

Board/Staff Leadership Roles and Responsibilities

Board Chair

Leadership

1. Ensure that current job descriptions are in place for the chief executive and the board.
2. Maintain a healthy and mutually supportive relationship with the board chair.
3. Help the board maintain an effective board development committee and work closely with it.
4. Provide thorough orientation for new board members.
5. Help the board to clarify and maintain its policy and oversight functions.
6. Keep board members informed and adhere to the doctrine of “no surprises.”
7. Advocate and help plan board retreats or special workshops, including periodic board self-study sessions of its responsibilities, membership, organization, and performance.
8. Approach assessment as a tool to strengthen the chief executive’s and the board’s performance.

Meetings and Committees

1. Chair board meetings after developing an agenda with the chief executive.
2. Appoint committee chairs.
3. Serve as *ex officio* member of committees and attends their meetings when possible.

Mediation

1. Review with the chief executive any issues of concern to the board.
2. Guide and mediate board actions with respect to organizational priorities and governance concerns.

Other

1. Perform other responsibilities assigned by the board.

Specific Roles and Responsibilities in Supporting the Chief Executive:

1. Communicate openly and fairly with the chief executive.
2. Serve as a liaison between the board and the chief executive.
3. Take the lead in and encourage the board to support and evaluate the chief executive.
4. Discuss issues confronting the organization with the chief executive.
5. Review with the chief executive any issues of concern to the board.

Chief Executive

1. Develop a capable staff and orchestrate staff functions.
2. Establish plans for organizational operations.
3. Manage organizational resources.
4. Represent the organization in the community.
5. Identify internal and external issues that will have an impact on the organization's strategic direction and accomplishments.
6. Assist the board in its governance functions by providing information and guidance.
7. Work closely with the chair to prepare for board meetings.

Specific Roles and Responsibilities to Developing the Board:

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Other Board Leadership Positions

Board Vice Chair

- Attend all board meetings and serve on the executive committee.
- Carry out special assignments as requested by the board chair and/or executive committee.
- Understand the duties of the chair and be able to perform these duties in his/her absence.
- Participate as a vital part of the board leadership.

Board Secretary

- Attend all board meetings and serve on the executive committee.
- Maintain all board records, or ensure their accuracy and safety if records are kept by staff.
- Verify that all actions of board meetings are recorded in the minutes.
- Ensure that notice of meetings be provided to the board and/or committees when such notice is required.
- Assume responsibilities of the chair in the absence of the chair and vice chair.

Board Treasurer

- Attend all board meetings and serve on the executive committee.
- Understand financial accounting for nonprofit organizations.
- Share and review financial reports with the board.
- Serve as the link between the staff and board on financial issues.
- Manage, with the finance committee, the board's review of and actions related to the board's financial responsibilities.
- Work with the chief executive to ensure that proper financial reports are made available to the board on a timely basis.
- If necessary, assist the chief executive in preparing the budget and submitting it to the board for approval.

Should the Chief Executive Be a Voting Board Member?

Benefits of voting rights

- The chief executive has a concrete method of voicing an opinion or concern to the board.
- The chief executive feels he/she has earned the full trust of the board and can function as a peer.
- The chief executive is able to vote on issues and can go on record on behalf of his/her ideas.
- The chief executive's position of authority is enhanced within the organization and the working partnership with the board is strengthened.

Challenges created by voting rights

- A potential for conflict of interest may be introduced.
- The line between the board's and the chief executive's responsibilities may become blurred.
- The chief executive is a paid staff member; board members are volunteers.
- The board assesses the chief executive's performance and determines compensation.
- Executive sessions often meet without staff members.
- Membership in certain committees (i.e., audit) would be inappropriate.
- Relationships between the chief executive and certain board members may become strained if the chief executive votes against a particular initiative or idea.

Other issues to consider

- What are the underlying reasons for the chief executive's request to become a voting member? Does he/she feel "out of the loop" or that the board is showing a lack of confidence?
- How would voting rights affect the relationship between the chief executive and other staff?
- If the chief executive becomes a voting member, the organization should establish clear guidelines regarding the chief executive's participation on issues such as determining executive salary and evaluation procedures.
- Whatever the chief executive's status, his/her insights into the daily operations of the organization are essential to board decision making.

FURTHER READING

Ingram, Richard T. *10 Basic Responsibilities of Nonprofit Boards*. BoardSource, 2015.

Chait, Richard., Ryan, William. And Taylor, Barbara. *Governance as Leadership, Reframing the Work of Nonprofit boards*, BoardSource, 2005

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