



The Executive Director and Board Relationship

The relationship between the board of directors and the executive director is one of the most documented topics in nonprofit literature. To have a high-functioning, effective nonprofit, it is critical for the executive director and the board of directors to understand and appreciate their distinct roles. The following summarizes some of the material that has been written on this subject, including the information from [BoardSource](#) and [Independent Sector](#).

As a general rule of thumb, the board of directors primarily governs and staff primarily manages the organization. This means that a board provides counsel to management and should not be involved in the day-to-day affairs of the organization. Confusion and tension can arise when this rule is put to use practically, because the distinction between management and governance is not absolute. In order for this rule to work effectively, each party in this relationship needs to understand its own responsibilities and those that fall in the other's roles and the way in which the board and staff conduct their business needs to reflect this understanding. Clear expectations for the board and the director need to be established and maintained, because a board that is overly active in management can inhibit the organization's effectiveness.

A nonprofit's board of directors has **specific duties** that are distinct from those of the executive director. Directors have fiduciary responsibilities and are required to act within their authority primarily for the organization's benefit. Directors do not have power or authority individually. A board's decision-making ability lies in its group structure. While at times an individual board member may become extensively involved with one particular program area and work with staff, this is usually temporary; information regarding the need for increased attention by that board member should be relayed regularly to the full board.

Nonprofit boards generally select and work with the executive director, amend bylaws, approve the annual budget and long-term strategic plans, and ensure its own succession. The board often establishes committees to accomplish its activities, including financial, personnel, fundraising and planning functions. Through such committees, the board assists management in policy formation and strategic planning. While nonprofit staff may conceive, develop and implement the organization's plan, the board will often monitor the process and provide counsel. However, it is often true that in smaller, younger nonprofits with limited staff positions or experience, or in more grassroots type organizations, board duties may include more tasks typically associated with management.

Ultimately, the ideas and actions of the executive director, perhaps more than the will of the board, will influence the nature of the dynamic that characterizes this important relationship. The executive director is responsible to help determine which issues the board will address and to assemble the information that shapes this discussion; the executive director can guide the board towards a true governance role. The following three specific methods can help executive directors guide the board to govern more and manage less:

1. Use a comprehensive strategic plan that has been developed in conjunction with the board, and supplement it with regular progress reports. This can be a useful tool for the board as it develops its own

annual work plans and will keep the board's sights focused on the long term goals and mission of the organization. Regular reports based on this plan will keep board members aware of progress toward organizational goals and provide part of the basis for evaluation of the executive director.

2. Provide the board with relevant materials before board meetings, and explain why the materials are coming to the attention of the board. Let board members know how specific agenda items relate to the organization's larger mission, and what kind of action or discussion is desired of the board on each item.
3. Facilitate board and board committee discussions so that the board stays focused on the larger issues. Refer to set policies that define the limits of the board's decision-making power, and strive to engage the board in a dialogue among themselves that leads to consensus-building.