

Distinctions in the Role of the Chief Elected Officer and the Directors

While it is intended that every director at the board table has an *equal vote*, the chief elected officer (chairman of the board or elected president) has broader concerns and duties than individual directors.

Board	President's Concern	Director's Concern
<p>1. Determine and Advance the Organization's Mission</p> <p>A mission statement should articulate the organization's purpose for existence and the stakeholders it serves. It is the board's responsibility to create the mission statement and review it periodically for validity.</p>	<p>The president's role is to ensure the mission is advanced. The mission should influence every activity, discussion and assignment. The president will reference it often, including it in messages and on agendas, so that others realize its importance to the organization and the community served.</p>	<p>A director's role is to understand the mission and to articulate it. The mission should serve as a framework for board meeting discussions.</p>
<p>2. Select the Executive Director¹</p> <p>Boards must reach consensus on the need for and job description of the executive director. The board undertakes a careful search process to find the most qualified individual for the position.</p>	<p>The president's concern is to fill the position promptly. The selection process must be thorough and fair. The president will appoint a committee and to oversee the process which can impact the association's success or failure for many years.</p>	<p>If the executive director's position should become vacant, it will be a board responsibility to search for and fill the position. Directors may be asked to serve on a search committee; with the board having final say in the selection process.</p>
<p>3. Support the Executive Director and Assess Performance</p> <p>The board should ensure that the executive director has their support. The executive director, in partnership with the entire board, should decide how and when performance evaluations are conducted. Other performance measures may include monitoring the budget, evaluating the board</p>	<p>The president is ultimately responsible for assessing the executive directors' performance, and most often selects a subgroup of the board to assess performance. The president will ensure the integrity and confidentiality of the process and lead the conversation about findings and improvements.</p>	<p>A group of board members or the whole board may be asked to evaluate performance of the executive director. A prescribed form to measure the duties will be provided. While the process can take various forms or meetings, it is important to maintain the confidentiality about personnel issues.</p>

¹The Executive Director is the position of chief paid officer, executive officer, executive vice president or paid administrator.

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and agreeing on metrics.		
<p>4. Conduct Organizational Planning</p> <p>As stewards of an organization, boards must participate in an overall planning process and assist in implementing the organization's goals.</p>	<p>The president, with the help of the executive director, ensures that the planning process is organized to achieve the desired results. The president will help to determine who should be included in the planning meeting (a.k.a. retreat), for example the entire board, committee chairs, staff, etc., when and where it will occur, and if a facilitator will be needed.</p>	<p>The board is responsible for setting a direction for the organization, often for three to five years --- in the form of a <i>strategic plan</i>. Directors will be asked to attend a retreat at the time the plan needs review or development. Every director should be familiar with the elements of the plan and be able to articulate its goals or priorities.</p>
<p>5. Build and Maintain Resources</p> <p>One of the board's foremost responsibilities is to provide adequate resources for the organization to fulfill its mission. The board should work in partnership with the executive officer to assist in developing the annual budget and ensure that proper financial controls are in place. This is important in order to remain accountable to members.</p>	<p>The president has overall responsibility for understanding and safeguarding the organizations resources. Working with the executive director and officers, he or she should be fully aware of all resources. Member and stakeholders have expectations that resources will be safeguarded and used to benefit the members through programs and services.</p>	<p>Directors have access to information to determine if the organization has adequate resources. Resources can take many forms, including workforce (staff, consultants, volunteers, committees), finances (revenue, savings), technology (hardware and software.) By comparing the plan of work described in a strategic plan, directors should consider the available resources or what resources may be spent if new projects are undertaken. Resources can also take the form of committees, of which directors may be asked to chair, serve or be a liaison. Directors may be asked to solicit funds in the forms of membership, advertising and sponsorships.</p>
<p>6. Resource Management</p> <p>The board must safeguard its tax-exempt status and resources at all times. Stakeholders may notice excess spending, mismanagement or loss of resources. Be sure financial controls exist.</p>	<p>While the president may rely on consultants (legal, accounting, insurance) and committees, in the end he or she is responsible for the organization. An understanding of safeguards such as insurance, audits and filing requirements is important to verify that resources are managed.</p>	<p>Directors monitor the organization's resources. A director should readily ask questions about resources to fully understand their extent and the mechanisms in place to protect them. For example, is a budget adopted and reported upon? Does an independent financial audit occur?</p>

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<p>7. Determine, Monitor and Strengthen Programs and Services</p> <p>The board's role is to determine which programs are the most consistent with an organization's mission, and to monitor their effectiveness.</p>	<p>The president ensures that the mission is carried out through programs and services. While not a direct responsibility to develop or oversee programs, it is vital to affirm that existing and new programs add value and support the mission statement.</p>	<p>Development and delivery of programs and services is a board oversight responsibility. While most of the work will be done by committees, directors may help by identifying the needs of members and how programs can benefit their needs. Directors should be aware of the need of the members they represent.</p>
<p>8. Promote the Organization</p> <p>An organization's primary link to the community (constituents, members, public and media) is through the board. Clearly articulating the organization's mission, accomplishments and goals to the public, and garnering support from important community members, are important elements of public relations outreach.</p>	<p>The president is the official spokesperson. The responsibility can be delegated for specific instances (i.e. testimony or interviews). The public perception is that the president is always representing the association; be careful not to confuse personal opinion with official positions and duties.</p>	<p>Directors are representatives of the organization. It is expected that every director can articulate the purpose and positions of the association. Directors must follow established lines of communication and be careful not to assume the president's role as the official spokesperson. A short description of the organization is referred to as an <i>elevator speech</i>.</p>
<p>9. Ensure Legal and Ethical Integrity and Maintain Accountability</p> <p>The board is ultimately responsible for ensuring adherence to legal standards and ethical norms. Solid personnel policies, grievance procedures and a clear delegation to the executive director of hiring and managing employees are key. The board must establish policies and adhere to provisions of the organization's bylaws and articles of incorporation.</p>	<p>The president must understand all applicable laws and governing documents. Enforcement of policies may be a requirement of the president, for instance ensuring that directors disclose any conflicts of interest or avoid violating antitrust/competition laws.</p>	<p>Directors are expected to uphold all applicable laws and comply with the governing documents. It is structure – such as policies and procedures - that sustains the organization through the succession of boards. A director should study the documents and promote compliance and accountability.</p>

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<p>10. Recruit New Board Members; Assess Board Performance</p> <p>All boards have a responsibility to sustain themselves by identifying new leaders through a search and nominating process. The composition of the board should reflect the membership and be a balance in skills. Boards must orient new board members to their responsibilities and the organization's history, needs and challenges. By evaluating their performance, boards can recognize their strengths and weaknesses.</p>	<p>The president will appoint a nominating committee that has responsibility for identifying board members. He or she may have authority in the bylaws to appoint committees. There should be processes in place to determine the qualifications for board service and to assess strengths and weaknesses of the board. It is essential to focus on sustainability and competency of the board.</p>	<p>Having a full complement of board members is essential to a successful organization. It is expected that current board members will know other members who may have an interest in leadership roles. It is important that director skills are matched with their job descriptions. Nearly every leader's path starts with a director asking, "Would you be interested in a leadership role in the organization?"</p>

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