

POLICY TYPE: BOARD-MANAGEMENT LINKAGE

POLICY TITLE: GLOBAL GOVERNANCE-MANAGEMENT CONNECTION

The board's sole official connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer, titled Executive Director.

POLICY TYPE: BOARD-MANAGEMENT LINKAGE

POLICY TITLE: UNITY OF CONTROL

Only officially passed motions of the board are binding on the Executive Director.

Accordingly:

1. Decisions or instructions of individual board members, officers, or committees are not binding on the Executive Director except in rare instances when the board has specifically authorized such exercise of authority.
2. In the case of board members or committees requesting information or assistance without board authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, a material amount of staff time or funds or is disruptive.

POLICY TYPE: BOARD-MANAGEMENT LINKAGE

POLICY TITLE: ACCOUNTABILITY OF THE EXECUTIVE DIRECTOR

The Executive Director is the board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the Executive Director.

Accordingly:

1. The board will never give instructions to persons who report directly or indirectly to the Executive Director.
2. The board will not evaluate, either formally or informally, any staff other than the Executive Director.
3. The board will view Executive Director performance as identical to organizational performance, so that organizational accomplishment of board stated Ends and avoidance of board proscribed executive limitations will be viewed as successful Executive Director performance.

POLICY TYPE: BOARD-MANAGEMENT LINKAGE

POLICY TITLE: DELEGATION TO THE EXECUTIVE DIRECTOR

The board will instruct the Executive Director through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

Accordingly:

1. The board will develop policies instructing the Executive Director to achieve specified results, for specified recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies.
2. The board will develop policies which limit the latitude the Executive Director may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
3. As long as the Executive Director uses any reasonable interpretation of the board's Ends and Executive Limitations policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the Executive Director shall have full force and authority as if decided by the board.
4. The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and Executive Director domains. By doing so, the board changes the latitude of choice given to the Executive Director. But as long as any particular delegation is in place, the board will respect and support the Executive Director's choices.

POLICY TYPE: BOARD-MANAGEMENT LINKAGE

POLICY TITLE: MONITORING EXECUTIVE DIRECTOR PERFORMANCE

Systematic and rigorous monitoring of Executive Director job performance will be solely against the only expected Executive Director job outputs: organizational accomplishment of board policies on Ends and organizational operation within the boundaries established in board policies on Executive Limitations.

Accordingly:

1. Monitoring is simply to determine the degree to which board policies are being met. Data which do not do this will not be considered to be monitoring data.

2. The board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the Executive Director discloses compliance information to the board, (b) by external report, in which an external, disinterested third party selected by the board assesses compliance with board policies, and (c) by direct board inspection, in which a designated member or members of the board assess compliance with the appropriate policy criteria.

3. In every case, the standard for compliance shall be any reasonable Executive Director interpretation of the board policy being monitored. The board is final arbiter of reasonableness, but will always judge with a "reasonable person" test rather than with interpretations favored by board members or by the board as a whole.

4. All policies which instruct the Executive Director will be monitored at a frequency and by a method chosen by the board. The board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

<u>Policy</u>	<u>Method</u>	<u>Frequency</u>
Treatment of Consumers	Internal	Annually
Treatment of Staff	Internal	Annually
Financial Planning & Budgeting	Internal	Each board meeting
Financial Condition & Activities	Internal	Each board meeting
	External	Every other year
Emergency CEO Succession	Internal	Annually
Compensation & Benefits	Internal	Annually
	External	Every other year
Communication & Support	Direct Inspection	Annually