

Brief Bibliography on Nonprofit Governance and the Board-Chief Executive Relationship

Fiduciary Responsibilities of Nonprofit Boards

Nick Price, “The Fiduciary Responsibilities of a Nonprofit Board of Directors,” BoardEffect, March 12, 2018; <https://www.boardeffect.com/blog/fiduciary-responsibilities-nonprofit-board-directors/>.

Defines “fiduciary duties,” explains their importance, and describes the three fiduciary duties of care, loyalty, and obedience. Suggests assessment of a Board’s understanding of these duties and establishment of policies and procedures to help ensure they are met.

Greg McRay, “Fiduciary Responsibility of Nonprofit Board Members, Foundation Group, CEO’s Blog, February 8, 2021; <https://www.501c3.org/fiduciary-responsibility-of-nonprofit-board-members/>.

Defines *fiduciary* and the fiduciary role of nonprofit Board members, focusing on financial aspects of this role.

“Fiduciary Responsibilities of Nonprofit Boards,” CharityLawyer, April 8, 2019.

<https://charitylawyerblog.com/2019/04/08/fiduciary-responsibility-nonprofit-boards/>.

A brief legally-focused summary of the fiduciary duties of a nonprofit Board, as well as how the Business Judgment Rule can protect a Board member from personal liability.

Board Roles and Performance

Nonprofit Governance by State, Harbor Compliance. See

<https://www.harborcompliance.com/information/nonprofit-governance-by-state>.

A concise compendium of legal requirements for nonprofit governance by state, including things like the minimum number of directors and qualifications or limitations like residency requirements; what constitutes a quorum; the minimum number of members on a committee; required officers, terms, and which offices may or may not be held by the same person; also discusses membership requirements for nonprofits with member. Includes a Startup Guide for each state. (Harbor Compliance is a company that assists organizations including nonprofits with what it calls “the licensing process.”)

William P. Ryan, Richard P. Chait, and Barbara E. Taylor, “Problem Boards or Board Problem?” In Nonprofit Quarterly, *Board with Care: Perspectives on Nonprofit Governance*, 2005.

See https://nlctb.org/wp-content/uploads/board_with_care_perspectives.pdf.

Discusses three common problems that negatively affect Board performance – dysfunctional group dynamics, disengaged members, and Board members who are uncertain about their roles and responsibilities. Offers insights on what causes these problems and how to prevent or resolve them. Considers basic structural issues; for example, a Board can perform well and at

the same time “leave board members little to do,” and often the important work is episodic, not continuous.

Relationship between the Board Chair and Chief Executive

Melanie Lockwood Herman and Erin Gloeckner, “Let’s Work Together” – The Sweet Sounds of a Board-CEO Partnership,” Nonprofit Risk Management Center, undated. See <https://nonprofitrisk.org/resources/articles/lets-work-together-the-sweet-sounds-of-a-board-ceo-partnership/>.

Discusses the downsides and causes of disharmony between the Board and CEO, and the “must-have qualities of a successful board-CEO pairing,” with specific, practical action steps for establishing and maintaining an effective partnership.

Jennifer Chandler, “Insights into Great Relationships: Board Chairs and Executive Directors,” National Council of Nonprofits, February 13, 2018. See <https://www.councilofnonprofits.org/thought-leadership/insights-great-relationships-board-chairs-and-executive-directors>.

Offers practical suggestions and action tips for building a strong partnership between the Board Chair and the chief executive, from frequent and regular communication to seeing each other as resources who bring valuable expertise.

Joan Garry, “How a CEO and Board Chair Can Build an Amazing Partnership,” *Nonprofits Are Messy* Podcast, Joan Garry Consulting, undated. See <https://blog.joangarry.com/ceo-board-chair-relationship/>.

Joan Garry’s Blog and Podcasts address numerous nonprofit Board, leadership, and management issues. This blog identifies five key elements for a successful Board Chair-CEO partnership and provides a sample weekly meeting agenda.

“Board Chair and Chief Executive Communications/FAQs,” BoardSource, 2018. See <https://boardsource.org/wp-content/uploads/2018/01/Board-Chair-Chief-Executive-Conversations-FAQ.pdf>.

Identifies and answers eight practical questions about Board Chair-chief executive communications, as a key ingredient of a constructive partnership between these two organizational leaders. Questions range from how often the two should meet to tips for leaders who have just started working together and what to do when the two do not have a good relationship.

Board Micromanagement

Jan Masaoka, “What is Micromanagement and What Isn’t? Blue Avocado, November 15, 2010. See <https://blueavocado.org/board-of-directors/what-is-micromanagement-and-what-isn-t/>.

Discusses the gray areas in determining what actions are appropriate Board engagement and what actions are inappropriate micromanagement. Notes the Board Chair’s role in addressing micromanagement by individual members. Also discusses how lack of Board confidence in a chief executive’s ability to lead and manage the organization can contribute to micromanagement and how to recognize and address this situation.

Robert B. Acton, "A Nonprofit CEO's Nightmare: The Micro-Managing Board," BoardSource Blog, March 28, 2019. See <https://blog.boardsource.org/blog/a-nonprofit-ceos-nightmare-the-micro-managing-board>.

Discusses the negative impact of micromanagement on nonprofit chief executives, and how the chief executive can make the situation better or worse. Suggests ways to analyze and deal with Board micromanagement, and offers principles for deciding what issues should be raised with the Board.