

BLUEPRINT FOR THE FUTURE

Governance Review
Executive Summary

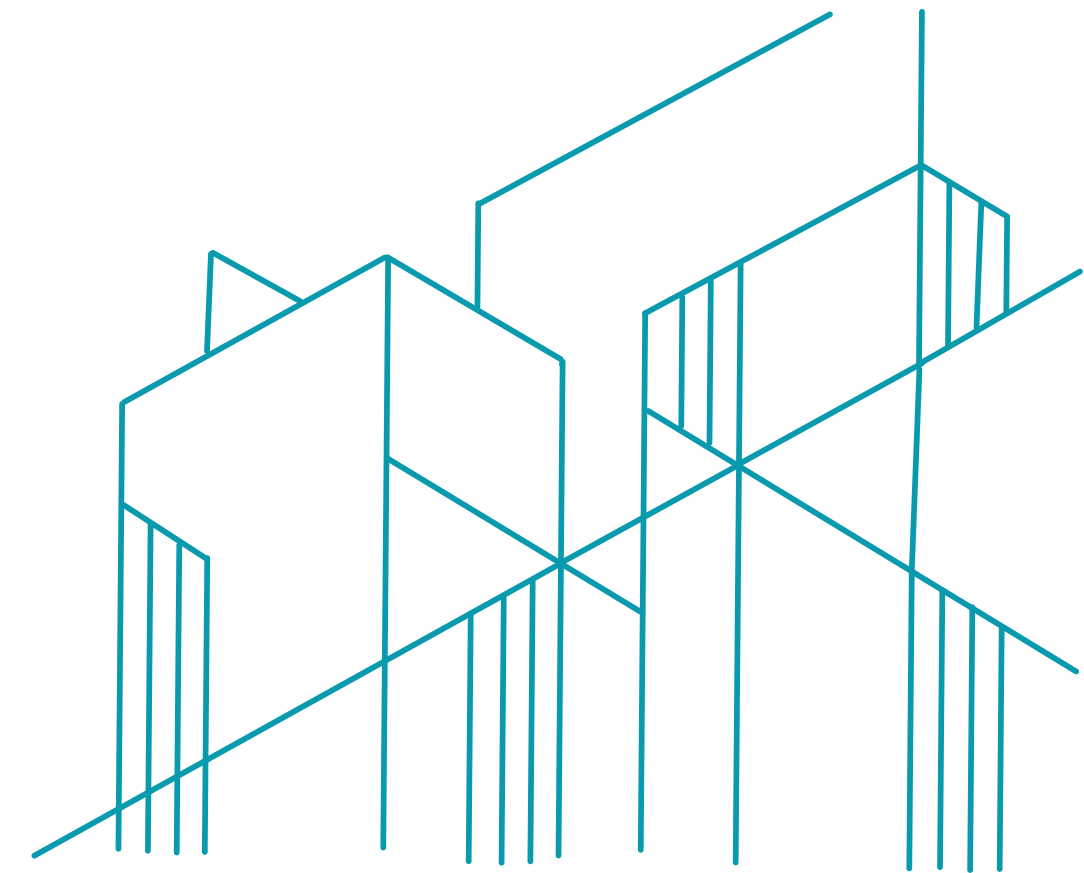
GOVERNANCE BLUEPRINT FOR THE FUTURE

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 executive summary (and related Blueprint for the Future) summarizes the results of that work and sets out the case for change for discussion with members commencing at the 2026 Convention in Vancouver.



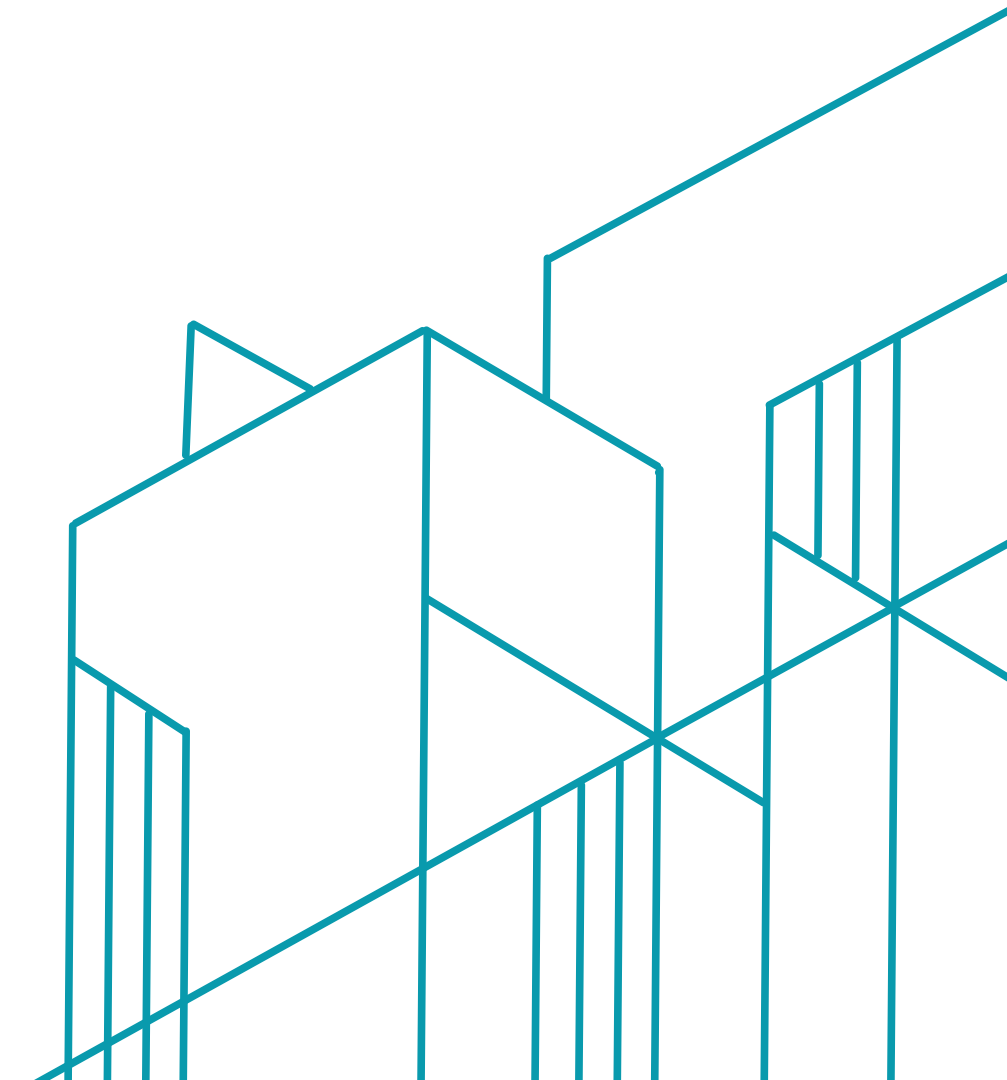
Why are we doing this?

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.

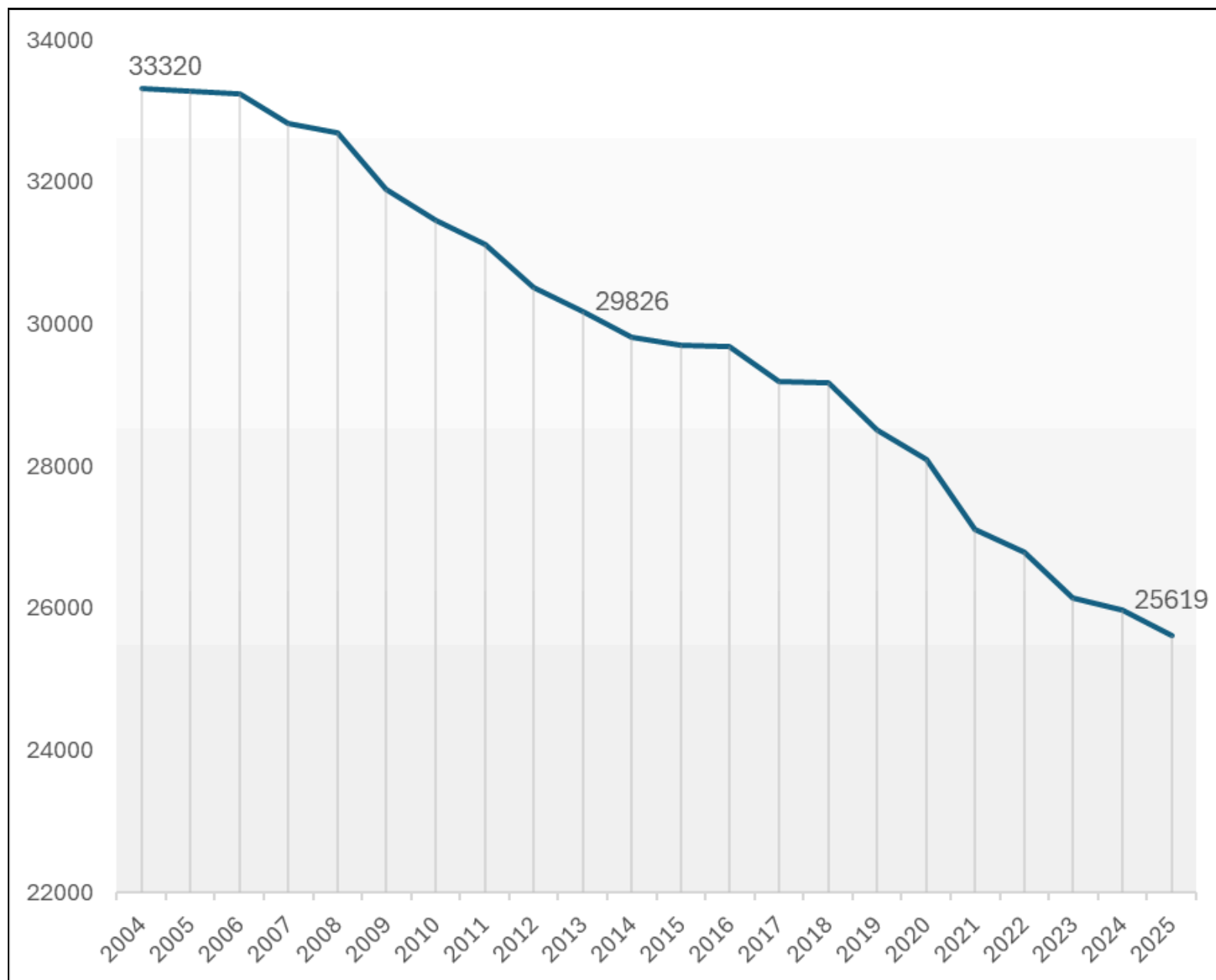


Why are we doing this?

SUSTAINABILITY

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

MEMBERSHIP TRENDS

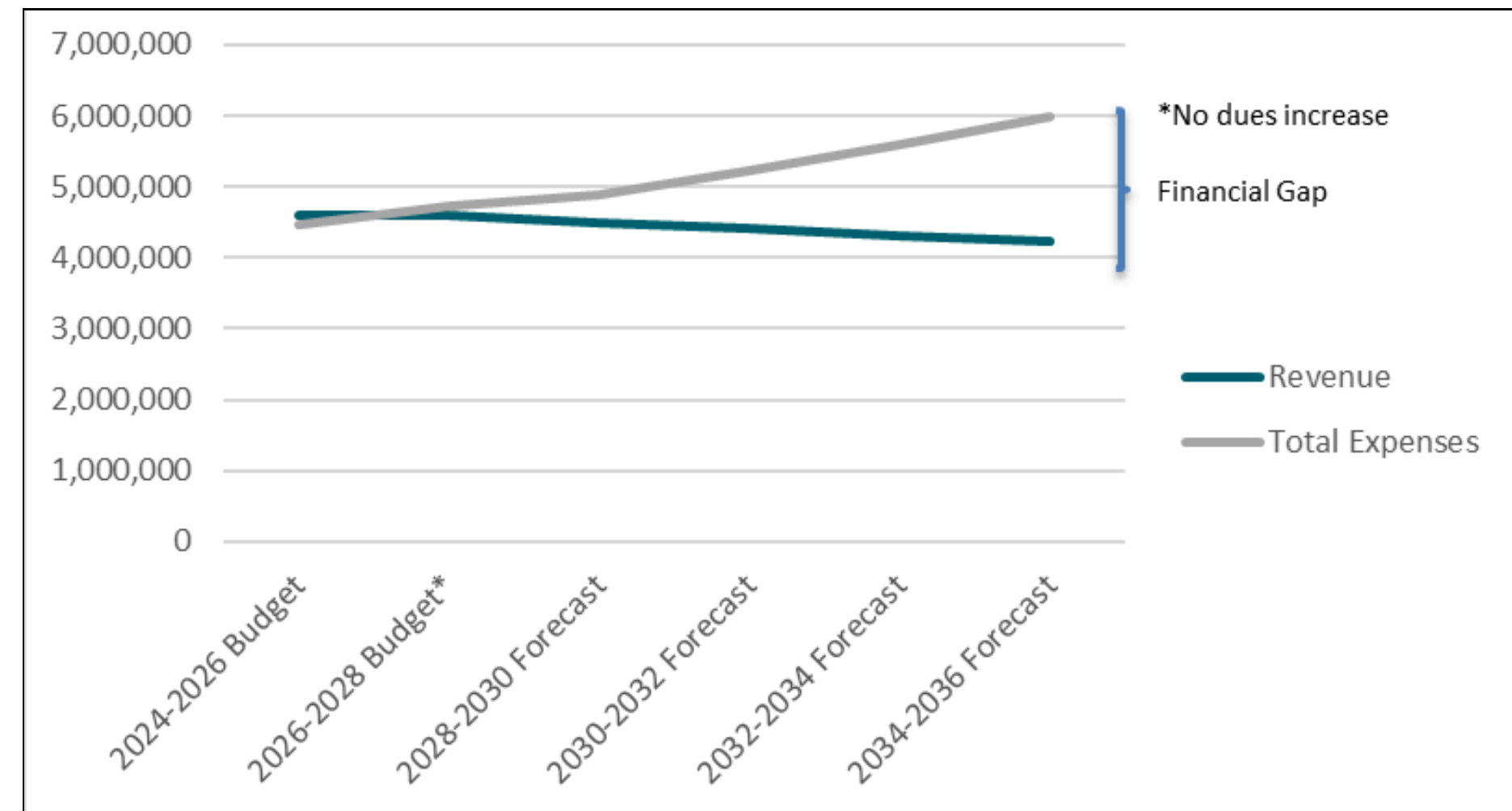


CONCLUSION:

Zonta's current structure is outdated, complicated, inefficient, inequitable, multilayered and financially unsustainable.

CHANGE IS CRITICAL FOR FUTURE SUSTAINABILITY

10-YEAR FORECAST



Board Composition and Operations

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

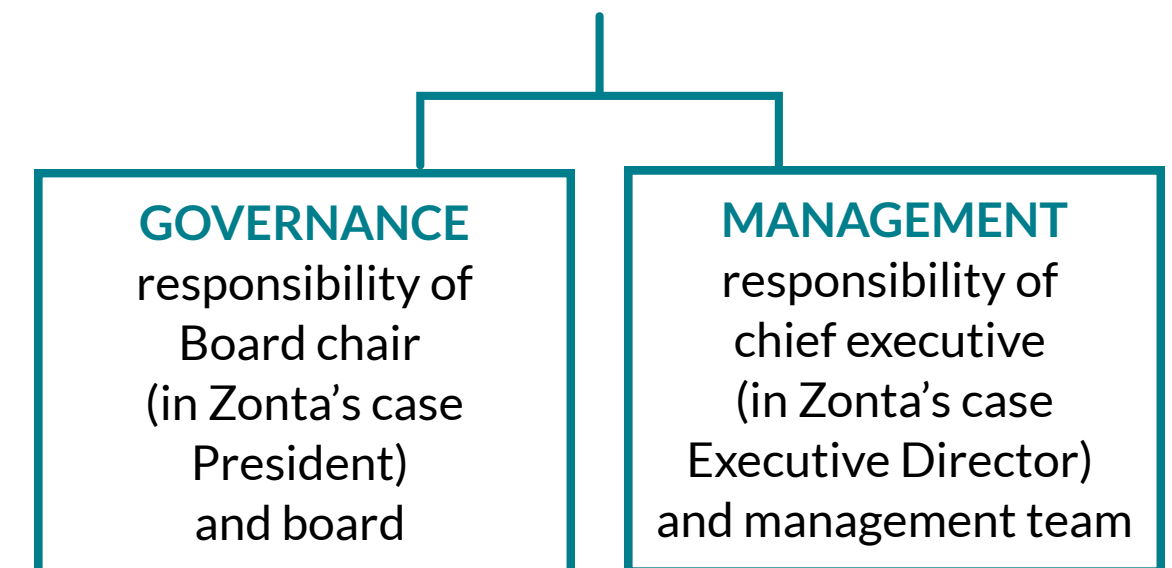
- Boards operate as a team and must act in the best interests of the organization (members).
- Boards are competency-based, rather than representative and/or role specific.
- Board membership is more diverse, reflecting stakeholders/community.
- Smaller boards are more common (five – seven directors).
- 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).

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.

Retain board terms at two years but enable eligible board directors to stand for re-election for one additional term (maximum of four years).

No change to existing officer tenure (two years).

Consider staggered terms.

Disestablish the vice-president role.¹

Reduce the total board size to seven.²

Streamline the international committee structure.

Revamp the role of the International Nominating Committee.

Review approach to convention, conferences and inter-region meetings given move to a country/territory structure.

Separate the President/CEO role.

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.

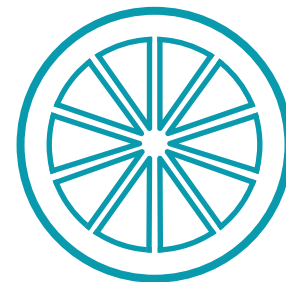
A range of options were considered including:



Do nothing.



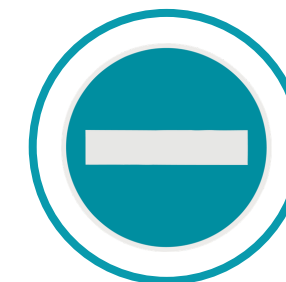
Merging smaller districts/splitting larger districts.



Establishing a fixed number of clubs per district.



Removing the area 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.

District Restructuring

The key elements of the new structure are outlined below.

- 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)

26
Countries/
Territories

985
Clubs

26
Country/
Territory Boards

* Based on data available as of 1 March 2026

District Restructuring

The key elements of the new structure are outlined below.

- 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)	

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)

* Based on data available as of 1 March 2026

District Restructuring

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:



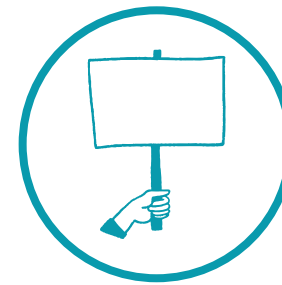
Language



Communication



Cost



**Ability to focus on
advocacy at a national level**



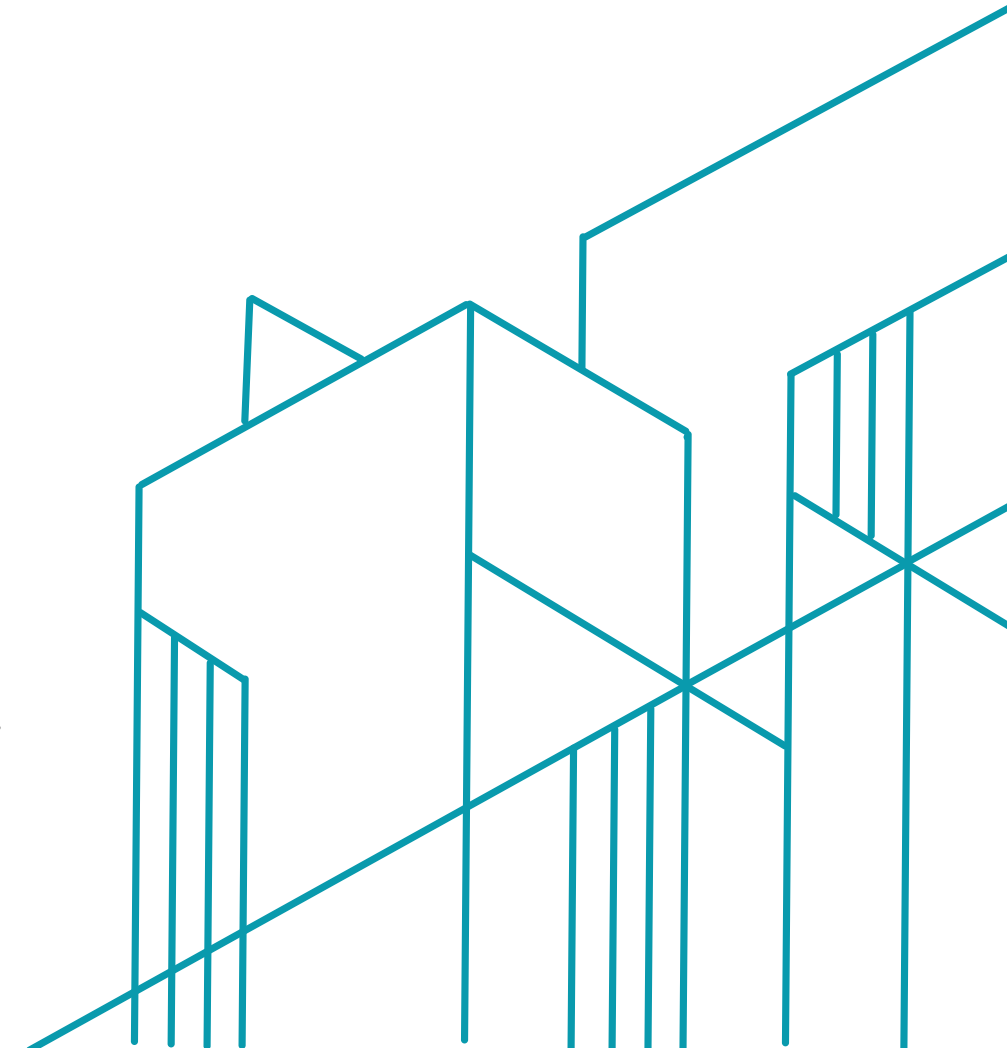
**Finding leaders and
leadership succession**

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.



District Restructuring

COUNTRIES/TERRITORIES

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

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.

Further information and analysis will be provided with the full 2026 Convention Club Mailing to be published on 12 May 2026.

THANK YOU

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