

Policy Type: Board – CEO Delegation (BCD)

Policy No.: BCD 04

Policy Title: Delegation to the CEO

Date Originated:

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Last Approved by Board Motion: 22.52 on October 27, 2022

1. POLICY STATEMENT

The Board will instruct the CEO through written policies that prescribe the organizational goals to be achieved (the Ends) and describe organizational situations and actions to be avoided (the Executive Limitations), allowing the CEO to use any reasonable interpretation of these policies.

2. POLICY ELEMENTS

1. The Board will develop Ends policies instructing the CEO to achieve specified results, for specified recipients, at a specified cost (Board approved budgets). These policies will be developed systematically from the broadest, most general level to more defined levels. Quantitative and/or qualitative measures and targets will be used to evaluate performance against the Ends Policy. The Board, with input from the CEO, will establish these measures and targets in conjunction with the CEO Performance Appraisal Policy and timelines.
2. The Board will develop policies that limit the latitude that the CEO 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. They will be called Executive Limitations policies. The Board will never prescribe organizational Means which have been delegated to the CEO.
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. Such decisions of the CEO shall have full force and authority as if decided by the Board,

4. The Board may change its Ends and Executive Limitations policies. By so doing, the Board changes the latitude of choice given to the CEO. But so long as any particular policy is in place, the Board and its members will respect and support the CEO's choices.