

The Governance/Support Model for Nonprofit Boards

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Much of the confusion about board responsibilities is confusion between what the board does (as a body) and what individual board members should do. Most of the prescriptions for boards confuse the two, saying "The board should _____" without making the distinction. This straightforward model for boards has been embraced by thousands of boards across the United States:

There are two fundamentally different types of nonprofit board responsibility: governance and support. Depending on the responsibility, three types of switches occur:

- Who's the boss
- Whether the board is acting as a body or as individual board members
- Who the board is representing

Let's look at both types of responsibility, and the three types of switches.

The governing role

On one hand, the board, acting as the representative of the public interest, governs the organization. In this role the board has several key responsibilities, including financial oversight, hiring/evaluating the executive director, and making the Big Decisions:

Governance	
<ul style="list-style-type: none"> • <u>Big Decisions</u>: Determine mission and purpose. Decisions such as whether to close down or merge, to move to another state, and so forth • <u>Legal</u>: Ensure compliance with federal, state, and local regulations and fulfillment of contractual obligations • <u>Financial</u>: Safeguard assets from misuse, waste, and embezzlement • <u>CEO</u>: Select the chief executive officer (usually called the executive director); assess performance • <u>Revenue and fundraising</u>: Approve a strategy for revenue and monitor its effectiveness • <u>Planning</u>: Scrutinize and approve overall strategies and priorities • <u>Efficiency and impact</u>: Monitor and revise budgets and plans to maximize use of resources 	

The support role

On the other hand, board members also act to help -- to support -- the organization:

Governance	Support
<ul style="list-style-type: none"> • <u>Big Decisions</u>: Determine mission and purpose. Decisions such as whether to close down or merge, to move to another state, and so forth • <u>Legal</u>: Ensure compliance with federal, state, and local regulations and fulfillment of contractual obligations • <u>Financial oversight</u>: Safeguard assets from misuse, waste, and embezzlement. See that money is used as directed. • <u>CEO</u>: Select the chief executive officer (usually called the executive director); assess performance • <u>Planning</u>: Scrutinize and approve plans, including a plan for how the organization will obtain funds • <u>Efficiency and impact</u>: Monitor and revise budgets and plans to maximize use of resources 	<ul style="list-style-type: none"> • <u>Advice</u> • <u>Supporting the revenue strategy</u>, perhaps by fundraising, perhaps by assisting with earned income, perhaps by working with funders, and so forth • <u>Ambassadors</u>: representing the organization to the community • <u>Volunteering</u>: helping with senior clients, accounting, painting the building, and so forth

The first switch: the board as a body vs. board members as individuals

At first, these roles -- and the distinction between governance and support -- may appear obvious. What makes the distinction both profound and practical is that it reflects the switch between the board as a body compared with board members as individuals. Witness:

In its governance role, the board acts as a body. Example: the board chair doesn't hire the executive director. Instead, only the board as a whole can hire the executive director.

But on the other hand, the *board* doesn't make connections with donors; board *members* as individuals do. Think of it this way: the board doesn't raise money; board *members* raise money.

Looking again at the governance and support roles, they are the same split as between what the board can do as a whole, and what board members do as individuals. This simple distinction clarifies the role confusion by providing a useful framework:

Governance	Support
<i>The board acts as body</i>	<i>Board members act as individuals</i>
<ul style="list-style-type: none"> • Big Decisions • Legal oversight • Financial oversight • CEO • Planning • Efficiency and impact 	<ul style="list-style-type: none"> • Advice • Supporting the revenue strategy, perhaps by fundraising, perhaps by assisting with earned income, perhaps by working with funders, and so forth • Ambassadors • Volunteering

To use another example, although the board as a whole is responsible for evaluating the executive director, the board chair as an individual doesn't have the authority that a supervisor has with a subordinate. The board chair is not a supervisor, but instead acts as a convener and leader for the board, which as a group provides feedback and direction to the executive director.

In revenue, the board as a whole approves a strategy for funding, one that probably includes a mix of earned income and donations. Board members as individuals help with one or more of those vehicles (or take on other individual roles).

Who's the "boss"? Who's the boss now?

This model also elegantly answers the question: who's the boss? When the board is acting as a body -- in its governance role -- it's the boss. But when board members are acting as individuals, they act at the direction of staff.

For example, if a board member tells the executive director to paint her office a different color, the board member is acting as an individual, and the executive can take or ignore the advice. But if the board were to vote that the executive must paint her office, she must.

As another example of how we instinctively understand that as individuals board members work at the direction of staff: if as a board member, you show up a street fair to help with the organization's booth, you instinctively ask the staffperson there: "What's my assignment?"

When board members volunteer as hospice workers, as cooks, as docents, as ushers, as classroom speakers . . . they will typically be trained by staff, assigned by staff, and have their work monitored and evaluated by staff.

Governance	Support
<i>The board acts as body</i>	<i>Board members act as individuals</i>
<i>The board is the boss</i>	<i>Board members act with and under the direction of staff</i>
<ul style="list-style-type: none"> • Big Decisions • Legal oversight • Financial oversight • CEO • Planning • Efficiency and impact 	<ul style="list-style-type: none"> • Advice • Supporting the revenue strategy, perhaps by fundraising, perhaps by assisting with earned income, perhaps by working with funders, and so forth • Ambassadors • Volunteering

But when the board acts as a body, it acts to provide direction and oversight for staff.

In other words, the "boss" changes, and this model reflects the "role switching" that board members do. For example, an individual board member may meet with the organization's accountant to lend expertise in formats for cash flow statements. In this role, the person can make suggestions, but the accountant reports to the executive director who can choose not to take that advice.

In contrast, if the board were to vote on a particular format for cash flow statements, the staff would be required to go along.

The third switch

On the outside looking in— or, on the inside looking *out*?

When acting in its governing role, the board represents the interests of the community. It asks: Is this organization using public and private resources to benefit the community and the public? In a sense, the board stands in the community, looking at and speaking to the organization. It represents the community and speaks to the organization in the community's voice.

But at the same time, board *members* represent the organization's interests to the community. Board members individually act as ambassadors from the organization to the community. Board members promote the organization's work in the community, build support for the organization's

Governance	Support
<i>The board acts as body</i>	<i>Board members act as individuals</i>
<i>The board is the boss</i>	<i>Board members act with and often under the direction of staff</i>
<i>The board represents the community's interests to the organization</i>	<i>Board members represent the organization's interests to the community</i>
<ul style="list-style-type: none"> • Big Decisions • Legal oversight • Financial oversight • CEO • Planning • Efficiency and impact 	<ul style="list-style-type: none"> • Advice • Supporting the revenue strategy, perhaps by fundraising, perhaps by assisting with earned income, perhaps by working with funders, and so forth • Ambassadors • Volunteering

So when we act as a body in our governing role, the board seeks to hold the organization accountable to its constituency and to the public. It asks the question: "Who is our constituency, and what do they need our organization to be doing right now?"

In contrast, when acting in our support roles as individuals, we ask the question: "What help from the community does this organization need right now?"

In short

Because so much of the technical assistance field literature is about how to help the organization and its executive succeed, the role the board plays in governance has been overshadowed. The professionalization of nonprofit work has elevated the respect and authority of staff. Taken together these developments have left board members wondering if they're just supposed to raise money, be directed by the executive, and be "engaged" (an abstract term difficult to understand tangibly).

By clarifying the distinction between governance and support, the framework is laid for boards and staff to understand the roles that the board plays as an entity, and the roles that board members play as individuals. This framework helps keep authority and responsibilities clear, thereby freeing up both board members and staff member to tackle the particular strategies and questions for their organizations and communities.

Jan Masaoka is editor-in-chief of *Blue Avocado*, and a national thinker and writer on nonprofit boards. This article is adapted from a chapter in [The Best of the Board Cafe, Second Edition](#) [4], published by Fieldstone Press, and available on amazon.com (when ordering be sure you get the Second Edition).

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