Roadmap

• Governance vs Management
• Relationship between Board of Directors and Executive Director
• Relationship between President and Executive Director
“Each corporation shall have a board of directors and, ...the affairs of the corporation shall be managed by or under the direction of the board of directors.”

805 ILCS 105/108.05
Whose Job Is It Anyway?

<table>
<thead>
<tr>
<th>Board of Directors</th>
<th>President</th>
<th>Executive Director</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Carry out fiduciary duties of care, loyalty, and obedience</td>
<td>• Prepares board meeting agenda (in partnership w/ ED)</td>
<td>• Communicate mission, vision, strategy to staff</td>
</tr>
<tr>
<td>• Set Mission and Vision</td>
<td>• Keeps board moving on strategic plans</td>
<td>• Hiring/evaluating/firing staff</td>
</tr>
<tr>
<td>• Set strategic Plan</td>
<td>• Responsible for running effective meetings</td>
<td>• Program management, evaluation, and development</td>
</tr>
<tr>
<td>• Elect officers</td>
<td>• Ensures board’s resolutions are carried out</td>
<td>• business office activities</td>
</tr>
<tr>
<td></td>
<td></td>
<td>• Marketing and PR</td>
</tr>
<tr>
<td></td>
<td></td>
<td>• Facility oversight</td>
</tr>
<tr>
<td></td>
<td></td>
<td>• Volunteer management</td>
</tr>
</tbody>
</table>
Whose Job Is It Anyway?

Board of Directors
- Carry out fiduciary duties of care, loyalty, and obedience
- Set Mission and Vision
- Set strategic Plan
- Elect officers

President
- Prepares board meeting agenda (in partnership w/ ED)
- Responsible for running effective meetings
- Ensures board’s resolutions are carried out

Executive Director
- Communicate mission, vision, strategy to staff
- Hiring/evaluating/firing staff
- Program management, evaluation, and development
- business office activities
- Marketing and PR
- Facility oversight
- Volunteer management
<table>
<thead>
<tr>
<th>Board Role</th>
<th>Board/ED Shared Role</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Approve strategic direction</td>
<td>• Create and implement strategic plan</td>
</tr>
<tr>
<td>• Recruit, evaluate, and support the Executive Director/CEO</td>
<td>• Financial management</td>
</tr>
<tr>
<td>• Manage organizational financial strategy</td>
<td>• Monitor programs (at a high level)</td>
</tr>
<tr>
<td>• Continually develop and organize the board</td>
<td>• Fundraise</td>
</tr>
<tr>
<td>• Manage organizational risks by creating effective policies and risk management strategy</td>
<td>• Cultivate external relationships</td>
</tr>
<tr>
<td></td>
<td>• Support volunteer development</td>
</tr>
<tr>
<td></td>
<td>• Manage organizational risk tactically</td>
</tr>
</tbody>
</table>
Relationship between the Board and Executive Director

• ED often has more knowledge but must run programs in accordance with board’s direction
• ED is conduit between staff and board
• ED must provide information about programs, progress and challenges to board
Relationship between the Board and Executive Director

• Board must support the ED
  • Recruit ED when needed
  • Evaluate ED performance annually (best practice)
  • Supporting ED – serve as ambassadors, provide strategic advice when asked, support revenue strategies
Relationship between the President and Executive Director

• Challenging relationship but need to work together
• Together promote attendance at board meetings and events
• Plan agenda for board meetings
• Provide linkage with other organizations
• Interface with funders together
Thank you for watching!

If you have questions about the content of this video or need pro bono legal assistance, please email clp@clccrul.org or visit https://www.clccrul.org/community-law-project.

This presentation has been prepared for informational purposes only and does not constitute legal advice. This information is not intended to create, and receipt of it does not constitute, a lawyer-client relationship. Viewers should not act upon this information without seeking advice from professional advisers. ©2018 Chicago Lawyers’ Committee for Civil Rights.