

STATEMENT of POLICY and PROCEDURE			
Section	2.0 Governance	Original Effective Date	Feb. 29, 2016
Sub-Section	2.2 Board-Executive Director Relationship	Date of Last Amendment	
Subject			
Topics			
Attachments			
Reference			

### **Purpose**

The most critical relationship in the governance of a non-profit organization is that between a Board and its Executive Director. As there are few clear guidelines as to where board oversight leaves off and executive management begins it is very important that policies and practices be established to guide the ongoing relationship.

### **Policy**

- The Executive Director works within the limits of policy established by the Board and manages the day-to-day operations of ESCC, including the hiring, training, supervising and, if required, the terminating of all other staff.
- There is also the expectation that the Executive Director will advise the Board on policy matters that require their attention and as well regularly update the Board on all of the activities of ESCC.
- The hiring of an Executive Director will be carried out by the Board. The Board may delegate the hiring process to a committee, although the Board has final approval of the selection.
- The Board is responsible for ensuring that an annual performance review of the Executive Director is conducted in accordance with the current human resources policy. The Board must approve any recommendation on a salary increase.
- The Executive Director reports to the Co-Chairs who provide direction on behalf of the Board.
- The performance review is an opportunity for the Board and the Executive Director to work together to establish annual performance goals for the next year that are clear, achievable and mutually agreed to.

## **Responsibilities**

The on-going oversight of the Executive Director is the responsibility of the Co-Chairs of the Board who will report to the Executive Committee and, when needed, to the Board.

## **Procedures**

The relationship between the Co-chairs and the Executive Director will generally set the tone for all other Board and Executive Director interactions. Developing an effective working partnership will require the following characteristics:

- **Trust and Respect**

The Co-chairs and the Executive Director work to develop the trust and respect for each other that builds the mutual confidence that each are committed to the success of the other.

- **Regular Communications**

It is important that there be regular communication between the Co-chairs and the Executive Director, and that early in the term of the Co-chairs a preferred style of communication (frequency, in-person, e-mail or phone) is established. The communication between the Co-chairs and the Executive Director must be open and complete so that good news as well as bad is regularly exchanged.

- **Willingness to Learn**

The Co-chairs and the Executive Director must share a willingness to learn, so that the Co-chairs can gain a better understanding of the non-profit environment and the Executive Director is comfortable drawing upon the expertise and experience of the Co-chairs.

- **Ability to Disagree Constructively**

It is important that the Co-chairs and the Executive Director feel comfortable communicating different points of view and then discussing these differences in a respectful manner. In some situations the Co-chairs and the Executive Director will choose to discuss issues in confidence and arrive at a shared understanding, with the belief that their unified agreement is important when the matter is brought to the full Board.