


Board-Executive Director Roles and Relationships

The board and the executive director are partners. Like all good partners, they must understand each other's roles and how each contributes to the overall success of the organization. To accomplish this, both parties must:

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- ◆ Understand the limits of their responsibilities and authority.
 - ◆ Practice open, direct and honest communication.
 - ◆ Treat each other with respect, especially when there are disagreements, problems or conflict.
 - ◆ Create a working relationship based on trust and collaboration.
 - ◆ Be willing to listen to and accept feedback from each other.
 - ◆ Always hold the best interests of the organization as their first priority.

Differences in governance models will create differing types of roles and relationships between the board and the executive director. However, despite the variations caused by governance, there are many constants that apply across all types of boards. In all situations, the board and executive director are *interdependent*.

The chart below summarizes some of the primary characteristics of the board-executive director dynamic.

Executive Director	Board of Directors
<p>Manages the operations of the organization.</p>	<p>Ensures program outcomes are established in writing and their review is part of program/service and organizational evaluations. Reviews results of regular staff and service-user satisfaction surveys.</p>
<p>Supervises, guides and supports each member of the management team.</p>	<p>Maintains contact with senior managers through presentations to the board and committee work. Requests managers' input in strategic planning and during the performance appraisal of the executive director.</p>
<p>Prepares annual operating and capital budgets (with the finance manager/accounting personnel and program managers).</p>	<p>Reviews and approves annual budgets following the Finance Committee review.</p>
<p>Prepares proposed salary scales and benefit packages annually (usually as part of the budget process).</p>	<p>Reviews, questions, and approves salary scales and benefits annually.</p>
<p>Builds and sustains relationships with funders.</p>	<p>Interacts with funders as requested by the executive director.</p>

<p>Identifies policies needing development or revision; writes draft policies.</p>	<p>Reviews and questions policies presented. Approves policies with or without changes.</p>
<p>Ensures preparation of monthly or quarterly financial statements, including variance reporting.</p>	<p>Reviews and questions the financial statements. Sets standards for acceptable variances from budget expectations. Advises the executive director and accounting staff on financial management practices.</p>
<p>Coordinates strategic planning process, contracts with an external facilitator if needed.</p>	<p>Initiates and participates in strategic plan; ensures its completion.</p>
<p>Identifies emerging issues and provides information to the board.</p>	<p>Discusses, asks for information or research, then initiates problem solving, and sets policy or strategic direction.</p>
<p>Responds to grievances from employees and clients/service users, according to the policies set by the board.</p>	<p>Considers and adjudicates grievances from employees who have used the due process laid out in policies set by the board.</p>
<p>Conducts program/service evaluations, measures effectiveness against written outcomes.</p>	<p>Reviews evaluation summary reports and recommendations. Monitors implementation of changes through ongoing executive director reports.</p>

<p>Identifies and proposes revenue-generating activities.</p>	<p>Considers options presented by the executive director and board committees. Makes suggestions for revenue generating activities. Considers proposals for fundraising and commercial ventures. Participates in fundraising and makes financial contributions when possible.</p>
<p>Requests consultation and support from board members in their individual areas of expertise.</p>	<p>Provides consultation and support when requested.</p>
<p>Treats all board members as respected partners. Seeks to create positive working relationships. Educates and supports the development of the board. Does not inadvertently lead the board into operations.</p>	<p>Respects the skill and operational expertise of the executive director. Stays within the domain of the board's work and does not get involved in operations. Willingly participates in board development.</p>

Performance Appraisal/Evaluation of the Executive Director

One of the most important responsibilities of a board of directors in its relationship with the executive director, is to conduct regular performance appraisals. The organization's policy for all employees likely requires that an annual appraisal be completed. The board is bound by, and must follow, its own policy. It must complete an annual appraisal of its "one employee".

The board's appraisal process for the executive director will be somewhat different than those done by managers and supervisors with other employees. This is because the board is a group of volunteers who have only limited information about the director's performance. In addition, the board usually does not have professional skill or experience in conducting performance appraisals.

The process used *must* be developed before the appraisal is attempted and the process *must* be in writing. If the board has one or more members who have human resource management training, these members should be asked to play a consultative role as the appraisal process is developed and implemented.

Development of the appraisal process should be done in collaboration with the board, the executive director, and

internal or external human resource experts. It should be transparent and enhance the trust between the board and their senior staff partner. *It should never be done by the board “in secret” and should never be a surprise to the executive director.*

Developing a Performance Appraisal Process

The steps for developing an appraisal process for the executive director are:

- ◆ The board (or chairperson) strikes an ad hoc committee to develop the process and to complete the appraisal. The committee should include board members with expertise in the area and an external expert in appraisals (if no board expertise exists), *and must include the executive director.*
- ◆ The committee develops terms of reference which includes two major tasks:
 - To create (or review and revise) the appraisal process.
 - To complete an appraisal of the executive director.
- ◆ Review the current policy with respect to appraisals for employees and identify what aspects of the policy apply to the executive director’s appraisal process.

- ◆ Ask the executive director to use his/her contacts to request copies of appraisal processes and policies from other organizations. Review these policies to identify things you would like to include in your process.
- ◆ Discuss the steps for your appraisal process. Ensure you use the expertise of your executive director to develop the process. S/he has to be able to live with the process you are developing.
- ◆ Determine how the executive director will complete his/her *self-evaluation*.
- ◆ Draft the proposed process and submit it to the board for their approval (via motion).
- ◆ Develop an action plan (who will do what by when) for the appraisal and begin the process. Regard the first time through your new procedures as a “trial run”. Keep track of what goes well and what needs to change in future years.
- ◆ When all information has been gathered, designate one person to review and summarize the information in a draft evaluation report.
- ◆ Review the report in an in-camera (i.e., without the executive director) session of the committee. Make changes as necessary.
- ◆ If necessary, propose changes to the executive director’s compensation package.
- ◆ Present and discuss the draft report with the whole board in an in-camera session.

- ◆ Following board approval of the report, present the draft summary *for discussion* with the executive director. Be prepared for questions, concerns and feedback on the information presented.
- ◆ Negotiate compensation changes (if necessary) and discuss and agree on goals, indicators and timelines for the following year.


Key Elements of an Effective Appraisal

The board has limited information about the executive director's performance. This information is gained during board and committee meetings, via review of reports to the board, through informal conversations, and from comments from staff and service users or participants. This information is primarily subjective and anecdotal and, only occasionally, objective and/or factual. The board should ensure the process developed includes the following elements:

- ◆ A survey of a cross-section of employees, managers (who report directly to the executive director), board members, clients/service users (if appropriate), funders and other external contacts. Make the number of people surveyed manageable (about three or four people). *Do not* attempt to include "everyone" in all stakeholder categories; do

guarantee anonymity to those who participate in the survey.

- ◆ Careful validation of the facts behind opinions regarding any major concerns expressed by one or more survey participants. All organizations contain a few unhappy people. This does not necessarily mean there is a problem with the executive director's performance. To the contrary, it may mean the director is making wise or difficult decisions even though s/he knows some people will not like them!
- ◆ If significant and/or repeated concerns arise, further investigation via in-person interviews with a few stakeholders to determine exactly what the concerns are and how serious the issues seem to be.
- ◆ Separation of any necessary disciplinary action from the appraisal process. Place the disciplinary process *before* the appraisal process. Delay completion of the appraisal if necessary.
- ◆ Review of the outcomes and results of the organization's work. This includes:
 - Progress toward completion of strategic goals.
 - Program or service evaluation reports.
 - Data on defined program outcomes.
 - Staff satisfaction survey reports.
 - Employee and volunteer turnover data (if available).
 - Attainment of required accreditation or certification.

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- Financial performance (budget-actual variances, funding stability, and “the bottom line” on financial statements).
 - ◆ Review of the job description and completion of major responsibilities contained therein.
 - ◆ Request from the executive director for a self-evaluation of their skills, strengths, accomplishments, and areas for growth and/or improvement. This should be done in writing and in response to a series of questions developed by the board.
 - ◆ Record of attainment of personal and professional goals set in the previous performance appraisal.

Keep the executive director up-to-date on the progress during the appraisal. Ask for assistance with access to information when needed.

Probationary Performance Appraisals

In addition to the annual appraisal of the executive director, the board must complete a probationary appraisal of a new executive director. The appraisal must be completed within the timeline set by your *provincial regulations on employment standards*. This timeline may be shorter (it is three months in most provinces) than the probationary period set out in your

policy or employment contract (which is often six months or longer). Provincial regulations take precedence over the

Recruitment and the Nominating Committee

Recruitment of new members is the responsibility of all members of the board and of the membership as a whole, not just of the nominating committee. Stakeholders should be actively looking for potential candidates for the board, and should forward names to the nominating committee chairperson.

To a lesser extent, senior staff of the organization should also be on the lookout for potential new directors. However, staff must be careful to not be perceived as unduly influencing membership of the board. Forwarding names of potential candidates to the nominating committee for consideration is certainly appropriate.

The genesis of almost all board performance issues is inadequate board recruitment, orientation and development processes. An excellent board begins with the development of a systematic recruitment process.

The board should embed its recruitment and nominating practices as written governance policies. The board and its committees must follow these policies consistently over the

long term. As new or better ways of recruiting directors are developed, policies should be updated.

The Nominating Committee

The Nominating Committee is one of the most (if not *the most*) important committees of the board. This committee should:

- ◆ Be a standing committee that is active year-round.
- ◆ Include board members and members of the organization.
- ◆ Include the executive director as an ex-officio member.
- ◆ Have written Terms of Reference (see Terms of Reference), which specify tasks, authority, timelines and reporting requirements.
- ◆ Be active rather than passive in its pursuit of new members.
- ◆ Take a long-term view to board renewal and succession planning.
- ◆ Consciously recruit members who will help meet the strategic direction of the organization.
- ◆ Be a source of accurate up-to-date organizational information for any potential new director.

Preparing the Recruit - Conducting a Skills Audit

A board skills audit, or as it is sometimes called, a “composition analysis”:




- ◆ Identifies (lists) the skills and background of existing members.
- ◆ Identifies (lists) the gaps in the skills or expertise of the board in relation to its current and future tasks.
- ◆ Identifies the skills of new members needed by the board.

The intent of the audit or analysis is to assist the nominating committee by targeting individuals with specific skills and areas of interest and influence as priority candidates for recruitment. This is a sophisticated approach to recruitment, which some organizations may find unnecessary. However, the time taken in conducting a skills audit will help ensure board membership is aligned with the priorities of the organization. “*Great Boards—The Workbook*” provides a sample skills audit/composition analysis template.


Personal Qualifications


In addition to the skills audit, you may wish to consider other more personal qualifications of potential directors. For example:

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- ◆ Interpersonal and communication skills.
 - ◆ Community reputation, integrity and spheres of influence.
 - ◆ Interest in the organization's mission and in the people served by the organization.
 - ◆ Personal and/or corporate access to non-financial resources (e.g., technology, expertise, materials and information).
 - ◆ A positive outlook about the future of the organization.
 - ◆ Interest in teamwork and stewardship.
 - ◆ Clarity of thought, ability to focus, ability to energize and lead others, and an interest in being inclusive of others.

Future Focused Questions to Guide Recruitment

The board and/or the nominating committee should consider several questions as it prepares to begin the recruitment process. Start with the following list and add to it, based on your own situation:

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- ◆ What is the board not doing or not doing well? What skills should new members possess to help the board meet these challenges?
 - ◆ What are the major issues, tasks, challenges or goals of the board and of the organization in the



next three years? What board skills are needed to meet these priorities?

- ◆ What do we have to offer new directors? Is it enough to make our board attractive to the best candidates? Should we enhance what we *offer* (in terms of recognition, training, etc.) in return for what we *expect* of members?
- ◆ What do current and retired directors say are the major benefits derived from serving on the board? How can we communicate this to prospective new directors?
- ◆ Are there changes or crises foreseeable in the future? Who do we need to help us meet these successfully?

Steps in the Recruitment Process

1. Striking a new (or reviving an existing) Nominating Committee.
2. Reviewing (or developing) Terms of Reference for the committee.
3. Developing an action plan (who will do what by when), which supports year-round recruitment activity.
4. Identifying returning directors who are completing a term or serving a second or third term.
5. Identifying the expected vacancies and the number of positions to be filled.
6. Identifying potential candidates and approaching them.

7. Preparing an information package for all prospective new candidates, including:
 - Board job descriptions.
 - Last year's annual report and audited financial statement.
 - Brochures or other descriptive information about services and programs, participants, and a brief history.
 - An organizational chart.
 - A one-page summary of the strategic plan or goals and future direction.
 - A sample copy of board meeting minutes.
 - A copy of the board calendar for the next year (schedule of meetings, special events and fundraisers, committee meetings, board training, planning retreats).
8. Receiving and reviewing resumes or letters of interest from candidates.
9. Interviewing of candidates by two nominating committee members. Providing tour of facilities and arranging meetings with key staff members.
10. Providing clarification of the role of a director and answering questions.
11. Inviting candidates to attend one or more board meetings as a guest and any events or activities of the organization.
12. Confirming nominations to go forward to the membership at the AGM, or to the board for approval to fill existing vacancies.
13. Preparing a welcome letter for signature by the chairperson and executive director.
14. Ensuring orientation is properly planned and implemented.

Interview Questions

The interview with a candidate is an opportunity to get to know the person better as well as for them to get to know the board and the organization. Following is a list of questions, which can act as a guide in this process. You may add more questions to this list to fit your individual situation.

- ◆ What skills, experiences and interests do you have that would be a good fit with our board?
- ◆ What board or volunteer experience have you had? What did you learn in these roles?
- ◆ How do you see yourself contributing to our board, committees and organizational activities?
- ◆ Is there anything you would rather not do as a board member?
- ◆ Do you have any questions or concerns about serving on our board?
- ◆ What would you like to learn?
- ◆ Do you have contacts, areas of influence or interests that could benefit the organization?

Recruitment and Diversity

Boards in urban centres are increasingly called upon to reflect the diverse cultural, linguistic, religious and economic backgrounds of their communities. For example, it is not acceptable for an organization serving a multi-cultural immigrant community to have board (or staff) representation that is solely white and English speaking! Nevertheless, it is neither necessary, nor desirable, for the board (or staff) to be a mirror image of the client or participant group.

Only a small number of boards are required to be representational, meaning each director represents one or more constituent or stakeholder groups. The nominating committee must respect the need for diversity in its recruitment process. Honoring the need for balance of cultures, language, educational level, religion, sexual orientation, political affiliation, income level, age, and gender is an important consideration during recruitment.

The Do's and Don'ts of Recruitment

1. **Do** develop an application form or ask candidates for a resume if they have one available. A form should be used for any candidate who does not have a resume.
2. **Do** recruit in person, unless time or distance makes this impractical.
3. **Do** be honest about the current situation of the organization; describe its strengths, weaknesses, challenges and potential.
4. **Do** create a list of expectations for board members, including an accurate estimate of how much time a board member is required to devote to board and committee activities (meetings, committee work, fundraising, time with staff, telephone calls, reading and preparation), attendance expectations, and the requirement for focus on governance, rather than operational involvement. Ensure that all new board members are also members of the organization.
5. **Do** clarify expectations about financial contributions, committee involvement and participation in fundraising.
6. **Do** have prospective members approached by current board members, and not by staff members.
7. **Do** have candidates attend board and committee meetings as a guest, to observe and ask questions.
8. **Don't** pursue candidates who tell you they are too busy. Telling you they are busy may also be a polite way to communicate they are not interested in coming on board.
9. **Don't** make commitments to a candidate until after the board has approved either the appointment to fill a vacancy or the nominations list for the AGM.
10. **Don't** ask the candidate to make a commitment

immediately. Give him/her an opportunity to think it over for a few days. Follow up your initial meeting with a telephone call. Answer any questions and address any concerns the candidate may have.

11. **Don't** ask retiring directors to find their own replacement. This provides no opportunity for the committee to interview and select the best candidates for the job.
 12. **Don't** make recruitment a last minute process. This is often the result of lack of leadership from the chairperson (who should initiate and ask the board to appoint the nominating committee), or the result of the nominating committee being an ad hoc rather than a standing committee of the board.
 13. **Don't** recruit or accept nominations of immediate family members of current staff or former staff (unless they have not been an employee for 5+ years). The potential for conflict of interest is simply too large. These individuals may be invited to serve on committees, participate in fundraising activities, or become a service/program volunteer.
 14. **Don't** allow the board to become out of balance with too many of any particular type of director or skill set. Examples of this include:
 - Too many professionals.
 - Too many people with political connections or political aspirations.
 - Too many men or too many women.
 - Too many retirees or too many busy working people.
 - Too many service users, participants, clients, or family members.
- Too many right-leaning, left-leaning, or middle-of-the-

road people.

- Too many people with strong opinions or too many, “I have no opinion at all, what do you think?” types.

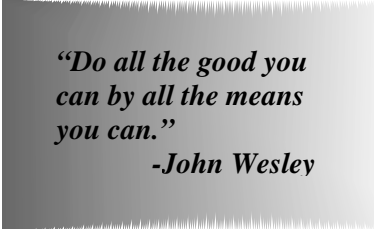
Cool and Creative Recruitment Ideas

1. Rather than striking a nominating committee, create a board development committee with annual tasks that include:



- ◆ Completing the skills audit.
 - ◆ New member recruitment.
 - ◆ Board orientation.
 - ◆ Creating an annual board development process.
 - ◆ Implementation of board training and development activities (with support of key staff members).
2. Advertise for new members in a local community newspaper, professional association newsletters, selected company newsletters, church bulletins, etc. Ensure the ad indicates there is an application and screening process.
 3. Look among existing volunteers and committee members for potential board candidates.

4. Contact other community-based organizations and ask if they have retiring board members who may be interested in a new board commitment.
5. Watch the local paper or keep your ear to the ground for “announcements” of retiring employees.
6. Don’t fill all the positions available on the board. Keep a few vacancies for new candidates who may appear during the year and be appointed directly by the board.



So You Said “YES!” – What a New Director Needs to Know and Do

New directors often are unsure as to what they are expected to do. Below is a list of ideas. (Some long-term members should consider doing some of these things too!)



- ◆ Read, listen, ask questions and be a learner.
- ◆ Prepare diligently for all board and committee meetings so you can make meaningful contributions.
- ◆ Give generously of your time; treat your work on the board as a priority in your week.



- ◆ Treat all staff with respect. Work to create a positive relationship with senior staff, especially the executive director.
- ◆ Stick to your role, see the big picture, ask strategic questions.
- ◆ Be honest and direct with feedback. Put problems and issues on the table with the people who can fix things rather than under the table with people who like to gossip.
- ◆ When comfortable and within your skill set, be prepared to assume a leadership role.

What to Do With the “Almost Dead” Board?

“Actually, my board is dead ... it just hasn’t fallen over yet!”
-A senior manager

Some boards do not pay careful attention to succession planning and recruitment. As a result, the board loses members, energy and interest.


Attendance at meetings dwindles and the executive director becomes increasingly frustrated that the board is no longer performing many of its required tasks.

To get things back on track:

- ◆ The executive director and board chairperson should meet to openly discuss the issue. If a

chairperson is not in place, any other board member will do!

- ◆ Develop a three-point plan for board member recruitment.
 - **Point One:** Quality candidates only. You *are not* desperate. If you behave like you are, you will attract “anyone with a heartbeat”, perpetuating the problem you already have.
 - **Point Two:** Go to candidates directly and meet face-to-face. Ask for what you need. Tell them how they can help and why they are needed. Be honest and direct, and tell the truth about the problem.
 - **Point Three:** Tell candidates about your organization’s potential, ideas you have for the future, and expected growth or innovation. Describe how their involvement is needed to make this happen.
- ◆ Spend at least two hours a week for the next six to eight weeks on recruitment.
- ◆ Prepare an information package about the organization and forward it to the candidates before you meet with them.
- ◆ Invite candidates to tour facilities, and to meet participants and staff.
- ◆ Present the best candidates to the board and request a motion to appoint the candidates to the board to fill current vacancies. The new directors will serve until the next AGM, at which time their




names will go forward to the membership for re-election. This process should be described in your bylaws.


- ◆ Implement a full orientation for all new members. Get them involved and working on board projects, or committees, or fundraising as soon as they have completed their orientation.
- ◆ Establish a buddy system, pairing new members with existing board members (assuming there are still a few around to fulfill this role).
- ◆ Ensure the executive director and chairperson have regular contact with the new members.

After the board has been “raised from the dead”, strike a nominating committee whose task is to keep the board vital and alive in the long term. It is the chairperson’s role to initiate this process.

Recruitment in Small and Rural Communities

Organizations serving small and rural communities may have unique challenges with recruitment. Often there are not enough people from which to draw during the recruitment process. Here are a few suggestions:

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- ◆ Ensure your bylaws specify a low minimum number of members (e.g., five to seven people). Maintain this number of members on your board.

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- ◆ Lengthen the terms of office and/or extend the number of terms a director may serve. This may require changes to the bylaws.
 - ◆ Partner with other community organizations (churches, clubs, and municipal government) to coordinate recruitment to various boards. Some directors may be simultaneously appointed to two boards, with the understanding that the expectations regarding attendance are modified by both.
 - ◆ Look to neighboring communities or to people who live rurally (e.g., on farms, or in neighboring smaller centres) for candidates.
 - ◆ Keep your eye out for new people moving to the community, people who are retiring from work, teens, young adults, and former service users.

Service Users, Participants, Clients and Family Members as Board Members

Board involvement by service users/participants and/or their family members has long been a cornerstone of the non-profit sector. The advantages of this are many, including:



- ◆ An understanding of, and commitment to, the purpose of the organization.



- ◆ A sense of the importance of the work, the services of the organization and an interest in volunteering to see this work continue.
- ◆ A willingness to speak on the organization's behalf in the community.

When considering who among this group should be asked to serve on the board of directors, the nominating committee should:

- ◆ Ensure the screening process is the same for *all* candidates. The candidate should be, in the opinion of the nominating committee, a quality candidate with no special consideration because of their personal connections in the organization.
- ◆ Seek the board's direction (via a motion) regarding whether **current** service users (or their family members) can be considered for board service.
- ◆ Provide job descriptions and other board information to ensure the candidate understands their role in policy, governance, and planning, and *that they will not be involved in operations or management.*

“A parent representative on our board is required to understand they must act as ‘the parent of many’ rather than as ‘the parent of one.’”

-A director of a childcare centre

policies of your organization.

The probationary appraisal may be a shortened version of a full annual appraisal process. The information available will be somewhat limited because the person has only been in the job for a few months.

Goal setting is a key outcome of the probationary evaluation. The executive director will have the next nine months (until their annual appraisal) to attend to personal or professional goals. S/he will be held accountable for progress made toward accomplishing these goals by the end of his/her first year.

Setting Goals and Indicators

It is important for the board to discuss and negotiate goals with the executive director. The board (or its committee) *should not* develop the goals for the director, although they may suggest or recommend certain goals. Two or three goals per year should be the maximum number considered.

A goal must be:

- ◆ Specific.
- ◆ Measurable.



- ◆ Achievable and realistic.
- ◆ Time defined.

The *goal* should state “*what*” the executive director has agreed to achieve. The person may determine “*how*” s/he will go about meeting the expectations set out in the goal. Goals are always written as positive statements about what “*will be*” in the future.

An *indicator* is a way of determining a goal has been (or has not been) completed. For example, the goal may be, “To complete financial management training by December, 2005.” The indicator is more specific: “Attend and complete not less than three financial management courses and receive a certificate from the ABC Institute.”

Do's and Don'ts of Performance Appraisals

- ◆ **Do** involve and consult with the executive director during all stages of the process.
- ◆ **Do** review the process each year and make improvements based on the previous year's experiences.
- ◆ **Do** ask a broad range of stakeholders for feedback in a formal survey.
- ◆ **Do** expect to discuss comments and negotiate suggestions made in the report.
- ◆ **Do** expect the process to take two or three months to complete. Start early so you are done within a month of the director's anniversary date.
- ◆ **Do** include positive feedback, encouragement and recognition of progress and accomplishments.

- ◆ **Don't** begin the appraisal until the board has approved a written policy for the process.
- ◆ **Don't** try to survey everyone. Choose a representative group and choose different people each year.
- ◆ **Don't** over-react to criticism or negative opinions. Check them out and validate concerns before you present them in a report.
- ◆ **Don't** allow individual board members to gather comments or information spontaneously outside of the agreed-upon process.
- ◆ **Don't** combine disciplinary action and performance appraisals as part of the same process. The appraisal should be positive and developmental. It should not contain any surprises (other than pleasant ones!). Performance issues should be discussed with the executive director as the concerns arise during the year. Springing concerns on the director during an appraisal may seriously damage relationships and trust.

Related Topics: Board-Executive Director Roles and Relationships, Committees, Compensation, Recruitment of the Executive Director.

Policy Development

Perhaps one of the greatest myths of the non-profit sector is that the board makes policy and the staff implements it. In fact, only boards of grassroots, non-staff organizations ever actually write or “make” policies. In all other organizations, senior staff identify the need for policies and draft them. The board reviews, questions, challenges, suggests revisions and ultimately approves the policies. It is accurate to say the board:



- ◆ Sets or approves the policies of the organization; is accountable for ensuring policies exist in all the areas needed.
- ◆ Ensures the policies are “right” for the organization.
- ◆ Ensures there is compliance with the policies by both board members and staff.

The Difference between Policies and Procedures

A **policy** is a broad direction stating what is required or what is not allowed. A policy answers the questions, “*What must happen or what must not happen?*” Depending on the specific type of policy, board approval is normally required for a policy to become an official “rule” for the organization.

A **procedure** is a more detailed description of *how* a policy will