AAA BOARD GOVERNANCE WEBINAR SERIES

Session 2

Structure, Roles & Governance Foundations

Wednesday, September 2 · 10–11 a.m. ET

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LeadingAge™ Virginia

What we'll cover today

Building shared language and role clarity for effective board oversight



Governance vs. management

Where the board's work ends and leadership's begins



Board & leadership roles

Who does what — officers, members, and the executive



Structure & composition

Board size, composition, and how committees are organized

Where this session fits

A four-part governance series for AAA boards and leadership



SESSION 1

August 19

Foundations of Aging Services in Virginia

DARS, Division for Aging Services



SESSION 2 · TODAY

September 2

Structure, Roles & Governance Foundations

Melissa Andrews, LeadingAge Virginia



SESSION 3

September 16

Fiduciary Duties & Legal Accountability

Michele McKinnon, McGuireWoods



SESSION 4

September 30

Evolving Governance for Greater Impact

Melissa Andrews, LeadingAge Virginia

Today builds on Session 1's foundation — and sets up the fiduciary and strategic sessions that follow.

As a board member or leader…

Three questions to hold as we go



What is our board here to do — and how is that different from what our staff do?



How do we provide meaningful oversight without stepping into management?



Are we structured — in size, skills, and committees — to govern well for the future?

Governance vs. management

The single most useful distinction a board can make



GOVERNANCE

The board's work

- Sets mission, vision, and direction
- Establishes policy and strategic priorities
- Oversees performance and financial health
- Ensures resources and accountability
- *Asks: are we doing the right things?*



MANAGEMENT

Leadership & staff's work

- Carries out the mission day to day
- Implements board policy and strategy
- Manages operations, programs, and staff
- Brings recommendations and information
- *Asks: are we doing things right?*

The line moves with structure — but the questions don't: the board governs; leadership manages.

Delineation of duties

A working split between the board and executive leadership

The governing body	Executive leadership
Selects, supports & evaluates the executive	Hires, leads & manages staff
Approves major policies & the strategic plan	Creates operational policies & procedures
Makes major, mission-level decisions	Makes day-to-day operational decisions
Oversees performance, finances & risk	Keeps the board informed with clear information
Sets direction & serves as external advocate	Brings well-documented recommendations

One set of principles, different structures

How authority is held varies across Virginia's AAAs



Private nonprofit

Governed by a board of directors with full fiduciary and legal authority for the organization.



Public / regional

Operated by a unit of local government or a regional commission; a governing body holds authority.



Advisory council

Required under the Older Americans Act; advises the agency on the area plan, priorities, and community needs.

Whatever the structure, good governance is the same discipline: set direction, provide oversight, and keep the mission and the people you serve at the center.

The board’s core responsibilities

Seven areas of collective work — the heart of governance

Mission & direction

Set and protect mission; plan for the future

Fiduciary & legal

Duty of care, loyalty, and obedience

Leadership oversight

Support and evaluate the executive; monitor performance

Board development

Recruit, orient, educate, and assess the board

Committees

Organize the work through the right structures

Compliance & documents

Bylaws, policies, and accurate filings

Fiduciary duties

The legal core of every board member's role



Duty of Care

Act in good faith with the care a prudent person would use — stay informed and engaged in decisions.



Duty of Loyalty

Put the organization's interests first; disclose and manage conflicts of interest.



Duty of Obedience

Act consistent with the mission, bylaws, policies, and the law.

Each director is personally responsible for meeting these duties — they cannot be delegated to staff.

Setting direction

The board's most forward-looking work



1. **Establish & protect the mission**

   Keep the organization anchored to why it exists and who it serves.

2. **Vision for a successful future**

   Look beyond today's operations to what the community will need.

3. **Set policy & strategic direction**

   Approve the strategic plan and the priorities that flow from it.

4. **Evaluate the plan & performance**

   Track progress and adjust; ensure the organization endures.

Overseeing performance — and supporting leadership

Oversight is a partnership, not a spectator sport



The board oversees

- Organizational & financial performance
- Progress against the strategic plan
- Risk, compliance & mission alignment
- The executive's performance & development



The board supports

- A clear, fair relationship with leadership
- Direction, resources & authority to succeed
- Honest feedback and shared accountability
- Trust that lets management manage

Building the board itself

Governance depends on the right people, well prepared



Recruit

Seek a qualified, diverse board with the skills, time, and perspective the mission needs.



Orient

Ground new members in the organization, their responsibilities, and how the board works.



Educate

Keep the board current on the field, trends, and the issues facing the organization.



Evaluate

Assess the board as a whole — and individual members — and act on what you learn.

A mentor for each new member and a shared glossary of terms and acronyms make orientation stick.

Roles on the board

Officers coordinate the work; every member carries the duties

Officers



Chair

Leads the board; partners with the executive; sets the tone.



Vice Chair / Chair-Elect

Supports and stands in for the chair; often next in succession.



Secretary

Ensures accurate records, minutes, and governance documents.



Treasurer

Leads financial oversight and reporting to the board.



Every board member

- Comes prepared and engaged
- Speaks freely in the room, speaks with one voice outside it
- Puts the mission above any individual interest
- Supports decisions of the full board
- Serves as an ambassador in the community

The board–executive partnership

Where role clarity is felt most



The executive leads the organization

Runs operations, leads staff, and turns the board's direction into results — then brings the board clear, honest information to govern with.

The relationship works when…

Roles are explicit, expectations are mutual, communication is candid, and each trusts the other to do their part.

Board composition

Structure starts with who is around the table



Size

Large enough for the skills and workload; small enough to deliberate and decide. Right-size to the work, not tradition.

Composition & diversity

A mix of skills, backgrounds, and lived experience — including the voices of older adults and the communities you serve.

Terms & renewal

Defined terms and term limits keep the board refreshed, plan for succession, and open seats for new leaders.

Committee structure

Organize the work — without duplicating staff or losing focus



Standing committees

- For ongoing, permanent board work
- Common: Executive, Governance, Finance, Audit
- Each with a clear charter and purpose
- Create only where there's a lasting need



Task forces & work groups

- Time-limited, with a clear start and end
- Focused on a strategic priority or project
- Engage experts who won't join open-ended roles
- More agile; less staff support

Most boards use a hybrid — a few essential standing committees plus task forces for the work of the strategic plan.

Is your committee structure working?

Questions to test the structure you have

- Do any committees duplicate each other — or the staff's work?
- Is a committee struggling to fill its agenda?
- Has a standing committee finished the work it was created for?
- Are committees focused on policy and strategy — not operations?
- Does every board member have a meaningful role?
- How much board time goes to governance vs. reports?

Practices of effective boards

Small disciplines that raise the quality of governance

Consent agenda

Batch routine items so meetings focus on what matters.

Board education

Build learning into every meeting, not just orientation.

Advance materials

Send clear, right-sized packets so members arrive ready.

Generative discussion

Make room for the big, future-facing questions.

Executive session

Meet regularly with — and without — the executive.

Board self-assessment

Evaluate the board's own performance and act on it.

When does a decision rise to the board?

A practical test for the governance–management line



- Does it change or exceed the approved budget or bylaw limits?
- Could it conflict with the mission or the strategic plan?
- Does it create real liability or risk for the organization?
- Is there genuine — or likely — controversy?

If the answer is yes, it belongs with the board. If not, let management manage.

Decision-making for board members

Good questions make good governance

1. Why are we making this decision — and for whom?
2. Do we have the facts we need?
3. Is this in the organization's best interest now and in the future?
4. What is the cost, benefit, and risk?
5. How does it affect the people we serve and our team?
6. Can we do it — and should we?

A shared language for governance

Same words, same meaning — across board and staff

Term	What we mean by it
Governance	The board's work: direction, oversight, and accountability.
Management	Leadership and staff running day-to-day operations.
Fiduciary duty	The legal duties of care, loyalty, and obedience.
Oversight	Monitoring performance — not doing the work yourself.
Strategic planning	A roadmap for the next 3 years with resources to support.
Generative work	The board thinking together about the future, not just approving.

Key takeaways



The board governs; leadership manages. Know the line — and respect it in both directions.



Every board member carries the same fiduciary duties: care, loyalty, obedience.



Structure follows purpose — right-size your board and committees to the work.



A candid board–executive partnership is where role clarity pays off.

Questions & discussion

What questions do you have about your board's structure, roles, or governance?

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Thank you