

**Wingham and District Community Living Association  
Board Governance Policy**

Effective Date:	Pages	Section	Policy
October 1999	1 of 2	<b>Board - Executive Relationship</b>	<b>3.1 Delegation to the Executive Director</b>

1. The membership, through its election of board members, vests its authority in the board as a whole. The board is accountable to the membership for the fulfillment of the Vision and Mission of the Association. The board in turn takes responsibility to develop policy that supports such achievement.
  
2. The execution of activity to fulfill the Vision and Mission requires that the board hire an Executive Director. The board delegates its authority to its executive director. Accordingly:
  - a) All board authority for the execution of board policy is delegated to the Executive Director
  
  - b) The Executive Director may delegate authority to other staff as he/she sees fit and the Executive Director remains solely accountable to the board as a whole. No individual board member, officer, committee or committee chair has authority over the executive director.
  
  - c) Board policy establishes and defines the direction for the association (Ends Policies) and the limitations of acceptable action by the Executive Director (Executive Parameters Polices). With respect to these ends policies and within the confines of the executive parameters policies, the executive director is authorized to establish all further policies, make all decisions, take all actions and develop all practices that are consonant with any reasonable interpretation of these board policies.
  
  - d) The board also establishes policy, which defines the relationship between the executive director and the board, and policy that governs the board's work. The executive director has no authority to establish further policy related to these. The executive director is required to advise the board on these policy areas in the interests of the effective functioning of the board and its relationship to the Executive Director.
  
  - e) The board may amend or add to its policies, thereby changing the parameters of the Executive Director position. So long as any particular delegation is in place, the board and its members will respect and support the Executive Director's choices.

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- f) Only decisions of the board acting as a body are binding on the Executive Director.
- g) The board as a whole may request information from the Executive Director related to monitoring achievement of the organization's aim and mission and the performance of the executive director in such achievement
- h) Information may be requested of the Executive Director by individual board members or committees. If, in the judgement of the executive director, such requests would result in an inability to meet established deadlines or result in an inordinate allocation of staff time and resources, the request may be refused. In the event of a refusal by the Executive Director, the board member or committee making the request may direct it to the board of the whole for its decision, without prejudice to the Executive Director.

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October 1999	1 of 1	<b>Board - Executive Relationship</b>	<b>3.2 Job Description of the Executive Director</b>

1. The Executive Director:
  - a) Is the single official link of the board to the operating organization
  - b) Is accountable for all organizational performance
  - c) Exercises all authority transmitted into the organization by the board.
  - d) Will have the position title of Executive Director.
2. Executive Director performance will be considered synonymous with overall organizational performance.
3. The Executive Director's job performance includes two requirements:
  - a) Organizational accomplishment of the provisions in board Ends Policies
  - b) Organizational operation within the limits specified in board Executive Parameters Policies.

The board may maintain a more detailed job description that outlines various activities of the position.

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Effective Date:	Pages	Section	Policy
October 1999	1 of 2	<b>Board - Executive Relationship</b>	<b>3.3 Monitoring Performance of the Executive Director</b>

1. Monitoring performance of the executive director is synonymous with monitoring organizational performance. Accordingly monitoring shall be against the only expected outputs of the Executive Director:
  - a) Organizational accomplishment of board policies on Ends, and
  - b) Organizational operation within the boundaries established in board policies on Executive Parameters.
  
2. Monitoring:
  - a) Is done by collecting and considering information relative to the accomplishment of board policies on Ends and Executive Parameters
  
  - b) Is done to determine the degree to which board policies are being fulfilled
  
  - b) Information will be collected as efficiently as possible in order to use a minimum of board time so that meetings can focus on the future rather than review the past
  
  - d) Must ensure the applicable and pertinent information has been gathered by the board to ensure their informed consideration of accomplishments.
  
3. Any formal or informal evaluation of the chief executive performance may be derived from the following monitoring information:
  - a) Internal Reports:  
Disclosure of compliance information to the board from the chief executive
  
  - b) External Reports:  
Gathering of compliance information by an unbiased external auditor or consultant who has been selected by and reports directly to the board. In selecting an outside source for monitoring the board shall first decide whether such audit will compare executive performance against policies of the board or against standards of the auditor.
  
  - c) Direct Board Inspection:  
Gathering of compliance information by a board member, a board committee or the board as a whole.

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- 4) The board will provide regular feedback to the chief executive relative to its monitoring findings. At least once a year the board will document its monitoring findings and discuss them with the Executive Director. Such discussion will allow for recognition of accomplishments and the need for emphasis on certain policy areas.
- 5) In every case, the standard for compliance shall be any reasonable interpretation of the board policy being monitored, by the Executive Director.
- 6) The board must decide and specify the method and frequency for monitoring of each policy on Ends and Executive Parameters. The board reserves the right to use any method of monitoring at any time, but will ordinarily depend on a routine schedule as follows:

<u>Policy</u>	<u>Method</u>	<u>Frequency</u>
General Limitations	Internal	Annually
External Relations	Internal	Annually
	Direct Inspection	Annually
Internal Relations	Internal	Annually
Human Resources	Internal	Annually
Financial Resources (all financial policies)	Internal	Quarterly
	Direct Inspection	Semi-annually
	External	Annually
Physical Resources	Internal	Annually
Risk Management	Internal	Annually
Communication and Support to the Board	Direct Inspection	Semi-annually
Executive Succession	Internal	Annually
Vision	Internal	Annually
Mission	Internal	Annually
Values	Internal	Annually
Support Services (all support services policies)	Internal	Semi-annually
	Direct Inspection	Annually

Additional Ends and Executive Parameters Policies will be added to this list as they are developed