



AN ETHICS AND ACCOUNTABILITY CODE
FOR THE NONPROFIT SECTOR

Board and Executive Partnership



The Arc
1825 K Street NW Suite 1200
Washington, DC 20006
Phone: 202-534-3700

www.thearc.org

PREAMBLE

America's nonprofit sector serves the public interest and plays an essential role in our society and economy. Hard at work strengthening communities across the nation, nonprofits enrich our lives in a variety of ways by creating a broad array of benefits to society in fields such as charitable, religious, scientific, economic, health, cultural, civil rights, environment, and education.

Public investment and confidence drive the success of nonprofit organizations. Individuals, corporations, foundations, and federal, state, and local governments add value to the services that nonprofits provide by investing time, resources, and funds.

The Standards for Excellence Institute aims to raise the level of accountability, transparency, and effectiveness of all nonprofit organizations to foster excellence and inspire trust. The Standards for Excellence code (Standards or code) provides a framework and step-by-step guidelines to achieve a well-managed and responsibly-governed organization.

The code builds upon the legal foundations of nonprofit management, governance, and operations to embrace fundamental values such as honesty, integrity, fairness, respect, trust, compassion, responsibility, and transparency. The code consists of six Guiding Principles in 27 topic areas with specific performance benchmarks that characterize effective, ethical, and accountable organizations. The Institute helps the nonprofit sector operate in accordance with the Standards for Excellence code by providing educational resources, assistance, and a voluntary accreditation process.

The Standards for Excellence Institute encourages all nonprofit organizations to adopt the Guiding Principles of the Standards for Excellence code. By implementing the performance benchmarks in the code, nonprofit organizations will meet the highest ethical standards for effective service in the public interest.

STANDARDS FOR EXCELLENCE – GUIDING PRINCIPLES

I. MISSION, STRATEGY and EVALUATION

Guiding Principle: Nonprofits are founded for the public good and operate to accomplish a stated purpose through specific program activities. A nonprofit should have a well-defined mission, and its programs should effectively and efficiently work toward achieving that mission. Nonprofits have an obligation to ensure program effectiveness and to devote the resources of the organization to achieving its stated purpose.

II. LEADERSHIP: BOARD, STAFF, and VOLUNTEERS

Guiding Principle: Nonprofits depend upon effective leadership to successfully enact their missions and programs. Effective leadership consists of a partnership between the board and management, each of which plays an essential role. Understanding and negotiating these shared and complex elements of leadership is essential to the organization's success. A nonprofit's employees and volunteers are fundamental to its ability to achieve its mission.

Board members are in a position of trust to ensure that resources are used to carry out the mission of the organization. An organization's board leadership should consist of volunteers who are committed to the mission and who demonstrate an understanding of the community served. An effective nonprofit board should determine the mission of the organization, establish management policies and procedures, assure that adequate human and financial resources are available, and actively monitor the organization's allocation of resources to effectively and efficiently fulfill its mission.

Nonprofits should also have executive leadership which carries out the day-to-day operations of the organization, ensures financial and organizational sustainability, and provides adequate information to the board of directors. An organization's human resource policies should address both paid employees and volunteers and should be fair, establish clear expectations, and provide meaningful and effective performance evaluation.

III. LEGAL COMPLIANCE and ETHICS

Guiding Principle: Nonprofits enjoy the public's trust, and, therefore, must comply with a diverse array of legal and regulatory requirements. Organizations should conduct periodic reviews to address regulatory and fiduciary concerns. One of a leadership's fundamental responsibilities is to ensure that the organization governs and operates in an ethical and legal manner. Fostering exemplary conduct is one of the most effective means of developing internal and external trust as well as preventing misconduct. Moreover, to honor the trust that the public has given them, nonprofits have an obligation to go beyond legal requirements and embrace the highest ethical practices. Nonprofit board, staff, and volunteers must act in the best interest of the organization, rather than in furtherance of personal interests or the interests of third parties. A nonprofit should have policies in place, and should routinely and systematically implement those policies, to prevent actual, potential, or perceived conflicts of interest. Ethics and compliance reinforce each other.

IV. FINANCE AND OPERATIONS

Guiding Principle: Nonprofits should have sound financial and operational systems in place and should ensure that accurate records are kept. The organization's financial and nonfinancial resources must be used in furtherance of tax-exempt purposes. Organizations should conduct periodic reviews to address accuracy and transparency of financial and operational reporting, and safeguards to protect the integrity of the reporting systems.

V. RESOURCE DEVELOPMENT

Guiding Principle: The responsibility for resource development is shared by the board and staff. Nonprofit organizations depend on an array of sources of financial support. An organization's resource development program should be maintained on a foundation of truthfulness and responsible stewardship. Its resource development policies should be consistent with its mission, compatible with its organizational capacity, and respectful of the interests of donors, prospective donors, and others providing resources to the organization.

VI. PUBLIC AWARENESS, ENGAGEMENT, and ADVOCACY

Guiding Principle: Nonprofits should represent the interests of the people they serve through public education and public policy advocacy, as well as by encouraging board members, staff, volunteers, and stakeholders to participate in the public affairs of the community. When appropriate to advance the organization's mission, nonprofits should engage in promoting public participation in community affairs and elections. As such, they should communicate in an effective manner to educate, inform, and engage the public.

ABOUT THE STANDARDS FOR EXCELLENCE INSTITUTE

The Standards for Excellence Institute is a national initiative established to promote the highest standards of ethics and accountability in nonprofit governance, management and operations, and to facilitate adherence to those standards by all nonprofit organizations. The Institute uses as a vehicle the Standards for Excellence program, a system of nonprofit sector industry self-regulation originated by the Maryland Association of Nonprofit Organizations and currently replicated by licensed partners in Alabama, Central Virginia, Colorado Springs, Delaware, Ohio, Oklahoma, and Pennsylvania. The program is also being offered to chapters of The Arc nationwide through The Arc of the United States, to the American Nurses Association, and to Catholic nonprofit organizations nationwide through the National Leadership Roundtable on Church Management.

The centerpiece of the Institute's program is the Standards for Excellence: An Ethics and Accountability Code for the Nonprofit Sector. The Institute also makes available to member organizations a comprehensive system of educational tools to enable individual nonprofit organizations to improve their governance and management practices. Standards for Excellence accreditation is available to individual organizations through a rigorous peer review process in selected locations and nationwide through the Standards for Excellence Institute.

For more information about joining the Standards for Excellence Institute or to obtain additional copies of the booklet or educational resource packets, visit our website at www.standardsforexcellenceinstitute.org.

BOARD AND EXECUTIVE PARTNERSHIP

As the *Standards for Excellence: An Ethics and Accountability Code for the Nonprofit Sector* states:

The board should appoint the chief executive, set the executive's compensation, and annually evaluate the executive's performance. In cases where a designated committee performs one of these responsibilities, the decision should be ratified by the full board.

The board is responsible for supporting the functions of the executive, granting sufficient authority, and helping to ensure his or her success in managing the organization.

The executive is responsible for the day-to-day management and operations of the organization. The executive should be committed to the mission of the organization and have the skills necessary to manage the paid and volunteer talent, and financial resources of the organization.

The executive should support the board's policy and oversight function by providing accurate and timely information and resources to the board.

Introduction

Nonprofit organizations use many different terms to describe their chief staff person. For the purposes of this *Standards for Excellence*[®] educational resource packet, we will use the term CEO, President/CEO, executive, and executive director interchangeably. Nonprofits should refer to their bylaws, employment contracts, and position descriptions for the term established for use in their own organization.

For a nonprofit to function effectively, it is important to have a strong and respectful partnership between the board and the CEO. According to *The Board Paradox* by Rick Moyers, many CEOs rate their boards relatively highly in general terms, but when asked to rate competencies around specific governance responsibilities, boards do not perform as well.¹ Strong relationships take work, and they require flexibility, accountability systems, mutual understanding, and clear expectations.

Defining Roles

Misunderstandings often stem from the fine line between management and governance. While board work generally falls into the category of *governance* and the work of the chief executive falls generally into the category of *management*, there are some areas and responsibilities that may blur these lines. Indeed, we would argue that there are times when the two parties should be working in cooperative partnership on a number of important occasions. The board and chief executive's level of involvement in management versus governance can change depending on the life cycle and current state of a nonprofit organization.

Here is one working definition:

¹Moyers, Rick. *The Board Paradox*, Daring to Lead, 2011.

"Governance" is the strategic task of setting the organisation's goals, direction, limitations and accountability frameworks. "Management" is the allocation of resources and overseeing the day-to-day operations of the organisation.

One way to think about this is that Governance determines the "What?" - what the organisation does and what it should become in the future. Management determines the "How?" - how the organisation will reach those goals and aspirations."

ACT Council of Social Service Inc.

<http://www.actcoss.org.au/oik/infosheets/governance/boardnEOresponse.html>

In the case of an all-volunteer organization (where there is no paid staff), the board should carefully consider what responsibilities are designated to volunteer staff and what responsibilities are designated to the board and should provide for a clear division of labor between governance and management duties.

Adaptability and flexibility are always important. According to a recent article by David Renz in the *Nonprofit Quarterly*, chief executives and board chairs need to be flexible in how they structure their work together - empowering each other to consider their individual strengths, interests, and the organization's important work - rather than "going by the book."² That being said, the board and the chief executive should be familiar with the generally-accepted divisions between governance and management, and they should respect those boundaries.

In addition to the general parameters of management and governance, each board member, the board chair, and the chief executive should operate under clearly-defined accountabilities. For the purposes of this discussion, the term "accountabilities" is distinct from "responsibilities" in that accountabilities imply a high degree of openness, of fully sharing successes and concerns, of recognizing who is answerable to whom (and this often includes a variety of stakeholders). Responsibilities tend to focus on a set of specific duties and tasks to be accomplished (such as developing and monitoring the budget). Accountabilities might include fiscal integrity and accurate and timely reporting of year-end financial performance to the board, the staff, funders, donors, Guidestar, state and federal regulators.

Agreeing on roles, accountabilities, and responsibilities in position descriptions for the board members in general, the board chair, and the CEO are critical. Be clear also about the expectations that each of the parties brings to the table. Does the board believe that it is hiring an administrator or a chief executive? There is vast divide between the two roles. As affirmed in a recent article by Kim Jonker and William F. Meehan III in the *Stanford Social Innovation Review*, a suggested best practice includes agreeing to detailed and clear divisions of labor before a CEO even accepts the job.³

Once position descriptions are developed and agreed upon by all parties, they serve as the basis for the ongoing and annual evaluation process. The chief executive's position description should be reviewed (and potentially revised) on a periodic basis as the board and executive deem

²Renz, David O. *Adding a Few More Pieces to the Puzzle: Exploring the Practical Implications of Recent Research on Boards*, *Nonprofit Quarterly*, May 6, 2011. <https://nonprofitquarterly.org/governancevoice/11971-adding-a-few-more-pieces-to-the-puzzle-exploring-the-practical-implications-of-recent-research-on-boards.html>

³Jonker, Kim and Meehan III, William F. *A Better Board will Make you Better*, *Stanford Social Innovation Review*, Spring 2014. http://www.ssireview.org/articles/entry/a_better_board_will_make_you_better

appropriate, as the organization grows or develops, and/or as the staff functions of the chief executive change. Clear accountabilities also aid in the development of the nonprofit's annual plan, which serves to measure and demonstrate success in key areas throughout the year.

A significant part of the CEO position description includes the CEO's role in the creation and development of key policies that serve as a guide for the organization. Some of these policies (those that fall along the governance vs. management line) may require board approval. For those that do, we suggest a Board Policy Manual to serve as a road map for all parties. See the "Management Policies" discussion later in this Standards for Excellence educational resource packet for a full discussion of a Board Policy Manual.

Another area where there can be confusion between board, CEO, and staff roles concerns the committees of the board. Board committee work is critical to a nonprofit's success. Depending on the committee, staff members like the CEO, chief financial officer, program director, or director of development may participate and provide support to board committees. It is important that expectations regarding staff roles and accountabilities are clearly communicated to both staff and committee members. Staff work assignments, supervision, and evaluation are the responsibility of the CEO, not committee chairs or members.

Sorting Out Board and Staff Roles and Responsibilities

There are a variety of factors that come into play when determining who does what in a nonprofit organization. These factors include:

- The philosophy of the board (e.g., is the organization trying to maintain an all-volunteer structure?)
- The organization's stage of development (founding, growing, or mature)
- The availability of financial resources
- The availability of volunteers to do necessary work
- The need for staff to carry out the mission

There must be a clear division of responsibility that provides accountability and appropriate oversight. Areas of responsibility that are poorly-defined or left unclear as to who (the board or executive director) has decision-making authority, can produce confusion and tension between the board and the chief executive.

When the board has opted to pursue or maintain an organizational model that involves the hiring of professional staff, the board's role is to govern and not to manage. It is imperative to have a clear distinction between these roles. Achieving appropriate oversight requires navigating the fine, and often moving, line between ratifying and micromanaging. Those boards that master the distinction function well. Those that fall to either extreme can run into challenges. Every board of directors should devote time to reviewing the appropriate role of board members and staff – paying close attention to the implications the roles have on the operation of the organization.

Generally speaking, boards best support the CEO when:

- Roles, authority, and expectations are clear
- Communication is open and frequent
- Additional needs (for information, data, etc.) are defined
- Feedback is given, verbally and in writing
- Issues are addressed directly

- Adequate internal resources are funded to perform the mission and programs

The CEO best supports the board when:

- Meetings are run efficiently and effectively
- Focused knowledge, data, info, etc. is provided – too much can overwhelm, but all info should be available on request
- Feedback is requested and given
- Issues are addressed directly
- Adequate internal resources are directed to the board’s work

Understanding the Line between Management and Governance

One of the key challenges for the board and CEO can be the division of labor. As we've said, in general the board focuses on governance and the CEO on management. However, depending on the size, resources, and life cycle of an organization, a board may be very hands-on, or a board may focus solely on leadership, governance, and oversight. Shifting between these two realities can be a major cause of tension.⁴

A board may need to become more hands-on in the following instances:

- Departure of the CEO,
- Poor results in a major audit,
- Significant grievances or compliance issues that come to the attention of the board, or
- Other crisis issues.

The table below outlines the key responsibilities in an organization and indicates how each area of responsibility aligns with the roles of governance or management.

Key Responsibilities	Governance	Management
Advance the vision, mission, strategy, and desired results	X	X-The CEO and staff are involved in an organization's planning processes
Plans: Strategic, Annual, and Contingency	X- Approve	X-Implement
Policy (Fiscal/Finance, Personnel, Resource Development, etc.)	X- Approve	X-Develop and implement
Legal compliance	X	X
Provide fiscal oversight	X	
Develop organizational budget and determine specific expenditures		X
Approve budget(s)	X	
Ensure a resource development plan	X	
Implement the resource development plan, including preparation of an annual report	X-Board Members have roles	X-Staff have roles
Ensure positive external relationships (public	X	X

⁴"Board/Executive Director Tensions." *Governance Matters for Effective Nonprofits. Board Leadership: Executive Director Conflict.* <http://www.boardcoach.com/downloads/Executive-Director-Conflict-Board-Leadership-Project-Governance-Matters.pdf>

Key Responsibilities	Governance	Management
policy, media/communications, partnerships)		
Hiring, coaching, overseeing, evaluating, firing of CEO	X	
Follow procedures for election, recruitment, and adequate onboarding of board members	X	
Program development and implementation (part of the annual and strategic plans, typically)		X
Day-to-day management, including execution of all contracts and agreements, accounts, and first media contact		X
Hiring, coaching, overseeing, evaluating, firing of staff		X
Overseeing program evaluation and outcome measurement (part of the annual and strategic plans, typically)	X	X

For a visual look at the board’s and staff’s responsibilities for management and governance, see Attachment A.

According to the article, *Board/Executive Director Tensions*, one of the major causes of board and executive conflict is a misunderstanding of each other's roles or simply a lack of information.⁵ Like all of us, without clear direction and understanding, board members will default to operating within their comfort zone and in many cases that is likely to be management. In many cases, individuals are actually recruited to be on boards of directors because of their professional management accomplishments. They are most often familiar with issues of fiduciary oversight and day-to-day management than with issues of governance and strategy.

Another tool that may help with issues around a lack of clarity is a board calendar. At a glance, a board member can see what it required of him or her during each month of the year. For example, a board member may note that in November, the IRS Form 990 should have been filed and he or she needs to sign appeal letters for the annual campaign. A sample board calendar is provided as Attachment B.

For most of the key responsibilities, listed above, there are additional *Standards for Excellence* educational resource packets available. See the *Standards for Excellence Institute* website for a full list of the topics addressed in these resources.

Hiring the Chief Executive

Hiring the executive director is one of the board’s most important jobs. When a vacancy occurs, the first question the board should ask is:

“Do we have the internal expertise and time needed to conduct a proper search and select the best candidate?”

⁵“Board/Executive Director Tensions.” *Governance Matters for Effective Nonprofits. Board Leadership: Executive Director Conflict.* <http://www.boardcoach.com/downloads/Executive-Director-Conflict-Board-Leadership-Project-Governance-Matters.pdf>

If the answer is “yes,” the hiring process typically begins with the creation of an ad hoc Board Search Committee to oversee the search, interview candidates, and recommend the selected candidate(s) to the full board. The Search Committee is appointed by the board chair and is responsible for creating and implementing the processes necessary for recruiting, interviewing, and selecting candidates for the position. The committee recommends the final candidate(s) to the full board, who interviews the finalists and votes as a board on the final selection.

Typical Search Committee responsibilities include:

- Finalize executive position description
- Approve job announcement/advertisement
- Approve communication plan (including message, distribution channels, and timelines)
- Establish criteria for screening and selection
- Screen resumes and select best qualified candidates
- Develop screening interview questions
- Review candidates’ written responses to a set of questions, if needed
- Conduct telephone, video, and/or in-person interviews
- Contact references
- Make recommendations to the board regarding final candidate(s)
- Draft employment contract and seek legal counsel for review, if needed

If the answer is “no” and the board determines that additional expertise is necessary, there are a number of options to consider:

- Hire an outside consultant to guide and support their work
- Work with an outside search firm to facilitate the process
- Request the assistance of board or staff members from other nonprofits in a related field

In all cases the full board, not the Search Committee, the Executive Committee or the Board Chair, makes the final hiring decision.

Executive Roles and Responsibilities

The *Standards for Excellence* educational resource packet, Board Member Responsibilities, contains in-depth information, resources, and tools that outline board roles and responsibilities. In this section, we focus on the crucial and complementary resources for the chief executive.

The road to creating an effective board/CEO partnership starts with ensuring that the CEO’s position description is current. It is not possible for the board to hold the CEO accountable without a mutually-agreed upon position description. The position description guides day-to-day activities and priorities and serves as the basis for the ongoing and annual evaluation processes.

Once the CEO is hired, reviewing and updating his or her position description may not be a regular occurrence. Some organizations may also have a CEO contract which outlines the roles and responsibilities normally found in a position description. Regardless of the format, make sure the board and the chief executive regularly review and update the CEO’s duties and responsibilities. The annual performance review is a good time to re-visit these expectations and adjust, as needed, based on new priorities, programs, or initiatives.

When composing the position description for the CEO, consider the following categories:

- Position Title

- Accountability
- Reporting Relationship
- Supervisory Relationships
- Employment Status
- Organization Description
- Duties or Specific Responsibilities and Expectations
 - Mission Advancement or Strategic Vision, Leadership, and Planning
 - Financial/Fiscal
 - Resource Development
 - Governance
 - Operations
 - Additional Areas of Duty include: Public Relations, Marketing, and Advocacy
- Required and/or Desired Qualifications and Skills
- Work Schedule and Location
- Any Background Checks or Security Requirements Required
- Any Required Legal Disclaimers

More information about each of these sections follows:

Position Title

Does your organization use the term Chief Executive Officer (CEO), CEO and President, or Executive Director? Refer to your organization's bylaws, position descriptions, and employment contracts, and ensure consistency.

Accountability

To whom is your CEO accountable? In general, possibilities include: to the board, to the public, and/or to the profession.⁶

Reporting Relationship

The CEO reports to the board as a whole, not to any one person nor to each person on the board. This distinction is important. The board chair (or in some cases a designee or designees on the executive committee) may act as the board's liaison to the CEO. The liaison is responsible for creating an effective communication structure by which the CEO receives systematic feedback and direction from the entire board as needed and appropriate.⁷ The "Reporting Relationship to" section should always be the entire board.

Supervisory Relationships

The CEO is responsible for the entire staff, but whom does he or she supervise directly? Are there key volunteers to include in addition to paid staff members that are directly supervised by the CEO?

Employment Status

⁶"Balancing Act: The Board and Executive Director Relationship." <http://blog.grdodge.org/2012/04/23/balancing-act-the-board-and-executive-director-relationship/>

⁷"Board/Executive Director Tensions." *Governance Matters for Effective Nonprofits. Board Leadership: Executive Director Conflict.* <http://www.boardcoach.com/downloads/Executive-Director-Conflict-Board-Leadership-Project-Governance-Matters.pdf>

The position of CEO can be full-time or part-time. Generally speaking, nonprofit CEOs are classified as *exempt* employees or those employees that under wage and hour laws (Fair Labor Standards Act, FLSA) are not entitled to overtime pay. There are some cases, however, where the chief staff person in a nonprofit organization offers services more closely viewed as administrative than leadership, and in such instances, it may be appropriate to classify the chief staff person as a non-exempt employee. Whether an employee is exempt or non-exempt usually depends on: (a) how much they are paid, (b) how they are paid, and (c) what kind of work they do.⁸ Outlining this in the position description is necessary to comply with employment law and human resources requirements. It is to seek the advice of your legal counsel before making this determination.

Organization Description

Include here a brief description of the organization, including mission, vision, location(s), and description of programs and services.

Duties or Specific Responsibilities

The bulk of a CEO position description falls into this category, and it is the most crucial section to clearly outline roles and responsibilities in each of the following categories.

- ***Mission Advancement or Strategic Vision, Leadership, and Planning***
This section should include information around the CEO's role in mission, vision, core values, and goals and objectives - all of which drive the creation of the organization's strategic plan. The strategic plan then serves as the foundation for annual plans that include quality program creation, tracking, and evaluation. Possible other items to include here are the CEO's duty as a spokesperson for the organization and the responsible party for internal and external stakeholders.
- ***Financial/Fiscal***
Include duties related to financial and fiscal management and policies, development and monitoring of the annual budget, regular financial reporting, and work with relevant committees.
- ***Resource Development***
This section should outline the CEO's role in fund development policies, fundraising for the organization in general, and the CEO's support of the board in fundraising efforts.
- ***Human Resources***
This section should address the CEO's role in staff hiring and supervision.
- ***Governance***
This section refers to specific CEO duties around regular communication, reporting, and opportunities for effective and efficient feedback and problem-solving with the board.
- ***Operations***
The CEO is expected to provide the information and guidance around key policies for the organization and once these policies are finalized and approved by the board, he or she is responsible for implementing those policies to ensure effective day-to-day management.
- ***Public Relations, Marketing, and Advocacy***
Consider how relevant these duties are to your organization and include them as needed in an existing category or add them as a separate category.

⁸ For a full discussion of this topic on the Fair Labor Standards Act, visit <http://www.flsa.com/coverage.html>.

Required and/or Desired Qualifications and Skills Required

For this section, the board should ask itself: What are the qualifications that will ensure success? What is absolutely necessary and what is a preference? Is a specific degree, length of work experience, certificate, credential, or license required or desirable?

Any Required Legal Disclaimers

Again, see counsel from your attorney. What legal disclaimers do you need to include on the job description?

Attachment C provides a sample CEO position description. Other excellent resources to consult in the development of job descriptions can be found in the resources section.

Determining Chief Executive Compensation

Executive compensation is an important topic, and setting the compensation is a key responsibility of the board of directors. Failing to effectively carry out this responsibility may lead to issues of excessive compensation, which may be a cause for concern among donors, funders or even the Federal government, or too-low compensation, which may result in frequent and costly turnover of your chief executives.

Steps for Determining CEO Compensation:

- The compensation of the CEO is reviewed and approved using external data of comparable compensation for similarly-qualified persons in comparable positions at similarly-situated organizations.
- The compensation of the CEO is reviewed and approved by the board or executive committee, provided that persons with conflicts of interest with respect to the compensation arrangement are not involved in this review and approval.
- There is documentation and recordkeeping with respect to the deliberations and decisions regarding the compensation arrangement.

Additionally, the executive should periodically prepare for the board an overview of the compensation structure of the organization and the value of volunteer investments in an organization. These topics are addressed in other *Standards for Excellence* educational resources packets.

Evaluating the Chief Executive

Once position descriptions are written and agreed upon, they serve as the basis for annual evaluation processes, that includes self-evaluation by board members, evaluation of the board as a whole, and evaluation of the chief executive. For more information on board member position descriptions and board evaluations, see the *Standards for Excellence* educational resource packet on Board Member Responsibilities.

The executive director reports directly to the board of directors. She/he has the right to expect that the board will systematically and routinely evaluate her/his performance, recognize accomplishments, suggest areas for growth, and provide opportunities for professional development. The board of directors should not think of the annual evaluation as punitive. Evaluating the executive director's performance should not be reserved for times when the board has performance issues. It should be an annual process at the very minimum.

Provide an opportunity for each board member to offer input into the chief executive's evaluation, but only one or two board members should conduct the actual review. This can be done using a structured questionnaire, tallied by an ad hoc committee of the board.

Tips for evaluating the executive director include:

- Evaluate the executive director annually
- Do it in a respectful way
- Allow all board members the opportunity offer their input
- Establish a fair and equitable procedure that has been agreed to by both the board and the executive
- Make it a consistent, constructive, regular exercise for the executive and the board to reach agreement on expectations
- Ensure that there is some consistency among the board members, setting the expectations one year and evaluating whether those expectations were met the following year

Additional guidelines that characterize good evaluation processes are:

- The board and chief executive agree on the timing and form of the assessment
- The starting point for the evaluation is re-examining the current job description, the organization's goals for that year, and any personal goals the chief executive may have established at the time of hiring or at the last evaluation
- Executive self-assessment is an important part of any evaluation
- Board members must take an honest look at themselves (i.e. how they have contributed to the "successes" or "failures" identified in the evaluation)
- The results of the assessment must be shared with the executive director, including plans made for future growth and new goals established for the coming year
- The results of the assessment, in summary form and including goals for the coming year, must to be shared with the full board

Attachment D provides a Sample Executive Director Evaluation Process Resource Tool.

Chief Executive Termination/Removal

Reasons and procedures for removal of the chief executive should be defined by the employment arrangement (contract) between him or her and the board of directors. The bylaws often address this issue as well. In the event that the board determines that removal of the CEO is in the best interests of the organization, it should take care to follow the procedures outlined in these legal documents and to ensure due process. We also suggest that you seek legal counsel to aid you in this process.

Having a leadership succession plan in place is vital to ensuring a smooth transition in the event of a planned or unplanned departure by the executive director. See the *Standards for Excellence* educational resource packet, Succession Planning, for additional information.

Policies

A major responsibility for boards is setting policy for the nonprofit. A major responsibility of the executive is providing guidance around setting policy. Once approved by the board, the CEO is responsible for implementing policies. In terms of effective board and staff relationships, policies ensure a clear process for all major issues the nonprofit might face, including a framework for employees to raise concerns or issues.

When these policies are in place, the board, executive, and staff all have clear expectations, lines of authority, and clear paths to raise concerns. This clarity ensures the most efficient and effective board and staff relationship possible and provides for mutual support and understanding. Building on board-approved policies and plans, the executive and staff are in a strong position to keep the board members informed and prepared to fulfill their roles, as they fulfill the organization's mission. All policies need to be consistent with the organization's by-laws and articles of incorporation.

Some of the key policies to consider are:

- Board's Role in Raising the Resources for the Organization
- Conflict of Interest
- Employee Grievance
- Financial, including Internal Controls and Purchasing
- Personnel
- Program Participant/Client Grievance
- Risk Management and Insurance Coverage
- Volunteers
- Whistleblower/Confidential Means of Reporting Impropriety

To organize policies, consider a Board Policy Manual or for boards utilizing an online board portal, a separate folder, or sub-portal dedicated to the organization's board-approved policies. The manual is not only useful for the board on an ongoing basis, it is also useful to orient new board members. The board policy manual should carefully outline when policies should be revised or reviewed. It is recommended that the Board Policy Manual be a part of a Board Member Manual that is distributed to new board members as part of their orientation and onboarding process. Policies to consider for inclusion in the Board Policy Manual are outlined below:⁹

CEO Policies

- Position description (CEO)
- Treatment of staff and CEO succession planning
- Financial planning and budget
- Asset protection
- Communication and support

Board Policies

- Position descriptions (board member, chair, committee members)

⁹Wilcox, P.J. *Exposing the Elephants: Creating Exceptional Nonprofits*. Hoboken, NJ: John Wiley & Sons, Inc., 2006.

- Agenda planning
- Code of conduct
- Conflict of interest
- Governance capacity (recruitment, evaluation, training, etc.)
- Board elections (often covered in the by-laws)
- Board committee principles
- Treatment of board volunteers
- Unity of control - i.e. the board, as a whole, manages the CEO
- Accountability and delegation to the CEO
- CEO oversight and performance review
- Succession plan

Mission Advancement Policies

- Organizational chart
- Mission statement and statement of values
- Strategic plan and annual plan
- Resource development plan
- Sustainability plan

Other Policies

- Financial Policies
- Human Resources Policies and Procedures/Employee Handbook
- Volunteer Handbook
- Crisis or Disaster Plan
- Administrative Policies: Technology, Communications and Social Media, Sponsorships, Strategic Partnerships, Fundraising, Determining Advocacy Positions, Compensation

Additional Policy Considerations

While it is the executive director's responsibility and authority to hire, supervise, and evaluate all of the other staff members of the organization, there are a few situations where the board of directors may become directly involved in matters relating to the executive. Policies should define these situations and the procedures to be followed.

- **Grievance:** The board may serve as a point of review and decision-making in the event of a employee grievance or complaint involving the CEO or another member of senior management.
- **Whistleblower:** Staff may report suspected fraudulent or dishonest conduct to the board of directors if the fraudulent or dishonest conduct pertains to the CEO or other senior manager.

Acknowledgements: With thanks and appreciation to Susan Fort for her excellent work on this educational resource packet.

Selected Resources for Board and Executive Partnerships

The following is a list of selected resources for further information about board and executive partnerships. This packet has from these and other resources, and it is recommended that you and your organization explore these resources to enhance your knowledge of board and executive partnerships.

Board/CEO Relationship

The Stanford Social Innovation Review. A Better Board Will Make You Better
http://www.ssireview.org/articles/entry/a_better_board_will_make_you_better

The Foraker Group. Managing Board CEO Relationships.
<http://www.forakergroup.org/index.cfm/Resources/President's-Letter/Board%20and%20Staff%20Balance/672>

Renz, David. Nonprofit Quarterly. <https://nonprofitquarterly.org/governancevoice/11971-adding-a-few-more-pieces-to-the-puzzle-exploring-the-practical-implications-of-recent-research-on-boards.html>

Whitehorne, Samantha. "Successful Board Chair-CEO Partnerships." *Associations Now Magazine*. ASAE: The Center for Association Leadership. n.d. Web. 28 Feb. 2014.

"Starting Off on the Right Foot: How to Establish a Good ED-Board Relationship." Bridgestar, an Initiative of the Bridgespan Group, n.d. Web. 28 Feb. 2014.

Tools for Executive Directors and Boards of Directors. The Center for Nonprofit Leadership at Adelphi University offers a wide variety of tools for boards and executive directors including sample evaluations, assessments, manuals, bylaws, codes, etc.
<http://nonprofit.adelphi.edu/resources/tools-for-executive-directors-and-boards-of-directors/>

Balancing Act: The Board and Executive Director Relationship: Article about fostering a healthy board/executive relationship (important characteristics of a strong relationship, determining a clear understanding of roles and responsibilities and creating reciprocal agreements).
<http://blog.grdodge.org/2012/04/23/balancing-act-the-board-and-executive-director-relationship/>

Leading a Nonprofit Organization: Tips and Tools for Executive Directors and Team Leaders: Tips for the executive, includes section on working with a board of directors.
http://www.acf.hhs.gov/sites/default/files/ocs/leading_npo.pdf

Executive Director Conflict: Board/Executive Director Tensions. Guide to understanding and resolving conflict between executive and board.
<http://www.boardcoach.com/downloads/Executive-Director-Conflict-Board-Leadership-Project-Governance-Matters.pdf>

Board Source. *Assessing and Supporting Your Chief Executive: A BoardSource Toolkit* (PDF). Publication Date: 2010. For Purchase.

Board Source. *Assessment of the Chief Executive—User's Guide* (PDF). Format: Book (Print). Publication Date: 2005. For Purchase.

Board Source. *Building the Governance Partnership: The Chief Executive's Guide to Getting the Best from the Board* (PDF). By: McGinnis Kathleen A., Williams Sherill K. Publication Date: 2011. For Purchase.

Board Source. *Effective Leadership for Nonprofit Organizations: How Executive Directors and Boards Work Together*. Format: Book (Print). Publication Date: 2013. For Purchase.

Management vs. Governance

Nonprofit Board

<http://managementhelp.org/boards/duties/nonprofit-boards.htm>

Overview of Good Governance Principles

<http://www.lawforchange.org/lfc/NewsBot.asp?MODE=VIEW&ID=2052&SnID=2>

Executive Position Descriptions

"You Are at Risk Without a Job Description."

<http://ezinearticles.com/?Nonprofit-Executive-Directors---You-Are-at-Risk-Without-a-Job-Description&id=3721384>

"Board/Executive Director Tensions." *Governance Matters for Effective Nonprofits. Board Leadership: Executive Director Conflict*.

<http://www.boardcoach.com/downloads/Executive-Director-Conflict-Board-Leadership-Project-Governance-Matters.pdf>

Moshman, Joanna. "The Principle Responsibilities of an NGO Executive Director." *NGO News*. June 2008.

<http://www.wango.org/NGONews/June08/NGOExecDirector.pdf>

"Balancing Act: The Board and Executive Director Relationship"

<http://blog.grdodge.org/2012/04/23/balancing-act-the-board-and-executive-director-relationship/>

Terminating the CEO

"Firing the Executive Director"

<http://www.compasspoint.org/board-cafe/firing-executive-director>

Board Policies Resources

Wilcox, P.J. *Exposing the Elephants: Creating Exceptional Nonprofits*. Hoboken, NJ: John Wiley & Sons, Inc., 2006.

Board Source. *ePolicy Sampler Series*. For Purchase.

Board Source. *Board Basics 101: Creating Policies*. Format PDF. Free.

General Board Resources

Reports and Articles.

<http://nonprofit.adelphi.edu/resources/research-and-reports/>

Tips for your Nonprofit Organization:

A list of several tips for decision making and strengthening boards.

<http://nonprofit.adelphi.edu/resources/tips-and-tools-for-your-nonprofit-organization/>
<http://nonprofit.adelphi.edu/files/2013/02/tips-nonprofit-organization.pdf>

BoardSource has a wealth of publications on board-related issues. Some have already been noted on this list. The link below is to the free "community resources," but there are additional resources for members and still more available for a fee.

<https://www.boardsource.org/eweb/DynamicPage.aspx?Site=bds2012&WebKey=0ad59d92-cf7a-425e-a271-a6001b53484a>

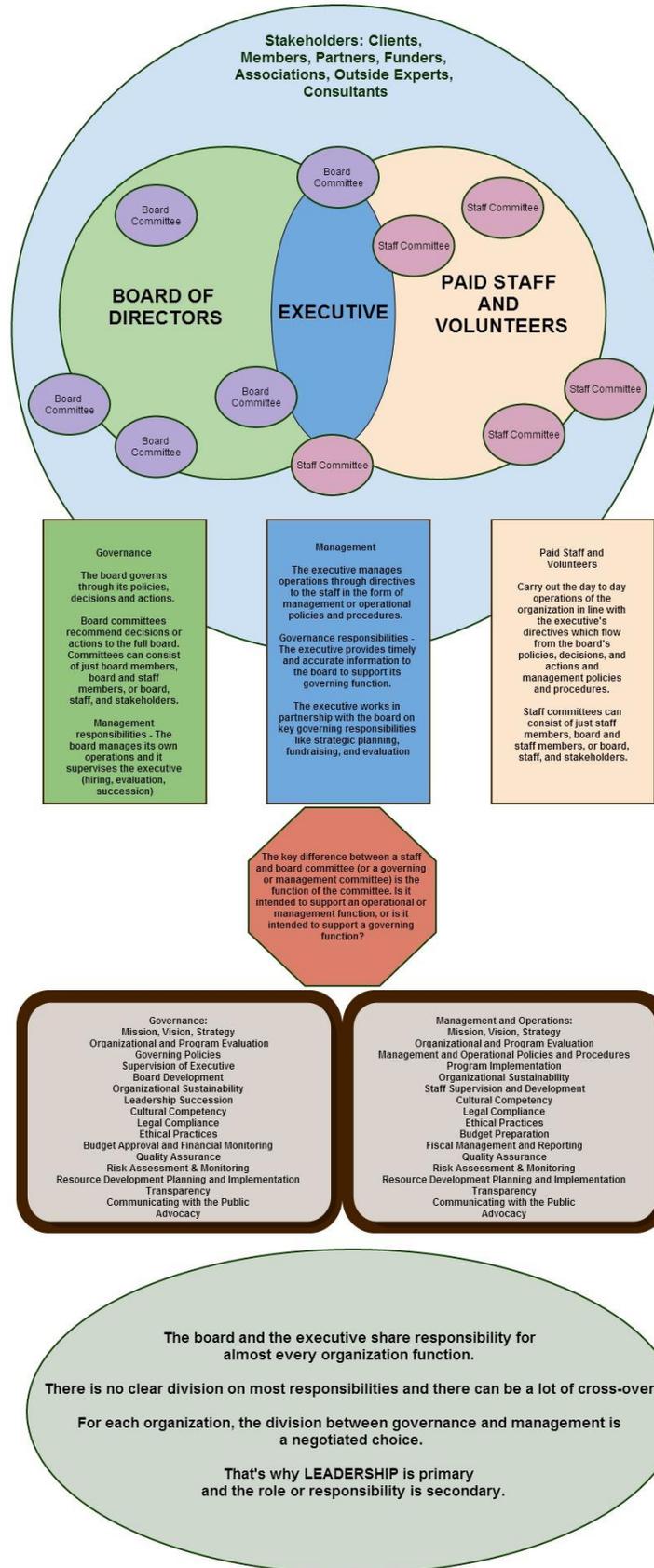
Attachments:

- Attachment A: Leadership Roles in Management and Governance Roles Diagram
- Attachment B: Board Calendar – from the Standards for Excellence Institute Board Room Quick Tip, 2012-2014
- Attachment C: Sample Position Description Nonprofit Executive Director/CEO – from the Standards for Excellence Institute 2014
- Attachment D: Sample Executive Director Evaluation Process Resource Tool – from the Standards for Excellence Institute 2014

Attachment A

Leadership Roles in Management and Governance

Standards for Excellence Institute, © 2012–2014



Attachment B



Board Room Quick Tip

A Series for Board Leadership

Board Calendars⁽¹⁰⁾

On your first day of “work” as the new board president, were you handed an organized list of everything that needed to get done and when?

Did you know: the date of the Executive Director’s last performance review; how long budget planning took last year; when your major special events are; the last time your board did a self assessment or when new members joined the board?

Were your questions about the fiscal year of your organization and the fiscal year of your organization’s largest funders explained in a manner that highlighted the significance of any difference?

If you answered yes to all these questions, congratulations! You either have a board calendar or your organization has successfully implemented a succession plan that provides for adequate leadership training and transition.

For the rest of us...board calendars can be a great day to day assistant as well as a system for providing continuity over time.

Attached, you will find a list of items you may want to include on a Board Perpetual Calendar, as well as a list of those activities you could include on an annual calendar. What you choose to include will vary based on the needs of your organization.

Items you should consider including on your Calendars if relevant to your organization

Perpetual Calendar: *Things that happen every year and should be plugged into the Annual Calendar:*

- Standing Board Meetings
- Standing Committee Meetings
- Independent Audit
- Budget Planning
 - Draft Budget presented to Budget Committee
 - Board Budget meetings
 - Final Draft distributed
 - Approval of Budget
- Beginning of the Organization's Fiscal Year
- Beginning of State Fiscal Year
- Beginning of Federal Fiscal Year
- Review and acknowledge receipt of completed IRS Form 990
- Ongoing Grant Cycles
- Executive Evaluation
 - Input Tool Distributed
 - Results Discussed
- Board Self Assessment
 - Tool Distributed
 - Results Discussed/Action Planning
- Board Social Retreat
- Fall is Fun Special Event
- Annual Meeting, Election of Board Members
- New Board Member Orientation
- Review Progress on Strategic Plan
- Risk Management/Insurance Review (Odd Years)
- Review of Finance Policies (Even Years)
- Review Personnel Policies and Salary Structure (years ending in "0" and "5")
- Conflict of Interest Statement Filing
- Initiate Strategic Planning Process (2012,2015,2018)

Annual Calendar: *All Items Listed on the Perpetual Calendar and....*

- Special Agenda Items for Each Board Meeting
 - Staff Program Presentations
 - Distribution of Board Assessment Questionnaires
 - Beginning of Budget Deliberations
 - Report of Board Member Development Committee on Board Composition Analysis
 - Board Development Training Programs
- Ad Hoc Committee Meeting Schedule
- Dates of Annual Special Events
- Board Member Birthdays
- Project Funding Cycles

Attachment C
Sample Board Calendar Featuring Required Elements of the
Standards for Excellence code

	Board of Directors	
	Yearly Action Items (Sample - Calendar Year)	
<u><i>INSERT MONTH</i></u>	New Board Member Orientation	
	Board Review of Conflicts of Interest and Completion of Conflict of Interest forms	
	by all board members	
<u><i>INSERT MONTH</i></u>	CEO Review (Performance and Compensation)	
<u><i>INSERT MONTH</i></u>	Audit and Management Letter Review and Approval	
	Review of 990	
	Review the Percentage Spent on Program Administration and Fundraising	
<u><i>INSERT MONTH</i></u>	Slate of Officers (New Seats) Approval	
	Officers (Executive Committee) Approval	
	Presentation of Annual Report	
<u><i>INSERT MONTH</i></u>	Board Formal Self Evaluation	
	Budget Approval	
	Other	
<u><i>Quarterly</i></u>	Check in on strategic plan/business plan progress	
<u><i>Annually</i></u>	Review of program evaluation results	
<u><i>3-5 Years</i></u>	Assess need for insurance coverage	
<u><i>3-5 Years</i></u>	Review and Approve the Mission Statement	
<u><i>3-5 Years</i></u>	Review the Organization's Compensation Structure	

<u>3-5 Years</u>	Reviews the Internal Review of Compliance with Legal and Regulatory Requirements	
<u>3-5 Years</u>	<i>Any Changes to the Following Policies Must be Approved by the Board:</i>	
	Confidentiality Policy	
	Conflict of Interest Policy	
	Personnel Policies/Employee Handbook	
	Volunteer Policies	
	Document Destruction/Retention Policy	
	Financial Policies (Investments, Net Assets, Purchasing, and Internal Controls)	
	Fundraising Policy	
	Gift Acceptance Policy	
	Advocacy Policy	
	Whistleblower Policy	
<u>At All Board Meetings</u>		
	Review of financial statements, with budget to actual component	
	Review and approval of board minutes	
	Review of executive committee minutes and other committee minutes/discussions,	
	if applicable	

Attachment D
Sample Position Description
Nonprofit Executive Director/CEO

Organization
Executive Director
Position Description

Reports to: Board of Directors
Supervises: Staff, Interns, Volunteers
Status: Full-time, Exempt

ORGANIZATION DESCRIPTION

Mission, vision, location(s), description of programs and services.

DUTIES

Mission Advancement

1. Works in partnership with the Board of Directors in developing the organization's strategic plan, including mission, vision, values, goals and objectives.
2. Advances the mission and strategic plan by developing and managing programs and services.
3. Ensures a high level of program quality, including regular tracking, evaluation and reporting on measures of success.
4. Serves as the primary spokesperson for the organization and is ultimately responsible for the organization's relationships with internal and external stakeholders, including staff, board, clients, community partners, funders, local government, and media.

Financial Sustainability

1. Raises funds to support organizational operations from a variety of sources, including government, foundations, corporate and individual donors.
2. Supports the Board of Directors in its fundraising efforts.
3. Develops the annual budget, in cooperation with the Finance Committee, subject to approval by the Board of Directors.
4. Oversees financial management of the organization, ensuring compliance with financial policies, manages accounts, and provides regular (no less than quarterly) reporting to the Board of Directors on the financial status of the organization.

Governance

1. Cultivates a strong, transparent working relationship with the Board of Directors and provides accurate, complete and timely information on the organization's programs, services and finances.
2. Informs and advises the Board regarding current trends, problems and opportunities that are important to the organization's mission and operations.
3. Serves as a non-voting member of the Board of Directors.

Operations

1. Maintains the necessary financial, human resources, and other management and administrative policies and procedures for the organization, and brings relevant policies to the Board of Directors for review and approval.
2. Supervises staff, volunteers and interns. Recruits and retains highly qualified personnel and administers an effective human resources system that includes position descriptions, performance standards, performance appraisals and a fair compensation system.
3. Ensures smooth day-to-day management of the organization, including execution of all contracts and agreements and the creation of a contingency/emergency plan
4. Ensures the legal integrity of the organization, monitoring compliance of the organization with all applicable laws and regulations.

Qualifications and Skills

1. Education requirements [i.e. Bachelor's Degree; Masters Degree]
2. [Any Licensure required (such as licensed social worker)]
3. 5+ years experience in management showing progressively more responsibility
4. Knowledge and experience in [mission area]
5. Experience and strong skills in areas of leadership, management and supervision
6. Experience and strong skills in fundraising, fiscal management, budgeting and forecasting
7. Excellent written and oral communication skills
8. Strong professional reputation and record of integrity, sound judgment and respect for established ethical standards
9. Must possess vision and creativity
10. Ability to work and adapt to adversity
11. Ability to engage and foster relationships with the community, public agencies, and the Board of Directors
12. [Include other requirements, for example if person will be required to travel on behalf of the organization; if need their own vehicle; etc.]

Work Schedule & Location

Any Background Checks or Security Requirements

Attachment E

Sample Executive Director Evaluation Process

Resource Tool

Function of the Board as a Whole: Executive Director (ED) evaluation is the responsibility of the entire board. Evaluating, hiring and firing the executive director is one of the most important duties of the Board of Directors. A committee, such as the executive committee or the human resources committee may take on responsibility for designing and managing the process of ED evaluation, but all board members should have an opportunity to participate in the evaluation itself.

Begin 12 Months in Advance: The first part of the ED evaluation process is for the board to set clear expectations for the ED's performance. The process of setting clear expectations should be a dialogue with the ED. The specific goals and measures, and the evaluation instrument should be shared with and agreed upon by the Board and ED, before the evaluation period begins.

Self Evaluation and Staff Evaluation: The executive director should be given the opportunity to complete a self-evaluation, utilizing the same instrument that the board completes. In addition, staff may be invited to complete an evaluation of the ED, often called a "360" evaluation. This should happen about 2-4 weeks prior to the evaluation date.

Note: The results of the self-evaluation and staff evaluation can be provided in advance, prior to Board Members completion of the tool, or can be provided after board members complete the tool. If provided before, then individual board members can benefit from the input of staff and the ED prior to completing their form. If provided afterwards, the board can benefit from some analysis of any differences between the self-evaluation, staff evaluation and board members' evaluation.

Evaluation from Board Members: Each board member should have an opportunity to provide input on the evaluation. If a form is used, each board member should complete the form, 2-4 weeks prior to the evaluation date. The results should be compiled confidentially by a board member appointed by the Chair or the full board.

3-Step Evaluation Meeting:

Step 1: Executive Director makes a presentation to the Board on his/her accomplishments for the year.

Step 2: The Board meets in executive session without the ED present to discuss the evaluation. The board discusses the evaluation instrument and the rating. Board members are asked list of "Commendations" and "Areas for Improvement" individually. Each board member shares his/her list. Only those items for which there is consensus (or a vote) will be added to the "flip chart" or full board list. No pet issues make it onto the lists for the full board. Any adjustments to the salary should be discussed and voted upon at that time.

Step 3: ED is invited back into the room and Board Chair or designee shares the results of the evaluation tool and rating (if applicable) and the commendations and areas for improvement, and any salary adjustment, followed by an open discussion. The board should invite the ED to consider professional development for the year in light of the evaluation.

To Be Completed by Staff (Direct Reports)
ANNUAL EVALUATION OF EXECUTIVE DIRECTOR

From your perspective, give the Executive Director a grade for how successfully you believe he/she carries out each of the following roles and responsibilities.

4 = Outstanding/exemplary performance. Achieved more than what was expected.

3 = Satisfactory performance; Achieved all that was expected.

2 = Showed progress, but fell short of expectations.

1 = Needs improvement. No significant progress made; poor performance on expectations.

N/A = Not applicable; Not observed by staff member.

Performance Expectation	Rating	Comments
1. MISSION		
1a. The Executive Director inspires staff to achieve the mission of the organization.		
1b. The Executive Director understands the needs of the members and stakeholders and ensures programs are appropriate to those needs.		
1c. The Executive Director ensures a high level of program quality, driving for improvement in outcomes and impact.		
1d. The Executive Director is an effective advocate and spokesperson for the organization with internal and external stakeholders.		
2. STRATEGIC FOCUS		
2a. The Executive Director effectively communicates the strategic goals for the organization.		
2b. The Executive Director ensures staff understand what is expected of them.		
2c. The Executive Director assists staff in developing realistic plans for achieving goals.		
2d. The Executive Director seeks input from staff on key decisions and recognizes staff contributions and ideas.		
3. MANAGEMENT		
3a. The Executive Director is successful in recruiting and retaining a highly qualified staff.		

3b. The Executive Director fairly and consistently evaluates the performance of staff, recognizing high performance and addressing low performance effectively.		
3c. The Executive Director has reasonable expectations for the time and workload of staff.		
3d. The Executive Director effectively delegates responsibility and decision-making to staff as appropriate.		
3e. The Executive Director ensures staff have opportunities to learn and grow.		
4. WORKPLACE		
4a. The Executive Directors ensures the organization has necessary financial, human resources, and other management and administrative policies and procedures for the organization.		
4b. The Executive Director ensures the workplace is free of abuse, fraud or harassment, and any violations are handled appropriately.		
4c. The Executive Director fosters an environment of respect in the workplace.		
4d. The Executive Director ensures staff have appropriate information and equipment they need to do their jobs.		
5. ADDITIONAL COMMENTS:		

Board of Directors

ANNUAL EVALUATION OF EXECUTIVE DIRECTOR

From your perspective, give the Executive Director a grade for how successfully you believe he/she carries out each of the following roles and responsibilities.

- 4 = Outstanding/exemplary performance. Achieved more than what was expected.
- 3 = Satisfactory performance; Achieved all that was expected.
- 2 = Showed progress, but fell short of expectations.
- 1 = Needs improvement. No significant progress made; poor performance on expectations.
- N/A = Not applicable; Not observed by board member.

Performance Expectation	Rating	Comments
1. MISSION		
1a. The Executive Director understands and implements the mission of the organization.		
1b. The Executive Director understands the needs of the clients served by organization and delivers programs appropriate to those needs.		
1c. The Executive Director ensures a high level of program quality, driving for improvement in outcomes and impact.		
1d. The Executive Director is an effective advocate and spokesperson for the organization with internal and external stakeholders.		
2. FINANCES		

2a. The Executive Director effectively raises funds for the organization from a diverse range of sources (i.e. government, individuals, foundations, corporations, fee income).		
2b. The Executive Director provides monthly reporting to the board that is accurate and understandable regarding the financial status of the organization.		
2c. The Executive Director proposes a well-supported budget to the board for approval and operates within the approved budget.		
3. GOVERNANCE		
3a. The Executive Director informs and advises the board regarding current trends, problems and opportunities that are important to the future of the organization and the people we serve.		
3b. The Executive Director provides board members with information necessary to fully-inform board deliberations and decision-making.		
3c. The Executive Director provides appropriate and effective leadership, consultation, and assistance to the Board of Directors to assist the board, and individual board members, to properly fulfill their responsibilities.		
3d. The Executive Director has positive interactions with the board in an effort to move the mission of the organization forward.		
4. OPERATIONS		

4a. The Executive Directors maintains the necessary financial, human resources, and other management and administrative policies and procedures for the organization.		
4b. The Executive Director is successful in recruiting and retaining a highly-qualified staff and in administering an effective personnel program that includes position descriptions, performance, standards, performance appraisals and a compensation system.		
4c. The Executive Directors ensures the legal integrity of the organization, monitoring compliance of the organization with all applicable laws and regulations.		
4d. The Executive Director exhibits strong interpersonal communications skills necessary to fulfill his/her responsibilities.		

5. ANNUAL GOALS (Specified by the board 12 months in advance of Evaluation)		