

Who's the Boss? The Board or the Executive?

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There is an abundance of advice for nonprofit boards and EDs that speaks to the advantages of "partnership" and "open communications." But sometimes that advice just doesn't feel like enough.

Who's the boss? The board or the executive director/CEO?

The answer: it depends on whether the board is acting as a body, or whether board members are acting as individuals. The key is remembering that the *board* is different from board *members*.

It's not the board president who hires the executive director; only the board as a whole can do that. The treasurer doesn't approve the budget; the board as a whole does that. In other words, when the board is acting as a body, *it is the boss*. The executive is answerable to that body.

On the other hand, when board member act as *individuals*, they typically work at the direction of staff. At a special event, board members show up and ask staff, "Where do you want me . . . the registration table? the silent auction?" The fundraising manager gives a list of five people to each board member for fundraising calls . . . and then checks a week later to see if they've been called.

Imagine a board chair walking into the executive's office to see him sitting at his desk. "You need a better desk and chair," she says. "The ones you have are terrible!" the


executive smiles and says, "Thank you for your advice, Madame Board Chair! But this desk and chair are fine with me."

In this last example, a board member is giving advice (or a directive disguised as advice) as an individual. She does not speak with the authority of the full board. In contrast, if the board had *voted* that the executive get new furniture, he would be required to do so.

What to say back

If you're the executive director, you may be unintentionally confusing things. If a board member says, "It must be hard having 13 bosses," don't just nod and enjoy the



sympathetic  gesture. Say, "I have 13 *advisors*, but luckily only one boss: the board." If a board member inappropriately tells you do something (such as "You can't put X in the budget for next year!", don't argue. Just say cordially, "Could you send the board finance committee a note about that with a cc to me?"

If you're a board member, send out little snippets of guidance occasionally. For example, you might email the ED: "I'm dead set against the proposal that we change our organization's name. But I know it's a decision for the full board, not just mine." Or, at a board meeting you might say, "These are all good suggestions, but let's allow our executive to see this discussion as advice from which she'll make a decision."

This simple clarification -- that the board is the boss but board members are not -- goes a long way towards clearing up confusion and tension. By reinforcing this notion whenever you can, you will help your board and executive a great deal.

Jan Masaoka is the publisher of *Blue Avocado* and the author of [Best of the Board Cafe Second Edition: Hands On Solutions for Nonprofit Boards](#) ^[4]. She is currently CEO of the [California Association of Nonprofits](#) ^[5] and a board member of [MapLight](#) ^[6]. She liked Tony Danza better on *Taxi* than on *Who's the Boss*.

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- [What is Micromanagement and What Isn't](#) ^[7]?
- [Who is Responsible for the Board Doing a Good Job?](#) ^[8]
- [The Governance-Support Model for Nonprofit Boards](#) ^[9]

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