

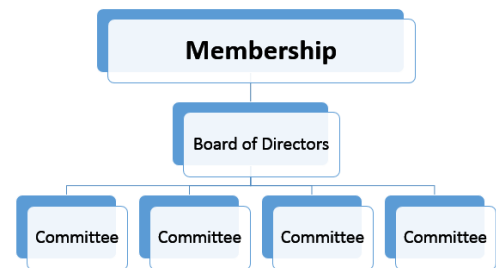
The Relationship between Board and Committees

Bob Harris, CAE

What is the best relationship of the board to committees? Are directors required to chair committees or serve as liaisons? Do committees work independent of the board, composed entirely of non-board members?

These questions are common in discussions of governance practices. They are the frequent plaint of board members, “I was nominated to the board and I am expected to chair a committee?”

There are factors regarding the ideal relationship of board and committees. Influences include the number of committees, amount of members willing to serve on committees, size of board, requirements of the bylaws, and willingness of board members to take on additional duties.



Purpose

Nearly every governing body in history has relied on committees. It is evidenced in the design of Capitol buildings surrounding the General Assembly with committee meeting rooms.

Committees supplement the work of the board and staff. They bring fresh ideas, approaches and resources to the organization.

Committees can produce significant results. I've seen committees develop important member benefits, create publications and manage vibrant social media campaigns.

On the other hand, committees can flounder. They may not have a clear purpose or vision of desired outcomes. They may be short on resources, or lack a quorum for conducting business.

Some committees have poor meeting practices. It was comedian Milton Berle who said, “A committee is a group that keeps minutes and loses hours.”

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Committees can deter good members. Imagine the rejection felt by members who responded to a call for volunteers but received no follow up. Worse, volunteers become disenfranchised by attending committee meetings that waste time.

Be cautious of a committee thinking it has more authority than the board. I have encountered committees that created their own bylaws and bank account, even though they worked under the organization's board. A committee should not assume authority to speak for the board nor contract on behalf of the organization.

The link between board and committees can take varied forms:

Directors as Committee Chairs

Directors join a board for the purpose of governing. Duties are prescribed by bylaws, articles and policies. Adding the responsibility for chairing a committee may be a distraction or burden.

Will chairing a committee interfere with board duties? Was it disclosed in the nomination process?

Some bylaws are precise about committee appointments. For example, stating that the vice president *must* chair the convention committee; or the past president *must* lead the nominating task force. These persons may not be the right people for such important roles.

"Start by getting the right people on the bus, the wrong people off the bus, and the right people in the right seats."

Avoid positioning directors in seats in which they are not committed. In the book *Good to Great*, Jim Collins suggests success begins by, "...getting the right people on the bus, the wrong people off the bus, and the right people in the right seats."

Directors as Liaisons

An alternative to directors chairing the committees have them serve as liaisons. This maintains a link between the board and committees while a non-board member serves as chair.

Board liaisons must be careful not to usurp the authority of the committee chair. Director-liaisons are champions for committees, keeping the board informed of progress.

Ideally, the committee will also have a staff liaison. The staff-liaison is a link to management and resources.

Members Driving Committees

Maintain the boards focus on governing while having the membership drives committees. This serves the original purpose of supplementing the work of the board and is a means for developing future leaders.

In this case the committee is composed entirely of members. The board must commit to not meddling in the committee's business.

Motions or Recommendations?

To differentiate between board and committee motions, I suggest that the authority for "motions" rests with the board. Committees make "recommendations" to the board. A recommendation will be transformed into a motion through the board's discussions.

Considerations for committee recommendations:

1. Does the recommendation fit within the mission statement?
2. What part of the strategic plan does the recommendation advance?
3. Will the recommendation and rationale be clear to the board for their consideration?
4. If the committee has a staff or board liaison have they been consulted?
5. Is the recommendation consistent with the governing documents?
6. What resources will be required? Does the recommendation generate income?
7. Does the recommendation create any risks?
8. How will progress be monitored?

By populating committees by board members only the organization loses opportunities to engage the membership and expand input. If it is difficult to convene committees, invest in technology and on-line collaboration tools.

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Note: Bob Harris, CAE, provides free governance tips and templates at www.nonprofitcenter.com.

