

Proposal: Optimal WMF board composition

The Board Governance Committee (BGC) is recommending to the Board of Trustees to settle the size of the board at 12 for at least the next two years – an expansion of one additional seat from the current size of 11. This represents a change from the Board’s resolutions in [February 2020](#) (to expand the board by up to six additional new seats) and in [April 2021](#) (to add four new trustees).

The purpose of this memo is to: detail the new composition, to lay out the rationale for the decision, and the timing for any review.

New composition

In 2022, the Board will be further expanded by one additional community-selected seat while also onboarding a new board-selected Trustee (new Audit Chair replacing Tanya).

After the 2022 election, there will be 12 Trustees, as follows:

- 6 community and affiliate selected Trustees
- 5 Board-selected Trustees (Noting that Nat’s seat has been converted from Affiliate-selected to Board-selected)
- 1 Trustee who is the Community Founder

Rationale

Expansion beyond 12 Trustees at this time risks making the board less effective, and is not supported by a majority of board members. This perspective is supported by experience and evidence from other boards.

- Literature suggests that the ideal size for a decision-making board is fewer than 12.
 - [Governance Today](#) suggested that the ideal size of a nonprofit board is 8-10
 - A survey by [Board Effect](#) found that “The pros of smaller (nonprofit) boards strongly outweigh the cons”
 - A [study by Bain Capital of company boards](#) found the optimal size to be 7
 - A broad of [survey company boards](#) quoted in the Wall Street Journal found the optional size to be 5-7
- Non-profit boards that are larger than 12 usually also have fundraising responsibilities, unlike the Board of the Wikimedia Foundation. They bring on extra members because of their ability to raise funds. Some nonprofit boards with significant fundraising responsibilities can have many more than 12 trustees. But they usually concentrate decision-making power into an Executive Committee of ~7-8 senior trustees, e.g. committee heads.
 - BoardSource states that an advantage of larger boards is that “Fundraising becomes less of a burden when the responsibility is divided among many members.” [[Board Size: Find the Sweet Spot](#) (BoardSource)]

- A [survey of nonprofit boards](https://www.boardeffect.com/blog/board-size-nonprofit-governance/) in 2007 found that the median size was 15, as many trustees had fundraising responsibilities, in contrast to WMF Board members. [<https://www.boardeffect.com/blog/board-size-nonprofit-governance/>][[Board size and nonprofit governance](#) (BoardEffect)]

Moreover, many current Trustees expressed a view that the previous plan to increase the size of the board beyond 12 had been based on faulty logic that having more people might alleviate the workload of each trustee. What is emerging now is that the same goal could be achieved more effectively by streamlining the workload of the board to enable the trustees to focus on strategic issues by delegating operational issues to staff.

The Governance Check conducted earlier this year (one-on-one interviews and the meeting in New York in March) revealed that most trustees felt that expansion beyond 12 would make the board less effective – primarily because this would increase the complexity of decision-making, which runs the risk of increasing the workload, not decreasing it.

Timing for review

The Board Governance Committee recommends keeping this composition through 2024, and does not recommend expanding the number of seats on the Board in subsequent years. The board always has the option to revisit this decision in future years. For example, if it conducts a skills and expertise assessment of trustees and determines that the Board would be more effective with a larger or smaller number of trustees.

This is consistent with the Bylaws (see below).

Requirements of the Bylaws

The [Wikimedia Foundation Bylaws](#) specify the number, tenure, and selection process of Trustees. It states that “the authorized number of Trustees of the Foundation *shall be at least nine (9) and, at most, sixteen (16)*, as the Board may from time to time determine.” (Article IV, Section 2, A).

This is further detailed as:

- As many as eight (8) Trustees will be sourced from candidates vetted through a Community and/or Affiliate nomination process;
- As many as seven (7) Trustees may be sourced, selected and appointed directly by the Board;
- The Board may reappoint Wales as Community Founder Trustee for successive three-year terms (without a term limit).

The “Board shall not appoint a new Board-selected trustee if it would cause the Board-selected Trustees to outnumber the Community- and Affiliate-selected Trustees.” (Article IV, Section 3, F). The Bylaws also note that “Trustee seats shall be distributed so that, as nearly as practicable,

the terms of a roughly equal number of Trustees shall expire each year, allowing the Foundation to benefit from having continuity of experienced Trustees.” (Article IV, Section 2, B).