

Your Board & ED (Pres-CEO) Relationship – How Does This Work?

What We Should Know...Basics

Board Sets Policy

ED (Pres-CEO) sees that policy is carried out

Legal Responsibilities of a Non-Profit Board – The Three D's

- **Duty of Care**
The responsibility for making informed judgments lies with the board member, which means they need to secure facts and ask questions to get clarity of the issues.
- **Duty of Obedience**
Board members have the responsibility for making sure that the organization complies with all federal, state, and local laws and regulations. It also means that board members should remain faithful to the organization's vision and mission.
- **Duty of Loyalty**
Having a duty of loyalty means that board members must cast aside any personal or professional interests and place the interests of the non-profit ahead of them. Loyalty also means respecting the confidentiality of the organization's affairs by not disclosing them to outside individuals in a way that leads to loss of opportunity for the organization.

Taken from BoardEffect

Bylaws and Policies of the Organization

Bylaws are the governing document of the Board and generally approved by the board and the stakeholders (or membership). Changes can be made with board and stakeholder approval

Policies are set by the board to define the operations of the organization and changes can be made with only board approval

Some ED Concerns When Working with Boards



Across non-profits...here are a few concerns ED's have had:

- Micro-management from one or more board members
- Board Chair/leadership changes each year
- Attendance of board members at board meetings
- Attendance of board members at events
- Board members direct staff around the ED
- Board meetings held without ED present or the ED has no knowledge of the meeting

Why Do These Issues Arise? Thoughts...

- Lack of Trust between board members and ED – or between board members themselves
- Confidence of the ED (Pres-CEO) and conveying that confidence that the ED knows what needs to be done
- Responding to situations out of emotion
- Lack of transparency on certain issues
- Not allowing the board to do its work – being purposeful while creating the agenda for meetings.



Tips to Encourage Strong Relationships between ED and Board

Clear, defined roles for the Board and the positions they serve on the board – provide role (job description) of ED to all board members – Board Orientations should be a yearly occurrence

Strong communication with the board – Give more information rather than not enough – they can assimilate what they need/want to know

Start where THEY ARE not WHERE YOU ARE – It is easier to think how you would respond or take in information but think about how each board member processes information – are you giving them what they need?

Basic Roles & Responsibilities of the Board

- Determine the mission and vision of the organization
- Select, support and evaluate the Chief Executive
- Ensure financial resources of the organization & provide proper financial oversight to protect the assets
- Create effective planning for the future of the organization
- Ensure legal and ethical integrity
- Enhance the organization's public standing
- Build a competent board

In It's Simplest Form (No two are alike) – Roles of the ED (Pres-CEO)

The ED carries out the policies set forth by the Board	Manage organization in accordance with the mission and vision of the organization	Management of the organization – day to day to include staff and volunteers
Manage financial aspects of the organization as set forth by the policies of the board	Manage staff – overseeing all staff duties – Hiring, evaluating and firing	Communicate with Board – most specifically the Board Chair

What Do You Still Want to Know?
