

## **II. POLICIES ON THE BOARD-EXECUTIVE RELATIONSHIP**

To facilitate optimum effectiveness, the Regional Center of Orange County (RCOC) Board of Directors recognizes the Board's responsibility as being generally confined to establishing the broadest of policies, leaving implementation and subsidiary policy development to the Executive Director. The ENDS policies direct the Executive Director to achieve certain results for certain persons; the Executive Limitations Policies constrain the Executive Director to act within acceptable boundaries of prudence and ethics.

All Board authority delegated to staff is delegated through the Executive Director; likewise, staff accountability also comes through the Executive Director.

- A. The Executive Director is authorized to establish all further policies, make all decisions, take all actions and develop all activities which are true to the Board's policies. The Board may, by extending its policies, or in response to a matter of major importance, "undelegate" areas of the Executive Director's authority, but will respect the Executive Director's choices so long as the delegation continues. This does not prevent the Board from obtaining information about activities in the delegated areas.
- B. Only the Board as a whole, by majority vote, has authority over the Executive Director. While the Executive Director will typically respond to requests from individuals or committees for information or action, if, in the Executive Director's judgment, the request is inappropriate or requires an excessive amount of staff time, the Executive Director may negotiate an alternative response to the original request. In those rare instances where a compromise cannot be successfully negotiated, the Board reserves final authority.
- C. The Executive Director may not perform, allow or cause to be performed, any act which is unlawful, insufficient to meet commonly accepted business and professional ethics, in violation of funding source or regulatory agency requirements, or contrary to explicit Board constraints (see Executive Limitations Policies) on executive authority.
- D. The Executive Director shall be hired by the Board of Directors to provide professional leadership and administration of the organization's programs and services. When a vacancy occurs in the position of Executive Director, the Executive Committee shall have the authority to appoint an Acting Executive Director, and an Executive Search Committee shall be formed to recruit the most appropriate candidate for the position.
- E. The performance of the Executive Director shall be monitored and reviewed annually by the Board of Directors. The Executive Committee shall meet with the Executive Director to present the results of the Board's review. The Executive Committee shall, guided by RCOC's Policy on Human Resource Development

(found in the Executive Limitations Policies), recommend any adjustments to the compensation of the Executive Director for approval by the Board of Directors.

- F. The Executive Director shall provide the following written documents to the Executive Committee as stated:
1. Annual performance reviews, a statement of total compensation and Conflict of Interest Statements for each executive management employee reporting directly to the Executive Director.
  2. Annual confirmation that mandatory employee training requirements have been satisfied by the Executive Director and each executive management employee reporting directly to the Executive Director.
  3. Annual confirmation that Executive Director and each executive management employee reporting directly to the Executive Director are accurately reporting their time and attendance.
  4. Annual reporting of monthly expense reimbursement reports for Executive Director and each executive management employee reporting directly to the Executive Director.
  5. Annual succession/development plans for the Executive Director and executive management positions.
  6. Biennial leadership survey of the Executive Director by each executive management employee reporting directly to the Executive Director and biennial leadership survey of each executive management employee by employees reporting directly to that executive management employee. A summary and analysis of the surveys will be provided to the Board members.

***Last Policy Review Date: October 9, 2017***

***Date Approved by Board: November 2, 2017***

***Date of Next Review: on or before November 2, 2019***

