**PWN Global Board - Background Information**

ABOUT US

PWN Global is a global movement of people working towards gender balanced leadership through professional development and international, cross-industry, online and in-person networking.

With nearly **3500 members** and more than **90 nationalities**, our **volunteer-led** organisation city networks deliver over **600 events a year** plus **mentoring programs** in our community of 25 **city networks**. Our members comprise all sectors and industries.

**Our For Purpose mission is to ADVANCE WOMEN IN LEADERSHIP**. We believe that leveraging 100% of the world’s talent will result in an economically sustainable, happier society. Gender balanced decision-making creates strength of character, resilience and growth. We aspire to accelerate the pace of change and to inspire our community to embrace new skills and put reforms into action.

INTRODUCTION

The new Board of Directors (the “Board of Directors”) of PWN Global will be elected in June 2021. As elected representatives of the membership associations of PWN Global, the Board of Directors creates PWN Global’s strategy and objectives in collaboration with the 29 city network leaders.

The Board of Directors creates new board positions if needed and nominates the related board members, and will define and nominate the committee leaders responsible for programs, communication / marketing, support to City networks and IT infrastructure.

PWN Global ensures and supports the planned execution of programs to support our mission at the PWN Global and local level.

PURPOSE

The Board of Directors exists in order to:

* Ensure that we are in compliance and alignment with all legal responsibilities and requirements related to the law in the country where PWN Global resides; today this is in France. The President, Secretary General and Treasurer in particular, as Board Members, have legal responsibility which requires their alignment and attention to act on necessary matters; however, all board directors have responsibilities to the association.

* Build relationships with new and existing strategic and corporate partners, in full collaboration with the city networks (where the partner’s members reside) as this is the source of the majority of our network funding, and develop new sources of funding, including webinars & online events.
* Serve the needs of our members; both the City Networks and the individual members. As such, PWN Global should:
	+ Serve as a point of coordination, collaboration and facilitation for the development and implementation of cross-City Network programs, management strategies and administrative matters and PWN Global programs;
	+ Assure PWN Global representation and involvement in the business, political and social environment in which PWN Global operates and where they can influence progress and promote visibility to PWN Global;
* Manage the continued growth of PWN Global, be the guardians of our respected brand name around the world and continuously strive to advance one of our most valuable network tools, the underpinning technology structure.

PRINCIPAL ACTIVITIES

With the support of the volunteers and service contractors at the PWN Global, the Board of Directors carries out the following activities:

* **The most important task of a PWN Global Board Member is to recruit and lead a resource bank of reliable and high calibre volunteers** who can take on short term and long-term projects. The larger the volunteer team, the more we can spread the power of influence and accountability. The Board Member should become responsible for strategic thinking and ensuring that the team delivers excellence.

* Collaborating with other Board Members and the broader network to ensure mutualisation and efficient use of resources, in alignment with the PWN Global strategy;
* Ensures the coordination, relevance and operational efficiency of infrastructure and resources including the common web community platform;
* Representation of PWN Global and dissemination of information about City Network and PWN Global driven initiatives to PWN Global members, stakeholders and the public;
* Managing existing and pursuing new sources of revenue for the PWN Global;
* Evaluating and pursuing new growth opportunities;
* Establishing strategic alliances and partnerships with organisations that support the mission of the PWN Global as well as with Corporate Partners. **Each board member is asked to be responsible for identifying 1 partner during their term.**
* Pooling of resources, sharing of expertise and best practices across networks to provide efficient and cost-effective management of common programs, such as Mentoring, Entrepreneurship, Engaging Men, etc.

STANDARD OF CONDUCT

Once elected, each of the Board Members must perform their duties in a highly professional manner and in the best interests of the PWN Global PWN Global and in accordance with our code of conduct. This included feedback and accountability assessments after 6 months to ensure individual contribution across the PWN Global Board. See separate Commitment document.

CONFLICTS OF INTEREST

As a general principle, Board Members should avoid any actions or situations that might result in or create the appearance of using their association with the PWN Global for private gain, giving unwarranted preferential treatment to any individual or organisation, losing independence or impartiality, or adversely affecting the PWN Global’s reputation or confidence in its integrity. Candidates should disclose any other affiliations or Board roles that could be perceived as a conflict. For instance, if s/he is actively engaged in leadership with other networks or leading research for another Gender Balance organisation.

The PWN Global Board will consider questions of possible conflicts of interest of Board Members and will develop and review a practical conflict of interest policy and procedure for disclosure by Board Members. All material developed while at PWN Global is considered proprietary to PWN Global.

The Board of Directors is elected for a period of two years, after which they can seek re-election. It is up to each board member to identify successors during their term in order to ensure a smooth transition.

BOARD MEETINGS

The current Executive Committee of the Board of Directors holds a weekly call (with usually 1 meeting in person p.a.), with longer meetings with all directors once or twice per month. The new Board will be able to decide on future meetings.

The new Board should hold a meeting shortly after the election the Board of Directors at the AGM. At this meeting, the individual board members review existing and proposed responsibilities across each role and what is expected of them as well as group norms, including commitments and delivering against expectations.

COMMITTEES

Each Board Member will serve, together with at least one other Board Member, on one or more committees (to be established by respective Board Members), contributing the experience and special talents toward the committee’s goals. Board Members are responsible for identifying committee leaders and members from the local networks who can support, lead and contribute to key initiatives.

REPRESENTATION OF PWN GLOBAL

Board Members will agree on the individual rights or authority to act upon his or her own in the name of the organisation and what will be delegated to whom as it relates to specific authority by the Board of Directors.

CONFIDENTIALITY

All Board meeting agendas, background materials, and deliberations are confidential within the Board of Directors. Once the minutes have been distributed, Board Members are free to discuss an issue that has been designated non-confidential. However, under no circumstances should a Board Member discuss the Board’s internal deliberations, such as who supported or didn’t support an issue, or share the background materials, unless specified as unrestricted.

BOARD AND COMMITTEE MEMBER VALUES

* Talent

The PWN Global PWN Global Board should be made up of individuals who respect each other’s unique set of strengths/talents and who value/appreciate that diverse teams produce better quality results. As we’re powered by volunteers, an ongoing priority is to attract and inspire volunteers to take ownership on membership, marketing, events, research, programs, publications, new initiatives, partner relations etc. in order to advance our mission.

* Collaborative Intelligence

The ability to work collaboratively, offer support, motivation and coaching when needed, and a willingness to hold one another and oneself accountable to objectives and deliverables are imperative traits of a Board Members. A sense of maturity, flexibility and adaptability when working through conflicts across cultures is essential.

* Respect

Listening to and hearing differing points of view is a virtue and a necessity. Furthermore, a member of the Board should be an effective speaker who can represent the organisation advantageously and who can clearly present views in Board discussions. The ability to give and receive constructive feedback is an important part of building an effective team.

* Excellence & Advancement

PWN Global needs effective leaders who have the ability and foresight to guide our organisation to new successes and even higher standards of quality.

The effective Board Member is someone who focuses on what the Board as a whole wants to achieve, rather than on her / his own needs only, and acts in accordance to ensure progress.

* Accountable and dependable

Integrity is the number one requirement for running for and serving as a member of the Board of Directors. The network relies on the individual board members to hold one another accountable to the highest standards of integrity. Not-for-profit work often requires careful prioritizing in respect of time and other, competing commitments. It is expected that Board Members make and keep their Board commitments in a professional manner.

IDEAL LEADERSHIP PROFILE FOR A PWN GLOBAL BOARD POSITION:

* Has strong influencing and facilitation skills in a For Purpose, Solutions Oriented volunteer environment. Facilitates ideas and collaborative discussions to ultimately create alignment among key stakeholders. Is a strong team player.
* Serves as a role model for the PWN Global PWN Global and the City Network board members. Supports the President in empowering others to translate vision into results; is proactive in developing strategies to accomplished objectives; problem solver; establishes and maintains relationships with a broad range of people to understand needs and gain support; anticipates and resolves conflicts by pursuing mutually- agreed solutions; drives for change and improvement; does not accept the status quo; and shows the courage to take unpopular stands.
* Takes responsibility for ensuring the equal participation of all City Networks. Above all has a demonstrated inclusive leadership style and at the same time is able to take decisions in order to move the network forward.

REQUIRED SKILLS and QUALIFICATIONS:

* Demonstrated management capabilities in a multicultural and non-remunerated environment.
* Good understanding of PWN Global, its mission and values and a passion for the progress of women in business.
* Experience managing members or volunteers in a City Network or other association.
* Must have a track record of collaboration, openness, and sharing of knowledge as well as effective delegation. Ability to influence and facilitate discussions is key.
* Fluency in written and spoken English, ideally in addition to other languages.
* A Bachelor’s degree and preferably a Master’s Degree,
* Speaks, writes and presents clearly and effectively; solicits input from others on all Board Meetings, Annual General Meetings etc.

GETTING YOUR COMPANY ON BOARD:

We encourage you to get your companies, organizations, clients, offices, and bosses on board with this opportunity for you to serve in a volunteer leadership role. Serving as a Board Member is not only a good opportunity for you but for them as well.

PWN Volunteers, in exchange from their commitment, receive the opportunity to develop leadership skills, increase their personal and their organization's visibility with potential clients and, on the topic of gender balance, garner external wisdom on best practices. Importantly, volunteering demonstrates a commitment to gender balance as a business cause, by the volunteer her/himself and by the organization which supports them serving as a volunteer.

PWN GLOBAL BOARD POSITIONS AND STRUCTURE

The following are the Board positions to be elected in June 2021:

* **President**
* **Secretary General**
* **Treasurer**
* **VP Fundraising**

This structure, titles and number of board members and committee leaders with specific responsibilities can be adapted to the needs of the network once the board is elected into office and the bylaws are revised and approved if necessary.

BACKGROUND REQUIREMENTS, DUTIES AND RESPONSIBILITIES

All members of the Board of Directors are expected to:

* Meet the qualification outlined in the individual job descriptions.
* Ideally have a minimum of 2 years of Board experience on a PWN City Network board, on a Non-Profit Board, or on Corporate Board or she/he must have had a highly active role at the local level and previous board experience in a not-for-profit, to justify shorter tenure. Must have an in-depth understanding of the network.
* Have a minimum of 3 references, 2 from senior network members.
* Prepare for and attend all Board meetings.
* Regularly attend meetings of the Presidents’ Council of city network presidents, and any committees relevant to their subject area.
* Attend the Annual General Meeting.
* Represent PWN Global at speaking engagements, conferences, City Network events, etc.
* Generally participate in the activities of PWN Global.

**LEGAL REQUIREMENTS UNDER FRENCH LAW**

PWN Global is a not-for-profit association (*association à but non lucratif* or ABNL) established under French law, which owns 100% of PWN Global Corporation SAS (*société par actions simplifiée*). Board Members are therefore subject to French legal requirements and administrative formalities.

As background, we have put together the following overview of your responsibilities under French law and custom. As the future representative of PWN Global as a **professional** women’s network, we ask that you familiarise yourself with these. You may also be required to ask your employer whether they require notification or approval required for you to accept a Board mandate in advance of the AGM meeting.

As a Board director, you are subject to the general principles of French law. As such, directors are required:

* To act within the powers conferred by the association law of 1 July 1901, the Decree of 16 August 1901, and any subsequent amendments, and the French civil code, which generally require you:
* To act in good faith
* To act in the best interests of the members
* To treat all members fairly
* To exercise independent judgement
* To disclose any relevant interests
* To comply with the relevant administrative formalities for associations (mostly set out in the bylaws and internal regulations but also in French law).

You can find more information about French law and administrative requirements via these websites:

* [Official Register (with Prefecture de Paris)](https://www.service-public.fr/associations)
* [Ministry for Education](https://www.associations.gouv.fr/)
* [Civil Code](https://www.legifrance.gouv.fr/affichCode.do?idArticle=LEGIARTI000006410060&idSectionTA=LEGISCTA000006181671&cidTexte=LEGITEXT000006070716&dateTexte=20190905)

Under French law, you are considered as Board Members to be jointly and severally liable. Directors’ liability is considered on the facts: you can be held responsible for the actions (and potentially inactions) of other directors since liability is joint and several. You can also be held responsible for acts committed by others to whom you have delegated1. This means that it is important not just to focus on your own area but to be prepared to step in to help others where necessary and to follow up on delegated tasks.

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You should therefore familiarise yourself and comply with PWN Global’s bylaws, internal regulations, and board internal rules, submit an annual report on your activities, accounts and budget to the members, and make yourself available for questions from the members at the Presidents’ Council and Annual General Meetings.

Past annual reports and minutes will be made available to all board members. Board members are expected to attend all Board meetings. If you miss more than 3, you may be considered to have resigned.

As protection, we have taken out directors’ and officers’ civil liability insurance up to 600.000 euros with AXA Insurance policy, renewed in January 2019. The terms and conditions of this policy essentially cover:

* Civil, criminal and administrative liability defence costs
* Financial costs of civil liability

Claims which are excluded are:

* Intentional fault or fraud
* Any claims to which the insured is not legally entitled
* Personal injury or property damage, unless directly related to role
* Any claims known at date insurance is taken out
* Any claims relating to legal actions already underway at the date of contract
* Asbestos claims
* Claims outside the EEA

Your term of office will last for 2 years from the AGM at which you are elected, but is subject to a 6-month review to check that the relationship is working on both sides. You may resign before the end of the 2 years by giving written notice to the President.If you do, we ask that you help us to find your successor.

Finally, we ask all our board members to sign and return a board commitment contract, to acknowledge that you have read and understood the responsibilities of all volunteers (i.e. tasks, disclosures, liability etc.) and that you understand that you will not be remunerated for your time as a volunteer.