The Model Forest Toolkit is a how-to manual for new and existing Model Forest managers and others interested in the practice. Learn how to set up a Model Forest, undertake strategic planning, organize and run day-to-day activities, collect and demonstrate impact, and share your successes with donors, partners, and followers.

Chapter 3
Model Forest Governance

Also Available
Chapter 1 — Starting a Model Forest
Chapter 2 — Model Forest Strategic Planning
Chapter 4 — Model Forest Work Planning
Chapter 5 — Model Forest Monitoring and Evaluation
Chapter 6 — Model Forest Communications
CHAPTER 3
MODEL FOREST GOVERNANCE

One of the most important steps in developing a Model Forest is to clearly define an appropriate governance structure so that the roles and responsibilities within the Model Forest are clear to everyone involved.

The Model Forest governance structure should be participatory and transparent, and reflect your landscape’s cultural, social, political and economic realities to ensure consensus building among stakeholders. It should also operate on the bases of consensus.

STEP 1: CREATE KEY POSITIONS, COMMITTEES, GROUPS AND STRUCTURES

First, based on the stakeholder group identified in your strategic plan, develop an organizational structure that allows for active participation and consensus-based decision-making by your stakeholders.

It is important to understand that not all stakeholders will want to be involved in the same capacity or to the same degree. Although all stakeholders are equal, their level of involvement will vary in absolute terms, as well as over time.

Levels or types of governance can vary within and among Model Forests, examples include:

1) Governing body

A Model Forest requires a body that meets regularly to oversee any staff and provide direction and authorization on strategic issues. This group might be called a Management Committee, an Executive Steering Committee, a Board of Directors, or another preferred name.

The governing body is ultimately responsible for all aspects of governance and management of the Model Forest as an organization. It ensures that a Model Forest’s resources are effectively applied to support the strategic directions. It meets regularly with Model Forest staff to review activities, project developments, new proposals, challenges and financial reports. It also approves budgets and makes decisions on its own or on recommendation from management.

The governing body is typically elected at the annual stakeholder meeting or is chosen through another agreed-upon process.

A Model Forest may decide to incorporate as a formal entity or not-for-profit organization, or may opt for a less formal approach. Choose whatever structure is best for your partnership.
2) **Stakeholder committee**

A typical stakeholder committee is made up of representatives from all stakeholders, led by an elected President or Chair, and/or a Board of Directors, who are responsible for overseeing programs and ensuring that annual plans are implemented as endorsed by the governing body.

The stakeholder committee typically makes decisions at periodic forums or annual board meetings that address broad questions of strategy, program direction and policy. During these forums, the governing body and project leads report on their activities in the previous year and present plans for the next year. The forum allows stakeholders to discuss and debate strategic and operational issues in the presence of the governing body.

Some stakeholder committees meet formally only once a year, or more frequently under extraordinary circumstances.

3) **Technical or advisory committees**

Model Forests benefit greatly from the input and guidance of specialists. This professional expertise is often contributed through formal or informal technical or advisory committees, also called working groups or task forces.

The size, composition and activity level of the technical committee will vary according to need. Some committees are project-specific and end once their project is completed, while others can be permanent, operating in an advisory capacity to both the governing body and the staff.

Technical committees might undertake preparatory work leading up to management decisions (e.g., developing policies, procedures and recommendations for high-level consideration; reviewing and recommending projects and activities as part of an annual work plan). They may also carry out specific tasks, such as fundraising, and work with staff to implement operations, activities and projects.

Terms of reference for each technical committee are key to helping define and understand the committee’s roles, responsibilities, tasks, reporting relationships and participants.

4) **Staff**

Model Forest staff develop and undertake an annual work plan to ensure the Model Forest operations are looked after. Model Forest staff can include a general manager, a project manager, a communication or technical officer and/or an administrative support person; however, this may vary depending on available resources, the scope of the annual work plan, and the reporting and tracking requirements of sponsoring agencies. In some countries, staff might be paid for or provided by the host government, a stakeholder or an international donor, or a combination of all three.
**STEP 2: OUTLINE ROLES AND RESPONSIBILITIES**

Clearly outlining the roles and responsibilities of each level of governance boosts accountability and transparency, two key principles in Model Forest governance. The best way to outline roles and responsibilities is to prepare a table that covers three categories:

1. **Who is accountable:** List your Model Forest’s key positions, committees, groups and structures. You can limit the list to those responsible for performance reporting in some way (e.g., general manager, president, board of directors, key committees and working groups).

2. **What they are accountable for and their roles:** Outline the roles and responsibilities of each group on the list and note what each is accountable for. An exhaustive list of responsibilities is not required, just the essential tasks that the group would be asked to report on.

3. **Who do they report to:** Explain the reporting relationships of each group, and how they fit into the different levels of Model Forest, regional network and the IMFN.

Your table may not include every position, committee or group in the Model Forest, but it should clearly indicate the various roles and responsibilities. One way to examine roles and responsibilities is to determine who would make a recommendation and who would approve something.

**STEP 3: DEVELOP POLICIES, BYLAWS AND GROUND RULES**

Growing pains are to be expected in the initial stages of a new Model Forest. Decision-making processes will be untested, and an unfamiliarity with working together may strain the resolve of the stakeholders. However, assuming that stakeholders have made a commitment to the Model Forest concept, and that each stakeholder comes to the table prepared to treat others with respect and consideration, debate can be constructive and decisions can reflect broad stakeholder input. Developing policies, bylaws and ground rules can help smooth the way.

There are four general types of policies to help guide decision making and activities:

1) **Framework and governance policies**
   - Reflect the values and mandate of the Model Forest
   - Set limits on activities
   - Provide the principles to guide decisions—principles may include mission statement, constitution and bylaws; organizational structure, including roles and responsibilities; committee terms of reference; etc.

2) **Operational or executive policies**
   - Provide a framework for managing the Model Forest as an organization
   - Include areas such as financial and personnel management.
3) **Administrative or functional policies**
   - Govern the day-to-day delivery of services and activities of the Model Forest.

4) **Conflict of interest policies**
   - Help with managing real and perceived conflicts
   - Cover areas such as disclosure of direct and indirect financial interest, disclosure of conflicting organizational interests, anti-nepotism
   - May focus on board members—their compensation, reimbursement for expenses, use of organizational property, gifts and gratuities, political activities
   - May also encompass committee members and staff.

As well, many Model Forests formulate bylaws that govern how they operate. If a Model Forest becomes a legally registered organization, bylaws are often required as part of the registration process. While the actual requirements may vary depending on legislation, here are the typical items that appear in bylaws:

- Corporation name (legal Model Forest name), address and logo/brand
- Who the members are, how to become a member, conditions associated with membership, termination
- Meetings of the membership and voting
- Number of directors in the governing body, eligibility and terms
- Nominations and elections
- Meetings of the governing body (how many per year, quorum, notice of meetings)
- Duties and powers of directors.

- Officers of the governing body (election, term, duties, resignation and removal)
- Standing committees of the governing body
- How to keep minutes, general information on books and records
- Fiscal year of the organization
- Audit
- How to amend bylaws.

In addition, some Model Forests develop ground rules to guide stakeholders’ participation in the Model Forest. Ground rules are not formal governing regulations, rather, they define a series of operating principles that each stakeholder and individual agrees to follow.

Contact the IMFN Secretariat for governance examples from other Model Forests.

**NEXT:**
**CHAPTER 4: MODEL FOREST WORK PLANNING**