

## Policy on Board/Executive Interactions

## Memorandum of Understanding

**A. Policy Statement:**

The board's sole official connection to the operating organization, its achievement, and conduct will be through the Executive Director **or his/her designee**. This policy clarifies for both governance and WACOSA's Executive Director the various boundaries required for each to perform their respective duties, assuring proper and effective oversight by the WACOSA Board of Directors, while defining proper delegation, autonomy and accountability of the Executive Director, **to accomplish the organization's Ends Policy. (see Ends Policy at the end of this MOU)**

**1. Unity of Control:**

Only decisions of the board acting as a body are binding on the Executive Director.

- Decisions 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.
- In the case of board members or **sub-committees of the board** 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.
- The Board will refrain from micromanaging/imposing its will upon the efforts of the Executive Director when such duties are within the purview of the Executive Director's responsibility in meeting the Ends Policy.

**2. Accountability:**

The Executive Director is the board's link to WACOSA's operational achievement and conduct. All authority and accountability of staff, as far as the board is concerned is considered the authority and accountability of the Executive Director.

- **Members of WACOSA's leadership team may be called upon to assist with various duties associated with WACOSA board committee business. In such cases, leadership team members will function as the Executive Director's proxy, as it relates to routine committee business. Leadership team members have the duty to question processes, decisions or discussions made by committee members that are outside the bounds of what leadership team members deem acceptable to the Executive Director. At such times, any aspects of committee business that, in the leadership team member's opinion, may be outside of what the Executive Director would agree to, should be tabled until such information can be clarified with the Executive Director.**

- In most cases, the board will refrain from evaluating, either formally or informally, any staff other than the Executive Director.
- The board will view the Executive Director's performance as identical to organizational performance so that organizational accomplishment of board-stated Ends and avoidance of board-prescribed means will be viewed as successful director performance. **Circumstances beyond the Executive Director's control will be taken into consideration in completing the evaluation. (I would think this statement is OK. Otherwise, it reads fairly harsh. Not quite sure why it was questioned. Need more information)**

### 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 describe organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

- The board will develop policies instructing the Executive Director to achieve certain results, for certain recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels and will be called **Ends policies**.
- The board will develop policies that limit the latitude the Executive Director may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels.
- As long as the Executive Director uses any reasonable interpretation of the board's **Ends Policy, ~~and Board/Executive Interactions Policy~~**, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.
- The board may change its Ends Policy and Board/Executive Interactions Policy, thereby shifting the boundary between board and Executive Director responsibilities. By doing so, the board changes the latitude of choice given to the Executive Director. However, as long as any particular delegation is in place, the board will respect and support the Executive Director's choices.

## WACOSA Ends Policy

*WACOSA is dedicated to the following results:*

- Individuals we serve have the right and responsibility to make meaningful choices.

- Individuals we serve, who choose to work, have employment at which they can experience success.
- Individuals we serve maintain positive social and personal relationships.
- Individuals we serve are valued as active participants in their community.