

Board-ED Relationship Framework

Implementation Tool (Tier 2)

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MBM360 Growth Engine applies the Association Architecture framework to mental health associations — providing the operational infrastructure associations need to grow, stabilize, and sustain through change.

Use This Framework When:

- Onboarding a new executive director
- Clarifying roles after board turnover
- Resolving confusion about decision-making authority
- Establishing communication protocols
- Addressing performance or relationship concerns

Why This Framework Matters for Mental Health Leaders

Mental health professionals enter association leadership because they care deeply about their community and the field. You're relational by nature—it's your superstrength. This framework isn't about creating bureaucratic distance; it's about protecting and sustaining the relationships that make your association thrive.

Clear boundaries don't limit connection—they enable it. When roles are clear:

- The ED can lead confidently without fear of overstepping
- Board members can advocate passionately without undermining leadership
- Difficult conversations happen earlier, before relationships fracture
- Everyone can focus energy on mission, not managing confusion

This framework is relational infrastructure. Just as therapists maintain boundaries to serve clients well, boards and EDs maintain boundaries to serve the association—and each other—well.

Section 1: Core Governance Principles

The Board Governs, The ED Manages

Board of Directors:

- Sets strategic direction and policy
- Hires, evaluates, and supports the ED
- Ensures financial sustainability and oversight
- Represents member interests and community stakeholders
- Monitors organizational performance against strategic goals

Executive Director:

- Implements board-approved strategy and policy
- Manages day-to-day operations and staff
- Reports performance to the board
- Recommends policy and strategic direction
- Serves as primary spokesperson (unless board designates otherwise)

Mutual Accountability

Board Accountability to ED:

- Provides clear strategic direction
- Makes timely decisions

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- Respects operational boundaries
- Offers support and resources
- Evaluates performance fairly

ED Accountability to Board:

- Implements approved strategy
- Reports transparently and regularly
- Raises issues proactively
- Manages within approved budget
- Achieves agreed-upon goals

Section 2: Decision-Making Authority Matrix

Board-Only Decisions

Strategic & Financial:

- Approval of strategic plan
- Annual budget approval
- Major capital expenditures (typically >\$25K-\$50K)
- Reserve policy and utilization
- Creation or dissolution of committees
- Amendments to bylaws

Personnel:

- Hiring and termination of executive director
- ED compensation and benefits
- Executive succession planning

Governance:

- Election of officers
- Board member recruitment and removal
- Policy adoption and modification
- Legal contracts >\$X (set threshold)

ED-Only Decisions

Operational:

- Hiring, management, and termination of staff (below ED)
- Vendor selection within budget
- Day-to-day program decisions
- Staff structure and job descriptions
- Operational policies and procedures
- Expenditures within approved budget

Management:

- Work assignments and delegation
- Internal workflows and systems
- Staff performance management
- Implementation tactics and methods

Joint Decisions (Board Approval with ED Recommendation)

Strategic Implementation:

- Major program launches or closures
- Significant partnerships or collaborations
- Real estate decisions (lease, purchase, sale)
- Large contracts or agreements
- Revenue model changes
- Technology platform changes with multi-year commitment

Financial:

- Budget modifications >10% of line items
- Unbudgeted expenditures >\$X threshold
- Grant pursuit over certain dollar amount
- New revenue streams

Emergency Decision Protocol

If ED Must Act Before Board Can Convene:

- ED authority: Up to \$X for urgent operational needs
- ED must notify board chair within 24 hours
- Full board notification within 48 hours
- Ratification at next board meeting
- Documentation of rationale and decision

Section 3: Communication Protocols

Regular Communication Schedule

ED to Full Board:

- Written monthly report (submitted 5-7 days before meeting)
- Quarterly board meetings (in-person or virtual)
- Annual strategic planning session
- Annual performance evaluation meeting

ED to Board Chair:

- Weekly or bi-weekly check-in call (15-30 minutes)
- Immediate notification of significant issues

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- Preparation for board meetings
- Performance check-ins between formal evaluations

Board Chair to ED:

- Aggregated board feedback after meetings
- Strategic guidance and support
- Performance feedback
- Resource needs and constraints

What ED Reports to Board

Monthly Written Report Should Include:

- Progress toward strategic goals (quantified)
- Financial performance vs. budget (dashboard format)
- Membership metrics and trends
- Program/service updates
- Operational highlights and challenges
- Staff updates (hiring, departures, capacity)
- Risk alerts and mitigation strategies
- Upcoming decisions requiring board input

What Not to Include:

- Granular operational details
- Staff complaints or internal personnel issues (unless systemic)
- Problems already resolved
- Information without context or recommendation

Board Feedback to ED

Chair Aggregates Board Input:

- Board members provide feedback to chair (not directly to ED during meetings)
- Chair synthesizes themes and delivers to ED
- Prevents contradictory directions
- Maintains ED's ability to manage effectively

When Individual Board Members Have Concerns:

- Raise privately with board chair first
- Chair determines if individual concern or board concern
- Chair discusses with ED or brings to full board
- Prevents undermining ED authority

Section 4: Boundary Management

When Good Intentions Cross Healthy Boundaries

Board Members Who Care Too Much (Not Micromanagement):

Mental health professionals often struggle to *not* help directly. You see a problem, you want to fix it. But when board members:

- Direct staff directly (bypassing the ED)
- Make operational decisions without ED consultation
- Offer contradictory guidance to what ED communicated
- Request excessive reporting or data
- Second-guess daily operational choices you're not being "bad board members"—you're being "helpers who forgot your helping role is strategic, not operational".

Your gift to the ED: Trust their operational expertise, just as they trust your strategic wisdom.

ED Partners Who Try to Protect the Board:

EDs sometimes shield the board from difficult realities, thinking "I don't want to burden them." But when EDs:

- Make strategic decisions without board approval
- Exceed financial authority thresholds
- Don't surface significant issues
- Implement policy changes without board approval
- Create governance structures (committees, etc.) independently you're not protecting the board—you're depriving them of their governance role.

Your gift to the board: Trust their capacity to handle hard truths.

How to Address Boundary Issues

If Board Member Crosses Boundary:

1. ED raises privately with board chair
2. Chair addresses with individual board member
3. If pattern persists, full board discussion
4. Formal governance training if needed
5. Board member removal if egregious and ongoing

If ED Crosses Boundary:

1. Chair raises privately with ED
2. If pattern persists, executive committee discussion
3. Formal performance improvement plan if needed
4. Escalation to full board if no improvement
5. Termination if serious breach of authority

Section 5: Board Chair-ED Partnership

The Chair's Unique Role

Board Chair Serves as Primary Board-ED Link:

- Weekly or bi-weekly check-ins with ED
- First contact for ED on board matters
- First contact for board on ED matters
- Aggregator of board feedback
- ED's advocate to board (when appropriate)
- Board's accountability agent for ED performance

Chair Does NOT:

- Manage the ED (full board hires/fires/evaluates)
- Make decisions on behalf of full board
- Direct ED's work priorities
- Circumvent full board authority
- Serve as co-manager of organization

When Chair-ED Relationship Breaks Down

Warning Signs:

- ED bypasses chair to work with individual board members
- Chair makes unilateral demands on ED
- Communication becomes adversarial
- ED feels unsupported, chair feels uninformed
- Board becomes aware of tension

Resolution Process:

1. Executive committee facilitates conversation
2. External governance consultant if needed
3. Clarify roles using this framework
4. Reset communication protocols
5. If unresolvable, consider leadership changes

Section 6: ED Evaluation Process

Annual Performance Evaluation

Timeline:

- Self-evaluation: ED completes (30 days before evaluation meeting)
- Board input: Collected by chair or committee (21 days before)
- Chair or committee synthesizes feedback (14 days before)
- Evaluation meeting: Board chair + ED (or executive committee + ED)
- Full board review: Executive session (same meeting or next meeting)
- Compensation discussion: If evaluation is satisfactory

Evaluation Criteria:

- Achievement of strategic goals (weighted 40%)
- Financial performance (weighted 20%)
- Organizational management (weighted 20%)
- Board relations and governance (weighted 10%)
- External relations and advocacy (weighted 10%)

Evaluation Format:

- Narrative assessment (not just numeric rating)
- Strengths and areas for development
- Goal-setting for upcoming year
- Support needs from board
- Compensation recommendation

Ongoing Performance Feedback

Chair Provides Informal Feedback:

- After each board meeting (within 1 week)
- Quarterly check-ins on annual goals
- Real-time coaching on board relations
- Early warning if concerns emerging

ED Seeks Feedback:

- "How can I better support the board?"
- "What information do you need that you're not getting?"
- "Are there concerns I should be aware of?"

Section 7: Onboarding New EDs or Board Members

New Executive Director Onboarding

First 30 Days:

- Formal board orientation (2-3 hours)
- Review of this framework with chair
- Individual meetings with board members (optional but recommended)
- Clarification of decision authority and reporting
- Agreement on communication protocols

First 90 Days:

- ED presents "listening tour" findings to board
- ED proposes initial priorities and quick wins
- Board provides feedback on priorities
- Mutual expectations set for first year

New Board Member Onboarding

Governance Training Includes:

- Review of this Board-ED Relationship Framework
- "Board members don't manage staff" training
- Communication protocols
- Decision authority matrix
- How to raise concerns appropriately

Section 8: Addressing Performance Concerns

When Board Has Concerns About ED Performance

Early Intervention (Within 30-60 Days of Concern Emerging):

1. Chair meets with ED to discuss specific concerns
2. ED given opportunity to respond and/or create improvement plan
3. Clear expectations and timeline set (typically 90 days)
4. Support provided (coaching, resources, adjusted expectations if needed)

If No Improvement:

1. Executive committee documents concerns
2. Formal performance improvement plan (PIP) created
3. 90-day timeline for improvement
4. Monthly check-ins with chair or committee
5. Decision point at end of 90 days: Continue, extend, or terminate

When Separation Becomes Necessary:

Mental health professionals often struggle with "firing" language—it feels punitive and final. Reframe it: Sometimes the best thing for everyone is recognizing **the role and the person aren't a good fit**.

Immediate separation warranted if:

- Financial misconduct
- Illegal activity
- Severe ethical violations
- Conduct that threatens organizational survival

Even in separation, values matter:

- Treat the person with dignity
- Provide appropriate transition support
- Focus on organizational health, not blame
- Learn from the mismatch for future hiring

When ED Has Concerns About Board Performance

ED Can and Should Raise:

- Lack of strategic direction
- Micromanagement or boundary issues
- Delayed decision-making affecting operations
- Insufficient financial support
- Board member conduct issues

Process:

1. ED raises privately with chair
2. Chair assesses if individual or systemic issue
3. Chair brings to executive committee or full board
4. Board self-assessment if needed
5. Governance training or consultant if needed

Section 9: Conflict Resolution

Addressing Disagreements

Healthy Conflict:

- Difference of opinion on strategy or priorities
- Debate about resource allocation
- Different risk tolerance
- Timing of initiatives

Process for Healthy Conflict:

1. ED presents recommendation with rationale
2. Board asks clarifying questions
3. Board deliberates (ED may or may not be present)
4. Board makes decision
5. ED implements decision (even if ED disagreed)
6. Board supports ED's implementation (even if board members disagreed)

For Mental Health Leaders:

You're trained to attune to others' emotions. This can make disagreement feel dangerous—like you're damaging the relationship. But healthy organizational relationships, like therapeutic ones, require the capacity to:

- **Disagree without rejection:** "I see this differently" ≠ "I don't value you"
- **Decide and support:** Once a decision is made, everyone implements it
- **Separate role from person:** Challenging an ED's recommendation isn't a personal attack
- **Repair quickly:** After hard conversations, reconnect relationally

Your board can be both warm AND decisive. The relational skills you have—empathy, attunement, care—are assets. Add clear decision-making to those strengths, and you'll have governance that serves your mission powerfully.

Unhealthy Conflict:

- Personal attacks
- Undermining ED authority with staff
- End-running decisions to individual board members
- Board members contradicting board decisions publicly

Resolution:

1. Chair addresses immediately
2. Return to this framework
3. Governance consultant if pattern persists
4. Leadership changes if unresolvable

Section 10: Crisis Management

Board and ED Roles in Crisis

ED Manages the Crisis:

- Activates crisis response plan
- Manages staff and operational response
- Communicates with stakeholders as appropriate
- Keeps board informed in real-time

Board Supports ED:

- Provides strategic guidance as needed
- Makes rapid decisions if ED requests
- Shields ED from board member individual requests
- Trusts ED to manage (unless crisis involves ED conduct)

Communication Protocol in Crisis:

- ED emails board chair immediately
- Chair determines if full board notification needed
- ED provides daily updates (even if "no change")
- Emergency board meeting if needed (within 24-48 hours)
- ED recommends actions, board approves as needed

When Crisis Involves ED:

- Board chair takes immediate lead
- Executive committee convenes
- External counsel engaged if needed
- ED placed on administrative leave if serious
- Investigation completed before board action

Section 11: Succession Planning

Emergency Succession

If ED Suddenly Unable to Serve:

- Interim leadership: [Title/Person] assumes ED responsibilities
- Board chair notified immediately
- Emergency board meeting within 48 hours
- Interim leadership approved (if not pre-designated)
- Timeline for permanent ED search determined

Pre-Designated Interim:

- Board should designate in advance (typically Deputy Director or COO)
- Documented in ED employment agreement
- Reviewed annually

Planned Succession

ED Resignation (Minimum 90 Days Notice Preferred):

- Transition timeline established
- Search committee formed
- ED remains until replacement or transition complete
- Knowledge transfer plan created

Board-Initiated ED Transition:

- Minimum 90 days notice (unless cause for immediate termination)
- Severance package if appropriate (per employment agreement)
- Transition support provided
- External search firm engaged

Section 12: Implementation Checklist

For New Board-ED Relationships

- Board and ED review this framework together
- Clarify decision authority thresholds (customize dollar amounts)
- Establish communication protocols (frequency, format)
- Agree on reporting expectations
- Set annual evaluation date and criteria
- Designate emergency interim ED
- Document in board orientation materials
- Schedule first check-in (30 days)

For Existing Relationships

- Identify areas where roles are unclear
- Address any boundary issues or tensions
- Update decision authority if needed
- Improve communication protocols if gaps exist
- Ensure evaluation process is robust
- Review emergency succession plan
- Schedule governance training if needed

Annual Review

- Review this framework at annual board retreat
- Update decision thresholds if needed
- Assess communication effectiveness
- Evaluate board-ED relationship health
- Identify any areas for improvement
- Update emergency succession plan

Appendix: Sample Documents

Sample Monthly ED Report Outline

Strategic Progress:

- Goal 1: [Metric] - [Status]
- Goal 2: [Metric] - [Status]
- Goal 3: [Metric] - [Status]

Financial Dashboard:

- Revenue vs. Budget: [X%]
- Expenses vs. Budget: [X%]
- Cash Position: [X months reserves]
- Key Variance Explanations: [Brief]

Membership Metrics:

- Total Members: [#] ([Change] from last month)
- Renewals: [#] ([X%] rate)
- New Members: [#]
- Lapsed: [#]

Operational Highlights:

- [1-2 sentence updates on major activities]

Issues Requiring Board Input:

- [Specific decisions or strategic questions]

Upcoming:

- [Next month priorities]

Governance Translated for Mental Health Professionals

As mental health professionals, you think in therapeutic frameworks. Here's how governance concepts translate:

"Board sets policy" → Like clinical protocols: Standardized frameworks that guide practice but allow clinical judgment

"Clear boundaries" → Like therapeutic boundaries: Create safety for deeper work, not distance

"ED manages staff" → Like clinical supervision: Direct reports to supervisor, not to everyone on the treatment team

"Healthy conflict" → Like rupture-and-repair: Disagreement followed by reconnection strengthens the relationship

"Performance evaluation" → Like clinical supervision: Developmental feedback in service of growth, not punishment

"Succession planning" → Like termination planning: No relationship is forever; prepare for healthy endings

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"Fiduciary duty" → Like duty to client welfare: Your first responsibility is to the organization's mission and sustainability

"Strategic vs. operational" → Like treatment plan vs. session notes: Big picture direction vs. day-to-day implementation

"Governance" → Like clinical ethics: The framework that ensures we serve our mission with integrity

Sample Board Meeting Agenda

Executive Session (15 minutes):

- ED performance check-in (chair provides feedback)

Business Meeting (90 minutes):

- Consent agenda (approve minutes, routine items)
- ED report and Q&A (30 minutes)
- Financial report (15 minutes)
- Strategic discussion: [Topic] (30 minutes)
- Decision items (15 minutes)

Executive Session (15 minutes, if needed):

- ED evaluation or sensitive governance matters

Questions or feedback on this framework?

Contact: leadership@mbm360growth.com

Related MBM360 Resources:

- Executive Director Performance Evaluation Framework
- Board Meeting Agenda Protocol
- First 90-Day ED Action Plan