

## **Explanation of the division of tasks and responsibilities between board, staff and volunteers of Wikimedia Nederland**

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Draft based on Dutch language document:

[http://bestuur.wm nederland.nl/Bestand:Taken\\_en\\_bevoegdheden.pdf](http://bestuur.wm nederland.nl/Bestand:Taken_en_bevoegdheden.pdf)

### **Introduction**

In 2010 Wikimedia Nederland chose to initiate a professionalization process. This is the direct result of the success of Wikimedia Nederland as a volunteer organization in recent years. More activities were carried out, more interest from the outside world in these activities, more external contacts, and more obligations.

There was a rising need for a small core team of paid professionals that could help to improve and extend the activities, ensure continuity, and undertake supporting tasks so that volunteers can perform under optimal conditions.

A major milestone was the appointment of a director in 2012, and soon thereafter employees for communication, community support, project management, finances and office management.

De Vereniging Wikimedia Nederland is an association according to Dutch law. The formal structure is laid down in the Articles of Association. The following description of the division of tasks and responsibilities is an elaboration of this formal document.

### **Stakeholders**

Within Wikimedia Netherlands there are a number of different players or stakeholders.

- The Annual General Meeting of Members (AGM) is the highest and final decision taking organ of the association
- Board of trustees, some of whom have a specific role and responsibility: President, Secretary, Treasurer, and/or have responsibility for a specific portfolio such as community relations or GLAM. The Board is appointed by the AGM.
- Director of Wikimedia Nederland. The director is appointed by the Board.
- Staff members. Selected by the Director and formally appointed by the Board.
- Volunteers

## **Mandates and frameworks**

Recurring concept in this list is the term "mandate". According to Dutch law the executive power within WMNL lies with the AGM. It is the AGM that elects board members and it is the AGM that mandates executive power, within a certain framework, to the Board. And the Board mandates the director, again within certain frameworks.

A framework set goals: what needs to be achieved. It also sets limits - substantive, financial, formal, time bound. The Annual plan and Budget are prepared by the staff, within guidelines from the Board. The Board presents the final draft to de AGM which has to power to adopt, reject or amend. Once approved by the AGM the same final Annual Plan and Budget act as a framework for the Board and the Director.

## **Trust and control**

The basis of the whole system is trust. Trust that people are competent, trust in good faith, trust that people care for the organization. And trust also that people know when they have to report back about the activities undertaken.

Next to trust there is 'control'. With transparent frameworks it is not hard to set clear guidelines for reporting and control cycles. It demands also from the 'higher level' the willingness to intervene when things might to go wrong.

## **Tables**

Within WMNL, we have identified some 40 different processes or tasks involving the various stakeholders throughout the year. These tasks are clustered into 4 groups.

- Finance
- Communication
- Human resources
- Organization

We matched these tasks with 3 different roles that more or less coincide with our organizational structure.

- Responsible for preparatory processes
- Executive responsibility
- Decision making authority

In the tables, the stakeholders are listed on the intersection of process and role. The tables provide a high level overview. In order to enhance understanding two processes are described in detail.

## 1 Responsibilities regarding finance

Process	Preparatory processes	Executive responsibility	Decision making authority	notes
Annual budget	<i>Director</i>	<i>Treasurer</i>	<i>AGM</i>	
Annual Report	<i>Director</i>	<i>Treasurer</i>	<i>AGM</i>	
Contracts & formal agreements		<i>Director</i>	<i>Director &lt; € 5000</i> <i>Director + 2 board members &gt; € 5000</i>	
Purchases		<i>Treasurer</i>	<i>Director &lt; € 5000</i> <i>Director + 2 board members &gt; € 5000</i>	
Payment processing	<i>Financial assistant</i>	<i>Director</i>	<i>Treasurer</i>	
Administration	<i>Financial assistant</i>	<i>Director</i>		
Intermediate financial reporting	<i>Financial assistant</i>	<i>Director</i>		
Formal financial control	<i>Treasurer</i>	<i>Accountant</i>	<i>AGM</i>	
(Annual) FDC grant	<i>Director</i>	<i>Director</i>	<i>Treasurer</i>	<i>Based on approved Annual Plan</i>
Collect other funding partners	<i>Director</i>	<i>Director and Treasurer</i>	<i>Board</i>	
Contribution	<i>Finance assistant</i>	<i>Director</i>	<i>Fixation: AGM</i> <i>Collection: Treasurer</i>	
Financial project management	<i>Financial assistant</i>	<i>Director</i>	<i>Board</i>	

### 1.2 Detailed description of the Annual budget process

- First draft made by *director supported by staff member finances*
- *Treasurer* provides guidelines and monitors process and presents the intermediate budget proposal to the *board of trustees*.
- *Board of trustees* discuss the intermediate budget, proposals for change are discussed with the *treasurer*.
- Intermediate budget is adapted by *director* under supervision of *treasurer*.
- *Treasurer* submits the final budget proposal to *general assembly*.
- Discussion in *general assembly* between individual *members* and the *board* , possibly leading to some changes.
- Changes are voted for and in the end the (adapted) annual budget must be approved by the *general assembly*.
- Annual budget is published on <http://nl.wikimedia.org>

#### Summary

- Preparation: *director*
- Executive responsibility: *treasurer*
- Decision making : *general assembly*

## 2 Human resources / staff

Process	Preparatory processes	Executive responsibility	Decision making authority	notes
General terms and conditions of employment	<i>Director</i>	<i>Board member HR</i>	<i>Board</i>	
Recruitment and selection process	<i>Director</i>	<i>Board member HR</i>	<i>Director</i>	<i>Except for the Executive position itself were decision making lies with the Board</i>
Appointments		<i>Director</i>	<i>2 board members</i>	
Assessments		<i>Director</i>	<i>Director</i>	
Training and coaching		<i>Director</i>	<i>Director</i>	
Day to day office operations		<i>Director</i>		
Executive position	<i>Director</i>	<i>Board member HR</i>	<i>Board</i>	

### Detailed description of recruitment process

- Director decides if it is necessary and possible to hire (additional) staff, , within the boundaries of the annual plan and budget (*Board of trustees*) and the current workload.
- Job description prepared by the *director*, in consultation with *board member HR* and/or specialized volunteers.
- Job description published by *director*.
- Ad hoc selection committee appointed: *director, board member HR, volunteer*.
- Selection process itself: first selection made by *director*.
- 1<sup>st</sup> round and 2<sup>nd</sup> round of interviews with applicants by the *selection committee*.
- The *selection committee* comes to a recommendation of one or two preferred candidates. Final choice made by the *director*.
- Terms and conditions discussed with candidate by the *director*, within the boundaries of the term and conditions established by the board of governors
- Formal contract with candidate signed by two Board members, usually board member HR and treasurer

### Summary

- Preparation: *director*
- Responsibility: *board member HR*
- Decision: *director*

### 3 Communications

Process	Preparatory processes	Executive responsibility	Decision making authority	notes
Communication plan	<i>Staff member communication</i>	<i>Director</i>	<i>Board</i>	
House style, use of trademarks etc.	<i>Staff member communications</i>	<i>Director</i>	<i>Director</i>	
Relation management (external partners)	<i>Director</i>	<i>Board</i>		
Communication with community	<i>Staff member communications</i>	<i>Director</i>	<i>Board member community</i>	
Website and wiki management	<i>Staff member communications</i>	<i>Director</i>		
Materials for external communication	<i>Staff member communications</i>	<i>Director</i>		
Newsletter	<i>Staff member communications</i>	<i>Director</i>	<i>Board member PR</i>	<i>With the input of volunteers</i>
Social media	<i>Staff member communications</i>	<i>Director</i>	<i>Board member PR</i>	
Press contacts		<i>Director in co-operation with chairman of the Board</i>		
Public Affairs		<i>Board</i>		
Community events	<i>Staff member communications</i>	<i>Director</i>	<i>Board member Community</i>	
Annual conference	<i>Staff member communications</i>	<i>Director</i>	<i>Board members Community &amp; PR</i>	

## 4 Organization

Process	Preparatory processes	Executive responsibility	Decision making authority	notes
3-year Strategic Plan	<i>Director</i>	<i>Board</i>	<i>AGM</i>	
Annual plan	<i>Director</i>	<i>Board (drafting) Director (implementation)</i>	<i>AGM</i>	<i>See also Finance</i>
(Changes of) Articles of Association	<i>Secretary Board</i>	<i>Board</i>	<i>AGM</i>	
(Organization of) General Assembly	<i>Staff member office management</i>	<i>Director</i>	<i>Secretary</i>	
Membership administration	<i>Staff member office management</i>	<i>Director</i>	<i>Secretary</i>	
Convocation + Agenda Board meeting	<i>Secretary with input from other Board members and Director</i>	<i>Chairman</i>	<i>Board</i>	
Minutes Board meetings + publication on wiki		<i>Secretary</i>	<i>Board</i>	
Communication of board decisions	<i>Staff member communications</i>	<i>Secretary</i>		
Recruitment and assessment board members		<i>Chairman</i>		
Appointment Board members	<i>Chairman</i>		<i>AGM</i>	
Contacts WMF		<i>Director in close cooperation with Board members</i>		<i>f.e. Treasurer for grant appeals, Chairman for organizational subjects, etc.</i>
Contacts directors and staff other Chapters	<i>Director, individual staff members</i>	<i>Director</i>		
Contacts with board members other Chapters		<i>Chairman of the Board and/or individual Board members for specialized subjects</i>		
Office management f.e. reception, cleaning, Inventory, IT, administration, archiving, etc.	<i>Staff members</i>	<i>Director</i>		<i>See also HR</i>