

Role of the Executive Director

Deals with the “parts”, responsible for all the parts coming together

Short-term focus

Bridge from Board to staff

Implements policies

Has authority over all staff

Accountable only to full Board

Implements priorities of the Board

Help’s Board to articulate and carries out organization’s priorities

Provides information to the Board on the results results, achieved and decisions made towards priorities.

Important point: not important to the Board what the job responsibilities of the ED are, but it is important what the Board holds the ED accountable for. Therefore the Board must develop measurements and priorities.

Sample Role Definitions

The Executive Director is accountable to the Board of Directors for 1) achievement of the Board’s priorities for the organization and 2) non-violation of the Executive Limitations policies.

The Executive Director shall be the Association's highest ranking non-volunteer official and shall be directly responsible to the Board for executing the duties and responsibilities of the position in a manner which promotes the Association's policies, goals and objectives as established by the Board. The Executive Director shall have authority and responsibility for the management of the Association's facilities, assets, personnel, books, records and accounts, the implementation of the Association's policies and the administration of the Association's programs, services and activities. The Executive Director, although not a member of the Board or of the Executive Committee, shall have the same rights to notice of and to attend meetings of those bodies as members of those bodies have.

To facilitate optimum effectiveness, The Board of Directors of the San Diego County Bar Association recognizes the Board’s responsibility as being generally confined to establishing topmost policies, leaving the implementation and subsidiary policy development to the Executive Director. “Results and Priorities” policies direct the Executive Director to achieve certain results; “Executive Limitations” policies constrain the Executive Director to act within acceptable boundaries of prudence and ethics. All Board authority delegated to staff is

Role of the Board

Deals with the “whole”, develops concepts

Long-term focus of governance

Deals only with ED

Establishes policies

Full Board has authority over ED

Accountable to membership

Determines priorities and measurements for organization

Articulates organization’s priorities

Analyses information provided, evaluates

Evaluates ED, re-establishes priorities.

delegated through the Executive Director, so that all accountability and authority of staff can be phased – insofar as the Board is concerned – as authority and accountability of the Executive Director.

- 1. The ED is authorized to establish all further policies, make all decisions, take all actions and develop all activities that are true to the Board's policies. The Board may, by extending its policies, "undelegate" areas of the Executive Director's authority, but will respect the ED's choices so long as the delegation continues. This does not prevent the Board from obtaining information about activities in the delegated areas.*
- 2. Only the Board, by majority vote, has authority over the ED. Information may be requested by a Board member or committee, but if such a request, in the Executive Director's judgment, requires a material amount of time, it may be refused.*
- 3. The Executive Director may not perform, allow or cause to be performed, any act which is unlawful, insufficient to meet commonly accepted business and professional ethics or the "prudent person" test, in violation of funding source requirements or regulatory bodies or contrary to explicit Board constraints (see Executive Limitation policies) on executive authority.*
- 4. Should the Executive Director deem it necessary to violate a Board policy, he or she shall inform the Board. Informing is simply to guarantee no violation may be intentionally kept from the Board, not to request approval. Board response, either approving or disapproving, does not exempt the Executive Director from subsequent Board judgment of the action not does it curtail any executive decision.*

The Executive Director is the Board's single official link to the staff of the association. The Executive Director is accountable for all Association performance and exercises all authority delegated to the staff by the Board and by law. Inasmuch as the Board governs through explicit and succinct policies that address the topmost level of organizational values, the Board will evaluate the Executive Director based on the Association's performance in the following areas:

- 1. Organizational accomplishment of the provisions of Board policies on "Results and Priorities."*
- 2. Organizational operations within the boundaries of prudence and ethics established in Board policies on "Executive Limitations."*

Consequently, the Executive Director's performance will be considered synonymously with organizational performance as a total and will be annually reviewed.

The board will link governance and management functions through a single chief executive officer, titled Executive Director.

- 1. All board authority delegated to the operational organization is delegated through the Executive Director, so that all authority and accountability for the operational organization is considered to belong to the Executive Director.*
- 2. the Executive Director is accountable to the board for achieving provisions of the board's Ends policies and avoiding provisions of the board's Executive Limitations policies.*
- 3. Monitoring data that disclose the degree of organizational performance upon Ends policies and Executive Limitations policies will be systematically gathered by the board and considered to be the only evaluation of Executive Director performance.*
- 4. Individual board members may have whatever relationship with the Executive Director or staff members that is acceptable to the Executive Director, except that they can never carry the instructive authority of the board, nor can they waive requirements set out by the Board.*

All board authority delegated to the operational organization is delegated through the Executive Director, so that all authority and accountability for the operational organization is considered to belong to the Executive Director.

- 1. The board will direct the Executive Director to achieve specified results, for specified recipients, at a specified worth by establishing Ends policies. The board will limit the latitude the Executive Director may exercise in practices, methods, conduct, and other “means” by establishing Executive Limitations policies.*
- 2. As long as the Executive Director uses any reasonable interpretation of Ends and Executive Limitations policies, the Executive Director is automatically authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.*
- 3. The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and Executive Director domains. But so long as any particular delegation is in place, the board and its members will respect and support the Executive Director’s choices. This does not prevent the board from obtaining information in the delegated areas.*
- 4. Only decisions of the board acting as a body are binding upon the Executive Director. Decisions or instructions of individual board members, officers, or committees are not binding, except in rare instances where the board gives specific authorization. If board members or committees require information or assistance without board authorization, the Executive Director can refuse such requests that require – in the Executive Director’s judgment – a material amount of staff time of funds, or that are disruptive.*