

## Board-Management Delegation

### Level BMD 1: Global Board-Management Delegation

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

### Level BMD 2a: Unity of Control

Only officially passed motions of the board are binding on the ED.

### Level BMD 3a: Unity of Control

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

### Level BMD 2b: Accountability of the ED

The ED 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 ED.

### Level BMD 3b: Accountability of the ED

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

### Level BMD 2c: Delegation to the ED

The board will instruct the ED through written policies that prescribe the organizational Ends to be achieved, and proscribe organizational situations and actions to be avoided, allowing the ED to use any reasonable interpretation of these policies.

### Level BMD 3c: Delegation to the ED

1. The board will develop policies instructing the ED 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. All issues that are not ends issues as defined here are means issues.
2. The board will develop policies that limit the latitude the ED may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions, and circumstances that would be unacceptable to the board even if they were to be effective. Policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies. The board will never prescribe organizational means delegated to the ED.
  - a. Below the global level, a single limitation at any given level does not limit the scope of any foregoing level.
  - b. Below the global level, the aggregate of limitations on any given level may embrace the scope of the foregoing level, but only if justified by the ED to the board's satisfaction.
3. As long as the ED uses *any reasonable interpretation* of the board's Ends and Executive Limitations policies, the ED is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities. Such decisions of the ED shall have the 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 Ed domains. By doing so, the board changes the latitude of choice given to the ED. But as long as any particular delegation is in place, the board will respect and support the ED's choices.

#### Level BMD 2d: Monitoring ED Performance

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

#### Level BMD 3d: Monitoring ED Performance

1. Monitoring is simply to determine the degree to which board policies are being met. Information that does not do this will not be considered to be monitoring information.
2. The board will acquire monitoring information by one or more of three methods:
  - a. By internal report, in which the ED discloses interpretations and 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.
  - 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 board will judge (a) the reasonableness of the ED's interpretation and (b) whether data demonstrate accomplishment of the interpretation.
4. The standard for compliance shall be *any reasonable ED 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 member or by the board as a whole.
5. All policies that instruct the ED 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.

Policy	Method	Frequency	Month
Ends	Internal	Annually	Oct (board retreat)
Treatment of Consumers	Internal	Annually	Nov
Treatment of Staff	Internal	Annually	Nov
Financial Condition and Activities	Internal	Quarterly Mar, June	Sept, Jan,
	External	Board discretion	
Financial Planning/ Budgeting	Internal	twice a year	Jan, May
Emergency ED Succession	Internal	Annually	Sept
Asset Protection	Internal	Annually	Mar
Compensation and Benefits	Internal	Annually	Mar
Communication and Support	Internal	At each board meeting	