



NEBRASKA
SCHOOL
COUNSELOR
ASSOCIATION

Board Policy Manual
of the
Nebraska School Counselor Association

(Adopted June 24, 2018)

Executive Limitations Policies

GLOBAL EXECUTIVE LIMITATION POLICY: The Executive Director shall not cause or allow any organizational practice, activity, decision, or circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices.

EL.1 TREATMENT OF CUSTOMERS: With respect to interactions with customers or those applying to be customers, the Executive Director shall not cause or allow conditions, procedures, or decisions that are discriminatory, unsafe, untimely, undignified, or unnecessarily intrusive.

EL.1-A The Executive Director will not elicit information for which there is no clear necessity.

EL.1-B The Executive Director will not use methods of collecting, reviewing, transmitting or storing information that fails to protect against improper access to the material elicited.

EL.1-C The Executive Director will not cause or allow information about owners and customers to be used inappropriately.

EL.1-D The Executive Director will not fail to establish with customers a clear understanding of what may be expected and what may not be expected from the service offered.

EL.1-E The Executive Director will not leave customers uninformed of this policy or leave customers without a way to be heard if they believe they have not been accorded a reasonable interpretation of their protections under this policy.

EL.2 TREATMENT OF STAFF: With respect to the treatment of paid and volunteer staff, the Executive Director may not cause or allow conditions that are discriminatory, unfair, undignified, disorganized, or unclear. The Executive Director also will not cause or allow staff to engage in external activities, with or without compensation, that compete or conflict with NSCA.

EL.3 FINANCIAL PLANNING/BUDGETING: The Executive Director shall not cause or allow financial planning for any fiscal year or the remaining part of any fiscal year to deviate materially from the board's Ends priorities, risk financial jeopardy, or fail to be derived from a multi-year plan.

EL.3-A The Executive Director will not allow budgeting that risks incurring those situations or conditions described as unacceptable in the board policy “Financial Conditions and Activities.”

EL.3-B The Executive Director will not allow budgeting to omit credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.

EL.3-C The Executive Director will not allow budgeting to provide less for board prerogatives during the year than is set forth in the “Cost of Governance” policy.

EL. 4 FINANCIAL CONDITION AND ACTIVITIES: With respect to the actual, ongoing financial conditions and activities, the Executive Director shall not cause or allow the development of financial jeopardy or material deviation of actual expenditures from board priorities established in Ends policies.

EL.4-A The Executive Director will not expend more funds than are expected to be received by the end of the fiscal year.

EL.4-B The Executive Director will not use any long term reserves.

EL.4-C The Executive Director will not fail to settle payroll and debts in a timely manner.

EL.4-D The Executive Director will not allow tax payments or other government ordered payments of filings to be overdue or inaccurately filed.

EL.4-E The Executive Director will not acquire, encumber or dispose of real estate.

EL.4-F The Executive Director will not allow receivables after a reasonable grace period.

EL.5 EMERGENCY EXECUTIVE DIRECTOR SUCCESSION: To protect the board from sudden loss of Executive Director services, the Executive Director shall not permit there to be fewer than two other board members sufficiently familiar with board and Executive Director issues and processes to enable either to take over with reasonable proficiency as an interim successor.

EL.6 ASSET PROTECTION: The Executive Director shall not cause or allow tangible or intangible corporate assets to be unprotected, inadequately maintained, or unnecessarily risked.

EL.6-A The Executive Director will not allow board members, staff, and the organization itself fail to be inadequately insured against casualty, property and liability losses.

EL.6-B The Executive Director will not allow the organization to be exposed to risk of misappropriation or misuse of funds.

EL.6-C The Executive Director will not allow fewer than two people to have access to all financial accounts.

EL.6-D The Executive Director will not unnecessarily expose the organization, its board or staff to claims of liability.

EL.6-E The Executive Director will not make purchases or commitments without protection against conflict of interest and comparison of prices and quality.

EL.6-F The Executive Director will not fail to protect intellectual property, information, and files from loss or significant damage.

EL.6-G The Executive Director will not receive, process, or disburse funds under controls that are insufficient to meet an auditor's accounting standards.

EL.6-H The Executive Director will not compromise the independence of the board's audit or other external monitoring or advice, such as by engaging parties already chosen by the board as consultants or advisers.

EL.6-I The Executive Director will not allow investments to deviate from a moderate risk tolerance and a long-term growth objective.

EL.6-I1 The Executive Director will not use investment management companies or investment advisors that are not licensed by and registered with the Financial Industry Regulatory Authority.

EL.6-I2 The Executive Director will not allow average annual growth of investments to be less than inflation over a five-year period.

EL.6-J The Executive Director will not endanger the organization's public image, credibility or its ability to accomplish Ends.

EL.6-K The Executive Director will not change the organization's name or substantially alter its identity in the community.

EL.6-L The Executive Director will not create or purchase any subsidiary corporation.

EL.6-M The Executive Director may not cause or allow conditions or practices that result in noncompliance with ASCA bylaws.

EL.7 COMPENSATION AND BENEFITS: With respect to employment, compensation and benefits to employees, consultants, contract workers, and volunteers, the Executive Director shall not cause or allow jeopardy to financial integrity or to public image.

EL.7-A The Executive Director will not change the Executive Director's own compensation and benefits.

EL.7-B The Executive Director will not create obligations in any event longer than one year and in all events subject to losses in revenue.

EL.8 COMMUNICATION AND SUPPORT TO THE BOARD: The Executive Director shall not cause or allow the board to be uninformed or unsupported in its work.

EL.8-A The Executive Director will not withhold, impede, or confound information relevant to the Board's informed accomplishment of its job.

EL.8-A1 The Executive Director will not neglect to submit monitoring data required by the board in Board Management Delegation policy "Monitoring Executive Director Performance" in a timely, accurate, and understandable fashion, directly addressing provisions of board policies being monitored, and including the Executive Director interpretations consistent with Board-Management Delegation policy "Delegation to the Executive Director" as well as relevant data.

EL.8-A2 The Executive Director will not allow the board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policy of the board regardless of the board's monitoring schedule.

EL.8-A3 The Executive Director will not allow the board to be without decision information required periodically by the board or let the board be unaware of relevant trends.

EL.8-A4 The Executive Director will not let the board be unaware of any incidental information it requires including anticipated media coverage, threatened or pending lawsuits, and material internal changes.

EL.8-A5 The Executive Director will not allow the board to be unaware that, in the Executive Director's opinion, the board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of board behavior that is detrimental to the work relationship between the board and the Executive Director.

EL.8-A6 The Executive Director will not allow the Board to be uninformed about the expenditures related to meetings, cost of governance and other expenditures within the governance budget.

EL.8-A7 The Executive Director will not present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation and other.

EL.8-B The Executive Director will not withhold from the board and its processes logistical and clerical assistance.

EL.8-B1 The Executive Director will not allow the board to be without a workable mechanism for official board, officer or committee communications.

EL.8-B2 The Executive Director will not allow the board to be deprived of pleasant and efficient settings and arrangements for board and committee meetings.

EL.8-C The Executive Director will not impede the board's holism, misrepresent its processes and role, or impede its lawful obligations.

EL.8-C1 The Executive Director will not deal with the board in a way that favors or privileges certain board members over others, except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the board.

EL.8-C2 The Executive Director will not fail to submit to the board a consent agenda containing items delegated to the Executive Director yet required by law, regulation, or contract to be board-approved.

EL.8-C3 The Executive Director will not hinder access to the board for any person who alleges unethical or unlawful action or circumstance in the organization or by its representatives.

EL.9 ENDS FOCUS OF GRANTS OR CONTRACTS: The Executive Director may not enter into any grant or contract arrangements that fail to emphasize primarily the production of Ends and, secondarily the avoidance of unacceptable means.

Governance Process Policies

GLOBAL GOVERNANCE PROCESS POLICY: The purpose of the board, on behalf of the membership, is to see to it that the Nebraska School Counselor Association (a) achieves appropriate results for appropriate persons at an appropriate cost (as specified in board Ends policies), and (b) avoids unacceptable actions and situations (as prohibited in board Executive Limitations policies).

GP.1 GOVERNING STYLE: The board will govern lawfully 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 executive director roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactivity rather than reactivity.

GP.1-A 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.

GP.1-B The board will cultivate a sense of group responsibility.

GP.1-B1 The board will not use the expertise of individual board members to substitute for the judgement of the board, although the expertise of individual members may be used to enhance the understanding of the board as a body.

GP.1-B2 The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling group obligations.

GP.1-C 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 on the school counseling profession, not on the administrative or programmatic means of attaining those effects.

GP.1-D The board will enforce upon itself whatever discipline is needed to govern with excellence and professionalism. Discipline will apply to matters such as attendance, preparation for meetings, policy making 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 scrupulously observe those currently in force.

GP.1-D1 If a board member or the board violates a policy during a board meeting, any board member is obligated to stop the discussion at the

point of question and request that the board review any policies that might be violated. The entire board will then review the relevant policies. If there was a policy violation the policy in question will either be revised, or the current action that was deemed in violation of board policy will cease.

GP.1-D2 If a board member believes or is informed that a board member is in violation of a board policy between board meetings:

- a) The board member will contact the Board Chair and discuss the violation.
- b) The Board Chair will contact the board member to discuss the violation.
- c) At the next board meeting, the violation will be reviewed with the entire board, with the primary focus on educating the board through public review.

GP.1-D2i After board review of the violation, the board will conclude one of the following:

- a) There was no violation of board policy.
- b) There was violation of board policy but no consequence is given to the board member in violation.
- c) There was violation of board policy and the board member in violation receives a formal reprimand and/or other consequences by the board.
- d) There was a violation of board policy and the board member in violation is removed from the board based on a 2/3 majority vote.

GP.1-D3 A board member believes the Board Chair is in violation of a board policy between board meetings:

- a) The board member will contact the Vice Chair and discuss the violation.
- b) The Vice Chair will contact the Board Chair to discuss the violation.
- c) At the next board meeting, the violation will be reviewed with the entire board, with the primary focus on educating the board through public review.

GP.1-D3i After board review of the violation, the board will conclude one of the following:

- a) There was no violation of board policy.
- b) There was violation of board policy, but no consequences are given to the Board Chair.

- c) There was a violation of board policy and the Board Chair receives a formal reprimand and/or other consequences decided upon by the board.
- d) There was a violation of a board policy and the Board Chair is removed as Board Chair of the NSCA Governing Board but remains a board member based on a majority vote.
- e) There was violation of board policy and the Board Chair is removed from the NSCA Governing Board based on $\frac{2}{3}$ majority vote.

GP.1-E Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.

GP.1-F The board will monitor and discuss the board's process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to policies in the Governance Process and Board-Management Delegation categories.

GP.2 - **BOARD JOB DESCRIPTION:** Specific job outputs of the board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.

GP.2-A The board has a direct responsibility to create and sustain a link between the ownership and the operational organization.

GP.2-A1 The board understands the owners' priorities and expectations of ends issues.

GP.2-A2 The owners understand the board's approach to governance.

GP.2-B The board will provide written governing policies that realistically address the broadest levels of all organizational decisions and situations.

GP.2-B1 Ends: Organizational products, impacts, benefits, outcomes, recipients and their relative worth (what good for which recipients at what value/priority).

GP.2-B2 Executive Limitation: Constraints on executive authority that establish the professional and ethical boundaries within which all executive activity and decisions must take place.

GP.2-B3 Governance Process: Specification of how the board conceives, carries out, and monitors its own tasks.

GP.2-B4 Board-Management Delegation: How power is delegated and its proper use monitored including: the executive director role, authority, and accountability.

GP.2-C The board has direct responsibility to ensure successful organizational performance on Ends and Executive Limitations.

GP.3 AGENDA PLANNING: To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda that (a) completes a re-exploration of Ends policies annually and (b) continually improves board performance through board education and enriched input and deliberation.

GP.3-A Administrative planning and budgeting will facilitate the accomplishment of a one year segment of the Board's most recent statement of the long term Ends. The cycle will coincide with the fiscal year.

GP.3-B The Board's development of its agenda for the next year will occur at the last meeting of the year and include the input of incoming Board Members.

GP.3-B1 At the last meeting of the year, consultations with selected groups in the ownership or other methods of gaining ownership input will be determined and scheduled, as much as possible, for the year.

GP.3-B2 At the last meeting of the year, education to improve Governance and to facilitate development of End policies, such as presentations by organizational, educational and school counseling experts; advocacy groups, or staff, will be determined for the year.

GP.3-C Board meeting will adhere to the following board agenda structure:

- a) Call to Order
- b) Attendance
- c) Policy Governance Education/Rehearsal
- d) Consent Agenda/Informational Items
- e) Monitoring Reports
- f) Board self-monitoring
- g) Ends discussion
- h) Next meeting
- i) Board Meeting Evaluation
- j) Adjournment

GP.3-C1 Content of meeting discussion will focus on issues that clearly belong to the board to decide or to monitor, according to board policy.

GP.3-C2 Information that is for neither monitoring performance nor board decisions will be avoided or minimized and noted as such.

GP.3-C3 Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.

GP.3-D Executive Director remuneration will be decided during the last meeting of the fiscal year after a review of monitoring reports received in the last year.

GP.3-E The Board Chair, Vice Chair and Secretary will be selected at the last meeting of the fiscal year. Board members who have been elected to serve during the term of the Board Chair, Vice Chair and Secretary are eligible to be selected Board Chair, Vice Chair and Secretary, however, Board members are not eligible to serve as Board Chair during their first year on the Board.

GP.4 BOARD CHAIR'S ROLE: The Board Chair, a specially empowered member of the board, assures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties. In the absence of the Board Chair, the Vice Chair will assume the role of the Board Chair.

GP.4-A The assigned result of the Board Chair's job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.

GP.4-B The authority of the Board Chair consists of making decisions that fall within topics covered by board policies on Governance Process and Board-Management Delegation, with the exception of (a) employment or termination of an Executive Director and (b) where the board specifically delegates portions of this authority to others. The Board Chair is authorized to use any reasonable interpretation of the provisions in these policies.

GP.4-B1 The Board Chair is empowered to chair board meetings with all the commonly accepted power of that position, such as ruling and recognizing.

GP.4-B2 The Board Chair has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy

areas. Therefore, the Board Chair has no authority to supervise or direct the Executive Director.

GP.4-B3 The Board Chair may represent the board to outside parties in announcing board-stated positions and in stating Board Chair decisions and interpretations within the area delegated to that role.

GP.4-B4 The Board Chair may delegate his/her authority, but remains accountable for its use.

GP.5 SECRETARY'S ROLE: The secretary is an officer whose purpose is to ensure the integrity of the board's documents.

GP.5-A The assigned result of the secretary's job is to see to it that all board documents and filings are accurate and timely.

GP.5-A1 Policies will be current in their reflection of board decisions. Decisions upon which no subsequent decisions are to be based, such as consent agenda decisions, motions to adjourn, and staff or board member recognitions need not be placed in policy.

GP.5-A2 Policies will rigorously follow Policy Governance principles.

GP.5-A3 Bylaws elements necessary for legal compliance and for consistency with the principles of Policy Governance will be known to the board.

GP.5-A4 Requirements for format, brevity, and accuracy of board minutes will be known to the Executive Director.

GP.6 BOARD MEMBERS' 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.

GP.6-A Members must have loyalty to the ownership, unconflicted by loyalties to other organizations or individuals, including staff or other board members.

GP.6-B Members must avoid conflict of interest with respect to their fiduciary responsibility.

GP.6-B1 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 that might be or might reasonably be seen as being a conflict.

GP.6-B2 When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall withdraw without comment not only from the vote but also from the deliberation.

GP.6-B3 Board members will not use their board position to obtain employment in the organization for themselves, family members, or close associates. A board member who applies for employment must first resign from the board.

GP.6-C Board members may not attempt to exercise individual authority over the organization.

GP.6-C1 Board members' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.

GP.6-C2 Board members' interaction with public, press, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.

GP.6-C3 Except for participation in board deliberation about whether the Executive Director has achieved any reasonable interpretation of board policy, board members will not express individual judgments of performance of employees or the Executive Director.

GP.6-D Board members will respect the confidentiality appropriate to issues of a sensitive nature.

GP.6-E Board members will be properly prepared for board deliberation.

GP.6-F Board members will support the legitimacy and authority of the final determination of the board on any matter, irrespective of the member's personal position on the issue.

GP.6-G Board members may be asked by the staff to contribute as an operational volunteer not to exceed 20 hours each year.

GP.7 BOARD COMMITTEE PRINCIPLES: Board committees, when used, will reinforce the job of the board as a whole and never interfere with delegation from board to Executive Director. A committee is a board committee only if its existence and charge come from the board, regardless of whether board members serve on the committee. The only board committees are those that are set forth in this policy or those created by the board. Unless otherwise stated, a committee ceases to exist as soon as its task is complete. The Board Chair and Vice Chair recommend board members of the board committees after soliciting preferences from the board members. Members of committees are appointed by the Board.

GP.7-A Board committees 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.

GP.7-B 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 Executive Director.

GP.7-C Board committees cannot exercise authority over paid or volunteer staff. Because the Executive Director works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.

GP.7-D Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a board committee that has helped the board create policy on some topic will not be used to monitor organizational performance on that same subject.

GP.7-E Outside of the three standing committees, committees will be used sparingly and ordinarily in an ad hoc capacity.

GP.7-F This policy applies to any group that is formed by board action, whether or not it is called a committee and regardless of whether the group includes board members. It does not apply to committees formed under the authority of the Executive Director

GP.7-G The Nominations and Elections Committee is appointed to serve a one year term and may be reappointed.

GP.7-G1 The Nominations and Elections Committee facilitates the selection and election of qualified candidates for the NSCA Governing Board as described in the Board Procedures Manual and performs duties as directed.

GP.7-G2 The Nominations and Elections Committee is appointed to serve a one year term and may be reappointed.

GP.7-G3 The Nominations and Elections Committee consists of NSCA members and must include at least two board members.

GP.7-G4 Candidates for the Governing Board shall not serve on the Nominations and Elections Committee during the time of their candidacy. Board members on the Nominations and Elections Committee who decide to seek another board term must resign from the committee as soon as their intentions are made known to NSCA's Governing Board.

GP.7-H The Bylaw Review Committee is appointed to serve a one year term and may be reappointed.

GP.7-H1 The NSCA Bylaw Review Committee reviews the NSCA Bylaws annually to ensure they meet the needs of the Association and are in compliance with Policy Governance. The Bylaw Review Committee performs other duties as directed.

GP.7-H2 Members of the Bylaw Committee have completed NSCA leadership training and are knowledgeable about Policy Governance and bylaws.

GP.7-H3 The Bylaw Review Committee consists of NSCA members and must include at least two board members.

GP.7-H4 The Bylaw Review Committee reviews the NSCA Board Policy Manual to ensure NSCA policies align with NSCA and ASCA Bylaw.

GP.7-H5 The Bylaw Review Committee reviews amendments proposed by the Governing Board to ensure that any proposed revisions are not in conflict with existing Bylaw provisions.

GP.7-I The Financial Audit Committee is appointed to serve a one year term and may be reappointed.

GP.7-I1 The Financial Audit Committee is established to support the Governing Board in fulfilling its fiduciary responsibility.

GP.7-I2 Members of the Financial Audit Committee have completed NSCA leadership training and are knowledgeable about Policy Governance and NSCA's financial goals.

GP.7-I3 The Financial Audit Committee consists of NSCA members and must include at least three board members.

GP.7-I3A One of the board members will serve as the Financial Audit Committee chair and act as the liaison between the Governing Board and operational organization of NSCA.

GP.7-I4 The Financial Audit Committee will review quarterly financial statements, perform a yearly internal audit of NSCA finances and tax reports (Form 990), and review internal control and accountability policies for NSCA and recommend appropriate revisions.

GP.8 COST OF GOVERNANCE: Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

GP.8-A Board skills, methods, and supports will be sufficient to ensure governing with excellence.

GP.8-A1 Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing members' skills and understanding.

GP.8-A2 Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This may include, but is not limited to financial audit.

GP.8-A3 Outreach mechanisms will be used as needed to ensure the board's ability to listen to owner viewpoints and values.

GP.8-B Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.

GP.8-B1 NSCA will pay for one hotel room per board member who travels more than 30 miles who attend board required events. Events include but are not limited to evening board meetings, board meetings that last more than one day, annual school counselor academy, and ASCA's Delegate Assembly and Leadership Development Institute.

GP.8-B1a NSCA will pay a board member choosing to share a hotel room a stipend equal to 25% of the cost of the hotel room before taxes.

GP.8-B2 NSCA will reimburse board members for meals not already included at the official board required event at the government per diem rate.

GP.8-B3 NSCA will pay for board travel to board required events either IRS mileage rate or coach airfare, whichever is least expensive. Reimbursable coach airfare will be the least expensive option factoring in required time of travel and not exceeding 1 layover when at all possible.

BP.8-B3a The board asks that the executive director makes air travel reservations for board members unless the board member specifically asks to book their own. In the case of a board member wanting to book their own air travel, they will ask the executive director to provide a maximum reimbursement amount for airfare before making their air travel reservations. If the board member disagrees with the reimbursement amount for the airfare, he/she may ask the Board Chair to set the maximum reimbursement amount for the airfare.

GP.8-B3b When a board member flies to an event, NSCA will pay for ground transportation between the airport and the hotel as well as any other ground transportation required for conducting NSCA business.

GP.3-B3c When flying board members will be reimbursed the cost of 1 checked bag or 1 carry-on bag.

GP.8-B4 NSCA will pay board member registration fees for events required by the board. These events include but are not limited to the NSCA School Counselor Academy.

GP.8-C The board will develop its governance budget for the next fiscal year during the last quarterly meeting.

Board-Management Delegation Policies

GLOBAL BOARD-MANAGEMENT DELEGATION POLICY: The board's sole official connection to the operational organization, its achievements and conduct will be through a chief executive officer, titled the executive director.

BMD.1 UNITY OF CONTROL: Only officially passed motions of the board that make or amend Executive Limitation or Ends are binding on the Executive Director.

BMD.1-A Decision or instructions of individual board members, officers, or committees are not binding on the Executive Director except in rare instances when the board has specifically authorized such exercise of authority.

BMD.1-B In the case of board members or committees requesting information or assistance without board authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, a material amount of staff time or funds, or are disruptive.

BMD.2 ACCOUNTABILITY OF THE EXECUTIVE DIRECTOR: The Executive Director 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 Executive Director.

BMD.2-A The board will never give instructions to persons who report directly or indirectly to the Executive Director.

BMD.2-B The board will not evaluate, either formally or informally, any staff other than the Executive Director.

BMD.2-C The board will view Executive Director 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 Executive Director performance.

BMD.3 DELEGATION TO THE EXECUTIVE DIRECTOR: The board will instruct the Executive Director through written policies that prescribe the organizational Ends to be achieved, and proscribe organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

BMD.3-A The Board will develop policies instructing the Executive Director to achieve specified results, for specified recipients at a specified relationship between worth and results. 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 above are Means issues and thus are the responsibility of the Executive Director and not the Board.

BMD.3-B The board will develop policies that limit the latitude the Executive Director 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. These 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 Executive Director.

BMD.3-C Below the global level, a single limitation at any given level does not limit the scope of any foregoing level.

BMD.3-D 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 Executive Director to the board's satisfaction.

BMD.3-E As long as the Executive Director uses any reasonable interpretation of the board's Ends and Executive Limitations policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities. Such decisions of the Executive Director shall have full force and authority as if decided by the board.

BMD.3-F The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and Executive Director domains. By doing so, the board changes the latitude of choice given to the Executive Director. But as long as any particular delegation is in place, the board will respect and support the Executive Director's choices.

BMD.4 MONITORING EXECUTIVE DIRECTOR PERFORMANCE: Systematic and rigorous monitoring of Executive Director job performance will be solely against the only expected Executive Director job outputs: organization accomplishment of board policies on Ends and organizational operation within the boundaries established in board policies on Executive Limitations.

BMD.4-A Monitoring is simply to determine whether expectations expressed in Board policies have been met. Information that does not do this will not be considered to be monitoring information.

BMD.4-B The board will obtain disclosure about the Executive Director's interpretations of the board policy being monitored from the Executive Director.

BMD.4-C The board will obtain data disclosing whether the Executive Director interpretations have been accomplished using one or more of three methods:

- a. By internal report, in which the Executive Director discloses the data to the board.
- b. By external report, in which an external, disinterested third party selected by the board collects the data.
- c. By direct board inspection, in which a designated member or members of the board assess compliance with the appropriate policy criteria.

BMD.4-D In every case, the board will judge (a) the reasonableness of the Executive Director's interpretation and (b) whether data demonstrates accomplishment of the interpretation.

BMD.4-E The standard for compliance shall be any reasonable Executive Director 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 members or by the board as a whole.

BMD.4-F All policies that instruct the Executive Director 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 normally use a routine schedule.