Effective Governance:
Lessons from Philanthropy

GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS

NORTHERN CALIFORNIA GRANTMAKERS

GOVERNANCE CASE STORY:

Tara Health Foundation

Shared governance: New structures to fit new needs

Quick Info

Organization: Tara Health Foundation

Type of grantmaker: Private/ independent foundation

Board size: 5

Staff size: 2

Funder's assets (as of May 2026): $150 million

2024 grantmaking budget: $8.3 million

Grant size (range): $25,000–$2.05 million in 2024

INTERVIEWEES:

Mia Reilly
Deputy Director

Elise Belusa
Executive Director

About the Series

What does it take to build governance that fuels transformative philanthropic practice and lasting social change? At its best, governance sets a strategic rudder that clarifies and maintains focus on an organization's mission and priorities, despite the buffeting winds of fear and resistance that challenge our work. Good governance isn't magic: It involves mindsets, structures and practices that foster frank conversation; reveal power inequities; and harness the contributions of people with diverse lived experiences, identities and talents.

Because boards are an essential lever for change in philanthropy, Grantmakers for Effective Organizations and Northern California Grantmakers are partnering on this series of case stories to surface and promote concrete practices that help funders better align their governance with their mission and values. There's no one right way for grantmakers to do governance, so we hope these case stories provide diverse examples of ways funders have evolved in this area and offer translatable lessons.

For more information and resources, including the rest of the case stories, see GEO's work on governance and NCG's governance page.

About Tara Health Foundation

Tara Health Foundation was established in 2014 by Dr. Ruth Shaber, the living donor, founder and president of the foundation. Ruth's career as an OB-GYN and senior executive at Kaiser Permanente shaped the initial focus, structure and approach of the foundation. The foundation's mission initially focused on improving the lives of women and girls and evolved over time, based on grantee and staff feedback, to resourcing gender, economic and racial justice movements. Ruth built into Tara Health's founding a mandate to spend out the funds, and the target date for doing so is now 2030. Since its inception, Tara Health Foundation has aligned 100% of its resources — from grants to loans to impact investments — with its mission.

Governance Background and Context

When Tara Health Foundation was created in 2014, it was set up as a sole member nonprofit, which meant that Ruth (as the sole member) had the ultimate say on grantmaking, investing and board makeup decisions, including the ability to hire or remove board members and override any decision. The other two founding board members provided advice and support but did not have legal responsibility or authority for stewarding funds.

Ruth wrote about the decision to create a sole-member structure in a January 2026 blog post, "Shifting Power to Find Connection":

> I had a lot of power, but I didn't seek it out just for power's sake. I created a sole member structure because I felt responsible for creating and stewarding the foundation. I didn't expect anyone would want to share that responsibility, and I worried about burdening others by asking them to walk fully alongside me.

Feedback from grantee partners helped the foundation expand its understanding of its mission to encompass gender, economic and racial justice. This evolution also made shifting power an explicit commitment of the foundation's work, both internally and externally. Decisions about grants, previously made entirely at the board level, were shifted to the staff and external movement advisers, who had more robust community connections, subject-area expertise and relevant lived experience.

Background & Context

Grantmaking became more intersectional and trust-based, with a focus on funding historically underfunded areas of the movements through large multiyear general operating / unrestricted grants. This shift also changed the function of the staff-board relationship in a specific way. Grantmaking decisions moved to staff in part to protect grantee partners from a board whose composition and proximity to the work no longer matched what the foundation was funding and where it was headed. That design made sense at the time of the change, but it set up a structural pattern that would matter later: Staff were the stewards of grantee relationships, and the board was kept at a deliberate distance.

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>
> **Elise Belusa**
> *Executive Director*

Through this evolution of mission, approach and focus, Ruth realized that a different board composition would be needed to steward the foundation through its remaining years. In 2021, Tara Health welcomed a new board whose members brought lived experience in the foundation's mission areas, including as past grantees and investees of the foundation, and a shared commitment to continuing to shift power. The new board, in turn, questioned the foundation's bylaws and governance structure, which still concentrated authority in Ruth as the sole member. Their invitation to Ruth to share that power in alignment with the foundation's values sparked significant reflection, resulting in a formal bylaws change from the original sole member structure to a multimember structure in which all board members have equal voice, vote and stewardship responsibilities.

Once the new board was in place, tensions in the foundation's structure began to show. The governance structure still kept grantmaking at arm's length from the board, a design that had originally served to protect grantees. But the new board was made up of former grantees, investees and individuals much closer to the work — people with a direct stake and expertise in what they were now being asked to steward from a structural distance.

The form no longer matched the function, and both sides felt threatened. The board, carrying new risk and visibility from the bylaws shift, wanted deeper insight into the use of grantmaking funds, and read the distance as opacity. Staff worried that grantee relationships would sit with people who hadn't walked Tara Health's path of transformation, and experienced board questions as challenges to their judgment. The structure itself offered no space for collegial or human connection across these lines.

What the group realized in that period was that if the foundation was serious about redistributing concentrated power out in the world, it had to shift power internally too. That meant both staff and board moving their stakes. Staff would cede the siloed decision-making authority that the old structure had concentrated with them. The board would cede the siloed authority the bylaws still afforded them. Both would come to the table as equal stewards, making decisions together across their lines of power and difference. That also meant being willing to build a governance form that might not yet exist in the world, rather than reaching for a familiar template.

With the help of an external facilitator, board and staff spent a year in intentional conversation surfacing what was at the core of the mistrust and practicing the trustworthiness required to work together in a new way. Somatic facilitation helped the group move past intellectual agreement and into a felt sense of how power and trust move between people. What emerged was a new governance structure in which board and staff will have equal voice and equal decision-making power over all strategic decisions through spend-out in 2030.

Levers of Change

Candid feedback.

Early on, the foundation received feedback from a potential grantee that Tara Health's understanding of women's health was implicitly centered on white women. That feedback catalyzed an ongoing period of learning and reflection about how whiteness and white supremacy culture were operating, from the individual to the organizational levels, and eventually the foundation evolved its mission to bring a lens of racial justice to all of its work. This also led the foundation to shift grantmaking power from the board to the staff, who had a stronger understanding and were more deeply connected to this work.

Donor willingness to share power.

The new board was made up of people with lived experience, subject-matter expertise, or experience as past grantees or investees of the foundation. Upon joining, they saw that the sole member structure kept decision-making power out of their reach, working counter to the foundation's desire to shift power closer to the communities it serves. Ruth explained the transition in a blog post:

> When Rachel [Robasciotti] and the rest of the board invited me to interrogate those assumptions and restructure our governance, I was deeply touched. It moved me to know that others wanted to hold — to truly be responsible for — this work with me. Those conversations unlocked more democratic decision-making, but what's more, the isolation of the sole member structure transformed into a feeling of community, belonging, and love.

External and somatic facilitation.

Working with an external facilitator has helped the board and staff to be clear about their decisions and accountable for what they say they will do. The facilitator helps the group to see how power and other unseen forces may be acting in the room. Alongside process facilitation, the group also works with a somatic facilitator to anchor in their humanity and ground in embodied wisdom, moving beyond intellectual knowing as part of how they work, relate and make decisions together.

Impact

The foundation is living into its new governance structure. Though the foundation's grantmaking has largely been allocated through spend-out, the board and staff will continue to make significant decisions together about how the group spends its time in the remaining years — including how to approach telling the story of this work — as well as how to spend any remaining unallocated funds.

When faced with big decisions, staff gather and distribute information to lay the groundwork — not to recommend an answer, but to set the conditions for the group to find one together. Then an external facilitator leads the group through a discussion and vote. The group uses a consent-based model of decision-making, where consent means "I can support and live with this decision and won't block it," regardless of whether the outcome is a member's ideal solution. This approach sometimes takes longer and requires them to make more time to complete a conversation fully. "We vote at the speed of relationship," explained Elise Belusa, Tara Health's executive director.

Managing power explicitly has been central to how the group works. The governance group of board and staff have shared agreements, including one to name the way power is operating in the room. "The deepest lesson for us is that shifting power isn't something you do to a board or hand to a staff. It's something you practice together," said Belusa. "That meant making space for real relationships among us and changing the structures that were in the way of this. We had to build something together that could hold who we wanted, and needed, to become."

Lessons & Advice for Peers

1 Spend time, effort and resources building a strong relationship between board and staff.

This work takes time. Plan for a long arc with an uneven rhythm, and resist the urge to push or hurry. Invest in building relationships that allow for honesty, transparency and the ability to work through conflict. For Tara Health, this required the group to gather in person four times within a year for two full days each time, as well as monthly touchpoints. They approached building trust as a journey: "We often talk about trust as a destination — you get there, and you have it," said Mia Reilly, the foundation's deputy director. "But it's not. We always need to regroup and reground and put relationships before tasks, then get back into the shared work together. The relationship isn't separate from the work; it is the work."

2 Distinguish between legal responsibility and common practice.

When it comes to questions of fiduciary responsibility, foundation boards often have a lot of questions and assumptions and may feel afraid to deviate from common practice. To avoid risk, some lawyers may steer you toward common practice rather than do the interpretive work required to understand how the law applies to your activities. Talk to multiple lawyers, and ask questions to distinguish between what is actual law and what is just the norm.

3 Your values are your north star.

When in doubt, return to those values. For Tara Health, a value of transparency helped them to orient properly when the board wanted more engagement. "We could have pushed them away, but we realized that we were not in integrity with our value of transparency if we upheld a structure designed to create opacity," said Reilly.

4 Match your governance structure to your needs.

In the end, there is no one right way to structure governance. Because there is such flexibility, why not tailor it to the values and the work of the foundation? According to Tara Health Foundation, the lesson is not "everyone should have shared governance." Instead, Belusa says, it's context specific: "Your structures should reflect how you want to make decisions and have trust move through your organization."

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