

Executive Committee

Understanding Board Committee Structure

An executive committee board structure can be confusing to some nonprofits. The role of an **executive committee**, similar to all committees, is to help the board accomplish its work in the most efficient way. Boards should first analyze the entire **structure of the board** and determine whether that particular committee would add value. This outline helps boards determine whether an executive committee is a necessary tool for their organization.

What is an Executive Committee?

As the name implies, an executive committee has special responsibilities and authorities above all committees. If the bylaws allow, it can act on behalf of the full board. Its main purpose is to facilitate decision making between board meetings or in urgent and **crisis circumstances**. It often also acts as the communication link to the chief executive and, in some cases, performs the **chief executive's performance evaluation**.

Who are the Members?

It is a common practice to include the officers of the board as members of the executive committee. Members may also include committee chairs. Executive Committee membership is outlined in the organization's bylaws. Usually, the board chair also chairs executive committee meetings. Sizable boards may elect to add other representatives to this committee to ensure necessary diversity in decision making and to avoid concentrating too much power in the hands of a few. The size of the committee should stay relatively small in order to keep it a flexible and efficient tool for the board. The chief executive usually serves as an ex-officio member of this committee, and all committees.

Role of the Executive Committee

As cited in *The Practitioner's Guide To Governance As Leadership*, the most popular role for the executive committee are to:

- coordinate the full board's review of the CEOs performance and compensation
- serve as a smaller sounding board for the CEO
- focus the boards work
- set goals and development agenda
- coordinate the work of the full board

If your board does not have an executive committee, but is considering one some good questions to ask are:

- What problems are we experiencing that we think having an executive committee will solve?
- What problems might be created by having this committee?
- Are we missing some opportunities because we do not have an executive committee?
- Are there other ways to seize those opportunities?
- If we establish one, what will be most different about how we govern?
- If we create an executive committee, what steps will be taken to ensure the full board remains fully engaged?

What are the Limits of its Authority?

Often the role of an executive committee is defined by what it cannot do. To avoid delegating essential powers away from the full board, it should not:

- Amend **bylaws**
- Elect or **remove board members**
- **Hire or fire the chief executive**
- **Approve or change the budget**
- Make major structural decisions (i.e. add or eliminate programs, approve mergers or dissolve the corporation)

When would a Board Benefit from an Executive Committee?

Here are some situations that might warrant using an executive committee:

- In a crisis, when calling an emergency board meeting will not result in a quorum.
- The board needs a place to test controversial ideas. An executive committee can be used to study important issues and to present the findings to the full board.

Special Concerns

To keep every board member active and responsible for their own participation, pay attention to the following concerns:

- The executive committee cannot replace the full board. It reports to and is accountable to the full board.
- The role of the committee should be defined in the bylaws, not by the committee itself.
- Even though the committee may be granted special powers in the bylaws, the full board should always confirm decisions in its next meeting.
- The executive committee should not marginalize other board members. If the committee is perceived as an inner clique, outside members easily feel left out,

resulting in poor morale and engagement issues.

Measuring Executive Committee Effectiveness

If you have such a committee and are wondering about its effectiveness, consider the following:

- Do the officers reflect the community your organization serves?
- Do you need the Board to make non-emergency decision in between regular meetings?
- How are those decisions received?
- Are you having engagement issues, including regularly not having a quorum?

An executive committee is an excellent option in a crisis or to complete high level assignments. It also has the potential to alienate other board members when it regularly makes decisions in lieu of the full board.

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Resource: *Nonprofit Board Committees*

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