

# Destroy Your Executive Committee

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Before rushing to establish an executive committee, ask yourself both why you are doing so and what will be its value to your organization. As the author enjoins, if your board is disengaged or otherwise malfunctioning, *fix the board*. Bringing an executive committee into the mix only disempowers the board and further disengages it from the organization it is supposed to govern.

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I'M ON A WORLDWIDE MISSION TO DESTROY all executive committees. And more and more people are joining me.

Here's what one executive director told me after she had shared one of my executive committee rants with her board: "I fear it won't be long before services will be scheduled for our soon-to-be-passing executive committee. Though it'll be remembered with fondness, I can almost smell a board of directors that gives a crap again."

Imagine. Revitalizing your board. Maybe your executive committee prohibits that.

So here's the story: I have several worldwide missions. These missions define my life's work. At every opportunity, I speak out and challenge people to talk about these issues. Things like philanthropy and equity . . .

And destroying all executive committees.

"Amen, sister!" said another executive director. And yet another executive director was jumping up and down with joy and figuring out how he would raise the issue with his board chair.

Eventually, a board member called me. His organization was thinking about establishing an executive committee. As we talked, he had a brilliant insight: "Our idea of establishing an executive committee is a response to deficiencies in the board."

Wow. Talk about questioning the

status quo. Talk about self-awareness. Has your organization asked itself "why?" Why do you want an executive committee? How will an executive committee add value?

Or are you just following what others have done, and those others didn't ask themselves why? Are you compensating for a weakness instead of fixing the actual weakness? Do you just like the idea of a small, select group that kinda takes care of things and . . . and what?

So: back to my worldwide mission to destroy all executive committees.

Here's my perspective, which is gaining lots of traction whenever I share these thoughts. (And I talk about executive committees and their dangers every chance I get—and that's often!)

First, let's start with board committees in general. Most boards establish a number of committees, for example, finance, governance, fund development (hopefully).

But the premier committee, the trump-all committee, is the executive one. It's different from any other committee. The others have specific and limited scopes of work. The executive committee does not. Instead, it . . . well, it exists to . . . kinda . . . well, you know . . .

Here's what yet another executive director said to me after reading my original blog about executive committees: "The sentence that really resonated

with me is, 'Some organizations establish an executive committee to compensate for a weak board. Fix the board.'"

She added: "A person who is willing to sit on a board that uses an executive committee the way you describe it might be wise to think about being part of that board. The fiduciary and oversight responsibility that belongs to a board member isn't diminished by the number of meetings s/he attends. The full responsibility falls on all the board members."

Then she summarized: "My most recent board has had difficulty in getting members to attend meetings because they're so disengaged. So the board decided to have meetings less often, with executive meetings on the off months. Now, more of the members don't have any idea what's going on, and I can't see how that's going to make them feel more useful. Scary."

Scary, indeed. Destroy your executive committee. Or, at least talk about its purpose, its value, and its dangers.

Who talks? The board. The full board. Not the executive committee. Not the board chair only. The full board. The board decides what committees it wants or doesn't want.

But wait. Yes, I know. There are all these reasons people cite for having an executive committee. But I have answers. Answers for every single reason anyone has ever raised to me.

## Five False Rationales

1. *The executive committee meets in case of an emergency, in lieu of the board. Because it's hard to get the full board together.*

Excuse me? It's an emergency, something vital to the organization. And you disregard the full board and bring together the executive committee. Ask the rest of your board members how they feel about giving this emergency power to a subset of the board. And in this day and age, with conference call capability and e-mail? Please. A true emergency belongs to the board.

2. *The CEO needs a small group to talk with about very confidential items; a kind of think tank or kitchen table cabinet.*

Stop right now! Nothing is confidential to a subset of the board. If any committee of the board knows something, it's the right and responsibility of the full board to know it also. Governance is the legal and moral authority of the board. The board cannot delegate that to any single individual or entity.

If a CEO wants a smaller group to chat with first—and it doesn't fall within the purview of an existing committee, for example, governance, fund development, finance—he or she can bring together people who have the expertise in that particular issue. But if the issue falls within a committee's purview, the CEO takes the issue to the appropriate committee. And then, of course, if it is a corporate governance issue, the CEO eventually takes it to the board.

Or, let's say you have a personnel issue. It's actually a management issue, and you won't take it to the board because it isn't corporate governance. But you want to chat with a couple of board members. Since this isn't governance work, it isn't board committee work. Call (or bring together) a few board members (and outside experts, too, if you wish) to chat with you.

Remember, the CEO can chat with any board member he or she wishes to. The CEO doesn't need to get permission from the board chair. The CEO doesn't need to pass everything by the board chair.

3. *The executive committee includes the officers and committee chairs, and sets board meeting agendas.*

It seems to me that's a waste of time. (Wow, lots of time. Imagine you are the treasurer. You chair the finance committee and go to those meetings. You serve on the executive committee and go to those meetings. And you go to board meetings. Ugh.)

I recommend that the CEO and board chair develop board-meeting agendas together. The CEO should know what's happening in every single committee. Either the CEO is the staff person for a particular committee, or another staff person staffs the committee (e.g., the chief development officer staffs the Fund Development Committee) and keeps the CEO informed.

4. *The Executive Committee does the performance appraisal of the CEO.*

You don't need an executive committee to do that. You need an ad hoc task force that includes the right people. For example, someone with experience in personnel/human resources. Perhaps a couple of board members who chair committees that have worked closely with the CEO recently. Maybe the current board chair. Maybe the immediate-past board chair or the incoming board chair.

Put together a task force that lasts for the few months of the appraisal process. Then, terminate the task force.

5. *Processing information over and over (till you lose the edge).*

So, a committee discusses an issue and then refers it to the executive committee. Then the executive committee

takes it to the board. It would be great if the issue deserved lots of discussion. And sometimes, issues do indeed.

But beware. Repeat discussion may not add value. And by the time the issue gets to the board, some people have already talked themselves out. They're kinda bored. They're a little impatient. They act like that. So the full board—some of whom were not on the previous committees—feel like the discussion is getting short shrift. There's nothing quite like trying to have a discussion when others say, "Oh yes, we already talked about that and . . ." Exclusionary!

Executive committees are just too dangerous. To me, their danger far outweighs any particular benefit. There's nothing an executive committee does or might do that cannot be done by another existing committee or an ad hoc task force.

(And, by the way, an executive committee by any other name . . . If it walks like a duck and quacks like a duck, it's a duck! I worked for an organization that used its Finance Committee as an executive committee. I know an organization right now that is using its Governance Committee as an executive committee.)

Most of what an executive committee does should be done by the board itself. Quit disempowering the board! Quit creating a shadow board. Join my worldwide mission to destroy all executive committees. Starting with your own.

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