

MAIN PRINCIPLES TO CLARIFY BOARD AND STAFF ROLES

1. The BOARD governs, and has but one agent, the CEO, who hires all other staff.
2. The board Chair manages the board. The CEO manages the organization. They partner rather than compete because their roles are entirely different.
3. The CEO reports to the full board, even though he or she also may be an *ex officio* “member of the board” (preferably without vote).
4. Each board member is recruited to bring most of these five: Work, Wisdom, Wealth, Wallop, and Witness.
5. Each board member wears 3 (sometimes 4) hats:
Governance (only when a quorum present; group work)
Volunteer (individual contributions; usually under a staff member)
Participant (attend organization events to meet, speak, listen)
Implementer (fulfill board policy when staff are unable)
6. Both Board and Staff **FORMULATE** board policies.
Only the Board **DETERMINES** board policies.
Usually, only staff **IMPLEMENT** board policies.
The Board **MONITORS** its own policies, usually with staff help.
7. All board members fulfill these basic legal obligations:
Duty of Care: Be informed, participate with the care a prudent person would do in similar circumstances.
Duty of Loyalty: Exercise power in the interest of the organization, not their own or on behalf of another entity, eliminating conflicts of interest.
Duty of Obedience: Adhere to government laws and its own bylaws, maintaining guardianship of the mission.