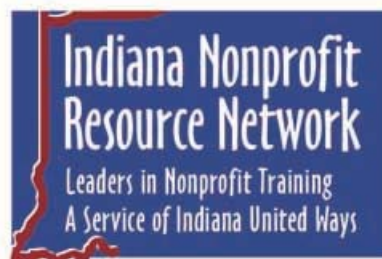


# **Executive Committees and Executive Sessions**

*Best Practices, Cautions and Examples*



# Executive Committees and Executive Sessions

## *Best Practices, Cautions and Examples*

### Executive Committees

Executive committee roles and responsibilities vary widely among organizations. Executive sessions are an important board tool that should be used with caution. Here are some options to consider.

An executive committee is simply a smaller subset of the board. It is the only standing committee that has the right to make decisions on behalf of the full board. Check your bylaws which may have additional parameters. The board decides on the executive committee's members and its charge. The charge, roles, and boundaries must be clearly defined in the bylaws, and may dictate who serves on the committee. However, according to BoardSource, the only legitimate reason to use an executive committee is to help the full board do its job – to make sure that the organization does what it is supposed to do, accomplish its mission. The board itself decides whether or not an executive committee is needed and what role it should have. Smaller boards may not need an executive committee at all since they can conduct business easily with a full board.

#### Common duties or tasks:

- Determine executive compensation
- Guidance or sounding board opportunity requested by the executive director on a sensitive or hot button issues or best practices
- Emergency decisions when it is impossible to convene the full board
- Some only meet for executive performance appraisals; some meet before or after every board meeting.
- Generally board officers comprise the executive committee. The board determines its needs. Often the executive committee includes the executive director as an *ex officio* member due to the sensitive nature of the issues discussed.
- May play an important interim role when the executive director position is vacant.

#### Advantages:

- If your board is very large due to a need for a wide range of constituencies being represented, an executive committee can help handle some tasks more easily. However, if many decisions are handled that way, the risk is that the full board may feel like a rubber stamp when confirming with a full board vote. The full board must always remember its liabilities in all decision-making.
- Decisions may be made more quickly, such as in an emergency situation.
- May oversee goal setting and agenda development.

#### Meeting too often:

- Can lead to taking away power and ownership among the full board. Unhappy or un-engaged board members may be less likely to stay involved or contribute to their fullest.
- Creates a risk that the full board is not aware of or approving items that are its legal responsibility.
- Creates a risk that the executive committee becomes an elite faction, alienating the rest of the board.

**Options:**

- Review the full board size and meeting times to be sure it works for the organization's needs.
- Have conference call meetings when in-person meetings are not practical, or on a regular schedule, or for specific decisions. If formal votes are taken, the conference call practice may need to be stated in the bylaws.

**Executive Sessions**

An executive session is a closed full board session convened to discuss confidential and sensitive issues, usually without the presence of the individual(s) implicated by the discussion. It is often used to discuss executive compensation or to organize an executive search.

**Meeting once per year, or on rare occasions:**

- May empower the board to discuss finer points of vision and mission, perhaps to check whether or not members feel the organization is on track and feel comfortable voicing their opinions.

**Meeting too often:**

- Can cause the executive director to feel unsupported and question whether the board has lost confidence in him/her.
- Can create temptation for the board to pursue a path without the support or knowledge of the executive director.

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