



July 23, 2019

To whom it may concern:

Seva Foundation -- a global nonprofit eye care organization based in the Bay Area -- is requesting proposals from qualified consultants to assist the Board of Directors (Board) with capacity building and the development of internal policies and procedures focused in two areas:

1. Board member recruitment and selection practices and new member orientation protocols that promote recently adopted Diversity Equity and Inclusion (DEI) principles, and
2. Clarification of Board roles and responsibilities, and development of communication protocols that promote effective mission oversight and enhanced working relationships (within the Board and between the Board and Senior Leadership Team).

Interested consultants may propose on one or both of the projects described in further detail in the attached Requests for Proposals (RFPs).

While the Board does not have a preference for individual or combined project responses, we do see some overlap and a need for coordination. For example, concerns about a lack of equity and inclusion among Board members in the distribution of information and decision making were key factors in our decision to take a focused look at Board roles & responsibilities and governance policies. Similarly, we recognize that Board diversity contributes to our ability to provide effective oversight of mission impact. Consultants are encouraged to address potential areas of overlap and coordination strategy in their responses.

Questions related to either RFP shall be directed to:

Kate Moynihan, Executive Director
Seva Foundation
415-760-2159

Sincerely,

A handwritten signature in black ink, appearing to read 'Deborah Galardi'.

Deborah Galardi
Board Chair



Development of Recruitment and New Member Orientation Policies and Procedures to Promote Diversity Equity and Inclusion Principles
Request For Proposals

RFP Issued: July 23, 2019 Deadline: August 9, 2019

Seva Background

Seva Foundation (Seva) is a global nonprofit eye care organization that transforms lives and strengthens communities by restoring sight and preventing blindness. We train and partner with local eye care providers and develop self sustaining eye programs around the world. We assist in providing critical eye care to underserved communities, especially to women, children and indigenous peoples. Seva's vision is: A world free of blindness.

Project Background and Objectives

With the help of a consultant, Seva's Board of Directors (Board) has been on a path of deep reflection and courageous conversations over the past 2 years with respect to Diversity Equity and Inclusion (DEI). In early 2018, the Board drafted and adopted the attached DEI Statement to affirm the guiding principles and practices that Seva will use to integrate DEI into our work. The statement includes affirmation that the organization can best achieve our mission by actively recruiting a diverse range of Board members and by cultivating an inclusive culture where all board members have the opportunity to be equally engaged and invested, and able to share power and responsibility in the Board's work.

In June 2018, the Board participated in a listening session with past and current Board members of color to better understand their experiences generally and specifically related to Seva's governance and culture. Then, in November 2018 the Board voted to establish a moratorium on recruiting new candidates pending development of specific diversity criteria. The moratorium and listening sessions were instrumental in allowing the Board to take a momentary pause and mindfully consider how best to proceed with enhancing the diversity of the Board and further cultivating an equitable and inclusive environment.

At our June 2019 meeting, the Board voted to seek an outside consultant to facilitate the review and further development of board member recruitment, orientation, on-boarding and retention practices and policies that better align with our DEI principles. At the same time, a separate but related project was authorized to review Board roles and responsibilities, and to develop communication practices and policies that promote effective mission oversight and enhanced working relationships (within the Board and between the Board and Senior Leadership Team). While both projects may be led by separate consultants, coordination

will be required, as a common objective is enhanced equity and inclusion among Board members in the communication and decision making.

Role of Consultant:

We expect the consultant scope of work to include:

- Assist in the development of diversity, equity, and inclusion strategy that aligns with the organization's values and mission.
- Review existing practices related to Board recruitment, selection and new member orientation, and work with the Board's DEI and Membership committees to develop process improvements to better align with DEI objectives.
- Develop an implementation plan for recommended improvements that identifies timeline and key performance indicators to monitor future success and ensure alignment with essential DEI principles.
- Expand Board understanding of who needs to be represented (disability, sexual orientation, etc) and develop supporting efforts to invite underrepresented community members.
- In coordination with the other project consultant (if multiple consultants are selected), review existing Board communication and governance policies and practices, and identify areas for modification to promote a sustainable culture of equity and inclusion.
- Design learning/training session to look beyond gender/age/race breakdowns in DEI.
- Identify future assistant efforts which would assist Seva's efforts in DEI.

Proposal Requirements and Submittal

Prepare a brief proposal outlining your capabilities, approach, and budget to undertake the work. Specifically, please provide:

- Firm and Team Member Qualifications with an emphasis on non-profit DEI-related Board recruitment and training experience.
- Proposed project approach, including a strategy for how the two projects may be coordinated, and specific project deliverables.
- Estimated timeline.
- Proposed budget indicating which portion of the work, if any, will be provided pro bono.
- References (with contact information) from organizations for which you have performed similar work.

Interested parties should submit a proposal (1 electronic copy) to:

Kate Moynihan, Executive Director
Seva Foundation
1786 Fifth Street, Berkeley, CA 94710
415-760-2159
kmoynihan@seva.org

Estimated Selection Timeline

Proposals Due: August 9, 2019

Proposal Review & Selection: August 23, 2019

Notice to Proceed: September 3, 2019

ATTACHMENT

DEI STATEMENT — GUIDING PRINCIPLES & PRACTICES

The Board of Directors of the Seva Foundation is committed to building and maintaining an environment and organization that is diverse, inclusive, and equitable. These are the essential principles and practices to advance our commitment:

- We value all dimensions of human diversity, respecting our differences, while acknowledging our common humanity.
- We honor the inherent dignity and value of every person and strive to maintain a climate based on mutual respect, fairness, and inclusion, calling for humility, civility and decency in our personal interactions, regardless of position or status.
- We affirm that our organization can better achieve its mission by drawing on the skills, talents, and perspectives of a broad and diverse range of Board members, and that the diversity of viewpoints that comes from different life experiences and cultural backgrounds strengthens our organization. Therefore, we actively recruit and encourage the participation of Board members who represent a diversity of age, gender, gender identity, race, cultural background, religion, physical ability, sexual orientation, professional status, geographic location and all other characteristics that make our communities unique.
- We cultivate an inclusive culture by ensuring that all Board members are encouraged to bring their perspectives, identity, and life experience to their Board service. We welcome and value differences and foster an environment where all board members have the opportunity to be equally engaged and invested, and able to share power and responsibility for the organization's mission and the Board's work.
- We challenge all forms of intentional and unintentional behavior that are prejudicial, discriminatory, and detrimental or contrary to the values expressed by our organization.
- We hold the organization and ourselves accountable at all times for increasing our understanding of these issues through education, reflection and our interactions with one another, to avoid potential blind spots that can lead to flawed strategies and to create powerful opportunities to deepen the organization's impact, relevance, and advancement of its mission to the communities we serve

As a community, we are committed, individually and collectively, to embodying and safeguarding these principles and practices.



**Review and Clarification of Board Roles and Responsibilities, and Communication
Protocols to Promote Effective Mission Oversight and Enhanced Working Relationships**
Request for Proposals

RFP Issued: July 23, 2019 Deadline: August 9, 2019

Seva Background

Seva Foundation (Seva) is a global nonprofit eye care organization that transforms lives and strengthens communities by restoring sight and preventing blindness. We train and partner with local eye care providers and develop self-sustaining eye programs around the world. We assist in providing critical eye care to underserved communities, especially to women, children and indigenous peoples. Seva’s vision is: A world free of blindness.

Project Background and Objectives

Seva has experienced significant change over the past 40 years, including growing from an operational board structure – where board members also functioned as staff and directed organizational programs – to a governance board, with oversight over program strategy and other legal and fiduciary responsibilities. Over the past couple of years, Seva has experienced a transition to a new Executive Director, program staff restructuring, and increased organization funding. During this same time, the Board of Directors (Board) has also implemented significant changes to governance and communication policies and procedures, including restructuring standing committees (e.g., elimination of a Program Committee) and protocols around issue processing and decision making.

The current Board is comprised of a members with a wide range of nonprofit board and Seva-specific experience. Membership includes a combination of new members and members who have served one or more previous terms (either as “lifetime” non-voting members or regular voting members). While the majority of Board members understand non-profit governance basics, there is a need to clarify Board roles and responsibilities and to refine policies and procedures to accelerate performance for mission impact.

At our June 2019 meeting, the Board voted to seek an outside consultant to work collaboratively with the Board to review governance and communication policies and procedures and develop recommendations aimed at promoting equitable and inclusive engagement and effective mission oversight, and enhanced working relationships (within the Board and between the Board and Senior Leadership Team). At the same time, a separate but related project was authorized to facilitate the review and further development of Board member recruitment, orientation, and retention practices and policies that better align with recently adopted Diversity, Equity and Inclusion principles. While both projects

may be led by separate consultants, coordination will be required, as a common objective is enhanced equity and inclusion among Board members in the communication and decision making.

Role of Consultant:

We expect the consultant scope of work to include:

- Define the role of the Board and the Senior Leadership Team (SLT) with respect to purpose as well as legal and fiduciary duties. This includes an ability to judge the "value" that our work is adding, across all strategic aspects such as adequate understanding of program work, influence, knowledge, risk management, compliance, and application of appropriate financial controls in the different contexts in which we work.
- Understand what is working and what is not working from the perspective of the Board and the SLT. This will include coordination with the DEI consultant (if multiple consultants are selected), in order identify areas for modification to promote a culture of equity and inclusion.
- Develop a way of working together that fosters mutual accountability and effective communication with a focus on what is best to help the organization progress.
- Highlight any governance issues that should be addressed and the capacity-building support required.
- Discover tools and practices of exceptional Boards/management teams and learn how to bring them to the organization.
- Set a course for the development of the Board and the SLT so that the organization is able to achieve its long-term strategic goals.

Proposal Requirements and Submittal

Prepare a brief proposal outlining your capabilities, approach, and budget to undertake the work. Specifically, please provide:

- Firm and Team Member Qualifications with an emphasis on non-profit governance and leadership alignment experience.
- Proposed project approach, including a strategy for how this project may be coordinated with the related DEI project, and specific project deliverables.
- Estimated timeline.
- Proposed budget indicating which portion of the work, if any, will be provided pro bono.
- References (with contact information) from organizations for which you have performed similar work.

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