

Board & Executive Director Roles, Responsibilities & Authority

The following tables contain a sample of the key roles, responsibilities and authority of both the board and the Executive Director. It is not meant to be an exhaustive list.

Area	Board	Executive Director
Mission	Develops & has final decision	Provides input at request of board
Vision/Ends/Strategic Outcomes	Develops with input of Exec. Dir. & senior staff Board has final decision	Provides info to the board and participates along with senior staff in the vision development process
Policy Development	Task of board (only governance policy)	Information, suggestions & assistance to board
Policy Review	Task of board	Feedback on effectiveness or relevance of policy
Monitor/Oversight	Task of board (may assign some portions to Exec. Dir)	On-going responsibility of Exec. Dir.
Protect Interests of organization	Ensure that the actions and decisions of board and staff are in the best interests of organization.	All staff actions and decisions must satisfy this condition
Financial well being of the organization	Ensure financial soundness of organization – full responsibility	Authority & accountability re effective management of financial resources
Stakeholder relationships	Communicate and interact with stakeholders; build and maintain positive relationship with stakeholders	Satisfy client or customer needs; build & maintain positive relationship with stakeholders
Board Effectiveness	Responsibility of President & all board members	No direct role
Strategic Plan Development	Convene planning session Develop vision & strategic goals in collaboration with Executive Director & senior staff	Provide planning information Participate along with senior staff in planning session Authority to develop, with staff, annual goals/outcomes and strategies
Succession Planning	Ensure plan in place	Develop plan
Board member recruitment	Full responsibility	Might make suggestions
New board member orientation	Responsible for, but can share with, the Executive Director	Share with board – but board is responsible

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Identification & resolution of issues that will materially affect the organization or its major stakeholders	Identifies & decides which issues it wants to address	Identifies for board – provides background info.
Annual General Meeting	Full responsibility	Assist board
Hire, Fire, Evaluate, Compensate Exec. Dir.	Full responsibility	No responsibility
Budget development	No role or responsibility	Full responsibility
Governance Framework	Full responsibility	No role/responsibility
Employee relations	Establishes governing policy but no direct role/responsibility	Full authority & responsibility
Program development	No role/responsibility	Full authority & responsibility
Program & service delivery	No involvement if consistent with goals and values established by the board	Full authority and responsibility
Marketing & promotion of programs and services	No involvement	Full authority and responsibility
Financial management	Governance policy & oversight	Full authority and responsibility
Budget approval	Ultimate authority	No authority
Service contracts	Establish conditions/policy	Authority and responsibility within policy guidelines
Day to day management, administration, operations	Set conditions, constraints for how business is to be conducted	Operate within conditions, constraints set by board
New program initiatives	Provide advice if requested	Establishes & implements
Staff deployment and assignment	No role	Full authority to establish & implement
Personnel policies	Sets governance policy	Full authority to develop & implement operational personnel policies & procedures

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Area	Board	Executive Director
Strategic Goals (3 to 5 years)	Develops with Executive Director & senior staff. Final decision	Provides input and participates in process
Annual goals/outcomes (1 to 2 years)	Reviews & provides feedback to Executive Director	Develops with staff & submits to board for review /comments
Day-to-Day Operations	No Role other than to create global policy that governs day-to-day operations	Makes all management, administration and operational decisions
Capital Purchases	Approves through policy	Decides based on policy
Decisions on building, renovation, leasing, expansion	Sets policy or works with Executive Director to achieve best outcome	Follows policy or works with board to achieve best outcome
Supply purchases	Establishes global policy	Purchases according to board policy and maintains audit information
Unplanned Major Repairs	Approves, modifies, rejects	Obtains estimates and prepares recommendation for board approval
Minor Repairs	Policy should include amount that can be spent without board approval	Authorizes repairs up to prearranged amount
Emergency Repairs	Works with Executive Director	Notifies board Chair and acts with concurrence from Chair
Hiring of staff	Sets policy that governs hiring. Hires Executive Director	Recruits, hires and fires employees. Full authority
Firing of Staff	Is informed	Power & authority to act
Staff Complaints/Grievances	Board establishes policy & process	Follows board policy & process
Staff Salaries	Sets governance policy	Full authority to determine & implement within policy set by the board
Staff evaluations	Evaluates only Executive Director	Evaluates all staff