

Combining Representation, Participation and Expertise for Effective Nonprofit Governance

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Abstract: Interest in the effective governance of nonprofit organisations stems from the nature of their mission: to fulfil societal needs and serve the public good. Due to the specificities of the sector, effective governance of nonprofits encompasses community representation on boards and the adoption of participatory mechanisms in strategy planning and activity design. However, the growing pressure to conform to managerialist norms over the past few decades has increased the importance of professional requirements aimed at ensuring that decisions, processes and actions are performed with the highest level of excellence. Adopting a democratic perspective, this paper explores how nonprofit organisations implement representational and participatory mechanisms to achieve effective governance. It highlights critical issues in the fair selection of representative board members and stakeholder engagement processes. Additionally, adopting a “rationality agenda” perspective, it considers whether effective governance also requires board members with the relevant knowledge and experience to address the organisation’s key challenges. To this aim, this study conducts a multiple case analysis of three large Italian foundations of banking origin (FBOs). According to the law, these organisations manage their endowments for the purpose of grant-making in the exclusive interest of their local communities. Community representation on the board is required by law in FBOs, and self-regulation defines mechanisms for stakeholder engagement and professional requirements of board members. To increase the reliability of the findings, data was collected through document analysis and semi-structured interviews with key informants familiar with the organisations’ governance practices. The findings show that FBOs use several representational and participatory mechanisms to develop an in-depth understanding of the communities they serve, the problems they face, and the solutions that can be implemented. Furthermore, great emphasis is placed on the professional knowledge and experience of board members in the foundation’s areas of intervention, ensuring they possess the necessary skills to identify community needs and maximise the organisation’s societal impact.

Keywords: Effective governance, Nonprofit organisations, Representation, Participation, Expertise, Board

1. Introduction

The study of effective governance has gained renewed interest in nonprofit research due to several scandals involving a minority of organisations that resulted in reputational damage to the entire sector. Despite the elusiveness of the concept, nonprofit research considers governance effective when it is capable of producing the desired results and is structured to maximise a nonprofit’s contribution to society (Kugel and Mercado, 2024; Lee, 2021). As effective governance typically depends on internal structures and procedures (Ortega-Rodríguez et al, 2024), this study aims to explore the characteristics of effective governance in nonprofit organisations.

According to studies from the field (Moggi et al, 2022; Piscitelli and Geobey, 2020), community representation within boards and the adoption of participatory mechanisms in planning strategies and setting activities are seen as promising democratic practices through which effective governance can be realised. However, as nonprofits operate in an ever-changing and increasingly complex environment, effective governance requires decisions to be based on knowledge, expertise, and experience relevant to the organisation’s key challenges (Harris, Petrovits and Yetman, 2017). Therefore, using the lenses of both the democratic (Eikenberry, 2009) and managerialist (Meyer, Buber and Aghamanoukjan, 2013) perspectives, this study poses the following research questions:

RQ1: What representational and participatory mechanisms do nonprofits adopt to achieve effective governance?

RQ2: Are board members required to have knowledge and experience relevant to the organisation’s key challenges?

To answer these research questions, this paper employs a multiple case study methodology, as case-based studies are well established in nonprofit governance research (Stewart, 2012). Specifically, it analyses the case of three large Italian foundations of banking origin (FBOs), as community representation on the board is required by law and self-regulation defines mechanisms for stakeholder engagement and board professional qualifications (Leardini, Rossi and Moggi, 2014; Rossi et al, 2015). Data were collected through semi-structured interviews with key informants from the organisations and analysed alongside documents from FBOs to increase the reliability of the findings.

The remainder of the paper is structured as follows. The next section provides the theoretical background to the study, focusing on both the democratic and managerialist perspectives. Section 3 outlines the contextual background and the main characteristics of FBOs that are most relevant to the study. Section 4 summarises the research methodology, and Section 5 presents the main findings. The final section discusses these findings and offers some concluding remarks.

2. Theoretical Background

Well-known governance theories in the nonprofit sector emphasise the close link between effective governance, board composition, and decision-making (Kugel and Mercado, 2024). According to neo-institutional theory (Scott, 1995), environmental pressures affect the characteristics and functioning of the board, compelling it to adhere to societal norms and expectations in order to gain organisational legitimacy. This, in turn, can affect the procurement of resources and support from stakeholders. In recent decades, the expectation that the nonprofit sector should become more efficient and effective has resulted in the adoption of a managerialist perspective, which emphasises the importance of professionalism and technical knowledge in defining goals and planning activities (Willner and Heller, 2024). However, the specific nature of the sector requires adherence to democratic values, such as community member representation on boards and participation in decision-making processes. Representative and engaging boards demonstrate a commitment to their constituencies, thereby engendering legitimacy for nonprofit organisations (Egholm, Heyse and Mourey, 2020). Integrating the democratic and managerialist perspectives allows for a better understanding of the many factors that can contribute to the effectiveness of nonprofit boards.

2.1 The Democratic Perspective

According to the democratic perspective (Eikenberry, 2009), the board's primary role is to represent the interests of the community, ensuring that the organisation is responsive to them and offering meaningful opportunities for democratic participation. Thus, democracy entails giving the community a voice in, and power over, decision-making processes.

From this perspective, effective governance can benefit from adopting representational and participatory mechanisms (Moggi et al, 2022; Schubert and Willems, 2020). Representation refers to how the board embodies the community's views, speaks on its behalf and stands up for its interests. Participation, on the other hand, involves inclusive governance practices that engage the community in board-level decision-making. Viewing representation and participation as interconnected aspects of the same phenomenon, Guo and Musso (2007) proposed a comprehensive conceptual framework, based on several forms of representation. Formal representation refers to the mechanisms used to select board members, such as elections, co-optation and other appointment procedures. These arrangements contribute to effective governance by preventing boards from becoming "self-perpetuating cliques" (Iecovich, 2005). Descriptive representation is achieved when the socio-economic and demographic characteristics of board members reflect those of the community they serve. This increases diversity on the board and improves governance by providing access to a wider range of perspectives (Fredette and Sessler Bernstein, 2021; Zhang and Guo, 2021). Descriptive representation is also based on the residence of board members within the territory in which the nonprofit operates. As they are closer to the community they serve and share its concerns, resident board members are expected to enhance an organisation's responsiveness (Leardini et al, 2017). Participatory representation occurs when community members are involved in decision-making processes through consultations, partnerships, or constituent-led boards. This significantly enhances the effectiveness of governance by fostering accountability, improving performance, and facilitating stakeholder engagement (Petrovits and Yetman, 2023). Together, these three forms of representation contribute to effective governance by enabling a nonprofit organisation to stand for and act for its community in a manner that is responsive to its needs and interests.

2.2 The Managerialist Perspective

Moving from a democratic to a "rationality agenda" perspective (Meyer, Buber and Aghamanoukjan, 2013), effective governance entails the capacity to make decisions, processes and actions with the highest level of excellence (Ortega-Rodríguez et al, 2024).

Over the past few decades, nonprofits have increasingly been expected to be "business-like" entities and to conform to managerialist norms. Managerialism is generally conceptualised as the dominance of management practices and ideas that emphasise efficiency and effectiveness in steering an organisation (Meyer, Buber and Aghamanoukjan, 2013). According to this perspective, the best way to ensure efficiency and effectiveness is to implement a rational cycle of goal definition, activity planning and action performance based on professionalism

and technical knowledge. Decisions made by expert boards, whose knowledge and expertise is relevant to the organisation's key challenges, improve organisational performance and help nonprofits achieve their goals (Lambert and Lapsley, 2023). Therefore, effective governance requires more than merely representing and engaging community interests. It also depends on the personal resources of board members, acquired and developed through education, training, and occupational experience. These include professional skills that are essential for the activities of the board and experience in areas that are relevant to the organisation's field of intervention (Adediran, 2022). This knowledge and these skills enable quicker and more accurate decisions that are better aligned with the organisation's resources and capabilities, and better focused on its overall strategy (Johnson, Schnatterly and Hill, 2013).

3. Contextual Background

FBOs are a particular type of community-owned foundation that was established by law in the early 1990s as part of a reform of the Italian credit system (Jassaud, 2014). They are private entities that act in the public interest and are legally required to use income from asset management to support local community development. In this manner, they perpetuate the philanthropic and community-based initiatives that were formerly undertaken by savings banks for over a century and a half.

Compared with most Italian nonprofits, FBOs are well-endowed, grant-making institutions with significant financial resources. Currently, 86 FBOs are operating in Italy and are distributed variably across the country. With a total book value of net assets amounting to €41.2 billion (average value: €479 million), they awarded grants totalling €1.05 billion in 2023 (ACRI, 2024). FBOs promote community welfare by supporting third-sector organisations, institutions, businesses, and individuals engaged in caring for the local community. The main fields of intervention include welfare, art and culture, innovation, sustainability, education, and scientific research.

The governance structure of FBOs is established by law and involves separate bodies for direction, administration, and control. The board of trustees is responsible for setting the organisation's priorities, objectives and long-term plans for asset management and grant-making activities. The board of directors is responsible for defining short-term programmes to be implemented by the management. Finally, a control body monitors the foundation's proper functioning.

The importance of effective governance is emphasised by the guidelines set out in the Charter of Foundations, a voluntary yet binding code of conduct to which all foundations adhere (Leardini, Rossi and Moggi, 2014). Previous studies (Leardini et al, 2017; Moggi et al, 2022; Rossi et al, 2015) have shown that FBOs pay particular attention to representation and participation issues due to their origins and community-oriented mission. At the same time, however, they require the adequate professional expertise to manage their assets and use the income generated to fund philanthropic projects. This has led them to develop governance mechanisms that combine community representation and participation with professionalism. This enables their boards to become symbols of local identities and crucibles of expertise (Iecovich, 2005). As a result, several governance mechanisms have been formalised within the statutes, primarily relating to the appointment, characteristics, and professional requirements of board members.

4. Method

This paper employed a multiple case study methodology (Stewart, 2012) and focused on three case studies in the domain of large-sized Italian FBOs. Table 1 summarises their main characteristics.

Table 1: Main characteristics of the FBOs in the study as of 2023

FBO	Net assets (million €)	Grants disbursed (million €)	Main areas of intervention	No. of trustees			No. of directors		
				Tot.	M	F	Tot.	M	F
Alpha	1,023	27.4	Welfare, arts and culture, scientific research	10	7	3	5	3	2
Beta	1,272	31.1	Volunteering and philanthropy, environment, education	26	17	9	6	5	1
Gamma	574	12	Scientific research, welfare, arts and culture	15	10	5	5	3	2

These were selected due to their attention to issues of representation, participation and managerialism, as evidenced by their statutes and codes of ethics, and for their willingness to participate in interviews.

According to the research protocol, data were collected through 15 semi-structured interviews and document analysis. The interviewees were experts familiar with the organisation's governance practices (see Table 2). Gaining multiple perspectives on the same phenomenon was the reason behind the decision to interview different individuals at each foundation. The interviews lasted approximately 45 minutes on average and were audio-recorded and transcribed. The document analysis included statutes, codes of ethics, strategic plans, financial reports and annual reports, as well as internal guidelines for institutional activities and the appointment of governing bodies.

Table 2: Interviewees per FBO and role

FBO	Interviewee	Role
Alpha	INT_A1	Chairman
	INT_A2	Board of directors member
	INT_A3	Executive director
	INT_A4	Responsible for the institutional activity
Beta	INT_B1	Deputy chairman
	INT_B2	Board of trustees member
	INT_B3	Board of trustees member
	INT_B4	Board of trustees member
	INT_B5	Executive director
Gamma	INT_G1	Deputy chairman
	INT_G2	Board of trustees member
	INT_G3	Board of trustees member
	INT_G4	Board of trustees member
	INT_G5	Executive director

Information from both the interviews and documents was coded according to previous research on nonprofit representation, participation, and professionalism.

Table 3 summarises the main categories and subcategories considered in the analysis and links them to the research questions. It also provides examples of keywords that were identified as codes within the interviews and documents.

Table 3: Main categories, subcategories, and codes

RQ	Main categories	Subcategories	Codes
RQ1: What representational and participatory mechanisms do nonprofits adopt to achieve effective governance?	Representation mechanisms	Formal representation	Appointment, election, nomination, designation, co-optation
		Descriptive representation	Gender, age, residence, territory
	Participatory mechanisms		Participation, engagement, involvement, dialogue, consultation, cooperation, interaction, listening
RQ2: Are board members required to have knowledge and experience relevant to the organisation's key challenges?	Professional requirements		Experience, expertise, skills, knowledge, professionalism

Specifically, the categories adopted in previous studies focusing on FBOs (Leardini et al, 2017; Moggi et al, 2022; Rossi et al, 2015) were used to identify governance mechanisms from a democratic perspective. Statutory provisions regarding the appointment of board members (e.g. direct designation by community representatives, selection from a list of candidates proposed by community representatives, and co-optation by the outgoing board) were analysed to assess formal representation. Requirements regarding the personal characteristics (e.g.

age and gender) and residence of board members were used to measure descriptive representation. Finally, participatory representation was evaluated by identifying the mechanisms that facilitate the engagement of community representatives in the foundation's decision-making process.

From a managerialist perspective, the analysis focused on the adoption of mechanisms that emphasise the professional skills, knowledge and experience of board members in order to adhere to efficiency norms and the business model (Meyer, Buber and Aghamanoukjan, 2013; Ortega-Rodríguez et al, 2024).

5. Findings

5.1 Findings from the Democratic Perspective

Effective governance is pursued through a combination of mechanisms aimed at ensuring the representation and participation of local community representatives within governing bodies.

Formal representation is governed by statutes and only affects the board of trustees. According to their statutes and the internal guidelines outlining the appointment process for governing bodies, more than two thirds of Beta's and Gamma's trustees must be directly designated by community representatives. In contrast, Alpha's trustees are selected by the outgoing board from a list of candidates proposed by community representatives. The remaining members are co-opted. As outlined by the interviewees, "good appointment mechanisms are essential for the effective governance of the foundation, which in turn is crucial for its impact on the local community" (INT_B2). "Democratic appointment mechanisms allow for a balanced composition of the board of trustees" (INT_A3), despite them sometimes "being used to legitimise politically motivated candidacies" (INT_G3).

In terms of descriptive representation, institutional documents do not specify the socio-demographic characteristics that board members should possess. The only exception is the need to ensure gender equality. "Boards that are gender- and age-diverse are desirable as they are viewed positively by the public. Nevertheless, they might not make things better" (INT_B2). Therefore, "they could all be women, rather than all men, if those women and men were all exceptional" (INT_B4). By contrast, the statutes impose strict residence requirements on members of the board of trustees, stipulating that they must have lived in the geographical area in which the foundation operates for at least three years. Although "residence is not the only value, but one value among others" (INT_G1), "the link between the person and the territory can help identify the problems to be addressed" (INT_B5).

While formal and descriptive representation arrangements strictly adhere to legal requirements, FBOs place great emphasis on self-regulating participatory mechanisms. As declared in Alpha's code of ethics, "interaction with the local community is an essential value that is pursued by listening to and interpreting carefully its requests". Similarly, the code of ethics of Beta states that "to fulfil its mission, the foundation [...] works with a network of social and institutional actors to address and solve the territory's needs through dialogue and involvement". In the same way, article 3 of Gamma's statute declares that "the foundation promotes appropriate forms of participation and consultation of the various entities operating in the territory". This is further outlined in the strategic plan, which states that "the priority objective is to play a decisive role in the territory's economic and social development. This will be achieved by constructing a participatory model that enables community representatives to become involved in co-programming, co-planning, and the definition of shared objectives".

The three FBOs under study promote dialogue and engagement in decision-making processes in order to improve understanding of community's needs and inform the long-term strategies. The participatory mechanisms and the boards concerned with them vary among the foundations. In Alpha, "stakeholder involvement is a key concern for the board of directors" (INT_A1). When designing the strategic plan, the board organises themed meetings with key stakeholders to share priorities and define courses of action. For example, "we held meetings on inclusion and disability with representatives from Caritas, public entities, hospitals, social cooperatives, and voluntary organisations. Together, we discussed priorities, needs and networking opportunities" (INT_A4). "We involved these actors because they could contribute the most information and expertise" (INT_A2). "Extended sharing is also necessary to bring forces together. With diminishing returns and increasing community needs, this way of working has made it easier for us to pursue our mission" (INT_A1). In Beta, the board of trustees may set up temporary advisory committees involving community representatives. For example, "the art commission involved directors of permanent theatres and opera houses" (INT_B3). "The approach is to listen to those best able to represent the needs of a given sector, discuss these needs further, and develop ideas by drawing on the expertise of everyone involved in the decision-making process" (INT_B4).

Gamma has set up working groups to facilitate structured dialogue with stakeholders in preparation for co-design in areas that have been identified as relevant. “In the past, formal meetings were held at the start of programming, after which the foundation made its own decisions. Now, we have more engaging mechanisms based on debate and meetings where the whole community is invited to participate” (INT_G5).

However, the involvement of community representatives in decision-making has some critical aspects. They often lack long-term programmes and focus on satisfy short-term needs. Instead, the foundation should promote social investments that will benefit the community in the long term. Additionally, “it is important to avoid assuming that local community representatives, particularly public entities, necessarily have a better understanding of needs than the foundation does” (INT_A3).

5.2 Findings from the Managerialist Perspective

The statutes of the FBOs prescribe that all board members must possess the professional skills, knowledge and experience necessary to take effective action within the sectors of interest to the foundation, regardless of which board they sit on. These requirements are specified in the appointment guidelines (Table 3).

Table 3: Professional requirements, as stated in the appointment guidelines

FBO	Board of trustees	Board of directors
Alpha	Members of the board of trustees must have high professional standards and relevant specialised knowledge to support the foundation's operations, acquired through management, administration or control roles in public or private organisations, professional activities requiring registration, or working as ministers of religion, university professors or scientific researchers	In addition to the requirements set for trustees, directors must have gained relevant and proven operational experience in their professional or managerial activity, or in the entrepreneurial or academic field
Beta	Trustees must have proven expertise in cultural, scientific, entrepreneurial or administrative fields, or in liberal professions or social initiatives. They should be able to promote the foundation's objectives effectively	Specialised knowledge in areas of intervention or functions relevant to the foundation's activities, or to the financial and securities sectors. They should also have operational experience gained in professional, entrepreneurial, academic, managerial or administrative roles within public or private entities
Gamma	Board of trustees members must have appropriate cultural and professional qualifications and expertise in one of the areas in which the foundation operates, and at least three years' experience in one of the following roles: self-employed professional; high school or university professor; board member or manager in public or private entities relevant to the foundation's areas of activity	Appropriate cultural and professional qualifications and expertise in one of the areas in which the foundation operates, and at least three years' experience in one of the following roles: legal, economic or social professional; economics or law university professor; board member or manager in public or private entities relevant to the foundation's areas of activity

As outlined by the interviewees, it is important that “people is appointed for their expertise” (INT_G4) and that “the board has the right qualities to help the foundation achieve its mission” (INT_B2). “Expert board members help the foundation to allocate its resources effectively, e.g. they can assess proposed projects more efficiently, saving the need for ad hoc external committees” (INT_G2). The issue of competency mainly concerns the board of trustees. For this reason, “the foundation insists on the importance of trustees having the professionalism to read the needs of the community. However, sometimes people are proposed based solely on their political experience, which is not useful for the foundation” (INT_A3). This hinders the board of trustees’ ability to formulate strategies, meaning they end up being defined by the board of directors and then submitted to the board of trustees for mere formal approval.

6. Discussion and Conclusion

In answer to RQ1, the findings show that FBOs employ a wide range of representational and participatory mechanisms to identify the issues affecting their communities and the solutions to be implemented to solve them.

Formal and descriptive representation concerns only the board of trustees due to its connecting function between the organisation and its environment. According to previous research results (Leardini et al, 2017; Moggi et al, 2022; Rossi et al, 2015), appointment procedures are primarily based on democratic voting to ensure that board members are well aware of community needs. Conversely, similarity of socio-demographic characteristics is not considered relevant, in contrast with previous studies highlighting the importance of having boards that resemble who they represent (Zhang and Guo, 2021). Instead, living within the territory in which the foundation operates is confirmed as essential, both in helping to identify problems to be addressed and in fostering community trust in the effectiveness of governing bodies (Leardini et al, 2017).

As emerged in previous nonprofit research (Leardini et al, 2017; Moggi et al, 2022; Zhang and Guo, 2021), participation of community representatives in decision-making processes is integral to effective governance of FBOs, irrespective of which governing body is involved. It stresses the need to avoid someone saying: “Board members are great. However, they do what they have in their minds!” (INT_B1). Several participatory mechanisms are employed to improve outcomes by aligning organisational decisions with community needs (Petrovits and Yetman, 2023). Local stakeholders are involved from the very beginning of the decision-making processes because of their familiarity with the problems to be solved and their relevant skills. This is consistent with FBOs’ mission, which is to promote the social and economic development of their territories, and helps them avoid the risk of becoming self-referential when pursuing the welfare of the community (Jassaud, 2014; Leardini, Rossi and Moggi, 2014).

However, representation and participation alone are not a guarantee of effective governance. Representative boards sometimes struggle to deal with the complexity of FBOs’ strategies and decision-making processes, which entail the effective and efficient handling of multiple factors (e.g. conflicting stakeholders’ needs, limited financial resources, project feasibility).

Therefore, in answer to RQ2, the findings confirm that effective governance requires board members to possess the professional qualities appropriate to their roles and functions. According to a managerial perspective (Adediran, 2022; Lambert and Lapsley, 2023; Meyer, Buber and Aghamanoukjan, 2013), great emphasis is placed on the specialised knowledge and operational experience of board members, to ensure that they have the necessary skills to do the right things (effectiveness) and things right (efficiency).

Responding to environmental pressures to conform to both democratic values and managerialism, the case of Italian FBOs offers insights on how nonprofit governance can help an organization to produce the desired results and maximise its contribution to society. Since only a limited number of people can become board members, effective governance should find the right balance between community representation and professionalism to best serve the social mission. This balance would prevent a double mistake. On the one hand, to encourage an elitist and undemocratic governance, which risks being self-referential in defining community welfare and deciding how to pursue it. On the other hand, to take for granted that representative members always have better knowledge of the community’s needs, as this could lead to a highly subjective distribution of individual preferences that is not useful for supporting decisions.

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