



**BOARD OF DIRECTORS GOVERNANCE POLICIES & PROCEDURES MANUAL
POLICY AND PROCEDURE**

SECTION:	Board of Directors- Executive Director Linkage	NUMBER:	ED - 10
ISSUED BY:	Board of Directors Chair	PAGE:	1 of 1
		DATE OF ISSUE:	January 29, 2007
DISTRIBUTION:	Board Governance Policy Manual	POLICY REVISION:	

GOVERNANCE-MANAGEMENT CONNECTION

PREAMBLE

The Executive Director is the Board of Director's sole official link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board of Directors is concerned, is considered the authority and accountability of the Executive Director. It is incumbent, however, for the Board members to have sufficient knowledge of the culture and operations of the organization. This knowledge is achieved through the formal meetings of the Board as well as through informal interactions with various members of the organization.

POLICY

The Board of Director's sole official connection to the operational organization, its achievements and conduct will be through the Executive Director. Approved motions of the Board of Directors are binding on the Executive Director. It is, however, in the best interest of the organization for the Board of Directors to have regular and unencumbered two-way communication with the management of the organization.

PROCEDURE

1. Decisions or instructions of individual Board of Directors members, officers, or committees are not binding on the Executive Director except when the Board of Directors has specifically authorized such exercise of authority.
2. In the case of Board members or committees requesting information or assistance without Board of Directors authorization, the Executive Director may refuse such requests that require, in the Executive Director's opinion, a material amount of staff time or funds or is disruptive.
3. Any conflicts in this area will be referred to the Board of Directors for consideration and decision.



**BOARD OF DIRECTORS GOVERNANCE POLICIES & PROCEDURES MANUAL
POLICY AND PROCEDURE**

SECTION:	Board of Directors- Executive Director Linkage	NUMBER:	ED - 20
ISSUED BY:	Board of Directors Chair	PAGE:	1 of 1
		DATE OF ISSUE:	January 29, 2007
DISTRIBUTION:	Board Governance Policy Manual	POLICY REVISION:	

DELEGATION TO EXECUTIVE DIRECTOR

PREAMBLE

It is the responsibility of the Board of Directors to lead the organization. Leadership is achieved through setting of organizational direction through the development of the Strategic Plan. The Board engages the Executive Director to operate the organization following the direction of the Strategic Plan as well as any other policies and directions determined by the Board.

POLICY

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

PROCEDURE

The Board of Directors will develop and review policies instructing the Executive Director to achieve certain specific Outcomes.

1. The Board of Directors will develop and review policies which limit the latitude the Executive Director may exercise in choosing the organizational means (Executive Limitations).
2. As long as the Executive Director uses any reasonable interpretation of the Board of Director's Outcomes and Executive Limitations policies, the Executive Director is authorized to establish all further operational policies, make all operational decisions, take all associated actions, establish all appropriate practices and develop all activities.
3. The Board of Directors may change its Outcomes and Executive Limitations policies, thereby shifting the boundary between Board of Directors and Executive Director. By doing so, the Board of Directors changes the latitude of choice given to the Executive Director. But as long as any particular delegation is in place, the Board of Directors will respect and support the Executive Director's choices.



**BOARD OF DIRECTORS GOVERNANCE POLICIES & PROCEDURES MANUAL
POLICY AND PROCEDURE**

SECTION:	Board of Directors- Executive Director Linkage	NUMBER:	ED - 30
ISSUED BY:	Board of Directors Chair	PAGE:	1 of 1
		DATE OF ISSUE:	January 29, 2007
DISTRIBUTION:	Board Governance Policy Manual	POLICY REVISION:	

MONITORING EXECUTIVE DIRECTOR PERFORMANCE

POLICY

Monitoring the Executive Director's job performance will be solely against the Outcomes Policy and the organization's annual Strategic Plan, Goals and Objectives as achieved within the boundaries of the Executive Authority. An assessment of the Executive Director's job performance will be conducted annually by the Executive Committee, on behalf of the Board of Directors.

PROCEDURE

1. Monitoring is simply to determine the degree to which Board of Directors policies are being met.
2. The Board of Directors will acquire monitoring data by any of the following methods:
 - a) by internal report, in which the Executive Director discloses compliance information to the Board of Directors; and
 - b) by audit and external report, in which an external, independent third party selected by the Board of Directors assesses adherence to and compliance with Board of Directors policies.
3. In every case, the standard for compliance will be any reasonable Executive Director interpretation of the Board of Directors policy being monitored.
4. The Board of Directors will view Executive Director performance as identical to organizational performance.
5. The Board of Director's assessment of Executive Director and organizational performance may encompass, at the discretion of the Board of Directors, validation that management systems are in place to ensure staff efficiency, productivity and satisfaction.
6. The Executive Committee will facilitate the yearly performance appraisal of the Executive Director. This assessment will allow for input from all Board members and will be presented to the Board for final approval.