

BLUEPRINT FOR THE FUTURE

Governance Review Report



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Introduction

This report (*Governance Blueprint for the Future*) summarizes the results of work undertaken to examine Zonta International's governance arrangements.

It examines current governance arrangements, highlights good governance practices, identifies the case for change and sets out a series of proposals to modernize governance to ensure the long-term sustainability of Zonta International.

This report does not separately address the Zonta Foundation for Women. This will be considered during the detailed design phase of the governance review in the 2026-2028 Biennium.

The report is in four parts:

Part 1: Executive Summary

Part 2: Zonta Board Arrangements

Part 3: District Restructuring

Part 4: Other Considerations

The *Governance Blueprint for the Future* will be discussed at the 2026 Convention in Vancouver.

Feedback from members received at the 2026 Convention and the consultation phase (August/September 2026) will be analyzed by the 2026-2028 Zonta International Board and further work undertaken during the detailed design phase prior to formal voting on bylaws to implement the final recommended changes.

Implementation is expected to be undertaken progressively through the 2026-2028 and 2028-2030 biennia.

Part 1: Executive Summary

As a global membership organization, Zonta International has been supporting women and girls for more than 106 years. While our vision and mission remain as relevant as ever the challenges with a declining and aging membership base are affecting:

- Our ability to enhance the visibility of Zonta as an international women's rights organization, and
- The impact of our global advocacy efforts and international service programs.

Successive boards have recognized this, and with the development of the **2030 Strategic Plan**, the organization now has a longer-term future-oriented focus. As this has implications for Zonta's governance arrangements 2024–2026 International President Salla Tuominen established a Governance Working Group "to analyze how the Zonta International governance structure could be streamlined and modernized" to ensure Zonta's long-term sustainability.

This Blueprint for the Future summarizes the results of that work and sets out the case for change for discussion with members at the 2026 Convention in Vancouver.

Why are we doing this?

ORGANIZATIONAL IMPACTS

- Declining membership and its effect on income and donations.
- Inequitable distribution of members, clubs, areas and districts.
- Inflexible structure.
- Limited availability of future leaders.
- Emergence of informal alternative structures.
- Uneven compliance with the law and best practice governance.
- Unsustainable financially.
- Overlapping roles between district and area level.
- Multiple communications from Headquarters, districts and areas to clubs/members.

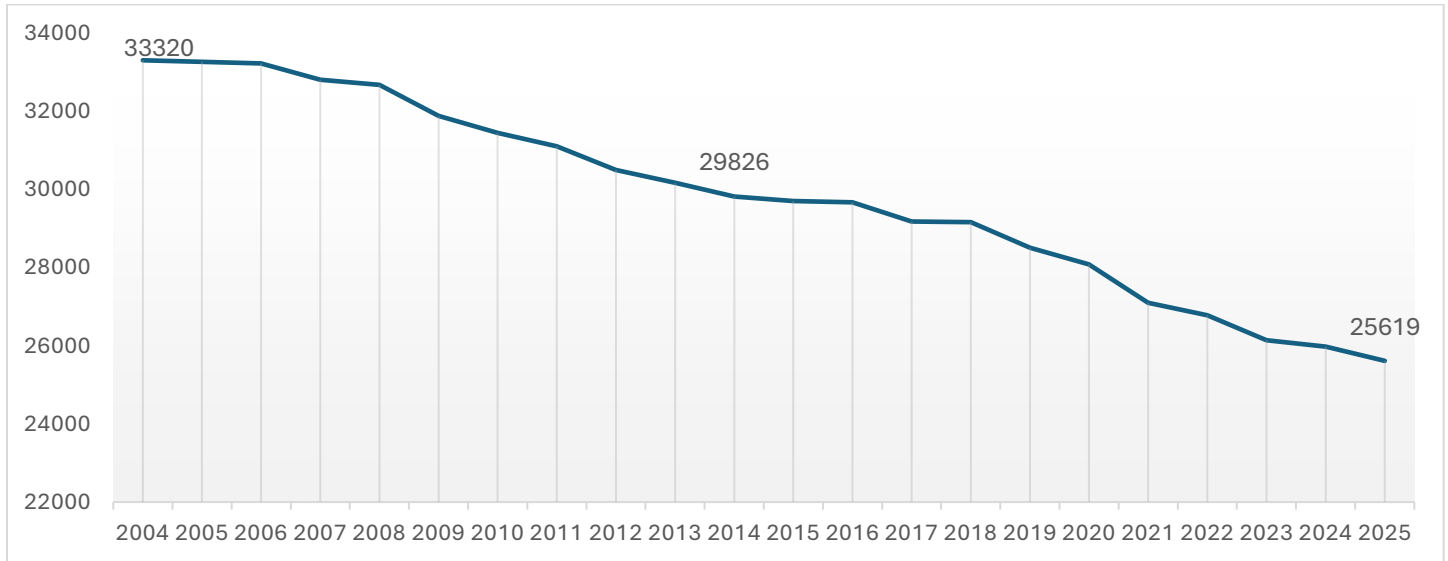
GOVERNANCE IMPACTS

- Multi-layered governance structure adds complexity to decision-making and communication.
- Biennial cycle drives lack of continuity from biennium to biennium.
- Pre-requisites can mean long pathway to eligibility for international board role.
- Board, committee and Headquarters workload.
- Complex structure for committee communication/connection with the board.

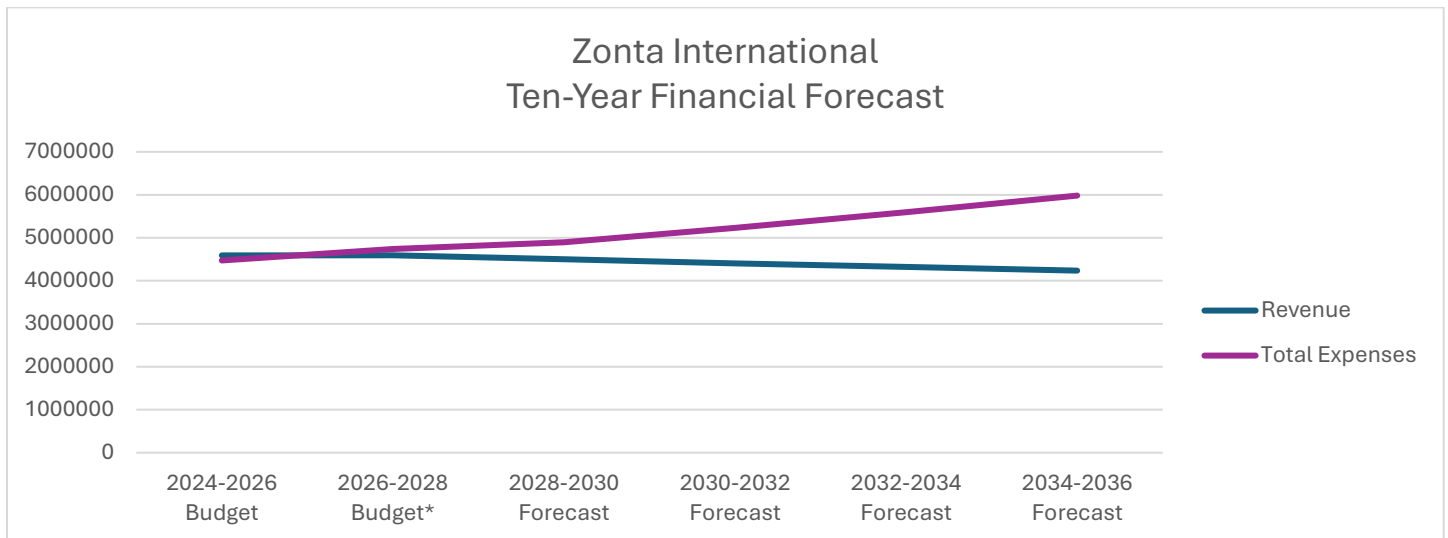
SUSTAINABILITY

Membership trends over the past 20 years, and the resulting financial impact speak for themselves – our current trajectory is not sustainable.

MEMBERSHIP TRENDS



10-YEAR FORECAST



CONCLUSION

Zonta’s current structure is outdated, complicated, inefficient, inequitable, multilayered and financially unsustainable.

CHANGE IS CRITICAL FOR FUTURE SUSTAINABILITY

Board Composition and Operations

The Governance Working Group analyzed the characteristics of contemporary governance practice relevant for non-profit, membership organizations.

Key characteristics include:

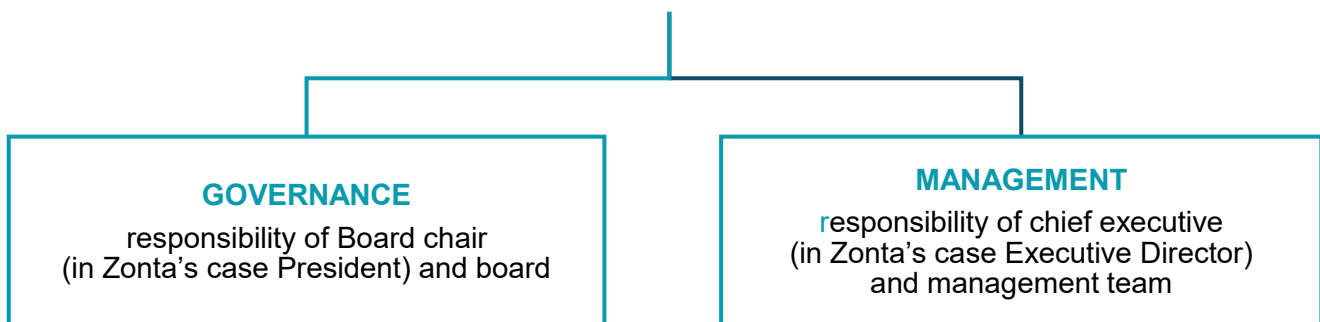
- Boards operate as a team and must act in the best interests of the organization (members).
- Boards are competency-based, rather than representative and/or role specific.
- Board membership is more diverse, reflecting stakeholders/community.
- Smaller boards are more common (five – seven directors).
- Continuity is critical to support strategic oversight (longer board terms, but maximum number of years as a director specified).
- Board operations structured to enhance meeting efficiency (virtual meetings, use of technology).
- Board culture prioritizes alignment with organization values, supports consensus decision-making based on open, constructive discussion, and board ‘speaks with one voice’ on decisions.

Contemporary governance practice also clearly defines the role of the board and management:

BOARD ROLE

- Set strategic direction – future focus
- Long-term organizational and financial sustainability
- Risk management
- Decision-making in best interest of the organization
- Ensure compliance with legislation and governing documents (including policy)
- Hold management to account for implementation

CLEAR SEPARATION OF ‘GOVERNANCE’ AND ‘MANAGEMENT’



Based on the analysis undertaken, the key changes to the board composition and operations for Zonta International are summarized as follows:

Move to a competency-based board, and a portfolio basis (key portfolios membership, advocacy and fundraising).	Reduce the total board size to seven. ²
Include a youth/young professional on the board as a full voting board member, elected based on competency. One of the available board positions will be designated for someone in the age range 18 - 35 at the time of election.	Streamline the international committee structure.
Retain board terms at two years but enable eligible board directors to stand for re-election for one additional term (maximum of four years).	Revamp the role of the International Nominating Committee.
No change to existing officer tenure (two years).	Review approach to convention, conferences and inter-region meetings given move to a country/territory structure.
Consider staggered terms.	Separate the President/CEO role.
Disestablish the vice-president role. ¹	Separate the Treasurer/CFO role.
	Reset the way the board operates to introduce a board charter, periodic board evaluations, meeting frequency, board culture, etc.

The detailed design for changes to the Zonta International Board will be undertaken following feedback from the 2026 Convention. The transition to the new governance arrangements will commence in the 2026-2028 Biennium.

1 Note: This change is being proposed as a Bylaw change at the 2026 Convention.

2 Note: Bylaws changes being proposed at the 2026 Convention reduce the board size to nine. This is the first step in the transition to a smaller board proposed as part of the governance review.

District Restructuring

The Governance Working Group examined the current district structure and assessed the range of challenges with the existing district structure. They concluded that the existing structure is outdated, complicated, inefficient, inequitable, multilayered, and financially unsustainable. Now is the time to move forward with changes to the district structure.

A range of options were considered including:



Do nothing.



Merging smaller districts/splitting larger districts.



Establishing a fixed number of clubs per district.



Removing the are level.



Removing the complete middle level.



Establishing a country-based structure.

The preferred option is to move to a structure that is organized around countries/territories.

The key elements of the new structure are outlined below.

1. 26 standalone countries/territories established comprising countries/territories with five or more clubs. Each country/territory would have its own board (Table 1).

TABLE 1: PROPOSED COUNTRY/TERRITORY STRUCTURE* 5 OR MORE CLUBS

Zonta Countries / Territories	Zonta Countries / Territories
Zonta Australia (96 clubs)	Zonta Italy (40 clubs)
Zonta Austria (10 clubs)	Zonta Japan (45 clubs)
Zonta Bangladesh (7 clubs)	Zonta Latvia (5 clubs)
Zonta Belgium (20 clubs)	Zonta Netherlands (19 clubs)
Zonta Bulgaria (11 clubs)	Zonta New Zealand (25 clubs)
Zonta Canada (19 clubs)	Zonta Norway (6 clubs)
Zonta Denmark (17 clubs)	Zonta Philippines (60 clubs)
Zonta Finland (41 clubs)	Zonta South Korea (21 clubs)
Zonta France (incl. Guadeloupe)/Monaco (36 clubs)	Zonta Sweden (40 clubs)
Zonta Germany (135 clubs)	Zonta Switzerland/Liechtenstein (24 clubs)
Zonta Ghana (5 clubs)	Zonta Taiwan- Republic of China (30 clubs)
Zonta Hong Kong/Macau (9 clubs)	Zonta Thailand (21 clubs)
Zonta Iceland (5 clubs)	Zonta USA (238 clubs)

* Based on data available as of 1 March 2026

26
**Countries/
Territories**

985
Clubs

26
**Country/
Territory Boards**

2. 36 emerging countries/territories comprising countries/territories with less than five clubs. These countries would be grouped into five regions – Americas; Europe; Asia; Africa; Oceania. An overarching board would oversee these countries/territories (Table 2).

TABLE 2: EMERGING COUNTRIES/TERRITORIES STRUCTURE* LESS THAN 5 CLUBS

Americas	Europe	Asia	Africa	Oceania
Argentina (1 club)	Croatia (1 club)	India (2 clubs)	Benin (1 club)	No countries at present
Bahamas (2 clubs)	Cyprus (1 club)	Malaysia (1 club)	Burkina-Faso (3 clubs)	
Chile (2 clubs)	Estonia (4 clubs)	Mongolia (2 clubs)	Congo (2 clubs)	
Paraguay (1 club)	Hungary (3 clubs)	Nepal (3 clubs)	Cote d'Ivoire (1 club)	
Puerto Rico (3 clubs)	Lebanon (1 club)	Singapore (1 club)	Kenya (1 club)	
Uruguay (4 clubs)	Lithuania (3 clubs)	Sri Lanka (4 clubs)	Madagascar (1 club)	
Virgin Islands – British (1 club)	Luxembourg (4 clubs)		Nigeria (3 clubs)	
	Romania (1 club)		Senegal (1 club)	
	Spain (2 clubs)		Sierra Leone (1 club)	
	Turkey (1 club)		Togo (2 clubs)	
	Ukraine (3 clubs)		Uganda (1 club)	
	United Kingdom (2 clubs)			
7 (14 Clubs)	12 (26 Clubs)	6 (13 Clubs)	11 (17 Clubs)	

* Based on data available as of 1 March 2026

36
Countries/Territories

(Note: Monaco, Macau and Liechtenstein merged to neighboring country – See Table 1)

70
Clubs

1
Emerging Countries / Territories

(with representatives from Americas, Europe, Asia, Africa, Oceania)

The move to a country/territory structure is a significant shift from our current district structure, but it addresses many of the key challenges that were identified:

- | | | | | |
|-----------------|----------------------|-------------|---|--|
| Language | Communication | Cost | Ability to focus on advocacy at a national level | Finding leaders and leadership succession |
|-----------------|----------------------|-------------|---|--|

Other concerns, such as the importance of connection with members from other countries/cultures can be addressed through initiatives such as twinning and a move to, for example, regional conferences (to replace current inter-district meetings).

A further concern for the country/territory structure is size (for example USA: large number of clubs and wide geographic distances; Germany: large number of clubs; Australia and Canada: wide geographic distances; Bangladesh, Ghana, Iceland, Latvia, Norway: small number of clubs).

For the emerging country/territory structure, a key concern is how the clubs are supported to continue to grow. The regional groupings will ensure that there is a focus on increasing the number of clubs in individual countries within each region.

Membership will be a key area of emphasis and there is a near-term opportunity for countries such as Estonia, Luxembourg, Sri Lanka and Uruguay to charter one additional club and therefore establish themselves as standalone countries.

COUNTRIES/TERRITORIES (with five or more clubs)

Governed by a board and responsibilities would include:

- Ensuring the Zonta International 2030 Strategic Plan and biennial goals are implemented within the country.
- Overseeing membership, advocacy and fundraising for the country/territory through a greater link with Zonta International Headquarters and committees.
- Overseeing compliance with local laws, and Zonta International policies.

The changes should result in a reduced workload for the board as many of the administrative activities that district boards currently undertake will be streamlined in conjunction with improvements in processes and technology, and support from Headquarters and international committees.

EMERGING COUNTRIES/TERRITORIES (with less than five clubs)

Governed by one board comprising a board member from each of the five regions

- | | | | | |
|-----------------|---------------|-------------|---------------|----------------|
| Americas | Europe | Asia | Africa | Oceania |
|-----------------|---------------|-------------|---------------|----------------|

The main focus of the board is to increase the number of clubs in each country to enable the country to move to standalone status.

The proposed country/territory structure is not intended to be a ‘lift and shift’ of existing district/board arrangements. The role of the country/territory boards, how those boards operate and focus (on membership, advocacy and fundraising) will be significantly different from the current district board responsibilities.

The proposed actions will require Bylaws changes at a Zonta International level and at the district level.

It will involve disestablishment of existing districts and establishment of new (standalone) countries/territories.

The detailed design for the district restructuring will be undertaken following feedback from the 2026 Convention and the transition to the new structure will be implemented through the next two biennia.

Background

The **2030 Strategic Plan** sets the context for the governance reset: Goal 3 – International Leadership and success.

The **2024- 2026 Biennial goals** included a specific goal *to establish a working group to analyze how the Zonta International governance structure could be streamlined and modernized.*



Objective

Zonta International 2024-2026 President Salla Tuominen established a Governance Working Group to identify options to streamline and modernize Zonta's governance structure.

Approach

The high-level approach adopted by the Governance Working Group included:

- Analyzing existing governance arrangements.
- Identifying/confirming areas where change is required.
- Identifying options to streamline and modernize governance.
- Evaluating the options.
- Seeking member input (through a series of surveys, focus groups and workshops).
- Recommending a preferred option for review by the Board.
- Developing a 'Governance Blueprint for the Future' for discussion at the 2026 Convention.

The Governance Working Group also:

- Surveyed current and immediate past district and area leaders (337 invited, 45.7% completion rate, from all districts).
- Assessed district membership data.
- Benchmarked with like-minded organizations.
- Reviewed reports from previous reviews (including the results of the 2014 Task Force on District Restructuring and the work undertaken under Resolution 2 in the 2020-2022 and 2022-2024 biennia).
- Obtained data and input from the headquarters team.

Governance Blueprint for the Future

This Blueprint presents a preferred direction and design principles. Detailed models, structure, thresholds, titles, and implementation mechanisms will be refined based on member feedback before any formal vote occurs.

Governance Working Group contributors

The Governance Working Group was responsible for undertaking the Governance Review. An overview of the structure, and those involved is set out below.

Governance Working Group Oversight (via Executive Committee)			
President Salla Tuominen; President-Elect Fernanda Gallo-Freschi; Vice-President Sandy Venn-Brown; Treasurer-Secretary Souella Cumming; Executive Director Megan Radavich			
	Workstream 1 Voting/International Convention / District Conferences	Workstream 2 District Role, Size and Composition	Workstream 3 Board Composition and Operations
Workstream Leads	Sandy Venn-Brown	Fernanda Gallo-Freschi	Souella Cumming
2024 – 2026 International Directors	Lia Bautista Philippa Jacobs-Lory	Ela Pandya Margaret Akofio-Sowah Vivienne Shen	Christine Dersch Unna Huh
Past International Directors (PID)	Renee Coppock Annika Branstrom	Ina Waesslerling	Renee Coppock
Past District Governors		Charlene Thomas Judy Gorton	
Governance Advisory Team (established May 2025)			
Fernanda Gallo-Freschi Souella Cumming Ina Wasserling (2024 – 2026 Bylaws Chair and PID) Sonja Schough (Past International President) Judith Anderson (PID) Desirae Kirby (2024 – 2026 Development Committee Chair) Teresa Lin (PID) Franziska Schult (2024 – 2026 Cross Mentoring) Mari McKenzie (2024 – 2026 Finance Committee Chair, Past International Treasurer)			

Part 2: Zonta Board Arrangements

Effective governance is critical for any membership organization but none more so than for an organization such as Zonta International, a global organization with over 24,000 members in clubs across 65¹ countries. Our vision² remains as relevant today as it was when Zonta was established in 1919, and effective governance arrangements are needed to ensure that we can improve outcomes for women and girls.

There is no single definition of governance, but the following sets out some of the key components of governance and the board's role in guiding the organization.

“... governance refers to all of the structures and processes by which an entity is run. It embraces not only by whom, and how, decisions are made, but also the values or norms to which the processes of governance are intended to give effect. Notions of accountability lie at the heart of governance. Who is to be held accountable for what is done or not done? How are those who are accountable held to account?”

-Royal Commission, Australia 2019

Zonta's current governance arrangements have evolved over time and reflect a traditional member organization. The voice of the members is enabled through the bylaws and rules of procedure, which set out the democratic process by which members can participate in the decision-making of the organization. The board is elected to represent these interests and act on behalf of members.

Given changes in societal expectations, technology, and volunteering, as well as financial pressures and member expectations, current governance arrangements need to be examined to ensure they support Zonta International's vision and mission, reflect contemporary practices, and are fit-for-the-future.

During the 2024-2026 Biennium, the Governance Working Group examined current board arrangements and contemporary governance good practices and identified a range of challenges with the existing structure. The Governance Working Group concluded that Zonta International governance arrangements needed to be modernized, streamlined, and more cost-effective to support Zonta International in delivering on its vision and mission.

This section of the report (Part 2) includes:

- Analysis of the **current governance arrangements** – board structure and roles and responsibilities.
- An overview of **contemporary governance practice**.
- A summary of **why change is needed**.
- Outline and assessment of the **proposed changes**.
- An overview of **next steps**.
- Indicative change/transition **timeline**.
- **Summary** of recommendations.

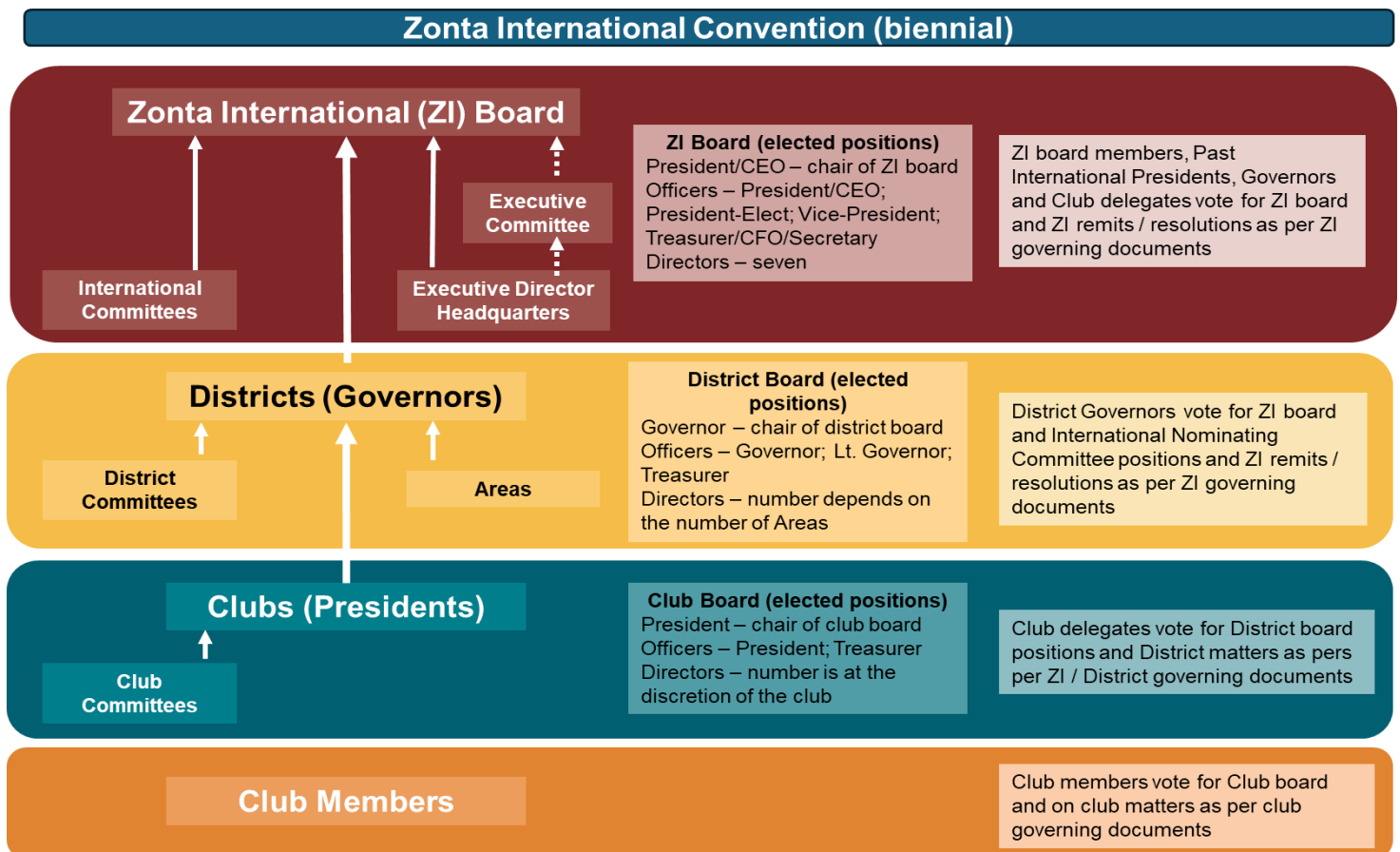
¹ Based on data as of 1 March 2026

² Vision: Zonta International envisions a world in which women's rights are recognized as human rights and every woman is able to achieve her full potential. In such a world, women have access to all resources and are represented in decision-making positions on an equal basis with men. In such a world, no woman lives in fear of violence.

Current governance arrangements

Current governance structure

The current governance structure of Zonta International³ is summarized below. The governance arrangements are determined by the Zonta International Articles of Incorporation under the General Not-for-Profit Corporation Act of the State of Illinois, USA; Bylaws of Zonta International; and the Rules of Procedure of Zonta International. Article VIII, Section 2 of the Bylaws of Zonta International sets out the duties and powers of the international board.



Zonta International is led by four democratically elected officers and seven democratically elected directors who make up the Zonta International Board. It is the role of the Zonta International Board to determine policy and provide general oversight of Zonta International; the role of Zonta International Headquarters staff is to implement that policy. The Zonta International Board is supported by international committees. For administrative purposes, Zonta International is divided into 32 districts worldwide. Districts establish areas within their districts to implement administrative functions. Each area is comprised of clubs that pursue Zonta's mission and goals through service and advocacy.

(Zonta International website 2026)

In addition to the formal structures (International; Districts; Clubs; Members) outlined above the area structure within some districts is extensive and, in some large areas, replicates the district structure). Over recent years there has also been an increase in the number of country unions/caucuses which coordinate advocacy activities within countries.

³ Reference to Zonta International Board also includes the Zonta Foundation for Women Board.

Current board role and responsibilities

Article VIII, Section 2 of the Zonta International Bylaws states the duties and powers of the board are as follows: “The Zonta International Board shall:

- (a) Exercise a general supervision over the interests and welfare of Zonta International, its districts and its clubs.
- (b) Direct the affairs of Zonta International and control the funds in accordance with the policies established by convention, and as set forth in these bylaws and rules of procedure. None of the acts of the Zonta International Board shall conflict with or modify action taken by the convention.
- (c) Employ an executive director to manage the affairs of Zonta International within the parameters established by the Zonta International Board.
- (d) Be responsible for the strategic and long-range planning of the organization.
- (e) Approve the biennial budget and the audit and ensure that a copy of the approved budget is sent to district board members and club presidents.
- (f) Ensure that the operation manuals reflect the policies and procedures adopted by the Zonta International Board and the convention assembly.
- (g) Ensure that the treasurer/secretary, executive director, and other persons entrusted with the handling of funds and property of Zonta International are sufficiently bonded or that other protections are in place.
- (h) Perform such other duties as designated in these bylaws and rules of procedure. The Zonta International Manual shall serve as a guideline for international operation.

These roles are largely fit-for-purpose and provide flexibility in how the board discharges its responsibilities.

However, in recent decades the role of the board in the governance of organizations has evolved to reflect societal changes and the increasing complexity of the operating environment. Effective boards reflect the nature and diversity of the organizations they govern and have the skills and experience to ensure the organization is financially sustainable and delivers on its vision and mission through its strategies and plans.

A contemporary not-for-profit board is one that provides clarity on why the organization exists – its mission – and ensures that there is a clear strategy to achieve that mission. The mission should be based on what its community/members needs.

The board should also ensure that the organization operates effectively within the required legal, ethical, and financial frameworks. If the not-for-profit organization has staff and volunteers, the role of the board is to support them to deliver the strategy and hold them accountable for doing so. A good board understands its role and responsibilities and has the skills around the table to undertake them and function as a respectful honest and open team.

Contemporary board roles, responsibilities, and practices are examined in the next section.

Contemporary governance practices

There are many descriptions of the role of a board (based on definitions from various professional director organizations), but key elements of a 21st century board include:

- Provide strategic guidance.
- Appoint and manage the Chief Executive Officer (in Zonta's case the Executive Director).
- Monitor performance.
- Establish, review, and enforce policies.
- Protect resources.
- Self-assess and regulate board behavior and operations.
- Take calculated risks.
- Honor fiduciary duties.

To discharge these responsibilities effectively, boards require particular skills, experience, resources and tools.

Modern boards reflect the following traits:

- Board operates as a team and must act in the best interests of the organization (members).
- Boards are competency-based, rather than representative and/or role specific.
- Board membership is more diverse, reflecting stakeholders/ community.
- Smaller boards are more common (five to seven directors).
- Continuity is critical to support strategic oversight (longer board terms, but maximum number of years specified for as director).
- Board operations are structured to enhance meeting efficiency (virtual meetings, use of technology, etc.).
- Board culture prioritizes alignment with organization values, supports consensus decision-making based on open, constructive discussion, and board 'speaks with one voice' on decisions.

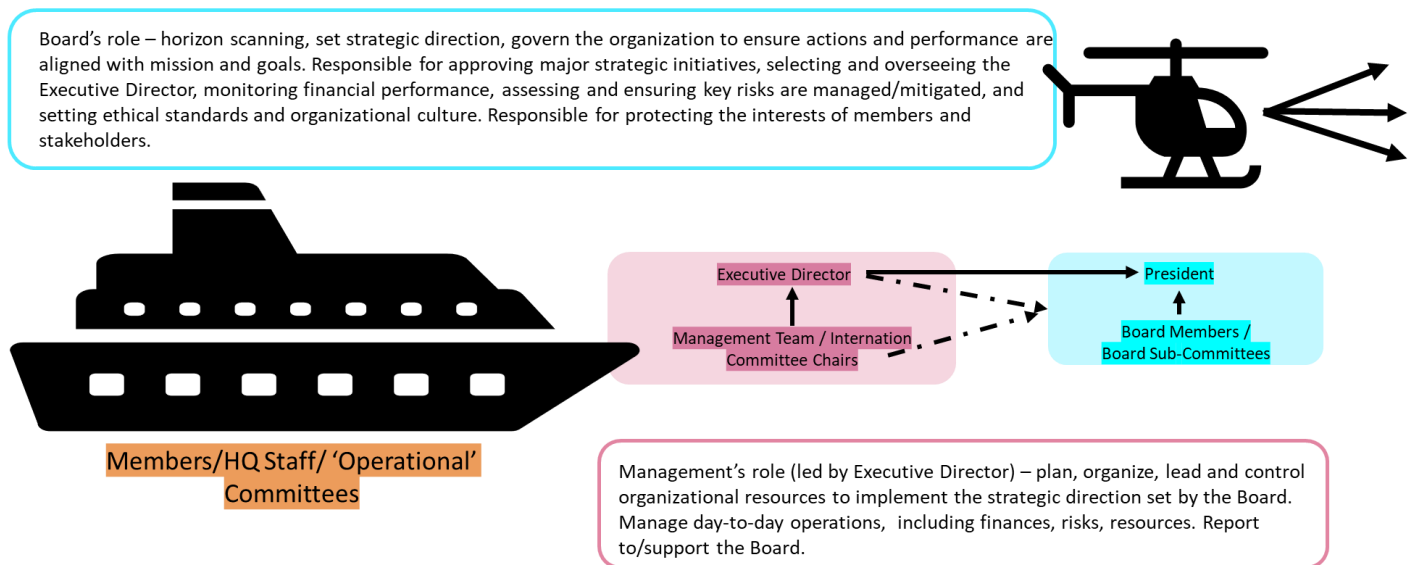
The board's role is therefore based around:

- Setting strategic direction – future focus.
- Long-term organizational and financial sustainability.
- Managing risk.
- Making decisions in best interest of the organization.
- Ensuring compliance with legislation and governing documents (including policy).
- Holding management to account for implementation.

The board and management roles can be described using the analogy of a helicopter and a cruise liner:

- The board is in the helicopter which sits above and in front of the cruise liner, scanning the horizon and planning the future direction of the organization. The helicopter is in regular communication with the cruise liner to relay information, direction and enable course correction as appropriate to avoid risks and ensure the overall mission is achieved.
- Management, staff, and volunteers are on the cruise liner. Management takes directions from the board and is responsible for allocating resources to ensure the strategic plan and goals are implemented.

This is illustrated in the diagram below.



The diagram shows the clear separation of 'governance' and 'management':

- Governance – responsibility of Board chair and board.
- Management – responsibility of chief executive and management team.

Why change is needed

The Governance Working Group analyzed organizational data, collected information via a survey with leaders and members, held a series of focus groups, and tested the information in various workshops. The insight from this work is summarized in three areas:

- Organizational impacts.
- Financial sustainability.
- Governance impacts.

Many of the insights were expected (for example the effect of declining membership, the challenges with attracting future leaders, and the complexity with communicating with members) but the process also revealed the surprisingly high financial cost for members as a consequence of the current district and area structure.

Why we are doing this – organizational impacts

There are multiple challenges confronting Zonta today:

- **Membership** is in decline and (has been declining since 2024) and it is also unevenly distributed around the world.
- Future **leadership** is under threat because of difficulties in identifying, recruiting, training, and retaining leaders at all levels of the organization.
- Recent decades have also seen the confusing emergence in some parts of the world of **informal alternate structures** such as area boards, national caucuses/unions and interdistrict meetings. These have not been incorporated into the formal structure of Zonta and have developed without adequate guardrails because of that.
- Good governance is also under threat because of the **inconsistent and inefficient practices** in the way district board meetings, area meetings and conferences are conducted. Some districts, areas and clubs have failed to respond to changes in governance laws and current best practice, and do not recognize the potential legislative and regulatory risks this exposes.
- The current governance and management hierarchy from clubs and areas to districts, headquarters and international is multilayered and cumbersome but, most importantly, it is **financially unsustainable** without significant increases in membership or fees.

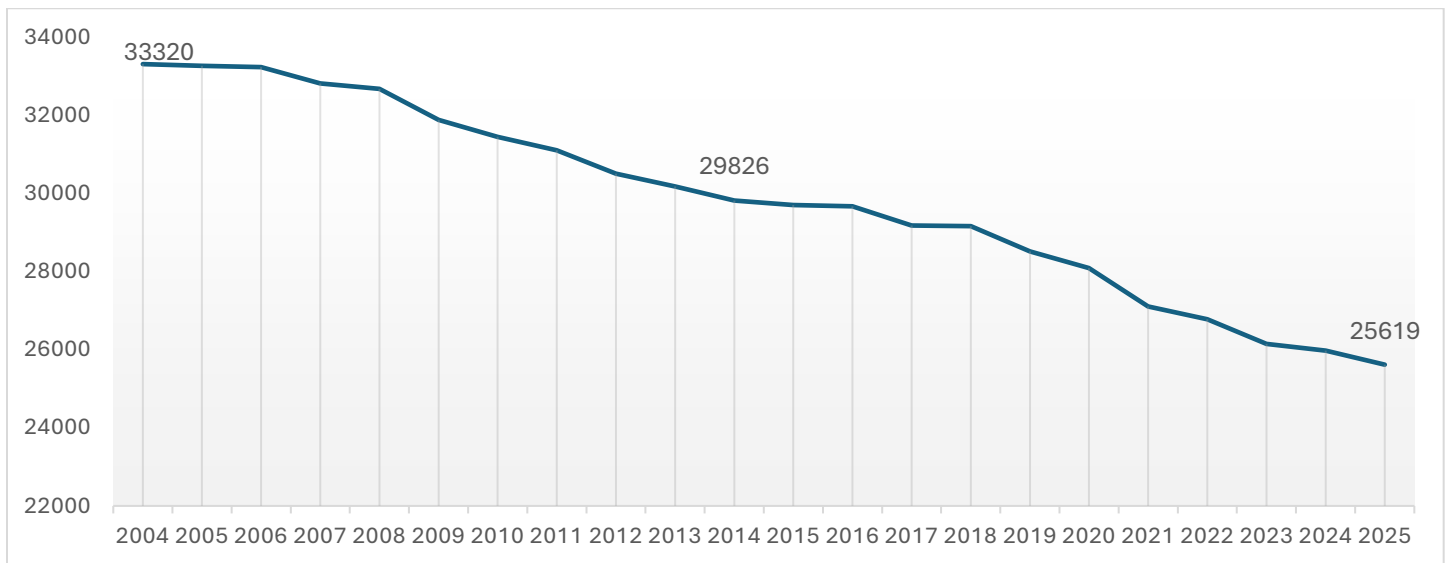
What this means for Zonta:

- Many smaller clubs (for example clubs with fewer than 15 members) lack the financial and member resources to be effective.
- Fewer members are available to step into leadership roles when membership is low or declining.
- The multilayered structure is inefficient and costly to maintain, and communication with leaders and members within this structure is complicated.
- Advocacy and services activities are less visible and credible when 60% (that is 39 of Zonta's 65 countries) have less than five clubs.
- Districts covering more than one country face legal, administrative, financial, cultural and language challenges, as well as challenges in delivering effective advocacy.
- Districts, areas, and clubs that are not legally compliant are at risk.

Why we are doing this – financial sustainability

Membership of Zonta International has been steadily declining since 2004. This trend is not unique to Zonta – other membership organizations such as Rotary International and Soroptimist International have experienced similar declines. Various initiatives have been implemented to address this issue within Zonta during the past years. However, there have been no significant changes to the governance arrangements, including the current district structure, to reflect the almost 10,000 person drop in member numbers.

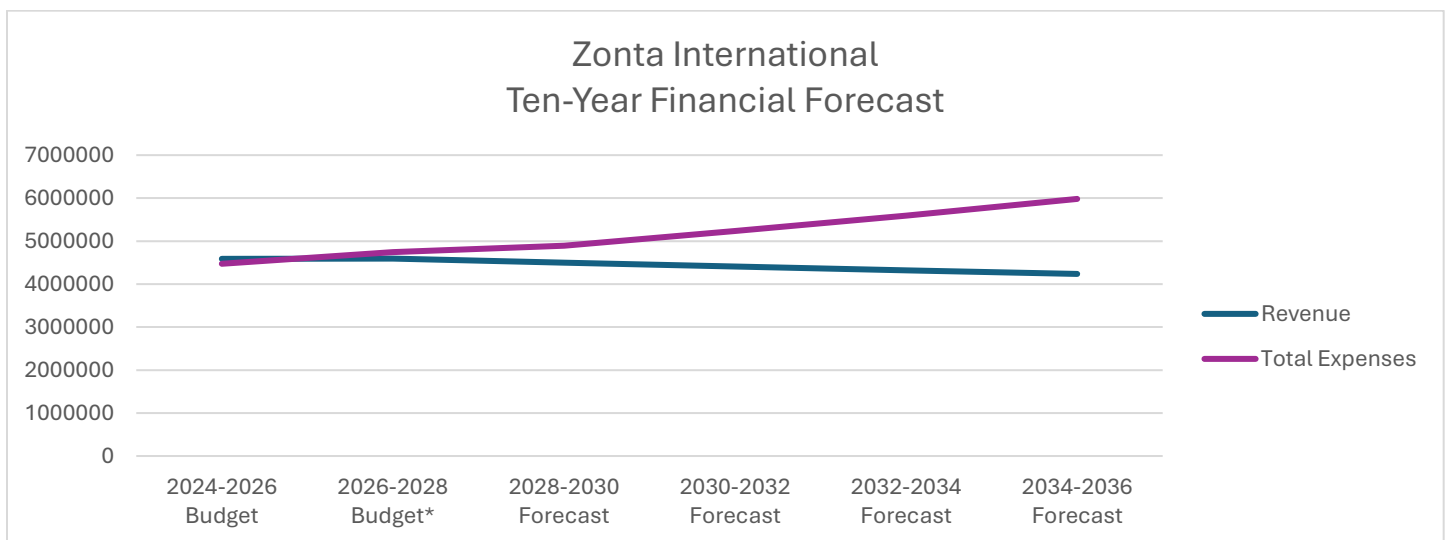
MEMBERSHIP TRENDS



The decline in member numbers has a direct impact on Zonta International’s revenue. The 10-Year Forecast (refer below) shows that if the current membership numbers continue to decline, the financial gap between revenue and expenses will increase.

Change is needed, not just to the cost base of the organization but also to diversify revenue sources. Governance arrangements that enable the board and management to implement strategies to address this financial gap are critical to ensure the long-term sustainability of Zonta International.

TEN YEAR FORECAST



Zonta International incurs approximately \$400,000 of costs per biennium associated with the current governance arrangements including:

- Travel and accommodation costs associated with travel to/from international board meetings.
- Travel and related costs associated with attendance by international board members at district conferences.
- Travel and accommodation costs associated with in-person incoming governor training.

In recent biennia the number of in-person board meetings has been reduced which has led to a decrease in board-related travel and accommodation costs. A reduction in the number of board members could further reduce these costs.

Costs associated with board member attendance at district conferences have increased over recent biennia as a result of increased international flight and accommodation costs while district conference attendance in most districts has declined. Technology is now available and in common use to enable board members to attend conferences virtually which could reduce these costs. This is a relevant consideration where international board members are travelling from overseas to attend district conferences. For some smaller districts where attendance at district conferences is low the cost effectiveness of in-person/virtual attendance needs to be weighed against the benefits of meeting face-to-face with members.

Similarly, the travel and accommodation costs associated with attendance at in-person governor training for 32 governors have also increased. There is an opportunity to review how best to deliver this program to ensure it is effective and affordable.

Based on the above analysis it is evident that some of the costs associated with the current governance arrangements could be reduced; however, it is important to weigh costs to ensure the proper balance between in-person and virtual engagement, organizational culture, and commitment.

A reduction in travel will also improve Zonta's carbon footprint and contribution to environmental sustainability.

The cost to members of the current district/area structure was also analyzed with some interesting insights identified:

FINANCIAL ANALYSIS – DISTRICTS

- Financial resources are unevenly distributed across districts.
- Areas that have an independent budget apply area fees.
- Districts in Europe have significantly higher area fees than other regions.
- There are four districts in Europe where **area fees exceed the district fees**.

District and area operational costs are estimated to be approximately **\$1.4–\$1.5 million per biennium** (based on data provided by district leaders via a survey in 2024).

This represents 35% of the international fees per biennium and is *equivalent to the amount invested by the Zonta Foundation for Women in our signature project for the 2024-2026 Biennium*.

Why we are doing this – governance impacts

There are a number of important impacts of the current governance arrangements:

- Multi-layered governance structure adds complexity to decision-making and communication.
- Limited pool of potential candidates for international board roles due to:

- Long pathways to eligibility for international board roles, which prioritizes Zonta knowledge and experience over other governance experience.
 - Time commitment required to fulfill international board responsibilities which may affect the diversity of the board.
- Lack of continuity of international board members from one biennium to the next resulting in a concentrated two-year focus, rather than a longer term, more strategic focus at board level.
 - Limited separation between governance and management as the President is also the Chief Executive Officer of Zonta International and the Treasurer is also the Chief Financial Officer of Zonta International.
 - Board workload, especially the time commitment of the President and the Treasurer who have both governance and management responsibilities.
 - The international committee structure, including communication/connection with the board and the headquarters team, is complex.
 - Workload of the headquarters team in supporting board and committee meetings.

The sections below set out the analysis and recommendations to modernize and streamline Zonta's governance arrangements.

Proposed changes to Zonta International Board

Competency based board

Current board arrangements/analysis

The current board is organized based on specific roles:

- **Officers (four):** President; President-Elect; Vice President; Treasurer/Secretary.
- **Directors (seven).**

Officer roles are defined in Article VII of the Bylaws.

Director roles are not specifically defined but a key role is to act as liaison to districts/international committees.

Prerequisites are defined in Article VII of the Bylaws. Competencies and personal attributes are defined by International Nominating Committee, with board approval. The International Nominating Committee identifies potential candidates who meet the prerequisites and presents a slate of candidates for election by eligible voting delegates.

Contemporary governance practice has moved to prioritizing a board comprising governance competencies rather than representative and/or role-based board positions. Board members then take leadership roles based on proficiency (e.g., finance, etc.).

Future board composition/proposed recommendations

- 1) Move to a competency-based board.

The board as a whole should be comprised of board members who demonstrate the priority competencies. Not all board members need the same level of experience in all competencies (that is, some board members may have greater experience in advocacy or finance than other board members).

Priority competencies (not ranked):

- Governance and strategic leadership.
- Critical thinking and decision-making.
- Zonta knowledge (but acknowledge this is only one of the competencies).
- Business and financial acumen.
- Communication, both verbal and written.
- Proficiency in English.

In addition, sector and specialist competencies/skills and personal attributes have been defined.

[Further information about the competencies is available on the Zonta International website.](#)

The international board nominations process will actively seek out potential candidates who demonstrate the priority competencies, and the International Nominating Committee will assess potential candidate competency levels using a predefined assessment scale/tool.

Further information about the competency assessment tool will be developed during the detailed design phase in the 2026-2028 Biennium.

2) Organize board responsibilities around portfolios.

The board as a whole is responsible for setting and monitoring the strategic direction of Zonta. To ensure effective focus at the international board level a move to organizing the board activities around key portfolios is recommended.

Key portfolios:

Governance	Finance
Membership	Advocacy
Fundraising/Development	Stakeholder engagement (for example country and international committee liaison)

Other focus areas such as awards and programs do not require specific portfolio assignment at the Zonta International board level as these are primarily managed by the headquarters team who report directly to the board on these activities. Service is primarily a club responsibility (managed via programs at an international level).

Potential board candidates will demonstrate proficiency in one or more of the portfolio areas and will express a preference for particular portfolios during the nominations process and the International Nominating Committee will assess proficiency during the nominating process and take this into consideration when developing the slate.

Pathway to and prerequisites for eligibility for Zonta board membership

Current board arrangements/analysis

There are a number of prerequisites for serving as a Zonta International director including being a member of a club and having served at least one year as a governor, lieutenant governor, district treasurer, or area director.⁴ Experience as an international committee chair or member is not currently a prerequisite⁴. In practice candidates have usually served as a club board member and/or club president and on the district board. Based on this it is possible for members to be eligible for election after a relatively short time (say five to seven years); however, in reality, candidates for the international board have typically served in club and district roles for approximately 14 to 18 years prior to being elected. This predetermined pathway can limit the pool of candidates, as there are many members in districts/clubs who have significant governance experience from board roles outside Zonta and who could make a contribution international level, but who have not been club president or served on the district board.

The purpose of the prerequisites is to ensure that board members have sufficiently detailed knowledge of Zonta and how it operates. The current requirements, however, do not guarantee this and some newly elected international board members have commented on how much they do not know about Zonta's global operations, despite having met the prerequisites.

With the move to a competency-based board these prerequisites are no longer as relevant – board members can be effective at the international level without moving through the various club/district roles.

Future board composition/proposed recommendations

- 3) Amend the prerequisites and pathway to eligibility to make it easier for candidates who have not served at club, district, or international committee level to be eligible to stand for international board roles.

Diversity

Current board arrangements/analysis

Zonta relies on the international nominations process to present a slate of candidates for election which is diverse in ethnicity, age, gender, culture, and cognitive style.

Contemporary board practice includes a specific focus on ensuring diversity around the board table to ensure the board reflects the diversity of stakeholders/community. Practices include co-opting board members and/or establishing advisory roles to ensure diversity.

The Governance Working Group concluded that a priority for diversifying the Zonta board would be to include a youth member/young professional.

Candidates for this position need to demonstrate the competencies required of all board members and would have full voting rights. Feedback was received that it is important that the young professional operates as a full board member (not solely as the voice on the board reflecting a youth perspective).

Expectations in terms of time and commitment required and the value and difference they can make will need to be prioritized to ensure this position is effective.

⁴ Note: a bylaw change is being presented at the 2026 Convention to add international committee membership to the list of prerequisites.

Future board composition/proposed recommendations

- 4) Designate one board role for a candidate aged 18 to 35 years (at the time of application).

An open process needs to be developed to identify potential candidates who meet the age criteria.

Potential candidates aged 18 to 35 years (at the time of application) should demonstrate the **priority competencies** (discussed earlier) required for all board members.

Potential sources of candidates include youth members registered with Zonta International (Golden Z member registration was introduced during the 2024–2026 Biennium); young professionals; youth/young professionals involved with international committees and working groups; previous international award winners.

Depending on experience and age, additional support/mentoring may be offered during their board term.

Youth members currently do not pay international dues – the youth member would need to be a club member or supporting member to be eligible for election.

Board size*Current board arrangements/analysis*

The current board is 11 members, comprised of four officers (President; President-Elect; Vice President; Treasurer Secretary) and seven directors.

Contemporary governance favors smaller boards.

The Vice President role is defined in Article VII of the Bylaws as ‘In the absence or inability of the president to perform official duties, the vice president shall perform the duties of the president.’

The nature and responsibilities of the board President and President-Elect have evolved over recent years, and the President-Elect has capacity to fulfill the official duties of the president if required.

The ‘Secretary’ role is no longer required as the key responsibilities can be exercised under specific delegations (as per the Finance and Audit Manual), and ‘secretarial’ support around board motions/resolutions, etc. is provided by HQ staff.

Future board composition/proposed recommendations

- 5) Disestablish the role of Vice President. [Note this has been proposed as a Bylaws change at the 2026 Convention].
- 6) Decouple the ‘Secretary’ role from the Treasurer role and disestablish the Secretary role. Board secretariat responsibilities and support can be provided by the headquarters team and responsibilities for certifying resolutions and other documents are outlined in the Finance and Audit Manual.
- 7) Reduce the number of international directors from seven to six, including one director role to be designated for a candidate in the age range 18 to 35 (at the time of application), as per analysis under ‘Diversity’.

The above changes would result in a reduction of board size from 11 to nine, which is still quite large from a contemporary governance practice perspective.

The Governance Working Group considered reducing the number of board members by three (i.e., disestablishing the Vice President role and two international directors). This would result in an even number of board members (eight) which could affect board decision-making (typically the board chair/President would exercise a casting vote if there were an even number of board members). In addition, the Governance Working Group is recommending a youth candidate be included in the composition of the board and considers that six directors would best accommodate that

(based on a bylaws change proposed for voting at the 2026 Convention), but the overall board size should be reconsidered to further streamline the board composition during the detailed design phase of the governance review.

Future consideration should also be given to the role of the Treasurer as this role is more typically undertaken by a board member with financial expertise rather than as a designated ‘treasurer’ role. Some jurisdictions (including Illinois) require this position, but it may be possible to assign the position to a board member with financial expertise rather than maintain a formal treasurer position.

- 8) During the detailed design phase reconsider the total size of the board with the aim of reducing overall board size to seven, including the board position for a board member in the age range 18 to 35 (at the time of application) and how the composition of the total board best accommodates the role of treasurer.

Board tenure

Current board arrangements/analysis

Article VII of the Bylaws states that ‘the term of office shall be two years or until a successor takes office.’ No board member, other than the treasurer/secretary, can serve more than one term.

While this process and timeframe allow for regular turnover of the board the main drawback is the lack of continuity and knowledge around the board table.

The election process could result in a complete turnover of the board, other than the President–Elect who becomes the President. The current bylaws also mean that at least seven of the 11 board members are always newly elected every two years.

Contemporary governance practice generally includes longer terms for individual board members – terms of two to three years are common which is long enough for board members to contribute meaningfully and short enough to maintain accountability to members. A maximum tenure is also common practice to enable renewal, bring on required competencies and avoid entrenchment.

Given the longer-term focus set through the development and implementation of the 2030 Strategic Plan enabling individual board members to serve for a longer term is recommended.

The Governance Working Group considered a term of three years (with eligibility to stand for re-election), which would decouple the election cycle and board member tenure from the current biennium structure. However, in light of the significant amount of change envisaged through the broad governance changes, the Governance Working Group recommends that lengthening the term from two to three years be considered in the future. Retaining the current two-year term but enabling board members to stand for a second two-year term would achieve continuity.

In contemporary governance, officer roles often have shorter terms, even where the director term is longer.

Contemporary governance practice also includes staggered terms where a portion of the board rotates each election period (often one-third or 50% of the board) to maintain stability/continuity and institutional knowledge while allowing for fresh perspectives and avoiding full board turnover.

For elected boards this would usually involve a designated number of positions available at each election cycle.

Zonta adopted staggered terms in 1998, and this was implemented in the 2002-2004 Biennium. This practice was discontinued in 2010 because there were a number of challenges which affected the effectiveness of the board members who joined the board part way through the biennium (for example, information available to directors attending district conferences before having attended a board meeting).

Zonta board practices have evolved since then and the 2030 Strategic Plan sets a longer-term focus for board activities. The time is therefore right to consider implementing staggered terms as part of the proposed governance changes.

Future board composition/proposed recommendations

- 9) Retain the two-year term for international directors.
- 10) Enable eligible international directors to stand for re-election for one additional term (maximum of four years).

To be eligible to stand for re-election the international director must continue to meet the requirements set by the International Nominating Committee and expectations of board member performance (as assessed through an independent board evaluation assessment (refer pages 29 and 36).

- 11) International directors who have served for one or two terms are eligible to stand for officer positions.
- 12) Retain the existing terms for officers as follows:
 - President – two years (with no eligibility to stand for re-election).
 - President-Elect – two years (with no eligibility to stand for re-election, as will become President).
 - Treasurer – two years, with eligibility to stand for one additional (consecutive) term (maximum four years).
- 13) Introduce staggered terms for a designated number of board positions to enable more continuity around the board table. Typically, a certain number of positions (for example, two) would be available for election at each election cycle.

The introduction of staggered terms will require detailed design to ensure the objectives (for example, balanced board based on competencies, continuity, fresh perspectives, etc.) are achieved, and further work on this is recommended as part of the governance detailed design/implementation phase during the 2026-2028 Biennium.

Election cycles

Current board arrangements/analysis

Article VI sets out the procedures relating to business meetings and voting. Until 2022, elections took place at biennial conventions which were held in-person (other than the 2020 Convention which was affected by COVID-19). Changes to the Bylaws approved at the 2022 Convention allow for online voting. In 2026, voting for officers and directors for the 2026–2028 Biennium is being conducted electronically in April/May 2026. This will enable some induction and training to be provided to incoming board members prior to their taking office at the close of the 2026 convention in Vancouver.

With the changes proposed to director terms, availability for re-election, and staggered terms consideration needs to be given to the frequency of the election cycle.

Contemporary governance practice is for board members to be elected at the annual general meeting.

Future arrangements/proposed recommendations

- 14) Election cycle to be aligned with the two-year board terms, eligibility for re-election, and the requirements to achieved staggered terms (as discussed on pages 27 and 28).

More flexibility may be required in the timing of elections and the period when board members take office. These aspects of the bylaws should be reviewed as part of the governance detailed design/implementation phase during the 2026-2028 Biennium.

Board culture

Current board arrangements/analysis

Board culture is critical - it shapes how a board operates, makes decisions, and interacts with the organization. A strong, positive culture fosters trust, collaboration, and ethical behavior. Poor culture can lead to dysfunction, poor governance, and reputational risk.

Culture affects how board members approach complex issues, risk, and strategic priorities. The board needs to establish shared values and ethics, trust and respect and effective ways of communicating with each other, and be role models for the organization and members.

Board culture develops over time and is shaped not only in formal meetings but also through social interaction. How a board makes decisions (consensus, voting, etc.) and responds to challenges (including non-performing board members) shapes and reinforces culture.

In Zonta the President (also the CEO) is key to shaping the board culture. The board itself is elected from members across many cultures and at least seven members are new each biennium. Board culture is continually changing and adapting to the new President's way of working.

Future arrangements/proposed recommendations

15) Implement a formal process to embed a positive board culture. This will include a number of activities including:

- Formalizing the board induction and onboarding process to ensure behavioral expectations are set which align personal/organization values, ethics, and behaviors.
- Ensuring regular communication between the President as chair of the board and board members is established to develop trust and ensure alignment with strategic priorities.
- Providing board members with continuous learning/training opportunities (through workshops, development sessions, and potentially more formal governance/leadership development training) as required.
- Assessing the mix of in-person and virtual meetings and fostering social interaction among board members to build rapport and mutual understanding around the board table.
- Implementing a formal board evaluation process to provide feedback on board performance and individual board member contribution (refer pages 28 and 36).
- Developing a board charter that includes core principles on how the board operates – team-based, encouraging of open, constructive debate, consensus decision-making, etc. (refer page35).

International Committees

Current arrangements/analysis

Article XIII of the Bylaws sets out various standing committees as well as ‘special’ committees as authorized by the convention or the Zonta International Board.

International committees support the board and the operations of the organization in conjunction with the headquarters team.

The committees are comprised of volunteer members of Zonta appointed by the President-Elect in the biennium before they serve on the committee. Headquarters staff attend most committee meetings and provide different levels of support depending on the nature and activity of the committee. A board member acts as liaison to each of the committees.

Each biennium the President-Elect determines what committees are required to support the board and headquarters to implement the biennial goals. For most committees a new chair is appointed each biennium and while the President-Elect works with the committee chair to develop a committee work program, the committee chair, in conjunction with the committee, has often initiated additional activities that sometimes duplicate headquarters activity and/or is only loosely aligned with the delivery of the biennial goals.

With the release of the 2030 Strategic Plan during the 2022-2024 Biennium, international committee activities were more directly aligned to the plan, the biennial goals and the work of the headquarters teams. There are however further opportunities to strengthen this connection and rationalize the committees to support the efficient and effective operation of Zonta International.

Contemporary governance distinguishes between ‘**board**’ committees – those committees that support the board to discharge their fiduciary/governance responsibilities and ‘**operational**’ committees that support the delivery of strategic and business plan initiatives.

Such committees operate under clear terms of reference, with approval of annual (or biennial) work plans, and continuity of membership is prioritized.

Future arrangements/proposed recommendations

16) Review existing committees to confirm what **board committees** are necessary to support the Board in the discharge of its governance duties. The board committees may change from time to time depending on board and organizational requirements. The current bylaws relating to international committee should be simplified to enable flexibility for the board.

Board committees should be:

- Formally established as sub-committees of the board, reporting directly to the board.
- Chaired by a member of the board with requisite skills/experience (this assumes the move to a competency-based board, as per earlier recommendation).
- Established with a formal Committee Terms of Reference which clearly set out the role of the committee and its responsibilities (the Committee Terms of Reference should be approved by the board and reviewed periodically).
- Membership, performance/effectiveness of the sub-committees evaluated regularly through a self-assessment and/or formal evaluation process.

Proposed board committees:

- **Governance** (includes oversight of Board performance/evaluation; bylaws; board approved policies).
- **Finance, Investment, Risk and Audit** (includes oversight of finances, investment performance, external financial audit, financial policies, internal controls, risk management process, internal audit).
- **Executive** (meets between board meetings; can make decisions in accordance with delegations; responsible for progressing actions as directed by the board – refer separate section).
- **International Nominating** (includes responsibility for the end-to-end process for identifying and presenting the slate of candidates for election - refer separate section)

The board's relationship with the Executive Director is very important so overseeing the Executive Director's performance/remuneration (including Executive Director objective setting, monitoring, annual remuneration setting, appointment/dismissal) is critical. This could be undertaken by the Executive Committee or a sub-committee of the board established on an ad-hoc basis.

17) Establish **operational committees** to support the delivery of the 2030 Strategic Plan, biennial goals, and the operations of the organization.

The operational committees should:

- Comprise both staff and volunteers – where 'volunteers' complement the work undertaken by 'paid' staff and bring specific expertise to ensure volunteer activities are aligned with board priorities and coordinated with the activities of the headquarters team.
- Be established under a formal Committee Terms of Reference or Working Group Project Brief that clearly sets out the role of the committee/working group and related responsibilities. The Committee Terms of Reference/Working Group Project Brief should be approved by the board and reviewed periodically.
- Report directly to the Executive Director and indirectly to the Board/President (via a board liaison role).

Two types of operational committees are proposed:

- **Standing Operational Committees:**
 - Membership.
 - Advocacy.
 - Fundraising/Development (focusing on broader revenue generation, donor relationships, and long-term sustainability rather than just fundraising).
- **Working Groups**
 - These should be established as short-term projects to address specific topics (for example in the 2024-2026 Biennium a working group was established to support the organization to develop the Zonta values – once the work was completed the working group was disestablished). The nature and number of working groups will vary from time to time reflecting biennial goals and operational priorities.

Continuity of membership is critical to retain knowledge and avoid loss of momentum, with new members added to the committee to bring fresh thinking and perspectives, and maximum terms, so that committee membership can continue over multiple biennia (but with specified terms). This is particularly important for the standing operational committees.

Executive Committee

Current arrangements/analysis

Article IX sets out how the Executive Committee is constituted, duties and powers, meetings, quorum, and voting.

The Executive Committee is made up of the officers of Zonta International (that is the President, President-Elect, Vice President, and Treasurer/Secretary).

A key duty of the Executive Committee is to act for the board between board meetings.

The Executive Committee role and meeting frequency has varied from biennium to biennium, as each President has operated in different ways. Over recent biennia the Executive Committee has tended to meet more frequently between board meetings, approximately once a fortnight. Key activities include making decisions between board meetings and progressing actions as directed by the board. It also provides an important conduit between the board and the headquarters as the Executive Director attends these meetings.

In contemporary governance Executive Committees are less prevalent due to smaller boards and more timely communication methods which mean that matters requiring decision between board meetings can be undertaken efficiently via electronic circulation of papers and motions.

Future arrangements/proposed recommendations

18) Retain the Executive Committee as a board sub-committee and continue the existing practice of enabling the President discretion to set the frequency of meetings, etc.

In the future, once governance changes have been implemented, review the role of the Executive Committee to determine whether it is still required.

International Nominating Committee

Current arrangements/analysis

Article XII of the Bylaws sets out the arrangements for the Zonta International Nominating Committee. It operates independently of the board and is responsible for presenting a slate of candidates for election who meet the pre-requisites.

Five of the nine International Nominating Committee members are elected from specific regions and four are elected 'at large.'

The International Nominating Committee has traditionally prioritized independence and has had limited interaction/engagement with the President and President-Elect about the skills and experience needed for the board and the performance of board members who may be standing for officer roles.

Contemporary governance practices for nominating committees include:

- **Clear purpose and authority** based around a written Terms of Reference approved by the board.
- **Independence and credibility** to maintain confidence and avoid undue influence from leadership, especially the board chair or executive director.
- **Defined skills** (for example governance, finance, legal, sector knowledge, etc.) **and experience** (including experience relevant to a member-based organization).
- **Inclusion of independent members** with skills and experience in director appointments who may be full members of the committee or advisors to the committee.

- **Open and transparent nomination process**, including a public call for nominations, clear eligibility requirements, documented decision-making criteria and consistent communication with candidates.
- **Year-round/continuous pipeline**, not a once-a-year task, including maintaining a prospect list, encouraging suggestions for potential candidates early in the timeline and observing volunteers/committee members as potential future leaders.
- **Fair and structured evaluation of candidates**, including the use of structured screening approaches, reference and background checks, and scoring methods tied to competencies and agreed criteria.
- **Commitment to diversity and inclusion**, including broader sourcing of potential candidates beyond the 'known' pool, periodic review of board composition gaps and awareness of unconscious bias.
- **Succession planning and continuity**, including awareness of term limits and upcoming vacancies, planning for officer or chair succession, and ensuring knowledge transfer and continuity.
- **Good documentation and accountability**, including formal recommendations, annual report on the nominations process and election outcome, and periodic review of committee procedures.
- **Post-process learning and improvement** to update the criteria and processes for what worked and what did not and reflect changes as the organization evolves.

The Governance Working Group analyzed current practices and identified a number of areas to be considered/assessed as the role of the international nominating committee is updated to support the governance changes outlined in this Governance Blueprint for the Future. These included:

- The need to ensure that each nominating committee does not 'start from scratch' every biennium in terms of pipeline of potential candidates and practices.
- The importance of implementing a consistent evaluation process for all candidates for all positions.
- Addressing how to achieve more continuity in membership of the committee from biennium to biennium to ensure knowledge is not lost.
- The opportunity to establish a database of potential candidates available to members of the nominating committee and which can be added to on an ongoing basis.
- The importance of early engagement with the President-Elect to ensure the nominating committee can seek to fill skill gaps on the board based on the priority competencies (as discussed earlier in this report).
- Addressing how to ensure the nominating committee has the competencies and experience required to identify candidates with the competencies envisaged as part of this governance review, including the potential for an independent member/external specialist/advisor with experienced in the recruitment and/or appointment of board directors.
- A change in the number and composition of the international nominating committee to move away from a large representative committee to a smaller, competency/skills-based committee.
- Ensuring the process includes obtaining performance feedback for candidates, especially for international directors seeking a second term or for officer positions.
- Consistent application of the agreed process for all candidates – interviews (tailored for the specific role), undertaking reference checking for all candidates.
- Consider how technology (including Artificial Intelligence) can be used to both identify and undertake preliminary screening of candidates.
- Evaluate how best to achieve a competency/skills-based board.

Future arrangements/proposed recommendations

- 19) Develop a formal terms of reference for the International Nominating Committee to reflect the changes outlined in this report. This should be approved by the board and reviewed periodically.

This recommendation should be implemented early in the 2026-2028 Biennium to enable the committee to operate and implement appropriate practices for elections for the 2028-2030 Biennium.

President/Chief Executive Officer role*Current arrangements/analysis*

Article XII of the Bylaws states that ‘the president shall be the chief executive officer...’ This dual role increases the amount of time the President engages in day-to-day operations, time that could be used to further mission and membership and donor development.

The current international nominations information estimates the time commitment for the president/chief executive officer is “full time” to reflect the requirements of both roles.

Many organizations have moved to separating these roles. As discussed earlier in this report, the Chief Executive Officer is accountable to the board and takes responsibility for implementing the board-approved strategy and running the day-to-day operations of the organization and is recruited and employed by the board with a salary set to reflect the nature of the role, experience, etc. The President focuses on working with board members on the long-term viability of the organization's mission and strategy, monitoring organizational performance, and acting as a public face of the organization on the global stage.

Such a change is not about replacing the current volunteer president/chief executive position with a paid position. Many global not-for-profit organizations retain volunteer presidents alongside paid chief executives. It is designed to ensure role clarity, continuity and sustainability. It should also significantly reduce the time commitment of the president role and therefore potentially widen the number of potential candidates who may be willing to serve in this role.

Future arrangements/proposed recommendations

- 20) Separate the President and Chief Executive Officer role so that the President is not so involved in the day-to-day business and can put more focus on leading the board, utilizing board member expertise effectively and ensuring enough focus on the long-term strategy.

The decision to separate the President and Chief Executive Officer role will also have implications for the Executive Director role, competencies, experience level, etc. which will need to be reviewed to ensure the separate Chief Executive Officer position is appropriately established to meet future expectations of the role.

Treasurer/Chief Financial Officer role

Current arrangements/analysis

Article XII of the Bylaws states that ‘the treasurer/secretary shall be the chief financial officer...’

A concern about the treasurer also being the Chief Financial Officer is the skillset, experience and time commitment required. The current international nominations information estimates the time commitment for the treasurer/chief financial officer is “25 hours per week” to reflect the requirements of both roles.

The Chief Financial Officer of an organization is typically a paid position or outsourced for large not-for-profits.

The Chief Financial Officer would need to have the required qualifications and experience to operate at this elevated level (and /or skills and experience complemented by the outsourced accounting firm).

Any changes to the role would also mean the need to realign responsibilities between the treasurer, finance committee, director of finance, and the outsourced accounting arrangements, and ensure that there is effective oversight of financial responsibilities by the board and management. As noted earlier in connection with the separation of the president/chief executive positions, this change is not about replacing the current volunteer treasurer/chief financial officer position with a paid position. It is designed to ensure role clarity, continuity, sustainability access to specialist financial expertise.

Future arrangements/proposed recommendations

21) Separate the Treasurer and Chief Financial Officer role and establish a Chief Financial Officer position, so that the Treasurer role does not require the current time commitment and skillset and the paid Chief Financial Officer position has the skills and experience to effectively support the board on financial matters for a US-based, international organization.

As noted earlier in this report the secretary role should be decoupled from the treasurer position (refer recommendation6), and the secretary role disestablished.

Board meetings/operations

Current board arrangements/analysis

Article XII of the Bylaws sets out arrangements for the timing and number of regular board meetings.

Current practice includes a mix of in-person and virtual meetings; there is no established frequency and length for the meetings (but the timetable is established/confirmed at the beginning of the biennium).

An online board portal (OnBoard) is used for meeting minutes, recording actions, etc.

Contemporary governance practice is:

- Shorter, regular meetings (for example monthly, 10 meetings a year, bimonthly, six meetings a year, quarterly, four meetings a year).
- An annual ‘workplan’ which sets out key agenda items/topics to be covered at each meeting.
- A balance between strategic discussions and monitoring organizational performance.
- Periodic assessment of board effectiveness through a self-assessment and/or formal board evaluation process.

Future arrangements/proposed recommendations

22) Reset board arrangements to reflect the recommendations in this report. This would include a number of actions:

- Develop a Board Charter to define the practices and behaviors of how the board operates – effectively translating the legal and constitutional requirements into practical reflection of the board’s role, authority, responsibilities, and ways of working.
- Formalize the induction/onboarding and ongoing training program for board members.
- Develop/implement a formal board evaluation process for individual board members and board as a whole.
- Develop board operating arrangements to include the development of an annual workplan, the balance of in-person and virtual meetings, meeting length, board secretariat support, etc.
- Review the board meeting schedule, both the number of meetings, the length of these meetings, and the mix of in-person and virtual meetings. Consider reducing the number of formal meetings to four meetings per annum (quarterly) to align with key decision points and responsibilities as defined in the Board Charter and annual workplan, with decisions required between meetings delegated to the Executive Committee (Article IX of the Bylaws).

Next steps

This part of the report has set out a comprehensive analysis of current board arrangements, contemporary governance practices, analysis of some challenges and opportunities and a series of recommendations to streamline and modernize Zonta's board arrangements.

These changes are essential to ensure the international board can operate efficiently and effectively with a focus on the 2030 Strategic Plan, biennial goals, and long-term organizational and financial sustainability.

Feedback obtained through various focus groups and workshops has indicated strong support for the proposed changes and to 'just get on with it!'

Stakeholder Feedback

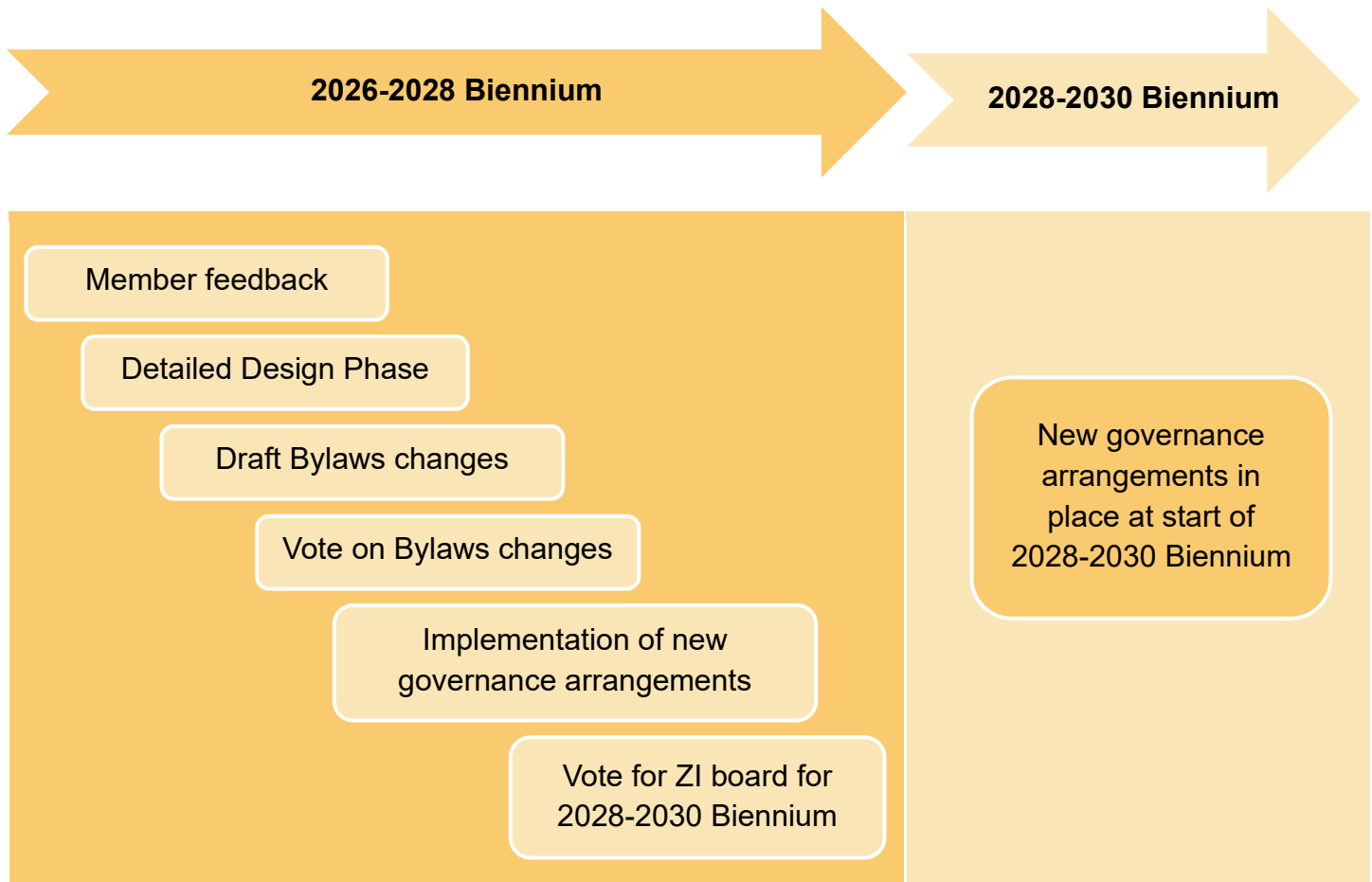


Next steps include:

- Seek feedback from members (pre-convention briefings and discussion at the 2026 convention and invite formal written feedback by 30 September 2026).
- Governance Advisory Working Group (as proposed in the 2026-2028 Biennial Goals) to progress implementation of the Governance Blueprint for the Future. This will involve assessing feedback received from the 2026 Convention and feedback period after convention and developing a detailed workplan to move forward with the detailed design phase and implementation.

Indicative change/transition timeline

A high-level implementation timeline is set out below to show the key activities that will need to be completed to ensure the new governance arrangements can take effect at the beginning of the 2028-2030 Biennium:



Note: The Governance Advisory Working Group will develop a detailed timeline at the beginning of the 2026-2028 Biennium for approval by the 2026-2028 Board

The above timeline is ambitious and will require significant commitment of resources and close oversight by the 2026-2028 Board to ensure successful change management. There are a number of key dependencies including providing supporting resources to the International Nominating Committee and the sequencing of bylaw changes which will need to be closely managed. The vote on the bylaw changes will need to be considered in conjunction with the changes to the district structure (refer Part 3) to ensure timing is aligned.

Summary of recommendations relating to Part 2: Zonta Board Arrangements

Recommendation	Topic	Bylaws change required	Timing
1) Move to a competency-based board.	Board composition/ role	No ⁵	2026-2028 Biennium for implementation at the start of the 2028-2030 Biennium.
2) Organize board responsibilities around portfolios.	Board composition/ role	No ⁶	2026-2028 Biennium for implementation at the start of the 2028-2030 Biennium.
3) Amend the prerequisites and pathway to eligibility for international board roles.	Prerequisites	Yes	2026-2028 Biennium for implementation at the start of the 2028-2030 Biennium.
4) Designate one board role for a candidate aged 18 to 35 years (at the time of application).	Diversity	Yes	2026-2028 Biennium for implementation at the start of the 2028-2030 Biennium.
5) Disestablish the role of Vice President.	Board composition/ role	Yes	A proposal is included in the bylaws changes for voting at the 2026 Convention. If approved, this would be effective in the 2028-2030 Biennium.
6) Decouple the 'Secretary' role from the Treasurer role and disestablish the Secretary role.	Board composition/ role	Yes	2026-2028 Biennium for implementation at the start of the 2028-2030 Biennium.
7) Reduce the number of international directors from seven to six, including one director role to be designated for a candidate in the age range 18 to 35 (at the time of application).	Board size	Yes	A proposal is included in the bylaws changes for voting at the 2026 Convention to reduce the number of international directors to six. If approved, this would be effective in the 2028-2030 Biennium.
8) During the detailed design phase reconsider the total size of the board with the aim of reducing overall board size to seven.	Board size	Yes	To be considered during the detailed design phase in the 2026-2028 Biennium.
9) Retain the two-year term for international directors.	Board tenure	No	Already in place as covered by existing Bylaws.
10) Enable eligible international directors to stand for re-election for one additional term (maximum of four years).	Board tenure	Yes	2026-2028 Biennium for implementation at the start of the 2028-2030 Biennium.

⁵ But there will be some changes to the role of the board in the new bylaws and these may make general reference to board composition.

⁶ But there will be some changes to the role of the board in the new bylaws and these may make general reference to board composition.

Recommendation	Topic	Bylaws change required	Timing
11) Enable international directors who have served for one or two terms to be eligible to stand for officer positions.	Board tenure	No	Already in place as covered by existing Bylaws.
12) Retain the existing terms for officers.	Board tenure	No	Already in place as covered by existing Bylaws.
13) Introduce staggered terms for a designated number of board positions	Board terms	Yes	2026-2028 Biennium for implementation at the start of the 2028-2030 Biennium.
14) Election cycle to be aligned with the two-year board terms, eligibility for re-election, and the requirements to achieve staggered terms.	Election cycle	Yes	2026-2028 Biennium for implementation at the start of the 2028-2030 Biennium.
15) Implement a formal process to embed a positive board culture.	Board culture	No	2026-2028 Biennium for implementation at the start of the 2028-2030 Biennium.
16) Review existing committees to confirm what board committees are necessary to support the Board in the discharge of its governance duties. Board committees may change from time to time depending on board and organizational requirements.	International committees	Yes	2026-2028 Biennium for implementation at the start of the 2028-2030 Biennium.
17) Establish operational committees to support the delivery of the 2030 Strategic Plan, biennial goals, and the operations of the organization.	International Committees	Yes	2026-2028 Biennium for implementation at the start of the 2028-2030 Biennium.
18) Retain the Executive Committee as a board sub-committee and continue the existing practice of enabling the President discretion to set the frequency of meetings, etc. In the future review the role of the Executive Committee to determine whether it is still required.	Committees	No	Already in place as covered by existing Bylaws.
19) Develop formal terms of reference for the International Nominating Committee to reflect the changes outlined in this report.	International Nominating Committee	Yes	This recommendation should be implemented early in the 2026-2028 Biennium to enable the committee to operate and implement appropriate practices for elections for the 2028-2030 Biennium.
20) Separate the President and Chief Executive Officer role.	President/ Chief Executive role	Yes	2026-2028 Biennium for implementation at the start of the 2028-2030 Biennium.
21) Separate the Treasurer and Chief Financial Officer role.	Treasurer/ Chief Financial Officer role	Yes	2026-2028 Biennium for implementation at the start of the 2028-2030 Biennium.
22) Reset board arrangements to reflect the recommendations in this report.	Board meetings/ operations	No	2026-2028 Biennium for implementation at the start of the 2028-2030 Biennium.

Part 3: District Restructuring

Districts play an important role in the voting and governance arrangements of Zonta with their key purpose (as set out in Article XIV of governing documents) being to function as the administrative arm of Zonta International, promote international programs, inspire clubs to implement Zonta's goals and programs, and serve as link between clubs in the district and Zonta International.

Districts also act as an important communication channel between Zonta International and members. With advances in technology this communication role is no longer as vital, as Zonta International can (and does) communicate directly with members, and the district structure (including areas) can be seen as an additional layer of 'overhead.'

In addition, experience during COVID-19 has changed attitudes to physical and virtual meetings and distances between clubs and travelling to meeting with districts, areas and clubs make greater use of technology to meet virtually.

The current district structure of Zonta International has been in place since 1994. A review was conducted in 2014, but no changes followed. Now 12 years later a comprehensive analysis has been completed.

This builds on work commenced during the 2020–2022 and 2022–2024 biennia, where analysis was undertaken through the Resolution 2 work program and development of the 2030 Strategic Plan (Zonta, Gender Equity and a Vision for 2030 and Beyond) to analyze and assess various aspects of Zonta's governance. The 2024-2026 Biennial Goals included the following goal to acknowledge the importance of progressing this work:

A working group is established to analyze how the Zonta International governance structure (including district and club governance) could be streamlined and modernized. The analysis shall, among other issues, include the roles, sizes and compositions of districts, possibilities to simplify club governance, exploring the role of convention and methods to simplify the organizational voting process as well as possible amendments to the governing documents.

2024-2026 President Salla Tuominen established a Governance Working Group which examined the current district structure and identified a range of challenges with the existing structure (outdated, complicated, inefficient, inequitable, multilayered, and financially unsustainable) and concluded that now is the time to move forward with changes to the district structure.

This section of the report (Part 3) includes:

- Analysis of the **current district structure** and related challenges.
- **Benchmarking** with other similar organizations.
- A summary of **why change is needed**.
- Identification and assessment of **options** considered.
- Outline and assessment of the **proposed changes**.
- An overview of **next steps**.
- Indicative change/transition **timeline**.
- **Summary** of recommendations.

Current district structure

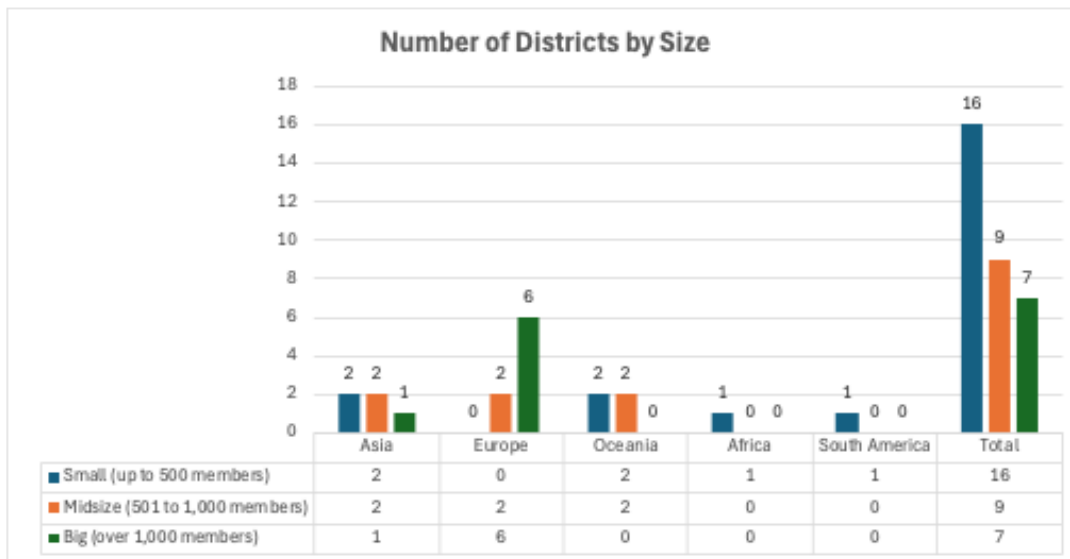
The district, area, club, and member data used in Part 3 is based on information extracted from membership records as of 1 March 2026.

Analysis by district

Zonta International is currently made up of 32 districts which vary significantly in both the number of members and the number of clubs.

32 districts comprising:

- 148 to 2,826 members
- 8 to 93 clubs

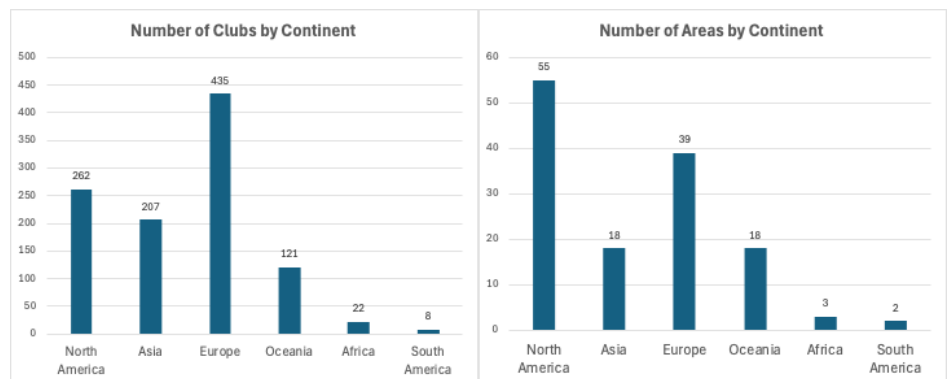


The 32 districts are divided into 135 areas, varying in number from two to seven areas per district. The size of the areas ranges from one club (Area 4 in District 7, Area 1 in District 8 and Area 5 in District 9) to 26 clubs, and from 15 members (Area 5 in District 9) to 788 members (Area 2 in District 30).

The results by continent (Table to right) illustrate the different structure, size, role, and composition by geographical area.

135 Areas:

- 2 to 7 areas per district
- 1 to 26 clubs per area
- 15 members to 788 members



Europe has around twice as many members as Asia and as North America, and about four times more than Oceania.

North America has 545 members more than Asia, but three times as many areas (55 compared with 18), and 13 districts compared to 5.

The average membership in districts is quite uneven by continent: 432 in North America, 626 in Oceania, 1,065 in Asia, 1,283 in Europe.

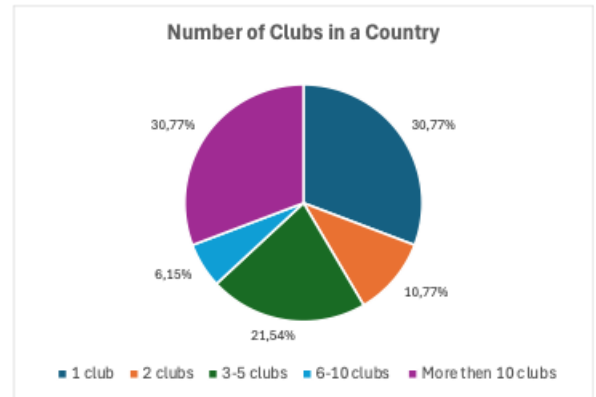
Asia and Europe are quite comparable in average member numbers.

Oceania has the most balanced size of areas per district and member size by area.

Analysis by country

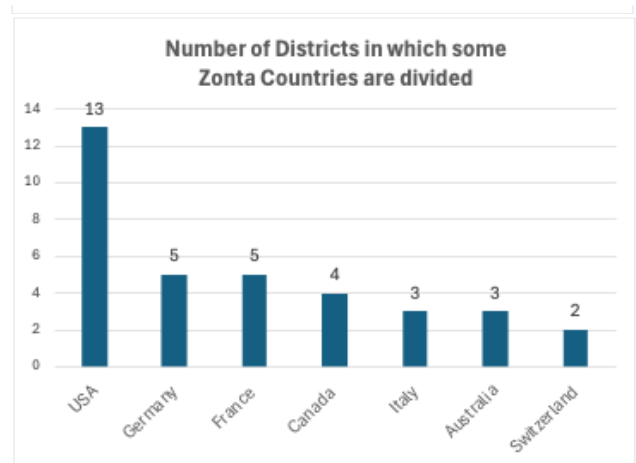
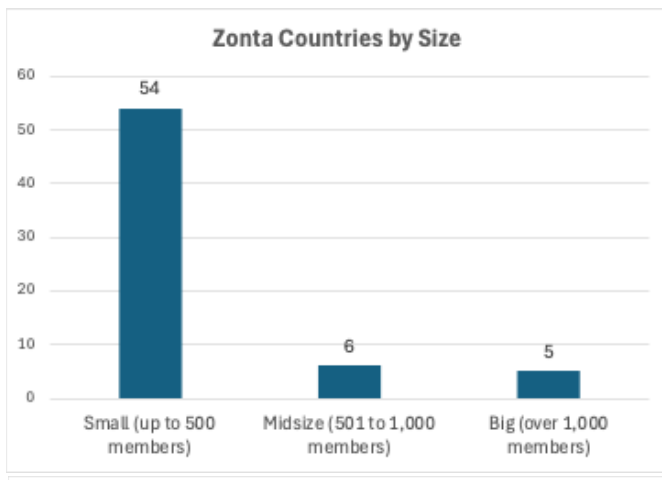
Of 65 countries that host Zonta clubs:

- 20 have only one club (30.1%)
- 27 have up to two clubs (41.5%)
- 40 have five or less clubs (61.5%)
- 45 have 10 or less clubs (69.2%)



The following graphs illustrate the significant variation in the number of members per country and the small number of 'big' and 'mid-sized' countries.

- Five countries have more than 1,000 members: USA, Germany, Australia, Philippines, and Sweden.
- Six countries have 501-1,000 members: Taiwan (Republic of China), Finland, Japan, Italy, Thailand, Belgium, and Switzerland.
- 54 countries are small, of which 9 are below the minimum membership number to form a new club (15).



Districts 14, 27, 28, 29 and 30 host up to four divided countries in one district.

Financial disparities

Based on the analysis undertaken on the information provided by current and immediate past district and area leaders in the 2024 survey, district and area operational costs are estimated to be \$1.4 million–\$1.5 million per biennium. This is approximately 35% of the international dues per biennium, and equivalent to the amount that is invested by the Zonta Foundation for Women in our signature project (Ending Child Marriage) this biennium.

Financial resources are unevenly distributed:

- District fees ranged from US\$13.50 to US\$77.00
- Area fees are applied in most of the European and Asian districts. These can vary significantly by area in the same district. The district board approves that areas may apply a fee, but the actual amount of the area fee is decided by each area.
- In some districts in Europe, area fees exceed the district fees. Where countries are divided across multiple districts and a national union exists, the members may have to pay additional fees to support the activities of the national union.
- These findings highlight opportunities to reduce the financial costs for our members. The Governance Working Group has considered how simplifying the structure could reduce costs at the district level and eliminate these at an area level by reconsidering whether travel related to area meetings could be reduced/eliminated, and considering the impact from an environment, social and governance (ESG) perspective.

Legal disparities

Legal incorporation varies widely in most districts:

- Many multi-country districts in Asia, Europe, and Africa are not incorporated.
- Oceania is uniformly incorporated due to legal requirements.

We noted that district officers are not always aware of the legal status of their district.

In connection with areas:

- Only structured areas with a board and an independent budget (mainly in Europe), are incorporated.
- Areas in Europe can be quite powerful with respect to their district role, due to language, nationality, culture, and size. These areas have established boards with independent budgets and are effectively smaller replicas of districts.

Low standardization of district roles and practices

Meetings:

Practices and procedures seem to differ widely between districts or even between areas in the same district. This might be due to distance and travel opportunities, traditions, or decisions of the leaders in office from biennium to biennium. According to the answers to the 2024 survey of current and immediate past leaders of districts and areas:

- District board meetings average between six and eight. Area meetings range from two to four.
- Area board meetings range from zero to 20, plus regular club visits are held, depending on the size of the area.

We also noted:

- The frequency of meetings, particularly district and area board meetings, increased as officers became more adept at conducting them online.
- Reliance on in-person meetings remains high, leading to significant time commitments and extensive travel requirements.
- Areas gather a significant amount of information from clubs, including reports, minutes, and financial data. The value of collecting this information and how it is used, however, are unclear. There is also a perception that this level of scrutiny could leave clubs feeling more monitored than supported.

Interactions:

- Districts with divided countries collaborate through unions/caucuses on advocacy matters.
- Governors of some geographical areas meet online.
- Interdistrict meetings area not official Zonta International meetings but they play a role in information sharing and social interaction across divided countries.
- Interdistrict meetings also make an important contribution to the 'internationality' of Zonta as they provide a forum for members from multiple districts and different countries within a region to meet, interact, and share cultural experiences.

Leadership succession:

One of the key challenges with the existing district/area structure is the difficulty in finding candidates for many positions, especially area directors and district committee chairs. This has resulted in the merging of some areas or area directors taking responsibility for more than one area.

The pre-requisite pathway and workload (discussed in Part 2) is also cited as a barrier for attracting people to district board and committee roles.

Benchmarking with peer organizations

The Governance Working Group examined the structure of other international membership organizations - Rotary International, Lions Clubs International, Soroptimist International and Business and Professional Women. When assessing their structures the Governance Working Group was cognizant that these organizations are significantly larger than Zonta International.

	Zonta International	Rotary International	Lions Clubs International	Soroptimist International	Business and Professional Women
Number of members worldwide	24,600	1.26 million	1.4 million	62,000+	24,000+
Number of countries/ territories/ geographic areas	65 ⁷	221	200+	120+	110+
Number of Districts/ zones/ federations	32	530+districts (organized in approximately 34 zones)	750 districts	5 Federations	5 Regions
Number of Clubs	1,055	46,000	48,000	3,000	Not available




Note: Numbers are approximate only (taken from various sources including information from organization websites April 2026).

Rotary and Lions prioritize size rather than distance in defining their boundaries (for example, Lions' districts are comprised of at least 35 clubs and a combined total of 1,250 members).

The Rotary International Board conducts a comprehensive review at least every eight years to comply with RI Bylaws that districts and clubs be divided into 34 zones of approximately equal number of Rotarians "in combination with a yearly adaption, minor changes to the list of zones based on decisions to merge or create new districts or grant district requests to change zones". Requests from districts are taken into consideration, but the final decision is up to the board.

⁷ As of January 2026, the Zonta International Board has approved an additional 15 countries, but no clubs have yet been chartered in these countries.

The table below summarizes the way in which the organizations are structured.

 <p>Rotary International My Zone of 34 Zones My District among over 500 Districts My Rotary Club Over 1.2 million Rotarians in over 35,000 Clubs</p> <p>RI's structure privileges balancing size to distance. Every year, the Board makes minor changes to merge or create new districts or grant district requests to change zones. In addition, the Board conducts a comprehensive review at least every 8 years to comply with RI Bylaws that districts and clubs be divided into 34 zones of approximately equal number of Rotarians.</p>	 <p>Lions International 8 Constitutional Areas Multiple District (over 200 countries) Districts (6 to 12 Zones) Zones (usually 4 to 8 clubs) 49,000 Clubs 1.4 millions members</p> <p>LCI has a multilayered, highly hierarchical structure, where districts:</p> <ul style="list-style-type: none"> - are comprised of at least 35 clubs and a combined total of 1,250, - can cover relatively small territories as the density of clubs is very high, - are often grouped at country level in "multiple-districts". 	 <p>BPW International 5 Regions 43 Country Federations Clubs belonging to Country Federations Affiliate Clubs in 71 countries without a Federation</p> <p>SI and BPW are structured by geographical area/country. Geographical areas have a high level of autonomy (SI has HQs at that level). Interesting that BPW:</p> <ul style="list-style-type: none"> - may recognize a country with at least 3 clubs and 100 members - but imposes countries with 5 or more clubs and at least 100 members to become a nationally entity.
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RI – Rotary International; LCI – Lions Clubs International; SI – Soroptimist International; BPW – Business and Professional Women

Why change is needed

Based on the analysis of these findings it is clear that the existing district/area structure is not sustainable for a variety of reasons.

- The ongoing decline in membership means that there are fewer members in districts/areas to sustain district/area operations.
- The district/area structure lacks flexibility for small/large districts, has resulted in duplication of roles between districts and areas, and has contributed to the emergence of informal alternative structures.
- Compliance with the law and best practice governance varies significantly across districts/areas.
- Many districts/areas (especially small districts and areas) are finding it increasingly difficult to identify future leaders. This will also be a continuing feature in the proposed country/territory structure but there will be more opportunities for Zonta members in individual countries to step into leadership roles.
- The current multilayered district and area fee structure is inconsistent globally and places a significant financial burden on many members, especially in some European districts.
- Communication from HQ, districts and areas to clubs/members contributes to a high number of communications.

The wide variation in geographical size and membership of districts also has other consequences including:

- Advocacy at a national level is hampered when districts include more than one country or one country is spread across several districts.
- Allocation of international awards that are based on the number of districts can be seen to be unfair, especially to the larger districts.
- District costs such as biennial conferences and sending the governor and incoming governor to the international convention are becoming prohibitive in some cases, and member participation in area and district meetings is impacted by rising costs⁸. Greater use of online meetings can reduce these costs.
- Zonta's original communication hierarchy is now redundant because modern communication technology enables information to reach individual members quickly and directly.
- When a district or area does not align with a country (or there is no officially recognized country union/caucus), district/area leaders face challenges working with governments and peer organizations. New members also struggle to understand the structure.

⁸ Except for Asian districts where attendance continues to be high.

Options considered

The Governance Working Group considered a number of different structural options to address the challenges:

- **Merge districts into larger or smaller units.** The merging of districts would mainly affect North America while the splitting of districts would affect some European and Asian districts.
- **Establish a fixed number of clubs or members per district.** This could require redistricting every few years (e.g., as Rotary International currently does).
- **Remove the area level.** In this option the district board and/or district committees would take responsibility as club liaisons. It would address some of the financial issues and reduce reporting and perceived bureaucracy.
- **Remove the complete middle level (that is districts and areas),** with clubs communicating directly with HQ, board liaisons, and international committees. This would reduce duplication in communications and reporting, reduced meetings (and associated travel and costs), ongoing review of district sizes would not be required, and all members worldwide would be impacted in the same way.
- **Establish a country-based structure** with a country board responsible for overseeing the key activities within countries/territories (for example membership, advocacy, and fundraising) with service being the responsibility of clubs (at a local/community level, and Zonta International for international service projects).

The Governance Working Group considered a range of factors when considering the advantages and disadvantages of these options:

- | | |
|--|---|
| - Alignment with 2030 Strategic Plan goals | - Advocacy – global effectiveness, ability to make an impact |
| - Streamlining governance layers, operations | - Fundraising – enhancing effectiveness |
| - Reducing financial burden on members | - Streamlining Communication |
| - Supporting Membership growth, Zonta spirit, member engagement | - Supporting Leadership and succession planning |

- Based on the analysis undertaken, the Governance Working Group concluded that the preferred option was to move to structure that is organized around countries/territories.

Proposed changes – country/territory structure

The key elements of the change to a country/territory structure are summarized below.

In proposing the change to a country/territory structure the Governance Working Group considered how best this model addresses the many challenges outlined in the case for change, including strengthening advocacy through a national focus; growing membership through an enhanced focus on retaining members and a more strategic focus on club and member growth; addressing language and cultural differences; streamlining and simplifying communication channels; enhancing headquarters support; and ensuring the future model is financially sustainable.

Our members also value Zonta's international spirit, the opportunity for cross-border learning, culture exchange, leadership development and regional cooperation. Those aspects that reflect the 'internationality' of Zonta will be intentionally designed into the final model, not left to chance.

- 1) Establish standalone countries/territories comprising countries/territories with five or more clubs. Based on data available as of March 2026 this would result in 26 standalone countries/territories and include 985 clubs (93% of all Zonta clubs worldwide) as summarized below. This would result in districts and areas being disestablished and a country/territory entity being established in place of the district.

TABLE 1: PROPOSED COUNTRY/TERRITORY STRUCTURE* 5 OR MORE CLUBS

Zonta Countries / Territories	Zonta Countries / Territories
Zonta Australia (96 clubs)	Zonta Italy (40 clubs)
Zonta Austria (10 clubs)	Zonta Japan (45 clubs)
Zonta Bangladesh (7 clubs)	Zonta Latvia (5 clubs)
Zonta Belgium (20 clubs)	Zonta Netherlands (19 clubs)
Zonta Bulgaria (11 clubs)	Zonta New Zealand (25 clubs)
Zonta Canada (19 clubs)	Zonta Norway (6 clubs)
Zonta Denmark (17 clubs)	Zonta Philippines (60 clubs)
Zonta Finland (41 clubs)	Zonta South Korea (21 clubs)
Zonta France (incl. Guadeloupe)/Monaco (36 clubs)	Zonta Sweden (40 clubs)
Zonta Germany (135 clubs)	Zonta Switzerland/Liechtenstein (24 clubs)
Zonta Ghana (5 clubs)	Zonta Taiwan- Republic of China (30 clubs)
Zonta Hong Kong/Macau (9 clubs)	Zonta Thailand (21 clubs)
Zonta Iceland (5 clubs)	Zonta USA (238 clubs)

* Based on data available as of 1 March 2026

26
**Countries/
Territories**

985
Clubs

26
**Country/
Territory Boards**

- 2) Establish an overarching entity to oversee the emerging countries (that is countries/territories with less than five clubs). Based on data available as of March 2026 this would include 36 countries and 70 clubs (7% of all Zonta clubs worldwide).

The move to an overarching entity structure will provide greater visibility for clubs in emerging countries and enable them to be more directly involved in decisions that impact on member growth within their region. Membership growth will be supported and will be a priority to enable a pathway for countries to achieve standalone status. The emerging country/territory structure is not intended to be a permanent state for countries but to act as a supportive incubator for countries to standalone, Success will be reducing the current 36 countries that would sit within this structure to standalone countries/territories, while continuing to add new countries to the Zonta international community.

TABLE 2: EMERGING COUNTRIES/TERRITORIES STRUCTURE* LESS THAN 5 CLUBS

Americas	Europe	Asia	Africa	Oceania
Argentina (1 club)	Croatia (1 club)	India (2 clubs)	Benin (1 club)	No countries at present
Bahamas (2 clubs)	Cyprus (1 club)	Malaysia (1 club)	Burkina-Faso (3 clubs)	
Chile (2 clubs)	Estonia (4 clubs)	Mongolia (2 clubs)	Congo (2 clubs)	
Paraguay (1 club)	Hungary (3 clubs)	Nepal (3 clubs)	Cote d'Ivoire (1 club)	
Puerto Rico (3 clubs)	Lebanon (1 club)	Singapore (1 club)	Kenya (1 club)	
Uruguay (4 clubs)	Lithuania (3 clubs)	Sri Lanka (4 clubs)	Madagascar (1 club)	
Virgin Islands – British (1 club)	Luxembourg (4 clubs)		Nigeria (3 clubs)	
	Romania (1 club)		Senegal (1 club)	
	Spain (2 clubs)		Sierra Leone (1 club)	
	Turkey (1 club)		Togo (2 clubs)	
	Ukraine (3 clubs)		Uganda (1 club)	
	United Kingdom (2 clubs)			
7 (14 Clubs)	12 (26 Clubs)	6 (13 Clubs)	11 (17 Clubs)	

* Based on data available as of 1 March 2026

36
Countries/Territories

(Note: Monaco, Macau and Liechtenstein merged to neighboring country – See Table 1)

70
Clubs

1
Emerging Countries / Territories

(with representatives from Americas, Europe, Asia, Africa, Oceania)

The move to a country/territory structure is a significant shift from our current district structure, but it addresses many of the key challenges that were identified – language, communication, cost, ability to focus on advocacy at a national level, ability to find leaders, etc. Other concerns, such as the importance of connection with members from other countries/cultures, can be addressed through initiatives such as twinning and a move to, for example, regional conferences (to replace current inter-district meetings).

A further concern for the country/territory structure is size (for example USA: large number of clubs and wide geographic distances; Germany: large number of clubs; Australia and Canada: wide geographic distances; Ghana, Bangladesh, Norway, Bulgaria: small number of clubs).

For the emerging country/territory structure a key concern is how the clubs are supported to continue to grow. The regional groupings will ensure that there is a focus on countries engaging with the Zonta countries within the region. Membership will be a key area of emphasis (refer comments below) and there is a near term opportunity for countries such as Estonia and Sri Lanka to charter one additional club and therefore establish themselves as standalone countries/territories.

The proposed country/territory structure is not a 'lift and shift' of existing district/district board arrangements. The role of the country/territory boards and how those boards operate will be different.

3) Countries/territories with five or more clubs would be governed by a board and responsibilities would include:

- Ensuring the Zonta International 2030 Strategic Plan and biennial goals are implemented within the country.
- Overseeing membership, advocacy and fundraising for the country/territory through a greater link with Zonta International HQ and committees.
- Overseeing compliance with local laws and Zonta International policies.

The changes should result in a reduced workload for the board as many of the administrative activities that district boards currently undertake will be streamlined in conjunction with improvements in processes and technology, and support from headquarters and international committees.

4) Emerging countries/territories with less than five clubs would be governed by one board comprising a board member from each of the five regions (Americas; Europe; Asia; Africa; Oceania) with the main focus of the board on membership to increase the number of clubs in each country to enable the country to move to standalone status.

The above will require Bylaws changes at a Zonta International level and at the district level. It will involve disestablishment of existing districts and establishment of new (standalone) countries/territories. The detailed design for this will be undertaken following feedback from the 2026 Convention and the transition to the new structure will be implemented through the next two biennia.

The extent of change required to move to the country/territory structure is significant and will require leadership at the international and district levels, and commitment to moving forward with the changes in the coming years.

Next steps

This part of the report has set out a comprehensive analysis of the current district arrangements, results of benchmarking with other membership organizations, identification and assessment of options and an outline and assessment of the proposed changes to streamline the district structure.

These changes are essential to ensure Zonta can operate efficiently, effectively, and sustainably in order to build a better world for women and girls.

The Governance Working Group is well aware of the significance of the change – both in terms of the change itself and the time and effort that will be required to implement the change. This is acknowledged in the timeline and also the resources that will be assigned to support the Governance Advisory Working Group, governors, and the respective boards.

Feedback obtained through various focus groups and workshops has indicated overall support for the proposed changes but has also highlighted some challenges that need to be addressed during the detailed design phase.

Stakeholder Feedback

It's time to rip off the bandage to make needed changes.

Good idea for some of the districts and some of the countries but not for all.

Proposals will allow stronger voice and greater impact on advocacy.

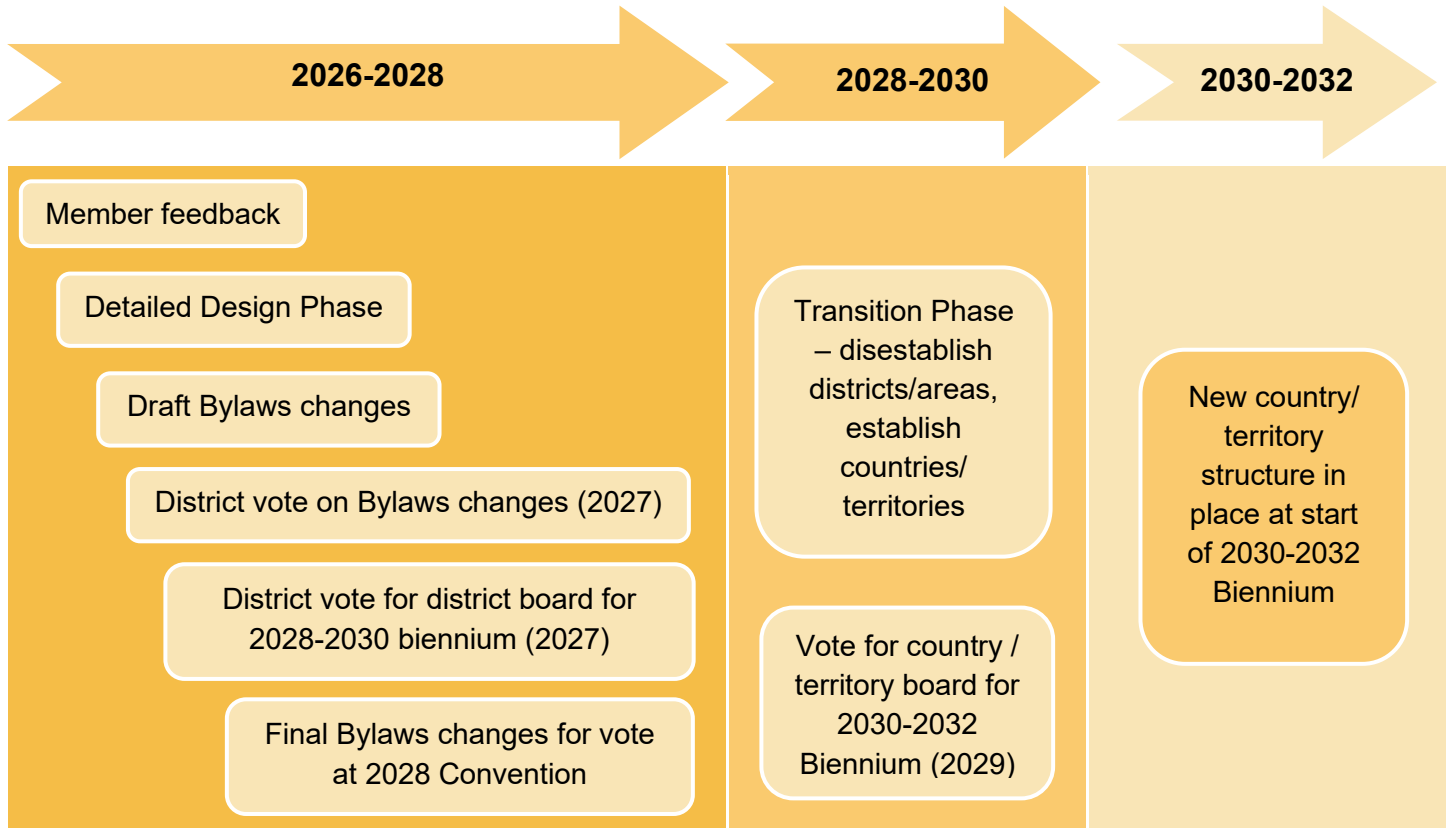
Will reduce language and cultural barriers.

Next steps include:

- Seek feedback from members (pre-convention briefings and discussion at the 2026 convention and invite formal written feedback by 15 September 2026).
- Governance Advisory Working Group (as proposed in the 2026-2028 Biennial Goals) to progress implementation of the Governance Blueprint for the Future. This will involve assessing feedback received from the 2026 Convention and in writing and developing a detailed workplan to move forward with implementation.

Indicative change/transition timeline

A high-level implementation timeline is set out below to show the key activities that will need to be completed to ensure that the new country/territory arrangements can be transitioned in the 2028-2030 Biennium with full implementation effective at the beginning of the 2030-2032 Biennium:



Note: The Governance Advisory Working Group will develop a detailed timeline at the beginning of the 2026-2028 Biennium for approval by the 2026-2028 Board.

The early phases of the timeline are ambitious. This is necessary to ensure the detailed change proposal is available for discussion and voting at the 2027 district conferences. Following analysis of the results of the district conferences a formal vote to change the Zonta International Bylaws will be conducted either online or at the 2028 Convention. The vote on the bylaw changes will need to be considered in conjunction with the changes to the district structure (refer Part 3) to ensure timing is aligned. The 2028-2030 Biennium will be used for the transition from the district structure to the country/territory structure. This extended timeframe is necessary as there will be a number of activities required to disestablish districts and set up the country/territory structure so that it can take effect at the beginning of the 2030-2032 Biennium.

The timeline has also been designed to complement the timeline for the proposed changes to the Zonta International board governance arrangements. While some activities and timelines will occur concurrently the board governance changes will be progressed first for implementation in the 2028-2030 Biennium and the district/country/territory changes will be implemented in the 2030-2032 Biennium.

As acknowledged, this is a significant change proposal and ambitious program of work which will require substantial commitment of resources and close oversight by the 2026-2028 and 2028-2030 boards to ensure successful change management and implementation.

Summary of recommendations relating to Part 3: District Restructuring

Recommendation	Topic	Bylaws change required	Timing
1) Establish standalone countries/territories comprising countries/ territories with five or more clubs. Based on data available as of March 2026 this would result in 26 standalone countries/ territories and include 985 clubs (93% of all Zonta clubs worldwide). This would result in districts and areas being disestablished and a country/territory entity being established in place of the district.	Districts	Yes	2026-2028 Biennium with voting at 2027 district conferences and final vote on bylaws changes before (via electronic vote) or latest in-person voting at 2028 Convention in Copenhagen.
2) Establish an overarching entity to oversee the emerging countries (that is countries/ territories with less than five clubs). Based on data available as of March 2026 this would include 36 countries and 70 clubs (7% of all Zonta clubs worldwide).	Districts	Yes	2026-2028 Biennium with voting at 2027 district conferences and final vote on bylaws changes before (via electronic vote) or latest in-person voting at 2028 Convention in Copenhagen.
3) Countries/territories with five or more clubs would be governed by a country board and responsibilities would include: <ul style="list-style-type: none"> - Ensuring the Zonta International 2030 Strategic Plan and biennial goals are implemented within the country. - Overseeing membership, advocacy and fundraising for the country/territory through a greater link with Zonta International HQ and committees. - Overseeing compliance with local laws and Zonta International policies. - Reduced administrative workload for the board. 	Districts	Yes	2026-2028 Biennium with voting at 2027 district conferences and final vote on bylaws changes before (via electronic vote) or latest in-person voting at 2028 Convention in Copenhagen. A transition period will be undertaken during the 2028-2030 Biennium during which time the country/territory board will be elected so that the new structure and board is in place at the commencement of the 2030-2032 Biennium.
4) Emerging countries/territories would be governed by one board comprising a board member from each of the five regions (Americas; Europe; Asia; Africa; Oceania) with the main focus of the board on membership to increase the number of clubs in each country to enable the country to move to standalone status.	Districts	Yes	2026-2028 Biennium with voting at 2027 district conferences and final vote on bylaws changes before (via electronic vote) or latest in-person voting at 2028 Convention in Copenhagen. A transition period will be undertaken during the 2028-2030 Biennium. During this time arrangements for establishing the emerging countries/territories board will be finalized to ensure that the new structure and board is in place at the commencement of the 2030-2032 Biennium.

Part 4: Other Considerations

Role of convention

Current arrangements/analysis

The Governance Working Group assessed the role of the international convention in governance.

Conclusions relating to convention included:

- It is the decision-making body of Zonta International.
- In-person voting occurs with proxies from clubs who do not send delegates to the convention.
- Credentialing is complex and costly in terms of time and resources.
- International conventions are becoming more expensive and resource intensive to put on as well as significant risks that need to be managed/mitigated.
- Attendance at the international convention is expensive for participants both in terms of money and time away from family and work.
- The number of in-person attendees has been declining (for example, in 2024 - 600 clubs did not attend or send a proxy – a high risk for a democratic organization; total attendance was less than 1,500 out of a worldwide membership of approximately 24,000).
- The social program, including workshops and keynote speakers, are valued by attendees.
- Many members have identified that they do not want to spend time at convention in “business sessions”. Unless a person is a delegate, they are reluctant to attend these sessions.

Since the 2019 COVID pandemic, and with ongoing advances in technology and communication channels. more organizations, including Zonta, are conducting business, meetings and conferences online. Attendees at international conferences are also more conscious of the environmental impact of global travel and looking at opportunities to reduce their carbon footprint.

Future arrangements/proposed recommendations

The Governance Working group identified four options for international conventions in the future:

1. Status quo – retain the biennial face-to-face Convention.
2. Biennial face-to-face Convention with social, educational and informational program. Business components to be undertaken online as required during the biennium.
 - Online Business meeting to include any Bylaws amendments (likely to be very few in the future); Resolutions; financial reports; project selection; and elections.
 - Face-to-Face Convention program to be inspirational and resemble a “Festival of ideas”.
3. Hold every second convention online.
4. Hold a face-to-face convention every four years. Annual (or biennial) business meetings to be online.

As we transition to online elections and business sessions it will be important to ensure that members understand that, as a democratic, member-based organization, participating in online voting is critical. The online process allows member voices to be heard directly rather than relying on proxies to carry votes. The experience of the 2026 online election process, where approximately 27% of clubs appointed proxies for the online voting rather than choosing to vote directly, and approximately 5% of clubs are not represented as they did not meet or complete the credentialing process despite detailed instructions. This highlights the importance of further education in this area.

The above options will be considered during the detailed design phase of the governance review to be undertaken during the 2026-2028 Biennium.

Role of District Conferences / Interdistrict meetings

Current arrangements/analysis

The Governance Working Group assessed the role of the district conference in governance.

Conclusions relating to **district** conference included:

- These are the decision-making body of Zonta International districts.
- Since the 2019 COVID pandemic some districts have held hybrid conferences allowing for bylaws and resolutions and elections to be held electronically.
- Some districts retain in-person conference with voting with proxies.
- All district conferences include a social program including workshops and speakers.
- District board and appointed conference committee have full control over, and responsibility for venue, cost, and program.

With the change to countries rather than districts the role of the conference needs to be redefined. From a governance perspective the recommendations in Part 3 would mean that 'country business' (for example, elections and business requirements) would be conducted online at annual or biennial general meetings.

In recent years there has been a rise in the popularity of **interdistrict meetings**. These meetings provide an important opportunity for members in different districts within the same geographical area (Europe, Asia and North America) to meet, share experiences and learn from each other. There is significant emphasis on networking and social interaction and no formal business sessions. These meetings are not part of the formal Zonta structure and operate differently in each geographic area.

Travel time/cost, time commitment and sustainability are factors considered by members when they decide to attend an inter-district meeting or an international conference.

Future arrangements/proposed recommendations

The Governance Working Group concluded that in-person district conferences were not needed as any governance related matters (election of boards, business) could be undertaken online.

The purpose and frequency of an in-person country conference, if required, will be considered during the detailed design phase of the governance review to be undertaken during the 2026-2028 Biennium.

The Governance Working Group concluded that interdistrict meetings could continue as informal gatherings even if the structure moves to a country/territory structure.

However, given the changes proposed to governance arrangements and to ensure such meetings provide an opportunity for members in countries within a region to get together on a periodic basis the purpose and frequency of geographical meetings need to be explored further during the detailed design phases.

Modernizing titles

The Governance Working Group received feedback that the existing titles of governor and lieutenant governor are outdated and do not reflect contemporary roles in many countries/cultures.

With the move from districts to countries there is an opportunity to review the titles and consider more modern titles.

The title of Board chair would reflect contemporary governance practice. This means that the Zonta country would have a Board Chair responsible for Zonta activities within the individual country.

There are other titles such as Country Leader or President that could be considered. If president is adopted, this would result in president titles at international, country, and club levels.

Modernizing titles should be considered as part of the detailed design phase of the governance changes.

ESG considerations

As Zonta moves forward with the governance changes it is important to consider the environmental, social and governance (ESG) impacts of these changes. During the 2024-2026 Biennium, a comprehensive ESG assessment was undertaken in accordance with the Guidelines for NGOs released in January 2026 by the Global Reporting Initiative, widely recognized as one of the most authoritative and globally adopted frameworks for sustainability reporting. This relevant review identified that many of the key requirements that underpin an organization's environmental, social and governance practices are already in place and provide a sound platform for future developments. The review also identified a number of opportunities to reduce Zonta's environmental impact, enhance our social impact and improve our governance effectiveness. From a governance perspective this includes:

- More clarity about the board's role in setting the ESG strategy/plan for Zonta, and in overseeing/monitoring ESG initiatives.
- Designated responsibilities for the board, international committees, and the headquarters team for ESG activities. These should be included in the board charter, committee Terms of Reference, relevant position descriptions, and/or formal delegations of authority.
- Consideration of formal reporting to members and/or external reporting to stakeholders.
- Implementation of the board approved recommendations arising from the 2024-2026 ESG review.

It should be noted that several of the proposed changes to our governance structure, as well as the district restructuring, would help reduce our environmental footprint, given that more than 97% of greenhouse gas emissions at the international level are attributable to air travel.

Headquarters systems, processes, and resources

The changes outlined in the Governance Blueprint for the Future have important implications for headquarters. Investment in systems, processes and resources will be required to ensure the appropriate support is in place for leaders, clubs, and members.

A detailed analysis of systems and process enhancements, and resource requirements (both capability and capacity) will be undertaken during the detailed design phase to support successful implementation.

To learn more about the proposed changes to the Zonta board arrangements and the District restructuring:

- Attend one of the pre-Convention briefings (June 2026)
- Attend the 2026 Convention business sessions (July 2026)
- Send your feedback and/or questions to governanceblueprint@zonta.org or use an electronic feedback form.
- This email address and electronic feedback form will be open from the date of the pre-convention sessions until 30 September 2026 for feedback as follows:
 - Zonta board arrangements
 - District restructuring

We welcome your feedback!