**Introduction**

It is no secret that many nonprofit Boards do not function effectively. This is no surprise, given that so many Board members come to the Boardroom without experience and with few guidelines as to how a nonprofit Board should operate. Without clear agreement on the roles and responsibilities of the Board, the CEO/Executive Director (ED) and Board Chair, unnecessary confusion and conflict is likely; this can seriously undermine the organization and its Mission.

What is the primary function of the Board? Using “Carver’s Policy Governance Model in Nonprofit Organizations” (Carver, 2006), “Boards exist to be accountable that their organization works.” The organization’s true “owners” are the community, not the staff or even its clients/consumers. And, it is the role of the Board to “be the on-site voice of that ownership.”

The Board then grants responsibility to the ED. The Board’s job is to ensure the organization is focused on the “ends;” that is, the changes or impact the nonprofit is trying to make in the community. The “means” of getting to that end is the job of the ED, with limits to ensure ethical and legal behavior. For this to work, the Board needs to proactively identify the boundaries for itself and for the ED.

Anne Wallestad of BoardSource adds a layer of equity and inclusiveness with “[Purpose Driven Board Leadership](https://ssir.org/articles/entry/the_four_principles_of_purpose_driven_board_leadership)” (Wallestad, 2021). This approach says that the nonprofit’s “purpose” is the focus of the organization. For example, the purpose of an organization addressing food insecurity is to prevent hunger, not simply to give people food. This approach demands that the Board focuses on fulfilling the organization’s purpose as part of the larger ecosystem, and not simply focus on the nonprofit’s individual success. So, if there are other nonprofits that are better positioned to address the issues, the Board might even provide some of its nonprofit’s resources to assist the sister organization. Finally, the focus of this approach is that the “organizational power and voice must be informed and authorized by those impacted by the organization’s work.” Thus, an effective Board must hear and understand the voices of those the organization is serving and must assure a diverse Board.

Every nonprofit is unique. **The roles and responsibilities put forth in this document should be tailored to reflect the specific organization; but, it is recommended that the bulk of these suggestions be adopted. These policies should be reviewed with new Board members and a newly-hired ED for clarity on roles and responsibilities. Areas highlighted in yellow indicate areas where the specific nonprofit needs to decide how to handle.**

Our overarching goals are:

* To promote shared understanding of good governance across the community;
* To offer governance best practices as a starting point for nonprofits to individualize for their own organizations; and,
* To lift nonprofit Boards’ level of practice throughout our region

This document was crafted by leaders in the nonprofit field, experienced CEO’s/ED’s and Board members; the policies, roles and responsibilities put forth are rooted in best practices and informed by real life experience. Special thanks to the contributors:

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**BOARD ROLES & RESPONSIBILITIES**

**Accountability**

The Board is accountable to the community and its stakeholders; it has a responsibility to understand what the community needs to assure that the nonprofit is working to meet those needs. Joining a Board is a huge commitment and should be seen as such.

The nonprofit’s mission is created, periodically reviewed and updated by the Board, in collaboration with the ED and key staff. The mission should be reevaluated every 3 years to be sure that it still addresses the needs of the community. The ED may also recommend the mission be reexamined if indicated by significant changes in community needs.

It is the ethical responsibility of the Board to be adequately educated in order to understand community needs. (see Policy x.x Board Education).

**Values**

The Board will govern lawfully with an emphasis on integrity, outward vision, inclusiveness of different viewpoints, a focus on the future and strategic leadership of the organization.

**Board Member Legal Duty**

Legally, Board members must meet these fiduciary duties:

**Duty of Care** – The Board member must exercise care when serving as an ordinarily prudent person would. Board members are encouraged to ask questions. Board members must come to Board meetings and must be prepared, including review of all relevant materials in advance of the meeting.

**Duty of Obedience** – The Board member must follow appropriate laws as a member of the Board and will assure that the organization is doing so.

**Duty of Loyalty** – The Board member must show allegiance to the organization. This means putting the organization above self-interest of any type (see Conflict of Interest policy of organization). This also includes keeping information about the organization and boardroom discussions confidential. This duty remains beyond the Board member’s term on the Board.

**Board Education**

The Board should be made up of individuals from various backgrounds, with different skills and life experiences for optimal decision-making. It is the Board’s responsibility to ensure that it educates itself to be effective. This includes receiving regular input from the nonprofit’s ED/staff, who are living the nonprofit’s work on a day-to-day basis and see community needs firsthand. Board education should also include observation and understanding of the nonprofit's programs so that, as an ambassador, a Board member can speak intelligently about the work and can make informed decisions in the boardroom.

Other areas for Board education could include: diversity/equity/inclusion (DEI) training, fundraising/development, conflicts of interest, areas specific to the work of that nonprofit, etc. Boards should have ongoing professional development requirements, not “one and done.”

The organization should estimate Board education expenses as part of the annual budgeting process. Also, it needs to be determined whether the Board is paying for the training or if expenses are coming from the regular operating budget. Overall, the Board should not put more of an expense burden on the organization than they contribute. For example, if there is a social event planned that costs $2,500, the Board should have at least contributed that amount for the event, otherwise they are using resources at the expense of Mission fulfillment.

**Board Performance Evaluation**

It is up to the Board to assess how it is performing and to address areas for improvement. Board assessments should be administered \_\_bi-annually\_\_\_\_\_. This is a Board function, meaning that the Board is responsible for figuring out how best to conduct the assessment and assure that Board members participate. This is not the ED’s responsibility.

The Board should have an agreement that clearly delineates Board service expectations. It should be reviewed with and agreed to by every Board member: 1) prior to when they commit to joining; 2) upon joining/as part of new Board member orientation; and, 3) annually.

Board expectations should include:

* Philanthropic commitment - The Board should determine how its members will support the organization's financial stability, typically through giving and volunteering for fundraising activities. Each Board should determine its parameters for this, balancing the organization's financial needs with its desire to have diverse Board membership. Some Boards may have another Board member, or funder, sponsor a Board position for another individual, who may not be able to be a strong financial contributor, but brings other important insights, experiences and/or resources to the table. Each Board member should be asked to make the organization a philanthropic priority within the confines of their individual financial capacity.
* Attendance requirements for Board meetings, including the consequences of non-attendance, e.g. a call from the Board Chair, after X absences Board members are asked to step off
* Term limits, which assure for the orderly and predictable transition of Board members and the periodic addition of new voices
* Event attendance
* Board Committee participation

**Board Committees**

Most nonprofits require Board members to join at least one committee as part of service. However, for nonprofits with smaller Boards it may be untenable to have several committees, since Board members would then need to serve on multiple committees. Ad hoc committees can be useful in accomplishing discrete goals, such as strategic plan development or a new ED search.

When considering the addition of a Board committee or when reviewing an existing committee, first it should be determined whether a committee is operational and, thus, under the purview of the ED. Typical committees that may be more focused on operations are: marketing and communications, personnel/HR, programming. In some cases, the purpose of the Board committee may be solely for advice or counsel, with the ED owning relevant decisions and being responsible for carrying them out.

Committee Chairs and members need to be clear on the purpose of the committee and what deliverables are expected. If the committee is just a report out of what staff are doing, there is no need to meet – that can be done in an email. The Committee Chair positions are filled by Board members. ABC Nonprofit Committee Chairs are selected by the Board Chair OR the Governance Committee.

Standing Committee requirements are typically spelled out in the organization’s Bylaws. As a general rule, it is advisable that Bylaws be less (rather than more) prescriptive re: specific Committee requirements, so that the nonprofit can create and dissolve committees based on the specific needs of the organization over time.

Typical Standing Committees:

*Executive Committee*

Some organizations actively use this committee, particularly those that have larger Boards or Boards that meet less frequently. The Executive Committee is especially helpful if an emergency or time-sensitive decision needs to be made. An Executive Committee must not make all or most Board decisions; this would undermine the role of the overall Board and its individual members, and would likely lead to members feeling less engaged and committed.

ABC Nonprofit has an Executive Committee consisting of the officers that meets in emergencies or as needed.

*Governance Committee*

The purpose of this committee is to assure the perpetuation of the Board. Typical responsibilities of this committee include:

• Identify and recruit Board members (typically using a Board matrix)

• Identify and implement Board professional development/training needs

• Identify Board officer slate each year

• Orientation of new Board members

• Board Retreats (as needed)

• Periodic review and amendment of Bylaws, Board policies and roles and responsibilities

• Board Self-Assessment (recommended every 2 years)

• Succession Planning for Board Leadership

Deliverables: Update Bylaws (as needed); new Board member recommendations; Board self-assessment, ongoing succession planning for the Board, including plan for future officers; Board training; ED emergency and planned succession plan

*Finance* *Committee*

This committee leads the oversight of finances for the organization. Typically, this committee meets between Board meetings, in order to assure proper and detailed financial oversight and so that the full Board meeting is not unduly burdened with extensive questions about financial reports. The Board’s responsibility is to ensure the organization has sufficient finance and accounting controls in place and that the ED and CFO is following the budget without material variance.

Finance Committee responsibilities include:

• Review and approval of financial reports and statements

• Review and approval of the budget

• Review and approval of investments, possibly including development and adoption of an investment policy, dependent upon asset values

• Review of 990

Deliverables: Annual operating and capital budgets (to be approved by the full Board), quarterly review of investments, review 990 with Board, determine any limitations/requirements for ED and CFO spending

*Audit Committee*

For nonprofits that have enough revenue to be legally required to perform an annual audit, some choose to have a separate Audit Committee. If there is no separate audit committee, but there is an annual audit, the Finance Committee should handle oversight responsibilities, including the following:

• Select an independent auditor (recommended that a new auditor is selected every 3 years)

• Assure the audit is complete within 4.5 months of close or to meet extension

• Meet with the auditor upon completion of audit; asking key questions

• Assure the audit summary is reviewed with the full Board

Deliverables: Selection of auditor, completed audit

*Development/Fundraising*

The Development/Fundraising Committee can take many forms. Typically, this committee strategizes with the organization’s Development Director and ED on how to reach fundraising goals. However, the existence of a Development Committee does not give remaining Board members a pass vis-a-vis their responsibility to actively participate in and support fundraising efforts. Some organizations use subcommittees to lead their fundraising events.

Development/Fundraising Committee responsibilities include:

• Work with the staff to create an overall fundraising strategy

• Serve as the liaison to the rest of the Board to assure 100% participation in annual giving (e.g., reminding other Board members to give every year)

• Utilize contacts and network to help raise funds

• Steward funds as requested by/coordinated with staff (e.g., thanking donors)

Deliverables: Development strategy with staff, 100% Board giving

**Board Members as Direct Service Volunteers\***

The Board oversees the ED and the ED oversees the staff and volunteers. So, it can be tricky if a Board member wants to serve as a direct service volunteer for the organization. Some nonprofits choose not to let Board members volunteer for this reason. If a nonprofit offers Board members the option of volunteering, there must be mutual understanding and agreement that the volunteer will be subject to staff supervision and direction.

For ABC Nonprofit, Board members may volunteer. If they volunteer, they are subject to the direct supervision of the ED or responsible staff person.

\*Direct Service Volunteerism is defined as volunteer work, separate from Board service, that supports specific programs of the nonprofit, such as tutoring or distributing food.

**Board Oversight of Executive Director**

The Board/ED relationship is truly unique. It is often seen more as a collaboration than as a supervisor–employee situation. However, the Board is responsible for hiring and firing the ED; the ED is the Board’s sole employee. Generally, the ED has both the knowledge and expertise around the work being done (e.g., a museum curator running a museum) and that of running a nonprofit. Board members have expertise in their own fields that can be helpful to nonprofit leaders.

When Board members give specific operational direction to the ED, tension can ensue and rightly so – the ED knows their work best and that is why the Board has hired them. Sometimes, an ED may ask a Board member for their advice; once the advice is given, it is up to the ED to decide next steps. It helps to clarify this as the advice is being solicited and given, e.g.,“Board Member says, Here is what I think you should do, but it is your decision.”

The Board as a whole oversees the ED. There is not a specific Board member, even the Board Chair, who has more power of decision-making over another or is the direct supervisor of the ED. (See Board Chair section for the role that the Board Chair does play.)

The Board evaluates the ED annually. The Board Chair takes leadership in this process (or, can be Executive Committee or Governance Committee). The process includes soliciting feedback from all Board members.

The Board determines the compensation of the ED. As per IRS guidelines, the determination should be based on comparable data for other nonprofit leaders. It is the Board’s responsibility to make sure the ED is appropriately compensated. ED compensation decisions should be part of an annual performance evaluation process.

It is the ED’s decision whether to give increases to the staff, unless there is an unusual circumstance that deviates materially from the approved budget. The increases should be based on any or all of the following: COLA, performance, comparable community salaries.

There are many ways in which Boards may approach the process of hiring an ED. Generally, the Board creates a Search Committee or uses the Executive Committee in this role. It is helpful to have a human resources professional as part of this process. Some nonprofits choose to include staff members in the process. It may be helpful to have an Interim ED, especially if the departing ED has been with the nonprofit for many years and/or was the founder of the organization. The Board is responsible for making the decision to hire and to terminate the ED. Although the Board Chair may take leadership in this process, every Board member has an equal vote.

**Board Interaction with Staff**

The ED is solely responsible for the operations of the organization and its staff; the ED, not the Board, is responsible for hiring and firing all staff. So, there is a delicate balance in the area of direct Board interaction with staff. Generally, Board members should communicate directly with the ED and the ED conveys any messaging to the staff. This can be trickier when staff members work with Board members and committees. For example, both the nonprofit’s Development Director and Chief Financial Officer are likely to have regular interaction with Board members in the course of their work. It is up to the ED to define how that relationship and communication will proceed, with the Board deferring to the ED’s requests in this area.

There are a few reasons why this interaction is important to address. First of all, the ED is knowledgeable about the overall strategic direction and operations of the organization in a way that other staff and Board members often are not. A Board member may not get the full picture when asking a question of a staff member. More importantly, nonprofits have limited staff resources and Board members wield power by definition of their governance role. If a Board member asks a staff member to do something, the staff person will likely feel obligated to prioritize what is being asked. This makes it difficult for the ED to manage limited staff resources. Also, it is possible that what is being discussed between a Board member and staff person is something that is important for the ED to know. Finally, Board members should never talk to staff members about what occurs in the boardroom, unless asked to do so by the ED.

**Board Unity Post Decision-Making**

The boardroom should see a lot of discussion and varying viewpoints, that is how the best decisions are made. However, once a vote is taken, it is essential that Board members unequivocally support the decision. If a Board member disagrees so strongly that they cannot imagine continuing as a Board member, it is acceptable for them to resign. It is not acceptable to denounce the organization and decisions in any way – on social media, in private conversations, etc. – even after leaving the Board. In fact, all discussion and conflict within the Board meetings is confidential and included under the “duty of loyalty” (see earlier). This means that current or former Board members cannot speak ill about an organization to donors, partners, stakeholders or anyone else. (See Board Chair responsibilities for how to address individual grievances).

**Board Recruitment**

The Board is responsible for replenishing itself. Board recruitment is most effective if it is deliberate and practiced throughout the year. The Board Governance Committee should drive this process. The Governance Committee needs to determine what areas of expertise, demographics, leadership skills, etc. are needed for the Board to be effective and purpose-driven. The committee may use a matrix to map this out; then, the Committee reviews these needs with the full Board.

A strong Board always has its eye on developing future leaders. Ideally, individual Board members continue to take on greater responsibilities each year. For example, a future leader could be given Committee Chair responsibilities to develop them for future positions. When a Board is not proactive this way, it can find itself in a position where there are no replacements for officers and the nonprofit cannot continue to move forward or adhere to its Bylaws on officer terms.

Potential Board members are vetted by the Governance Committee, including interviews. Both the ED and the Board Chair (or future Board Chair) should interview potential new Board members, as they will be working together for a long time. New Board members are voted on by the full Board.

**ED/CEO Succession Planning**

The Board oversees the ED/CEO and is responsible for assuring the job is filled. Larger nonprofits sometimes have internal candidates, who are receiving development opportunities to serve in the future. However, there is not always an obvious successor and the organization may want to open up the search to include outside candidates.

Regardless, there should be an emergency plan in place for an unplanned departure of the ED/CEO. This should include: key contacts/stakeholders and contact information, a calendar of key organizational deadlines/dates, passwords/security codes and account numbers. This can also be addressed by having a second staff member with this information.

**THE EXECUTIVE DIRECTOR (ED)**

**Overall Financial Duty**

The ED will not cause or allow the organization to get into fiscal jeopardy or materially deviate from the budget without consultation of the Board.

**Budgeting**

For the most part, operating and capital budgets are created by the ED, Chief Financial Officer (CFO) and staff. The ED and CFO should work with the Board Treasurer and/or Finance Committee to address any material issues or deviations. The ED and CFO should have a transparent and trusting relationship with the Board Treasurer (and Finance Committee). The Treasurer reviews the budget with the full Board and the Board votes on its approval. Once approved, the budget is solely the responsibility of the ED and CFO, within “routine business of the nonprofit,” and assuming business is conducted in a legal and ethical manner.

**Financial Reporting to the Board**

The Board and/or Finance Committee should review the organization’s financial reports every month. Best practice is that financial reports be reviewed monthly with at least the Finance Committee by the X of the month, so that decisions can be made in a timely manner. Financial reports are shared with the full Board before each Board meeting to allow time for adequate review and question preparation.

The ED should draw the Board’s attention—this may mean the Treasurer and/or Board Chair—to any “material” concerns or deviation from budget, defined as beyond “routine business.” Because communication is so important, it is preferable that the ED err on the side of more, rather than less, communication on this front, particularly if the ED is not sure whether the issue is material. A nonprofit with a smaller budget will consider smaller dollar amounts as “material” vs. a larger nonprofit.

**ED Spending Limits**

Most nonprofits set a limit for the amount that an ED is authorized to spend without a second approval or signature. The Board needs to balance the practicality of allowing the ED to meet the needs of daily operations, without having to wait for signatures, with a system of proper accounting oversight and controls.

For ABC Nonprofit, the ED will have a set authorization of $\_\_\_\_\_\_\_\_\_\_ without requiring a second signature.

**Communication Between Board and ED**

A positive, constructive relationship between the Board and ED is essential to the success of the nonprofit. Many organizations find it helpful to proactively establish agreed upon communication guidelines and expectations.

For ABC Nonprofit, the ED will communicate to the Board by \_\_\_\_\_ (text, email) in case of an emergency or situation that requires immediate Board response or knowledge.

Board members should always try to communicate at regularly scheduled meetings and during business hours, so that the ED has an appropriate work/life balance. Nonprofit ED’s often get burned out!!! Here again is a delicate balance, because of the power dynamic between the Board – who oversees the ED - and the ED, who is running day-to-day operations. So by definition, an ED will feel responsible to be responsive to the Board, their “boss.”

The ED and Board are responsible together for the success of the organization. It is expected that the ED will share any information that has a significant impact on the operations, continued vitality, etc. of the organization. Again, it is advisable for the ED to err on the side of more, rather than less, communication with the Board Chair. The Chair can then determine whether it needs to be communicated to the full Board.

**Management of Investments**

Most nonprofits with an investment portfolio or an endowment, have an Investment or Finance Committee to oversee decisions. The Committee aims to ensure prudent and responsible investment practices that align with the organization's mission, goals, and financial stability, while maximizing returns within acceptable levels of risk. There should be an investment policy approved by the Board and reviewed by the Investment or Finance Committee regularly.

**Management of Tangible Assets**

The ED and/or CFO has responsibility for managing (i.e., acquiring, selling, maintaining) tangible assets as long as the decisions are made as part of routine business. For example, a large nonprofit may have a van that the ED chooses to sell.

Once again, communication with the Board is always advised and any major asset purchases or sales (e.g., real estate) should be discussed with the Board.

**Contracts**

The Board authorizes the ED and/or CFO to sign contracts that do not obligate the nonprofit to expend an amount more than $100,000 and which are not longer than 3 years in duration. This will vary based on the size of the organization’s budget.

**Risk Assessment**

The ED is responsible for making sure the organization has in place what it needs to address risk. The ED ensures that there is appropriate insurance coverage including D&O insurance (Directors & Officers). Risk assessments will vary by organization and should be specific to the particular needs of that organization. As part of risk assessment, it is the ED’s responsibility to ensure the organization is following the laws and regulations as pertains to that nonprofit. It is also the responsibility of the ED to assure that the organization’s staff, including the ED, are behaving with integrity and in an ethical manner.

**Strategic Planning**

A periodic strategic plan for the organization is created as a collaborative process between the ED/staff and the Board. The Board members bring their unique perspectives from their backgrounds and experiences. It is important for them to ask thoughtful, probing questions to test assumptions and increase the chances that the ultimate strategic plan will be as robust as possible and truly address the needs of the community.

Because the staff are experts and will be responsible for carrying out the majority of the strategic plan, it is essential that they participate in its creation. Board members do not know the day-to-day challenges and inner workings of the nonprofit. A strategic plan that is created solely by the Board will fail.

Some organizations find it useful to use consultants to lend a more objective perspective.

The ABC Nonprofit will create a new strategic plan every 3 years.

The ED should report on the progress of the strategic plan at every Board meeting.

**Policy Creation**

Organizational Policies (as opposed to Board policies) are primarily a guide for operations which fall under the purview of the ED. In some cases funders or regulations require that policies are approved by the Board (e,g., DEI Statements and hiring practices). In those cases, of course, the policy should be reviewed and voted on by the Board. However, the ED and staff have responsibility for crafting and implementing these policies.

**Grievances**

When the Executive Director has a grievance, ideally they would be able to speak with the Board Chair about these issues. However, sometimes that relationship is not positive and may even be the reason for the grievance. Generally, at that point, the Executive Director would identify another Board member, who they feel comfortable speaking with, and ask for their assistance. Alternatively, the Board might have a written protocol for how the ED should proceed with a grievance.

If the ED comes to the Board Chair with a grievance, it is the responsibility of the Chair to listen to what the ED says and work with the ED to problem-solve together. It is typically advisable to have another seasoned Board member included in these conversations.

**BOARD CHAIR ROLES & RESPONSIBILITIES**

**The Chair/ED Relationship**

A healthy ED/Board Chair relationship is a bellwether of whether the organization is well-functioning. When you have two leaders working together for the good of the organization, with clear roles and each playing their part, your nonprofit will be able to focus on its Mission and be more effective. The best relationships have clear boundaries and are rooted in mutual respect, absolute trust, and commitment to mission and transparency.

The Board Chair plays a variety of key roles in the organization and with the ED. The relationship between the Chair and the ED can be the determining factor of whether the ED feels supported and even chooses to stay at the nonprofit. The Chair has more information about the challenges the ED is facing, usually both professionally and personally, and can serve as an important advocate when necessary. Not all conversations need to happen with the full Board, the Board Chair typically serves as the Board’s representative. However, it is important to remember that the Chair does not have more voting rights than the rest of the Board, so important issues should be brought to the full Board.

The Board Chair and ED should set regular meetings, no less than once per month depending on the needs of the organization.

**Leadership at Meetings**

The Board Chair sets the tone for the culture of the nonprofit. This starts at Board meetings. The Chair is key to making sure that every Board member gets a voice and should ask those who have not spoken up to do so. The Chair needs to assure parliamentary procedures are followed and votes are taken properly.

The Board Chair sets the agenda before the meeting in concert with the ED. The Chair leads the meeting; in the Chair’s absence, another member of the Executive Committee should be asked to lead the meeting.

**Board Culture**

Board culture goes beyond making sure everyone has a voice at Board meetings. The Board Chair is a role model for what is expected at meetings in terms of tone and behavior. If they are late, other Board members will think that it is ok to be late. The Chair brings people, who stray into private conversations, back to the full group. If the Chair brings a sense of humor or a bit of levity to meetings, it can make for a more convivial atmosphere. Some Chairs find a way to build connection by encouraging a social outing with the full Board. The Chair and/or Development Committee Chair (if there is one) reminds other Board members of their obligation to financially support the organization.

The Board Chair’s behavior establishes the appropriate way to interact with staff as well. If the Chair demonstrates respect for the ED and staff, and their skills and commitment, this encourages the rest of the Board to do so as well.

**Board Chair as Representative of Board**

Typically, the Board Chair serves as the proxy when Board representation is needed. For example, the Board Chair may serve as speaker/host at an event or may be the representative in a conversation with external stakeholders. The Chair represents the view of the whole Board, when serving in these positions.

**Difficult Conversations**

It is the role of the Board Chair to have difficult conversations with Board members as needed. Here are some of the issues that may come up and should be handled by the Board Chair:

* Multiple absences from Board meetings
* Disruptive or other behavior that is not in accordance with Board expectations, e.g., breaching confidentiality
* Inappropriate or unprofessional interactions with staff or ED

For Board Chairs who have difficulty with this role, it may be advisable to have a second person involved in these conversations. It is essential that these conversations occur and the behavior is adequately addressed, or the Board will become dysfunctional.

**Committee Assignments**

When new Board members join the Board, they are usually asked to serve on a Board committee. If there is flexibility, it works best to have the Board member choose which committee they want to serve on. This may even be discussed prior to joining. However, it may make sense to have the Board Chair assign a member to the committee that can best utilize their particular skill set.

It is the Board Chair’s responsibility to assure that all Committee Chairs are upholding the duties of the committee and meeting the deliverables that have been agreed upon. Any issues or concerns with committees should also be handled by the Board Chair in concert with the appropriate Committee Chair. These tasks are not the Executive Director’s responsibility.

**SUMMARY**

In essence, the Board focuses on governance, strategic oversight, and partnering with the Executive Director, who is responsible for the actual management and operations of the nonprofit. The Board Chair serves as lead Board representative and support to the Executive Director. Clear communication and collaboration and absolute trust between the Board Chair and Executive Director are essential for the successful functioning of a nonprofit organization​​​​​​​​. When these roles and responsibilities are proactively fulfilled, there is a greater probability the nonprofit organization will more fully meet its Mission and make a meaningful, positive impact on the community it serves.

**Board Chair and the Board:**

1. **Leadership Role**: The Board Chair leads the full board, focusing on high-level strategic planning and governance. This role involves guiding the nonprofit toward achieving its mission in the long term.
2. **Oversight Responsibilities**: The Chair and the Board oversee key organizational aspects, such as approving strategies and annual budgets and ensuring legal and financial compliance.
3. **Evaluation and Hiring**: The Board hires and evaluates the ED, and the Chair plays a crucial role in building a strong and accountable Board.
4. **Support and Trust**: Building a supportive and trusting relationship with the ED is critical. The Chair should provide oversight and be in regular communication with the ED. The Board supports the ED without interfering in day-to-day management.

**Executive Director:**

1. **Operational Management**: The ED handles the day-to-day operations of the nonprofit, working closely with staff, volunteers, and other teams to implement the organization's mission and strategic goals set by the board.
2. **Policy and Program Development**: The ED leads the development and management of policies and programs that guide the organization and fulfill its Mission.
3. **Staff Management**: The ED is responsible for hiring, supervising, and motivating the staff of the nonprofit.
4. **Board Liaison**: Acting as a liaison between the staff and the board, the ED ensures open lines of communication and attends board meetings to provide updates on the organization's operations

**Shared Responsibilities:** Both the Board Chair and the ED collaborate on broader projects like strategic planning, fundraising plans, and organizational evaluations to ensure the nonprofit stays true to its mission and operates effectively.

**Further Resources**

[BoardSource](https://boardsource.org/)

[National Council of Nonprofits](https://www.councilofnonprofits.org/running-nonprofit)

[Blue Avocado](https://blueavocado.org/category/board-of-directors/)