

*This policy is specifically written for a non-profit that has an executive director (CEO). It seeks to provide a board-level understanding of the work of governance. This policy complements some common ones that also apply to the functioning of the board. These include roles and responsibilities of individual board members, the role of board officers as well as policies on conflict of interest and board member conduct.*

## The Role and Responsibilities of the Board

The board of directors is a body made up of individuals who support the mission of the organization and are legally responsible for its conduct.

The board is composed of volunteers whose contribution is on a part-time basis. They serve as governing group not an operational one.

While governance is not the preserve of the board or reflected merely in what takes place in the boardroom, the board of directors has a key role in it.

Effective governance involves balancing the work of **stewardship**, or caring for the organization, largely through the exercise of oversight, and **strategic leadership**, helping the organization to be forward looking in achieving its mission.

The board sits on the boundary between the organization and the larger community. As such it can contribute perspective. Effective governance requires attention to looking inward and looking outward. The balance will at times vary. Governance work must actively connect, at a high level, the work of the organization to the wider world, to a vision for a better future that is widely shared.

*The board of directors will ensure that:*

- The organization operates legally and ethically and follows well-established and accepted organizational practices, financial and otherwise
- It preferences consensus over authority; a long term rather than a short term perspective
- Policies exist to guide its own actions and that of the Executive Director/CEO and that these are regularly reviewed.
- It employs, supports and reviews the performance of the executive director/CEO
- The organization actively listens, communicates with, and is transparent and accountable to its members and constituencies

- The boardroom serves an open space for deliberation and learning as much as for making decisions and committing to action
- It assumes the primary responsibility for its own management, composition and renewal

*In working together, the board and the Executive Director/CEO will:*

- Strive to respect distinctions between governance work and operational functions. They will manage any overlap in a spirit of partnership
- Establish clear lines of responsibility and accountability for one or the other or both
- Define the standards the organization shall meet and reflect these in written policies and procedures
- Ensure that the organization, including the board itself, operates with plans and priorities whose intent is to focus their resources and energies

Note: This sample policy may be freely used and adapted by non-profit organizations without attribution.