

## Executive Committee: Help or Hindrance

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**M**ost of our local sponsored ministry Boards have Executive Committees. There are dis/similarities about their composition, scope of responsibilities and functioning. What matters is that the Executive Committee strengthen the performance of the whole board, whatever its composition and authority, by helping it function efficiently and effectively. If it does not – in tangible ways, then it should be dissolved.

### What Is An Executive Committee?

An Executive Committee is different from other board committees. While other committees have a specific purview, and deliberate and recommend, the Executive Committee has a broad purview and can decide. In other words, it has authority, delegated to it by the Board, that other board committees do not have: it is authorized to act on behalf of the board between meetings and to address organizational emergencies.

This delegation of authority has limits that are ordinarily defined in the bylaws. However, instead of clearly defining the Executive Committee's purpose and limits of authority, most bylaws specify what the Committee *can't* do by way of listing the "reserved powers" of the board. For example, the power to fire the CEO is usually reserved to the Board. Some Executive Committees have the authority to act independently but most are required to have their actions reviewed and ratified by the full board.

The Committee's decision-making authority should be used only as necessary and appropriate on emergency matters that cannot or should not be delayed until a board meeting can be called.

Typically the Committee is comprised of some of the board officers, committee chairs, other selected board members and the CEO. The risk in this composition is that the Executive Committee looks (and acts) like a "mini" board. The benefit is the inclusion of the major functions of the board. Decisions regarding composition should be guided by the responsibilities of the Committee.

### What Does the Executive Committee Do?

The Executive Committee generally has a range of responsibilities that fall into the following categories: (1) matters that cannot wait for a scheduled board meeting; (2) matters referred to the Committee by the board; (3) issues generated by the Committee itself; and (4) routine matters that conserve board meeting time.

Typical tasks may include some or all of the following:

### Help or Hindrance?

There are some simple clues that indicate whether the Executive Committee is a help or hindrance for your board. Does the board know what the Executive Committee is doing when it meets between board meetings. Are board meeting agendas well prepared, including appropriate supporting documents and clearly identified decision points? Or is the board always playing catch-up, failing to complete tasks in a timely manner and having people run out of the room during meetings to make copies or search for materials? Are board members actively engaged in thoughtful discussion of issues at board meetings? Or do board members feel like spectators rather than direction setters and decision makers? Is the Executive Committee viewed as the power brokers of the board or the facilitators for the board? We need to monitor these clues on an annual basis.

- prepare the agenda for board meetings
- evaluate and review compensation of the CEO
- appoint board committee members
- oversee and coordinate the work of all board committees and task forces
- develop and/or monitor implementation of a strategic plan
- serve as a sounding board and support for the board chair and the chief executive officer in their leadership roles
- decide issues that arise between regularly scheduled board meetings and are urgent in nature.

### Does Every Board Need an Executive Committee?

It is questionable whether boards with fewer than 15-18 members need an Executive Committee at all. It might be better for such boards to address matters as a "committee of the whole." If an Executive Committee is in place solely because the board is too large or because the time

demanding for board service is too great for some members, the solution may be to reduce the board's size or recruit more appropriate members.

#### **What Are Some of the Benefits of Having an Executive Committee?**

An Executive Committee is useful if a number of board members are geographically distant or the board is large, or if the nature of the business of the organization or its current situation gives rise to frequent urgent decisions.

#### **What Are Some of the Risks of Having an Executive Committee?**

The biggest risk is that the Executive Committee becomes "the real board within the board." The Committee must not replace the decision-making authority of the full board.

#### **Executive Committee Best Practices**

- Circulate minutes of the Executive Committee meetings to the full Board within 7 days of the meeting.
- Include at-large board representatives on the Executive Committee.
- Plan for regular change in the composition of the Executive Committee.
- When situations can be anticipated in which the Executive Committee will have to decide for the board, it is advisable for the board to ask the Committee to act on its behalf and to record this as a matter of official record in its minutes.
- Ensure that board committees are functioning and fulfilling their responsibilities to the board, e.g., make sure the Nominating Committee has a pool of potential, qualified members to fill vacancies on the board.
- Encourage imaginative/generative thinking on topics that require more than a collection of information for decision making.
- Be vigilant about defining the boundaries of the authority of the Executive Committee, having all Committee decisions ratified by the board at its next meeting and its minutes approved by the full board
- Remember that board members do not lose their potential liability when authority is delegated to an Executive Committee.