Board Chair and CEO/ED Relationship

There is no single right way for the Board Chair and CEO/ED to work together. It depends too much on the style and personality of each one. But the strongest organizations have a Board Chair and CEO/ED who do work well together, and the common features of that relationship are mutual respect and trust, openness and a willingness to give and take, and an understanding of each other’s roles.

The Board Chair is not the CEO/ED’s boss. (The full Board is the CEO/ED’s boss.) The Board Chair is not the Board’s boss – at least not in the hierarchical sense. The Board Chair is first among equals on the Board and it is her/his job to make sure the Board is on track to meet its various duties, including the three legal duties of any individual board member and the collective duties of the board. (See addendum at end.) Her/his primary means of doing so is moral suasion.

The CEO/ED’s job is to run the day-to-day operations in accordance with the law, the mission of the organization, and the governing policies of the Board of Directors.

In many ways, one can summarize an effective working relationship between Board Chair and CEO/ED in this way: it is a relationship in which one party enables the other party to fulfill her/his duties. Thus, the Board Chair ensures that the CEO/ED has what she/he needs to get the job done effectively; and the CEO/ED provides the support, information and reporting that the Board needs to fulfill its duties. Implicit in this is the faith that this will propel the organization forward.

Addenda:

1. Three legal duties of each director:
   a. Duty of care – participate actively and use her/his best judgment
   b. Duty of loyalty – putting the organization’s interest before self-interest in all decisions
   c. Duty of obedience – compliance with law and adherence to mission
2. Organizational duties are listed elsewhere in our board materials, but they include at least the following:
   a. Creation of mission and vision
   b. Development and approval of a strategic plan
   c. Hiring, evaluating and when needed, firing the CEO/ED
   d. Approving and overseeing adherence to the organization’s budget
   e. Perpetuating the Board through a sound nomination’s process
   f. Insuring quality programs and services