

---

## Practice 3E: Delegation of Decision-Making Authority

- The board may delegate decision-making and management functions to committees, provided that committees have clearly defined roles and report to the board or staff. If the land trust has staff, the board defines the job of, oversees and periodically evaluates the executive director (or chief staff person). (See 3F and 7E.)

---

The land trust board is responsible for setting the policies of the land trust and ensuring that the organization is properly managed. This does not mean that all board members have to do all the work themselves. Most states allow the board to set policy and then delegate implementation authority to officers, committees, staff, or other professionals. When delegating, it should be clear what authority is being delegated, to whom and what reporting procedures back to the board and/or staff are expected. It is the board's responsibility to determine the job description of any executive director or chief staff officer and to hire and evaluate the person in this position. The board should not direct other staff (see 7E).

---

### Delegation to Officers

One of the most common methods of delegating authority is through the selection of officers. The officers of land trusts are usually board members, although this is not always the case. Officers usually include the president, secretary or clerk and treasurer. A vice-president may be selected to fulfill duties that the other officers are unable to fulfill.

The authorized activities and responsibilities of the officers should be clearly outlined and documented to prevent confusion and usurpation of power. This documentation can be incorporated in the bylaws or exist as separate documents adopted by the board. Since states vary as to what can be adopted in a land trust's bylaws, the land trust should consult its attorney before adopting its bylaws.

---

### Delegation to Committees and Executive Committee

A well-organized committee structure can be the key to a board's effective performance. Committees can devote more time to specific issues. They help the board remain well informed on all necessary topics and thus make better decisions. The use of committees allows for a more intense and sustained scrutiny of particular issues and for better use of specialized knowledge possessed by individual board members. The use of committees also facilitates the flow of information to the full board.

In most states, committees of board members may act with the power and authority of the full board, unless they are limited in the bylaws or by board resolution. Some state statutes prohibit the delegation of decision-making authority on some issues. A land trust should consult state statutes to determine its state rules.

Because committees have such broad powers, the land trust must clearly define the role and responsibilities of committees. This definition can be contained in the bylaws of the land trust and may be supplemented by other documents such as board handbooks. The number and types of committees will vary with the size, age and activity level of a land trust. Committees should report to the full board or to staff.

Some land trusts delegate functions to individual board members or officers on the board rather than to committees. This can be an effective way to get work done on a small board, with board members who are willing to commit substantial time and assume significant “work” of the organization. The responsibilities of these pseudo-staff positions tend to be defined in detail. At one time, the Little Traverse Conservancy in Michigan had an interesting structure in which these board members, called vice-presidents, report to and work with the staff, but also oversee volunteer committees.

If a land trust board delegates substantial work to an executive committee, it is especially important to describe the committee’s authority in some detail. An executive committee can easily drift into conducting business that should be the work of the full board. Areas of authority that should be addressed include the level of spending the executive committee is authorized to approve, its role in approving land transactions, and its authority, if any, in hiring or overseeing the chief staff officer. Executive committee minutes should be circulated quickly to all board members, and each board meeting should include a report of executive committee actions.

---

## **Delegation to Staff**

If the land trust has a staff, substantial decision-making power is (and should be) delegated to it. Defining the role of the staff in relationship to the role of the board is an ongoing process; roles usually shift as the organization evolves and as new people are involved. The ways these roles may be defined are discussed in practice 7F.

Major authorities delegated to staff should be clear and may include spending authority, authority to proceed on land transactions, authority to sign contracts, etc. The staff’s authority may in part be spelled out in the chief staff officer’s job description and in specific board policies; it may be made clear by the authorities spelled out for various board committees and executive committees. All authorities delegated to the staff should be delegated to the chief staff officer, who has the responsibility for determining how those authorities and responsibilities are distributed within the staff.

---

## Oversight of Delegated Activities

Board members must comply with the same standard of care in selecting and overseeing those to whom they have delegated authority. Actions that a land trust can take to monitor delegates and prevent abuses include the following:

- **Clearly state in writing the roles, responsibilities and authorities** given to board members, officers, committees, staff, and other professionals. This can be in the bylaws or other board-approved documents.
- **Generate a list of individuals with the authority to make expenditures and sign binding documents and checks.** This can be done either in the bylaws or other board-approved documents.
- **Define and maintain a reporting system** to assure regular flow of information from delegates to the full board. This reporting system must be adequate to ensure that the full board is capable of fulfilling its management responsibilities in a fully informed and competent manner. For example, the land trust could create a checklist identifying delegated activities, who they are delegated to, and when the full board receives reports. Land trusts should update the information yearly. Another useful tool is an organizational chart.
- **Ask for references before employing professionals (including staff) and check them.** If the profession is regulated, the land trust should get the professional's license number and call the state licensing agency to see if any complaints have been filed.
- **Ask questions.** Before relying on a report from a professional or staff, question the qualifications of the person making the report, the research method employed, and the possibility of conflicting data and opinions.

---

## The Board and the Executive Director

If the land trust has staff, it is the board's role to define the job of the executive director or chief staff officer. The board oversees the work of and evaluates the executive director. The board chair generally has the direct supervisory responsibility of the executive director. In practice, the board chair and the executive director often work in partnership to manage the organization.

---

## Helpful Publications

---

- [\*How to Form a Nonprofit Corporation\*](#), by Anthony Mancuso, Diana Fitzpatrick and Mari Stein, 6<sup>th</sup> edition, 2004. This publication provides a state-by-state summary of

bylaw requirements, including permitted delegation authority. It also provides sample bylaw provisions on officers' duties.

## **Examples from Land Trusts**

---

- [Barrington Hills Conservation Trust \(IL\) – Board Committee Duties and Responsibilities](#)
- [Society for the Protection of New Hampshire Forests – committee descriptions \(excerpt from bylaws\)](#)
- [Sudbury Valley Trustees \(MA\) – Executive Committee Mission Statement](#)
- Vermont Land Trust
  - [Board-Staff Relationship: Delegation to the President](#)
  - [Executive Limitations: General Executive Constraint](#)
  - [Governance Process: Board Committee Principles](#)
  - [Policy Governance Overview](#)

◦

---

◦ This material is designed to provide accurate, authoritative information in regard to the subject matter covered. It is provided with the understanding that the Land Trust Alliance is not engaged in rendering legal, accounting, or other professional counsel. If legal advice or other expert assistance is required, the services of competent professionals should be sought.