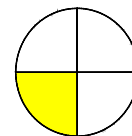


Board of Directors Policy



Policy Type: Board – Executive Director Relationship

Policy #: BEDR4

Policy Name: Delegation to the Executive Director

Page #: 1 of 2

Creation Date: December 5, 1993

Effective Date: September 23, 2019

Monitoring: March

The Board job is generally confined to establishing the broadest policies, leaving implementation and subsidiary policy development to the Executive Director. Ends Statements policies direct the Executive Director to achieve certain results; Executive Limitation policies constrain the Executive Director to act within respectable boundaries of prudence and ethics. All Board authority delegated through the Executive Director, so that all authority and accountability of staff can be phrased as authority and accountability of the Executive Director.

1. Directors may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
 - 1.1. Director's interaction with the Executive Director or with staff must recognize the lack of authority in any individual director or group of directors.
 - 1.2. Director's interaction with the public, press or other entities must recognize the same limitation and the similar inability of any director or directors to speak for the Board.
 - 1.3. Except for participation in board deliberation about whether reasonable interpretation of board policy has been achieved by the Executive Director, board members will not express individual judgments of the Executive Director or staff performance.
 - 1.4. Board members shall not encourage direct communication with employees who attempt to bypass administration but shall encourage employees to utilize reporting lines within the administration to bring their concerns to the Board.
2. The Executive Director is authorized to establish all further policies, make all decisions, take all actions and develop all activities as long as they are consonant with any reasonable interpretation of the Board's policies.
3. The Board may extend or expand its policies, there by shifting the boundary between Board and Executive Director domains. Even though the Board may change the range of choice given to the Executive Director, so long as any particular delegation continues, the Board and its members will respect and support the Executive Director's choices. This does not prevent the Board from obtaining information about activities in the delegated areas.
4. No Board member, officer or committee has authority over the Executive Director. Information may be requested by individuals, but if such request, in the Executive Director's judgement, requires a material amount of staff time, it may be refused.

5. The Executive Director may not perform, allow or cause to be performed any act which is contrary to explicit Board constraints (see Executives Limitations policies) on executive authority.
6. Should the Executive Director cause or allow a violation of Board policy by intent or otherwise, the Executive Director shall inform the Board.