The Board & CEO Relationship and Responsibilities

The Board Chair Responsibilities / Best Practices

- Provides leadership to the board of directors.
- Oversees development of agenda for all board meetings and ensures proper flow of information to the board.
- Ensures meetings of the full board and committees are scheduled and conducted in an appropriate diplomatic and effective manner.
- Conducts an annual assessment of the board and its governance and leadership processes and leads the directors in individual assessment.
- Provides board officer job descriptions, board member responsibilities and expectations, and committee charters.
- Ensures proper committee structure, including assignments of members and committee chairperson.
- Maintains an appropriate relationship between the board and management, clearly separating the respective responsibilities.
- Ensures the board’s full discharge of its fiduciary accountabilities and operational responsibilities in an ethical and lawful manner.
- Defines board roles in fiscal management and oversight, and identifies which board members have the skills to provide that oversight.
- Serves as an external advocate for the organization.
- Ensures that each board member is making a satisfactory contribution to the success of the organization.
- Develops and/or implements procedures for removal of non-compliant board members.
- Ensures that the organization is in compliance with regulations affecting nonprofit organizations and has sound risk-management practices.
- Ensures that there is a procedure for confidential reporting of suspected improprieties.
- Defines the criteria for strategically selecting board members, based on experience, organizational needs and diversity; and develops a process and timeline for board recruitment based on the criteria and needs.
- Leads the board in recruiting, hiring, setting salary, and evaluating the performance of the CEO and oversees succession of that position and other key staff.
- Ensures that an effective CEO evaluation process is in place and implemented; performing an annual review of the CEO performance and setting goals for coming year.
- Identifies steps for succession appropriate to the organization and writes a policy for board approval.

The CEO Responsibilities / Best Practices

- Maintains an appropriate relationship between the board and management, clearly separating the respective responsibilities.
- Ensures that there is consistent staff support for board committees and other activities; especially the finance committee, including the provision of reports that meet the committee’s needs for financial information.
- Provides the board with information and consultation regarding risk management practices that apply to the organization.
- Identifies appropriate types of liability and other insurance and benefit plans to meet the organization’s needs, including facility management, professional services, personnel, health care, Employee Assistance Programs and D&O coverage.
- Provides the board with appropriate cash flow reports.
• Ensures that the organization provides the public with an annual report as well as meeting all public regulatory filing requirements. In the production of the annual report, the CEO prepares elements and communicates key organization information in writing in a way that is understandable to the public.
• Organizes all appropriate documents in an orderly file accessible for public review.
• Develops and has approved by the board a management development program and succession process.

**Joint Responsibilities of the Board Chair & CEO Together**

• Ensure that the board has a current conflict of interest policy and that all board members review their own conflicts of interest annually.
• Ongoing review and monitoring of the agency’s strategic plan.
• Development and adherence to an annual board work plan.
• Find ways to sustain maximum board attendance, through development of compelling agendas and presentations, recognition and appreciation of service, and incentives to participation.
• Develop a well-defined structure of effective board committees that have a clear purpose and task. The committees should have a charter and a specific annual work plan.
• Understand legal requirements and restrictions and communicate those effectively to the whole board.
• Ensure that there are regular orientations and ongoing training opportunities for board members.
• Ensure that board members understand their personal responsibility, if any, for assuring adequate capital.
• Develop processes for supporting board members in their outreach to the community, including, as appropriate, utilizing board members to represent the organization.