policy analysts bring curiosity and discipline to each conservation journey, and we study the landscape to understand the broader context of the problem and all available pathways forward – whether commissioning new science research, convening the scientific community to build consensus on emerging priorities or authoring scientific papers.

**Keep our Feet Wet** – We lead efforts both in policymaking venues and in the field. From the halls of Congress to remote expeditions in the middle of plastic gyres; from international conversations at the World Economic Forum to research on the island of St. Helena in the South Atlantic, we “keep our feet wet” so that we always stay connected to the work, and help link real interventions with complex policy frameworks.

**Master Negotiators & Expert Strategists** – We are strong consensus-builders, and we always keep the ocean at the center of the deal. As one of the only organizations globally to focus exclusively on the ocean, we are trusted advisors and strategists working with federal, state, multi-lateral and corporate decision-makers, behind the scenes and on the front lines, to forge the future of our ocean.

**Relentless Focus** – Our goal is to be big enough to drive change globally, but nimble enough to pivot quickly in the rapidly changing landscape. The past few years have demanded that we take risks, flex additional muscles and develop new allies. We have become experts in international advocacy and expanded in new geographies that need Ocean Conservancy's expertise while maintaining a drumbeat of defense here at home.

**Policies, Not Politics** – The ocean doesn't take sides, and neither do we. We fight for strong ocean priorities, and seek allies from across spectrums. We hold policymakers accountable, but we do not engage in character assassination or partisan attacks. Instead, we focus on delivering a formidable cadre of champions who carry enough clout that they cannot be ignored.



# Board Purpose and Vision

A non-profit organization's Board is an engine for driving the organization's advancement and is a key partner in taking the organization to scale in all dimensions. While an organization can make great strides relying solely on the power of the staff and its mission, ultimately an organization's ability to take a strategic and substantive leap in terms of impact, size, programmatic vision and resources requires a successful Board partnership. In the non-profit space, we see organizations reach only a fraction of their potential because they are not backed by a Board that advocates, promotes and galvanizes both resources and individuals for the organization. To address these potential pitfalls, and ensure that our Board is as strong and successful as it possibly can be, Ocean Conservancy's Board recruitment and growth strategy is guided by the following key tenets.

1

### Demonstrate fiduciary responsibility

Board members are the trustees of the organization's assets, and they must exercise due diligence to ensure that the organization is well-managed and that its financial situation is sound. Board members, as stewards of the public's trust, oversee the organization's strategic direction and its annual budgeting process.

2

### Passion for the issue

We seek to build a Board that displays a collective passion for ocean issues, and for the unique role that Ocean Conservancy plays in the conservation landscape. Our Board members understand and can speak to the importance of a healthy ocean and see the value not just in what Ocean Conservancy does, but how it does it.

3

### Ocean Conservancy is a top philanthropic priority

Board members are effective evangelists, and Ocean Conservancy must be one of their top philanthropic priorities. Ocean Conservancy's Board members can speak to the organization's work with eloquence and passion, they are excited and articulate messengers, and their confidence in the organization, and in Janis, drives them to be active partners in the work. Board members are intimately engaged in solving ocean challenges and communicating accomplishments and see Ocean Conservancy as a key point of entry for that work.

4

### Team functionality

Ocean Conservancy's Board members have authentic and fruitful relationships with each other, and as a group of people, they move collectively to work on behalf of the organization. Their collective power is greater than the sum of its parts.

5

### A culture of continuous learning and engagement

The Board fosters a culture of learning and continuous improvement. Board meetings are one opportunity for members to expand their programmatic purview and knowledge of programmatic priority areas, but there are other opportunities through which the Board members can learn and better understand the organization's work, such as study tours, grasstops events and Jeffersonian dinners. The executive team is committed to improving the Board's knowledge of ocean conservation, and consistently exposes them to experts who can strengthen their understanding of the space. Opportunities to partner with some of Ocean Conservancy's experts also augment the Board experience, through high-level programmatic partnerships or visibility opportunities like jointly-written op-eds.

6

### A regenerating and revitalizing Board

The Ocean Conservancy Board is a generative entity, embracing planned turnover, thoughtful recruitment and inclusiveness. The Board's commitment to a vibrant recruitment and nominating process ensures the organization has the right mix of experience, energy and talent that it deploys on behalf of the organization's mission.

7

### An alignment between resources and programs

Ocean Conservancy Board members see the profound connection between an organization's ability to fulfill its programmatic potential and the resources that are required to make that potential a reality. The Board links the organizational budget to its programmatic vision and understands that it is responsible for increasing the organization's exposure to key communities and raising resources in support of the programmatic priorities. This work manifests itself in visibility efforts as well as fundraising.

8

### A commitment to innovation

Ocean Conservancy's Board pushes the organization to be innovative across all platforms. Programmatically, the Board sees value in pushing the organization to find new and creative ways to solve entrenched problems, but the Board also appreciates the art and science of philanthropy, and drives Ocean Conservancy to live at the forefront of this work.



# Five Core Non-Profit Board Functions

The Board of Directors is one of the organization's biggest assets, and each Board member is expected to use his or her talents, networks, resources and expertise to strengthen the organization's reach and efficacy. Board member identification and recruitment happens with the key institutional goals in mind, and each Board member is expected to work collaboratively with the executive team to put his/her talents to work on behalf of the institution.

Each individual on the Ocean Conservancy Board of Directors is a key part of the organization's success. A Board member is recruited because of his/her commitment to Ocean Conservancy, its mission and services, and because of his/her expertise and experience in areas necessary to Ocean Conservancy's effective functioning. As a group, the Board provides advice and expertise in key areas such as investment management, finance, fundraising and ocean-related issues.

## The Board's core responsibilities are:



### Confirm the organization's mission and overall strategy; modify as needed.

The Board of Directors is the authorized corporate entity that is legally responsible for Ocean Conservancy. The business, property and affairs of Ocean Conservancy are managed and controlled by the Board of Directors that exercises all of the organization's corporate powers. Board members are responsible for setting overall organizational policy and approving program direction and budgets. They are also accountable to the public for the organization's mission, service, financial integrity and regulatory compliance.



### Monitor organizational performance and hold management accountable.

The core purpose of a nonprofit Board of Directors is to ensure that the public trust placed in the organization is protected. The public trusts that funds and other resources used to support the organization will be appropriately invested in order to carry out the mission of the organization, and it is the Board's responsibility to ensure this is true. As part of this work, the Board ensures the organization's fiscal accountability through the annual budget development and review process, keeping the interests and needs of Ocean Conservancy's constituencies at the forefront of decision making. The Board also plays a key role in overseeing the audit process and ensuring that the organization is in compliance with state and federal requirements.



### Develop and conserve the organization's resources.

Each Board member is expected to prioritize Ocean Conservancy within his/her philanthropic efforts. That means providing a meaningful level of financial support as well as driving financial support to the institution through a variety of means, including supporter recruitment, event support and constituency engagement.



### Serve as a bridge between the organization and the broader community, advocating and growing support.

Board members are some of the organization's most important evangelists, and the Board is expected to broaden the constellation of individuals and institutions that offer financial support to Ocean Conservancy by engaging his/her networks and spheres of influence. As such, his/her ability and willingness to participate in resource development and organizational visibility is a core expectation.



### Select, evaluate and support the CEO.

The Executive Committee of the Board is responsible for hiring, appropriately supervising, annually reviewing performance and setting the compensation level for the CEO on behalf of the full Board.

# 12 Principles of Governance for Exceptional Boards



1 **Constructive Partnership**  
Exceptional Boards govern in constructive partnership with the chief executive, recognizing that the effectiveness of the Board and chief executive is interdependent. They build this partnership through trust, candor, respect and honest communication.

2 **Mission Driven**  
Exceptional Boards shape and uphold the mission, articulate a compelling vision and ensure the congruence between decisions and organizational values. They treat questions of mission, vision and core values not as exercises to be done once, but as statements of crucial importance to be drilled down and folded into deliberations.

3 **Strategic Thinking**  
Exceptional Boards allocate time to what matters most and ensure the congruence between decisions and core values.

4 **Culture of Inquiry**  
Exceptional Boards institutionalize a culture of inquiry, constructive debate and engaged teamwork that leads to sound and shared decision making.

5 **Independent-Mindedness**  
Exceptional Boards are independent-minded. When making decisions on behalf of the organization, Board members put the interests of the organization above those of the chief executive, themselves or other interested parties.

6 **Ethos of Transparency**  
Exceptional Boards promote an ethos of transparency and ethical behavior by ensuring that donors, stakeholders and interested members of the public have access to appropriate and accurate information regarding finances and operations.

7 **Compliance with Integrity**  
Exceptional Boards govern with full recognition of the importance of their fiduciary responsibilities, developing a culture of compliance through appropriate mechanisms for active oversight.

8 **Sustaining Resources**  
Exceptional Boards ensure that the organization's resources are balanced with its strategic priorities and capacities. Individual Board members extend the reach of the organization by actively using their own reputations and networks to secure funds, expertise and access.

9 **Results Oriented**  
Exceptional Boards track the organization's advancement towards mission and evaluate the performance of major programs and services.

10 **Intentional Board Practices**  
Exceptional Boards make form follow function when it comes to their own operations. To provide stable leadership to the organization, they invest in structures and practices that transcend individuals and thoughtfully adjust them to suit changing circumstances.

11 **Continuous Learning**  
Exceptional Boards embrace the qualities of a continuous learning organization, evaluating their own performance and assessing the value that they add to the organization.

12 **Revitalization**  
Exceptional Boards revitalize themselves through planned turnover, thoughtful recruitment and intentional cultivation of future officers.



# Board Member Expectations



**M**embers of Ocean Conservancy's Board of Directors are elected to a three-year term, with the possibility of serving additional terms. We hold three meetings a year, generally with one on the west coast, one in Washington, D.C. and one in a third location, which is decided each year. In addition to the general Board meetings, each member is expected to serve on at least one committee that convenes by phone between Board meetings and helps drive strategic initiatives forward. Overall time commitment averages about eight hours per month, although there may be times help is needed in larger doses, such as in a multi-day exploration of specific work or funding opportunities.

## Additional Expectations:

### Support Ocean Conservancy's mission

Be willing to help set the programs and direction annually. Connect with senior leadership on a regular basis and stay current on the most pressing issues facing the ocean today and Ocean Conservancy's approach to tackling them.

### Serve as a trusted advisor and partner to the CEO

We need help along functional and topical dimensions, and we are not shy about asking for it. Our Board interaction is not of the highly formal and engineered variety. You are free to call our senior program people directly, and you can look under the hood at any time. Our Board meetings feature real discussions, not foregone conclusions.

### Help raise funds to support Ocean Conservancy's mission

Contributions of knowledge, money and access depend on the particular Board member's role, but we expect each board member to play an active role in this exciting work. We have transparent and frank conversations with each Board member so that our expectations are aligned.

### Get involved

Board participation goes beyond attending our Board meetings. Once a year, we will jointly develop a plan for each Board member's individual work on behalf of Ocean Conservancy. The plan can be as simple or ambitious as the Board member chooses – but we hope that it defines and guides how we work together.

### Serve as a brand ambassador for Ocean Conservancy

Advance our mission, reach new and influential networks and help to ensure the organization's sustainability.



1300 19th Street, NW, 8<sup>th</sup> Floor  
Washington, DC 20036

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