Governance Roles & Responsibilities
A Primer for Typical Organizations

Most organizations function within a Table of Organization (TO) that depicts the flow of the supervisory reporting chain of command. At each organizational level, specific jobs hold positional authority to enforce or supervise that stem from a role, social construct, or position description. For each job, a position description enumerates the roles and responsibilities that the organization expects to be completed in a quality manner. This document provides a high-level overview of typical assignments associated with executive positions within an organization. The primer is just that, a primer. Each organization is unique and will choose to customize its roles and responsibilities to meet its mission.

Board of Directors / Board of Trustees

**Function:**
A Board of Directors determines the organization/project’s mission and purpose. It selects the Executive Director and holds that individual accountable for ensuring the organization’s functionality. A Board of Directors’ members are liable for the organization/project and its current and future stability and structure.

**Specific Roles:**
1. Employ Executive Director, monitor his/her performance for organization administration.
2. Familiarize themselves with all aspects of the organization necessary to make appropriate Board-level decisions while ensuring information gained as a Director is only used for proper purposes and is kept confidential, as appropriate.
4. Resource the organization to ensure adequate capacity to achieve the mission and goals.
5. Approve budget, monitor expenditures against budget, fiscal controls and audit compliance.
6. Review and approve policies and procedures.
7. Serve as a spokesperson and advocate for the organization/project.
9. Participate in continuing education/training to remain current on relevant topics affecting the organization/project.
10. Comply with all associated laws, policies, or standards to be good stewards of the organization.

**Officers:**
Most Board of Directors operate with Officers, typically elected by its membership for established terms. Each Board may establish Officers and Officer-Duties as appropriate to its mission.

- **Chair:** The primary role of the Chair is to ensure the Board carries out its roles and responsibilities. The Chair calls for meetings, establishes meeting agendas, and chairs Director meetings. The Chair creates Board committees and appoints Committee Chairs. The Chair participates in executive consultation with the Executive Director. The Chair frequently has the authority to act on behalf of the full Board in limited circumstances and to represent the Board of Directors at public events or before the media.
• **Vice-Chair**: The primary role is to chair meetings in the absence of the Chair and to represent the Board at events when the Chair cannot attend. The Vice-Chair often participates in meeting agenda development and executive consultations with the Executive Director. A Vice-Chair frequently takes on special assignments on behalf of the Board. The Vice-Chair frequently elevates to the Chair position when officer terms change.

• **Secretary**: The primary role is to record meeting minutes for Board meetings, including notation of all resolution activity and attendance. Often the Secretary designates a staff member, or acts in concert with a staff member, to compile the final, written notes of the meeting. The Secretary assumes the Chair role when the Chair and Vice-Chair are unavailable.

• **Committee Chairs**: When committees are chartered, the Committee Chair ensures that the group handles its assigned duties in a timely manner. Frequently, this involves chairing/facilitating group meetings and consulting with assigned staff to ensure appropriate information is prepared for committee consideration.

**Advisory Committee / Council**

**Function:**
Committee members collectively advise or support an organization/project. The group is not authorized as a decision-maker; it only gives advice and counsel. Advisory members are generally not liable for organizational/project outcomes. Advisory members provide helpful communication and advocacy to and from the community they represent to the organization.

**Specific Roles:**
1. Provide counsel on strategic goals, objectives and, sometimes, on implementation plan.
2. Provide counsel on budgets or resource allocation prioritization, receive information on expenditures against budget. May assist with resource development efforts.
3. Monitor performance toward strategic goals; provide feedback.
4. Serve as a communication conduit between the organization/project and stakeholders.
5. Serve as an advocate for the organization/project.
6. Provide guidance on committee member recruitment. Elect officers as needed.
7. Participate in continuing education/training to remain current on relevant topics affecting the organization/project.
8. Comply with all associated laws, policies, or standards to be good advisors to the organization.

**Executive Director / President / Chief Executive Officer**

**Function:**
The Executive Director is accountable for meeting the mission of the organization/project and completing its strategic goals and objectives. The Executive Director is a leadership role within the organization and is largely accountable for day-to-day operations and the organization’s culture. This position typically reports directly to a Board of Directors.

**Specific Roles:**
1. Accountable to the Board and must communicate in a timely and appropriate manner all relevant strategic information to its Directors. Ensure preparation for Board meetings.
2. Represent the organization as its lead officer.
3. Lead the creation and implementation of the strategy of the organization, including necessary planning.
4. Ensure the establishment of and compliance with necessary policies and procedures to operate the organization.
5. Direct the day-to-day functionality of the organization, including administration and program/service delivery.
6. Oversee the financial integrity and management of the organization including resource development, the adoption of a budget and financial controls, and audit compliance.
7. Hiring and retention of competent, qualified staff.
8. Supervision and/or collaboration with staff.
9. Secure the appropriate systems, physical space, and technology necessary for the organization to operate efficiently and effectively.
10. Review and sign all agreements, contracts and other appropriate documents entered into on behalf of the organization.
11. Undertake internal and external communications, including marketing, education and advocacy efforts on behalf of the organization.
12. Comply with all associated laws, policies, or standards to be good stewards of the organization.