

# Board Policy Manual



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Rev. 4/29/14



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## SECTION 1: ENDS

### 1.0 Global End

Girls demonstrate courage, confidence, and character, and make a difference.

- A. Girls understand themselves and their values.
- B. Girls use their knowledge and skills to explore the world.
- C. Girls care about, inspire, and team with others locally and globally.
- D. Girls act to make their world a better place.

These Ends will be achieved at a cost that balances time, resources, and results.

## SECTION 2: EXECUTIVE LIMITATIONS

### 2.0 Policy Title: Global Executive Constraint

The CEO shall not fail to demonstrate added value to the organization or cause or allow any practice, activity, decision, or organizational circumstance which is either unlawful, imprudent, in violation of commonly accepted business practices, professional ethics, fails to promote diversity, or is contrary to the Girl Scouts of the USA charter and policies or board's Ends priorities.

**Treatment of Girls and Volunteers:** With respect to interactions with girls and volunteers or those applying to be girls and volunteers, the CEO shall not cause or allow conditions, procedures, or decisions that are unsafe, undignified, or unnecessarily intrusive.

**Treatment of Staff:** With respect to the treatment of paid and volunteer staff, the CEO may not cause or allow conditions that are unfair, undignified, disorganized, or unclear.

**Compensation and Benefits:** With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the CEO shall not cause or allow jeopardy to fiscal integrity or public image.

**Financial Planning/Budgeting:** Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.

**Financial Condition and Activities:** With respect to the actual, ongoing financial condition and activities, the CEO shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in the Ends policies.

**Asset Protection:** The CEO shall not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

**Ends Focus of Grants, Commitments or Contracts:** The CEO may not enter into any grants, commitments, or contract arrangements unless it primarily emphasizes the production of Ends and the avoidance of unacceptable means (Executive Limitations).

**Emergency CEO Succession:** In order to protect the board from sudden loss of CEO services, the CEO may have no fewer than two other executives familiar with and able to carry forward Board and CEO issues and processes and may not operate without an external communication plan to announce interim succession.

**Communication and Support to the Board:** The CEO shall not permit the board to be uninformed or unsupported in its work.

## **2.1 Policy Title: Treatment of Girls and Volunteers**

With respect to interactions with girls and volunteers or those applying to be girls and volunteers, the CEO shall not cause or allow conditions, procedures, or decisions that are unsafe, undignified, or unnecessarily intrusive.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Use forms that elicit information for which there is no clear necessity.
2. Use methods of collecting, reviewing, transmitting, or storing information that allows improper access to the material gathered.
3. Provide facilities that are not accessible to all or do not provide for appropriate privacy.
4. Be unclear about what may be expected and what may not be expected from any service offered by the organization.
5. Discourage persons from airing a concern or complaint and being heard.

## **2.2 Policy Title: Treatment of Paid and Volunteer Staff**

With respect to the treatment of paid and volunteer staff, the CEO may not cause or allow conditions that are unfair, undignified, disorganized, or unclear.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Operate without a written handbook that contains personnel rules which: a) clarify rules for staff; b) provide for effective handling of grievances; c) protect against wrongful conditions, such as nepotism and grossly preferential treatment for personal reasons; and d) contain a conflict of interest policy.
2. Operate without written job descriptions.
3. Discriminate against any staff member for non-disruptive expression of dissent.
4. Allow staff to be uninformed or unaware of their protections under this policy as interpreted by the CEO.

### **2.3 Policy Title: Compensation and Benefits**

With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the CEO shall not cause or allow jeopardy to fiscal integrity or public image.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Change his or her own compensation and benefits, except as his or her benefits consistent with a package for all other employees.
2. Alter at-will employment.
3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
4. Establish rewards systems other than those based upon established criteria.
5. Create obligations over a longer term than revenues can be safely projected, in no event longer than one year and in all events subject to losses in revenue.

### **2.4 Policy Title: Financial Planning/Budgeting**

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Develop a budget without conducting a formal process for planning for the future of the organization.
2. Develop a budget without employing credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosing planning assumptions.
3. Plan the expenditure in any fiscal year of more funds that are conservatively projected to be received in that period.
4. Plan so that organizational reserves could drop below six (6) months of the current unrestricted expense budget for the current fiscal year.
5. Plan an asset replacement fund that is less than 35% nor greater than 50% of accumulated depreciation. This fund shall be evaluated at least biennially to determine if the fund continues to be reasonably adequate, but not excessive, to meet its stated purpose.
6. Plan in a manner that risks unacceptable financial conditions enumerated in the "Financial Condition and Activities" policy.
7. Provide less for board prerogatives during the year than is set forth in the "Cost of Governance" policy.

## **2.5 Policy Title: Financial Condition and Activities**

With respect to the actual, ongoing financial condition and activities, the CEO shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in the Ends policies.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Expend more funds than have been received in the fiscal year to date or incur debt unless the debt can be repaid by certain, otherwise unencumbered revenues within 60 days.
2. Use any long term reserves.
3. Conduct inter-fund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered revenues within 30 days.
4. Allow payroll obligations to be unsettled or untimely.
5. Allow debts to be unpaid beyond a reasonable period of time or in such a way as to jeopardize the organization's ability to receive trade credit, damage its credit-worthiness, or diminish its reputation in the trades or in the community.
6. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
7. Make a single unbudgeted purchase or commitment of greater than \$50,000. Splitting orders to avoid this limit is not acceptable.
8. Make a single purchase or commitment of \$10,000 without a competitive bid process unless deemed an emergency situation. Splitting orders to avoid this limit is not acceptable.
9. Acquire, encumber or dispose of real property.
10. Allow receivables to go uncollected beyond a reasonable period of time as established through administrative procedures, without aggressively pursuing their collection.
11. Disburse funds without following established internal control procedures.
12. Accept gifts and contributions that have stipulations that are contrary to board's Ends.

## **2.6 Policy Title: Asset Protection**

The CEO shall not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Assume property or casualty risk unnecessarily, including risk against liability losses to board members, staff and the organization.

2. Allow unbonded personnel access to material amounts of funds.
3. Subject property and equipment to improper wear and tear or insufficient maintenance.
4. Unnecessarily expose the organization, its board or staff to claims of liability.
5. Make purchases: a) wherein normally prudent protection has not been given against conflict of interest; b) without having obtained comparative prices and quality; and c) without considering the balance of long term quality and cost.
6. Unnecessarily expose intellectual property, information and files to piracy, loss, theft or significant damage.
7. Receive, process or disburse funds under controls which are contrary to the board-appointed auditor's standards.
8. Invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating at any time, or in non interest-bearing accounts except where necessary to facilitate ease in operational transactions.
9. Invest funds contrary to the board-approved investment policy.
10. Endanger the organization's public image or credibility, particular in ways that would hinder its accomplishment of mission.

## **2.7 Policy Title: Ends Focus of Grants, Commitments or Contracts**

The CEO may not enter into any grants, commitments, or contract arrangements unless it primarily emphasizes the production of Ends and the avoidance of unacceptable means (Executive Limitations).

## **2.8 Policy Title: Emergency CEO Succession**

In order to protect the board from sudden loss of CEO services, the CEO may have no fewer than two other executives familiar with and able to carry forward board and CEO issues and processes and may not operate without an external communication plan to announce interim succession.

## **2.9 Policy Title: Communication and Support to the Board**

The CEO shall not permit the board to be uninformed or unsupported in its work.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Neglect to submit monitoring data required by the board (see policy on Monitoring CEO Performance) in a timely, accurate, and understandable fashion, directly addressing provisions of board policies being monitored.

2. Let the board be unaware of relevant trends, anticipated adverse media coverage, threatened or pending lawsuits, material external and internal changes, including material variances of actual to budget performance, particularly changes in the assumptions upon which any board policy has previously been established.
3. Let the board be unaware of potential non-compliance with its own policies on Governance Process and Board-CEO Linkage, particularly in the case of board behavior which is detrimental to the work relationship between the board and the CEO.
4. Deny the board access to, or be uninformed by, a range of relevant perspectives, including staff and external viewpoints, as needed for fully informed board choices.
5. Present information in unnecessarily complex or lengthy form.
6. Communicate substantive governance information to an individual or segment of the board except when: a) fulfilling individual requests for information; or b) responding to officers or committees duly charged by the board.
7. Let the board be unaware of an actual or anticipated noncompliance with any policy of the board as soon as possible; in the case of noncompliance that could significantly impact the ability to meet organizational Ends, as soon as it is discovered.
8. Allow the board to be noncompliant with legal or contractual requirements for board approval on delegated activities of the organization or fail to supply relevant monitoring assurance pertaining thereto.

### **SECTION 3: GOVERNANCE PROCESS**

#### **3.0 Policy Title: Global Governance Commitment**

The purpose of the board, on behalf of Council members, GSUSA and people who recognize the value of Girl Scouting, is to see to it that Girl Scouts of Western Ohio (a) achieves appropriate results for appropriate persons at an appropriate cost, and (b) avoids unacceptable actions and situations.

**Governing Style:** The board will govern with an emphasis on: a) outward vision rather than an internal preoccupation; b) encouragement of diversity in viewpoints; c) strategic leadership more than administrative detail; d) clear distinction of board and chief executive roles; e) collective rather than individual decisions; f) future rather than past or present; and g) proactivity rather than reactivity.

On any issue, the board must insure that all divergent views are considered in making decisions, yet must resolve into a single organizational position.

**Board Job Description:** The job of the board is to act as an informed agent of the ownership, ensure appropriate organizational performance and follow the established bylaws of the Girl Scouts of Western Ohio.

**Board Member Code of Conduct:** The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.



**Agenda Planning:** To accomplish its job products with a governance style consistent with board policies, the board will follow a biennial agenda which: a) drives exploration of Ends concerns; b) continually improves board performance through board education and enriched input and deliberation; and c) re-examines for relevance the underlying values that support existing policy.

**Board Chair (Chief Governance Officer) Role:** The Board Chair assures the integrity of the board's process and occasionally represents the board to outside parties.

**Board Committee Principles:** Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to CEO.

**Board Committee Structure:** A committee is a board committee only if its existence and charge come from the board, regardless whether board members sit on the committee. The only board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

**Cost of Governance:** The board will invest in its governance capacity and budget accordingly.

### **3.1 Policy Title: Governing Style**

The board will govern with an emphasis on: a) outward vision rather than an internal preoccupation; b) encouragement of diversity in viewpoints; c) strategic leadership more than administrative detail; d) clear distinction of board and chief executive roles; e) collective rather than individual decisions; f) future rather than past or present; and g) proactivity rather than reactivity.

On any issue, the board must insure that all divergent views are considered in making decisions, yet must resolve into a single organizational position.

Accordingly:

1. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board may use the expertise of individual members to enhance the ability of the board as a body, rather than to substitute the individual judgments for the board's values.
2. The board will direct, control, and inspire the organization through the careful establishment of board written policies reflecting the board's values and perspectives. The board's major policy focus will be on the intended long term impacts of the organization, not on the administrative or programmatic means of attaining those effects.
3. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the board can change its governance process policies at any time, it will observe them scrupulously while in force.

- a) In accordance with this discipline, the board will only allow itself to address a topic after it has answered these questions:
    - i. What is the nature of the issue?
    - ii. What is the value that drives the concern?
    - iii. Is this a shared issue?
    - iv. Whose issue is this? Is it the board's or the CEO's?
    - v. Has the board dealt with this subject in a policy? If so, what has the board already said on this subject and how is this issue related? If the board has already addressed the matter, does the board wish to change what it has already said?
    - vi. If the matter relates to an operational policy, what is the broadest way to address the issue so that it is still under existing board policy? Does that policy suffice to deal with our concern?
  - b) Board members shall not talk about content until these questions of appropriateness are settled.
4. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
  5. The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling its commitments.
  6. The board will monitor and discuss the board's process. The board will monitor and evaluate its performance on an ongoing basis. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board-CEO Linkage categories, following the monitoring schedule in Appendix A.

### **3.2 Policy Title: Board Job Description**

The job of the board is to act as an informed agent of the ownership, ensure appropriate organizational performance and follow the established bylaws of the Girl Scouts of Western Ohio.

Accordingly, the board has direct responsibility to create:

1. The link between the ownership and the operational organization.
2. Written governing policies which address the broadest levels of all organizational decisions and situations.
  - a) Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good or which recipients at what cost).
  - b) Executive Limitations: Constraints on executive authority which establish the prudence and ethical boundaries within which all executive activity and decisions must take place.

- c) Governance Process: Specification of how the board conceives, carries out and monitors its own task.
  - d) Board-CEO Linkage: How power is delegated and its proper use monitored; the CEO role, authority and accountability.
3. Assurance of CEO performance.
  4. Active participation in fund development for the council.
  5. Ambassadorship for Girl Scouting and visibility to the membership and communities throughout the council territory.

### **3.3 Policy Title: Board Member Code of Conduct**

The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

1. Members must be members of Girl Scouts of the USA and accept the Girl Scout Promise and Law.
2. Members must have loyalty to the ownership, unconflicted by loyalties to staff, other organizations, and any personal interest as a consumer.
3. Members will proactively strive to understand, represent, and consider the diverse views of ownership in our deliberations and decisions.
4. Members must avoid conflict of interest with respect to their fiduciary responsibility.
  - a) There will be no self-dealing or business by a member with the organization. Members will annually disclose their involvements with other organizations, with vendors, or any associations which might be or might reasonably be seen as being a conflict.
  - b) When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation. Conflict of interest means “exercising authority where the decision will benefit the person or his/her immediate family, business entity in which the person holds an interest, any business partner of the person.” Immediate family includes spouses, children, siblings, parents, step-relations, and half-sisters and brothers.
  - c) Board members will not use their board position to obtain employment in the organization for themselves, family members, or close associates. Should a board member apply for employment, he or she must first resign from the board.
5. Board members may not attempt to exercise individual authority over the organization.
  - a) Members’ interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.

- b) Members' interaction with public, press or other entities should follow established communications process and must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
  - c) Except for participation in board deliberation about whether reasonable interpretation of board policy has been achieved by the CEO, members will not express individual judgments of performance of employees of the CEO.
6. Members will respect the confidentiality appropriate to issues of a sensitive nature.
  7. Members will be properly prepared for board deliberation.
  8. Members will support the annual campaign by personal financial contributions, and support the fund development process through identification of prospects and solicitation of potential and current donors.
  9. Members will proactively create an atmosphere of open communication.
  10. Members will annually disclose, in writing, relevant conflicts of interest.

#### **3.4 Policy Title: Agenda Planning**

To accomplish its job products with a governance style consistent with board policies, the board will follow a biennial agenda which: a) drives exploration of Ends concerns; b) continually improves board performance through board education and enriched input and deliberation; and c) re-examines for relevance the underlying values that support existing policy.

1. Planning will be done in a way that communicates financial impacts for the purpose of budgeting. The two year cycle will conclude by the last day of April in the even numbered years.
2. The cycle will start with the board's development of its agenda for the next year that will incorporate the following:
  - a) Determination of the board's focus on exploration.
  - b) Consultations with selected groups in the ownership, or other methods of gaining ownership input will be determined and arranged.
  - c) Governance education and education related to the focus and Ends determination (e.g. presentations by futurists, demographers, advocacy groups, consultants, staff, etc.). This input will be arranged prior to the end of the year in time to be incorporated in the Cost of Governance.
3. Throughout the year, the board will attend to consent agenda items as expeditiously as possible.

4. CEO monitoring shall not be included on the consent agenda and will be handled in a manner consistent with our Governing Style policy (3.1).
5. CEO remuneration will be decided after a review of monitoring reports received in the last year during the first quarter of the calendar year.
6. Individual meeting agendas will generally follow the format below:
  - I. Approve Agenda
  - II. Consent Agenda
    - A. Operational (CEO construct)
    - B. Board
  - III. Board Education/Development (at board's or board development committee's request)
  - IV. Ownership Linkage
    - A. Communication with the External Environment related to Board's Annual Agenda
    - B. Ownership Communication
  - V. Policy Discussion
    - A. Based on Biennial Plan of Board Work
  - VI. Assurance of Successful CEO Performance
    - A. Receipt of Monitoring Reports; Challenges to Monitoring; Vote on Compliance
    - B. New Operational Worries
    - C. Next monitoring assignment
    - D. Board self assessment against Board means policies (according to the Monitoring Schedule, Appendix A)
  - VII. Items for Next Agenda
  - VIII. Announcements
  - IX. Adjournment

### **3.5 Policy Title: Board Chair (Chief Governance Officer) Role**

The Board Chair assures the integrity of the board's process and occasionally represents the board to outside parties.

Accordingly:

1. The job result of the Board Chair is that the board behaves consistently with its own policy and those legitimately imposed upon it from outside the organization.
  - a) The Board Chair is primarily responsible for the development of the board's meeting agenda.
  - b) Generally, meeting discussion content will be those issues which, according to board policy, clearly belong to the board to decide.
  - c) Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
2. The Board Chair is authorized to interpret policies on Governance Process and Board-CEO Linkage, with the exception of: a) employment or termination of a CEO; and b) where the board specifically delegates portions of this authority to others. The Board Chair is authorized to use any reasonable interpretation of those policies. The Board Chair may delegate this authority, but remains accountable for its use.

- a) The Board Chair is empowered to chair board and council meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).
- b) The Board Chair will serve ex-officio on all task groups established by the board within Ends and Executive Limitations policy areas. Therefore, the Board Chair has no authority to supervise or direct the CEO.
- c) The Board Chair may represent the board to outside parties in announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.

### **3.6 Policy Title: Board Committee Principles**

Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to CEO.

Accordingly,

1. Board committees and task groups are to help the board do its job, not to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations.
2. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the CEO.
3. Board committees cannot exercise authority over staff. Because the CEO works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a board committee which has helped the board create policy on some topic will not be used to monitor organizational performance on that same subject.
5. Committees will be used sparingly and ordinarily in an ad hoc capacity.
6. This policy applies to any group which is formed by board action, whether or not it is called a committee and regardless whether the group includes board members. It does not apply to operational committees formed under the authority of the CEO. A board member serving on such committees acts in the role of an operational volunteer.

### **3.7 Policy Title: Board Committee Structure**

A committee is a board committee only if its existence and charge come from the board, regardless whether board members sit on the committee. The only board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

1. Board Development Committee

- a) Product: Properly screened potential board members according to the bylaws and governance capacity-building through board orientation and education as established in the board's annual agenda planning (Policy 3.4).
- b) Authority: To incur costs appropriate to fulfilling its stated duties and inside the parameters of the established Cost of Governance.
- c) Membership: Bylaws specified.

## 2. Audit Committee

- a) Product: Specification of scope of external audit and direct inspection monitoring as delegated by the board, evaluation and recommendation of an outside firm and review of audit.
- b) Authority: To incur costs appropriate to fulfilling its stated duties and inside the parameters of the established Cost of Governance.
- c) Membership: Three to five members with a diversity of skills, including financial literacy, appointed by the Board Chair.

### 3.8 Policy Title: Cost of Governance

The board will invest in its governance capacity and budget accordingly.

## SECTION 4: BOARD-CEO LINKAGE

### 4.0 Policy Title: Global Governance-Management Condition

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

**Unity of Control:** Only officially passed motions of the board are binding on the CEO.

**Accountability of the CEO:** The CEO 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 CEO.

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

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

**CEO Compensation and Benefits:** The board shall negotiate a written employment understanding with the CEO that will stipulate compensation and benefits for the CEO.

#### **4.1 Policy Title: Unity of Control**

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

Accordingly:

1. Decisions or instructions of individual board members, officers, or committees are not binding on the CEO except in 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 CEO can refuse such requests that require, in the CEO's opinion, a material amount of staff time or funds or is disruptive.

#### **4.2 Policy Title: Accountability of the CEO**

The CEO 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 CEO.

Accordingly:

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

#### **4.3 Policy Title: Delegation to the CEO**

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

Accordingly:

1. The board will develop policies instructing the CEO to achieve certain results, for certain recipients at a justifiable 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 CEO 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 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.
4. The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and CEO domains. By doing so, the board changes the latitude of choice given to the CEO. But as long as any particular delegation is in place, the board will respect and support the CEO's choices.

#### **4.4 Policy Title: Monitoring CEO Performance**

Systematic and rigorous monitoring of CEO job performance will be solely against the only expected CEO 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 CEO 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 CEO interpretation of the board policy being monitored.
4. All policies which instruct the CEO 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, following the monitoring schedule in Appendix A.

#### **4.5 Policy Title: CEO Compensation and Benefits**

The board shall negotiate a written employment understanding with the CEO that will stipulate compensation and benefits for the CEO.

1. CEO remuneration will be decided during the first quarter of the calendar year after a review of monitoring reports received in the last year.
2. The annual appraisal shall be conducted and remuneration will be established

Monitoring Schedule

| Policy   | Link With Work Process                                | Internal Report  | Direct Inspection   | External   |
|--|---|--|---|--|
| 1.0 Global Ends  | Ongoing strategic planning                            | Annual – 1 <sup>st</sup> Quarter                             | Annually – by board at meeting (receive CEO report)   |  |
| 2.1 Treatment of Girls & Volunteers<br>2.2 Treatment of Paid & Volunteer Staff<br>2.3 Compensation & Benefits                                  |   | Annual – 2 <sup>nd</sup> Quarter                             | Every 3 years by appointed Committee<br>Every 3 years by appointed Committee<br>Every 3 years by appointed Committee  |  |
| 2.4 Financial Planning   | Annual budget prep                                    | Annual – 4 <sup>th</sup> Quarter for upcoming year           | Annually – by board at meeting when budget is presented   |  |
| 2.5 Financial Conditions & Activities<br>2.6 Asset Protection<br>2.7 Ends Focus of Grants, Commitments or Contracts                            |   | Annual – 2 <sup>nd</sup> Quarter based on past calendar year | Annual – Audit Committee<br><br>Every 3 years by appointed Committee<br>Every 3 years by appointed Committee  | Auditor’s Report 2 <sup>nd</sup> Quarter, Annually |
| 2.8 Emergency CEO Succession<br>2.9 Communication to Board<br>4.4 Monitoring CEO Performance<br>4.5 CEO Compensation and Benefits              | Annual CEO Review                                     |  | Annual – 1 <sup>st</sup> Quarter by CEO Review Committee  |  |
| 3.1 Governing Style  | Ongoing Process                                       |  | After each board meeting  |  |
| 3.0 Global Governance Commitment<br>3.2 Board Job Description<br>3.3 Board Code of Conduct   | Discuss at board meeting after new board members join |  | Annual – 1 <sup>st</sup> or 2 <sup>nd</sup> Quarter<br>Prior to meeting, each board member individually reviews policy, completes evaluation form, which are summarized for review at board meeting | Every 3 years inspect by outside consultant        |
| 3.4 Agenda Planning<br>3.5 Board Chair (CGO) Role<br>3.6 Board Committee Principles<br>3.7 Board Committee Structure<br>3.8 Cost of Governance | Link to timing of new board members joining board     |  | Annual – 1 <sup>st</sup> or 2 <sup>nd</sup> Quarter<br>Prior to meeting, each board member individually reviews policy, completes evaluation form, which are summarized for review at board meeting |  |
| 4.0 Global Governance-Management Condition<br>4.1 Unity of Control<br>4.2 Accountability of the CEO<br>4.3 Delegation to the CEO               | Link with conversation of CEO performance             |  | Board members individually complete evaluation form, which is reviewed at 1 <sup>st</sup> Quarter meeting with CEO Review   | Every 3 years inspect by outside consultant        |

Evaluator: \_\_\_\_\_  
Send to Board President by: \_\_\_\_\_

### Policy Governance Executive Limitations Evaluation Form

*A tool to be used by individual board members as they evaluate the internal monitoring reports designated in Board-CEO Linkage*

Policy being monitored:  
(Insert actual policy)

- 1. Was this report submitted when due?  Yes  No
- 2. Did the report lay out the CEO's interpretation or an operational definition of the policy?  Yes  No
- 3. Is the interpretation justified or is proof provided to explain why the interpretation is reasonable?  Yes  No
- 4. Was I convinced that the interpretation is justified and reasonable?  Yes  No
- 5. Did the interpretation address all aspects of the policy?  Yes  No
- 6. Does the data show compliance with the CEO's interpretation of our policy?
  - Yes, the CEO is in compliance
  - Yes, although the CEO is not in compliance, there was sufficient data to explain why
  - No

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Comments regarding further policy development:

- 1. Is there any area regarding this policy that you worry about that is not clearly addressed in existing policy? What is the value that drives your worry?

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- 2. What policy language would you like to see incorporated to address your worry?

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**Board Direct Inspection Evaluation Tool for**

**2.9 Policy Title: Communication and Support to the Board**

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|--|--|
| The CEO shall not permit the board to be uninformed or unsupported in its work.  |  |
| <i>a. Have we been surprised by anything in the media or communication from outside sources?</i>   | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <i>b. Have we been unsupported, in terms of information needed to do our job as a Board?</i>   | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:   |  |
| 1. Neglect to submit monitoring data required by the board (see 4.5 Monitoring CEO Performance & Appendix A) in a timely, accurate and understandable fashion, directly addressing provisions of board policies being monitored.                                 |  |
| <i>RE: #1. Have we received all monitoring reports in an acceptable fashion?</i>   | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 2. Let the board be unaware of relevant trends, anticipated adverse media coverage, threatened or pending lawsuits, material external and internal changes, particularly changes in the assumptions upon which any board policy has previously been established. |  |
| <i>RE: #2. Have there been any surprises or suspicious communications that lead me to question whether we are being informed in a manner appropriate to Board work?</i>  | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 3. Let the board be unaware of potential non-compliance with its own policies on Governance Process and Board-CEO Linkage, particularly in the case of board behavior which is detrimental to the work relationship between the board and the CEO.               |  |
| <i>RE: #3. Has our own process required our CEO to advise us of our own non-compliance?</i>  | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 4. Deny the board access to, or be uninformed by, a range of relevant perspectives, including staff and external viewpoints, as needed for fully informed board choices.   |  |
| <i>RE: #4. Do I feel like we have enough information to make decisions?</i>  | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <i>Do I feel like the information we get is purely staff propaganda vs a balanced presentation of what we need to make fully informed decisions?</i>   | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 5. Present information in unnecessarily complex or lengthy form.   |  |
| <i>RE: #5. Do I understand the reports I receive?</i>  | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <i>Do the standard reports need to be simplified in any way?</i>   | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 6. Communicate substantive governance information to an individual or segment of the board except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the board.                                 |  |
| <i>RE: #6. Do I perceive that some board members unreasonably get special privileged information?</i>  | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 7. Let the board be unaware of an actual or anticipated noncompliance with any policy of the board as soon as possible; in the case of noncompliance that could significantly impact the ability to meet organizational Ends, as soon as it is discovered.       |  |
| <i>RE: #7. Have we been informed of any non-compliance with board policy?</i>  | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <i>Was the notification timely, in accordance with this policy?</i>  | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 8. Allow the board to be non-compliant with legal or contractual requirements for board approval on delegated activities of the organization or fail to supply relevant monitoring assurance pertaining thereto.   |  |
| <i>RE: #8. Has the consent agenda adequately included operational items that the board is required by third parties to approve?</i>  | <input type="checkbox"/> Yes <input type="checkbox"/> No |

After reflecting on all policies, do you believe the CEO is in compliance with each provision of this policy?  Yes  No

If no, what in particular needs to be addressed by the full board? What evidence do you have to support your claim?

## Board Compliance Monitoring Tool

Complete evaluation form and return to the Board President by \_\_\_\_\_.

**Board Means Policy being monitored:** (insert policy)

*Review all sections of the policy listed and evaluate our compliance with policy.*

1. Indicate item by item if you believe Yes No Are we are in strict compliance with the policy as stated?
2. If you indicated that the Board is not in strict compliance with the policy as stated, please indicate what you notice that gives evidence that we are *not* in compliance?

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3. How do you think we could improve our process to be in full compliance?

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4. What do we need to learn or discuss in order to live by our policies more completely?

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5. Does this policy remain in compliance with the Policy Governance model in terms of content and format?

Yes  No

History of Policy Changes

| Date    | Policy #   | Action Taken  |
|---------|--|---|
| 11/3/07 | All  | New Board and Board Development Committee developed Policy Manual for review and approval at the first meeting of the merged organization on January 12, 2008.  |
| 2/26/08 | 1.0 Global End                                     | Added Ends statements that were approved by the board on 1/12/08  |
| 3/6/08  | Appendix B   | Change to question number 6   |
| 1/30/09 | 2.9 Communication and Support to the Board         | Motion approved at 1/24/09 board meeting to add the following sentence after the words internal changes to item #2: “including material variances of actual to budget performance”.   |
| 1/23/10 | 1.0 Global End                                     | First sentence re-worded, and additional sentence added after statements A-D.   |
| 1/23/10 | 2.4 Financial Planning/Budgeting                   | Item #5 re-worded to state that the fund should be increased each fiscal year, rather than maintained, and corrected language from “longer” to “larger.”  |
| 1/23/10 | 2.5 Financial Condition and Activities             | Item #8, changed requirement for competitive bids from \$25,000 to \$10,000; Item #10, the wording “as established through administrative procedures,” added after period of time; and Item #11, the wording “the board-appointed auditor’s financial procedures” replaced with “established internal control procedures”.  |
| 1/23/10 | 2.7 Ends Focus of Grants, Commitments or Contracts | Added the word “commitments” to the title and policy statement.   |
| 1/23/10 | 3.1 Governing Style                                | Item #3 a) vi., the wording “is several levels below board level” changed to “relates to an operational policy”; and Item #3 b), the wording “It is out of order for board members to talk” changed to “Board members shall not talk”.  |
| 1/23/10 | 3.2 Board Job Description                          | 1 <sup>st</sup> paragraph re-worded, and Item #2 b) “ethics” changed to “ethical”.  |
| 1/23/10 | 3.3 Board Member Code of Conduct                   | Added “Member” to title, and wording changed in Item # 8.   |
| 1/23/10 | 3.4 Agenda Planning                                | Main paragraph, first sentence, “an annual agenda” changed to “a biennial agenda”; Item #1 re-worded to allow for two year agenda; Item #4 re-worded to change how CEO monitoring will be handled; and Item #6, additional wording added in agenda format.  |
| 1/23/10 | 3.6 Board Committee Principles                     | Item #6, the word “operational” inserted before committees in the second sentence, and an additional sentence added to the end to clarify role of board member when serving on operational committee.   |
| 1/23/10 | Appendix A   | Monitoring schedule changed to allow for more efficient work and better reflect the ongoing board calendar.   |
| 4/24/10 | Appendix A   | Monitoring of Policy 2.4 moved to 4 <sup>th</sup> quarter.  |
| 9/18/10 | 4.3 Delegation to the CEO                          | Item #3, second line, the word “operational” inserted after the word further.   |
| 4/29/14 | 2.4 Financial Planning/Budgeting                   | Item #5, delete previous wording: “Plan an asset replacement fund that is not increased each fiscal year by at least the value of the current year depreciation expense. At no time may this fund be larger than accumulated depreciation.” And, replace with this wording: “Plan an asset replacement fund that is less than 35% nor greater than 50% of accumulated depreciation. This fund shall be evaluated at least biennially to determine if the fund continues to be reasonably adequate, but not excessive, to meet its state purpose.” |