

# Board v. Staff Role Guide

One of the most persistent challenges in nonprofit governance is confusion about the respective roles of boards and staff. The table below delineates typical board v. staff roles in a mature nonprofit with a governing board, as well as areas of collaboration.

*Note: There is no one-size-fits-all model. Early-stage nonprofits often have more hands-on boards. More mature organizations tend to have boards focused on governance and strategy.*

| Area                     | Board Role<br>(Governance & Oversight)                                                                                                                                | Collaboration Zone                                                     | Staff Role<br>(Management & Execution)                                                                                                                                                                                                           |
|--------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Organizational Direction | Define and safeguard mission; approve mission revisions; Set vision; Approve theory of change                                                                         | Co-create core values and theory of change                             | Operationalize mission; Raise alerts to changing context that requires a revised theory of change                                                                                                                                                |
| Strategic Planning       | Approve high-level strategic plan; ensure alignment with mission; monitor progress toward goals                                                                       | Co-create strategic plan; sense-check assumptions and external context | Build annual operating plan that aligns with strategic plan; implement plans; report on progress                                                                                                                                                 |
| Human Resources          | Hire, support, evaluate, and (if needed) terminate the Executive Director(s) (ED); set ED compensation; approve overall compensation philosophy and major HR policies | Provide input through ED performance review processes                  | Hire, supervise, and manage staff; set individual staff compensation; design and implement HR policies (hiring, benefits, performance management, DEI, leave, etc.); Provide input to board on major HR policies through staff engagement survey |
| Fund Development         | Ensure adequate resources; participate in fundraising (personal giving, open doors, steward relationships at a high level)                                            | Partner on major donor strategy and key relationships                  | Develop and execute fundraising strategy; manage fundraising campaigns, grants, and donor relations; track gifts                                                                                                                                 |

| Area                                     | Board Role<br>(Governance & Oversight)                                                                                                                                                                   | Collaboration Zone                                                                  | Staff Role<br>(Management & Execution)                                                                                                     |
|------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Finance &amp; Fiduciary Oversight</b> | Approve annual budget; review financial statements; oversee audits; ensure financial sustainability and legal compliance                                                                                 | Discuss financial scenarios, trade-offs, and long-term sustainability               | Develop budget; manage finances; allocate resources; ensure accurate financial tracking and reporting                                      |
| <b>Risk Management</b>                   | Identify and oversee major organizational risks (financial, legal, reputational, strategic); approve risk management policies; ensure appropriate safeguards are in place                                | Discuss emerging risks and mitigation strategies; pressure-test assumptions         | Identify, assess, and manage programmatic risks; implement risk management policy; escalate major risks to the board                       |
| <b>Programs &amp; Operations</b>         | Approve major programmatic or operational shifts that significantly impact mission, strategy, budget, or risk profile                                                                                    | Explore new ideas; review impact data; provide strategic input on program direction | Design, implement, and manage programs and operations; Propose program revisions and additions; evaluate impact; iterate based on learning |
| <b>Board Management</b>                  | Manages itself. Maintain bylaws and governance policies (conflict of interest, whistleblower, committee charters etc.); recruit and onboard board members; ensure board accountability and effectiveness | Partner on board recruitment and assessment                                         | Support board operations (meeting prep, materials, logistics); advise on governance practices                                              |