

## Negotiating a Healthy Board-CEO Relationship – A Guide

**Disclaimer:** This document is not intended as legal advice. Your organizational goals, purpose, bylaws, and values should drive the creation of this document.

Once a board hires a CEO/Executive Director, the organization changes forever. Now and forever, it is a partnership between the board and the staff. It is essential to consistently get the relationship right. This requires a board that is aligned with one voice in its communication with the CEO regarding expectations. Equally, the CEO must devote considerable time to ensuring the board relationship is deeply rooted in trust, communication, and mutual responsibility so that the board is positioned to steward the mission. This checklist and the tips below offer some options for consideration by both the CEO and the board. Each organization should add considerations that align with its culture and responsibilities.

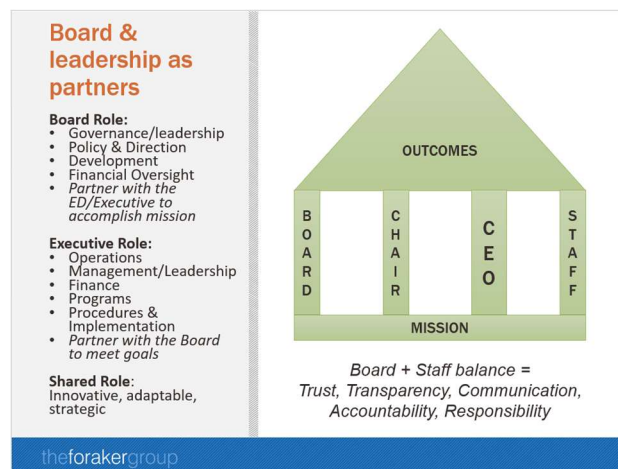
### Checklist for a healthy relationship

**1. Both parties agree that the relationship between the board and the CEO is the most important issue for the organization to “get right,” and the time and energy spent on the relationship reflect that understanding.**

- The team agrees there is no “single right way” and is willing to shift every time there is a new CEO or a large turnover in the board.
- There is alignment that it is a joint responsibility to make this relationship work, and it must be worked at and renewed.

#### Optional Activity: Board-CEO relationship

Explore the “pillars on the house” visual of the Board-CEO relationship and discuss areas of improvement and areas that are working well. Focus on how the boundaries, responsibilities, and partnership aspects of the relationship build trust.



**2. The board and the CEO are clear on directions, expectations, and feedback**

- The team is focused on building trust with effective communication, appropriate transparency on decisions, and accountability (personal, organizational).
- The board has control over how much to delegate to the CEO and is consistent in its expectations.
- There is a clear, positive, and productive process for CEO evaluation.

**Optional Activity: Board-CEO Evaluation**

**Option 1:** At one meeting each year, discuss the five major areas of the partnership between the board and CEO (i.e., mission, core values, how to judge success and who does what, and communication). In small groups, assess how the board and CEO evaluate themselves in each category. Identify any that need clarification. Discuss how to improve.

**Option 2:** Read and pick from the [choices of effective performance evaluation tools](#).

**3. The team sets clear expectations of the relationship in writing and in consistent communication**

<i>Example: CEO's responsibility to the board</i>	<i>Example: Board Chair responsibility to the board and CEO</i>
<ul style="list-style-type: none"> <li>• Communicate purpose and values internally and externally</li> <li>• Align staff and board efforts</li> <li>• Work through the chair to keep the board informed</li> <li>• Don't assume – discuss the important issues first</li> <li>• Do not surprise the chair/board</li> <li>• Understand roles and responsibilities</li> <li>• Make the best and highest use of the team – see them as your partner</li> <li>• Make the best and highest use of the team – see them as your partner               <ul style="list-style-type: none"> <li>• Lead the staff team</li> <li>• Make operational decisions</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Keep open channels of communication between the board and the organization               <ul style="list-style-type: none"> <li>• Take the leadership role with CEO communication</li> <li>• Responsibilities can be more than this, but not less</li> </ul> </li> <li>• Keep the board focused on what matters most</li> <li>• Make sure that board members are clear about their individual board commitments</li> <li>• Define the board's boundaries               <ul style="list-style-type: none"> <li>• What is the board expected/not expected to do?</li> </ul> </li> <li>• Ensure that no one board member is dominating board discussions or time</li> <li>• Work toward operating as a team with "one voice"</li> <li>• Contribute to the work of the board without dominating or over-influencing</li> <li>• Monitor board discussion and ensure that the board meeting time is used effectively               <ul style="list-style-type: none"> <li>• Create ad hoc committees to propose options to difficult issues</li> <li>• Ensure board development and finance committees are active</li> </ul> </li> <li>• Ensure that the board decisions and efforts are properly documented and available</li> </ul>

**Optional Activity:** Clarify the board’s expectations of the main role of the CEO.

**Option 1:** Create a continuum showing different types of CEOs ranging from administrative assistant to clerk to meeting manager to behind-the-scenes director to technical advisor or program deliverer to facilitator to planner to strategist to visionary leader. Invite individual board members to circle the place on the continuum where they believe their CEO *should* be located. The CEO does so also. Compare the scores and talk about the differences as a way to reach alignment.

**Option 2:** Create a pie chart showing the typical expectation of a CEO’s time, representing 1/3<sup>rd</sup> internal focus, 1/3<sup>rd</sup> external focus, and 1/3<sup>rd</sup> board relationship focus. Create a blank pie chart and ask each member and the CEO to fill in the chart that represents the current proportion of time spent in these areas. Compare the results and articulate the differences and preferences as a way to reach alignment.



#### 4. The board-CEO team foster the “no surprises” rule

- Provide clear expectations
  - Have a clear process for gathering input on board meeting agendas, committee agendas, and other joint work
- Strive for mutual respect for intent and competence
  - Job descriptions honored
  - Separate intentions and behavior – be accountable for one's actions
  - Lead by example
- Be transparent in communications and decisions
  - No offside decisions to avoid cliques and confusion
  - Committee and executive reports are out in advance
  - View committees as “homework” entities, not decision makers unless that is their role

**Optional Activity:**

Discuss how board meeting and committee meeting agendas are formulated to ensure that there is board buy-in to the topics and that everyone is prepared to take action and have productive discussions. Adjust to the process as necessary, which could include polling the committee chairs in advance of setting the agenda. Reformatting the agenda to focus on the issues that matter the most, creating more space in the meeting for trust building and connection, and offering more ways for the board, not the staff, to lead the discussions.

Check out Foraker’s sample meeting agenda format for more ideas.

**5. The team is not relying on assumptions and instead is negotiating the exchange of information**

- Successful teams have verbally articulated the expectations or rules for the exchange of information
  - How much information
  - How often
  - What form
  - What reason
  - The call to action

**Optional Activity: Negotiating the exchange of information**

**Option 1:** Read and follow the guidelines in the Foraker article, [Board Communication: Eight Tips for Success](#), and agree on which strategies to try.

**Option 2:** Do a quick self-assessment before a meeting or a major communication by asking yourself the following questions. Adjust your response accordingly.

*What do I hope will happen as a result of the communication? (i.e., exchange of information, quick action, thoughtful engagement, debate, etc.)*

*What is my role in making the dynamic work with the team?*