



Many ministry bylaws authorize the establishment of an executive committee to act on behalf of the full board between meetings, within carefully defined boundaries. In some instances, a committee is elected and functions. In other cases, the authorization to utilize an executive committee lies dormant. When a board gets larger than 15 members, and especially if the members are geographically dispersed, executive committees are generally necessary to facilitate ministry governance.

While some ministries may not need an executive committee, some boards find the committee helpful to enhance the smooth and orderly conducting of a ministry's governance process. The committee is often necessary because board-level decisions sometimes cannot wait for the next meeting of the full board and convening the majority of the full board by conference call may be problematic. The committee tends to be composed of individuals who are also officers.

Large boards often create special challenges in their use of an executive committee, observe Bob Andringa and Ted Engstrom in the *Nonprofit Board Answer Book*. "Over time, this smaller group within the board takes on more and more of the policymaking. After a few years, tough issues in full board meetings are referred to the executive commit-

tee for action. Before long, the committee meets more often and the full board less often. Board members grow to feel more like advisors than members of the governing body."

An executive committee may have specific responsibilities assigned to it, such as serving as the board nominating committee, working out the compensation package for the CEO, performing the annual evaluation of the CEO and acting on business of the board between meetings.

The frequency with which executive committees meet varies greatly. Some meet "at the call of the chair," or rarely, if at all. When executive committee meetings are called by the chair, the chair must exercise wisdom and discretion as to when meetings should be called. For example, if a full board meeting is only a few weeks away and an item of business is not extremely urgent, it probably should be held for the full board meeting. Or, if the item is very urgent but also very significant in relation to the ministry, perhaps a conference call or a special meeting of the full board should be held.

In other instances, executive committees meet during every month when the full board does not meet. Still others on a twice-a-year board schedule have twice-a-year executive committee meetings scheduled in the interim. When the full board

meets every month, executive committees should rarely function because, at the most, the next full board meeting is only a few weeks away.

While the executive committee structure is necessary for most ministries, there are also challenges associated with it:

- **Centralization of power.** By placing the power of the full board in the hands of a few, an executive committee that is too strong may threaten the health of the full board.
- **Second-class citizens.** Board members not on the executive committee may feel relegated to second-class membership and that they are on the outside of important board information and actions.
- **Undefined role.** If the full board fails to adopt adequate policies to restrict the power of the executive committee, decisions may be made at the executive committee level that

"An executive committee can enhance the orderly conducting of a ministry's governance process."

should be made by the full board.

If a ministry utilizes an executive committee, follow these practical steps to help insure the effective use of the committee:

- **Establish sound policies.** Start with clearly written standards of performance as standing policies for an executive committee. These standards will generally be in addition to the bylaws which authorize the committee. The standards should effectively define the


authority of the executive committee. For example, an executive committee should generally never be given the authority to change the organization's bylaws, elect officers, elect board members or hire or fire the CEO.

- **Structure the board's agenda.** Structure the agenda of the full board so that there is adequate time to discuss and take action on the key issues facing the ministry. Avoid the crush of too many actions delayed until the end of the meeting, with decisions delegated to the executive committee.
- **Have an open forum on business committed to the executive committee.** In addition to establishing policies, openly discuss the kind of issues that may appropriately be acted upon by the executive committee.
- **Share the executive committee's agenda.** When possible, share the executive committee agenda with the full board in advance, so that if a board member not on the committee wants to have input, he or she has opportunity to do so.
- **Report the actions.** Written minutes should be maintained for all executive committee meetings regardless of whether actions were taken or not. Share the minutes of each executive committee meeting with the full board in advance of the board meeting, and then review and accept these minutes at the board meeting.
- **Review/confirmation of actions.** Actions by an executive committee should be reviewed, and often confirmed, by the full board at its next

meeting. The confirmation may be routine since the action has already taken place, but it allows the full board to review the committee's work. The full board has the authority to reject decisions made by the executive committee unless the board previously delegated a sphere of authority to the executive committee with power to act.

“Standards of performance should define the authority of the executive committee.”

- **Clarify the seat of power.** Avoid implying that most or even a significant portion of the board's power rests in the executive committee. The full board always has the final authority.

Executive committees can serve as effective structural tools for a board, but they are not a requirement for a ministry. However, the board must insure that the structure and function of the executive committee enhance the smooth working of a board, not hinder it. 

Adapted with permission from BOARDWISE, Norman L. Edwards, editor.

Reprinted from
FOCUS on Accountability