

**BirdsCaribbean**

# **BOARD ORIENTATION HANDBOOK**



March 2015



# Contents

**THE SOCIETY ..... 3**

- Brief History ..... 3
- Current Name & Logo ..... 4
- Vision and Mission of BirdsCaribbean ..... 5
- Tagline ..... 5
- Description..... 5
- Philosophy and Values of BirdsCaribbean ..... 5
- BirdsCaribbean Strategic Objectives 2014-2018..... 6

**GOVERNANCE CONTEXT AND STRUCTURE ..... 6**

- Context..... 6
- Structure..... 7
  - Board of Directors (BoD)..... 7
  - Executive Committee ..... 7
  - Executive Director ..... 8
  - Board Committees and Advisory Committees..... 8
  - Working Groups, Projects and Programmes of BirdsCaribbean ..... 8

**EXPECTATIONS OF BOARD MEMBERS..... 9**

- Basic Responsibilities of the Board of every Nonprofit Organization ..... 9
  - Determine and Promote the Organization’s Vision and Mission..... 9
  - Ensure Effective Organizational Planning ..... 9
  - Determine and Monitor the Organization’s Programs and Services..... 9
  - Ensure Adequate Resources ..... 9
  - Manage Resources Effectively..... 10
  - Select the Executive Director..... 10
  - Enhance the Organization’s Public Image ..... 10
- Additional Expectations of BirdsCaribbean Board Members ..... 10
  - Participate in Board discussions..... 10
  - Promote BirdsCaribbean. .... 11
  - Support BirdsCaribbean financially. .... 11

**BOARD PRACTICES AND LOGISTICS..... 11**

- Mentoring ..... 11
- Meetings ..... 12
- Board Expenses ..... 12
- Legal Ramifications of Serving on the Board ..... 12

**APPENDICES..... 13**

- List of Presidents and Meetings..... 13



## Welcome to the BirdsCaribbean Board of Directors

Thank you for your sincere interest and commitment to the conservation and study of the birds of the Caribbean and their habitats. We are delighted that you have decided to serve on the Board of Directors (BoD) of BirdsCaribbean (BC). As one of our BoDs you will play an integral role in representing who we are, supporting the mission of our organization, and helping to build our social and financial capital.

This orientation handbook, designed to provide guidance for new Board members, is an important introduction to BC and what being a BoD means and involves. In addition to this handbook, new members should also familiarize themselves with the organization's governance documents (Articles of Incorporation, Bylaws, Policies and Procedures Manual, Strategic Plan), which are essential reading. Please ensure that you receive and read all of these to ensure that you are properly oriented and ready fully to participate as a Board member. Additionally, there are several suggested readings including *Governing a Conservation NGO: A Guide to Good Practice* (RSPB 2014) and *How to Be a Great Nonprofit Board Member* (National Council of Nonprofits 2009). BirdsCaribbean is regional, mission-oriented organization. To achieve our mission the composition of our Board is diverse. We aim to include and work with all segments of the Caribbean's human diversity including, as far as possible, representatives of the entire cross-section of Caribbean cultures, nationalities, and languages.

As you familiarize yourself with your roles and responsibilities, don't hesitate to contact the BirdsCaribbean Executive Director ([Lisa.Sorenson@birdscaribbean.org](mailto:Lisa.Sorenson@birdscaribbean.org); 1-508-655-1940) or the President ([Leo.Douglas@BirdsCaribbean.org](mailto:Leo.Douglas@BirdsCaribbean.org); 1-508-655-1940).

## The Society

### Brief History

Our organization was formed in 1988 as the Society for Caribbean Ornithology (SCO), with its first official meeting held in St. Croix that year. The SCO and its bylaws were initially modeled after the traditional North American Ornithological Societies in both meeting format and its publication, *El Pitirre*. At its annual meetings, both results of research on Caribbean birds and descriptions of conservation in the region were reported in oral presentations to participants by representatives of the various government agencies (i.e., Ministries of Forestry) charged with habitat conservation and the few NGOs active in the region at that time (e.g., Gosse Bird Club, National Trusts), as well as biologists from various universities from within and outside the Caribbean. Both the meetings as well the SCO's journal provided a forum for biologists from outside the region to "repatriate" their Caribbean research findings to a Caribbean audience.

After the first few meetings, however, island representatives requested that the SCO meeting format be changed to include workshops and various forms of training to strengthen local conservation capacity to better manage and conserve the region's rich biodiversity and natural resources. In addition, several priority setting sessions were held at SCO meetings with island participants who indicated a strong desire and need for more training and capacity building in conservation techniques, outreach, and education. Recognizing that education is essential to allow people to make informed choices about their local and global environmental conditions and to achieve a more sustainable relationship between themselves and their environment, members cited environmental education and public outreach as the most important tool to raise



awareness of the importance and value of natural habitats and to achieve lasting conservation and sustainable development goals. Given these desires, the society changed its organizational structure as well as its meeting format to focus more on workshops, symposia, discussions, and field training with an emphasis on conservation of birds and their habitats. The organization was legally incorporated in Washington, D.C. USA in 2002, with a new name, the Society for the Conservation and Study of Caribbean Birds (SCSCB), to reflect these changes. In 2007, it received its 501c (3) designation (tax-exempt, non-profit organization) from the U.S. Internal Revenue Service.

In the last ~15 years, the organization became increasingly active in raising grant funds for various projects and programs, starting with the West Indian Whistling-duck and Wetlands Conservation Project and Caribbean Endemic Bird Festival, followed by development of the Caribbean Waterbird Census, Seabird Conservation, International Migratory Bird Day, Caribbean Birding Trail, and BirdSleuth Caribbean Programs, among others. All have a strong focus on building capacity for bird and habitat conservation through applied research, outreach, education, monitoring and community engagement. The organization has thus evolved to become a conservation NGO, but still provides opportunities at its meetings and in its publication, *The Journal for Caribbean Ornithology*, for presentation of research findings related to Caribbean birds and their conservation.

### Current Name & Logo

The current name, BirdsCaribbean, was proposed at the 19<sup>th</sup> Regional Meeting held in St. Georges, Grenada in July 2013; it was formally adopted by ballot in October 2013.



The BirdsCaribbean logo was adopted in 2013. The central figure of the logo is a stylized Bananaquit (*Coereba flaveola*) shown as if landing on the words “BirdsCaribbean” or on the letters BC (the abbreviation of the name of the organization, BirdsCaribbean). An outer circle of blue-green represents the inclusive unifying role of BirdsCaribbean as an organization bringing Caribbean communities together for the common purpose of bird conservation.

Other forms of the logo (the Bananaquit alone, or different color schemes) are also available for certain purposes.





## Vision and Mission of BirdsCaribbean

BirdsCaribbean is a vibrant international **network** of members and partners committed to conserving the birds of the Caribbean and their habitats. We raise awareness, promote sound science, and empower local partners to build a region where people appreciate, conserve and benefit from thriving bird populations and ecosystems.

### Tagline

*Working together for Caribbean birds and a sustainable future.*

### Description

BirdsCaribbean serves as the Caribbean’s primary forum to promote on-the-ground conservation action by increasing human capacity, raising awareness, and promoting sound science. We also emphasize the sharing of best practices, tools, innovations and lessons learned. By working together with our members and affiliated groups we influence decision-making and conservation policy.

Key to this is building networks and partnerships with local, national and international organizations and institutions, and developing regional projects that help our partners achieve our shared bird conservation goals. We also work to engage people of all ages in learning about birds—their beauty, value and why it is important to protect them. We do this through several of our flagship programs such as the *Caribbean Endemic Bird Festival*, *West Indian Whistling-Duck and Wetlands Conservation Project*, and *Caribbean Waterbird Census*, as well as programs like the *Caribbean Birding Trail* that seek to demonstrate the economic value of birds and their habitats. As a result, BirdsCaribbean and its partners have developed numerous regional projects, activities, and materials that facilitate local research, management, conservation, education and outreach.

The organization is supported by institutional and individual membership dues, donations, grants, and the sale of materials or items we produce with the approval of the BoD; and from such property or funds we may acquire. We hope in the future to increase support through other avenues such as an endowment, bequests and trust funds.

The current membership of BirdsCaribbean fluctuates around 200 to 300 paid members, including our institutional members. We also attract more than 3,000 followers and supporters globally who regularly visit our Facebook pages and website or are members of our listserves. Additionally our flagship public awareness programs (Caribbean Endemic Bird Festival & International Migratory Bird Day) attract approximately 100,000 Caribbean nationals as participants each year. Our major scientific publication is the **Journal of Caribbean Ornithology**—an open access e-journal shared with all the leading natural history museums and bird conservation organizations globally.

## Philosophy and Values of BirdsCaribbean

BirdsCaribbean’s philosophy is that:

- Caribbean biodiversity must be recognized as a local, regional, and global treasure.
- Birds are of great importance to our unique Caribbean heritage, contributing to culture, a sense of place and the economy.



- Everyone can and should contribute to conserving birds and their habitats.
- Conserving birds ensures a healthy, biologically diverse environment, enriches lives and helps people to value nature and develop a conservation ethic.
- Increasing awareness and appreciation of birds lays the foundations for long-term commitments to conservation.

BirdsCaribbean's values state that:

- We will work with local partners to achieve conservation of birds and their habitats.
- We will promote the use of the best available scientific information to guide conservation action and adaptive management.
- We will encourage open sharing of knowledge, skills and expertise about the conservation of birds and their habitats.
- We will respect local cultures and values, and exhibit honesty and integrity in implementing our conservation work.

## BirdsCaribbean Strategic Objectives 2014-2018

During the strategic plan period of 2014 to 2018, the programmes, activities and resources of BirdsCaribbean will be developed and used to achieve the following strategic objectives:

- **Objective 1: Support implementation of on-the-ground conservation** by growing our flagship programmes to provide a measurable increase in local capacity, local leadership, participation of partners and conservation outcomes, by 2018.
- **Objective 2: Catalyze conservation action** by promoting the development of a conservation ethic, and broadening involvement in conservation of Caribbean birds and their habitats by increasing participation in networking and building capacity by sharing information, knowledge and skills with 25% more partners by 2018.
- **Objective 3: Increase support, involvement and commitment to BirdsCaribbean** by diversifying and increasing our membership by 50% by 2018, through new membership and communications strategies and rebranding (by the end of 2014).
- **Objective 4: Increase BirdsCaribbean's capacity** to provide leadership and expand our network of partner organizations in the Caribbean by generating core operational funds (see strategic plan for further details).

## Governance Context and Structure

### Context

BirdsCaribbean is guided by several documents. The Amended and Restated Articles of



Incorporation and Amended and Restated Bylaws were voted on and accepted by the membership in December 2014.

The organization's Policies and Procedures Manual is a continually evolving compendium of guidance. This manual is authorized in the bylaws, and includes policies and procedures relating to membership, Board duties and operations, finances and financial oversight, and more. The BoD may adopt amendments to the Manual provided, that any amendments that are inconsistent with the Manual (including prior amendments), must be approved by a two-thirds (2/3) vote of the BoD.

All of BirdsCaribbean's organizational documents (together with draft or sensitive documents) can be accessed on our BoD Basecamp site<sup>1</sup>.

## Structure

BirdsCaribbean's governance structure is described in detail in its Bylaws and Policies and Procedures Manual. Below is a general overview.

At present, BirdsCaribbean is a growing organization and its Board members are involved in most of its operational decisions, with implementation delegated to staff. As such, each is expected to take a leadership role in some aspect of its governance structure (Officer, Chair or Co-Chair of a committee or working group). Please learn more about existing and proposed committees and working groups and review the strategic plan to determine where your set of skills and interests might be best placed. Also please contact the existing committee chairs and/or working group chairs to explore how you can get involved.

### **Board of Directors (BoD)**

The **BoD** is the governing body of BirdsCaribbean and sets organizational policies and procedures and develops strategies for reaching vision and mission. It will, among other duties, hire the Executive Director; appoint the Editors of the organization's publications; adopt a budget and approve in advance proposed annual expenditures; decide dates and locations of future general meetings; propose dues adjustments and other fees to the general membership; decide upon the suitability of publications, position papers, or statements to be issued in the name of the organization; decide upon motions of censure or expulsion; supervise the organization's finances; handle legal aspects of the organization's operation; and assist the President in carrying out the executive work of the organization. Members of the BoD serve gratis.

### **Executive Committee**

A subset of the BoD is empowered with most decision-making for the organization. It consists of President, Vice-President, immediate Past-President, Secretary, Treasurer, and Executive Director (non-voting). These officers collectively constitute the Executive Committee of the BirdsCaribbean, which is responsible for overseeing the routine (administrative) business of the organization. In addition to the general duties as members of the BoD above, all Officers have specific Officer responsibilities (see Policies and Procedures).

---

<sup>1</sup> Basecamp an online project management tool that we will be using to discuss and share all aspects of BoD planning.



## Executive Director

The Board hires an Executive Director (ED) to serve as Chief Executive Officer of the organization and to supervise or carry out policies and directives of the Executive Committee and the Board. The Board evaluates the performance of the ED once per year. The ED, in turn, hires BirdsCaribbean staff to conduct the programs of the organization. The BirdsCaribbean Executive Director serves as a non-voting member on the BoD to represent administrative and editorial interests, provide institutional knowledge for strategic decisions, make recommendations, and facilitate activities to accomplish the organization's mission. Additionally, the Executive Director (in collaboration with the organization's elected Secretary) is charged with ensuring adequate resources are available to conduct all Board meetings.

Currently, Lisa Sorenson serves as Executive Director (ED). She works from her home office outside Boston, US. Additionally, BirdsCaribbean currently maintains office space in Freeport, Grand Bahama, supported by one salaried half-time Administrative Assistant (since September 2014), Susan Krupica.

## Board Committees and Advisory Committees

The Board of Directors may appoint such temporary (*ad hoc*) and permanent (standing) committees as it deems necessary to achieve the objectives of the organization. Board Committees consist only of Directors and are delegated powers of the full Board. Advisory Committees may include members that are not Directors. All committees established by the Board of Directors shall keep regular minutes of their proceedings and the chairperson of each committee shall report any actions taken to the Board of Directors at the next meeting thereof held after the committee meeting. Regular operations of the committees shall be conducted under the oversight of the Executive Committee

Committees key to the strategic growth of the organization include:

- Executive Committee (established by Bylaws – Chair President)
- Governance, Strategic Planning and Implementation (Chair – Immediate Past President)
- Finance (Chair – Treasurer)
- Fund-raising
- Biennial International Meetings/ Conferences (Chair – Vice-President)
- Membership and Partnerships
- Mentorship and Student Affairs
- Education
- Science and Publications
- Advocacy

## Working Groups, Projects and Programmes of BirdsCaribbean

Program development is driven by Working Groups (WG) and BC partners and members, who meet every two years at our regional meeting to discuss threats and issues related to specific topics (e.g., invasives, climate change, education) or bird species or groups (e.g. waterbirds, seabirds, parrots, West Indian Whistling-Ducks, White-crowned Pigeons). They provide input into conservation objectives and activities to alleviate threats, and what resources, materials, help





and training they need to carry out local work. The Executive Director and/or Working Group Chairs or members of the Executive Committee then raise the funds for projects to build capacity and carry out the work (for example, the WIWD and Wetlands Conservation Project, Caribbean Waterbird Census, BirdSleuth Caribbean, etc.). Working Groups are not Board committees (do not set organizational policy or report directly to the Board) but rather help develop programmes through their input via discussions at meetings, through WG listserves and email. The exception to this is the Media WG who meets regularly (every 2 months or more) to plan and carry out media activities for BC. Because Working Groups are a mechanism for implementing BC's initiatives, involvement by one or more Board members is essential for their operation and coordination with the BoD and strategic plan.

## Expectations of Board Members

### Basic Responsibilities of the Board of every Nonprofit Organization<sup>2</sup>

#### **Determine and Promote the Organization's Vision and Mission**

The first role of the Board is to establish the broad policy framework of the organization and ensure that the vision and mission statements guide all the activities of the organization.

#### **Ensure Effective Organizational Planning**

The Board will ensure that the implementation of the vision and mission statement is guided by sound planning, through the participatory development and adoption of 5 year Strategic Plans.

#### **Determine and Monitor the Organization's Programs and Services**

The Board will review the annual operation plan (developed by the Executive Director) to ensure that current and proposed programs and services are consistent with the organization's stated mission and purposes. The role of the Board is to provide overall guidance in policy and direction for the organization, not to micro-manage the organization. Given limited resources and unlimited demands on them, the Board can help guide the Executive Director to make the best choices among many competing priorities. Financial and programmatic decisions should be made in consultation between the Board and the Executive Director.

#### **Ensure Adequate Resources**

BirdsCaribbean has achieved a great deal with limited resources, but it can only be as effective as it has resources to meet its purposes. Providing adequate resources to allow BirdsCaribbean to grow to meet its full potential is, first and foremost, a Board responsibility although staff and volunteers may provide support when the opportunity arises. Many organizations confuse the role of staff with the Board's responsibility on this score, particularly when the staff includes a director of development or fundraiser. Fund raising is a full Board function; to accept a position on the Board is to make a commitment to raising funds and in-kind support for the organization.

---

<sup>2</sup> Adapted from the National Center for Nonprofit Boards.



## **Manage Resources Effectively**

In order to maintain the organization's credibility and reputation, the Board must serve the public trust. This includes protecting accumulated assets and ensuring that current income is managed properly. Because BirdsCaribbean is incorporated and granted tax-exempt status in the US as a 501 (c) (3) organization to fulfill a public need and to work throughout the Caribbean region, the Board's obligations go well beyond its organization's members, constituents or clients. This starts with a legal responsibility. Board members are in essence the trustees in the literal and legal sense of the term. The Board and therefore the individual trustees are ultimately accountable for the actions of BirdsCaribbean. Although the finances of BC are reviewed annually by an accredited accounting firm, the BoD provides oversight of financial health of the organization.

## **Select the Executive Director**

This responsibility undoubtedly has the greatest impact on the organization's development and effectiveness. While this function may also be shared with others who have a stake in the outcome, the final decision is the Board's to make. A carefully considered search process is essential, but a prerequisite of effective executive performance is the Board's recognition of its duty to provide the type of working environment that will enable the top staff executive to succeed.

## **Enhance the Organization's Public Image**

The Board serves as a link between the organization's staff or volunteers and its members, constituents or clients. Government leaders, the media, and current and potential funding sources also call for effective public relations to ensure a healthy public image for the organization. Boards, however, should guard against the occasionally overzealous Board member who may take inappropriate and unilateral initiatives without clearance. The Board's elected leaders should ensure that the Board appropriately disciplines itself. No Board member should represent himself/herself as speaking for the Board or organization unless specifically authorized to do so.

## **Additional Expectations of BirdsCaribbean Board Members**

As a BirdsCaribbean Director, there are some additional, specific expectations of you.

### **Participate in Board discussions**

The Board must meet at least annually, but currently meets four times per year, usually electronically. In person meetings are typically held in conjunction with our BirdsCaribbean international conference. Missing three Board meetings is cause for removal from the Board. Come prepared for each meeting by reading the minutes of the past meeting and all other circulated documents for that meeting. Additionally, be available for contact between Board meetings. Respond promptly to emails and participate in virtual discussions of Board issues on Basecamp.

**Promote BirdsCaribbean.**

Utilize personal and professional skills, relationships and knowledge for the advancement of the mission and goals of BirdsCaribbean. Reach out to volunteer-supporters, individuals with strong social or political influence, and wealthy donors (individuals or corporations) who, though they may never be part of our Board, can support BirdsCaribbean in the realization of its mission and successful implementation of its Strategic Plan. These are people present in your home countries and/or social circles that you can help us to access. At a minimum, promote membership by asking at least ten friends or colleagues - students, collaborators, decision makers – to join the BirdsCaribbean community by becoming members.

**Support BirdsCaribbean financially.**

Commit time to developing financial resources for BirdsCaribbean and make a personal annual financial contribution to the organization.<sup>3</sup> At a minimum, Directors should maintain membership in BirdsCaribbean at their own expense unless extreme financial constraints make this impossible. Moreover, although it is permissible for Directors to have their expenses covered by the organization, it is expected that Board members pay for their own travel to BirdsCaribbean's Regional Conference and associated Board of Director's meetings.

**Take a leadership role on committees.** Chair or co-chair one or more committees of BirdsCaribbean of your choosing or at the request of the President. Priority committees include finance/fund-raising, membership, publications, and governance. If creating a committee, promptly recruit and appoint other committee members. These individuals need not be members at the time of their recruitment, but should be strongly encouraged to join soon thereafter. Use your committee to promptly respond to requests from the President, Board, or other BirdsCaribbean entities to provide input on pending discussion or decision items. Do not attempt to function as a "lone ranger" committee. Replace non-responsive committee members as needed.

**Reveal conflicts or issues.** Reveal any potential conflicts of interest or risks to the organization as soon as these become apparent. If you feel unable to discharge your duties as Director, communicate this promptly to the President, who can ask your mentor to help you address issues prohibiting you from executing your duties, or who can accept your resignation from the Board.

## Board Practices and Logistics

### Mentoring

Before the first Board meeting you attend as Director the president will designate your mentor, who will be a current Board member with at least 1 year of exemplary service on the Board.

---

<sup>3</sup>Many donors request data on the percent of Board members providing an annual cash contribution and do not support organizations in which that percentage is less than 100%. The amount of your contribution is not reported to the Board and can be any amount that is personally significant to you.



Your mentor will contact you before your first Board meeting to answer your questions and ask how they can assist you. Mentoring meetings will typically occur for the first 9-12 months of your term, terminating when you and your mentor agree that they are no longer needed.

## Meetings

Board meetings are loosely governed by Robert's Rules of Order (<http://www.robertsrules.com>) and typically chaired by the President. Special meetings of the BoD may be called by the President or by two-fifths of the BoD.

Unless in-person, Board meetings are on Skype, so Board members are expected to have and maintain appropriate Internet connections. The most effective method for disseminating information to the entire Board of Directors and staff is the Board of Director's Basecamp site (a web-based project-management tool). Once subscribed, Directors will receive emails informing them of activities on the BoD Basecamp site. Please check these emails and respond where a response is requested.

## Board Expenses

Board members serve in a voluntary capacity, and as noted above, it is preferred that they cover their own expenses. If a financial situation makes this impossible for you, please make a formal request for funding during the BirdsCaribbean budget process.

## Legal Ramifications of Serving on the Board

The Board, as the governing body of BirdsCaribbean, is a legal entity against which legal action could be taken. An annex to the bylaws details how Directors are indemnified by the organization against expenses arising from an action, suit or proceedings made or threatened to make against you as a result of your status as Director. Moreover, Directors are not personally liable for a corporation's debts. However, these protections apply only when the Directors have fulfilled their legal duty to exercise reasonable care when they make a decision for the organization. Also, a Director must place the organization's purposes and interests above your own professional and personal interests when making decisions as a Board member.

## Non-Discrimination Policy

BirdsCaribbean does not discriminate in its programs, activities or hiring on the basis of race, skin color, national or ethnic origin, age, religion, disability or handicap, sex or gender, gender identity and/or expression, sexual orientation, military or veteran status, genetic information, or any other characteristic protected under applicable USA federal, state or local law (this organization is incorporated in Washington D.C. USA).

BirdsCaribbean  
4201 Wilson Blvd. Suite 110-174, Arlington, VA 22203-1589  
Email: [info@BirdsCaribbean.org](mailto:info@BirdsCaribbean.org), websites: [www.BirdsCaribbean.org](http://www.BirdsCaribbean.org), [www.CaribbeanBirdingTrail.org](http://www.CaribbeanBirdingTrail.org)



## APPENDICES

### List of Presidents and Meetings

#### **Past Presidents by Year:**

Jorge Moreno	1988-1991
Catherine Levy	1991-1995
J. M. Wunderle	1995-1997
Roeland de Kort	1997-1998
Eric Carey	1998-2004
Andrew Dobson	2005-2008
Lisa Sorenson	2009-2013
Howard Nelson	2013-2014
Leo Douglas	2014-2017

#### **Past Meetings**

- 1988 - St. Croix, USVI - Society of Caribbean Ornithology (SCO) held it's first meeting
- 1989 - Dominican Republic
- 1990 - Jamaica
- 1991 - St. Lucia
- 1992 - Puerto Rico
- 1993 - Cuba
- 1994 - Martinique
- 1995 - Trinidad
- 1996 – Nassau, Bahamas
- 1997 - Aruba
- 1998 - Guadeloupe
- 1999 – Santo Domingo, Dominican Republic
- Then every 2 years:
- 2001 – Cuba
- 2003 - Tobago
- 2005 - Guadeloupe
- 2007 – San Juan, Puerto Rico
- 2009 – St. John’s, Antigua
- 2011 – Freeport, Grand Bahama
- 2013 – St. George’s, Grenada
- 2015 – Kingston, Jamaica