



## TYPICAL AUTHORITY RESERVED FOR OR RETAINED BY THE BOARD

<b>AUTHORITY/DUTY</b>	<b>Corresponding Committee</b>
1. SET MISSION & VISION	
2. APPROVE STRATEGIC PLAN	Strategic Planning
3. HIRE/FIRE AND EVALUATE CHIEF STAFF OFFICER	Eval usu coordinated by ExCom
4. APPROVE OPERATING & CAPITAL BUDGETS	Finance, Audit
5. INCUR DEBT	
6. ACQUIRE OR SELL REAL PROPERTY	
7. SELF-PERPETUATE (NOMINATIONS)	Nominating/Governance
8. ENTER INTO/SETTLE LITIGATION	
9. ESTABLISH INVESTMENT POLICIES	Investment or Finance
10. CREATE GOVERNING POLICIES	

### FUNDRAISING



## BOARD COMMITTEES

VS

## STAFF COMMITTEES OR CONSULTATIVE GROUPS

BOARD COMMITTEES	STAFF CONSULTATIVE GROUPS
Duties are defined by bylaws or BOD-approved cmtt charter.	Work is defined by staff ad hoc according to situational need.
Duties are usually high-level policy matters.	Work is usually on-the-ground and pragmatic.
Board members are “agents” of the BOD and each cmtt is duty-bound to report to the BOD.	Board members are <i>volunteer consultants</i> to staff, offering special knowledge & expertise in the implementation of governing policies. Board members hold no special governing status.
Cmtt meetings are formal & structured, with minutes kept and submitted for approval and filtered upward to the BOD.	Consultations are usually informal and ad hoc. If they need to be codified, they will move to formal operational policies (staff will develop).

Thematic Principles in Play:

1. The Board of Directors has all of the authority. Individual Directors have none.
2. The Board of Directors has one employee – the CEO. All other employees report to the CEO.



## **BOARD EDUCATION – WORKING SYLLABUS**

- 1. An Operating or Founders Board vs. a Governing Board**
  - a. Definitions
  - b. Organizational Life Cycle and the Difficulty of Transitioning
  - c. Advantages & Disadvantages of Each Model
  - d. Baseline Principles of a Governing Board
- 2. Features of a Governing Board (1): Board Responsibilities/Staff Responsibilities**
- 3. Features of a Governing Board (2): Board Committees vs Staff Committees**
- 4. Features of a Governing Board (3): What does it mean to make governing policies?**  
What is the difference between governing policies and operational policies? (A Case Study)
- 5. FAQs About Governing Boards**
  - a. How do Directors contribute their special knowledge & skills?
  - b. Is a governing board just a ceremonial board?
  - c. Does a governing board mean an imperial CEO?
  - d. If the CEO or staff messes up, how does a governing board hold them accountable?
- 6. Principles in Action**
  - a. How does the Board Chair & CEO work together?
  - b. How does the Board and CEO work together?
  - c. How do Directors interact with staff?
- 7. Relationship with Residents**
  - a. Resident – Board – Staff Triangle
  - b. Special Challenges for Resident Directors
- 8. Creating a New Board Culture (How to Sustain Changes)**
  - a. Role of Board Chair
  - b. Role of Directors
  - c. Regular Self-assessments