

Should the Exec Be Sitting on the Board?

Can the executive director serve on the board? The answer is complicated.

Q Is it okay for the executive director to serve on the board? If so, in what capacity can the person serve? As an ex officio member? A non-voting member? Or someone who can vote but just not on issues that affect the ED personally, such as salary?

I've heard lots of conflicting advice. I'm looking for the definitive answer!

A I wish I could give you a definitive answer. There isn't one. Sorry. The closest you're likely to come is to refer to your bylaws and your state's nonprofit corporation law. If the question is addressed in either place, that *is* the definitive answer *for you*. If not, the best I can do is give you some issues to consider.

A few organizations prohibit their EDs from sitting on the board. The argument is that the board has work to do and decisions to make that should be made without the influence, or in some cases even the knowledge, of the ED.

In these organizations the ED is invited to give a report or provide specific information at board meetings and is then excused. While this approach makes the board truly responsible for governance, it sometimes results in decisions that are made with inadequate information. Besides, boards can get around the primary argument by regularly going into executive session to have their board-only discussions or make their board-only decisions.

Typically, organizations make the ED an ex officio member of the board, meaning that his or her membership is specifically tied to serving in the chief administrator role. This recognizes the value the ED can bring to conversations the board is having. It also excludes the ED from any term limits that may be imposed on other board members, allowing the executive to serve the length of his or her tenure.

Most boards go on to prohibit the executive director from voting. (Contrary to a popular misconception, just because someone is an ex officio member of the board does *not* mean that he or she can't vote. So, your bylaws would have to be specific if you decide this is the direction your board should take.)

There are a number of reasons for not allowing the executive to vote. Key among them:

- **The ED reports to the board.** If he or she is a full voting member, the lines more easily blur. Peer to peer relationships develop, and it's more difficult for both sides to request or respond to needed dictates.
- **There are many potential conflicts of influence,** as you note when you mention salary.
- **Giving the ED a vote makes the evaluation process more difficult** — at least emotionally — than it need be.

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- **The ED already has a lot of influence** and can easily sway the group. Eventually, some boards react to this reality by totally abdicating their responsibilities to the ED — something I think we'd all agree is not a good thing. Giving the ED a voice without a vote mitigates this influence somewhat.
- **The ED already has a job — a time-consuming one.** That job is in operations. By giving the ED a vote, the board is also giving the ED a role in governance. It's rare that an ED can do both. The simple act of having the ED forgo voting reminds everyone that this person isn't just another board member to be called upon when board tasks must be taken on.

There are, however, some organizations that recognize all these potential pitfalls and still want their ED to have a vote as well as a voice. This happens more often in large organizations where staff take on the officer positions such as president and treasurer to facilitate tasks that have grown too complex for the average board member to handle. It's also encouraged in situations where the board wants to confer greater status on the ED. In the organizations that go this route, the ED declares any potential conflicts and refrain from voting on such issues — just like any other board member would — or should.

So, what makes most sense for your organization?

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