March 5, 2019

Dear Elie,

Recently, you wrote to me expressing a desire to reduce the Board to five people, two of whom would be you and Holden. As such, I am giving you this letter of resignation to be published on GiveWell's website as a reflection of GiveWell's commitment to transparency. I appreciate the opportunity to outline my concerns about the direction in which the organization is heading.

Nonprofit governance is difficult, as evidenced by the dozens and dozens of academic case studies examining all angles of governance strategies. There is a wealth of scholarship on best practices, much of which depends on where a nonprofit is in its lifecycle (see chart below). Many have had very smart takes[1] on the nonprofit lifecycle; this is mine as informed by my years of consultation and work with public charities:

START-UP	- Founder establishes vision.
	- **Board** is small and homogenous, hand-picked by Executive Director (ED). They primarily sign-off on ED requests.
	- **ED** focuses on direct programming.
	- **Stakeholders** (beneficiaries of services as well as donors) remain targeted and small in number.
	- Work on direct programs is prioritized. **Internal support systems** (operations, communications, fundraising) are secondary and occasionally slap-dash.
ADOLESCENT	- Growth fueled by strength of founder's vision.
	- **Board** expands to include experts, may begin to include program beneficiaries. They take a more active role in setting organization's continued vision.
	- **ED** hires additional staff for direct programming and internal support systems.
	- Number of **stakeholders** grows and diversifies. Additional beneficiaries of the work are actively encouraged to participate. Additional donors are actively cultivated.

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[1] See Paul Connolly's Navigating the Organizational Lifecycle (2006), Judith Sharken Simon's Five Stages of Nonprofit Organizations (2001), or Susan K Stevens's Nonprofit Lifecycles: Stage-Based Wisdom for Nonprofit Capacity (2001).

	- Direct programs are refined and perfected. **Internal support systems** begin to operate according to best practices with prior mistakes are rectified.
MATURE	- Exists on the strength of organization's ability to serve the public.
	- **Board** includes a revolving array of experts and, in particular, program beneficiaries/representatives. They evaluate the vision for the organization and hold ED accountable to executing it.
	- **ED** focuses on strategy and organizational health, while supervising staff responsible for direct programing.
	- **Stakeholders** are well and truly diverse, with no one recipient a prominent beneficiary, no one donor a prominent percentage of financial support.
	- **Internal support systems** completely professionalized and prioritized for its role in creating infrastructure for direct programming.
STAGNANT	- Exists because of inertia.
	- **Board** includes people who have been around for decades. New members may resign early. Board unwilling to act on its authority.
	- **ED** ensnared managing crises or internal politics.
	- **Stakeholders** lose trust: beneficiaries seek support elsewhere, donors bail.
	- **Internal support systems** become overly-complex, or weak and fractured. Direct programming becomes rote or at risk of existential failure.

During my tenure on the Board these past five years, I have witnessed many ways in which GiveWell has taken tremendous strides toward maturity and sustainability. GiveWell recommendations expanded beyond 3 top charities to a total of 8 top charities, plus stand-out charities and recipients of incubation grants, which all together provide excellent *current* giving opportunities and lay the groundwork for excellent *future* charities. A Director of Operations and a Director of Outreach were hired and internal systems professionalized. Stakeholders grew and diversified, particularly with the conscientious choice to limit the influence of any one donor by restricting operating support to a maximum of 20%. GiveWell remained true to its core mission,

choosing to spin off Open Philanthropy Project, which represented a very different direction, into its own organization.

There has been tremendous movement toward growing GiveWell into a robust charity with a clear mission of allowing many donors to effectively help many beneficiaries. It is in light of all this progress that I am unsettled by the decision to reduce the Board down to a hand-picked group of five, two of whom are the co-founders and another of whom is the primary funder (in addition to also funding Holden at Open Philanthropy). This feels regressive. It represents a tightening of control at a moment when the focus should be on increased accountability to the public GiveWell serves.

I very much hope this choice is intended to be a reset. I trust this will be the beginning of new investment in governance so that the Board can fulfill its role in ensuring GiveWell remains true to its public mission. To that end, I offer these recommendations and best practices:

Create a Nominating Committee, chaired by a non-Board member.
Nonprofit governance of a mature organization is perpetuated by the Board itself, although there should always be a means for the Executive Director to give input. The analysis of gaps in Board make-up and contacting candidates who may fill in those gaps should be the responsibility of a Nominating Committee. In order to ensure an additional layer of objectivity, it should be chaired by someone who is not on the Board (some organizations also have a requirement of 20%-60% of the Committee be non-Board members). Regardless of whether or not the Board Chair is on the Nominating Committee (I have seen it both ways), they should be the person to extend invitations to join the Board.

Increase the Board to include experts and representatives of beneficiaries
Similarly-sized organizations to GiveWell have a variety of governance structures[2], however all have ample space for Board members with specific expertise as well as members of the communities who are the beneficiaries of the charity's programming.

Exactly which areas of expertise should be represented on GiveWell's board will likely be an ever-shifting question. To start, here are six areas I recommend exploring: outreach, operations, nonprofit law, public health, international aid, and global poverty reduction.

When it comes to Boards that include beneficiaries of the organization, the best examples are universities, which have a student representative. In addition to their voting ability, the student representative provides a constant reminder to other Board members as to whom it is they are meant to serve. I appreciate this is tricky for GiveWell, as representative of a recommended charity on the Board presents a conflict of interest. A direct recipient of a recommended charity's

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[2] A few examples: Smile Train ($92MM) has an 8 person Board, a 13 person Medical Advisory Board, and 18 person Community Advisory Board; Heifer International ($106MM) has an 18 person Board (plus one staff representative); International Medical Corps ($115MM) has a 12-person Board plus 42-person Advisory Council.

services feels equally difficult. Nonetheless, I challenge GiveWell to discover creative avenues of representation by the people ultimately served: those most in need of inexpensive intervention that can benefit from philanthropy.

Adjust staff's relationship with the Board.
One of the most difficult transitions for a maturing charity is moving the responsibility of governance off of the ED and staff and onto the Board. Yet it is one of the most fundamental shifts that must happen in order for a charity to expand beyond the vision of a few founders into an organization centered around its public beneficiaries.

An easy first step is to make the ED's role on the Board *ex officio*. This aligns best with the legal requirement that the ED report to the Board and the Board undertake the evaluation and compensation review of the ED. It also has the added benefit of mitigating any threat of founder's syndrome.[3]

GiveWell has already taken excellent steps in building a relationship between the staff and Board, not just in more formalized communications from senior staff on operations and finance, but also through social events with the full staff. As other Board members have mentioned, the next recommendation would be increased communications from direct programming and research staff. Though GiveWell's blog is comprehensive, the ability to ask questions of staff and together explore their strategic choices is necessary for the Board to fulfill its legal obligation of setting the strategic mission of the organization.

I offer these recommendations in the spirit of transparency and with gratitude for GiveWell's value of self-improvement. One of the best characteristics of every person I have met during my time on the Board is their commitment to learn and to grow. I very much look forward to seeing the fruits of those efforts.

I wish you the very best of luck.

Warmly,
Brigid Slipka

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[3] Again, many academics have explored founder's syndrome, including Paul Connolly, cited above, but Stephen R. Block, who wrote Why Nonprofits Fail: Overcoming Founder's Syndrome, Fundphobia, and Other Obstacles to Success (2004), also provides a good overview..