

MEMO

Date: September 9, 2010
To: Board of Directors
From: Nancy Dawes, Board Chair
Subject: Policy Revision

This recommends that we refine the wording of Policy 4.3.3. Based on previous board discussion, we sought advice from Sue Stratton Radwan, Governance Consultant, concerning the wording of this policy. The question concerned whether the CEO should be authorized to establish “all further policies,” as stated in the policy. Sue’s response was the following:

All policy comes in sizes. Board makes the broadest policies, then CEO makes lower level policies. That is one huge paradigm shift in Policy Governance. Both Board and CEO make policy...it’s only a matter of size. My only suggestion could be to identify CEO policies as operational policy. So the policy language might read “The CEO is authorized to establish all further operational policy.” Policy development is NOT the exclusive domain of the Board.

Based on Sue’s response, the board should consider a revision to the wording.

Current wording of Policy 4.3.3:

As long as the CEO uses any reasonable interpretation of the board’s Ends and Executive Limitations policies, the CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.

Suggested revision to Policy 4.3.3:

As long as the CEO uses any reasonable interpretation of the board’s Ends and Executive Limitations policies, the CEO is authorized to establish all further operational policies, make all decisions, take all actions, establish all practices, and develop all activities.

The board will be asked to approve this revision at the September board meeting.